



CODEC – The TOTVS Code of Ethics and Conduct

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1 Introduction

The perpetuity of TOTVS' business, as well as the success of its results, largely derives from the TOTVS Way of Being (Culture) and the ethical principles are adopted, followed and disseminated across the entire Ecosystem, which comprises employees, clients, franchises, investors, suppliers, partners, regulatory agencies and the community.

1.1 Purpose

The TOTVS Code of Ethics and Conduct (CODEC) guides the TOTVS Ecosystem on the behavior standards that are aligned with its values and business strategies. Thus, compliance with this Code is fundamental for TOTVS to maintain its leadership in the markets where it operates and to create wealth and income for its Ecosystem in a socially responsible manner, through relationships characterized by the highest level of integrity and honesty.

The CODEC is a practical guide to be used in day-to-day interactions and decisions by members of the TOTVS Ecosystem, by applying the Reason for Being, Vision, and the TOTVS Way of Being:

1.2 Reason for Being (Mission)

To make our clients more competitive in their segments by developing and delivering innovative and global software and business solutions and platforms.

1.3 Vision

To be always essential to our clients' business and its management. We create and innovate, being equal yet always different, with the purpose of:

- Developing, attracting and engaging the right people;
- Being simple and agile in delivering productivity in operations, products and services, combined with continuous improvement.

1.4 TOTVS Way of Being (TOTVS Culture)

#Equal, yet always #different

- Innovation is in our DNA. Every decision we make is focused on being better, faster and more innovative. We believe we can always get ahead and experience the outcomes.

#Connected

- We can collaborate and build more knowledge and innovation. By sharing information and new ideas, we can do more and better. We always try to simplify everything.

#WeSimplify

- We simplify problems, processes and challenges and bring more agility and productivity to our day-to-day activities and to our clients.

We seek to be always #essential for our clients

- We want to be closer to our clients and increasingly better understand their business. We seek to evolve, learn and always be fundamental for their management.

We develop what we #believe in and apply what we #develop

- We are the best showcase for our solutions and it is from this belief that we strengthen the pride in our work and in our products.

#Thinking together, we do #better

- The right people, in a collaborative environment, are the key to achieving incremental evolution and impacting results. Together we are more!

2. Relationships

2.1 Employees

WHAT WE MUST DO:

TOTVS recognizes that the essence of ethical behavior is the respect for the dignity of others. Therefore, workplace relationships in the company must be respectful, constructive, collaborative and cordial, regardless of hierarchy, position or function.

All employees must contribute towards creating and maintaining a harmonious working environment, build relationships of mutual trust based on complete transparency of plans and policies, except in cases of justified confidentiality, and celebrate the victories and achievements, however small, of their peers, as an incentive to pursue bigger and better results.

Conflicts between employees or departments are a normal part of business activity and must be resolved internally in the collective interest and the interest of the company, without overlapping individual interests.

Employees must make sure that their actions and decisions do not conflict with the interests of TOTVS and do not harm its image and reputation. The personal interests of employees must not interfere with their actions and decisions when performing their functions. Employees are also responsible for preserving and correctly using the assets of TOTVS - its facilities, machinery, equipment, furniture, vehicles, valuables, etc.

WHAT WE MUST NOT DO:

TOTVS does not tolerate any kind of harassment, humiliation, embarrassment, offense, threat or violence towards any employee, client, franchisee, shareholder, supplier or partner, as well as discrimination based on race, ethnic group, color, religion, belief, nationality, social status, physical or mental disability, opinion, political choice or sexual orientation. The company must value diversity and make sure that all employees are treated equally and respectfully in order to maintain a harmonious working environment based on trust.

LEADERSHIP:

Employees occupying leadership positions at TOTVS must keep all their team members fully informed of the company's economic and social objectives in order to encourage greater participation from them. Leaders must also recognize that, from the ethical standpoint, their role as leader makes them responsible for the success of their team members and that, more than words, it is their example that more effectively influences the behavior of team members.

As such, leaders must not favor any criterion that is not based on merit when hiring or promoting employees or while fixing the compensation, and must make sure that TOTVS does not condone any form of exploitation of adult or child labor.

2.2 Clients

WHAT WE MUST DO:

TOTVS recognizes clients as the main factor of its success and sustainability. Thus, employees must follow, with utmost care and interest, the level of satisfaction of their clients, ensuring that commitments undertaken are fully met. Employees must dedicate all their efforts to conquer and retain clients through after-sales assistance and by quickly and efficiently responding to requests and complaints.

All employees are responsible for providing clients with clear, accurate and true information about the products and services offered by TOTVS, as well as anticipating the needs of clients, as this is a competitive advantage and a strong incentive for innovation.

Employees must offer their clients products and services that meet their needs and raise their competitive advantage, besides sharing all the information required for them to use the software and services independently.

WHAT WE MUST NOT DO:

Employees must not accept tasks that they are unqualified to perform in order to avoid putting the relationship between TOTVS and its clients at risk. They must also not contract suppliers that are not qualified and familiar with the processes involving TOTVS software and services.

Employees must not work with any professional who works without prior consent from the client in question, and are expressly prohibited from disclosing information or any other kind of information about clients to third parties without prior consent.

TOTVS employees must not sell products and services that do not serve the needs of their clients, and must not offer or promote specific development of software to the detriment of TOTVS products. Offering any kind of illicit favor to clients or potential clients in order to close a sale is also unacceptable.

LEADERSHIP:

Employees occupying leadership positions at TOTVS must draft and disclose clear and specific instructions about the activities of sales professionals in the market to avoid situations when sales efforts, even if well-intentioned, might cause losses for clients and the company as a whole. Expenses with clients from private organizations are acceptable when related to work or regular business courtesy, subject to reasonable limits and existing formal policies.

2.3 Investors

WHAT WE MUST DO:

TOTVS must always maintain an open dialogue with its shareholders, except in cases of justified confidentiality of information, through the Investor Relations Department and in accordance with a disclosure policy regulated by the Brazilian Securities and Exchange Commission, communicated to the São Paulo Stock Exchange and published on the website ri.totvs.com.

Relations with shareholders and investors must comply with existing laws and regulations and must be based on the communication of accurate and transparent information that allows them to follow the activities and performance of TOTVS. The rights of every shareholder will be respected, including with regard to the disclosure of periodic information or material fact notices, regardless of their interest in the capital stock.

TOTVS opted for a shareholding structure in which all shares have voting rights, in accordance with the principle of equity. Also in accordance with the principle of equity, TOTVS will not provide any kind of compensation to its managers that may, even if indirectly, harm the legitimate interests of all majority and minority shareholders.

WHAT WE MUST NOT DO:

There will be no transaction between TOTVS and its shareholders or other related parties that does not fully comply with market conditions and is not disclosed as required of publicly-held companies.

2.4 Suppliers

WHAT WE MUST DO:

TOTVS suppliers must be selected based on clear and fair criteria that are not in conflict with the company's best interests. No negotiation should be conducted with companies that are known to apply practices that violate the principles upheld by the CODEC. Relations with suppliers must be long-lasting and mutually beneficial.

WHAT WE MUST NOT DO:

No favoritism of any kind is accepted in the process of selecting suppliers and partners. In order to ensure the best cost-benefit ratio for TOTVS, this selection must always be based on technical, financial and competence. Contracting suppliers included in the register of companies and persons notified by the Ministry of Labor for exploiting slave labor is prohibited.

2.5 Community

WHAT WE MUST DO:

Through activities promoted by themselves or third parties, the company and its employees must raise environmental and social awareness inside and outside the facilities. As a practical reflection of its relationship with the community where it operates, TOTVS is the main funding entity of the Social Opportunity Institute (IOS), a non-profit organization that offers professional training for low-income youth and people with disabilities.

2.6 Public Sector

WHAT WE MUST DO:

The relationship of TOTVS and its employees with representatives from all spheres of the public sector (government, companies and employees) will be of utmost respect and independence. All institutional contact with government authorities must be preceded by prior communication to the Public Sector Department or Institutional Relations Department.

TOTVS assists the work of public inspection and regulatory entities by sharing any information required for the internal and external audit and the inspection procedures within the required timeframes. The participation of TOTVS in bidding processes is based on strict compliance and observance with the provisions of Law 8,666 of June 21, 1993. All TOTVS employees must engage the Public Sector Service and Relationship department to follow the bidding process.

WHAT WE MUST NOT DO:

No action that could be characterized as influence peddling will be allowed. All TOTVS employees are forbidden to offer gifts or benefits to public servants, their families or the equivalent, members of political parties, candidates for elected office, either directly or through third parties, in compliance with the Anti-Corruption Law (12,846/13).

TOTVS values ethical and responsible conduct in its relations with government authorities, and forbids any illicit practice, and complies with the Anti-Corruption Law (12,846/13), which provides for the administrative and civil liability of corporations for acts against public administration.

TOTVS does not take political sides and will not take any initiative that may be construed as benefitting politicians or parties. TOTVS shall fully respect the right of its employees to actively participate in the country's politics, encouraging them to fulfill their duties as citizens. However, any expression of political or partisan activity by TOTVS employees or managers must be understood as personal opinion and never the position of TOTVS.

It is expressly forbidden to use the company's name to maintain or promote political and partisan relationships that may favor directly and/or indirectly candidates for elected office at the municipal, state and/or federal levels. TOTVS employees are forbidden to use the company's internal communication channels to spread political propaganda.

TOTVS employees are forbidden to organize gatherings and meetings within the company's premises, even if for commercial purposes, with candidates for elected office six months prior to an election.

2.7 Competitors

WHAT WE MUST DO:

Respect for the reputation of our competitors is part of our corporate culture. Competitors must be treated with the same respect with which TOTVS expects to be treated. TOTVS believes that the presence of its competitors in the market helps in its learning process and promotes a constant and healthy challenge to its ability to innovate.

WHAT WE MUST NOT DO:

The competitiveness of TOTVS products and services must be based on free and fair competition. No statements shall be made that could affect the image of competitors. Similarly, espionage will not be tolerated.

TOTVS does not object to participating, together with its competitors, in any initiative that is in the best interest of the industry where it operates. Competing for clients is a normal practice in the activity of organizations and there is no reason for retaliation if a competitor wins.

TOTVS employees are forbidden to maintain understandings with competitors to fix selling prices and conditions, adopt or influence the adoption of a single or pre-established business conduct, and/or divide markets representing investors, whose legitimate expectation is an adequate return on their capital.

2.8 Press

WHAT WE MUST DO:

TOTVS recognizes the important role played by the media in modern day society and always maintains an open communication channel with the press. All of its employees and business partners must work towards building a relationship of absolute credibility with the media and protect the company's institutional image, organizational reputation, brands and products.

Disclosure of information about the company or expression of opinion about TOTVS in any external media, including social networks, must first be formally authorized by the Investor Relations Officer of TOTVS, in the case of financial information, and by the Market Strategy Officer (Marketing), for other types of information. Employees that are not spokespersons are forbidden to grant interviews and testimonials to the press. Any interaction with the media should be notified, evaluated and monitored by the press office.

3. Conflicts of Interest

WHAT WE MUST DO:

Professional and ethical commitment of employees to TOTVS does not allow their professional activities to be influenced by personal interest. Therefore, all employees must work towards continuously improving the company's results, both in financial aspects and in terms of quality and response times, to meet the expectations of internal and external clients.

Employees must only use the technological and communication resources that are proprietary or formally authorized by TOTVS.

TOTVS does not forbid romantic relationships between employees, since there is no relationship of subordination between them; such cases must promptly be reported to the immediate superior, who will inform the Human Resources Department.

WHAT WE MUST NOT DO:

Employees must not act as competitors of TOTVS, regardless of the personal benefits they may obtain. Da mesma forma, os participantes não devem, por si ou por pessoas interpostas, usar bens da empresa, ou segredos comerciais e tecnológicos da TOTVS para qualquer outro fim que não o regular desempenho de suas atividades profissionais. Similarly, employees must not use, directly or through intermediaries, the assets or business and technological secrets of TOTVS for any purpose other than performing their professional activities.

Employees are expressly forbidden to use any illicit means or personal favors in their relations with clients, suppliers or authorities for any kind of transaction of a personal interest that may conflict with the collective interest. Employees must also refrain from changing the internal operating standards that may cause losses to other stakeholders without consulting them in advance, directly or through their representatives.

PRIVATE: Participants or any person acting on behalf of TOTVS may not receive or deliver gifts, or favors for customers, suppliers, competitors and officials of more than R\$ 150.00 (Brazil) or \$ 50.00 (other countries, or according to local regulations of the country), those wishing to make a greater value, should be instructed to do so directly to the Social Opportunity Institute.

PUBLIC: Only giving gifts (institutional character object with the company logo or IOS) is allowed provided it is limited to the value of \$ 100.00 (Brazil), and obeying the regulations, policies or codes of their public officials, agencies and entities to which they belong.

TOTVS may submit invitations to public officials to events, when institutional interest may occur. The invitation should be formalized by Commercial and Institutional Relationship with the Public Sector area.

If such gifts or favors have already been received by the employee, he should thank the donor and return the gift. Employees who choose to keep the gift must pay the value of the gift to the IOS in cash after duly deducting the amount allowed by TOTVS for receiving gifts.

4. Confidentiality and information security

WHAT WE MUST DO:

All the technology, methodology and information produced by employees while performing their functions are the exclusive property of TOTVS and employees are forbidden to use them for private purposes or pass them on to third parties. Such information is subject to scrutiny and monitoring without the permission of the employee.

Employees must safeguard and protect the assets of TOTVS, mainly represented by its intellectual property, and give the same treatment to third-party property at all times.

Employees must ensure the safety and safeguard the integrity of information about TOTVS stored in their equipment by creating backup copies of their data regularly, controlling third-party access to such data and keeping their passwords safe. Passwords are for personal use and cannot be transferred to or shared with others.

Employees must also be discreet when discussing company matters in public, particularly confidential information. It is expressly forbidden to provide third parties, including but not limited to competitors, with any information regarding TOTVS that may harm its business in any manner.

5. Corporate Governance

WHAT WE MUST DO:

TOTVS recognizes that emphasis on good moral conduct is more important than having multiple rules and disciplinary standards and therefore we must make sure that all internal records are absolutely clear, correct and reliable as they are the source of information that we provide to all people and entities with whom we maintain relations inside or outside the company. Thus, the accounting records of TOTVS reflect all its transactions, respecting the respective periods and the applicable regulations.

Employees must maintain absolute integrity in their professional and personal lives as a means of contributing to the image of TOTVS.

Employees must learn and adopt the best practices of corporate governance, namely:

- a) Internal and external transparency
- b) Fair treatment of the rights of minority groups, whether shareholders or employees of TOTVS
- c) Provision of reliable and timely information about our operations to all those who chose us to do what we are doing
- d) Corporate responsibility, which involves economic, environmental and social aspects of TOTVS and the pursuit of sustainability

WHAT WE MUST NOT DO:

Employees must not use the assets and facilities of TOTVS for personal purposes, even outside business hours, except when authorized by the respective department head. They must not perform activities that could harm our functions in the

TOTVS Ecosystem, particularly when such activities involve competitors, or conduct activities parallel to their professional activity at TOTVS facilities or clients.

It is forbidden to use, produce or reproduce pirated software or violate the legislation in force while using TOTVS technological resources.

LEADERSHIP:

Managers, executive officers and directors must strive to create and maintain an environment of internal controls that can guarantee the accuracy and reliability of all the information disclosed by TOTVS to the capital markets in general and to regulatory agencies.

6. Social media

6.1 Personal

TOTVS has official relationship channels in social networks and other digital media. Communication with clients, partners, suppliers and the general public that is interested in interacting with the brand, learning about the products and services, and staying informed of new developments and events, must follow the rules established by TOTVS.

Employee's responsibilities:

- When sharing content with other social networks, websites, platforms, blogs and any other environment, employees will be responsible for being aware, in advance, of the consequences of doing so, including the terms of use of any environment outside Fluig (corporate social network), as well as the exposure of their own intimacy and privacy, or the intimacy and privacy of third parties who are in any way related to the content being shared.
- Employees must not publish, transmit, reproduce, process, distribute, make available or use content that is classified as forbidden.
- Forbidden content is any content that violates the laws of Brazil or third-party rights, or goes against morals and good customs, in the opinion of TOTVS, such as: (i) pornographic, pedophile, racist or violent material; (ii) any material that offends the honor, private life, image, personal and family intimacy of third parties; (iii) content without the necessary authorization or license from third parties for its publication in the corporate social network Fluig; (iv) any content that violates copyrights or industrial property rights, that encourages or promotes illicit conduct or unfair competition practices; (v) unsolicited advertising material that could be classified as spam; (vi) content that results in the spread of virus or which directly or indirectly involves malicious code that breaches the security or privacy of other employees; and (vii) content that violates the results of a corporate network in which it is published.

- Employees also recognize that any publication in the social media that includes their brands, names, designs, layout, graphics, look and feel, source codes, software or other creations are the intellectual property of TOTVS. Therefore, employees agree not to publish, transmit, reproduce, process, reverse engineer, distribute, make available or use any intellectual property of TOTVS without its prior authorization.
- Employees will not be remunerated for uploading or sending content and, if the inclusion of content results in the exposure of brands, logos, names and/or products of companies, said fact will not be considered an advertisement and will not entitle the employees to any remuneration in the form of royalties, commission or any other source of revenue.

Rights of TOTVS:

- TOTVS reserves the right to cancel, block, suspend or remove access to profiles or accounts of employees, anytime and without prior notice, if it discovers that they carried out /carry out / will carry out any act or behave / will behave in a manner that violates Code of Ethics and Conduct principles.
- TOTVS also reserves the right to remove any content that goes against this Code of Ethics and Conduct (CODEC), of its own volition, or in response to any complaint, request from authorities or court order.

6.2 Professional

Fluig is a productivity and collaboration platform for process, document and identity management, which can be accessed anytime and anywhere through a mobile application.

The corporate social network is one of the resources in Fluig that are destined for corporate and professional purposes, in which TOTVS employees, after a rigorous authentication process, can interact, collaborate, and seek and generate business.

Through the corporate social network, TOTVS offers new concepts in working environment in which productivity tools, software applications, collaboration environments and communities come together in a contextualized manner and facilitate execution of the corporate strategy.

Employee´s responsibilities:

- Employees undertake to use the corporate social network Fluig and its contents in compliance with the laws, good customs and internal regulations.
- Employees assure that they will include in their profiles only content that is proprietary to them or over which they have the right to publish, transmit, reproduce, process, distribute, make available or use, without violating the rights of third parties, including but not limited to, the industrial property rights and copyrights.
- Employees are fully aware and agree that all and any content supplied will be stored in the database of TOTVS, thus accessible through search mechanisms belonging to TOTVS or the corporate social network Fluig for an indeterminate period of time.

- Employees must not publish, transmit, reproduce, process, distribute, make available or use content that is classified as forbidden.
- Employees also recognize that any publication in the corporate social network Fluig that includes their brands, names, designs, layout, graphics, look and feel, source codes, software or other creations are the intellectual property of TOTVS. Therefore, employees agree not to publish, transmit, reproduce, handle, reverse engineer, distribute, make available or use any intellectual property of TOTVS without its prior authorization.
- Each employee is responsible for choosing his password and for maintaining it secret, thereby exempting TOTVS from any direct or indirect damages - moral or material - resulting from its misuse, except in case of a demonstrable security flaw in Fluig (corporate social network).

Rights of TOTVS:

- TOTVS reserves the right to cancel, block, suspend or remove access to profiles or accounts of employees, anytime and without prior notice, if it discovers that they carried out /carry out /will carry out any act or behave /will behave in a manner that violates these Terms of Use.
- TOTVS also reserves the right to remove any content that goes against this Code of Ethics and Conduct (CODEC), of its own volition or in response to any complaint, request from authorities or court order.

7. Ethics and Conduct Committee

TOTVS has an Ethics and Conduct Committee, which is not responsible for imposing penalties as this is the prerogative of competent authorities in the organizational hierarchy. The Ethics and Conduct Committee receives reports of violations and, through a formal process, conclude if there really was any violation of the TOTVS Code of Ethics and Conduct, and forward the matter to the competent authority together with its opinion on the seriousness of the incident.

Any violation of this code will subject the offenders, based on their relationship with TOTVS, to diverse types of penalties. In case of employees, the disciplinary measures could range from a warning to termination with cause, in addition to appropriate legal action.

Any member of the TOTVS Ecosystem who is aware of any situation or practice that violates this Code must immediately report the fact to the Ethics and Conduct Committee through the channels available (08007215966 Brazil, 55 11 3232 0766 other locations or www.totvs.com/eticatotvs).

If deemed necessary, they can directly contact the Corporate Human Relations Department of TOTVS for suitable action.