

TOTVS S.A.
Corporate Taxpayer ID (CNPJ/MF) under No. 53.113.791/0001-22
Commercial Registry under NIRE No. 35.300.153.171

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
HELD ON JULY 27, 2015

1. - DATE, TIME AND PLACE OF THE MEETING: Held on July 27, 2015, at 9:00 a.m., outside the headquarters of the Company, at Rua Ministro Jesuino Cardoso, No. 454, suites 93 and 94, in the City and State of São Paulo.

2. - ATTENDANCE: The following members of the Board of Directors: Pedro Luiz Barreiros Passos; Laércio José de Lucena Cosentino; Maria Helena dos Santos Fernandes de Santana; Pedro Moreira Salles; Germán Pasquale Quiroga Vilardo; Sérgio Foldes Guimarães; Romero Venâncio Rodrigues Filho; Danilo Ferreira da Silva.

3. - PRESIDING BOARD: Chairman of the Board: Mr. Pedro Luiz Barreiros Passos; and Secretary of the Board: Mr. Ricardo Correa Helfer.

4. - RESOLUTIONS: Upon review and discussion of the matters included in the Agenda, the Board Members present at the meeting resolved by unanimous vote and with no restrictions:

4.1. Management Reports: to approve the Management Reports and the Financial Statements of the Company regarding the second quarter of 2015, filed at the Company's headquarters.

4.2. Payment of Interests on Equity: according to the terms of article 19, (xviii) of the By-laws, to authorize the distribution of interests on equity (*juros sobre capital próprio*) to the shareholders of the Company in the total amount of twenty-nine million, one hundred and ninety-five thousand, five hundred and ninety reais and two centavos (R\$29,195,590.02) referring to the first semester of 2015, corresponding to R\$0.179340618 per share, which shall be included in the minimum mandatory dividends in accordance with article 34 of

Company's By-laws. All shareholders registered as such on August 3, 2015 shall be entitled to receive the payment of the interest on equity. TOTVS' shares will be traded "ex-interest on equity" as of August 04, 2015. The interest on equity will be paid on August 19, 2015, with no monetary readjustment from August 3, 2015 to August 19, 2015.

5. - CLOSING, DRAW-UP AND APPROVAL OF THE MINUTES: There being no further matters to discuss, the meeting was suspended to draw up these minutes, which were then read, approved and signed by all attending Board Members.

São Paulo, July 27, 2015

This is a free English translation of the original minutes drawn up in the Company's records.

Presiding Board:

Pedro Luiz Barreiros Passos
Chairman

Ricardo Correa Helfer
Secretary