

TOTVS S.A.
Publicly Held Company
CNPJ nº 53.113.791/0001-22

NOTICE TO SHAREHOLDERS

TOTVS S.A. (BM&FBOVESPA: TOTS3) (“**TOTVS**”), in addition to the notice to shareholders disclosed on October 22, 2015, informs the following:

On November 10, 2015, TOTVS, as the successor of Makira II Empreendimentos e Participações S.A. (“Makira II”), will pay to former shareholders of Bematech S.A. (“Bematech”), the amount of R\$0.111452310 for the redemption of each redeemable preferred share issued by Makira II, which is the equivalent to R\$9.473446353 per share of Bematech. The amounts herein indicated already incorporate the restatement by 100% of the interest rate for certificates of interbank deposits for one business day, published by CETIP S.A. – Mercados Organizados, expressed in annual percentage, equivalent to the daily result, calculated based on a 252-business day year, as of October 5, 2015 up to November 10, 2015 of the redemption amount which was subject to the General Shareholders Meetings of TOTVS and Bematech, both held on September 3, 2015.

With regard to former shareholders of Bematech non residing in Brazil (“Non Resident Shareholders”), TOTVS, in accordance with the applicable law, will pay the redemption amount net of the Income Tax levied on the positive difference, as applicable, between the amount received for the redemption of the preferred shares of Makira II and the corresponding cost of acquisition of the shares owned by the applicable Non Resident Shareholder, at the rate of 15% (or 25% in case the Non Resident Shareholder is located in jurisdictions with low rate or no taxation, as defined by tax authorities). The amount due as Withheld Income Tax was calculated based on the average cost of acquisition of shares issued by Bematech informed by each Non Resident Shareholder directly to TOTVS, as well as to their respective custody agents, as described in the Notice to Shareholders disclosed by TOTVS on October 22, 2015.

São Paulo, November 9, 2015.

GILSOMAR MAIA SEBASTIÃO
Chief Investor Relations Officer