

TOTVS S.A.

Corporate Taxpayer ID (CNPJ/MF): 53.113.791/0001-22

Company Registry (NIRE): 35.300.153.171

SUMMARY OF THE MINUTES OF THE BOARD OF DIRECTORS MEETING

HELD ON JUNE 27, 2017

1. **DATE, TIME AND PLACE:** Held from 9 a.m. to 2 p.m., on June 27, 2017, at Av. Brás Leme, nº 1.000, in the city and state of São Paulo.

2. **PRESIDING BOARD:** Chairman: Mr. Germán Pasquale Quiroga Vilardo, pursuant to Article 17 of the Bylaws of TOTVS S.A. (“TOTVS” or “Company”); Secretary: André Rizk.

3. **CALL NOTICE AND ATTENDANCE:** Call notice sent in accordance with paragraph 1, article 18 of the Bylaws of the Company. The majority of the members of the Board of Directors (“Board”) attended the meeting, namely: Messrs. Germán Pasquale Quiroga Vilardo, Laércio José de Lucena Cosentino, Pedro Moreira Salles, Gilberto Mifano, Mauro Rodrigues da Cunha, Henrique Andrade Trinckquel Filho and Mrs. Maria Letícia de Freitas Costa, and Messrs. Pedro Luiz Barreiros Passos and Wolney Edirley Gonçalves Betiol justified their absence. Messrs. Weber George Canova, Chief Technology, TQTV D and Cloud Officer; Ricardo Levinzon, M&A, Corporate PMO and Market Intelligence Officer; and Mrs. Michele de Oliveira Endler Virgilio, Corporate Governance Coordinator were also present.

4. **AGENDA:** (i) Report of the Chief Executive Officer; (ii) Report on the work of the Audit Committee, including approval of (a) the Policy for Commercial and Institutional Relations with Public Entities; (b) the Risk Management and Internal Controls Policy; and (c) the TQTV D (related-party transaction) Project; (iii) Report on the activities of the Strategy and Technology Committee; (iv) Charter of the Board of Directors and Advisory Committees; (v) Status of the projects and decisions of the Strategic Planning 2016-2019; and (vi) Executive Session.

5. PRESENTATIONS AND RESOLUTIONS:

- 5.1. The Board of Executive Officers presented and commented the Company’s results for May 2017, as well as the periodical monitoring indicators of the Board.

- 5.2. After reporting the most recent activities conducted by the Audit Committee, the directors discussed and unanimously **approved**:

- (a) the Policy for Commercial and Institutional Relations with Public Entities and the Risk Management and Internal Control Policy, pursuant to Article 19 of the Company’s Bylaws, which

will come into effect as of today, and authorized their disclosure on Company's Investor Relations website (<http://ri.totvs.com.br>); and

- (b) the proposal of related-party transaction between TQTVD SOFTWARE LTDA., subsidiary of TOTVS, and MIRAKULO SOFTWARE LTDA. EPP., in accordance with Company's Related-Party Transactions Policy.

5.3. The directors discussed and made suggestions after the presentation of the report on the latest activities of the Strategy and Technology Committee.

5.4. The Charter of the Board of Directors and the Advisory Committees was submitted for analysis by the directors and further discussion by the Board of Directors.

5.5. The status of the projects and decisions of the Strategic Planning 2016-2019 was presented and discussed.

5.6. Finally, the directors met in an executive session without the presence of the executive officers.

6. **APPROVAL AND SIGNATURE OF THE MINUTES:** There being no other matter to discuss, the Chairman declared the meeting closed and these minutes were drawn up. This document is a summary of said minutes.

São Paulo, June 27, 2017

Germán Pasquale Quiroga Vilardo
Chairman

André Rizk
Secretary