



**TOTVS S.A.**

Publicly Held Company

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

Company Registry (NIRE): 35.300.153.171

**NOTICE TO THE MARKET**

**TOTVS S.A.** (B3: TOTS3) ("Company") hereby announces to its shareholders and the market that its wholly-owned subsidiary BEMATECH S/A ("BEMATECH") disclosed on this date a Notice to Debentureholders informing that on September 27, 2017, it will carry out the early redemption of all the debentures of the 1<sup>st</sup> (first) Public Issue of Simple, Non-Convertible, Unsecured Debentures in a Single Series, for Public Distribution with Restricted Placement Efforts, of BEMATECH, as per the notice attached to this Notice to the Market.

The early redemption amount shall correspond to the Unit Face Value of the Debentures, plus interest calculated on a *pro rata temporis* basis, since the date of last payment of interest, plus a premium equivalent to 0.60% (zero point six zero percent) per year, on a *pro rata temporis* basis, levied on the Unit Face Value of the Debentures, plus Interest, which will be redeemed, considering the remaining duration to maturity.

The Company will inform the market, at an opportune moment, the final amount to be paid by BEMATECH to debentureholders.

São Paulo, September 14, 2017

**Gilsomar Maia Sebastião**

Investor Relations Officer

**Investor Relations**

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**NOTICE TO DEBENTUREHOLDERS**

**BEMATECH S/A,**

**PRIVATELY-HELD COMPANY**

**Company Registry (NIRE): 41.300.009.279**

**Corporate Taxpayer ID (CNPJ/MF): 82.373.077/0001-71**

**OFFER NOTICE FOR EARLY REDEMPTION ADDRESSED TO DEBENTUREHOLDERS OF THE 1<sup>ST</sup> (FIRST) ISSUE OF SIMPLE, NON-CONVERTIBLE, UNSECURED DEBENTURES, IN A SINGLE SERIES, FOR PUBLIC DISTRIBUTION WITH RESTRICTED PLACEMENT EFFORTS**

*BEMATECH S/A (“Issuer”), hereby announces to the Debentureholders of the 1<sup>st</sup> (first) Public Issue of Simple, Non-convertible, Unsecured Debentures for Public Distribution with Restricted Placement Efforts (“Debentureholders” and individually, “Debentureholder”), that on September 27, 2017, it will carry out the early redemption of all (“Total Early Redemption”) the Debentures under the present issue, pursuant to Clause 5.1.1 of the “Private Indenture of the 1<sup>st</sup> (first) Simple, Non-convertible, Unsecured Debentures for Public Distribution with Restricted Placement Efforts, of BEMATECH S/A, registered with the Paraná trade board under no. ED001651000, in a session on 06/17/2014.*

*We also inform that the amount to be paid to Debentureholders as Total Early Redemption will be duly calculated in accordance with Clause 5.1.4 of the Indenture.*

*The payment of Debentures redeemed in advance through the Early Redemption Offer will be made in accordance with the procedures adopted by: (a) B3 S.A. – Brasil, Bolsa, Balcão – Cetip UTMV Segment (“B3”); and/or (b) by the Depository Institution, in case of Debentures not held in electronic custody at B3.*