

DISTANCE VOTING BALLOT**Annual General Meeting (AGM) - TOTVS S.A. to be held on 04/05/2018**

Shareholder's Name
Shareholder's CNPJ or CPF
E-mail
<p>Instructions on how to cast your vote</p> <p>This Absentee Ballot ("Ballot") must be completed if shareholders wish to exercise their absentee voting right, in accordance with article 121, sole paragraph, of Federal Law 6,404/1976 and CVM Instruction 481/2009.</p> <p>Shareholders who wish to exercise their absentee voting rights must complete the fields above with their full name (or company name, in case of legal entities) and registration at the Ministry of Finance as a corporate (CNPJ) or individual (CPF) taxpayer, as well as their e-mail for contact. This Ballot will be considered valid and the votes cast herein will be counted towards the quorum of the Meeting (i) only if all the fields are duly completed; (ii) all the pages must be initialed by the shareholder; and (iii) at the end, the shareholder (or legal representative, as applicable) must sign it.</p>
<p>Instructions for sending your ballot, indicating the delivery process by sending it directly to the Company or through a qualified service provider</p> <p>Shareholders who wish to exercise their absentee voting rights may (i) complete this Ballot and send it directly to the Company; or (ii) send the voting instructions to qualified service providers, observing the following instructions:</p>
<p>Postal and e-mail address to send the distance voting ballot, if the shareholder chooses to deliver the document directly to the company</p> <p>Shareholders who wish to exercise their absentee voting right by sending their instructions directly to the Company, must send the following documents to Avenida Braz Leme, nº 1.000, Bairro Casa Verde, CEP 02511-000, São Paulo, SP, Brazil, to the care of the Investor Relations Department: (i) printed copy of this Ballot, duly completed, initialed and signed; and (ii) authenticated copies of the following documents: a. For individuals: valid official identity document with photograph of the shareholder. b. For legal entities: (i) latest consolidated Articles of Organization or Bylaws (as applicable), along with any subsequent amendments not consolidated; (ii) corporate documents attesting to the powers of representation of the shareholder; and (iii) valid official identity document with photograph of the legal representative of the shareholder. c. For Investment Funds: (i) latest consolidated Investment Fund Regulation; (ii) latest consolidated Articles of Organization or Bylaws (as applicable) of the administrator or manager (as applicable, in accordance with the voting policy of the Investment Fund); (iii) corporate documents attesting to the powers of representation; (iv) official identification document of the legal representative. With regard to the documents listed in items "(i)" and "(ii)" above, the Company hereby requests, as applicable: (i) authentication of the signature; (ii) notarization; and (iii) sworn translation (except in the case of any alternative procedures that may be allowed by virtue of international agreements or conventions). The absentee ballots and the respective documentation will only be considered received by the Company, in full, up to 7 days prior to the meeting date, i.e. by December 14, 2017, inclusive. In accordance with article 21-U of CVM Instruction 481, the Company will inform shareholders if the documents received are sufficient for their voting instructions to be considered valid, or the procedures and deadlines for any rectification or re-submission, if required.</p>
<p>Indication of the institution hired by the company to provide the registrar service of securities, with name, physical and electronic address, contact person and phone number</p> <p>Shareholders who wish to exercise their absentee voting rights through service providers must submit their voting instructions to their respect custody agents, if they provide such service. For this, shareholders must contact their custody agents and check the procedures established by them for issuing voting instructions through ballot, as well as any other documents and information required by them. The collection and submission of voting instructions may be carried out also through Banco Itaú, the stock transfer agent for TOTVS shares, through an electronic platform. To do so, shareholders must register at the website of Itaú Securities Services Assembleia Digital (https://www.itaou.com.br/securitieservices/assembleiadigital/).</p>
Resolutions concerning the Annual General Meeting (AGM)
<p>Simple Resolution</p> <p>1. To receive the management accounts, examine, discuss and vote on the financial statements of the Company for the fiscal year ended December 31, 2017;</p> <p>[] Approve [] Reject [] Abstain</p>

DISTANCE VOTING BALLOT

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Simple Resolution

2. To deliberate on the capital budget for the purposes of article 196 of Federal Law 6,404/76;

Approve Reject Abstain

Simple Resolution

3. To deliberate on the allocation of net income from the year and on the distribution of dividends, pursuant to the Management Proposal;

Approve Reject Abstain

Simple Resolution

4. To approve the number of members of the Board of Directors, subject to paragraph 3, article 16, of the Bylaws of the Company;

Approve Reject Abstain

Simple Resolution

5. Do you wish to request the adoption of the multiple vote process for the election of the board of directors, pursuant to art. 141 of Law No. 6,404 of 1976?

Approve Reject Abstain

Election of the board of directors by candidate - Total members to be elected: 9

6. Indication of candidates for the board of directors (the shareholder may indicate as many candidates as number of positions to be filled in the general election)

Claudia Elisa de Pinho Soares

Approve Reject Abstain

Gilberto Mifano

Approve Reject Abstain

Guilherme Stocco Filho

Approve Reject Abstain

Laércio José de Lucena Cosentino

Approve Reject Abstain

Maria Letícia de Freitas Costa

Approve Reject Abstain

Mauro Gentile Rodrigues Da Cunha

Approve Reject Abstain

Paulo Sergio Caputo

Approve Reject Abstain

Pedro Luiz Barreiros Passos

Approve Reject Abstain

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Wolney Edirley Gonçalves Betiol

Approve Reject Abstain

7. In case of adoption of the multiple vote process, shall the votes corresponding to your actions be distributed in equal percentages by the candidates you have chosen?

Yes No Abstain

8. Display of all candidates for indication of the % (percentage) of the votes to be awarded

Claudia Elisa de Pinho Soares [] %

Gilberto Mifano [] %

Guilherme Stocco Filho [] %

Laércio José de Lucena Cosentino [] %

Maria Letícia de Freitas Costa [] %

Mauro Gentile Rodrigues Da Cunha [] %

Paulo Sergio Caputo [] %

Pedro Luiz Barreiros Passos [] %

Wolney Edirley Gonçalves Betiol [] %

Simple Resolution

9. To fix the overall annual compensation of members of the Board of Directors and the Board of Executive Officers for fiscal year 2018, pursuant to the Management Proposal;

Approve Reject Abstain

Simple Resolution

10. Do you wish to set up a Fiscal Council (Conselho Fiscal) pursuant to Law 6404 (1976), art. 161?

Approve Reject Abstain

Simple Resolution

11. If this General Meeting is held on second call, do the above voting instructions also apply to the decisions to be made during the meeting held on second call?

Approve Reject Abstain

City : _____

Date : _____

Signature : _____

DISTANCE VOTING BALLOT
Annual General Meeting (AGM) - TOTVS S.A. to be held on 04/05/2018

Shareholder's Name : _____

Phone Number : _____

DISTANCE VOTING BALLOT**Extraordinary General Meeting (EGM) - TOTVS S.A. to be held on 04/05/2018**

Shareholder's Name
Shareholder's CNPJ or CPF
E-mail
<p>Instructions on how to cast your vote</p> <p>This Absentee Ballot ("Ballot") must be completed if shareholders wish to exercise their absentee voting right, in accordance with article 121, sole paragraph, of Federal Law 6,404/1976 and CVM Instruction 481/2009. Shareholders who wish to exercise their absentee voting rights must complete the fields above with their full name (or company name, in case of legal entities) and registration at the Ministry of Finance as a corporate (CNPJ) or individual (CPF) taxpayer, as well as their e-mail for contact.</p> <p>This Ballot will be considered valid and the votes cast herein will be counted towards the quorum of the Meeting (i) only if all the fields are duly completed; (ii) all the pages must be initialed by the shareholder; and (iii) at the end, the shareholder (or legal representative, as applicable) must sign it.</p>
<p>Instructions for sending your ballot, indicating the delivery process by sending it directly to the Company or through a qualified service provider</p> <p>Shareholders who wish to exercise their absentee voting rights may (i) complete this Ballot and send it directly to the Company; or (ii) send the voting instructions to qualified service providers, observing the following instructions:</p>
<p>Postal and e-mail address to send the distance voting ballot, if the shareholder chooses to deliver the document directly to the company</p> <p>Shareholders who wish to exercise their absentee voting right by sending their instructions directly to the Company, must send the following documents to Avenida Braz Leme, nº 1.000, Bairro Casa Verde, CEP 02511-000, São Paulo, SP, Brazil, to the care of the Investor Relations Department: (i) printed copy of this Ballot, duly completed, initialed and signed; and (ii) authenticated copies of the following documents: a. For individuals: valid official identity document with photograph of the shareholder. b. For legal entities: (i) latest consolidated Articles of Organization or Bylaws (as applicable), along with any subsequent amendments not consolidated; (ii) corporate documents attesting to the powers of representation of the shareholder; and (iii) valid official identity document with photograph of the legal representative of the shareholder.</p> <p>c. For Investment Funds: (i) latest consolidated Investment Fund Regulation; (ii) latest consolidated Articles of Organization or Bylaws (as applicable) of the administrator or manager (as applicable, in accordance with the voting policy of the Investment Fund); (iii) corporate documents attesting to the powers of representation; (iv) official identification document of the legal representative. With regard to the documents listed in items "(i)" and "(ii)" above, the Company hereby requests, as applicable: (i) authentication of the signature; (ii) notarization; and (iii) sworn translation (except in the case of any alternative procedures that may be allowed by virtue of international agreements or conventions). The absentee ballots and the respective documentation will only be considered received by the Company, in full, up to 7 days prior to the meeting date, i.e. by December 14, 2017, inclusive. In accordance with article 21-U of CVM Instruction 481, the Company will inform shareholders if the documents received are sufficient for their voting instructions to be considered valid, or the procedures and deadlines for any rectification or re-submission, if required.</p>
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Resolutions concerning the Extraordinary General Meeting (EGM)
<p>Simple Resolution</p> <p>1. To deliberate on the proposal to increase the capital by capitalizing the profit retention reserve and the consequent amendment to the head paragraph of article 5 of the Bylaws of the Company</p> <p>[] Approve [] Reject [] Abstain</p>

DISTANCE VOTING BALLOT

Extraordinary General Meeting (EGM) - TOTVS S.A. to be held on 04/05/2018

Simple Resolution

2. To approve the amendment of the Bylaws of the Company to adapt them to the requirements of the Regulations of the Novo Mercado of B3 S.A. – Brasil, Bolsa, Balcão (B3), given that they came into force on January 2, 2018;

Approve Reject Abstain

Simple Resolution

3. To approve the restatement of the Bylaws of the Company to include the amendments proposed in items (1) and (2) above, those that are approved;

Approve Reject Abstain

Simple Resolution

4. To approve the amendment of the Share-based Incentive and Retention Plan, approved at the Shareholders Meeting held on December 15, 2015 (“Incentive Plan”);

Approve Reject Abstain

Simple Resolution

5. To approve the grant of restricted shares to key executives of the Company under the Incentive Plan, pursuant to the Management Proposal.

Approve Reject Abstain

Simple Resolution

6. Do you wish to set up a Fiscal Council (Conselho Fiscal) pursuant to Law 6404 (1976), art. 161?

Approve Reject Abstain

Simple Resolution

7. If this General Meeting is held on second call, do the above voting instructions also apply to the decisions to be made during the meeting held on second call?

Approve Reject Abstain

City : _____

Date : _____

Signature : _____

Shareholder's Name : _____

Phone Number : _____