

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 MARCH 2, 2018

- 1. DATE, TIME AND PLACE:** On March 2, 2017, held from 9 a.m. to 2 p.m., at Av. Brás Leme, nº 1000, in the city and state of São Paulo.
- 2. PRESIDING BOARD:** Chairman: Mr. Pedro Luiz Barreiros Passos; Secretary: André Rizk.
- 3. CALL NOTICE AND ATTENDANCE:** Call notice was duly sent in accordance with paragraph 1, article 18 of the Bylaws of TOTVS S.A. (“TOTVS” or “Company”). All the members of the Board of Directors (“Board”) attended the meeting, namely: Pedro Luiz Barreiros Passos, Germán Pasquale Quiroga Vilardo, Laércio José de Lucena Cosentino, Gilberto Mifano, Mauro Rodrigues da Cunha, Wolney Edirley Gonçalves Betiol; Henrique Andrade Trinckquel Filho, Claudia Elisa de Pinho Soares and Maria Letícia de Freitas Costa.

Also present during a part of the meeting were Gilsomar Maia Sebastião, Administrative and Financial Vice President and Investor Relations Officer; Flávio Balestrin, Marketing, Alliances, Business Models, Channels and Human Resources Vice-President; and Michele de Oliveira Endler Virgilio, Corporate Governance Coordinator.

- 4. AGENDA:** (i) Executive Session; (ii) Report from the Chief Executive Officer and the Administrative and Financial Vice President / Investor Relations Officer; (iii) Report from the Strategy and Technology Committee; (iv) Report from the Personnel and Compensation Committee, including the proposal for compensation of Company managers to the 2018 Annual and Extraordinary Shareholders Meeting (“AESM/18”); (v) Report from the Governance and Nomination Committee, including the proposed nominees to the Board of Directors to the AESM/18; (vi) Report on the activities of the Audit Committee, including (a) the Management Proposal and the calling of AESM/2018, and (b) approval of revision of the Code of Ethics and Conduct; (vii) Update of the trades made by members of investment plans; and (viii) Analysis of the results of Bematech S.A.

5. PRESENTATIONS AND RESOLUTIONS:

- 5.1.** Initially, the directors met in an executive session without the presence of executive officers.
- 5.2.** The Board of Executive Officers presented and commented on the Company’s results for January 2018, as well as the indicators periodically monitored by the Board of Directors.
- 5.3.** The report on the most recent activities of the Strategy and Technology Committee and the proposed work agenda of the committee for 2018 were presented, followed by debates and suggestions from the directors.
- 5.4.** The report on the most recent activities of the Personnel and Compensation Committee was presented, and the Board discussed and unanimously **approved** the proposal for overall management

compensation for fiscal year 2018, including the change in the parameters of the Share-Based Long-Term Incentive (ILP) Plan, to be submitted to the shareholders at the AESM/2018.

5.5. The report on the most recent activities of the Governance and Nomination Committee was presented, and the Board discussed and unanimously **approved** the nominees to be suggested by the Company Management for the next term of office of two years of the Board of Directors, to be submitted to shareholders at the AESM/18.

The Board placed on record its gratitude to directors Germán Quiroga and Henrique Trinckquel for their enormous contribution, dedication and outstanding contribution during their tenure and wishes them success in their new challenges. Messrs. Germán Quiroga and Henrique Trinckquel will remain in their positions until their replacements take office.

5.6. The report on the most recent activities of the Audit Committee was presented and the directors discussed and unanimously **approved**:

- (a) the calling of the Annual and Extraordinary Shareholders Meeting to be held on April 5, 2018, in accordance with article 19, item iii, of the Bylaws, and the submission of the Management Proposal to shareholders, and also authorized the Board of Executive Officers to take the necessary measures to disclose to the Securities and Exchange Commission of Brazil (“CVM”), the São Paulo Stock Exchange (B3 S.A. – Brasil, Bolsa, Balcão - B3) and the market through CVM’s EmpresasNet system, legal publication of the Call Notice in the São Paulo State Register and the newspaper Valor Econômico, in addition to the upload of all documents related to the AESM/18 on the Company’s Investor Relations website (<http://ri.totvs.com>); and
- (b) the revision of the Code of Ethics and Conduct (CODEC), pursuant to article 19 of the Bylaws of the Company, which comes into effect on this date, and authorized its publication on the Company’s Investor Relations website (<http://ri.totvs.com>).

5.7. The directors verified the compliance of trades on the Company shares by holder of the Individual Investment Plan, pursuant to paragraph 4, article 15-A, of ICVM 358/2002.

5.8. Analysis of the results of Bematech S.A.

6. APPROVAL AND SIGNING OF THE MINUTES: There being no other matter to discuss, the Chairman called the meeting to close and these minutes were drawn up. This document is a summary of non-confidential items of said minutes.

São Paulo, March 2, 2018

Pedro Luiz Barreiros Passos
Chairman of the Meeting

André Rizk
Secretary