

TOTVS S.A.
Corporate Taxpayer ID (CNPJ/MF): 53.113.791/0001-22
Company Registration (NIRE): 35.300.153.171

SUMMARY OF THE MINUTES OF THE BOARD OF DIRECTORS MEETING
HELD ON JULY 25, 2018

1. **DATE, TIME AND PLACE:** Held on July 25, 2018, from 2 p.m. to 7 p.m., at Av. Braz Leme, nº 1.000, in the city and state of São Paulo.
2. **PRESIDING BOARD:** Chairman: Pedro Luiz Barreiros Passos; Secretary: André Rizk.
3. **CALL NOTICE AND ATTENDANCE:** Call notice was duly sent in accordance with article 18, paragraph 1, of the Bylaws of TOTVS S.A. (“TOTVS” or “Company”). All the directors (“Board”) attended the meeting, namely: Pedro Luiz Barreiros Passos, Laércio José de Lucena Cosentino, Gilberto Mifano, Mauro Rodrigues da Cunha, Wolney Edirley Gonçalves Betiol, Guilherme Stocco Filho, Paulo Sergio Caputo, Claudia Elisa de Pinho Soares and Maria Letícia de Freitas Costa.

Also present were Gilsomar Maia Sebastião, Administrative and Financial Vice President and Investor Relations Officer, Sérgio Sério, Institutional Relations and Social Opportunity Manager and Investor Relations Manager, Rita Pellegrino, Human Resources Officer, 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, including(a) presentation of the results of the second quarter of 2018, (b) discussion about the press release, and (c) declaration and payment of interest on equity and dividends; (iii) Report on the activities of the Audit Committee; (iv) Report on the activities of the Strategy and Technology Committee; (v) Report on the activities of the Personnel and Compensation Committee; (vi) Report on the activities of the Governance and Designation Committee; and (vii) Presentation about the Institute of Social Opportunity (IOS).

5. PRESENTATIONS AND RESOLUTIONS:

5.1. Initially, the directors met in an executive session, without the presence of executive officers.

5.2. The Executive Officers presented and commented on the results of the second quarter of 2018 and the indicators monitored periodically, and the Board unanimously **approved**, as recommended by the Audit Committee, the reports and the quarterly financial information for the period ended June 30, 2018, and authorized the Board of Executive Officers to take all the measures necessary for their disclosure to the Securities and Exchange Commission of Brazil (“CVM”) and B3 S.A. – Brasil, Bolsa, Balcão (“B3”).

5.2.1. In addition, the Board unanimously **approved**, as recommended by the Audit Committee, pursuant to articles 19 and 39 of the Bylaws, the declaration and payment of interest on equity totaling fourteen million, seven hundred eight thousand, eight hundred eighty reais (R\$14,708,880.00), and dividends totaling seventeen million, nine hundred

seventy-seven thousand, five hundred twenty reais (R\$17,977,520.00), for a total amount of thirty-two million, six hundred eighty-six thousand, four hundred reais (R\$32,686,400.00), both pertaining to the first half of 2018. The amount to be paid as interest on equity corresponds to R\$0.090000000 per common share and the amount to be paid as dividends corresponds to R\$0.110000000 per common share, and will be calculated towards the minimum mandatory dividend. All holders of common shares issued by the Company on record as of August 1, 2018 will be entitled to receive interest on equity and dividends. Starting August 2, 2018, the shares of the Company will be traded “ex-interest on equity and dividends”. Interest on equity and dividends will be paid on October 3, 2018, without any inflation adjustment or remuneration from this date to October 3, 2018.

5.3 The report on the latest activities of the Audit Committee was presented, followed by debates and suggestions from the directors.

5.4. The report on the latest activities of the Strategy and Technology Committee was presented, followed by debates and suggestions from the directors.

5.5 After the report on the latest activities of the Personnel and Compensation Committee was presented, followed by debates and suggestions from the directors, the Board re-ratified the nomenclature of the positions on the Board of Executive Officers, as shown below.

Board of Executive Officers	
Name	Position
Laércio José de Lucena Cosentino	Chief Executive Officer and President
Gilsomar Maia Sebastião	Chief Financial Officer / Investor Relations Officer
Juliano de Miranda Tubino	Vice President of Business and Digital Strategy
Gustavo Dutra Bastos	Vice President of Platforms
Marcelo Eduardo Sant’Anna Cosentino	Business Vice President for Professional Services and IT
Eros Alexandre Jantsch	Business Vice President for Micro and Small Companies and Financial Service
Ronan Maia de Assis Carvalho Neto	Business Vice President for Consumer
Weber George Canova	Vice President of Technology and Cloud
Alexandre Haddad Appendino	Services and Relationship Officer
Maurício Dias Couto	Consulting Officer

5.6 The report on the latest activities of the Governance and Designation Committee was presented, including examination of the 2017 Integrated Report, and was followed by debates and suggestions from the directors.

5.7. The Board took cognizance of the developments in the activities of the Institute of Social Opportunity (IOS).

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, July 25, 2018.

Pedro Luiz Barreiros Passos
Chairman of the Meeting

André Rizk
Secretary