

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 FEBRUARY 11, 2019

1. **DATE, TIME AND PLACE:** Held on February 11, 2019, from 9 a.m. to 2 p.m., at Av. Braz Leme, nº 1000, in the city and state of São Paulo.

2. **PRESIDING BOARD:** Chairman: Laércio José de Lucena Cosentino; 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: 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.

Dennis Herszkowicz, Chief Executive Officer, Gilsomar Maia Sebastião, Administrative and Financial Vice President/Investor Relations Officer, Michele de Oliveira Endler Virgilio, Corporate Governance Coordinator, and Luiz Carlos Marques and Irdes Xavier, representatives of Ernst & Young Auditores Independentes S.S., partially attended the meeting.

4. **AGENDA:** (i) Sharing of opinion, data and facts; (ii) Report on the activities of the Governance and Designation Committee, including approval of the annual thematic agenda of the Board and other Committees; (iii) Report from the Chief Executive Officer, including (iii) an analysis and examination of the Financial Statements for the fiscal year ended December 31, 2018, accompanied by the Management Report and Independent Auditor's Report; and (b) an analysis and examination of the proposal for the 2019 capital budget and allocation of net income from the fiscal year ended December 31, 2018; (iv) Report on the activities of the Audit Committee; (v) Report from External Auditors on the financial statements for the fiscal year ended December 31, 2018; (vi) Report on the activities of the Personnel and Compensation Committee; and (vii) Executive Session.

5. PRESENTATIONS AND RESOLUTIONS:

5.1. The directors met in a session to share opinions, data and facts about the market and the Company, with debates and suggestions for submission of matters for deliberation.

5.2. After the report on the activities of the Governance and Designation Committee was submitted, followed by debates, the Board **approved**, by unanimous vote, as recommended by the Committee, the annual thematic agenda of the Board and the Committees;

5.3. The Chief Executive Officer presented a report on the Company's consolidated results in 2018, as well as key management aspects in progress.

5.4. The report on the activities of the Audit Committee was presented, including an analysis of the consolidated results of the Company in 2018, the proposed press release and allocation of net income, with favorable opinion from the Committee for examination by the Board and submission to Shareholders Meeting for deliberation;

5.5. The representatives of Ernst & Young Auditores Independentes S.S. presented the external auditor's conclusions of the audit related to the fiscal year ended December 31, 2018, as well as their unqualified opinion.

5.6. The Board, as recommended by the Audit Committee, **approved:** (a) by unanimous vote and without reservations, the Financial Statements for the fiscal year ended December 31, 2018, accompanied by the Management Report and the Independent Auditor's Report, and their submission to the Annual Shareholders Meeting of the Company for deliberation. The Board of Directors authorized the Board of Executive Officers to take the necessary measures to disclose the Financial Statements 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, as well as publish them in the State Register of São Paulo, the newspaper Valor Econômico and the Company's Investor Relations website (<https://ri.totvs.com>). and (b) by majority vote, the following proposal for the allocation of net income from the fiscal year 2018 prepared by the Board of Executive Officers, without additional distribution of interest on equity and dividends, and the Board also decided for the submission of the proposal to the Shareholders Meeting for deliberation:

NET INCOME	R\$59,547,769.02
Legal Reserve	R\$2,977,388.45
First-time adoption of CPCs 47 and 48	R\$7,968,688.81
Interest on Equity	R\$27,785,010.88
Dividends	R\$17,977,520.00
Profit Retention Reserve	R\$2,839,160.88

The total net income of R\$59,547,769.02 was allocated as follows: (a) R\$2,977,388.45 to the constitution of the legal reserve of five percent (5%); (b) R\$7,968,688.81 to first-time adoption adjustments related to CPCs 47 and 48; (c) R\$45,762,530.88 to the payment of interest on equity and dividends to shareholders, of which R\$32,686,400.00 was already paid on October 3, 2018 and R\$13,076,130.88 will be paid on May 9, 2019, as resolved at the Board of Directors meetings held on July 25, 2018 and December 21, 2018, respectively, there being no complementary profit distribution; and (d) R\$2,839,160.88 to profit retention reserve, under article 196 of Federal Law 6,404/76, according to the capital budget.

The Management Report, containing the other matters to be deliberated at the Shareholders Meeting, will be submitted to the Board for analysis at the next meeting to be held in March.

5.7. The report on the activities of the Personnel and Compensation Committee was presented, followed by debates and submissions for deliberation.

5.8. The Directors then met in an executive session, without the presence of the executive officers.

5.9. Finally, the Board **recorded** the resignation submitted on January 28 by Weber George Canova from the position of Chief Technology and Cloud Officer of the Company, as per the resignation letter filed at the headquarters of the Company.

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

São Paulo, February 11, 2019

Laércio José de Lucena Cosentino
Chairman of the Meeting

André Rizk
Secretary