



CHARTER OF THE BOARD OF DIRECTORS OF TOTVS S.A.



CHAPTER I

Purpose of the Charter

Article 1 – This Charter (“Charter”) governs the functioning, structure, organization, duties and responsibilities of the Board of Directors (“Board”) of TOTVS S.A. (“Company” or “TOTVS”) and its Committees, as well as the relationship between the Board, its Committees and other bodies of the Company, subject to good corporate governance practices, the provisions of Federal Law 6,404/76 (“Brazilian Corporations Law”), the regulations issued by the Securities and Exchange Commission of Brazil (“CVM”), the Rules of the Novo Mercado segment of B3 S.A. - Brasil, Bolsa, Balcão (“B3”) and the Bylaws of the Company.

CHAPTER II

Scope of Activity, Objectives and Powers of the Board of Directors

Article 2 – The Board is a management, collective decision-making body that is primarily responsible for setting the overall guidance of the Company’s business, deciding on strategic issues and monitoring the execution of the plans and operation by the Board of Executive Officers. The Board’s actions should be guided by the following guidelines:

- (i) strive for the achievement of the corporate purpose of the Company and ensure that its limits are honored;
- (ii) strive for the values and purposes of the Company and formulate its strategic guidelines, including for its strategic plan and annual budget;
- (iii) ensure the effective implementation of strategies and guidelines by the Board of Executive Officers, support and continuously supervise the management of the Company’s businesses, including its risks and people, but without interfering in operational issues;
- (iv) strive for the interests of shareholders, also taking into account the interests of other stakeholders and monitoring the relationship with them;
- (v) strive for the longevity of the Company from the sustainability perspective, incorporating economic, social, environmental and good corporate governance aspects while defining businesses and operations;
- (vi) ensure that the Board of Executive Officers of the Company adopts an agile management structure, consisting of qualified and reputable professionals, that is compatible with the Company’s operating segments; and
- (vii) ensure that the Board of Executive Officers adopts processes to prevent and manage conflicts of interest or dissenting opinions so that the Company’s interests shall prevail always.

Article 3 – The Board must approve the Company’s Policies, including those determined by applicable laws and regulations, which must be public in nature, except in case of the Company’s interests.

Paragraph One – The policies under the responsibility of the Board include a related-party transaction policy, which may establish powers of approval, duties and specific procedures for approval of said transactions, and a Risk Management and Internal Controls Policy.



CHARTER OF THE BOARD OF DIRECTORS OF TOTVS S.A.



Paragraph Two – The Board must establish the cycles for revision and updating of any Policy it approves.

Article 4 – When exercising its powers set forth in Article 19 of the Company's Bylaws, the Board must:

- (i) define the business strategies, considering the impacts of the Company's activities on society and on the environment, while envisioning the perpetuity of the Company and creation of value in the long term;
- (ii) monitor the Company's operation and periodically assess its exposure to risks and the effectiveness of the risk management systems, internal controls and the integrity/compliance system in accordance with the policy previously approved;
- (iii) define the values and ethical principles of the Company and strive for the integrity of the business culture and the maintenance of the Company's transparency in its relations with all stakeholders;
- (iv) evaluate and submit to the Shareholders Meeting annually, the list of independent members, and indicate and justify any circumstances that could compromise their autonomy;
- (v) periodically review the corporate governance system in order to improve it;
- (vi) establish mechanisms for reviewing the performance of the Board and its Committees, as collective decision making bodies, of the Chairman of the Board and the Directors, individually, and the Corporate Governance Department;
- (vii) periodically assess the scope and need of Committees to make sure that everyone plays an effective role, deciding on the creation of new Committees in addition to those envisaged in the Bylaws, and workgroups for advising them, establishing their composition and respective functions, membership, budget when required, and term of office; and
- (viii) approve the approval limits of executive officers and attorneys-in-fact of the Company.

Sole Paragraph – In the exercise of its functions, the Board may, if it deems necessary, request prior analysis and opinion from Special Committees (Chapter IX, Article 22), observing their respective areas of activity.

CHAPTER III

Membership, Term of Office and Investiture of the Board of Directors

Article 5 – The membership and term of office of the Board are defined in the Bylaws and by the Shareholders Meeting.

Article 6 – The members of the Board are invested in their respective positions after signing the Instrument of Investiture, which will be available to Directors immediately after their election and include their agreement with the arbitration clause referred to in Article 53 of the Bylaws of the Company. The Directors must follow the rules set forth in the Bylaws, Charters, Policies and Code of Ethics and Conduct of the Company, as well as provide a statement of clearance to hold their positions, under the penalties of Law, through the respective instrument, which will be filed at the Company's headquarters.



CHARTER OF THE BOARD OF DIRECTORS OF TOTVS S.A.



CHAPTER IV

Rights and Duties of Members of the Board of Directors

Article 7 – The Directors will have access to all the documents and information they deem necessary to perform their functions. Requests for documents or information should preferably be made in writing and addressed to the Chief Executive Officer or any other executive officer, always with a copy to or informing the Corporate Governance Department, which will be responsible, as applicable, to release the information to other Directors.

Article 8 – The Directors may, as deemed necessary propose to the Board to hire external specialists to help them take specific decisions, observing the powers attributed thereto by the Bylaws of the Company.

Article 9 – All Directors are responsible, in addition to the responsibilities envisaged in Law, the applicable regulations and the Bylaws, for the following:

- (i) conducting their activities in the Board towards creating value for the Company and to safeguard the long-term interests of shareholders;
- (ii) attending the meetings of the Board and the Committees in which they participate duly prepared, including prior examination of the documents made available and participating actively and diligently in such meetings;
- (iii) preserving the confidentiality of any Company information to which they may have access due to their position, and require the same confidential treatment from professionals advising them, using such information only for exercising their functions as directors, under penalty of being held accountable for improper disclosure of such information;
- (iv) declaring, before any deliberation that, by any reason, the director has personal interest or conflicting interests with those of the Company in any matter being deliberated upon, and abstain from the discussion and vote;
- (v) striving for the adoption of and compliance with good corporate governance practices by the Company;
- (vi) informing, upon investiture in the office and on a monthly basis, the Investor Relations Officer of the Company, the number and type of securities issued by the Company held by them, their spouse, partner and dependents included in the annual income tax return form, along with any change in shareholding within three (3) days from the trading date, mentioning the date, number, type and form and price of purchase and/or sale of shares, and all this information will be provided to CVM, pursuant to CVM Instruction 358/2002;
- (vii) refraining from enjoying any type of direct or indirect advantage because of the position held by them;
- (viii) ensuring that the Board's relations with Committees, the Board of Executive Officers, the Independent Auditors and shareholders are maintained in an efficient and transparent manner; and
- (ix) informing the Governance and Appointment Committee of their membership of the Board of Directors, Committees or other corporate bodies of other companies at the time of their election or resignation/removal.



CHARTER OF THE BOARD OF DIRECTORS OF TOTVS S.A.



Sole Paragraph - Notwithstanding the provisions in item (vi) above, Directors are entitled to sign Individual Plans for Investment in securities issued by the Company, pursuant to applicable regulations. The Plans will be filed at the Company and their performance will be monitored by the Investor Relations department.

CHAPTER V

Chairman and Vice Chairman of the Board of Directors

Article 10 – The Board will have one (1) Chairman and one (1) Vice Chairman, who will be elected by absolute majority of votes of the Directors present, in the first meeting of the Board to be held after the investiture of such members, or in the event of resignation or any vacancy.

Paragraph One – The Vice Chairman will exercise the functions of Chairman in the absence or temporary impediment of the latter, regardless of any formality. In the event of absence or temporary impediment of the Chairman and the Vice Chairman, the functions of Chairman will be performed by another member of the Board appointed by the Chairman. In the absence of any such appointment, the Directors present will elect the chairman of the meeting.

Paragraph Two – The positions of Chairman of the Board and Chief Executive Officer or main executive of the Company cannot be held by the same person.

Article 11 – The Chairman of the Board has the following duties:

- (i) call, hold and preside over Board meetings;
- (ii) hold and preside over Shareholders Meetings and, in his absence or impediment, appoint in writing, another Director, Executive Officer or shareholder to replace him;
- (iii) appoint, in his capacity as Chairman of the Shareholders Meeting, up to two (2) Secretaries to help him during the Shareholders Meeting;
- (iv) comply with and ensure compliance with this Charter;
- (v) organize and coordinate, with help from the Corporate Governance Department, the agenda of meetings, and hear, if necessary, the other Directors, the Chief Executive Officer and other Executive Officers of the Company;
- (vi) coordinate the activities of the Board to ensure the effectiveness and good performance of the Board and of each of its members, acting as the link between the Board and the Chief Executive Officer;
- (vii) lead, with collaboration from the Corporate Governance Department, and in accordance with the recommendations of the Governance and Designation Committee, if set up, a structured and formal process of appraisal of the Board and its Committees, as collective decision-making bodies, of the Chairman of the Board, of the individual Directors and of the Corporate Governance Department. The results of the appraisal of the Board will be announced to all Directors;
- (viii) reconcile the activities of the Board with the interests of the Company, its shareholders and other stakeholders;



CHARTER OF THE BOARD OF DIRECTORS OF TOTVS S.A.



- (ix) send call notices for Board meetings, with help from the Corporate Governance Department, informing Directors and other participants of the venue, date, time and agenda of the meeting; and calling, when necessary, the Executive Officers and/or employees of the Company to attend the meetings and provide clarifications or information on the matters at hand;
- (x) ensure that Directors receive complete and timely information about the items on the agenda of meetings, whose documents will be made available by the Corporate Governance Department through the Company's Governance Portal;
- (xi) propose to the Board, with help from the Corporate Governance Department, the annual corporate calendar, which must necessarily define the dates of the following events:
 - a. Ordinary Board meetings;
 - b. Disclosure of annual financial statements and consolidated financial statements in Portuguese and English;
 - c. Disclosure of the "Standardized Financial Statements (DFP)" and "Quarterly Financial Information (ITR)" forms in Portuguese and English;
 - d. Disclosure of the "Reference Form";
 - e. Annual Shareholders Meeting and, if applicable, Extraordinary Shareholders Meeting;
 - f. Public meetings with analysts; and
 - g. Earnings conference calls.
- (xii) organize and coordinate, jointly with the Chief Executive Officer, with support from the Corporate Governance Department, when a new member of the Board is elected, an integration and training program for the new Director to enable them to get acquainted with the activities and obtain information about the Company; and
- (xiii) ensure that Board decisions are duly implemented by the Board of Executive Officers and that the Company provide Directors with the information they request, while maintaining regular control over pending issues.

CHAPTER VI

Corporate Governance Department

Article 12 – The Corporate Governance Secretary will be chosen by the Board from among professionals with recognized technical competence and knowledge in law and corporate governance.

Article 13 - The Corporate Governance Department is responsible for the following:

- (i) supporting the Company's corporate governance processes and proposing their constant improvement;
- (ii) assisting the preparation of the annual calendar containing the dates of ordinary meetings of the Board and Shareholders Meetings, as well as disclosure of the approved calendar;



CHARTER OF THE BOARD OF DIRECTORS OF TOTVS S.A.



- (iii) organizing the agendas of meetings of the Board and the Committees based on the proposals sent by the Board of Executive Officers and requests from Directors, observing the laws, standards and Bylaws, and submitting them, prior to distribution, to the Chairman of the Board and, where applicable, to the Coordinator of the respective Special Committee;
- (iv) issuing, on behalf of the Chairman of the Board and, as applicable, the Coordinator of the respective Committee, the call notice for the meetings of the Board and the Committees, in writing, via e-mail, preferably five (5) days prior to the meeting, mentioning the date, time, venue and agenda of the meeting;
- (v) supervising the preparation of supporting material to be made available to Directors and members of the Committees prior to the meetings;
- (vi) interacting with the Board of Executive Officers to meet any requests for clarification and information provided by the members of the Board and the Committees;
- (vii) acting as secretary in the meetings of the Board and the Committees, drafting the respective minutes objectively, summarizing the matters discussed and decisions taken by the Board and the Committees;
- (viii) submitting the minutes of the meetings for approval by the Board and the Committees preferably within two (2) business days after the meetings are held and, as soon as they are approved, draw them up in the respective records and obtain the respective signatures;
- (ix) sending the minutes of meetings of Board meetings, duly approved and signed, for registering and publication, and providing, when necessary, the respective extracts of the minutes;
- (x) filing minutes, extracts, decisions, documents and any other material used in the meetings of the Board and the Committees for consultation by anyone interested, upon request;
- (xi) contacting new Directors, immediately after the Shareholders Meeting that elects them, to give them the following documents and obtain their signatures, as necessary:
 - a) Copy of this Charter;
 - b) Calendar of Meetings scheduled for the remainder of the fiscal year;
 - c) Instrument of Investiture;
 - d) Clearance Statement;
 - e) Instrument of Consent to Regulations of the Market Arbitration Chamber of B3;
 - f) Instrument of Consent to the Material Act or Fact Disclosure Policy;
 - g) Instrument of Consent to the Company's Securities Trading Policy;
 - h) Instrument of Consent to the Code of Ethics; and
 - i) Instructions to access the Governance Portal, including previous minutes of the Board and its Committees.



CHARTER OF THE BOARD OF DIRECTORS OF TOTVS S.A.



- (xii) monitoring the progress of decisions or requests from the Board and the Committees made to the Board of Executive Officers of the Company, and ensure such requests are responded to in a timely manner;
- (xiii) monitoring and recording the attendance of Directors and members of Committees in meetings; and
- (xiv) assisting the Chairman of the Board and the Chief Executive Officer, when a new member is elected to the Board, in organizing the program of integration and training of the new Director.

CHAPTER VII

Meetings of the Board of Directors

Article 14 – The Board will ordinarily meet six (6) times a year, as per the annual corporate calendar, and extraordinarily whenever necessary to discuss the Company's interests.

Article 15 – Board meetings will be convened by the Chairman or by the majority of the Directors, through prior written notice sent by e-mail to all Directors, preferably five (5) days prior to the date of the meeting, specifying the venue, date and time of the meeting, as well as its agenda.

Article 16 – Board meetings will be held at the Company's headquarters, but may also be held at a different venue, to be defined in advance by the Chairman of the Board.

Article 17 – Board meetings may be held via conference call, video conference call or any other means of communication that allows the identification of the member and simultaneous communication among all other persons present at the meeting. In this case, Board members will be considered present in the meeting.

Sole Paragraph – Directors who cast their vote by proxy granted to another Board member, through prior written vote and through written vote cast by e-mail or any other means of communication will also be considered present.

Article 18 – Board Meetings will be held in the presence of the majority of the members and will be chaired by the Chairman of the Board or, in his absence, the Vice Chairman, or in the absence of both, any Director appointed by the Chairman of the Board. If there is no such appointment, the Directors present will elect the chairman of the meeting.

Article 19 – The Board will take decisions by absolute majority vote of the members present and in case of a tie, the Chairman of the Board or the Director chairing the meeting will having the casting vote.

Article 20 – The agenda of ordinary meetings of the Board shall preferably observe the following order:

- (i) Approval and signature of the minutes of the previous meeting
- (ii) Presentation of the meeting agenda and matters for consideration and voting
- (iii) Report from the Chief Executive Officer and the Chief Administrative and Financial Officer / Investor Relations Officer
- (iv) Issues raised by the Advisory Committees
- (v) Break



CHARTER OF THE BOARD OF DIRECTORS OF TOTVS S.A.



- (vi) Other matters under the Board's authority
- (vii) Opportunity for presentation by guests
- (viii) Executive Session (without the presence of Company executives)

Paragraph One – The Board may call Executive Officers and/or employees of the Company to attend the meetings and provide clarifications or information on matters being deliberated upon or create Technical Commissions for specific tasks.

Paragraph Two – Each Board member can propose items for the agenda, which must be submitted to the Corporate Governance Department preferably fifteen (15) days prior to the date of each meeting.

Paragraph Three – The agenda of the meeting, along with the supporting material, will be made available on the Company's Governance Portal to all Directors, by the Corporate Governance Department, preferably five (5) days prior to the meeting. The agenda will include the date, start and end time and venue of the meeting, as well as the matters to be considered and the estimated duration of each presentation.

CHAPTER VIII

Disclosure

Article 21 – Board activities will be recorded in minutes of meetings, which will be drafted by the Corporate Governance Department.

Paragraph One – The minutes of Board meetings will be drafted clearly, recording all decisions, abstentions from voting due to conflict of interests, responsibilities and deadlines. The minutes of the meeting must be sent to Directors preferably within two (2) days after the meeting for any comments and revisions, and must be approved preferably before the following meeting, when it will be signed by all attending members.

Paragraph Two – Directors who disagree with the way the Company's businesses are conducted or with any proposed act should make sure that their disagreement is duly recorded in the minutes.

Paragraph Three – The minutes will be prepared based on the principle that transparency is the rule and secrecy is the exception. In this regard, a summary of the minutes will be submitted through the Empresas.NET system of the CVM containing, at least, the attendance list, start and end time of meeting, items on the agenda and a summary of the decisions. Confidential items must be omitted and the respective item on the agenda must be marked "CONFIDENTIAL".

In addition, deliberative matters that have effects on third parties must be included in the summary/extract of the minutes of the Board meeting that will be filed and published at the applicable Commercial Registry and CVM, within the regulatory periods.

Paragraph Four – The Investor Relations Officer will be responsible for communicating to shareholders any material facts or events stemming from Board decisions, even before the publication of the minutes, if necessary, observing the provisions of applicable laws and the Material Act or Fact Disclosure Policy approved by the Board.

Paragraph Five – The Board of Executive Officers will disseminate Board decisions to employees, if and when pertinent.



CHARTER OF THE BOARD OF DIRECTORS OF TOTVS S.A.



CHAPTER IX

Special Committees

Article 22 – The Board may create Special Committees (“Special Committees”) in addition to those envisaged in the Bylaws (“Statutory Committees” or, jointly, “Committees”), to function simultaneously, permanently or temporarily, without any decision-making power, to advise on its activities. Such Committees will consist of members of the Board, external experts invited and, in exceptional cases, members of the Board of Executive Officers.

Paragraph One – The Committees will report only to the Board, and operate independently from the Board of Executive Officers of the Company.

Paragraph Two – Members of Committees will be elected by the Board, and the Directors can participate in meetings of the Committees, even if they are not members.

Paragraph Three – All Directors will have access to the materials of Committees’ meetings, even if they are not members, through the governance portal.

Article 23 – Members of the Committees are subject to the same duties as Directors, envisaged in the Bylaws, the disclosure and trading policies, the Company’s Code of Ethics and Conduct, and to the duties and responsibilities of managers, as per articles 153 to 159 of Brazilian Corporations Law.

Article 24 – The function of a Committee member cannot be delegated and should be performed observing the duties of loyalty and diligence, and avoiding any situation of conflict that may interfere in the interests of the Company and its shareholders.

Article 25 – The Board, after hearing the Governance and Designation Committee, will appoint to each Committee one (1) Coordinator, who must be an Independent Director in the case of Audit Committee.

Paragraph One – The Coordinator will act as the Committee’s representative before the Board and will have the following duties:

- (i) propose the annual calendar of meetings and define the agenda of the meeting, assisted by the Corporate Governance Department, in accordance with the activities planned to meet the work requests defined by the Board. The other members may suggest additional matters to be considered by the Committee;
- (ii) ensure that, preferably, five (5) days prior to the meeting, the call notice is sent to Committee members in writing by e-mail and that the necessary supporting material is made available on the Company’s Governance Portal through the Corporate Governance Department;
- (iii) invite, when necessary, external consultants, members of the Board of Executive Officers and/or employees to attend the meetings, through the Corporate Governance Department;
- (iv) request, whenever necessary, the issue of reports by specialist consultants or consulting firms;



CHARTER OF THE BOARD OF DIRECTORS OF TOTVS S.A.



- (v) ensure that the minutes of meetings are submitted, by the Corporate Governance Department, to other members of the Committee preferably within two (2) business days from the date of the meetings, for comments and revisions, which shall be approved preferably before the next meeting, when they will be signed by all members present and made available to the Board, notwithstanding the regular report of the Coordinator made during all Board meetings; and
- (vi) ensure that all requests for information are sent to the Board of Executive Officers of the Company, with support from the Corporate Governance Department.

Paragraph Two - In case of absence or temporary impediment, the Coordinator can be replaced by a member appointed by the Committee.

Article 26 – Call notices for meetings of Committees will be issued by the Corporate Governance Department in writing and sent by e-mail, upon request by the Coordinator, preferably five (5) days prior to the meeting and will be made available on the Corporate Governance Portal, along with supporting material, to all members of Committees.

Article 27 – The Committees will ordinarily meet at least four (4) times a year or, extraordinarily, when requested by the Coordinator or of any of its members.

Article 28 – Committees are subject to the rules applicable to Board meetings described elsewhere herein.

Article 29 – Committee members who have actual or potential conflict of interests with any matter will leave the room and not take part in the meeting during the period when the matter is being discussed, though they may, prior to leaving the meeting, provide information, details and reasons, and answer any questions from the Committee.

Article 30 – Committees should study the matters under their authority and prepare proposals for the Board. The material required for examination by the Board must be made available together with the voting recommendation of the Committees on the Company's Governance Portal, and Directors may request additional information, if deemed necessary, through the Corporate Governance Department. Recommendations and reports of the Committees will be rendered by the majority of their members. In case of material disagreement, the differing opinions must be presented to the Board.

Article 31 - The Committees must have operational autonomy and, when required, their own budget approved by the Board, to cover their operating expenses.

Article 32 – The term of office of Committee members will coincide with the term of office of the Directors and they may be reelected for four more consecutive terms.

Article 33 – The Board will be advised by four (4) permanent committees, namely: Audit Committee, Personnel & Compensation Committee, Strategy Committee and Governance & Designation Committee.



CHARTER OF THE BOARD OF DIRECTORS OF TOTVS S.A.



Audit Committee

Article 34 – The Audit Committee must be composed of at least three (3) members, the majority being Directors, all of them independent, and at least one (1) of whom must have recognized experience in corporate accounting.

Sole Paragraph – The Board may, at any time, remove from the Audit Committee any member whose autonomy is affected by any actual or potentially conflicting circumstance.

Article 35 – Executive Officers of the Company and its subsidiaries, associate companies or joint ventures cannot be elected as members of the Company's Audit Committee.

Article 36 – The Audit Committee, which will report and recommend to the Board, will be responsible for the following:

- (i) guiding the Board of Executive Officers in determining the parameters of TOTVS' risk management model and periodically assessing the risk management policies, their resources and maximum risk tolerance, even requesting detailed information about policies and procedures related to:
 - a) management compensation;
 - b) use of Company assets; and
 - c) expenses incurred on behalf of the Company.
- (ii) giving opinions on proposals by management bodies to be submitted to the Shareholders Meeting, related to change in the capital, issue of debentures or stock warrants, investment plans and/or capital budget, distribution of dividends, transformation, merger, consolidation or spin-off, tax issues and structured financial operations;
- (iii) assessing, jointly with TOTVS' Legal Department, all legal issues and/or contingencies that could have a significant impact on the financial statements;
- (iv) periodically assessing the adequacy of managerial reports related to aspects such as accounting, financial results and risk management, with regard to their integrity, form, content and distribution (access to information);
- (v) assessing the adequacy of human and financial resources allocated to the organization's risk management;
- (vi) analyzing the activities, organizational structure and qualifications of the Internal Audit Department;
- (vii) approving the Annual Internal Audit Plan, taking into consideration adequate risk coverage;
- (viii) recommending to the Board the external auditors to be engaged by the Company, as well as the replacement of such auditors, and providing an opinion on their engagement for any other service; analyzing the scope and focus proposed by the external auditors and assessing their fees and results of their services, supervising their activities to evaluate:
 - (i) their independence;
 - (ii) the quality of their services; and
 - (iii) the adequacy of their services to the Company's needs;



CHARTER OF THE BOARD OF DIRECTORS OF TOTVS S.A.



- (ix) revising and issuing an opinion on the following documents prior to their submission to the Board, disclosure and filing with CVM: managerial quarterly earnings reports (press release); Financial Statements; Management Report; Quarterly Information (ITR) and Standardized Financial Statement (DFP) Forms; Reference Form; Management Proposal to the Shareholders Meeting on items under its responsibility and related documents;
- (x) meeting with the external auditors to address the change and/or maintenance of accounting principles and policies; use of reserves and provisions; relevant estimates and judgments used in the preparation of the financial statements; methods for evaluating risks and the results of such evaluation; changes in the scope of audit; high-risk areas; relevant deficiencies and significant failures in internal controls; knowledge of illegal acts; and effects of external factors (economic, normative and sector) regarding financial reports and the audit process;
- (xi) evaluating the adequacy of the controls adopted to verify compliance with the rules established in the Securities Trading Policy and in the Material Act or Fact Disclosure Policy, and monitor their implementation;
- (xii) monitoring the implementation of recommendations made by the Internal Audit Department and by external auditors;
- (xiii) monitoring the reports sent through the Company's whistleblowing channels, ensuring compliance with TOTVS' Code of Ethics and Conduct, and warning the Board of any fraud and/or crimes and suggesting remedial measures;
- (xiv) assessing, monitoring and recommending to the management the correction or improvement of the Company's internal policies, including the related-party transaction policy;
- (xv) assessing and monitoring, jointly with the management, the Risks and Compliance Department and the Legal Department of the Company, the adequacy of related-party transactions made by the Company and their respective evidences;
- (xvi) monitoring violations of the legal and regulatory provisions applicable to the Company, or violation of any internal regulations and codes, including specific procedures to protect the provider and the confidentiality of information;
- (xvii) (i) the activities performed in the period, the results and conclusions; (ii) evaluation of the effectiveness of internal controls and corporate risk management systems of the Company; (iii) description of recommendations presented to the management of the Company and evidences of their implementation; (iv) evaluation of the effectiveness of independent and internal audits; (v) evaluation of the quality of financial reports, internal controls and management of corporate risks in the period; and (vi) any situations in which there is significant disagreement between the management of the Company, independent auditors and the Committee in relation to the Company's financial statements; and
- (xviii) issuing opinion on matters submitted to it by the Board, as well as on any matters it may deem relevant.

Article 37 – In addition to the responsibilities set forth in the previous article, the Audit Committee must also:

- (i) preserve the Company's interests within the scope of its duties;
- (ii) consider the requests issued by regulatory agencies, as well as the responses to be sent by the Company; and
- (iii) carry out a self-appraisal of its activities and identify opportunities for improvement.



CHARTER OF THE BOARD OF DIRECTORS OF TOTVS S.A.



Article 38 – The Coordinator of the Audit Committee must:

- (i) meet with the Board, during its ordinary meetings or upon call notice to, among other matters that may be applicable, report the activities of the Committee; and
- (ii) attend the Annual Shareholders Meeting of the Company, remaining available to provide clarifications and information to shareholders.

Personnel and Compensation Committee

Article 39 – The Personnel and Compensation Committee will be composed of at least three (3) members, all directors, and at least two (2) must be independent.

Article 40 – The responsibilities of the Personnel and Compensation Committee are:

- (i) examine candidates to be nominated to the Board of Executive Officers of the Company, as indicated by the Chief Executive Officer, submitting its recommendation to the Board of Directors for the respective election;
- (ii) present to the Board a proposal for distribution of the overall annual compensation among Executive Officers and Directors based on the standards in the information technology market, and monitor the payment of compensation and, if they are not aligned with the standards of the information technology market, inform the Board;
- (iii) express opinion on the grant of stock options to Management and Employees of the Company;
- (iv) express opinion on profit sharing for Executive Officers and Employees of the Company;
- (v) examine the recruitment and hiring methods adopted by the Company and its subsidiaries, based on parameters used by similar Brazilian companies;
- (vi) identify, at the Company and its subsidiaries, potential future leaders for the Company and monitor the development of their respective careers;
- (vii) monitor the preparation and implementation of a succession plan for the Company's executives to ensure that management has professionals available for hiring or promoting, whose professional experience and skills contribute to the healthy performance and preservation of value of the Company, keeping such plan always updated for periodical monitoring by the Board. The succession plan of the Chief Executive Officer will be monitored by the Chairman of the Board;
- (viii) monitor the annual performance review of the Company's executives, based on the verification of achievement of performance targets, financial or otherwise (including environmental, social and governance aspects), aligned with the values and ethical principles of the Company;



CHARTER OF THE BOARD OF DIRECTORS OF TOTVS S.A.



- (ix) propose the form of disclosure of compensation of Management in the Management Proposal submitted to the Shareholders Meeting and in the Reference Form; and
- (x) perform a self-appraisal of its activities and identify opportunities for improvement.

Article 41 – The Personnel and Compensation Committee will also be responsible for presenting a proposal for compensation of Committee members, compatible with their responsibilities, the time dedicated to their functions, their competence and professional reputation, and the market value of their services, which will be submitted to the Board for approval. In the months of investiture or termination of members of Committees, the fee for those months will be calculated proportionally to the days they held office.

Strategy Committee

Article 42 – The Strategy Committee will be composed of five (5) members, with four (4) being Directors, with the majority being independent, and the Company's Chief Executive Officer.

Article 43 – The responsibilities of the Strategy Committee are:

- (i) analyze and discuss topics relevant to building the Vision of the Future / Strategic Plan and evaluate the Company's actual capacity to deliver them;
- (ii) evaluate the proposals from the Board of Executive Officers to execute the Vision of the Future / Strategic Plan;
- (iii) evaluate the proposals from the Board of Executive Officers for possible merger and acquisition operations (M&A) to execute the Vision of the Future / Strategic Plan;
- (iv) provide opinion on proposals from the Board of Executive Officers and submit it to the Board;
- (v) to monitor the progress of proposals from the Board of Executive Officers at the Board and suggest corrections, if necessary;
- (vi) inform the Board of the status of Board of Executive Officers' proposals; and
- (vii) perform a self-appraisal of its activities and identify opportunities for improvement.

Governance and Designation Committee

Article 44 – The Governance and Designation Committee will be composed of at least three (3) members, all Directors, with at least two (2) Independent Directors.

Article 45 – The responsibilities of the Governance and Designation Committee are:



CHARTER OF THE BOARD OF DIRECTORS OF TOTVS S.A.



- (i) recommend and monitor the adoption of good corporate governance practice, as well as the effectiveness of processes, proposing updates and improvements as necessary;
- (ii) establish the channels and processes for interaction between long-term shareholders of the Company and the Board, especially on the issues of strategy, governance, compensation, succession and membership of the Board;
- (iii) select and nominate to the Board people who, complying with legal requirements and the needs of the Company, and after hearing the relevant stakeholders, may be candidates to form the slates to be approved by the Board – or individually – for submission to election by the Shareholders Meeting;
- (iv) select and nominate to the Board people who, complying with legal requirements and the needs of the Company, may be nominated to the Committees;
- (v) select and nominate to the Board people for the positions of Director to fill any vacancies;
- (vi) support the Chairman of the Board in organizing a formal and periodical performance review process of the Board and the Directors, to be conducted annually;
- (vii) ensure the existence, effectiveness and implementation of a succession plan for executives, and monitor its execution with the Personnel and Compensation Committee;
- (viii) express opinion on the Company's governance practices, including in the Reference Form and Management Proposal for the Shareholders Meeting;
- (ix) express opinion on the participation of persons related to the Company as members of Boards of Directors, Advisory Committees to the Board of Directors and Audit Boards of other companies, whether publicly or closely held companies; and
- (x) support the Board of Directors in evaluating candidates for Directors regarding their eligibility as independent members.

CHAPTER X

Interaction with Audit Board

Article 46 – The Board may meet with the Audit Board, when installed, to discuss matters of common interest and exchange clarifications and information of interest to both parties.

Article 47 – The minutes of Audit Board meetings will be forwarded in a timely manner to the Board and vice versa.



CHARTER OF THE BOARD OF DIRECTORS OF TOTVS S.A.



CHAPTER XI

Conflict of Interests

Article 48 – If any conflict of interest or personal interest is noticed among any of the members of the Board regarding a certain subject to be decided, the Director himself must communicate, in a timely manner, such fact to other Directors.

Paragraph One – If any member of the Board, who may have a potential personal benefit or conflict of interest with any decision to be taken, does not express their benefit or conflict of interest, any other member of the Board that is aware of the situation may do so. Failure to voluntarily express such intention by that member will be considered a violation of this Charter, if such personal benefits or conflict of interests are confirmed.

Paragraph Two – As soon as a conflict of interest or personal benefit is identified, the person involved should recuse himself from discussions and decisions, and must temporarily leave the meeting until the matter is closed, though they may, prior to leaving the meeting, provide information, details and reasons, and answer any questions from the Board.

Paragraph Three – The expression of the situation of conflict of interest or personal benefit must be included in the minutes of the meeting.

Paragraph Four – The responsibility of the Board on the topic of conflict of interest does not exempt the Shareholders Meeting from its responsibility envisaged in law.

CHAPTER XII

General Provisions

Article 49 – This Charter may be amended at any time by a decision of majority of the members of the Board.

Article 50 – Cases not covered here will be resolved during Board meetings, in accordance with the law and the Bylaws, and the Board, as a collective decision-making body, will be responsible for solving any questions.

Article 51 – This Charter was approved in the Board meeting held on March 11, 2019 and comes into effect on that date.