

**DISTANCE VOTING BALLOT****Annual General Meeting (AGM) - TOTVS S.A. to be held on 04/18/2019**

<b>Shareholder's Name</b>
<b>Shareholder's CNPJ or CPF</b>
<b>E-mail</b>
<p><b>Instructions on how to cast your vote</b></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.</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 their legal representative, as applicable) must sign it.</p> <p>We inform the shareholders that, as the cumulative voting system will not be adopted for the election of a nominee to the board of directors, items 5 and 6 do not have to be completed and, if they are, they will be disregarded. Because a single vacant position on the board is being filled, and not the entire board of directors of the Company, which was elected in the _____ annual shareholders meeting of 2018, the provisions in Article 141 of Federal Law 6,404/76, governing the adoption of the cumulative voting procedure, do not apply.</p>
<p><b>Instructions for sending your ballot, indicating the delivery process by sending it directly to the Company or through a qualified service provider</b></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.</p>
<p><b>Postal and e-mail address to send the distance voting ballot, if the shareholder chooses to deliver the document directly to the company</b></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:</p> <p>a. For individuals: valid official identity document with photograph of the shareholder.</p> <p>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. (i) latest consolidated Investment Fund Regulations; (ii) latest consolidated Articles of Organization or Bylaws 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.</p> <p>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).</p> <p>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 April 11, 2019, inclusive.</p> <p>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>E-mail address: <a href="mailto:ir@totvs.com.br">ir@totvs.com.br</a></p>
<p><b>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</b></p> <p>Shareholders who wish to exercise their absentee voting rights through service providers must submit their voting instructions to their respective 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.</p>

## DISTANCE VOTING BALLOT

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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.itaubr.com.br/securitieservices/assembleiadigital/>).

#### Resolutions concerning the Annual General Meeting (AGM)

##### Simple Resolution

1. To approve the management accounts and financial statements of the Company for the fiscal year ended December 31, 2018

Approve  Reject  Abstain

##### Simple Resolution

2. To approve 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 fiscal year ended on December 31, 2018, as per the Management Proposal, as follows:

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

Approve  Reject  Abstain

#### Election of the board of directors by candidate - Total members to be elected: 1

4. Nomination of candidates for the Board of Directors (the shareholder may indicate the number of candidates as the number of seats to be filled in the general election)

Eduardo Mazzilli de Vassimon (Efetivo) / N/A

Approve  Reject  Abstain

5. In case of multiple vote adoption, the votes correspondents to you shares must be assigned in egalitarian percentage by the candidates that you choose? [ In case the shareholder choose to abstain and the election occur by the multiple votes process, your vote should be accounted as abstain in the respective shareholders meeting.]

Yes  No  Abstain

6. Preview of all candidates for the % (percentual) indication of votes to be assigned

Eduardo Mazzilli de Vassimon (Efetivo) / N/A [ ] %

##### Simple Resolution

7. To fix the overall annual compensation of members of the Board of Directors and the Board of Executive Officers for fiscal year 2019 at up to R\$29,833,773.17, as per the Management Proposal

Approve  Reject  Abstain

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**Simple Resolution**

8. Do you wish the Fiscal Council to be set up in accordance with article 161 of Federal Law 6,404/76?

Approve  Reject  Abstain

**Simple Resolution**

9. If a second call is required for this Shareholders Meeting, can the voting instructions in this Ballot be considered valid if the Meeting is held on second call?

Approve  Reject  Abstain

City : \_\_\_\_\_

Date : \_\_\_\_\_

Signature : \_\_\_\_\_

Shareholder's Name : \_\_\_\_\_

Phone Number : \_\_\_\_\_