

TOTVS S.A.

Corporate Taxpayer ID (CNPJ/MF): 53.113.791/0001-22

Company Registry (NIRE): 35.300.153.171

Publicly-Held Company

**NOTICE OF FAILURE TO CONVENE
THE EXTRAORDINARY SHAREHOLDERS MEETING
CALLED FOR MAY 7, 2019**

1. Date, Time and Venue. On May 7, 2019, at 10:00 a.m., at the head offices of TOTVS S.A. (“**Company**”), located in the City of São Paulo, State of São Paulo, at Avenida Braz Leme No. 1,000, Casa Verde, Zip Code 02511-000.
2. Call Notice. First call notice was published in the state register *Diário Oficial do Estado de São Paulo*, on April 19, 23 and 24, 2019, on pages 76, 89 and 135, respectively, and in the newspaper *Valor Econômico*, on April 20, 23 and 24, 2019, on pages E6, E6 and E8, respectively.
3. Attendance. Shareholders representing 52% of the voting capital of the Company were present, as per the signatures in the “Shareholders Attendance List”. Also present was Mr. Gilsomar Maia Sebastião, Investor Relations Officer.
4. Presiding Board. Chairman: Mr. Gilsomar Maia Sebastião; Secretary: Ana Paula Marques dos Reis.
5. Failure to Convene. The Extraordinary Shareholders Meeting called for this date was not convened due to the absence of the minimum legal quorum required to convene, on a first call. In accordance with Brazilian legislation, Company’s management will publish, as soon as practicable, the second call notice of the Extraordinary General Meeting. It is clarified that, on a second call, the meeting will be convened with the presence of any number of shareholders, who shall decide on the matters of the agenda indicated in the call notice.
6. Closing, Drawing Up and Execution. There being no further issues to discuss, this Notice of Failure to Convene was drawn up and, after being read and approved by those present, was signed.

São Paulo, May 7, 2019

Presiding Board:

Gilsomar Maia Sebastião
Chairman of the Meeting

Ana Paula Marques dos Reis
Secretary