

**TOTVS S.A.**

CNPJ No. 53.113.791/0001-22

NIRE 35.300.153.171

Publicly-Held Company

**CALL NOTICE TO THE GENERAL MEETING OF DEBENTURE HOLDERS OF THE FIRST AND SECOND SERIES OF THE FIRST (1<sup>ST</sup>) PRIVATE ISSUANCE OF DEBENTURES CONVERTIBLE INTO SHARES WITH FLOATING GUARANTEE OF TOTVS S.A., TO BE HELD IN JUNE 24, 2019**

TOTVS S.A. ("Issuer") hereby calls the holders of debentures convertible into shares, with floating guarantee, of the first and second series of the first (1<sup>st</sup>) issuance of the Issuer ("Issuance", "Debentures" and "Debenture Holders", respectively) to meet at a general meeting of Debenture Holders ("General Meeting of Debenture Holders"), pursuant to Sections 4.2 and 7.1 of the "*Instrumento Particular de Escritura da 1<sup>a</sup> (Primeira) Emissão Privada de Debêntures Conversíveis em Ações, com Garantia Flutuante, da TOTVS S.A.*", entered into on August 28, 2008 between the Issuer and Oliveira Trust Distribuidora de Títulos e Valores Mobiliários S.A. ("Fiduciary Agent"), as amended ("Indenture") and articles 71, paragraphs 1<sup>st</sup> and 2<sup>nd</sup>, and 124 of Law 6,404, dated as of December 15, 1976, as amended ("Brazilian Corporate Law").

**Date, Time and Place:** The General Meeting of Debenture Holders shall be held on June, 24 2019, at 2:00 pm, at the Issuer's headquarters, located in the City of São Paulo, State of São Paulo, at Avenida Braz Leme, No. 1000, Casa Verde, CEP 02511-000.

**Agenda:** Pursuant to Clause 5.1 (m) combined with Clause 4.1 (p), as well as Clause 5.1 (l) combined with Clause 4.1 (e) of the Indenture, to decide on the following matters: **(i)** the authorization to the Issuer to (a) jointly with its controlled company BEMATECH S.A. ("Bematech"), sell to ELGIN S.A. ("ELGIN") all quotas issued by BEMATECH HARDWARE LTDA. ("Bematech Hardware"), for a total amount of R\$25,000,000.00 (twenty-five million reais), subject to adjustments, to be paid at the closing of the transaction; **(b)** sell its hardware operations in Brazil and abroad, including through the direct or indirect transfer of its equity interests held in companies involved in such business, in accordance with the Issuer's strategic plan to focus the attention of its teams and resources in the software operations, as already disclosed to the market (subitems "(a)" and "(b)" of this item "(i)", together, "Sale of Hardware Operations"); **(ii)** the authorization to the Issuer to sell, to VTEX S.A. ("VTEX"), the entire equity interest held by the Issuer in the share capital of CIASHOP S.A. ("Ciashop"), representing 70.47% of Ciashop's share capital, for the amount of R\$21,175,000.00 (twenty-one million one hundred and seventy-five thousand reais), subject to adjustments, to be paid at the closing of the transaction ("Sale of Ciashop"); and **(iii)** the authorization to the Issuer and the Fiduciary Agent to execute and deliver any and all acts necessary and/or convenient to carry out, formalize,

implement and/or improve the decisions regarding the matters on this agenda.

**Additional Information:** Pursuant to Article 126 of the Brazilian Corporation Law, Debenture Holders must submit, at least one (1) business day prior to the date of the General Meeting of Debenture Holders, to the Fiduciary Agent, to the e-mail *ger2.agente@oliveiratrust.com.br*, the copies of the documents regarding the evidence of the powers of its legal representative(s).

Capitalized terms used, but not defined herein, shall have the meaning ascribed to them in the Indenture.

São Paulo, June 06, 2019.

**TOTVS S.A.**