

**TOTVS S.A.**  
**Corporate Taxpayer ID (CNPJ): 53.113.791/0001-22**  
**Company Registry (NIRE): 35.300.153.171**

**MINUTES OF THE BOARD OF DIRECTORS MEETING**  
**HELD ON AUGUST 9, 2019**

1. **DATE, TIME AND PLACE:** Held on August 9, 2019, at 3:00 p.m., remotely pursuant to article 18 of the Bylaws of TOTVS S.A. (“Company”) and article 17 of the Charter of the Board of Directors of the Company.
2. **PRESIDING BOARD:** Chairman: Laércio José de Lucena Cosentino; Secretary: Michele de Oliveira Endler Virgilio.
3. **CALL NOTICE AND ATTENDANCE:** Call notice duly sent in accordance with article 18, paragraph 1 of the Bylaws of the Company. The following members of the Board of Directors (“Board”) attended the meeting: Laércio José de Lucena Cosentino, Eduardo Mazzilli de Vassimon, Gilberto Mifano, Guilherme Stocco Filho, Mauro Rodrigues da Cunha, Paulo Sergio Caputo, Maria Letícia de Freitas Costa and Claudia Elisa de Pinho Soares.
4. **AGENDA:** To place on record the resignation of director Wolney Edirley Gonçalves Betiol and elect, in his place, Sylvia de Souza Leão Wanderley in accordance with article 150 of Federal Law 6,404/76.
5. **RESOLUTIONS:**

The Board accepted the resignation presented on this date by **Wolney Edirley Gonçalves Betiol** from the positions of independent director and member of the Strategy Committee, as per the resignation letter filed at the registered office of the Company, and **elected**, in his place, as recommended by the Governance and Nomination Committee, **Sylvia de Souza Leão Wanderley**, Brazilian, married, administrator, bearer of identity document (RG) no. 58461047 IFP/RJ, inscribed in the individual taxpayers register (CPF/MF) under no. 731.199.977-49, resident and domiciled in the city of São Paulo, state of São Paulo, with business address in the same city, at Avenida Braz Leme, nº 1000, Casa Verde, CEP 02511-000, for the positions of independent director of the Company and member of the Strategy Committee, to hold office until the next Shareholders Meeting to be held, pursuant to article 150 of the Brazilian Corporations Law.

The director elected herein (a) has declared, under the penalties of law, that she complies with all the requirements of article 147 of Federal Law 6,404/76 and CVM Instruction 367/02 to be appointed as member of the Board of Directors of the Company and member of the Strategy Committee; and (b) that she will take office after signing the respective Instrument of Investiture drawn up in the Book of Minutes of Meetings of the Board of Directors of the Company and the statement referred to in CVM Instruction 367/02.

**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, and after being read and found in order, were signed by all those present.

We certify that this is a true copy of the minutes drawn up in the Company's records.

São Paulo, August 9, 2019

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Laércio José de Lucena Cosentino  
Chairman of the Meeting

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Michele de Oliveira Endler Virgilio  
Secretary