



Subject: Preparation and Publication of Standards	Identification: PO-GC-01 Version: 01
Responsible Management: Internal Controls, Risks and Compliance Management	Published on: 14/08/2019
Related rules:	Review by: 14/08/2021

1. Purpose

This Policy aims to establish the guidelines, rules, and governance process for the development, approval, release and dissemination of the documents that make up the Company's internal regulatory framework.

2. Scope

This Policy applies to the TOTVS Group (Parent Company, Own Units, Branches and Subsidiary Companies).

3. References

TOTVS Bylaws – regulation or set of organizational and operating rules of TOTVS S.A.

4. Definitions

Operational Areas: technical areas of the Company responsible for drafting the regulatory documents within the respective area of responsibility.

Internal Regulatory Framework: composed of regulatory documents that set forth guidelines, rules, procedures, models and methods for TOTVER interaction in Company activities, in line with its values, culture, strategy and in accordance with the regulations in force.

5. Guidelines

5.1 Internal Regulatory Framework

The documents that make up the internal regulatory framework are identified and classified according to the main purpose of the regulation, as described below:



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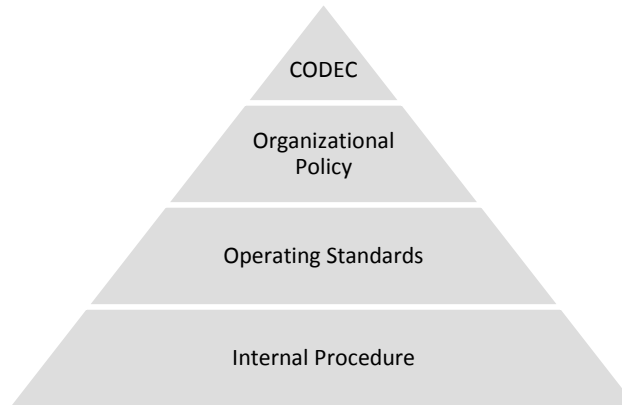


Figure 1: TOTVS Internal Regulatory Framework.

CODEC – Code of Ethics and Conduct: aims to provide a general understanding of the conduct and ethical principles that guide TOTVS’ commitment to business integrity and internal and external relationships.

PO – Organizational Policy: A principle-based document used to define, formalize and disseminate guidelines, roles and responsibilities of Company management structures and administration bodies concerning key strategic or risk management aspects.

NO – Operating Standard: details the processes, rules and criteria to be followed for compliance with the policies.

PI – Internal Procedure: provides a detailed description of the procedures and activities that make up the Company's processes, as well as the responsibilities of the areas involved, in compliance with the Organizational Policies and Operating Standards, including reference to the forms, controls, reports and computer systems used.

5.2 Development, Review and Approval of Regulatory Documents

The approval of a regulatory document must be preceded by a discussion with the operational areas involved, if applicable. The responsibilities for development, review and approval of internal regulations are assigned as follows:



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Document	Development	Review	Recommendation	Approval
Code of Ethics and Conduct – CODEC	– Internal Controls, Risks and Compliance Management	– Financial VP – Internal Controls, Risks and Compliance Board – Legal Board – Ethics and Conduct Committee	– Advisory Committee of the Board of Directors	– Board of Directors
Organizational Policies	– Management or – Executive Management	– VP in charge – Board in charge – Internal Controls, Risks and Compliance Board – Legal Board	– Advisory Committee of the Board of Directors	– Board of Directors
Operating Standards	– Management or – Executive Management	– Board in charge – Internal Controls, Risks and Compliance Board – Legal Board	– Not applicable	– VP in charge
Internal Procedures	– Leadership/ Coordination	– Internal Controls, Risks and Compliance Management	– Not applicable	– Management in charge

Organizational Policies and Operating Standards must be reviewed by the Compliance and Legal Boards for validation of relevant technical aspects. Internal Procedures must be reviewed by the Internal Controls, Risks and Compliance Management Department to ensure they were prepared in compliance with criteria set forth in this Policy.

Documents are approved through a workflow platform with audit tracking, except for recommendations from Advisory Committees of the Board of Directors and final approval of the Organizational Policies by the Board of Directors, whose deliberations are documented in the minutes of the respective meetings held by the governing bodies

5.3 Deadline for Reviewing Regulatory Documents

Organizational Policies (PO) must be reviewed by the relevant authorities and agencies every 02 (two) years or when needed (spontaneous review), thus ensuring adequacy and topicality.

The Internal Procedures (PI) and Operating Standards (NO) must be revisited annually or in the event of any change in the relevant process or Organizational Policies justifying the anticipation of the review deadline.

The Operational Areas responsible for the respective regulatory document ("owner") must *act diligently to ensure review within the deadline* or to perform the aforementioned spontaneous review.



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5.4 Document filing

The Internal Controls, Risks and Compliance Management must keep a file history of all published documents for query purposes, indefinitely.

5.5 Advertising

The Internal Controls, Risks and Compliance Management is responsible for disclosing all internal regulations through the Fluig platform, in the Organizational Policies, Operating Standards and Internal Procedures community.

The Organizational Policies, once approved by the Board of Directors, are usually considered public domain and are published on the website's Investor Relations page (<http://ri.totvs.com/ptb/estatutos-politicas-e-regimentos>). Exceptionally, the Board of Directors may define a given Policy as confidential at the time of its approval, in order to protect strategic information. In this case, the decision for confidentiality should be reviewed in the subsequent review.

6. Responsibilities

Board of Directors

- Approve the Company's Code of Ethics and Conduct;
- Approve the Policy for Development and Disclosure of Regulatory Documents, as well as the other Organizational Policies of the Company.

Audit Committee and other Advisory Committees of the Board of Directors

- Evaluate and propose relevant changes to the Code of Ethics and Conduct and to Organizational Policies and make recommendations to the Board of Directors.

Financial VP

- Carry out the final review of the Code of Ethics and Conduct and the Organizational Policies within its area of responsibility and recommend its assessment by the relevant Advisory Committees of the Board of Directors;
- Approve the Operating Standards within its area of responsibility.

Vice-Presidencies

- Review the Code of Ethics and Conduct;
- Carry out the final review of the Organizational Policies within their area of responsibility and recommend their assessment by the relevant Advisory Committees of the Board of Directors;
- Approve the Operating Standards within their area of responsibility.

Internal Controls, Risks and Compliance Management

- Review the Code of Ethics and Conduct;
- Review the Operating Standards and Organizational Policies regarding Compliance.

Legal Management

- Review Company Policies and Rules to ensure compliance with applicable laws.



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Investor Relations Office

- Disclose the approved Organizational Policies, as applicable, to the Securities and Exchange Commission (CVM) and on the company's investor relations website.

Internal Controls, Risks and Compliance Management

- Enforce compliance with this Policy, ensuring the standardization of regulatory documents as well as compliance with the established governance process;
- Propose changes to the Code of Ethics and Conduct;
- Support the Operational Areas in the development and review of regulatory documents;
- Review Internal Procedures;
- Arrange translation of the Code of Ethics and Conduct and the Organizational Policies;
- Control the versions and validity of regulatory documents;
- Store all regulatory documents in a central repository;
- Take all necessary measures to disseminate the regulatory documents to internal stakeholders.

Operational Areas

- Develop, review and approve or submit for approval the regulatory documents within their areas of responsibility, according to guidelines set forth in this Policy;
- Keep the regulatory documents within their area of responsibility up to date.

7. Consequence Management

In case of noncompliance with this Policy, appropriate consequence management measures will be adopted to address the nonconformity.

8. Approvals (Document)

Name/Position	Description
Marcos Corradi Manager of Internal Controls, Risks and Compliance	Development
Ricardo Guerino Director of Planning, Controllership, Internal Controls, Risks and Compliance	Review
Claudia Karpát Legal Officer	Review
Gilsomar Maia Sebastião Executive Financial Vice President	Review/Recommendation



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Audit Committee	Recommendation
Board of Directors	Approval