

DISTANCE VOTING BALLOT

Extraordinary General Meeting (EGM) - TOTVS S.A. to be held on 04/20/2021

Shareholder's Name
Shareholder's CNPJ or CPF
E-mail
<p>Instructions on how to cast your vote</p> <p>This Distance Voting Ballot (hereinafter, the Ballot), must be filled out if the shareholder chooses to exercise his/her/its right to vote at a distance, pursuant to Article 121, sole paragraph, of Law No. 6,404/1976 (Brazilian Corporations Act) and CVM Instruction No. 481/2009.</p> <p>If the shareholder wishes to exercise his/her/its right to vote at a distance, he/she/it is required to fill in the fields above with his/her/its full name (or corporate name, in case of an organization) and the tax identification number with the Brazilian Ministry of Finance, be it the CNPJ number (for organizations) or CPF number (for individuals), in addition to a valid email address for any communication.</p> <p>For this Ballot to be considered valid and the votes cast herein to be duly counted as part of the Meeting quorum (i) all fields below must be duly filled in; (ii) all of its pages must be initialed by the shareholder; and (iii) at the end, the shareholder (or his/her/its legal representative, as the case may be) must undersign it.</p>
<p>Instructions for sending your ballot, indicating the delivery process by sending it directly to the Company or through a qualified service provider</p> <p>The shareholder who chooses to exercise his/her/its voting rights at a distance may (i) fill out this Ballot and send it directly to the Company to the email address ri@totvs.com.br; or (ii) send their voting instructions to experienced service providers hired for that purpose, subject to the following guidance:</p>
<p>Postal and e-mail address to send the distance voting ballot, if the shareholder chooses to deliver the document directly to the company</p> <p>Shareholders who choose to exercise their right to vote at a distance by sending it directly to the Company must forward the following documents by e-mail, as informed above, to the attention of the Investor Relations Dep.: (i) a digital copy of this Ballot, duly filled out, initialed, and signed; and (ii) simple copy of the following documents: a. For individuals: shareholders valid official ID with photo. b. For companies and organizations: (i) the most recent restated Bylaws or Articles of Organization (as the case may be), accompanied by any subsequent changes that have not been restated; (ii) corporate documents able to prove the legal authority held by the individual undersigning on behalf of the shareholder; and (iii) valid official ID of the shareholders legal representative, with photo. c. For Investment Funds: (i) the most recent restated Fund Regulation/Charter, (ii) the most recent restated Bylaws or Articles of Organization of the fund administrator or manager (as the case may be, subject to the Investment Funds voting policy); (iii) corporate documents proving the legal authority held by the individual undersigning on behalf of the shareholder; (iii) valid official photo identification document of such legal representative.</p> <p>The Company hereby also informs that it will accept, exceptionally for this General Meeting, as a way to facilitate the participation of its remote shareholders, instruments of powers of attorney and distance voting ballots without the need of having the signature on it certified by a notary public or by a consular service.</p> <p>Ballots, accompanied by the corresponding documentation, will be considered valid only if received by the Company, in full and in good order, up to 7 days before the date of the meeting, that is, until April 14, 2021. Pursuant to Article 21-U of CVM Instruction 481, the Company will inform every shareholder if the documents received are sufficient for the vote to be considered valid, or else it will inform the shareholder of procedure and deadlines for eventual rectification or resubmission, if necessary.</p>
<p>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</p> <p>Shareholders who choose to exercise their right to vote at a distance through service providers must forward their voting instructions to their corresponding securities registration services agent/custodian, if they provide this type of service. For such purpose, shareholders shall contact their securities registration services agent/custodian and check the procedures required by them to forward their voting instructions via this ballot, as well as the documents and information required by such agents.</p> <p>The collection and transmission of voting instructions can also be carried out by Banco Itaú, TOTVSs stock bookkeeping agent, through an electronic platform. For that purpose, shareholders must register themselves on the Itaú Securities Services Digital Meeting website: (https://www.itaub.com.br/securitiesservices/assembleia-digital/).</p>
<p>Resolutions concerning the Extraordinary General Meeting (EGM)</p>
<p>Simple Resolution</p> <p>1. Approving the Share-Based Incentive Plan.</p> <p style="text-align: center;">[] Approve [] Reject [] Abstain</p>

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Simple Resolution

2. Approving the increase of the capital stock by capitalizing the balance of the retained earnings reserve, without issuing new shares.

☐ Approve ☐ Reject ☐ Abstain

Simple Resolution

3. (a) Amend the caption of Article 5 to reflect the new amount of the Companys capital stock.

☐ Approve ☐ Reject ☐ Abstain

Simple Resolution

4. (b) Amend the caption of Article 6 and Paragraphs 1 and 2 to reflect the change in the limit of the authorized capital and to explain other possibilities of increasing the capital stock within the limit of the authorized capital.

☐ Approve ☐ Reject ☐ Abstain

Simple Resolution

5. (c) Amend the caption of Article 16 to reflect the new structure of the Board of Directors, which had its maximum number of members reduced to seven.

☐ Approve ☐ Reject ☐ Abstain

Simple Resolution

6. (d) Amend Article 19, subparagraphs (xv), (xvi) and (xxi) to adjust the responsibilities of the Board of Directors.

☐ Approve ☐ Reject ☐ Abstain

Simple Resolution

7. (e) Add subparagraphs (iv) and (v) to Article 22, to add the responsibilities of the People and Compensation Committee into the Bylaws as provided for in the Charter of the Companys Board of Directors.

☐ Approve ☐ Reject ☐ Abstain

Simple Resolution

8. (f) Add Paragraph 3 to Article 23 to provide for the treatment to be given in case of temporary inability of the coordinator of the Companys Audit Committee.

☐ Approve ☐ Reject ☐ Abstain

Simple Resolution

9. (g) Update Article 26, caption, and the following paragraphs to exclude the position of Chairman Director and change the number of Vice-President Executive Officers.

☐ Approve ☐ Reject ☐ Abstain

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Simple Resolution

10. 3. (h) Amend Article 37, caption, to create a statutory reserve.

☐ Approve ☐ Reject ☐ Abstain

Simple Resolution

11. 3. (i) Add a new Article 55 to govern any indemnity agreements that may be executed by the Company with its management members and other employees.

☐ Approve ☐ Reject ☐ Abstain

Simple Resolution

12. 3. (j) Adjust the writing style and numbering of articles in the Bylaws, as detailed in the Managements Proposal.

☐ Approve ☐ Reject ☐ Abstain

Simple Resolution

13. 4. Restate the Companys Bylaws in order to reflect the changes approved at the Meeting.

☐ Approve ☐ Reject ☐ Abstain

Simple Resolution

14. 5. To deliberate and decide on the proposal of merger (the Merger”), by the Company, of its subsidiary Neolog Consultoria de Sistemas S.A., a corporation headquartered in the capital city of Sao Paulo, State of Sao Paulo, Brazil, at Avenida Engenheiro Luiz Carlos Berrini No. 1.681, 14th floor, Condominium Berrini Building, Zip code 04571-001, registered with the Corporate Tax Id (CNPJ/ME) No. 05.254.381/0001-59, with its articles of incorporation duly filed with JUCESP (Board of Trade of the State of Sao Paulo) under NIRE 35.300.475.224 (Neolog”), under the terms and conditions set forth in the Protocol and Justification of Merger executed by the management members of the Company and of Neolog on March 12, 2021 (the “Protocol”).

☐ Approve ☐ Reject ☐ Abstain

Simple Resolution

15. 6. Ratify the appointment and hiring of APSIS Consultoria e Avaliações LTDA. with Corporate Taxpayers Id. (CNPJ/ME) No. 08.861.365/0001-30, as a specialized company responsible for appraising Neolog’s stockholders’ equity to be transferred to the Company at its book value, and for preparing the corresponding appraisal report (the Appraisal Report).

☐ Approve ☐ Reject ☐ Abstain

Simple Resolution

16. 7. Examining, discussing, and approving the Appraisal Report

☐ Approve ☐ Reject ☐ Abstain

Simple Resolution

17. 8. Approving the Merger of Neolog Consultoria e Sistemas S.A.

☐ Approve ☐ Reject ☐ Abstain

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Simple Question

18. 9. Regulatory matter that is not an integral part of the Managements Proposal: do you wish to request that a fiscal council (supervisory board) is established, pursuant to art. 161 of Brazilian Law No. 6,404 of 1976 (the Brazilian Corporations Act)?

☐ Yes ☐ No ☐ Abstain

Simple Question

19. 10. In the event of a second call of this General Meeting, can the voting instructions contained in this ballot also be considered to hold the Meeting in the second call

☐ Yes ☐ No ☐ Abstain

City : _____

Date : _____

Signature : _____

Shareholder's Name : _____

Phone Number : _____