

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

**NOTICE TO MARKET**

São Paulo, February 11, 2015

**TOTVS S.A. (BM&FBOVESPA: TOTS3) ("TOTVS" or "Company")**, hereby, informs its shareholders and the market in general that the Company executed on this date the Share and Quota Purchase Agreement ("Agreement") by which it acquired 60% of the shares of **NEOLOG CONSULTORIA E SISTEMAS S.A. ("Neolog")** for R\$ 15.547 million ("Transaction"). The Agreement also establishes the payment of an additional variable amount, which shall be paid in accordance with metrics defined in the Agreement until June 30, 2016.

Focused on the development of SaaS solutions for the logistics and supply chain management market, Neolog has more than 10 years of experience providing technology to businesses in this sector aiming cost reduction and logistics resources optimization to its clients. Neolog serves large companies such as Gerdau, Amanco, Whirlpool, Magazine Luiza and Votorantim Cimentos, which are among the largest companies in Brazil in different sectors of the economy and that have a combined freight expense of over R\$ 3 billion per year. The company has more than 50 employees and its net revenues were R\$ 9.1 million in 2014.

With this transaction, TOTVS reinforces its specialization strategy and position in the logistics sector bringing Neolog's business know-how and solutions to enhance the Company's portfolio to its clients throughout the supply chain. The combination of the Company's distribution capabilities with Neolog's solutions and expertise allows exploring opportunities to optimize costs and increase efficiency in key sectors of the Brazilian market.

The Agreement also foresees a future purchase by the Company of the remaining shares of Neolog, which can be executed between January 2018 and January 2020, by a variable amount based on Neolog's performance metrics. The Company's management shall inform, in due course, its shareholders and the market in general, regarding the acquisition of the remaining shares of Neolog, as applicable.

According to Article 256 of Law 6404 of 1976, this acquisition of Neolog will be subject to shareholders' ratification at the first Shareholders' Meeting from this date. Should the acquisition be ratified, any dissenting shareholders may exercise its appraisal right regarding the shares as long as they are holders of the Company's shares on the date hereof (business conducted from February 12, 2015 will not be considered for the purposes of this appraisal right).

Dissenting shareholders will receive from the Company, if exercising their appraisal right, the amount of R\$ 6.53 (six reais and fifty three cents) per share issued by the Company, corresponding to the book value per share as of December 31, 2013. This appraisal right amount may change if the Extraordinary Shareholders Meeting to ratify the acquisition of Neolog occur after the approval of the financial results by a forthcoming General Shareholders Meeting. In this case, the calculation of appraisal rights value per share will be based on the financial statements approved on the aforementioned Meeting.

To exercise the appraisal right, dissenting shareholders must send a written notice to the Company manifesting their intention to exercise it within thirty (30) days from the publication of the General Meeting's minutes to ratify the transaction. The withdrawal shall have the purpose of all the shares held by the dissenting shareholder in such period. The procedures for manifesting appraisal rights will be announced in due course along with the call notice for the Extraordinary General Assembly for ratification of this Transaction.

**GILSONAR MAIA SEBASTIÃO**

Investor Relations Officer

**INVESTOR RELATIONS**

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