



CHARTER OF THE STATUTORY BOARD OF EXECUTIVE OFFICERS OF TOTVS S.A.



CHAPTER I

Purpose of this Charter

Article 1 – This Charter (the "Charter") governs the operation, structure, and the responsibilities of the Board of Executive Officers (the "Board of Executive Officers") of TOTVS S.A. (the "Company", or "TOTVS"), as well as the relationship between such Board of Executive Officers and other bodies of the Company, in compliance with good corporate governance practices, the provisions of Law No. 6.404/76 (the "Brazilian Corporations Act"), the standards enacted by the Brazilian Securities and Exchange Commission ("CVM"), the Regulations of Novo Mercado of B3 S.A. - *Brasil, Bolsa, Balcão* ("B3"), the Company's Bylaws, as well as other applicable rules.

CHAPTER II

Scope of Action and Purpose of the Board of Executive Officers

Article 2 – The Board of Executive Officers is a Company's body responsible for performing the acts required for the Company's normal operation and for fulfilling its business purpose, however special they may be, including waiver of rights, negotiation and agreement, subject to any applicable legal or statutory provisions. It is responsible for managing and guiding the Company's businesses, implementing and enforcing the strategic guidelines approved by the Board of Directors, and especially:

- (i) complying with and enforcing the compliance with the Company's Bylaws and the resolutions of the Board of Directors and the General Meeting;
- (ii) annually submitting, to the appreciation of the Board of Directors, the Management Report and the accounts of the Board of Executive Officers, supported by the independent auditors' report, as well as the proposal for allocation of income ascertained in the previous fiscal year;
- (iii) proposing to the Board of Directors the annual and multiannual budgets of the Company, its controlled and affiliated companies, as well as the Company's strategic plans, expansion projects, and investment programs; and
- (iv) deciding on any matter that is not of exclusive responsibility of the General Meeting or the Board of Directors; and
- (v) resolving on opening, changing and closing branches, warehouses, offices, and any other facilities or units in Brazil.

Sole paragraph – The Board of Executive Officers shall support the Board of Directors in the creation of the Company's general business strategy, providing it with data, market analysis, and action proposals.

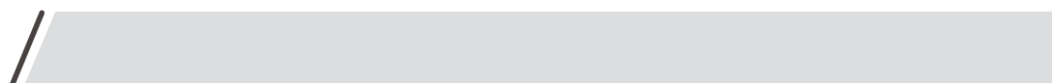
CHAPTER III

Composition and Operation of the Board of Executive Officers

Article 3 – The Board of Executive Officers will be composed of at least 5 (five) and at most 20 (twenty) Statutory Officers, all of them elected by the Board of Directors, comprising the positions and authorities as provided for in the Company's Bylaws.

Article 4 – The Statutory Officers shall take office upon signing the corresponding term of investiture, which must include their agreement and submission to the arbitration clause as provided for in the Company's Bylaws.

Article 5 – The Statutory Officers may hold more than one position and function, and will have a unified term of office of 2 (two) annual periods, considering the annual period the time term between 2 (two) Annual General





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Meetings, with reelection being permitted.

Article 6 – In case of absence or temporary inability of any Statutory Officer, the Chief Executive Officer will choose an interim substitute from among the members of the Executive Board of Officers.

Article 7 – In case any position becomes vacant, the Board of Directors may appoint a substitute Officer who shall serve for the duration of the remaining term of the replaced Officer's term of office.

CHAPTER V

Meetings of the Board of Executive Officers

Article 8 – The meetings of the Board of Executive Officers will be held at least on a monthly basis, at the Company's headquarters, and they can take place in another location, provided that it is previously defined and reported to all Executive Officers. The Chief Executive Officer is responsible for calling and presiding over the Board of Executive Officers' meetings.

Article 9 – The Board of Executive Officers' meetings may be held via conference call, videoconference, or any other means of communication that allows for the identification of the Statutory Officer and the simultaneous communication with all other people attending the meeting. In this case, the Officers will be considered as being present at the meeting.

Sole Paragraph - Those Statutory Officers who state their votes by means of a proxy in favor of another Officer, either by a written vote in advance or by written vote sent by electronic mail (email) or by any other means of communication shall also be deemed as being present at the corresponding meeting.

Article 10 – The meetings of the Board of Executive Officers will be established by the Chief Executive Officer with the presence of a majority of its acting members or with a majority of the members called to resolve on a given matter, in compliance with the provisions of the Company's Bylaws.

Article 11 – The Board of Executive Officers will deliberate by an absolute majority of votes of those present at the meeting, and in the event of a tie the proposal with the casting vote of the Chief Executive Officer shall prevail.

Article 12 – The meetings of the Board of Executive Officers must be drawn up in minutes, which can be drawn up in a summarized form, as long as it does not jeopardize any discussions and decisions made.

CHAPTER VII

General Provisions

Article 13 – This Charter may be amended at any time by resolution of a majority of members of the Board of Directors.

Article 14 – Any issues that might be omitted herein shall be settled in meetings of the Board of Executive Officers, and the Board of Directors, acting as a collegial body, will resolve any remaining issues.

Article 15 – The present Charter was approved and became effective as of October 1st, 2021.

