

**TOTVS S.A.**  
**Corporate Taxpayers' Id. (CNPJ/MF) No. 53.113.791/0001-22**  
**Company Registry (NIRE) No. 35.300.153.171**

**MINUTES OF THE BOARD OF DIRECTORS' MEETING**  
**HELD ON FEBRUARY 26<sup>th</sup>, 2025**

**1. DATE, TIME, AND PLACE:** meeting opened on February 21<sup>st</sup>, 2025 at 3:00 p.m., at Rua Augusta, n.º 2.840, Cerqueira César, city of São Paulo, state of São Paulo, suspended at 6:00 p.m. on the same date, and remotely reopened on February 26<sup>th</sup>, 2025 at 10:00 a.m., pursuant to article 18 of the Company's Bylaws and article 16 of the Charter of the Company's Board of Directors.

**2. CALL AND ATTENDANCE:** the corresponding call notice was duly sent pursuant to article 18, paragraph 1 of the Bylaws of TOTVS. All members of the Board of Directors (the “Board”) were present, namely: Laércio José de Lucena Cosentino, Ana Claudia Piedade Silveira dos Reis, Edson Georges Nassar, Gilberto Mifano, Guilherme Stocco Filho, Maria Letícia de Freitas Costa, and Tania Sztamfater Chocolat, registering that the member of the Board, Mr. Guilherme Stocco Filho, was present by a written vote addressed to the Chairman of the Board, in accordance with the provisions of paragraph 2, article 17 of the Charter of the Board of Directors, as filed at the Company's registered office.

The following professionals attended as guests: Dennis Herszkowicz, Chief Executive Officer, Gilsomar Maia Sebastião, Chief Financial and Investor Relations Officer, Luiz Guilherme Okido Arakaki, Executive M&A Director, Marcelo Eduardo Sant’Anna Cosentino, Vice President of Business for Segments, Patricia Vietri Thomazelli Magalhães Fonseca, Legal Officer and Ricardo Levinzon, Corporate Strategy Officer.

**3. CHAIR AND SECRETARY:** Chairman of the Board: Laércio José de Lucena Cosentino; Secretary: Têssie Massarão Andrade Simonato.

**4. Agenda:** Monitoring M&A operations

**5. PRESENTATION, DISCUSSIONS AND RESOLUTIONS:**

The Board of Directors (“Board”) was informed about the Management's analysis of the process for the possible acquisition of StoneCo Ltd's software business, known as Linx. As a result, the Board made recommendations on the subject, and the meeting was

suspended, so that the Company's Board of Executive Officers could follow up on the measures and possible arrangements.

When the meeting resumed, the members were updated by the Board of Executive Officers on the progress of the issue. After discussions and clarifications, the Board recorded its recommendations to the Company's Executive Board as to whether the process should be continued or withdrawn, to be communicated to the market as soon as possible.

**6. APPROVAL AND SIGNATURE OF THESE MINUTES:** there being no further business to address, the Chairman called the meeting to a close. These minutes were read and approved with no reservations by all those present. We certify that this is a free translation of the original minutes drawn up in the Company's records.

São Paulo, February 26<sup>th</sup>, 2025.

**Chair and Secretary:**

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Laércio José de Lucena Cosentino  
Chairman

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Téssie Massarão Andrade Simonato  
Secretary

**Board members present:**

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Laércio José de Lucena Cosentino

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Ana Claudia Piedade Silveira dos Reis

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Edson Georges Nassar

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Gilberto Mifano

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Guilherme Stocco Filho

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Maria Letícia de Freitas Costa

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Tania Sztamfater Chocolat