

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

**MINUTES OF THE BOARD OF DIRECTORS' MEETING**  
**HELD ON AUGUST 1<sup>st</sup>, 2022**

**1. DATE, TIME, AND PLACE:** meeting held on August 1<sup>st</sup>, 2022, at 8:30 am, at the Company's headquarters located at Avenida Braz Leme, 1000, Casa Verde district, São Paulo city, State of São Paulo.

**2. CHAIR AND SECRETARY:** Chairman: Mr. Laércio José de Lucena Cosentino; Secretary: Ms. Têssie Massarão Andrade Simonato.

**3. CALL AND ATTENDANCE:** call notice was duly carried out pursuant to article 18, paragraph 1 of the Bylaws of TOTVS. All members of the Board of Directors (the "Board") were present, namely: Messrs. Laércio José de Lucena Cosentino, Eduardo Mazzilli de Vassimon, Gilberto Mifano, and Guilherme Stocco Filho, and Misses Maria Letícia de Freitas Costa, Tania Sztamfater Chocolat, and Sylvia de Souza Leão Wanderley.

As guests, the following persons were also present: Messrs. Dennis Herszkowicz, Chief Executive Officer of the Company, who attended this whole meeting except its Executive Session, and the following people attended part of the meeting: Gilsomar Maia Sebastião, Administrative Vice President of Finance (CFO) and Investor Relations Officer, Ricardo Guerino, Controller and Financial Planning Officer, and Sérgio Paupério Sérgio Filho, Investor Relations Executive Manager. Mr. Gabriel Grosso Salis, Corporate Governance Lawyer, was also present as a listener.

**4. AGENDA:** (I) Presentation of the requested measures regarding the topics of previous meetings; (II) Report of the work of the Statutory Audit Committee ("CAE"); (III) Report from the Chief Executive Officer; (IV) Approval of the Report of the Brazilian Code of Corporate Governance; (V) Approval of the Integrated Report; (VI) Executive Session.

**5.I. Presentations, Discussions, and Resolutions**

Starting the proceedings, the Chairman of the Board declared the meeting established and gave the floor to the meeting Secretary who informed the agenda topics to be addressed, and presented the status of the actions requested in previous meetings.

**5.II. Report of the CAE**

After the report was made on the work performed by the Statutory Audit Committee, which counted on a favorable opinion of this Committee, the Board approved unanimously:

- (a) the Financial Statements for the 2<sup>nd</sup> quarter of 2022, with a special review by KPMG Auditores Independentes Ltda. ("KPMG"), which will have a copy filed at the registered office and will be disclosed within the legal time term, as well as the Earnings Release; and
- (b) the statement proposal and the payment mid-term Interests on Net Equity ("JCP") from the 1<sup>st</sup> semester of 2022 in the amount of R\$60,573,310.30 (sixty million, five hundred and seventy-three thousand, three hundred and ten Reais and thirty cents), which will be

attributed to the mandatory dividends of the referring year, pursuant to articles 38 and 39 of the Company's Bylaws. All shareholders holding shares issued by the Company on the base date of August 4<sup>th</sup>, 2022 will be entitled to JCP. Trading of the Company's shares starting on August 5<sup>th</sup>, 2022, this day included, will be carried out ex-rights. Such JCPS (interests on net equity) will be paid on September 23<sup>rd</sup>, 2022, without any monetary restatement or remuneration.

### **5.III. Report from the CEO**

The Chief Executive Officer reported the major ongoing matters and the Board's monitoring indicators for the month of July 2022.

### **5.IV. Approval of the Report on the Brazilian Code of Corporate Governance**

With favorable opinion of the Governance and Nomination Committee and the Statutory Audit Committee, the Board ratified its approval, unanimously and with no reservations, the contents and the publication of the Report on the Brazilian Code of Corporate Governance of the Company, as well as the measures that were adopted by the Board of Executive Officers regarding the disclosure thereof.

### **5.V. Approval of the Integrated Report**

With favorable opinion of the Governance and Nomination Committee and the Statutory Audit Committee, the Board approved unanimously and with no reservations the contents of the Company's Integrated Report, and the Board of Executive Officers shall take all appropriate measures to disclose said document.

### **5.VI. Executive Session**

The members met in an executive session without the presence of guests.

**6. APPROVAL AND SIGNATURE OF THE MINUTES:** There being no further business to address, the Chairperson 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, August 1<sup>st</sup>, 2022.

*[Signatures on the next page]*

*[Signatures page of the Minutes of the Board of Directors' Meeting of TOTVS S.A. held on August 1<sup>st</sup>, 2022]*

Chair and Secretary:

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Laércio José de Lucena Cosentino  
Chairman

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Téssie Massarão Andrade Simonato  
Secretary

Attending Directors:

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Laércio José de Lucena Cosentino

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Eduardo Mazzilli de Vassimon

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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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Sylvia de Souza Leão Wanderley

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Tania Sztamfater Chocolat