

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 JUNE 16th, 2025

1. DATE, TIME, and PLACE: meeting held on June 16th, 2025, at 4:30 p.m., at the headquarters of TOTVS S.A. (“TOTVS” or the “Company”), located at Avenida Braz Leme, 1.000, Casa Verde district, capital city of São Paulo, State of São Paulo, Brazil, 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.

Present as guests were: Dennis Herszkowicz, Chief Executive Officer and Gilsomar Maia Sebastião, Chief Financial and Investor Relations Officer.

Marilia Tedim Bagnolesi, in her capacity as the Corporate Governance Analyst, attended the meeting as a listener.

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

4. AGENDA: (I) Opening of the meeting; **(II)** Ratification of resolutions: (a) Company Integrated Report - base year 2024; (b) Reference Form for the fiscal year 2025; and (c) Acquisition of the company Agger S.A. (“Agger”) through TOTVS’ controlled company Dimensa S.A.; and **(III)** Resolution on the agenda: Appreciation of the proposal for the declaration and payment of Interest on Shareholders' Equity (“IoE”) for the 2nd quarter 2025.

5. PRESENTATION, DISCUSSIONS AND RESOLUTIONS:

5.I. Opening of the meeting

The Chairman of the Board declared the meeting established and gave the floor to the Secretary, who informed the agenda, as described in section “4” of these minutes, as well as the status of the actions requested at previous meetings. On this occasion, the Secretary reported of the deliberative topics to be dealt with and announced that all the support materials had been made available on the Corporate Governance Portal.

5.II. Ratification of resolutions

The Board unanimously ratified the following resolutions:

- (a) with the favorable opinions of the Statutory Audit Committee (“CAE”) and the Governance and Nominating Committee (“CGI”), the Board ratified the approval by e-mail dated May 22nd, 2025, regarding the content of the Company's Integrated Report for the base year 2024. The Executive Board is responsible for taking all the necessary measures to disclose the document.
- (b) with the favorable opinions of the CAE and the CGI, the Board ratified the approval through an e-mail dated May 20th, 2025, regarding the content of the Reference Form for the Company's 2025 fiscal year. The Executive Board is responsible for taking all the appropriate measures to file the document, in accordance with the regulations established by the Brazilian Securities and Exchange Commission (“CVM”).
- (c) under the terms of Article 19, item “xxi” of the Company's Bylaws, the Board ratified the recommendation made to the Company's Executive Board that the controlled company Dimensa S.A. proceed with the acquisition of 100% of the share capital of Agger, a joint stock company, registered with the CNPJ/MF under No. 00.585.578/0001-57, located in the municipality of Rio Claro, state of São Paulo, at Avenida 59, No. 1.289, Jardim Anhanguera, CEP 13501-560, for the amount of R\$260 million.

5.III. Resolutions

With the CAE's favorable opinion, the Board approved the payment of Interest on Equity (“IoE”), corresponding to R\$0.15 (fifteen centavos of real) per share of the Company (“Shares”), in the total gross amount of approximately R\$88 million, which will be imputed to the mandatory dividends for the current fiscal year, under the terms of article 38 of the Company's Bylaws. All shareholders holding Shares on the base date of June 23rd, 2025 will be entitled to IoE. Trading of the Company's Shares as of June 24th, 2025, including that day, will be carried out on an ex-rights basis. The IoE will be paid to the beneficiary shareholders on July 7th, 2025, without any monetary correction or remuneration.

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, June 16th, 2025.

Chair and Secretary:

Laércio José de Lucena Cosentino
Chair

Téssie Massarão Andrade Simonato
Secretary

Board members present:

Laércio José de Lucena Cosentino

Ana Claudia Piedade Silveira dos Reis

Edson Georges Nassar

Gilberto Mifano

Guilherme Stocco Filho

Maria Letícia de Freitas Costa

Tania Sztamfater Chocolat