

**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 MAY 5<sup>th</sup>, 2026**

**1. DATE, TIME, and PLACE:** meeting held on May 5<sup>th</sup>, 2026, at 8:30 a.m., in person, at Avenida Doutora Ruth Cardoso, No. 7221, 20<sup>th</sup> floor, Pinheiros, City of São Paulo, State of São Paulo, Brazil, pursuant to article 18 of the Company's Bylaws and article 16 of the Internal Regulations of the 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, Isabella de Oliveira Vianna Cavalcanti Wanderley and Tania Sztamfater Chocolat.

Present as a guest during the entire meeting, Dennis Herszkowicz, Chief Executive Officer (except item VI of the agenda). Also present as guests at part of the meeting, Bernardo Craveiro, Director of the Pharmacy Division at Linx; Bruno Primati, Director of Food at Linx; Claudio Alves dos Santos, Director of Enterprise at Linx; Gilsomar Maia Sebastião, Chief Financial and Investor Relations Officer; Marcelo Eduardo Sant’Anna Cosentino, Business Vice President for Segments; Ricardo Guerino de Souza, Director of Planning and Controllershship; Rogério Lúcio Vieira, Director of Service Stations at Linx; Sérgio Pauperio Serio Filho, Director of Investor Relations; and Vivian Broge, Vice President of Human Relations and Marketing.

Also present was Flávia Marcele Moreira Bacha Meana, Corporate Governance Coordinator, as an observer at the meeting (except for item VI of the agenda).

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

**4. AGENDA: (I)** Opening of the meeting, including the measures requested regarding topics from previous meetings; **(II)** Resolutions on the Agenda; **(III)** Report on the work of the Statutory Audit Committee (“CAE”); **(IV)** Report on the work of the People and Compensation Committee (“CGR”); **(V)** Report from the Chief Executive Officer; and **(VI)** Executive Session.

*(Belongs to the Minutes of the Board of Directors Meeting of TOTVS S.A. held on, May 5<sup>th</sup>, 2026).*

## **5. PRESENTATIONS, 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 presented the agenda, as described in item “4” of these minutes, as well as the status of actions requested in previous meetings. On this occasion, the Secretary informed the deliberative items to be dealt with and announced that all support materials had been made available on the Corporate Governance Portal.

### **5.II. Resolutions:**

Following discussions on the matters under consideration, the Board of Directors unanimously resolved:

- (a) with the favorable opinion of the CAE, the Board **approved** the Financial Statements for the 1<sup>st</sup> quarter of 2026, which were reviewed on a quarterly basis by KPMG Auditores Independentes Ltda. without any qualifications, and a copy has been filed at the Company’s headquarters. The Financial Statements and the Earnings Release will be disclosed within the statutory timeframe;
- (b) with a favorable opinion from the CAE, following discussions, the Board **approved** the revision of the Risk Management, Internal Controls, and Compliance Policy, which will take effect as of today, as filed at the Company’s headquarters and disclosed on the Company’s Investor Relations page;
- (c) with the favorable opinion of the CAE, the Board **approved** the execution of the 1<sup>st</sup> Amendment to the Cost-Sharing Agreement entered into between the Company and TOTVS Techfin S.A., in accordance with the criteria set forth in the Company’s Related-Party Transactions Policy;
- (d) with the favorable opinions from the CAE and the Governance and Nominating Committee (“CGI”), the Board ratified the **approval**, via email dated April 28<sup>th</sup>, 2026, of the content of the Company’s Integrated Report for the 2025 reporting year, with the Executive Board being responsible for taking all necessary steps to disclose the document;
- (e) with the favorable opinion of the CGR, the Board **approved** the grant of up to 3,468,062 (three million four hundred sixty-eight thousand sixty-two) Restricted Shares, free of charge, in accordance with the terms of the Company’s Stock-Based Compensation Plan approved at the Extraordinary General Meeting held on April 23<sup>rd</sup>, 2025. The number of Restricted Shares to

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be granted under each of the Programs will be determined based on: (i) the amount of compensation attributable to each Participant under the respective Programs, in accordance with the evaluation criteria and individual performance of each Participant, as well as market positioning benchmarks regarding the benchmarking and alignment of the executive compensation package; (ii) divided by the average closing price of the Shares over the last 60 (sixty) trading sessions of the fiscal year immediately preceding the year of grant (i.e., December 31, 2025). The list of Participants and the number of Restricted Shares granted to each Participant, upon execution of the respective Restricted Share Grant Agreement, is included in the list that has been approved and will be kept on file at the Company's principal office; and

- (f) The Board unanimously approved, pursuant to Articles 19, item II, and 26 of the Bylaws, the reclassification of the title of Mr. Gustavo Carvalho Mendes, who will now serve as Vice President of Performance and Operational Excellence, with the same responsibilities as defined at the Board meeting held on January 16<sup>th</sup>, 2026.

In accordance with the above, the consolidated composition of the Company's Board of Directors is now as follows:

<b>Diretoria Estatutária</b>	
<b>Position</b>	<b>Name</b>
Chief Executive Officer	Dennis Herszkowicz
Vice President of Services and Relationship	Alexandre Haddad Apendino
Chief Financial and Investor Relations Officer	Gilsomar Maia Sebastião
Vice President of RD Station	Gustavo Augusto Silva Avelar
Vice President of Performance and Operational Excellence	Gustavo Carvalho Mendes
Vice President of Platforms	Gustavo Dutra Bastos
Business Vice President for Segments	Marcelo Eduardo Sant'Anna Cosentino
Vice President of Human Relations and Marketing	Vivian Broge

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### **5.III. Report of CAE**

The report on the work of the Statutory Audit Committee was made.

### **5.IV. Report of CGR**

The report on the work of the People and Compensation Committee was made.

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

The CEO reported on the main ongoing issues, including the Board's monitoring indicators and the results for the period of April 2026.

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

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

**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, May 5<sup>th</sup>, 2026.

#### **Board:**

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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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Isabella de Oliveira Vianna Cavalcanti  
Wanderley

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Tania Sztamfater Chocolat