

TOTVS S.A.
Publicly Held Company

Corporate Taxpayers' ID (CNPJ/MF): 53.113.791/0001-22

Company Registry (NIRE): 35.300.153.171

MATERIAL FACT

TOTVS S.A., pursuant to CVM Instruction 358/2002, as amended, hereby informs its shareholders and the market in general that, on this date, it has executed into a Share Purchase Agreement, through which it acquired for R\$ 3,241,256.65 (three million, two hundred forty-one thousand, two hundred fifty-six Reais and sixty-five centavos) 40% of **R.O. RESULTADOS EM OUTSOURCING S.A. ("R.O.")**, a company whose main activity is the BPO of personnel and human resources management processes, and in which TOTVS already holds a 60% equity interest. As a result, TOTVS will hold 100% of **R.O.**'s capital stock.

Additionally, **TOTVS** has cancelled the Shareholders' Agreement and Association Agreement which regulated the rights and obligations of **R.O.**'s shareholders and established the terms and conditions for investments made in the mentioned company.

The transaction will be submitted to CADE (the Administrative Council for Economic Defense - the Brazilian antitrust agency).

São Paulo, June 1, 2009

José Rogério Luiz
Investor Relations Officer