



## **TOTVS S.A.**

Publicly Held Company

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

Company Registry (NIRE): 35.300.153.171

### **MATERIAL FACT**

TOTVS S.A. (B3: TOTS3) ("**TOTVS**" or "**Company**") in compliance with Federal Law 6,404, of December 15, 1976, as amended, rules of the Securities and Exchange Commission of Brazil ("**CVM**"), especially CVM Instruction 476, of January 16, 2009, as amended ("**CVM Instruction 476**") and CVM Instruction 358, of January 3, 2002, as amended, hereby informs its shareholders and the market that the Board of Directors Meeting held on September 6, 2017, approved the first (1<sup>st</sup>) issue of simple, non-convertible, unsecured debentures, in a single series, of the Company ("**Issue**" and "**Debentures**", respectively), for public distribution with restricted placement efforts, in accordance with CVM Instruction 476. The proceeds will be fully used to meet working capital requirements, investments related to the corporate purpose of the Issuer and/or prepayment of debt. The Debentures will have a unit face value of one thousand reais (R\$1,000.00) on the issue date ("**Unit Face Value**"), totaling two hundred million reais (R\$200,000,000.00) on the issue date. The Issue is targeted exclusively at professional investors, pursuant to applicable laws.

The Debentures will mature on September 15, 2020, except for cases specified in the Indenture. The Unit Face Value of the Debentures will not be subject to monetary adjustment. The Debentures will bear interest corresponding to 105.95% of the accumulated variation of the daily average DI (interbank) rates over 252 business days, calculated on the Unit Face Value.

The general terms and conditions of the Issue and of the Debentures are available in the minutes of the Board of Directors Meeting ("**RCA**") held on September 6, 2017, which is filed at the head office of the Company, as well as on the websites of the CVM (<http://www.cvm.gov.br>) and the Company (<http://ir.totvs.com>). This material fact is solely for informational purposes, pursuant to law, and must not be construed as publicity material for the Issue or the sale of Debentures.

More information can be obtained from the Investor Relations Department of the Company, through the telephones (11) 2099-7105/7773/7097/7089, or by e-mail [ri@totvs.com](mailto:ri@totvs.com).

São Paulo, September 6, 2017

**Gilsomar Maia Sebastião**

Investor Relations Officer

**Investor Relations**

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