

**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. (“TOTVS”)**, pursuant to CVM Instruction 358/2002, hereby informs its shareholders and the general market that on today’s date it signed an agreement to acquire shares equivalent to 100% (one hundred percent) of the capital stock of **INTELIGÊNCIA ORGANIZACIONAL, SERVIÇOS, SISTEMAS E TECNOLOGIA EM SOFTWARE LTDA. (“IOSSTS”)**, a limited liability company and franchise of **TOTVS** in the region of Belo Horizonte, Minas Gerais state.

The shares equivalent to 100% (one hundred percent) of the capital stock of **IOSSTS** will be acquired for R\$3,500,000.00 (three million, five hundred thousand reais).

The acquisition was approved at the meeting of the Board of Directors of **TOTVS** held on 7/25/2007.

São Paulo, November 29, 2007

José Rogério Luiz  
Investor Relations Officer