

TOTVS S.A.
Publicly-held Company
CNPJ No. 53.113.791/0001-22

BEMATECH S.A.
Publicly-held Company
CNPJ No. 82.373.077/0001-71

MATERIAL FACT

TOTVS S.A. (BM&FBOVESPA: TOTS3) ("**TOTVS**") and BEMATECH S.A. (BM&FBOVESPA: BEMA3) ("**Bematech**"), in addition to what was informed by the companies on August 20, 2015 and September 03, 2015, hereby jointly announce that, on this date, the decision of CADE's General Superintendence, approving the merger of Bematech's shares by Makira II Empreendimentos e Participações S.A. ("**Makira II**"), and the subsequent merger of Makira II by TOTVS, was published, as detailed in the announcements previously made and in the other documents mentioned thereunder. Once the legal term of 15 (fifteen) days for the call-back (*avocação*) of the decision by CADE's Court elapses with no objection to that decision, the companies will make a new announcement, with the guidelines regarding the procedures for the satisfaction of the transaction.

São Paulo, October 06, 2015.

GILSONAR MAIA SEBASTIÃO e MARCOS ANDREETTO PERILLO
Chief Investor Relations Officers