



TOTVS S.A.

Publicly-held Company
CNPJ/ME nº 53.113.791/0001-22
NIRE 35.300.153.171

MATERIAL FACT

TOTVS S.A. (B3: TOTS3; “TOTVS”; or “Company”), pursuant to the terms of Regulation No. 358/2002 issued by the Brazilian Securities and Exchange Commission (“CVM”) and article 157, §4º o Law No. 6,404, dated as of December 15, 1976, and in addition to the Material Fact published by the Company on May 9th, 2019 (“Material Fact”), hereby informs that, on the date hereof, the transactions provided in the Agreement (as defined in the Material Fact) entered into between the Company and Companhia Brasileira de Tecnologia para E-Commerce (“VTEX”), among other parties were implemented, which are: (i) the creation of VT Comércio Digital S.A., a company in which TOTVS and VTEX hold each 50% of its capital stock, to act as a joint business (*negócio em conjunto*) between TOTVS and VTEX; and (ii) the sale of the totality of the interest held by TOTVS in the capital stock of CIASHOP – Soluções para Comércio Eletrônico S.A. (“CIASHOP”) to VTEX.

The Company informs that, the purchase price of the interest held by TOTVS in the capital stock of CIASHOP, in the amount of R\$21,175,000.00 (twenty one million, one hundred and seventy five thousand Reais), subject to adjustments, shall be fully paid until February, 2022, according to the terms of the Agreement.

São Paulo, July 31st of 2019.

Gilsomar Maia Sebastião

Chief Financial and Investor Relations Officer