

TOTVS S.A.
Publicly-Held Company
CNPJ/MF No. 53.113.791/0001-22
NIRE 35.300.153.171
MATERIAL FACT



TOTVS S.A. (“TOTVS”) (BM&FBovespa: TOTS3) pursuant to the provisions Normative Regulation No. 358, of January 3, 2002, of the Securities Commission, as amended, hereby informs its shareholders and the market in general that:

TOTVS Ventures, TOTVS’s corporate venture capital arm, through its U.S. subsidiary TOTVS Inc. executed, on this date, a Stock Purchase Agreement (“Investment Agreement”) by which it shall acquire a minority interest in the capital stock of GoodData Corp. (“GoodData”), through Series D preferred shares (“Transaction”). TOTVS Ventures led this round by investing sixteen million dollars (US\$16,000,000.00) and will gain a seat on GoodData’s Board of Directors. In this transaction, the joint-investors were Andreessen Horowitz, General Catalyst, Tenaya Capital and Next World Capital which contributed an additional six million dollars (US\$6,000,000.00). The investment totaled twenty two million dollars (US\$22,000,000.00).

GoodData is a provider of cloud business intelligence solutions offered as a software as a service based on Big Data technologies. This transaction is intended to boost GoodData’s growth and develop its association with TOTVS as a partner offering GoodData’s technology. This investment will supplement the portfolio of high-value solutions available to TOTVS’s client base.

The role of TOTVS Ventures surpasses that of a financial investor, as it provides TOTVS with the exclusive distribution of GoodData solutions in Latin America, and GoodData gains access to this market through TOTVS’s distribution channels.

São Paulo, June 12, 2013.

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