

TOTVS S.A.
Publicly-Held Company
Corporate Taxpayer's ID (CNPJ/MF): 53.113.791/0001-22

Company Registry (NIRE): 35.300.153.171

MATERIAL FACT

TOTVS S.A. ("TOTVS", BM&FBOVESPA: TOTS3), Brazilian leader in the development and marketing of integrated business management software and rendering of related services, in view of the provisions of Normative Ruling No. 358, as of January 3, 2012, as amended, hereby inform its shareholders and market in general that has executed, on April 18, 2013, Share Purchase and Sale Agreement and Other Covenants ("Share Purchase Agreement") whereby it will pay R\$ 11,000,000.00 (eleven million reais), for the acquisition of 60% participation in the capital of PRX SOLUÇÕES EM GESTÃO AGROINDUSTRIAL LTDA. and P2RX SOLUÇÕES EM SOFTWARE S/S LTDA. (jointly "PRX"). The Agreement also establishes conditions for the future acquisition of the remaining equity stake for a variable amount, to be fixed in accordance with metrics defined in the Agreement based on the performance of PRX until the last day of February, 2015 ("Transaction"). The Transaction is conditioned to the fulfillment of preceding conditions adjusted in the Agreement.

Focused in the development of management solutions for TOTVS and in the rendering of IT services for the agribusiness sector in Brazil and Latin America, PRX has more than 22 years of experience in this segment and operate in Brazilian and Latin American market with more than 180 collaborators to attend clients of all sizes through specific software and services solutions for such sector. Currently, 60% of the Brazilian sugarcane plants are served by PRX, which also highly operates in other cultures, such as grains and citrus fruits. The companies had registered a net sale of R\$ 21,000,000.00 in 2012, having grown at an average annual rate of 47% in the last 4 years.

With such movement, TOTVS reinforces its strategy of specialization as well as its positioning in the agribusiness sector. The company will create a Center of Excellence for the Agribusiness, with the purposes of bringing the "state-of-the-art" technologies and services to such market, relying on the scale of operation of TOTVS and the distinctive abilities of PRX. The acquisition will also enable the use of opportunities of international expansion with high expertise in the sector and through a different assistance.

Pursuant to the Article 256 of Law 6,404 of 1976, the acquisition will be submitted to the ratification of the shareholders at Extraordinary General Meeting to be called opportunely. Eventual dissenting shareholders of the deliberation of the Extraordinary General Meeting ratifying the acquisition of PRX, may exercise their right of withdrawal under the terms the Law 6.404/76, given that the right of withdraw to be granted to the shareholders registered as such on April 18, 2013 (i.e. the trades as of April 19, 2013 will not be considered for the purposes of the withdrawal right).

In due time, TOTVS's management will provide further information to shareholders and the market in general about the progress of the Transaction.

São Paulo, April 19, 2013

Alexandre Dinkelmann
Executive and Financial Vice President and
Investor Relations Officer

Investors Relations Department

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