

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", BMF&Bovespa: TOTS3), the leader in developing and marketing integrated enterprise management software and provider of related services in Brazil, pursuant to the regulations of CVM Instruction nº 358, from January 3rd, 2002, as amended, hereby informs its shareholders and the market in general that, according to the Material Fact of January 28th, 2013, and once achieved the preceding conditions therein, it was signed today, by TOTVS Ventures Participações Ltda., TOTVS holding company for investments in start-ups, the acquisition of a minority participation of 20% in the capital of uMov.me Tecnologia S.A. (the current name of uMov.me S.A.), pursuant to the Agreement of Purchase and Sale, Investment and Other Covenants ("Investment Agreement") signed between the parties and published by TOTVS in that material fact ("Transaction").

Whereas the Transaction contemplates future investments in uMov.me Tecnologia S.A. by 2017, based on its future performance, TOTVS management will keep the shareholders and the market in general informed about this matter.

São Paulo, April 2nd, 2013

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