

**TOTVS S.A.**  
**Publicly-held Company**

**Corporate Taxpayers' ID (CNPJ/MF): 53.113.791/0001-22**  
**Company Registry (NIRE): 35.300.153.171**

**MATERIAL FACT**

**TOTVS S.A.** (Bovespa: TOTS3), pursuant to CVM Instruction 358/2002, as amended, hereby informs its shareholders and the market that, on this date it entered into a Share Purchase Agreement with **YMF ARQUITETURA FINANCEIRA DE NEGÓCIOS S.A.** ("**YMF**"), by which it acquired shares equivalent to 20% of the latter's capital stock for R\$ 19,000,000.00 (nineteen million Reais). **YMF's** key business is the development and distribution of investment management software and services and **TOTVS** already held 80% of its capital stock. Through this acquisition, **TOTVS** now holds 100% of **YMF's** capital stock.

**TOTVS** also informs that it has rescinded the Shareholders' Agreement regulating the rights and duties of the shareholders of **YMF**. Regardless of the acquisition, the founders of **YMF** will continue to lead its operations.

The operation will be submitted to the Brazilian antitrust authorities (CADE).

São Paulo, September 03, 2009.

José Rogério Luiz  
Investor Relations Officer