

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. ("TOTVS"), pursuant to CVM Instruction 358/2002, hereby informs its shareholders and the market in general that, on this date, it entered into a Membership Interest Purchase Agreement through which it acquired, for R\$ 5,999,196.56 (five million, nine hundred and ninety-nine thousand, one hundred and ninety-six reais and fifty-six centavos), 45% of the quotaholders equity of **TQTV D SOFTWARE LTDA. ("TQTV D")**, which develops and sells software products and solutions for digital television, in which TOTVS already held a 55% share.

The agreement also foresees the payment of a variable amount of up to R\$ 8,267,493.98 (eight million, two hundred and sixty-seven thousand, eight hundred and ninety-three reais and ninety-eight centavos), which will be paid in accordance with the achievement of certain goals established for 2011, 2012, 2013 and 2014.

As a result of the transaction, **TOTVS** now holds 100% of **TQTV D**.

The transaction will be submitted for approval to the Brazilian antitrust authority (CADE).

São Paulo, June 1, 2010

José Rogério Luiz
Investor Relations Officer