

**TOTVS S.A.**  
**Publicly Held Company**  
**Corporate Taxpayer's ID: 53.113.791/0001-22**  
**Company Registry (NIRE): 35.300.153.171**

**MATERIAL FACT**

**TOTVS S.A.** ("TOTVS") (Bovespa: TOTS3), in compliance with Rule 358 of January 3, 2002, of the Securities and Exchange Commission of Brazil (CVM), hereby informs its shareholders and the market that on this date it entered into a Share Purchase Agreement by which it acquired 100% of MAFIPA SERVIÇOS DE INFORMÁTICA LTDA. ("MAFIPA"), which owns the operating assets of CYGNI TECNOLOGIA EM INFORMÁTICA LTDA. and L2M SERVIÇOS DE INFORMÁTICA LTDA., the distribution channels for the RM product in Brasília, Federal District, for up to five million, nine hundred twenty-nine thousand reais (R\$5,929,000.00).

Pursuant to Article 256 of Law 6,404 of December 15, 1976, the acquisition will be submitted for approval at an Extraordinary Shareholders' Meeting to be called opportunely. Shareholders dissenting from the resolution at the Extraordinary Shareholders' Meeting ratifying the acquisition of MAFIPA may exercise their withdrawal rights pursuant to Law 6,404/76. Said withdrawal rights will be granted to shareholders on record on November 24, 2010 (i.e. as of November 25, 2010, shares will be traded ex-withdrawal rights).

The acquisition will also be submitted to Brazil's antitrust authority (CADE).

São Paulo, November 24, 2010.

José Rogério Luiz  
Investor Relations Officer