

**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, on this date it entered into a Share Purchase Agreement with **TOOLS ARQUITETURA FINANCEIRA DE NEGÓCIOS S.A.** ("**TOOLS**") by which it acquired shares equivalent to 10% of the latter's capital stock for R\$ 1,466,000.00 (one million, four hundred and sixty six thousand reais). **TOOLS**'s key businesses are credit value chain management solutions, including the concession of loans, financing (direct consumer financing, personal loans, factoring and others) and the management of private label cards. **TOTVS** already retained a 90% interest of **TOOLS**, and through this acquisition, **TOTVS** will now hold 100% of **TOOLS**'s capital stock.

**TOTVS** also informs that it has rescinded the Shareholders' Agreement regulating the rights and duties of the shareholders of **TOOLS**.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

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

São Paulo, September 09, 2009.

José Rogério Luiz  
Investor Relations Officer