

TOTVS S.A.
Publicly-held Company

Corporate Taxpayer's 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 it signed today, jointly with its wholly-owned subsidiary TOTVS SERVIÇOS EM INFORMÁTICA E CONSULTORIA S.A. ("TOTVS Serviços"), a Purchase and Sale Equity Interest Agreement by which it sells to SONDA DO BRASIL S.A. for up to R\$9,500,000.00 (nine million five hundred thousand reais) the totality of its equity interest in SOFT TEAM SISTEMAS DE COMPUTAÇÃO E INFORMÁTICA LTDA. ("SOFT TEAM SISTEMAS"), a company owned by TOTVS and TOTVS SERVIÇOS that develops software exclusively for the generation of tax files and outsources administrative process services exclusively in the fiscal area.

São Paulo, April 29, 2010

José Rogério Luiz
Investor Relations Officer