



A publicly held company
Corporate Taxpayer's ID:
(CNPJ/MF) No. 53.113.791/0001-22
Company Registry (NIRE) 35.300.153.171

MATERIAL FACT

FIFTH (5th) ISSUE OF SIMPLE AND NON-CONVERTIBLE DEBENTURES

TOTVS S.A. (B3: TOTS3) ("TOTVS" or "Company") hereby informs that its Board of Directors, approved, on the date hereof, the fifth (5th) issuance of simple, non-convertible, unsecured debentures, in a single series, for public distribution and under the automatic registration process ("Issue" and "Debentures", respectively), intended exclusively to professional investors, in accordance with CVM Resolution No. 160, from June 13th, 2022, with firm underwriting commitment for all Debentures.

The total amount of such Issue will be R\$1.5 billion and the Debentures will have a unit face value of R\$1,000.00 ("Unit Face Value") on the Debentures' issuance date. The Unit Face Value or the Unit Face Value balance, as the case may be, will bear interest corresponding to 100.00% of the accumulated variation of the average daily rates of the DI Interbank Deposits - DI, "over extra-group", expressed as a percentage per year, on a two hundred and fifty-two (252) business day basis, calculated and published by B3 S.A. - Brasil, Bolsa, Balcão in the daily newsletter, available on its Internet page (www.b3.com.br) ("DI Over Rate"), plus an exponential spread equivalent to 0.95% per year on a two hundred and fifty-two (252) business day basis ("Spread", and, together with the DI Over Rate, the "Compensatory Interest"), calculated according to the formula to be inserted in the Debentures indenture ("Indenture").

The Debentures will mature on July 19th, 2031, except for the cases of optional acquisition for cancellation of all Debentures, early redemption or early maturity under the terms of the Indenture.

With this Issue, the Company seeks to optimize the financial cost and lengthen its gross debt profile, maintaining its solid cash position, considering that the net resources resulting from the Issue will be fully used for the early redemption of all the simple, non-convertible debentures, of the unsecured type, in a single series, of the forth (4th) issue of the Company.

The general terms and conditions of the Issue and of the Debentures are available in the minutes of the Board of Directors Meeting held today, which is filed with the Company's headquarters, as well as on the websites of the CVM (<http://www.cvm.gov.br>) and the Company (<http://ir.totvs.com>). This material fact has informational purposes only, pursuant to the laws in force, and must not be construed as advertising material of the Issue or for sale of Debentures.

São Paulo, July 19th, 2024.

Gilsomar Maia Sebastião

Chief Financial and
Investor Relations Officer

Investor Relations

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About TOTVS: the absolute leader in the Brazilian SMB market, TOTVS creates innovative solutions to transform the daily lives of companies and help them overcome their business challenges. TOTVS is the largest management software developer in Brazil, with over 70,000 clients/customers in 12 sectors of the economy. As an original Brazilian company, TOTVS believes in a "Brazil that gets things done" and supports the growth and sustainability of thousands of businesses and entrepreneurs, across the entire country, through technology.

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