



TOTVS S.A.

Publicly-Held Company
CNPJ/ME No. 53.11 3.791/0001-22
NIRE 35.300.153.171

MATERIAL FACT

TOTVS S.A. (B3: TOTS3; "TOTVS"; or "Company"), pursuant to the terms of Instruction No. 358/2002 issued by the Brazilian Securities and Exchange Commission and Article 27 of the *Novo Mercado* Regulation, and in compliance with Article 157, § 4º, of Law No. 6.404/76 ("Brazilian Corporations Law"), hereby informs that, as approved by its Board of Directors, its subsidiary TOTVS LARGE ENTERPRISE TECNOLOGIA S.A. executed, on the date hereof, a share and purchase agreement for the acquisition of shares corresponding to 92% of the capital stock of RD GESTÃO E SISTEMAS S.A. ("RD Station") for the amount of BRL 1,861 million, subject to adjustments, to be paid at the closing of the transaction.

RD Station is a leader in the digital marketing automation software market. Founded in 2011 by Eric Santos, Guilherme Lopes, Bruno Ghisi, André Siqueira and Pedro Bachiega, its estimated net revenue for 2021 is approximately BRL 206 million, which represents an average compound growth of 46% since 2016. The digital marketing market has been strongly driven by the adoption and digitalization of medium and small businesses in the acquisition and relationship with new customers. In this context, RD Station has built a complete platform of solutions that leads companies on this journey, assisting its customers in the sales process and result generation. This platform includes products such as RD Station Marketing, a marketing automation tool, and RD Station CRM, aimed for the sales market, which controls and organizes the commercial process of medium and small businesses. With modern architecture and SaaS contracting model, it adds new solutions, as well as scale its growth through the PLG strategy (Product Led Growth).

For TOTVS, the acquisition of RD Station is an important milestone. It represents a definitive step in the consolidation of the Business Performance dimension, which is fundamental in the strategy of building a B2B technology ecosystem, also composed by the Management and Techfin dimensions. Such ecosystem aims at increasing the addressable market and the take rate and also allows the Company to reach and retain more customers, by advancing in the chain of value generated to our customers.

The arrival of RD Station means the merger of knowledge and expertise of two pioneering companies, with winning paths in their respective markets and DNA of leadership and innovation, which jointly will support their customers to sell more and be increasingly competitive, leveraging their results and performance. Additionally, RD Station's competence and its 100% digital business model combined with the robustness of the Company's operations and portfolio represents the acceleration of exponential business growth and the increase of delivery capacity, service, innovation, and agility in products development.



The closing of this transaction is subject to the approval of the Brazilian competition authorities and the verification of other usual conditions for transactions of this nature. The Company will keep the market informed of material developments.

São Paulo, March 9, 2021.

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