



A publicly-held corporation
Corporate Taxpayer's Id. (CNPJ/ME)
No. 53.113.791/0001-22
Company Registry (NIRE) 35.300.153.171

MATERIAL FACT ACQUISITION OF RD STATION IS COMPLETED

Hereby, TOTVS S.A. (B3: TOTS3; "**TOTVS**"; or the "Company"), pursuant to CVM Instruction No. 358/2002 and article 27 of the Novo Mercado Regulation and in compliance with the provisions of Article 157, § 4 of the Brazilian Law No. 6.404/76, in addition to the Material Fact disclosed on March 9, 2021, informs that its subsidiary TOTVS LARGE ENTERPRISE TECNOLOGIA S.A. completed on this date, after having complied with all the conditions precedent as provided for in the Share Sale and Purchase Agreement and Other Covenants executed by and between the parties on March 9th, 2021 (the "Agreement"), including, but not limited to the approval of CADE (the Brazilian Antitrust Agency), the acquisition of shares representing 92.04% of the capital stock of RD GESTÃO E SISTEMAS S.A. ("**RD Station**"), and paid the amount of R\$1,861 million (the "Transaction") subject to some adjustments, under such Agreement.

This transaction represents a critical step for TOTVS towards to establish the Business Performance dimension that is essential to build an ecosystem of B2B technologies that aims to increase the addressable market, the take rate, and also the loyalty our clients/customers by enhancing the value chain in the industries they operate by supporting them to sell more and to be increasingly more competitive.

São Paulo, May 31, 2021

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 40,000 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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