

MATERIAL FACT

Estácio Participações S.A. ("Estácio" or "Company") - (BM&FBOVESPA: ESTC3; OTCQX: ECPCY) hereby informs its shareholders, investors and the market in general that its Board of Directors received today a letter from **Chaim Zaher**, in which he resigned as Estácio's Chief Executive Officer, a position he had assumed on an interim basis on June 16, 2016. Pursuant to Article 22, II, "g" of the Company's Bylaws, **Pedro Thompson Landeira de Oliveira**, the Company's Chief Financial and Investor Relations Officer, will assume the duties of Chief Executive Officer until the Board of Directors meets to elect a new CEO. **Chaim Zaher** asked the Board to meet again to elect the new CEO and recommended the current Chief Operating Officer, **Gilberto Teixeira de Castro**, for the position

We have transcribed Chaim Zaher's letter of resignation in its entirety below:

"São Paulo, July 5, 2016.

To:

João Cox Neto

Chairman of the Board of Directors of
Estácio Participações S.A.

Dear Chairman,

I hereby tender my immediate resignation as Chief Executive Officer of Estácio Participações S.A. ("Company") and the resumption of my activities as a sitting member of the Company's Board of Directors, the position to which I was elected by the Annual Shareholders' Meeting of April 27, 2016 and from which I have been on leave since June 16, 2016.

As you know, I took over the position of CEO on an interim basis on June 16, 2016, in order to deal with an emergency situation triggered by the resignation of the then CEO amid the public presentation of proposals for the merger of the Company's operations with those of other companies. In order to dedicate my full attention to this mission, I resigned as a member of the Company's Board of Directors and its associated committees, and from the presidency of the SEB Group.

During the 20 days in which I acted as the Company's CEO, I was able to confirm the enormous potential of its business, the quality of its employees and the determination of its faculty to continue playing the important role we have assumed in Brazilian society.

Even in this brief period, I could plainly see the opportunities for Management to improve the Company's results. With just a few measures identified and implemented during these days, we were able to reduce the Company's annual operating expenses and enable the capture of internal synergies by restructuring the executive departments through the hiring of a student attraction and retention specialist, the preparation of a project for the installation of Estácio College in existing units, changing the administrative headquarters, the reinstitution of the graduate partnership and the implementation of a new working philosophy.

The Company's Executive Board is determined to continue with these and other improvement measures and is fully aware of the need to maintain its focus on the Company's business.

leaving all issues pertaining to potential corporate events to be dealt with exclusively by the Board of Directors and, primarily, the shareholders.

For these reasons, the objectives of my interim occupation having been fully achieved, I have decided to leave the position of CEO in order to dedicate myself with the necessary energy and attention to my responsibilities as a member of the Board and its associated committees, and as an important shareholder, in defense of the best interests of the Company and its other shareholders.

As a result, I intend to do everything possible so that the Board of Directors and, finally, the shareholders' meeting, can undertake a profound analysis of the proposals already received with the necessary composure and ensure conditions that permit healthy competition between them, and with others that may arise, guaranteeing that, at the end of the day, the shareholders are offered the best options.

I therefore request that, pursuant to Article 20 of the Company's Bylaws, the Board of Directors meets to resolve on the election of a new CEO, for which position I recommend the current Chief Operating Officer, Gilberto Teixeira de Castro, without prejudice to the post being occupied until then by the Company's Chief Financial and Investor Relations Officer, Pedro Thompson Landeira de Oliveira, pursuant to Article 22, II, "g" of the Company's Bylaws.

Finally, I also request that this letter be duly filed and published pursuant to Article 151 of Law 6404/76 and disclosed to the market in its entirety through a material fact.

Sincerely,

Chaim Zaher

Rio de Janeiro, July 5, 2016.

Pedro Thompson
Investor Relations Officer