

NOTICE TO THE MARKET**Clarifications on CVM/Bovespa consultations***News item published by the media*

To the Brazilian Securities and Exchange Commission
Company Oversight Department 2 (GEA-2)
Corporate Relations Department (SEP)

Attn: Mr. Guilherme Rocha Lopes
Manager

Re: Official Letter 237/2016-CVM/SEP/GEA-2

Estácio Participações S.A. ("Estácio" or "Company") - (BM&FBOVESPA: ESTC3; OTCQX: ECPCY) hereby responds to Official Letter 237/2016-CVM/SEP/GEA-2 ("Official Letter"), received on July 5, 2016, transcribed below:

"Official Letter 237/2016-CVM/SEP/GEA-2

Rio de Janeiro, July 4, 2016.

To
MR. PEDRO THOMPSON LANDEIRA DE OLIVEIRA
Investor Relations Officer
ESTÁCIO PARTICIPAÇÕES S.A.
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Subject: Request for clarifications on news item published by the media

Dear Officer,

- 1. We refer to the news item published on the site of the "O Globo" newspaper in the "Economia" (Economy) section, in the "Negócios e Finanças" (Business and Finance) sub-section, on July 3, 2016, under the title "Acionistas da Estácio resistem em aprovar proposta da Kroton" (Estácio's shareholders resist approving Kroton's proposal), which includes the following statements:*

The shareholders of the Estácio post-secondary education group have yet to approve rival Kroton's R\$5.5 billion offer, whose approval by the Board of

Directors of the Rio de Janeiro group was announced on Friday. Clube de Investimento TCA, which is composed by the Zaher family and holds a 14.13% interest in the Company, has assembled a team to assess the possibility of making its own proposal to acquire control of the Rio-de-Janeiro-based post-secondary education company jointly with banks and partners, according to a source close to the negotiations.

TCA had already sent a letter to Estácio stating that it planned to make a tender offer to acquire the company's control, acquiring between 50% plus one share and 75% of the company's capital. Now, according to a source, it has allegedly hired lawyer Marcelo Trindade, former executive chairman of the Brazilian Securities and Exchange Commission (CVM), to assess the possibility of structuring such an offer. Even if the Board of Directors decides to call a Shareholders' Meeting to vote on Kroton's proposal, the Zahers can prepare another operation, provided the term established by the CVM is complied with. The agency has instructed TCA to publish the terms of the tender offer by July 19 or declare that it is not interested in acquiring Estácio's control for a period of six months.

— TCA has decided to assess an offer after becoming aware of Kroton's first proposal, of 0.97 Kroton shares for each Estácio share, a price that was considered absurd. In a second proposal, and after Ser (Educativa) had also upped its offer, it reached 1.32. But TCA was looking for 1.40 — maintained this source.

"THE DEAL IS NOT DONE YET"

Next Thursday, Estácio's Board of Directors will meet again to discuss Kroton's offer. If it is approved, a Shareholders' Meeting will be called, probably 30 days later, when the transaction will be voted by the company's shareholders.

Chaim Zaher, who is a member of TCA and is currently Estácio's CEO, has only said that all the proposals are being studied because the deal is not done yet.

— The Board of Directors does not have the power to approve the transaction. What happened was that the proposed financial terms were accepted. There will be another meeting to assess the offer and, only after that, will it be submitted to the shareholders' meeting — explained Estácio's CEO. — Students and professors have no reason to fear because the deal has not been done yet.

The competition for Estácio became fiercer at the beginning of June, when Kroton announced that it would make a proposal for the Rio-de-Janeiro-based post-secondary education company. Ser Educativa, another private education company, beat Kroton to it and made an offer for Estácio. As a result, Kroton raised its proposal, and so did Ser. Finally, Estácio's Board of Directors accepted the offer of 1.32 Kroton shares for each Estácio share, including the payment of dividends.

- 2. In view of the above, we request that you clarify whether the information published in this news item is true (especially the highlighted excerpts), and if so, we request that you describe the measures taken by the Company in this*

respect, as well as the reasons why it was not disclosed through a Material Fact, pursuant to CVM Instruction 358/02.

- 3. The Company's response should be sent via the IPE system, category: "Notice to the Market", type: "Clarifications on CVM/BOVESPA consultations" and should include a copy of this Official Letter.*
- 4. It is worth noting that, pursuant to Article 3 of CVM Instruction 358/02, the Investor Relations Officer is responsible for disclosing and informing any act or material fact related to the Company's business to the CVM and, if applicable, the stock exchange and entity responsible for the organized over-the-counter market in which the Company's securities are traded, as well as ensuring its wide and immediate dissemination, simultaneously in all markets in which said securities are traded.*
- 5. We also remind you of the obligation in the sole paragraph of article 4 of CVM Instruction 358/02 to make inquiries of the Company's management and controlling shareholders in order to verify if they were aware of information that should have been disclosed to the market.*
- 6. Finally, we draw the Company's attention to the guidelines in item 4.1 of OFFICIAL LETTER/CVM/SEP/Nº 02/2016: "If it is verified that a news item has been published by the media involving information not yet disclosed by the issuer via the IPE module of the Empresas.NET system or that a news item has added new data to already disclosed information, it is incumbent on the company's management, especially its IRO, to analyze the potential impact of the news on negotiations and, if applicable, make a statement on said news item via the IPE module of the Empresas.NET system immediately rather than after receiving a request for clarification from the CVM or the BM&FBOVESPA".*
- 7. We caution that, as determined by the Corporate Relations Department, in compliance with its legal duties and, based on clause II of Article 9 of Law 6,385/76 and articles 7 and 9 of CVM Instruction 452/07, a punitive fine in the amount of R\$1,000.00 (one thousand reais) will be applied, without prejudice to other administrative sanctions, in case of non-compliance with the requirements in this letter, also sent by e-mail, within one (1) business day.*
- 8. In case of questions regarding this Official letter, please contact Gustavo André Ramos Inúbia, analyst, via telephone (21) 3554-8501 or e-mail ginubia@cvm.gov.br.*

Sincerely,

[document signed electronically by Guilherme Rocha Lopes, Manager]

In response to the Official Letter, Clube de Investimentos TCA has provided the following information:

"São Paulo, July 5, 2016.

To

Mr. Pedro Thompson Landeira de Oliveira
Chief Financial and Investor Relations Officer
Estácio Participações S.A.

Re: Request for Clarification – Official Letter 237/2016-CVM/SEP/GEA-2

Dear Mr. Oliveira:

In response to your request as well as those contained in the Official Letter attached to your electronic message sent to me on this date, I hereby clarify the following:

As stated in the letter sent to the company on June 27, whose full content was disclosed via a Material Fact published on that date, Clube de Investimentos TCA, of which Adriana Zaher and I are shareholders, is considering the possibility of making a tender offer to acquire control of Estácio Participações S.A. As usual and necessary in this kind of situation, advisors were hired to assist in related studies and analyses, which does not constitute a material fact pursuant to the applicable legislation.

On the other hand, I confirm my understanding, which is cited in the news item, that none of the proposals received by the company has been approved as yet. Any such approval depends on a resolution by a shareholders' meeting, whose calling in turn depends on the necessary analysis, negotiation and corporate approval by the Board of Directors, which have not yet been concluded.

The other information, including the amounts mentioned in the news item, is mere market speculation.

I remain at your disposal for any further information you may need.

Sincerely,

Chaim Zaher"

Rio de Janeiro, July 5, 2016.

Pedro Thompson
Chief Financial and Investor Relations Officer