

MATERIAL FACT

Estácio Participações S.A. (“Estácio” or “Company” - Bovespa: ESTC3), in compliance with paragraph 4 of Article 157 of Law 6,404/76 and CVM Instruction 358/02, as amended, hereby informs the market in general that the Board of Directors’ meeting held on July 31, 2012, approved the acquisition on this date, through its indirect subsidiary Sociedade Educacional Atual da Amazônia Ltda. (“ATUAL”), of 100% of the ownership interest representing the capital of SOCIEDADE EDUCACIONAL DO RIO GRANDE DO SUL S/S LTDA. (“FARGS”), the controlling institution of Faculdades Riograndenses, headquartered and with campuses in the city of Porto Alegre, Rio Grande do Sul state, and formalized the purchase commitment of 100% of the shares representing the capital of UNIUOL Gestão de Empreendimentos Educacionais e Participações S.A. (“UNIUOL”), the controlling institution of Faculdade de Tecnologia do Uniul, headquartered and with campuses in the city of João Pessoa, Paraíba state.

The investment in FARGS totaled nine million, three hundred and twenty reais (R\$9,320,000.00), to be paid partly in cash and partly through the assumption of debt and liabilities. The operation does not involve properties. FARGS was founded in 1990. With approximately 1,100 students and 117 teachers in 2 campuses, it offers 1,680 annual spots and contains in its portfolio 8 undergraduate and 8 graduate programs, in addition to extension and short-duration courses, and the average ticket of its courses is approximately R\$620.00. In 2010, FARGS was evaluated by the Ministry of Education (MEC), which issued an Institutional Concept (CI) 3, on a scale from 1 to 5.

For UNIUOL, in case the business is completed, the investment amounted to one million, seven hundred and twenty-five thousand reais (R\$1,725,000.00), to be paid partly in cash and partly through the assumption of debt and liabilities. The operation does not involve properties. Founded in 2001, the institution has approximately 300 students and 37 teachers in 1 campus, offering 3 technical courses and 6 graduate programs. The average ticket of its courses is approximately R\$300.00. In 2011, UNIUOL was evaluated by MEC, which issued an Institutional Concept (CI) 3, on a scale from 1 to 5.

The acquisition of FARGS marks Estácio’s entry in Rio Grande do Sul state, a strategic region for on-campus courses and a future distance-learning center. The acquisition of UNIUOL, when completed, will consolidate of the activities in João Pessoa/PB and the Company’s growth in a market where it already operates. The transactions will also complement the portfolio of courses that now cover segments with high demand in the job market. In addition, the operation in this city will generate important gains in academic quality, efficiency and scale.

The Company will announce the date of a Shareholders’ Meeting to resolve on the acquisition and on the potential exercise of the right to withdrawal by the dissenting shareholders, as well as on the conditions for its exercise, pursuant to article 256 of Law 6,404/76, since the appraisal reports have not been concluded yet.

Rio de Janeiro, August 01, 2012

Rogério Frota Melzi

Investor Relations Officer
Estácio Participações S.A.