

KROTON EDUCACIONAL S.A.
Corporate Taxpayer ID (CNPJ/MF):
02.800.026/0001-40
Company Registry (NIRE):
31.300.025.187
Publicly Held Company

ESTÁCIO PARTICIPAÇÕES S.A.
Corporate Taxpayer ID (CNPJ/MF):
08.807.432/0001-10
Company Registry (NIRE):
31.300.282.050
Publicly Held Company

MATERIAL FACT

Kroton Educacional S.A. (“**Kroton**”) and **Estácio Participações S.A.** (“**Estácio**”, and, jointly with Kroton, the “**Companies**”) announce that, on the date hereof, the Extraordinary Shareholders' Meeting of Estácio and the Extraordinary Shareholders' Meeting of Kroton approved the business combination between the Companies (“**Operation**”), in accordance with the agreement and plan of merger of the shares of Estácio into Kroton, entered into on July 8, 2016 (“**Merger Agreement**”) and announced through the Material Fact notices dated July 8, 2016 and July 14, 2016.

The decisions taken by the Shareholders' Meetings are still subject to approval by Brazil's antitrust agency CADE (*Conselho Administrativo de Defesa Econômica*), in accordance with the Merger Agreement.

August 15, 2016

Carlos Alberto Bolina Lazar
Investor Relations Officer of Kroton
Educacional S.A.

Pedro Thompson
Investor Relations Officer of Estácio
Participações S.A.