

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, and future amendments, hereby informs the market and the public in general that, through its indirect subsidiary Sociedade Educacional Atual da Amazônia Ltda. ("ATUAL"), signed the purchase commitment to acquire all shares of **CENTRO EDUCACIONAL NOSSA CIDADE LTDA**, limited company headquartered in the city of Carapicuíba, state of São Paulo, at Av. Francisco Pignatari, 630-631, Vila Gustavo Correa, Zip Code 06310-390, corporate taxpayer's ID (CNPJ/MF) no. 07.228.183/0001-46, the controlling institution of Faculdade Nossa Cidade - FNC ("FNC") ("Transaction").

The investment in FNC will be of ninety million reais (R\$90,000,000.00), to be paid partly in financial resources and partly through the assumption of debts and liabilities, as follows: (i) 52% on the Closing Date, and (ii) the remaining balance in up to forty-two (42) months from the Closing Date of the Transaction. The transaction does not include real estate.

Founded in 2005, FNC has approximately 8,700 students and 16,580 total authorized seats. Its portfolio has 24 undergraduate courses still in maturation and 11 graduate courses, besides vocational programs. In 2013, FNC was evaluated by the Ministry of Education (MEC), which issued a General Course Index (IGC) of 3, on a scale of 1 to 5. Located in the city of Carapicuíba, its area of influence includes also the cities of Osasco, Barueri, Itapevi, Santana de Parnaíba, Jandira and Cajamar, which together cover around 2 million inhabitants.

The deal seeks to increase our capillarity in the state of São Paulo and aggregates a course portfolio that covers the main segments demanded by the labor market, in particular: Law, Engineering, Architecture, Health, Teaching, Management, and Technological programs.

In addition, FNC is in the final authorization stages to begin its distance learning operations ("EAD"), with five authorized courses that will be offered in 20 distance learning centers in 17 cities in the state of São Paulo.

Therefore, we reiterate our discipline and commitment to execute our expansion strategy with responsibility, consolidating the Company's brand nationwide through the presence in all capitals and other markets with growth potential.

The closing of the Transaction is subject to precedent conditions and the approval of CADE – the Brazil's Antitrust Authority.

The Company will announce the date of a Shareholders' Meeting to ratify the conclusion of the Transaction, after the approval by CADE and the other precedent conditions, and if the said operation will entitle the exercise of the right to withdrawal by dissenting shareholders, as well as the conditions for its exercise, pursuant to article 12, sole paragraph, of the Company's Bylaws.

The Company shall keep the market informed regarding the subsequent facts related to the Transaction.

Rio de Janeiro, July 7, 2015.

Virgílio Deloy Capobianco Gibbon
Investor Relations Officer
Estácio Participações S.A.