



### **ESTÁCIO PARTICIPAÇÕES S.A.**

CORPORATE TAXPAYER'S ID (CNPJ/MF) 08.807.432/0001-10 – CORPORATE REGISTRY ID (NIRE) 33.3.0028205-0

*Publicly-Held Company*

### **MATERIAL FACT**

A **ESTÁCIO PARTICIPAÇÕES S.A.** ("Company" or "Estácio", Bovespa's Novo Mercado: ESTC3), in compliance with the provisions in CVM Instruction 358/02 and further amendments, hereby announces to the market and the public in general that, in accordance to Article 16, item (p) of the Company's Bylaws, and considering the high market price of the Company's shares, the Board of Directors' Meeting held on May 12, 2010 approved the Company's First Share Buyback Program, under the following terms and conditions:

- a) **Objective:** The objective of the program is to invest the Company's available funds, with due regard for the balance of profits or reserves on December 31, 2009, so as to maximize value generation for shareholders. The shares to be acquired at the buyback may be held in treasury or subsequently cancelled and/or sold, and may also be used to pay for the exercise of options within the Company's Stock Option Plans.
- b) **Number of Outstanding Shares to be acquired:** The Company will acquire up to one million, five hundred twenty-seven thousand, seven hundred eighty-eight (**1,527,788**) registered, non-par, common shares issued thereby, without reducing its capital stock. On this date, this amount represents **7.21%** of the total **21,182,085** outstanding common shares, pursuant to Article 5 of CVM Instruction 10/80.
- c) **Funds to be used:** The acquisitions will be debited from the overall amount of available profit and capital reserves, excluding the reserves referred to in Article 7 of CVM Instruction 10/80.
- d) **Period for acquisition:** The first Share Buyback Program approved herein may be conducted at the Company's convenience, based on the price of the Company's shares on the São Paulo Stock, Commodities and Futures Exchange (BM&FBOVESPA S.A.) and the Company's available funds, within three hundred sixty-five (365) days as of this date, ending on May 11, 2011.
- e) **Financial Institutions acting as mediators:** The shares will be acquired at market price and said acquisition will be mediated by the following brokerage firms:



i) Credit Suisse (Brasil) Corretora de Títulos e Valores Mobiliários S.A., headquartered at Av. Brigadeiro Faria Lima, nº 3064, 13º e 14º andares (partes), in the City and State of São Paulo, Corporate Taxpayer's ID (CNPJ) 42.584.318/0001-07;

(ii) Santander Corretora de Câmbio e Valores S.A., headquartered at Av. Presidente Juscelino Kubitschek, no. 2235, 24º. Andar, in the City and State of São Paulo, Corporate Taxpayer's ID (CNPJ-MF) 51.014.223/0001-49; and

(ii) BTG Pactual Corretora de Títulos e Valores Mobiliários S.A., headquartered at Av. Brigadeiro Faria Lima, no. 3729, 10º. andar, in the City and State of São Paulo, Corporate Taxpayer's ID (CNPJ-MF) 43.815.158/0001-2.

Rio de Janeiro, May 12, 2010

**Fábio Sandri**

**Chief Financial and Investor Relations Officer**