

<b>SOMOS EDUCAÇÃO S.A.</b>	<b>KROTON EDUCACIONAL S.A.</b>	<b>SABER SERVIÇOS EDUCACIONAIS S.A.</b>
Corporate Taxpayer ID (CNPJ/MF)	Corporate Taxpayer ID (CNPJ/MF)	Corporate Taxpayer ID (CNPJ/MF)
02.541.982/0001-54	02.800.026/0001-40	03.818.379/0001-30
Company Registry (NIRE)	Company Registry (NIRE)	Company Registry (NIRE)
35.300.175.832	31.300.025.187	31.300.121.445
Publicly Held Corporation	Publicly Held Corporation	Publicly Held Corporation

## **MATERIAL FACT**

**SOMOS EDUCAÇÃO S.A.** (B3: **SEDU3**) ("Somos"), **KROTON EDUCACIONAL S.A.** (B3: **KROT3**; OTCOX: **KROTY**) ("Kroton") and **SABER SERVIÇOS EDUCACIONAIS S.A.** ("Saber"), following the recent communications related to the acquisition of the corporate control of Somos by Saber ("Transaction"), inform its shareholders, investors and the market in general of what follows.

At the Board of Directors meeting of Somos held on this date, the following matters were approved, among others: **(i)** the assignment and transference, from Somos to Saber, of any and all rights and obligations assumed by Somos within the **(a)** 1<sup>st</sup> (first) issuance of unsecured, non-convertible into shares debentures, with personal guarantee, in 2 (two) series, for public distribution, with restricted placement efforts, of Somos, in the total amount of BRL800,000,000.00 (eight hundred million Brazilian Reais), at the issuance date, that is, August 15, 2017, with interests equivalent to 100% (one hundred percent) of the DI rate added of a spread of 0.90% (ninety hundreds percent) and final maturity on August 15, 2020, for the debentures of the first series, and interests equivalent to 100% (one hundred percent) of the DI rate added of a spread of 1.70% (one integer and seventy hundreds percent) and final maturity on August 15, 2022, for the debentures of the second series ("1<sup>st</sup> Issuance Somos" and "Debentures 1<sup>st</sup> Issuance Somos", respectively), as well as, in return, the assignment and transference, from Somos to Saber, of all of the unsecured, non-convertible into shares debentures, in 2 (two) series, for private placement, of the 4<sup>th</sup> (fourth) issuance (being the first private issuance) of Somos Sistemas de Ensino S.A. ("Somos Sistemas"), in the total amount of BRL800,000,000.00 (eight hundred million Brazilian Reais), at the issuance date, that is, September 1, 2017, with interests equivalent to 100% (one hundred percent) of the DI rate added of a spread of 0.90% (ninety hundreds percent) and final maturity on August 15, 2020, for debentures of the first series, and interests equivalent to 100% (one hundred percent) of the DI rate added of a spread of 1.70% (one integer and seventy hundreds percent) and final maturity on August 15, 2022, for the debentures of the second series ("1<sup>st</sup> Private Issuance Somos Sistemas" and "Debentures 1<sup>st</sup> Private Issuance Somos Sistemas", respectively), currently owned by Somos; and **(b)** the 2<sup>nd</sup> (second) issuance of unsecured, non-convertible into shares debentures, with personal guarantee, in single series, for public distribution, with restricted placement efforts, in the total amount of BRL800,000,000.00 (eight hundred million Brazilian Reais) at the issuance date, that is, March 15, 2018, with interests equivalent to 100% (one hundred percent) of the DI rate added of a spread of 1.15% (one integer and fifteen hundreds percent) and maturity on March 15, 2021 ("2<sup>nd</sup> Issuance Somos" and "Debentures 2<sup>nd</sup> Issuance Somos", respectively), as well as, in return, the assignment and transference, from Somos to Saber, of all of the unsecured, non-convertible into shares debentures, in single series, for private placement, of the 5<sup>th</sup> (fifth) issuance (being the second

private issuance) of Somos Sistemas, in the total amount of BRL800,000,000.00 (eight hundred million Brazilian Reais) at the issuance date, that is, March 28, 2018, with interests equivalent to 100% (one hundred percent) of the DI rate added of a spread of 1.15% (one integer and fifteen hundredths percent), and maturity on March 15, 2021 ("2<sup>nd</sup> Private Issuance Somos Sistemas" and "Debentures 2<sup>nd</sup> Private Issuance Somos Sistemas", respectively), currently owned by Somos; and **(ii)** the assignment and transference, from Editora Scipione S.A., registered at Corporate Taxpayer ID (CNPJ/MF) under No. 44.127.355/0001-11 ("Scipione") to Saber, of any and all rights and obligations assumed by Scipione within the 3<sup>rd</sup> (third) issuance of unsecured, non-convertible into shares debentures, with personal guarantee, for public distribution, with restricted placement efforts, of Scipione, in the total amount of BRL100,000,000.00 (one hundred million Brazilian Reais), at the issuance date, that is, October 25, 2017, with interests equivalent to 100% (one hundred percent) of the DI rate added of a spread of 1.00% (one percent), and maturity on October 25, 2020 ("3<sup>rd</sup> Issuance Scipione" and "Debentures 3<sup>rd</sup> Issuance Scipione", respectively), as well as, in return, the issuance by Scipione in favor of Saber of unsecured, non-convertible into shares debentures, in single series, for private placement, of the 4<sup>th</sup> (fourth) issuance (being the first private issuance) of Scipione ("Debentures 1<sup>st</sup> Private Issuance Scipione"), whose terms of remuneration and maturity shall correspond to those of the Debentures 3<sup>rd</sup> Issuance Scipione.

Also, at the Board of Directors meeting of Saber held on this date, the following matters were approved, among others: **(i)** the assumption, by Saber, of any and all rights and obligations assumed by Somos within the **(a)** 1<sup>st</sup> Issuance Somos, as well as, in return, the assignment and transference, from Somos to Saber, of the Debentures 1<sup>st</sup> Private Issuance Somos, becoming Saber the only creditor (debenture holder) of the Debentures 1<sup>st</sup> Private Issuance Somos; and **(b)** 2<sup>nd</sup> Issuance Somos, as well as, in return, the assignment and transference, from Somos to Saber, of the Debentures 2<sup>nd</sup> Private Issuance Somos, becoming Saber the only creditor (debenture holder) of the Debentures 2<sup>nd</sup> Private Issuance Somos; and **(c)** the assumption, by Saber, of any and all rights and obligations assumed by Scipione under the 3<sup>rd</sup> Issuance Scipione, as well as, in return, the issuance by Scipione in favor of Saber of the Debentures 1<sup>st</sup> Private Issuance Scipione, being Saber the only creditor (debenture holder) of the Debentures 1<sup>st</sup> Private Issuance Scipione. Saber will assume the rights and obligations arising from the 1<sup>st</sup> Issuance Somos, the 2<sup>nd</sup> Issuance Somos and the 3<sup>rd</sup> Issuance Scipione in the form of its 2<sup>nd</sup> (second), 3<sup>rd</sup> (third) and 4<sup>th</sup> (fourth) public issuances of debentures, respectively.

In addition, at the aforementioned Board of Directors meeting of Saber also was approved its public tender offer for the acquisition of up to the total amount of common shares issued by Somos, as a result of the conclusion of the Transaction, combined with the request of cancellation of the registration of Somos as a publicly-held company and consequent exit of Somos from the special segment of the Novo Mercado of B3 S.A. – Brasil, Bolsa, Balcão ("Public Tender Offer" and "B3", respectively). The Public Tender Offer aims the acquisition of up to 69,853,431 (sixty nine million, eight hundred and fifty three, four hundred and thirty one) common shares, representing 26.65% (twenty six integers and sixty five hundredths percent) of the total and voting share capital of Somos, at a price of BRL23.71 (twenty three Brazilian Reais and seventy one cents) per share. Of the price offered, BRL21.37 (twenty one Brazilian Reais and thirty seven cents) will be paid in cash and BRL2.34 (two Brazilian Reais and thirty four cents) will be withheld, observing the same terms and conditions of the Transaction. The Tender Offer will be subject to prior approval and registration by the Brazilian Securities and Exchange Commission ("CVM").

Lastly, at Board of Directors meeting of Kroton held on this date, the following matters were approved, among others: **(i)** the assumption, by Kroton, of any and all rights and obligations including, but not limited to the personal guarantee, assumed by Editora Ática S.A. ("Ática"), Somos Sistemas and Scipione (together, "Somos Guarantors"), within the **(a)** 1<sup>st</sup> Issuance Somos, becoming Kroton the sole and exclusive guarantor of the Debentures 1<sup>st</sup> Issuance Somos; and **(b)** 2<sup>nd</sup> Issuance Somos, becoming Kroton the sole and exclusive guarantor of the Debentures 2<sup>nd</sup> Issuance Somos; **(ii)** the assumption, by Kroton, of any and all rights and obligations including, but not limited to the personal guarantee, assumed by Ática, Somos Sistemas and Somos (together, "Scipione Guarantors"), within the 3<sup>rd</sup> Issuance Scipione, becoming Kroton the sole and exclusive guarantor of the Debentures 3<sup>rd</sup> Issuance Scipione; and **(iii)** the assumption, by Kroton, of any and all rights and obligations including, but not limited to the personal guarantee, assumed by Somos within the 1<sup>st</sup> (first) issuance of unsecured, non-convertible into shares debentures, with personal guarantee, in single series, for public distribution, with restricted placement efforts, of Saraiva Educação S.A. ("1<sup>st</sup> Issuance Saraiva", "Debentures 1<sup>st</sup> Issuance Saraiva" and "Saraiva", and the Debentures 1<sup>st</sup> Issuance Saraiva, together with the Debentures 1<sup>st</sup> Issuance Somos, the Debentures 2<sup>nd</sup> Issuance Somos and the Debentures 3<sup>rd</sup> Issuance Scipione, "Debentures"), becoming Kroton the sole and exclusive guarantor of the Debentures 1<sup>st</sup> Issuance Saraiva.

The aforementioned resolutions will only be effective as of the celebration of the instruments of assignment and assumption of debts to be entered into between Somos and Saber or between Scipione and Saber, as the case may be, as well as of the respective amendments to the indentures of the Debentures, as the case may be.

Further information on the aforementioned resolutions can be obtained by consulting the aforementioned minutes of the meetings of the Boards of Directors of Somos, Saber and Kroton, which are available on the CVM website ([www.cvm.gov.br](http://www.cvm.gov.br)) and on the B3 website ([www.b3.com.br](http://www.b3.com.br)), as well as on the investor relations websites of Kroton ([www.kroton.com.br/ri](http://www.kroton.com.br/ri)) and Somos ([ri.somoseducacao.com.br](http://ri.somoseducacao.com.br)).

São Paulo, November 8, 2018

**Carlos Alberto Bolina Lazar**

Investor Relations Officer

of Somos Educação S.A., Saber Serviços Educacionais S.A. and Kroton Educacional S.A.