

KROTON EDUCACIONAL S.A.
CNPJ/MF nº 02.800.026/0001-40
NIRE 31.300.025.187
Publicly-held corporation

SOMOS EDUCAÇÃO S.A.
CNPJ n.º 02.541.982/0001-54
NIRE 35.300.175.832
Publicly-held corporation

MATERIAL FACT

BINDING AGREEMENT FOR THE SALE AND PURCHASE OF THE CORPORATE CONTROL OF SOMOS EDUCAÇÃO S.A.

Kroton Educacional S.A. ("KROTON") and Somos Educação S.A. ("SOMOS"), pursuant to art. 157, § 1º, e, of Law No. 6.404/76 ("LSA"), and to Instrução CVM No. 358, dated as of January 3, 2002 ("ICVM 358"), in particular its art. 10, inform that, on April 23, 2018, a Share Purchase and Sale Agreement and Other Covenants ("Agreement") was signed for the purchase and sale of equity stake representing the control of SOMOS ("Transaction").

The Agreement has been executed between, as among, Saber Serviços Educacionais Ltda. (new corporate name of SPES, CNPJ/MF nº 03.818.379/0001-30), a company under indirect control of KROTON ("SABER"), and, on the other side, certain funds managed by Tarpon Gestora de Recursos S.A. which are the controlling shareholders of SOMOS ("Sellers").

The Transaction has been agreed under certain conditions precedent typical for similar transactions, including approval by Conselho Administrativo de Defesa Econômica – CADE.

Please find below more information on the Transaction:

1. Purpose and Merits of the Transaction

The acquisition of SOMOS by the holding company SABER is complementary to its activities in the Brazilian basic education sector and is fully aligned with its growth strategy, based on the distinguished quality of its products, services and digital educational platforms offered.

After the closing of the Transaction, SABER will serve more than 85 thousand teachers both in owned schools and partner schools, more than 1.7 million professors in public schools, 1.2 million students in learning systems and 33 million students users of our instructing books. The nationwide presence of SABER, distinguished authors and technological innovation will allow it to understand the different educational realities and needs, and will contribute with the teachers by assuring the actual learning of their students.

2. Corporate Capital of SOMOS

On the date hereof, the corporate capital of SOMOS is represented by two hundred and sixty two million, one hundred and twenty eight thousand and nine hundred (262,128,900) common shares. The Sellers are the direct and indirect owners of one hundred and ninety two million, two hundred and seventy five thousand, four hundred and fifty eight (192,275,458) common shares, representing approximately 73.35% of the total voting capital of SOMOS.

3. Price

The price per share is R\$ 23.75, representing a total amount of R\$ 4,566,542,127.50 ("Price"). From the Price, R\$ 4,116,542,127.50 will be paid upfront, on the closing date, and the remainder will be deposited in an escrow account as guarantee for the payment of certain indemnification obligations undertaken by the Sellers in the Agreement. If the closing of the Transaction does not occur until October 23, 2018, the Price will be adjusted according to CDI rate as from October 24, 2018, until the closing of the Transaction.

4. Tender Offer and Corporate Reorganization

Within 30 days from the closing of the Transaction, SABER will submit to CVM and to B3 S.A. – Brasil, Bolsa, Balcão a registration request for the mandatory tender offer for acquisition of the shares issued by SOMOS held by the minority shareholders, pursuant to article 254-A of the LSA, to the SOMOS' bylaws and to the Novo Mercado Regulation ("Tender Offer").

SABER is considering cumulating the Tender Offer with a tender offer for delisting of SOMOS's publicly-held registration with CVM. A final decision on this matter has not yet been taken, and the final structure of the Tender Offer will be defined and disclosed to the market upon closing of the Transaction. Moreover, the terms and conditions of tender offers of such nature are subject to CVM's approval and will be disclosed when appropriate.

SABER considers implementing, after the closing of the Transaction, a corporate reorganization of SOMOS aiming at optimizing its corporate and operational structure. Relevant information on this matter will be disclosed in the future.

KROTON and SOMOS will keep the market and their shareholders informed on the outcomes of the Transaction.

São Paulo, April 23, 2018.

Carlos Alberto Bolina Lazar

Investor Relations Officer of
Kroton Educacional S.A.

Daniel Cordeiro Amaral

CFO and Investor Relations Officer of
Somos Educação S.A.