

**SER EDUCACIONAL S.A**  
Corporate Taxpayer's ID (CNPJ) 0  
4.986.320/0001-13  
State Registry (NIRE) 26.3.0001679-6  
Publicly-Held Company

**Call Notice to the Annual and Extraordinary Shareholders' Meetings**

We Hereby invite the shareholders of Ser Educacional S.A. ("Company"), pursuant to Article 124 of Law 6404/76, to the Annual and Extraordinary Shareholders' Meetings ("Meetings"), to be held on April 30, 2019, at 2:00 p.m., at the Company's headquarters, at Avenida da Saudade, 254, bairro de Santo Amaro, sala do Conselho de Administração (Board of Directors' office), in the city of Recife, Pernambuco state, to resolve on the following:

**AGENDA:**

Annual Shareholders' Meeting: **(a)** to analyze the management report, the management accounts, the Company's financial statements and the independent auditors' report for the fiscal year ended December 31, 2018; **(b)** proposal for the allocation of net income for the fiscal year ended December 31, 2018 and distribution of dividends; **(c)** approval of the capital budget for the 2019 financial year; **(d)** definition of the number of members of the Board of Directors, pursuant to Article 14 of the Bylaws; **(e)** election of the members of the Board of Directors, **(f)** installation of the Fiscal Council, **(g)** election of the members and alternate members of the Fiscal Council; (h) approval of the overall compensation of the members of the Board of Directors, Board of Executive Officers and Fiscal Council for the fiscal year of 2019.

**(a)** alteração do Estatuto Social da Companhia, conforme a Proposta da Administração, de forma a: (i) alterar a redação do caput do artigo 5º para refletir a nova quantidade de ações emitidas pela Companhia, tendo em vista o cancelamento das ações mantidas em tesouraria; (ii) incluir os parágrafos 3º, 4º e 5º ao artigo 10 para estabelecer mecanismos de administração de conflitos de interesse em assembleias gerais, conforme prática recomendada pelo Código Brasileiro de Governança Corporativa; (iii) alteração ao parágrafo 2º do artigo 25 para refletir as mudanças na Política de Dividendos da Companhia; (iv) exclusão do antigo artigo 26, tendo em vista as alterações realizadas no item (iii) acima; e (v) ajuste na numeração e referências cruzadas constantes nos artigos em decorrência das alterações acima propostas; e **(b)** consolidação do Estatuto Social.

Extraordinary Shareholders' Meeting: **(a)** amendment of the Company's Bylaws, in accordance with the Management Proposal, in order to: (i) amend the wording of the caput of article 5 to reflect the new number of shares issued by the Company, in view of the cancellation of the shares held in treasury; (ii) include paragraphs 3, 4 and 5 to article 10 to establish mechanisms for managing conflicts of interest in general meetings, in accordance with the practice recommended by the Brazilian Code of Corporate Governance; (iii) amendment to paragraph 2 of article 25 to reflect changes in the Company's Dividend Policy; (iv) exclusion of former Article 26, in view of the changes made in item (iii) above; and (v) adjustment in numbering and cross-references in articles as a result of the changes proposed above; and **(b)** consolidation of the Bylaws.

#### **ADDITIONAL INFORMATION:**

1. All the documents and information necessary for the exercise of voting rights by the shareholders, particularly the Meetings' Manual and the Management Proposals regarding the matters on the agenda, are available on the websites of the Brazilian Securities and Exchange Commission - CVM ([www.cvm.gov.br](http://www.cvm.gov.br)), B3 S.A. - Brasil, Bolsa, Balcão ([www.b3.com.br](http://www.b3.com.br)) and the Company (<http://ri.sereducacional.com/>). In addition, the other documents required pursuant to Article 133 of Law 6404/76 are at disposal of the shareholders at the Company's headquarters; and other documents required, pursuant to Article 9 of CVM Instruction 481/09, were also made available.

2. Shareholders may attend the meeting in person, through a duly constituted proxy or by sending a remote voting instrument, pursuant to CVM Instruction 481/09.

3. Shareholders may be represented by a proxy constituted by a public or private instrument, for less than one (1) year, conferred exclusively on the largest and most capable shareholder, director of the Company or attorney, or, also, for a financial institution, the investment trustee represents the joint owners, and the instrument must contain the requirements listed in the Brazilian Corporate Law and CVM Instruction 481. Shareholders may be represented by their legal representatives or duly constituted attorneys-in-fact, in accordance with their acts in which case the attorney-in-fact is a shareholder, a director of the Company or a lawyer. The Company requires the recognition of a firm in proxies, as well as notarization, consularization or apostilling and sworn translation in the case of proxies granted abroad.

4. In order to expedite the Meetings, the Company requests that shareholders send the proxy instruments and representation documents forty-eight (48) hours prior to the Meetings, c/o the Investor Relations Department, at the Company's headquarters, pursuant to Paragraph 1 of Article 11 of the Company's Bylaws. Shareholders who attend the Meeting with the required documents may participate and vote, even if they did not submit them previously.

5. In accordance with the procedure envisaged in CVM Instruction 481/09, as amended, the shareholders may attend the Meetings and vote by filling in and delivering the remote voting instrument made available by the Company on its website and on the website of the CVM

6. Pursuant to CVM Instruction 165/91, as amended by CVM Instruction 282/98, and CVM Instruction 481/09, the minimum percentage to request the adoption of cumulative voting to elect members of the Board of Directors is five percent (5%) of the voting capital.

Recife/PE, March 29, 2019.

José Janguiê Bezerra Diniz  
Chairman of the Board of Directors