



## **SER EDUCACIONAL S.A.**

Publicly Held Company

Corporate Taxpayer's ID (CNPJ/ME) No. 04.986.320/0001-13

### **Material Fact – Out of Court Agreements with Laureate Education, Inc. and Ânima Holdings S.A.**

**Ser Educacional S.A. ("Ser")** (B3 SEER3), pursuant to the terms of Law No. 6,404/1976 ("**Corporations Law**"), of CVM Ruling No. 358/2002 ("**CVM Ruling 358**") and in addition to the material facts disclosed on September 13, 2020, October 14 and October 28, 2020 hereby informs its shareholders and the market in general that, in the best interest of the higher education market in Brazil, of Ser and its shareholders, an out of court agreement was executed yesterday with Laureate Education, Inc. and Rede Internacional de Universidades Laureate Ltda. ("**Laureate**"), by which, among other provisions: **(a)** Ser and Laureate terminated, by mutual agreement, the existing judicial and arbitral proceedings involving such entities, with the grant of the most general and broad release from party to party; and **(b)** Ser and Laureate acknowledged, expressly, Ser's right to receive the payment of R\$ 180,000,000.00 (one hundred and eighty million Brazilian reais) (the "**Termination Payment**").

Concomitantly, Ser executed an agreement with Ânima Holdings S.A. ("**Ânima**"), according to which it was agreed, among others:

**(a)** the right of Ser to choose between receiving the Termination Payment, to be paid by Ânima on behalf and for the account of Laureate, in national currency or upon the transfer of one hundred percent (100%) of the corporate capital of **(i) Sociedade Paraibana de Educação e Cultura Ltda. ("ASPEC")**; and **(ii) Sociedade Capibaribe de Educação e Cultura Ltda. ("SOCEC")**, maintainers of the higher education entities Faculdade Internacional da Paraíba (FPB) and Centro Universitário dos Guararapes (UNIFG), such decision being made by and including November 4, 2020; and

**(b)** rights to acquire one hundred percent (100%) of the corporate capital of **(i) Sociedade de Educação Ritter dos Reis Ltda. ("Ritter")**, maintainer of Centro Universitário Ritter dos Reis (UniRitter); **(ii) FADERGS - Faculdade de Desenvolvimento do Rio Grande do Sul Ltda. ("FADERGS")**, maintainer of Centro Universitário FADERGS; and **(iii) Instituto Brasileiro de Medicina de Reabilitação Ltda. ("IBMR")**, maintainer of Centro Universitário Hermínio da Silveira, including a call option in benefit of Ser for the term of 60 days counted as of October 29, 2020, extendable by request of any of the parties for an additional 15 days (combined with a put option in benefit of Ânima), as well as a right of first refusal to the benefit of Ser, in case

the options are not exercised and Ânima decides to sell such entities to third parties. The right of first refusal shall come into force immediately and be valid for up to 30 days following the closing of a Transaction between Ânima and Laureate.

Ser believes that the education entities UNIFG, FPB, IBMR, UNIRITTER and FADERGS own strong trademarks, a consistent base of students and are prestigious in their original regions, having a privileged infrastructure and academic quality. They also own a premium portfolio of courses, that has a relevant participation in the health, engineering and human sciences areas, including a significant base of students in regulated courses such as Psychology, Law, Odontology and Nursing. Ser believes that such entities have a growth potential in the segments of in-class learning, online learning and continued education, making them appropriate to its strategy of increasing its participation in the higher education Market in Brazil.

SER will keep its shareholders and the market informed on subsequent material facts about this matter, in accordance with the applicable law and CVM rulings.

Recife, October 30, 2020

**Rodrigo de Macedo Alves**  
Investor Relations Officer  
**SER EDUCACIONAL S.A.**