

**SABER SERVIÇOS EDUCACIONAIS S.A.**

CNPJ/ME 03.818.379/0001-30

NIRE 31300121445

Publicly-held Company – Category B

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING**  
**HELD ON DECEMBER 17, 2019**

**1. Date, Time, and Place:** On December 17, 2019, at 10:00am, at the headquarters of **SABER SERVIÇOS EDUCACIONAIS S.A.**, located at Rua Santa Madalena Sofia, nº 25, 4<sup>th</sup> floor, room 04, Vila Paris, Zip Code 30380-650, in the city of Belo Horizonte, State of Minas Gerais ("Company").

**2. Call and Attendance:** The call notice was dismissed, in accordance with article 124, paragraph 4<sup>th</sup> of Law No. 6,404, of December 15, 1976 ("Brazilian Corporate Law"), due to the attendance of the totality of the Company's shareholders, according to the signatures in this document.

**3. Board:** Chairman: Mario Ghio Junior; Secretary: Carlos Alberto Bolina Lazar.

**4. Agenda:** To resolve on the **(i)** increase of the Company's capital stock, by means of the capitalization of credits held by Cogna Educação S.A. ("Cogna S.A.") against the Company; and **(ii)** amendment and consolidation of the article 5 of Company's Bylaws.

**5. Resolutions:** Initially, the shareholders approved that the present minutes shall be drawn up following the summary proceedings, pursuant to the article 130, § 1º, Brazilian Corporate Law. After the examination and discussions regarding the agenda, the shareholders, unanimously resolved to:

**(i)** increase the Company's capital stock **from** BRL 1,839,250,655.60 (one billion, eight hundred and thirty-nine millions, two hundred and fifty thousand, six hundred fifty-five reais, and sixty cents) **to** BRL 7,337,377,206.86 (seven billions, three hundred and thirty-seven millions, three hundred and seventy-seven thousand, two hundred and six reais, and eighty-six cents), by means the capitalization of credits held by the shareholder Cogna S.A., in the total amount of BRL 5,498,126,551.26 (five billion, five hundred and ninety-eight million, one hundred and twenty-six thousand, five hundred and fifty-one reais and twenty-six cents) against the Company, arising from **(a)** the Indenture Private Instrument of the Fifth (5<sup>th</sup>) Issuance of Unsecured Simple Debentures, Non-Convertible Into Shares, in three (3) Series for Private Placement of the Company; **(b)** the Indenture Private Instrument of the Sixth (6<sup>th</sup>) Issuance of Unsecured Simple Debentures, Non-Convertible Into Shares, in two (2) Series for Private Placement of the Company; **(c)** the Indenture Private Instrument of the Seventh (7<sup>th</sup>) Issuance of Unsecured Simple Debentures, Non-Convertible Into Shares, in one (1) Series for Private Placement of the Company; and **(d)** the Indenture Private Instrument of the Eight (8<sup>th</sup>) Issuance of Unsecured Simple Debentures, Non-Convertible Into Shares, in one (1) Series for Private Placement of Saber Serviços Educacionais S.A., with the private issuance of

5,498,126,551 (five billion, five hundred and ninety-eight million, one hundred and twenty-six thousand, five hundred and fifty-one) common shares, nominative and without par value, with issuance price of BRL 1.00 (one real), established pursuant to Article 170, paragraph 1, item II, of the Brazilian Corporate Law and being fully subscribed and paid-in on this date by the shareholder Cogna S.A., pursuant to the Subscription List contained in **Exhibit I** to these minutes, with the express waiver of the other shareholders Editora e Distribuidora Educacional S.A. and Orme Serviços Educacional Ltda. from any preemptive rights they may have with respect to the subscription of such new shares.

(ii) amend the caput of article 5 of the Company's Bylaws, which, as of this date, will be effective with the following wording:

*"**Article 5** The fully subscribed and paid-in capital stock, in local currency, is BRL 7,337,377,206.86 (seven billions, three hundred and thirty-seven millions, three hundred and seventy-seven thousand, two hundred and six reais, and eighty-six cents), divided into 7,337,377,206 (seven billions, three hundred thirty-seven millions, three hundred seventy-seven thousand, two hundred and six) common shares, all nominative and without par value."*

(iii) authorize the Company's Board of Executive Officers to take all necessary measures to implement the resolutions taken in these minutes, including, but not limited to, updating any Company records, corporate books and/or other documents that may be needed.

**5. Conclusion, Drawing up, Approval:** Provided that there is no additional matter to discuss, the meeting was adjourned for the time necessary to draw up these minutes. As the matters were reopened, the present minutes were read and approved, and signed by the Chairman, Secretary and the totality of the Shareholders.

**6. Signatures:** Board: Chairman: Mario Ghio Junior; Secretary: Carlos Alberto Bolina Lazar. Shareholders: Editora e Distribuidora Educacional S.A. (represented by its officers Mario Ghio Junior and Carlos Alberto Bolina Lazar); Cogna Educação S.A. (represented by its officers Mario Ghio Junior and Carlos Alberto Bolina Lazar); e Orme Serviços Educacionais Ltda. represented by its officers Mario Ghio Junior and Carlos Alberto Bolina Lazar).

These minutes are a true copy of the original minutes drawn up in the proper corporate book of the Company.

Belo Horizonte, December 17, 2019.

Board:

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Mario Ghio Junior  
Chairman

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Carlos Alberto Bolina Lazar  
Secretary

**Exhibit I to the Extraordinary General Meeting, held on December 17, 2019**

**SABER SERVIÇOS EDUCACIONAIS S.A.**

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NIRE 31300121445

Publicly-held Company – Category B

**SUBSCRIPTION LIST**

<b>Shareholder</b>	<b>New Common Shares</b>	<b>Price</b>	<b>Conditions for the Paying-up</b>
<b>COGNA EDUCAÇÃO S.A.</b> , a joint-stock company, with its headquarters in the city of Belo Horizonte, State of Minas Gerais, at Rua Santa Madalena Sofia, 25, 3rd floor, room 03, Vila Paris, Zip Code 30380-650, registered with CNPJ/ME under No. 38.733.648/0001-40, in this act represented by its officers Messrs. Mario Ghio Junior and Carlos Alberto Bolina Lazar.	5,498,126,551 (five billion, five hundred ninety-eight million, one hundred and twenty-six thousand, five hundred and fifty-one)	BRL 5,498,126,551.26 (five billion, five hundred ninety-eight million, one hundred and twenty-six thousand, five hundred and fifty-one reais and twenty-six cents)	Paying-up, held on this date, through the capitalization of credits held by the shareholder Cogna S.A., in the total amount of BRL 5,498,126,551.26 (five billion, five hundred ninety-eight million, one hundred and twenty-six thousand, five hundred and fifty-one reais and twenty-six cents) against the Company, arising from <b>(a)</b> Private Instrument of Indenture of the Fifth (5th) Issuance of Unsecured Simple Debentures, Non-Convertible Into Shares, in three (3) Series for Private Placement of the Company; <b>(b)</b> Private Instrument of Indenture of the Sixth (6th) Issuance of Unsecured Simple Debentures, Non-Convertible Into Shares, in two (2) Series for Private Placement of the Company; <b>(c)</b> Private Instrument of Indenture of the Seventh (7th) Issuance of Unsecured Simple Debentures, Non-Convertible Into Shares, in one (1) Series for Private Placement of the Company; and <b>(d)</b> Private Instrument of Indenture of the Sixth (6th) Issuance of Unsecured Simple Debentures, Non-Convertible Into Shares, in one (1) Series for Private Placement of Saber Serviços Educacionais S.A.

**Chair:**

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Mario Ghio Junior  
Chairman

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Carlos Alberto Bolina Lazar  
Secretary

**Subscriber:**

**COGNA EDUCAÇÃO S.A.**

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Mario Ghio Junior  
Officer

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Carlos Alberto Bolina Lazar  
Officer