



MATERIAL FACT

CALL NOTICE FOR SHAREHOLDERS' MEETING TO RESOLVE ON THE STOCK GRANT PLAN AND THE MERGER OF SOCIEDADE EDUCACIONAL CARVALHO GOMES LTDA. BY SER

Ser Educacional S.A. ("**SER**") (B3 SEER3), pursuant to Law No. 6.404, of December 15th, 1976 ("Brazilian Corporation Law"), Brazilian Securities Exchange Commission's ("**CVM**") Resolution No. 78, of March 29th, 2022, and CVM's Resolution No. 44, of August 23rd, 2021, hereby informs its shareholders and the market that, on this date, SER has called its shareholders to resolve in the Extraordinary Shareholders' General Meeting to be held on July 6th, 2023, the following matters, among others: **(a)** SER's Stock Grant Plan; **(b)** the merger by SER of Sociedade Educacional Carvalho Gomes Ltda., with its headquarters in Natal, State of Rio Grande do Norte, registered with the CNPJ under No. 06.083.327/0001-50 ("Carvalho Gomes" and "Merger", respectively).

All documents and information required for SER's Shareholders to exercise its voting rights, in particular the Manual and the Management Proposal regarding the matters to be deliberated at the Extraordinary Shareholders' General Meeting, are available on SER's website (<http://ri.sereducacional.com/>), B3 S.A. - Brasil, Bolsa, Balcão website (www.b3.com.br) and CVM's website (<https://www.gov.br>) on the internet.

Information regarding the Stock Grant Plan and the Merger follows:

A. Stock Grant Plan

Main Purposes and Characteristics of the Plan

The Stock Grant Plan of SER is a compensation program designed to stimulate the achievement of social goals of the Company, promote alignment of beneficiaries' interests with those of the Company and its shareholders, secure a commitment from executives, and share the value creation as well as the inherent risks of the Company's business.

Under the proposed Stock Grant Plan, SER may grant a maximum of 2,252,627 (two million, two hundred fifty-two thousand, six hundred twenty-seven) common shares, with no par value, of the Company, which currently represent approximately 1.75% of the total share capital of the Company.

The Board of Directors will be responsible for selecting the beneficiaries of the Stock Grant Plan, among directors, whether statutory or non-statutory, managers, executives, employees, collaborators, and service providers of the Company and its subsidiaries. Additionally, the Board will determine the number of shares to be granted to each beneficiary, their respective goals, the methods for settlement of shares, and any potential restrictions on the transfer of shares.



B. Merger

Description of the Merger

Carvalho Gomes is a single-person limited liability company that operates in the higher education sector in the State of Rio Grande do Norte. As of this date, the entirety of Carvalho Gomes's share capital is owned by SER.

The operation shall consist in the merger of Carvalho Gomes by SER, based on the book asset value of Carvalho Gomes as of February 28th, 2023, as determined in the appraisal report prepared by Ernst & Young Auditores Independentes S.S. Ltda, a company established in the city of Recife, at Rua Padre Carapuceiro, 858, Salas 801/802, enrolled in the CNPJ/MF under no. 61.366.936/0003-97, and registered with the Regional Accounting Council of the State of Pernambuco under no. CRC SP 015.199/O ("Appraisal Company"), in compliance with articles 224 and 226 of the Brazilian Corporation Law ("Appraisal Report"). Ratification of the choice of the Appraisal Company and the Appraisal Report shall be submitted to SER's shareholders for deliberation.

The Merger shall not result in any increase or change in SER's capital stock, since SER is the only shareholder of Carvalho Gomes. Furthermore, there shall be no withdrawal rights for SER's shareholders, nor shall it be necessary to establish an exchange ratio between SER's shares and Carvalho Gomes' shares. Therefore, the Merger shall not result in any change in the equity interest currently held by SER's shareholders, nor in the issuance of new shares by SER.

Main Benefits, Costs and Risks of the Merger

The Merger is aligned with a strategy to simplify and optimize SER's organizational structure and corporate and accounting practices, in order to reduce costs, as a result of a better operational and administrative organization of SER's economic group, providing more efficiency to the conduction of the business.

SER's management does not foresee any relevant risks in implementing the Merger.

Additional Information

SER's Board of Directors and Fiscal Council have approved and recommended the Merger for consideration by the Company's shareholders. The Merger is subject to the applicable corporate approvals and will take effect as of the date of its approval at the Extraordinary Shareholders' General Meeting.

The Merger will not be subject to prior approval by any national or international authorities, besides the Extraordinary Shareholders' General Meeting.



The documents necessary for shareholders to exercise their voting rights at the Extraordinary Shareholders' General Meeting will be made available to SER's shareholders before the said meeting at its registered office and on the website of SER (<http://ri@sereducacional.com>), CVM (www.cvm.gov.br) and B3 (www.b3.com.br), and may be consulted by SER's shareholders, according to the applicable regulations, in compliance with the provisions of the Brazilian Corporations Act, CVM's Resolution No. 78/2022 and CVM's Resolution No. 81/2022, as amended.

SER will continue with its strategy focused on building its higher education ecosystem, combining organic growth initiatives with acquisitions, as well as strategies to simplify and optimize the SER group's operational and corporate structure, and will continue, above all, to constantly evaluate opportunities for strategic operations that generate value for its shareholders and stakeholders in general.

Recife, June 6, 2023.

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ABOUT GRUPO SER EDUCACIONAL

Founded in 2003 and headquartered in Recife, Grupo Ser Educacional (B3 SEER3) is one of the largest private education groups in Brazil and the leader in the Northeast and North regions in terms of number of students enrolled. It offers undergraduate, graduate, vocational and digital learning courses in 26 states and the Federal District, with a consolidated base of over 350 thousand students. The Company operates under the following brands: UNINASSAU, UNINASSAU – Centro Universitário Maurício de Nassau, UNINABUCO – Centro Universitário Joaquim Nabuco, Faculdades UNINABUCO, Escolas Técnicas Joaquim Nabuco e Maurício de Nassau, UNIVERITAS/UNG, UNAMA – Universidade da Amazônia e Faculdade da Amazônia, UNIVERITAS – Centro Universitário Universitas Veritas, Faculdades UNIVERITAS, UNINORTE – Centro Universitário do Norte, Centro Universitário de Ciências Biomédicas de Cacoal – UNIFACIMED, UNIJUAZEIRO – Centro Universitário de Juazeiro do Norte, Sociedade Educacional de Rondônia – UNESC, Centro Universitário São Francisco de Barreiras – UNIFASB, CDMV – Centro de Desenvolvimento da Medicina Veterinária and Centro Universitário da Lapa – UNIFAE.

This release may contain forward-looking statements related to business prospects, estimates of operating and financial results and the growth prospects of Grupo Ser Educacional. These are merely projections, and as such, are solely based on the expectations of Management of Grupo Ser Educacional. Such forward-looking statements are substantially dependent on external factors, in addition to the risks presented in the disclosure documents filed by Grupo Ser Educacional and are therefore subject to change without prior notice.