



**BK BRASIL OPERAÇÃO E ASSESSORIA A RESTAURANTES S.A.**

Publicly-Held Company with Authorized Capital

Corporate Taxpayer's ID (CNPJ/MF) No. 13.574.594/0001-96

State Registry (NIRE) 35.300.393.180

**MANUAL FOR SHAREHOLDER PARTICIPATION  
ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING**

**DATE: JULY 31, 2020**

**TIME: 10:00 A.M.**

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## MESSAGE FROM MANAGEMENT

Dear Shareholders,

In line with our commitment to continuously abide by the best Corporate Governance practices, we invite the shareholders of BK Brasil Operação e Assessoria a Restaurante S.A. ("**Company**") are hereby summoned to the Annual General Meeting ("**AGM**") and Extraordinary General Meeting ("**EGM**"), to be held on July 31, 2020, at 10:00 a.m., at the Company's headquarters, located in the City of Barueri, São Paulo State, at Alameda Tocantins, nº 350, 10th floor, Alphaville Industrial, Postal Code (CEP) 06455-020, in a partially digital form, pursuant to article 4, paragraph 2, item II and article 21-C, paragraph 2 and 3 of the Securities and Exchange Commission ("**CVM**") Instruction No. 481, of December 17, 2009, as amended ("**CVM Instruction 481**"), to decide about the following matters on the meeting's agenda:

### At Annual General Meeting:

- (i) examine management accounts, analyze, discuss and vote on the Company's financial statements for the year ended December 31, 2019;
- (ii) approval of the Company's capital budget for the fiscal year ending December 31, 2020, pursuant to article 196 of Law 6,404, dated December 15, 1976, as amended ("**Brazilian Corporation Law**");
- (iii) approval of allocation of profit for the year ended December 31, 2019; and
- (iv) approval of the overall compensation of the Company's management for the fiscal year 2020.

### At Extraordinary General Meeting:

- (i) re-ratification of the Company's capital budget approved at the Company's Annual General Meeting held on April 29, 2019 ("**AGM 2019**");
- (ii) ratification of the election of 3 sitting members of the Board of Directors, elected as interim members at the meetings of the Board of Directors held on November 8, 2019, January 17, 2020, and February 19, 2020, due to the resignation of members elected at the AGM 2019, pursuant to article 15, paragraph 6 of the Company's Bylaws;
- (iii) amendment to the Company's Bylaws to adopt the rules established by the Novo Mercado listing regulation of B3 S.A. - Brasil, Bolsa, Balcão ("**B3**") as well as to reflect the provisions of the new internal regulations of the Company's Board of Directors, and the capital increases approved by said Board of Directors, and their consolidation; and
- (iv) approval of the creation of a new Company Stock Grant Plan.

## INSTRUCTIONS FOR SHAREHOLDER PARTICIPATION AND DEADLINES

In order to guide Shareholders in participating in the **AGM & EGM**, we have made available to you this Manual for the General Meeting of Shareholders.

All documents and information related to the aforementioned matters are made available to the Shareholders at the Company's head office located in the city of Barueri, São Paulo state, at Alameda Tocantins, No. 350, 10th floor, Alphaville Industrial, Postal Code (CEP) 06455-020, on the websites of the Company ([www.burgerking.com.br/ri](http://www.burgerking.com.br/ri)), of the Brazilian Securities and Exchange Commission ("**CVM**") ([www.cvm.gov.br](http://www.cvm.gov.br)) and of B3 S.A. – Brasil, Bolsa, Balcão ("**B3**") ([www.b3.com.br](http://www.b3.com.br)), pursuant to the Brazilian Corporate Law and CVM Instruction 481. The information referred to in articles 10, 11, 12 and 21 of CVM Instruction 481 was duly submitted to the CVM through the Empresas.Net System.

### Convening of AGM & EGM

The convening of the Annual General Meeting and Extraordinary General Meeting for the resolution of items 1, 2 and 4 above, will take place, on first call, with the presence of shareholders representing at least 1/4 (one quarter) of the total Company capital stock with voting rights and, on second call, upon publication of a new notice, will be convened with any number of shareholders present.

The convening of the Extraordinary General Meeting is to decide on the amendment to the Company's Bylaws to adopt the rules established by the Novo Mercado listing regulation of B3, as well as to reflect the provisions of the new internal regulations of the Company's Board of Directors, and the capital increases approved by the aforementioned Board of Directors, and its consolidation, as per item 3 above, and will take place, on the first call, with the presence of shareholders representing at least 2/3 (two thirds) of the Company's total voting capital and, on second call, upon publication of a new notice, and will be convened with any number of shareholders present.

### Participation of shareholders in the AGM and EGM

Considering the recent updates of cases of COVID-19 (coronavirus) in Brazil, mainly due to the currently existing restrictions on the circulation and gathering of people, the AGM & EGM will be carried out in a partially digital way, which is why the shareholder participation may be:

- (a) in person, provided that the shareholder or his duly appointed attorney-in-fact appears in person at the Company's headquarters and presents the documents necessary for his participation until the time stipulated for the opening of the works, even if he has failed to deposit them previously, pursuant to article 5, paragraph 2 of CVM Instruction 481;
- (b) via remote voting ballot ("**Bulletin**"), and detailed guidance on the documentation required for remote voting is contained in item 12.2 of the Company's Reference Form and the Bulletin, which can be accessed on the company's websites ([www.burgerking.com.br](http://www.burgerking.com.br)) and CVM ([www.cvm.gov.br](http://www.cvm.gov.br)); and
- (c) via the Digital Teams Platform ("**Digital Platform**"), pursuant to article 21-C, §§2nd and 3rd of CVM Instruction 481, in which case the shareholder or his duly appointed attorney-in-fact may: (i) simply participate in the AGM and EGM, whether or not you have sent the Bulletin; or (ii) participate and vote in the AGM and EGM, observing that, as regards

the shareholder who has already sent the Bulletin and who, if he wishes, vote in the AGM and EGM, all voting instructions received through the Bulletin will be disregarded.

Shareholders of Company issued shares may participate in the AGM and EGM convened hereby, in person or through their legal representatives or attorneys.

Shareholders wishing to participate in the AGM and EGM must send an e-mail to [ri@burgerking.com.br](mailto:ri@burgerking.com.br), with a request for confirmation of receipt, at least 2 days before the AGM and EGM is held (**that is, until July 29, 2020**), the following documents: (a) identity document, proof of ownership of the book-entry shares, issued by the custodian financial institution; and, if applicable, (b) valid proxy document for the representation of the individual shareholder or investment fund by proxy, granted pursuant to article 126 of the Brazilian Corporation Law, the proxy must have been constituted within the last 1 (one) year and, cumulatively, be a shareholder, Company administrator, lawyer, representative of a financial institution or investment fund manager representing the members. Corporate shareholders may be represented at the Extraordinary General Meeting through their legal representatives or through duly constituted representatives, in accordance with the constituent acts of the represented company and pursuant to the rules of the Civil Code or Brazilian Corporation Law, depending on the shareholder's corporate structure, and it is not necessary for the representative to be a shareholder, a company officer or a lawyer, pursuant to the interpretation of the CVM Board at the meeting held on November 4, 2014 (CVM Process RJ 2014/3578). Together with the power of attorney, the constitutive acts of the corporate shareholders and the documents evidencing the regularity of their representation by the signatories of the powers of attorney must be presented.

The remote voting ballots may be sent by the shareholders through their custody agents, the registrar of the Company's shares or directly to the Company.

Shareholders who choose to exercise their vote remotely by casting a bulletin directly to the Company should forward it to the e-mail [ri@burgerking.com.br](mailto:ri@burgerking.com.br) or, if they prefer, forward it to the address of the Company's headquarters below, under the care of the Investor Relations Department or the Legal Department: (a) the original via form of the distance voting ballots related to the Annual General Meeting and the Extraordinary General Meeting, completed, initialed and signed; and (b) copy of the following documents: (i) individual: identity document with photo of the shareholder or, when represented by a proxy, identity document of his/her legal representative and copy of the document evidencing the signatory's authority; (ii) corporate entity: last consolidated bylaws or articles of organization and corporate documentation granting powers of representation (minutes of election of the officers and/ or power of attorney), as well as photo ID of the legal representative(s); and (iii) investment fund: last consolidated regulation of the fund, bylaws or articles of organization of its administrator or manager, as the case may be, in addition to corporate documentation granting powers of representation (minutes of election of officers and/ or power of attorney), as well as photo ID of legal representative (s).

The Company clarifies that, exceptionally for this AGM and EGM, it will dispense with the need to send the physical copies of the shareholders' representation documents to the Company's headquarters, as well as the grantor's signature in the power of attorney to represent the shareholder, the notarization, the consularization, the apostille and sworn translation of all documents representing the shareholder, simply sending a simple copy of the original copies of such documents to the Company's e-mail address indicated above.

In addition, the shareholder who wishes to participate in the AGM and EGM via the Digital Platform, must send an e-mail to [ri@burgerking.com.br](mailto:ri@burgerking.com.br), with a request for confirmation of receipt, at least 2 days before the AGM and EGM is held (**that is, until July 29, 2020**), which must also be duly accompanied by all shareholder documentation for participation in the AGM and EGM (as detailed above), **emphasizing that access to the Digital Platform do not be allowed to shareholders who do not present the necessary participation documents within the period provided herein, pursuant to article 5, paragraph 3 of CVM Instruction 481.**

The Company will send individual invitations to access the Digital Platform and the respective instructions for accessing the Digital Platform to shareholders who have submitted their request within the time limit and under the conditions above. The shareholder who participates through the Digital Platform will be considered present at the AGM and EGM, being able to exercise their respective voting rights, and sign the respective minutes of the AGM and EGM, pursuant to article 21-V, paragraph 1 of CVM Instruction 481.

In case of the shareholder who has duly requested his participation does not receive from the Company the e-mail with instructions for access and participation in the AGM and EGM at least 24 hours before the realization (that is, until 10 am on July 30, 2020), you should contact the Company by phone +55 11 98573-3636 - in any scenario, before 8:00 am on July 31, 2020, in order to be sent (or provided by phone) your respective instructions for access.

The Company will provide technical assistance in the event that the shareholders have any problems to participate in the AGM and EGM. However, the Company is not responsible for any operational or connection problems that the shareholder may face, as well as for any other issues outside the Company that may make it difficult or impossible for the shareholder to participate and vote in the AGM and EGM.

The Company also recommends that shareholders are previously familiarized with the use of the Digital Platform, as well as ensuring the compatibility of their respective electronic devices with the use of the Digital Platform (by video and audio). In addition, the Company requests shareholders that, on the day of the AGM and EGM, to access the Digital Platform at least 30 (thirty) minutes in advance of the time scheduled for the AGM and EGM to start, in order to allow the validation of the access and participation of all shareholders who use it.

The Company's decision to conduct the partially digital AGM and EGM, pursuant to article 4, paragraph 2, item II and article 21-C, paragraph 2 and 3 of CVM Instruction 481, was taken in a very specific and exceptional context, since that Brazil and the rest of the world are experiencing a crisis caused by the pandemic of COVID-19, where the transit of people was limited by the competent authorities. Thereby, the realization of the partially digital AGM and EGM reduces the need for travel and the risk to the health of all, facilitating the participation of shareholders and others involved in carrying out the AGM and EGM.

### **Foreign Shareholder Participation in the Meetings**

Foreign Shareholders must provide the same documentation as Brazilian shareholders. The Company dispenses with signature certification and registration with the relevant consulate of the proxy, as well as the presentation of sworn translation of documents originally drawn up in English or Spanish. The following foreign shareholder identity documents will be accepted, provided these have a photo: Brazilian ID for Foreign Nationals (RNE) or Passport.

### **Delivery of Documentation**

Shareholders wishing to participate in the AGM and EGM must send an e-mail to [ri@burgerking.com.br](mailto:ri@burgerking.com.br), with a request for confirmation of receipt, at least 2 days before the AGM and EGM is held (**that is, until July 29, 2020**), which must also be duly accompanied by all shareholder documentation for participation in the and AGM and EGM (as detailed above).

Notwithstanding the foregoing, shareholders attending in person the Meeting (and do not participate via the Digital Platform) with such documents may participate and vote, even if they have failed to send them in advance.

The Company does not accept proxies granted by Shareholders by electronic means.

### **Barriers to Voting**

As provided for in Brazilian Corporation Law, the shareholder cannot vote at the AGM or EGM on resolutions regarding the approval of his/her accounts in the capacity of manager, or any other capacities that may benefit him/her in any particular way, or in which there are interests that conflict with those of the Company. If there is any allegation by any of the shareholders present of supposed conflict of interest of the shareholder that impedes him/her from voting at the meeting, or about the occurrence of another legal hypothesis impeding voting, and if shareholder has not declared his/her impediment, the presiding chairman or secretary of the meeting shall suspend the deliberation in order to hear and receive such allegation, together with any contrary allegation by the shareholder concerned, before voting on the matter. The presiding chairman of the meeting may, in the event of a possible impediment to voting, ask shareholder to provide clarification about the situation before voting on the matter.

In line with CVM's understanding, in situations where the impediment to voting is unquestionable and shareholder does not abstain from voting, the presiding chairman has the power to declare such impediment, but is not allowed to impede voting in other situations, which would configure noncompliance with the legal provisions on possible annulment of the vote cast.

## **BK BRASIL OPERAÇÃO E ASSESSORIA A RESTAURANTES S.A.**

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Corporate Taxpayer's ID (CNPJ/MF) No. 13.574.594/0001-96  
State Registry (NIRE) No. 35.300.393.180

### **CALL NOTICE FOR ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING**

The Shareholders of BK Brasil Operação e Assessoria a Restaurante S.A. ("**Company**") are hereby summoned to the Annual General Meeting ("**AGM**") and Extraordinary General Meeting ("**EGM**"), to be held on July 31, 2020, at 10:00 a.m., at the Company's headquarters, located in the City of Barueri, São Paulo State, at Alameda Tocantins, nº 350, 10th floor, Alphaville Industrial, Postal Code (CEP) 06455-020, in a partially digital form, pursuant to article 4, paragraph 2, item II and article 21-C, paragraph 2 and 3 of the Securities and Exchange Commission ("**CVM**") Instruction No. 481, of December 17, 2009, as amended ("**CVM Instruction 481**"), to decide about the following matters on the meeting's agenda:

#### At Annual General Meeting:

- (i) examine management accounts, analyze, discuss and vote on the Company's financial statements for the year ended December 31, 2019;
- (ii) approval of the Company's capital budget for the fiscal year ending December 31, 2020, pursuant to article 196 of Law 6,404, dated December 15, 1976, as amended ("**Brazilian Corporation Law**");
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- (iv) approval of the overall compensation of the Company's management for the fiscal year 2020.

#### At Extraordinary General Meeting:

- (i) re-ratification of the Company's capital budget approved at the Company's Annual General Meeting held on April 29, 2019 ("**AGM 2019**");
- (ii) ratification of the election of 3 sitting members of the Board of Directors, elected as interim members at the meetings of the Board of Directors held on November 8, 2019, January 17, 2020, and February 19, 2020, due to the resignation of members elected at the AGM 2019, pursuant to article 15, paragraph 6 of the Company's Bylaws;
- (iii) amendment to the Company's Bylaws to adopt the rules established by the Novo Mercado listing regulation of B3 S.A. - Brasil, Bolsa, Balcão ("**B3**") as well as to reflect the provisions of the new internal regulations of the Company's Board of Directors, and the capital increases approved by said Board of Directors, and their consolidation; and
- (iv) approval of the creation of a new Company Stock Grant Plan.

**1. Documents made available to shareholders.** All the documents and information related to the aforementioned matters are made available to shareholders at the Company's headquarters and on its website ([www.burgerking.com.br/ri](http://www.burgerking.com.br/ri)), as well as on the websites of CVM ([www.cvm.gov.br](http://www.cvm.gov.br)) and of B3 ([www.b3.com.br](http://www.b3.com.br)), pursuant to Brazilian Corporation Law and CVM Instruction 481.

**2. Participation of shareholders in the AGM and EGM.** Considering the recent updates of cases of COVID-19 (coronavirus) in Brazil, mainly due to the currently existing restrictions on the circulation and gathering of people, the AGM and EGM will be carried out in a partially digital way, which is why the shareholder participation may be:

**(a)** In person, provided that the shareholder or his duly appointed attorney-in-fact appears in person at the Company's headquarters and presents the documents necessary for his participation until the time stipulated for the opening of the works, even if he has failed to deposit them previously, pursuant to article 5, paragraph 2 of CVM Instruction 481;

**(b)** via remote voting ballot ("Bulletin"), and detailed guidance on the documentation required for remote voting is contained in item 12.2 of the Company's Reference Form and the Bulletin, which can be accessed on the company's websites. Company ([www.burgerking.com.br](http://www.burgerking.com.br)) and CVM ([www.cvm.gov.br](http://www.cvm.gov.br)); and

**(c)** via the Digital Teams Platform ("Digital Platform"), pursuant to article 21-C, §§2nd and 3rd of CVM Instruction 481, in which case the shareholder or his duly appointed attorney-in-fact may: (i) simply participate in the AGM and EGM, whether or not you have sent the Bulletin; or (ii) participate and vote in the AGM and EGM, observing that, as regards the shareholder who has already sent the Bulletin and who, if he wishes, vote in the AGM and EGM, all voting instructions received through the Bulletin will be disregarded.

**3. Presentation of Documents for Participation in the AGM and EGM.** Shareholders of Company issued shares may participate in the AGM and EGM convened hereby, in person or through their legal representatives or attorneys. Shareholders wishing to participate in the AGM and EGM must send an e-mail to [ri@burgerking.com.br](mailto:ri@burgerking.com.br), with a request for confirmation of receipt, at least 2 days before the AGM and EGM is held (**that is, until July 29, 2020**), the following documents: (a) identity document, proof of ownership of book-entry shares, issued by the depository financial institution; and, if applicable, (b) power of attorney instruments to represent the shareholder by attorney-in-fact, granted under the terms of article 126 of the Brazilian Corporation Law.

Notwithstanding the above, shareholders or their duly appointed attorneys who appear in person at the AGM and EGM (and do not participate via the Digital Platform) with the above documents, may participate and vote, even if they have failed to send them in advance.

The Company clarifies that, exceptionally for this AGM and EGM, it will dispense with the need to send the physical copies of the shareholders' representation documents to the Company's headquarters, as well as the grantor's signature in the power of attorney to represent the shareholder, the notarization, the consularization, the apostille and sworn

translation of all documents representing the shareholder, simply sending a simple copy of the original copies of such documents to the Company's e-mail address indicated above.

The remote voting ballots may be sent by the shareholders through their respective custodians, the bookkeeper of the Company's shares or directly to the Company, as provided in item 12.2 of the Company's Reference Form and in the Bulletin.

In addition, the shareholder who wishes to participate in the AGM and EGM via the Digital Platform, must send such request to the Company through the email [ri@burgerking.com.br](mailto:ri@burgerking.com.br), with a request for confirmation of receipt, at least 2 days before the AGM and EGM is held (that is, **until July 29, 2020**), which must also be duly accompanied by all shareholder documentation for participation in the AGM and EGM (as detailed above and in the Manual for Participation in the AGM and EGM), **emphasizing that the access to the Digital Platform of shareholders who do not present the necessary participation documents within the period provided herein, pursuant to article 5, paragraph 3 of CVM Instruction 481.**

Detailed information on the rules and procedures for participation and/or remote voting in the AGM and EGM, including guidelines on access to the Digital Platform and for sending the Bulletin, are contained in the Manual for Participation in the AGM and EGM, which can be accessed on the Company's websites ([www.burgerking.com.br](http://www.burgerking.com.br)) and the CVM ([www.cvm.gov.br](http://www.cvm.gov.br)).

The Company's decision to conduct the partially digital AGM and EGM, pursuant to article 4, paragraph 2, item II and article 21-C, paragraph 2 and 3 of CVM Instruction 481, was taken in a very specific and exceptional context, since that Brazil and the rest of the world are experiencing a crisis caused by the pandemic of COVID-19, where the transit of people was limited by the competent authorities. Thus, the realization of the partially digital AGM and EGM reduces the need for travel and the risk to the health of all, facilitating the participation of shareholders and others involved in carrying out the AGM and EGM.

The Company reiterates its commitment to the adoption of measures to combat the pandemic of COVID-19 and to the safety of its shareholders and employees and the communities in the regions where it operates.

Barueri, June 30, 2020.

**Marcos Grodetzky**

Chairman of the Board of Directors

## DOCUMENTS AND RELATED LINKS

BK Brasil Operação e Assessoria a Restaurantes S.A.:	<a href="http://www.burgerking.com.br">www.burgerking.com.br</a>
Relações com Investidores BK Brasil Operação e Assessoria a Restaurantes S.A.:	<a href="http://www.burgerking.com.br/ri">www.burgerking.com.br/ri</a>
Comissão de Valores Mobiliários – CVM:	<a href="http://www.cvm.gov.br">www.cvm.gov.br</a>
B3 S.A. – Brasil, Bolsa, Balcão:	<a href="http://www.b3.com.br">www.b3.com.br</a>
Instituto Brasileiro de Governança Corporativa:	<a href="http://www.ibgc.org.br">www.ibgc.org.br</a>

**APPENDIX 1: TEMPLATE PROXY – INDIVIDUAL**

**PROXY**

By this private proxy document and in the best legal terms, \_\_\_\_\_, resident and domiciled at \_\_\_\_\_, registered with the Ministry of Economy's Registry of Individual Taxpayers under CPF/ME No. \_\_\_\_\_, appoints hereby \_\_\_\_\_ as his/her attorney(s)-in-fact, to whom he/she confers special powers to represent Grantor's interests at the Annual General Meeting and Extraordinary General Meeting of BK Brasil Operação e Assessoria a Restaurantes S.A., with its head office located in the city of Barueri, Sao Paulo state, at Alameda Tocantins, No. 350, 10th floor, Alphaville Industrial, Postal Code (CEP) 06455-020, with Corporate Taxpayer's ID (CNPJ/ME) No. 13.574. 594/0001-96, to be held on July 31, 2020, at 10:00 a.m., being allowed to decide about, discuss and vote on the matters on the meeting's agenda, analyze and approve documents and accounts, challenge, agree with them, sign minutes and attendance books.

\_\_\_\_\_, \_\_\_\_\_, 2020.

## APPENDIX 2: TEMPLATE PROXY – LEGAL ENTITY

### PROXY

By this private proxy document and in the best legal terms, \_\_\_\_\_, headquartered at \_\_\_\_\_, with Corporate Taxpayer's ID ("CNPJ/ME") No. \_\_\_\_\_, hereby represented by its Officers undersigned, appoints \_\_\_\_\_ as its attorney(s)-in-fact to whom it confers special powers to (acting jointly or separately, regardless of order of appointment) represent Grantor's interests at the Annual General Meeting and Extraordinary General Meeting of BK Brasil Operação e Assessoria a Restaurantes S.A., with its head office located in the city of Barueri, São Paulo state, at Alameda Tocantins, No. 350, 10th floor, Alphaville Industrial, Postal Code (CEP) 06455-020, with Corporate Taxpayer's ID (CNPJ/ME) No. 13.574.594/0001-96, to be held on July 31, 2020, at 10:00 a.m., being allowed to decide about, discuss and vote on the matters on the meeting's agenda, analyze and approve documents and accounts, challenge, agree with them, sign minutes and attendance books.

\_\_\_\_\_, \_\_\_\_\_, 2020.