



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

Corporate Taxpayer ID (CNPJ): 13.574.594/0001-96  
Publicly Held Company

### **MATERIAL FACT**

**BK Brasil Operação e Assessoria a Restaurantes S.A.** ("Company"), in compliance with the provisions of Brazilian Securities Exchange Commission ("CVM") Resolution No. 44, of August 23, 2022, article 157, §4<sup>th</sup>, of Law No. 6,404, of December 15, 1976, as amended, and CVM Instruction No. 476, of January 16, 2009, as amended ("**CVM Instruction 476**"), hereby informs to its shareholders and the public in general that the Company's Board of Directors, during a meeting held on this date, approved the ninth (9<sup>th</sup>) issuance, by the Company, of debentures not convertible into share, in one series ("**Debentures**" and "**Issuance**" respectively), in the amount of three hundred and fifty thousand (350,000 ) Debentures, each with a par value of one thousand reais (R\$1,000.00), ("**Unitary Nominal Value**"), amounting to a total value of three hundred and fifty million reais (R\$ 350,000,000.00) on the date of Issuance ("**Date of Issuance**"), which shall be publicly distributed, with restrict distribution efforts, under a best effort regime of colocation, according to CVM Instruction 476 ("**Restricted Offering**"), such that the Restricted Offering shall be carried out with the intermediation of financial institutions that are part of Brazilian' securities distribution system ("**Underwriters**").

For being a Restricted Offering, in accordance with Brazilian national laws and regulation, it is: (i) exclusively reserved for professional investors, as defined in article 11 of the CVM Resolution No. 30, of May 11, 2021 ("**Professional Investors**"); (ii) automatically exempt from registration of public distribution before the CVM; (iii) the Underwriters can reach out to a maximum of seventy-five (75) Professional Investors; and (iv) the Debentures may only be subscribed by a maximum of fifty (50) Professional Investors.

The Debentures shall be deposited for: (i) public distribution in the primary market by the Assets Distribution Module ("**MDA**"), managed and operated by B3 S.A. – Brasil, Bolsa, Balcão – Balcão B3 ("**B3**"), and the distribution being settled financially through B3; and (ii) trading in the secondary market with CETIP21 – Organized Markets ("**CETIP21**"), managed and operated by B3, with the negotiations settled financially and the Debentures electronically guarded in B3.

Furthermore, once the Restricted Offering is considered a public offering under Brazilian laws and regulation, it will be registered with Brazilian Association of Financial and Capital Markets Entities ("**ANBIMA**"), exclusively for purposes of sending information to ANBIMA's database.

The final maturity of the Debentures shall occur at the end of the term of five (5) years as of the Date of Issuance, except for the occurrence of Debentures' early maturity event ("**Early Maturity Event**") and provision of Debentures' optional early redemption ("**Optional Early Redemption**") provided for in the issuance deed of Debentures ("**Issuance Deed**").



The Unitary Nominal Value or the Unitary Nominal Value's balance will bear interest at the rate corresponding to one hundred percent (100%) of the cumulative variation of the average daily rates of one-day Interbank Deposits, "over extra group", expressed as a percentage per year, basis two hundred and fifty-two (252) business days, calculated and disclosed daily by B3, in the daily newsletter available on its website (<http://www.b3.com.br>) ("**DI Rate**"), exponentially increased by a spread or surcharge to be defined in accordance with the Bookbuilding Process and, in any case, limited to two percent (2.00%) per year, based on two hundred fifty-two (252) business days ("**Debentures Interest**"), which shall be calculated according to the Issuance Deed.

The Underwriters will coordinate the procedure for the collection of investment intentions, without receiving reservations, without minimum or maximum lots, pursuant to article 3 of CVM Instruction 476, for verification, with Professional Investors, of the demand for the Debentures in order to define the Debentures Interest ("**Bookbuilding Process**"). The result of the Bookbuilding Process shall be ratified by amending to the Issuance Deed, which shall be registered before the Board of Trade of the State of São Paulo, without the need for new corporate approval by the Company or general meetings of Debenture holders.

There will be no monetary restatement of the Unitary Nominal Value.

The balance of Unitary Nominal Value will be amortized in two (2) installments such that: (i) the first installment, in an amount equivalent to fifty percent (50.0000%) of the balance of the Unitary Nominal Value, due in April 24, 2026; and (ii) the second installment, considering one hundred per cent (100.0000%) of the balance of the Unitary Nominal Value, due on the Debentures maturity date, as set forth in the Issuance Deed, except in the case of Early Maturity Event and Optional Early Redemption.

The resources obtained as a result of the Issuance shall be destined to Company's ordinary business, including, without limitation, cash flow and/or capital expenditures (CAPEX).

This Material Fact has been elaborated only for information purposes, under the terms of the Brazilian currently legislation, and shall not be interpreted or considered, for all legal purposes, as a Debentures' material of promotion and / or purchasing material.

Barueri, March 22, 2022.

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**Gabriel Magalhães da Rocha Guimarães**  
Investor Relations Officer