



BK BRASIL OPERAÇÃO E ASSESSORIA A RESTAURANTES S.A.

Publicly Held Company

Corporate Taxpayer ID (CNPJ/MF) No: 13.574.594/0001-96

State Registry (NIRE) No. 35.300.393.180

MANUAL FOR SHAREHOLDER PARTICIPATION

EXTRAORDINARY GENERAL MEETING

DATE: OCTOBER 07, 2019

TIME: 10:30 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 Restaurantes S.A. ("**Company**" and "**Shareholders**", respectively), to attend the Company's Extraordinary General Meeting, which will be held on October 07, 2019, at 10:30 a.m., at the Company's head office, located in the city of Barueri, São Paulo state, at Alameda Tocantins, No. 350, 10º andar, Alphaville Industrial, Postal Code (CEP) 06455-020 ("**Meeting**"), to consider and vote on the following agenda:

- 1.** Analysis, discussion and approval of the terms and conditions of the Merger Protocol and Rationale, executed by the Company's management with management of the following companies, in which the Company holds, whether directly or indirectly, 100% equity interest, (a) BGMAXX Comércio de Produtos Alimentícios Ltda., a limited liability company, headquartered in the city of Maceió, Alagoas state, at Avenida Comendador Gustavo Paiva, 2990, Loja 253, Mangabeiras, Postal Code (CEP) 57032-901, Corporate Taxpayer ID (CNPJ/ME) No. 14.295.864/0001-92, with its corporate documents filed with the Alagoas State Commercial Registry under NIRE No. 27.200.507.471 ("**BGMAXX AL**"); and (b) BGMAXX BA Comércio de Produtos Alimentícios Ltda., a limited liability company, headquartered in the city of Lauro de Freitas, Bahia state, at Avenida Praia de Itapuã, S/N, Quadra A4, Lotes 1 e 2, 1º Andar, Sala 101, Vilas do Atlântico, Postal Code (CEP) 42700-130, Corporate Taxpayer ID (CNPJ/ME) No. 07.568.325/0001-14, with its corporate documents filed with the Bahia State Commercial Registry under NIRE No. 29.204.417.443 ("**BGMAXX BA**", together with BGMAXX AL, the "**Merged Companies**"), on September 19, 2019 ("**Merger Protocol**").
- 2.** Approval of appointment and contracting of the specialized company responsible for valuation of book equity of the Merged Companies, as well as for the preparation of the valuation reports of the Merged Companies ("**Valuation Reports**").
- 3.** Analysis, discussion and approval of the valuation report of BGMAXX AL ("**BGMAXX AL Valuation Report**").
- 4.** Analysis, discussion and approval of the valuation report of BGMAXX BA ("**BGMAXX BA Valuation Report**").
- 5.** Approval of Merger, pursuant to article 227 of Brazilian Corporation Law, of the Merged Companies into the Company, on the terms of the Merger Protocol.
- 6.** Authorization for Company management to take all the necessary measures to formally document the Merger, of the Merged Companies into the Company, including with the relevant government authorities, as well as approval of all the acts carried out to date by the Company's management in order to implement the merger of the Merged Companies into the Company.

INSTRUCTIONS FOR SHAREHOLDER PARTICIPATION AND DEADLINES

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

Information for such resolutions is available to the Shareholders at the Company's head office located in the city of Barueri, São Paulo state, at Alameda Tocantins, No. 350, 10º andar, Alphaville Industrial, Postal Code (CEP) 06455-020, under the care of the Investor Relations Department, on the Company's website (www.burgerking.com.br/ri) and on the website of the Brazilian Securities and Exchange Commission ("CVM") (www.cvm.gov.br). The information referred to in articles 11, 20-A and 21 of CVM Instruction 481 of December 17, 2009, as amended ("CVM Instruction 481") was duly submitted to the CVM through the Empresas.Net System.

Shareholder Participation

Shareholder participation may be on an in-person basis or through a duly appointed attorney, and detailed guidance on the documentation required for representation purposes is provided in the Call Notice and the Company's Management Proposal, available pursuant to applicable laws and regulations, as well as item 12.2 of the Company's Reference Form.

There will be no participation via remote voting at the Meeting, pursuant to CVM Instruction 481.

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.

Delivery of Documentation

In order to expedite the process and facilitate the work of the Meeting, we recommend that Company shareholders deliver their shareholder representation documents, at the Company's head office, to the care of the Investor Relations Department or the Legal Department, at least 24 hours prior to the scheduled time of the Meeting, at the following address.

BK Brasil Operação e Assessoria a Restaurantes S.A.
A/C - Diretoria de Relações com Investidores ou Departamento Jurídico
Alameda Tocantins, nº 350, 10º andar, Alphaville Industrial,
CEP 06455-020 - Barueri – SP – Brasil

Notwithstanding the foregoing, shareholders attending the Meeting with such documents may participate and vote, even if they have failed to previously provide them.

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

Barriers to Voting

As provided for in Law 6,404, of December 15, 1976, as amended, shareholders may not vote in resolutions of the general meeting concerning the valuation report of assets contributed by them for the formation of the capital stock and the approval of their accounts as officers or in any other that may somehow benefit them, or in which they have conflicting interest with that 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.

CALL NOTICE

BK BRASIL OPERAÇÃO E ASSESSORIA A RESTAURANTES S.A.

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

EXTRAORDINARY GENERAL MEETING

OF OCTOBER 07, 2019

The Shareholders of BK Brasil Operação e Assessoria a Restaurantes S.A. ("**Company**") are hereby invited to the Extraordinary General Meeting ("**EGM**"), to be held on October 07, 2019 at 10:30 a.m., at the Company's head office, located in the city of Barueri, São Paulo state, at Alameda Tocantins, No. 350, 10º andar, Alphaville Industrial, Postal Code (CEP) 06455-020, to consider and vote on the following agenda: **(i)** the terms and conditions of the Merger Protocol and Rationale executed by the management of the Company and the management of BGMAXX Comércio de Produtos Alimentícios Ltda. ("**BGMAXX AL**") and BGMAXX BA Comércio de Produtos Alimentícios Ltda. ("**BGMAXX BA**" and, together with BGMAXX AL, the "**Merged Companies**") on September 19, 2019 ("**Merger Protocol**"), with 100% equity interest in the Merged Companies being held by the Company, whether directly or indirectly; **(ii)** approval of the appointment and contracting of the specialized company in charge of valuation of book equity of the Merged Companies, as well as the preparation of the valuation reports of the Merged Companies; **(iii)** the valuation report of BGMAXX AL; **(iv)** the valuation report of BGMAXX BA; **(v)** the approval of merger of the Merged Companies into the Company, on the terms of the Merger Protocol and pursuant to article 227 of Law 6,404 of December 15, 1976, as amended ("**Brazilian Corporation Law**"); and **(vi)** authorization for Company management to take all measures necessary for formally document the merger of the Merged Companies into the Company, including with the relevant government authorities, as well as approval of all acts carried out to date by Company management in order to implement the merger of the Merged Companies into the Company.

1. Documents available to shareholders. All documents and information pertaining to the matters on the above agenda are available to shareholders at the Company's head office and on the website of the Company (www.burgerking.com.br/ri), on the website of the Brazilian Securities and Exchange Commission (CVM) (www.cvm.gov.br) and on the website of B3 S.A. – Brasil, Bolsa, Balcão (www.b3.com.br), pursuant to Brazilian Corporation Law and CVM Instruction 481, dated December 17, 2009, as amended ("**CVM Instruction 481**").

2. Shareholders Participation in the EGM.

The Company's shareholders of record may participate in the EGM on their own behalf, through legal representatives or through proxies. Detailed instructions on the documentation required are provided in item 12.2 of the Company's Reference Form available on the websites of the Company (www.burgerking.com.br/ri), of the Brazilian Securities and Exchange Commission (CVM) (www.cvm.gov.br) and of the São Paulo Stock Exchange – B3 S.A. – Brasil, Bolsa, Balcão (www.b3.com.br).

Shareholders that may participate in person or through a duly appointed attorney must present the following documents: (a) identity document or proof of ownership of the registered shares issued by the stock transfer agent; and, as applicable, (b) a proxy document granted in accordance with Article 126 of Brazilian Corporation Law.

There will be no remote voting system, for the EGM, in accordance with CVM Instruction 481.

3. Presentation of Documents for Participating in the EGM.

To expedite and facilitate the process of the EGM, the Company requests that its Shareholders deliver the documents related to item 2 above to the Company's head office, to the care of the Investor Relations Department or the Legal Department, at least 24 hours prior to the date of the EGM.

Notwithstanding the above, shareholders who attend the EGM bearing such documents will be permitted to participate and vote even if they have not delivered the documents in advance.

Barueri, September 19, 2019.

Guilherme de Araújo Lins

Chairman of the Board of Directors

DOCUMENTS AND RELATED LINKS

BK Brasil Operação e Assessoria a Restaurantes S.A.:	www.burgerking.com.br
Investor Relations - BK Brasil Operação e Assessoria a Restaurantes S.A.:	www.burgerking.com.br/ri
Brazilian Securities and Exchange Commission (CVM):	www.cvm.gov.br
B3 S.A. – Brasil, Bolsa, Balcão:	www.b3.com.br
Brazilian Institute of Corporate Governance (IBGC):	www.ibgc.org.br

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 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, 10o andar, Alphaville Industrial, Postal Code (CEP) 06455-020, with Corporate Taxpayer ID (CNPJ/ME) No. 13.574. 594/0001-96, to be held on October 07, 2019, at 10:30 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.

_____, _____, 2019.

APPENDIX 2: TEMPLATE PROXY – LEGAL ENTITY

PROXY

By this private proxy document and in the best legal terms, _____, headquartered at _____, with Corporate Taxpayer 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 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, 10o andar, Alphaville Industrial, Postal Code (CEP) 06455-020, with Corporate Taxpayer ID (CNPJ/ME) No. 13.574.594/0001-96, to be held on October 07, 2019, at 10:30 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.

_____, _____, 2019.