



POPEYES
LOUISIANA KITCHEN



ZAMP S.A.

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

Publicly Held Company

MATERIAL FACT

ZAMP S.A. (current name of **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, 2021, and article 157, §4th, of Law No. 6,404, of December 15, 1976, as amended, hereby informs to its shareholders and the market in general, within the tender offer for the acquisition of common shares issued by the Company for the voluntary acquisition of the control of the Company by MC Brazil F&B Participações S.A., that received, yesterday, the attached letter from shareholders representing 20.44% of the Company's capital stock.

The Company will keep its shareholders and the market duly informed on the developments on this matter, through its usual disclosing channels of periodic and occasional information, on the websites of the CVM (www.cvm.gov.br), B3 S.A. Brasil, Bolsa, Balcão (www.b3.com.br) and of the Company (<http://www.burgerking.com.br/ri>).

Barueri, August 22nd, 2022.

Gabriel Magalhães da Rocha Guimarães

Investor Relations Officer

August 21st, 2022

To **ZAMP S.A.**

C/o Mr. Marcos Grodetzky and other members of the Board of Directors

C/o Mr. Iuri de Araujo Miranda, CEO

Alameda Tocantins, 350, 10th floor

Alphaville Industrial, Barueri – SP

ZIP code 06455-020

Re.: Voluntary Public Tender Offer for the Acquisition of Control of ZAMP S.A.

Dear sirs,

We refer to the Voluntary Public Tender Offer (“VTO”) for the Acquisition of Shares for the Acquisition of Control (“VOT”) of **ZAMP S.A.** (“Company”) made by **MC BRAZIL F&B Participações S.A.**, a closely-held company enrolled with the corporate taxpayer’s registry (CNPJ/MF) under No. 42.587.182/0001-99, headquartered in the city of Rio de Janeiro, State of Rio de Janeiro, at Avenida Afrânio de Melo Franco, 290, 401- A, Leblon, Brazil, ZIP code 22430-060 (“Bidder”), a non-operating investment entity that is part of the portfolio of companies, investment fund and businesses indirectly owned, controlled, or managed by Mubadala Capital LLC and its affiliates, whose terms of the acquisition offer were disclosed in a public notice published on August 2nd, 2022, as duly disclosed by the Bidder and made available by the Company, through the IPE System, on the websites www.cvm.gov.br and <http://www.b3.com.br>, and on its Investor Relations website (<http://www.burgerking.com.br/ri>).

Through the aforementioned public notice, the Bidder disclosed the VTO proposal aiming at the acquisition of 45.15% (forty-five and fifteen hundredths percent) of the Company’s capital stock, at the price per share of R\$ 7.55 (seven reais and fifty-five cents), so that, if successful in the VTO, the Bidder would hold 50.10% (fifty and ten hundredths percent) of the Company’s capital stock, as disclosed in the notice.

In view of the acquisition proposal of the Company’s common shares for the amount of R\$ 7.55 (seven reais and fifty-five cents) per share, the shareholders (i) **Atmos Capital Gestão de Recursos Ltda.**, enrolled with the corporate taxpayer’s registry (CNPJ/MF) under No. 10.957.035/0001-77, (ii) **Fitpart Fund Administration Services Ltd.**, a limited company incorporated under the laws of Bahamas, (iii) **BW GSS Fundo de Investimento Multimercado Investimento no Exterior**, enrolled with the corporate taxpayer’s registry (CNPJ/MF) under No. 30.830.302/0001-58, (iv) **Mar Asset Management Gestora de Recursos Ltda.**, enrolled with the corporate taxpayer’s registry (CNPJ/MF) under No. 32.774.786/0001-90, and (v) **Vista Capital Gestora de Recursos Ltda.**, enrolled with the corporate taxpayer’s registry under No. 20.857.258/0001-16, which together hold 20.44% (twenty and forty-four hundredths percent) of the Company’s capital stock, declare that, on the date on which they subscribe

the present document, they are not interested in accepting the acquisition offer under the terms proposed by the Bidder, as disclosed in the public notice published on August 2, 2022.

The subscribers inform that they are not bound by agreement and that they are not acting together or representing the same interests, for the purposes of CVM Resolution No. 44/2022.

Best regards,

ATMOS CAPITAL GESTÃO DE RECURSOS LTDA.

Bruno Levacov
Director

Fabiana Gelband
Director

FITPART FUND ADMINISTRATION SERVICES LTD.

Andrea E. Bethell
Office Manager

BW GSS FUNDO DE INVESTIMENTO MULTIMERCADO INVESTIMENTO NO EXTERIOR

Alfredo Althen Schiavo
Director

Guilherme Bottura
Director

MAR ASSET MANAGEMENT GESTORA DE RECURSOS LTDA.

Bruno Coelho Coutinho
Director

VISTA CAPITAL GESTORA DE RECURSOS LTDA.

Luiz Guilherme Gama de Castro Miguel
Director

Manoel Rabello Savastano
Director