



BK BRASIL OPERAÇÃO E ASSESSORIA A RESTAURANTES S.A.

Corporate Taxpayer ID (CNPJ/ME): 13.574.594/0001-96
Company Registry (NIRE): 35.300.393.180
Publicly Held Company

MATERIAL FACT

BK Brasil Operação e Assessoria a Restaurantes S.A. ("**Company**"), in accordance with the Brazilian Securities and Exchange Commission's ("**CVM**") Resolution No. 44, of August 23, 2021 and Article 157, Paragraph 4, of Law 6.404, of December 15, 1976, as amended, in addition to the Material Fact of July 9th, 2021 and announcement to the market of July 26th, 2021, hereby informs its shareholders and the market that was executed today, a termination of the Association Agreement between the Company, and Vinci Capital Partners III A FIP Multiestratégia and Sorrento Investments LLC, for the merger, by the Company, of all shares of DP Brasil Participações Societárias S.A. ("**DP Brasil**"), holder of exclusive master franchising rights of DOMINO'S PIZZA® in Brazil ("**Termination Agreement**"), after the parties reassess the current market conditions vis a vis the conditions at the time of the negotiation and execution of such Association Agreement.

The Termination Agreement sets forth a right of first refusal (*direito de preferência*) to the Company, for the period of 12 months from the present date, to acquire the totality of shares issued by DP Brasil in case of any sale of control of DP Brasil, for the same price offered by a third party. The Company will have the option to exercise such right of first refusal upon the payment in cash or delivery of shares resulting from a corporate restructuring, as per the merger of shares of DP Brasil originally agreed in the Association Agreement.

On the other hand, for the same period of 12 months from the present date, the Company granted DP Brasil exclusivity in relation to any transaction of the Company by means of which the Company (or its controlled entities) becomes master franchising, franchisor or franchisee in Brazil, of local or international restaurants that commercialize pizza and/or focus on pizza delivery.

The Termination Agreement grants mutual release to the Parties and does not result in penalties of any nature.

The Company shall keep its shareholders and the market informed about any material updates according to the applicable laws, through its usual channels for the disclosure of regular and extraordinary information, which are the websites of CVM (www.cvm.gov.br), the Brazilian Securities and Exchange Commission (B3 S.A. – Brasil, Bolsa, Balcão) (www.b3.com.br) and the Company (www.burgerking.com.br/ri).

Barueri, October 31, 2021.

Gabriel Magalhães da Rocha Guimarães
Investor Relations Officer