

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) No. 35.300.393.180

MINUTES OF THE EXTRAORDINARY GENERAL MEETING HELD ON JUNE 28, 2019

- 1. Date, Time and Venue:** Held on June 28, 2019, at 09:30 a.m., at the headquarters of BK Brasil Operação e Assessoria a Restaurantes SA ("**Company**"), located in the City of Barueri, São Paulo State, at Alameda Tocantins, 350, 10º andar, Alphaville Industrial, Postal Code (CEP) 06455-020.
- 2. Convening:** The Call Notice was published pursuant to article 124 of Law 6,404 of December 15, 1976, as amended ("**Brazilian Corporation Law**"), in the " *Valor Econômico* newspaper ", in the editions of June 13, 14 and 17, 2019, pages C9, E3 and E10, respectively; and in the Official Gazette of the State of São Paulo, in the editions of June 13, 14 and 15, 2019, pages 29, 31 and 35, respectively.
- 3. Publications:** All documents related to the matters to be decided upon, as provided in the Brazilian Securities and Exchange Commission ("**CVM**") Instruction No. 481, dated December 17, 2009, as amended ("**CVM Instruction 481**"), were made available to shareholders at the Company's headquarters, located in the City of Barueri, São Paulo State, at Alameda Tocantins, nº 350, 10º andar, Alphaville Industrial, CEP 06455-020, and on the website of the Company (www.burgerking.com.br/ri), and that of the CVM (www.cvm.gov.br) and B3 SA - Brasil, Bolsa, **B3**(www.b3.com.br).
- 4. Quorum:** Attended by Company shareholders representing approximately 42.68% (forty-two dot sixty-eight percent) of the capital stock, in accordance with the signatures included in the Company Shareholders' Attendance Register. Mr. Anderson Mascouto Peixoto, representative of Vértice & Masc Auditoria Contábil was also present.
- 5. Panel:** Once the quorum for the Meeting was verified, and considering the absence of members of the Company's Board of Directors, pursuant to Article 12, paragraph 4 of its Bylaws, the panel consisted of Mr. Clayton de Souza Malheiros - Chairman, who nominated Mr. Fabio Chaves de Arruda Alves to serve as secretary.
- 6. Reading of documents:** The reading of documents related to the matters to be decided at this Extraordinary General Meeting was waived. The documents were made available to the shareholders **(i)** at the Company's headquarters; **(ii)** on the Company's Investor Relations website; and **(iii)** on the websites of B3 and CVM, through the Empresas.Net System, in accordance with article 124, paragraph 6, of Brazilian Corporation Law.
- 7. Meeting's Agenda:** To consider and decide on: **(i)** the terms and conditions of the Merger Rationale and Protocol entered into by and between the Company's management and the management of King Food Comércio de Alimentos S.A. ("**King Food**"), of Good Food Comércio de Alimentos S.A. ("**Good Food**") and of Fast Burger Comércio de Alimentos S.A. ("**Fast Burger**" and, together with King Food and Good Food, the "**Merged Companies**") on June 12, 2019 (the "**Merger Rationale and**

Protocol"), with capital stock of the Merged Companies being fully held by the Company; **(ii)** the ratification of the appointment and engagement of the specialized company responsible for valuing the Merged Companies' equity, as well as the preparation of the valuation reports of the Merged Companies ("**Valuation Reports**"); **(iii)** the King Food valuation report; **(iv)** the Good Food valuation report; **(v)** the Fast Burger valuation report; **(vi)** the approval of the merger of the Merged Companies into the Company, pursuant to the Merger Rationale and Protocol and Article 227 of Law 6,404, dated December 15, 1976, as amended ("**LSA**"); and **(vii)** authorization for the Company's Management to take all necessary steps to formalize the merger of the Merged Companies into the Company, including before the competent public authorities, as well as ratification of all the acts performed to date by the management of the Company for the purpose of implementing the merger of the Merged Companies into the Company.

8. Decisions: After verification of the Meeting's quorum, the drawing up of these minutes in the form of a summary of the facts that occurred, as provided in article 130, paragraph 1, of Brazilian Corporation Law was approved, unanimously, and its publication with the omission of the signatures of the shareholders, pursuant to article 130, paragraph 2, of Brazilian Corporation Law was also approved, unanimously of those present. The matters on the agenda were put to discussion and vote, according to the Voting Map contained in Attachment I, which, for all purposes, shall be considered as an integral part of these minutes, and the following decisions were taken:

8.1. The terms and conditions of the Merger Rationale and Protocol, entered into by and between the management of the Company and the management of the Merged Companies i.e., **(a) King Food Comércio de Alimentos S.A.**, a publicly-held company, headquartered in the City of Goiânia, Goiás State, at Avenida E, 1.470, Qd B29A Lt. Área, 11º andar, salas 1.101 a 1.116, Jardim Goiás, Postal Code (CEP) 74810-030, Corporate Taxpayer's ID (CNPJ/ME) No. 07.400.611/0001-76, with its articles of incorporation registered with the Goiás State Commercial Registry under NIRE No. 5230001452-2; **(b) Good Food Comércio de Alimentos S.A.**, a publicly-held company, with its headquarter located in the City of Curitiba, Paraná State, at Rua Brigadeiro Franco, 2.300, Lj 426, Piso L4 SLJ, Centro, Postal Code (CEP) 80250-030, Corporate Taxpayer's ID (CNPJ/ME) No. 08.186.139/0001-83, with its articles of incorporation registered with the Paraná State Commercial Registry under NIRE No. 4130007180-2; and **(c) Fast Burger Comércio de Alimentos S.A.**, a publicly-held company, with its headquarter located in the City of Belo Horizonte, Minas Gerais State, at Rodovia BR-356, 3.049, Loja OP53, Bairro Belvedere, Postal Code (CEP) 30320-055, Corporate Taxpayer's ID (CNPJ/ME) No. 07.415.082/0001-84, with its articles of incorporation registered with the Minas Gerais State Commercial Registry under NIRE No. 3130010255-6, as stated in Attachment II were **approved**, unanimously of those present, in accordance with the voting map stated in Attachment I, without restriction or qualification, and once initialed by the panel, shall form an integral part of these minutes;

8.2. The ratification of the appointment and hiring of the specialized company Vértice & Masc Auditoria Contábil, a company headquartered in the City of Rio de Janeiro, Rio de Janeiro State, at Travessa do Ouvidor, nº 17, 4º andar, CEP 20040-040, enrolled with the CNPJ/ ME under No. 02.796.387/ 0001-60 and registered with the Regional Accounting Council of the State of Rio de Janeiro CRC-RJ under No. 00.3246/ O-3 for the valuation of the equity of the Merged Companies, as well as for preparing the Valuation Reports included in the Attachment III was **approved**,

unanimously of those present, according to the voting map contained in the Attachment I, without any restrictions or qualifications, which, once initialed by the panel, become an integral part of these minutes;

8.3. The King Food valuation report, dated May 31, 2019, prepared based on King Food's unaudited financial statements as of May 30, 2019, was **approved**, unanimously of those present, in accordance with the voting map stated in Attachment I, without any restrictions or qualifications. That valuation report indicated that King Food's equity at book value was thirteen million four hundred and eighty thousand four hundred and nineteen reais and ninety-one cents (R\$ 13,480,419.91);

8.4. The Good Food valuation report, dated May 31, 2019, prepared based on Good Food's unaudited financial statements as of May 30, 2019, was **approved**, unanimously of those present, in accordance with the voting map stated in Attachment I, without any restrictions or qualifications, that valuation report indicated that Good Food's equity at book value was R\$ 16,542,980.69 (sixteen million, five hundred and forty-two thousand, nine hundred and eighty reais and sixty-nine cents);

8.5. The Fast Burger valuation report, dated May 31, 2019, prepared based on Fast Burger's unaudited financial statements as of May 30, 2019, was **approved**, unanimously of those present, in accordance with the voting map stated in Attachment I, without any restrictions or qualifications, that valuation report states that Fast Burger's equity at book value was R\$ 14,013,182.85 (fourteen million and thirteen thousand one hundred and eighty-two reais and eighty-five cents);

8.6. The merger of the Merged Companies into the Company, pursuant to the Merger Rationale and Protocol and Article 227 of Brazilian Corporation Law, as amended was **approved**, unanimously of those present, in accordance with the voting map stated in Attachment I, without any restrictions or reservations. As a result of the merger, the Company will succeed the Merged Companies, on a universal basis, in all of their rights and obligations, and the Merged Companies will be extinguished, for all legal purposes.

8.6.1. All shares issued by the Merged Companies are held directly by the Company, which already carries the consolidated registration of the Merged Companies in its consolidated financial statements, so that, pursuant to the Merger Rationale and Protocol, the merger of the Merged Companies into the Company shall not imply any increase in the Company's capital stock or any change in the shareholding positions of its shareholders, therefore, there is no issuance of new Company shares as a result of said merger transaction, nor any share exchange ratio, pursuant to article 264 of Brazilian Corporation Law.

8.7. Authorization for the Company's Management to take all necessary steps to formalize the merger of the Merged Companies into the Company, including before the competent public authorities, as well as ratification of all the acts performed to date by the management of the Company for the purpose of implementing the merger of the Merged Companies into the Company was **approved**, unanimously of those present, in accordance with the voting map stated in Attachment I, without any restrictions or reservations.

9. Closing: There being nothing further to be addressed, the work to draw up these minutes in the form of a summary of the events occurred, pursuant to article 130, paragraphs 1 and 2 of Brazilian Corporation Law, was suspended. On restarting work these minutes were read, approved and signed by all those present.

10. Signatures Chairman: Clayton de Souza Malheiros; Secretary: Fabio Chaves de Arruda Alves; Shareholders Present: [COMPLETE AFTER RECEIPT OF DOCUMENTS].

Check with the original drawn up in the proper book.

Barueri, June 28, 2019.

Panel:

CLAYTON DE SOUZA MALHEIROS
Chairman

FABIO CHAVES DE ARRUDA ALVES
Secretary

Representing Vértice & Masc Auditoria Contábil:

pp: Anderson Mascouto Peixoto

Shareholders:

**1. VINCI CAPITAL PARTNERS II B FUNDO DE INVESTIMENTOS EM PARTICIPAÇÕES –
MULTIESTRATÉGIA**

pp: Paula Cristina Penteado Magalhães Azevedo

2. MONTJUIC FUNDO DE INVESTIMENTO EM PARTICIPAÇÕES MULTIESTRATÉGIA

pp: Daniela Assarito Bonifácio Borovicz

3. SOMMERVILLE INVESTMENTS B.V.

pp: Bruno de Luca Zanatta

- 4. ABERDEEN STANDARD SICAV I - BRAZIL EQUITY FUND**
- 5. ABERDEEN STANDARD SICAV I - EMERGING MARKETS SMALLER COMPANIES FUND**
- 6. CALAMOS GLOBAL FUNDS PLC - CALAMOS EMERGING MARKETS FUND**
- 7. SELECT INTERNATIONAL EQUITY MANAGED CORPORATE CLASS**
- 8. SELECT INTERNATIONAL EQUITY MANAGED FUND**
- 9. ARISAIG LATIN AMERICA CONSUMER FUND LLC**
- 10. BEST INVESTMENT CORPORATION**
- 11. AMERICAN CENTURY WORLD MUTUAL FUNDS, INC. - EMERGING MARKETS SMALL CAP**
- 12. AQUARIUS INTERNATIONAL FUND**
- 13. AXIOM INVESTORS COLLECTIVE INVESTMENT TRUST**
- 14. AXIOM INVESTORS TRUST II**
- 15. CAISSE DE DEPOT ET PLACEMENT DU QUEBEC**
- 16. CALAMOS EMERGING MARKET EQUITY FUND**
- 17. CALAMOS EVOLVING WORLD GROWTH FUND**
- 18. CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM**
- 19. CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM**
- 20. CIBC EMERGING MARKETS FUND**
- 21. CITIGROUP PENSION PLAN**
- 22. COLLEGE RETIREMENT EQUITIES FUND**
- 23. CORNERSTONE ADVISORS GLOBAL PUBLIC EQUITY FUND**
- 24. DRIEHAUS EMERGING MARKETS GROWTH FUND**
- 25. DRIEHAUS EMERGING MARKETS SMALL CAP GROWTH FUND**
- 26. DRIEHAUS INTERNATIONAL SMALL CAP GROWTH FUND A SERIES OF DRIEHAUS MUTUAL FUNDS**
- 27. ENERGY INVESTMENT FUND**
- 28. ENSIGN PEAK ADVISORS, INC.**

29. EWING MARION KAUFFMAN FOUNDATION
30. FIDELITY SALEM STREET TRUST: FIDELITY TOTAL INTERNATIONAL INDEX FUND
31. FIRST TRUST EMERGING MARKETS SMALL CAP ALPHADDEX FUND
32. FLORIDA RETIREMENT SYSTEM TRUST FUND
33. GOVERNMENT OF SINGAPORE
34. GREATBANC COLLECTIVE INVESTMENT TRUST IV
35. HALLIBURTON CO EMPLOYEE BENEFIT MASTER TRUST
36. IBM 401(K) PLUS PLAN
37. IBM DIVERSIFIED GLOBAL EQUITY FUND
38. IMPERIAL EMERGING ECONOMIES POOL
39. JAPAN TRUSTEE SERVICES BANK, LTD. RE:CMA EMERGING HIGH DIVIDEND EQUITY MOTHER FUND
40. JOHN DEERE PENSION TRUST
41. LOCKHEED MARTIN CORPORATION MASTER RETIREMENT TRUST
42. MI SOMERSET EMERGING MARKETS SMALL CAP FUND
43. MORGAN STANLEY INSTITUTIONAL FUND, INC - EMERGING MARKETS SMALL CAP PORTFOLIO
44. MUNICIPAL EMPLOYEES' ANNUITY AND BENEFIT FUND OF CHICAGO
45. NATIONAL ELEVATOR INDUSTRY PENSION PLAN
46. NORGES BANK
47. NUVEEN EMERGING MARKETS EQUITY FUND
48. PEAR TREE PANAGORA EMERGING MARKETS FUND
49. PNC EMERGING MARKETS EQUITY FUND
50. PNC INTERNATIONAL EQUITY FUND
51. PNC INTERNATIONAL GROWTH FUND
52. PUBLIC SECTOR PENSION INVESTMENT BOARD
53. RELIANCE TRUST INSTITUTIONAL RETIREMENT TRUST SERIES FIFTEEN
54. RENAISSANCE EMERGING MARKETS EQUITY PRIVATE POOL
55. RENAISSANCE EMERGING MARKETS FUND
56. SANFORD C. BERNSTEIN FUND, INC.
57. SOMERSET EMERGING MARKETS SMALL CAP FUND LLC
58. SPDR S&P EMERGING MARKETS SMALL CAP ETF
59. SSGA SPDR ETFS EUROPE I PLC

60. STATE OF MINNESOTA STATE EMPLOYEES RETIREMENT PLAN
61. STATE STREET GLOBAL ADVISORS TRUST COMPANY INVESTMENT FUNDS FOR TAX EXEMPT RETIREMENT PLANS
62. STATE STREET GLOBAL ADVISORS TRUST COMPANY INVESTMENT FUNDS FOR TAX EXEMPT RETIREMENT PLANS - STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX SECURITIES LENDING FUND
63. STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX NON-LENDING COMMON TRUST FUND
64. SUNSUPER SUPERANNUATION FUND
65. SUPERANNUATION ARRANGEMENTS OF THE UNIVERSITY OF LONDON
66. TEACHER RETIREMENT SYSTEM OF TEXAS
67. THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE OF MUTB400038099
68. THE MONETARY AUTHORITY OF SINGAPORE
69. THE PENSION RESERVES INVESTMENT MANAGEMENT BOARD
70. THE REGENTS OF THE UNIVERSITY OF CALIFORNIA
71. THE WALT DISNEY COMPANY RETIREMENT PLAN MASTER TRUST
72. THREADNEEDLE (LUX)
73. THREADNEEDLE INVESTMENT FUNDS ICVC
74. THREADNEEDLE SPECIALIST INVESTMENT FUNDS ICVC - GLOBAL EMERGING MARKETS EQUITY FUND
75. UNIVERSITY OF PITTSBURGH MEDICAL CENTER SYSTEM
76. VANECK VECTORS BRAZIL SMALL-CAP ETF
77. VANGUARD INVESTMENTS FUNDS ICVC-VANGUARD FTSE GLOBAL ALL CAP INDEX FUND
78. VANGUARD TOTAL WORLD STOCK INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS
79. VICTORY CAPITAL INTERNATIONAL COLLECTIVE INVESTMENT TRUST
80. VICTORY SOPHUS EMERGING MARKETS SMALL CAP FUND
81. VIRGINIA RETIREMENT SYSTEM
82. WELLS FARGO (LUX) WORLDWIDE FUND
83. WEST VIRGINIA INVESTMENT MANAGEMENT BOARD
84. WILLIAM BLAIR COLLECTIVE INVESTMENT TRUST
85. WSIB INVESTMENT (PUBLIC EQUITIES) POOLED FUND TRUST
86. BLACKWELL PARTNERS LLC SERIES A
87. ARTISAN INTERNATIONAL SMALL CAP MID FUND

- 88. BOMBARDIER TRUST (U.S.) MASTER TRUST**
- 89. COLUMBIA EMERGING MARKETS FUND**
- 90. JP MORGAN CHASE RETIREMENT PLAN**
- 91. JPMORGAN BRAZIL INVESTMENT TRUST PLC**
- 92. JPMORGAN FUNDS**
- 93. MOMENTUM INVESTMENT FUNDS SICAV-SIF**
- 94. PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO**
- 95. ROBECO CAPITAL GROWTH FUNDS**
- 96. T ROWE PRICE FUNDS SICAV**
- 97. T ROWE PRICE INTERNATIONAL FUNDS: T.ROWE PRICE LATIN AMERICA FUND**
- 98. THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MTBJ400045836**
- 99. VANGUARD EMERGING MARKETS STOCK INDEX FUND**
- 100. VANGUARD ESG INTERNATIONAL STOCK ETF**
- 101. VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST**
- 102. VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND, A SERIES OF VANGUARD STAR FUNDS**

pp: Ricardo José Martins Gimenez

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**MINUTES OF THE EXTRAORDINARY GENERAL MEETING
HELD ON JUNE 28, 2019****ATTACHMENT I**

Final synthetic voting map for the Extraordinary General Meeting
held on June 28, 2019

Description of decision	Vote	Number of common shares	(%) of the voting capital
Approval of the terms and conditions of the Merger Rationale and Protocol of the Merged Companies entered into by and between the Company's Management and the Management of King Food Comércio de Alimentos S.A. (" King Food "), of Good Food Comércio de Alimentos S.A. (" Good Food ") and of Fast Burger Comércio de Alimentos S.A. (" Fast Burger " and, together with King Food and Good Food, the " Merged Companies ") on June 12, 2019; (the " Merger Rationale and Protocol "), with capital stock of the Merged Companies being fully held by the Company;	Votes in favor	97,049,436	42.68%
	Votes against	-	-
	Abstentions	-	-
Approval of the appointment and hiring of the specialized company responsible for valuing the equity at book value of the Merged Companies, as well as the preparation of the appraisal reports of the Merged Companies (" Valuation Reports ").	Votes in favor	97,049,436	42.68%
	Votes against	-	-
	Abstentions	-	-
Approval of King Food valuation report.	Votes in favor	97,049,436	42.68%
	Votes against	-	-
	Abstentions	-	-
Approval of Good Food valuation report.	Votes in favor	97,049,436	42.68%

Description of decision	Vote	Number of common shares	(% of the voting capital)
	Votes against	-	-
	Abstentions	-	-
Approval of Fast Burger valuation report.	Votes in favor	97,049,436	42.68%
	Votes against	-	-
	Abstentions	-	-
Approval of the merger of the Merged Companies into the Company, pursuant to the Merger Rationale and Protocol and Article 227 of Law 6,404 of December 15, 1976, as amended (" Corporation Law ").	Votes in favor	97,049,436	42.68%
	Votes against	-	-
	Abstentions	-	-
Approval of the authorization for the Company's Management to take all necessary steps to formalize the merger of the Merged Companies into the Company, including before the competent public authorities, as well as ratification of all the acts performed to date by the management of the Company for the purpose of implementing the merger of the Merged Companies into the Company.	Votes in favor	97,049,436	42.68%
	Votes against	-	-
	Abstentions	-	-

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**MINUTES OF THE EXTRAORDINARY GENERAL MEETING
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ATTACHMENT II

MERGER RATIONALE AND PROTOCOL

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**MINUTES OF THE EXTRAORDINARY GENERAL MEETING
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ATTACHMENT III

VALUATION REPORTS FOR MERGED COMPANIES