

## **INTERNATIONAL MEAL COMPANY ALIMENTAÇÃO S.A.**

Publicly Held Company

Corporate Taxpayer's ID (CNPJ/MF): 17.314.329/0001-20

(Company Registry) NIRE 35300488750

### **NOTICE OF MATERIAL FACT**

**INTERNATIONAL MEAL COMPANY ALIMENTAÇÃO S.A.** (B3: MEAL3), publicly held company ("**Company**"), in compliance with article 157, paragraph 4 of Law 6,404, of December 15, 1976, as amended, and with Brazilian Securities and Exchange Commission ("**CVM**") Instruction No. 358, of January 03, 2002, as amended, hereby informs its shareholders, the market and other interested parties that, at the Board of Directors Meeting, held on February 13, 2019 ("**Board of Directors Meeting**"), the Company approved its first (1<sup>st</sup>) issuance of simple, unsecured debentures non-convertible into shares, with additional corporate guarantee, in up to two series ("**Issuance**" and "**Debentures**", respectively), in the total amount of two hundred million reais (R\$200,000,000.00), on the date of issue, that is, March 15, 2019 ("**Issue Date**"), which will be subject to public distribution with restricted placement efforts, pursuant to CVM Instruction No. 476, of January 16, 2009, as amended, of Law No. 6,385, of December 7, 1976, as amended and other applicable legal and regulatory provisions ("**Restricted Offering**").

The Restricted Offering is exclusively reserved for professional investors, as defined in article 9-A of CVM Instruction No. 539, of November 13, 2013, as amended, and it is automatically exempt from registration of public distribution in the CVM.

The Issuance will be composed of two hundred thousand (200,000) Debentures and will be held in up to two series, given that the quantity of Debentures to be allocated in the first and in the second series will be defined in the system of *vasos comunicantes*, according to the demand for the Debentures calculated after the conclusion of the Bookbuilding Procedure (as defined below). The nominal value per Debenture shall be one thousand reais (R\$1,000.00), on the Issue Date.

The collecting procedure of investment intentions in the Debentures from potential investors shall be adopted in order to define the remuneration of the Debentures and the quantity of Debentures to be allocated in each series ("**Bookbuilding Procedure**").

The final maturity of the first series Debentures shall occur at the end of the term of five (5) years as of the Issue Date, therefore, with maturity on March 15, 2024, and the final maturity of the second series Debentures shall occur at the end of the term of seven (7) years as of the Issue Date, therefore, with maturity on March 15, 2026.

The proceeds obtained by the Company through the Issuance of the Debentures will be used for: (i) the refinancing of the Company's debts; and (ii) the surplus, for general uses, which may include, but are not limited to, Company's capital expenditure (CAPEX) plans.

The full minutes of the Board of Directors Meeting are filed at the Company's headquarters, and at CVM ([www.cvm.gov.br](http://www.cvm.gov.br)), B3 ([www.b3.com.br](http://www.b3.com.br)) and the Company's ([www.internationalmealcompany.com.br/ir](http://www.internationalmealcompany.com.br/ir)) websites.

São Paulo, February 13, 2019.

**INTERNATIONAL MEAL COMPANY ALIMENTAÇÃO S.A.**

Vitor Alaga Pini  
Investor Relations Officer