

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

Publicly-Held Company with Authorized Capital (Category "A")

CVM Code No. 02357-4

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), a publicly-held company registered under category "A", with headquarters in the city and state of São Paulo, at Avenida das Nações Unidas, 4777, 12º andar ("**IMC**" or "**Company**"), in addition to the notices of material fact released on February 9 and 21, and June 13 and 15, 2018, as well as the notices to the market released on March 27 and July 16, 2018, hereby informs its shareholders and the market that the due diligence procedures set forth under the Association Agreement signed with Sapore S.A. in June 15, and amended in August 10, 2018, ("**Association Agreement**") was concluded.

Based on the conclusions outlined in the due diligence reports, it was verified that the suspensive conditions were not implemented.

In view of that, and considering that no consensus was reached with the representatives of Sapore S.A. regarding certain issues identified in the due diligence, the Company's Board of Directors held a meeting on this date and, aiming to preserve the interests of the Company and its shareholders, resolved on the termination of the Association Agreement, pursuant to the terms established therein. IMC thanks Sapore for the loyalty and respect during the negotiations.

The management of the Company will keep working to generate value to its shareholders, always focused on the development of IMC's businesses, notwithstanding the possibility of examining new business opportunities in the future, even with Sapore, always in a diligent manner and in attention to the interests of the Company and its shareholders.

The Company also informs that, on this date, the Board of Directors approved a new share repurchase program ("**Repurchase Program**") for the acquisition of up to 13,000,000 ordinary shares issued by the Company, representing 7.98% of its outstanding shares, to be acquired in the maximum period of one year, counted from September 18, 2018.

The Repurchase Program aims to enhance the generation of value for the Company's shareholders, through the acquisition of its shares in the stock Exchange, at market prices, for holding in treasury, cancellation or subsequent sale - including as a result of a potential exercise of stock options by beneficiaries of stock option plans approved by the Company or that may come to be approved.

Lastly, we inform that the Board of Directors has approved, also on this date, a proposal for the reduction of the Company's capital stock in the value of R\$ 100,000,000.00 (one hundred million reais) ("**Capital Reduction**"), pursuant to article 173 of Law N. 6,404/76, without reducing the number of shares, which will be submitted to the Company's shareholders in the general meeting to be held in October 4, 2018 ("**EGM**"), to be convened on September 19<sup>th</sup>, 2018.

If approved, the Capital Reduction will become effective in 60 (sixty) days after the publication of the EGM minute, pursuant to article 174 of Law N. 6.404/76, the date when the Company will inform its shareholders about the procedures, the exact amount to be paid in respect of each share, the date of the payment and the date after which the shares will be traded *ex redução*.

The minutes of the Board of Directors' meeting held on this date, with the Repurchase Program information outlined in its Annex I, are available at the websites of the Brazilian Securities Commission ([www.cvm.gov.br](http://www.cvm.gov.br)), B3 S.A. - Brasil, Bolsa, Balcão ([www.b3.com.br](http://www.b3.com.br)) and IMC (<http://ri.internationalmealcompany.com.br/>).

The Company reaffirms its commitment to keep its shareholders and the market duly informed, on the terms of the applicable laws and regulations.

São Paulo, September 17, 2018.

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

**José Agote**

Financial and Investor Relations Director