



INTERNATIONAL MEAL COMPANY

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

Publicly-Held Company

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

Company Registry (NIRE): 3530048875-0

### **NOTICE TO THE MARKET**

The **INTERNATIONAL MEAL COMPANY ALIMENTAÇÃO S.A.** (B3: MEAL3) ("**IMC**" or "**Company**") in compliance with Circular Office 113/2020/CVM/SEP/GEA-2, attached to this Notice to the Market, which requests further clarifications on a notice published by Valor Econômico newspaper under the title "*IMC, Restoque and Inbrands have tough conversation with creditors*", clarifies as follows.

The Company has closely followed the possible impacts that the restrictions established by the authorities due to the advance of the Covid-19 pandemic may have on its activities, as informed in the Notice to the Market and the Material Fact released on March 23, 2020.

Thus, always respecting the health and safety of all its employees and consumers, management has adopted a series of measures, in a diligent and preventive manner, with the objective of preserving the activities and maintaining the strength of the Company's economic-financial condition.

Accordingly, on March 27, 2019, the Company called the holders of its debentures of the 1st and 2nd issuances ("**Debentures**") prior to any determination, to meet in Meetings ("**OSMs**"), to approve the noncompliance with the "Financial Index" contained in the respective debenture indentures, throughout the years 2020 and 2021.

As informed in the respective Call Notice and Management Proposals of the OSMs, such proposals "*arise mainly from the impacts caused by the contagious disease COVID-19, characterized by the World Health Organization as a Coronavirus pandemic in its business, financial situation and operational results*".

Given the non-installation, due to insufficient presence quorums, on May 5, 2020, the IMC published a new Call Notice and Management Proposals for the OSMs, to be held on a second call on May 13, 2020.

This time, however, in order to encourage the approval of authorization for non-compliance and/or alteration of certain aspects of the "Financial Index", the Company proposed three possible alternatives for additional modifications to the debenture instruments, in order to promote an increase in remuneration and/or the payment of a bonus to debenture holders.

On May 13, 2020, the OSMs were duly installed, but had their works suspended so that "the Debenture Holders and the Issuer have time to evaluate the proposal to be dealt with in due time, in exchange for the eventual approval of the Agenda proposed by the Issuer", remaining agreed that the works would be resumed on May 27, 2020, as stated in the respective minutes of the OSMs, disclosed by the Company on that same date.

On May 23, 2020, in preparation for the resumption of the Ordinary Shareholders' Meeting and aiming at balancing its interests with those of the debenture holders, the Company re-submitted the Management Proposals, with the improvement of the proposals for the increase of the Debentures remuneration, again in

three possible alternatives, to be discussed and deliberated in the Ordinary Shareholders' Meeting to be resumed on May 27, 2020.

In this regard, we reiterate that all the Company's proposals for renegotiating the Debentures, as explained above and described in detail in Management's Proposals for the OSMs, were duly disclosed and submitted for discussion and resolution by the Bondholders at the respective OSMs, in a transparent and impartial way, as is common in processes of this nature and always in order to preserve the Company's best interest.

In light of the abovementioned, therefore, the Company understands that all relevant information regarding the possible renegotiation of certain terms and conditions of the debentures was widely and timely disclosed to the market, by the appropriate means and in accordance with the applicable legal and regulatory provisions.

Finally, the Company reaffirms its commitment to continue providing, in a timely and impartial manner, relevant and adequate information to its shareholders and to the market in general, under the terms of the applicable regulations, being certain that all documents mentioned in the paragraphs above (Material Fact, Notice to the Market, Call Notice, Management Proposals and Minutes of the Ordinary Shareholders' Meeting) are, since the dates mentioned, available for public consultation on the websites of CVM (<http://www.cvm.gov.br/>) and the Company (<http://ri.internationalmealcompany.com/>).

São Paulo, May 25, 2020.

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

Luis Felipe Silva Bresaola  
Investor Relations Officer