



INTERNATIONAL MEAL COMPANY ALIMENTAÇÃO S.A.
Publicly-Held Company with Authorized Capital (Category "A")
CVM Code No. 02357-4
CNPJ/MF No. 17.314.329/0001-20
NIRE 35300488750

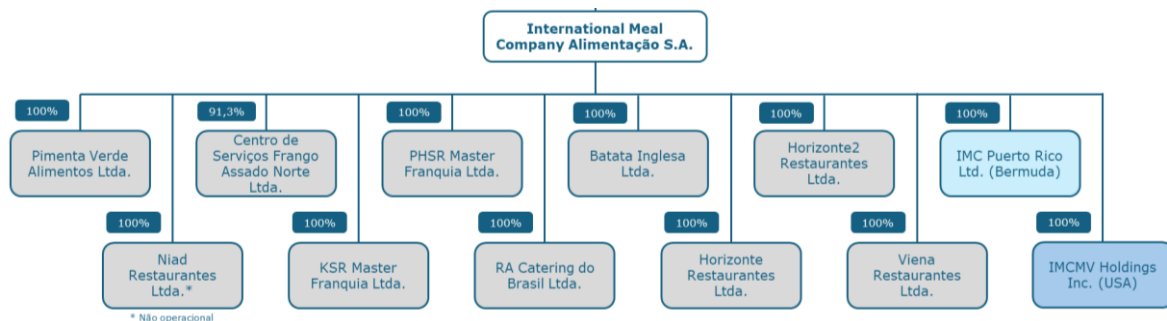
RELEVANT FACT

INTERNATIONAL MEAL COMPANY ALIMENTAÇÃO S.A. (B3: MEAL3), is a joint-stock company registered as a publicly-held company with the Securities and Exchange Commission in category "A", with headquarters in the City of São Paulo, State of São Paulo, at Avenida Doutora Ruth Cardoso, 4.777, 12th floor, set A, Jardim Universidade Pinheiros, CEP 05477-902 ("Company" or "IMC"), in compliance with the provisions of article 157, paragraph 4 of Law No. 6,404/76, of December 15, 1976, as amended ("Brazilian Corporation Law"), CVM Resolution No. 44, of August 23, 2021 and CVM Resolution No. 78, of March 29, 2022, following the relevant fact disclosed on March 26, 2025 and the notice to the market disclosed on April 9, 2025, informs its shareholders and the market in general that, on May 8, 2025, its Board of Directors approved (i) the terms and conditions of the corporate merger of KSR Master Franchise Ltda. ("KSR"), a company whose capital is wholly owned by the Company, pursuant to arts. 223 and 227 of the Corporation Law ("Merger"); and (ii) the call for the Company's Extraordinary General Meeting, to be held on May 30, 2025, at 2:00 p.m. ("EGM"), to resolve on the Merger in preparation for the closing of the transaction contemplated in the "*Share Purchase and Investment Agreement*", consisting of the formation of a corporate partnership between the Company and Kentucky Foods Chile Limitada within the scope of Horizonte Restaurantes S.A. (CNPJ/MF nº 58.891.504/0001-29) ("Horizonte"), with the goal of the operation of KFC Activities in Brazil ("Operation").

The corporate reorganization that the Company will implement comprises (i.a) the Merger, (i.b) the contribution, by the Company, to Horizonte's capital stock, of the assets currently held by KSR and that were transferred to the Company through the Merger, and others held by the Company on the date hereof ("Drop Down") and, also, (i.c) the segregation of KFC Activities (as defined below) of Pimenta Verde Alimentos Ltda. (CNPJ/MF No. 09.060.964/0001-08) ("Pimenta Verde"), a company whose capital is fully owned by the Company, to Horizonte ("Segregation KFC Activities"), with the goal of segregating to Horizonte the assets necessary for the development of KFC Activities (defined below) in preparation for the closing of the Transaction. The *Drop Down* and the Segregation KFC Activities will be timely deliberated and approved at a meeting of the Company's board of directors called for this purpose.

2. Companies involved in the operation and a brief description of the activities performed by them.

This is a Merger involving the Company and KSR, whose capital stock is wholly owned by the Company, according to the following corporate structure:



IMC is a company registered as an issuer of securities with the CVM in seniority "A", with shares traded on the Novo Mercado of B3 S.A. – Brasil, Bolsa, Balcão, whose corporate purpose is: (i) the development of activities related to the branches of restaurant, bar, snack bar, confectionery, rotisserie, steakhouse, ice cream parlor, cigar shop, fast food, coffee shop and the like, in own or third-party properties; (ii) storage, warehousing, supply of meal and beverages on board domestic and foreign aircraft, and the rendering of services of air transport aids, such as cleaning, cargo and unloading of aircraft; (iii) the trade, import and export of goods and food products in general, as well as articles from its branches of activity and others; (iv) the manipulation and industrialization of products related to meal, confectionery and bakery; (v) the exploitation of franchises; (vi) the sale of articles for smokers, bazaars, jewelry, precious stones, souvenirs, newspapers, books and magazines; (vii) the trade and import of electrical, electronic and mechanical machinery, vehicles and appliances intended for the hotel industry and the like; (viii) trade through duty-free shops; (ix) the wholesale trade of fish, fish and seafood; and (x) the participation in other companies as a partner, shareholder or quotaholder, in the country or offshore remittances (holding company).

KSR is a limited liability company whose corporate purpose is: (i) franchisor and/or master franchisee activity, licensing and/or sublicensing of brand and/or operating system, marketing technical assistance, know-how transfer, network management of franchised and/or subfranchised units; (ii) tenure of non-financial intangible assets; (iii) intermediation and agency activity of services and business dealings in general, except real estate; and (iv) training in professional development and management, among other activities ("KFC Activities").

2. Description and intention of the operation.

The transaction consists of the Merger of KSR by the Company, by means of the transfer of its entire fixed equity to the Company, as the quality of incorporator.

Considering that KSR is a company wholly owned by the Company and, therefore, the interest in KSR with all that it represents is included in the Company's capital stock, through equity, the Merger will not result in an increase in the capital stock, nor in the issuance of new shares of the Company.

KSR's fixed equity, evaluated based on its book value on March 31, 2025 ("Base Date"), is R\$20,729,823,72 (twenty million, seven hundred and twenty nine thousand, eight hundred and twenty three reais and seventy two cents), pursuant to the appraisal awards prepared by **Adler Consultoria & Contabilidade Ltda.**, a specialized company established in the City of São Paulo, State of São Paulo, at Rua Joaquim Nabuco, 47, Sala 131, Brooklin, CEP 04621-000, registered with the CNPJ/MF under No. 10.585.392/0001-51, registered with the Regional Accounting Council of the State of São Paulo under No. CRC 2SP031922/O-1, with **Mr. Alberto Aparecido Gomes Soares** as the accountant in charge, registered with the Regional Accounting Council of the State of São Paulo under CRC No. 1SP294994/O-6, bearer of Identity Card RG No. 14.130.133 SSP/MG, specifically for the purposes of the Merger ("Appraisal Report - Incorporation").

As a result of the Merger, KSR will be extinguished and succeeded by the Company in all its rights and obligations, pursuant to Article 227 of the Brazilian Corporation Law, and the shares issued by KSR will be cancelled and extinguished, pursuant to Article 226, paragraph 1, of the Brazilian Corporations Law, and there is no replacement of KSR shares by shares issued by the Company. The Merger will not entail any change in the shareholding structure, in the capital stock or in the Company's Bylaws.

The Merger will be submitted for approval by the EGM of KSR and the Company, both to be held on May 30, 2025.

3. Main benefits, costs and risks of the operation

The Merger aimed at transferring the assets and liabilities of KFC Activities to the Company in preparation for the closing of the Transaction. There are no relevant costs related to the Corporate Reorganization. There are no risk factors arising from the Corporate Reorganization.

4. Share replacement ratio

Considering that KSR is a company wholly owned by the Company, the Merger will not result in a capital increase, nor the issuance of new shares by the Company, and there is no substitute relationship applicable to the Merger.

5. Criterion for setting the replacement ratio

Not applicable.

6. Main assets and liabilities that will form each portion of the equity, in the event of a spin-off

Not applicable.

7. Calculation of the share substitution ratio, pursuant to article 264 of Law No. 6,404, of 1976

Within the scope of the Merger, there will be no change in the interests of the Company's shareholders, since KSR is wholly owned by the Company and, therefore, there is no need to speak of a share substitution relationship, and consequently there are no interests of minority shareholders to be protected, and the provisions of article 264 of the Corporation Law are inapplicable.

8. Applicability of the right to withdraw and amount of the refund

Considering that there are no minority shareholders in KSR, as it is currently wholly owned by the Company, there is no need to speak of dissent and exercise of the de jure of withdrawal of minority shareholders of KSR, as provided for in articles 136, IV, and 137 of the Corporation Law.

9. Approval of authorities

The Incorporation is not subject to the approval of government authorities.

The documents required for the resolution of the Merger at the EGM are available to shareholders at the Company's headquarters, and can also be consulted on the *websites* of the Brazilian Securities and Exchange Commission (CVM) (www.cvm.gov.br), B3 S.A. – Brasil, Bolsa, Balcão (www.b3.com.br) and the Company (<https://ri.internationalmealcompany.com/>).

Finally, the Company will keep its shareholders and the market in general informed about the developments of the matters hereof this Material Fact.

São Paulo, May 8, 2025.

INTERNATIONAL MEAL COMPANY ALIMENTAÇÃO S.A.
Natalia Lacava Investor Relations Officer