

# MTY Food Group Inc. enters into an agreement to acquire The Counter Custom Burgers and Built Custom Burgers

TSX Trading Symbol: "MTY"

MONTREAL, Nov. 14, 2017 /CNW Telbec/ - MTY Food Group Inc. ("MTY" or the "Company") (TSX: MTY) announced today that one of its wholly-owned subsidiaries has signed an agreement to acquire all of the limited liability company interests in CB Franchise Systems, LLC ("The Counter") ([www.TheCounter.com](http://www.TheCounter.com)), Built Franchise Systems, LLC ("Built") ([www.BuiltCustomBurgers.com](http://www.BuiltCustomBurgers.com)) and certain of their affiliates.

Stanley Ma, Chairman of the Board and Chief Executive Officer of MTY, said: "Since the acquisition of Kahala Brands in July 2016, MTY has been seeking potential additions to its strong portfolio of brands. The Counter and Built fit that perfectly, offering trendy hamburgers and other craveable foods to uncompromising customers, focusing on superior quality and spot-on execution, creating memorable experiences for its guests."

## Transaction and rationale

The Counter and Built networks currently combine for 41 franchised locations and 3 corporate-owned locations. Of those 44 restaurants, 34 are located in the United States, one is located in Canada and nine are located overseas. In the last 12 months, the combined networks generated over US\$81 million in system sales.

The acquisition of The Counter and Built represents another major milestone for MTY as it solidifies its presence in the United States and confirms MTY's appetite for good quality acquisition opportunities.

Following the closing of the transaction, the head office of The Counter and Built will be moved from its current location in Culver City, California to MTY's office in Scottsdale, Arizona.

## Conditions and regulatory approvals

The agreement is binding but remains subject to multiple closing conditions customary for a transaction of this nature.

## Financing

Total consideration for the transaction will be financed using MTY's cash on hand and existing credit facilities.

## Closing of the transaction

The closing of the transaction is expected to occur in December 2017. However, there is no assurance the transaction will be completed on such timeline, or at all.

## Non-IFRS Measures

This News Release makes reference to certain non-IFRS measures. These measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of the Company's results of operations from management's perspective. Accordingly, they should not be considered in isolation nor as a substitute for analysis of the Company's financial information reported under IFRS. The Company uses non-IFRS measures including "System Sales" to provide investors with supplemental measures of its operating performance and thus highlight trends in its core business that may not otherwise be apparent when relying solely on IFRS financial measures. The Company also believes that securities analysts, investors and other interested parties frequently use non-IFRS measures in the evaluation of issuers. The Company's management also uses non-IFRS measures in order to facilitate operating performance comparisons from period to period, to prepare annual operating budgets, and to determine components of management compensation.

"System Sales" represents the net sales received from restaurant guests at both corporate and franchise restaurants including take-out and delivery customer orders. System Sales includes sales from both established restaurants as well as new restaurants. Management believes System Sales provides meaningful information to investors regarding the size of MTY's restaurant network, the total market share of the Company's brands and the overall financial performance of its brands and restaurant owner base, which ultimately impacts MTY's consolidated financial performance.

## Forward looking information

Certain information in this News Release constitutes "forward-looking" information that involves known and unknown risks, uncertainties, future expectations and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. When used in this News Release, this information may include words such as "anticipate", "estimate", "may", "will", "expect", "believe", "plan" or variations of such words and phrases, or by the use of words or phrases which state that certain actions, events or results may, could, would, or might occur or be achieved. In particular, this News Release contains forward-looking information regarding: the completion of the acquisition, the potential closing date of the acquisition and the potential impact of the acquisition on the Company's future operations; opportunities, growth and United States expansion; the suitability of the acquisition by the Company; the effect of the acquisition on The Counter and Built stakeholders; the location of MTY's United States head office and where MTY's United States operations will be managed; the retention of The Counter's and Built's management team; the expected EBITDA, revenue, system sales and potential growth of the combined entity; potential future acquisition opportunities; and the continuing payment

of dividends by the Company. This forward-looking information reflects current expectations and assumptions regarding future events and operating performance and speaks only as of the date of this News Release. These assumptions include, but are not limited to: currency exchange rates used to derive Canadian dollar expectations; market acceptance of the acquisition; the satisfactory fulfilment of all of the conditions precedent to the acquisition; the receipt of all required approvals and consents including regulatory, TSX, shareholder and any other approvals; acceptable financing to complete the acquisition; future results of The Counter's and The Built business and operations meeting or exceeding historical results; the success of the integration of the operations and management team with the Company's operations and business; and market acceptance of potential future acquisitions by the Company. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information. Such risks and other factors may include, but are not limited to: currency exchange rates, general business, economic, competitive, political, capital market and social conditions and uncertainties; the intensity of competitive activity, and the resulting impact on our ability to attract customers' disposable income; our ability to secure advantageous locations and renew our existing leases at sustainable rates; the arrival of foreign concepts; our ability to attract new franchisees; changes in customer tastes, demographic trends and in the attractiveness of our concepts, traffic patterns, occupancy cost and occupancy level of malls and office towers; the level of consumer confidence and spending and the demand for, and prices of, our products; our ability to implement our strategies and plans in order to produce the expected benefits; events affecting the ability of third-party suppliers to provide to us essential products and services; labour availability and cost or the loss of key individuals; stock market volatility; operational constraints and the event of the occurrence of epidemics, pandemics and other health risks; delay or failure to receive board or regulatory approvals; changes in legislation affecting the Company. Expected EBITDA, revenue, system sales and growth could vary due to fluctuations in currency exchange rates.

A description of additional assumptions used to develop such forward-looking information and a description of additional risk factors that may cause actual results to differ materially from forward-looking information can be found in the disclosure documents on the SEDAR website at [www.sedar.com](http://www.sedar.com). Readers are further cautioned not to place undue reliance on forward-looking information as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Forward-looking information contained in this News Release is expressly qualified by this cautionary statement. Except as required by law, the Company assumes no obligation to update or revise forward-looking information to reflect new events or circumstances. Financial outlooks contained in this News Release were approved by management of the Company on November 14, 2017. The purpose of this information is to provide a potential financial outlook of the combined entity and this information may not be appropriate for other purposes. Additional information is available in the Company's Management Discussion and Analysis, which can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

**On Behalf of the Board of Directors of  
MTY Food Group Inc.**

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Stanley Ma, Chairman, President & CEO

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