

Combination of MTY Food Group Inc. and Invescor Restaurant Group Inc.

Creation of a Leading North American Diversified Restaurant Franchisor

December 12, 2017

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A MULTI-FLAVOURED PORTFOLIO OF FRANCHISES!

This presentation may contain written and oral statements that constitute forward-looking statements. These forward-looking statements may involve, but are not limited to, comments with respect to our business or financial objectives, our strategies or future actions, our targets, expectations for our financial condition or our outlook for our operations and future earn-out and additional equity interest obligations.

Forward looking statements are not guarantees of future results, performance, achievements or developments and actual results, performance, achievements or developments may differ materially from those in the forward-looking statements as a result of various factors, including downturns in general economic conditions, consolidation and globalisation of the industry, the highly competitive nature of the quick service restaurant industry, the greater resources available to much larger global players, low entry barriers for new competitors, our ability to successfully integrate our acquired and to-be-acquired businesses and the retention of key management personnel. Assumptions relating to the foregoing involve judgments and risks, all of which are difficult or impossible to predict accurately and many of which are beyond our control.

Although we believe that the expectations reflected in the forward-looking statements are reasonable based on information currently available to us, we cannot assure that the expectations will prove to have been correct. Accordingly you should not place undue reliance on forward-looking statements. In particular, forward-looking statements do not reflect the potential impact of any merger or acquisitions or other business combinations or divestitures that may be announced or completed after such statements are made. Reference should be made to the most recent annual Management's Discussion and Analysis for an in-depth description of major risk factors.

Unless otherwise indicated, the financial information presented below, including tabular amounts, is expressed in Canadian dollars and prepared in accordance with International Financial Reporting Standards ("IFRS"). MTY uses earnings before interest, taxes, depreciation and amortization ("EBITDA"), because this measure enables management to assess the Company's operational performance. The Company also discloses same-store sales growth, which are defined as comparative sales generated by stores that have been open for at least thirteen months or that have been acquired more than thirteen months ago, and system sales, which represents the total net sales of the franchised and corporate restaurants of its network.

These measures are widely accepted financial indicators but are not a measurement determined in accordance with GAAP and may not be comparable to those presented by other companies. These non-GAAP measures are intended to provide additional information about the performance of MTY, and should not be considered in isolation or as a substitute for measure of performance prepared in accordance with GAAP.

The Company uses these measures to evaluate the performance of the business as they reflect its ongoing operations. Management believe that certain investors and analysts use EBITDA to measure a company's ability to meet payment obligations or as a common measurement to value companies in the industry. Similarly, system sales and same-store sales growth provides additional information to investors about the performance of the network that is not available under GAAP. These measures are components in the determination of short-term incentive compensation for some employees.

This presentation should be read in conjunction with the Company's financial statements and the notes thereto and the Management Discussion and Analysis (MD&A).

This presentation does not constitute an offering or solicitation of interest with respect to securities in any jurisdiction.

1. Transaction Rationale

2. Transaction Details

3. Conclusion



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Leading Restaurant Franchisor



*im*vescor



Pro Forma

of Locations⁽¹⁾

5,531

262

>5,700

of Franchised Locations⁽¹⁾

5,454

255

>5,700

of Brands/Concepts⁽¹⁾

70

5

75

LTM System Sales⁽²⁾

~\$2.5 B

~\$416 M

~\$2.9 B



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Combination of two highly scalable portfolios of brands and complementary know-how will accelerate growth opportunities in North America

(1) As per most recent quarterly filings; adjusted for recent MTY's acquisition.

(2) Normalized for the recent acquisitions for MTY, and acquisition of Ben & Florentine for Imvescor.

Leading Brands in their Segments and Markets



**BÂTON
ROUGE**



Ben & Florentine
DÉJEUNER • DÎNER

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Successfully Implemented Value-Creating Initiatives

- Rejuvenated and well-known brands
- Optimized menu and increased quality of food
- Focused on “right experience”, at “right price”
- Restaurant rejuvenation plan that has already yielded positive results
- Enhanced and leveraged its shared service model to benefit both corporate and franchisees profitability

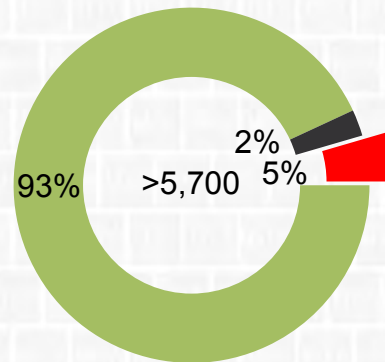
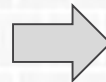
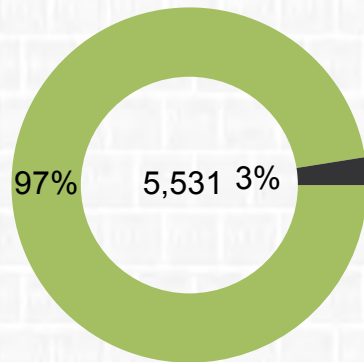
Strategically aligned business models: both asset-light franchisors focused on developing strong brands, acquiring fast-growing chains and delivering solid financial performance

Enhanced Business Diversification

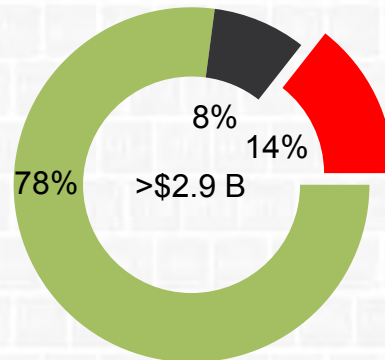
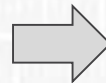
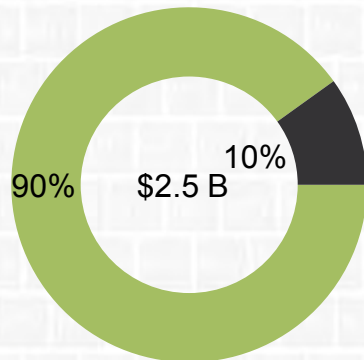


Pro Forma

of Locations



System Sales



- More than doubles exposure to the family/casual restaurant market segment
 - 7% of locations vs 3% pre acquisition
 - 22% of System Sales vs 10% pre acquisition
- Exposure to different market drivers
 - Reduces mall exposure
 - Focus on suburbs/regions vs urban
 - Family-oriented vs individual
 - Sit-down, full service vs food court, QSR
 - Stable price point, higher average ticket
- Greater penetration of the fast growing breakfast segment (*Ben & Florentine*)
- Gains in retail market in Quebec
 - *Mikes* frozen pizza (10% market share), *Bâton Rouge* ribs (#1), and *Mikes* rosé pasta sauce (#1)
 - Will leverage Invescor's in-house expertise in retail market for MTY brands

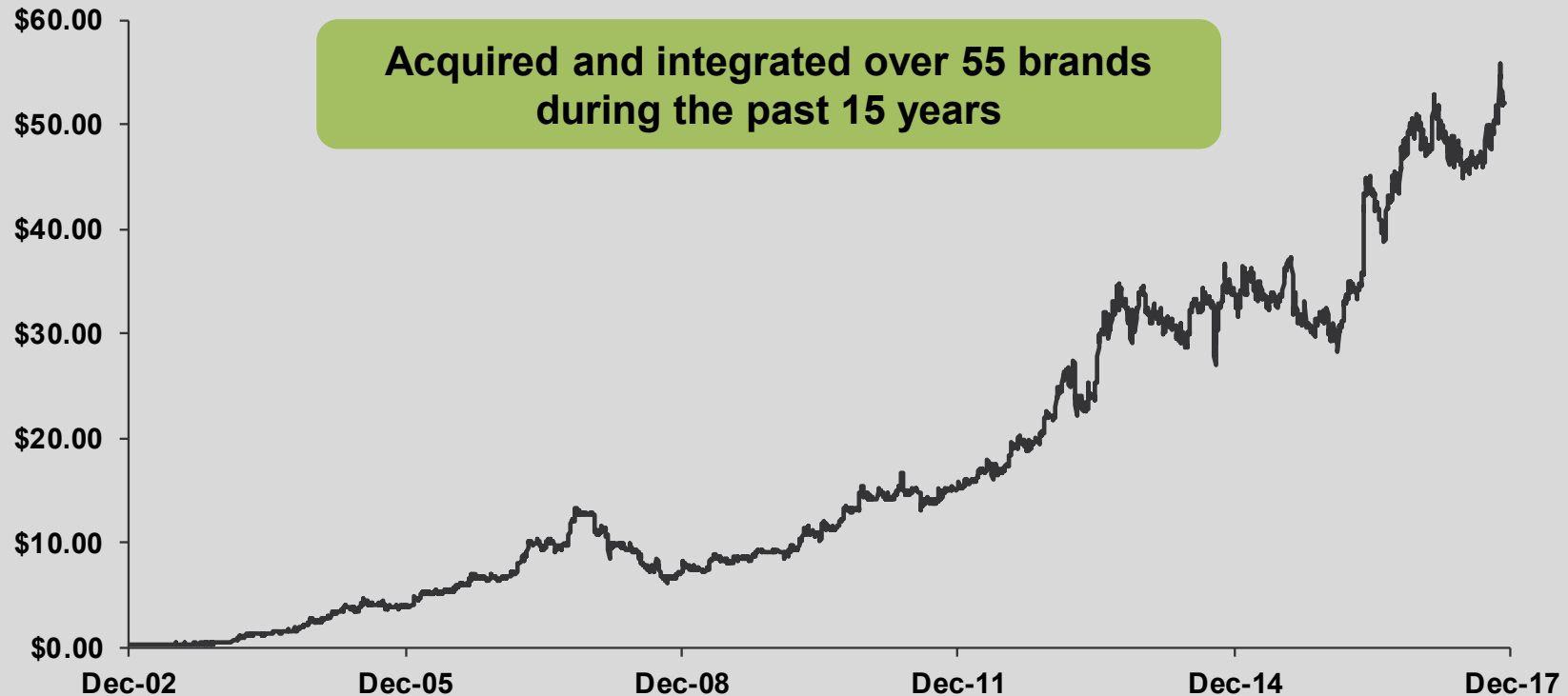
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Increased footprint in the family and casual dining segment to diversify MTY's operations and gain exposure to attractive new demographics and market dynamics

Legend: ■ MTY Quick Service Restaurants ■ MTY Family/ Casual Restaurants ■ Invescor Family/ Casual Restaurants

MTY's Share Price Performance

Share Price (C\$)



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MTY has a proven track record of value creation for its shareholders; its share price has grown at a 41% CAGR since December 2002

Significant Synergy Potential

- Transaction to generate significant synergies
 - Mostly from shared services, public costs savings and increased purchasing power
 - Expected to be realized within the first full year post closing
 - Potential for additional top-line synergies; not included in the initial synergies estimate

Cost Synergies

Costs synergies from combining shared services

Public company costs savings

Potential for Additional Top-Line Synergies

Strong potential for MTY and Imvescor brands in the growing retail market

Expanding customer reach and servicing new markets

Purchasing synergies by grouping and renegotiating agreements

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Significant annual run-rate synergies expected



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Transaction / Consideration

- Acquisition of 100% of Invescor's shares for equity consideration of \$248 million
- Implied EV / LTM EBITDA multiples⁽¹⁾ of 13.2x and 10.6x adjusted for synergies
- Shareholders to receive \$4.10 for each IRG share: (i) \$0.8259 in cash and (ii) 0.0626 of a MTY share (to be issued based on a reference price of \$52.26 per MTY share)
- Represents a 13.3% premium to the 10-day non-affected VWAP⁽²⁾

Financing

- \$50 million cash component to be paid with MTY's existing bank facilities available
- 3.8 million new MTY shares to be issued at closing
- Share component to provide Invescor shareholders with exposure to future upside created by the realization of the synergies and growth perspectives of combined operations
- MTY's balance sheet flexibility preserved and pro forma leverage at 2.1x – 2.2x

Approvals, Timing and Others

- Transaction unanimously approved by board of directors of both Invescor and MTY
- Subject to the approval of 66 2/3% of votes cast by IRG shareholders at a special meeting
- Shareholders representing 18% of the votes signed support and voting agreements
- Termination fee of \$8 million is also payable to MTY in certain circumstances
- Regulatory approvals also required; Transaction expected to close in H1-2018
- One (1) Invescor director will be nominated to MTY's board of directors

MTY
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Transaction unanimously approved by both Invescor and MTY boards of directors and supported by select Invescor shareholders

(1) Based on Invescor's operating EBITDA, pro forma the sale of Commensal and normalized for the acquisition of Ben & Florentine; as at LTM financials dated July 30, 2017.

(2) 10-day VWAP a of October 26, 2017 (day prior to IRG's issuance of a press release regarding its receipt of a non-binding indication of interest from a third party); as per Bloomberg.

Benefits to Invescor Shareholders

- ✓ Immediate value from \$50 million in cash
- ✓ Opportunity to participate in future upside
- ✓ Tax free rollover in a more liquid investment vehicle
- ✓ More stable and diversified exposure to the restaurant sector



Special meeting of Invescor shareholders
expected to be held in February 2018



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Compelling Business Combination

- ✓ Creation of a leading North American diversified restaurant franchisor
- ✓ Highly complementary acquisition that provides further business diversification
- ✓ MTY's established value creation track record with past acquisitions
- ✓ Significant expected synergies
- ✓ Immediately accretive to EBITDA and free cash flow per share
- ✓ Preserved flexibility of the balance sheet to pursue other growth opportunities



Strategic merits of the Transaction providing positive outlook for the combined business

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A MULTI-FLAVORED PORTFOLIO OF FRANCHISES!

MTY Group first made its mark in the quick service industry by opening its first restaurant in Montreal in 1983. In over thirty years, MTY Group has grown to become the market leader in the quick service industry and now franchises over 50 different quick service concepts with more than 5500 locations. Excellence, Devotion and Innovation are the key values that drive the success of MTY Group. Our dedicated and experienced team offers you all the expertise, knowledge and support you need to become a successful franchise owner.

