



VALUE CREATION
THROUGH JULY 17, 2023
SUSTAINABLE GROWTH

**INVESTOR
PRESENTATION**

FORWARD-LOOKING STATEMENTS

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 ("MD&A") for an in-depth description of major risk factors.

Non-GAAP Measures, Non-GAAP Ratios and Supplementary Financial Measures



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 non-GAAP ("generally accepted accounting principles") measures, non-GAAP ratios and supplementary financial measures as described below.

The Company believes that non-GAAP measures, non-GAAP ratios and supplemental financial measures are useful because they are consistent with the indicators management uses internally to measure the Company's performance, to prepare operating budgets and to determine components of executive compensation. 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 indicators are intended to provide additional information about the performance of MTY, and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP. Management believes that certain investors and analysts use some of these indicators to measure a company's ability to meet payment obligations or as a common measurement to value companies in the industry.

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

NON-GAAP MEASURES

Adjusted EBITDA – Represents revenue less operating expenses plus share of net profit (loss) of a joint venture accounted for using the equity method

Normalized adjusted EBITDA – Represents revenue less operating expenses (excluding transaction costs related to acquisitions) plus share of net profit (loss) of a joint venture accounted for using the equity method

Free cash flows – Represents the net cash flows: provided by operating activities; used in additions to property, plant and equipment and intangible assets; and provided by proceeds on disposal of property, plant and equipment.

NON-GAAP RATIOS

Free cash flows per diluted share – Represents free cash flows divided by diluted shares

Normalized adjusted EBITDA as a % of revenue – Represents normalized adjusted EBITDA divided by revenue

Normalized adjusted EBITDA per share – Represents normalized adjusted EBITDA divided by shares outstanding

Debt-to-normalized adjusted EBITDA – Defined as current and long-term debt divided by Normalized adjusted EBITDA

SUPPLEMENTARY FINANCIAL MEASURES

System sales – Sales of all existing restaurants including those that have closed or have opened during the period, as well as the sales of new concepts acquired from the closing date of the transaction and forward

Digital sales – Sales made by customers through online ordering platforms

Adoption of IFRS 16, Leases

Effective December 1, 2019, the Company implemented IFRS 16, Leases, but has not restated comparatives for the 2019 reporting period, as permitted under the specific transitional provisions in the standard. Please refer to the section Changes in accounting policies in the 2020 fiscal year MD&A for further details.

AGENDA



INVESTMENT
THESIS



OVERVIEW OF
MTY GROUP



MARKET
OVERVIEW



STRATEGY AND
FUTURE GROWTH



FINANCIAL
TRENDS



Q2-2023
RESULTS



INVESTMENT THESIS



INVESTMENT THESIS



- Proven consolidator with disciplined acquisition strategy
- Track record of growth
- Strong cash flow generation ability
- Recurring revenue streams in the franchising segment
- Diversified portfolio of approximately 90 brands
- Knowledgeable and committed team
- Well positioned for more acquisitions

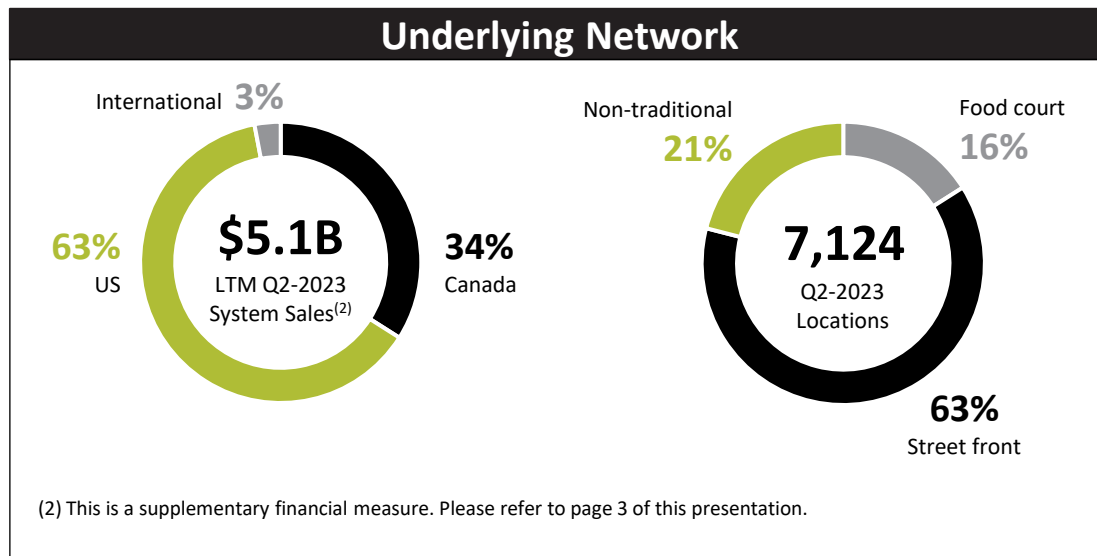
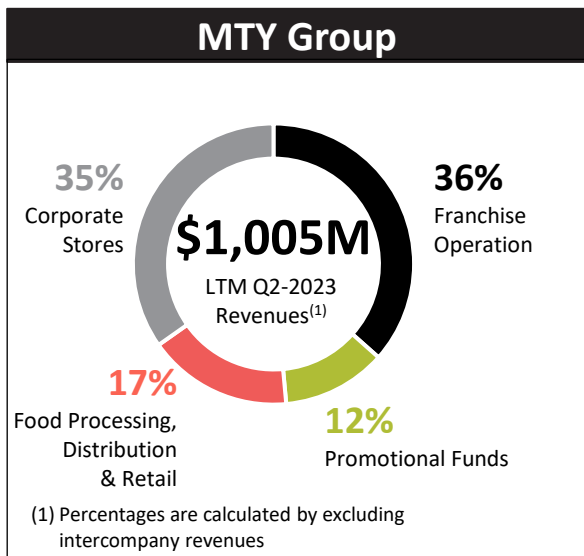


OVERVIEW OF MTY GROUP

MTY GROUP AT A GLANCE



Franchises and operates quick-service, fast-casual and casual dining restaurants ≈ 90 brands

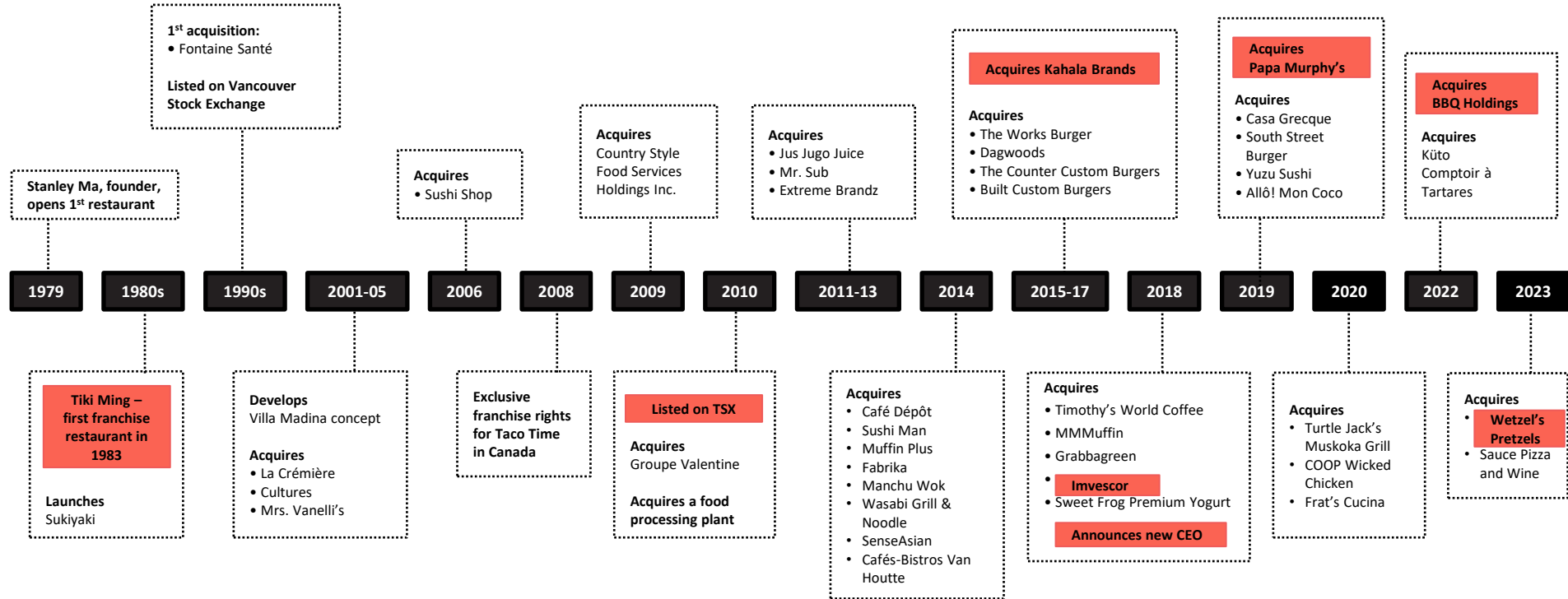


Ticker **MTY**

Market Cap. **\$1.6B**

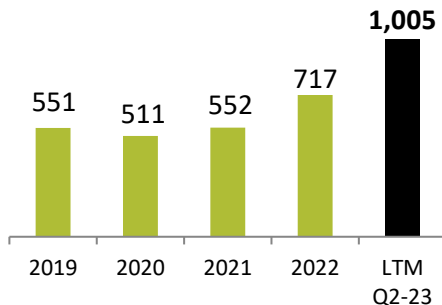
Brands **≈90**

MILESTONES IN ~40-YEAR HISTORY

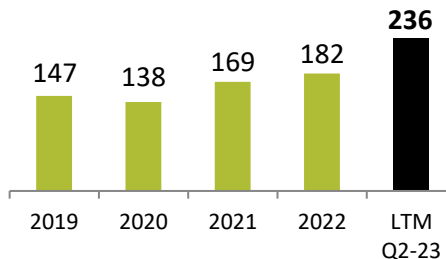


TRACK RECORD OF GROWTH^(1&2)

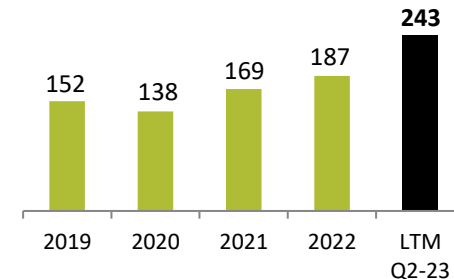
Revenues (M\$)



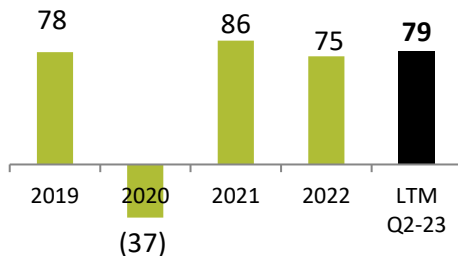
Adjusted EBITDA⁽³⁾ (M\$)



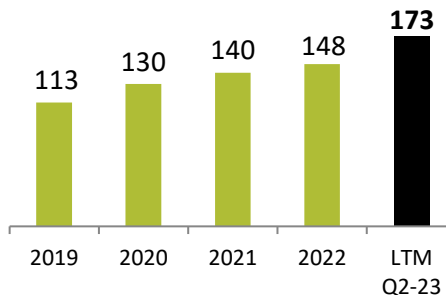
Normalized Adjusted EBITDA⁽³⁾



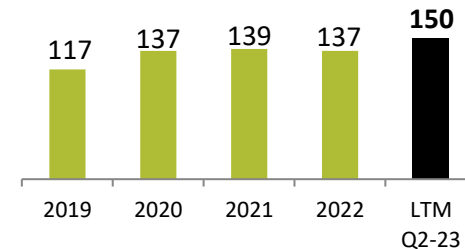
Net Income (loss) (M\$)



Operating Cash Flow⁽⁴⁾ (M\$)



FCF^(3&4) (M\$)



(1) 2019 figures have been restated to reflect the adoption of IFRS 15, Revenue from contracts with Customers.

(2) 2019 figures have not been restated for IFRS 16.

(3) This is a non-GAAP measure. Please refer to page 3 of this presentation.

(4) 2019-2022 amounts have been restated to reflect a reclassification between cash flows provided by operating activities and the effect of foreign exchange rate changes on cash.

INTERNATIONAL NETWORK IN 40 COUNTRIES

7,124 locations and \$5.1B in System Sales ⁽¹⁾ for LTM Q2-2023

Canada

2,531

\$1,767M

US

4,114

\$3,230M

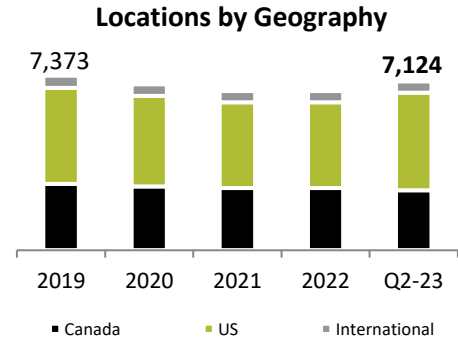
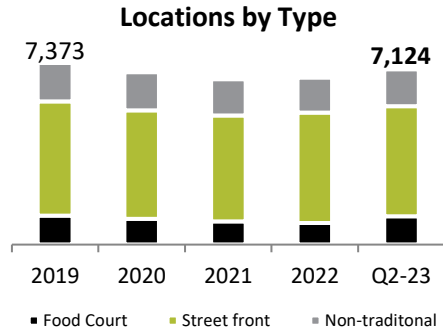
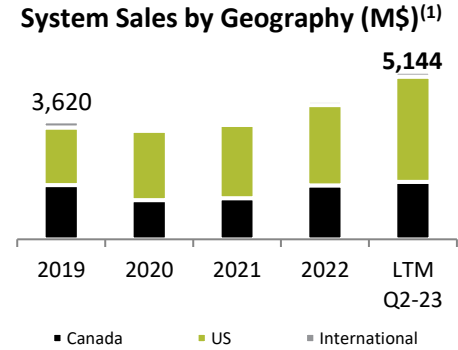
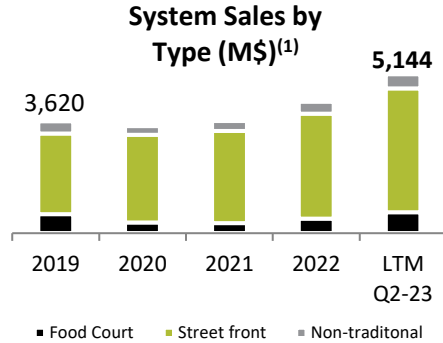
International

479

\$147M

(1) This is a supplementary financial measure. Please refer to page 3 of this presentation.

NETWORK EVOLUTION



(1) This is a supplementary financial measure. Please refer to page 3 of this presentation.

GROWING BY ACQUISITIONS

MTY has realized over 50 acquisitions since 1999

1999-2005

- Fontaine Santé/Veggirama
- La Crémère
- Croissant Plus
- Cultures
- Thai Express
- Mrs. Vanelli's
- TCBY – Canadian master franchise right

2006-2010

- Yogen Fruz – Canadian master franchise right
- Sushi Shop
- Koya Japan
- Sushi Shop – existing franchise locations
- Tutti Frutti
- Taco Time – Canadian master franchise rights
- Country Style Food Services Holdings Inc.
- Groupe Valentine inc.

2011-2015

- Jugo Juice
- Mr. Sub
- Koryo Korean BBQ
- Mr. Souvlaki
- SushiGo
- Extreme Pita
- PurBlendz
- Mucho Burrito
- ThaiZone
- Madisons
- Café Dépôt
- Muffin Plus
- Sushi-Man
- Fabrika
- Van Houtte Café Bistros – perpetual franchising license
- Manchu Wok
- Wasabi Grill & Noodle
- Sense Asian
- Big Smoke Burger

2016

Kahala Brands Ltd

Cold Stone Creamery, Blimpie, Taco Time, Surf City Squeeze, The Great Steak & Potato Company, NrGize Lifestyle Café, Samurai Sam's Teriyaki Grill, Frullati Café & Bakery, Rollerz, Johnnie's New York Pizzeria, Ranch One, America's Taco Shop, Cereality, Tasti D-Lite, Planet Smoothie, Maui Wowi and Pinkberry

BF Acquisition Holdings, LLC

- Baja Fresh Mexican Grill
- La Salsa Fresh Mexican Grill
- La Diperie

2017

- Steak Frites St-Paul
- Giorgio Ristorante
- The Works Gourmet Burger Bistro
- Houston Avenue Bar & Grill
- Industria Pizzeria & Bar
- Dagwoods Sandwiches and Salads
- The Counter Custom Burgers
- Built Custom Burgers

2018

Invescor Restaurant Group

- Baton Rouge, Pizza Delight, Scores, Toujours Mikes and Ben & Florentine
- Grabbagreen
 - Timothy's World Coffee
 - Mmmuffins

2019

Papa Murphy's

- Casa Grecque
- South Street Burger
- Yuzu Sushi
- Allô! Mon Coco

2020

- Turtle Jack's Muskoka Grill
- COOP Wicked Chicken
- Frat's Cucina

2022

- Kûto Comptoir à Tartares

BBQ Holdings

2023

Wetzel's Pretzels

- Sauce Pizza and Wine

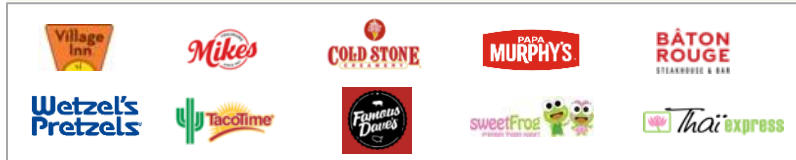
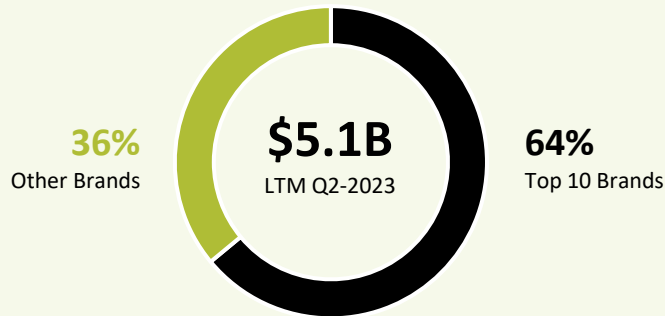
DIVERSIFIED PORTFOLIO OF APPROXIMATELY 90 BRANDS

Protects MTY from shifts in customer preferences

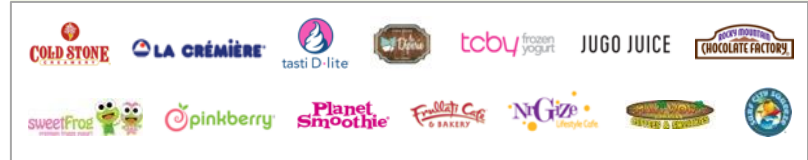
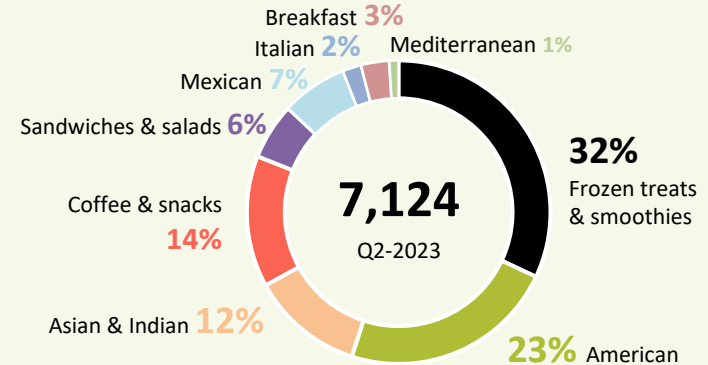


STRONG BRANDS MAKE UP A LARGE PART OF PORTFOLIO

Top 10 brands represent 64% of system sales⁽¹⁾



Frozen treats & smoothies represent 32% of locations



(1) This is a supplementary financial measure. Please refer to page 3 of this presentation.

STOCK PRICE PERFORMANCE SINCE LISTED ON TSX

As at July 11, 2023, management and the Board own 18% of shares



Source: Yahoo Finance. Transactions on the TSX only.

KNOWLEDGEABLE AND COMMITTED MANAGEMENT TEAM



Eric Lefebvre
Chief Executive Officer



Renée St-Onge
Chief Financial Officer



Jason Brading
COO Quick Service
Restaurants



Nick Rupp
COO Papa Murphy's
International



Marie-Line Beauchamp
COO Casual Dining
Restaurants



Marc Benzacar
COO Fast Casual
Restaurants



Jeff Smit
COO US Market



Al Hank
Co-COO BBQ Holdings



Vincent Montanelli
COO Wetzel's Pretzels



Adam Lehr
Co-COO BBQ Holdings



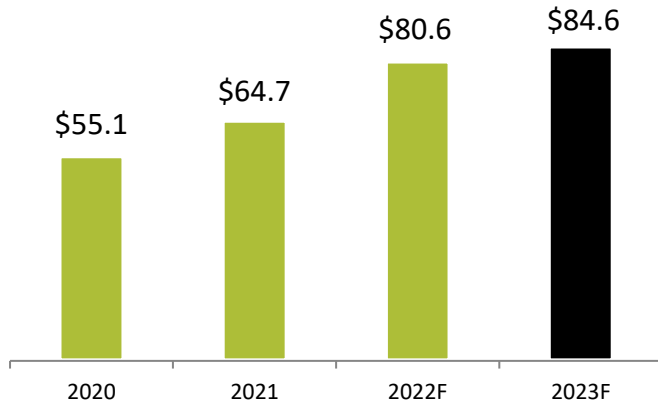
MARKET OVERVIEW



MARKET SIZE BY SALES

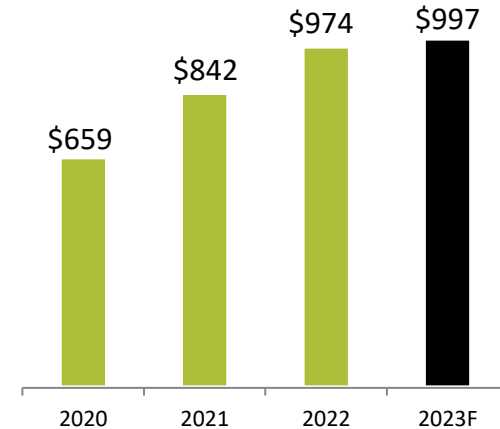
MTY has less than 1% market share in North America

Commercial Food service Sales in Canada
(in billions of CAD \$)



Source: Restaurants Canada, Foodservice Facts, 2022

Restaurant Industry Sales in the US
(in billions of US \$)

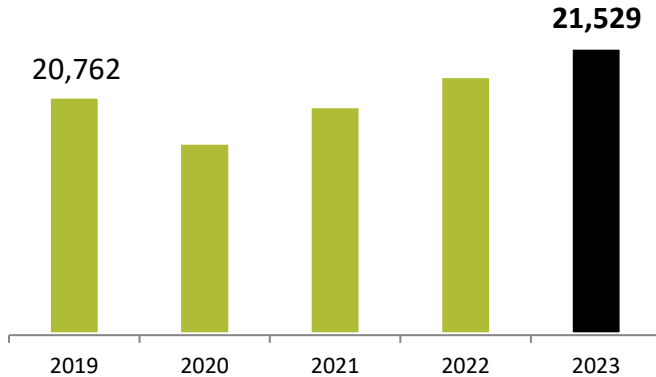


Source: 2020 <https://www.forbes.com/sites/aliciakelso/2021/01/26/the-us-restaurant-industry-finished-the-year-240-billion-below-pre-pandemic-sales-estimates/?sh=19a56ee44ebf>
Sources: 2021-2022 <https://restaurant.org/research-and-media/research/economists-notebook/economic-indicators/total-restaurant-industry-sales/>
2023F <https://restaurant.org/research-and-media/media/press-releases/2023-national-restaurant-association-state-of-the-industry-report-a-new-normal>

MARKET SIZE BY NUMBER OF RESTAURANTS

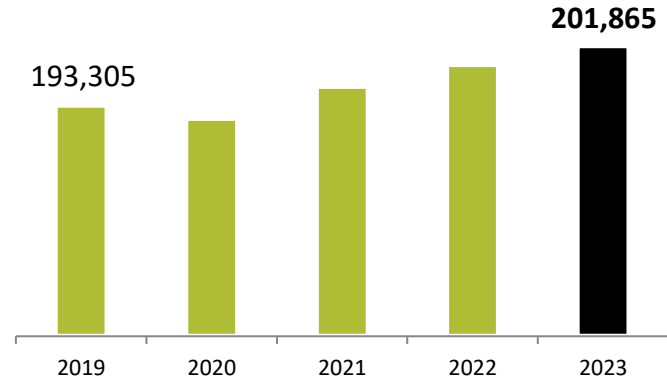
Number of restaurants constantly growing

Fast Food Restaurant Businesses (Canada)



Source: IBISWorld: <https://www.ibisworld.com/canada/number-of-businesses/fast-food-restaurants/1980/>

Fast Food Restaurant Businesses (US)

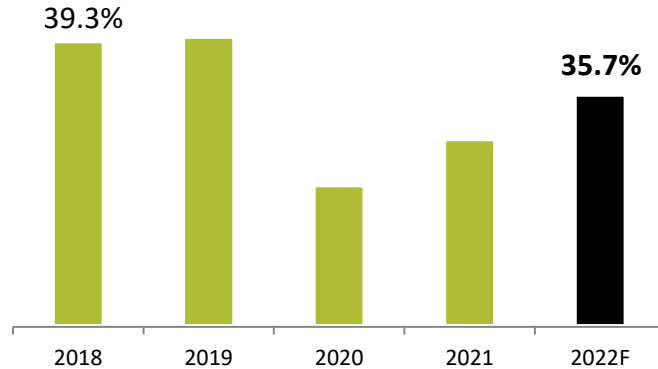


Source: IBISWorld: <https://www.ibisworld.com/industry-statistics/number-of-businesses/fast-food-restaurants-united-states/>

MARKET SIZE BY FOOD DOLLARS SPENT IN RESTAURANTS

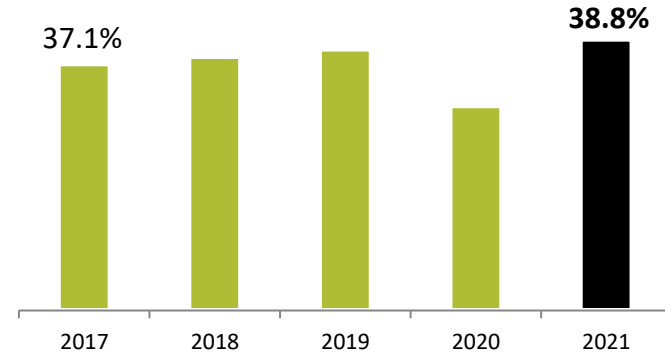
Proportion of food dollars spent in restaurants on the rise in Canada but still below that of the US

% Spent of food \$ (Canada)



Source: Restaurants Canada 2022 Foodservice Facts, Foodservice Share of the Total Food Dollar, 2018-2022

% Spent of food \$ (US)



Source: US Department of Agriculture, Food Expenditure Series, Food expenditures by outlet: <https://www.ers.usda.gov/data-products/food-expenditure-series/interactive-charts-food-expenditures/>

HIGHLY COMPETITIVE INDUSTRY WITH LOW BARRIERS TO ENTRY

MTY competes with a variety of players in each of its local markets



Restaurants



Convenience
food stores



Coffee shops



Take-out & delivery
operations



Supermarkets



Delicatessen



Street vendors



Competitive Factors

- Quality, variety and value perception of food products offered
- Quality of service
- Number of banners
- Restaurant location (proximity)
- Quality and speed of service
- Attractiveness of facilities
- Convenience (online ordering, delivery, etc.)
- Effectiveness of marketing
- New product development

MTY KEY SUCCESS FACTORS

MTY effectively responds to consumer needs



MTY Competitive Advantages

- Preparation often in front of customers enhances perception of freshness and quality
- Approximately 90 banners, often with multiple banners in one given location to capture customers' food dollars
- Decentralized approach to innovation provides a wide array of novelties
- Affordable meals usually around \$20
- Online ordering technology-driven consumers
- Dedicated team to develop and promote retail and production operations across Canada and US



STRATEGY & FUTURE GROWTH

GROWTH STRATEGY – INCREASING MARKET SHARE

LEVERAGING

our solid platforms to expand throughout North America

FOCUSING

on high quality of revenues that are recurring in nature

IMPROVING

MTY's digital presence via new applications, online functionalities and integration of our gift card and loyalty platforms



DEVELOPPING

our Canadian brands in the US

SEEKING

international Master franchise opportunities

UPGRADING

the image of our concepts and innovating with new menu offerings

GROWTH STRATEGY – ACQUISITIONS



REINFORCING

Canadian platform by regions

LEVERAGING

our US platform to integrate acquisitions

PROVIDING

additional depth and breadth in offering

PAYING FAIR PRICE

for good quality earning potential

ACCESSING

a wide range of target sizes and concept maturity

TRANSACTIONS

immediately accretive from an adjusted EBITDA⁽¹⁾ standpoint

(1) This is a non-GAAP measure. Please refer to page 3 of this presentation.



Strong reputation for paying a 'fair' price



Experienced integration team



Vendor's awareness of MTY's appetite



Increased capabilities given increased size of the organization

KEY ACQUISITION – BBQ HOLDINGS



- More than 300 casual and fast-casual dining restaurants
- Enhances US portfolio with addition of ten unique concepts
- Strong network of franchise partners and well-run corporate restaurants
- Highly proficient in running corporate-owned locations (1/3 under that business model)
- Best-in-class management team

RESTAURANT TYPE:	Casual and fast-casual dining
FLAGSHIP BANNERS:	Barrio Queen, Famous Dave's, Granite City, and Village Inn
GEOGRAPHIC REACH:	Located across 37 states in the U.S., Canada and United Arab Emirates
NUMBER OF LOCATIONS:	198 franchised restaurants and 103 corporate-owned for a total of 301
TERMS OF THE DEAL:	Total consideration of \$264.4 million
CLOSING DATE:	September 27, 2022
ACQUISITION OUTLOOK:	Expected to be immediately accretive to MTY's free cash flow per share



KEY ACQUISITION – WETZEL'S PRETZELS



- More than 360 quick-service restaurants
- Enables MTY to enter snack category
- Adds another iconic brand to US portfolio
- Steady customer traffic and efficiently run operations
- Delivered strong results for MTY during holiday season in December

RESTAURANT TYPE:	Quick service restaurant in snack category
FLAGSHIP BANNERS:	Wetzel's Pretzels and Twisted by Wetzel's
GEOGRAPHIC REACH:	Located across 25 states in the U.S., as well as in Canada and Panama
NUMBER OF LOCATIONS:	328 franchised restaurants and 38 corporate-owned for a total of 366
TERMS OF THE DEAL:	Cash consideration of approximately \$284.7 million
CLOSING DATE:	December 8, 2022
ACQUISITION OUTLOOK:	Expected to be immediately accretive to MTY's earnings, EBITDA and free cash flow per share



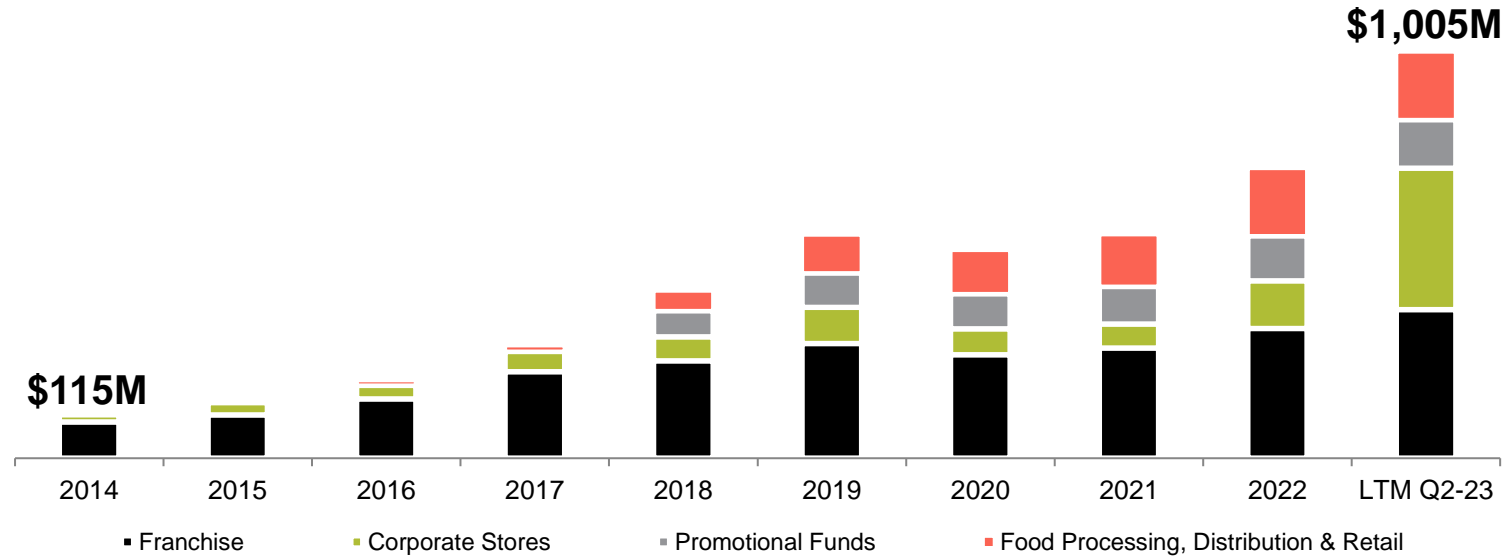


FINANCIAL TRENDS



DIVERSIFYING PRODUCT MIX

Consistent growth in revenue in our core franchising operations.
Corporate segment expanding footprint via recent acquisitions.



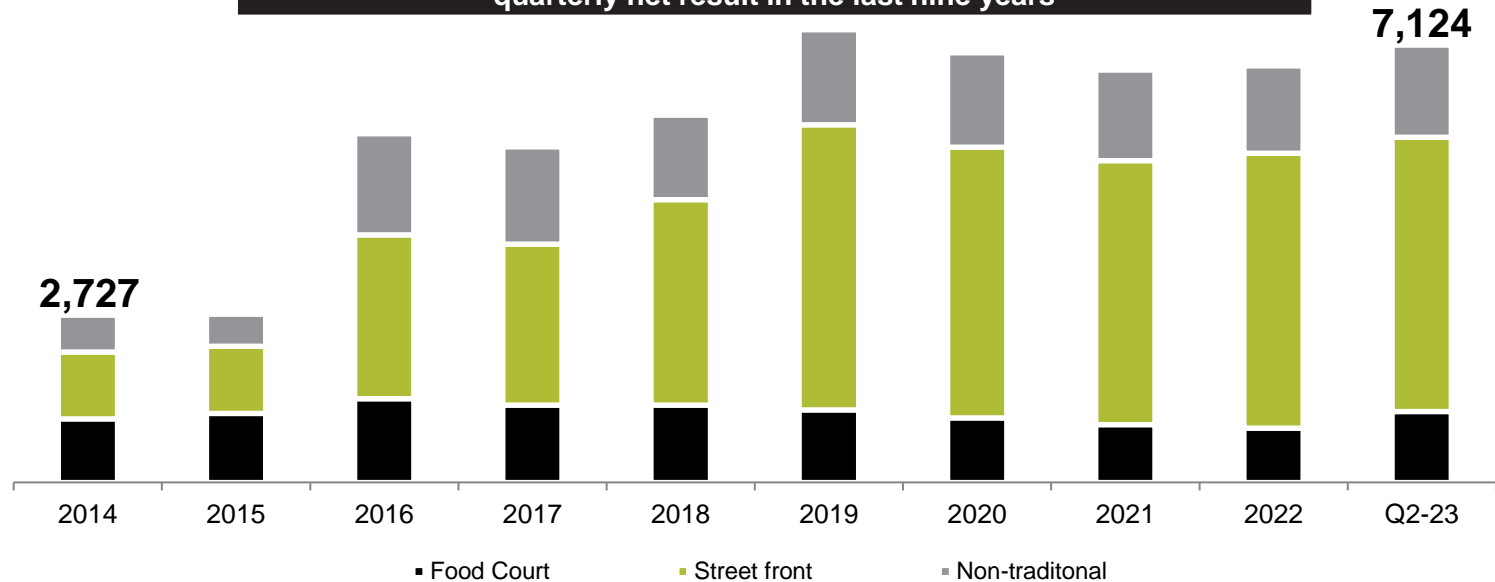
Note: Total revenues include interco.

* 2018 & 2019 figures have been restated to reflect the adoption of IFRS 15.

GROWING STREET FRONT & NON-TRADITIONAL LOCATIONS

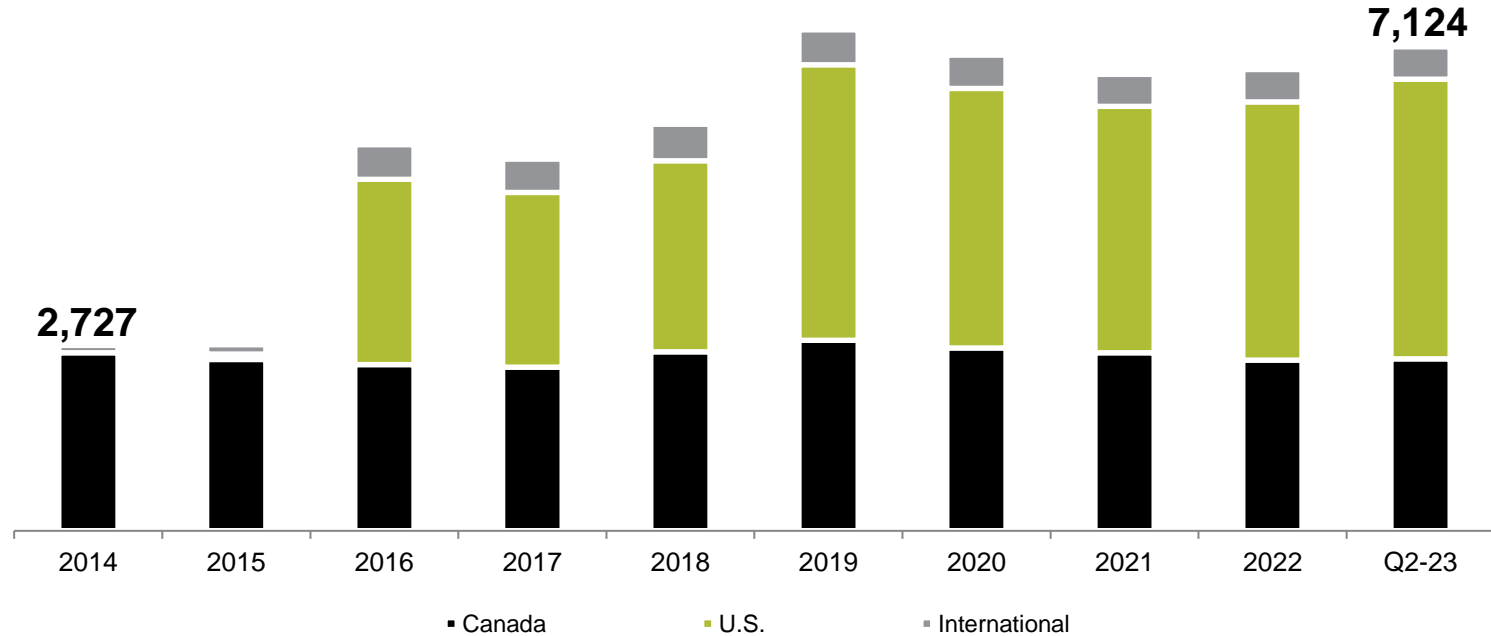
Malls & office towers not prone to grow, reflecting shopping center limited growth

In Q2-2023, with a net 4 restaurants closed, it represented the best quarterly net result in the last nine years



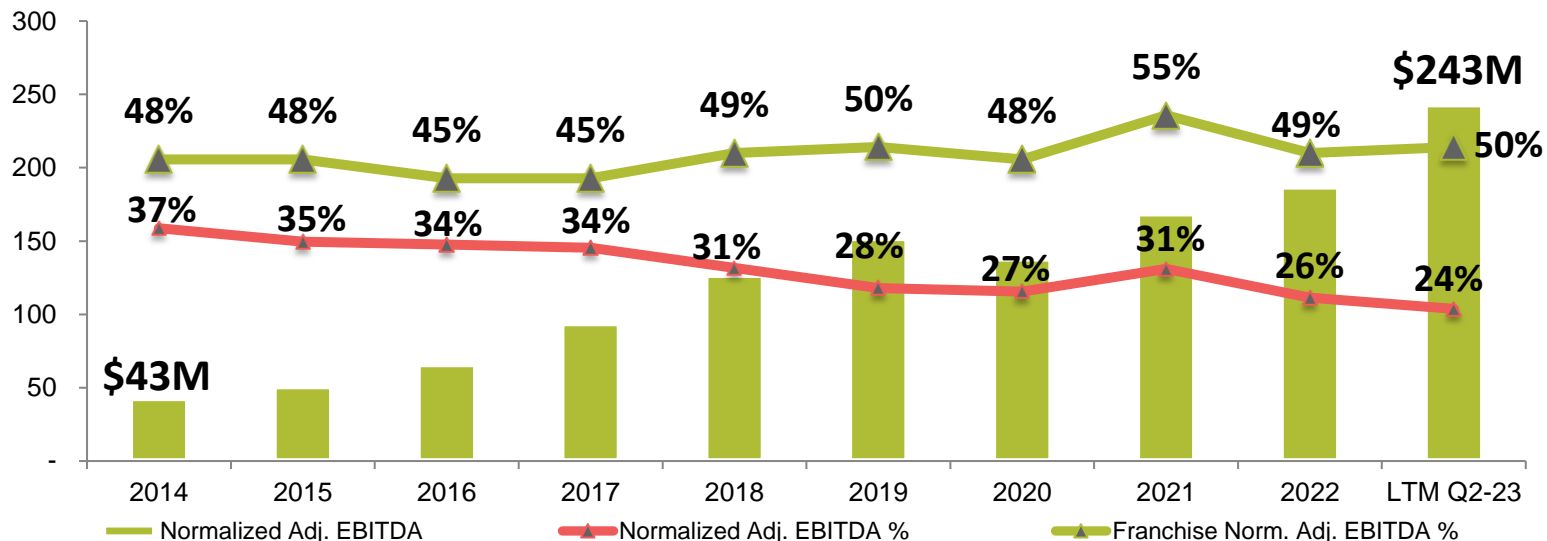
CONTINUING TO PENETRATE THE US MARKET

Close to 60% of our locations are in the US



GROWING NORMALIZED ADJUSTED EBITDA⁽¹⁾ CONSISTENTLY

Normalized Adjusted EBITDA as a % of Revenues⁽²⁾ is primarily driven by the franchising segment



(1) This is a non-GAAP measure. Please refer to page 3 of this presentation.

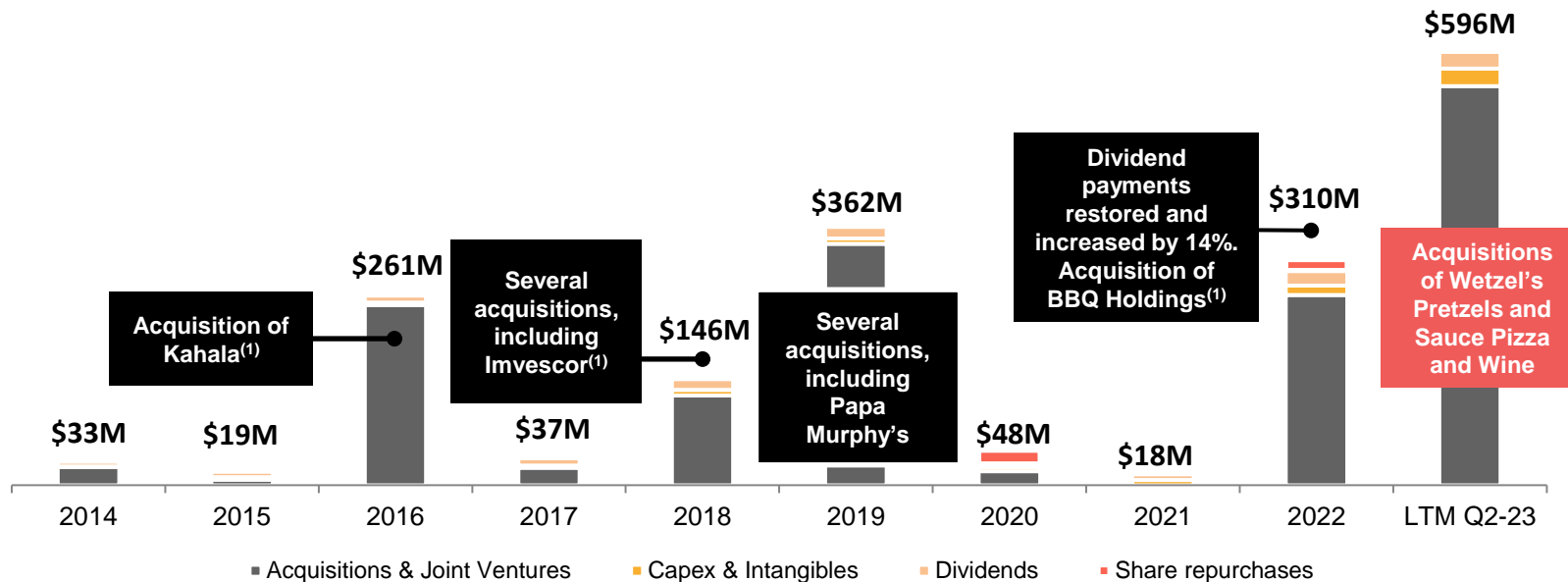
(2) This is a non-GAAP ratio. Please refer to page 3 of this presentation.

- Note: 2018 & 2019 figures have been restated to reflect the adoption of IFRS 15.

- Note: 2012-2019 figures have not been restated for IFRS 16.

DEPLOYING CAPITAL MAINLY FOR ACQUISITIONS

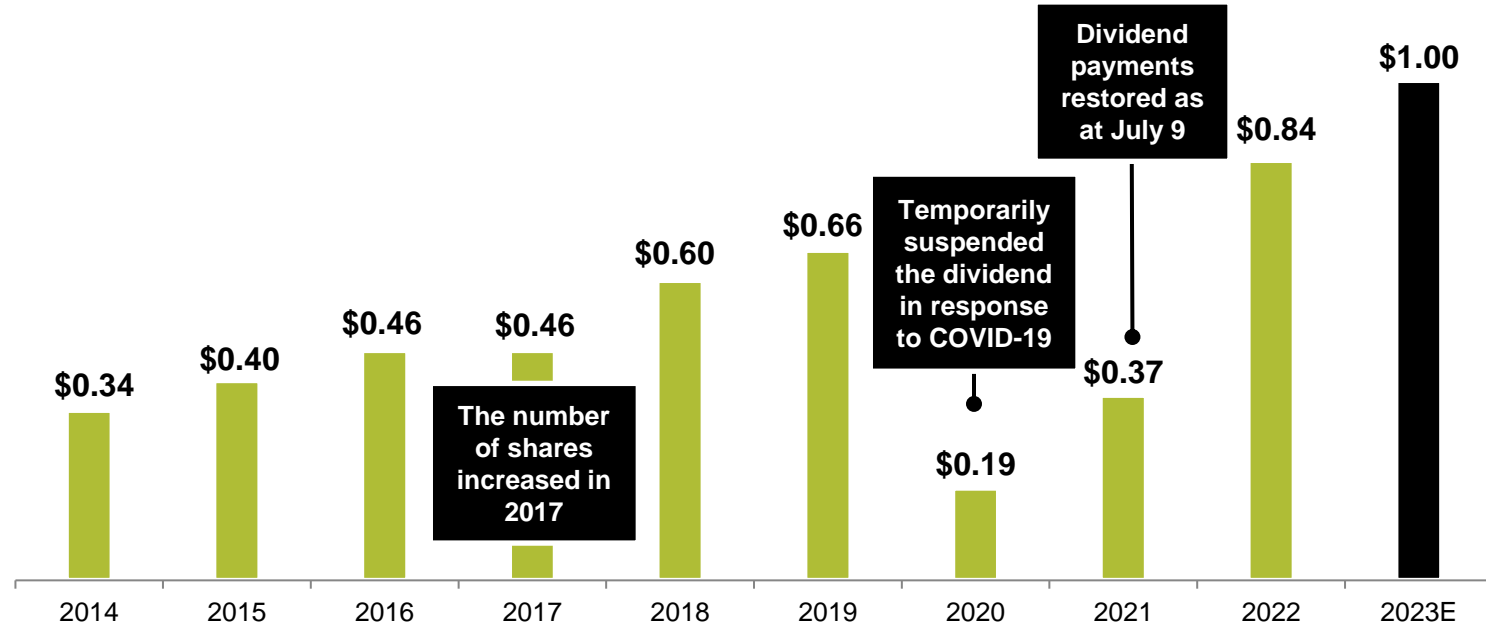
Not a capital intensive business



(1) Net cash outflow only.

INCREASING DIVIDENDS CONSISTENTLY

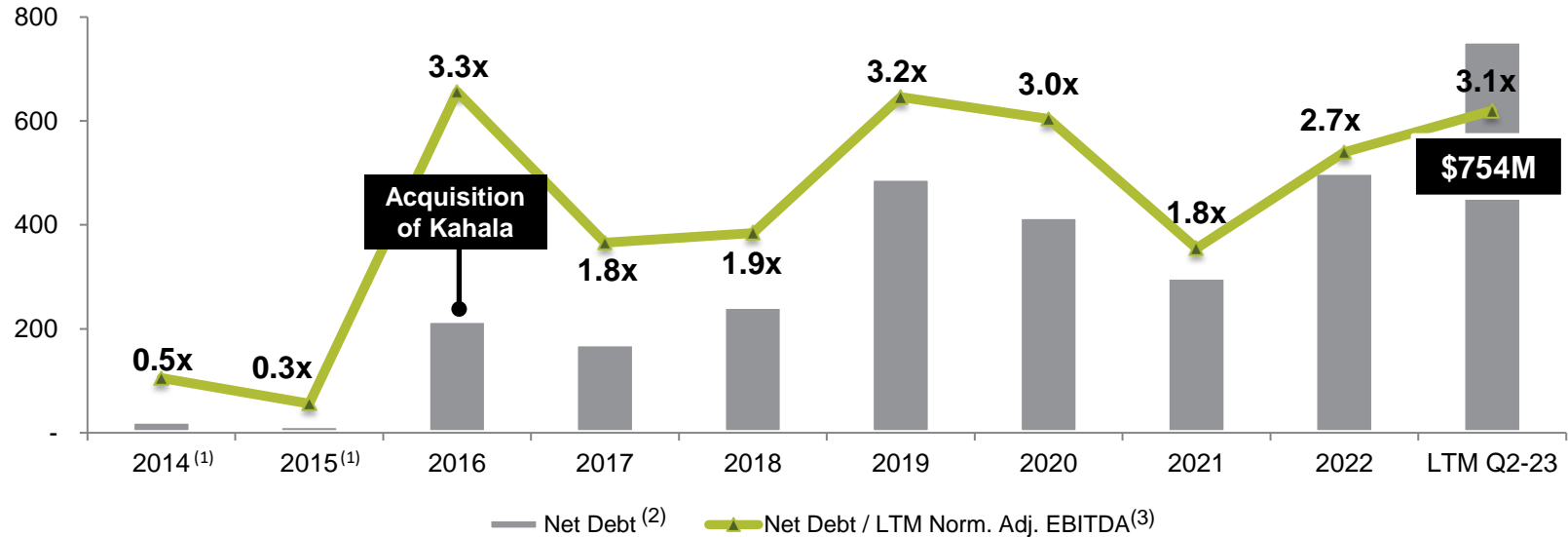
Dividend typically represents 15-20% of FCF⁽¹⁾



(1) FCF is a non-GAAP financial measure. Please refer to page 3 of this presentation.

OPTIMIZING FINANCING STRUCTURE

Maintaining a solid balance sheet



(1) On a total debt basis.

(2) Net debt represents total long-term debt net of cash

(3) This is a non-GAAP measure. Please refer to page 3 of this presentation





* 2018 & 2019 figures have been restated to reflect the adoption of IFRS 15



Q2-2023 RESULTS

TYPICAL SEASONALITY OF MTY RESULTS

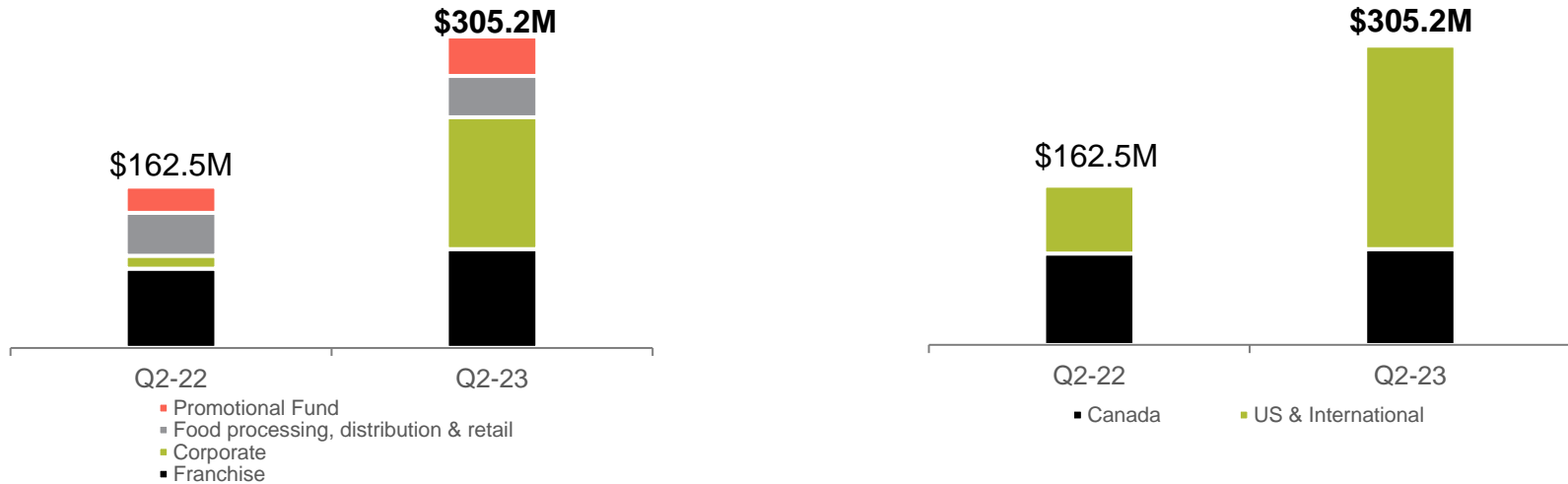
System sales⁽¹⁾ fluctuate with the seasons

	Q1 Dec-Jan-Feb Winter	Q2 March-Apr-May Spring	Q3 June-July-Aug Summer	Q4 Sept-Oct-Nov Fall
Sales for Frozen treats & smoothies	SOFT	STRONG	STRONGEST	SOFT
Sales for Papa Murphy's	STRONG	STRONG	SOFT	STRONGEST
Sales for Wetzel's	STRONGEST	SOFT	STRONG	SOFT
	<p>Food court sales are higher during December because of Holiday shopping</p> 		<p>Higher street front sales</p> <p>Higher sales from food courts</p> 	<p>Halloween is the biggest sales day for Papa Murphy's</p> 

(1) This is a supplementary financial measure. Please refer to page 3 of this presentation.

Q2-23 REVENUES INCREASE MAINLY DUE TO ACQUISITIONS

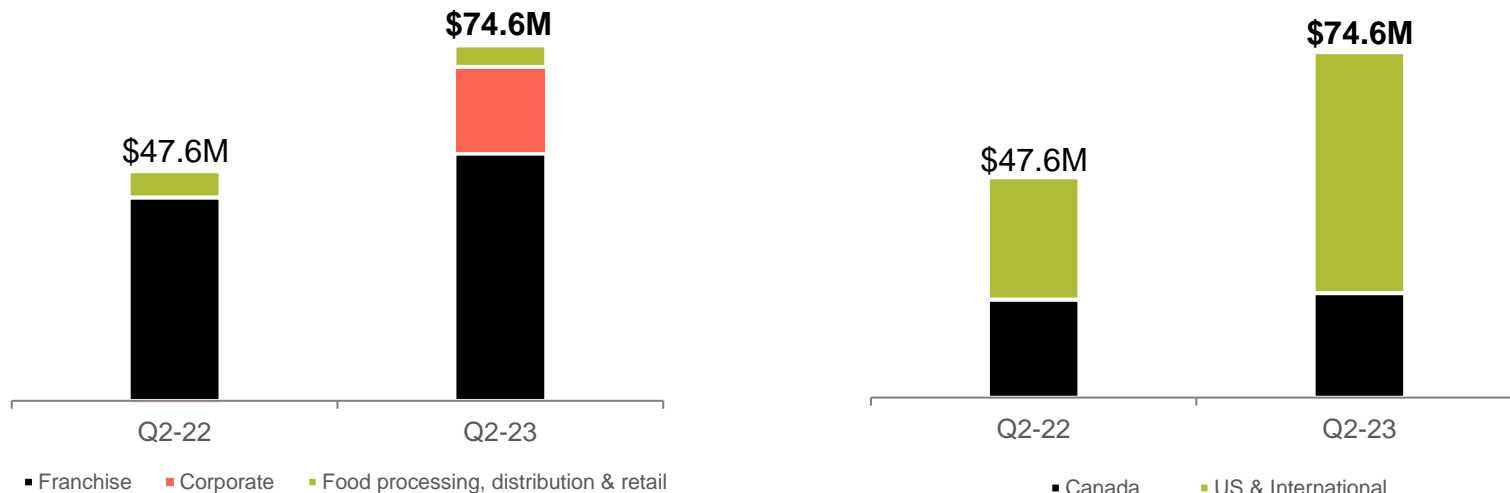
Acquisitions of BBQ Holdings, Wetzel's Pretzel and Sauce Pizza and Wine contributed to the increases in revenue for franchise operations and corporate restaurants in the US and International segment of 35% and 2,306%, respectively



Note: Revenues include interco.

Q2-23 NORMALIZED ADJUSTED EBITDA⁽¹⁾ INCREASED

Normalized adjusted EBITDA⁽¹⁾ increased 57% year-over-year in Q2-2023 on the strength of recent acquisitions in the US and higher customer traffic in Canada. Normalized adjusted EBITDA as a % of revenue⁽²⁾ was 24% in Q2-2023.

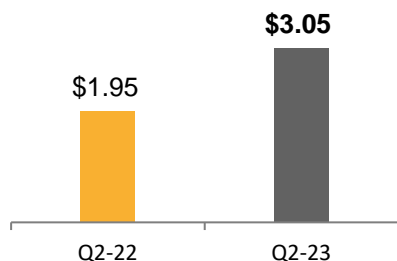


(1) This is a non-GAAP measure. Please refer to page 3 of this presentation.

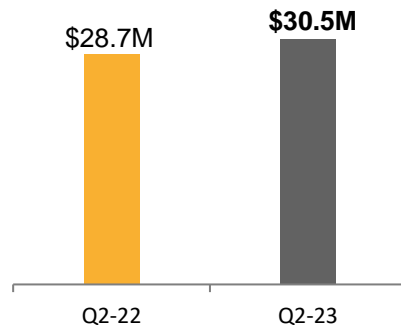
(2) This is a non-GAAP ratio. Please refer to page 3 of this presentation.

Q2-23 METRICS

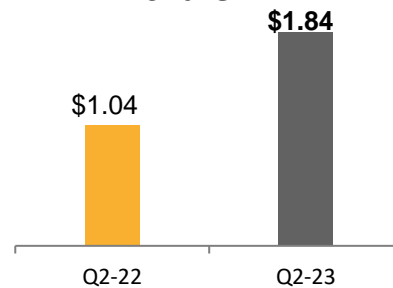
Normalized Adjusted EBITDA/share⁽¹⁾



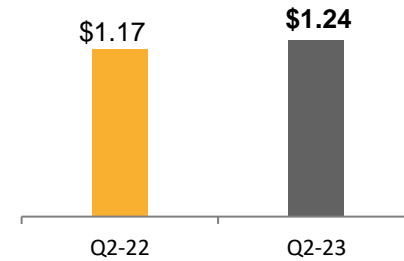
Net income



FCF⁽²⁾/ diluted share^(1,3)



Net income / diluted share



FCF/diluted share improved on higher normalized adjusted EBITDA and favourable working capital variation, partially offset by higher interest paid and increased CAPEX

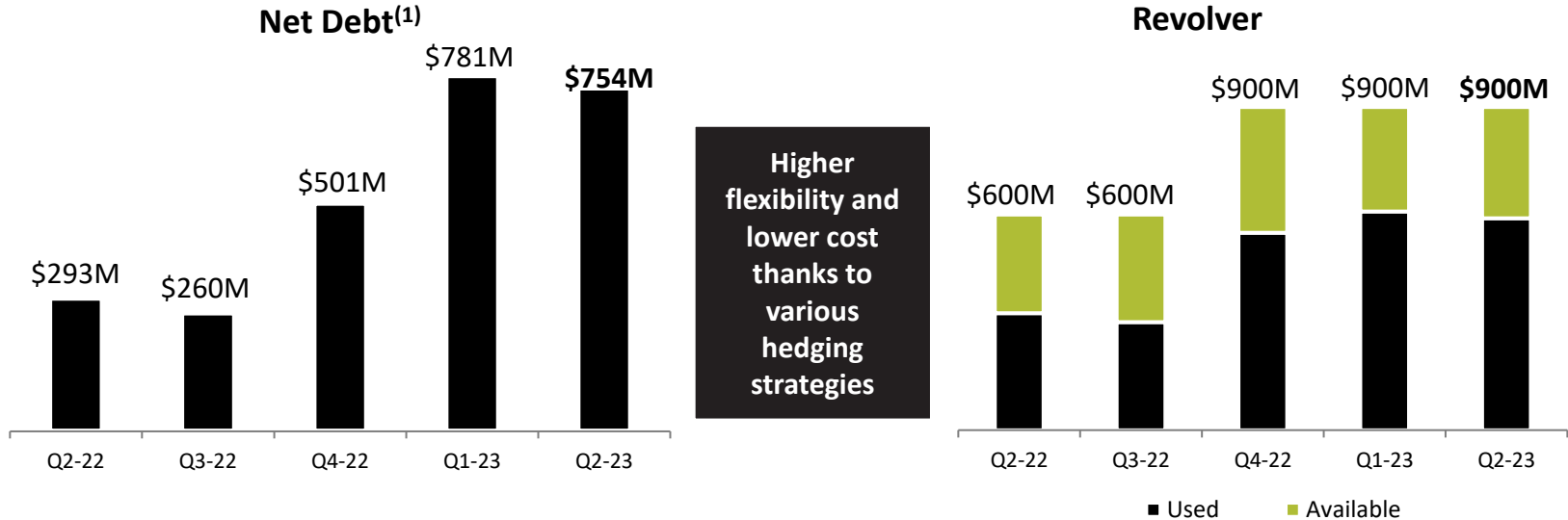
(1) This is a non-GAAP ratio. Please refer to page 3 of this presentation.

(2) This is a non-GAAP measure. Please refer to page 3 of this presentation.

(3) F2022 amounts have been restated to reflect a reclassification between cash flows provided by operating activities and the effect of foreign exchange rate changes on cash.

Q2-23 HEALTHY FINANCIAL POSITION

MTY has a healthy cash on hand balance of \$62.6M and \$98M available on its credit facilities



(1) Net debt represents total long-term debt net of cash

VALUATION CONUNDRUM

Bloomberg & Factset do not account for subleases which significantly overstates our valuation

Calculations based on Q2-23 data (in thousand except stock price)	Bloomberg / Factset	MTY
Stock price as at May 31, 2023	\$57.46	\$57.46
# shares	24,413	24,413
Market cap.	\$1,402,771	\$1,402,771
LTD	804,717	804,717
Current LTD	11,491	11,491
(less cash)	(62,596)	(62,596)
Net debt (excl. leases)	\$753,612	\$753,612
Lease liabilities	411,318	411,318
Current lease liabilities	114,986	114,986
Net debt (incl. leases)	\$1,279,916	\$1,279,916
Finance lease receivables	n/a	253,115
Current finance lease receivables	n/a	82,848
Total finance lease receivables	n/a	\$335,963
Net debt	\$1,279,916	\$943,953
Enterprise value	\$2,682,687	\$2,346,724
LTM Normalized Adjusted EBITDA	242,673	242,673
LTM FCF	149,892	149,892
EV / Normalized Adjusted EBITDA	11.1X	9.7X
EV / FCF	17.9X	15.7X



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