Annual Report & Financial Statements 2023

for the period ended 31 December 2023

COMPTOIR GROUP

COMPTOIR LIBANAIS | SHAWA LEBANESE GRILL | Yalla Yalla LEBANESE KITCHEN | Kenza

Enjoy a taste of our world

This is what I want to do; open a canteen that is accessible to everyone in terms of affordability & atmosphere, but most of all a place that will celebrate the warmth and tastes of both Middle Eastern & North African culture.

Tony Kitous
xxx

Did you know?

Comptoir Duke of York Square, Chelsea fed **138,000 guests** in 2023 – that is 1.5 times the capacity of Wembley Stadium.

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For the love of food
Our history

Founder Tony Kitous’ relationship with food began under his mum’s influence. The eldest of seven children, his mum – like many Arabic mothers of the time – would spend six hours a day in the kitchen. He still has strong memories of the fisherman who used to visit in his little truck and sell them fresh sardines, which his mother would either stuff or marinate.

It was a holiday to London when Tony was 18 that really fired his imagination and his passion to make something of himself. He probably didn’t realise at the time, but this ‘holiday’ was to last 27 years! He loved London and knew that this is where he wanted to live, but also knew that he'd need to work hard to survive. Living in a squat, he managed to find work in restaurants. But the 18 hour days didn’t feel like work as he was driven by his love of food and hospitality. It certainly paid off, by the age of 22 Tony had opened his first restaurant in Wigmore Street called Levant.

Ahlan Wa Sahlan: Welcome, Comptoir Libanais was born from my love of Middle Eastern & North African food & culture, I always enjoy sharing food: food that’s healthy, delicious and above all simple and colourful. I always had a dream to open a restaurant that welcomes everyone from all walks of life, just like we greet our own guests at home. A place that celebrates our generous culture and warm hospitality.

Tony Kitous
xxx

Founder Comptoir Group

Our vision: To make Lebanese food & way of life as widely understood as Italian by transporting our guests to a happy place through our unique food & decor, unobtrusive, joyful upbeat people.

Generosity: Not only sits at the heart of our culture but is one of our values.

A lot of the dishes are a taste of home, inspired by the kind of food my mum used to make for us growing up and of course, from my travels around the Middle East & North Africa.

The kind of food that brings people together.

Tony Kitous
xxx

Did you know?

Over 870k mezze were enjoyed by our guests... thats the equivalent to the attendance of about four and a half Glastonbury Festivals.

Building something special

A Comptoir Group PLC snapshot

From humble beginnings, Tony has built something truly special. But at the heart of it is still a simple vision...to make Lebanese food as popular as Italian food.

We currently have 28 restaurants helping us achieve this goal (Including 6 franchises):

Creativity: This is a key part of our ethos when it comes to our menu and the creation of new dishes to tantalise our guests and excite our staff.

609 colleagues who are a part of the family:

27 different nationalities	In 2023 our team served over 1.5m guests

A Comptoir Group PLC snapshot

COMPTOIR LIBANAIS

- Ashford
- Bath
- Birmingham
- Bluewater
- Chelsea
- Cheshire Oaks (opening 2024)
- Ealing
- Exeter
- Gloucester Road
- Kingston
- Liverpool Street
- London Bridge
- London Stansted
- Manchester
- Oxford
- Reading
- Shepherd's Bush
- Southbank (opening 2024)
- South Kensington
- Wigmore Street
- Utrecht
- Doha
- Dubai

SHAWA LEBANESE GRILL

- Westfield
- Bluewater
- Abu Dhabi

Yalla Yalla LEBANESE KITCHEN

- Winsley Street

Kenza

- Devonshire Square

Unique dining experiences for everyone

Our brands

The Comptoir Group PLC comprises Comptoir Libanias, Yalla Yalla, Shawa and Kenza:

COMPTOIR LIBANAIS

Translated, Comptoir Libanias means ‘Lebanese Counter’ and that captures the brand perfectly. Everyone is welcome to eat the authentic Lebanese food in a friendly and relaxing environment.

Yalla Yalla LEBANESE KITCHEN

Yalla Yalla joined the family in December 2016 and the restaurants are welcoming and unique in style offering time-honoured Lebanese recipes, passed down through generations and perfected along the way.

SHAWA LEBANESE GRILL

Tony wanted to share the taste of Shawarma and Shawa was born. The creation of wraps is quite a spectacle, as guests watch the team expertly carve the meat. Shawa is a fast takeaway offering healthy food suitable for everyone.

Kenza

Kenza restaurant serves authentic, Lebanese cuisine. Our fun and relaxed approach is accentuated with authentic, traditional, lighting, live entertainment and furnishings that will transport you to Marrakesh.

Authenticity: We always stay true to our roots and traditions, while embracing innovation and evolution.

Did you know?

Tea in Middle Eastern culture is a symbol of hospitality and social bonding.

In 2023 we poured 85,039 Rose Mint Teas.

> Whenever I get asked for advice from people I meet, I always say follow your dreams, don't lose focus and be determined as hard work can only pay off. When it comes back to people talking to me about what is the perfect homous, or what's the best tabbouleh etc, my answer is: is there a perfect car, a perfect shirt or a perfect perfume? It's a matter of personal taste. I am happy to recommend or show you my way but it's your dish so spice it up, mix up the ingredients and play with the flavours.

It's down to you.

***Tony Kitous,** Founder Comptoir Group*

Doing better

Sustainable Restaurant Association

In 2023 we became members of the **Sustainable Restaurant Association** to help us on a journey to become a more sustainable organisation.

We invited the SRA to audit all of our processes and systems and were awarded a 1 star rating for the group in August 2023. **We are determined to achieve 2 stars by April 2025.**

PET Bottles

In 2023 we removed 200k PET water bottles from our restaurants.

We continue to **review the sales of bottled water** throughout our business.

Charitable Fund

In 2023 Comptoir Group raised > £150k for charitable causes in response to natural disasters in Turkey, Syria & Morrocco. In partnership with Blue Maristas, we provided direct help to 73 families.

In 2024 we have set up a charitable fund, which will raise money for good causes, focussing on homelessness.

£1 from every Too Good to Go sale will go to our charitable trust.

We also carried out community outreach works in a local school in London, inspiring the next generation.

Sustainability: We have a passion for doing better each and every day. Whether that is to reduce our impact on the environment or supporting the communities we trade with, we are on a path of continuous improvement.

Beef

Recognising the environmental impact of beef, we chose to remove it from our menu at Comptoir. **As of April 2024 we will no longer sell beef.**

Instead, we will concentrate on sourcing higher welfare lamb and poultry and ensuring **our plant based offering is best in class.**

Energy

All of the electricity we buy comes from renewable sources. We are commited to reducing the use of fossil fuels in our sites. Our first fully electric kitchen is operational from April 2024 at Southbank. We are also trialing our first fully electric Shawa (in partnership with our franchisees) in Abu Dhabi airport.

In 2023 we introduced energy saving measures in all of our sites – changing behaviours to ensure all staff understand that precious resources need to be used wisely.

We have invested in energy monitoring equipment to help us to reduce electricity use and continue to explore new technology.

Food Waste

UK Food waste accounts for 10% of CO_2 emissions. 40% of all food that is produced is wasted. Comptoir are committed to reduce food waste arising from our operations.

All of our food is prepared to order, which minimises wastage. All sites measure waste carefully and we will set clear targets for waste reduction during 2024.

We have partnered with Too Good To Go To to divert food waste from going to landfill.

We are working with suppliers to reduce packaging.

An increased focus on forecasting means less wastage throughout the supply chain.

Transport

In the past 12 months, we reduced the average number of deliveries to our sites by 6% =1000 fewer journeys.

We will cut this by a further 6% in 2024.

We choose delivery partners who prioritise greener vehicles and fuel efficient route planning.

Where quality meets authenticity

Our food

Tony doesn't just like food, he loves food. And that love doesn't come through simply in the preparation; the way our ingredients are sourced is proof of our commitment to quality. It's easy to say you're authentic, but it takes hard work and commitment to stake your reputation on it. All our dishes are prepared freshly made to order, using fresh, authentic ingredients. No ultra-high processed food.

Homous is made to a unique family recipe; no one makes it like we do.

Our new burger buns for Comptoir are made specially by an artisan baker...

Our Central Production Unit (CPU) supports all our outlets to make sure they have what they need, when they need it. This keeps consumer experiences consistently impeccable – whether at home or in one of our restaurants.

Togetherness: Our staff come from all walks of life, and so do our guests. Embracing our differences, being open to new, listenting to one another and showing respect is a core value at Comptoir Group.

Baba ghanoush is made using specially imported roasted aubergines to give it that unique smoky flavour.

...using the mahlab spice (made from cherry stones) for a unique taste.

Chateau Ksara is Lebanon's oldest winery, located in the Bekaa Valley. They produce exceptional wines, which complements our food perfectly and have done since we opened our first restaurant.

The right food, the right surroundings, the right way

The right way

We care about the health of our guests, the health of our planet and supporting the communities whose heritage we champion through our brands.

- More than half of our menu offers naturally plant based options for our guests
- All our food is made fresh in our restaurants or sourced from our CPU and a few trusted suppliers
- We work hard to avoid ultra processed foods
- Our suppliers are part of our business, many have provided our quality ingredients from the start, such as Ksara wines from Lebanon
- Restaurant refurbishments use reclaimed materials that Tony picks up on his travels, giving new life to well loved artifacts
- Sourcing our crockery, interior decorations and fer forge screens from suppliers in the Middle East and North African regions helps support local communities.

Believing: Being passionate, being proud to prepare and serve our joyful food, being present means our guests feel special and welcome so they keep coming back for more.

> Our teams are diverse and represent many different communities. The positive impact we can have on those communities and the wider environment has always been important to Comptoir Group.

Tony Kitous, Founder Comptoir Group

Company information

Directors:	N Ayerst Chief Executive A Kitous *Creative Director and Founder* B Lafon Non-Executive Chair JM Orieux Non-Executive Director
Secretary:	N Ayerst
Company number:	07741283
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Business address:	6th Floor, Winchester House 259-269 Old Marylebone Road London NW1 5RA
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Auditors:	UHY Hacker Young, Quadrant House, 4 Thomas More Square, London E1W 1YW
Solicitors:	Howard Kennedy LLP, No.1 London Bridge, London SE1 9BG
Registrars:	Link Asset Services, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL

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Strategic Report
Chair's statement

Highlights:

- Group revenue of £31.5m, up by 1.4% (2022: £31.0m) up by 1.3% lfl
- Total system sales* of £42.4m, an increase of +6.7% (2022: £39.8m) up by 3% lfl
- Gross profit of £24.7m, ahead on last year by £0.3m (2022: £24.4m)
- Adjusted EBITDA** before highlighted items of £0.1m (2022: £2.8m)
- IFRS profit after tax of £1.6m loss (2022: £0.6m)
- Proactive estate portfolio management saw Comptoir Ealing opening in October 2023, and closure of Comptoir Leeds in January 2023
- Net cash and cash equivalents at the end of year of £7.0m (2022: £9.9m)
- The basic earnings per share for the year was (1.30) pence loss (2022: basic earnings per share: 0.48 pence)
- The Group exited 2023 with 21 restaurants, plus 6 franchise restaurants.

FY 2023 results reflect the continued effects of the consolidation strategy the board put in place in August 2022 to rebuild the teams after the pandemic, manage the headwinds created by the inflationary pressures on wages, ingredients and utility costs in particular whilst establishing a strong foundation for growth.

Full year EBITDA at £0.1m was in line with management expectations. Sales grew by 1.4% to £31.5m, GP grew 1.1% last year to £24.7m, colleague retention improved, over 90% of our teams were trained in our new 'Generous Hospitality' training, all brands benefited from a total revamp of our menus to increase the mix of plant based options, whilst offering ever more new and authentic recipes. Growth in NPS, now at over 74% on a rolling 12 months basis and continued reduction in staff turnover, give us confidence in the value of our Plan for the medium term.

In 2023, the board also chose to invest in our infrastructure, to create a resilient supply base and to take steps to progress with our ESG roadmap. We have started to invest in green technology, updated both our sourcing policies and partners, and designed menus more coherent with our carbon neutral goals.

At publication of this report, we are trading with 28 stores (22 managed, 6 franchised), having closed Leeds in January 2023 and opened Ealing in October 2023.

Post Period Highlights:

- New opening of Comptoir Libanais at Southbank and taking back the franchise site at Cheshire Oaks and the opening of Shawa in Abu Dhabi. We are on-site in Milan for an early summer opening
- Continued strengthening of leadership team, with appointment of People Director, Operations Director and Finance Director
- Lease end closure of non-core proposition restaurant of Yalla Yalla Soho
- Exciting new menu launch.

*System sales are defined as total sales for equity and franchise restaurants.
**Adjusted EBITDA was calculated from the (loss)/profit before taxation adding back net interest cost, depreciation, share-based payments and non-recurring costs (note 3).

So far in 2024, we have opened a new franchised Shawa in Abu Dhabi, a new directly managed Comptoir Flagship in Southbank, closed Yalla Yalla Soho and brought Cheshire Oaks into the managed portfolio. We started a refurbishment program, with Duke of York Sq Chelsea reopening mid May with London Bridge and Westfield London to follow later this year. All our terraces have been refurbished, well ahead of the start of the season.

Our investments in Tech continue, for instance our first labour productivity tool is now in place. A new digital strategy came into force in March 24, with the launch of new websites, online booking systems and new online partnerships.

By summer 2024, a brand-new senior leadership team will be in place, to allow the Group to scale to new heights.

On behalf of the board, I would like to thank all our colleagues who worked tirelessly to transport our guests to a happy place, every time. We are proud of how well our colleagues are adapting to new ways of working, placing our famous hospitality and amazing food at the core of all they do. I would also like to thank our senior executive team, our old and new partners and shareholders for enabling all the changes to land successfully.

We remain optimistic and cautious about 2024 as costs and prices continue to rise in high single and double digits and footfall remains both challenged and erratic. We are focussed on executing our Plan well, to be in a strong position to capitalise on any demand recovery.

The business enters 2024 with renewed energy and a new team, a balanced portfolio of brands and locations and a strong cash position.

Beatrice Lafon – Chair
20th May 2024

The Group started 2023 with good momentum, despite the economic headwinds affecting the industry as a whole.

Our strategy to grow through organic sales, new openings and franchising is bearing fruit and I am pleased to report that each strand of these strategic pillars grew in the last year. Whilst our group revenue grew, our costs increased as a result of food cost inflation, a further increase in the minimum wage and, for a period, energy bills that were three times that of years previous. We were also significantly impacted by 30 days of strikes on rail and the London underground in 2023, which we estimate represents lost income of c. £300,000.

With the support of the Board, we have strengthened our senior leadership team, bringing in highly experienced colleagues who will help shape our culture and build on our operational excellence and financial performance. We successfully opened a new Comptoir Libanais in Ealing during the period, which is trading in line with expectations, and we opened a prominent site on London's Southbank in April 2024.

Total like for like system sales grew +3.0% in 2023 over 2022. Within this, our equity restaurants delivered like for like growth of +1.3%. Despite this growth, increasing covers proved a challenge during the year, against a backdrop of increasing mortgage rates and rent rises, but we are pleased that cover performance trend has improved in Q1 of 2024.

Despite facing pricing challenges, we have effectively managed price increases for guests through strategic menu engineering and leveraging benefits from our supply chain efficiencies. As a result of our recent consolidation of distribution and our strong relationships with suppliers, we have been able to minimise the impact of margin erosion to 0.2%.

While energy costs remained high for the majority of the year, particularly after the government's support was withdrawn, in the fourth quarter of the year we transitioned to a two year flexible pricing model, delivering the best unit costs currently available.

People, Values and Culture

We continually strive to create a culture and work environment that attracts motivated employees who feel recognised and rewarded for their efforts.

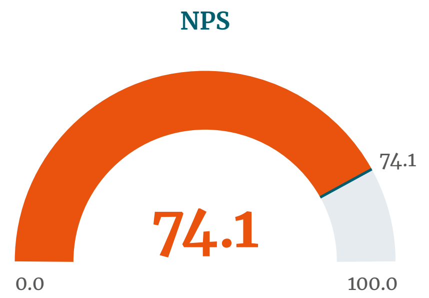
We are proud of the progress we have made in our gender pay gap and we now have a Median Pay Gap in favour of our female colleagues, together with strong representation in our senior leadership team. We have had a fair tronc scheme to distribute our service charge for a number of years with only small changes required to comply with the new legislation. It is clear that to succeed in difficult times you need to not only be great at fantastic food and brilliant environments, but deliver on hospitality as well and our people and our culture are a huge asset.

Technology

Investing in technology has been crucial for enhancing guest service and supporting ongoing projects to streamline labour efficiency. Our successful trial and ongoing rollout of Kitchen Display Screens (KDS) have improved service speed and reduced guest complaints. The majority of our restaurants have adopted tablet ordering for our teams and we have integrated our payment systems which has increased efficiency of taking orders and expediates table turnover during peak times. We continue to work with our digital ordering platform to improve functionality for our guests.

Guest Satisfaction

In 2023, we made significant investments to improve our guest service scores. Historically our guests have always appreciated our fresh, healthy and delicious food offerings, and bright, bold and eclectic interiors but felt our hospitality fell short compared to leaders in the sector. To address this, we have implemented a 'Generous Hospitality' programme, retraining each team member to understand what it takes to make a positive impact on our guest's experience. As a result of these efforts, our Net Promoter Score (NPS) has increased to 74% and our social score has also improved throughout the year.



Guest understanding

As a result of a variety of qualitative and quantitative research we now have a far better understanding of Comptoir Libanais' guests, what they think of us, how often they visit and how we best communicate with them to increase frequency of visit and spend. To facilitate these improvements, we have made changes to our website, CRM partners, booking platform and digital agency and can track return on marketing investment much better than previously through use of personalised communication.

Franchising

Franchising is an integral part of the Group's strategy. In 2023 Comptoir Libanais system sales totalled £35m, with 65% originating from our equity estate and 35% from franchisees. In early 2024, we took back the Avolta franchised site in Cheshire Oaks as they refocus on travel hub operations. Simultaneously, we opened a new Shawa restaurant in Zayad International Airport, our first restaurant in Abu Dhabi and first franchised Shawa restaurant.

During the year we signed a new partnership with AREAS, a global travel hub food operator, and are on track to open in Milan airport this summer. With the robust performance of existing sites and recent openings trading well we will be looking to grow the number of our franchise partnerships and restaurants.

Delivery platforms

The enhancement of our delivery services including delivery menu, dish presentation, packaging and working with our delivery partners on strong ROI promotional activity has led to delivery performing well in 2023, particularly within Comptoir Libanais. As part of the Group's growing commitment to its responsibilities across all areas of ESG, we have ensured all of our delivery packaging is recyclable.

Outlook

The hospitality industry has been significantly impacted by a maelstrom of economic factors which have influenced guests spending habits and led to higher operational costs. I expect it will take a further 2-3 years before we can adjust pricing sufficiently to fully return to pre-Covid EBITDA margins. Nonetheless, we made progress with cost reductions in the latter part of 2023, particularly in energy management, and have continued this momentum into 2024.

I am particularly excited by the work we have done to better understand our guests and our market position in Comptoir Libanais which together with our focus on consistency in food quality and hospitality has delivered like for like sales growth in Q1 and increasing guest satisfaction.

In order to focus management's time on growth brands we have streamlined Yalla Yalla's operations by closing a location that doesn't align with our future business ambitions at its lease end and aligning back of house systems in the remaining restaurant to gain operational efficiencies.

Shawa continues to present a significant growth opportunity, with existing sites performing well and encouraging early results from our franchise location in Abu Dhabi.

The focus for the rest of 2024 and into 2025 remains on growing covers both through our improved understanding and connection with existing guests increasing their frequency of return and encouraging trial by new guests. Across the group we continue to work on menus, labour efficiencies and cost management to improve the Groups EBITDA delivery to compelling numbers. We have confidence that our strategy will deliver top line growth, improved margins and improved profitability that will enable us to continue our new opening plans.

Finally, I would like to thank all my colleagues for their contributions to re-starting the growth within the Group and their efforts to navigate external pressures. Comptoir Group has strong foundations with its current estate, a robust cash position and an excellent team. I look forward to further growth and success for the business in the years ahead.

Nick Ayerst – Chief Executive Officer
20th May 2024

> I love Comptoir Ealing, not only is it extra special as it was our first opening since lockdown. It is also a lovely neighbourhood restaurant with regulars popping in.

Alina Seconsa – Operations Manager, Comptoir Group

2023 Financial Highlights – Interim FD Review

Overview

A solid year for the group, underpinned by sales growth and a proactive response to external cost challenges.

Comptoir Group retains a strong cash position following a transformative year, as we continued to set the business up for future success. We are now in a good position to prosper from new openings, a return to consumer confidence and a softening in the rate of cost base increases.

The Group delivered positive adjusted EBITDA, despite the considerable impact of cost increases. By focusing on the things within leaderships control, we were able to generate solid cash from operations. This positions Comptoir Group to be best placed to serve guests, when the macroeconomic uncertainty reduces, and consumers are ready to dine out.

The KPIs of the Group's performance are summarised below:

Group financial summary

	31 December 2023	1 January 2023	Variance
Revenue	£31.5m	£31.0m	1.4%
Gross profit	£24.7m	£24.4m	1.1%
Other costs	£26.3m	£23.9m	10.3%
(Loss)/profit for the period	-£1.6m	£0.6m	-371.9%
Cash generated from operations	£2.3m	£4.4m	-47.6%
Adjusted EBITDA (Pre IFRS)[1]	£0.1m	£2.8m	-97.8%
Net Cash[2]	£5.4m	£7.7m	-29.5%

[1] Defined as statutory operating profit before interest, tax, depreciation and amortisation (before application of IFRS16 and excluding exceptional costs) and reflects the underlying trade of the Group.

[2] Defined as cash and cash equivalents less loans and borrwings.

Revenue

Revenue of £31.5m, from £31.0m in 2022 was a growth of +1.4%. This was despite Q1 2022, benefitting from lower VAT rates as one of the final support hangovers put in place through the global pandemic ended at the end of March 2022.

The group entered 2023 with 21 equity restaurants, with Leeds closing in January 2023, offset by opening of Ealing in October 2023, taking the equity estate back up to 21. Our franchised estate of 6 restaurants traded consistently throughout 2023.

Including franchise and equity restaurants, total system revenues of £42.4m (2022: £39.8m) were delivered through 2023.

Gross profit

The team worked very closely with our supply partners through 2023 and made some huge steps forward in optimising our cost base, yet with cash margin increasing by +1.1%, from revenue growth of +1.4%, the benefit is not instantly obvious until you factor in the significant double digit (up to 20% at its peak) food inflation that has been absorbed within this.

These factors manifested the modest downward movement in Gross Margin percentage from 78.7% in 2022 to 78.5%, a 0.2% reduction.

However, if 2022 had not benefitted in Q1 from a reduced VAT rate of 12.5%, year on year total Gross Margin percentage in 2023 would have been a +0.1% improvement over 2022, despite the cost base increases.

Other costs

It was a turbulent year for all other costs throughout 2023 for the reasons already mentioned earlier in this report, with Comptoir Group not being immune from those external factors.

Most significantly impacting the business was the huge, unprecedented increase in utility costs which more than doubled with a 129% increase versus 2022, a UK wide phenomena, together with the unwinding of business rates relief, which increased costs by 21% versus prior year.

Other notable fixed costs also saw increases, with rent growing by 15% as we secured longer term tenures, and corporate cost increases in Head Office and Plc costs associated with rebuilding and re-establishing a new Board and senior leadership team. All combined our cost base increased by more than +10%.

The outlook will see food inflation drop to below double digits in the first quarter of 2024 expecting to settle at between 7%-8% for the balance of 2024. Whilst proactive action has already been taken to de-risk utility costs by contracting through to Autumn 2025 with options being explored into future years.

Adjusted EBITDA

	Post IFRS 16 31 December 2023	Pre IFRS 16 31 December 2023	Post IFRS 16 1 January 2023	Pre IFRS 16 1 January 2023
	£	£	£	£
Sales	31,480,609	31,480,609	31,046,546	31,046,546
Adjusted EBITDA:				
(Loss)/profit before tax	(1,645,105)	(1,410,764)	902,450	578,609
Add back/(deduct):				
Depreciation	3,328,567	1,124,210	3,252,841	1,124,243
Finance costs	1,019,154	136,551	1,042,697	94,078
Finance income	(94,147)	(94,147)	-	-
Impairment of assets	107,316	-	78,266	-
EBITDA	**2,715,785**	**(244,050)**	**5,276,254**	**1,796,930**
Share-based payments expense	30,541	30,541	15,377	15,377
Restaurant opening costs	165,535	165,535	-	-
Loss on disposal of fixed assets	8,940	8,940	8,188	8,188
Exceptional legal and professional fees	101,145	101,145	1,002,054	1,002,054
Adjusted EBITDA	**3,021,946**	**62,011**	**6,301,873**	**2,822,549**

Cash flow and balance sheet

Cash generated from operations decreased to £2.3m in FY23 (2022: £4.4m). Despite marginal gross profit improvements macroeconomic pressures on utilities, wages, rent and rates squeezed operating profit margins, along with the majority of the UK operating companies. Coupled with additional expenditure on property, plant and equipment increased as the Group invested in the estate and to the improvement of technology.

Financing and net debt

The Group had a cash and cash equivalents balance of £7.0m on 31 December 2023 and a net cash position of £5.4m (2022: £7.7m). The Group debt consists of a CBIL loan attracting no covenants, of which £0.6m was paid down through 2023. This has a six-year term with a maturity date in 2026. The loan had an initial interest-free period of 12 months followed by a rate of interest of 2.5% over the Bank base rate.

Throughout 2023, the group started to proactively manage its positive cash balances to generate interest earned and reduce interest paid, compared to prior years.

Impairments

Impairment cost in the period related to the lease exit of Yalla Yalla in Soho.

Dividend

The Directors do not recommend the payment of a dividend, believing it more beneficial to use cash resources to invest in the Group in line with our strategy.

Going concern

Upon consideration of this analysis and the principal risks faced by the Group, the Directors are satisfied that the Group has adequate resources to continue in operation for the foreseeable future, a period of at least twelve months from the date of this report. Accordingly, the Directors have concluded that it is appropriate to prepare these financial statements on a going concern basis.

Peter Harvey – Interim Finance Director
21 May 2024

Kenza is more than dining with amazing food, it is a Middle Eastern experience that touches all the senses. I create new memories every time I go.

Nick Ayerst – Chief Executive Officer, Comptoir Group

At a glance

Comptoir Group is a dynamic, bold and innovative hospitality company committed to delivering exceptional hospitality experiences that celebrate the rich cultural heritage of Lebanon, the wider Middle East, and North Africa.

With a passion for our food and a focus on quality ingredients our restaurants offer an authentic taste of the regions diverse and vibrant cuisine. We are dedicated to providing outstanding guest hospitality by creating a unique welcoming and inviting atmosphere that not only transports our guests to a happy place it also encourages our guests to want to come back time and time again.

Our Vision is that one day Lebanese food and culture will be as widely understood and enjoyed as Italian is today by sharing our love of the regions food and culture with the wider world. We do this through our Mission of spreading the Lebanese joy of sharing one plate at our time all under pinned by living our Values, of Togetherness, Freshness, Happiness and Generosity.

We operate a collection of complementary brands, the largest of which is Comptoir Libanais, founded 15 years ago by Tony Kitous, a serial restaurant entrepreneur within our chosen marketplace.

The Directors present their strategic report for the period ended 31 December 2023.

Business model

The Group's principal brand is Comptoir Libanais, a Lebanese, Middle Eastern and North African focused casual dining brand. The restaurants offer an all-day dining experience based around healthy and fresh food in a friendly, colourful and vibrant environment, which delivers value for money to a broad demographic of guests. Lebanese and Eastern Mediterranean food is a popular food trend due to its flavoursome, healthy, low fat and vegetarian-friendly ingredients as well as the ability to easily share the food with friends.

We seek to design each Comptoir Libanais restaurant with a bold and fresh design that is welcoming to all age groups and types of consumers. Each Comptoir Libanais restaurant has posters and menus showing an artist's impression of Sirine Jamal al Dine, an iconic Arabian actress, providing a Middle Eastern café-culture feel.

Shawa is a Lebanese shawarma grill concept-serving lean, grilled meats, rotisserie chicken, homemade falafel, halloumi and fresh salad, through a service counter offering, located in high footfall locations, such as shopping centres.

The average net spend per head over 2023 at Comptoir Libanais was £20.21 (2022: £19.22) and the average spend at Shawa is lower at £14.32 (2022: £13.61), positioning our offering in the affordable or 'value for money' segment of the UK fast casual dining market. In addition, our offering is well-differentiated and faces limited direct competition, in marked contrast to other areas of the market.

Strategy for growth and future developments

Our strategy is to continue to grow through organic sales increase and increasing our owned-site operations under both the Comptoir Libanais and Shawa brands. While Comptoir Libanais is likely to remain the principal focus of our operations, Shawa provides the opportunity to offer our Lebanese food from a smaller footprint and therefore create greater flexibility to our roll-out plans.

We continue to believe that there is considerable potential to grow the Group's franchised operations and we see this as a complimentary and relatively low-risk route to extend the presence of our brands, both within the UK and in overseas territories. We saw the opening of another site with our franchise partner Avolta in Abu Dhabi in Q1 2024 and with our new partner AREAS a new Comptoir Libanais site Milan is expected to open in H2 2024, evidencing our belief in this route to market.

We seek to maximise the dining experience in all our restaurants with alfresco and dine-in experiences as well as the UK delivery market. This is combined with the use of technology to ensure we deliver the speed, service and hospitality that guest require.

Strategic Report
For the period ended 31 December 2023

Review of the business and key performance indicators (KPIs)

The continuing macro-economic pressures, high inflation, cost of living crisis and loss of government support versus 2022 at the end of the first quarter continued to challenge the performance of the Group and was reflected in the comparison to the 'supported' 2022 outturn. As a result, Group revenue showed moderate growth of 1.4% at £31.5m (2022: £31.0m) and the Consolidated Statement of Comprehensive Income shows a post-tax loss of £1.6m (2022: £0.6m profit). However, as stated above, at this stage in the development of the business the Board believes that it is more helpful to focus on adjusted EBITDA, which excludes non-recurring items and costs incurred in connection with the opening of new restaurants and on this measure, the underlying earnings of the group were £0.1m profit (2022: £2.8m), despite the economic and global uncertainties, and sector specific pressures described elsewhere in this report.

The Board and management team use a range of performance indicators to monitor and measure the performance of the business. However, in common with most businesses, the critical KPI's are focused on growth in sales and EBITDA, and these are appraised against budget, forecast and the levels achieved last year.

In terms of non-financial KPIs, the standard of service provided to customers is monitored via the scores from a programme of regular monthly "mystery diner" visits to our restaurants carried out by HGem, providing a Q4 Net Promotor Score (NPS) of 74% (Q1 2023 was 32%). We also use feedback from health and safety audits conducted by an external company (Food Alert) to ensure that critical operating procedures are being adhered to.

Further explanation of the performance of the business over the period is provided in the Chair's Statement and the Chief Executive's Review.

Principal risks and uncertainties

The Board has overall responsibility for identifying the most significant risks faced by the business and for developing appropriate policies to ensure that those risks are adequately managed. The following have been identified as the most significant risks faced by the Group, however, it should be noted that this is not an exhaustive list and the Group has policies and procedures to address other risks facing the business.

Consumer demand

Any weakness in consumer confidence could have an adverse effect on footfall and guest spend in our restaurants. The previously reported impact of Covid-19 virus demonstrated the significant impact on the hospitality sector and the wider UK and global economy, on the devastating impact all in the industry felt, and whilst we were looking forward to a period of normality and return to business as usual, nobody anticipated the macroeconomic downturn and its impact on customer confidences through uncertain times.

Frequent or regular participation in the eating-out market is afforded by the consumer out of household disposable income. Macroeconomic factors such as employment levels, interest rates and inflation can impact disposable income and consumer confidence can dictate their willingness to spend.

Through such times the Board focussed on setting the business up to maximise profitable revenue when the confidence returns for consumers. As indicated above, the core brands within the Group are positioned in the affordable segment of the casual dining market. A strong focus on superior and attentive service together with value-added marketing initiatives can help to drive sales when guest footfall is more subdued. This, together with the strategic location of each of our restaurants helps to mitigate the risk of consumer demand to the business.

Input cost inflation

The Group's key input variables are the cost of food and drink, associated ingredients and the sizable and progressive increases in the UK National Living Wage and Minimum Wage rates continue to present a challenge which we face into alongside our peers and competitors, as we strive to help our team deal with recent years cost of living crisis. We aim to maintain an appropriate level of flexibility in our supplier base so we can work to mitigate the impact of input cost inflation. Our teams work hard on predictive and responsive labour scheduling so that our costs are well controlled.

My favourite restaurant in the group is most definitely Comptoir Southbank – the location is amazing, it stands out amongst competitors and the décor is on another level, colourful, classy and vibrant.

Wendy Gorman, HR and Recruitment Assistant, Comptoir Group

Economic conditions

The war in the Ukraine has direct consequences on the cost of fuel and will also impact various food staples over the next 12 months that continues to require proactive management.

The pressure of the cost-of-living crisis on living standards and subsequent deterioration in consumer confidence due to future economic conditions have a detrimental impact on the Group in terms of footfall and sales. This risk is mitigated by the positioning of the Group's brands, within the affordable segment of the casual dining market. Continued focus on customer relations and targeted and adaptable marketing initiatives help the Group retain and drive sales where footfall declines.

Labour cost inflation

Labour cost pressures that are outside of the control of the Group, such as auto-enrolment pension costs, National Minimum Wage and Living Wage increases, Employee and Employer NI increases, and the apprenticeship levy, are endured by the Group and its competitors. Labour costs continue to be regularly monitored and ongoing initiatives are used to reduce the impact of such pressures.

Strategy and execution

The Group's central strategy is to open additional new outlets under its core Comptoir Libanais and Shawa brands. Despite making every effort, there is no guarantee that the Group will be able to secure a sufficient number of appropriate, economically affordable sites to meet its growth and financial targets and it is possible that new openings may take time to reach the anticipated levels of mature profitability or to match historical financial returns.

The Group utilises the services of external property consultants and continues to develop stronger contacts and relationships with potential landlords as well as their agents and advisers. However, there will always be competition for the best sites and the Board will continue to approach any potential new site with caution and be highly selective in its evaluation of new sites to ensure that target levels of return on investment are achieved.

On behalf of the Board

Nick Ayerst – Chief Executive Officer
20th May 2024

Shawa Abu Dhabi...this is my favourite site as it is our very first franchised Shawa and it is amazing to see this brand open its first QSR overseas.

Djamel Benchikh, Deputy Group Executive Chef,
Comptoir Group

Energy Consumption and Carbon Emissions

Comptoir Group PLC have included the recommendations set out by the Task Force on Climate change (TCFD) in this year's report. These recommendations help businesses to focus on the likely direct and indirect impacts of climate change for individual organisations, their operations, services and customer base.

The TCFD framework utilises four key pillars which have been adopted by Comptoir Group as the key areas of focus. Aligned to these four pillars are 11 recommendations, which provide guidance as to how to ensure that management processes, analyses and business planning give sufficient consideration to the impact of climate change on the operation.

Greenhouse gas emissions and energy use data for the period ended 31 December

Annual Energy Consumption (KWh)	Current Reporting Year 01/01/2023 – 31/12/2023	Comparison Year 01/01/2022 – 31/12/2022
	£	£
Scope 1	**2,381,158**	**2,682,126**
◆ Stationary Combustion	2,317,934	2,617,319
◆ Mobile Combustion	63,224	64,807
◆ Process Emissions	N/A	N/A
◆ Fugitive Emissions	N/A	N/A
Scope 2	**2,514,088**	**2,734,638**
◆ Purchased Electricity	2,514,088	2,734,638
◆ Purchased Steam, Heat, Cooling	–	–
Scope 3 (Grey Fleet)	**19,230**	**56,636**
◆ Grey Fleet	19,230	56,636
Total	**4,914,477**	**5,473,397**

Governance

The CEO has ultimate responsibility for ESG. Comptoir Group PLC has appointed an ESG Committee, which meets quarterly to assess climate risk and opportunities and to set strategy and targets to address said risks and opportunities. The Chair, non-Exec Director, CFO and CEO sit on the ESG committee.

The ESG committee prioritises the response to potential climate related risks & opportunities, depending on the potential magnitude, likely financial impact and opportunities to adopt mitigation practices. Detailed updates on ESG are included in the monthly report to the board.

To deliver our targets, 8 cross functional working groups meet quarterly. They are tasked with ensuring ESG goals are embedded into all aspects of our business.

Strategy

To identify actual and potential impacts of climate-related risks and opportunities on the organisation's processes, strategy, and financial planning, Comptoir Group embarked on an audit in conjunction with the Sustainable Restaurant Association (SRA). This took the form of a detailed investigation on all operations which has enabled Comptoir Group to identify potential risks & opportunities and set realistic goals for improvement.

We have assumed a climate transition scenario of 2°C, in line with guidance provided by the Department of Business, Energy & Industrial Strategy. A rise in global temperatures of around 2°C will likely increase the number of severe weather events, such as flood and droughts, impacting the world's main food producing regions. Under this climate transition scenarios, we have identified the following potential risks.

Short term (less than two years):

- Supply chain disruption and shortages of impacted crops: we source salad, citrus, chillis, aubergine and pomegranates from regions which are potentially at risk in the case of a temperature increase of 2°C. This would impact around £400k worth of stock (equivalent to 7% of all food spend)
- Higher energy costs due to increased demand for artificial heating/cooling and irrigation.

Medium term (two-five years)

- Potential changes to statutory obligations regarding waste disposal
- The Department for Business, Energy and Industrial Strategy has calculated that a carbon tax of £80 per tonne would have the desired impact on carbon emissions. The liability for Comptoir Group would be in the region of £80k p.a. based on current emissions levels, if this was introduced
- Increased competition for new sites which offer public transport accessibility, infrastructure resilience in the light of extreme weather events, and access to renewable energy.

Long term (more than five years)

- Infrastructure and buildings will require increased investment to withstand changing weather patterns and an increase in extreme weather events, particularly flooding
- Weather related travel disruption impacting customers and staff
- Increased requirement for HVAC in warmer weather
- Reduced use of terraces and outdoor areas due to increased rainfall in UK.

Comptoir Group have also identified the following opportunities:

- Comptoir's operations exhibit low wastage methods of production, careful stewardship of specialist producers and natural, unprocessed foods which will increasingly appeal to a growing cohort of eco conscious consumer
- Our menus have a strong emphasis on plant based food. More than half of the menu items across all brands are plant based, without any ultra processed ingredients
- We source specialist ingredients from smaller, low intensity producers who prioritise the preservation of local ecosystems, thus enhancing long term opportunities for sustainable sourcing
- We are building stronger relationships with suppliers who can switch to lower carbon methods of production and transportation
- We have allocated capex for investment in technology, such as voltage optimisation and energy monitoring devices to reduce the amount of energy used.

The consideration of climate related risks & opportunities is integral to all our decision making. ESG considerations are now given priority consideration in all operational decisions, longer term strategy & financial planning as a matter of course. We will continuously strive to ensure that the Group remains adaptable, to anticipate and respond to climate related risks and opportunities.

Specifically:

- Comptoir Group regularly reviews menus and will adapt dishes, ingredients, cooking methods and menus in response to the changing availability of inputs
- All menus will consist of at least 50% plant-based dishes, anticipating an increase in consumer demand
- We regularly review the supply markets, with the aim of anticipating potential shortages and supply chain disruption. By adopting creative and flexible sourcing strategies, we can adapt quickly in the short term to ensure long term supply resilience
- Financial planning allows for investment in equipment, building design, infrastructure and processes to reduce reliance on fossil fuels
- Budgeting processes and longer term business strategy allow for changes in consumer behaviour in response to changes in long term weather patterns, such as reduced use of outdoor seating areas.

Risk Management

We regularly review global supply markets with our suppliers to identify any potential risks to the supply chain, including financial risks. Increasingly, we choose supply partners which prioritise anticipation of and adaptation to climate related risks & opportunities in the medium to long term.

In conjunction with the Sustainable Restaurant Association (SRA) and other industry bodies, Comptoir Group keeps abreast of potential changes to the regulatory environment.

As well as anticipating and reacting to changes in global supply conditions, supply chain risk is also assessed during the twice yearly menu review process. If required, menus/ dishes/ ingredients can be adapted or alternative supply sources mobilised.

Physical risks to buildings and infrastructure are assessed during the process of site selection and as part of the capex budgeting process.

Financial risks regarding the increased costs of inputs and outputs are assessed during the annual budgeting process and re-evaluated in response to changing market conditions, as required. We also have targets for reducing energy usage and waste, which will minimise any potential cost uplift.

Comptoir Group have made it a priority to assess and manage climate related risk. We have a flexible and dynamic approach to menu engineering and ingredient sourcing. Where climate change poses a risk to ingredient availability, we will quickly adapt dishes, ingredients or supply chains to mitigate any risk. We are working hard to lower our carbon emissions and energy usage, which will further increase our resilience in the case of increased taxation or costs associated with energy.

Metrics & Targets

Comptoir Group are awaiting the final outcome of the ESOS audit, which will identify Scope 1 emissions and set out targets for reduced Carbon emissions (due June 2024).

Comptoir Group has set a target for achieving 2 stars on the 'Food Made Good' rating, awarded by the Sustainable Restaurant Association (SRA), a global industry body established to promote & support organisations who aim to have a more positive impact on the environment and society.

The 'Food Made Good' rating uses a framework of questions, which are derived from the 10 key areas of the UN's Sustainable Development Goals to audit all operational processes and systems. Performance against these criteria is then assessed and awarded an overall rating. In 2023 Comptoir Group was awarded 1 out of 3 stars. We have implemented a roadmap which will address all areas and ultimately improve our rating by one star by August 2025. In addition, we have set ourselves the following targets:

- Reduce energy usage by 10% LFL by the end of 2024 – measured by Cap Energy monitoring devices and Amber (energy brokers)
- Reduce food wastage by 20% LFL by the end of 2024
- Reduce carbon footprint on meat by 5% by end 2024
- Increase UK sourced product lines.

On behalf of the Board
Nick Ayerst – Chief Executive Officer
20th May 2024

Strategic Report
Section 172 Statement

This is the second year that the Directors are required to provide a section 172 statement as part of the Strategic report. Below we explain the background to the section 172 statement.

Background

Section 172 of the Companies Act 2006 ('Act') requires the Directors to act in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, having regard to various factors, including the matters listed below in section.

172 (1)(a) to (f):

a. the likely consequences of any decisions in the long-term;
b. the interests of the Company's employees;
c. the need to foster the Company's business relationships with suppliers, customers and others;
d. the impact of the Company's operations on the community and environment;
e. the desirability of the Company maintaining a reputation for high standards of business conduct and
f. the need to act fairly as between members of the Company.

This statement is aimed at helping shareholders better understand how Directors discharged their duty to promote the success of companies under Section 172 of the Companies Act 2006 ("S172 Matters"). Throughout the year, in performance of its duties, the Board has had regard to the interests of the Group's key stakeholders and has taken account of any potential impact on these stakeholders of the decisions it has made. Details of how the Board had regard to the following S172 matters are as per the below.

S172 Matters	Example
The likely consequences of any decisions in the long-term.	◆ Communication with shareholders through the Comptoir Investor website, AGM, investor meeting and circulars ◆ Through the corporate governance framework described in this annual report
The interests of the Company's employees.	◆ Ongoing training and development at all levels ◆ Engagement through the company engagement application, newsletters, emails and other communications tools
The need to foster the Company's business relationships with suppliers, customers and others.	◆ Maintenance of regular contact with all suppliers ◆ The Comptoir loyalty scheme through the Comptoir application ◆ Responding to feedback from the customer ◆ Use of a mystery guest programme to ensure standards are visible and maintained
The impact of the Company's operations on the community and environment.	◆ Local recruitment of staff ◆ Flexible working to reduce travel where applicable ◆ Ongoing focus on environmentally friendly processes and procedures
The desirability of the Company maintaining a reputation for high standards of business conduct.	◆ Regular restaurant visits and audit processes ◆ Mystery guest programme ◆ Food standards programme ◆ Compliance updates at Board meetings ◆ Ongoing training for all staff
The need to act fairly as between members of the Company.	◆ We maintain an open dialogue with our shareholders ◆ Engagement with stakeholders

On behalf of the Board
Nick Ayerst – Chief Executive Officer
20th May 2024

Statement of Corporate Governance

The Board have elected to adopt the Quoted Companies Alliance (QCA) Corporate Governance Code in line with the changes under Rule 26 of the AIM Rules for Companies requiring all companies that are traded on AIM to adopt and comply with a recognised corporate governance code. Full details of our adoption to the code can be found at https://investors.comptoirlibanais.com/corporate-governance/.

The Board

The Board of Comptoir Group PLC is the body responsible for the Group's objectives, its policies and the stewardship of its resources. At the balance sheet date, the Board comprised four Directors being Ahmed Kitous and Nicholas Ayerst as executive Directors and Beatrice Lafon and Jean-Michel Orieux as non-executive directors.

Beatrice Lafon and Jean-Michel Orieux are considered by the Board to be independent. Each Director demonstrates a range of experience and sufficient calibre to bring independent judgment on issues of strategy, risk management, performance, resources and standards of conduct which are vital for the success of the Group.

The Board had twelve Board meetings during the year. Beatrice Lafon is Chair of the ESG committee, Audit and the Remuneration Committees. The terms of reference of these committees have been approved by the Board.

Remuneration Committee

The Remuneration Committee's responsibilities include the determination of the remuneration and options of Directors and senior executives of the Group and the administration of the Company's option schemes and arrangements. The Committee takes appropriate advice, where necessary, to fulfil this remit.

Audit Committee

The Audit Committee meets twice a year including a meeting with the auditors shortly before the signing of the accounts. The terms of reference of the Audit Committee include: any matters relating to the appointment, resignation or dismissal of the external auditors and their fees; discussion with the auditors on the nature, scope and findings of the audit; consideration of issues of accounting policy and presentation; monitoring. The work of the review function carried out to ensure the adequacy of accounting controls and procedures.

Nomination Committee

The Company does not have a Nomination Committee. Any Board appointments are dealt with by the Board itself.

Internal control

The Board is responsible for the Group's system of internal control and for reviewing the effectiveness of the system of internal control. Internal control systems are designed to meet the needs of a business and manage the risks but not to eliminate the risk of failure to achieve the business objectives. By its nature, any system of internal control can only provide reasonable, and not absolute, assurance against material misstatement or loss.

Internal audit

Given the size of the Group, the Board does not believe it is appropriate to have a separate internal audit function. The Group's systems are designed to provide the Directors with reasonable assurance that problems are identified on a timely basis and are dealt with appropriately.

Relations with shareholders

There is a regular dialogue with investors, including presentations after the Group's year-end and half year results announcements. Feedback from shareholders is provided to the Board on a regular basis and, where appropriate, the Board will take steps to address their concerns and recommendations. Aside from announcements that the Group makes periodically to the market, the Board uses the Annual General Meeting to communicate with shareholders and welcomes their participation.

Going concern

In assessing the going concern position of the Group for the consolidated financial statements for the year ended the 31 December 2023, the Directors have considered the Group's cash flow, liquidity and business activities. Following the Covid-19 pandemic, the economic environment and its impact on guest confidence to spend has been considered as part of the Group's adoption of the going concern basis. Although trading was impacted over this period, the Group's underlying trading remained positive, and we've continued with selective investment to continually be able to embrace market growth.

The Group maintains good cash reserves of £7.0m as at the start of the current accounting period, which sets us apart from many other operators in our sector.

The Directors have considered the current business model, strategies and principal risks and uncertainties. Based on the Group's cash flow forecasts and projections, the Board is satisfied that the Group will be able to operate for the foreseeable future. In making this assessment, the Directors have made a specific analysis of the impact of current macro-economic uncertainties and global disruption in the middle East as well as the Ukraine.

The Group's current cash reserves remains at £7.0m, and the Board believes that the business has the ability to remain trading for a period of at least 12 months from the date of signing of these financial statements. These financial statements have therefore been prepared on the going concern basis.

Report of the Directors

The Directors present their report together with the audited financial statements for the period ended 31 December 2023.

Results and dividends

The consolidated statement of comprehensive income is set out on page 47 and shows the profit for the year.

The Directors do not recommend the payment of a dividend for the year (2022: £nil).

Principal activities

The Company's and Group's principal activity continues to be that of the operating of restaurants with Lebanese/Middle Eastern offering in the UK casual dining sector.

Directors

The Directors of the Group, who held office during the year, and their shareholding at the year-end date, were as follows:

The Directors of the Group, who held office during the year, and their shareholding at the year-end date, were as follows:

Executive	Number of ordinary shares	Percentage shareholding (%)
N Ayerst	-	0.00%
A Kitous	58,412,503	47.60%
B Lafon	-	0.00%
JM Orieux	-	0.00%
M Toon	-	0.00%

Substantial shareholders

Besides the Directors, other substantial shareholders (with a greater than 3% shareholding) at the period-end date were as follows:

Executive	Number of ordinary shares	Percentage shareholding (%)
C Hanna	22,585,833	18.41%
Dowgate Wealth Limited	11,088,353	9.04%
S Kaye	5,076,666	4.14%
A Kaye	4,873,332	3.97%
J Kaye	4,249,999	3.46%

Report of the Directors (continued)

Directors' remuneration

The remuneration of the Directors for the period ended 31 December 2023 was as follows:

	Period ended 31 December 2023			Period ended 1 January 2023
	Remuneration	Pension	Total	Total
	£	£	£	£
N Ayerst	240,300	1,321	241,621	50,210
A Kitous	193,125	1,321	194,446	337,993
B Lafon	65,000	-	65,000	27,303
J-M Orieux	45,600	-	45,600	19,197
M Toon (Resigned 5 March 2024)	157,727	1,321	159,048	124,007
C Hanna (Resigned 2 August 2022)	-	-	-	997,254
	701,752	**3,963**	**705,715**	**1,555,964**

Creditor payment policy

The Group has a standard code and also agrees specific individual terms with certain suppliers. Payment is normally made in accordance with those terms, subject to the suppliers' own performance.

Employees

Applications from disabled persons are given full consideration providing the disability does not seriously affect the performance of their duties. Such persons, once employed, are given appropriate training and equal opportunities.

The Group takes a positive view toward employee communication and has established systems for ensuring employees are informed of developments and that they are consulted regularly. These include engagement at office town hall meetings in person and online, induction days for new starters and weekly communications to all staff highlighting key messages for that week. The company also utilises a company called Fourth which provides a service that acts as a central hub to provide regular updates as well as engage with employees in a more informal environment and share success stories. The company also operates a bonus and share scheme at varying levels to reward performance.

Financial instruments

Details of the use of financial instruments and the principal risks faced by the Group are contained in note 25 to the financial statements.

Future developments

Details of future developments are contained in the Strategic Report on page 25.

Auditors

All the current Directors have taken all reasonable steps necessary to make themselves aware of any information needed by the Group's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The Directors are not aware of any relevant audit information of which the auditors are unaware.

UHY Hacker Young have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting.

On behalf of the Board
Nick Ayerst – Chief Executive Officer
20th May 2024

Corporate Governance
Statement of Directors' responsibilities

The Directors are responsible for preparing the Annual Reports and the Group and Parent Company financial statements in accordance with applicable United Kingdom law and regulations. Company law requires the Directors to prepare Group and Parent Company financial statements for each financial period. Under that law, and as required by the AIM rules, the Directors have elected to prepare Group financial statements under UK- adopted International Accounting Standards (IASs), and the Parent Company financial statements under United Kingdom Accounting Standards.

Under Company Law the Directors must not approve the Group and Parent Company financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Parent Company and of the profit or loss of the Group for that period. In preparing the Group and Parent Company financial statements the Directors are required to:

- present fairly the financial position, financial performance and cash flows of the Group and Parent Company;
- select suitable accounting policies in accordance with IAS 8: 'Accounting Policies, Changes in Accounting Estimates and Errors' and then apply them consistently;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- make judgments and estimates that are reasonable;
- provide additional disclosures when compliance with the specific requirements in UK adopted international accounting standards is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Group's and the Company's financial position and financial performance; and
- the Group and Parent Company financial statements have been prepared in accordance with UK adopted international accounting standards or United Kingdom Accounting Standards, subject to any material departures disclosed and explained in the financial statements.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Parent Company and enable them to ensure that the Group and Parent Company financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and Parent Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditors' report

To the members of Comptoir Group PLC

Opinion

We have audited the financial statements of Comptoir Group PLC (the 'Parent Company') and its subsidiaries (the 'Group') for the period ended 31 December 2023 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Parent Company Balance Sheet, the Consolidated Statements of Changes in Equity, the Consolidated Statement of Cash Flows and notes to the financial statements, including significant accounting policies.

The financial reporting framework that has been applied in the preparation of the Group's financial statements is applicable law and UK-adopted International Accounting Standards. The financial reporting framework that has been applied in the preparation of the Parent Company's financial statements is FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice) and in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 December 2023 and of the Group's loss for the period then ended;
- the Group financial statements have been properly prepared in accordance with UK-adopted International Accounting Standards and in accordance with the requirements of the Companies Act 2006; and
- the Parent Company financial statements have been properly prepared in accordance with FRS 102 (United Kingdom Generally Accepted Accounting Practice) and as applied in accordance with the provisions of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Group and Parent Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Director's use of the going concern basis of accounting in the preparation of the financial statement is appropriate.

Our evaluation of the Director's assessment of the entity's ability to continue to adopt the going concern basis of accounting included:

Evaluation of Management Assessment

- Assessing the transparency and the completeness and accuracy of the matters covered in the going concern disclosure by evaluating management's cashflow projections for the forecast period and challenging the underlying assumptions
- We obtained budgets and cashflow forecasts, reviewed the methodology behind these, ensured arithmetically correct and challenged the assumptions
- We obtained post period end trading results and compared these to budget to ensure budgeting is reasonable and results are in line with expectations
- Evaluated the key assumptions in the forecast, which were consistent with our knowledge of the business and considered whether these were supported by the evidence we obtained
- Discussed plans for the Group going forward with management, ensuring these had been incorporated into the budgeting and would not have an impact on the going concern status of the Group
- Compared the prior period forecast against current period actual performance to assess management's ability to forecast accurately
- We have assessed the sensitivity of the forecasts to a decrease in budgeted profit for the forecast period and the resulting impact on the cash position

- We also reviewed the disclosures relating to going concern basis of preparation and found that these provided an explanation of the Directors' assessment that was consistent with the evidence we obtained.

Key observations

The Group incurred a loss of £1.60m in the 52 weeks to 31 December 2023 (profit for the 52 week period to 1 January 2023 of £0.59m). They generated net cash from operating activities of £2.25m in the 52 weeks to 31 December 2023 (£4.27m in the 52 weeks to 1 January 2023) and had a cash balance of £7.05m as at 31 December 2023 (£9.93m as at 1 January 2023).

Clear and full disclosure of the facts and the Directors' rationale for the use of the going concern basis of preparation, is a key financial statement disclosure and so was the focus of our audit in this area. Auditing standards require that to be reported as a key audit matter.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

Our approach to the audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the Directors made subjective judgements, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain.

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account an understanding of the structure of the Parent Company and the Group, their activities, the accounting processes and controls, and the industry in which they operate.

Our planned audit testing was directed accordingly and was focused on areas where we assessed there to be the highest risk of material misstatement.

Our Group audit scope includes all of the Group companies. At the Group level, we also tested the consolidation procedures. The audit team met and communicated regularly throughout the audit with the Group finance team in order to ensure we had a good knowledge of the business of the Group. During the audit we reassessed and re-evaluated audit risks and tailored our approach accordingly.

The audit testing included substantive testing on significant transactions, balances and disclosures, the extent of which was based on various factors such as our overall assessment of the control environment, the effectiveness of controls and the management of specific risk.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant findings, including any significant deficiencies in internal control that we identify during the audit.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team.

These matters were addressed in the context of our audit of the Group and Parent Company financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. This is not a complete list of all risks identified during our audit. Going concern is a significant key audit matter and is described above. In arriving at our audit opinion above, the other key audit matters were as follows:

Key audit matters (applicable to the Group)	How our audit addressed the key audit matters
Revenue recognition The Group recognises revenue for services and goods provided in the Group's restaurants (excluding value added tax and gratuities left by customers for the benefit of employees) and is recognised at the point of sale. It should be ensured that any gratuities left by customers, which are due to the staff, are not recognised as revenue. Service charges/tips are distributed between those who are eligible via the Tronc system and through wages. Those eligible for service charges include all employees who have any contact with a customer or any form of influence over revenue growth. Therefore, some head office staff also receive a share of service charges. Revenue is a key driver of the business and is made up of a high number of individual low value transactions therefore in respect of services provided there is a risk that revenue is recorded inappropriately relative to the provision of underlying services. We therefore identified the risk over the occurrence assertion relating to revenue recognition as a significant risk, which was one of the most significant risks of material misstatement.	**Our audit work included, but was not restricted to:** ◆ Performing transaction testing from the nominal ledger to the source documents on a sample of sales transactions to test the occurrence and at the same time test the accuracy of the correct treatment of the service charges and the Tronc system. ◆ Test of sales recorded around the financial period end to determine if recorded in the correct accounting period to gain assurance on the cut off assertion. ◆ Documenting our understanding of the systems and controls around the recording of revenue and testing the design effectiveness and implementation of such controls ◆ We carried out detailed substantive analytical procedures on sales. ◆ We have assessed whether revenue was accounted for in accordance with that stated accounting policy on revenue. The Group's accounting policy on revenue recognition is shown in Significant Accounting Policies for the consolidated financial statements and related disclosures are included in note 2. **Key observations** We have not found any issues or errors involving sales and are therefore satisfied we have assurance over sales recognition and treatment.
Impairment of property, plant and equipment and right-of-use assets Property, plant and equipment and right-of-use assets are significant assets on the Group's balance sheet with a combined net book value of £19.8m at 31 December 2023 (1 January 2023: £20.4m).	We assessed Management's process for identifying sites with a potential impairment and the impairment review process and performed analysis to challenge their assumptions on impairments and considered the level of impairments made in the period.

The balance is primarily comprised of leasehold buildings and fixtures, fittings and equipment to support the Group's restaurants. The assets are at risk of potential impairment due to the Group operating in a competitive industry. The estimated recoverable amount of these balances is subjective due to the inherent uncertainty involved in forecasting and discounting the related future cash flows. At each reporting date Management has undertaken an assessment of the carrying value of these assets and, where there are indicators of impairment in accordance with IAS 36 'Impairment of assets', has carried out an impairment review by reference to external market factors and discounted cash flows in relation to cash generating units that include these assets. The assessment was based on the future cash flows of each site using a discounted cash flow model (being the 'value in use'). The higher of these amounts, being the recoverable amount, was then compared to the carrying value of fixed assets for that site. Significant management judgement and estimation uncertainty is involved in this area, where the primary inputs are: ◆ Estimating cash flow forecasts; and ◆ Selecting an appropriate discount rate. This area has been recognised by the Board as a critical accounting judgement and estimate, refer to the end of note 1 - *Critical accounting judgements and key sources of estimation uncertainty and note 10 – Property, Plant and Equipment.* There is also a risk that Management may unduly influence the significant judgements and estimates in respect of the requirement for an impairment provision. Given the value of the tangible fixed assets and the performance of some restaurants over the period, we consider this to be a significant risk, which was one of the most significant risks of material misstatement.	We assessed Management's process for identifying restaurants with a potential impairment and the impairment review process and performed analysis to challenge their assumptions on impairments and considered the level of impairments made in the period. Our audit work included, but was not restricted to, the following: ◆ Evaluating Management's assessment of forecasted cash flows site-by site and challenging Management on significant movements in forecasted cash flows on a restaurant by restaurant basis compared to historic performance. ◆ Testing the accuracy of management's 2022 forecasts against the actual results. ◆ Assessing Management's forecasted cash flows that feed into the discounted cash flow model and challenging assumptions around this with reference to historic results, market trends and future expectations and tested mathematical accuracy. ◆ Challenging the appropriateness of Management's assumptions including the growth and discount rates. ◆ Assessing the sensitivity of the value in use for each restaurant by sensitising the key assumptions in the impairment calculation. ◆ We held discussions with Management to challenge the impairments on those restaurants where: the headroom before impairment was low and the forecast growth in cash flows was high. ◆ Assessing the adequacy of disclosures in the financial statements against the requirement of IAS 36 'Impairment of assets'. The Group's accounting policy on the impairment of Property, plant and equipment and right-of-use assets is shown in Principal Accounting Policies for the consolidated financial statements and related disclosures are included in note 10.

Key observations

As a result of our testing, we concluded that the valuation of the tangible fixed assets is accounted for in accordance with the Group's accounting policies and IAS 36 'Impairment of assets'.

Our application of materiality

The scope and focus of our audit was influenced by our assessment and application of materiality. We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements on our audit and on the financial statements.

We define financial statement materiality as the magnitude by which misstatements, including omissions, could reasonably be expected to influence the economic decisions taken on the basis of the financial statements by reasonable users.

In order to reduce to an appropriately low level the probability that any misstatements exceed materiality, we use a lower materiality level, performance materiality, to determine the extent of testing needed. Importantly, misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole.

	Group	Parent
Overall materiality	We determined materiality for the financial statements as a whole to be £472,000 (1 January 2023: £465,000).	We have determined Parent Company materiality to be £231,000 (1 January 2023: £178,000).
How we determine it	Based on a benchmark of 1.5% of revenue for the period.	Based on a benchmark of 4% of gross assets.
Rationale for benchmark applied	Due to the volatility of profits/losses before tax, total revenues for the period has been determined to be the most appropriate benchmark.	As the company is a holding company materiality was based on gross assets, in line with the previous year's calculation.
Performance materiality	On the basis of our risk assessment, together with our assessment of the Group's control environment, our judgement is that performance materiality for the financial statements should be 70% of materiality and was set at £330,400 (1 January 2023: £325,000).	Performance materiality for the Parent Company was set at 70% of financial statement materiality, for the same reasons as for the Group, being £161,700 (1 January 2023: 133,000).
Specific materiality	A lower materiality has been used for the cash element of Directors' remuneration, being £2,000.	A lower materiality has been used for the cash element of Directors' remuneration, being £2,000.

Reporting threshold

We agreed with the Audit Committee that we would report to them all misstatements over £23,600 (1 January 2023 £23,000) (5% of Group materiality) identified during the audit, as well as differences below that threshold that, in our view, warrant reporting on qualitative grounds. We also report to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the financial statements.

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditors' report thereon. The Directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- The information given in the strategic report and the Directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- The strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the Directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- Adequate accounting records have not been kept by the Group and Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- The Group and Parent Company financial statements are not in agreement with the accounting records and returns; or
- Certain disclosures of Directors' remuneration specified by law are not made; or
- We have not received all the information and explanations we require for our audit.

Responsibilities of Directors

As explained more fully in the statement of Directors' responsibilities, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Group's and the Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the group or Parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Based on our understanding of the Group and Parent Company and the industry in which it operates, we identified that the principal risks of non-compliance with laws and regulations related to UK Tax Legislation, pension legislation, employment and health and safety regulations and anti-bribery, corruption and fraud and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006 and the Quoted Companies Alliance. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related management bias in accounting estimates and inappropriate journal entries to revenue.

Audit procedures performed included: review of the financial statement disclosures to underlying supporting documentation, review of legal fees in the period and enquiries of management in so far as they related to the financial statements, and testing of journals and evaluating whether there was evidence of bias by the Directors that represented a risk of material misstatement due to fraud.

There are inherent limitations in the audit procedures described above and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we would become aware of it. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Parent Company's members, as a body, in accordance with part 3 of Chapter 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Parent Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

James Astley – (Senior Statutory Auditor)

For and on behalf of UHY Hacker Young
Chartered Accountants and Statutory Auditor

UHY Hacker Young LLP
4 Thomas More Square
London E1W 1YW

20th May 2024

Financial Statements

Consolidated financial statements & notes

Consolidated statement of comprehensive income

For the period ended 31 December 2023

	Notes	Period ended 31 December 2023	Period ended 1 January 2023
		£	£
Revenue	2	31,480,609	31,046,546
Cost of sales		(6,760,622)	(6,605,074)
Gross profit		**24,719,987**	**24,441,472**
Distribution expenses		(12,624,578)	(11,431,633)
Administrative expenses		(12,866,121)	(11,357,436)
Other income	2	50,614	292,744
Operating (loss)/profit	3	**(720,098)**	**1,945,147**
Finance costs	6	(1,019,154)	(1,042,697)
Finance income		94,147	–
(Loss)/profit before tax		**(1,645,105)**	**902,450**
Taxation charge	7	45,674	(314,146)
(Loss)/profit for the period		**(1,599,431)**	**588,304**
Other comprehensive income		-	-
Total comprehensive (loss)/income for the period		**(1,599,431)**	**588,304**
Basic (loss)/earnings per share (pence)	8	(1.30)	0.48
Diluted (loss)/earnings per share (pence)	8	(1.30)	0.48

All of the above results are derived from continuing operations. (Loss)/Profit for the period and total comprehensive (loss)/income for the period is entirely attributable to the equity shareholders of the Group.

Consolidated balance sheet

At 31 December 2023

	Notes	31 December 2023	1 January 2023
		£	£
Assets			
Non-current assets			
Intangible assets	9	7,284	29,134
Property, plant and equipment	10	6,771,722	6,708,383
Right-of-use assets	10	13,008,673	13,704,427
		19,787,679	**20,441,944**
Current assets			
Inventories	12	521,488	474,655
Trade and other receivables	13	1,344,710	1,220,053
Cash and cash equivalents		7,048,757	9,930,323
		8,914,955	**11,625,031**
Total assets		**28,702,634**	**32,066,975**
Liabilities			
Current liabilities			
Borrowings	15	(600,000)	(600,000)
Trade and other payables	14	(5,964,996)	(6,399,675)
Lease liabilities	26	(2,159,265)	(2,351,410)
		(8,724,261)	**(9,351,085)**
Non-current liabilities			
Borrowings	15	(1,000,000)	(1,600,000)
Provisions for liabilities	16	(389,147)	(362,088)
Lease liabilities	26	(15,178,055)	(15,728,066)
Deferred tax liabilities	17	(226,292)	(271,967)
		(16,793,494)	**(17,962,121)**
Total liabilities		**(25,517,755)**	**(27,313,206)**
Net assets		**3,184,879**	**4,753,769**
Equity			
Share capital	18	1,226,667	1,226,667
Share premium		10,050,313	10,050,313
Other reserves	19	175,640	145,099
Retained losses		(8,267,741)	(6,668,310)
Total equity		**3,184,879**	**4,753,769**

The financial statements of Comptoir Group PLC (company registration number 07741283) were approved by the Board of Directors and authorised for issue on 20 May 2024 and were signed on its behalf by:

Nick Ayerst – Chief Executive Officer

Consolidated statement of changes in equity
For the period ended 31 December 2023

	Notes	Share capital	Share premium	Other reserves	Retained losses	Total equity
		£	£	£	£	£
At 3 January 2022		1,226,667	10,050,313	129,722	(7,256,614)	4,150,088
Total comprehensive income						
Profit for the period		-	-	-	588,304	588,304
Transactions with owners						
Share-based payments	21	-	-	15,377	-	15,377
At 1 January 2023		1,226,667	10,050,313	145,099	(6,668,310)	4,753,769
At 2 January 2023		1,226,667	10,050,313	145,099	(6,668,310)	4,753,769
Total comprehensive income						
Loss for the period		-	-	-	(1,599,431)	(1,599,431)
Transactions with owners						
Share-based payments	21	-	-	30,541	-	30,541
At 31 Decemebr 2023		1,226,667	10,050,313	175,640	(8,267,741)	3,184,879

Consolidated statement of cash flows

For the period ended 31 December 2023

	Notes	Period ended 31 December 2023	Period ended 1 January 2023
		£	£
Operating activities			
Cash inflow from operations	22	2,287,882	4,368,949
Interest paid		(136,551)	(94,078)
Interest received		94,146	-
Net cash from operating activities		**2,245,477**	**4,274,871**
Investing activities			
Purchase of property, plant & equipment	10	(1,279,900)	(581,250)
Net cash used in investing activities		**(1,279,900)**	**(581,250)**
Financing activities			
Payment of lease liabilities	26	(3,247,143)	(3,031,097)
Bank loan repayments	23	(600,000)	(600,000)
Net cash used in financing activities		**(3,847,143)**	**(3,631,097)**
(Decrease)/increase in cash and cash equivalents		(2,881,566)	62,524
Cash and cash equivalents at beginning of period		9,930,323	9,867,799
Cash and cash equivalents at end of period		**7,048,757**	**9,930,323**

Principal accounting policies for the consolidated financial statements

For the period ended 31 December 2023

Reporting entity

Comptoir Group Plc (the "Company") is a company incorporated and registered in England and Wales, with a company registration number of 07741283. The address of the Company's registered office is 6th Floor, Winchester House, 259-269 Old Marylebone Road, London, NW1 5RA. The consolidated financial statements comprise of the Company and its subsidiaries (together referred to as the "Group").

Statement of compliance

The consolidated financial statements have been prepared in accordance with UK-adopted International Financial Reporting Standards and its interpretations adopted by the International Accounting Standards Board (IASB). The parent company financial statements have been prepared using United Kingdom Accounting Standards including FRS 102 'The financial reporting standard applicable in the UK and Republic of Ireland' and are set out on pages 83 to 90.

Basis of preparation

These consolidated financial statements for the period ended 31 December 2023 are prepared in accordance with UK-adopted International Accounting Standards.

The accounting period for the Group runs to the closest Sunday to 31 December each year. The consolidated financial statements for the current period has been prepared to 31 December 2023 and the comparative period to 1 January 2023.

The financial statements are presented in Pound Sterling (£), which is both the functional and presentational currency of the Group and Company. All amounts are rounded to the nearest pound, except where otherwise indicated.

The Group and Parent Company financial statements have been prepared on the historical cost convention as modified for certain financial instruments, which are stated at fair value. Non-current assets are stated at the lower of carrying amount and fair value less costs to sell.

Use of non-GAAP profit and loss measures

The Group believes that along with operating profit, the 'Adjusted EBITDA' provides additional guidance to the statutory measures of the performance of the business during the financial year. Adjusted profit from operations is calculated by adding back depreciation, amortisation, impairment of assets, finance costs, preopening costs and certain non-recurring or non-cash items. Adjusted EBITDA is an internal measure used by management as they believe it better reflects the underlying performance of the Group beyond generally accepted accounting principles.

Going concern basis

In assessing the going concern position of the Group for the consolidated financial statements for the year ended the 31 December 2023, the Directors have considered the Group's cash flow, liquidity and business activities. Following the Covid-19 pandemic, the economic environment and its impact on guest confidence to spend has been considered as part of the Group's adoption of the going concern basis. Although trading was impacted over this period, the Group's underlying trading remained positive, and we've continued with selective investment to continually be able to embrace market growth.

The Group maintains good cash reserves: £7.0m as at the start of the current accounting period, which sets us apart from many other operators in our sector.

The Directors have considered the current business model, strategies and principal risks and uncertainties. Based on the Group's cash flow forecasts and projections, the Board is satisfied that the Group will be able to operate for the foreseeable future. In making this assessment, the Directors have made a specific analysis of the impact of current macro-economic uncertainties and global disruption in the middle East as well as the Ukraine.

The Group's current cash reserves remains at £7.0m, and the Board believes that the business has the ability to remain trading for a period of at least 12 months from the date of signing of these financial statements. These financial statements have therefore been prepared on the going concern basis.

Changes in accounting standards, amendments and interpretations

At the date of authorisation of the consolidated financial statements, the following amendments to Standards and Interpretations issued by the IASB that are effective for an annual period that begins on or after 1 January 2023. These have not had any material impact on the amounts reported for the current and prior periods.

Standard or Interpretation	Effective Date
IFRS 17 – Insurance Contracts	1 January 2023
IAS 8 – Definition of Accounting Estimates	1 January 2023
IAS 1 – Disclosure of Accounting Policies	1 January 2023
IAS 12 – Deferred Tax Arising from a Single Transaction	1 January 2023
IAS 12 – International Tax Reform – Pillar Two Model Rules	23 May 2023

New and revised Standards and Interpretations in issue but not yet effective

At the date of authorisation of these financial statements, the Group has not early adopted any of the following amendments to Standards and Interpretations that have been issued but are not yet effective:

Standard or Interpretation	Effective Date
IFRS 16 – Lease Liability in a Sale and Leaseback	1 January 2024
IAS 1 – Non-current Liabilities with Covenants	1 January 2024
IAS 1 – Classification of Liabilities as Current or Non-current	1 January 2024
IAS 7 – Supplier Finance Arrangements	1 January 2024
IAS 21 – Lack of Exchangeability	1 January 2025
IFRS 18 – Presentation and Disclosure in Financial Statements	1 January 2027

As yet, none of these have been endorsed for use in the UK and will not be adopted until such time as endorsement is confirmed. The Directors do not expect any material impact as a result of adopting standards and amendments listed above in the financial year they become effective.

Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in the historical consolidated financial statements, unless otherwise indicated.

(a) Basis of consolidation

These financial statements consolidate the financial statements of the Company and all of its subsidiary undertakings drawn up to 31 December 2023.

Subsidiaries are entities controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable or convertible are taken into account, regardless of management's intention to exercise that option or warrant. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date the control ceases.

The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the identifiable net assets acquired is recorded as goodwill.

All intra-group balances, transactions, income and expenses and profits and losses resulting from intra-group transactions are eliminated fully on consolidation. The gain or loss on disposal of a subsidiary company is the difference between net disposals proceeds and the Group's share of its net assets together with any goodwill and exchange differences.

(b) Foreign currency translation

Functional and presentational currency

Items included in the financial results of each of the Group entities are measured using the currency of the primary economic environment in which the entities operate (the functional currency). The consolidated financial statements are presented in Pounds Sterling ("£") which is the Company's functional and operational currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and financial liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

(c) Financial instruments

Financial assets and financial liabilities are measured initially at fair value plus transactions costs. Financial assets and financial liabilities are measured subsequently as described below.

Financial assets

The Group classifies its financial assets as 'loans and receivables'. The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired.

Loans and receivables are non-derivative financial assets with fixed and determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the statement of financial position date, which are classified as non-current assets. Receivables are classified as 'trade and other receivables' and loans are classified as 'borrowings' in the statement of financial position.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. The carrying value of trade and other receivables recorded at amortised cost are reduced by allowances for lifetime estimated credit losses. Estimated future credit losses are first recorded on the initial recognition of a receivable and are based on the ageing of the receivable balance, historical experience and forward looking considerations. Balances that are deemed not collectable will be recognised as a loss in the income statement. When a trade receivable is uncollectable, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited to the statement of comprehensive income.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred.

Financial liabilities

The Group's financial liabilities include trade and other payables. Trade payables are recognised initially at fair value less transaction costs and subsequently measured at amortised cost using the effective interest method ("EIR" method). Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the statement of comprehensive Income.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

(d) Property, plant and equipment

Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Depreciation

Depreciation is charged to the income statement on a reducing balance basis and on a straight-line basis over the estimated useful lives of corresponding items of property, plant and equipment:

Land & buildings leasehold	Over the length of the lease
Plant & machinery	15% on reducing balance
Fixture, fittings & equipment	10% on reducing balance

The carrying values of plant and equipment are reviewed at each reporting date to determine whether there are any indications of impairment. If any such indication exists, the assets are tested for impairment to estimate the assets' recoverable amounts. Any impairment losses are recognised in the Statement of Comprehensive Income.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each statement of financial position date. Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within the Statement of Comprehensive Income.

(e) Intangible assets – Goodwill

All business combinations are accounted for by applying the acquisition method. Goodwill represents amounts arising on acquisition of subsidiaries, associates and joint ventures. Goodwill represents the difference between the cost of the acquisition and the fair value of the net identifiable assets acquired.

Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash generating units and is formally tested for impairment annually, thus is not amortised. Any excess of fair value of net assets over consideration on acquisition are recognised directly in the income statement.

(f) Inventories

Inventories are stated at the lower of costs and net realisable value. Cost comprises direct materials, and those direct overheads that have been incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

(g) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, cash at bank, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts that are repayable on demand are included within borrowings in current liabilities on the balance sheet.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

(h) Share-based payments

The Group's share option programme allows Group employees to acquire shares of the Company and all options are equity-settled. The fair value of options granted is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employees become unconditionally entitled to the options. The fair value of the options granted is measured using the Black-Scholes model, taking into account the terms and conditions upon which the options were granted. The amount recognised as an expense is adjusted to reflect the actual number of share options that vest.

(i) Provisions for liabilities

A provision is recognised in the balance sheet when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value using a pre-tax discount rate. The unwinding of the discount is recognised as a finance cost in the income statement in the period it arises.

(j) Deferred tax and current tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered or paid to the taxation authorities. A provision is made for corporation tax for the reporting period using the tax rates that have been substantially enacted for the company at the reporting date.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the Statement of Comprehensive Income.

Deferred income tax is provided in full on a non-discounted basis, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the statement of financial position date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

(k) Leases

Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (i.e., the date the underlying asset is available for use). Initially, right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Subsequently, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

Lease liabilities

At the commencement date of the lease, the lease liabilities recognised are measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group used the incremental borrowing rate at the lease commencement.

After the commencement date, the amount of lease liabilities is increased to account for interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

The Group elected to apply the practical expedient in relation to amendments to IFRS 16: Covid-19 Related Rent Concessions. This allows a lessee to account for any changes to their lease payments due to the effects of Covid-19 in the Statement of Comprehensive Income rather than be treated as a lease modification.

The practical expedient was applied consistently to all lease contracts with similar characteristics and in similar circumstances. A resulting credit will be recognised as income in the profit and loss for the reporting period reflecting the changes in lease payments arising from the application of this practical expedient.

(l) Employee benefits

Short term employee benefits

Wages, salaries, paid annual leave, paid sick leave and bonuses are recognised as an expense in the period in which the associated services are rendered by employees.

The Group recognises an accrual for annual holiday pay accrued by employees as a result of services rendered in the current period, and which employees are entitled to carry forward and use within 12 months. The accrual is measured at the salary cost payable for the period of absence.

Pensions and other post-employment benefits

The Group pays monthly contributions to defined contribution pension plans. The legal or constructive obligation of the Group is limited to the amount that they agree to contribute to the plan. The contributions to the plan are charged to the Statement of Comprehensive Income in the period to which they relate.

Termination benefits are recognised immediately as an expense when the Group is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

(m) Revenue

Revenue represents amounts received and receivable for services and goods provided (excluding value added tax and discounts) and is recognised at the point of sale. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Franchise fees from the Group's role as franchisor in the UK and Middle East. Revenue comprises ongoing royalties based on the sales results of the franchisee and up-front initial site fees.

(n) Expenses

Variable lease payments

Variable lease payments that do not depend on an index or rate and are not in-substance fixed payments, such as rental expenses payable based on the percentage of sales made in the period, are not included in the initial measurement of the lease liability. These payments are recognised in the income statement in the period in which the event or condition that triggers those payments occurs.

Opening expenses

Property rentals and related costs incurred up to the date of opening of a new restaurant are written off to the income statement in the period in which they are incurred. Promotional and training costs are written off to the income statement in the period in which they are incurred.

Financial expenses

Financial expenses comprise of interest payable on bank loans, hire purchase liabilities and other financial costs and charges. Interest payable is recognised on an accrual basis.

(o) Ordinary share capital

Ordinary shares are classified as equity. Costs directly attributable to the increase of new shares or options are shown in equity as a deduction from the proceeds.

(p) Dividend policy

In accordance with IAS 10 'Events after the Balance Sheet Date', dividends declared after the balance sheet date are not recognised as a liability at that balance sheet date and are recognised in the financial statements when they have received approval by shareholders. Unpaid dividends that are not approved are disclosed in the notes to the consolidated financial statements.

(q) Commercial discount policy

Commercial discounts represent a reduction in cost of goods and services in accordance with negotiated supplier contracts, the majority of which are based on purchase volumes. Commercial discounts are recognised in the period in which they are earned and to the extent that any variable targets have been achieved in that financial period. Costs associated with commercial discounts are recognised in the period in which they are incurred.

(r) Operating segments

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses (including revenue and expenses related to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's Chief Operating Decision Maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available. The Chief Operating Decision Maker has been identified as the Board of Executive Directors, at which level strategic decisions are made.

(s) Government grants

Government grants are recognised at the fair value of the asset received or receivable when there is reasonable assurance that the grant conditions will be met and the grants will be received.

A grant that specifies performance conditions is recognised in income when the performance conditions are met. Where a grant does not specify performance conditions it is recognised in income when the proceeds are received or receivable.

Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with UK-adopted IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. The resulting accounting estimates may differ from the related actual results.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

In the process of applying the Group's accounting policies, management has made a number of judgments and estimations of which the following are the most significant. The estimates and assumptions that have a risk of causing material adjustment to the carrying amounts of assets and liabilities within the future financial years are as follows:

Depreciation, useful lives and residual values of property, plant & equipment

The Directors estimate the useful lives and residual values of property, plant & equipment in order to calculate the depreciation charges. Changes in these estimates could result in changes being required to the annual depreciation charges in the statement of comprehensive incomes and the carrying values of the property, plant & equipment in the balance sheet.

Impairment of assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value of money and the risks specific to the asset. Impairment losses of continuing operations are recognised in the profit or loss in those expense categories consistent with the function of the impaired asset.

Leases

At the commencement date of property leases the lease liability is calculated by discounting the lease payments. The discount rate used should be the interest rate implicit in the lease. However, if that rate cannot be readily determined, which is generally the case for property leases, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

The discount rate originally applied to the Group's leases under the portfolio approach was 2.6%. Where there have been modifications to leases since the first application of IFRS 16 the discount rate has been updated in line with the incremental cost of borrowing and ranges between 4% to 7.75%.

Deferred tax assets

Historically, deferred tax assets had been recognised in respect of the total unutilised tax losses within the Group. A condition of recognising this amount depended on the extent that it was probable that future taxable profits will be available.

Share based payments

The charge for share-based payments is calculated according to the methodology described in note 21. The Black-Scholes model requires subjective assumptions to be made including the volatility of the Company's share price, fair value of the shares and the risk free interest rates.

Dilapidations

Provisions for leasehold property dilapidation repairs are recognised when the Group has a present obligation to carry out dilapidation work on the leasehold premises before the property is vacated. The amount recognised as a provision is the best estimate of the costs required to carry out the dilapidations work and is spread over the expected period of the tenancy.

Notes to the consolidated financial statements
For the period ended 31 December 2023

1. Segmental analysis

The Group has only one operating segment being: the operation of restaurants with Lebanese and Middle Eastern Offerings and one geographical segment being the United Kingdom. The Group's brands meet the aggregation criteria set out in paragraph 22 of IFRS 8 'Operating Segments' and as such the Group reports the business as one reportable segment.

None of the Group's customers individually contribute over 10% of the total revenues.

2. Revenue

	31 December 2023	1 January 2023
	£	£
Income for the year consists of the following:		
Revenue from continuing operations	31,480,609	31,046,546
Other income not included within revenue in the income statement:		
Local council support grants	–	120,888
Covid-19 related rent concessions	–	171,856
Other miscellaneous income	50,614	–
	50,614	292,744
Total income for the period	**31,531,223**	**31,339,290**

3. Group operating profit

	31 December 2023	1 January 2023
	£	£
This is stated after charging/(crediting):		
Variable lease charges* (see **note 26**)	624,812	444,327
Rent concessions (see **note 26**)	(21,062)	(171,856)
Lease modifications (see **note 26**)	132,786	-
Share-based payments expense (see **note 21**)	30,541	15,377
Depreciation of property, plant and equipment (see **note 10**)	3,328,567	3,252,841
Impairment of assets (see **note 9 & 10**)	107,316	78,266
Loss on disposal of fixed assets	8,940	8,188
Auditors' remuneration (see **note 4**)	110,000	75,000
Exceptional legal and professional fees**	101,145	1,002,054

*Variable lease charges relate to additional rental expenses payable based on selected sites achieving a certain level of turnover for the year.

**Exceptional legal and professional fees related to payments and associated fees in respect of C Hanna's resignation as Chief Executive Officer of the Group during the period.

For the initial trading period following opening of a new restaurant, the performance of that restaurant will be lower than that achieved by other, similar mature restaurants. The difference in this performance, which is calculated by reference to gross profit margins amongst other key metrics is quantified and included within opening costs. The breakdown of opening costs, between pre-opening costs and certain post-opening costs for 3 months is shown below:

	31 December 2023	1 January 2023
	£	£
Pre-opening costs	165,535	-
	165,535	-

4. Auditors' remuneration

	31 December 2023	1 January 2023
	£	£
Auditors' remuneration:		
Fees payable to Company's auditor for the audit of its annual accounts	31,000	20,500
Other fees to the Company's auditors		
The audit of the Company's subsidiaries	74,000	49,500
Total audit fees	**105,000**	**70,000**
Review of the half-year accounts	-	5,000
Total non-audit fees	**-**	**5,000**
Total auditors' remuneration	**105,000**	**75,000**

5. Staff costs and numbers

	31 December 2023	1 January 2023
	£	£
(a) Staff costs (including Directors):		
Wages and salaries:		
Kitchen, floor and management wages	10,356,808	10,140,060
Apprentice Levy	44,931	39,202
Other costs:		
Social security costs	873,346	844,542
Share-based payments (**note 21**)	30,541	15,377
Pension costs	160,778	159,281
Total staff costs	**11,466,404**	**11,198,462**
(b) Staff numbers (including Directors):	**Number**	**Number**
Kitchen and floor staff	475	461
Management staff	134	136
Total number of staff	**609**	**597**
(c) Directors' remuneration:		
Emoluments	701,752	1,528,598
Money purchase (and other) pension contributions	3,963	27,366
Non-Executive Directors' fees	110,600	46,500
Total Directors' costs* *Includes redundancy pay.	**816,315**	**1,555,964**
Directors' remuneration disclosed above include the following amounts to the highest paid director still in office at the end of the period:		
Emoluments	240,300	336,672
Money purchase (and other) pension contributions	1,321	1,321

Further details on Directors' emoluments and the executive pension schemes are given in the Directors' report.

6. Net Finance Cost

	31 December 2023	1 January 2023
	£	£
Finance costs:		
Interest on bank loans and overdraft	136,551	94,078
Interest on lease liabilities	882,603	948,619
	1,019,154	**1,042,697**
Finance costs:		
Bank interest received	94,147	-
	94,147	-
Net Finance Cost	**(925,007)**	**(1,042,697)**

7. Taxation

(a) Analysis of charge in the period:

	31 December 2023	1 January 2023
	£	£
Current tax:		
UK corporation tax on the (loss)/profit for the period	-	-
Adjustments in respect of previous periods	-	(64,480)
Deferred tax:		
Origination and reversal of temporary differences	356,527	7,235
Tax losses carried forward	(398,069)	371,391
Share based payments	(4,132)	-
Total tax (credit)/charge for the period	**(45,674)**	**314,146**

7. Taxation (continued)

(b) Factors affecting the tax charge for the period:

The tax charged for the period varies from the standard rate of corporation tax in the UK due to the following factors:

	31 December 2023	1 January 2023
	£	£
(Loss)/Profit before tax	(1,645,105)	902,450
Expected tax credit based on the standard rate of corporation tax in the UK of 23.5% (2022: 19%)	(386,600)	171,466
Effects of:		
Depreciation on non-qualifying assets	(45,499)	7,638
Expenses not deductible for tax purposes	52,656	(19,573)
Adjustments in respect of previous tax periods	-	(64,480)
Tax losses utilised/(carried forward)	-	(159,531)
Losses previously not recognised	305,413	-
Effect of change in corporation tax rate	74,030	-
Movements in respect of deferred tax	(45,674)	378,626
Total tax charge/(credit) for the period	**(45,674)**	**314,146**

The Group has carried forward tax losses of £2,546,922 as at 31 December 2023 (1 January 2023: £954,324).

In March 2021 a change to the future corporation tax rate was substantively enacted to increase from 19% to 25% from 1 April 2023. Accordingly, the rate used to calculate the deferred tax balances at 31 December 2023 is 25% (1 January 2023: 25%) as the timing of the release of this asset is materially expected to be after this date.

8. (Loss)/Earnings per share

The basic and diluted earnings per share figures are set out below:

	31 December 2023	1 January 2023
	£	£
(Loss)/profit attributable to shareholders	(1,599,431)	588,304
Weighted average number of shares		
For basic earnings per share	122,666,667	122,666,667
Adjustment for options outstanding	267,293	-
For diluted earnings per share	122,933,960	122,666,667

	Pence per share	Pence per share
(Loss)/earnings per share:		
Basic (pence) From (loss)/profit for the period	(1.30)	0.48
Diluted (pence) From (loss)/profit for the period	(1.30)	0.48

Further details of the share options that could potentially dilute basic earnings per share in the future are provided in note 21.

Diluted earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders by the weighted average number of shares and ‘in the money’ share options in issue. Share options are classified as ‘in the money’ if their exercise price is lower than the average share price for the period.

As required by IAS 33 ‘Earnings Per Share’, this calculation assumes that the proceeds receivable from the exercise of ‘in the money’ options would be used to purchase share in the open market in order to reduce the number of new shares that would need to be issued. As the shares were not ‘in the money’ as at 1 January 2023 and consequently would be antidilutive, no adjustment was made in respect of the share options outstanding to determine the diluted number of options at this date.

9. Intangible assets

Group	Goodwill	Total
	£	£
Cost		
At 3 January 2022	89,961	89,961
At 1 January 2023	**89,961**	**89,961**
Accumulated amortisation and impairment		
At 3 January 2022	(34,694)	(34,694)
Impairments	(26,133)	(26,133)
At 1 January 2023	**(60,827)**	**(60,827)**
Net Book Value as at 3 Janaury 2022	55,267	55,267
Net Book Value as at 1 January 2023	**29,134**	**29,134**

	Goodwill	Total
	£	£
Cost		
At 2 January 2023	89,961	89,961
At 31 December 2023	**89,961**	**89,961**
Accumulated amortisation and impairment		
At 2 January 2023	(60,827)	(60,827)
Impairments	(21,850)	(21,850)
At 31 December 2023	**(82,677)**	**(82,677)**
Net Book Value as at 1 Janaury 2023	29,134	29,134
Net Book Value as at 31 December 2023	**7,284**	**7,284**

Goodwill arising on business combinations is not amortised but is subject to an impairment test annually which compares the goodwill's 'value in use' to its carrying value. During the period, an impairment of £21,850 (1 January 2023: £26,133) was considered necessary in respect of goodwill.

10. Property, plant and equipment

Group	Right-of use assets	Leasehold land & buildings	Plant & machinery	Fixture, fittings, & equipment	Motor vehicles	Total
	£	£	£	£	£	£
Cost						
At 3 January 2022	28,644,937	10,419,010	4,702,567	2,843,966	38,310	46,648,790
Additions	-	15,741	417,524	147,985	-	581,250
Disposals	-	(63,577)	(26,785)	(704)	-	(91,066)
Modifications	(48,527)	-	-	-	-	(48,527)
At 1 January 2023	**28,596,410**	**10,371,174**	**5,093,306**	**2,991,247**	**38,310**	**47,090,447**
Accumulated depreciation and impairment						
At 3 January 2022	(12,684,557)	(6,208,028)	(3,008,896)	(1,548,952)	(5,108)	(23,455,541)
Depreciation during the period	(2,166,098)	(619,284)	(298,010)	(163,320)	(6,129)	(3,252,841)
Disposals during the period	-	64,380	21,420	(2,922)	-	82,878
Impairment during the period	(41,328)	(1,602)	(7,220)	(1,983)	-	(52,133)
Transfers	-	(55,802)	55,802	-	-	-
At 1 January 2023	**(14,891,983)**	**(6,820,336)**	**(3,236,904)**	**(1,717,177)**	**(11,237)**	**(26,677,637)**
Cost						
At 2 January 2023	28,596,410	10,371,174	5,093,306	2,991,247	38,310	47,090,447
Additions	1,695,964	64,053	455,017	760,830	-	2,975,864
Disposals	-	(83,231)	-	-	-	(83,231)
Modifications	(185,306)	-	-	-	-	(185,306)
At 31 December 2023	**30,107,068**	**10,351,996**	**5,548,323**	**3,752,077**	**38,310**	**49,797,774**
Accumulated depreciation and impairment						
At 2 January 2023	(14,891,983)	(6,820,336)	(3,236,904)	(1,717,177)	(11,237)	(26,677,637)
Depreciation during the period	(2,204,357)	(612,153)	(323,712)	(182,931)	(5,414)	(3,328,567)
Disposals during the period	-	74,291	-	-	-	74,291
Impairment during the period	(2,055)	(115)	(43,440)	(39,856)	-	(85,466)
At 31 December 2023	**(17,098,395)**	**(7,358,313)**	**(3,604,056)**	**(1,939,964)**	**(16,651)**	**(30,017,379)**
Net Book Value as at 1 January 2023	13,704,427	3,550,838	1,856,402	1,274,070	27,073	20,412,810
Net Book Value as at 31 December 2023	**13,008,673**	**2,993,683**	**1,944,267**	**1,812,113**	**21,659**	**19,780,395**

10. Property, plant and equipment (continued)

The right of use assets relates to one class of underlying assets, being the property leases entered into for various restaurant.

At each reporting date the Group considers any indication of impairment to the carrying value of its property, plant and equipment. The assessment is based on expected future cash flows and Value-in-Use calculations are performed annually and at each reporting date and is carried out on each restaurant as these are separate ‘cash generating units’ (CGU). Value-in-use was calculated as the net present value of the projected risk-adjusted post-tax cash flows plus a terminal value of the CGU. A pre-tax discount rate was applied to calculate the net present value of pre-tax cash flows. The discount rate was calculated using a market participant weighted average cost of capital. A single rate has been used for all restaurants as management believe the risks to be the same for all restaurants.

The recoverable amount of each CGU has been calculated with reference to its value-in-use. The key assumptions of this calculation are shown below:

Sales growth	**3%**
Discount rate	**5.3%**
Number of years projected	**over life of lease**

The projected sales growth was based on the Group’s latest forecasts at the time of review. The key assumptions in the cashflow pertain to revenue growth. Management have determined that growth based on industry average growth rates and actuals achieved historically are the best indication of growth going forward. The Directors are confident that the Group have taken action to mitigate the effects of consumer confidence and its impact on spending habits, as well as all the general cost inflation pressures within the forecast modelling. Management has also performed sensitivity analysis on sales inputs to the model and noted no material sensitivities in the model.

Based on the review, an impairment charge of £85,466 (1 January 2023: £52,133) was recorded for the year.

11. Subsidiaries

The subsidiaries of Comptoir Group Plc, all of which have been included in these consolidated financial statements, are as follows:

Name	Country of incorporation and principal place of business	Proportion of ownership interest as at period end	
		2023***	2023**
Timerest Limited	England & Wales	100%	100%
Chabane Limited*	England & Wales	100%	100%
Comptoir Franchise Limited	England & Wales	100%	100%
Shawa Group Limited*	England & Wales	100%	100%
Shawa Bluewater Limited*	England & Wales	100%	100%
Shawa Limited	England & Wales	100%	100%
Shawa Westfield Limited	England & Wales	100%	100%
Shawa Rupert Street Limited*	England & Wales	100%	100%
Comptoir Stratford Limited*	England & Wales	100%	100%
Comptoir South Ken Limited*	England & Wales	100%	100%
Comptoir Soho Limited*	England & Wales	100%	100%
Comptoir Central Production Limited*	England & Wales	100%	100%
Comptoir Westfield London Limited*	England & Wales	100%	100%
Levant Restaurants Group Limited*	England & Wales	100%	100%
Comptoir Chelsea Limited*	England & Wales	100%	100%
Comptoir Bluewater Limited*	England & Wales	100%	100%
Comptoir Wigmore Limited*	England & Wales	100%	100%
Comptoir Kingston Limited*	England & Wales	100%	100%
Comptoir Broadgate Limited*	England & Wales	100%	100%
Comptoir Manchester Limited*	England & Wales	100%	100%
Comptoir Restaurants Limited	England & Wales	100%	100%
Comptoir Leeds Limited*	England & Wales	100%	100%
Comptoir Oxford Street Limited*	England & Wales	100%	100%
Comptoir I.P. Limited*	England & Wales	100%	100%
Comptoir Reading Limited*	England & Wales	100%	100%
Comptoir Bath Limited*	England & Wales	100%	100%
Comptoir Exeter Limited*	England & Wales	100%	100%
Yalla Yalla Restaurants Limited	England & Wales	100%	100%
Comptoir Haymarket Ltd*	England & Wales	100%	100%
Comptoir Oxford Limited*	England & Wales	100%	100%

** Dormant companies* *** 52 weeks ending 1 January 2023* **** 52 weeks ending 31 December 2023*

The registered office address for all subsidiaries is 6th Floor, Winchester House, 259-269 Old Marylebone Road, London, United Kingdom, NW1 5RA.

12. Inventories

	Group 31 December 2023	Group 1 January 2023
	£	£
Finished goods and goods for resale	521,488	474,655

13. Trade and other receivables

	Group 31 December 2023	Group 1 January 2023
	£	£
Trade receivables	421,476	256,841
Other receivables	62,617	318,018
Prepayments and accrued income	860,617	645,194
Total trade and other receivables	**1,344,710**	**1,220,053**

14. Trade and other payables

	Group 31 December 2023	Group 1 January 2023
	£	£
Trade payables	1,958,690	2,307,855
Accruals	2,600,211	2,701,001
Other taxation and social security	1,276,456	1,309,913
Other payables	129,639	80,906
Total trade and other payables	**5,964,996**	**6,399,675**

15. Borrowings

	Group 31 December 2023	Group 1 January 2023
	£	£
Amounts falling due within one year:		
Bank loans	600,000	600,000
Total borrowings	**600,000**	**600,000**
Amounts falling due after more than one year:		
Bank loans	1,000,000	1,600,000
Total borrowings	**1,000,000**	**1,600,000**

The bank loan relates to a £3m Coronavirus Business Interruption Loan Scheme ("CBILS") loan.

The CBILS loan is secured by way of fixed charges over the assets of various Group companies. The CBIL loan of £1,600,000 represent amounts repayable within one year of £600,000 (1 January 2023: £600,000) and £1,000,000 (1 January 2023: £1,600,000) repayable in more than one year. The bank loan has a six-year term with maturity date in 2026. The loan has an initial interest free period of 12 months followed by a rate of interest of 2.5% over the Bank base rate.

16. Provisions for liabilities

	31 December 2023	1 January 2023
	£	£
Provisions for leasehold property dilapidations	197,303	167,953
Provisions for payroll pension costs	191,844	194,135
Total provisions	**389,147**	**362,088**
Movements on provisions:	£	£
At beginning of period	362,088	859,414
Provision in the year (net of releases)	27,059	(497,326)
At end of period	**389,147**	**362,088**

16. Provisions for liabilities (continued)

Provisions for leasehold property dilapidation repairs are recognised when the Group has a present obligation to carry out dilapidation repair work on the leasehold premises before the property is vacated. The amount recognised as a provision is the best estimate of the costs required to carry out the dilapidations work and is spread over the expected period of the tenancy.

Provisions for rent reviews relates to any increases in rent that may become payable based on scheduled rent review dates as per lease agreements. This was all settled during the period.

The payroll provision relates to a one-off provision as a result of a review of the current pension scheme in place as part of a planned transition to Payroll Bureau services.

17. Deferred taxation

Deferred tax assets and liabilities are offset where the Group or Company has a legally enforceable right to do so. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

Group	Liabilities 31 December 2023	Liabilities 1 January 2023	Assets 31 December 2023	Assets 1 January 2023
	£	£	£	£
Accelerated capital allowances	(707,952)	(351,425)	-	-
Tax losses	-	-	477,527	79,458
Share-based payments	-	-	4,132	
	(707,952)	**(351,425)**	**481,659**	**79,458**

Movements in the period:	Group 31 December 2023	Group 1 January 2023
	£	£
Net liability at 1 January	271,967	(106,659)
(Credit)/charge to Statement of Comprehensive Income (note 7)	(45,674)	378,626
Net liability/(asset) at period end	**226,293**	**271,967**

The deferred tax liability set out above is related to accelerated capital allowances and will reverse over the period that the fixed assets to which it relates are depreciated. The deferred tax asset on tax losses has been recognised as management expect that there will be sufficient profits available in future to utilise against this amount.

18. Share capital

Authorised, issued and fully paid	Number of 1p shares	
	31 December 2023	1 January 2023
	£	£
Brought forward	122,666,667	122,666,667
At the end of the period	**122,666,667**	**122,666,667**

Authorised, issued and fully paid	Nominal value	
	31 December 2023	1 January 2023
	£	£
Brought forward	1,226,667	1,226,667
At the end of the period	**1,226,667**	**1,226,667**

19. Other reserves

The other reserves amount of £175,640 (1 January 2023: £145,099) on the balance sheet reflects the credit to equity made in respect of the charge for share-based payments made through the income statement and the purchase of shares in the market in order to satisfy the vesting of existing and future share awards under the Long-Term Incentive Plan. For further details, refer to note 21.

20. Retirement benefit schemes

Defined contribution schemes	31 December 2023	1 January 2023
	£	£
Charge to profit and loss	**160,778**	**159,281**

A defined contribution scheme is operated for all qualifying employees. The assets of the scheme are held separately from those of the Group in an independently administered fund.

21.Share-based payments

Equity-settled share-based payments

On 4 July 2018, the Group established a Company Share Option Plan ("CSOP") under which 4,890,000 share options were granted to key employees. On the same day, the options which had been granted under the Group's existing EMI share option scheme were cancelled. The CSOP scheme includes all subsidiary companies headed by Comptoir Group PLC. The exercise price of all of the options is £0.1025 and the term to expiration is 3 years from the date of grant, being 4 July 2018. All of the options have the same vesting conditions attached to them.

On 21 May 2021 under the existing CSOP, 3,245,000 share options were granted to key employees. The CSOP scheme includes all subsidiary companies headed by Comptoir Group PLC. The exercise price of all of the options is £0.0723 and the term to expiration is 3 years from the date of grant, being 21 May 2021. All of the options have the same vesting conditions attached to them.

On 17 April 2023 under the existing CSOP, 2,900,000 share options were granted to key employees. The CSOP scheme includes all subsidiary companies headed by Comptoir Group PLC. The exercise price of all of the options is £0.0557 and the term to expiration is 3 years from the date of grant, being 17 April 2026. All of the options have the same vesting conditions attached to them.

A share-based payment charge of £30,541 (1 January 2023: £15,377) was recognised during the year in relation to the new scheme and this amount is included within administrative expenses and added back in calculating adjusted EBITDA.

		31 December 2023 average exercise price		1 January 2023 average exercise price
	No. of shares £	£	No. of shares	£
CSOP options				
Options outstanding, beginning of period	4,270,000	0.0874	6,045,000	0.1025
Granted	2,900,000	0.0557	-	0.0723
Cancelled	(450,000)	-	(1,775,000)	-
Options outstanding, end of period	**6,720,000**	**0.0746**	**4,270,000**	**0.0874**
Options exercisable, end of period	**2,100,000**	**0.1025**	**2,300,000**	**0.1025**

21.Share-based payments (continued)

The Black-Scholes option pricing model is used to estimate the fair value of options granted under the Group's share-based compensation plan. The range of assumptions used and the resulting weighted average fair value of options granted at the date of grant for the Group were as follows:

	July 2018 On grant date	May 2021 On grant date	April 2023 On grant date
Risk free rate of return	0.1%	0.39%	4.21%
Expected term	3 years	3 years	3 years
Estimated volatility	51.3%	64%	61%
Expected dividend yield	0%	0%	0%
Weighted average fair value of options granted	£0.03527	£0.03050	£0.02511

Risk free interest rate

The risk-free interest rate is based on the UK 2-year Gilt yield.

Expected term

The expected term represents the maximum term that the Group's share options in relation to employees of the Group are expected to be outstanding. The expected term is based on expectations using information available.

Estimated volatility

The estimated volatility is the amount by which the price is expected to fluctuate during the period. 2,900,000 share options were granted during the current period, the estimated volatility for the share options issued in the period was determined based on the standard deviation of share price fluctuations of the company.

Expected dividends

Comptoir's Board of Directors may from time to time declare dividends on its outstanding shares.
Any determination to declare and pay dividends will be made by Comptoir Group PLC's Board of Directors and will depend upon the Group's results, earnings, capital requirements, financial condition, business prospects, contractual restrictions and other factors deemed relevant by the Board of Directors. In the event that a dividend is declared, there is no assurance with respect to the amount, timing or frequency of any such dividends. Based on this uncertainty and unknown frequency, no dividend rate was used in the assumptions to calculate the share based compensation expense.

22. Reconciliation of profit to cash generated from operations

	31 December 2023	1 January 2023
	£	£
Operating (loss)/profit for the period	(720,098)	1,945,147
Depreciation	3,328,567	3,252,841
Loss on disposal of fixed assets	8,940	8,188
Impairment of assets	107,316	78,266
Rent concessions	(21,062)	(171,856)
Lease modifications	132,786	-
Share-based payment charge	30,542	15,377
Provisions	27,059	-
Movements in working capital		
Increase in inventories	(46,833)	(8,765)
Increase in trade and other receivables	(124,655)	(521,065)
Decrease in payables and provisions	(434,680)	(229,184)
Cash from operations	**2,287,882**	**4,368,949**

23. Reconciliation of changes in cash to the movement in net cash/(debt)

Net cash/(debt):	31 December 2023	1 January 2023
	£	£
At the beginning of the period	(10,349,153)	(13,314,538)
Movements in the period:		
Bank and other borrowings	600,000	600,000
Lease liabilities	3,247,143	3,031,097
Non-cash movements in the period	(2,504,987)	(728,236)
Cash (outflow)/inflow	(2,881,566)	62,524
At the end of the period	**(11,888,563)**	**(10,349,153)**

23. Reconciliation of changes in cash to the movement in net cash/(debt) (continued)

Represented by:	At 3 January 2022	Cash flow movements in the period	Non- cash flow movements in the period	At 1 January 2023
	£	£	£	£
Cash and cash equivalents	9,867,799	62,524	-	9,930,323
Bank loans	(2,800,000)	600,000	-	(2,200,000)
Lease liabilities	(20,382,337)	3,031,097	(728,236)	(18,079,476)
	(13,314,538)	**3,693,621**	**(728,236)**	**(10,349,153)**

	At 2 January 2023	Cash flow movements in the period	Non- cash flow movements in the period	At 31 December 2023
	£	£	£	£
Cash and cash equivalents	9,930,323	(2,881,566)	-	7,048,757
Bank loans	(2,200,000)	600,000	-	(1,600,000)
Lease liabilities	(18,079,476)	3,247,143	(2,504,987)	(17,337,320)
	(10,349,153)	**965,577**	**(2,504,987)**	**(11,888,563)**

24. Financial instruments

The Group finances its operations through equity and borrowings, with the borrowing interest subject to 2.5% per annum over base rate.

Management pay rigorous attention to treasury management requirements and continue to:

- Ensure sufficient committed loan facilities are in place to support anticipated business requirements;
- Ensure the Group's debt service will be supported by anticipated cash flows and that covenants will be complied with; and
- Manage interest rate exposure with a combination of floating rate debt and interest rate swaps when deemed appropriate.

The Board closely monitors the Group's treasury strategy and the management of treasury risk. Further details of the Group's capital risk management can be found in the report of the Directors.

24. Financial instruments (continued)

Further details on the business risk factors that are considered to affect the Group are included in the strategic report and more specific financial risk management (including sensitivity to increases in interest rates) are included in the Report of the Directors. Further details on market and economic risk and headroom against covenants are included in the Strategic Report.

Financial assets and liabilities

Group financial assets:	31 December 2023	1 January 2023
	£	**£**
Cash and cash equivalents	7,048,75	9,930,323
Trade and other receivables	484,093	574,859
Total financial assets	**7,532,850**	**10,505,182**

Group financial liabilities:	31 December 2023	1 January 2023
	£	**£**
Trade and other payables excl. corporation tax	4,874,343	5,276,259
Bank loan	600,000	600,000
Short-term financial liabilities	**5,474,343**	**5,876,259**
Bank loan	1,000,000	1,600,000
Long-term financial liabilities	**1,000,000**	**1,600,000**
Total financial liabilities	**6,474,343**	**7,476,259**

The bank loan has an interest rate of 2.5% per annum over base rate.

24. Financial instruments (continued)

The maturity profile of anticipated gross future cash flows, including interest, relating to the Group's non-derivative financial liabilities, on an undiscounted basis, are set out below:

	Trade and other payables*	Bank loans
	£	£
As at 1 January 2023		
Within one year	6,761,763	600,000
Within two to five years	–	1,600,000
Total	**6,761,763**	**2,200,000**
As at 31 December 2023		
Within one year	6,354,143	600,000
Within two to five years	–	1,000,000
Total	**6,354,143**	**1,600,000**

*Excluding corporation tax.

Fair value of financial assets and liabilities

All financial assets and liabilities are accounted for at cost and the Directors consider the carrying value to approximate their fair value.

25. Financial risk management

The Group's and Company's financial instruments comprise investments, cash and liquid resources, and various items, such as trade receivables and trade payables that arise directly from its operations. The vast majority of the Group's and Company's financial investments are denominated in sterling.

Neither the Group nor the Company enter into derivatives or hedging transactions. It is, and has been throughout the period under review, the Group's and Company's policy that no trading in financial instruments shall be undertaken.

The main risks arising from the Group's and Company's financial instruments are **credit risk, liquidity risk, foreign currency risk, interest rate risk and investment risk**. The Group does not have a material exposure to foreign currency risk.

25. Financial risk management (continued)

The Board reviews policies for managing each of these risks, and they are summarised as follows:

Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial losses to the Group. Counterparties for cash balances are with large established financial institutions. The Group is exposed to credit related losses in the event of non-performance by the financial institutions but does not expect them to fail to meet their obligations.

As a retail business with trading receipts settled either by cash or credit and debit cards, there is very limited exposure from customer transactions. The Group is exposed to credit risk in respect of commercial discounts receivable from suppliers but the Directors believe adequate provision has been made in respect of doubtful debts and there are no material amounts past due that have not been provided against.

The carrying amount of financial assets recorded in the financial statements, net of any allowances for losses, represents the Group's maximum exposure to credit risk.

Liquidity risk

The Group has built an appropriate mechanism to manage liquidity risk of the short, medium and long-term funding and liquidity management requirements. Liquidity risk is managed through the maintenance of adequate cash reserves and bank facilities by monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. The Group's loan facilities (as set out in **note 15**), ensure continuity of funding, provided the Group continues to meet its covenant requirements (as detailed in the report of the Directors).

Foreign currency risk

The Group is not materially exposed to changes in foreign currency rates and does not use foreign exchange forward contracts.

Interest rate risk

Exposure to interest rate movements has been controlled historically through the use of floating rate debt to achieve a balanced interest rate profile. The Group does not currently have any interest rate swaps in place as the continued reduction in the level of debt combined with current market conditions results in a low level of exposure. The Group's exposure will continue to be monitored and the use of interest rate swaps may be considered in the future.

Investment risk

Investment risk includes investing in companies that may not perform as expected. The Group's investment criteria focus on the quality of the business and the management team of the target company, market potential and the ability of the investment to attain the returns required within the time horizon set for the investment. Due diligence is undertaken on each investment. The Group regularly reviews the investments in order to monitor the level of risk and mitigate exposure where appropriate.

26. Lease commitments

The Group has leases assets including 22 restaurants and one head office location within the United Kingdom. The Group has elected to not take the practical expedient for short term and low values leases, therefore all leases have been included. The remaining lease terms range from less than one year to 18 years with an average remaining lease term of 7 years.

Information about leases for which the Group is a lessee is presented below:

Net book value of right of use assets	31 December 2023	1 January 2023
	£	£
Balance at 1 January	13,704,427	15,960,380
Additions	1,695,964	-
Depreciation charge	(2,204,357)	(2,166,098)
Impairment charge	(2,055)	(41,328)
Modifications	(185,306)	(48,527)
	13,008,673	**13,704,427**

Maturity analysis - contractual undiscounted cash flows	31 December 2023	1 January 2023
	£	£
Within one year	(3,013,321)	(2,982,848)
More than one year	**(19,086,768)**	**(18,763,863)**
	(22,100,089)	**(21,746,711)**

Lease liabilities included in the statement of financial position	31 December 2023	1 January 2023
	£	£
Current	(2,159,265)	(2,351,410)
Non-current	(15,178,055)	(15,728,066)
	(17,337,320)	**(18,079,476)**

26. Lease commitments (continued)

Amounts charged/(credited) in profit or loss	31 December 2023	1 January 2023
	£	£
Interest on lease liabilities	882,603	948,619
Expenses relating to variable lease payments	624,812	444,327
Rent concessions	(21,062)	(171,856)
Lease modifications	132,786	-
	1,619,139	**1,221,090**

Some site leases contained clauses on variable lease payments where additional lease payments may be required dependant on the revenue being generated at that particular site. Variable lease payments ranged from 9% -15% of revenue in excess of the existing base rent per the respective lease agreements.

Amounts recognised in statement of cash flow	31 December 2023	1 January 2023
	£	£
Total cash outflow for leases	3,247,143	3,031,097
	3,247,143	**3,031,097**

27. Related party transactions

Remuneration in respect of key management personnel, defined as the Directors for this purpose, is disclosed in note 5. Further information concerning the Directors' remuneration is provided in the Directors' remuneration report.

During the year, the Group paid fees to the following related parties:

	Remuneration	Pension	Total
	£	£	£
M Kitous	52,585	1,207	53,792
L Kitous	26,702	528	27,230
	79,287	**1,735**	**81,022**

28. Subsequent events

Post year end we have the new opening of Comptoir Libanais at Southbank and taken back the franchise site at Cheshire Oakes.

We have also opened a new franchise Shawa in Abu Dhabi, and signed a new partnership deal with AREAS.

29. Ultimate controlling party

The Company has a number of shareholders and is not under the control of any one person or ultimate controlling party.

Parent Company accounts (under UK GAAP)

Company balance sheet as at 31 December 2023

	Notes	31 December 2023	1 January 2023
		£	£
Fixed assets			
Intangible assets	ii	–	29,134
Tangible assets	iii	7,994	10,282
Investments	iv	16,034	146,479
		24,028	**185,895**
Current assets			
Debtors	v	5,579,050	3,635,522
Cash and cash equivalents		–	54,236
		5,579,050	**3,689,758**
Total assets		**5,603,078**	**3,875,653**
Liabilities			
Current liabilities			
Creditors	vi	(5,126,321)	(1,501,421)
Borrowings	vii	(600,000)	(600,000)
		(5,726,321)	**(2,101,421)**
Non-current liabilities			
Borrowings	vii	(1,000,000)	(1,600,000)
Provisions for liabilities	viii	(906)	(1,238)
Total liabilities		**(6,727,227)**	**(3,702,659)**
Net assets		**(1,124,149)**	**172,994**
Equity			
Share capital	ix	1,226,667	1,226,667
Share premium	ix	10,050,313	10,050,313
Other reserves	ix	175,640	145,099
Retained earnings	ix	(12,576,769)	(11,249,085)
Total equity		**(1,124,149)**	**172,994**

As permitted by section 408 of the Companies Act 2006, a separate profit and loss account has not been presented for the holding company. During the year the Company recorded a loss of £1,327,684 (1 January 2023: £723,588). Remuneration of the auditor is borne by a subsidiary undertaking, Timerest Limited.

The financial statements of Comptoir Group Plc (company registration number 07741283) were approved by the Board of Directors and authorised for issue on 21 May 2024 and were signed on its behalf by:

Nick Ayerst – Chief Executive Officer

Company financial statements – under UK GAAP
Accounting policies and basis of preparation

Basis of accounting

The financial statements for the Company have been prepared under FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (FRS 102) and the requirements of the Companies Act 2006. The Group financial statements have been prepared under IFRS and are shown separately. The Company financial statements have been prepared under the historical cost convention in accordance with applicable UK accounting standards and on the going concern basis.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this Company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group. The Company has therefore taken advantage of exemptions from the following disclosure requirements:

Section 7 'Statement of Cash Flows' – Presentation of a statement of cash flow and related notes and disclosures;

Section 33 'Related Party Disclosures' – Compensation for key management personnel.

The financial statements of the Company are consolidated in the financial statements of Comptoir Group Plc, which are available at the Companies House.

Going concern

The Board of Directors have, at the time of approving the financial statements, a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. More details on the going concern uncertainties are discussed in the going concern note in the Principal Accounting Policies for the Consolidated Financial Statements. Thus, the Board continues to adopt the going concern basis of accounting in preparing the financial statements.

Dividends

Equity dividends are recognised when they become legally payable. Interim dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

Investments in subsidiaries

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Group (its subsidiaries).

The results of subsidiaries acquired or disposed of during the year are included in total comprehensive income from the effective date of acquisition and up to the effective date of disposal, as appropriate using accounting policies consistent with those of the parent. All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Investments are valued at cost less any provision for impairment.

Intangible assets – goodwill

Goodwill is the difference between amounts paid on the acquisition of a business and the fair value of the identifiable assets and liabilities. It is amortised to the income statement over its economic life, which is estimated to be ten years from the date of acquisition.

Tangible assets

Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Depreciation

Depreciation is charged to the income statement on a reducing balance basis and on a straight-line basis over the estimated useful lives of corresponding items of property, plant and equipment:

Plant and machinery
15% on reducing balance

Fixture, fittings and equipment
10% on reducing balance

The carrying values of plant and equipment are reviewed at each reporting date to determine whether there are any indications of impairment. If any such indication exists, the assets are tested for impairment to estimate the assets' recoverable amounts. Any impairment losses are recognised in the statement of comprehensive income.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each statement of financial position date. Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within the Statement of Comprehensive Income.

Share-based payment transactions

The share options have been accounted for as an expense in the Company in which the employees are employed, using a valuation based on the Black-Scholes model.

An increase in the investment held by the Company in the subsidiary in which the employees are employed, with a corresponding increase in equity, is recognised in the accounts of the Company. Information in respect of the Company's share-based payment schemes is provided in Note 21 to the consolidated financial statements.

The value is accounted for as a capital contribution in relevant Group subsidiaries that employ the staff members to whom awards of share options have been made.

Reserves

The Company's reserves are as follows:

- Called up share capital represents the nominal value of the shares issued
- Share premium represents amounts paid in excess of the nominal value of shares.
- Other reserves represent share-based payment charges recognised in equity, and;
- Retained earnings represents cumulative profits or losses, net of dividends paid and other adjustments.

Company financial statements – under UK GAAP
Notes to the financial statements

i) Employee costs and numbers

The Company has no employees. All Group employees and Directors' remuneration are disclosed within the Group's consolidated financial statements.

ii) Intangible assets

Goodwill	Total
	£
Cost	
At 3 January 2022	89,961
At 1 January 2023	**89,961**
Accumulated amortisation and impairment	
At 3 January 2022	(47,851)
Amortisation during the period	(8,996)
Impairment during the period	(3,980)
At 1 January 2023	**(60,827)**
Net Book Value as at 2 January 2022	42,110
Net Book Value as at 1 January 2023	**29,134**
Cost	
At 2 January 2023	89,961
At 31 December 2023	**89,961**
Accumulated amortisation and impairment	
At 2 January 2023	(60,827)
Amortisation during the period	(7,284)
Impairment during the period	(21,850)
At 31 December 2023	**(89,961)**
Net Book Value as at 1 January 2023	29,134
Net Book Value as at 31 December 2023	**-**

ii) Intangible assets (continued)

The intangible assets reported on the statement of financial position consists of goodwill arising on the acquisition on 14 December 2016 of the trade and assets of Agushia Limited. In accordance with FRS 102, goodwill arising on business combinations is amortised over the expected life of the asset and is subject to an impairment review annually if the life of the assets is indefinite or expected to be greater than 10 years, or more frequently if events or changes in circumstances indicate that it might be impaired.

Therefore, goodwill arising on acquisition is monitored to compare the value in use to its carrying value. During the period an impairment charge of £21,850 (1 January 2023: £3,980) was recorded.

iii) Property, plant and equipment

	Leasehold Land and buildings	Plant and machinery	Fixture, fittings & equipment	Total
	£	£	£	£
Cost				
At 3 January 2022	11,290	26,655	5,555	43,500
Disposals during the period	(11,290)	-	-	(11,290)
At 1 January 2023	**-**	**26,655**	**5,555**	**32,210**
Accumulated depreciation and impairment				
At 3 January 2022	(11,290)	(17,585)	(2,876)	(31,751)
Depreciation during the period	-	(1,215)	(252)	(1,467)
Depreciation eliminated on disposal	11,290	-	-	11,290
At 1 January 2023	**-**	**(18,800)**	**(3,128)**	**(21,928)**
Net Book Value as at 2 January 2022	-	9,070	2,679	11,749
Net Book Value as at 1 January 2023	**-**	**7,855**	**2,427**	**10,282**
Cost				
At 2 January 2023	-	26,655	5,555	32,210
At 31 December 2023	**-**	**26,655**	**5,555**	**32,210**
Accumulated depreciation and impairment				
At 2 January 2023	-	(18,800)	(3,128)	(21,928)
Depreciation during the period	-	(1,920)	(368)	(2,288)
At 31 December 2023	**-**	**(20,720)**	**(3,496)**	**(24,216)**
Net Book Value as at 1 Janaury 2023	-	7,855	2,427	10,282
Net Book Value as at 31 December 2023	**-**	**5,935**	**2,059**	**7,994**

iv) Investments in subsidiary undertakings

	Shares	Capital contributions	Total
	£	£	£
Cost			
At 2 January 2023	1,380	145,099	146,479
Share-based payment charge	–	30,541	30,541
Adjustments	10	–	10
At 31 December 2023	**1,390**	**175,640**	**177,030**
Impairments			
For the period ended 31 December 2023	–	(160,996)	(160,996)
Net book value at 1 January 2023	1,380	145,099	146,479
Net book value at 31 December 2023	**1,390**	**14,644**	**16,034**

During the period, an impairment provision of £160,996 (1 January 2023: £nil) was recorded in relation to capital contribution to group undertakings.

v) Debtors

	31 December 2023	1 January 2023
	£	£
Other debtors	3,606	3,606
Amounts receivable from group undertakings	5,575,444	3,631,916
Total	**5,579,050**	**3,635,522**
Amounts falling due after more than one year:		
Deferred tax asset	–	–
Total	**5,579,050**	**3,635,522**

During the period, an impairment provision of £697,639 (1 January 2023: £590,282) was recorded in relation to amounts receivable from group undertakings.

vi) Creditors

	31 December 2023	1 January 2023
	£	£
Bank overdrafts	19,935	-
Trade creditors	21,012	-
Other creditors	1,479	1,470
Amounts due to group undertakings	5,052,910	1,477,451
Accruals	30,985	22,500
Total	**5,126,321**	**1,501,421**

vii) Borrowings

	31 December 2023	1 January 2023
	£	£
Amounts falling due within one year:		
Bank loans	600,000	600,000
Total borrowings	**600,000**	**600,000**
Amounts falling due after more than one year:		
Bank loans	1,000,000	1,600,000
Total borrowings	**1,000,000**	**1,600,000**

The bank loan relates to a £3m Coronavirus Business Interruption Loan Scheme ("CBILS") loan.

The CBILS loan is secured by way of fixed charges over the assets of various Group companies. The CBIL loan of £1,600,000 represent amounts repayable within one year of £600,000 (1 January 2023: £600,000) and £1,000,000 (1 January 2023: £1,600,000) repayable in more than one year. The bank loan has a six-year term with maturity date in 2026. The loan has an initial interest free period of 12 months followed by a rate of interest of 2.5% over the Bank base rate.

viii) Provisions

Deferred tax recognised in balance sheet:	Total
	£
Deferred tax liabilities:	
Brought forward	(1,047)
Charge/(credit) to profit or loss	1,953
Total	**906**

ix) Share capital and reserves

	Share capital	Share premium	Other reserves	Retained earnings	Total
	£	£	£	£	£
At 3 January 2022	1,226,667	10,050,313	129,722	(10,525,497)	881,205
Share-based payment charge	-	-	15,377	-	15,377
Total comprehensive loss for the period	-	-	-	(723,588)	(723,588)
At 1 January 2023	**1,226,667**	**10,050,313**	**145,099**	**(11,249,085)**	**172,994**
At 2 January 2023	1,226,667	10,050,313	145,099	(11,249,085)	172,994
Share-based payment charge	-	-	30,541	-	30,541
Total comprehensive loss for the period	-	-	-	(1,327,684)	(1,327,684)
At 31 December 2023	**1,226,667**	**10,050,313**	**175,640**	**(12,576,769)**	**(1,124,149)**

x) Related party transactions

The Company has taken advantage of the exemption in FRS 102 and has not disclosed transactions entered into between members of the Group.

xi) Subsequent events

Details of subsequent events are discussed in note 28 to the Group financial statements.

xii) Ultimate controlling party

The Company has no ultimate controlling party.

Enquiries:

Comptoir Group PLC
Nick Ayerst – Tel: 0207 486 1111

Cavendish Capital Markets Ltd (NOMAD and broker)
Simon Hicks – Tel: 0207 220 0500

Camarco (Media enquiries)
Jennifer Renwick – Email: comptoir@camarco.co.uk

COMPTOIR GROUP

COMPTOIR LIBANAIS | SHAWA LEBANESE GRILL | YALLA YALLA LEBANESE KITCHEN | KENZA

Notice of Annual General Meeting

Comptoir Group PLC

Registered in England and Wales with no. 7741283

Notice is hereby given that the 2024 Annual General Meeting of Comptoir Group PLC will be held at 6th Floor, Winchester House, 259-269 Old Marylebone Road, London, NW1 5RA on 26 June 2024 at 9.00 a.m. for the transaction of the following business:

Ordinary Business

As ordinary business to consider and, if thought fit, to pass the following resolutions, each of which will be proposed as ordinary resolutions:

1. THAT, the Company's annual accounts for the year ended 31 December 2023, together with the report of the auditors and the Directors thereon, be received and adopted.
2. THAT, Tony Kitous, who retires in accordance with the Company's articles of association, be re-elected as a Director.
3. THAT, Nick Ayerst, who retires in accordance with the Company's articles of association, be re-elected as a Director.
4. THAT, Beatrice Lafon, who retires in accordance with the Company's articles of association, be re-elected as a Director.
5. THAT, Jean Michel Orieux, who retires in accordance with the Company's articles of association, be re-elected as a Director.
6. THAT, UHY Hacker Young LLP be re-appointed as auditors to the Company until the conclusion of the next Annual General Meeting at which accounts of the Company are presented and the Directors be authorised to fix their remuneration.

Special Business

As special business to consider and, if thought fit, to pass the following resolutions, of which resolution 7 will be proposed as an ordinary resolution and resolution 8 as a special resolution:

7. THAT, the Directors be and they are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares, or to grant rights to subscribe for or to convert any securities into shares, of up to an aggregate nominal amount of £122,667 during the period commencing on the passing of this resolution and expiring on the date of the next annual general meeting of the Company (unless previously revoked, varied or extended by the Company in general meeting), but so that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert any securities into shares to be granted, after such expiry and the Directors may allot shares, or grant rights to subscribe for or to convert any securities into shares, in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all subsisting authorities, to the extent unused.
8. THAT, the Directors be and they are empowered during the period commencing on the passing of this resolution and expiring on the date of the next annual general meeting of the Company (unless previously revoked, varied or extended by the Company in general meeting) pursuant to section 570(1) of the Act to allot equity securities (within the meaning of section 560(1) of the Act) wholly for cash pursuant to the authority conferred by resolution 7 above as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

(i) the allotment of equity securities for cash up to an aggregate nominal amount of £122,667; and

(ii) the allotment of equity securities in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange, but so that this authority shall allow the Company to make offers or agreements before the expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the powers conferred hereby had not so expired.

By order of the Board
On behalf of the Directors
Nick Ayerst - Chief Executive Officer
20 May 2024

Registered Office: 6th Floor, Winchester House 259-269, Old Marylebone Road, London, England, NW1 5RA

The following notes explain your general rights as a shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the meeting (and for the purpose of the determination by the company of the number of votes they may cast), shareholders must be registered in the register of members of the company at close of trading on 24 June 2024. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
2. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 30 minutes prior to the commencement of the Meeting at 9:00 a.m. (UK time) 26 June 2024 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting.
4. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
5. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
6. 6A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
7. You will not receive a hard copy form of proxy for the Meeting in the post. Instead, you will be able to vote electronically using the Link Investor Centre app or by accessing the web browser at https://investorcentre.linkgroup.co.uk/Login/Login. You will need to log into your Link Investor Centre account, or register if you have not previously done so. To register you will need your Investor Code. This is detailed on your share certificate or available from our Registrar, Link Group. If you need help with voting online or require a hardy copy form of proxy, please contact the portal team of our Registrar, Link Group, on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09.00 – 17:30, Monday to Friday excluding public holidays in England and Wales or via email at shareholderenquiries@linkgroup.co.uk.
8. You can vote either:
   - via the Link Investor Centre app or by logging on to https://investorcentre.linkgroup.co.uk/Login/Login and following the instructions;
   - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out; or
   - if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform (see below).

   For a proxy appointment to be valid, it must be submitted and received by Link Group by 9:00 a.m. on 24 June 2024, which is not less than 48 hours (excluding non-working holidays) before the time appointed for the meeting, or adjourned meeting.

   Link Investor Centre is a free app for smartphone and tablet provided by Link Group (the company's registrar).

Notice of Annual General Meeting

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It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Link Investor Centre via a web browser at: https://investorcentre.linkgroup.co.uk/Login/Login.

9. If you return more than one proxy appointment, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
10. The return of a completed proxy will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.
11. Proxymity Voting – if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 9:00 a.m. on 24 June 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

    An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 9:00 a.m. on 24 June 2024, which is not less than 48 hours (excluding non-working holidays) before the time appointed for the meeting, or adjourned meeting. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
13. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time.

In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

14. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.

15. As at 20 May 2024 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 122,666,667 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 20 May 2024 are 122,666,667.

16. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website.

The business which may be dealt with at the Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

17. Any shareholder attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

The following documents are available for inspection during normal business hours at the registered office of the Company on any business day from the date of this Notice until the time of the Meeting and may also be inspected at the Meeting venue, as specified in this Notice, from am on the day of the Meeting until the conclusion of the Meeting:

Copies of the Directors' letters of appointment or service contracts.

18. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

19. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at www.comptoirlibanais.com.

COMPTOIR GROUP PLC
Sixth Floor, Winchester House
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London, NW1 5RA