

Board Appointment
RNS Number : 0845W
Comptoir Group PLC
06 February 2025

This announcement contains inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("MAR"), and is disclosed in accordance with the Company's obligations under Article 17 of MAR.

6 February 2025

Comptoir Group Plc
("Comptoir", the "Group" or the "Company")

Board Appointment of new CEO
Amendment to Relationship Agreement

Further to the announcement on 14 January 2025, Comptoir Group Plc (AIM: COM), the owner and operator of Lebanese, Middle Eastern and North African inspired restaurants, is pleased to announce the formal appointment of Chaker Hanna (or "Chaker"), as Chief Executive Officer of the Group, with immediate effect.

Chaker has over 15 years' experience operating at CEO level and served as Chief Executive Officer of Comptoir upon joining the Company in March 2010, until his departure in August 2022. In this capacity, Chaker was responsible for the overall management and strategic direction of the Group, assisting in the turnaround, public listing in 2016 and expansion of Comptoir. Beyond Comptoir, Chaker has significant operational restaurant experience including renowned brands such as Chili's, Pizza Hut, Bella Italia, Maggiano's and Romano's Macaroni Grill. Notably, Chaker was one of the team who launched the first Bella Italia assisting in the roll-out of the brand. He currently serves as Non-Executive Chair of fast-growing quick service restaurant brand Sandwich Sandwich.

With the appointment of Chaker Hanna as CEO, Nick Ayerst will formally step off the Board of the Company as CEO with immediate effect. Nick will be available for a short period to ensure there is an orderly handover prior to Nick starting a new role in March 2025. Ali Aneizi will also now be stepping down from his position as independent Non-Executive Director with immediate effect. The Board will continue with their search for a suitable independent Non-Executive Director over the upcoming weeks.

Voting Agreement

In conjunction with the appointment of Chaker to the Board of the Company, the Company announces that Tony Kitous (or "Tony"), Creative Director, Executive Director and Founder of the Company and the incoming Chief Executive Office, Chaker, have entered into an agreement to govern how they will exercise the voting rights attaching to their shares in certain circumstances. This agreement is independent of and additional to the existing relationship agreement that was entered into by them at the time of the Company's IPO and admission to AIM. Tony has a holding of 58,412,503 ordinary shares in the Company representing 47.62 per cent. of the issued share capital and Chaker has a holding of 22,585,833 ordinary shares in the Company representing 18.41 per cent. of the issued share capital.

Tony and Chaker have agreed:

1. that neither of them will (in their capacity as shareholders) propose a change to the board of directors (whether the appointment of a new director or the removal of a serving director (from time to time) unless they are both agreed on the proposed board change. This is without prejudice to their position as directors of the Company where board composition is a matter which may be discussed at board level.
2. Where a resolution is proposed at a meeting of the Company's shareholders to appoint a director or remove a then serving director, they will agree as to how they will both vote, and they will both cast the votes attaching to their shares in the same way. Where they cannot agree on how to vote together:
 - a) If the resolution is proposed by the Company at an Annual General Meeting of the Company and relates to the re-election of a then serving director, they shall both cast the votes attaching to their shares in favour of the re-election of the relevant director.
 - b) If the resolution is proposed other than in the circumstances set out in sub-paragraph (a) above, they shall both cast the votes attaching to their shares against the relevant resolution.

Tony and Chaker have each further agreed that if they transfer their shares in the Company to any other person, they will procure that the transferee shall enter into an agreement on the same terms as this Agreement with the other that as is continuing to hold their own shares provided that each of them is entitled to transfer shares representing up to 5% of the Company's then issued share capital by way of a bona fide on-market sale to an independent third party who is not connected with whichever of them is the seller.

Tony Kitous, Founder and Creative Director of the Company, commented on the appointment:

"I am delighted that Chaker is re-joining the Company as CEO. He was an instrumental part of the Group's leadership team for many years and is ideally placed to steer Comptoir through the next phase of its growth journey. I'm looking forward to working closely with Chaker in the years ahead."

Chaker Hanna, CEO, commented on his appointment:

"Having previously spent over 12 years with Comptoir Group, I am delighted to be rejoining the family and work closely with the entire team and Tony to continue building on our past successes and fully capitalise on the company's full potential in the years to come."

Enquiries

Comptoir Group plc 0207 486 1111
Chaker Hanna - Chief Executive Officer
James Fisher - Chief Financial Officer
Tony Kitous - Founder / Director

Cavendish Capital Markets Limited (Nominated Adviser and Broker) 020
7220 0500
Corporate Finance: Carl Holmes/Elysia Bough
Corporate Broking: Charlie Combe

Further disclosures pursuant to Rule 17 and Schedule Two, paragraph (g) of the AIM Rules for Companies:

Mr Chaker Hanna

The following information regarding the appointment of Mr Chaker Hanna, aged 64, is disclosed under Schedule 2(g) of the AIM Rules for Companies:

Current Directorships/Partnerships	Past Directorships/Partnerships (within 5 years)
Sandwich Sandwich Limited	Comptoir Group plc Comptoir Franchise Limited Comptoir Soho Limited TKCH Limited Comptoir Bath Limited Comptoir South Ken Limited Comptoir Manchester Limited Comptoir I.P. Limited Comptoir Kinaston Limited Comptoir Broadgate Limited Shawa Bluewater Limited Shawa Group Limited Comptoir Bluewater Limited Levant Restaurants Group Limited Comptoir Restaurants Limited Comptoir Westfield London Limited Comptoir Leeds Limited Comptoir Oxford Limited Comptoir Chelsea Limited Yalla Yalla Restaurants Limited Comptoir Wigmore Limited Comptoir Central Production Limited Comptoir Stratford Limited Comptoir Reading Limited Comptoir Exeter Limited Comptoir Oxford Street Limited Comptoir Haymarket Limited Shawa Westfield Limited Shawa Rupert Street Ltd

Chaker currently holds 22,585,833 Ordinary Shares, representing 18.41% of the Company's issued Ordinary Share capital.

Save for the information set out above, there are no further disclosures to be made in accordance with Rule 17 and Schedule Two paragraph (g) of the AIM Rules for Companies in respect of the appointment of Chaker Hanna.

About Comptoir Group PLC

Comptoir Group PLC owns and operates 27 Lebanese, Middle East and North African inspired restaurants, six of which are franchised, based predominately in the UK. The flagship brand of the group, Comptoir Libanais, is a collection of 22 restaurants located across London, nationwide and international Travel Hubs, including cities such as Manchester, Bath, Birmingham, Oxford, Dubai and Milan.

The name Comptoir Libanais means Lebanese Counter and is a place where guests can eat casually and enjoy Lebanese, Middle Eastern and North African food, served with warm and friendly hospitality and a bright vibrant environment.

The Group also operates Shawa, serving traditional shawarma through a counter service model in Westfield and Bluewater shopping centres and Abu Dhabi and Yalla-Yalla with a branch near Oxford Circus.

The group has expanded internationally with its franchise partners Avolta and Areas, with restaurants in the Netherlands, Qatar and UAE and Italy.

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