

RNS Number : 6851K  
Curtis Banks Group PLC  
23 December 2022

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**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION**

**FOR IMMEDIATE RELEASE**

**23 December 2022**

**Curtis Banks Group plc**

**("Curtis Banks")**

**Statement regarding possible cash offer and extension of offer deadline to 9 January 2023**

On 25 November 2022, the Board of Curtis Banks (the "**Board**") announced it was in advanced discussions regarding a possible offer for the entire issued and to be issued share capital of Curtis Banks by Nucleus Financial Platforms Limited ("**Nucleus**").

Nucleus has now completed its due diligence and the parties are close to agreeing transaction documentation.

Accordingly, with the consent of the Panel on Takeovers and Mergers (the "**Takeover Panel**"), the Board has agreed, in accordance with Rule 2.6(c) of the Code, to an extension of the date by which Nucleus is required either to announce a firm intention to make an offer for Curtis Banks in accordance with Rule 2.7 of the Code or to announce that it does not intend to make an offer (in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies). Such announcement must now be made by Nucleus by 5.00 p.m. (London time) on 9 January 2023. This deadline may be further extended, with the consent of the Takeover Panel, at Curtis Banks' request, in accordance with Rule 2.6(a) of the Code.

There can be no certainty that any firm offer will be made for Curtis Banks. A further announcement will be made as appropriate.

The person responsible for making this announcement on behalf of Curtis Banks is David Barral, Executive Chairman.

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**Additional information**

*This announcement is not intended to, and does not, constitute or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to this*

*announcement or otherwise. Any offer, if made, will be made solely by certain offer documentation which will contain the full terms and conditions of any offer, including details of how it may be accepted. The distribution of this announcement in jurisdictions other than the United Kingdom and the availability of any offer to shareholders of Curtis Banks who are not resident in the United Kingdom may be affected by the laws of relevant jurisdictions. Therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom or shareholders of Curtis Banks who are not resident in the United Kingdom will need to inform themselves about, and observe any, applicable requirements.*

*This announcement does not constitute a prospectus, prospectus equivalent document or an exempted document.*

*The statements contained in this announcement are made as at the date of this announcement, unless some other time is specified in relation to them, and publication of this announcement shall not give rise to any implication that there has been no change in the facts set forth in this announcement since such date.*

Disclosure requirements of the Takeover Code (the "Code")

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are

in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

#### Market Abuse Regulations

The information contained within this announcement is considered to constitute inside information as stipulated under Article 7 of the Market Abuse Regulations (EU) No.596/2014 as incorporated into UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MAR**"). Upon the publication of this announcement via a regulatory information service, this inside information will be considered to be in the public domain. For the purposes of UK MAR, the person responsible for arranging for the release of this information on behalf of Curtis Banks is David Barral.

#### Publication on website

*In accordance with Rule 26.1 of the Code, a copy of this announcement and the documents required to be published under Rule 26 of the Code, will be made available free of charge, subject to certain restrictions relating to persons resident in certain restricted jurisdictions, on Nucleus' website at <https://www.nucleusfinancialplatforms.com/curtis-banks> and Curtis Banks' website at [www.curtisbanks.co.uk/investors](http://www.curtisbanks.co.uk/investors) by no later than 12 noon (London time) on the first business day following the date of this announcement. For the avoidance of doubt, neither the contents of these websites nor the contents of any websites accessible from any hyperlinks are incorporated into or forms part of this announcement.*

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