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26 September 2023

RECOMMENDED CASH ACQUISITION

OF

CURTIS BANKS GROUP PLC ("CURTIS BANKS")

BY

NUCLEUS CLYDE ACQUISITION LIMITED ("BIDCO")

(a newly formed company wholly-owned by Nucleus Financial Platforms Limited ("Nucleus"))

to be implemented by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "Scheme")

SCHEME OF ARRANGEMENT BECOMES EFFECTIVE

On 6 January 2023, the boards of Curtis Banks and Bidco announced that they had reached agreement on the terms of a recommended cash acquisition by Bidco of the entire issued and to be issued share capital of Curtis Banks (the "**Acquisition**"). The Acquisition was to be effected by means of the Scheme.

A circular in relation to the Acquisition was published by Curtis Banks on 31 January 2023 (the "**Scheme Document**"). On 27 February 2023, the Scheme was approved by the requisite majorities of Scheme Shareholders at the Court Meeting and the Resolution relating to the implementation of the Scheme was approved by the requisite majority of Curtis Banks Shareholders at the General Meeting. On 21 September 2023, the High Court of Justice in England and Wales sanctioned the Scheme pursuant to which the Acquisition is being implemented.

Capitalised terms in this announcement, unless otherwise defined, have the same meaning as set out in the Scheme Document and all references to times in this announcement are to London, United Kingdom time unless otherwise stated.

Scheme of arrangement becomes effective

Curtis Banks is pleased to announce that following the delivery of a copy of the Court Order to the Registrar of Companies today (together with a copy of the Scheme and all documents required to be annexed thereto), the Scheme has now become Effective in accordance with its terms and the entire issued share capital of Curtis Banks is now owned or controlled by Bidco. The Acquisition has therefore now completed.

Additionally, as a result of the Scheme becoming Effective, David Barrel, Bill Rattray, Susan McInnes and Christopher Mills have resigned as non-executive directors of the board of Curtis Banks.

Settlement

Scheme Shareholders on the register of members of Curtis Banks at the Scheme Record Time, being 6.00 p.m. on 25 September 2023, will be entitled to receive 350 pence in cash for each Scheme Share held.

Settlement of the consideration to which any Curtis Banks Shareholder is entitled in respect of the Acquisition will be effected within 14 days of this announcement, being 10 October 2023.

Suspension and cancellation of trading of Curtis Banks Shares on AIM

As previously announced, dealings in Curtis Banks Shares were suspended with effect from 7.30 a.m. this morning, 26 September 2023. As a result of the Scheme having become Effective, share certificates in respect of Scheme Shares will cease to be valid documents of title and entitlements to Scheme Shares held in uncertificated form in CREST are being cancelled.

An application has been made for the cancellation of the admission to trading of Curtis Banks Shares on the AIM market, which is expected to take effect by no later than 7.00 a.m. on 27 September 2023.

As a result of this announcement, Curtis Banks is no longer in an "Offer Period" as defined in the Takeover Code and accordingly the dealing disclosure requirements previously notified to investors no longer apply.

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Important notices

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Further information

This announcement is for information purposes only and is not intended to and does not constitute, or form any part of, an offer to sell or subscribe for or any invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise. The Acquisition will be made solely through the Scheme Document and the accompanying Forms of Proxy, which contain the full terms and conditions of the Acquisition. Any approval, decision or other response to the Acquisition should be made only on the basis of the information in the Scheme Document. Curtis Banks Shareholders are strongly advised to read the formal documentation in relation to the Acquisition. Each Curtis Banks Shareholder is urged to consult its independent professional adviser immediately regarding the tax consequences to it (or its beneficial owners) of the Acquisition.

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 service 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.

This announcement does not constitute a prospectus or prospectus equivalent document.

Overseas shareholders

This announcement has been prepared in accordance with, and for the purposes of complying with, English law, the Takeover Code, the Market Abuse Regulation and the AIM Rules, and information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside of England.

The release, publication or distribution of this announcement in or into jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, any applicable legal or regulatory requirements.

The availability of the Acquisition to Curtis Banks Shareholders who are not resident in and citizens of the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizen. Persons who are not resident in the United Kingdom should inform themselves of, and observe any applicable legal or regulatory requirements of their jurisdictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person. Further details in relation to Overseas Shareholders are contained in the Scheme Document.

Neither this announcement nor the Scheme Document nor any of the accompanying documents do or are intended to constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval pursuant to the Scheme or otherwise, in any jurisdiction in which such offer, invitation or solicitation is unlawful. This announcement, the Scheme Document and the accompanying Forms of Proxy have been prepared for the purposes of complying with English law, the rules of the London Stock Exchange, the AIM Rules and the Takeover Code, and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside of England and Wales.

Unless otherwise determined by Bidco or required by the Takeover Code, and permitted by applicable law and regulation, neither this announcement nor the Scheme Document will be made available, in whole or in part, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would constitute a violation of the relevant laws or regulations of such jurisdiction. Copies of this announcement and any formal documentation relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send it in or into or from any Restricted Jurisdiction.

The Acquisition is subject to English law and the jurisdiction of the Court, and the applicable requirements of the Takeover Code, the Panel, the FCA, the London Stock Exchange (including pursuant to the AIM Rules) and the Registrar of Companies.

Additional information for US investors

The Acquisition relates to the shares of an English company with a quotation on AIM and is being made by means of a scheme of arrangement provided for under English company law. The scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act. Accordingly, the Acquisition is subject to the disclosure requirements and practices applicable in the United Kingdom to schemes of arrangement which differ from the disclosure requirements of United States tender offer and proxy solicitation rules.

Financial information included in this announcement and the Scheme Document has been or will be prepared in accordance with accounting standards applicable in the United Kingdom that may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

The receipt of cash pursuant to the Acquisition by a US holder of Curtis Banks Shares as consideration for the transfer of its Scheme Shares pursuant to the Scheme may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws. Each Curtis Banks Shareholder is therefore urged to consult with independent legal, tax and financial advisers in connection with making a decision regarding the Acquisition.

It may be difficult for US holders of Curtis Banks Shares to enforce their rights and any claim arising out of the US federal laws in connection with the Acquisition, since Bidco and Curtis Banks are located in, and organised under the laws of, a non-US jurisdiction, and some or all of their officers and directors may be residents of a non-US jurisdiction. US holders of Curtis Banks Shares may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's jurisdiction or judgement.

The information contained in this announcement and the Scheme Document has neither been approved nor disapproved by the SEC or any US state securities commission. Neither the SEC, nor any state securities commission, has passed upon the fairness or merits of the Acquisition described in, nor upon the accuracy or adequacy of the information contained in, this announcement or the Scheme Document. Any representation to the contrary is a criminal offence in the United States.

In accordance with normal UK practice and pursuant to Rule 14e-5(b) of the US Securities Exchange Act of 1934, Bidco, certain affiliated companies and their nominees or brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, Curtis Banks Shares outside of the US, other than pursuant to the Acquisition, until the date on which the Acquisition and/or Scheme becomes Effective, lapses or is otherwise withdrawn. Also, in accordance with Rule 14e-5(b) of the US Securities Exchange Act of 1934, each of Evercore, Fenchurch, Peel Hunt and Singer Capital Markets Securities Limited will continue to act as an exempt principal trader in Curtis Banks Shares on the London Stock Exchange. If such purchases or arrangements to purchase were to be made, they would occur either in the open market at prevailing prices or in private transactions at negotiated prices and comply with applicable law, including the US Securities Exchange Act of 1934. Any information about such purchases will be disclosed as required in the UK, will be reported to the Regulatory News Service of the London Stock Exchange and will be available on the London Stock Exchange website at www.londonstockexchange.com.

Cautionary Note Regarding Forward-looking statements

This announcement (including information incorporated by reference into this announcement), statements made regarding the Acquisition, and other information to be published by Bidco, Nucleus and/or Curtis Banks, contain statements which are, or may be deemed to be, "forward-looking statements". Forward-looking statements are prospective in nature and not based on historical facts, but rather on current expectations and projections of the management of Bidco, Nucleus and/or Curtis Banks about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements.

The forward-looking statements contained in this announcement include statements with respect to the financial condition, results of operations and business of Curtis Banks and certain plans and objectives of Bidco and/or Nucleus with respect thereto and other statements other than historical facts. Often, but not always, forward-looking statements can be identified by the fact that they do not relate only to historical or current facts and may use words such as "anticipate", "target", "expect", "estimate", "forecast", "intend", "plan", "budget", "scheduled" "goal", "believe", "hope", "aims", "continue", "will", "may", "should", "would", "could", or other words of similar meaning. These statements are based on assumptions and assessments made by Curtis Banks and/or Bidco and/or Nucleus in light of their experience and their perception of historical trends, current conditions, future developments and other factors they believe appropriate. By their nature, forward-looking statements involve known and unknown risk and uncertainty and other factors which may cause actual results, performance or developments to differ materially from those expressed in or implied by such, because they relate to events and depend on circumstances that will occur in the future. Although Bidco and/or Nucleus and/or Curtis Banks believe that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct and you are therefore

cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this announcement. Neither Bidco nor Nucleus nor Curtis Banks assumes any obligation to update or correct the information contained in this announcement (whether as a result of new information, future events or otherwise), except as required by applicable law.

There are a number of factors which could cause actual results and developments to differ materially from those expressed or implied in forward-looking statements. Among the factors that could cause actual results to differ materially from those described in the forward-looking statements include, but are not limited to: the ability to complete the Acquisition; the ability to obtain requisite regulatory and shareholder approvals and the satisfaction of other conditions on the proposed terms; changes in the global, political, economic, business and competitive environments and in market and regulatory forces; changes in future exchange and interest rates; changes in tax rates; future business combinations or dispositions; changes in general and economic business conditions; changes in the behaviour of other market participants; the anticipated benefits of the Acquisition not being realised as a result of changes in general economic and market conditions in the countries in which Bidco, Nucleus and/or Curtis Banks operate; weak, volatile or illiquid capital and/or credit markets; changes in the degree of competition in the geographic and business areas in which Bidco, Nucleus and/or Curtis Banks operate; and changes in laws or in supervisory expectations or requirements. Other unknown or unpredictable factors could cause actual results to differ materially from those expected, estimated or projected in the forward-looking statements. If any one or more of these risks or uncertainties materialises or if any one or more of the assumptions proves incorrect, actual results may differ materially from those expected, estimated or projected. Such forward-looking statements should therefore be construed in the light of such factors.

Neither Bidco nor Nucleus nor Curtis Banks, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in their announcement will actually occur. Given the risks and uncertainties, you are cautioned not to place any reliance on these forward-looking statements.

Other than in accordance with their legal or regulatory obligations, neither Bidco nor Nucleus nor Curtis Banks is under any obligation, and Bidco, Nucleus and Curtis Banks expressly disclaim any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

No profit forecasts or estimates

No statement in this announcement is intended as a profit forecast, profit estimate or quantified benefits statement for any period and no statement in this announcement should be interpreted to mean that earnings or earnings per share for Curtis Banks for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Curtis Banks.

Publication of this announcement on website

Pursuant to Rule 26 of the Takeover Code, a copy of this announcement will be made available, free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Curtis Banks' website at <https://www.curtisbanks.co.uk/investors/pc-communications-library/> and on Nucleus' website at <https://www.nucleusfinancialplatforms.com/our-recommended-acquisition-of-curtis-banks-group-plc> by no later than 12:00 p.m. on the Business Day following this announcement.

For the avoidance of doubt, neither the contents of Curtis Banks' website, nor those of Nucleus' website, nor those of any website accessible from hyperlinks on either Curtis Banks' or Nucleus' websites, are incorporated into or form part of this announcement.

Right to receive documents in hard copy form

In accordance with Rule 30.3 of the Takeover Code, Curtis Banks Shareholders, persons with information rights and participants in the Curtis Banks Share Plans may request a hard copy of this announcement by contacting Curtis Banks' registrars, Computershare, by: (i) submitting a request in writing to Computershare, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom; or (ii) calling +44 (0370) 707 1718. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Phone

lines are open between 8.30 a.m. and 5.30 p.m. (London time), Monday to Friday (excluding public holidays in England and Wales). Please note that Computershare cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

For any of such persons who receive a copy of this announcement in electronic form, a hard copy of this announcement will not be sent unless so requested. Such persons may also request that all future documents, announcements and information to be sent to them in relation to the Acquisition should be in hard copy form.