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FOR IMMEDIATE RELEASE.

13 April 2021

## RECOMMENDED CASH OFFER

for

**Nucleus Financial Group plc**

by

**James Hay Holdings Limited**

(an indirect wholly owned subsidiary of IFG Group Limited, the parent company of the James Hay Group)

### Publication and posting of Offer Document

On 9 February 2021, it was announced that the Boards of James Hay Holdings Limited ("**James Hay Holdings**") and Nucleus Financial Group plc ("**Nucleus**") had reached agreement on the terms of a recommended all cash offer for the entire issued, and to be issued, ordinary share capital of Nucleus (the "**Acquisition**"). The Acquisition was to be implemented by way of a court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006.

On 30 March 2021, the Board of James Hay Holdings announced that, with the consent of the Panel and Nucleus, the Acquisition would be implemented through a recommended takeover offer (the "**Offer**"). The Acquisition will therefore no longer be implemented by way of the previously announced scheme of arrangement.

### Publication of the Offer Document

James Hay Holdings announces that the offer document, which contains, amongst other things, the full terms and conditions of the Offer and the procedures for its acceptance (the "**Offer Document**"), is being published today with the Form of Acceptance. This announcement and the Offer Document, as well as certain documentation in connection with the Acquisition and the Offer, will be available to view on James Hay's website ([www.jameshay.co.uk](http://www.jameshay.co.uk)) and on Nucleus' website ([www.nucleusfinancial.com/investors](http://www.nucleusfinancial.com/investors)) shortly following this announcement.

Capitalised terms in this announcement, unless otherwise defined, have the same meanings as set out in the Offer Document. All references to times in this announcement are to London times unless otherwise stated.

The Acquisition is conditional on, among other things, valid acceptances being received (and not, where permitted, withdrawn) by not later than 1:00 p.m. (London time) on the first closing date of the Offer (or such later time(s) and/or date(s) as James Hay Holdings may, with the consent of the Panel or in accordance with the City Code, decide) in respect of not less than 75 per cent. (or such lower percentage as James Hay Holdings may decide) in nominal value of the Nucleus Shares to which the Offer relates and of the voting rights attached to those shares, provided that this condition shall not be satisfied unless James Hay Holdings shall have acquired or agreed to acquire (whether pursuant to the Offer or otherwise) Nucleus Shares carrying in aggregate more than 50 per cent. of the voting rights then normally exercisable at general meetings of Nucleus.

The Nucleus Directors, who have been so advised by Shore Capital and Craven Street Capital as to the financial terms of the Acquisition, consider the terms of the Acquisition to be fair and reasonable. Shore Capital and Craven Street Capital are providing independent financial advice to the Nucleus Directors for the purposes of Rule 3 of the Code. In providing their advice to the Nucleus Directors, Shore Capital and Craven Street Capital have taken into account the commercial assessments of the Nucleus Directors.

Accordingly, the Nucleus Directors recommend unanimously that the Nucleus Shareholders accept or procure the acceptance of the Offer as the Nucleus Directors who hold Nucleus Shares have irrevocably undertaken to do or, as they have otherwise already irrevocably undertaken to direct (and procure that) their nominees do, in respect of their own beneficial holdings amounting in aggregate to 1,011,371 Nucleus Shares, representing approximately 1.32 per cent. of Nucleus' issued share capital as at 12 April 2021 (being the last Business Day before the date of this Announcement).

Nucleus Shareholders should carefully read the Offer Document in its entirety before making a decision with respect to the Offer.

### **Despatch of letters to Nucleus Share Plans participants**

In accordance with Rule 15 of the Code, participants in the Nucleus LTIP will today be sent a letter which contains details regarding the effect of the Offer on participants' rights under the LTIP and the arrangements applicable to those participants, including details of the proposals being made and the relevant dates and times (the "**Rule 15 Letter**").

A letter will also today be sent to holders of Nucleus Shares through the SIP, which provides information on the effect the Acquisition will have on the Nucleus Shares held through the SIP (the "**SIP Letter**").

### **Timetable and actions to be taken**

The First Closing Date of the Offer is 4 May 2021.

Further details of the expected timetable and details of how to accept the Offer are set out in the Offer Document.

### **Enquiries**

## **Nucleus enquiries**

**Nucleus Financial Group plc**  
David Ferguson, CEO

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Stuart Geard, Chief Financial Officer

## **Investor Enquiries**

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Burges Salmon LLP are retained as legal advisers for Nucleus. Macfarlanes LLP are retained as legal advisers for the James Hay Group.

### **Further Information**

*This announcement is for information purposes only and is not intended to and does not constitute or form part of an offer, invitation or the solicitation of an offer or invitation to purchase, or otherwise acquire, subscribe for, sell or otherwise dispose of any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities of Nucleus pursuant to the Acquisition in any jurisdiction in contravention of applicable laws. The Acquisition will be implemented solely pursuant to the terms of the Offer Document, which contains the full terms and conditions of the Offer, including details of how to accept the Offer. Any decision in respect of, or other response to, the Offer should be made on the basis of the information contained in the Offer Document.*

*Nucleus and James Hay Holdings urge Nucleus Shareholders to read the Offer Document carefully, as it contains important information in relation to the Offer.*

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

### **Cautionary Note Regarding Forward-Looking Statements**

*This announcement (including information incorporated by reference into this announcement), oral statements regarding the Acquisition and other information published by Nucleus, the James Hay Group and James Hay Holdings contain certain forward-looking statements with respect to the financial condition, strategies, objectives, results of operations and businesses of the James Hay Group and Nucleus and their respective groups and certain plans and objectives with respect to the Combined Group. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of the James Hay Group and Nucleus 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 relating to the expected effects of the Acquisition on the James Hay Group and Nucleus, the expected timing and scope of the Acquisition and other statements other than historical facts. Forward-looking statements often use words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "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 the James Hay Group 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 risk and uncertainty, because they relate to events and depend on circumstances that will occur in the future and the factors described in the context of such forward-looking statements in this announcement could cause actual results and developments to differ materially from those expressed in or implied by such forward-looking statements. Although it is believed 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 readers are therefore cautioned not to place undue reliance on these forward-looking statements.*

*There are several factors which could cause actual results 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 are changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates and future business combinations or dispositions. For a discussion of important factors which could cause actual results to differ from forward-looking statements in relation to the Nucleus Group, refer to the Nucleus 2020 Annual Report.*

*Each forward-looking statement speaks only as at the date of this announcement. Neither Nucleus nor the James Hay Group, nor their respective groups, 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.*

#### ***Information Relating to Nucleus Shareholders***

*Please be aware that addresses, electronic addresses and certain other information provided by Nucleus Shareholders, persons with information rights and other relevant persons for the receipt of communications from Nucleus may be provided to James Hay Holdings during the Offer Period as required under Section 4 of Appendix 4 of the Code.*

#### ***Overseas Jurisdictions***

*The laws of other relevant jurisdictions may affect the distribution of this document to persons who are not resident in the United Kingdom. Persons who are not resident in the United Kingdom, or 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. Any person (including, without limitation, nominees, trustees and custodians) who would, or otherwise intends to, forward this document or any accompanying document to any jurisdiction outside the United Kingdom should refrain from doing so and seek appropriate professional advice before taking any action.*

*Any failure to comply with the applicable legal or regulatory requirements may constitute a violation of the laws and/or regulations 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.*

*Unless otherwise determined by Nucleus and James Hay Holdings or required by the Code, and permitted by applicable law and regulation, the Offer will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may accept the Offer by any such means from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this document, the Form of Acceptance and all documents relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this document and all documents relating to the Offer (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction.*

*Further details in relation to Nucleus Shareholders in overseas jurisdictions are contained in the Offer Document.*

### **Additional Information for US Investors**

*The Offer is being made in reliance on, and compliance with, the applicable exemptions from the US Securities Exchange Act of 1934, as amended (the “**US Exchange Act**”), including that afforded by Rule 14d-1 thereunder. The Offer is being made for securities of an English company and is subject to United Kingdom disclosure requirements which are different from certain United States disclosure requirements. In addition, US investors should be aware that this document has been prepared in accordance with a United Kingdom format and style, which differs from the United States format and style. In particular, the appendices to this document contain information concerning the Offer required by UK disclosure requirements which may be material and may not have been summarised elsewhere in the document. Furthermore, the payment and settlement procedure with respect to the Offer will comply with the relevant United Kingdom rules, which differ from United States payment and settlement procedures. The Offer is not subject to the disclosure and other procedural requirements of Regulation 14D under the US Exchange Act. The Offer will be made in the United States in accordance with the requirements of Regulation 14E under the US Exchange Act to the extent applicable. To the extent permitted by applicable law and in accordance with normal United Kingdom market practice, James Hay Holdings or any person acting on their behalf may from time to time make certain market or private purchases of, or arrangements to purchase, directly or indirectly, Nucleus Shares other than pursuant to the Offer. Any information about such purchases will be publicly announced as required by law or regulation in the United Kingdom and the United States.*

*The Nucleus 2020 Annual Report, and all financial information included in this document, has been or will have been 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 Offer has not been approved by the U.S. Securities and Exchange Commission (the “SEC”) or by the securities regulatory authority of any state or of any other United States jurisdiction, nor has the SEC or any such securities regulatory authority passed upon the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States.*

*It may be difficult for US Holders to enforce their rights and any claim arising out of the US federal laws, since Nucleus and James Hay Holdings are located in a non-US jurisdiction, and some or all of their officers and directors may be residents of a non-US jurisdiction. US Holders 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 judgement.*

### ***Important Notices Relating to Financial Advisers***

*Shore Capital & Corporate Limited and Shore Capital Stockbrokers Limited (either individually or collectively “Shore Capital”) which are authorised and regulated by the Financial Conduct Authority in the United Kingdom, are acting exclusively for Nucleus and for no-one else in connection with the subject matter of this announcement and will not be responsible to anyone other than Nucleus for providing the protections afforded to clients of Shore Capital, or for providing advice in relation to the subject matter of this announcement or any other matter referred to herein. Neither Shore Capital & Corporate Limited nor Shore Capital Stockbrokers Limited, nor any of their subsidiaries or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Shore Capital in connection with this announcement, any statement contained herein or otherwise.*

*Craven Street Capital, an appointed representative of Resolution Compliance Limited which is authorised and regulated by the FCA in the UK, is acting as joint financial adviser exclusively for Nucleus and no one else in connection with the matters set out in this announcement and will not be responsible to anyone other than Nucleus for providing the protections afforded to clients of Craven Street Capital or its affiliates, or for providing advice in relation to the Offer or any other matters referred to in this announcement.*

*Fenchurch Advisory Partners LLP, which is authorised and regulated by the FCA in the UK, is acting as financial adviser exclusively for the James Hay Group and James Hay Holdings and no one else in connection with the matters set out in this announcement and will not be responsible to anyone other than the James Hay Group and James Hay Holdings for providing the protections afforded to clients of Fenchurch Advisory Partners or for providing advice in relation to the Acquisition or any other matters referred to in this announcement.*

*Each of Shore Capital, Craven Street Capital and Fenchurch Advisory Partners has given and not withdrawn its written consent to the issue of this announcement with the inclusion of references to its name in the form and context in which they are included.*

### **No profit forecasts or estimates**

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

### **Dealing and Opening Position Disclosure Requirements**

*Under Rule 8.3(a) of the Code, any person who is interested in one per cent. 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 3.30pm (London time) on the 10th Business Day following the commencement of the Offer Period and, if appropriate, by no later than 3.30pm (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 one per cent. 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 3.30pm (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 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 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.*

***Publication on website and availability of hard copies***

*A copy of this announcement, the Rule 15 Letter, the SIP Letter and the Offer Document, as well as certain other documentation in connection with the Offer, are and will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, for inspection on James Hay's website ([www.jameshay.co.uk](http://www.jameshay.co.uk)) and on Nucleus' website ([www.nucleusfinancial.com/investors](http://www.nucleusfinancial.com/investors)) by no later than 12 noon (London time) on the Business Day following this announcement. For the avoidance of doubt, the contents of the websites referred to in this announcement are not incorporated into and do not form part of this announcement.*

*Nucleus Shareholders may request a hard copy of the Offer Document (and any information incorporated by reference into it), and LTIP and SIP participants may request a hard copy of the Rule 15 Letter and the SIP Letter respectively, free of charge, by contacting Nucleus' Registrars, Equiniti Limited, by telephone on 0371 384 2050 (if calling from within the UK) or +44 371 384 2050 (if calling from outside the UK). Lines are open from 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (excluding England and Wales public holidays). Calls to the Shareholder Helpline from outside the UK will be charged at the applicable international rate. Different charges may apply to calls made from mobile telephones and calls may be monitored or recorded for security and training purposes. Alternatively, Nucleus Shareholders can submit a request in writing to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.*