

Anticipated acquisition by Nucleus of Curtis Banks

Decision on relevant merger situation

CMA/23/23

ME/7036/23

The CMA's decision on reference under section 33(1) of the Enterprise Act 2002 (the **Act**) given on 7 September 2023. Full text of the decision published on 8 September 2023.

INTRODUCTION

1. On 6 January 2023, Nucleus Clyde Acquisition Ltd (wholly owned by Nucleus Financial Platforms Limited) (**Nucleus**)¹ agreed to acquire Curtis Banks Group plc (**Curtis Banks**)². Nucleus and Curtis Banks are together referred to as **the Parties**.
2. Both Parties supply self-invested personal pensions (**SIPPs**) in the UK.
3. On 19 July 2023, the Competition and Markets Authority (**CMA**) notified the Parties that the merger notice was complete and launched its merger inquiry.³

JURISDICTION

4. The Parties submitted that the turnover of Curtis Banks in the 2021 financial year was £62.7 million in the UK. According to Curtis Banks' Annual Report and Consolidated Financial Statements, the revenue of the group for the year ending 31 December 2022 was £68.1 million. As both figures are below £70 million, the UK turnover test in section 23(1)(b) of the Act is not satisfied.
5. The Parties overlap in the provision of SIPPs. The Parties submitted that the transaction would not result in a combined share of supply of 25% or more of the

¹ Nucleus was formed from the acquisition by James Hay Holdings plc of Nucleus Financial Group plc in 2021.

² Curtis Banks also operates a number of subsidiaries in adjacent markets, including Dunstan Thomas Holdings Limited, a provider of FinTech.

³ [Commencement notice \(publishing.service.gov.uk\)](https://publishing.service.gov.uk).

supply or consumption of any goods or services in the UK (or a substantial part of the UK) and that the share of supply test in section 23(2)(b) of the Act is not satisfied.

6. The CMA assessed various categories of SIPPs (and all reasonable aggregations of the categories), considered various measures of share of supply within these categories and requested information from third parties active in the SIPP market, including many of the Parties' customers and competitors. This analysis found that the share of supply test was not met on any basis.

DECISION

7. On the basis of the information available to it, the CMA does not believe that it is or may be the case that arrangements are in progress or in contemplation which, if carried into effect, will result in the creation of a relevant merger situation because neither the turnover test nor the share of supply test set out in section 23 of the Act is met.
8. The acquisition will therefore not be referred under section 33 of the Act.

Kasia Bojarojc
Director, Mergers
Competition and Markets Authority
7 September 2023