

THE TAKEOVER PANEL

GREENE KING plc ("GREENE KING")
OFFER FOR
MORLAND & CO., plc ("MORLAND")

Greene King's offer for Morland is in the form of Greene King convertible preference shares. The offer was announced on 15 May 1992, at which time Greene King stated that its offer would not be increased other than in the event of a higher offer from a third party.

If an offeror states that its offer will not be increased then, under Rule 32.2 of the Code, only in wholly exceptional circumstances will it be allowed subsequently to amend the terms of its offer in any way.

Note 1 on Rule 32.1 provides as follows:

"Where an offer involves an exchange of equity or potential equity, the announcement by an offeror of trading results, profit or dividend forecasts, asset valuations or proposals for dividend payments may have the effect of increasing the value of the offer. An offeror will not, therefore, normally be permitted to make such announcements after it is precluded from revising its offer. This restriction does not apply to the announcement of trading results and dividends in accordance with the offeror's normal timetable, but only if, after prior consultation, the Panel is satisfied that every effort has been made to bring the announcement forward and that it does not appear likely to influence materially the outcome of the offer."

It is Greene King's normal practice to announce its annual results in the second week of July and, every five years, to revalue its assets. Greene King last revalued its assets in

1987. During the course of Greene King's offer for Morland Greene King has made clear its wish to announce its annual results for the year ended 3 May 1992, and a revaluation of its assets, on 9 July, subject to any necessary permission from the Panel.

Following discussions with Greene King's advisers the Panel has ruled that while Greene King is precluded from revising its offer it may not, during the offer period, announce its annual results, or details of the revaluation of its assets. The offer period will end on the date when the offer becomes or is declared unconditional as to acceptances or lapses.

Panel rulings in this area should not be regarded as an indication as to the level of an offeror's results.

8 July 1992