

THE TAKEOVER PANEL

DERWENT VALLEY HOLDINGS PLC ("DERWENT VALLEY")

WINTEN LIMITED ("WINTEN")

Following recent representations made by Derwent Valley, the Panel Executive has been considering the application of Rule 35.1(b) of the Code to the announcement made by Winten on 18 November that it was considering a possible offer for the entire share capital of Derwent Valley. Following discussions with the parties' advisers, the Panel Executive has ruled that Winten must, by 12 noon on Friday 16 January 2004, either announce an offer for Derwent Valley under Rule 2.5 of the Code or announce that it will not proceed with an offer for Derwent Valley. No extension to this deadline will be granted, except with the consent of the Panel Executive. In the event that Winten announces that it will not proceed with an offer for Derwent Valley, Winten and any person acting in concert with it will, except with the consent of the Panel Executive, be bound by the restrictions contained in Rule 2.8 of the Code for six months from the date of such announcement.

Each of the parties has accepted this ruling.

22 December 2003