



FORTH PORTS PLC

Form of Proxy

For General Meeting

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1774-028-S

VOTING ID TASK ID SHAREHOLDER REFERENCE NUMBER

I/We being a member/members of Forth Ports PLC ("the Company") hereby appoint the Chairman of the Meeting* or

[Empty box for name]

as my/our proxy attend and speak and to vote for me/us on my/our behalf at the General Meeting of the Company to be held at Cruise Liner Terminal, Ocean Drive West, Leith, Edinburgh EH6 6JJ at 11.30 a.m. (or as soon thereafter as the Court Meeting (as defined in the Circular to shareholders dated 31 March 2011 accompanying this Form of Proxy) shall have concluded or been adjourned) on Thursday 28 April 2011, and at any adjournment thereof.

Please tick this box if this proxy appointment is one of multiple appointments being made.

I/We direct my/our proxy to vote in respect of the Special Resolution to be proposed at the General Meeting (as set out in the notice of the General Meeting) as indicated below:

Resolution	For	Against	Vote withheld
To give effect to the scheme of arrangement dated 31 March 2011, authorise the directors to take all necessary action; effect a reduction of capital; authorise the directors to allot new Forth Ports Shares in connection with the reduction of capital and amend the articles of association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Vote Withheld option is to allow you to instruct your proxy or proxies to abstain from voting on the Special Resolution. Please note that abstention has no legal effect and will not be counted in the votes for or votes against the Special Resolution

If the form is left blank and no voting selection is made, then the shares will be voted at the proxy's discretion.

Number of Forth Ports Shares in relation to which the proxy is authorised to act. [Empty box]

Signature(s) [Empty box] Date [Empty box]

* If you would like to appoint a person other than the Chairman of the Meeting as proxy please strike out the phrase "the Chairman of the Meeting", insert the full name of the other person in the space provided and initial the change. A shareholder is entitled to appoint a proxy of his/her choice.

Please fold this card using the guides and return to Equiniti in the envelope provided.

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FORTH PORTS PLC

Form of Proxy

For Court Meeting

PLEASE READ CAREFULLY THE NOTICE CONVENING THE COURT MEETING AND EXPLANATORY NOTES OVERLEAF BEFORE COMPLETING THIS FORM.

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1774-029-S

VOTING ID TASK ID SHAREHOLDER REFERENCE NUMBER

I/We being a member/members of Forth Ports PLC ("the Company") who is a Meeting Shareholder and holder of Meeting Shares (as such terms are defined in the Circular to Shareholders dated 31 March 2011) hereby appoint the Chairman of the Court Meeting* or

[Empty box for name]

as my/our proxy to attend and to speak and vote for me/us on my/our behalf at the Court Meeting to be held at Cruise Liner Terminal, Ocean Drive West, Leith, Edinburgh EH6 6JJ at 11 a.m on Thursday 28 April 2011, and at every adjournment thereof for the purposes of considering and, if thought fit, approving (with or without modification) the proposed scheme of arrangement referred to in the notice convening the Court Meeting (the "Scheme"), or at any adjournment thereof, to vote for me/us and in my/our name for the Scheme (either with or without modification, as my/our proxy may approve), or against the Scheme as hereby indicated (see Proxies note 4) and on any incidental motions.

Please tick this box if this proxy appointment is one of multiple appointments being made. Please see Proxies note 5 overleaf.

IMPORTANT: If you wish to vote for the Scheme, place 'X' in the box marked "FOR". If you wish to vote against the Scheme, place 'X' in the box marked "AGAINST"

I/We direct my/our proxy to vote in respect of the Resolution to be proposed at the Court Meeting (as set out in the Notice of the Court Meeting) as indicated below:

Resolution	For	Against
To approve the Scheme of arrangement dated 31 March 2011 between the Company and the Scheme Shareholders referred to in the notice of the Court Meeting (with or without modification) and authorise the directors of the Company to take all actions considered necessary and appropriate to carry the Scheme into effect	<input type="checkbox"/>	<input type="checkbox"/>

To approve the Scheme of arrangement dated 31 March 2011 between the Company and the Scheme Shareholders referred to in the notice of the Court Meeting (with or without modification) and authorise the directors of the Company to take all actions considered necessary and appropriate to carry the Scheme into effect

If the form is left blank and no voting selection is made, then the Meeting Shares will be voted at the proxy's discretion.

Number of Meeting Shares in relation to which the proxy is authorised to act. [Empty box]

Signature(s) [Empty box] Date [Empty box]

* If you would like to appoint a person other than the Chairman of the Court Meeting as proxy please strike out the phrase "the Chairman of the Court Meeting", insert the full name of the other person in the space provided and initial the change. A Meeting Shareholder is entitled to appoint a proxy of his/her choice.

Please fold this card using the guides and return to Equiniti in the envelope provided.

Please return by post or deliver by hand to EQUINITI Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZR to arrive no later than 11 a.m. on 26 April 2011. Alternatively it may be handed to EQUINITI, on behalf of the Chairman of the Court Meeting at the Court Meeting before the taking of the poll.

Please Sign and return the Form of Proxy indicating how you wish to vote, whether or not you plan to attend the Court Meeting.

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Notes:**Entitlement to attend and vote**

1. In order to attend and vote at the Court Meeting you must comply with the procedures set out in these notes by the dates specified in these notes.
2. The right of members who are Meeting Shareholders to vote at the Court Meeting is determined by reference to the register of members. Members who are Meeting Shareholders must be entered on the Company's share register at 6.00 p.m. on 26 April 2011 – the Voting Record Time – in order to be entitled to attend and vote at the Court Meeting (or in the case of an adjourned meeting, at 6.00 p.m. on the day which is two business days before the date of the adjourned meeting) in respect of Meeting Shares. Such members who are Meeting Shareholders may only cast votes in respect of Meeting Shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the Court Meeting.
3. Voting on the resolution will be conducted by a poll.
4. This Form of Proxy is personalised and is not transferrable.

Proxies

1. As a Meeting Shareholder, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Court Meeting. You can only appoint a proxy using the procedures set out in these Notes.
2. Appointment of a proxy does not preclude you from attending the Court Meeting and voting in person. If you have appointed a proxy and attend the Court Meeting in person, your proxy appointment will automatically be terminated.
3. A proxy need not be a member of the Company and need not be a Meeting Shareholder.
4. Please indicate with an 'X' in the appropriate place how you wish your vote to be cast. If you wish to vote in favour of the Scheme place 'X' in the box marked "FOR". If you wish to vote against the Scheme, place 'X' in the box marked "AGAINST". If you give no indication the proxy will exercise his/her discretion, both as to how he/she votes as he/she will upon any other issue arising at the Court Meeting.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to at least one different Meeting Share. You may not appoint more than one proxy to exercise rights attached to any one Meeting Share. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrars helpline on 0871 384 2149 (Calls to this number cost 8 pence per minute from a BT landline. Other providers charges may vary. Lines are open from 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (excluding UK public holidays). The overseas helpline number is +44 121 415 7047). Calls to the helpline from outside the UK will be charged at applicable international rates. You may also photocopy this form. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. Please indicate in the relevant box the number of shares for which the proxy is authorised to act. All forms must be signed and should be returned together in the same envelope.
6. If you return a Blue Form of Proxy and specify a number of Meeting Shares which exceeds the number of Meeting Shares held by you, when aggregated with the number specified on other proxy appointments by you for the Court Meeting, it will render all appointments invalid.
7. To be valid, completed proxies and any power of attorney or other authority under which they have been executed (or a duly certified copy or a notarially certified or office copy of such power or authority) must be sent or delivered to the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZR to arrive no later than 11 a.m. on 26 April 2011 (or in the case of an adjourned meeting no later than 11 a.m. on the day two days before the day of the adjourned meeting (excluding any day which is not a working day)).
8. As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically at www.sharevote.co.uk. Meeting Shareholders who are not registered to vote electronically will need to enter the Voting ID, Task ID and Shareholder Reference Number set out in their personalised proxy form. Alternatively Meeting Shareholders who have already registered with Equiniti's Shareview Service can appoint a proxy by logging on to their portfolio at www.shareview.co.uk and click on the link to vote under your Forth Ports PLC details. The on-screen instructions give details on how to complete the appointment process. Please note that to be valid, your proxy instructions must be received by Equiniti Limited by no later than 11 a.m. on 26 April 2011 (or in the case of an adjourned meeting no later than 11 a.m. on the day two days before the day of the adjourned meeting (excluding any day which is not a working day). If you have any difficulties with online voting, you should contact the shareholder helpline on 0871 384 2149. Calls to this number cost 8 pence per minute from a BT landline. Other providers charges may vary. Calls to the helpline from outside the UK will be charged at applicable international rates. Lines are open from 8.30a.m. to 5.30p.m. (London time) Monday to Friday (excluding UK public holidays). The overseas helpline number is +44 121 415 7047.
9. If forms are not so lodged or sent they may be handed to EQUINITI on behalf of the Chairman of the Court Meeting at the Court Meeting before the taking of the poll, or if the Court Meeting is adjourned, at that adjourned meeting.
10. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by the issuer's agent RA19 no later than 11 a.m. on 26 April 2011. See the Notice of Court Meeting for further information on proxy appointment through CREST.
11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for receipt of the proxies will take precedence.
12. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
13. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to EQUINITI at Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZR. In the case of a member which is a company, the revocation notice must be signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy or a notarially certified or office copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by EQUINITI, no later than 11.00 a.m. on 26 April 2011.
14. In the case of joint holders, the vote of the senior shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
15. Any corporation which is a Meeting Shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a Meeting Shareholder provided that they do not do so in relation to the same Meeting Shares.
16. If you make any alteration to this form you must initial the alteration.
17. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes than those expressly stated.

For Company use only:

Shareholding

Votes

Notes:**Entitlement to attend and vote**

1. In order to attend and vote at the General Meeting you must comply with the procedures set out in these notes by the dates specified in these notes.
2. The right of members to vote at the meeting is determined by reference to the register of members. Members must be entered on the Company's share register at 6.00 p.m. on 26 April 2011 in order to be entitled to attend and vote at the General Meeting. Such members may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
3. Any member attending the meeting is entitled to ask any question relating to the business being dealt with at the General Meeting. The Company will answer any such questions unless (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.
4. The "Vote withheld" option is provided to enable you to abstain on any particular resolution. It should be noted however that a "Vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" or "Against" a resolution. If no voting indication is given, the proxy will vote or abstain from voting at his or her discretion. The proxy of a member will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
5. This Form of Proxy is personalised and is not transferrable.

Proxies

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the General Meeting. You can only appoint a proxy using the procedures set out in these Notes.
2. Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated.
3. A proxy need not be a member of the Company.
4. Please indicate with an 'x' in the appropriate place how you wish your vote to be cast. If you give no indication the proxy will exercise his/her discretion, both as to how he/she votes and as to whether or not he/she abstains from voting, as he/she will upon any other issue arising at the General Meeting.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to at least one different share. You may not appoint more than one proxy to exercise rights attached to any one share. Please indicate in the box provided the number of shares that your proxy is appointed in respect of. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrars helpline on 0871 384 2149 (Calls to this number cost 8 pence per minute from a BT landline. Other providers' charges may vary. Lines are open from 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (excluding UK public holidays). The overseas helpline number is +44 121 415 7047). Calls to the helpline from outside the UK will be charged at applicable international rates. You may also photocopy this form. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
6. If you return a White Form of Proxy and specify a number of Shares which exceeds the number of Forth Ports Shares held by you, when aggregated with the number specified on other proxy appointments by you for the General Meeting, it will render all appointments invalid.
7. To be valid, completed proxies and any power of attorney or other authority under which they have been executed (or a duly certified copy or a notarially certified or office copy of such power or authority) must be sent or delivered to the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZR to arrive no later than 11.30 a.m. on 26 April 2011 (or in the case of an adjourned meeting no later than 11.30 a.m. on the day two days before the day of the adjourned meeting (excluding any day which is not a working day)).
8. As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically at www.sharevote.co.uk. Shareholders who are not registered to vote electronically will need to enter the Voting ID, Task ID and Shareholder Reference Number set out in their personalised proxy form. Alternatively shareholders who have already registered with Equiniti's Shareview Service can appoint a proxy by logging on to their portfolio at www.shareview.co.uk and clicking on the link to vote under your Forth Ports PLC details. The on-screen instructions give details on how to complete the appointment process. Please note that to be valid, your proxy instructions must be received by Equiniti Limited by no later than 11.30 a.m. on 26 April 2011 (or in the case of an adjourned meeting no later than 11.30 a.m. on the day two days before the day of the adjourned meeting (excluding any day which is not a working day). If you have any difficulties with online voting, you should contact the shareholder helpline on 0871 384 2149. Calls to this number cost 8 pence per minute from a BT landline. Other providers' charges may vary. Calls to the helpline from outside the UK will be charged at applicable international rates. Lines are open from 8.30a.m. to 5.30p.m. (London time) Monday to Friday (excluding UK public holidays). The overseas helpline number is +44 121 415 7047.
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10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for receipt of the proxies will take precedence.
11. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
12. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to EQUINITI at Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZR. In the case of a member which is a company, the revocation notice must be signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy or a notarially certified or office copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by EQUINITI, no later than 11.30 a.m. on 26 April 2011.
13. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
14. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
15. If you make any alteration to this form you must initial the alteration.
16. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes than those expressly stated.

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Shareholding

Votes