

THIS LETTER IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 immediately. If you have sold or transferred all your shares in Forth Ports PLC, please forward this letter to the purchaser or to the stockbroker or agent through whom you made the sale or transfer for transmission to the purchaser or transferee.

8 March 2010

To holders of shares in Forth Ports PLC and, for information only, participants in the Forth Ports PLC share schemes

Dear Sir or Madam

Forth Ports rejects proposals from Consortium

On 5 March 2010, a consortium comprising AEIF General Partner Limited, Peel Holdings Limited and RREEF Limited (the "Consortium") made an announcement pursuant to Rule 2.4 of the City Code on Takeovers and Mergers (the "Code") that it had made a proposal to the Board of Forth Ports PLC ("Forth Ports") to acquire the shares in Forth Ports not already owned by members of the Consortium.

The announcement stated that the Consortium made an initial approach to Forth Ports on 28 January 2010 regarding a possible all cash offer at 1,285 pence per Forth Ports share and that, on 11 February 2010, the Consortium increased its possible cash offer, on a conditional basis, to 1,340 pence per Forth Ports share.

The Consortium's announcement stated that the making of any offer by it remains subject, *inter alia*, to the following pre-conditions:

- the Consortium be granted access to, and satisfactory completion of, a limited due diligence exercise;
- the unanimous and unqualified recommendation by the Board of Forth Ports in respect of any offer; and
- each member of the Board of Forth Ports giving irrevocable undertakings to accept any such offer in respect in all of their Forth Ports shares.

The Consortium reserved the right to waive any or all of the pre-conditions described in the announcement.

The Consortium's announcement stated that there can be no certainty that a formal offer for Forth Ports will be forthcoming, even in the event that the pre-conditions set out in the announcement are satisfied or waived.

In response to the announcement referred to above, Forth Ports made an announcement dated 5 March 2010. An extract from this announcement is set out below.

Extract from announcement by Forth Ports on 5 March 2010

"The Board of Forth Ports PLC ("Forth Ports") confirms that it has received two conditional proposals from a consortium comprising AEIF General Partner Limited, Peel Ports Holdings Limited and RREEF Limited.

The first proposal, which was received on 28 January 2010, was at 1,285p per share in cash and the second, received on 11 February 2010, was 4.3% higher at 1,340p per share. The Board considered both of these proposals carefully and, having discussed them with its financial advisers, Commerzbank AG London Branch, and its corporate broking advisers, Investec Bank plc, the Board is of the unanimous view that these proposals fall far short of the value of Forth Ports. Forth Ports agreed to meet the consortium in their role as shareholders, following publication of the preliminary results of Forth Ports for the financial year ended 31 December 2009.

Forth Ports owns a portfolio of seven ports in the UK, including Tilbury in London, Grangemouth, Scotland's largest container port, and Leith in Edinburgh. These ports generate an income stream with a high level of predictability and have strong organic growth prospects.

In addition, Forth Ports has a number of other valuable assets, including a 33% shareholding in Tilbury Container Services, a substantial property portfolio and a number of renewable energy projects. The latest published Market Value of Forth Ports' property development assets was substantially lower than it was at 31 December 2007 and the Board believes that the portfolio has the potential to appreciate greatly in value when property markets recover. The Board also believes that the renewable energy projects in which Forth Ports has invested will generate significant value in future years.

The preliminary results of Forth Ports for the financial year ended 31 December 2009 are scheduled to be announced on 22 March 2010.

This announcement has been made without the consent of the consortium. There is no certainty that an offer will be forthcoming or as to the terms of any offer."

The Board will make a further announcement if there are any further significant developments.

Yours faithfully,

David Richardson
Chairman

Responsibility statement

The Directors of Forth Ports accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors of Forth Ports (who have taken all reasonable care to ensure that such is the case), the information in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Dealing disclosure requirements

Under the provisions of Rule 8.3 of the City Code on Takeovers and Mergers (the "Code"), if any person is, or becomes, "interested" (directly or indirectly) in 1% or more of any class of "relevant securities" of Forth Ports, all "dealings" in any "relevant securities" of Forth Ports (including by means of an option in respect of, or a derivative referenced to, any such "relevant securities") must be publicly disclosed by no later than 3.30 pm (London time) on the London business day following the date of the relevant transaction. This requirement will continue until the date on which any offer becomes, or is declared, unconditional as to acceptances, lapses or is otherwise withdrawn or on which the "offer period" otherwise ends. If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire an "interest" in "relevant securities" of Forth Ports, they will be deemed to be a single person for the purpose of Rule 8.3.

Under the provisions of Rule 8.1 of the Code, all dealings in "relevant securities" of Forth Ports by the potential offeror or Forth Ports, or by any of their respective "associates", must be disclosed by no later than 12.00 noon (London time) on the London business day following the date of the relevant transaction (unless the "dealing" is for discretionary clients and the associate is an "exempt fund manager" in which case the "dealing" must be privately disclosed in accordance with Notes 4(b) and 5(b) to Rule 8).

A disclosure table, giving details of the companies in whose "relevant securities" "dealings" should be disclosed, and the number of such securities in issue, can be found on the Takeover Panel's website at www.thetakeoverpanel.org.uk.

"Interests in securities" arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an "interest" by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks are defined in the Code, which can also be found on the Panel's website. If you are in any doubt as to whether or not you are required to disclose a "dealing" under Rule 8, you should consult the Panel.

Forward looking statements

Certain statements in this document are forward looking statements. By their nature, forward looking statements involve a number of risks, uncertainties or assumptions which could cause actual results or events to differ materially from those expressed or implied by the forward looking statements. These risks, uncertainties or assumptions could adversely affect the outcome and financial effects of the matters described herein. Forward looking statements contained in this document regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. You should not place undue reliance on forwarding looking statements, which speak only as at the date of this document. Except as required by law, Forth Ports is under no obligation to update or keep current the forward looking statements contained in this document or to correct any inaccuracies in such forward looking statements.

No profit forecast

No statement in this document is intended as a profit forecast or profit estimate and no statement in this document should be interpreted to mean that future published earnings per share of Forth Ports will match or exceed the historical published earnings per share of Forth Ports.

Relevant securities in issue

In accordance with Rule 2.10 of the Code, Forth Ports confirms that, as at the close of business on 5 March 2010, its issued share capital comprised 45,689,110 ordinary shares of 50 pence each. The International Securities Number (“ISIN”) for these securities is GB0003473104.

In accordance with Rule 19.11 of the Code, a copy of this document will be published on Forth Ports’ website: www.forthports.co.uk.

Commerzbank AG London Branch (“Commerzbank”) is authorised by Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin), the German Federal Financial Supervisory Authority, and authorised and subject to limited regulation by the Financial Services Authority. Commerzbank is acting for Forth Ports in relation to any potential offer and is not advising any other person and will not be responsible to anyone other than Forth Ports for providing the protections afforded to customers of Commerzbank or for providing advice in relation to any potential offer.

Investec Bank plc (“Investec”), which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting for Forth Ports in relation to any potential offer and is not advising any other person and will not be responsible to any one other than Forth Ports for providing the protections afforded to customers of Investec or for providing advice in relation to any potential offer.

