

27 May 2010

**No intention to make an offer for Forth Ports PLC**

from

**Arcus European Infrastructure Fund GP LLP, on behalf of Arcus European Infrastructure Fund 1 LP (“Arcus”), Peel Holdings Limited (“Peel”) and RREEF Limited, as a manager of the RREEF Pan-European Infrastructure Fund LP (“RREEF Infrastructure”)**

On 5 March 2010, Arcus, Peel and RREEF Infrastructure (together the “Consortium”) announced a possible offer for Forth Ports PLC (“Forth Ports”) under Rule 2.4 of The City Code on Takeovers and Mergers (the “Code”). On 28 April 2010, the Consortium announced that it had made a further revised proposal to the Board of Forth Ports at 1,400 pence per share.

On 29 April 2010, the Panel Executive announced that the Consortium must by 5:00 p.m. London time on 1 June 2010, either announce a firm intention to make an offer for Forth Ports under Rule 2.5 of the Code or announce that it does not intend to make an offer for Forth Ports.

In light of the current economic uncertainty and the resultant difficulty of valuing Forth Ports’ property assets from public information, the Consortium is unable to justify increasing its proposed offer further. As a result, and after careful consideration, the Consortium has decided not to proceed with an offer for Forth Ports.

As a result of this, the Consortium has also decided, with immediate effect, to terminate their Consortium arrangements and going forward will work in their own capacity as individual shareholders in Forth Ports.

Each Consortium member reserves the right to acquire Forth Ports shares, subject to and in accordance with the requirements of the Code and other applicable regulations. For the purposes of Rule 2.8 of the Code, each Consortium member reserves the right to make or participate in an offer for Forth Ports (and/or take any other action which would otherwise be restricted under Rule 2.8 of the Code) within the next six months following the date of this announcement:

- (i) with the agreement or recommendation of the board of directors of Forth Ports;
- (ii) following the announcement of an offer by or on behalf of a third party for Forth Ports;
- (iii) following the announcement by or on behalf of Forth Ports of a "whitewash" proposal (for the purposes of Note 1 on the Notes on Dispensations from Rule 9 of the Code) or a reverse takeover (as set out in Note 2 on Rule 3.2 of the Code); or
- (iv) if there is a material change of circumstances.

This announcement will be available on the corporate websites of the Consortium at [www.arcusip.com](http://www.arcusip.com), [www.peel.co.uk](http://www.peel.co.uk) and [www.rreef.com](http://www.rreef.com).