

ANNUAL MEETING OF SHAREHOLDERS OF

FRP HOLDINGS, INC.

February 4, 2015

GO GREEN

e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via www.amstock.com to enjoy online access.

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of Meeting, proxy statement and proxy card are available at http://www.frpholdings.com

Please sign, date and mail your proxy card in the envelope provided as soon as possible.

Please detach along perforated line and mail in the envelope provided.

20733303300000000000 7

020415

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" EACH OF THE FOLLOWING NOMINEES AND "FOR" PROPOSALS 2, 3 AND 4. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE [X]

1. Election of Directors (the Board recommends a vote FOR each nominee)

- FOR ALL NOMINEES
WITHHOLD AUTHORITY FOR ALL NOMINEES
FOR ALL EXCEPT (See instructions below)

NOMINEES:

- John D. Baker II
Thompson S. Baker II
Charles E. Commander III
H. W. Shad III
Martin E. Stein, Jr.
William H. Walton III
James H. Winston

- 2. Ratification of Hancock Askew & Co., LLP, as the Independent Registered Public Accounting Firm (auditors) for fiscal 2015 (The Board recommends a vote FOR this proposal)
3. Declassify the Board of Directors (The Board recommends a vote FOR this proposal)
4. Eliminate the Supermajority Vote Requirement for Approval of Certain Transactions with Affiliates of the Company (The Board recommends a vote FOR this proposal)
5. Delete or Modify Miscellaneous Provisions of the Existing Articles (The Board recommends a vote FOR this proposal)
6. Advisory approval of executive compensation (The Board recommends a vote FOR this proposal)

NOTE: Such other business as may properly come before the meeting or any adjournments thereof.

Shares represented by properly executed and returned proxies will be voted at the meeting in accordance with the undersigned's directions or, if no directions are indicated, will be voted in favor of the election of the nominees proposed in this proxy statement, for ratification of the Independent Registered Public Accounting Firm, for approval of the Company's Amended and Restated Articles of Incorporation, for advisory approval of executive compensation and, if any other matters properly come before the meeting, in accordance with the best judgment of the persons designated as proxies.

The undersigned hereby revokes any proxy heretofore given with respect to the shares owned by the undersigned, acknowledges receipt of the Notice and the Proxy Statement for the meeting accompanying this proxy, each dated December 31, 2014, and authorizes and confirms all that the appointed proxies or their substitutes, or any of them, may do by virtue hereof.

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here:

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder Date: Signature of Shareholder Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

□



## **FRP HOLDINGS, INC.**

### **PROXY SOLICITED BY BOARD OF DIRECTORS**

#### **FOR THE ANNUAL MEETING OF SHAREHOLDERS CALLED FOR FEBRUARY 4, 2015.**

The undersigned hereby appoints John D. Baker II and Thompson S. Baker II, or either of them, the attorneys, agents and proxies of the undersigned with full power of substitution to vote all the shares of common stock of FRP Holdings, Inc. (the "Company") which the undersigned is entitled to vote at the Annual Meeting of Shareholders of the Company to be held at The River Club, Ortega Room, on the 34th floor of the Wells Fargo Building, One Independent Drive, Jacksonville, Florida on February 4, 2015, at 10 o'clock in the morning, local time, and all adjournments thereof, with all the powers the undersigned would possess if then and there personally present. Without limiting the general authorization and power hereby given, the above proxies are directed to vote as instructed on the matters below:

**(Continued and to be signed on the reverse side.)**

