



The Directors
Northgate plc
Northgate Centre
Lingfield Way
Darlington
DL1 4PZ

Goldman Sachs International (the “**Sponsor**”)
Plumtree Court
25 Shoe Lane
London
EC4A 4AU

12 December 2019

Dear Ladies and Gentlemen

Northgate plc (the “Company”)

We hereby consent to the inclusion in the circular dated 12 December 2019 and published by the Company (the “**Circular**”), of our report on the unaudited pro forma financial information of the Enlarged Group set out in section B of Part IV of the Circular, in the form and context in which it is included.

Our consent is required by item 13.4.1R(6) of the Listing Rules issued by the Financial Conduct Authority and is given for the purpose of complying with that provision and for no other purpose.

Yours faithfully

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Accountants

PricewaterhouseCoopers LLP, 1 Embankment Place, London WC2N 6RH
T: +44 (0) 20 7583 5000, F: +44 (0) 20 7212 4652, www.pwc.co.uk

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