



The Northgate Directors and the Proposed Directors (together 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 prospectus dated 12 December 2019 and published by the Company (the “**Prospectus**”), of our report on the unaudited pro forma financial information of the Enlarged Group set out in section B of Part 19 of the Prospectus.

Our consent is required by item 1.3 of Annex 1 of the PR Regulation and is given for the purpose of complying with that provision and for no other purpose.

We also authorise the contents of our reports for the purposes of item 5.3.2R(2)(f) of the Prospectus Regulation Rules.

Yours faithfully

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Accountants

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