



**Strictly Private and Confidential**

Sutton Harbour Holdings plc (the "Company")  
Tin Quay House  
Sutton Harbour  
Plymouth  
Devon  
PL4 0RA

For the attention of: Jason Schofield, Chief Executive Officer

6 December 2017

Dear Sirs

**Recommended Cash Partial Offer and Associated Share Subscription by FB Investors LLP ("FB Investors") (the "Transaction") – Consent Letter**

We refer to the Offer Document to be sent by the Company to the holders of ordinary shares in the Company, pursuant to the rules set out in the City Code on Takeovers and Mergers (the "Offer Document") in relation to the Transaction, to be posted by FB Investors on or around 6 December 2017, a copy of which is attached.

We hereby consent to the inclusion of our name and the references thereto in the form and context in which they appear in the Offer Document.

Yours very truly  
for and on behalf of  
N M Rothschild & Sons Limited

John Byrne



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