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NOBLE GROUP LIMITED

(Incorporated in Bermuda with limited liability)

PROPOSED RENOUNCEABLE UNDERWRITTEN RIGHTS ISSUE

NOTICE OF CONDITIONAL BOOKS CLOSURE DATE

*Unless otherwise defined, all terms used herein shall bear the same meaning as in the Announcements (as defined below) and the circular to shareholders dated 8 June 2016 issued by Noble Group Limited (the “**Company**”) relating to the Rights Issue.*

The Directors refer to the Company’s announcements dated 3 June 2016, 6 June 2016, 8 June 2016 and today relating to, *inter alia*, the Rights Issue (together, the “**Announcements**”).

Notice of Books Closure Date

NOTICE IS HEREBY GIVEN that, subject to the approval of Shareholders at the special general meeting of the Company to be convened on 24 June 2016 for the Rights Issue, the Register of Members and the Share Transfer Books of the Company will be closed at 5.00 p.m. on 30 June 2016 (the “**Books Closure Date**”) for the purpose of determining the provisional allotments of Rights Shares to all Shareholders who are eligible to participate in the Rights Issue (“**Entitled Shareholders**”) under the Rights Issue.

Eligibility to Participate in the Rights Issue

Entitled Depositors. Shareholders whose Shares are registered in the name of CDP and whose Securities Accounts with CDP are credited with Shares as at the Books Closure Date (“**Depositors**”) will be provisionally allotted their entitlements on the basis of the number of Shares standing to the credit of their Securities Accounts with CDP as at the Books Closure

Date. To be “**Entitled Depositors**”, Shareholders must not be Depositors (a) whose registered addresses with CDP are in or who are otherwise known to the Company to be resident in, or (b) who are holding Shares on behalf of a beneficial owner(s) of Shares (“**Beneficial Owner(s)**”) who is/are known to the Company to be resident in a Specified Territory as at the Books Closure Date, excluding in each case certain Shareholders, and Shareholders holding Shares on behalf of a Beneficial Owner(s), in certain Specified Territories who fulfil the relevant requirements to enable them to participate in the Rights Issue to the satisfaction of the Company, provided that if a Shareholder whose registered address with CDP is not in a Specified Territory holds Shares on behalf of a Beneficial Owner(s) who is/are known to the Company to be resident in a Specified Territory, that Shareholder shall only be considered a Non-Entitled Shareholder (as defined below) in respect of the Shares held on behalf of such Beneficial Owner(s) and not in respect of other Shares held by it either for its own account or on behalf of Beneficial Owner(s) not resident in a Specified Territory.

Entitled Scripholders. Duly completed and (where necessary) stamped transfers (in respect of Shares not registered in the name of CDP) together with all relevant documents of title received up to the Books Closure Date by the Company’s share transfer agent, B.A.C.S. Private Limited (the “**Share Transfer Agent**”) at 8 Robinson Road, #03-00 ASO Building, Singapore 048544, will be registered to determine the provisional entitlements of the transferee (a “**Scripholder**”, which term shall include a person who is registered as a holder of Shares and whose share certificates are not deposited with CDP) under the Rights Issue. To be “**Entitled Scripholders**”, Shareholders must not be Scripholders (a) whose registered addresses with the Company are in or who are otherwise known to the Company to be resident in, or (b) who are holding Shares on behalf of a Beneficial Owner(s) who is/are known to the Company to be resident in a Specified Territory as at the Books Closure Date, excluding in each case certain Shareholders, and Shareholders holding Shares on behalf of a Beneficial Owner(s), in certain Specified Territories who fulfil the relevant requirements to enable them to participate in the Rights Issue to the satisfaction of the Company, provided that if a Shareholder or transferee whose registered address is not in a Specified Territory holds Shares on behalf of a Beneficial Owner(s) who is/are known to the Company to be resident in a Specified Territory, that Shareholder or transferee shall only be considered a Non-Entitled Shareholder (as defined below) in respect of the Shares held on behalf of such Beneficial Owner(s) and not in respect of the other Shares held by it either for its own account or on behalf of Beneficial Owner(s) not resident in a Specified Territory.

Non-Entitled Shareholders. An offer information statement in relation to the Rights Issue (the “**Offer Information Statement**”), and its accompanying documents, will be lodged with the Monetary Authority of Singapore. The Offer Information Statement and its accompanying documents will not be registered, lodged or filed in any jurisdiction other than Singapore. The distribution of this Offer Information Statement and its accompanying documents may be prohibited or restricted (either absolutely or subject to various relevant securities requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions. For practical reasons and in order to avoid any violation of the securities legislation applicable in countries other than Singapore, the Rights Shares will **NOT** be provisionally allotted to Shareholders who are not Entitled Scripholders or Entitled Depositors (“**Non-Entitled Shareholders**”).

Entitled Depositors will be provisionally allotted the Rights Shares on the basis of the number of Shares standing to the credit of their Securities Accounts as at 5.00 p.m. on the Books Closure Date. Depositors should note that all notices and documents will be sent to their last registered addresses with CDP. Depositors are reminded that any request in writing to effect any change in address must reach CDP at 11 North Buona Vista Drive, #06-07 The Metropolis Tower 2, Singapore 138589 not later than three (3) Market Days before the Books Closure Date.

Entitled Scripholders will be provisionally allotted the Rights Shares on the basis of the number of Shares held by them as stated in the Register of Members as at 5.00 p.m. on the Books Closure Date. Shareholders (not being Depositors) are reminded that any request in writing to effect any change in address must reach the Share Transfer Agent at 8 Robinson Road, #03-00 ASO Building, Singapore 048544, not later than three (3) Market Days before the Books Closure Date.

Subject to the terms and conditions of the Offer Information Statement and the accompanying documents, Entitled Shareholders will be at liberty to accept, decline or renounce their provisional allotments of Rights Shares and will be eligible to apply for Rights Shares in excess of their provisional allotments under the Rights Issue. Entitled Depositors will also be able to trade on the SGX-ST during the provisional allotment trading period prescribed by the SGX-ST their provisional allotments of Rights Shares.

Noble Group Limited
22 June 2016