

**NOT FOR DISTRIBUTION IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO
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NOBLE GROUP LIMITED
(Incorporated in Bermuda with limited liability)

UPDATE ON FINANCIAL RESTRUCTURING

- Amended and Restated Restructuring Support Agreement signed
- Amended and Restated Conditional Risk Participation Agreement signed

The Board of Directors (the “Board”) of Noble Group Limited (the “Company” and together with its subsidiaries, the “Group”) refers to the Company’s prior announcements in relation to the Company’s proposed financial restructuring (the “Restructuring”)¹.

Unless otherwise indicated, capitalised words and phrases used in this announcement have the meanings provided in the restructuring support agreement (the “RSA”) between, among others, the Company and members of the Ad Hoc Group (as defined in the RSA) dated 14 March 2018 as amended and restated from time to time.

The Company announces that it has entered into an amendment and restatement agreement with the Super Majority Consenting Creditors and the Fronting Banks to amend and restate the RSA to reflect changes to the terms of the Restructuring agreed between the Company and the Super Majority Consenting Creditors since 14 March 2018. These changes do not materially impact the structure or timeline of the Restructuring as disclosed in the Circular dated 10 August 2018. A copy of the amendment and restatement agreement (which contains the amended and restated RSA) is available on the Company’s website at www.thisisnoble.com.

The Company additionally announces that it has entered into an amendment and restatement agreement to the conditional risk participation agreement dated 14 March 2018 and amended on 9 April 2018 (“**CRPA**”) with the Lender Majority (as defined in the CRPA) to amend and restate the CRPA to: (i) add Deutsche Bank AG, London Branch as a party to the document (in its capacity as Intermediary Bank for certain of the Commitment Lenders (each as defined in the CRPA)); (ii) include the procedure to be followed by Consenting Initial Lenders (as defined in the CRPA) to risk participate in the New Money Debt to the extent of any shortfall in risk participations arising as a result of the rejection of a Scheme Creditor’s Scheme Claim by the Scheme Administrators and/or the Adjudicator in accordance with the terms of the Schemes; and (iii) provide an extended period of time (until 5.00 p.m. (London time) on 20 November 2018) for Commitment Lenders to enter into their risk participation arrangements in accordance with the terms of the CRPA. A copy

¹ Being the announcements dated 29 January 2018, 19 February 2018, 14 March 2018, 16 March 2018, 26 March 2018, 28 March 2018, 9 April 2018, 12 April 2018, 16 April 2018, 18 April 2018, 25 April 2018, 26 April 2018, 20 June 2018, 22 June 2018, 26 July 2018, 6 August 2018, 10 August 2018, 26 August, 27 August 2018, 30 August 2018, 17 September 2018, 21 September 2018, 28 September 2018, 10 October 2018, 16 October 2018, 17 October 2018 and 3 November 2018.

of the amendment and restatement agreement (which contains the amended and restated CRPA) is available on the Company's website at www.thisisnoble.com.

The Company will make additional announcements when there are further developments in relation to the Restructuring and/or the other matters contemplated by this announcement.

Shareholders, creditors and potential investors and holders of the other existing debts and securities of the Group should consult with their own legal advisors, financial advisors, stockbrokers, bank managers and/or other professional advisors if they have any questions in relation to their investments in the securities of the Group and/or the terms of the Restructuring, the Schemes and the RSA.

Noble Group Limited
6 November 2018

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About Noble Group

Noble Group (SGX: CGP) manages a portfolio of global supply chains covering a range of industrial and energy products. The Company facilitates the marketing, processing, financing and transportation of essential raw materials. Sourcing bulk commodities from low cost regions such as South America, South Africa, Australia and Indonesia, the Company and broader Group supplies high growth demand markets, particularly in Asia and the Middle East. For more information please visit www.thisisnoble.com.

For further details please contact:

Finsbury

Alastair Hetherington / Dorothy Burwell / Humza Vanderman / Angy Knill
Tel: +44 207 251 3801
Email: Noble@finsbury.com

Klareco Communications

Ms. Chelsea Phua
Tel: +65 6333 3449
Email: CPhua@klarecomms.com

Camarco

Ms. Candice Adam
Tel: +44 20 3781 8336
Email: Candice.Adam@camarco.co.uk

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Mr. Martin Debelle
Tel: +61 2 8234 0100
Email: MDebelle@citadelmagnus.com