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NOBLE GROUP LIMITED
(Incorporated in Bermuda with limited liability)

UPDATE ON FINANCIAL RESTRUCTURING

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 meaning 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 and the circular to shareholders of the Company in relation to the Restructuring and the related whitewash resolution dated 10 August 2018.

The Board is pleased to announce that earlier today at a Special General Meeting convened for the purposes of approving the Restructuring, shareholders approved a resolution for the Restructuring (with 99.96% voting in favour) and independent shareholders approved a whitewash resolution for the waiver of their rights to receive a mandatory general offer for their New Noble shares from the Senior Creditor SPV (with 98.60% voting in favour).

Mr. Paul Brough, Chairman of the Company commented:

“Shareholders have emphatically voted in favor of the Restructuring, endorsing our assertion that this long-negotiated proposal represents the best possible outcome for all stakeholders. Noble will now enter the final procedural stages of its Restructuring and the establishment of New Noble. It is critical that we move to complete the Restructuring as soon as possible, to enable the Group to once again operate with a sustainable capital structure and to capitalize on the growing opportunities in the Asian commodities markets, to the benefit of all our stakeholders. I would like to thank all the parties for the constructive dialogue which has enabled us to reach his point.”

Following these approvals, as contemplated in the RSA, the Company intends to commence parallel schemes of arrangement in England and Bermuda (the “Schemes”) in order to implement the Restructuring.

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, 20 August 2018 and 26 August 2018.

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, Existing Senior Creditors and potential investors and holders of the other existing debts and securities of the Group are advised to exercise caution when dealing in the securities of the Group. There is no certainty and assurance as at the date of this announcement that the Restructuring will be completed or that no changes will be made to the terms thereof.

Shareholders, Existing Senior 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 RSA.

This announcement is not intended, and should not be construed to be, financial, legal, tax or investment advice of any kind recommending any course of action.

Noble Group Limited
27 August 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.

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