

REFRESHMENTS AT THE ADJOURNED ANNUAL GENERAL MEETING
Only coffee and tea will be served at the Adjourned Annual General Meeting.



NOBLE GROUP LIMITED

(Incorporated in Bermuda with limited liability)

NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

The Board of Directors of Noble Group Limited (the “**Company**”) refers to:

- (a) the Notice of Annual General Meeting dated 7 April 2018 (and the accompanying instrument or Depositor Proxy Form);
- (b) Appendix I to the Notice of Annual General Meeting dated 7 April 2018; and
- (c) the Company's announcement dated 30 April 2018 on the opening of the 2018 Annual General Meeting at 2.30 p.m. on 30 April 2018 and the immediate adjournment of the 2018 Annual General Meeting until further notice.

NOTICE IS HEREBY GIVEN that the adjourned 2018 Annual General Meeting of the Company will be held at M Hotel Singapore, Banquet Suite Ballroom, Level 10, 81 Anson Road, Singapore 079908 on Monday, 27 August 2018 at 3.30 p.m. (Singapore time) (or as soon thereafter following the conclusion or adjournment of the Special General Meetings of the Company convened to consider and if thought fit to approve (i) the proposed restructuring of the Company and the related whitewash resolution and (ii) the proposed disposal of vessels, to be held at 2.30 p.m. and 3.00 p.m. (Singapore time) respectively on the same day and at the same place) for the purposes set out in the Notice of Annual General Meeting dated 7 April 2018.

In summary, these purposes are as follows:

No.	Ordinary Resolutions
1.	To receive and adopt the Audited Financial Statements and the Reports of the Directors and Auditors for the financial year ended 31 December 2017.
2.	To re-elect Mr. Christopher Dale Pratt, who retires by rotation pursuant to Bye-law 86(1), as a Director.
3.	To re-elect Mr. Wayne Robert Porritt, who retires pursuant to Bye-law 85(2), as a Director.
4.	To re-elect Mr. Andrew William Herd, who retires pursuant to Bye-law 85(2), as a Director.
5.	To re-elect Mr. Timothy Keith Isaacs, who retires pursuant to Bye-law 85(2), as a Director.
6.	To re-elect Mr. Fraser James Pearce, who retires pursuant to Bye-law 85(2), as a Director.

No.	Ordinary Resolutions
7.	To approve the payment of a total of US\$517,000 as Directors' fees for the financial year ended 31 December 2017.
8.	To re-appoint Messrs. Ernst & Young as the Company's Auditors and to authorise the Directors to fix their remuneration.
9.	To authorise the Directors to allot and issue shares and to create and issue instruments and to allot and issue shares in connection therewith ⁽¹⁾ .
10.	To authorise the Directors to purchase or acquire issued shares pursuant to the Share Purchase Mandate.
11.	To authorise the Directors to allot and issue shares pursuant to the Noble Group Limited Scrip Dividend Scheme.
12.	To authorise the Directors and/or the Remuneration and Options Committee of the Company to grant share options and to allot and issue shares pursuant to the Noble Group Share Option Scheme 2014.
13.	To authorise the Directors and/or the Remuneration and Options Committee of the Company to grant awards and to allot and issue shares pursuant to the Noble Group Performance Share Plan.
14.	To authorise the Directors and/or the Remuneration and Options Committee of the Company to grant awards and to allot and issue shares pursuant to the Noble Group Restricted Share Plan 2014.

Note:

- (1) The Company is proposing to adopt an Enhanced Rights Issue Limit for its share issue mandate at the adjourned 2018 Annual General Meeting of the Company ("**Enhanced Mandate**"). In this regard, issuers with an Enhanced Mandate may issue shares up to the limits stipulated under Rule 806 of the Singapore Exchange Securities Trading Limited Listing Manual ("**General Limit**") and where an issue of shares is to be issued by way of a renounceable rights issue, the issuer will have an additional limit of 50% ("**Additional Limit**"). When utilising the Enhanced Mandate for a renounceable rights issue, an issuer should first use the Additional Limit, and in the event that the Additional Limit has been fully utilised and is insufficient to satisfy that issue, the issuer may use the General Limit but only to the extent of the then remaining General Limit. Where an issue of shares is to be issued otherwise than by way of a renounceable rights issue, that issue may only use the General Limit, but only to the extent of the then remaining General Limit. An issue of shares that is not for a financing purpose (for example a bonus issue of shares) may only use the General Limit, but the number of such shares that may be issued shall be limited to the balance of the then remaining Additional Limit.

The members of the Company who are entitled to attend and vote at the adjourned 2018 Annual General Meeting are those who were entitled to attend and vote at the 2018 Annual General Meeting of the Company opened on 30 April 2018.

Persons with shares of the Company set out against their names in the depository register maintained by The Central Depository (Pte) Limited ("**CDP**") as at 2.30 p.m. on 27 April 2018 ("**Depositors**") can attend and vote at the adjourned 2018 Annual General Meeting as CDP's proxies.

By Order of the Board

Paul Jeremy Brough

Executive Chairman

10 August 2018

Notes:

- (1) A member of the Company entitled to attend and vote at the adjourned 2018 Annual General Meeting may appoint another person as his/her/its proxy to attend and vote in his/her/its stead. A proxy need not be a member of the Company but must be present in person to represent the member.
- (2) With the exception of CDP, who may appoint more than two proxies, a member of the Company entitled to attend and vote at the adjourned 2018 Annual General Meeting is entitled to appoint no more than two proxies to attend and vote in his/her/its stead.
- (3) A Depositor(s) who is a natural person(s) need not submit a Depositor Proxy Form(s) if he/she is attending the adjourned 2018 Annual General Meeting in person.
- (4)
 - (a) A Depositor(s) who is not a relevant intermediary may appoint not more than two appointees, who must be natural persons, to attend and vote in his/her/its place as proxy/proxies of CDP in respect of his/her/its shareholding. Where such a Depositor(s) wishes to nominate more than one appointee, he/she/it must specify the proportion of the shareholdings (expressed as a percentage of the whole) to be represented by each appointee.
 - (b) A Depositor(s) who is a relevant intermediary may appoint more than two appointees, who must be natural persons, to attend and vote in its place as proxies of CDP in respect of its shareholding. Where such a Depositor(s) wishes to appoint more than two appointees, each appointee must be appointed to exercise the rights attached to a different share or shares held by such Depositor(s), and the number and class of shares in relation to which each appointee has been appointed must be specified.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.

- (5) Completion and return of the Depositor Proxy Form(s) by a Depositor(s) who is a natural person(s) will not prevent him/her from attending and voting in person at the adjourned 2018 Annual General Meeting as proxy/proxies of CDP if he/she subsequently wishes to do so and in such event, the Depositor Proxy Form(s) shall be deemed to be revoked and the CDP Proxy Form shall be re-instated and become effective for the appointment of the relevant Depositor(s) as the proxy/proxies of CDP as if the Depositor(s) had not delivered any Depositor Proxy Form(s).
- (6) The instrument or Depositor Proxy Form appointing a proxy/proxies must be lodged at the office of the Company in London, United Kingdom at 11th floor, 33 Cavendish Square, Marylebone, London W1G 0PW, United Kingdom or at the office of the Company's Share Transfer Agent, B.A.C.S. Private Limited, 8 Robinson Road, #03-00 ASO Building, Singapore 048544, not less than 72 hours before the time of the adjourned 2018 Annual General Meeting, failing which the instrument or Depositor Proxy Form will not be valid.

Personal data privacy:

By submitting a proxy form (including a Depositor Proxy Form) appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the adjourned 2018 Annual General Meeting and/or any adjournment thereof, a member of the Company and/or a Depositor (i) consents to the collection, use and disclosure of the personal data of the member and/or Depositor by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the adjourned 2018 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the adjourned 2018 Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member and/or Depositor discloses the personal data of the proxy(ies) and/or representative(s) of the member and/or Depositor to the Company (or its agents or service providers), the member and/or Depositor has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member and/or the Depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the breach of warranty of the member and/or Depositor.

