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**NOBLE GROUP LIMITED**

(Incorporated in Bermuda with limited liability)

**UPDATE ON FINANCIAL RESTRUCTURING**

- Addendum to Explanatory Statement published

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”)<sup>1</sup>.

Unless otherwise indicated, capitalised words and phrases used in this announcement have the meanings provided in the explanatory statement dated 17 October 2018 (the “Explanatory Statement”) and the shareholders circular dated 10 August 2018 issued by the Company, copies of which are available on the Company’s website at [www.thisisnoble.com](http://www.thisisnoble.com).

The Board wishes to announce that the Company has issued an addendum to the Explanatory Statement in relation to the Schemes (the “Addendum”). The Addendum contains certain clarifications to the Explanatory Statement and a number of clarificatory amendments to the following documents appended to the Explanatory Statement (with explanations for those amendments): the Equity Term Sheet, the Senior Creditor SPV Articles of Association, the Senior Creditor SPV Shareholders Agreement, the Trading Co Group Intercreditor Agreement, the Trading Co Intercreditor Principles, the New Trade Finance and Hedging Support Facilities Agreement, the New Asset Co Bonds Trust Deed, the New Trading Co Bonds Trust Deed, the New Trading Hold Co Bonds Trust Deed, the Subscription Agreement, the Distribution Agreement, the summary of the Business Separation, the Schemes and the Deeds of Waiver and Release.

The Company’s Information Agent, Lucid Issuer Services, will provide all known Scheme Creditors with a copy of the Addendum. In addition, Scheme Creditors can access the Addendum through the Information Agent’s website at [www.lucid-is.com/newnoble](http://www.lucid-is.com/newnoble) or in person upon request at the Information Agent’s office at Tankerton Works, 12 Argyle Walk, London WC1H 8HA, England.

Until the date of the Scheme Meetings, Scheme Creditors may request hard copies of the Addendum free of charge from Kirkland & Ellis International LLP (contacts: Kon Asimacopoulos,

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<sup>1</sup> 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 26 October 2018.

Matthew Czyzyk and Hannah Crawford; email addresses: kon.asimacopoulos@kirkland.com/  
matthew.czyzyk@kirkland.com/ hannah.crawford@kirkland.com).

The Company will make additional announcements when there are further developments in relation to the Restructuring, the Schemes and/or the other matters contemplated by this announcement (including any changes to any of the dates above).

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 and the Schemes.

Noble Group Limited  
3 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](http://www.thisisnoble.com).

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