

Noble Group Limited

Results of the Special General Meeting held on 27 August 2018

*Unless otherwise defined herein or the context otherwise requires, all capitalised terms used in this Announcement shall bear the same meanings ascribed to them in the circular to shareholders of Noble Group Limited (the “**Company**”) (the “**Shareholders**”) in relation to the proposed restructuring of the Company and the related whitewash resolution dated 10 August 2018.*

The board of directors of the Company announces that at the special general meeting of the Company held on 27 August 2018 in relation to the proposed restructuring of the Company and the related whitewash resolution (the “**SGM**”), all resolutions relating to the matters set out in the Notice of Special General Meeting dated 10 August 2018 were duly passed by the Shareholders on a poll vote.

Poll Results

The results of the poll in respect of the resolution put to vote at the SGM, as confirmed by Tricor Evatthouse Corporate Services who acted as the scrutineer for the poll at the SGM, are as follows:

Ordinary Resolutions	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
1. Approval for the Proposed Restructuring (including the Proposed Disposal and the Proposed Transfer of Listing Status)	691,777,185	691,486,530	99.96%	290,655	0.04%
2. Whitewash Resolution for the Waiver by Independent Shareholders of Their Rights to Receive a Mandatory General Offer for their New Noble Shares from the Senior Creditor SPV	691,677,375	682,025,333	98.60%	9,652,042	1.40%

Notes:

Shareholders who are also Managers who will be granted Restricted Partnership Interests representing the underlying interests that Management SPV holds in the New Noble Shares (including William James Randall (New Noble CEO and executive director), Paul Alan Jackaman (New Noble CFO and executive director) and Kristiaan Marcel Simonne Behiels (New Noble CRO)) and their associates, holding an aggregate of 8,607,151 ordinary shares in the capital of the Company, are required to abstain from voting their shareholdings in respect of Resolution 1 and Resolution 2.

The Senior Creditor Concert Party Group and parties not independent of the Senior Creditor Concert Party Group, holding in aggregate nil ordinary shares in the capital of the Company (based on the Company's knowledge), are required to abstain from voting on Resolution 2.

By Order of the Board
Chee Ying LIM
Company Secretary

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. Noble 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 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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