

NOBLE GROUP LIMITED
(Incorporated in Bermuda with limited liability)

CLARIFICATION ON CORPORATE GOVERNANCE REPORT

Noble Group Limited (the “**Company**”) has on 7 March 2018 received the following queries from the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) on the corporate governance report included in the Company’s audited financial statements for the financial year ended 31 December 2017 (the “**Audited Financial Statements**”) as announced on 28 February 2018, as follows:

1. *“We refer to Principles 7, 8 and 9 of the Code of Corporate Governance (“**Code**”) relating to “Procedures for developing remuneration policies”, “Level and Mix of Remuneration” and “Disclosure of remuneration” respectively.*

Amongst others, Guideline 7.1 recommends disclosure of the key terms of reference of the Remuneration Committee, explaining its role and the authority delegated to it by the Board. Guideline 7.2 recommends that the Remuneration Committee should review and recommend to the Board the specific remuneration packages for each director as well as for the key management personnel. Guideline 7.4 recommends the Remuneration Committee should review the company’s obligations arising in the event of termination of the executive directors’ and key management personnel’s contract of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous. Principle 9 of the Code recommends clear disclosure of remuneration policies, level and mix of remuneration and procedures for setting remuneration.

Pursuant to Rule 710 of the Listing Manual, please comply with each of the Guidelines under Principles 7, 8 and 9 of the Code. Otherwise explain the reason(s) for the deviation from the Code.”

In response, the Company would like to clarify that, in accordance with Rule 710 of the SGX-ST Listing Manual (the “**Listing Manual**”), the Company has described its corporate governance practices with specific reference to Principles 7, 8 and 9 of the Code on pages 12 to 15 of the Report of the Directors included in the Audited Financial Statements (the “**Directors’ Report**”). In accordance with Rule 710 of the Listing Manual, the Company has also disclosed any deviation from any guideline of the Code together with an appropriate explanation for such deviation in the Directors’ Report. Save for the deviation as further explained in the response to the second query below, the Company believes that it is in compliance in all material respects with the Guidelines under Principles 7, 8 and 9 of the Code (as stated on page 4 of the Directors’ Report). In particular:

- (a) the key role and responsibility of the Remuneration and Options Committee pursuant to its terms of reference is to review all matters concerning the remuneration of senior management, including the bonus schemes, to ensure that they are competitive and sufficient to attract, retain and motivate personnel of the quality required to run the Company successfully. The Board has delegated authority to the Remuneration and Options Committee to approve the remuneration policies of the Company and its subsidiaries and certain individual remuneration packages. Such information has been disclosed on pages 12 and 14 of the Directors' Report, in compliance with Guideline 7.1;
- (b) as part of its responsibility to review all matters concerning the remuneration of senior management, the Remuneration and Options Committee:
 - (i) reviews and recommends to the Board the specific remuneration packages for each director as well as for the key management personnel, in compliance with Guideline 7.2; and
 - (ii) reviews the Company's obligations arising in the event of termination of the executive directors' and key management personnel's contract of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous, in compliance with Guideline 7.4; and
- (c) in accordance with Principle 9, information on remuneration policies, level and mix of remuneration and procedures for setting remuneration is disclosed in the Directors' Report, as follows:
 - (i) as stated on page 12 of the Directors' Report, the remuneration policy for key management executives takes into consideration the Company's performance and the responsibilities and performance of individual key management executives;
 - (ii) procedures for setting remuneration are disclosed on page 12 of the Directors' Report, including the use of performance results of employees to determine remuneration; and
 - (iii) the level and mix of remuneration is disclosed on pages 14 and 15 of the Directors' Report (save for the deviation as further explained in the response to the second query below).

2. *“Paragraph 9.3 of the Code of Corporate Governance 2012 (the “Code”) states that the company should name and disclose the remuneration of at least the top five key management personnel (who are not directors or the CEO) in bands of S\$250,000. Companies need only show the applicable bands. There should be a breakdown (in percentage or dollar terms) of each key management personnel's remuneration earned through base/fixed salary, variable or performance-related income/bonuses, benefits in kind, stock options granted, share-based incentives and awards, and other long-term incentives. In addition, the company should disclose in aggregate the total remuneration paid to the top five key management personnel (who are not directors or the CEO). As best practice, companies are also encouraged to fully disclose the remuneration of the said top five key management personnel.*

The Exchange noted that the Annual Report provided explanations for the Company's deviation from the code in relation to the detailed disclosure of remuneration and the identification of the top five key management personnel. However, the Company did not explain the deviation from the recommendation to disclose (i) in aggregate the total remuneration paid to the top five key management personnel; and (ii) the upper limit for the applicable remuneration bands. As recommended in paragraph 9.3 of the Code and pursuant to Rule 710 of the Listing Manual, please disclose the aggregate [of] the total remuneration paid to the top five key management personnel and the upper limit for the applicable remuneration bands. Otherwise explain the reason(s) for the deviation from the Code.”

In response, the Company would like to clarify that the remuneration of the Company's top five key management personnel had been presented in the manner set out on page 14 of the Directors' Report taking into consideration the highly competitive industry conditions and of the fact that many of the Company's competitors are private and do not publish remuneration information, and the general sensitivity and confidentiality of remuneration matters. In this regard, the Company believes that the disclosure of the aggregate remuneration paid to the top five key management personnel and the remuneration of individual top five key management personnel in the remuneration bands as recommended by the Code would be disadvantageous to the Company and its subsidiaries as a whole.

NOBLE GROUP LIMITED
14 March 2018

ooOoo

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.

For further details please contact:

Ms. Chelsea Phua
Klareco Communications
Tel: +65 6333 3449
Email: CPhua@klarecocomms.com

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

Mr. Martin Debelle
Citadel-MAGNUS
Tel: +61 2 8234 0100
Email: mdebelle@citadelmagnus.com