

This announcement is not an offer of securities. This announcement is not for distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia), Canada or Japan. The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”) and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) unless they are exempt from registration under the Securities Act. There will be no public offer of the securities in the United States and the Company does not intend to register any part of the Notes Offering in the United States.

NOBLE GROUP LIMITED
(Incorporated in Bermuda with limited liability)

PRICING OF U.S. DOLLAR 750,000,000 8.750% NOTES DUE 2022

Introduction

Noble Group Limited (“**Company**”) announces that the Company has appointed The Hongkong and Shanghai Banking Corporation Limited, ING Bank N.V., Singapore Branch, Morgan Stanley & Co. International plc and Société Générale as Joint Lead Managers and Joint Bookrunners, and ABN Amro Bank N.V., DBS Bank Ltd. and Coöperatieve Rabobank U.A. as Co-Managers for a proposed issue of U.S. Dollar denominated notes (“**Notes**” and the offering of such Notes, the “**Notes Offering**”).

The Notes Offering in Singapore will be made pursuant to exemptions invoked under Section 274 and Section 275 of the Securities and Futures Act, Chapter 289 of Singapore (or the equivalent in jurisdictions outside Singapore).

The Company is pleased to announce that the Notes have been fully placed to institutional and/or accredited investors (or their equivalent in jurisdictions outside Singapore).

Pricing and Principal Terms of the Notes

The Notes were priced on 6 March 2017 and the principal terms of the Notes are as follows:

Aggregate Principal Amount : U.S.\$750,000,000

Maturity Date : 9 March 2022

- Interest** : The Notes bear interest from and including 9 March 2017 at the rate of 8.750 per cent. per annum, payable semi-annually in arrear on 9 March and 9 September of each year. The first payment (representing a full six months' interest) shall be made on 9 September 2017.
- Ranking of the Notes** : The Notes constitute direct, unconditional, unsubordinated and (subject to the negative pledge set out in Condition 4 of the Terms and Conditions of the Notes) unsecured obligations of the Company and shall at all times rank *pari passu* and without any preference among themselves. The payment obligations of the Issuer under the Notes shall, save for such exceptions as may be provided by applicable legislation and subject to Condition 4 of the Terms and Conditions of the Notes, at all times rank at least equally with all other unsecured and unsubordinated indebtedness of the Company, present and future.
- Redemption** : At any time prior to 9 March 2020, subject to certain conditions, the Company may redeem up to 40 per cent. of the principal amount of the Notes with the proceeds of one or more Equity Offerings (as defined in the Terms and Conditions of the Notes) by the Company at a redemption price of 108.750 per cent. of the principal amount of the Notes, plus accrued and unpaid interest, if any, to the redemption date.

On and after 9 March 2020, the Company may at its option redeem the Notes, in whole but not in part, at the redemption prices set out in the Terms and Conditions of the Notes expressed as a percentage of the principal amount of the Notes, together with accrued and unpaid interest, if any, to the redemption date.

The Notes may also be redeemed at any time at the option of the Company, in whole but not in part, at their principal amount thereof, plus accrued and unpaid interest, in the event, as a result of certain developments affecting taxation, the Company is or would be, obligated to pay additional amounts in respect of the Notes.

If a Change of Control Triggering Event (as defined in the Terms and Conditions of the Notes) occurs, subject to certain conditions, the Company shall, at the option of any Noteholder, redeem such Notes on the Change of Control Redemption Date at its Change of Control Redemption Amount (each as defined in the Terms and Conditions of the Notes), together with interest accrued and unpaid to the date of redemption.

Further, if at any time as specified in the Terms and Conditions of the Notes, the aggregate principal amount of the Notes outstanding is less than 10 per cent. of the aggregate principal amount of the Notes issued on the Original Issue Date (as defined in the Terms and Conditions of the Notes), the Company may redeem all the Notes at their principal amount, plus accrued and unpaid interest, if any, to the redemption date.

Governing Law : The Notes and the Trust Deed constituting the Notes and all non-contractual obligations arising out of or in connection with them are governed by English law.

Listing and Quotation of the Notes on the Singapore Exchange Securities Trading Limited (“SGX-ST”)

The Company has received approval in-principle of the SGX-ST for the listing and quotation of the Notes on the Official List of the SGX-ST.

The SGX-ST’s approval in-principle for the listing and quotation of the Notes on the Official List of the SGX-ST is not to be taken as an indication of the merits of the Notes, the Company or its subsidiaries.

Use of Proceeds

The net proceeds from the Notes Offering shall be used for refinancing and general corporate purposes.

Closing Date

The closing date for the Notes Offering is expected to be on or about 9 March 2017.

NOBLE GROUP LIMITED
7 March 2017

ooOoo

About Noble Group

Noble Group (SGX: N21) 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
Bell Pottinger
Tel: +65 6333 3449
Email: CPhua@bellpottinger.com

Ms. Michelle Gathercole
Argentus PR
Tel: +44 (0) 20 7397 2949
Email: michelle.gathercole@argentuspr.com

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