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NOBLE GROUP LIMITED
(Incorporated in Bermuda with limited liability)

UPDATE ON FINANCIAL RESTRUCTURING

- English Scheme and Bermuda Scheme approved by each class of Scheme Creditors
- English Sanction Hearing to take place on 12 November 2018
- Bermuda Sanction Hearing to take place on 14 November 2018
- **Reminder:** Scheme Creditors to elect whether to risk participate in New Money Debt by 5:00 p.m. (London time) on 14 November 2018
- **Reminder:** Scheme Creditors who wish to risk participate in New Money Debt to complete necessary steps by 5:00 p.m. (London time) on 20 November 2018

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”)¹.

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.

Results of the Scheme Meetings

The Board is pleased to announce that at the Scheme Meetings held on 8 November 2018, the resolutions to approve both the English Scheme and the Bermuda Scheme have been duly passed with the approval of the requisite majority of each class of Scheme Creditors. The results of the Scheme Meetings are as follows:

¹ 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, 26 October 2018, 3 November 2018, 6 November 2018 and 7 November 2018.

Units	Votes FOR	Votes AGAINST	TOTAL
Class One Meeting (English Scheme): All Scheme Creditors except DB			
Number	199	3	202
% by number	98.51%	1.49%	100%
Value (US\$)	\$2,986,805,846.18	\$625,000.00	\$2,987,430,846.18
% by value	99.98%	0.02%	100%
Class One Meeting (Bermudan Scheme): All Scheme Creditors except DB			
Number	199	3	202
% by number	98.51%	1.49%	100%
Value (US\$)	\$2,986,805,846.18	\$625,000.00	\$2,987,430,846.18
% by value	99.98%	0.02%	100%
Class Two Meeting (English Scheme): DB			
Number	1	0	1
% by number	100%	0%	100%
Value (US\$)	\$289,588,200.00	\$0	\$289,588,200.00
% by value	100%	0%	100%
Class Two Meeting (Bermudan Scheme): DB			
Number	1	0	1
% by number	100%	0%	100%
Value (US\$)	\$289,588,200.00	\$0	\$289,588,200.00
% by value	100%	0%	100%

The Company will submit the results of the Scheme Meetings to the English Court and the Bermuda Court to apply for the sanctioning of the Schemes.

The English Sanction Hearing is due to take place on 12 November 2018 in the Business and Property Courts, Royal Courts of Justice, Rolls Building, Fetter Lane, London EC4A 1NL, England.

The Bermuda Sanction Hearing is due to take place on 14 November 2018 in the Commercial Court, 2nd floor, Government Administration Building, 30 Parliament Street, Hamilton HM12, Bermuda.

Reminder: deadlines for risk participating in the New Money Debt

Scheme Creditors are reminded that if they wish to risk participate in a portion of the New Money Debt in the aggregate amount of US\$625 million (the “Total Senior Creditor Risk Participation Amount”) they must elect to do so by submitting a Risk Participation Election Notice to the Information Agent **by 5:00 p.m. (London time) on 14 November 2018** (the “Risk Participation Election Deadline”).

Scheme Creditors are further reminded that if they wish to risk participate in the Total Senior Creditor Risk Participation Amount, they will also need to enter into certain arrangements that will enable them to risk participate **by 5:00 p.m. (London time) on 20 November 2018** (the “Risk Participation Deadline”).

The Company refers to the Explanatory Statement and to its previous announcement on 17 October 2018 for a more detailed explanation of the necessary steps that Scheme Creditors who wish to risk participate must carry out prior to the Risk Participation Election Deadline and the Risk Participation Deadline respectively.

If any Scheme Creditor has any questions or needs assistance in completing the necessary steps they are invited to contact the Information Agent, Lucid Issuer Services (contact: projectnewnoble@lucid-is.com); or Kirkland & Ellis International LLP (contacts: Kon Asimacopoulos, Matthew Czyzyk and Hannah Crawford; email addresses: kon.asimacopoulos@kirkland.com / matthew.czyzyk@kirkland.com / hannah.crawford@kirkland.com) as soon as possible.

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
9 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.

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