

NOBLE GROUP LIMITED
(Incorporated in Bermuda with limited liability)

**UPDATE REGARDING PROPOSED ANNUAL GENERAL MEETING OF THE
COMPANY 30 APRIL 2018 AND CASE NO.: HC/OS 480/2018 BEFORE THE
SINGAPORE HIGH COURT**

1. The Board of Directors (“Board”) of Noble Group Limited (“Company” and together with its subsidiaries, the “Group”) refers to the announcements dated 7 April 2018 and 26 April 2018 regarding the notice of annual general meeting issued by the Company to its shareholders to be held on 30 April 2018 (“AGM”) and Case No.: HC/OS 480/2018 commenced by Goldilocks Investment Company Limited (“GICL”) against the Company before the High Court of the Republic of Singapore (“Court”) on 25 April 2018 regarding the AGM (“Claim”).
2. The Company confirms that the Court ruled on 27 April 2018 that:
 - (i) *Goldilocks is required to commence registration as a Depositor in respect of its shares in the CDP register by 3 May 2018; and*
 - (ii) *pending final disposal of Originating Summons HC/OS 480/2018, the Company should not hold its annual general meeting scheduled for 30 April 2018 or any other date.*
3. The Company notes the Court’s determination that GICL had not met all necessary legal requirements in terms of its shareholdings. The Court did not find that GICL was a member of the Company under Bermuda law.
4. The Company also notes that as the Court did not agree to restrain the Company from holding any future special general meetings, the previously announced special general meeting of the Company convened for the purpose of approving the disposal of a vessel will take place as scheduled on Monday 30 April 2018 at 3:00 p.m.
5. The Company and the Board wishes to thank each shareholder who submitted proxy forms in advance of the AGM and voted in favour of each of the matters of business to be resolved at the AGM for providing support to the Board and the Company at this time. More specifically, the Company confirms that the proxies received by the Company (which includes the proxy form submitted by GICL) indicate that if the AGM was held as originally scheduled, all resolutions proposed by the Company would have been approved by shareholders.
6. Based on the above, the Company will continue to seek the necessary support for the proposed restructuring set out in the 14 March 2018 restructuring support agreement (“RSA”), along with the creditors of the Company, of which over 83% have entered into the RSA in support of the proposed restructuring set out therein. The restructuring set out in the RSA is in the Board’s view the only viable option available to provide a financial return to shareholders and very much looks forward to all shareholders having the opportunity to vote at a special general meeting of the Company convened for the purpose of approving the restructuring (“Restructuring SGM”). The Company expects to shortly submit to the SGX the draft

shareholder circular pertaining to the Restructuring SGM and looks forward to being in a position to publishing the notice of meeting and final shareholder circular in the near future.

7. In line with the request of the SGX, and notwithstanding current litigation with GICL, the Company will endeavour to reach a consensual agreement with GICL and the Company's creditors which will benefit all stakeholders. The Company, GICL and Houlihan Lokey, representing the Ad Hoc a Group of creditors, met with the SGX on 27 April 2018 to explore the way forward. As the Company has previously announced – the alternatives are stark and will not be in the interests of any shareholders.
8. The Company and its Board shall make further announcements in respect of the AGM and Case No.: HC/OS 480/2018 in due course as necessary.

Noble Group Limited
29 April 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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