

**CHARTER OF THE
NOMINATING, GOVERNANCE AND SUSTAINABILITY COMMITTEE
OF THE BOARD OF DIRECTORS
OF NOBLE CORPORATION**

(Effective as of February 18, 2021)

I. Purpose

The Nominating, Governance and Sustainability Committee (the “Committee”) of the Board of Directors (the “Board”) of Noble Corporation (the “Corporation”) will

- A. Assist the Board to review board composition, performance and succession planning, including without limitation, identifying, evaluating and recommending candidates for the board.
- B. Review and recommend to the Board the Corporation’s corporate governance policies.
- C. Assist the Board in discharging its responsibilities on matters relating to the Corporation’s corporate governance policies and practices.
- D. Assist the Board in its oversight role with respect to the Corporation’s sustainability policies and practices.

II. Composition

- A. The Committee shall be appointed by the Board from its members and shall be composed solely of members who meet criteria set forth in the New York Stock Exchange’s definition of “independent” director. The Committee shall consist of a minimum of two directors.
- B. The members of the Committee shall be appointed at the annual meeting of the Board following the annual general meeting of the shareholders of the Corporation, or as otherwise directed by the Board. Each member of the Committee shall serve until the next annual meeting of the Board, or until his or her successor shall be duly appointed. The members of the Committee may designate a chairperson by majority vote of the Committee. The members of the Committee may be removed by the Board at any time, with or without cause.

III. Responsibilities & Authority

- A. The following shall be recurring responsibilities of the Committee in fulfilling its purposes:

Nominating / Governance:

- 1. Identify, interview, select and recommend to the Board director nominees to be proposed by the Board to fill any vacancies on the Board, including any newly created directorship resulting from an increase in the number of directors.
- 2. Consider any director candidates recommended by the Corporation’s shareholders pursuant to the procedures set forth in the Corporation’s Corporate Governance Guidelines

and Articles of Association and described in the proxy statement for the Corporation's annual general meeting of shareholders.

3. Make recommendations to the Board regarding qualified members to serve as Chairman of the Board, as lead independent director of the Board (if the Chairman of the Board is not independent) and on the committees of the Board, including any newly created positions resulting from an increase in the number of directors to serve on any committee. Such committee members shall meet the requirements set forth in the charter of the respective committee to which they are to be appointed.
4. Prior to each annual general meeting of shareholders of the Corporation, review and recommend to the Board a slate of nominees for election or re-election as directors by the shareholders of the Corporation at the annual general meeting of shareholders.
5. Review and recommend to the Board principles, policies and practices of corporate governance applicable to the Corporation, including conducting an annual review of the Corporate Governance Guidelines of the Corporation.
6. Keep apprised of legislative and regulatory corporate governance developments and other corporate governance trends, and consider the impact of such developments and trends on the Corporation and its processes and policies.
7. Conduct an annual review of the Code of Business Conduct and Ethics of the Corporation.
8. Cause and oversee review of charters of all committees of the Board to check that all material functions are described and that there is no duplication. Recommend to the Board for formal approval charters for new committees of the Board.
9. Oversee the process by which the Board, the CEO and executive management are evaluated.
10. Review the CEO's management succession plans and related matters.

Sustainability

1. The duties of the Committee include reviewing and making recommendations to the Board on the Company policy and performance in relation to sustainability-related matters including:
 - A. Health and safety;
 - B. Process safety;
 - C. The environment;
 - D. Climate change;
 - E. Human rights and workplace policies;
 - F. Security and emergency management;
 - G. Charitable and philanthropic activities;
 - H. Public advocacy and political donations; and
 - I. Culture, inclusion and diversity.

General & Administrative:

1. Advise the Board regarding significant stockholder concerns and stockholder proposals related to governance, safety, sustainability matters or other areas, and oversee the Corporation's shareholder outreach efforts.
 2. Review and reassess the adequacy of the Charter annually.
 3. Conduct an annual performance review of the Committee.
- B. The Committee may form and delegate authority to one or more subcommittees when appropriate.
- C. The Committee shall have the sole authority to retain (including the sole authority to approve any fees or retention terms) and terminate, from time to time, as the Committee deems necessary, any search firm, legal counsel, or other independent advisors to assist the Committee in identifying and recruiting possible candidates as directors of the Corporation or otherwise fulfill its other responsibilities hereunder.
- D. The Committee shall have access to such corporate resources as are necessary to carry out its charter authority.

IV. Meetings

The Committee shall meet at least four times annually at such times and places as it shall deem advisable.

V. Reporting

The Committee shall keep written minutes of its proceedings and shall report on such proceedings to the Board.