

**Finance Committee Charter  
October 28, 2016**

**Purpose**

The Finance Committee (the “Committee”) is established by the Board of Directors (the “Board”) of Noble Corporation plc (the “Company”) for the primary purpose of assisting the Board in oversight of the Company’s capital strategy, structure and financing matters.

**Members**

The Committee shall consist of three or more directors as determined by the Board from time to time. The Chairperson and the other members of the Committee shall be elected annually by the Board, upon the recommendation of the Nominating and Corporate Governance Committee, and the Board may remove or replace with a substitute one or more directors from the Committee at any time in its discretion.

**Responsibilities**

The responsibilities of the Committee include reviewing and, where appropriate, making recommendations to the Board with respect to the Company’s:

1. Capital structure and capital strategy generally;
2. Exposure to financial risk;
3. Capital allocation priorities, including the Company’s cash flow, cash requirements, and liquidity targets;
4. Credit agreements, potential issuances of debt and equity securities, other financing arrangements and material changes to the foregoing; and
5. Dividends and stock and/or debt repurchases.

The responsibilities of the Committee also include oversight and approval of capital and related transactions but only within any specific authority granted to the Committee by the Board from time to time. In fulfilling the Committee’s responsibilities, the Committee may consult with the Company’s financial and other advisors.

**Meetings**

The Committee shall meet at least quarterly, and at such other times as the members shall determine to be necessary or appropriate. The results of Committee meetings and other actions of the Committee shall be reported to the Board. The Committee may invite to its meetings any member of management, including the CEO, and such other persons as it deems appropriate in order to carry out its duties and responsibilities.

**Quorum and Actions of Committee**

A majority of the members of the Committee shall constitute a quorum. The Committee shall act only by (1) the affirmative vote of the majority of members present at a meeting, provided that any such action shall require the affirmative vote of at least two committee members, or (2) unanimous written consent in lieu of a meeting.

**Reporting**

The proceedings of all meetings of the Committee will be documented in minutes, which will be approved by the Committee and presented at meetings of the Board of Directors.

**Committee Charter**

The Committee shall review and reassess the adequacy of this charter on an annual basis and recommend any proposed changes to the Board for approval.