

**CHARTER OF THE  
HEALTH, SAFETY, ENVIRONMENT AND ENGINEERING  
COMMITTEE OF THE BOARD OF DIRECTORS  
OF  
NOBLE CORPORATION PLC**

(Effective as of February 3, 2017)

I. Purpose

The primary purpose of the Health, Safety, Environment and Engineering Committee (the “Committee”) of the Board of Directors (the “Board”) of Noble Corporation plc (the “Corporation”) is to:

A. Assist the Board with oversight of:

1. the Corporation’s identification, management and mitigation of risk associated with material engineering projects, including new asset construction, major upgrades and modifications of existing capital assets, and other material equipment upgrades and capital projects (“Engineering Projects”);
2. the Corporation’s oversight and management of Engineering Projects
3. the Corporation’s identification, management and mitigation of risk in the areas of health, safety, the environment (“HS&E”) including HS&E performance and compliance; and
4. the Corporation’s policies and management systems with respect to HS&E matters.

B. Consistent with this purpose, the Committee should encourage continuous improvements in the Corporation’s policies, procedures and practices and compliance. The Committee shall have and may exercise all powers of the Board, except as may be prohibited by law, with respect to all matters encompassed by this Charter.

II. Composition

A. The Committee shall consist of a minimum of three directors, each of whom shall be appointed by the Board at each annual meeting of the Board following the annual general meeting of the shareholders of the Corporation. Each member of the Committee shall serve until the next such annual meeting of the Board or until his or her successor shall be duly appointed. Unless a Chairperson of the Committee is selected by the full Board, the members of the Committee may designate a Chairperson by majority vote of the entire Committee. Committee members may be removed by the Board at any time, with or without cause.

III. Responsibilities

- A. The following shall be recurring responsibilities of the Committee in fulfilling its purposes. These responsibilities are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate.
1. Review and provide oversight of the Company's policies and management systems with respect to Engineering Projects and HS&E matters.
  2. Discuss with management the Corporation's policies with respect to risk assessment and risk management of HS&E matters and Engineering Projects.
  3. Periodically review reports from the Corporation's management regarding performance with respect to Engineering Projects and the Corporation's management of Engineering Projects.
  4. Periodically review reports from the Corporation's management regarding performance with respect to HS&E matters and compliance with applicable HS&E laws and regulations; material HS&E litigation and regulatory proceedings in which the Corporation is or may become involved; significant legislation or regulations, public policies or other developments involving HS&E matters that will or may have a material effect on the Corporation's business.
  5. Review HS&E risks that affect or could affect the Corporation and ensure proper management of those risks.
  6. Ensure that appropriate HS&E goals are in place and evaluate the Company's progress toward those goals.
  7. Review HS&E and Engineering Project audits performed by the Corporation or by third parties and monitor the Corporation's plans developed from those audits and the implementation of such plans.
  8. Review and reassess the adequacy of this Charter annually.
  9. Review annually the performance of the Committee.

IV. Meetings

- A. The Committee shall meet at least quarterly, and at such other times as the members shall determine to be necessary or appropriate.

V. Reporting

- A. The Committee will report regularly to the Board regarding the execution of its duties and responsibilities. The proceedings of all meetings of the Committee will be documented in the minutes, which will be approved by the Committee and presented at meetings of the full Board.

VI. Retention of Advisors

- A. The Committee shall have the authority to engage independent legal counsel and other advisors as it deems necessary to carry out its duties. The Corporation shall provide appropriate funding, as determined by the Committee, to engage any such advisors and for the payment of ordinary and administrative expenses that are necessary or appropriate for carrying out its duties.