



# Instructions for completing the acceptance form

The offer document from Noble Corporation plc contains an acceptance form, which you are requested to complete if you wish to accept the Exchange Offer. You can get information about your shareholdings and VP account number in your online bank or by contacting your account holding institution. It is recommended to accept online or submit the acceptance form to your account holding institution as soon as possible for the sake of further processing to Danske Bank, who is responsible for the settlement of the Exchange Offer on behalf of Noble Corporation plc. Please note that the deadline for accepting the Exchange Offer may be earlier if you are not a customer of Danske Bank. This is to give your account holding institution the necessary time to process and pass on the acceptance to Danske Bank.

## APPENDIX 1

*This acceptance form and the exchange offer (as defined below) to which this acceptance form relates are not directed at shareholders whose participation in the exchange offer would require the issuance of an offer document, registration or other activities other than what is required under Danish law (and, in the case of Company Shareholders in the United States of America, Regulation 14E promulgated under, the US Securities Exchange Act of 1934). The exchange offer is not made, directly or indirectly, to shareholders resident in any jurisdiction in which the submission of the exchange offer or acceptance thereof would contravene the law of such jurisdiction. Any person acquiring possession of this acceptance form or the offer document to which this acceptance form relates is expected and assumed to obtain on his or her own accord any necessary information on any applicable restrictions and to comply with such restrictions.*

Maersk Drilling shareholders who wish to accept the Exchange Offer must submit their acceptance to the account holding institution that manages their Euronext Securities Copenhagen account according to the instructions and during the time period given by the account holding institution. Maersk Drilling shareholders wishing to accept the Exchange Offer may use this acceptance form, but may also be able to accept the Exchange Offer online via their account holding institution's web bank solution.

### Acceptance of the exchange of shares in The Drilling Company of 1972 A/S - Company registration no. (CVR) 40404716 ("Maersk Drilling")

(To be submitted to the Maersk Drilling shareholders' account holding institution for endorsement and processing)

Acceptance must take place through the shareholder's account holding institution in due time to allow the account holding institution to process and communicate the acceptance and the tendered Maersk Drilling shares to Danske Bank A/S, Issuer Services, which must have received such acceptance, along with the tendered Maersk Drilling shares, no later than 8 September 2022 at 23:59 (CEST) or in case of an extended offer period on such later date and time as stated in the notice of extension of the offer period.

Noble Corporation plc ("**Topco**") offers the Maersk Drilling shareholders the opportunity to exchange their Maersk Drilling shares for newly issued A ordinary shares of USD 0.00001 each in Topco, delivered in the form of share entitlements ("**Topco Shares**") (the "**Exchange Offer**"). Topco offers 1.6137 Topco Shares, delivered in the form of share entitlements, for each Maersk Drilling share that is exchanged in the Exchange Offer. In addition, Topco offers Maersk Drilling shareholders the opportunity to elect to receive cash consideration up to an amount of USD 1,000 per Maersk Drilling shareholder (understood as an individual securities account), in lieu of their entitlement to certain Topco Shares. The total amount of cash consideration payable in the Exchange Offer can not exceed USD 50,000,000.

For the complete terms and conditions of the Exchange Offer, please refer to the offer document published on 8 August 2022 (the "**Offer Document**") and the exemption document published on 8 August 2022 (the "**Exemption Document**"). The Offer Document and the Exemption Document are available on Topco's website [www.noblecorp.com](http://www.noblecorp.com).

The undersigned represents that the shares sold are free from any and all charges, liens, encumbrances and other third party rights. The undersigned shall pay all brokerage fees and/or other costs arising from the sale of its shares in Maersk Drilling.

Subject to the terms set out in the Exchange Offer, I/we the undersigned hereby accept the Exchange Offer in respect of the following number of Maersk Drilling shares (ISIN DK0061135753):

	No. of Maersk Drilling shares to be tendered for Topco Shares.
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I/we the undersigned choose to receive, subject to the terms and conditions of the Exchange Offer:

- Consideration in the form of Topco Shares, delivered in the form of share entitlements

I/we irrevocably and unconditionally for all Maersk Drilling shares held in the securities account mentioned below at the time of the execution of the transaction, agree to receive consideration in the form of 1.6137 Topco Shares (ISIN GB00BMXNWH07), delivered in the form of share entitlements, for each Maersk Drilling share tendered by me/us in the Exchange Offer by way of the share consideration option and agree that such shares will be issued to Cede & Co. and credited in book entry form to the DTC participant account of Computershare Trust Company, N.A. acting as custodian for Euronext Securities Copenhagen, and will also, on the basis of such book entry interests, be issued as book entry interests in the Euronext

Type the number of Maersk Drilling shares you hold here.

Tick here if you wish to receive Noble Corporation plc shares in the Exchange Offer.



Securities Copenhagen securities system. I/we direct my/our custodian bank to give effect to this acceptance form by transferring the above-mentioned Maersk Drilling shares from my/our account holding institution to Danske Bank A/S.

**AND/OR**

- Consideration in the form of cash in the amount of DKK 340.98 per share.

I/we irrevocably agree to receive consideration in the form of cash payment of DKK 340.98 for each Maersk Drilling share tendered by me/us in the Exchange Offer (the "**Cash Consideration**"). Such Cash Consideration cannot exceed USD 1,000 per shareholder and subject to an aggregate cash consideration cap of USD 50 million (the "**Cash Consideration Cap**") (amounts are payable in DKK in accordance with the terms and conditions of the Offer Document). In the event the aggregate Cash Consideration to be paid in the Exchange Offer to all Maersk Drilling shareholders, or holders of Cash Acceptance Shares, as applicable, exceeds Cash Consideration Cap, the Maersk Drilling shareholders electing to receive Cash Consideration, or holders of Cash Acceptance Shares, as applicable, shall receive their pro rata portion of cash in respect of their amount of Maersk Drilling shares validly tendered by way of the Cash Election, or their holdings of Cash Acceptance Shares, as applicable. If the Cash Consideration payable to a Maersk Drilling shareholders is reduced as a result of the Cash Consideration Cap being exceeded, I understand that I shall receive share consideration in respect of the remaining Maersk Drilling shares tendered in the Exchange Offer (calculated in accordance with the terms and conditions of the Offer Document), or Cash Acceptance Shares, as applicable.

I/we acknowledge and confirm that we have read the Offer Document and the Exemption Document.

**I/we permit the effectuation of the sale by transfer of the Maersk Drilling shares from my/our custodian account with:**

Account holding institution:	Euronext Securities Copenhagen-account:

I/we accept that by electing to receive cash consideration in lieu of, or in addition to, share consideration, in the form of share entitlements, the proceeds from the Maersk Drilling shares tendered will be transferred to the bank account attached to my Euronext Securities Copenhagen-account.

I/we accept that the information contained in this acceptance form, including my or the accepting entity's name, address, account information and other relevant information, may be shared by my account holding institution with Danske Bank.

**Information about the tendering shareholder and signature:**

Name/Company:		
Address:		
Postal code, city and country:		
Personal Identification No. (for natural persons):		Registration No. (for legal entities):
NID (for natural persons):		LEI (for legal entities):
Telephone:	E-mail address:	Date and signature*:

\* and signatories' name clarification if the shareholder is a legal entity. If the shareholder is a minor, a signature and name clarification is provided by the guardian.

**The undersigned account holding institution agrees to transfer the above Maersk Drilling shares to Danske Bank A/S, if Topco determines in its reasonable discretion that this acceptance form is in accordance with the Exchange Offer:**

Registration No.:	CD-identification:
Company stamp and signature:	

Tick here if you wish to receive a cash consideration for your Maersk Drilling shares. If the value of your shareholding exceeds USD 1,000, your remaining Maersk Drilling shares will be exchanged to Noble Corporation plc shares. The cash consideration will be paid in Danish kroner.

If you do not want a cash consideration but want to keep your new Noble Corporation plc shares, do not tick here.

Type the name of the custodian bank holding your Maersk Drilling shares.

Type your depository no.

Type your personal information, including your social security number (or VAT number, if your share depository is registered in a company. In that case, LEI code must also be filled in). Disregard the box 'Personal' identification number'. Remember date and signature.

This part of the form will be completed by your account holding institution.



# Important information

This document has been prepared for information purposes only.

Any decision to accept the share exchange offer by Noble Corporation plc ("the combined company") must be made independently of this document and only based on the information contained in the offer document of 8 August 2022 and the exemption document of 8 August 2022, including any amendments or supplements thereto. The offer document and the exemption document have each been prepared and published by the combined company, and shareholders of The Drilling Company of 1972 A/S ("Maersk Drilling") are encouraged to read the terms and conditions for the exchange offer in the offer document. The Danish Financial Supervisory Authority's approval of the exemption document shall not be interpreted as a validation of the exchange offer. Participation in the exchange offer may in certain jurisdictions be restricted by law.

## Additional Information and Where to Find It

In connection with the proposed business combination transaction, the combined company has filed a registration statement on Form S-4 with the U.S. Securities and Exchange Commission (the "SEC") that includes (1) a proxy statement of Noble Corporation ("Noble") that also constitutes a prospectus for the combined company in connection with the issuance of its shares to Noble shareholders and (2) an offering prospectus for the combined company to be used in connection with the combined company's offer to exchange shares in Maersk Drilling for shares of the combined company. The combined company has also filed an offer document with the Danish Financial Supervisory Authority (Finanstilsynet). The registration statement on Form S-4, as amended, was declared effective by the SEC on April 11, 2022. This communication does not contain all the information that should be considered concerning the proposed business combination and is not intended to form the basis of any investment decision or any other decision in respect of the proposed business combination.

INVESTORS AND STOCKHOLDERS ARE URGED TO CAREFULLY READ THE PROXY STATEMENT/PROSPECTUS AND THE OFFERING DOCUMENT RELATING TO THE PROPOSED BUSINESS COMBINATION IN THEIR ENTIRETY, AND ANY OTHER DOCUMENTS FILED BY EACH OF THE COMBINED COMPANY AND NOBLE WITH THE SEC IN CONNECTION WITH THE BUSINESS COMBINATION OR INCORPORATED BY REFERENCE THEREIN BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE COMBINED COMPANY, MAERSK DRILLING AND NOBLE, THE PROPOSED BUSINESS COMBINATION AND RELATED MATTERS.

Investors and shareholders can obtain free copies of the proxy statement/prospectus and all other documents filed with the SEC by the combined company and Noble through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, investors and stockholders can obtain free copies of the proxy statement/prospectus and other documents related thereto on Maersk Drilling's website at [www.maerskdrilling.com](http://www.maerskdrilling.com) or Noble's website at [www.noblecorp.com](http://www.noblecorp.com), or by written request to Noble at Noble Corporation, Attn: Richard B. Barker, 13135 Dairy Ashford, Suite 800, Sugar Land, Texas 77478.

## No Offer or Solicitation

This document does not constitute any recommendation to accept the combined business' submitted exchange offer regarding the securities covered by the offer document. The document does not constitute nor is it a part of nor may it be interpreted as an offer to sell or issue or an recommendation to purchase or subscribe securities in Maersk Drilling, the combined company or Noble in any jurisdiction or an invitation to conduct any investment activities in any jurisdiction. No offer of securities will be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act and applicable European or the UK, as appropriate, regulations. Subject to certain exceptions to be approved by the relevant regulators or certain facts to be ascertained, the public offer will not be made directly or indirectly, in or into any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction, or by use of the mails or by any means or instrumentality (including, without limitation, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or any facility of a national securities exchange, of any such jurisdiction.

Maersk Drilling shareholders are encouraged to carefully consider all information in the offer document and the exemption document, which the combined company published on 8 August 2022, including the risk factors described in the exemption document, before making any decision on accepting the combined company's exchange offer. The risk factors and uncertainties that are described in the exemption document are the risks that the management of the combined company at this point in time assesses to be the most significant but are not the only risk factors and uncertainties. There are additional risk factors and uncertainties, including risks that the management of the combined company is not aware of or as of now does not consider material, which may be material in the future and may cause a negative impact on the shares covered by the exchange offer.

Neither this document nor any part or copy hereof may be carried, published, distributed, directly or indirectly, in or to any jurisdiction where to do so would constitute a violation of applicable laws or regulations of such jurisdiction. Any person that comes in possession of this document must comply with all such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws and regulations of any such jurisdiction.

In any member state within the European Economic Area, except for Denmark, that is subject to Regulation (EU) 2017/1129 (including applicable implementing provisions "Prospectus Regulation"), this document is only addressed to and a solicitation to Maersk Drilling shareholders in such member state that complies with provisions for exemption of the obligation to publish a prospectus, including qualified investors.

## Forward-Looking Statements

This document may contain forward-looking statements, within the meaning of United States federal securities laws, which may apply to this transaction, including benefits of the transaction, the expected timing of



the transaction, the products and services rendered by Noble and Maersk Drilling and the markets that companies operate in, and Noble's and Maersk Drilling's expected future financial and operating results, which contains risks and uncertainties. These forward-looking statements are generally identified by terminology such as "aim," "assess," "continue," "expect," "anticipate," "plan," "seek," "will," "can," "may," "will," "would," "could," "should," "project," "target," "possibly," or the negatives of these terms or variations of them or similar terminology. The absence of these words, however, does not mean that the statements are not forward-looking. Other forward-looking statements may be identified in the context in which the statement exists. These forward-looking statements are based upon expectations as of the date the statements are given, and the actual results can and will often differ materially from those expressed or implied by such forward-looking statements. Forward-looking statements are based on a number of assumptions of which many are based on further assumptions, including without limitation the management of the combined company's review of the historical operating results and information in memorandums and data from third parties. Although the combined company believes that the expectations reflected in these forward-looking statements are reasonable when made, such forward-looking statements are related with significant known and unknown risks, uncertainties, unforeseen events and other material circumstances that is difficult or impossible to foresee, or that are beyond the control of Maersk Drilling, Noble and/or the combined company. Such risks, uncertainties, unforeseen events and other material circumstances may mean that the results of Maersk Drilling, Noble and/or the combined company differ materially from the results expressed or implied by such forward-looking statements. You should carefully consider the mentioned factors and other risks and uncertainties that affect the parties' businesses, including those described in Noble's annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and other documents filed from time to time by Noble and Topco with the SEC, and those described in Maersk Drilling's annual report, relevant reports and other documents that are published from time to time by Maersk Drilling. The combined company, Noble and Maersk Drilling wish to caution you not to place undue reliance on any forward-looking statements, which speak only as of the date hereof.

All forward-looking information, opinions and statements that may be included in this document, only speaks to the date of this document and can be changed without notice. Except as required by law, the combined company, Noble and Maersk Drilling are not undertaking any obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.