

## Below are answers to a number of questions regarding the share exchange offer from Noble Corporation plc to the shareholders of Maersk Drilling

### → Where can I find more information about the business combination and the exchange offer?

All relevant documents regarding the business combination of Maersk Drilling and Noble are available at [investor.maerskdrilling.com](https://investor.maerskdrilling.com). Here you will find, among other things, the exemption document, the offer document, the acceptance form (including a guide on how to complete it) as well as the statutory statement by the Board of Directors of Maersk Drilling, which includes the board's recommendation. We recommend that all shareholders read all relevant documents.

### → How do I accept the offer?

If you wish to accept the exchange offer, you can do so through your online bank or by completing the acceptance form available at [investor.maerskdrilling.com](https://investor.maerskdrilling.com) and submitting it to your bank. Contact your bank if you cannot accept the exchange offer through your online bank.

### → Can I withdraw my acceptance once I have accepted the share exchange offer?

Your acceptance is binding, and in submitting your acceptance you represent that your shares are free from any charges or encumbrances, and that they will be in your safe custody account when your

Maersk Drilling shares are exchanged for temporary Maersk Drilling Acceptance Shares. In the event of a competing offer, you will be able to withdraw your acceptance in accordance with applicable law.

### → What are Maersk Drilling Acceptance Shares?

If you accept the exchange offer, your Maersk Drilling shares will be exchanged for Acceptance Shares. Acceptance Shares will be exchanged for Noble Shares in connection with the settlement of the exchange offer. Prior to settlement, you will have an opportunity to exchange your Maersk Drilling Acceptance Shares for Maersk Drilling Cash Acceptance Shares, which entitle you to receive cash consideration at settlement. Maersk Drilling Acceptance Shares can be traded on Nasdaq Copenhagen during the period from 10 August to 28 September 2022, provided the offer period is not extended.

### → What are Maersk Drilling Cash Acceptance Shares?

If you choose to exchange your Maersk Drilling Acceptance Shares for cash consideration, all or a portion of your Maersk Drilling Acceptance Shares will be exchanged for Maersk Drilling Cash Acceptance Shares. As described in the offer document, each shareholder's cash election

\* Note: References made in this brochure to shares in Noble Corporation plc or to "Noble Shares" are references to the share entitlements to be registered and issued in the securities system of Euronext Securities Copenhagen.



is limited to such number of Maersk Drilling Acceptance Shares that, upon conversion into Maersk Drilling Cash Acceptance Shares, represent a value of up to USD 1,000, equal to approximately DKK 7,000. If your holding of Maersk Drilling shares exceeds this amount, you will only be able to elect to convert to Maersk Drilling Cash Acceptance Shares an amount of Maersk Drilling Acceptance Shares equivalent to USD 1,000, equal to approximately DKK 7,000. Maersk Drilling Cash Acceptance Shares can be traded on Nasdaq Copenhagen during the period from 12 September to 28 September 2022, provided the offer period is not extended. In connection with the settlement of the exchange offer, your Maersk Drilling Cash Acceptance Shares will be exchanged for the cash consideration.

→ **Will my new Noble Shares continue to be listed on Nasdaq Copenhagen?**

Noble Shares in the form of share entitlements will be listed on Nasdaq Copenhagen, and it is the intention to retain the listing for at least two years. The Noble Shares will also be listed on the New York Stock Exchange (NYSE).

→ **Will I be required to pay for having my new Noble Shares held in safe custody?**

While the shares are listed on Nasdaq Copenhagen, there will be no change compared to your current Maersk Drilling shares. If the shares in Noble Corporation plc are listed only on NYSE, there may be additional costs for individual shareholders.

→ **What if I want to trade my Noble Shares on NYSE?**

If you want to be able to trade your Noble Shares on NYSE, you should reach out to your banking adviser and ask to have the Noble Shares converted to Noble Corporation plc shares denominated in USD. Please note that shares denominated in USD

are subject to a fee as applicable from time to time – please refer to your bank's price list – and may be subject to a fee payable to the conversion agent and to the foreign custodian bank.

→ **Will I retain my current shareholder rights if I exchange my shares?**

Noble Corporation plc is registered under the laws of England and Wales, and the shareholder rights associated with the Noble Shares will deviate from the shareholder rights associated with the Maersk Drilling shares due to differences between Danish and English law. As the Noble Shares will be listed on NYSE and admitted to trading and official listing on Nasdaq Copenhagen, shareholders of Noble Corporation plc may be subject to the laws, rules and regulations of multiple jurisdictions, including the laws of the United States, Denmark and the United Kingdom, and the rules and regulations of the NYSE and Nasdaq Copenhagen.

→ **What are the tax consequences of the exchange?**

Maersk Drilling shareholders who are residents of Denmark (or whose shares are held at a permanent establishment in Denmark) will, on completion of the exchange offer, be able to choose individually to complete the share exchange as a taxable or a tax-exempt transaction. More information on this matter will be provided at [investor.maerskdrilling.com](http://investor.maerskdrilling.com) and [www.noblecorp.com](http://www.noblecorp.com). Following completion of the share exchange, more detailed practical information about the choice between a taxable or a tax-exempt share exchange will be provided on the websites mentioned.

→ **What if I do not want to accept the exchange offer?**

If you do not want to accept the exchange offer, you need not take any action. However, it is Noble

Corporation plc's intention to obtain acceptances representing more than 90% of the share capital and voting rights in Maersk Drilling and subsequently to initiate and complete a compulsory purchase of the remaining minority shareholders and to delist Maersk Drilling shares in accordance with the rules applicable to such transactions in Denmark.

→ **Will I be able to trade my Maersk Drilling shares during the offer period and the cash election period if I do not want to accept the exchange offer?**

Yes. Maersk Drilling shares can be traded on Nasdaq Copenhagen until such time as Maersk Drilling is delisted from Nasdaq Copenhagen in accordance with the rules applicable in Denmark.

→ **What happens if the condition of at least 80% acceptance of the offer is not met?**

Noble Corporation plc may, in its sole discretion, choose to lower the minimum acceptance condition to not less than 70%. Alternatively, Noble Corporation plc may choose to withdraw the exchange offer altogether, which would mean that the combination of the two companies would not take place.

→ **What if the UK Competition and Markets Authority (CMA) does not approve the sale of the five drilling rigs?**

If, contrary to expectations, the CMA does not approve the parties' proposed remedy (the sale of the five drilling rigs), the approval process will proceed to a new phase, which would delay the decision and thereby also the timing of the expected completion of the combination, subject to the terms and conditions of the business combination agreement. Until such time, the ultimate outcome of the UK CMA review process and the divestiture of the five drilling rigs remains uncertain.



# 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 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.