



## **CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF NOBLE CORPORATION PLC**

(Effective as of January 25, 2024)

This Charter (this “Charter”) of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Noble Corporation plc (the “Corporation”) shall be effective as of January 25, 2024.

### **I. Purpose**

The primary purposes of the Committee are to discharge the Board’s responsibilities relating to compensation of the Corporation’s directors and executive officers and to:

- A. Prepare an annual disclosure under the caption “Compensation Committee Report” for inclusion in the Corporation’s proxy statement for its annual general meeting of shareholders, in accordance with applicable rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”) and the UK Companies Act 2006 (“CA 2006”);
- B. Prepare, in conjunction with the Company’s compensation advisers, a compensation policy, to be approved by shareholders at least every three years, in accordance with CA 2006 (the “Director’s Compensation Policy”); and
- C. Monitor compliance with applicable legal and regulatory requirements relating to the Corporation’s compensation policy and practices, including, without limitation, any requirements relating to disclosure of information and shareholder approvals in connection therewith.

In addition, the Committee shall assist the Board in reviewing and administering compensation, benefits, incentive and equity-based compensation plans.

### **II. Composition**

- A. The Committee shall be appointed by the Board from its members and shall be composed solely of members who are independent in accordance with Rule 10C-1(b)(1) under the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the applicable rules of the New York Stock Exchange (the “NYSE”) (or such other exchange upon which the Corporation’s securities may be listed). In addition, each member of the Committee must qualify as a “non-employee director” for purposes of Rule 16b-3 under the Exchange Act. 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, unless earlier removed by the Board, or until his or her successor shall be duly appointed. Unless a Chairperson of the Committee is selected by the Board, the members of the Committee may designate a Chairperson by majority vote of the Committee. Committee members may be removed by the Board at any time, with or without cause.

### **III. Responsibilities**

- A. The duties and responsibilities of the Committee should remain flexible in order best to react to changing conditions and to continue to focus the Corporation's compensation policies in the interest of the Corporation.
- B. The Committee bears primary responsibility for the following functions:
  - 1. Review and approve annually the Corporation's goals and objectives relevant to the compensation of the Chief Executive Officer of the Corporation (the "CEO") within the parameters of the Directors' Compensation Policy (as applicable), evaluate at least annually the CEO's performance in light of these goals and objectives, and determine and approve the CEO's compensation level based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee will consider the Corporation's performance with regard to various metrics such as absolute and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, the awards given to the CEO in past years and such other matters as the Committee determines to be appropriate. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent say on pay vote (as described herein).
  - 2. Review and approve non-CEO executive officer compensation. In evaluating non-CEO executive officer compensation, the Committee shall consider the results of the most recent say on pay vote.
  - 3. Review and approve incentive compensation plans and equity-based compensation plans, which authority includes the ability to administer such plans, and to adopt, amend and terminate such plans if such authority has been delegated to the Committee by the Board.
  - 4. Review and approve the executive compensation program for the Corporation's executives, including the compensation philosophy, the annual compensation plans, and the long-term incentive compensation plans.
  - 5. Review and approve any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection

with a change in control, for the CEO and other executive officers, which authority includes the ability to adopt, amend and terminate such agreements, arrangements or plans if such authority has been delegated to the Committee by the Board.

6. Review and approve any employee benefit plans for the Corporation, which authority includes the ability to administer such plans, and to adopt, amend and terminate such plans, and delegate oversight of such plans to employees of the Corporation or its subsidiaries, in each case, if such authority has been delegated to the Committee by the Board.
7. Determine stock ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines.
8. Provide oversight of executive benefits and perquisites and review the executive compensation program (including incentive compensation arrangements) to determine whether it encourages excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation and evaluate compensation policies and practices that could mitigate any such risk.
9. Assist the Board in reviewing, and make recommendations to the Board regarding, the compensation of directors.
10. Review with management the annual Compensation Discussion and Analysis prepared by the Committee prior to its inclusion in the Corporation's proxy statement for its annual general meeting of shareholders.
11. Prepare and approve reports of the Committee that are required by the rules of the SEC to be included in the proxy statement for the Corporation's annual general meeting of shareholders.
12. Assist the Board in reviewing and preparing such statements or reports regarding the Corporation's compensation policies and practices as are required under applicable legal and regulatory requirements of the Corporation's jurisdiction of formation/organization.
13. Review the results of any shareholder votes on the compensation of the Corporation's named executive officers and the compensation policy and practices of the Corporation ("say on pay vote") and consider whether to make any adjustments to the Corporation's compensation policies and practices with regard to its named executive officers.
14. Assist the Board in reviewing, and make recommendations to the Board regarding (A) the frequency with which the Corporation should submit to the shareholders a say on pay vote, taking into account any prior shareholder advisory vote on such frequency, and (B) the frequency recommended to

shareholders in connection with any shareholder advisory vote on the frequency with which the Corporation should hold a say on pay vote, in each case, in accordance with applicable law.

15. Oversee the Corporation's engagement efforts with stockholders on the subject of executive compensation.
16. Oversee the administration of the Corporation's clawback policy, and review and recommend changes in the policy to the Board from time to time as appropriate.
17. Review the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
18. Conduct an annual evaluation of the performance of the Committee's duties under this Charter and present the results of the evaluation to the Board.

Provided, however, that if any law or regulation applicable to the Corporation does not permit the delegation of any of the above functions to the Committee, such delegation shall be of no further force and effect and such functions shall be retained by, and remain the responsibility of, the Board.

- C. The Committee shall perform any other duties or responsibilities delegated to the Committee by the Board from time to time.
- D. The Committee may form and delegate authority to one or more subcommittees when appropriate.
- E. The Committee may delegate authority to an appropriate officer of the Corporation subject to restrictions on participants in compensation plans determining their own benefits.
- F. The Committee shall have access to such corporate resources as are necessary to carry out its charter authority.
- G. The Committee shall ensure that provisions regarding the disclosure of information relating to directors' compensation are fulfilled, as set out in the Companies (Directors' Remuneration Policy and Directors' Remuneration Report) Regulations 2019, the Companies Act 2006 and all other relevant laws and regulations (each as amended from time to time)

#### **IV. Meetings**

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

The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without

meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee may invite such members of management and such other persons to its meetings as it deems appropriate in order to carry out its duties and responsibilities.

However, the Committee shall meet regularly without such individuals present, and in all cases the CEO shall not be present at the portion of the meetings at which their compensation or performance is determined.

## **V. Reporting**

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

## **VI. Retention of Advisors**

The Committee shall have the sole authority to retain, obtain the advice of and terminate, from time to time, as the Committee deems necessary, independent advisers or counsel (“Compensation Advisers”) to provide advice and evaluation of the compensation and/or employment of directors or executive officers, or other matters relating to compensation, benefits, incentive and equity-based compensation plans and corporate performance. This authority shall include the direct responsibility to oversee the Compensation Advisers’ work and to approve the Compensation Advisers’ fees and other retention terms. Before retaining or seeking advice from any such Compensation Advisers (other than the Corporation’s in-house counsel), the Committee shall take into consideration the independence of the Compensation Advisers, which shall include (so long as the Corporation’s securities are listed on the NYSE) consideration of the factors specified in Section 303A.05(c)(iv) of the NYSE Listed Company Manual as well as any other factors the Committee deems relevant. After considering such factors, the Committee may retain, or receive advice from, any Compensation Advisers preferred by the Committee, including any that are deemed not to be independent. Notwithstanding the foregoing, the Committee shall not be required to assess the independence of any Compensation Adviser that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the Compensation Adviser, and about which the Compensation Adviser does not provide advice. The Committee shall receive appropriate funding from the Corporation, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its Compensation Advisers. The Committee shall not be required to implement or act consistently with the advice or recommendations of its Compensation Advisers, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in the fulfillment of its duties and responsibilities under this Charter. In addition, the Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K promulgated by the SEC, which shall be disclosed as required in the Corporation’s filings with the SEC.