



**CHARTER OF THE  
NOMINATING AND GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF NOBLE CORPORATION PLC**

(Effective as of January 28, 2026)

This Charter (this “Charter”) of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Noble Corporation plc (the “Corporation”) shall be effective as of January 28, 2026.

**I. Purpose**

The primary purposes of the Committee are to:

- A. Assist the Board in reviewing Board composition and performance, including without limitation, identifying, evaluating and recommending candidates for the Board.
- B. Assist the Board in reviewing succession planning with regard to the Corporation’s Chief Executive Officer (“CEO”).
- C. Review and recommend to the Board the Corporation’s corporate governance policies and governance matters.
- D. Assist the Board in discharging its responsibilities on matters relating to the Corporation’s corporate governance policies and practices.
- E. Monitor compliance with applicable legal and regulatory requirements and other commitments relating to governance policies and practices of the Corporation’s activities, including, without limitation, any requirements relating to disclosure of information.

**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 the applicable rules of the New York Stock Exchange (or such other exchange upon which the Corporation’s securities may be listed). 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 following shall be recurring responsibilities of the Committee in fulfilling its purposes:

Nominating / Governance:

1. Review periodically the size of the Board and the Board's committee structure and recommend to the Board any appropriate changes.
2. Identify, interview and recommend to the Board qualified director nominees to be elected by the Board to fill any vacancies on the Board, including any newly created directorship resulting from an increase in the number of directors.
3. Discuss succession planning for the Board and key leadership roles on the Board and its committees.
4. Consider any director candidates recommended by the Corporation's shareholders pursuant to the procedures set forth in the Corporation's Corporate Governance Guidelines and Articles of Association and described in the Corporation's publicly disclosed reports.
5. Review director nomination processes and determine qualifications the Board should possess, collectively and individually, in order to perform its duties in the best possible manner.
6. Make recommendations to the Board regarding qualified members to serve as Chairman of the Board, as lead independent director of the Board (if the Chairman of the Board is not independent) and on the committees of the Board, including any newly created positions resulting from an increase in the number of directors to serve on any committee. Such committee members shall meet the requirements set forth in the charter of the respective committee to which they are to be appointed.
7. Prior to each annual general meeting of shareholders of the Corporation, review and recommend to the Board a slate of nominees for election or re-election as directors by the shareholders of the Corporation at the annual general meeting of shareholders.

8. Recommend to the Board whether to accept or reject a director resignation offer tendered in accordance with the Corporation's Corporate Governance Guidelines.
9. Review and recommend to the Board principles, policies and practices of corporate governance applicable to the Corporation, including conducting an annual review of the Corporate Governance Guidelines of the Corporation.
10. Review with management the disclosure of the Corporation's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, that is to be included in the Corporation's proxy statement, annual report on Form 10-K or other corporate governance disclosure document as required by applicable law, as applicable.
11. Keep apprised of legislative and regulatory corporate governance developments and other corporate governance trends, and consider the impact of such developments and trends on the Corporation and its processes and policies.
12. Conduct an annual review of the Code of Business Conduct and Ethics of the Corporation.
13. Cause and oversee review of charters of all committees of the Board to check that all material functions are described and that there is no duplication. Recommend to the Board for formal approval charters for new committees of the Board.
14. Oversee the orientation process for new directors and ongoing education for directors.
15. Oversee the process by which the Board and its committees, the CEO and executive management are evaluated.
16. Review the CEO's management succession plans and related matters.

General & Administrative:

1. Advise the Board regarding significant shareholder concerns and shareholder proposals related to governance matters or other areas, and oversee the Corporation's shareholder outreach efforts related to governance.
2. Review the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. Such review shall include input from

counsel as to current best practices with respect to the Committee's duties and responsibilities.

3. Conduct an annual evaluation of the performance of the Committee's duties under this Charter and present the results of the evaluation to the Committee and the Board.
- B. The Committee shall perform any other duties or responsibilities delegated to the Committee by the Board from time to time.
  - C. The Committee may form and delegate authority to one or more subcommittees when appropriate.
  - D. The Committee shall have access to such corporate resources as are necessary to carry out its charter authority.

#### **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.

#### **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 (including the sole authority to approve any fees or retention terms), obtain the advice of and terminate, from time to time, as the Committee deems necessary, any search firm, legal counsel, or other independent advisors to assist the Committee in identifying and recruiting possible candidates as directors of the Corporation or otherwise fulfill its other duties and responsibilities hereunder. 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 search firm, legal counsel, or other independent advisors.