



# Investor Presentation

September 2024



# Disclaimer

## Forward-Looking Statements

This presentation includes “forward-looking statements” about Noble Corporation plc (“Noble” or the “Company”) within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act, as amended. All statements other than statements of historical facts included in this presentation are forward looking statements, including those regarding future guidance, including revenue, adjusted EBITDA, the offshore drilling market and demand fundamentals, realization and timing of integration synergies, costs, the benefits or results of acquisitions or dispositions such as the acquisition of Diamond Offshore Drilling, Inc. (the “Diamond Transaction”), free cash flow expectations, capital expenditures, capital additions, capital allocation expectations, including planned dividends and share repurchases, contract backlog, rig demand, expected future contracts, anticipated contract start dates, major project schedules, dayrates and duration, any asset sales, access to capital, fleet condition and utilization, and 2024 financial guidance. Forward-looking statements involve risks, uncertainties and assumptions, and actual results may differ materially from any future results expressed or implied by such forward-looking statements. When used in this presentation, or in the documents incorporated by reference, the words “guidance,” “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “on track,” “plan,” “possible,” “potential,” “predict,” “project,” “should,” “would,” “achieve,” “shall,” “target,” “will” and similar expressions are intended to be among the statements that identify forward-looking statements. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we cannot assure you that such expectations will prove to be correct. These forward-looking statements speak only as of the date of this presentation and we undertake no obligation to revise or update any forward-looking statement for any reason, except as required by law. Risks and uncertainties include, but are not limited to, those detailed in Noble’s most recent Annual Report on Form 10-K, Quarterly Reports Form 10-Q and other filings with the U.S. Securities and Exchange Commission, including, but not limited to, risks related to the recently announced Diamond Transaction, including the risk that the transaction will not be completed on the timeline or terms currently contemplated, the risk that the benefits of the transaction may not be fully realized or may take longer to realize than expected, the risk that the costs of the acquisition will be significant and the risk that management attention will be diverted to transaction-related issues. We cannot control such risk factors and other uncertainties, and in many cases, we cannot predict the risks and uncertainties that could cause our actual results to differ materially from those indicated by the forward-looking statements. You should consider these risks and uncertainties when you are evaluating us. With respect to our capital allocation policy, distributions to shareholders in the form of either dividends or share buybacks are subject to the Board of Directors’ assessment of factors such as business development, growth strategy, current leverage and financing needs. There can be no assurance that a dividend or buyback program will be declared or continued.

## Third Party Sources

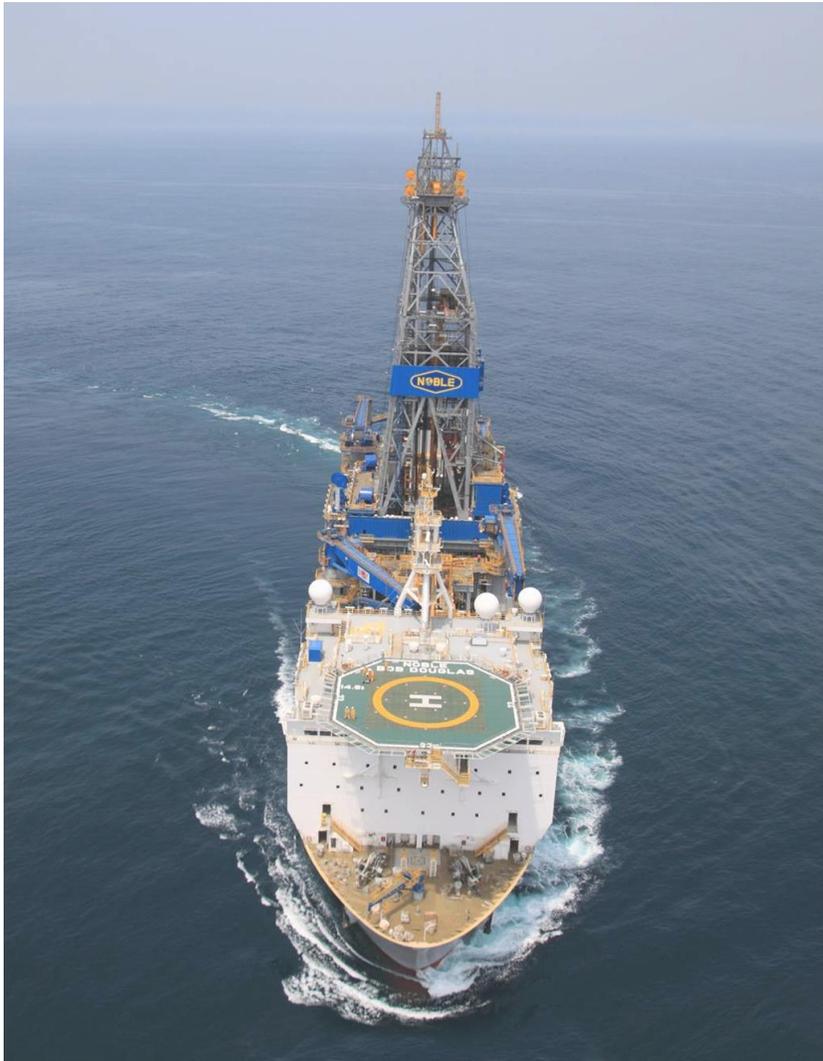
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## Non-GAAP Measures

This presentation includes certain financial measures that we use to describe the Company's performance that are not in accordance with U.S. Generally Accepted Accounting Principles (“GAAP”). The non-GAAP information presented herein provides investors with additional useful information but should not be considered in isolation or as substitutes for the related GAAP measures. Moreover, other companies may define non-GAAP measures differently, which limits the usefulness of these measures for comparisons with such other companies. The Company defines “Adjusted EBITDA” as income (loss) from continuing operations before income taxes; interest income and other, net; gain (loss) on extinguishment of debt, net; interest expense, net of amounts capitalized; loss on impairment; pre-petition charges; merger and integration costs; reorganization items, net; certain corporate legal matters; and depreciation and amortization expense. We believe that the Adjusted EBITDA measure provides greater transparency of our core operating performance. The Company defines net debt as indebtedness minus cash and cash equivalents; free cash flow as cash flow from operations minus capital expenditures; adjusted free cash flow as free cash flow adjusted for merger and integration related costs; adjusted EBITDA margin as adjusted EBITDA divided by total revenues; leverage ratio as net debt divided by annualized adjusted EBITDA from the most recently reported quarter. Additionally, due to the forward-looking nature of Adjusted EBITDA, management cannot reliably predict certain of the necessary components of the most directly comparable forward-looking GAAP measure. Accordingly, the company is unable to present a quantitative reconciliation of such forward-looking non-GAAP financial measure to the most directly comparable forward-looking GAAP financial measure without unreasonable effort.



# Key Financial Figures



Combined Market Cap<sup>1</sup>

\$6.5B

Combined Backlog<sup>2</sup>

\$6.2B

Adj EBITDA, ttm

\$0.9B

Combined Net Debt<sup>3</sup>

\$1.5B

Dividend Yield<sup>4</sup>

5.2%

Adj EBITDA margin, ttm

35%

- 1) Market capitalization as of 8/30/24 based on combined diluted shares of 170M upon expected close of Diamond acquisition.
- 2) Combined backlog as of 7/31/2024 Noble fleet status report and 8/6/24 Diamond fleet status report.
- 3) See combined net debt reconciliation in Appendix.
- 4) Based on \$2.00 annualized dividend, divided by 8/30/24 closing stock price of \$38.15.

TTM financial metrics reflect Noble standalone results for the trailing 12 months ending 6/30/2024.



# First Choice Offshore



Globally scaled, top tier fleet supported by world class crews and organizational breadth



Technical leadership in drilling performance and business innovation



Deep relationships with leading upstream operators – customer centric service posture



Industry leading FCF generation and return of capital, anchored by strong balance sheet



# Consistent and Growing Return of Capital

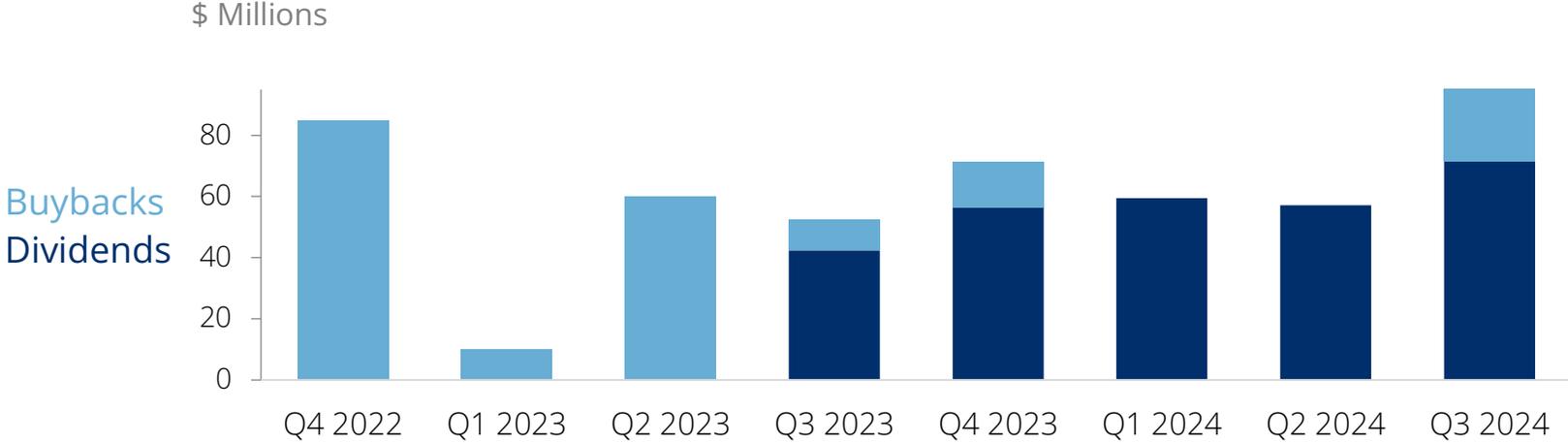
- ✓ Committed to **returning essentially all FCF to shareholders** via buybacks and dividends
- ✓ Currently offering the highest dividend payout in U.S. OFS sector
- ✓ Distributions supported by strong balance sheet

Dividends + Buybacks to Date<sup>1</sup>  
**>\$500M**

Quarterly Dividend per Share  
**\$0.50**

Combined Net Debt<sup>2</sup>  
**\$1.5B**

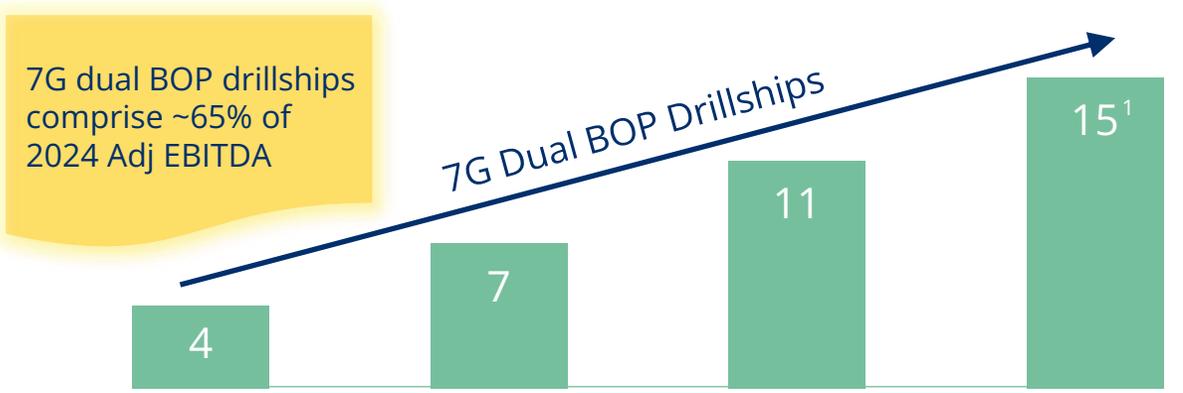
Combined Leverage Ratio<sup>3</sup>  
**1.2x**



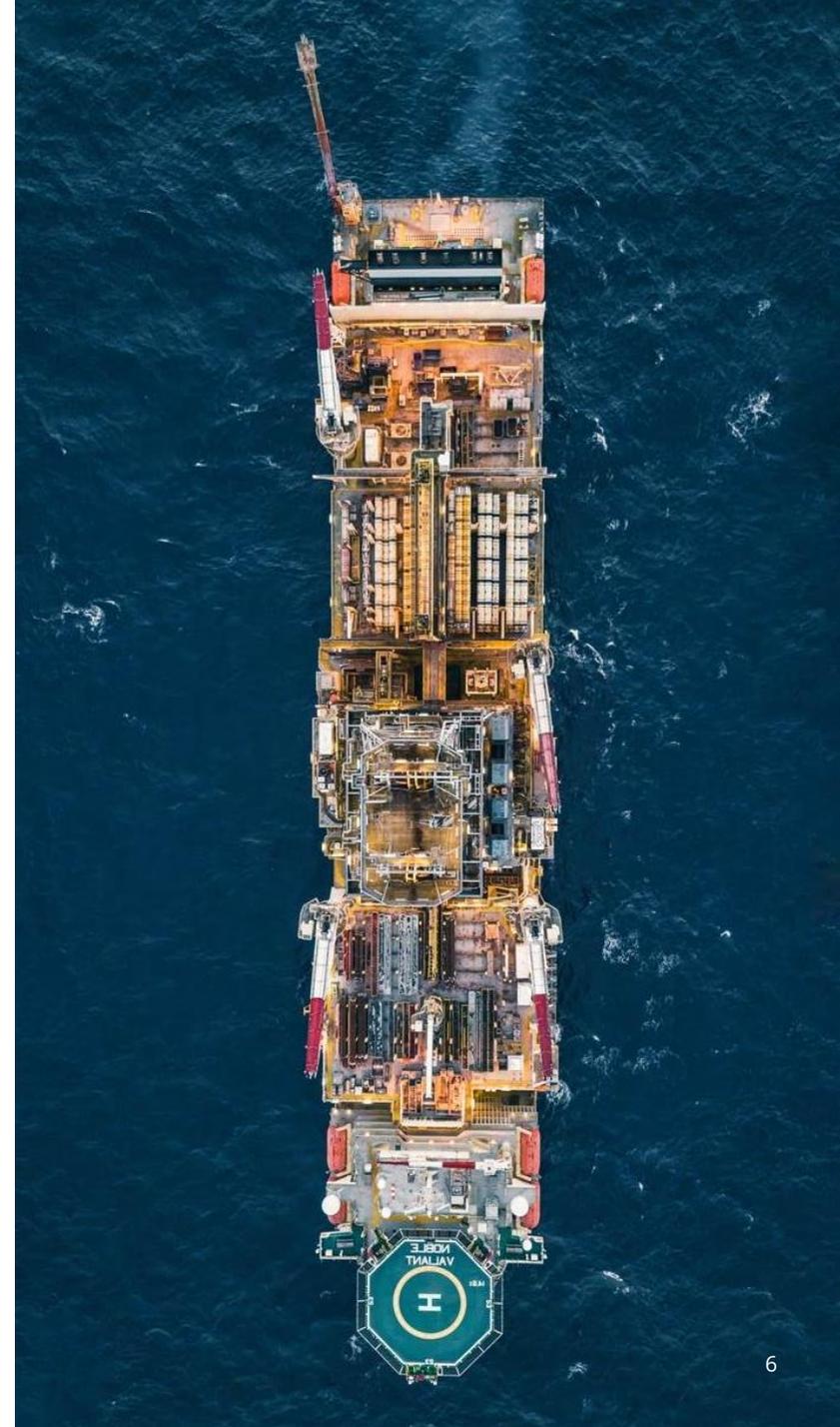
1) Includes total share repurchases since Q4 2022 through 8/31/24, including \$70M associated with the Maersk Drilling squeeze-out; and including Q3 2024 dividend of \$0.50 per share.  
 2) See combined net debt reconciliation in Appendix.  
 3) Leverage ratio calculated as combined net debt divided by the sum of Noble's and Diamond's respective midpoint 2024 Adjusted EBITDA guidance plus \$100 million in anticipated synergies.



# Strength Through Consolidation



1) 15 7G dual activity drillships anticipated on a combined basis upon closing of Diamond acquisition



# Diamond Acquisition Highlights



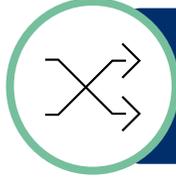
Highly complementary fleets and customer coverage



Cultural commonality: safety, operational excellence and service posture



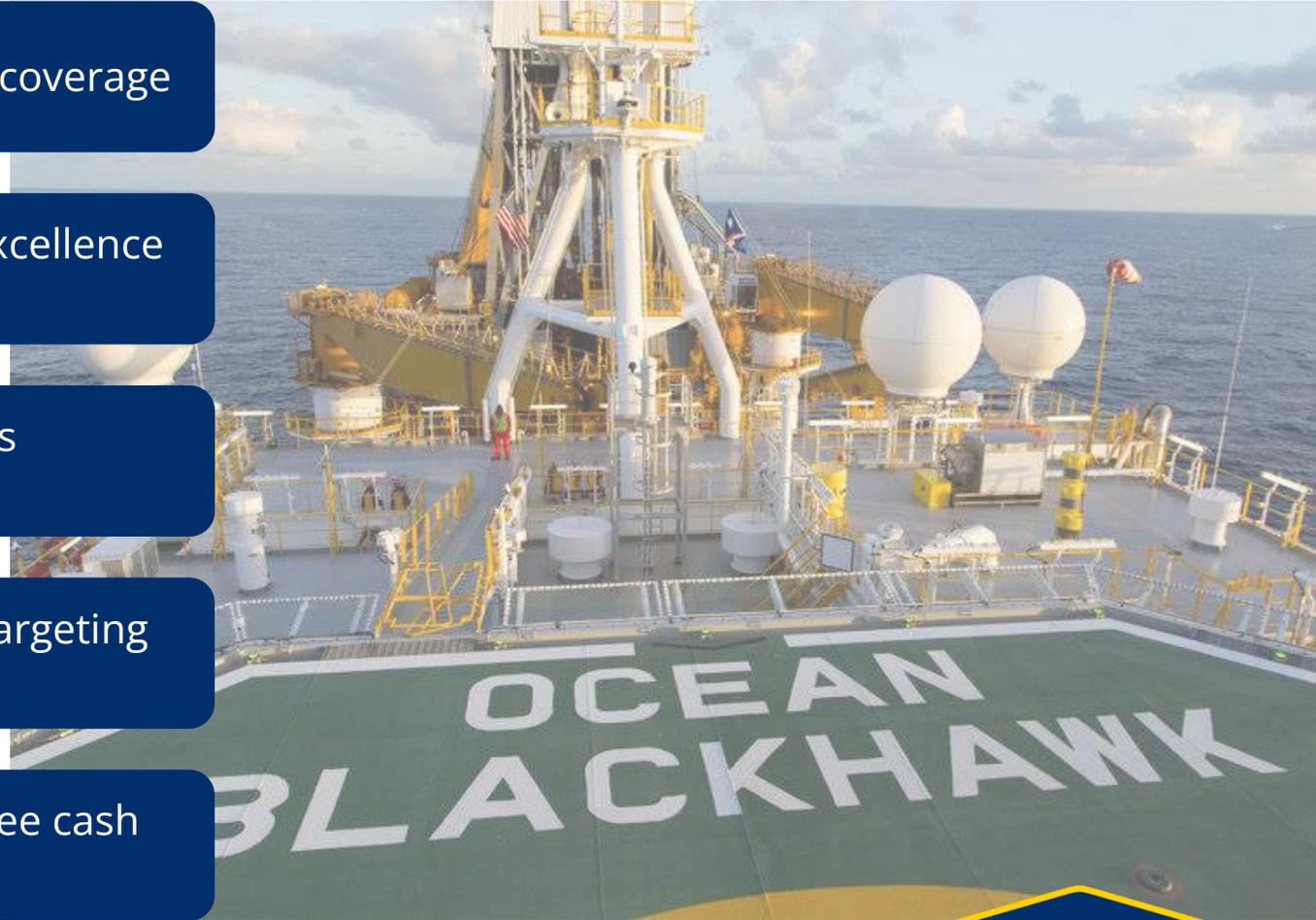
Robust combined backlog<sup>1</sup> of \$6.2B provides enhanced cash flow coverage



Anticipated cost synergies of \$100 million; targeting 75% within one year of closing



Significantly and immediately accretive to free cash flow per share



1) Combined backlog as of 7/31/2024 Noble fleet status report and 8/6/24 Diamond fleet status report.

# Globally Scaled, High Specification Fleet

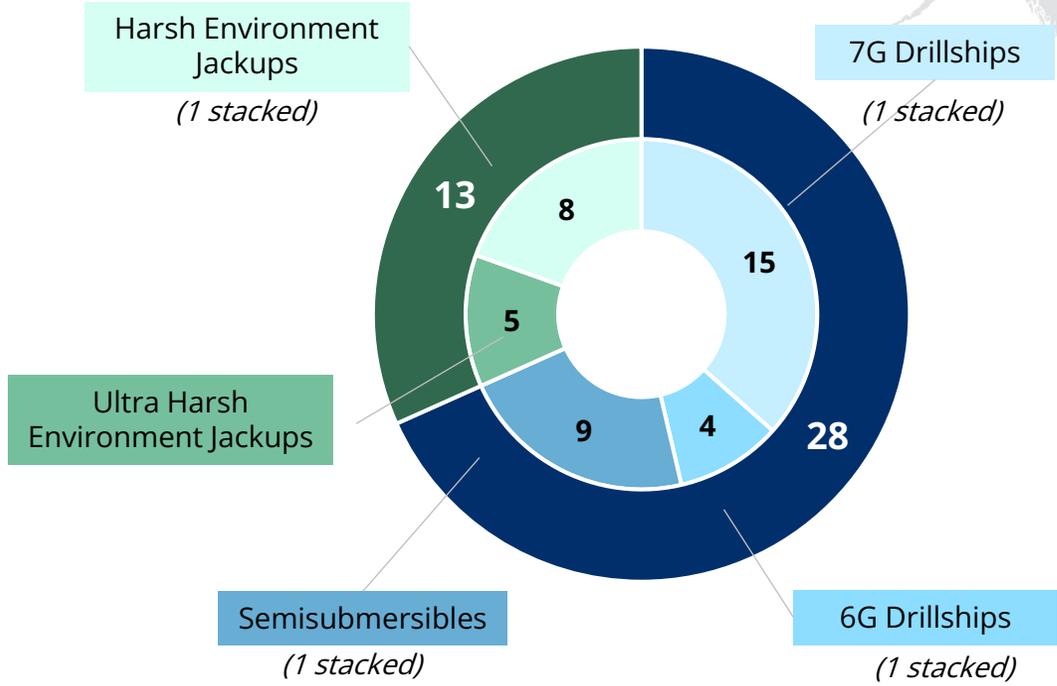
**13 Jackups**



Norway, North Sea    **Main Regions**    Americas, WAfr, APac

**28 Floaters**

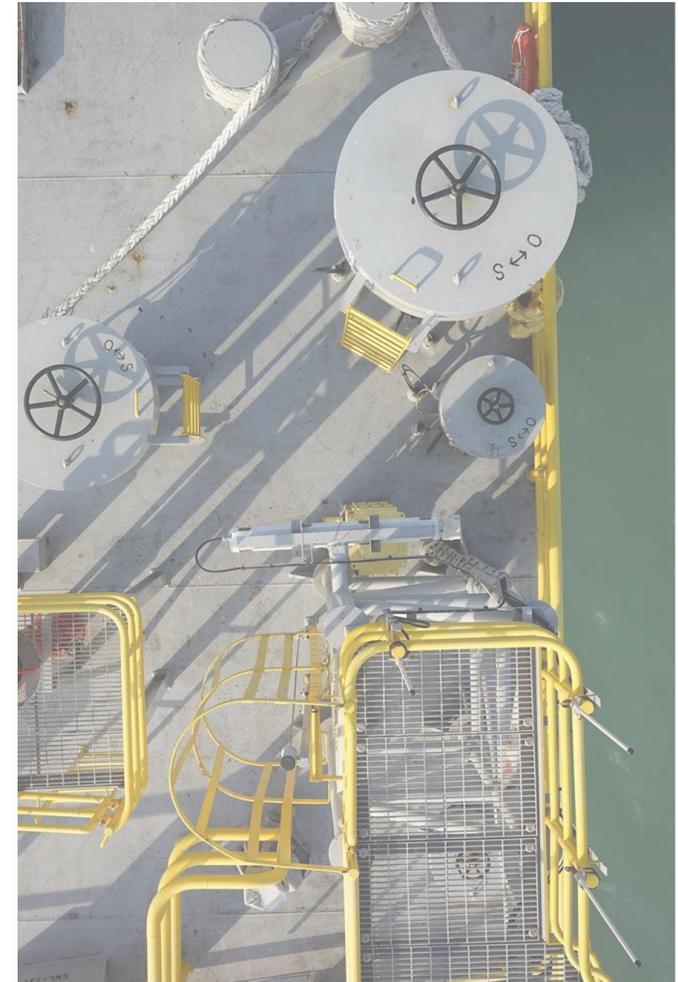
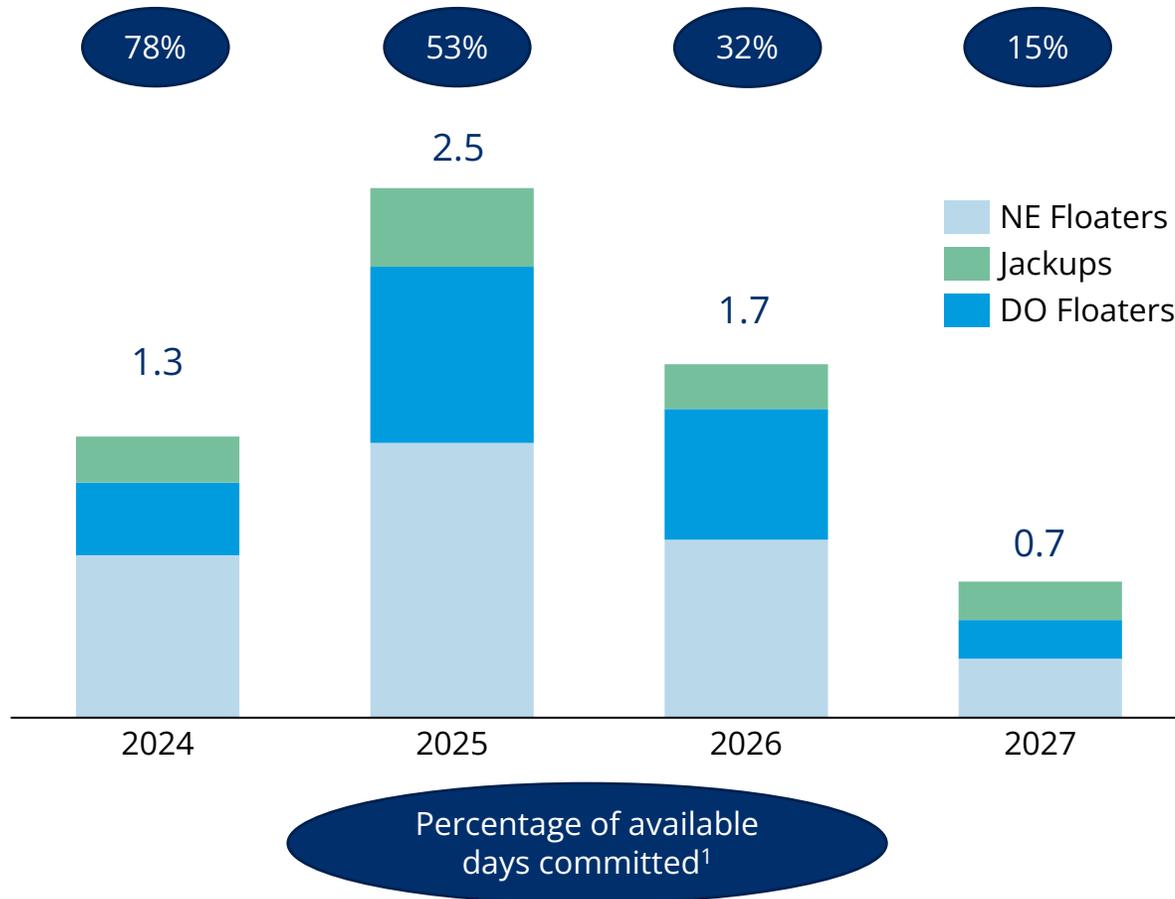




As of Q3 2024. Includes anticipated Diamond Offshore Drilling fleet including four 7G drillships and six semisubmersibles

# Combined Backlog Stands at \$6.2 Billion

Backlog (\$B) and Contract Coverage



1) Committed days on total marketed fleet, excluding cold stacked rigs, per 7/31/2024 Noble fleet status report and 8/6/24 Diamond fleet status report

# Robust Combined Backlog Supported by Strong Customer Relationships

Diamond's customer lineup is anticipated to be highly complementary



Current Diamond customers as of September 2024

# Sustainability Framework and Recent Highlights

## World's First Green Methanol Rig Design

Conceptual design of a jackup rig powered by green methanol completed. Using green methanol in place of traditional diesel fuel on a jackup rig can potentially result in up to

95%

CO<sub>2</sub> emission reductions.

## Energy Efficient Insight (EEI) Implemented

EEI energy consumption monitoring solution now **implemented across entire fleet**. EEI, supported by the sustainable behavior program, can potentially deliver

6–10%

reductions in fuel consumption and derived emissions.

Emissions Reduction Target

↓20%

Carbon intensity by 2030  
(MtCO<sub>2</sub>e per contracted day).

## Completed Successful CO<sub>2</sub> Injection Pilot

Project Greensand performed its first injection at the Nini field offshore Denmark using the Noble Resolve. This is the **first time ever** CO<sub>2</sub> has been captured shoreside, transported cross-border, and intended to be permanently stored subsea. Greensand aims to develop storage capacity of up to

8 million tons

of CO<sub>2</sub> annually by 2030.

## Sustainable fuel

Noble is using sustainable diesel on the Noble Resolute with a fuel load containing 20% sustainable diesel. This fuel blend is estimated to reduce CO<sub>2</sub> emissions by approximately

19%

# 2023

## Sustainability Report

*Published April 2024*



# Foundations for an extended upcycle



Deepwater production **growth** is increasingly critical to global energy supply.



Offshore sanctioning is ramping significantly – exceeding prior decade highs.



UDW rig utilization is >90%, limited sideline capacity, newbuilds are prohibitively uneconomic.



Dayrates and Free Cash Flow are poised for continued expansion.



# Harsh Environment Jackups



## Current Jackups Utilization Snapshot

	All Jackups	Harsh Jackups	Ultra Harsh Jackups
Total Supply	502	95	16
Marketed Supply	442	90	16
Demand	410	82	14
Total Utilization	82%	86%	88%
Marketed Utilization	93%	91%	88%

Source: Petrodata August 2024

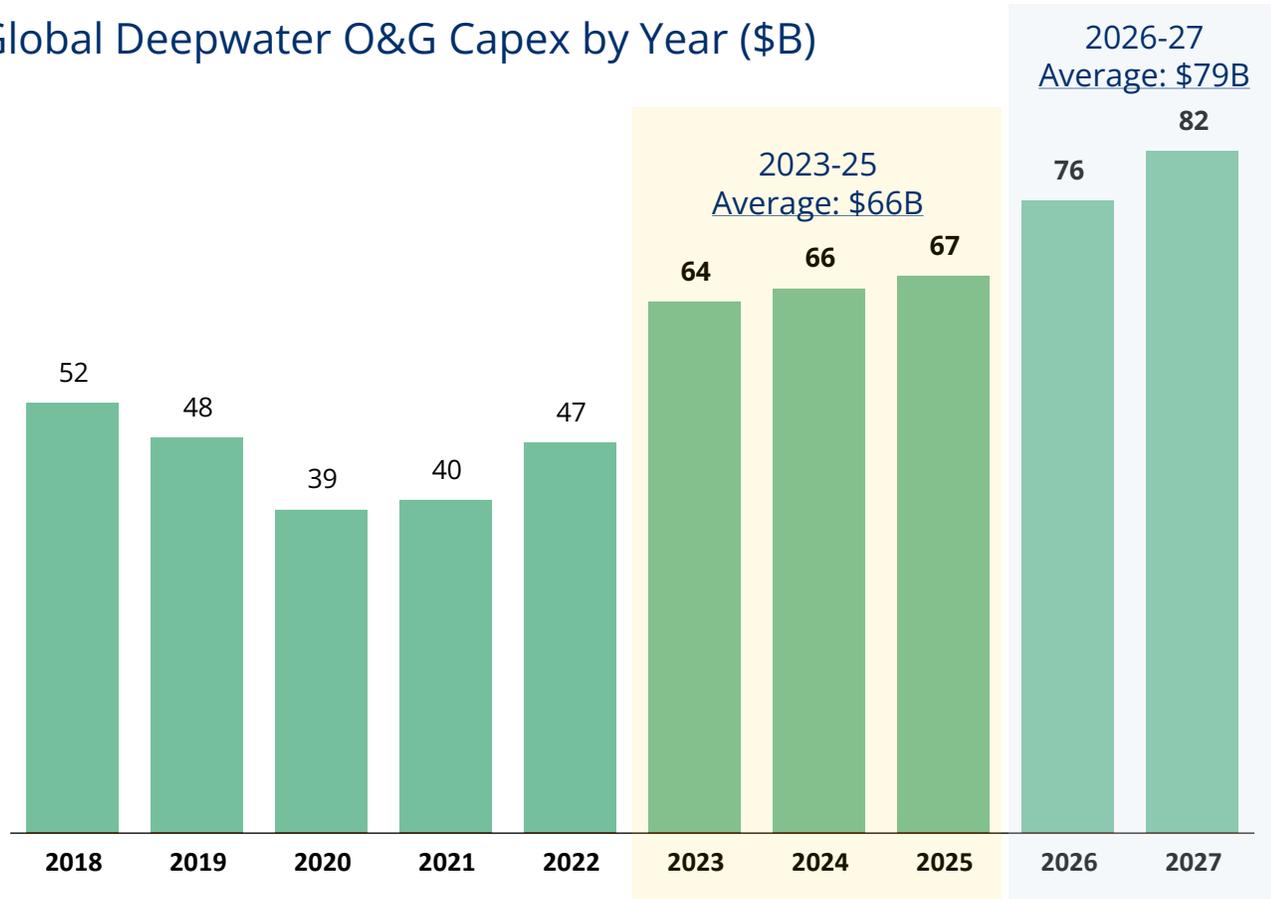
- Global jackup demand stable YTD at +/- 410 units despite Saudi suspensions, with incremental activity contributions from non-traditional jackup markets (e.g. Argentina, Brazil, Poland, Spain).
- Utilization and dayrates (\$140-\$160k/d ex-Norway), steady.
- Ultra Harsh (CJ-70 class) utilization is supported by rigs working down-market outside Norway. Limited Norway upside visible before 2026.



# Deepwater Spend Expected to Inflect

~20% forecasted increase for 2026-27 compared to 2023-25 levels

Global Deepwater O&G Capex by Year (\$B)

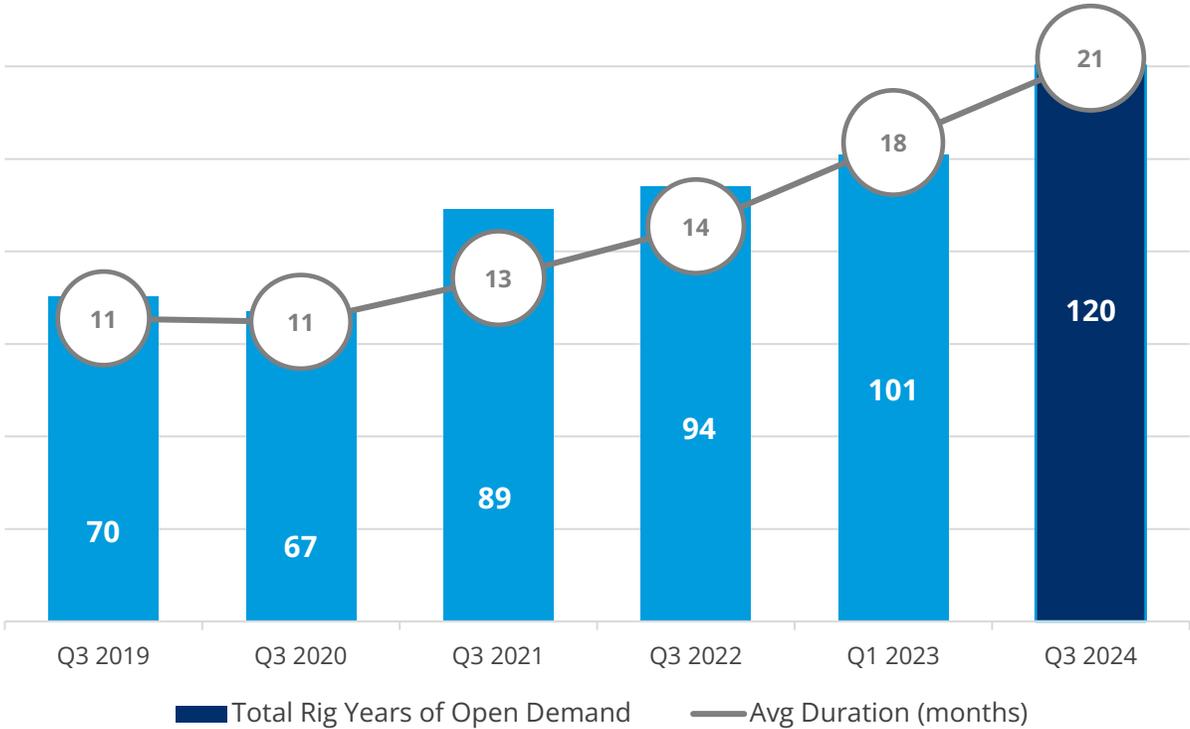


Source: Rystad UCube, August 2024, UDW (1,000+m) capex forecast

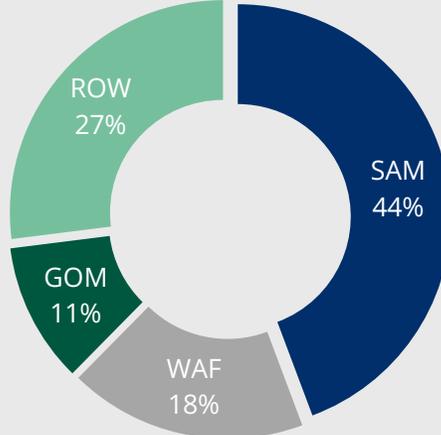
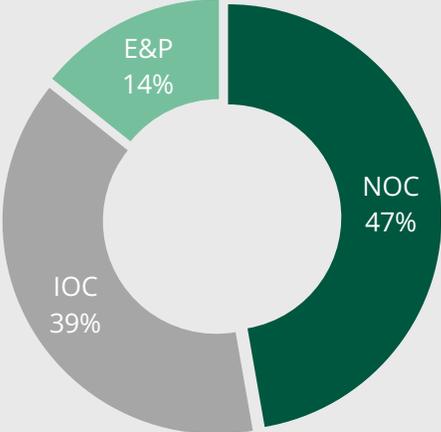


# Open Demand for Floaters Continues to Build

Indicating large pent up backlog potential



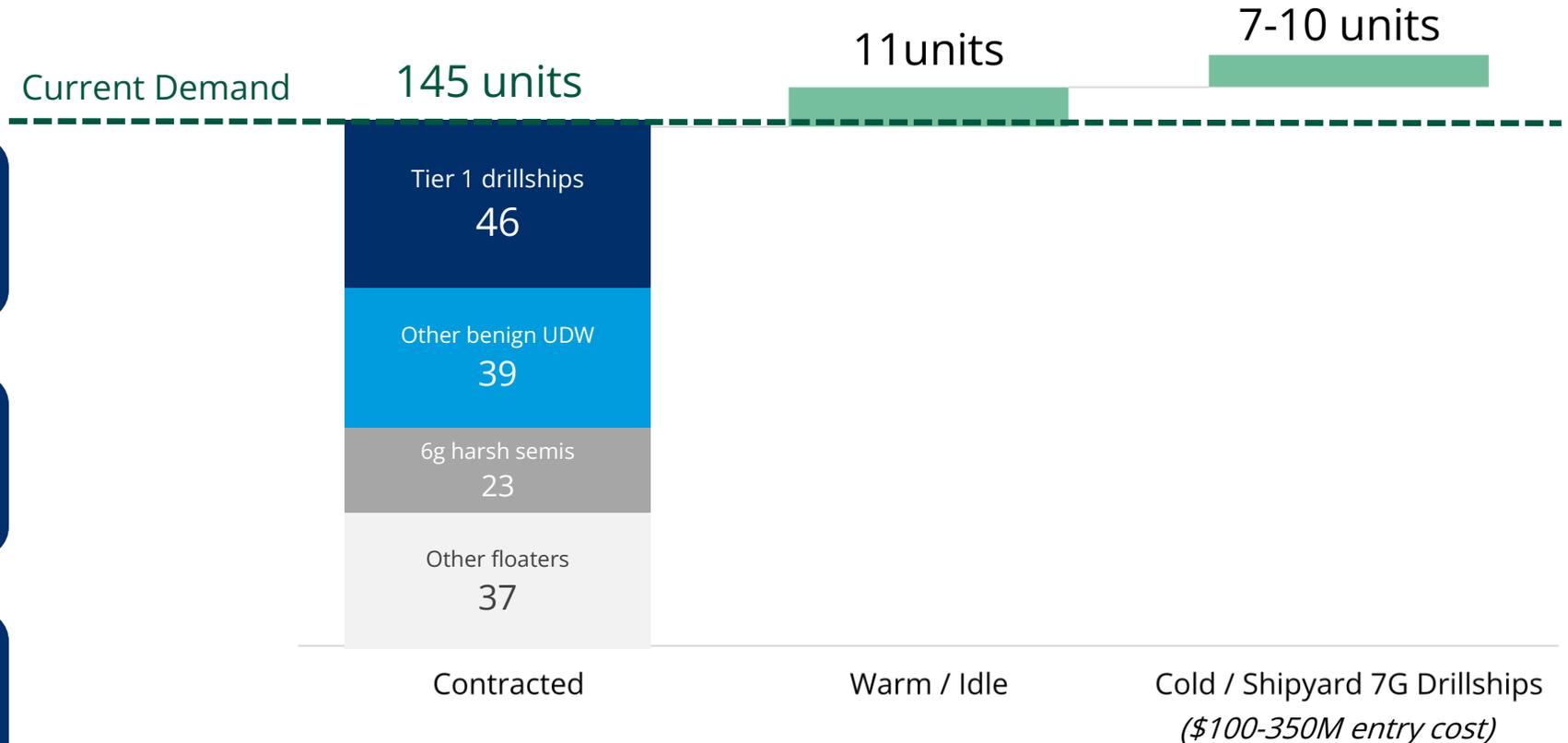
120 rig years of open demand across 73 opportunities



Source: Petrodata August 2024 – open demand for total floaters including tenders and pre-tenders

# Marketed Floater Fleet is 93% Contracted

88% including 7G sideline capacity with significant reactivation costs and lead times



Contracted demand has ranged between 145-150 during 2023-24.

Current visibility suggests flattish demand through H1 2025.

Higher demand, as envisioned, from late 2025 and 2026 would call on additional 7G reactivations.

Sources: Petrodata August 2024, Noble



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Technical leadership in drilling performance and business innovation



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Industry leading FCF generation and return of capital, anchored by strong balance sheet



# Appendix



# Appendix: Fleet Contract Coverage



Contract status per 7/31/2024 Noble fleet status report (does not include Diamond rigs)

Firm contract period
  Options



# Appendix: Reconciliation to GAAP Measures

(\$ thousands)

Reconciliation of Adjusted EBITDA	Three Months Ended,				Twelve Months Ended
	June 30, 2024	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2024
Net income (loss)	\$ 195,008	\$ 95,481	\$ 149,700	\$ 158,323	\$ 598,512
Income tax (benefit) provision	(5,228)	(10,213)	(4,843)	51,659	31,375
Interest expense, net of amounts capitalized	11,996	17,544	14,600	13,005	57,145
Interest income and other, net	8,183	4,735	(1,777)	(17,206)	(6,065)
Depreciation and amortization	90,770	86,698	82,933	77,146	337,547
Amortization of intangible assets and contract liabilities, net	(22,497)	(20,353)	(11,236)	(10,803)	(64,889)
Merger and integration costs	10,618	9,331	13,286	12,966	46,201
(Gain) loss on sale of operating assets, net	(17,357)	—	—	—	(17,357)
Hurricane losses and (recoveries), net	—	—	(41,823)	2,642	(39,181)
Gain on bargain purchase	—	—	—	(5,005)	(5,005)
<b>Adjusted EBITDA</b>	<b>\$ 271,493</b>	<b>\$ 183,223</b>	<b>\$ 200,840</b>	<b>\$ 282,727</b>	<b>\$ 938,283</b>
Total revenue	\$ 692,844	\$ 637,084	\$ 642,979	\$ 697,450	\$ 2,670,357
<b>Adjusted EBITDA margin</b>	<b>39 %</b>	<b>29 %</b>	<b>31 %</b>	<b>41 %</b>	<b>35 %</b>

Reconciliation of Free Cash Flow	Three Months Ended,				Twelve Months Ended
	June 30, 2024	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2024
Net cash provided by (used in) operating activities	\$ 106,791	\$ 128,689	\$ 287,489	\$ 138,768	\$ 661,737
Capital expenditures, net of proceeds from insurance claims	(132,513)	(166,610)	(122,641)	(98,601)	(520,365)
<b>Free cash flow</b>	<b>\$ (25,722)</b>	<b>\$ (37,921)</b>	<b>\$ 164,848</b>	<b>\$ 40,167</b>	<b>\$ 141,372</b>
Merger and integration costs	10,618	9,331	13,286	12,966	46,201
<b>Adjusted Free cash flow</b>	<b>\$ (15,104)</b>	<b>\$ (28,590)</b>	<b>\$ 178,134</b>	<b>\$ 53,133</b>	<b>\$ 187,573</b>

Reconciliation of Net Debt	June 30, 2024	March 31, 2024	December 31, 2023	September 30, 2023
Long-term debt	\$ 622,051	\$ 586,622	\$ 586,203	\$ 585,791
Cash and cash equivalents	162,852	212,467	360,794	244,792
<b>Net Debt</b>	<b>\$ 459,199</b>	<b>\$ 374,155</b>	<b>\$ 225,409</b>	<b>\$ 340,999</b>



# Appendix: Combined Net Debt Reconciliation

(\$ thousands)

Reconciliation of Combined Net Debt	As of June 30, 2024		Estimated Transaction Cash Consideration	Combined
	Noble	Diamond		
Cash and Cash Equivalents (A)	\$ 162,852	\$ 176,101	\$ —	\$ 338,953
Long Term Debt	622,051	534,480	600,000	1,756,531
Finance Lease Liabilities	—	120,267	—	120,267
Total Debt plus Lease Liabilities (B)	\$ 622,051	\$ 654,747	\$ 600,000	\$ 1,876,798
Net Debt (B minus A)	\$ 459,199	\$ 478,646		\$ 1,537,845



Thank you

