
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

NOBLE CORPORATION plc
(Exact name of registrant as specified in its charter)

England and Wales (Registered
Number 08354954)
(State or other jurisdiction of
incorporation or organization)

98-0619597
(I.R.S. Employer
Identification No.)

10 Brook Street, London, England, W1S 1BG
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: +44 20 3300 2300

NOBLE CORPORATION PLC 2015 OMNIBUS INCENTIVE PLAN
(Full title of the plan)

Adam C. Peakes
Senior Vice President and Chief Financial Officer
Noble Corporation plc
13135 South Dairy Ashford
Sugar Land, Texas 77478
(Name and address of agent for service)

(281) 276-6100
(Telephone number, including area code, of agent for service)

With a copy to:
William E. Turcotte
Senior Vice President, General Counsel and Corporate Secretary
Noble Corporation plc
13135 South Dairy Ashford
Sugar Land, Texas 77478

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any

new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. □

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Fee
Ordinary Shares	5,800,000	\$2.57	\$14,906,000	\$1,807.00

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover such indeterminate number of additional ordinary shares as may become issuable under the plan as a result of the antidilution provisions thereof.
- (2) Estimated in accordance with Rule 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee and based upon the average of the high and low sales price per share of ordinary shares of the registrant reported on The New York Stock Exchange on May 7, 2019.
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PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Noble Corporation plc (the “Registrant” or “Noble-UK”) will send or give to all participants in the Noble Corporation plc 2015 Omnibus Incentive Plan (the “Plan”) the document(s) containing information required by Part I of Form S-8, as specified in Rule 428(b)(1) promulgated by the Securities and Exchange Commission (the “Commission”) under the Securities Act. The Registrant has not filed such document(s) with the Commission, but such documents (along with the documents incorporated by reference into this Registration Statement on Form S-8 (the “Registration Statement”) pursuant to Item 3 of Part II hereof) shall constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, the following documents have been filed by Noble-UK with the Commission and are incorporated by reference into this Registration Statement and will be deemed to be a part hereof:

- (a) Noble-UK’s Annual Report on [Form 10-K](#) for the year ended December 31, 2018, filed with the Commission on February 22, 2019 (the “2018 Form 10-K”);
- (b) Noble-UK’s Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2019, filed with the Commission on May 2, 2019;
- (c) Noble-UK’s information included in its Definitive Proxy Statement on [Schedule 14A](#), filed with the Commission on March 15, 2019, and its Supplement No. 1 to the Proxy Statement on [Schedule 14A](#), filed with the Commission on April 15, 2019, in each case to the extent incorporated by reference in Part III of the 2018 Form 10-K;
- (d) Noble-UK’s Current Reports on Form 8-K filed with the Commission on [February 20, 2019](#) (the Item 8.01 and Item 9.01 Form 8-K only), [February 25, 2019](#), [February 28, 2019](#), [March 11, 2019](#), [April 29, 2019](#) and [May 1, 2019](#) (the Item 5.02 and Item 9.01 Form 8-K only); and
- (e) The description of Noble-UK’s ordinary shares, nominal value \$0.01 per share, contained in Item 8.01 of Noble-UK’s Current Report on Form 8-K filed with the Commission on [November 20, 2013](#), as we may update that description from time to time.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the dates of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Noble-UK’s articles of association provide the following (all statutory references in this Item 6 are to Chapter 4 and Chapter 7 of Part 10 of the UK Companies Act of 2006 (the “Companies Act”), with the relevant Companies Act sections outlined below):

Article 208.1 of Noble-UK’s articles of association provides that subject to the Companies Act, Noble-UK may indemnify any director or other officer of Noble-UK or of any associated company against all losses and liabilities which he may sustain or incur in the execution of the duties of his office or otherwise in relation thereto; provided that the provisions under Article 208.1 are not void under Sections 232 or 234 of the Companies Act.

Article 208.2 of Noble-UK’s articles of association provides that Noble-UK may also indemnify any director or other officer of either Noble-UK or any associated company where Noble-UK or such associated company acts as trustee of a pension scheme, against liability incurred by him in connection with the relevant company’s activities as trustee of such scheme, provided that the provisions under Article 208.2 are not void under Sections 232 or 235 of the Companies Act.

Article 208.3 of Noble-UK’s articles of association provides that subject to Sections 205(2) to (4) of the Companies Act, Noble-UK may provide a

director or officer with funds to meet an expenditure incurred or to be incurred by him in defending (or seeking relief in respect of) any civil or criminal proceedings brought or threatened against him in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the company or an associated company, and Noble-UK shall be permitted to take or omit to take any action or enter into any arrangement which would otherwise be prohibited under Sections 197 to 203 of the Companies Act to enable a director or officer to avoid incurring such expenditure.

Article 208.4 of Noble-UK's articles of association provides that subject to Section 206 of the Companies Act, Noble-UK may also provide a director or officer with funds to meet expenditure incurred or to be incurred by him in defending himself in an investigation by a regulatory authority or against action proposed to be taken by a regulatory authority in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to Noble-UK or any associated company and Noble-UK shall be permitted to take or omit to take any action or enter into any arrangement which would otherwise be prohibited under Section 197 of the Companies Act to enable a director or officer to avoid incurring such expenditure.

The Companies Act provides as follows:

Sections 197-202 prohibit a company from making a loan or quasi-loan to a director of the company or its holding company or giving a guarantee or providing security in connection with a loan or a quasi-loan to such a director or to enter into a credit transaction as creditor for the benefit of a director of the company or of its holding company or give a guarantee or provide security in connection with a credit transaction for the benefit of such a director unless the transaction has been approved by a resolution of the members of the company and if applicable, the holding company. A company must also obtain approval if the loan, quasi-loan or credit transaction involves a person connected with a director of the company or its holding company.

Section 203 requires a company to obtain approval by a resolution of the members of the company and if applicable, its holding company, before it takes part in an arrangement under which another person enters into a transaction that, if it had been entered into by the company, would have required approval under Section 197, 198, 200 or 201, and that person, in pursuance of the arrangement, obtains a benefit from the company or a body corporate associated with it or it arranges for the assignment to it, or the assumption by it, of any rights, obligations or liabilities under a transaction, that if it had been entered into by the company, would have required such approval.

Section 205 permits a company to make a loan, or quasi-loan to a director or enter into a credit transaction with a director of the company or of its holding company, without obtaining member approval under Sections 197-202, to meet expenditure incurred or to be incurred by the director in defending any criminal or civil proceedings in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the company or an associated company, or in connection with an application for relief or to enable such director to avoid incurring such expenditure, provided that the loan is to be repaid, or the liability of the company discharged, in the event of an unsuccessful defense of criminal or civil proceedings or refusal of relief. Such repayment or discharge must be made no later than the date when the conviction, judgment or refusal of relief becomes final. Pursuant to Section 205(3), a conviction, judgment or refusal for relief becomes final: a) if not appealed against, at the end of the period for bringing an appeal or b) if appealed against, when the appeal (or further appeal) is disposed of.

Section 205(4) states that an appeal is disposed of if it is determined and the period for bringing any further appeal has ended, or if it is abandoned or otherwise ceases to have effect.

Section 205(5) provides that the reference to an application for relief in Section 205 is to an application for relief under Section 661(3) or (4) (power of court to grant relief in case of acquisition of shares by innocent nominee) or 1157 (general power of court to grant relief in case of honest and reasonable conduct).

Section 206 permits a company to make a loan, or quasi-loan to a director or enter into a credit transaction with a director of the company or of its holding company, without obtaining member approval under Sections 197-202, to meet expenditure incurred or to be incurred by the director in defending himself in an investigation by a regulatory authority, or against action proposed to be taken by a regulatory authority, in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the company or an associated company, or to enable any such director to avoid incurring such expenditure.

Section 232(1) makes void any provision that purports to exempt a director of a company (to any extent) from any liability that would otherwise attach to him in connection with any negligence, default, breach of duty or breach of trust in relation to the company.

Section 232(2) also voids any provision by which a company directly or indirectly provides an indemnity (to any extent) for a director of a company, or of an associated company, against any liability attaching to him in connection with any negligence, default, breach of duty or breach of trust in relation to the company, except as permitted by:

- (i) Section 233 (provision of insurance),
- (ii) Section 234 (qualifying third party indemnity provision), and
- (iii) Section 235 (qualifying pension scheme indemnity provision).

Section 233 permits a company to purchase and maintain insurance for a director of the company, or of an associated company, against any liability that would otherwise attach to him in connection with any negligence, default, breach of duty or breach of trust in relation to the company.

Section 234 permits a company to provide indemnity against liability incurred by the director to a person other than the company or an associated company; provided that indemnification is not against any liability of the director to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature or any liability incurred by the director in defending criminal proceedings in which he is convicted, in defending civil proceedings brought by the company or an associated company in which judgment is given against him or in connection with an application for relief in which the court refuses to grant him relief.

Section 235 permits a company to indemnify a director of a company that is a trustee of an occupational pension scheme against liability incurred in connection with the company's activities as trustee of the scheme; provided that indemnification is not provided against liability to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature or any liability incurred by the director in defending criminal proceedings in which he is convicted.

Noble-UK has entered into and, in the future, will enter into indemnity agreements with each of its directors and executive officers to supplement the indemnification protection available under Noble-UK's articles of association referred to above. These indemnity agreements generally provide that Noble-UK will indemnify the parties thereto to the fullest extent permitted by law.

Noble-UK will also maintain insurance to protect itself and its directors, officers, employees and agents against expenses, liabilities and losses incurred by such persons in connection with their services in the foregoing capacities.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following documents are filed as a part of this Registration Statement or incorporated by reference herein:

<u>Exhibit Number²</u>	<u>Description</u>
4.1*	Composite Copy of Articles of Association of Noble Corporation plc (filed as Exhibit 3.1 to Noble-UK's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 (File No. 001-36211) and incorporated herein by reference).
4.2*	Noble Corporation plc 2015 Omnibus Incentive Plan, restated as of May 1, 2019 (filed as Exhibit 10.1 to Noble-UK's Current Report on Form 8-K filed on May 1, 2019 (File No. 001-36211) and incorporated herein by reference).
5.1	Legal Opinion of Travers Smith LLP.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Travers Smith LLP (included in Exhibit 5.1).
24.1	Power of Attorney.

* Incorporated herein by reference as indicated.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an

employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and agrees to be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Sugar Land, Texas, on the 10th day of May, 2019.

NOBLE CORPORATION plc

By: /s/ Adam C. Peakes

Name: Adam C. Peakes

Title: Senior Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on the 10th day of May, 2019.

<u>Signature</u>	<u>Title</u>
<u>/s/ Julie J. Robertson</u> Julie J. Robertson	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Adam C. Peakes</u> Adam C. Peakes	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Authorized Representative in the United States)
<u>/s/ Laura D. Campbell</u> Laura D. Campbell	Vice President and Controller (Principal Accounting Officer)
<u>*</u> Julie H. Edwards	Director
<u>*</u> Gordon T. Hall	Director
<u>*</u> Roger W. Jenkins	Director
<u>*</u> Scott D. Josey	Director
<u>*</u> Jon A. Marshall	Director
<u>*</u> Mary P. Ricciardello	Director

* By: /s/ William E. Turcotte
William E. Turcotte, Attorney-in-Fact

TRAVERS SMITH

Noble Corporation plc
10 Brook Street
London, England
W1S 1BG

10 May 2019

Dear Sirs:

Legal opinion regarding ordinary shares of Noble Corporation plc in connection with the Registration Statement on Form S-8 relating to the Noble Corporation 2015 Omnibus Incentive Plan (the “Registration Statement”) to be filed with the United States Securities and Exchange Commission (“SEC”)

Introduction

1. We are acting as advisers as to English law to Noble Corporation plc, a public limited company incorporated under the laws of England and Wales (the “**Company**”). We understand that the Company intends to file, on or around the date hereof, the Registration Statement with the SEC for the purpose of registering under the Securities Act of 1933, as amended (the “**Securities Act**”), an additional 5,800,000 ordinary shares with a nominal value of US\$0.01 each in the capital of the Company (the “**Shares**”), which may be offered and issued under the Noble Corporation 2015 Omnibus Incentive Plan (the “**Plan**”). We have been asked to provide an opinion on certain matters, as set out below, in connection with the filing of the Registration Statement.

Documents reviewed

2. We have examined the documents listed in Schedule 3 to this opinion. Terms defined in the Schedules have the same meaning where used in this opinion.

Nature of opinion and observations

3. This opinion is confined to matters of English law (including case law) as at the date of this opinion. We express no opinion with regard to any system of law other than the laws of England as currently applied by the English courts and, in particular, we express no opinion on European Community law as it affects any jurisdiction other than England and Wales. In particular:
 - 3.1 by giving this opinion, we do not assume any obligation to notify you of future changes in law which may affect the opinions expressed in this opinion, or otherwise to update this opinion in any respect;
 - 3.2 to the extent that the laws of any other jurisdiction may be relevant, our opinion is subject to the effect of such laws. We express no views in this opinion on the validity of the matters set out in any opinion given in relation to such laws;

Travers Smith LLP is a limited liability partnership registered in England and Wales under number OC 336962 and is authorised and regulated by the Solicitors Regulation Authority (SRA number 489478). A list of the members of Travers Smith LLP is open to inspection at our registered office and principal place of business: 10 Snow Hill London EC1A 2AL

- 3.3 we have not been responsible for verifying whether statements of fact (including foreign law), opinion or intention in any documents referred to in this opinion or in any related documents are accurate, complete or reasonable; and
- 3.4 the term non-assessable has no recognised meaning in English law but for the purposes herein the term means that, under the Companies Act 2006 (as amended), the articles of association of the Company and any resolution passed in accordance with the articles of association of the Company approving the issuance of the Shares, no holder of such Shares is liable, solely because of such holder's status as a holder of such Shares, for additional payments or calls on the relevant Shares to or by the Company or its creditors.

Opinion

4. On the basis stated in paragraph 3, and subject to the assumptions in Schedule 1 to this opinion and the qualifications in Schedule 2 to this opinion, we are of the opinion that the Shares will (when allotted) be validly issued, fully paid and non-assessable once all of: (i) the Registration Statement, as finally amended, shall have become effective under the Securities Act and (ii) valid entries in the books and registers of the Company have been made.

Consent to filing

5. We hereby consent to the filing of this letter as an exhibit to the Registration Statement and to all references to our firm included in or made a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act, or the rules or regulations promulgated thereunder.

Yours faithfully

/s/ Travers Smith LLP

Travers Smith LLP

SCHEDULE 1

ASSUMPTIONS

In considering the documents listed in Schedule 3 and in rendering this opinion, we have (with your consent and without any further enquiry) assumed:

- (a) **Authenticity:** the genuineness of all signatures, stamps and seals on, and the authenticity, accuracy and completeness of, all documents submitted to us whether as originals or copies;
- (b) **Copies and Excerpts:** the conformity to originals of all documents supplied to us as photocopies, portable document format (PDF) copies, facsimile copies or e-mail versions and the correctness and completeness of excerpts supplied to us from original documents;
- (c) **Officer's Certificate:** that each of the statements contained in a certificate of an officer of the Company dated 10 May 2019 (the "**Certificate**") is true and correct as at the date of this opinion;
- (d) **Company Search:** that the information revealed by our search (carried out by us or by Perfect Information Ltd. on our behalf at approximately 11:00 a.m. on 10 May 2019) of the public documents of the Company kept at Companies House in Cardiff (the "**Company Search**") (i) was accurate in all respects and has not since the time of such searches been altered, and (ii) was complete and included all relevant information which had been properly submitted to the Registrar of Companies;
- (e) **Winding-up Enquiry:** that the information revealed by our oral enquiry at approximately 11:00 a.m. on 10 May 2019 of the Central Registry of Winding-up Petitions (the "**Winding-up Enquiry**") was accurate in all respects and has not since the time of such enquiry been altered;
- (f) **Filings under Other Laws:** that all consents, licences, approvals, notices, filings, recordations, publications and registrations which are necessary under any applicable laws (other than, in the case of the Company, English Law) in order to permit the performance of the Plan respectively, have been made or obtained, or will be made or obtained within the period permitted or required by such laws or regulations;
- (g) **Compliance with Agreements:** that the holders of awards granted under the terms of the Plan shall comply with the procedures set out in the Rules (as defined in Schedule 3) or, any other applicable procedures in order to acquire the Shares, in particular the due execution of any notices or consents; that the Shares will be duly allotted by the board of directors of the Company; and the Company complies with the Plan Documentation at all times in effecting the issue of the Shares and has adopted the prescribed procedures therein to ensure that the Shares are paid up at least as to nominal value and (in the case of stock options) as to the amount of any additional exercise price;
- (h) **Superseding Agreement:** that there is no other agreement, instrument or other arrangement, relationship or course of dealing between any of the parties which modifies or supersedes the Plan and that the Plan Documentation which may be adopted prior to the issue of the Shares is not inconsistent with paragraph (g); and
- (i) **Validity under Other Laws:** that the Plan Documentation constitutes legal, valid, binding and enforceable obligations of each of the parties thereto under all applicable laws (other than, in the case of the Company, English Law) and that insofar as the laws or regulations of any jurisdiction other than England and Wales may be relevant to (i) the obligations or rights of any of the parties in relation to the Plan Documentation or (ii) any of the transactions contemplated in connection with the Plan Documentation, such laws and regulations do not prohibit, and are not inconsistent with, the entering into and performance of any of such obligations, rights or transactions;
- (j) **Template Documentation:** that the pro forma Award Agreements (as defined in Schedule 3) referred to in the Certificate are fair and accurate representations of the terms and conditions under which all awards have been granted under the Plan; and

- (k) Future Awards: that to the extent that the Compensation Committee of the board of directors of the Company (or any member thereof) makes further awards for which it does not already have authority to allot Shares, the board of directors of the Company (or a committee thereof) will duly authorise the allotment of such further Shares as may be required for the purposes of the Plan and that such allotment shall be within the limit of the Shareholder Resolutions (as defined in Schedule 3) (to the extent required).

SCHEDULE 2
QUALIFICATIONS

Our opinion is subject to the following qualifications:

(a) **Company Search:** the Company Search is not capable of revealing conclusively whether or not:

- (i) a winding-up order has been made or a resolution passed for the winding up of a company; or
- (ii) an administration order has been made; or
- (iii) a receiver, administrative receiver, administrator or liquidator has been appointed; or
- (iv) a court order has been made under the Cross Border Insolvency Regulations 2006,

since notice of these matters may not be filed with the Registrar of Companies immediately and, when filed, may not be entered on the public microfiche of the relevant company immediately.

In addition, the Company Search is not capable of revealing, prior to the making of the relevant order or the appointment of an administrator otherwise taking effect, whether or not a winding-up petition or an application for an administration order has been presented or notice of intention to appoint an administrator under paragraphs 14 or 22 of Schedule B1 to the Insolvency Act 1986 has been filed with the court;

(b) **Winding-up Enquiry:** the Winding-up Enquiry relates only to the presentation of (i) a petition for the making of a winding-up order or the making of a winding-up order by the Court, (ii) an application to the High Court of Justice in London for the making of an administration order and the making by such court of an administration order, and (iii) a notice of intention to appoint an administrator or a notice of appointment of an administrator filed at the High Court of Justice in London. It is not capable of revealing conclusively whether or not such a winding-up petition, application for an administration order, notice of intention or notice of appointment has been presented or winding-up or administration order granted, because:

- (i) details of a winding-up petition or application for an administration order may not have been entered on the records of the Central Registry of Winding-up Petitions immediately;
- (ii) in the case of an application for the making of an administration order and the presentation of a notice of intention to appoint or notice of appointment, if such application is made to, order made by or notice filed with, a Court other than the High Court of Justice in London, no record of such application, order or notice will be kept by the Central Registry of Winding-up Petitions;
- (iii) a winding-up order or administration order may be made before the relevant petition or application has been entered on the records of the Central Registry immediately;
- (iv) details of a notice of intention to appoint an administrator or a notice of appointment of an administrator under paragraphs 14 and 22 of Schedule B1 of the Insolvency Act 1986 may not be entered on the records immediately (or, in the case of a notice of intention to appoint, at all); and
- (v) with regard to winding-up petitions, the Central Registry of Winding-up Petitions may not have records of winding-up petitions issued prior to 1994.

SCHEDULE 3

- (a) a copy of the draft Registration Statement;
- (b) a certificate from an officer of the Company dated 10 May 2019;
- (c) a copy of the “**Plan Documentation**”, as annexed to the Certificate, namely:
 - (i) the rules of the Noble Corporation 2015 Omnibus Incentive Plan (the “**Rules**”);
 - (ii) a pro forma (i) time-vested Restricted Stock Unit award agreement and (ii) performance-vested Restricted Stock Unit award agreement (the “**Award Agreements**”); and
 - (iii) the Noble Corporation “*Procedures for Exercise of Nonqualified Stock Options and Vesting of Restricted Stock Units*” established by the Compensation Committee of the board of directors of the Company for the administration of the Noble Corporation 1991 Stock Option and Restricted Stock Plan (the “**Prior Procedures**”) and which, where required and pursuant to section 6(b) of the Rules, are to continue in effect for the administration of the Noble Corporation 2015 Omnibus Incentive Plan;
- (d) extracts of the shareholder resolutions numbered 16, 17 and 18 passed at the annual general meeting of the Company held on 26 April 2019 (the “**Shareholder Resolutions**”), as annexed to the Certificate;
- (e) excerpts, as annexed to the Certificate, from minutes and consents of the:
 - (i) meeting of the board of directors of the Company held on February 1, 2019; and
 - (ii) meeting of the Compensation Committee of the board of directors of the Company held on 31 January 2019; and
 - (iii) consents of the Compensation Committee of the board of directors of the Company dated as of 7 March 2019 and 12 April 2019;
- (f) a copy of written resolutions of the Compensation Committee of the board of directors of the Company dated 7 March 2016 and 10 March 2016, approving the Plan, as annexed to the Certificate;
- (g) a statement, as of 10 May 2019, confirming the number of shares in the Company over which rights have been awarded pursuant to the Shareholder Resolutions, as annexed to the Certificate; and
- (h) the articles of association of the Company adopted by way of special resolution on 10 June 2014, as annexed to the Certificate.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Noble Corporation plc of our report dated February 21, 2019 relating to the consolidated financial statements and the effectiveness of internal control over financial reporting, which appears in Noble Corporation plc's Annual Report on Form 10-K for the year ended December 31, 2018.

/s/ PricewaterhouseCoopers LLP

Houston, Texas
May 10, 2019

NOBLE CORPORATION PLC

POWER OF ATTORNEY

WHEREAS, Noble Corporation plc, a public limited company organized under the laws of England and Wales (the "Company"), intends to file with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), a Registration Statement on Form S-8 relating to the restatement of the Noble Corporation plc 2015 Omnibus Incentive Plan (the "Plan"), including a related prospectus or prospectuses, with such amendment(s) thereto (including post-effective amendments) and any supplement(s) thereto or any other registration statement or amendments (including post-effective amendments) thereto related to the Plan as may be required (collectively, the "Registration Statement"), as prescribed by the Commission pursuant to the Securities Act and the rules and regulations thereunder, together with any and all exhibits and other documents relating to the Registration Statement, in each case as may be necessary or appropriate in connection with the registration of securities of the Company;

NOW THEREFORE, the undersigned, in his or her capacity as a director or officer or both, as the case may be, of the Company, does hereby appoint Julie J. Robertson or William E. Turcotte and each of them severally, his or her true and lawful attorney or attorneys with power to act with or without the other, and with full power of substitution and resubstitution, to execute in his or her name, place and stead, in his or her capacity as director, officer or both, as the case may be, of the Company, the Registration Statement, including the exhibits thereto and the prospectus or prospectuses referred to above, and any and all amendments thereto (including further post-effective amendments) and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act and any supplement(s) thereto and any and all instruments necessary or incidental in connection therewith, and to file the same with the Commission and to appear before the Commission in connection with any matter relating thereto. Each of said attorneys shall have full power and authority to do and perform in the name and on behalf of the undersigned, in any and all premises, as fully and to all intents and purposes as the undersigned might or could do in person, the undersigned hereby ratifying and approving the acts that said attorneys and each of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of the 26th day of April, 2019.

/s/ Julie H. Edwards
Julie H. Edwards

/s/ Gordon T. Hall
Gordon T. Hall

/s/ Roger W. Jenkins
Roger W. Jenkins

/s/ Scott D. Josey
Scott D. Josey

/s/ Jon A. Marshall
Jon A. Marshall

/s/ Mary P. Ricciardello
Mary P. Ricciardello

/s/ Julie J. Robertson
Julie J. Robertson