

**AMENDED AND RESTATED CHARTER OF THE  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF NOBLE CORPORATION**

(Effective as of April 27, 2005)

**I. Purpose**

This Amended and Restated Charter of the Nominating and Corporate Governance Committee of the Board of Directors of Noble Corporation (the “Corporation”) amends and restates in its entirety the Amended and Restated Charter of the Compensation Committee of the Board of Directors of the Corporation, which became effective as of February 3, 2005.

The primary purpose of the Nominating and Corporate Governance Committee (the “Nominating/Governance Committee” or the “Committee”) of the Board of Directors (the “Board”) of Noble Corporation (the “Corporation”) is to assist the Board in reviewing, evaluating, selecting, and recommending director nominees when one or more directors are to be appointed, elected or re-elected to the Board. The Committee shall also be responsible for overseeing, developing and recommending to the Board a set of corporate governance principles applicable to the Corporation. In addition, the Committee shall be responsible for overseeing the evaluation of the Board and the Corporation’s management.

**II. Composition**

- A. The Nominating/Governance Committee shall be appointed by the Board from its members and shall be composed solely of members who meet criteria set forth in the New York Stock Exchange’s definition of “independent” director. The Nominating/Governance Committee shall consist of a minimum of two directors.
- B. The members of the Nominating/Governance Committee shall be appointed at the annual meeting of the Board following the annual general meeting of the members of the Corporation and each member of the Committee shall serve until the next annual meeting of the Board, or until his or her successor shall be duly appointed. The members of the Committee may designate a chairperson by majority vote of the entire Committee. The members of the Committee may be removed by the Board.
- C. The Committee shall have the sole authority to retain (including the sole authority to approve any fees or retention terms) and terminate, from time to time, as the Committee deems necessary, any search firm or other independent advisors to

assist the Committee in identifying and attracting possible candidates as directors of the Corporation.

- D. The Committee shall have access to such corporate resources as are necessary to carry out its charter authority.

### **III. Responsibilities**

- A. The duties and responsibilities of the Nominating/Governance Committee should remain flexible in order best to react to changing conditions.

- B. The Nominating/Governance Committee bears primary responsibility for the following functions:

1. Identify, interview, select and recommend to the Board 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.
2. Make recommendations to the Board regarding qualified members to be appointed by the Board to fill any vacancies on the Board's committees, including any newly created positions resulting from an increase in the number of directors to serve on any committee. Such members shall meet the requirements set forth in the charter of the respective committee to which they are to be appointed.
3. Prior to each annual general meeting of members of the Corporation, review and recommend to the Board a slate of nominees for election or re-election as directors by the members of the Corporation at the annual general meeting of members.
4. Consult with the Chairman of the Board and other directors concerning candidates as directors as the Committee may deem appropriate.
5. Monitor, develop and make recommendations to the Board regarding principles, policies and practices of corporate governance applicable to the Corporation.
6. Review charters of all committees of the Board to ensure 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.
7. Oversee the process by which the Board, the CEO and executive management are evaluated.

8. Review the marketplace and the Company's program for directors and officers liability insurance on at least an annual basis.
  9. Review and update this charter periodically, as conditions warrant.
  10. Conduct an annual performance review of the Nominating/Governance Committee.
- C. The Committee may form and delegate authority to one or more subcommittees when appropriate.

#### **IV. Meetings**

The Nominating/Governance Committee shall meet at least three times annually at such times and places as it shall deem advisable.

#### **V. Reporting**

The Nominating/Governance Committee shall keep written minutes of its proceedings and shall report on such proceedings to the Board.