

Noble Energy Announces Successful Early Tender Results

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Houston, Jan. 21, 2016 -- [Noble Energy, Inc.](#) ("Noble Energy" or "the Company") (NYSE: NBL) today announced the early tender results for its previously announced tender offers to purchase up to approximately \$1.4 billion aggregate principal amount of its 5.875% Senior Notes due 2024, 5.875% Senior Notes due 2022 and 5.625% Senior Notes due 2021 (collectively, the "Notes") that were validly tendered and not validly withdrawn prior to 5:00 p.m., New York City time, on January 20, 2016 (the "Early Tender Date") pursuant to its previously announced cash tender offers (each, a "Tender Offer" and, collectively, the "Tender Offers"). All Notes that have been validly tendered at or prior to the Early Tender Date and are accepted in the Tender Offers will be purchased, retired and cancelled by Noble Energy on the early settlement date, which is expected to occur today. Borrowings under the recently announced new term loan facility will be used to fund the Tender Offers.

The following table sets forth details of the Notes that are subject to the Tender Offers and the aggregate principal amounts of Notes that were validly tendered and not validly withdrawn prior to the Early Tender Date.

Title of Security	CUSIP / ISIN	Principal Amount Outstanding	Acceptance Priority	Aggregate Principal Amount Tendered Prior to Early Tender Date	Aggregate Principal Amount
5.875% Senior Notes due 2024	655044 AM7	\$ 498,786,000	1	\$ 490,442,000	\$ 490,442,000
5.875% Senior Notes due 2022	655044 AL9	\$ 597,436,000	2	\$ 579,151,000	\$ 579,151,000
5.625% Senior Notes due 2021	655044 AK1	\$ 692,964,000	3	\$ 651,292,000	\$ 311,672,000

The Tender Offers are being made pursuant to the offer to purchase dated January 6, 2016 (as it may be amended or supplemented from time to time, the "Offer to Purchase") and the related letter of transmittal for the Notes (as it may be amended or supplemented from time to time, the "Letter of Transmittal"), which set forth in more detail the terms and conditions of the Tender Offers. Capitalized terms used but not otherwise defined in this announcement shall have the meaning given to them in the Offer to Purchase.

The Early Tender Date for the Tender Offers has now passed. All the 5.875% Senior Notes due 2024 and 5.875% Senior Notes due 2022 that were validly tendered and not validly withdrawn at or prior to the Early Tender Date will be accepted for purchase today. Because the aggregate principal amount of the Notes tendered at or prior to the Early Tender Date would result in an Aggregate Purchase Price that exceeds the Aggregate Maximum Tender Amount, the 5.625% Senior Notes due 2021 that were validly tendered and not validly withdrawn at or prior to the Early Tender Date will be prorated and accepted for purchase as set forth in the table above, and Noble Energy will not accept for purchase any additional Notes tendered after the Early Tender Date. The approximate proration factor for the 5.625% Senior Notes due 2021 is 48%.

The Withdrawal Date for the Tender Offers has now passed. Notes already tendered pursuant to the Tender Offers may no longer be withdrawn.

The obligation of Noble Energy to accept for purchase and to pay the Total Consideration for Notes validly tendered and not validly withdrawn pursuant to the Tender Offers is subject to, and conditional upon, the satisfaction or, where applicable, waiver of a number of conditions described in the Offer to Purchase. Noble Energy reserves the right, in its sole discretion, to waive any one or more of the conditions at any time.

Citigroup Global Markets Inc. ("Citigroup") and Mizuho Securities USA Inc. ("Mizuho Securities") are the dealer managers in the Tender Offers. Global Bondholder Services Corporation has been retained to serve as both the depositary and the information agent for the Tender Offers. Persons with questions regarding the Tender Offers should contact Citigroup at (toll-free) (800) 558-3745 or (collect) (212) 723-6106 or Mizuho Securities at (toll-free) (866) 271-7403 or (collect) (212) 205-7736. Requests for copies of the Offer to Purchase, the related Letter of Transmittal and other related materials should be directed to Global Bondholder Services Corporation at (toll-free) (866) 794-2200 or (collect) (212) 430-3774.

This press release is neither an offer to purchase nor a solicitation for acceptance of any of the Tender Offers. No offer, solicitation, purchase or sale will be made in any jurisdiction in which such offer, solicitation, purchase or sale would be unlawful. The Tender Offers are being made solely pursuant to terms and conditions set forth in the Offer to Purchase and, where applicable, the related Letter of Transmittal.

This news release contains certain "forward-looking statements" within the meaning of federal securities laws. Words such as "anticipates," "believes," "expects," "intends," "will," "should," "may" and similar expressions may be used to identify forward-looking statements. Such statements are based on Noble Energy's current views about future events and are subject to certain risks and uncertainties that could cause actual results to differ materially from those anticipated. These risks include national and regional economic and market conditions, changes in the financial markets and interest rates, the volatility in commodity prices for crude oil and natural gas, the ability to consummate the Tender Offers and other risks inherent in Noble Energy's business that are discussed in its most recent annual report on Form 10-K and in other reports on file with the Securities and Exchange Commission. Noble Energy does not assume any obligation to update forward-looking statements should circumstances, management's estimates, or opinions change.

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