



NOBLE ENERGY, INC.

NOTICE OF GUARANTEED DELIVERY

**To Tender in Respect of Any and All Outstanding
4.15% Notes due 2021**

(CUSIP No. 655044AF2; ISIN US655044AF28)

**Pursuant to the Offer to Purchase
dated September 24, 2019**

THE OFFER (AS DEFINED BELOW) WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON SEPTEMBER 30, 2019, UNLESS EXTENDED BY THE COMPANY (AS DEFINED BELOW) IN ITS SOLE DISCRETION (SUCH TIME, AS THE SAME MAY BE EXTENDED, THE “EXPIRATION TIME”). 2021 NOTES THAT HAVE NOT BEEN TENDERED MAY BE WITHDRAWN AT ANY TIME AT OR PRIOR TO THE EXPIRATION TIME, BUT NOT, EXCEPT AS OTHERWISE PROVIDED, THEREAFTER.

The Depository for the Offer is:

Global Bondholder Services Corporation

*By Regular, Registered or Certified Mail; Hand
or Overnight Delivery:*

Global Bondholder Services Corporation
65 Broadway, Suite 404
New York, New York 10006

Attention: Corporation Actions

*By Facsimile Transmission
(for Eligible Institutions only):*
(212) 430-3775/3779

For Confirmation by Telephone:
(212) 430-3774

Toll-Free: (866) 470-3700

DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE, OR TRANSMISSION OF INSTRUCTIONS VIA A FAX NUMBER OTHER THAN AS LISTED ABOVE, WILL NOT CONSTITUTE A VALID DELIVERY. THE METHOD OF DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY, AND ALL OTHER REQUIRED DOCUMENTS TO THE DEPOSITARY, INCLUDING DELIVERY THROUGH DTC AND ANY ACCEPTANCE OR AGENT’S MESSAGE DELIVERED THROUGH DTC’S AUTOMATED TENDER OFFER PROGRAM (“ATOP”) IS AT THE ELECTION AND RISK OF HOLDERS.

This Notice of Guaranteed Delivery is being provided in connection with the offer by Noble Energy, Inc., a Delaware corporation (the “*Company*”), to purchase for cash any and all of

its outstanding 4.15% Notes due 2021, CUSIP No. 655044AF2, ISIN US655044AF28 (the “*Notes*”), from holders thereof (each, a “*Holder*” and collectively, the “*Holders*”) upon the terms and subject to the conditions set forth in the Offer to Purchase dated September 24, 2019 (as it may be amended or supplemented from time to time, the “*Offer to Purchase*”) and in the related Letter of Transmittal (as it may be amended or supplemented from time to time, the “*Letter of Transmittal*”), which together constitute the Offer (the “*Offer*”). All capitalized terms used herein and not defined have the meaning given to them in the Offer to Purchase.

As set forth in the Offer to Purchase, this Notice of Guaranteed Delivery, or a form substantially equivalent to this Notice of Guaranteed Delivery, must be used to accept the Offer if you cannot deliver your Notes and all other required documents to the Depository, or if your Notes are not immediately available, by the Expiration Time, or the procedure for book-entry transfer cannot be completed on a timely basis. To comply with the guaranteed delivery procedure, you must: (1) properly complete and duly execute this Notice of Guaranteed Delivery substantially in the form provided to you by the Company; (2) arrange for the Depository to receive the Notice of Guaranteed Delivery by the Expiration Time; and (3) ensure that the Depository receives book-entry confirmation of electronic delivery of Notes, or, in the case of any definitive Notes not held in global form, the certificates for all physically tendered Notes, as the case may be, together with a properly completed and duly executed Letter of Transmittal with any required signature guarantees and all other documents required by the Letter of Transmittal, or a properly transmitted Agent’s Message, as applicable, in each case within two business days after the Expiration Time, all as provided in the Offer to Purchase. See “Terms of the Offer—Procedure for Tendering Notes—Guaranteed Delivery” in the Offer to Purchase. Capitalized terms used but not defined herein shall have the meaning given to them in the Offer to Purchase.

This Notice of Guaranteed Delivery is not to be used to guarantee signatures. If a signature on the Letter of Transmittal is required to be guaranteed by a participant in the Security Transfer Agents Medallion Program, the New York Stock Exchange Medallion Signature Program or the Stock Exchange Medallion Program, such signature guarantee must appear in the applicable space provided in the signature box on the Letter of Transmittal.

Ladies and Gentlemen:

The undersigned hereby tender(s) to the Company upon the terms and subject to the conditions set forth in the Offer to Purchase and the Letter of Transmittal (receipt of which is hereby acknowledged), the principal, or face, amount of Notes specified below pursuant to the guaranteed delivery procedures set forth in the Offer to Purchase under the caption “Terms of the Offer—Procedure for Tendering Notes—Guaranteed Delivery.” By so tendering, the undersigned does hereby make, at and as of the date hereof, the representations and warranties of a tendering Holder of Notes set forth in the Letter of Transmittal.

The undersigned understands that tenders of Notes pursuant to the Offer may not be withdrawn after the Expiration Time, except as provided in the Offer to Purchase. Tenders of Notes may be withdrawn at any time at or prior to the Expiration Time as provided in the Offer to Purchase.

All authority conferred or agreed to be conferred by this Notice of Guaranteed Delivery shall not be affected by, and shall survive, the death or incapacity of the undersigned, and every obligation of the undersigned under this Notice of Guaranteed Delivery shall be binding upon the heirs, executors, administrators, trustees in bankruptcy, personal and legal representatives, successors and assigns of the undersigned.

Guaranteed deliveries may be submitted only in minimum denominations of principal, or face, amount of \$2,000 and integral multiples of \$1,000 in excess thereof, subject to the requirement that Holders who tender less than all of their Notes must continue to hold Notes in at least the minimum authorized denomination of \$2,000 principal amount.

If the ATOP procedures are used, the DTC participant need not complete and physically deliver this Notice of Guaranteed Delivery. However, such DTC participant will be bound by the terms of the Offer.

As more fully described in the Offer to Purchase, guaranteed deliveries will be required to be provided no later than 5:00 p.m., New York City time, on October 2, 2019, which is the second business day following the Expiration Time. The Guaranteed Delivery Settlement Date will take place on October 3, 2019.

PLEASE SIGN AND COMPLETE

Principal Amount of Notes Tendered:*	Certificate Number(s) (if available):
_____	_____
_____	_____
_____	_____
_____	_____

*Must be in minimum denominations of principal, or face, amount of \$2,000 and integral multiples of \$1,000 in excess thereof, subject to the requirement that Holders who tender less than all of their Notes must continue to hold Notes in at least the minimum authorized denomination of \$2,000 principal amount. If Notes will be delivered by book-entry transfer to

the Depository's account at DTC, provide the following information:	
Name of Tendering Institution: _____	
DTC Account Number: _____	
PLEASE SIGN HERE	
x	
x	
Signature(s) of Owner(s) or authorized Signatory	Date
Address:	
Area Code and Telephone Number:	
<p>This Notice of Guaranteed Delivery must be signed by (i) if tendered by a participant in one of the book-entry transfer facilities, exactly as such participant's name appears on a security position listing as the owner of Notes or (ii) in the case of any definitive tender Notes not held in global form, the registered holder(s) of the Notes exactly as their name(s) appear on certificate(s) for the Notes, or by person(s) authorized to become registered holder(s) by endorsements and documents transmitted with this Notice of Guaranteed Delivery. If the signature above is by a trustee, executor, administrator, guardian, attorney-in-fact, officer or other person acting in a fiduciary or representative capacity, such person must set forth the following information and furnish evidence of his or her authority as provided in the Letter of Transmittal:</p> <p style="text-align: center;">Please print name(s) and address(es)</p>	
Name(s):	
Capacity:	
Address:	

**GUARANTEE OF DELIVERY
(NOT TO BE USED FOR SIGNATURE GUARANTEE)**

The undersigned, a member firm of a registered national securities exchange or of the Financial Industry Regulatory Authority, Inc., a commercial bank or trust company having an office or correspondent in the United States or an “eligible guarantor institution,” within the meaning of Rule 17Ad-15 under the Securities Exchange Act of 1934, as amended (each, an “*Eligible Institution*”), hereby (i) represents that the above-named persons are deemed to own the Notes tendered hereby, (ii) represents that such tender of Notes is being made by guaranteed delivery, and (iii) guarantees that the Notes tendered hereby in proper form for transfer or confirmation of book-entry transfer of such Notes into the Depository’s account at DTC, pursuant to the procedures set forth in “Terms of the Offer—Procedure for Tendering Notes—Guaranteed Delivery” section of the Offer to Purchase, in each case together with a properly completed and duly executed Letter of Transmittal (or manually signed facsimile thereof), with any required signature guarantees and any other documents required by the Letter of Transmittal, or a properly transmitted Agent’s Message, as applicable, will be received by the Depository within two business days after the Expiration Time.

The Eligible Institution that completes this form must communicate the guarantee to the Depository and must deliver the Letter of Transmittal together with an Agent’s Message together with confirmation of book-entry transfer thereof, or, in the case of any definitive Notes not held in global form, certificates representing the Notes tendered, in each case to the Depository within the time period shown herein. **Failure to do so will result in an invalid tender of the related Notes and could result in financial loss to such Eligible Institution.**

Name of Firm: _____
Name of Authorized Signatory: _____
Authorized Signature: _____
Title: _____
Address: _____
Area Code and Telephone Number: _____
Date: _____

IN THE CASE OF ANY DEFINITIVE NOTES NOT HELD IN GLOBAL FORM, DO NOT SEND CERTIFICATES FOR NOTES WITH THIS FORM. ACTUAL SURRENDER OF CERTIFICATES FOR NOTES MUST BE MADE PURSUANT TO, AND BE ACCOMPANIED BY, A DULY EXECUTED LETTER OF TRANSMITTAL AND ANY OTHER REQUIRED DOCUMENTS.