

NOBLE ENERGY INC
Form DEFA14A
February 28, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

NOBLE ENERGY, INC.

(Exact name of Registrant as specified in its charter)

Payment of filing fee (check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Exercise Your Right to Vote

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on April 23, 2019

Meeting Information

Meeting Type: Annual Meeting

For holders as of: February 22, 2019

Date: April 23, 2019 Time: 9:30 A.M. CT

Location: The St. Regis Houston

1919 Briar Oaks Lane

NOBLE ENERGY, Houston, Texas 77027

INC

ATTN: COMPANY

SECRETARY

1001 NOBLE
ENERGY WAY
HOUSTON, TX
77070

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:
NOTICE AND
PROXY STATEMENT ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow à XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

*If requesting materials by e-mail, please send a blank e-mail with the information that is printed in box marked by the arrow à XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 9, 2019 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Follow Voting Methods

Vote In

Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity

holding the meeting.
Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the à XXXX XXXX XXXX (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR Proposals 1, 2, 3 and 4.

- | | |
|--|---|
| 1. To elect the nine nominees as members of the Board of Directors of the Company. | 2. To ratify the appointment of the independent auditor by the Company's Audit Committee. |
| Nominees
1a. Jeffrey L. Berenson | 3. To approve, in an advisory vote, executive compensation. |
| 1b. Michael A. Cawley
1c. James E. Craddock
1d. Barbara J. Duganier | 4. To approve an amendment and restatement of the Company's 2017 Long-Term Incentive Plan to increase the number of shares of common stock authorized for issuance under the plan from 29 million to 44 million shares. |
| 1e. Thomas J. Edelman
1f. Holli C. Ladhani
1g. David L. Stover | NOTE: To transact such other business as may properly come before the meeting and any adjournment or postponement |

thereof.

1h. Scott D. Urban

1i. William T. Van Kleef