

Notice and Information Brochure

Annual Ordinary General Meeting

CGG

Wednesday, June 4, 2014 at 9.30 am
Auditorium Eurosites George V
28 avenue George V
75008 Paris

Passion for Geoscience
cgg.com



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NOTICE OF THE 2014 ANNUAL ORDINARY GENERAL MEETING

Dear Shareholders,

The Board of Directors is pleased to convene you to the next Annual Ordinary General Meeting of CGG to be held:

**On Wednesday, June 4, 2014
At 9.30 am
In the Auditorium Eurosites George V,
28 avenue George V, Paris 75008.**

The Shareholders' General Meeting is a key moment in the life of a company. It allows you, as Shareholders, to get some information, to discuss with the management team and to take part in the corporate governance through the vote on the resolutions submitted to you.

You will find in this notice and information brochure all relevant and practical information you may need to participate.

In the meantime, the Board of Directors thanks you for your trust and your loyalty to the CGG Group.

HOW TO PARTICIPATE AND VOTE AT THE ANNUAL ORDINARY GENERAL MEETING?

PRIOR CONDITIONS

Pursuant to the provisions of section R.225-85 of the French Commercial Code, in order to attend this General Meeting or to be represented, Shareholders must have their shares registered in their name or in the name of the financial intermediary registered on their behalf either in the shareholder account administered by our agent or in a bearer shares account maintained by an accredited financial intermediary, on the 3rd business day prior to the date of the General Meeting at 12:00 a.m. (Paris time). The 3rd business day prior to the General Meeting at 12:00 a.m. will be May 30, 2014 at 12:00 a.m. (Paris time). Only Shareholders able to confirm their shareholding at 12:00 a.m. (Paris time), on May 30, 2014, pursuant to the conditions set forth by section R.225-85 of the French Commercial Code, may participate in the General Meeting.

The registration of the shares in bearer shares accounts maintained by financial intermediaries is evidenced by a statement of holdings delivered by the financial intermediary and attached to the postal voting form, proxy forms or admission card's request issued in the name of the Shareholder or on its behalf by the financial intermediary.

Such a statement of holdings is also delivered to Shareholders willing to attend the Annual Ordinary General Meeting in person but who have not received an admission card 3 business days prior to the date of the General Meeting at 12:00 a.m., Paris time.

Holders of American Depositary Receipts evidencing American Depositary Shares ("ADSs") willing to attend and/or vote at this Meeting must follow the instructions sent to them by Bank of New York Mellon, acting as depositary of the ADSs.

PROCEDURE FOR TAKING PART IN THE MEETING

If you wish to attend the Meeting

Any Shareholder has the right to participate to this General Meeting, regardless of the number of shares held.

Shareholders who wish to attend the Meeting in person should ask for an admission card which is mandatory to be allowed to participate and to vote at the Annual Ordinary General Meeting:

- Check **Box A**, date and sign the voting form here attached, and
- Send the voting form duly completed and signed to:
 - **For Shareholders whose shares are under registered form:** BNP Paribas Securities Services – Service

Assemblées Générales – CTS
Assemblées – Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin cedex, or by fax at +33.1.40.14.58.90;

- **For Shareholders whose shares are held under the bearer form or under the registered form but through an accredited financial intermediary:** to their accredited financial intermediary which will deliver a statement of holdings as of the date mentioned above.

The admission card, mandatory to be entitled to participate to the Meeting, will be sent to the Shareholder's personal address.

If you are unable to attend the Meeting in person

- Each Shareholder who cannot attend this Meeting personally can choose between the 3 voting methods as indicated on the next page. No electronic vote will be put in place for this General Meeting. Therefore,

no internet website as provided for by section R.225-61 of the French Commercial Code will be made available for this purpose.

HOW TO PARTICIPATE AND VOTE AT THE ANNUAL ORDINARY GENERAL MEETING?

1. Vote by proxy

Any Shareholder can be represented by another Shareholder, by his/her spouse or by the partner with whom a civil solidarity pact ("PACS") has been signed, or any other legal or natural person of his/her choice, by checking **Box B** of the voting form. In accordance with section R.225-79 of the French Commercial Code, an appointment or cancellation of a proxy may be notified electronically under the following conditions:

- **Shareholders whose shares are under registered form** shall send an e-mail to the following address:

paris.bp2s.france.cts.mandats@bnpparibas.com and specify their name, first name, address and identification number with BNP Paribas Securities Services and the name and first name of the appointed or cancelled proxy;

- **Shareholders whose shares are held under the bearer form or under the registered form but through an accredited financial**

intermediary shall send an e-mail to the following address:

paris.bp2s.france.cts.mandats@bnpparibas.com and specify their name, first name, address and full bank details along with the name and first name of the appointed or cancelled proxy; then they shall request the financial intermediary maintaining their account to send a written confirmation to BNP Paribas Securities Services – CTS Assemblées Générales – Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin cedex.

Only notifications of appointment or cancellation of proxies, duly signed, completed and received on June 3, 2014 at the latest will be taken into account. In addition, only notifications of appointment or cancellation of proxies may be sent to the abovementioned electronic address. Requests or notifications relating to any other topics will not be taken into account nor processed.

2. Give authority to the Chairman of the Meeting

The Shareholders may also send a voting form without completing the proxy to BNP Paribas Securities Services – Service Assemblées Générales – CTS Assemblées – Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin cedex or by fax

at +33.1.40.14.58.90. In such a case, a positive vote will be casted in favor of all resolutions agreed by the Board (check **Box B** of the voting form).

3. Vote by post

The Shareholders may finally cast a postal vote as well (check **Box B** of the voting form). Shareholders casting postal votes will not

have the right to participate in the Meeting in person or to appoint a proxy.

4. General information

In accordance with the regulations in force, Shareholders are reminded that:

- Shareholders who wish to obtain proxy and voting forms and admission cards must send their request to BNP Paribas Securities Services at the abovementioned address or by fax at +33.1.40.14.58.90;
- In order to allow time for such forms to be issued, requests must be received at the

Company's registered office or by BNP PARIBAS Securities Services at the above mentioned address or by fax at +33.1.40.14.58.90, no later than 6 days prior to the date of the Meeting;

- The duly completed form must be returned to the Company's registered office or to BNP PARIBAS Securities Services, at the latest on the day preceding the date of the meeting.

HOW TO PARTICIPATE AND VOTE AT THE ANNUAL ORDINARY GENERAL MEETING?

- Holders of shares in the bearer form must attach to the form a statement of holdings

delivered by the financial intermediary evidencing the registration of their shares.

How to fill in the voting form?

To attend the General Meeting and receive your admission card: **Check Box A**

To vote by post: **Check Box B and fill in the table**

To give authority to the Chairman of the Meeting: **Check Box B**

To vote by proxy: **Check Box B and fill in with the relevant information**

IMPORTANT : avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso / Before selecting, please refer to instructions on reverse side.

QUELLE QUE SOIT L'OPTION CHOISIE, NOIRCIER COMME CECI ■ LA OU LES CASES CORRESPONDANTES, DATER ET SIGNER AU BAS DU FORMULAIRE / WHICHEVER OPTION IS USED, SHADE BOX(ES) LIKE THIS ■, DATE AND SIGN AT THE BOTTOM OF THE FORM

A. Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire / I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.

B. J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.

CGG
Société anonyme au capital de 70 768 346 Euros
Siège Social : Tour Maine-Montparnasse,
33 avenue du Maine 75015 PARIS
RCS PARIS 969 202 241

ASSEMBLEE GENERALE ORDINAIRE ANNUELLE
Convoquée le 4 juin 2014, à 9h30 à l'auditorium Eurosites George V
28, avenue George V - 75008 PARIS
ANNUAL ORDINARY GENERAL MEETING
To be held on June 4th, 2014 at 9:30 am at auditorium Eurosites George V
28, avenue George V - 75008 PARIS

CADRE RÉSERVÉ À LA SOCIÉTÉ / For Company's use only

Identifiant / Account

Nombre / Number of shares

Nombre de voix / Number of voting rights

Nominatif / Registered

Porteur / Bearer

Vote simple / Single vote

Vote double / Double vote

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso renvoi (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ la case correspondante et pour lesquels je vote NON ou je m'abstiens.
I vote YES all the draft resolutions approved by the Board of Directors EXCEPT those indicated by a shaded box - like this ■, for which I vote NO or I abstain.

Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directoire ou la Gérance, je vote en noircissant comme ceci ■ la case correspondante à mon choix.
On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this ■.

1	2	3	4	5	6	7	8	9	Oui / Yes	Non/No	Oui/Yes	Non/No
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	A	<input type="checkbox"/>	F	<input type="checkbox"/>
10	11	12	13	14	15	16	17	18	B	<input type="checkbox"/>	G	<input type="checkbox"/>
19	20	21	22	23	24	25	26	27	C	<input type="checkbox"/>	H	<input type="checkbox"/>
28	29	30	31	32	33	34	35	36	D	<input type="checkbox"/>	J	<input type="checkbox"/>
37	38	39	40	41	42	43	44	45	E	<input type="checkbox"/>	K	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting

- Je donne pouvoir au Président de l'AG de voter en mon nom. / I appoint the Chairman of the general meeting to vote on my behalf

- Je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (is equivalent to a vote NO)

- Je donne procuration (cf. au verso renvoi 4) à M., Mme ou Mlle, Raison Sociale pour voter en mon nom / I appoint (see reverse (4)) M., Mrs or Miss, Corporate Name to vote on my behalf

Pour être prise en considération, toute formule doit parvenir au plus tard :
in order to be considered, this completed form must be returned at the latest

sur 1^{ère} convocation / on 1st notification
3 juin 2014, 15 heures / June 3th, 2014 at 3 pm

sur 2^{ème} convocation / on 2nd notification

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
cf. au verso renvoi (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

JE DONNE POUVOIR À : cf. au verso renvoi (4)
I HEREBY APPOINT see reverse (4)
M., Mme ou Mlle, Raison Sociale / M., Mrs or Miss, Corporate Name
Adresse / Address

ATTENTION : S'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque.
CAUTION : if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, Prénom, Adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement) -
Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary)
Cf. au verso renvoi (1) - See reverse (1)

IN ANY CASE, DO NOT FORGET TO DATE AND SIGN HERE

Indicate or check your name, first name and address here

Date & Signature

1 / to BNP PARIBAS SECURITIES SERVICES, CTS Assemblées, Grands Moulins de Pantin - 93761 PANTIN Cedex

HOW TO PARTICIPATE AND VOTE AT THE ANNUAL ORDINARY GENERAL MEETING?

WRITTEN QUESTIONS

In accordance with section R.225-84 of the French Commercial Code, any Shareholder may submit written questions to the Board of Directors as from the date of publication of the present notice of Meeting. Such questions must be sent to the Company by registered letter with acknowledgment of receipt

together with a statement of holdings evidencing the registration of the shares no later than the 4th business day preceding the General Meeting, i.e. May 28, 2014. Any questions submitted will be answered during the General Meeting itself.

DOCUMENTATION MADE AVAILABLE TO SHAREHOLDERS

The documents set forth by section R.225-73-1 of the French Commercial Code have been published on the Company's website www.cgg.com, 21 days preceding the General Meeting, i.e. on May 14, 2014.

All documents and information listed in sections L.225-115 and R.225-83 of the French Commercial Code have been made available for consultation by Shareholders at the Company's headquarters, Tour Maine Montparnasse, 33 avenue du Maine, 75015 Paris as from the date of the notice calling the Annual Ordinary General Meeting and during 15 days prior to the General Meeting.

BOARD OF DIRECTORS

As of the date of this notice, the Board of Directors of CGG SA was composed as follows:



Mr. Robert BRUNCK

Chairman of the Board of Directors since May 20, 1999
Director since September 9, 1998
Age: 64
Nationality: French
Term of office expires: 2016 General Meeting
Number of shares held as of December 31, 2013: 192,772 shares



Mr. Jean-Georges MALCOR

Director since May 4, 2011
Chief Executive Officer since June 30, 2010
Age : 57
Nationality: French
Term of office expires: 2015 General Meeting
Number of shares held as of December 31, 2013: 37,360 shares



Mr. Olivier APPERT

Director
Age : 65
Nationality: French
First appointment as Director: May 15, 2003
Term of office expires: 2016 General Meeting
Number of shares held as of December 31, 2013: 2,677 shares



Mr. Loren CARROLL

Independent Director
Age: 70
Nationality : American
First appointment as Director: January 12, 2007
Term of office expires: 2017 General Meeting
Number of shares held as of December 31, 2013: 500 ADS



Mr. Rémi DORVAL

Independent Director
Age: 63
Nationality: French
First appointment as Director: March 8, 2005
Term of office expires: 2014 General Meeting
Number of shares held as of December 31, 2013: 580 shares



Mrs. Agnès LEMARCHAND

Independent Director
Age: 59
Nationality: French
First appointment as Director: September 21, 2012
Term of office expires: 2017 General Meeting
Number of shares held as of December 31, 2013: 595 shares

BOARD OF DIRECTORS



Mrs. Gilberte LOMBARD

Independent Director
Age: 69
Nationality: French
First appointment as Director: May 4, 2011
Term of office expires: 2015 General Meeting
Number of shares held as of December 31, 2013: 583 shares



Mrs. Hilde MYRBERG

Independent Director
Age: 56
Nationality : Norwegian
First appointment as Director: May 4, 2011
Term of office expires: 2015 General Meeting
Number of shares held as of December 31, 2013: 500 shares



Mr. Robert SEMMENS

Director
Age: 56
Nationality : American
First appointment as Director: December 13, 1999
Term of office expires: 2015 General Meeting
Number of shares held as of December 31, 2013: 2,992 shares and 965 ADS



Mrs. Kathleen SENDALL

Independent Director
Age: 61
Nationality : Canadian
First appointment as Director: May 5, 2010
Term of office expires: 2014 General Meeting
Number of shares held as of December 31, 2013: 500 ADS



Mr. Daniel VALOT

Director
Age: 69
Nationality: French
First appointment as Director: March 14, 2001
Term of office expires: 2016 General Meeting
Number of shares held as of December 31, 2013: 2,243 shares



Mr. Terence YOUNG

Independent Director
Age: 67
Nationality : American
First appointment as Director: January 12, 2007
Term of office expires: 2017 General Meeting
Number of shares held as of December 31, 2013: 500 ADS

The Directors are appointed for 4 years.

BOARD COMMITTEES

Appointment-Remuneration Committee

Chairman: Mr. Rémi DORVAL*

Mr. Olivier APPERT
Mrs. Agnès LEMARCHAND*
Mrs. Hilde MYRBERG*
Mr. Robert SEMMENS

Audit Committee

Chairman: Mrs. Gilberte LOMBARD*

Mr. Loren CARROLL*
Mr. Rémi DORVAL*
Mrs. Agnès LEMARCHAND*
Mr. Daniel VALOT

Strategic Planning Committee

Chairman: Mr. Robert BRUNCK

Mr. Olivier APPERT
Mr. Robert SEMMENS
Mr. Daniel VALOT

Technology Committee

Chairman: Mr. Robert BRUNCK

Mr. Rémi DORVAL*
Mrs Hilde MYRBERG*
Mrs. Kathleen SENDALL*
Mr. Terence YOUNG*

HSE/Sustainable Development Committee

Chairman: Mrs. Kathleen SENDALL*

Mrs. Agnès LEMARCHAND*
Mr. Daniel VALOT
Mr. Terence YOUNG*

* *Independent Directors*

CORPORATE COMMITTEE

Mr. Jean-Georges MALCOR

Chief Executive Officer

Mr. Stéphane-Paul FRYDMAN

Corporate Officer,
Senior Executive Vice President
Finance Function

Mr. Pascal ROUILLER

Corporate Officer,
Senior Executive Vice President
Equipment Division

Mr. Benoît RIBADEAU-DUMAS

Senior Executive Vice President
Acquisition Division

Mrs. Sophie ZURQUIYAH

Senior Executive Vice President
Geology, Geophysics & Reservoir Division



From the left to the right, and from the top to the bottom:
Pascal Rouiller, Benoît Ribadeau-Dumas, Stéphane-Paul Frydman,
Sophie Zurquiyah, Jean-Georges Malcor

AUDITORS

Statutory Auditors

Ernst & Young et Autres

Tour First – 1 place des Saisons
TSA 14444
92037 Paris La Défense Cedex
Represented by Mr. Pierre Jouanne and
Mr. Laurent Vitse

Mazars

61, rue Henri Regnault
92400 Courbevoie
Represented by Mr. Jean-Luc Barlet

Alternate Auditors

Auditex

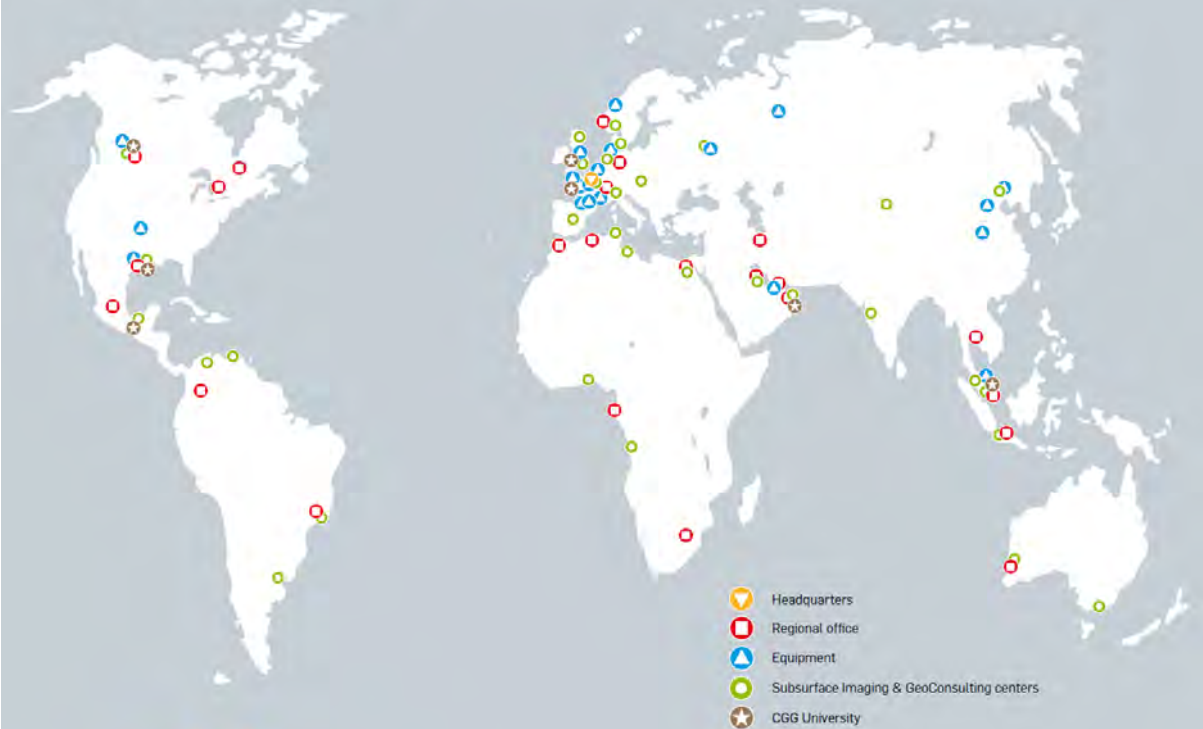
Tour First – 1 place des Saisons
TSA 14444
92037 Paris La Défense Cedex

Mr. Patrick de Cambourg

1, rue André Colledaboef
75016 Paris

THE CGG GROUP WORLDWIDE

CGG is a truly global group with strong local roots. With over 70 locations worldwide, CGG works closely with its clients to bring them the industry's most innovative technologies and the highest level of expertise to meet their business needs.



Over **80**-year
tradition of pioneering

9,700 staff
working in over 70 locations worldwide

650 employees
dedicated to R&D

40 worldwide
Subsurface Imaging centers

20 GeoConsulting
centers around the world

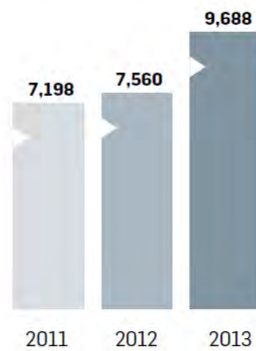
KEY FIGURES OF THE 2013 FISCAL YEAR

In 2013, the Group's total revenue was \$3.766 billion, up 10% on 2012. Group revenue breaks down to 22.2% from the Equipment Division, 43.4% from the Acquisition Division and 34.4% from the GGR Division.

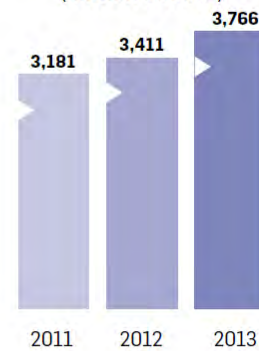
In a contrasting year with deteriorating market conditions in the 2nd semester, CGG businesses proved resilient. CGG's successful integration of Fugro's Geoscience activities reinforces the Group in a profitable and high-growth market segment.

Cash flow from operations: \$908m

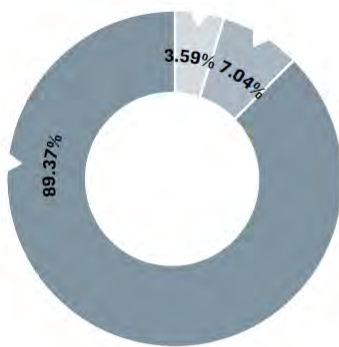
NUMBER OF EMPLOYEES



CONSOLIDATED OPERATING REVENUE (million dollars)

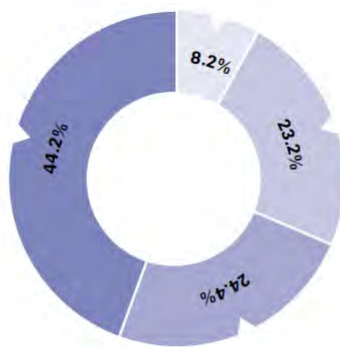


SHAREHOLDER STRUCTURE



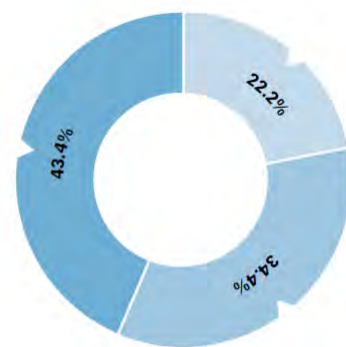
- 3.59% IFP
- 7.04% BPI
- 89.37% Floating USA/Europe

OPERATING REVENUE BY REGION



- 8.2% Latin America
- 23.2% North America
- 24.4% Asia Pacific
- 44.2% Europe, Africa & Middle East

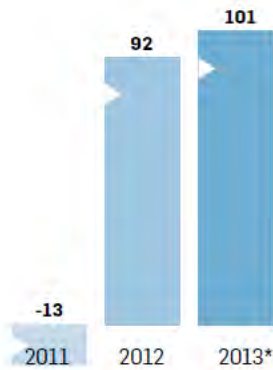
REVENUE BY DIVISION



- 22.2% Equipment
- 34.4% GGR
- 43.4% Acquisition

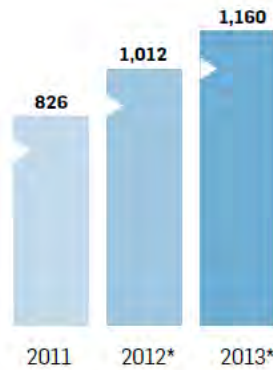
KEY FIGURES OF THE 2013 FISCAL YEAR

NET INCOME
(million dollars)



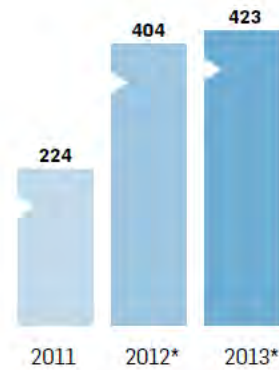
* Before impairment & write-off.

EBITDAS
(million dollars)



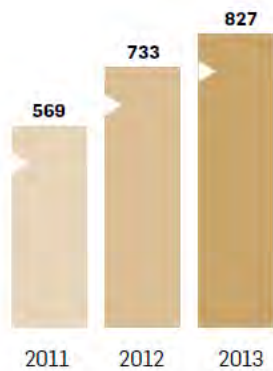
* Before NRFI (Non Recurring Items linked to Fugro).

EBIT
(million dollars)



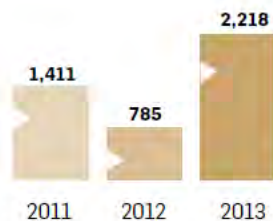
* Before NRFI & impairment & write-off.

CAPITAL EXPENDITURE
(million dollars)

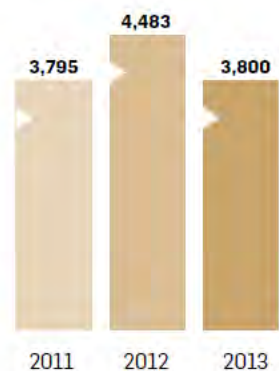


NET DEBT TO EQUITY RATIO: 58% IN 2013

Net debt
(million dollars)



Equity
(million dollars)



SIGNIFICANT EVENTS OF THE 2013 FISCAL YEAR

CLOSING OF THE ACQUISITION OF FUGRO GEOSCIENCE DIVISION

Pursuant to the terms of a Sale and Purchase Agreement (the “SPA”) between the Company and Fugro NV (“Fugro”) dated September 24, 2012, we agreed to acquire (the “Acquisition”) most of the Geoscience Division of Fugro, i.e.:

- Fugro-Geoteam (specializing in marine streamer seismic data acquisition);
- Fugro Seismic Imaging (specializing in seismic data processing services);
- Fugro Geophysical and Geological Services (specializing in geographical exploration services);
- De Regt Marine Cables (specializing in high-end cables and umbilicals),
- as well as all related entities and assets, but excluding Fugro’s multi-client library and ocean bottom nodes (“OBN”) activity (the acquired activities are referred to herein as the “Geoscience Division”).

The Parties have also agreed to establish certain strategic partnerships, in particular, to:

- Establish a joint venture with Fugro, Seabed Geosolutions BV, to which Fugro would contribute its OBN activity and we would contribute our shallow water, ocean bottom cable (“OBC”) and OBN activities (the “Seabed JV”); and
- Enter into certain commercial agreements with Fugro, including (i) a non-exclusive selling and marketing agreement with respect to Fugro’s multi-client library, (ii) a technological and commercial agreement providing reciprocal preferred supplier status and (iii) a transitional services

agreement (together, the “Commercial Agreements”).

On January 31, 2013, we completed the Acquisition with the exception of the Airborne activity and certain minor assets for which the acquisition took place on September 2, 2013, upon obtaining the main administrative authorizations.

The total purchase price amounted to US\$1,572 million, leading to a goodwill of US\$721 million.

This transaction was financed with the net proceeds of a €414 million capital increase by way of a rights issue that we conducted in October 2012, with the net proceeds of the €360 million convertible bonds that we issued in November 2012, and with a vendor loan from Fugro which was agreed upon to achieve a rapid closing. This vendor loan amounted to €125 million at the closing date, and was extended to €225 million upon the effective acquisition of the Airborne activity.

As of December 31, 2013, we paid a total net consideration of US\$933 million for the whole Fugro transaction, after final adjustments, notably for actual levels of working capital, indebtedness and cash position. Moreover, half of the vendor loan is repaid.

Based on the financial information related to entities we acquired (Fugro Geoscience Division, excluding multi-client surveys), the Group operating revenues would have been US\$3,875.8 million if the acquisition had taken place on January 1, 2013. The impact on the net income (loss) would have been not significant.

GROUP ORGANIZATION

Until February 1, 2013, we organized ourselves and presented our financial results on the basis of 2 segments: Geophysical Services and Geophysical Equipment. As a result of the acquisition of Fugro Geoscience Division in January 31, 2013, we changed our organization, as well as the way management measures our performance. Since February 1, 2013, we have been organized in 3 divisions, which we also used

as segments for our financial reporting. These segments are:

Acquisition, which comprises the following business lines:

- Marine: offshore seismic data acquisition that we undertake either on behalf of a specific client, or for our Multi-Client Business Line (internal activity);

SIGNIFICANT EVENTS OF THE 2013 FISCAL YEAR

— Land and Airborne: other seismic data acquisition that we undertake either on behalf of a specific client, or for our Multi-Client Business Line (internal activity).

Geology, Geophysics & Reservoir (“GGR”). This operating segment comprises the Multi-Client Business Line (development and management of seismic surveys that we undertake and license to a number of clients on a non-exclusive basis) and the Subsurface Imaging and Reservoir Business Line (processing and imaging of geophysical data, reservoir characterization, geophysical consulting and software services, geological data library and data management solutions). Both business lines regularly combine their offers, generating overall synergies between their respective activities.

Equipment, which comprises manufacturing and sales of seismic equipment used for data acquisition, both on land and marine. We carry out the activity in the Equipment segment through our subsidiary Sercel.

Financial information by segment is reported in accordance with our internal reporting system to our chief operating decision maker, which uses it to manage and measure our performance.

In 2013, in addition to our reorganization into 3 segments, we also changed our main performance indicator from operating income to earnings before interest and tax (“EBIT”). We define EBIT as operating income plus our share of income from companies accounted for under the equity method. Management uses EBIT as a performance indicator because we believe it captures the contribution to our results of the significant businesses that we manage through our joint ventures.

Prior period segment disclosure has been restated to reflect the new segments.

CREATION OF THE SEABED GEOSOLUTIONS BV JOINT VENTURE

On February 16, 2013, we and Fugro launched the joint venture Seabed Geosolutions BV (the “Seabed JV”), in which we hold a 40% stake and Fugro holds the

other 60%. We have accounted for the Seabed JV using the equity method since then.

CREATION OF A SHIP MANAGEMENT JOINT VENTURE WITH LOUIS DREYFUS ARMATEURS GROUP (LDA)

On April 16, 2013, we and LDA created a ship management joint venture, Geofield Ship Management Services SAS, in which we each own 50%. The new joint venture provides

maritime ship management services for CGG’s high-capacity 3D seismic vessels. We have accounted for this entity using the equity method since then.

CHANGE OF GROUP AND COMPANY NAME

Further to the change of the Group’s brand, from “CGGVeritas” to “CGG” following the acquisition of Fugro Geoscience Division on January 31, 2013, the Combined General

Meeting held on May 3, 2013 approved the change of the holding company name from “Compagnie Générale de Géophysique – Veritas” to “CGG”.

PURCHASE OPTION OVER GEOMAR WITH LOUIS DREYFUS ARMATEURS GROUP (LDA)

On November 27, 2013, we agreed with LDA to exercise a purchase option on the shares held by LDA in Geomar, the company owning the *CGG Alizé* vessel. This purchase was effective on April 1, 2014.

This transaction has no impact on the consolidation method of this subsidiary which remains fully consolidated. The change of ownership interests has been accounted as an equity transaction as of December 31, 2013.

SIGNIFICANT EVENTS OF THE 2013 FISCAL YEAR

FRAMEWORK AGREEMENT WITH INDUSTRIALIZATION & ENERGY SERVICES COMPANY (TAQA)

On December 31, 2013, we and TAQA signed a Framework Agreement that strengthens and extends our historical and long-term partnership in the Middle East.

CGG and TAQA are currently shareholders of two joint ventures in the Middle East: the first, Argas, is a Saudi company established in 1966, covering geophysical activities in the Kingdom of Saudi Arabia, of which TAQA owns 51% and CGG owns 49%; the second, Ardiseis FZCO, is a company established in 2006 in Dubai, covering land and shallow water data acquisition activities in the rest of the Middle East, of which CGG owns 51% and TAQA 49%. Through the Framework

Agreement, Argas will become the sole shareholder of Ardiseis FZCO, with Argas and Ardiseis FZCO pooling all their resources to create a more efficient and powerful combined Argas Group. The new Argas group will have a stronger capital base, cover a larger business scope, and will be 51% owned by TAQA and 49% owned by CGG.

In relation with this agreement, net assets of Ardiseis FZCO have been reclassified in Assets held for sales for an amount of US\$22 million.

FINANCIAL RESULTS OF CGG SA OVER THE PAST 5 YEARS

In euros	2009	2010	2011	2012	2013
I — Financial position at year-end					
a) Capital stock	60,458,638	60,602,443	60,744,773	70,556,890	70,756,346
b) Number of shares outstanding	151,146,594	151,506,109	151,861,932	176,392,225	176,890,866
c) Maximal number of shares resulting from convertible bonds	None	None	None	None	None
d) Equity	1,713,508,494	1,941,004,513	2,500,504,944	3,055,018,985	2,392,170,912
II — Earnings					
a) Sales net of sales tax	11,563,187	10,901,400	10,532,594	78,050,986	83,453,121
b) Earnings before taxes, employee profit sharing, depreciation & reserves	52,600,749	170,640,435	552,459,666	63,067,618	92,708,863
c) Employee profit sharing	—	—	—	—	—
d) Income taxes	6,119,465	(17,302,801)	(32,673,568)	(38,921,264)	(19,662,650)
e) Income after taxes, employee profit sharing, depreciation & reserves	(220,452,643)	225,424,526	557,170,625	149,612,368	(663,879,383)
f) Dividends	—	—	—	—	—
III — Earnings per share					
a) Earnings after taxes and profit sharing but before depreciation and provisions	0.31	1.24	3.85	0.58	0.64
b) Earnings after taxes, depreciation and provisions	(1.46)	1.49	3.67	0.85	(3.75)
c) Net dividend per share	—	—	—	—	—
IV — Personnel					
a) Average number of employees	40	39	36	36	40
b) Total Payroll	4,926,323	6,539,847	10,132,120	6,651,660	6,488,564
c) Employee benefits (social security, etc.)	1,862,205	3,129,785	4,486,883	2,799,497	3,089,229

AGENDA OF THE ANNUAL ORDINARY GENERAL MEETING

- ✓ Report of the Board of Directors and Auditors' reports, and approval of the statutory accounts of the Company for fiscal year 2013;
- ✓ Allocation of earnings;
- ✓ Deduction from the share premium account of the amount necessary to bring the carry forward account to zero;
- ✓ Approval of the consolidated financial statements for fiscal year 2013;
- ✓ Renewal of the term of Mr. Rémi DORVAL as Director;
- ✓ Renewal of the term of Mrs. Kathleen SENDALL as Director;
- ✓ Allocation of Directors' fees for fiscal year 2014;
- ✓ Delegation of powers and authority to the Board of Directors to trade in Company's shares;
- ✓ Approval of the financial related-party agreements falling within the scope of section L.225-38 of the French Commercial Code;
- ✓ Approval of the related-party agreements in relation with the compensation of the Senior Executive Officers ("*mandataires sociaux*"), falling within the scope of section L.225-38 of the French Commercial Code;
- ✓ Advisory vote on the elements of compensation due or granted for the 2013 financial year to Mr. Robert BRUNCK, Chairman of the Board of Directors;
- ✓ Advisory vote on the elements of compensation due or granted for the 2013 financial year to Mr. Jean-Georges MALCOR, Chief Executive Officer;
- ✓ Advisory vote on the elements of compensation due or granted for the 2013 financial year to Messrs. Stéphane-Paul FRYDMAN and Pascal ROUILLER, Corporate Officers (*Directeurs Généraux Délégués*);
- ✓ Powers for publicity formalities.

The notice of meeting including the draft resolutions submitted to this General Meeting was published in the French *Bulletin des Annonces Légales Obligatoires* dated April 28, 2014, n°51.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO
SHAREHOLDERS' APPROVAL

APPROVAL OF THE 2013 FINANCIAL STATEMENTS OF THE MOTHER COMPANY CGG SA

The purpose of the **1st resolution** is to approve the financial statements of CGG SA for the fiscal year ended December 31, 2013. The annual financial statements for the fiscal year ended 2013 together with their appendixes and the annual management report included in the report on form 20-F (on the Company's website at www.cgg.com and available at the registered office of the Company on request) were approved by the Board of Directors on February 26, 2014 pursuant to article L.232-1 of the French Commercial Code.

The CGG Group consists of a mother company, CGG SA and its operational subsidiaries. Apart from determining the Group strategy and policies, the scope of activity of the mother company is mostly

focused on the operational and financial organization at the Group level and the holding the operational subsidiaries and controlling them (a pure holding company role).

The operating result for fiscal year 2013 is a loss amounting to €663,879,382.95, mainly due to an extraordinary loss of €776 million related to the full depreciation of CGG Services SA shares for €780 million following the write-offs related to certain vessels and as a consequence of the 25% fleet downsizing plan.

The annual accounts of the Company are further developed in Item 5 of the of the 20-F form.

ALLOCATION OF RESULTS OF THE MOTHER COMPANY CGG SA

The purpose of the **2nd resolution** is to allocate the 2013 loss of CGG SA indicated in the 1st resolution. We propose to allocate this loss of €663,879,382.95 to the carry forward account, which will amount to €(58,702,315.34) after such allocation.

Pursuant to section 243bis of the French *Code Général des Impôts*, we remind you that no distribution of dividends has taken place of the last 3 fiscal years.

DEDUCTION FROM THE SHARE PREMIUM ACCOUNT OF THE AMOUNT NECESSARY TO BRING THE
CARRY FORWARD ACCOUNT TO ZERO

The purpose of the **3rd resolution** is to set the negative carry forward account resulting from the second resolution to zero, by deducting an

amount of €58,702,315.34 from the share premium account.

APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS OF THE CGG GROUP

The purpose of the **4th resolution** is to approve the CGG Group's consolidated financial statements for 2013, which show a net loss of US\$691.2 million. The consolidated financial statements for the fiscal year ended 2013 together with their appendixes and the annual management report included in our report on form 20-F were approved by the Board of Directors on February 26, 2014 pursuant to article L.232-1 of the French Commercial Code.

This net loss is the result of the following main items:

- (i) an asset impairment and write-off for a total of US\$721 million in Marine due to our 25% fleet downsizing plan and the change of market outlook (US\$582 million), and, in part to a vessel fair value revaluation to reflect future utilization mode (US\$139 million) and goodwill impairment;
- (ii) an asset impairment and write-off for a total of US\$79 million as a consequence of overall more difficult Land market conditions.

The consolidated accounts of the Group are further developed in Item 5 of our report on form 20-F.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO
SHAREHOLDERS' APPROVAL

RENEWAL OF DIRECTORS' TERM OF OFFICE

The purpose of the **5th resolution** is to renew the term of office of Mr. Rémi DORVAL.

Mr. DORVAL was appointed for the first time on March 5, 2005. He is also a Member of the Audit committee, a Member of the Technology Committee and Chairman of the Appointment and Remuneration Committee. Besides, on March 26, 2014, the Board of Directors decided that, subject to the renewal of his term of office by this shareholders' meeting, Mr. Rémi Dorval would be appointed as Chairman of the Board, for a period of 2 years starting from the end of this Shareholders' meeting until the 2016 shareholders' meeting. This period has been set in accordance with our articles of association which provides that "the Chairman's office comes to an end at the latest after the annual Ordinary Shareholders' Meeting following the date on which he reaches the age of 65. However, the Board of Directors may further extend the office of the Chairman, once or several times for a total period not to exceed 3 years.". As of the date of this report, Mr. Dorval held 5,980 shares of the Company.

During its meeting of February 26, 2014, the Board of Directors confirmed that, pursuant to the AFEP-MEDEF code of corporate governance for listed companies, Mr. DORVAL did not maintain any relationship with the Company, its Group or management which could impair his freedom of judgment and therefore qualified as independent director.

The Board of Directors submits to the general meeting the renewal of the term of Mr. DORVAL for a 4-year period.

The credential of Mr. Rémi DORVAL is detailed hereafter.

Mr. Rémi DORVAL was born on March 10, 1951.

He is a graduate of the *Ecole Centrale de Paris*, the *Institut d'Etudes Politiques* and the *Ecole Nationale d'Administration*. He served as a civil Board member of the *Direction des Hydrocarbures* of the Industry Ministry from 1979 to 1984 and a civil Board member of the *Direction du Trésor* of the Economy and

Finance Ministry from 1984 to 1986. Between 1986 and 1990, he was successively, within the International Bank of Western Africa, General Manager of the US Branch in New-York, then Managing Director of a subsidiary in Gabon and Executive Vice-President, in charge of Treasury, Financial Markets Department and Asset Management. From 1990 to 1997, he was a Board member and Chief Executive Officer of the Solétanche Bachy group, in charge of oil services activities, Vice-Chairman of the Board, and then CEO of FORASOL-FORAMER. Mr. Rémi DORVAL had also been President and Chief Executive Officer of Solétanche-Bachy France from 1997 to 2010. As of December 31, 2013, he was Executive Vice President of VINCI.

The other positions held by Mr. DORVAL as of December 31, 2013 were as follows:

Positions within the Group: None
Positions held in other companies:
French companies and institutions:

- Executive Vice President of VINCI (a company listed on Euronext Paris)
- Chairman of La Fabrique de la Cité

The purpose of the **6th resolution** is to renew the term of office of Mrs. Kathleen SENDALL.

Mrs. SENDALL was appointed for the first time on May 5, 2010. She is also Chairman of the Health, Safety and Environment/Sustainable Development Committee and a Member of the Technology Committee. As of the date of this report, Mrs. SENDALL held 500 ADS of the Company.

During its meeting of February 26, 2014, the Board of Directors confirmed that, pursuant to the AFEP-MEDEF code of corporate governance for listed companies, Mrs. SENDALL did not maintain any relationship with the Company, its Group or management which could impair her freedom of judgment and therefore qualified as independent director.

The Board of Directors submits to the general meeting the renewal of the term of Mrs. SENDALL for a 4-year period.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO
SHAREHOLDERS' APPROVAL

The credential of Mrs. Kathleen SENDALL is detailed hereafter.

Mrs. SENDALL was born on March 26, 1953.

She is a mechanical engineering graduate of Queen's University (Ontario), holds an Honorary Doctorate from the University of Calgary and is a graduate of the Western Executive Program. She began her career as a junior process engineer for Petro-Canada in 1978, and then was a project engineer for compressor station design and construction at Nova, an Alberta corporation for two years. Mrs. Sendall held various positions within Petro-Canada between 1984 and 1996. From 1996 to 2000, she was Vice President Engineering & Technology, and was Vice President, Western Canada Development & Operations until 2002. Mrs. Sendall was appointed Senior Vice President, North American Natural Gas of Petro-Canada from 2002 to 2009. She was also a Governor on the Board of Governors of the University of Calgary until 2010 and Governor and Chair of the Board of the Canadian Association of Petroleum Producers. Mrs. Sendall is a member of the Association of Professional Engineers and Geoscientists of Alberta (APEGA). Mrs. Sendall was invested as a member of the Order of Canada in 2011 and was awarded the Queen's Jubilee Medal in 2012.

The other positions held by Mrs. SENDALL as of December 31, 2013 were as follows:

Positions within the Group: None
Positions held in other companies:
Foreign companies and institutions:

- Director and Vice-Chairman of Alberta Innovates - Energy & Environment Solutions (Canada)
- Director of ENMAX (Canada)
- Director of the Ernest C. Manning Awards Foundation (Canada)
- Member of the Advisory Board of Hatch (Canada)

If these 2 renewals are approved by the General Meeting, the Board of Directors will consist of 12 members out of which 7 are independent:

- Robert Brunck,
- Jean-Georges Malcor,
- Olivier Appert,
- Loren Carroll (independent director),
- Rémi Dorval (independent director),
- Agnès Lemarchand (independent director),
- Gilberte Lombard (independent director),
- Hilde Myrberg (independent director),
- Kathleen Sendall (independent director),
- Robert Semmens,
- Daniel Valot,
- Terence Young (independent director).

DIRECTORS' COMPENSATION

The purpose of the **7th resolution** is to approve the amount of Directors' fees for fiscal year 2014. The Board of Directors is requesting the shareholders to increase these fees from €730,000 to €800,000. This increase is justified by the fact that until now only 10 out of 12 Board members were paid with Directors' fees. Mr. Brunck and Mr. Malcor were not receiving any.

Although this will remain the case for Mr. Malcor, Mr. Brunck leaving his position as Chairman, will remain a Director of the Company and as such will be entitled to receive Directors' fees for the 6 remaining months of 2014. This situation therefore leads to an increase of the fees' amount to take into account the increase of the number of beneficiaries on an annual basis. This new

envelope of Directors' fees will not be fully used over the 2014 fiscal year, as this new amount will apply for 6 months only.

This amount of €800,000 includes €120,000 as a special allocation to Directors that are residing out of France and €30,000 for the Audit committee members.

On March 26, 2014, the Board of Directors decided to revise the allocation method of the Directors' fees to take into account the new provision of the AFEP-MEDEF Code which specifies that the variable part of the directors' fees must prevail. The Board therefore decided that starting 2014, Directors' fees would be based for 2/3 on presence and 1/3 on function.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO SHAREHOLDERS' APPROVAL

Finally, the Board also decided that each Director would have to hold 5,000 shares of the Company which corresponds, in average, to an investment of one year of Director's fees. Our Directors will have to comply within this rule within a period of 2 years.

The gross amount of Directors' fees paid to each of our Directors in 2013 and 2012 is indicated in Item 6 of our report on form 20-F "Directors' compensation".

SHARE BUYBACK PROGRAM

The purpose of the **8th resolution** is to authorize the Board of Directors to purchase a maximum number of shares up to 10% of the total number of shares comprising the outstanding share capital (i.e. for information purposes 16,889,086 shares to be purchased on the date of the last registered capital on December 31, 2013, taking into account the 800,000 shares already held by the Company on that date). This authorization would cancel and supersede the authorization previously given by the General Meeting of May 3, 2013, and would be granted for an 18-month period. The maximum purchase price is set at €40 and is identical to the purchase price of the authorization granted on May 3, 2013. It will not be possible to use this authorization during a take-over bid.

The main objectives of the share buy-back program are the following:

- to support liquidity of our shares through a liquidity contract entered into with an investment service provider in compliance with the Code of Practice of the French *Autorité des Marchés Financiers*;
- to deliver shares in the scope of securities giving access, immediately or in the future, to shares by redemption, conversion, exchange, presentation of a warrant or by any other means;
- to deliver, immediately or in the future, shares in exchange in the scope of external growth within the limit of 5% of the share capital;
- to allocate shares to employees and officers of the Company affiliated companies within the meaning of article L.225-180 of the French Commercial

Code, especially in the scope of options to purchase shares of the Company;

- to deliver shares for no consideration to employees and senior executive officers, including in the framework of employee shareholding plans. These annual plans would not represent more than 0.22% of the Company's share capital for all employees or more than 0.02% of the Company's share capital for the members of the Corporate Committee (including the senior executive officers). These non-dilutive plans would be subject to cumulative presence and performance conditions evaluated over a 3-year period, without any intermediary vesting period. These performance plans will rely in particular on one objective linked to the return on capital employed and one linked to the balance sheet structure. These shares will not be allocated under the specific regime provided for by section L.225-197-1 of the French Commercial Code. This is motivated by the fact that we want to put in place a global and harmonized long term remuneration policy (alignment of French and non-French beneficiaries) and favor an alignment with the interest of the shareholders. Since 2006, the Group has largely developed internationally (see Item 4 of our report on form 20-F, on the Company's website at www.cgg.com and available at the registered office of the Company on request);
- to cancel the shares through a capital reduction, subject to a decision of, or an authorization, by the extraordinary general meeting.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO
SHAREHOLDERS' APPROVAL

RELATED PARTY AGREEMENTS

The **9th resolution** deals with the financial agreements falling into the scope of the article L. 225-38 of the French Commercial Code on related party agreements, entered into between January 1, 2013 and December 31, 2013. The purpose of this resolution is to approve these new agreements and the statutory auditors' special report (on the Company's website at www.cgg.com and available at the registered office of the Company on request) related to them. These agreements are mostly related to the financing of the acquisition of the Fugro Geoscience Division.

1. Loan agreement with Fugro N.V. for up to €335 million guaranteed by the Group entities which are guarantors [currently or in the future] under the 9½% Senior Notes due 2016", "7¾% Senior Notes due 2017" and "6½% Senior Notes due 2021"

The 2 Corporate Officers of the Company are concerned by this transaction since:

- o Stéphane-Paul Frydman is also a Director of CGGVeritas Holding (US) Inc. ; and
- o Pascal Rouiller is Chairman of the Board of Sercel Australia Pty. Ltd, Director and President of Sercel Canada Ltd., Director and CEO of Sercel Inc. and Vice-President of Sercel-GRC Corp.

This loan agreement was signed on January 31, 2013 and ratified by the Combined General Meeting held on May 3, 2013.

2. Warrant agreement between Fugro Consultant International, CGG Veritas SA and Seabed Geosolutions B.V.

The agreement provides for the issue of a warrant to Fugro which would entitle Fugro to subscribe new shares of Seabed Geosolutions B.V. (and as result dilute the shareholding interest of CGG Veritas SA in Seabed Geosolutions BV). This right will only be exercisable by Fugro in case of an event of default under the loan agreement referred to in item 1 above.

Jean-Georges Malcor, Chief Executive Officer of the Company is concerned by this

agreement since he is also a Director of Seabed Geosolutions B.V.

This agreement was signed on February 16, 2013 and ratified by the Combined General Meeting held on May 3, 2013.

3. Contribution of the shares held by CGGVeritas SA in CGGVeritas Services (Norway) AS to Seabed Geosolutions B.V.

Jean-Georges Malcor, Chief Executive Officer of the Company is concerned by this agreement since he is also a Director of Seabed Geosolutions B.V.

This contribution agreement was signed on February 16, 2013 and ratified by the Combined General Meeting held on May 3, 2013.

4. Amendment to the loan agreement with Fugro N.V.

The 2 Corporate Officers of the Company are concerned by this transaction since:

- o Stéphane-Paul Frydman is also a Director of CGGVeritas Holding (U.S.) Inc. ; and
- o Pascal Rouiller is Chairman of the Board of Sercel Australia Pty. Ltd, Director and President of Sercel Canada Ltd., Director and CEO of Sercel Inc. and Vice-President of Sercel-GRC Corp.

This agreement was signed on March 15, 2013 and ratified by the Combined General Meeting held on May 3, 2013.

5. Confirmation letter issued by Seabed Geosolutions B.V. for the benefit of its associates in the scope of the Amendment to the loan agreement (see item 4 above) in order to confirm that the amendment to this loan agreement does not affect the Warrant agreement presented in item 2 above.

Jean-Georges Malcor, Chief Executive Officer of the Company is concerned by this agreement since he is also a Director of Seabed Geosolutions B.V.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO
SHAREHOLDERS' APPROVAL

6. US credit agreement for US\$165 million between the Company, CGG Holding (U.S.) Inc. and certain lenders and other related agreements

These agreements are the following:

- The credit agreement executed on July 18, 2013;
- The guarantee agreement executed on July 18, 2013 pursuant to which the Company and certain of its subsidiaries that are already guarantors under the Senior Notes issued by the Company shall guarantee the obligations of the Company, CGG Holding (U.S.) Inc. and the other debtors;
- The pledges on the shares of other subsidiaries of the Group.

The 2 Corporate Officers of the Company are concerned by this transaction since:

- o Stéphane-Paul Frydman is also a Director of CGG Holding (U.S.) Inc. ; and
- o Pascal Rouiller is Director and CEO of Sercel Inc. and Vice-President of Sercel-GRC Corp.

7. French credit agreement for US\$325 million between the Company, CGG Holding (U.S.) Inc. and the other debtors.

These agreements are the following:

- The credit agreement executed on July 31, 2013;

- The guarantee agreement pursuant to which the Company and certain of its subsidiaries that are already guarantors under the Senior Notes issued by the Company shall guarantee the obligations of the Company, CGG Holding (U.S.) Inc. and the other debtors;
- The pledges on the shares of other subsidiaries of the Group;
- The intercreditor agreement;
- The amendment to the US credit agreement presented in item 6 above. The principle object of which is to align certain clauses of the US Credit Agreement with the French Credit Agreement.

The 2 Corporate Officers of the Company are concerned by this transaction since:

- o Stéphane-Paul. Frydman is also a Director of CGG Holding (U.S.) Inc. ; and
- o Pascal Rouiller is Director and CEO of Sercel Inc. and Vice-President of Sercel-GRC Corp.

The **10th resolution** deals with the agreements related to the senior executive officers' ("*mandataires sociaux*") compensation, falling into the scope of the section L. 225-38 of the French Commercial Code as mentioned in the statutory auditors' special report (on the Company's website at www.cgg.com and available at the registered office of the Company on request) and previously approved by the General Meeting but which were still effective in 2013. The purpose of this resolution is to approve the statutory auditors' special report.

ADVISORY VOTE ON THE ELEMENTS OF COMPENSATION DUE OR GRANTED FOR THE 2013
FINANCIAL YEAR TO SENIOR EXECUTIVE OFFICERS (*MANDATAIRES SOCIAUX*)

In the **11th, 12th and 13th resolutions**, we propose an advisory vote to the shareholders on the elements of compensation due or granted for the 2013 financial year to our senior executive officers (*mandataires sociaux*), i.e.:

- Mr. Robert BRUNCK, Chairman of the Board of Directors,
- Mr. Jean-Georges MALCOR, Chief Executive Officer, and

- Messrs. Stéphane-Paul FRYDMAN and Pascal ROUILLER, Corporate Officers (*Directeurs Généraux Délégués*).

A detailed description of the senior executive officers' compensation is provided for in Item 6 "Compensation" of our report on form 20-F.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO SHAREHOLDERS' APPROVAL

The **11th resolution** relates to the elements of compensation due or granted for the 2013 financial year to **Mr. Robert BRUNCK, Chairman of the Board of Directors**:

Remuneration components due or granted for the fiscal year	Amounts submitted to the vote	Presentation
Fixed remuneration	€275,000	The fixed remuneration of Mr. BRUNCK for fiscal year 2013 was determined by the Board of Directors on March 20, 2013. It is unchanged since 2012.
Annual variable remuneration	NA	Mr. BRUNCK does not receive any variable remuneration.
Deferred annual variable remuneration	NA	Mr. BRUNCK does not receive any deferred annual variable remuneration.
Multi-annual variable remuneration	NA	Mr. BRUNCK does not receive any multi-annual variable remuneration.
Exceptional compensation	NA	Mr. BRUNCK does not receive any exceptional compensation.
Value of options / performance shares granted during the fiscal year	NA	Mr. BRUNCK has not been allocated any stock-options since 2012
	Performance shares	The Board of Directors held a meeting on February 27, 2013 where it noted that, for the plan of March 24, 2011, the condition for the achievement of the EBITDA for the Services sector had been met up to 85%, the condition for the achievement of the EBITDA for the Equipment sector had been met up to 108%, and the condition for the achievement of the EBITDA for the Group had been met up to 92%. Mr. BRUNCK was thus allocated 12,423 shares under this plan, i.e. 0.007% of the share capital.
Directors' fees	NA	Mr. BRUNCK does not receive any Directors' fees.
Value of benefits in kind	€10,440	Mr. BRUNCK benefits from a company's car. This benefit was approved on March 20, 2013.

Remuneration components due or granted for the fiscal year that are or were submitted to a vote during a General Meeting as part of the Agreements and Commitments approvals	Amounts submitted to the vote	Presentation
Severance pay	NA	Mr. BRUNCK does not benefit from any severance agreement.
Non-compete clause	NA	Mr. BRUNCK does not benefit from any non-compete agreement.
General benefits plan	NA	On June 30, 2010, the Board of Directors approved, in accordance with procedures applicable to related party agreements and provided for by section L.225-38 et seq. of the French Commercial Code, the extension to Mr. BRUNCK of the benefit of the Group's general benefits plan applicable to all employees. This agreement was ratified by the General Meeting held on May 4, 2011.
Supplementary pension plan	NA	Mr. BRUNCK is already retired.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO SHAREHOLDERS' APPROVAL

The **12th resolution** relates to the elements of compensation due or granted for the 2013 financial year to **Mr. Jean-Georges MALCOR, Chief Executive Officer**:

Remuneration components due or granted for the fiscal year	Amounts submitted to the vote	Presentation
Fixed remuneration	€630,000	The fixed remuneration of Mr. MALCOR for fiscal year 2013 was determined by the Board of Directors on March 20, 2013. It was previously €600,000 in 2011 et 2012.
Annual variable remuneration	€257,040	<p>The annual variable remuneration of Mr. MALCOR is based on the achievement of individual objectives (accounting for 1/3 of the variable compensation) and financial objectives (accounting for 2/3 of the variable compensation). His target amount is set as 100% of his fixed compensation.</p> <p>For 2013 :</p> <ul style="list-style-type: none"> - The financial objectives were related to net earnings per share (25% weighting), Group free cash flow (15% weighting), Group external revenues (20% weighting), Group EBIT (20% weighting) and EBITDA minus tangible and intangible investments made in the course of the fiscal year (20% weighting); - The individual objectives were related to Group governance, integration of Fugro Geoscience Division, relations with our major customers, relations with our shareholders and financial community, our promotion and development in the industry, operational performance and human resources. <p>On March 26, 2014, based on the achievement of the hereinabove qualitative and quantitative targets and the final 2013 results, the Board of Directors set this variable remuneration at €257,040. This corresponds to an overall achievement rate of 41% of the target amount of the variable remuneration.</p>
Deferred annual variable remuneration	NA	Mr. MALCOR does not receive any deferred annual variable remuneration.
Multi-annual variable remuneration	Performance units value : €462,000 (IFRS value)	<p>On June 24, 2013, the Board of Directors of the Company, upon the Appointment-Remuneration Committee's proposal, implemented a multi-annual bonus system in the form of performance units, replacing the performance shares plans with a twofold objective:</p> <ul style="list-style-type: none"> - Implement a globally harmonized remuneration mechanism consistent with the growing internalization of our Group, - Establish a closer link between the remuneration of the main senior executives and the share price performance and the economic performance of the Group taken as a whole on a mid-term basis (3 years). <p>The performance units vest upon the expiry of a 3-year period from the allocation date subject to a presence condition in the Group at the time of vesting and achievement of certain performance conditions. These performance conditions are based on the achievement of Group objectives related to the return on capital employed and balance sheet structure along with achievement of Divisions' financial objectives aligned with the Group strategic orientations over a 3-year period.</p> <p>The number of vested 2013 performance units is based on achievement of the Group objectives up to 60% of the global allocation. The balance is allocated based on the achievement of the Divisions' objectives.</p> <p>The valuation of each vested 2013 performance unit shall be equal to the average closing price of CGG shares on Euronext over the 5 trading days prior to the vesting date. The vested performance units will be paid half in cash and half in existing CGG shares.</p> <p>The Board of Directors allocated 27,500 performance units to Mr. MALCOR under this plan.</p>

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO SHAREHOLDERS' APPROVAL

Remuneration components due or granted for the fiscal year	Amounts submitted to the vote	Presentation
Exceptional compensation	NA	Mr. MALCOR does not receive any exceptional compensation.
Value of options / performance shares granted during the fiscal year	Stock-options : €810,000 (IFRS book value)	<p>On June 24, 2013, based on the 27th resolution of the shareholders' meeting held on May 3, 2013, the Board of Directors allocated 200,000 options to Mr. MALCOR, i.e. 0.11% of the share capital of the Company.</p> <p>The Board of Directors decided, in accordance with the provisions of the AFEP-MEDEF code that the rights to the options would be acquired in 3 batches during the first 4 years of the plan dated June 24, 2013 (50% of the options allocated in June 2015, 25% of the options allocated in June 2016 and 25% of the options allocated in June 2017) and that the acquisition of options would be subject to the following performance conditions:</p> <ul style="list-style-type: none"> - The average, over the 60 trading days preceding the date of allocation, of the ratio of the CGG ADS price over the PHLX Oil Service SectorSM (OSXSM) index shall equal at least 2/3 of the same average ratio over the same period of 60 trading days 3 years before the vesting date; - The average, over the 60 trading days preceding the date of allocation, of the ratio of the CGG share price over SBF 120 index shall equal at least 2/3 of the same average ratio over the same period of 60 trading days 3 years before the vesting date; - Over the vesting period, the market price of the CGG share shall have increased at least by 8% on an annual basis; - The Group results in average over a period of 3 years preceding the vesting date shall reach at least 90% of the average EBITDAS annual targets as determined by the Board of Directors. <p>The other conditions of the plan are disclosed in item 6 of our annual report on Form 20-F.</p>
	Performance shares	<p>The Board of Directors held a meeting on February 27, 2013 where it noted that, for the plan of March 24, 2011, the condition for the achievement of the EBITDA for the Services sector had been met up to 85%, the condition for the achievement of the EBITDA for the Equipment sector had been met up to 108%, and the condition for the achievement of the EBITDA for the Group had been met up to 92%.</p> <p>Mr. MALCOR was thus allocated 24,847 shares under this plan, i.e. 0.01% of the share capital.</p>
Directors' fees	NA	Mr. MALCOR does not receive any Directors' fees.
Value of benefits in kind	€11,880	Mr. MALCOR benefits from a company's car. This benefit was approved on March 20, 2013.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO SHAREHOLDERS' APPROVAL

Remuneration components due or granted for the fiscal year that are or were submitted to a vote during a General Meeting as part of the Agreements and Commitments approvals	Amounts submitted to the vote	Presentation
<p>Severance pay</p>	<p>No amount is to be paid for 2013 fiscal year</p>	<p>Mr. MALCOR benefits from a contractual termination indemnity only in case of a forced departure relating to a change of control or a change of strategy. Such indemnity shall be equal to the difference between:</p> <ul style="list-style-type: none"> (a) a gross amount of 200% of the gross fixed compensation paid by the Company to Mr. MALCOR during the 12-month period preceding his departure date, to which is added the annual average of the variable compensation paid by the Company to Mr. MALCOR over the 36-month period preceding his departure date (hereinafter "the Reference Annual Compensation"), and (b) any sum to which Mr. MALCOR may be entitled as a result of such termination, including any sums to be paid further to the application of his non-competition commitment. <p>The indemnity global amount shall not exceed 200% of the Reference Annual Compensation.</p> <p>Pursuant to article L.225-42-1 of the Commercial Code, the payment of the special termination indemnity referred to hereinabove shall remain subject to the achievement of the following performance conditions, related to the Company's performance:</p> <ul style="list-style-type: none"> - The average, calculated over the 60 trading days preceding the departure date, of the ratio of the CGG ADS price over the PHLX Oil Service SectorSM (OSXSM) index shall equal at least 2/3 of the same average ratio over the same 60-day period 4 years before the date on which Mr. MALCOR leaves the Group; - The average, calculated over the 60 trading days preceding the departure date, of the ratio of the CGG share price over the SBF 120 index shall equal at least 2/3 of the same average ratio over the same 60-day period 4 years before the date on which Mr. MALCOR leaves the Group; - The average margin rate of the Group EBITDAS over the 4 years preceding the date on which Mr. MALCOR leaves the Group shall be at least 25%. <p>Payment of the full amount of the special termination indemnity is subject to the fulfillment of 2 conditions out of 3. In case only 1 condition is fulfilled, then Mr. MALCOR will be entitled to receive only 50% of the said special termination indemnity.</p> <p>In accordance with section L. 225-42-1 of the French Commercial Code, this commitment was approved by the Board of Directors on May 10, 2012 and ratified by the General Meeting on May 3, 2013.</p>

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO SHAREHOLDERS' APPROVAL

Remuneration components due or granted for the fiscal year that are or were submitted to a vote during a General Meeting as part of the Agreements and Commitments approvals	Amounts submitted to the vote	Presentation
Non-compete clause	No amount is to be paid for 2013 fiscal year	<p>This non-compete agreement applies to any geophysical data acquisition, processing or interpretation services or the provision of equipment or products designed for the acquisition, processing or interpretation of geophysical data. Mr. MALCOR has agreed that he will not contribute to projects or activities in the same field as those in which he was involved at CGG for period of 18 months starting on the date on which he leaves the Group.</p> <p>In consideration for this undertaking, Mr. MALCOR will be entitled to receive compensation corresponding to 100% of his annual reference compensation as defined in the protection letters related to payment of the contractual indemnity in case of termination of his office.</p> <p>On June 30, 2010, the Board of Directors approved, in accordance with procedures applicable to related party agreements and provided for by section L.225-38 et seq. of the French Commercial Code, the signature of a non-compete agreement between the Company and Mr. MALCOR. This agreement was ratified by the General Meeting held on May 4, 2011.</p>
General benefits plan	No amount is to be paid for 2013 fiscal year	<p>On June 30, 2010, the Board of Directors approved, in accordance with procedures applicable to related party agreements and provided for by section L.225-38 et seq. of the French Commercial Code, the extension to Mr. MALCOR of the benefit of the Group's general benefits plan applicable to all employees. This agreement was ratified by the General Meeting held on May 4, 2011.</p>
Individual benefits plan	No amount is to be paid for 2013 fiscal year	<p>On November 30, 2011, the Board of Directors approved, in accordance with procedures applicable to related party agreements and provided for by section L.225-38 et seq. of the French Commercial Code, the entry into this benefits plan until December 31, 2014. This agreement was ratified by the General Meeting held on May 10, 2012.</p>
Individual insurance covering loss of employment	No amount is to be paid for 2013 fiscal year	<p>Pursuant to the procedure applicable to related-parties agreement set forth by section L. 225-38 and seq. of the French Commercial Code, the Board of Directors authorized, on June 30, 2010, the Company to subscribe with GSC Gan, as from July 1, 2010, an individual insurance policy covering loss of employment, in favor of Mr. MALCOR. The annual subscription fee payable by the Company amounts to €10,137 for 2013. This insurance provides for the payment of a maximum of 13% of his 2013 target compensation (corresponding to €162,941), for a duration of 12 months. This agreement was ratified by the General Meeting held on May 4, 2011.</p>
Supplementary pension plan	No amount is to be paid for 2013 fiscal year	<p>Mr. MALCOR benefits from the supplemental retirement plan for the members of the Executive Committee of the Group (as composed prior to February 1, 2013) and the Management Board of Sercel Holding (as composed prior to April 19, 2012). It is an additive defined benefit plan with a cap. Accruals are acquired per year of services, with a ceiling of 20 years. Further, to participate in the plan, the Beneficiaries shall comply with the main following cumulative conditions:</p> <ul style="list-style-type: none"> - have liquidated their social security pension and all possible other rights to pensions, - have at least 5 years of service as member of the Executive Committee of the Group (as composed prior to February 1, 2013) or the Management Board of Sercel Holding (as composed prior to April 19, 2012) and until they were 55 years of age, and - end their professional career when leaving the Company.

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Remuneration components due or granted for the fiscal year that are or were submitted to a vote during a General Meeting as part of the Agreements and Commitments approvals	Amounts submitted to the vote	Presentation
Supplementary pension plan		<p>The conditions relating to the age and length of service are assessed taking into account the service continuity within the new governance bodies of the Group.</p> <p>As of December 31, 2013, the Company's commitment under the supplemental retirement plan corresponds for Mr. MALCOR to an annual pension equal to 16% of his annual 2013 target compensation. The aggregate present benefit value of this supplemental plan as of December 31, 2013 was €14,963,043 of which €1,013,186 has been recorded as an expense for fiscal year 2013. Of such present benefit value, the portions relating to Mr. MALCOR are €1,162,351 and €334,336 respectively.</p> <p>Pursuant to the procedure applicable to related-parties agreement set forth by section L. 225-38 and seq. of the French Commercial Code, the Board of Directors authorized, on June 30, 2010, the extension of this supplemental retirement plan to Mr. MALCOR. This agreement was ratified by the General Meeting held on May 4, 2011.</p>

The **13th resolution** relates to the elements of compensation due or granted for the 2013 financial year to **Messrs. Stéphane-Paul FRYDMAN** and **Pascal ROUILLER, Corporate Officers** (*Directeurs Généraux Délégués*):

Mr. Stéphane-Paul FRYDMAN:

Remuneration components due or granted for the fiscal year	Amounts submitted to the vote	Presentation
Fixed remuneration	€416,000	<p>The fixed remuneration of Mr. FRYDMAN for fiscal year 2013 was determined by the Board of Directors on March 20, 2013. Its components are as follows :</p> <ul style="list-style-type: none"> - €336,000 paid under his employment agreement (€320,000 in 2012); - €80,000 paid for his corporate office (<i>mandat social</i>) (unchanged compared to 2012).
Profit sharing	€4,022	<p>Mr. FRYDMAN benefited from the profit sharing plan dated June 20, 2012 applicable within CGG SA (please refer to item 6 of our annual report on form 20-F). No payment was made in 2012 under this plan.</p>

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Remuneration components due or granted for the fiscal year	Amounts submitted to the vote	Presentation
Annual variable remuneration	€142,896	<p>The annual variable remuneration of Mr. FRYDMAN is based on the achievement of individual objectives (accounting for 1/3 of the variable compensation) and financial objectives (accounting for 2/3 of the variable compensation). His target amount is set as 75% of his fixed compensation.</p> <p>For 2013 :</p> <ul style="list-style-type: none"> - The financial objectives were related to net earnings per share (25% weighting), Group free cash flow (15% weighting), Group external revenues (20% weighting), Group EBIT (20% weighting) and EBITDA minus tangible and intangible investments made in the course of the fiscal year (20% weighting); - The individual objectives were related to Group governance, internal control, management of our financial resources, relations with investors and the financial market as a whole, strategy and management of our capital employed and human resources. <p>On March 26, 2014, based on the achievement of the hereinabove qualitative and quantitative targets and the final 2013 results, the Board of Directors set this variable remuneration at €142,896. This corresponds to an overall achievement rate of 46% of the target amount of the variable remuneration.</p>
Deferred annual variable remuneration	NA	Mr. FRYDMAN does not receive any deferred annual variable remuneration.
Multi-annual variable remuneration	Performance units value : €210,000 (IFRS value)	<p>On June 24, 2013, the Board of Directors of the Company, upon the Appointment-Remuneration Committee's proposal, implemented a multi-annual bonus system in the form of performance units, replacing the performance shares plans with a twofold objective:</p> <ul style="list-style-type: none"> - Implement a globally harmonized remuneration mechanism consistent with the growing internalization of our Group, - Establish a closer link between the remuneration of the main senior executives and the share price performance and the economic performance of the Group taken as a whole on a mid-term basis (3 years). <p>The performance units vest upon the expiry of a 3-year period from the allocation date subject to a presence condition in the Group at the time of vesting and achievement of certain performance conditions. These performance conditions are based on the achievement of Group objectives related to the return on capital employed and balance sheet structure along with achievement of Divisions' financial objectives aligned with the Group strategic orientations over a 3-year period.</p> <p>The number of vested 2013 performance units is based on achievement of the Group objectives up to 60% of the global allocation. The balance is allocated based on the achievement of the Divisions' objectives.</p> <p>The valuation of each vested 2013 performance unit shall be equal to the average closing price of CGG shares on Euronext over the 5 trading days prior to the vesting date. The vested performance units will be paid half in cash and half in existing CGG shares.</p> <p>The Board of Directors allocated 12,500 performance units to Mr. FRYDMAN under this plan.</p>
Exceptional compensation	NA	Mr. FRYDMAN does not receive any exceptional compensation.

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SHAREHOLDERS' APPROVAL**

Remuneration components due or granted for the fiscal year	Amounts submitted to the vote	Presentation
Value of options / performance shares granted during the fiscal year	Stock-options : €405,000 (IFRS book value)	<p>On June 24, 2013, based on the 27th resolution of the General Meeting held on May 3, 2013, the Board of Directors allocated 100,000 options to Mr. FRYDMAN, i.e. 0.05% of the share capital of the Company.</p> <p>The Board of Directors decided, in accordance with the provisions of the AFEP-MEDEF code that the rights to the options would be acquired in 3 batches during the first 4 years of the plan dated June 24, 2013 (50% of the options allocated in June 2015, 25% of the options allocated in June 2016 and 25% of the options allocated in June 2017) and that the acquisition of options would be subject to the following performance conditions:</p> <ul style="list-style-type: none"> - The average, over the 60 trading days preceding the date of allocation, of the ratio of the CGG ADS price over the PHLX Oil Service SectorSM (OSXSM) index shall equal at least 2/3 of the same average ratio over the same period of 60 trading days 3 years before the vesting date; - The average, over the 60 trading days preceding the date of allocation, of the ratio of the CGG share price over SBF 120 index shall equal at least 2/3 of the same average ratio over the same period of 60 trading days 3 years before the vesting date; - Over the vesting period, the market price of the CGG share shall have increased at least by 8% on an annual basis; - The Group results in average over a period of 3 years preceding the vesting date shall reach at least 90% of the average EBITDAS annual targets as determined by the Board of Directors. <p>The other conditions of the plan are disclosed in item 6 of our annual report on Form 20-F.</p>
	Performance shares	<p>The Board of Directors held a meeting on February 27, 2013 where it noted that, for the plan of March 24, 2011, the condition for the achievement of the EBITDA for the Services sector had been met up to 85%, the condition for the achievement of the EBITDA for the Equipment sector had been met up to 108%, and the condition for the achievement of the EBITDA for the Group had been met up to 92%.</p> <p>Mr. FRYDMAN was thus allocated 7,634 shares under this plan, i.e. 0.004% of the share capital.</p>
Directors' fees	NA	Mr. FRYDMAN does not receive any Directors' fees.
Value of benefits in kind	€4,800	Mr. FRYDMAN benefits from a company's car. This benefit was approved on March 20, 2013.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO SHAREHOLDERS' APPROVAL

Remuneration components due or granted for the fiscal year that are or were submitted to a vote during a General Meeting as part of the Agreements and Commitments approvals	Amounts submitted to the vote	Presentation
Severance pay	No amount is to be paid for 2013 fiscal year	<p>Mr. FRYDMAN benefits from a contractual termination indemnity only in case of a forced departure relating to a change of control or a change of strategy. Such indemnity shall be equal to the difference between:</p> <p>(a) a gross amount of 200% of the gross fixed compensation paid by the Company to Mr. FRYDMAN during the 12-month period preceding his departure date, to which is added the annual average of the variable compensation paid by the Company to Mr. FRYDMAN over the 36-month period preceding his departure date, (hereinafter "the Reference Annual Compensation"), and</p> <p>(b) any sum to which Mr. FRYDMAN may be entitled as a result of such termination, including any sums to be paid further to the application of his non-competition commitment.</p> <p>The indemnity global amount shall not exceed 200% of the Reference Annual Compensation.</p> <p>Pursuant to article L.225-42-1 of the Commercial Code, the payment of the special termination indemnity referred to hereinabove shall remain subject to the achievement of the following performance conditions, related to the Company's performance:</p> <ul style="list-style-type: none"> - The average, calculated over the 60 trading days preceding the departure date, of the ratio of the CGG ADS price over the PHLX Oil Service SectorSM (OSXSM) index shall equal at least 2/3 of the same average ratio over the same 60-day period 4 years before the date on which Mr. FRYDMAN leaves the Group; - The average, calculated over the 60 trading days preceding the departure date, of the ratio of the CGG share price over the SBF 120 index shall equal at least 2/3 of the same average ratio over the same 60-day period 4 years before the date on which Mr. FRYDMAN leaves the Group; - The average margin rate of the Group EBITDAS over the 4 years preceding the date on which Mr. FRYDMAN leaves the Group shall be at least 25%. <p>Payment of the full amount of the special termination indemnity is subject to the fulfillment of 2 conditions out of 3. In case only 1 condition is fulfilled, then Mr. FRYDMAN will be entitled to receive only 50% of the said special termination indemnity.</p> <p>In accordance with section L. 225-42-1 of the French Commercial Code, this commitment was approved by the Board of Directors on February 29, 2012 and ratified by the General Meeting on May 10, 2012.</p>
Non-compete clause	No amount is to be paid for 2013 fiscal year	<p>This non-compete agreement applies to any geophysical data acquisition, processing or interpretation services or the provision of equipment or products designed for the acquisition, processing or interpretation of geophysical data. Mr. FRYDMAN has agreed that he will not contribute to projects or activities in the same field as those in which he was involved at CGG for period of 18 months starting on the date on which he leaves the Group.</p> <p>In consideration for this undertaking, Mr. FRYDMAN will be entitled to receive compensation corresponding to 100% of his annual reference compensation as defined in the protection letters related to payment of the contractual indemnity in case of termination of his office.</p>

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SHAREHOLDERS' APPROVAL**

Remuneration components due or granted for the fiscal year that are or were submitted to a vote during a General Meeting as part of the Agreements and Commitments approvals	Amounts submitted to the vote	Presentation
Non-compete clause		On February 29, 2012, the Board of Directors approved, in accordance with procedures applicable to related party agreements and provided for by section L.225-38 et seq. of the French Commercial Code, the signature of a non-compete agreement between the Company and Mr. FRYDMAN. This agreement was ratified by the General Meeting held on May 10, 2012.
General benefits plan	No amount is to be paid for 2013 fiscal year	On February 29, 2012, the Board of Directors approved, in accordance with procedures applicable to related party agreements and provided for by section L.225-38 et seq. of the French Commercial Code, the extension to Mr. FRYDMAN of the benefit of the Group's general benefits plan applicable to all employees. This agreement was ratified by the General Meeting held on May 10, 2012.
Supplementary pension plan	No amount is to be paid for 2013 fiscal year	<p>Mr. FRYDMAN benefits from the supplemental retirement plan for the members of the Executive Committee of the Group (as composed prior to February 1, 2013) and the Management Board of Sercel Holding (as composed prior to April 19, 2012). It is an additive defined benefit plan with a cap. Accruals are acquired per year of services, with a ceiling of 20 years.</p> <p>Further, to participate in the plan, the beneficiaries shall comply with the main following cumulative conditions:</p> <ul style="list-style-type: none"> - have liquidated their social security pension and all possible other rights to pensions, - have at least 5 years of service as member of the Executive Committee of the Group (as composed prior to February 1, 2013) or of the Management Board of Sercel Holding (as composed prior to April 19, 2012) and until they were 55 years of age, and - end their professional career when leaving the Company. <p>The conditions relating to the age and length of service are assessed taking into account the service continuity within the new governance bodies of the Group.</p> <p>As of December 31, 2013, the Company's commitment under the supplemental retirement plan corresponds for Mr. FRYDMAN to an annual pension equal to 27% of his annual 2013 target compensation. The aggregate present benefit value of this supplemental plan as of December 31, 2013 was €14,963,043 of which €1,013,186 has been recorded as an expense for fiscal year 2013. Of such present benefit value, the portions relating to Mr. FRYDMAN are €907,881 and €87,466 respectively.</p> <p>Pursuant to the procedure applicable to related-parties agreement set forth by section L. 225-38 and seq. of the French Commercial Code, the Board of Directors authorized, on February 29, 2012 the extension of this supplemental retirement plan to Mr. FRYDMAN. This agreement was ratified by the General Meeting held on May 10, 2012.</p>

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Mr. Pascal ROUILLER:

Remuneration components due or granted for the fiscal year	Amounts submitted to the vote	Presentation
Fixed remuneration	€416,000	<p>The fixed remuneration of Mr. ROUILLER for fiscal year 2013 was determined by the Board of Directors on March 20, 2013. Its components are as follows :</p> <ul style="list-style-type: none"> - €336,000 paid under his employment agreement including €12,000 for his corporate office in Sercel SA (€320,000 in 2012); - €80,000 paid for his corporate office (<i>mandat social</i>) (unchanged compared to 2012).
Profit sharing	€3,845	<p>Mr. ROUILLER benefited from the profit sharing plan dated June 20, 2012 applicable within CGG SA (please refer to item 6 of our annual report on form 20-F). No payment was made in 2012 under this plan.</p>
Annual variable remuneration	€162,448	<p>The annual variable remuneration of Mr. ROUILLER is based on the achievement of individual objectives (accounting for 1/3 of the variable compensation) and financial objectives (accounting for 2/3 of the variable compensation). His target amount is set as 75% of his fixed compensation.</p> <p>For 2013 :</p> <ul style="list-style-type: none"> - The financial objectives were related to net earnings per share (25% weighting), Group free cash flow (15% weighting), Group EBITA minus tangible and intangible investments made during the fiscal year (10% weighting), Equipment EBITDA minus tangible and intangible investments made during the fiscal year (10% weighting), Equipment Division production (20% weighting), Group EBIT (10% weighting) and Equipment Division EBIT (10% weighting); - The individual objectives were related to HSE, our group performance plan, technology, strategic development of the Equipment Division and human resources. <p>On March 26, 2014, based on the achievement of the hereinabove qualitative and quantitative targets and the final 2013 results, the Board of Directors set this variable remuneration at €162,448. This corresponds to an overall achievement rate of 56%.</p>
Deferred annual variable remuneration	NA	<p>Mr. ROUILLER does not receive any deferred annual variable remuneration.</p>
Multi-annual variable remuneration	Performance units value : €210,000 (IFRS value)	<p>On June 24, 2013, the Board of Directors of the Company, upon the Appointment-Remuneration Committee's proposal, implemented a multi-annual bonus system in the form of performance units, replacing the performance shares plans with a twofold objective:</p> <ul style="list-style-type: none"> - Implement a globally harmonized remuneration mechanism consistent with the growing internalization of our Group, - Establish a closer link between the remuneration of the main senior executives and the share price performance and the economic performance of the Group taken as a whole on a mid-term basis (3 years). <p>The performance units vest upon the expiry of a 3-year period from the allocation date subject to a presence condition in the Group at the time of vesting and achievement of certain performance conditions. These performance conditions are based on the achievement of Group objectives related to the return on capital employed and balance sheet structure along with achievement of Divisions' financial objectives aligned with the Group strategic orientations over a 3-year period.</p> <p>The number of vested 2013 performance units is based on achievement of the Group objectives up to 60% of the global allocation. The balance is allocated based on the achievement of the Divisions' objectives.</p>

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Remuneration components due or granted for the fiscal year	Amounts submitted to the vote	Presentation
Multi-annual variable remuneration		<p>The valuation of each vested 2013 performance unit shall be equal to the average closing price of CGG shares on Euronext over the 5 trading days prior to the vesting date. The vested performance units will be paid half in cash and half in existing CGG shares.</p> <p>The Board of Directors allocated 12,500 performance units to Mr. ROUILLER under this plan.</p>
Exceptional compensation	NA	Mr. ROUILLER does not receive any exceptional compensation.
Value of options / performance shares granted during the fiscal year	Stock-options : €405,000 (IFRS book value)	<p>On June 24, 2013, based on the 27th resolution of the shareholders' meeting held on May 3, 2013, the Board of Directors allocated 100,000 options to Mr. ROUILLER, i.e. 0.05% of the share capital of the Company.</p> <p>The Board of Directors decided, in accordance with the provisions of the AFEP-MEDEF code that the rights to the options would be acquired in 3 batches during the first 4 years of the plan dated June 24, 2013 (50% of the options allocated in June 2015, 25% of the options allocated in June 2016 and 25% of the options allocated in June 2017) and that the acquisition of options would be subject to the following performance conditions:</p> <ul style="list-style-type: none"> - The average, over the 60 trading days preceding the date of allocation, of the ratio of the CGG ADS price over the PHLX Oil Service SectorSM (OSXSM) index shall equal at least 2/3 of the same average ratio over the same period of 60 trading days 3 years before the vesting date; - The average, over the 60 trading days preceding the date of allocation, of the ratio of the CGG share price over SBF 120 index shall equal at least 2/3 of the same average ratio over the same period of 60 trading days 3 years before the vesting date; - Over the vesting period, the market price of the CGG share shall have increased at least by 8% on an annual basis; - The Group results in average over a period of three years preceding the vesting date shall reach at least 90% of the average EBITDAS annual targets as determined by the Board of Directors. <p>The other conditions of the plan are disclosed in item 6 of our annual report on Form 20-F.</p>
	Performance shares	<p>The Board of Directors held a meeting on February 27, 2013 where it noted that, for the plan of March 24, 2011, the condition for the achievement of the EBITDA for the Services sector had been met up to 85%, the condition for the achievement of the EBITDA for the Equipment sector had been met up to 108%, and the condition for the achievement of the EBITDA for the Group had been met up to 92%.</p> <p>Mr. ROUILLER was thus allocated 8,166 shares under this plan, i.e. 0.004% of the share capital.</p>
Directors' fees	NA	Mr. ROUILLER does not receive any Directors' fees.
Value of benefits in kind	€5,280	Mr. ROUILLER benefits from a company's car. This benefit was approved on March 20, 2013.

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SHAREHOLDERS' APPROVAL**

Remuneration components due or granted for the fiscal year that are or were submitted to a vote during a General Meeting as part of the Agreements and Commitments approvals	Amounts submitted to the vote	Presentation
Severance pay	No amount is to be paid for 2013 fiscal year	<p>Mr. ROUILLER benefits from a contractual termination indemnity only in case of a forced departure relating to a change of control or a change of strategy. Such indemnity shall be equal to the difference between:</p> <p>(a) a gross amount of 200% of the gross fixed compensation paid by the Company to Mr. ROUILLER during the 12-month period preceding his departure date, to which is added the annual average of the variable compensation paid by the Company to Mr. ROUILLER over the 36-month period preceding his departure date, (hereinafter "the Reference Annual Compensation"), and</p> <p>(b) any sum to which Mr. ROUILLER may be entitled as a result of such termination, including any sums to be paid further to the application of his non-competition commitment.</p> <p>The indemnity global amount shall not exceed 200% of the Reference Annual Compensation.</p> <p>Pursuant to article L.225-42-1 of the Commercial Code, the payment of the special termination indemnity referred to hereinabove shall remain subject to the achievement of the following performance conditions, related to the Company's performance:</p> <ul style="list-style-type: none"> - The average, calculated over the 60 trading days preceding the departure date, of the ratio of the CGG ADS price over the PHLX Oil Service SectorSM (OSXSM) index shall equal at least 2/3 of the same average ratio over the same 60-day period 4 years before the date on which Mr. ROUILLER leaves the Group; - The average, calculated over the 60 trading days preceding the departure date, of the ratio of the CGG share price over the SBF 120 index shall equal at least 2/3 of the same average ratio over the same 60-day period 4 years before the date on which Mr. ROUILLER leaves the Group; - The average margin rate of the Group EBITDAS over the 4 years preceding the date on which Mr. ROUILLER leaves the Group shall be at least 25%. <p>Payment of the full amount of the special termination indemnity is subject to the fulfillment of 2 conditions out of 3. In case only 1 condition is fulfilled, then Mr. ROUILLER will be entitled to receive only 50% of the said special termination indemnity.</p> <p>In accordance with section L. 225-42-1 of the French Commercial Code, this commitment was approved by the Board of Directors on February 29, 2012 and ratified by the General meeting on May 10, 2012.</p>

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO SHAREHOLDERS' APPROVAL

Remuneration components due or granted for the fiscal year that are or were submitted to a vote during a General Meeting as part of the Agreements and Commitments approvals	Amounts submitted to the vote	Presentation
Non-compete clause	No amount is to be paid for 2013 fiscal year	<p>This non-compete agreement applies to any geophysical data acquisition, processing or interpretation services or the provision of equipment or products designed for the acquisition, processing or interpretation of geophysical data. Mr. ROUILLER has agreed that he will not contribute to projects or activities in the same field as those in which he was involved at CGG for period of 18 months starting on the date on which he leaves the Group.</p> <p>In consideration for this undertaking, Mr. ROUILLER will be entitled to receive compensation corresponding to 100% of his annual reference compensation as defined in the protection letters related to payment of the contractual indemnity in case of termination of his office.</p> <p>On February 29, 2012, the Board of Directors approved, in accordance with procedures applicable to related party agreements and provided for by section L.225-38 et seq. of the French Commercial Code, the signature of a non-compete agreement between the Company and Mr. ROUILLER. This agreement was ratified by the General Meeting held on May 10, 2012.</p>
General benefits plan	No amount is to be paid for 2013 fiscal year	<p>On February 29, 2012, the Board of Directors approved, in accordance with procedures applicable to related party agreements and provided for by section L.225-38 et seq. of the French Commercial Code, the extension to Mr. ROUILLER of the benefit of the Group's general benefits plan applicable to all employees. This agreement was ratified by the General Meeting held on May 10, 2012.</p>
Supplementary pension plan	No amount is to be paid for 2013 fiscal year	<p>Mr. ROUILLER benefits from the supplemental retirement plan for the members of the Executive Committee of the Group (as composed prior to February 1, 2013) and the Management Board of Sercel Holding (as composed prior to April 19, 2012). It is an additive defined benefit plan with a cap. Accruals are acquired per year of services, with a ceiling of 20 years.</p> <p>Further, to participate in the plan, the beneficiaries shall comply with the main following cumulative conditions:</p> <ul style="list-style-type: none"> - have liquidated their social security pension and all possible other rights to pensions, - have at least 5 years of service as member of the Executive Committee of the Group (as composed prior to February 1, 2013) or of the Management Board of Sercel Holding (as composed prior to April 19, 2012) and until they were 55 years of age, and - end their professional career when leaving the Company. <p>The conditions relating to the age and length of service are assessed taking into account the service continuity within the new governance bodies of the Group.</p> <p>As of December 31, 2013, the Company's commitment under the supplemental retirement plan corresponds for Mr. ROUILLER to an annual pension equal to 21% of his annual 2013 target compensation. The aggregate present benefit value of this supplemental plan as of December 31, 2013 was €14,963,043 of which €1,013,186 has been recorded as an expense for fiscal year 2013. Of such present benefit value, the portions relating to Mr. ROUILLER are €2,536,739 and €104,606 respectively.</p> <p>Pursuant to the procedure applicable to related-parties agreement set forth by section L. 225-38 and seq. of the French Commercial Code, the Board of Directors authorized, on February 29, 2013 the extension of this supplemental retirement plan to Mr. ROUILLER. This agreement was ratified by the General Meeting held on May 10, 2012.</p>

**REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO
SHAREHOLDERS' APPROVAL**

POWERS

The **14th resolution** is a standard resolution granting necessary powers to proceed with publication and formalities required by French law after the meeting.

The tables summarizing the use of the financial delegations and authorizations during the 2013 fiscal year are introduced below (Appendix 1).

RESOLUTIONS SUBMITTED TO SHAREHOLDERS' APPROVAL

FIRST RESOLUTION

Upon the presentation of the management report of the Board of Directors and the reports of the Statutory Auditors, voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders hereby approve the financial

statements for fiscal year 2013 as they have been presented in the said reports and which show a net loss of €663,879,382.95 as well as all transactions recorded in such financial statements and summarized in such reports.

SECOND RESOLUTION

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders approve the proposal of the Board of Directors and decide to allocate the net loss of €663,879,382.95 for 2013 to the Carry forward account, which will amount to €(58,702,315.34) after such allocation.

Pursuant to the provisions of article 243bis of the French *Code Général des Impôts*, the General Meeting acknowledges that no dividends were distributed over the last 3 financial years.

THIRD RESOLUTION

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders approve the proposal of the Board of Directors and decide

to set the negative Carry forward account resulting from the second resolution to zero, by deducting an amount of €58,702,315.34 from the share premium account.

FOURTH RESOLUTION

Upon the presentation of the management report of the Board of Directors and the reports of the Statutory Auditors, voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders approve the consolidated financial statements for 2013 as they have

been presented in such reports and which show a net loss of US\$691.2 million as well as all transactions recorded in such financial statements and summarized in such reports.

FIFTH RESOLUTION

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders approve the renewal of the term of office as Director of Mr. Rémi DORVAL.

Such term of office which would expire at the end of this General Meeting is renewed for a 4-year period and will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2017.

SIXTH RESOLUTION

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders approve the renewal of the term of office as Director of Mrs. Kathleen SENDALL.

Such term of office which would expire at the end of this General Meeting is renewed for a 4-year period and will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2017.

RESOLUTIONS SUBMITTED TO SHAREHOLDERS' APPROVAL

SEVENTH RESOLUTION

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders set the aggregate Directors' fees to be allocated to the

Directors of the Company for fiscal year 2014 at €800,000 (eight hundred thousand euros).

EIGHTH RESOLUTION

Upon presentation of the report of the Board of Directors, voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders authorize the Board of Directors, pursuant to article L.225-209 and seq. of the French Commercial Code and to the European Commission regulation N° 2273/2003, with the ability to subdelegate, to purchase, sell and transfer Company shares under the conditions set forth herein under.

These transactions may be carried out at any time but not during a take-over bid process, in accordance with the applicable regulations. The maximum purchase price per share shall be forty €40 (acquisition costs excluded), subject to any adjustments to be made in connection of transactions carried out on the share capital of the Company and/or the par-value of the shares.

In case of increase of capital by incorporation of reserves, issue of performance shares, division or regrouping of par-value of the shares, the above mentioned price shall be adjusted by a multiplying factor equal to the number of shares forming the share capital before the transaction divided by such number after the transaction.

The maximum number of shares that the Company may hold shall not exceed at any time 10 % of the capital. For information only, as of December 31, 2013, the Company held 800,000 treasury shares out of an aggregate amount of the 176,890,866 shares constituting the Company share capital. In such conditions, the maximum amount of shares that the Company could purchase would be 16,889,086 shares, corresponding to a maximum investment of €675,563,440. Notwithstanding the above, pursuant to article L.225-209, paragraph 6, of the French Commercial Code, the number of shares to be acquired in order to be kept and delivered in the future in payment or

exchange in the scope of a merger, demerger or contribution in kind shall not exceed 5% of the share capital.

The objectives of this share purchase program are the following:

- to support liquidity of our shares through a liquidity contract entered into with an investment service provider in compliance with the Code of Practice of the French *Autorité des Marchés Financiers*,
- to deliver shares in the scope of securities giving access, immediately or in the future, to shares by redemption, conversion, exchange, presentation of a warrant or by any other means,
- to deliver, immediately or in the future, shares in exchange in the scope of external growth within the limit of 5% of the share capital,
- to allocate shares to employees and officers of the Company affiliated companies within the meaning of article L.225-180 of the French Commercial Code, especially in the scope of options to purchase shares of the Company,
- to deliver shares for no consideration to employees and senior executive officers, including in the framework of employee shareholding plans. These annual plans would not represent more than 0.22% of the Company's share capital for all employees or more than 0.02% of the Company's share capital for the members of the Corporate Committee (including the senior executive officers). These plans would be subject to cumulative presence and performance conditions evaluated over a 3-year period,
- cancel the shares through a capital reduction, subject to a decision of, or an authorization, by the extraordinary general meeting.

RESOLUTIONS SUBMITTED TO SHAREHOLDERS' APPROVAL

In accordance with such objectives, the treasury shares so acquired may be either kept, cancelled, sold or transferred. The shares may be acquired, sold or transferred, on one or several occasions, by any means, including by individual agreement or stock market purchase, by an offer to buy, or by block of shares and at any moment, but not during a take-over bid. The maximum amount of share capital that can be purchased or transferred as block of shares can reach the whole amount of this program.

The shareholders grant all necessary powers to the Board of Directors, with ability to sub-delegate, to adjust the price per share and

the maximum number of shares to be acquired based on the variation of the number or value of the shares.

This authorization, which supersedes all prior authorizations relating to the purchase of Company shares, cancels and replaces, for its non-used portion, the authorization granted to the Board of Directors by the Combined General Meeting held on May 3, 2013, in its 13th resolution. This authorization shall remain valid until the shareholders decide otherwise and for a maximum period of 18 months from this day.

NINTH RESOLUTION

Upon presentation of the special report of the Statutory Auditors on the agreements falling within the scope of article L.225-38 of the French Commercial Code, voting under the conditions of quorum and majority required

for ordinary general meetings, shareholders acknowledge the content of this report and approve the financial agreements referred to therein.

TENTH RESOLUTION

Upon presentation of the special report of the Statutory Auditors on the agreements falling within the scope of article L.225-38 of the French Commercial Code, voting under the conditions of quorum and majority required for ordinary general meetings, shareholders

acknowledge the content of this report and approves the agreements relating to the executive officers' (*mandataires sociaux*) compensation referred to therein.

ELEVENTH RESOLUTION

Voting under the conditions of quorum and majority required for ordinary general meetings, in accordance with paragraph 24.3 of the AFEP-MEDEF code, the shareholders give a favorable opinion on the elements of

compensation due or granted for the 2013 financial year to Mr. Robert BRUNCK, Chairman of the Board of Directors, as described in the Report of the Board of Directors on the draft resolutions.

TWELFTH RESOLUTION

Voting under the conditions of quorum and majority required for ordinary general meetings, in accordance with paragraph 24.3 of the AFEP-MEDEF code, the shareholders give a favorable opinion on the elements of

compensation due or granted for the 2013 financial year to Mr. Jean-Georges MALCOR, Chief Executive Officer, as described in the Report of the Board of Directors on the draft resolutions.

RESOLUTIONS SUBMITTED TO SHAREHOLDERS' APPROVAL

THIRTEENTH RESOLUTION

Voting under the conditions of quorum and majority required for ordinary general meetings, in accordance with paragraph 24.3 of the AFEP-MEDEF code, the shareholders give a favorable opinion on the elements of compensation due or granted for the 2013

financial year to Messrs. Stéphane-Paul FRYDMAN and Pascal ROUILLER, Corporate Officers (*Directeurs Généraux Délégués*), as described in the Report of the Board of Directors on the draft resolutions.

FOURTEENTH RESOLUTION

The General Meeting grants full powers to bearers of a copy or an extract of these minutes to fulfil all legal registration or publicity formalities.

REQUEST FOR ADDITIONAL DOCUMENTS AND INFORMATION

REQUEST FOR ADDITIONAL DOCUMENTATION
To be sent to CGG
General Secretary
Tour Maine Montparnasse – 33 avenue du Maine
75015 PARIS

I, the undersigned:

(Name & Surname)

(Address)

Owner of _____ share(s):

- under registered form,
- under the bearer form or under the registered form but through an accredited financial intermediary¹ _____

Hereby request the Company **CGG** to send me, in view of the Annual Ordinary General Meeting of Shareholders to be held on June 4, 2014, the documents listed in section R.225-83 of the French Commercial code.

These documents are also available on the Company's website (www.cgg.com).

In _____, on __ / __ / 2014

NOTA : "In accordance with the provisions of paragraph 3 of article R.225-88 of the French Commercial Code, any registered Shareholder may, by a single request, obtain from the Company the documents referred to in article R.225-83 of said Code on the occasion of each of the Meetings to be held after the abovementioned Meeting. "

¹ Indication of the bank, the financial institution or the on-line broker, etc. account-keeper (the shareholder has to attest of such quality by sending a statement of holdings delivered by the authorized financial intermediary).

PRACTICAL INFORMATION – ACCESS MAP

To get additional information

You can be provided with any document relating to the Annual Ordinary General Meeting of Shareholders:

- * On the Company's website: www.cgg.com
- * At the Company's registered office: CGG, General Secretary, Tour Maine Montparnasse, 33 avenue du Maine, 75015 Paris
- * By the Company's Investors Relations' Department:
 - o By email: invrelparis@cgg.com
 - o By phone: +33.1.64.47.38.31

APPENDIX 1: SUMMARY OF THE USE OF FINANCIAL DELEGATIONS AND AUTHORIZATIONS DURING THE 2013 FISCAL YEAR

Share capital increases

	Authorizations in force during 2013 fiscal year			
	Resolution number - GM	Period	Maximum authorized amount	Use of the authorization in 2013
Increase of share capital through the issue of shares, or any other securities giving access to the share capital, with preferential subscription rights in favor of holders of existing shares	18 th - GM 2013 ⁽²⁾	26 months	€35 million ⁽¹⁾	None
Increase of share capital through the issue of shares, or other securities, without preferential subscription rights in favor of the holders of existing shares through a public offer	19 th - GM 2013 ⁽²⁾	26 months	€9 million ⁽³⁾	None
Increase of share capital through the issue of shares, or other securities, without preferential subscription rights in favor of the holders of existing shares made by private placement	20 th - GM 2013 ⁽²⁾	26 months	€9 million ⁽³⁾	None
Increase of the number of shares issued pursuant to the three resolutions listed above	22 nd - GM 2013 ⁽²⁾	26 months	12.5% of the initial issue	None
Increase of share capital by incorporation of reserves, profits or premiums	23 rd - GM 2013 ⁽²⁾	26 months	€10 million ⁽³⁾	None
Increase of capital in order to compensate for contributions in kind	24 th - GM 2013 ⁽²⁾	26 months	10% of the share capital as of the date of the Board of Directors' decision	None
Issuance of securities giving right to debt securities	29 th - GM 2013 ⁽²⁾	26 months	€1.2 billion	None
Increase of capital, reserving the subscription of the shares to be issued to members of a Company Savings Plan ("Plan d'Epargne Entreprise")	25 th - 2013 ⁽²⁾	26 months	€2.5 million ⁽³⁾	None

⁽¹⁾ Aggregate ceiling for share capital increases, any operations considered, to the exception of stock options and performance shares allocations.

⁽²⁾ Cancels and replaces, for the non-used portion, the resolutions voted in this respect during the previous General Meetings.

⁽³⁾ Within the limit of the aggregate ceiling of €35 million.

APPENDIX 1: SUMMARY OF THE USE OF FINANCIAL DELEGATIONS AND AUTHORIZATIONS DURING THE 2013 FISCAL YEAR

Stock-options, performance shares and free shares

Authorizations in force during 2013 fiscal year				
	Resolution number - GM	Period	Maximum authorized amount	Use of the authorization in 2013
Stock-options	26 rd (2) - GM 2013 / Allocation to the employees (excluding the Chief Executive Officer and the members of the Corporate Committee)	26 months	1.32% of the share capital as of the date the Board of Directors' decision, without exceeding 0.85% of the share capital over a 12-month period. No discount.	June 24, 2013: Allocation of 1,062,574 options
	27 th (2) - GM 2013 / Allocation to the Chief Executive Officer and the members of the Corporate Committee	26 months	0.68% of the share capital as of the date the Board of Directors' decision, without exceeding 0.43% of the share capital over a 12-month period. Subject to performance conditions. No discount.	June 24, 2013: Allocation of 580,000 options
Performance shares	23 rd (2) - GM 2011 / Allocation to the employees (excluding the Chief Executive Officer and the members of the Executive Committee)	26 months	0.53% of the share capital as of the date the Board of Directors' decision, without exceeding 0.30% of the share capital over a 12-month period. No discount.	None
	24 th (2) - GM 2011 / Allocation to the Chief Executive Officer and the members of the Executive Committee	26 months	0.14% of the share capital as of the date the Board of Directors' decision, without exceeding 0.08% of the share capital over a 12-month period. No discount.	None
Free shares	20 th - GM 2010	38 months	0.5% of the share capital as of the date the Board of Directors' decision.	None

(2) Cancels and replaces, for the non-used portion, the resolutions voted in this respect during the previous General Meetings.

**APPENDIX 1: SUMMARY OF THE USE OF FINANCIAL DELEGATIONS AND AUTHORIZATIONS
DURING THE 2013 FISCAL YEAR**

Share buy-back program

	Authorization in force during 2013 fiscal year			
	Resolution number - GM	Period	Maximum authorized amount	Use of the authorization in 2013
Share repurchase	13 th - GM 2013 ⁽²⁾	18 months	Limit provided by law. Maximum purchase price : € 40	None

⁽²⁾ Cancels and replaces, for the non-used portion, the resolutions voted in this respect during the previous General Meetings.

Capital reduction by canceling shares

	Authorization in force during 2013 fiscal year			
	Resolution number - GM	Period	Maximum authorized amount	Use of the authorization in 2013
Share cancellation	28 th - GM 2013 ⁽²⁾	18 months	10% of the share capital	None

⁽²⁾ Cancels and replaces, for the non-used portion, the resolutions voted in this respect during the previous General Meetings.

