

CGG
French *société anonyme* with a share capital of €17,706,519
Registered office: Tour Maine Montparnasse
33, avenue du Maine
75015 Paris
R.C.S. Paris 969 202 241
(the « *Company* »)

BOARD OF DIRECTORS' REPORT
to the general meeting of the holders of bonds
convertible into and or exchangeable for new or existing shares
issued by the Company on 20 November 2012 for a principal amount of €359,999,979.30
with 1.25% annual interest rate
and maturing on 1st January 2019
(ISIN Code: FR 0011357664)
(the « *Bonds* »)

Dear Bondholders,

Pursuant to the provisions of article L. 228-47 of the French commercial Code, we have convened the general meeting of Bondholders on March 20, 2017 at 11.00 am at Hôtel Ibis Paris Alésia Montparnasse, 49 rue des Plantes, 75014 Paris.

On February 17, 2017, the company JG Capital Management (437 850 209 RCS Paris, 10 avenue George V, 75008 Paris), represented by Mr. Jean Gatty, an investment advisor managing a fund holding more than one thirtieth of the Bonds, requested the Company to convene a general meeting of bondholders pursuant to article L.225-58 2nd paragraph of the French Code of commerce, providing draft resolutions numbered 1 to 4.

Moreover, by registered letters with acknowledgement of receipt dated February 21, 2017, Mr. Sylvain Thomazo, representative of the *Masse* of the Bondholders, and Mrs. Sandrine D'Haussy, alternate representative of the *Masse* of the Bondholders, have both resigned. Such resignation will be effective upon the appointment of a new representative of the *Masse*.

Consequently, in accordance with applicable laws, a general meeting is convened in order to allow you to replace the representative and the alternate representative of the *Masse* of the Bondholders. It is specified that in case the fourth resolution proposed by the company JG Capital Management (437 850 209 RCS Paris, 10 avenue George V, 75008 Paris), represented by Mr. Jean Gatty, is adopted by the general meeting, the powers and duties of the representative and of the alternate representative of the *Masse* of the Bondholders set in the provisions of section 4.1.10 of the prospectus which received visa from the *Autorité des marchés financiers* n°12-542 dated November 13, 2012 (the "*Prospectus*") will be amended.

The draft resolutions proposed by the Company are numbered from 5 and 6.

We draw your attention on the fact that according to article L.228-47 of the French Code of Commerce, the *Masse* of Bondholders can be represented by a number of representatives which cannot exceed three.

You are consequently asked to decide on the following resolutions:

DRAFT RESOLUTIONS WHICH HAVE BEEN SUBMITTED TO THE GENERAL MEETING OF BONDHOLDERS BY THE COMPANY JG CAPITAL MANAGEMENT (437 850 209 RCS PARIS, 10 AVENUE GEORGE V, 75008 PARIS), REPRESENTED BY MR. JEAN GATTY, PURSUANT TO ARTICLES L.228-58, 2nd PARAGRAPH AND L.228-60, 2nd PARAGRAPH, OF THE FRENCH CODE OF COMMERCE

First resolution (Appointment of a representative of the Masse of the Bondholders pursuant to articles L.228-47 and seq. of the French Code of Commerce)

You are asked by the company JG Capital Management, represented by Mr. Jean Gatty, to appoint Mr. Jean Gatty, 10 avenue George V, 75008 Paris, as representative of the *Masse* of the Bondholders. The Representative shall exercise the powers and duties which are devoted to him by applicable laws and regulations and in accordance with the prospectus relating to the 2019 OCEANE bonds.

Second resolution (Appointment of a representative of the Masse of the Bondholders pursuant to articles L.228-47 and seq. of the French Code of Commerce)

You are asked by the company JG Capital Management, represented by Mr. Jean Gatty, to appoint Mr. Olivier Dousset, 20 rue de la Cure, 75016 Paris, as representative of the *Masse* of the Bondholders. The Representative shall exercise the powers and duties which are devoted to him by applicable laws and regulations and in accordance with the prospectus relating to the 2019 OCEANE bonds.

Third resolution (Appointment of an alternate representative of the Masse of the Bondholders pursuant to articles L.228-47 and seq. of the French Code of Commerce)

You are asked by the company JG Capital Management, represented by Mr. Jean Gatty, to appoint Mr. Jérôme Tordo, 60 rue de Turenne, 75003 Paris, as alternate representative of the *Masse* of the Bondholders, to be called in case of resignation or incapacity of the representatives.

Fourth resolution (Powers of the representative of the Masse of the Bondholders)

You are asked by the company JG Capital Management, represented by Mr. Jean Gatty to grant to the Representatives the power to carry out, in the name of the *Masse* of Bondholders, acting together or separately, without restriction or reserve, all actions in order to defend the common interests of 2019 OCEANE holders. It is also proposed to amend the Prospectus (article 4.1.10) accordingly.

DRAFT RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY

Fifth resolution (Determination of the place where to record the general meeting documentation)

You are asked to resolve, pursuant to article R.228-74 of the French Code of Commerce, that the attendance sheet, the proxies of represented bondholders and the minutes of this general meeting are put and recorded at the registered office of the Company.

Sixth resolution (Powers to carry out formalities)

You are asked to grant all powers to the holder of an original, copy or excerpt of the minutes of this meeting to make any submissions, publications, formalities or filing which are required by applicable laws and regulations.