

# CGG

A *Société Anonyme* established under the laws of the Republic of France  
Having a share capital of €17,706,519  
With its registered office at Tour Maine Montparnasse  
33, avenue du Maine 75015 Paris, France  
969 202 241 RCS Paris  
(the « Company »)

**To be taken into consideration, any form  
must be received on 17 March 2017 at  
the latest at the following address:**

BNP Paribas Securities Services  
CTS – service Assemblées Générales  
Les Grands Moulins de Pantin  
9 rue du Débarcadère  
93761 PANTIN CEDEX  
France

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## PARTICIPATION AT THE BONDHOLDERS' GENERAL MEETING

ON 20 MARS 2017 AT 09:30 A.M.

*Bonds convertible into and or exchangeable for new or existing shares  
issued by the Company on 26 June 2015 for a principal amount of €325,165,550.01  
with 1.75% annual interest rate  
and maturing on 1<sup>st</sup> January 2020  
ISIN Code: FR 0012739548*

*(the “2020 Bonds Issue”)*

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## PROXY OR MAIL VOTING FORM

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I, the undersigned,<sup>1</sup> \_\_\_\_\_ holder of:  
\_\_\_\_\_ bearer bonds of the 2020 Bonds Issue, recorded in a securities account held by an  
authorised financial intermediary (*an attestation of book entry must be attached to this form*),

to which \_\_\_\_\_ votes are attached, acknowledge having received all the documents and  
information provided for by French law and regulations applicable in accordance with the terms and  
conditions of the 2020 Bonds Issue, for the bondholders' general meeting in respect of the 2020 Bonds  
Issue of the Company convened on **20 March 2017 at 09:30 a.m.**, at the following address: Hôtel Ibis  
Paris Alésia Montparnasse, 49 rue des Plantes, 75014 Paris (the “**Meeting**”).

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<sup>1</sup> Please indicate the following information:

- For natural persons: name, first name(s) and address.

- For legal entities: legal name, registered office and legal form.

If the signatory is not a bondholder (for example: legal agent, guardian, etc.), he/she must indicate his/her name, first name(s), and the capacity in which he/she signs this form.

**I grant proxy, to represent me at the Meeting, to the agent<sup>2</sup> hereinafter appointed:**

\_\_\_\_\_

residing at \_\_\_\_\_

\_\_\_\_\_

Accordingly, the agent attending the Meeting shall sign the attendance sheets and any other documentation, take part in all deliberations, agree or not to act as teller, abstain himself/herself or vote on any matters included in the agenda and, more generally, do anything necessary.

It is indicated that this proxy shall remain in full force and effect for any meeting subsequently convened on the same agenda.<sup>3</sup>

**I appoint the Chairman of the Meeting as my proxy and authorize him to vote on my behalf.**

**I vote by mail<sup>4</sup> and express my decision on the resolutions as follows:**

**RESOLUTION 1**

FOR :

AGAINST :

**RESOLUTION 2**

FOR :

AGAINST :

**RESOLUTION 3**

FOR :

AGAINST :

**RESOLUTION 4**

FOR :

AGAINST :

**RESOLUTION 5**

FOR :

AGAINST :

**RESOLUTION 6**

FOR :

AGAINST :

**RESOLUTION 7**

FOR :

AGAINST :

**If amendments to the proposed resolutions are submitted to the Meeting, you are invited to choose one of the three following alternatives:**

*I abstain (the abstention is equivalent to a vote against).*

*I grant proxy, to vote on my behalf, to \_\_\_\_\_*  
*residing at \_\_\_\_\_*

\_\_\_\_\_ <sup>2</sup>.

*I appoint the Chairman of the Meeting as my proxy to vote on my behalf.*

Signed in \_\_\_\_\_, on \_\_\_\_\_ Signature

**Name, First name(s), address, capacity<sup>5</sup>**

<sup>2</sup> Any bondholder of the Bonds 2020 Issue has the right to be represented at the Meeting by an agent of his/her choice (Article L. 228-61 of the French Commercial Code), subject to legal restrictions governed by Articles L. 228-62 and L. 228-63 of the French Commercial Code.

<sup>3</sup> Article R. 225-79 paragraph 4 of the French Commercial Code (by cross-reference from Article R. 228-75 of the same).

<sup>4</sup> If you wish to vote by mail, you must tick the box "I VOTE BY MAIL". In this case, you are requested to vote separately on each resolution by blackening the box corresponding to your choice ("FOR", or "AGAINST").

Decision at the Meeting shall be taken by a two-third majority of the votes of the holders present or represented thereat.

<sup>5</sup> For legal entities please indicate signatory's name, first name(s) and capacity. If the signatory is not himself/herself the bondholder, please detail his name, first name(s) and the capacity in which he/she is signing.

### **PROCEDURES TO PARTICIPATE IN THE BONDHOLDERS' MEETING ON 20 MARCH 2017 AT 09:30 A.M. (PARIS TIME)**

If you hold bonds of the 2020 Bonds Issue, you may decide to participate in the Meeting to be held on **20 March 2017 at 09:30 a.m.** (Paris time) at hôtel Ibis Paris Alésia Montparnasse, 49 rue des Plantes, 75014 Paris.

#### **EVIDENCE OF YOUR STATUS AS BONDHOLDER**

The bonds being in bearer form, they must be entered in your name in the bearer securities accounts held by an authorised intermediary on 17 March 2017 at 00:00 a.m. (Paris Time). The entry of the securities in bearer form is evidenced by an attestation of book entry delivered by your authorised intermediary.

#### **THE VARIOUS OPTIONS FOR PARTICIPATING IN THE MEETING**

##### **1/ Attending the Meeting in person (option 1)**

Holders of bonds in bearer form should present their attestation of book entry or attendance card on the day of the Meeting.

##### **2/ Vote by mail (option 2)**

In this case, you must tick the corresponding box of the form and blacken out for each resolution, one of the three boxes "FOR" or "AGAINST".

This form must be returned together with the attestation of book entry. The mail voting form should be received by BNP Paribas Securities Services (postal or electronic address set out below) on 17 March 2017 at the latest. Any voting form received after such date will not be taken into account.

The mail voting form delivered for the Meeting is valid for successive meetings convened on the same agenda.

##### **3/ Appoint the proxy of your choice (subject to certain legal restrictions) (option 3)**

In this case, you have to tick the corresponding box of the form and specify the name of your proxy in accordance with Articles L. 228-61 et seq. of the French Commercial Code or send the form without mentioning any proxy in which case you give power of attorney to the Chairman of the Meeting.

It is hereby indicated that, in accordance with Article L. 228-62 of the French Commercial Code, managers, directors, members of the management board and supervisory board, managing directors, auditors or any employees of the debtor company or of companies that have guaranteed all or part of the commitments of this company, as well as their ascendants, descendants and spouses are not allowed to represent the bondholders at the general meetings.

Likewise, in accordance with Article L. 228-63 of the French Commercial Code, bondholders may not appoint as proxy any person prohibited from practising as a banker or who has forfeited their right to run, administer or manage a company for any reason whatsoever.

This form must be returned with the attestation of book entry. The proxy form should be received by BNP Paribas Securities Services (postal or electronic address set out below) on 17 March 2017 at the latest. Any proxy form received after such date will not be taken into account.

This proxy is revocable in the same form and manner. This power granted for the Meeting is valid for successive meetings convened on the same agenda.

### **RETURN OF THIS FORM**

If you choose option 2 or 3 to attend the Meeting, you have to:

1. Request from your financial intermediary an attestation of book entry to evidence your status as bondholder
2. Send the duly completed form to:

BNP PARIBAS SECURITIES SERVICES,  
CTS – service Assemblées Générales,  
Les Grands Moulins de Pantin,  
9 rue du Débarcadère,  
93761 Pantin Cedex  
France

Email : [paris.bp2s.cts.general.meeting@bnpparibas.com](mailto:paris.bp2s.cts.general.meeting@bnpparibas.com)

Fax : +33 1 40 14 58 90 ou +33 1 55 77 95 01.

3. Enclose, in all cases, the attestation of book entry delivered by the financial intermediary holding your securities account

### **DOCUMENTS AVAILABLE TO THE PUBLIC**

The draft resolutions and the documents submitted to the Meeting will be available for inspection by the bondholders, within the legal time limits, at the registered office of CGG, Tour Maine Montparnasse - 33, avenue du Maine, 75015 Paris, France, and at BNP PARIBAS SECURITIES SERVICES, CTS – service Assemblées Générales, Les Grands Moulins de Pantin, 9 rue du Débarcadère - 93761 Pantin Cedex – France (Email: [paris.bp2s.cts.general.meeting@bnpparibas.com](mailto:paris.bp2s.cts.general.meeting@bnpparibas.com) – Fax: +33 1 40 14 58 90 or +33 1 55 77 95 01).

## SCHEDULE 1

The Bondholders are informed that they are convened by the board of directors of the Company to the general meeting of Bondholders on March 20, 2017 at 9.30 am at Hôtel Ibis Paris Alésia Montparnasse, 49 rue des Plantes, 75014 Paris, in order to decide on the agenda and the draft resolutions hereafter:

### AGENDA

**Draft resolutions submitted by 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, 2<sup>nd</sup> paragraph and L.228-60, 2<sup>nd</sup> paragraph of the French Code of Commerce:**

1. Appointment of a representative of the *Masse* of the Bondholders pursuant to articles L.228-47 and seq. of the French Code of Commerce;
2. Appointment of a representative of the *Masse* of the Bondholders pursuant to articles L.228-47 and seq. of the French Code of Commerce;
3. 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;
4. Determination of the compensation of the representatives of the *Masse* of the Bondholders;
5. Powers of the representatives of the *Masse* of the Bondholders;

**Draft resolutions proposed by the Board of Directors of the Company:**

6. Determination of the place where to record the general meeting documentation;
7. Powers to carry out formalities.

**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, 2<sup>nd</sup> PARAGRAPH AND L.228-60, 2<sup>nd</sup> 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*)

The general meeting of the 2020 OCEANE holders, ruling under the quorum and majority conditions legally required, appoints Mr. Jean Gatty, 10 avenue George V, 75008 Paris, as representative of the *Masse* of the Bondholders (the “Representative”). 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 2020 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*)

The general meeting of the 2020 OCEANE holders, ruling under the quorum and majority conditions legally required, appoints Mr. Olivier Dousset, 20 rue de la Cure, 75016 Paris, as representative of the *Masse* of the Bondholders (the “Representative”). 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 2020 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*)

The general meeting of 2020 OCEANE holders, ruling under the quorum and majority conditions legally required, appoints Mr. Jérôme Tordo, 60 rue de Turenne, 75003 Paris, as alternate representative of the *Masse* of the Bondholders (the “Alternate Representative”). The Alternate Representative will replace the Representative(s) in case of resignation or incapacity for the Representative(s) to exercise their powers and duties.

***Fourth resolution*** (*Determination of the compensation of the representatives of the Masse of the Bondholders*)

The general meeting of the 2020 OCEANE holders, ruling under the quorum and majority conditions legally required, resolves that the Representatives will be entitled to receive a yearly compensation of one hundred euros (€100) for the exercise of their duties. In case the Alternate Representative carries out the duties of the Representatives, the yearly compensation of one hundred euros (€100) will be paid as of the date of his appointment as incumbent representative.

Consequently, the general meeting, ruling under the quorum and majority conditions legally required, resolves to amend articles 1.3.16.2 and 1.3.16.3 of the prospectus relating to the 2020 OCEANE bonds by replacing the amount of the yearly compensation of five hundred euros (€500) by an amount of one hundred euros (€100) in article 1.3.16.2 and in the first paragraph of article 1.3.16.3 of the prospectus relating to the 2020 OCEANE bonds.

***Fifth resolution*** (*Powers of the representative of the Masse of the Bondholders*)

The general meeting of 2020 OCEANE holders, ruling under the quorum and majority conditions legally required, resolves that the Representatives will have all powers 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 2020 OCEANE holders.

Consequently, the general meeting, ruling under the quorum and majority conditions legally required, resolves to amend article 1.3.16.3 of the prospectus relating to the 2020 OCEANE bonds by introducing an additional paragraph as follows: “The Representatives will have, without restriction or reserve, together or separately, the power to carry out, in the name of the *Masse* of 2020 OCEANE holders, all actions to defend the common interests of 2020 OCEANE holders.” prior to the current first paragraph of article 1.3.16.3 of the prospectus relating to the 2020 OCEANE bonds.

<p style="text-align: center;"><b>DRAFT RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY</b></p>
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***Sixth resolution*** (*Determination of the place where to record the general meeting documentation*)

The general meeting of Bondholders, ruling under the quorum and majority conditions legally required, resolves, pursuant to article R.228-74 of the French Code of Commerce, to set the place where to record the attendance sheet, the proxies of the represented bondholders and the minutes of the general meeting at the Company’s registered office.

***Seventh resolution*** (*Powers to carry out formalities*)

The general meeting of Bondholders, ruling under the quorum and majority conditions legally required, in light of the previous resolutions, grants 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.

## SCHEDULE 2

### **FRENCH APPLICABLE LAWS AND REGULATIONS** **(EXTRACTS FROM THE FRENCH COMMERCIAL CODE)**

#### **Article L. 228-61 of the French Commercial Code**

If there are several bodies (masse) of bondholders, they shall not in any circumstances hold a joint meeting.

All bondholders are entitled to participate in the meeting or to be represented by the representative of their choice.

Any bondholder may vote by mail using a form as prescribed in a decree. Any provisions to the contrary contained in the by-laws shall be null and void.

When calculating the quorum, only forms received by the company before the meeting shall be taken into account subject to the conditions set out in a decree. Forms not indicating any vote or expressing an abstention shall be considered vote against.

If the by-laws so provides, bondholders who participate in the meeting via videoconferencing or via a telecommunications medium which permits their identification are deemed to be present for calculation of the quorum and the majority. The nature of the acceptable technical media and the implementing regulations for this provision are determined in a decree.

The holders of redeemed bonds that were not repaid on account of the failure of the debtor company or a dispute relating to the conditions of repayment may participate in the meeting.

A company which holds at least 10% of the debtor company's capital shall not vote with the bonds it holds at the meeting.

#### **Article L. 228-62 of the French Commercial Code**

Managers, directors, members of the management board and supervisory board, managing directors, auditors or employees of the debtor company or companies acting as guarantor for all or part of the commitments of the said company, as well as their ascendants, descendants and spouses, may not represent bondholders at general meetings.

#### **Article L. 228-63 of the French Commercial Code**

The representation of a bondholder may not be entrusted to persons who are prohibited from practising the profession of banker or who are disqualified from running, administering or managing any type of company.

#### **Article R. 228-68 of the French Commercial Code**

Section 3 of Chapter V of Title II of this book relating to videoconferencing, telecommunications medium, electronic vote and mail vote shall be applicable to this section.

#### **Article R. 228-75 of the French Commercial Code**

Article R 225-79 shall be applicable to proxy granted by bondholders to be represented at general meetings.

#### **Article R. 225-77 of the French Commercial Code**

The date after which forms received by the company will not be taken into account shall not exceed three days prior to the date of the general meeting, subject to any shorter timeframe provided by the by-laws. However, electronic mail voting forms may be received by the company until the day before the holding of the general meeting, no later than 3 p.m., Paris time.

Mail voting forms received by the company shall include:

1° The name, first name and address of the shareholder;



2° The form, registered or bearer, under which the securities are held together with their number, as well as an indication which evidenced the entry of the securities either in the registered accounts held by the company or in the bearer accounts held by an intermediary mentioned in Article L. 211-3 of the French Monetary and Financial Code. The attestation of attendance provided in Article R. 225-85 shall be attached to the form.

3° The signature, or the electronic signature as the case may be, of the shareholder or of its legal or judicial agent. When the company decides, in accordance with its by-laws, to allow the shareholders to participate in general meetings by electronic communication medium, the signature of the shareholder, or its legal or judicial agent, may result from a reliable identification process which guarantee its connection with the mail voting form related thereto.

The mail voting form sent to the company for a general meeting remain in full force and effect for any subsequent meeting convened on the same agenda.

#### **Article R. 225-79 of the French Commercial Code**

The proxy granted by a shareholder to be represented at a general meeting shall be signed by him/her, by following an electronic signature procedure as the case may be, and shall indicate him/her name, first name and address. It may indicate the name of the agent, who shall not appoint a substitute.

For the purposes of the first paragraph, when the company decides, in accordance with its by-laws, to allow the shareholders to participate in general meetings by electronic communication medium, the signature of the shareholder, or its legal or judicial agent, may result from a reliable identification process which guarantee its connection with the mail voting form related thereto.

The proxy is granted for one general meeting only. However, it may be granted for two general meetings, one ordinary and the other extraordinary, held the same day or within a fifteen-day period of time.

The proxy granted for a general meeting remain in full force and effect for any subsequent meeting convened on the same agenda.

The proxy is revocable in the same form and manner as those applicable to its appointment.

Listed companies allow the notification of the appointment or the revocation of the proxy by electronic medium.

### SCHEDULE 3

### REQUEST FORM

In my capacity as holder of bearer bonds issued under the 2020 Bonds Issue<sup>6</sup>, I the undersigned \_\_\_\_\_, hereby request CGG to send me the information mentioned in Article R. 225-83 of the French Commercial Code,

At the following postal address: \_\_\_\_\_,or

At the following email : \_\_\_\_\_.

The request shall only be satisfied if made between the date of notice of the Meeting and the fifth day inclusive prior to the Meeting.

Bondholders only need to make one single request to obtain from CGG the above-mentioned information in the eventuality of any other bondholder meetings to come.

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<sup>6</sup> Subject to the delivery of an attestation of book entry in the bearer securities accounts held by an intermediary mentioned in Article L. 211-3 of the French Monetary and Financial Code.