
May 12th, 2017
Disclaimer

This presentation has been prepared by CGG S.A. (“CGG”) in the context of the negotiations between it and certain of its creditors and other stakeholders in respect of a potential restructuring plan. It is not intended for, and may not be used for, any other purposes.

This document contains forward-looking statements, which involve risks and uncertainties, including statements regarding certain key financial indicators. Such forward-looking statements are management objectives and do not constitute profit forecasts as defined in European regulation (EC) 809/2004. The business plan highlights presented herein are notably based on hypotheses built by the management and market environment estimates. Forward-looking statements for the 2017, 2018 and 2019 financial years have been established in an unstable and volatile environment which make it difficult to determine with a satisfactory degree of certainty the future performances of the group.

Although CGG believes its business plan highlights presented herein are based on its reasonable assumptions at the time about future events, these statements are subject to numerous risks and uncertainties. As a result, actual results may differ materially from those that we expected.

A description of the risks to which the CGG group is exposed appears in section 3 “Risk Factors” of the CGG’s “Document de référence” and in Item 3 of CGG’s annual report on Form 20-F, filed with the French financial markets authority (AMF) and the Securities and Exchange Commission (SEC), respectively, on 1 May 2017. The forward-looking statements contained in this document are based upon information available to CGG on the date of this document. CGG does not undertake to update or revise any of these statements to take account of events or circumstances arising after the date of this document or to take account of the occurrence of unexpected events.
Agenda

- Q1 2017 results
- Update on the Financial Restructuring Process
- 2017-2019 Business Plan
- Characteristics of the targeted Financial Restructuring
- Main Economic Terms of the Company’s Proposal
- Conclusion
1st Quarter 2017 Financial Results

Year-on-year stable EBITDA in a traditionally low seasonal quarter
Q1 2017 key highlights: in line with expectations

- Revenue at $249m
  - GGR stable, with resilient Multi-Client quarterly performance in traditional low seasonality
  - Particularly low Equipment sales
  - Acquisition down due to reduced fleet in stable price environment
- EBITDAs at $29m
- Operating income at $(67)m
- Marine asset-light strategy
  - Launch of Global Seismic AS, co-owned with Eidesvik
  - Up to 5 vessels chartered by CGG
  - Reduced operating vessels charter rate
GGR: resilient in low seasonal quarter

- Total revenue at $158m, (4)% y-o-y
- Multi-Client at $72m, up 32% y-o-y
  - Multi-Client sales particularly active in North Sea and GOM
  - Prefunding sales at $53m and after-sales at $19m
  - High cash prefunding rate at 110%
  - Stable 29% fleet allocation to multi-client programs
  - Fleet allocation to multi-client programs expected to be c. 40% in Q2 and c. 35% in Q3 2017
- Subsurface Imaging (SI) & Reservoir at $86m, down (21)% y-o-y
  - Completion of large reprocessing contracts
  - Lag time between acquiring and processing data
- EBITDAs at $80m
- Operating income at $18m, a 12% margin
  - Margin improvement y-o-y driven by higher after-sales
Equipment: particularly low activity

- Total sales at $32m, down (56)% y-o-y
  - Sales split: 58% Land and 42% Marine
  - Land sales: low volume with however downhole business strengthening
  - Marine sales: only driven by repair and maintenance this quarter
  - Internal sales at $7m versus $11m in Q1 2016
- EBITDAs at $(9)m
- Operating income at $(16)m
  - Continued efforts to further reduce breakeven
  - Highly sensitive to volume
Contractual Data Acquisition: continuing competitive market environment

- Total revenue at $67m, down (25)% y-o-y
- Marine revenue at $45m, down (23)% y-o-y
  - Fleet reduction from c. 6 vessels in Q1 2016 to 5 vessels in Q1 2017 with stable allocation to marine contractual activities (71% in Q1 2017)
  - Outstanding fleet operational performance with 98% production rate and 91% availability rate
- Land & Multi-Physics total revenue at $22m, down (29)% y-o-y
  - Low market activity, slow client decision process
- EBITDAs at $(25)m
- Operating Income at $(39)m
  - Impacted by mobilization on 2 large surveys and vessel swap
Non-Operated Resources (N.O.R)

- EBITDAs at $(8)m
  - Including Coral maritime shake down costs
- Operating Income at $(20)m
  - Amortization of excess streamers and lay-up costs
- Global Seismic Shipping AS enforced in Q2
  - 5 cold-stacked vessels transferred to the new company
### Q1 2017: P&L

- **Group EBITDAs at $29m, EBITDAs excluding NOR at $37m**
- **Group OPINC at $(67)m, OPINC excluding NOR at $(47)m**
- **Net Income at $(145)m**

<table>
<thead>
<tr>
<th>In Million $</th>
<th>Q1 2016</th>
<th>Q1 2017</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Revenue</td>
<td>313</td>
<td>249</td>
</tr>
<tr>
<td>Group EBITDAs excluding NOR</td>
<td>37</td>
<td>37</td>
</tr>
<tr>
<td>NOR</td>
<td>(10)</td>
<td>(8)</td>
</tr>
<tr>
<td>Group EBITDAs</td>
<td>27</td>
<td>29</td>
</tr>
<tr>
<td>Group OPINC excluding NOR</td>
<td>(54)</td>
<td>(47)</td>
</tr>
<tr>
<td>NOR</td>
<td>(27)</td>
<td>(20)</td>
</tr>
<tr>
<td>Group OPINC</td>
<td>(81)</td>
<td>(67)</td>
</tr>
<tr>
<td>Equity from Investments</td>
<td>5</td>
<td>3</td>
</tr>
<tr>
<td>Non-recurring charges</td>
<td>(6)</td>
<td>(30)</td>
</tr>
<tr>
<td>Net financial costs</td>
<td>(41)</td>
<td>(48)</td>
</tr>
<tr>
<td>Taxes</td>
<td>(6)</td>
<td>(2)</td>
</tr>
<tr>
<td>Net Income</td>
<td>(130)</td>
<td>(145)</td>
</tr>
</tbody>
</table>
Q1 2017: low Free Cash Flow as expected

- EBITDAs at $29m, up 6% y-o-y

- Operating Cash Flow at $34m, down (86)% y-o-y
  - As anticipated, low positive working capital effect at $13m in Q1 2017 compared to a very strong $218m in Q1 2016

- Capex at $68m, down (23)% y-o-y
  - Multi-client cash capex at $48m
  - Industrial capex at $13m

- Free Cash Flow at $(74) m versus $118m last year
  - Cash-outs related to the Transformation Plan:
    - $(45)m in Q1
    - Including $(9)m related to financial restructuring cash costs
**Q1 2017: debt evolution**

Debt and Liquidity by end March

- Group **Net Debt at $2,335m** as of March 2017
- Group Liquidity at **$391m**
- Maintenance **covenants disapplied** at March-end

* Negative FCF including cash NRC
Outlook

- Market conditions: 2017 outlook unchanged
  - 2017 operating results expected to be in line with 2016
  - Multi-client cash capex expected to be at $250-300m, with cash prefunding rate above 70% and industrial capex at $75-100m
  - Cash generation expected to be lower in 2017 due to lack of positive change in working capital versus 2016
- Industrial Transformation Plan mostly achieved
- Financial restructuring ongoing
  - To align CGG capital structure with business plan perspectives
Update on the Financial Restructuring Process
In the light of market environment assumptions assumed in the 2017-2019 Business Plan and of the corresponding industrial and financial expected performance, CGG proposed on March 3rd, to significantly reduce debt levels and related cash interest costs to align them with its cash-flows.

The envisaged financial restructuring path would involve the full conversion of unsecured debt into equity and the extension of the secured debt maturities.

The Company, under the aegis of the Mandataire Ad Hoc designated early March, wished then to engage restructuring discussions with its main stakeholders: the Lenders holding Secured and Guaranteed Debt for a c. $0.8bn principal amount, the Holders of Unsecured and Guaranteed Senior Notes for a c. $1.9bn amount, the Holders of Unsecured and Not Guaranteed Convertible Bonds for a c. $0.4bn principal amount, and the Shareholders.

CGG’s stakeholders have organized themselves into committees / ad hoc groups with legal and financial advisors to facilitate such restructuring discussions, collectively the “Stakeholders”:

- the “Secured Lenders Coordinating Committee”
- the “ad hoc Committee of Senior Notes” (HYB)
- JGInvestment in its capacity and as a representative of the masses of holders of OCEANEs (Convertible Bonds)
- DNCA
- Two other significant shareholders, Bpifrance Participations and AMS Energie
Status on Restructuring Discussions (II)

- A number of creditors and shareholders signed non-disclosure agreements (NDA) with the company to begin more detailed discussions on the terms of a restructuring, under the aegis of the Mandataire ad hoc. The terms of these non-disclosure agreements required the cleansing of the information provided herein.

- Discussions have focused on the terms of a transaction which addresses the capital structure constraints of the company. CGG has informed the stakeholders of the importance of reaching an agreement in advance of the 2020 Senior Notes interest payment due on May 15th.

- Extensive discussions between CGG and its Stakeholders over several weeks on the terms of a financial restructuring plan to address its capital structure constraints.

- The Company has put forward a proposal that is in its corporate interest, preserves the Group’s integrity and provides a framework for long-term sustainability for the Company’s businesses, employees and customers. In addition, it offers to current Shareholders an opportunity to participate in the Company recovery.

- This proposal is supported by DNCA (in its capacity of a long standing institutional shareholder, bondholder and convertible bondholder of the Company) and the Secured Lenders Coordinating Committee. The proposal does not have the support of other Stakeholders. The proposals put forward by other Stakeholders can be seen in the ‘Overview of the Business Plan & Financial Restructuring Proposal’ presentation.

- We will continue to negotiate the terms of a comprehensive restructuring transaction that meets the Company’s key objectives with our Stakeholders, and will strive to obtain sufficient support from all of their constituencies, although there can be no assurances in that respect.
2017-2019 Business Plan
SHORTAGE IN OIL RESERVES TRIGGERING A NEW EXPLORATION CYCLE

- Unconventional: a strong swing factor
- Clear shortage in oil reserves expected by 2020 due to the current scant exploration efforts and the low rate of discoveries in the past few years
- Business plan anticipates a modest increase in exploration beginning H2 2018

RESURGENCE IN THE OIL PRICE

- Price recently stabilized at around $40-50/barrel
- Business Plan based on oil price remaining in the region of $50-65/barrel over the next 2 years

Source: Bloomberg, Bernstein Estimates, Brokers’ Estimates
Market Environment by Segment

- **Geology, Geophysics & Reservoir**: Resilient market in 2016, will remain impacted by the fall in E&P investments and by the diminished appetite for offshore exploration
  - *Multi-Client*: A market under pressure, but demand increasing vs. contractual
    - A more competitive landscape with one competitor leveraging on its strong balance sheet
    - Client sales tend to materialize after securing a block in a licensing round
  - *Subsurface Imaging and Reservoir*: A 2017 market expected to further decrease from lag time between shooting and processing data

![Graph of Deepwater Exploration & Appraisal Spending ($ BN)](image1)

![Graph of Subsurface Imaging: 3rd Party Received Bids January 2013 till May 2016 (12 Months Running Average)](image2)

Source: Wood Mackenzie Exploration Service
Market Environment by Segment (cont'd)

- **Equipment:** after a 70% decline in two years, market now stabilizing
  - No sign of an imminent upturn; however market could improve by 2018
  - Sercel’s market shares well preserved
  - Marine equipment market will be driven by need to replace streamers reaching end of useful life. Replacement cycle should begin in 2018, depending on clients’ financing capacity
  - Land rebound should be driven by demand for latest technology products and large crews in the Middle East

- **Contractual data acquisition:** depressed market with no expected improvement in 2017
  - **Marine:** Market & prices stabilized at the lowest level
    - Increasing use of seismic vessels for Multi-Client surveys, either at the request of clients (increasing number of calls for tenders), or due to the contractors’ choice (WesternGeco, CGG)
    - Changes in prices by 2017-2018 very difficult to predict due to the “elasticity of supply” (numerous cold-stacked vessels could return)
  - **Land**
    - Lower number of projects and calls for tenders, in line with the drop in E&P investments
    - Pressure on prices due to number of market participants with idle teams
Value Creation in Geosciences Market

- Rebound of E&P Capex before the end of the decade
  - Developing new oil & gas reserves needed
    - Supply-side short-fall
    - Exploration rebound before 2020
  - Enhancing the recovery of existing oil & gas fields required
    - Key issue for existing oil producers of mature fields
    - More production expenses dedicated to geosciences to get a better understanding of oil field behaviors

- Flexible business models
  - Inception of non-conventional resources in energy world making future less predictable
  - Tight management of assets & human resources

- Providing customers with the best out of their data
  - Value to come from sharper imaging, improved predictions, better interpretation, etc.

- Winners to be “flexible asset-light data value-driven” with less dependence on contractual acquisition
- But strong value in keeping an integrated group to provide complete geoscience solutions to our customers
Strong Value in Keeping an Integrated Group to Provide Complete Geoscience Solutions to Our Customers

- Sercel (Equipment)
  - Supplier
  - Product testing
  - Privileged Access
  - Capacity assistance and expertise

- Data Acquisition
  - Intelligence on acquisition patterns
  - Imaging
  - New data

- Subsurface Imaging & Reservoir
  - Imaging
  - New/old data
  - Interpretation
  - Vessel utilization optimization

- Multi - Client
  - Shared customer relationships/cross-selling
  - Imaging

CGG JVs (Argas, SBGS - acquisition in specific territories…)

Privileged Access
CGG Strategy for Value Creation

- **Industrial transformation plan completed with a new business mix**: GGR 60%+, Equipment 20-25% and Data Acquisition 15-20%

- **A more flexible company cost structure**
  - Sercel break-even point drastically lowered, leading to a high sensitivity to revenue increase
  - Very limited new investments needed for our 5 seismic vessel fleet
  - Adaptation of the Imaging & Reservoir headcount focusing on profitable centers

- **Asset-light model, Contractual Data Acquisition capital employed now down to 11% (from 48%)**
  - Capital Employed of Contractual Data Acquisition at $0.4 BN as of Q4 2016 from $3.4 BN as of Q3 2013
  - Overall Capital Employed decreased at $3.5 BN as of Q4 2016 from $7.1 BN as of Q3 2013

- **An ability to provide more content to geophysical data with our geoscience expertise**
  - Comprehensive range of leading geological, geophysical and reservoir capabilities
  - Integration at the heart of our strategy with Multi-Client embedding all available in-house expertise

- **Technology and Service quality for innovative solutions and technological step-changes**
## Selected Financial Targets

<table>
<thead>
<tr>
<th>FYE 31/12</th>
<th>2016A</th>
<th>2017E</th>
<th>2018E</th>
<th>2019E</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Revenue</strong></td>
<td>$1.2 BN</td>
<td>~$1.5 BN</td>
<td>~$2.0 BN</td>
<td></td>
</tr>
<tr>
<td><strong>EBITDA Margin (1)</strong></td>
<td>27.4%</td>
<td>35.0% - 40.0%</td>
<td>37.5% - 42.5%</td>
<td></td>
</tr>
<tr>
<td><strong>MC Capex</strong></td>
<td>$295 MM</td>
<td>$275 – 325 MM</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Industrial Capex</strong></td>
<td>$71 MM</td>
<td>$100 – 125 MM</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>R&amp;D Capex</strong></td>
<td>$34 MM</td>
<td>Stable at c.$35 MM</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Change in Working Capital</strong></td>
<td>$198 MM</td>
<td>Negative – In line with revenue growth (excluding ~$50 MM Pemex accelerated factoring in 2017)</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Cash Transformation Cost</strong></td>
<td>$167 MM</td>
<td>$80 MM</td>
<td>$15 MM</td>
<td>$10 MM</td>
</tr>
</tbody>
</table>

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(1) Company historical Seasonality of EBITDA is significantly weighted to H2. H1 2017 is expected to be impacted by fleet transition, more contractual activity than multi-client and lower volumes in Sercel.
Business Mix Evolution

2013A

- Contractual Acquisition: 22%
- GGR: 34%
- Equipment: 44%

Total revenue: $3.8 BN

2016A

- Contractual Acquisition: 15%
- GGR: 66%
- Equipment: 19%

Total revenue: $1.2 BN

MID-TERM OBJECTIVE

- Contractual Acquisition: ~20–25%
- GGR: ~60%
- Equipment: ~15–20%

Total revenue: ~$2.0 BN
Multi-Client to be highly selective in terms of new programs in order to maintain a good pre-funding level above 70%

Multi-Client growth expected from after sales which will be driven by StagSeis data in GOM, Brazilian licensing rounds and Mexico

Subsurface Imaging & Reservoir ("SIR") market to recover from 2018 onwards

Sustained market for SIR reprocessing

- GGR revenues back close to 2015 level in 2019
- c.20% growth per year over the recovering period 2018-2019
- Multi-Client revenues representing between 50% and 55% of GGR revenues

(1) Does not include approximately 25% of SIR business volumes which represent internal sales
Sercel’s offering of products & technology is well placed to make the most of the upturn

- Agile industrial business model with low break even point
- Business mix average 60% land and 40% marine
- Middle East Land high channel count crew should come from 2018-2019
- Marine to benefit from replacement of aging equipment
- Need to maintain enough inventory, capacity and competences to scale up quickly when the demand resumes

Equipment revenues back close to 2015 level in 2018
Revenue growth c.30-35% per year beyond 2018
Internal revenues average between 12% - 17% of total revenues
Contractual Data Acquisition

- Marine
  - 2017 boosted by Pemex and Kosmos surveys
  - Price and volume could recover from 2018, depending on the supply side (some vessels could return)

- Land & Multi-Physics
  - Land projects expected in Africa and emerging markets
  - Multi-Physics benefiting from mining market rebound

- Global Seismic Shipping AS
  - A new asset company owned 50/50 by CGG and Eidesvik with 7 vessels, 5 being chartered by CGG
  - Allow improved competitiveness by reducing charter rate and achieve material liquidity improvement

Contractual Data Acquisition

Revenue

<table>
<thead>
<tr>
<th>Contractual Data Acquisition</th>
<th>Revenue</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>(In million $)</td>
</tr>
<tr>
<td></td>
<td>232</td>
</tr>
</tbody>
</table>

- Contractual Data Acquisition revenues representing 15% - 20% of Group revenues
- Marine Contribution representing “only” 10% - 13% of Group revenues
Characteristics of the targeted Financial Restructuring
CGG’s Priorities

- Protect the corporate interest of the Company and the full value of its businesses
  - Timetable to deliver the targeted Financial Restructuring is of the essence in the present market environment

- Preserve the Group’s integrity
  - Highly interlinked technologies, Production Units and Geographies

- Provide a framework for long-term sustainability for the Company’s businesses, employees and customers
  - CGG is a Services Company which value is mostly made by Clients and People
  - Put the Company in a safe harbor from a Liquidity viewpoint to face any possible delay in the Geoscience Market recovery

- Find a solution respecting at best the existing interest of each stakeholder and their ability to take part in the Company’s recovery
  - The rights and weights of the stakeholders are heterogeneous, depending notably of their subordination rank, and will have to be eventually balanced and fulfilled under the authority of French and US Court
A financial situation demanding a short implementation timetable for the ultimate Financial Restructuring solution
Overview of the Financial Restructuring Objectives

- Fully address legacy Maritime Liabilities and the Nordic Debt restructuring (achieved in Q1)
- Substantial Group deleveraging through a full equitization of the unsecured debt
  - c.$2.0bn (principal and due coupons) to be converted into equity
- Extension of the maturity of the secured debt to 2022 (5 year from Restructuring Closing Date)
- Significantly improve liquidity position both to protect the Company in the event of operational sensitivities and to be able to finance growth at recovery time
Group Leverage: back below 1.5x

Based on mid-point of Business Plan targets, post Restructuring, Net Financial Debt* over EBITDA ratio below the 1.5x area

* Here-shown excluding Capital Lease
Restructuring Savings (over 2017-2019)

- ML mitigation & Nordic Loan: c. $300m
- Cost of Debt reduction net of fees: c. $225m

Additional Liquidity

- Net New Money: c. $275m
- Basket for new Secured debt: c. $200m

Group Liquidity: $1.0bn improvement at YE 2019 horizon
Total Senior Debt: $2.85bn by YE 2016
Debt Profile post Maritime Liabilities & Nordic Restructuring

**Senior Debt Profile as of 31/03/2017**

<table>
<thead>
<tr>
<th>Year</th>
<th>Term Loan &amp; RCF</th>
<th>High Yield Bond</th>
<th>Convertible Bond</th>
</tr>
</thead>
<tbody>
<tr>
<td>2017</td>
<td>434</td>
<td>339</td>
<td>37</td>
</tr>
<tr>
<td>2018</td>
<td></td>
<td>428</td>
<td>348</td>
</tr>
<tr>
<td>2019</td>
<td></td>
<td></td>
<td>37</td>
</tr>
<tr>
<td>2020</td>
<td></td>
<td></td>
<td>676</td>
</tr>
<tr>
<td>2021</td>
<td></td>
<td></td>
<td>420</td>
</tr>
<tr>
<td>2022</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2023</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Total Senior Debt**: $2.75bn by end of Q1 2017
Total Senior Debt: $1.05bn post Restructuring

Average Cost of Debt: 7.0% Cash (= $80m FY18) + 4.5% PIK
Main Economic Terms of the Company’s Proposal dated May 11th
<table>
<thead>
<tr>
<th>Reserved Capital Increase to HY Bondholders</th>
<th>SUMMARY OF MAIN ECONOMIC TERMS</th>
</tr>
</thead>
<tbody>
<tr>
<td>$1,601m to be converted into Equity (except for the portion potentially used in the backstop of the rights Issue)</td>
<td></td>
</tr>
<tr>
<td>Exchange at Par for Shares at $4</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Reserved Capital Increase to Convertible Bondholders</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>$383m to be converted into Equity</td>
<td></td>
</tr>
<tr>
<td>Exchange at Par for Shares at $15</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Issue of Warrants in favor of Original Shareholders</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Warrants 1 at $4 / 5 year maturity</td>
<td></td>
</tr>
<tr>
<td>1.2 Warrant for 1 Share (= 4.15% capital on a fully diluted basis)</td>
<td></td>
</tr>
</tbody>
</table>
### Company Proposal: New Money

<table>
<thead>
<tr>
<th>SUMMARY OF MAIN ECONOMIC TERMS</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>$75m Rights Issue with Warrants (ABSA) limited to Existing Shareholders</strong></td>
</tr>
<tr>
<td>- Issuing New Shares at $2 coupled with Warrants 2 at $5 / 5 year maturity</td>
</tr>
<tr>
<td>- 1 Warrant for 1 New Share (= 5.85% capital)</td>
</tr>
<tr>
<td>- Open to all existing shareholders (before equitization of the HY Bonds and the Convertible Bonds)</td>
</tr>
<tr>
<td>- 10% Backstop fee payable in cash to those parties who provide the backstop in cash</td>
</tr>
<tr>
<td>- Backstop: the possibility of backstopping the Rights Issue is available to the existing shareholders for a specified period, failing which the Rights Issue will be backstopped by all the HY Bondholders by way of set off of their claims under the HY Bonds</td>
</tr>
</tbody>
</table>

| **$350m New HYB provided by the Unsecured Lenders** |
| - Issuing new high yield bonds at par coupled with 15.5% Penny Warrants (fully diluted basis before other Warrants) |
| - Including a $25m tranche offered to Convertible Bondholders |
| - Libor + 4% cash + 8.5% PIK |
| - 6-years maturity post Closing Date |
| - 10% Backstop Fee payable in cash to those parties providing the backstop |
| - Backstop: |
|   - $325m initially backstopped by HYB ad hoc Committee with participation offered to all HY Bondholders within a specified period of time |
|   - $25m backstopped by Convertible Bondholders |

**Use of net Proceeds:** c. $100m to repay the Secured Loan / c. $275m Group Liquidity
Company’s Proposal: Reinstated Secured Debt

- Reinstatement of the **outstanding c. $800m US and French Revolving Credit Facility + Term Loan B**
  - Up to $100m prepaid at Closing
  - Secured Bond format
  - **5 year** maturity
  - Libor (floored 1%) + **6.5% cash / 2.5% PIK**
  - No maintenance covenant except $185m minimum liquidity
  - Basket for up to $200m additional *pari passu* secured debt under a 2.5x leverage cap
Company’s Proposal: Indicative Equity Ownership

<table>
<thead>
<tr>
<th>Shareholding Pre New Money (Pre Penny Warrants)</th>
<th>Post Debt Equitisation</th>
<th>Including Warrants 1</th>
</tr>
</thead>
<tbody>
<tr>
<td>Existing shareholders</td>
<td>4,9%</td>
<td>10,3%</td>
</tr>
<tr>
<td>Convert. Bonds</td>
<td>5,7%</td>
<td>5,4%</td>
</tr>
<tr>
<td>HYB</td>
<td>89,4%</td>
<td>84,4%</td>
</tr>
<tr>
<td>New Money (Backstop)</td>
<td>0,0%</td>
<td>0,0%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>100%</strong></td>
<td><strong>100%</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Shareholding Post New Money</th>
<th>Post Debt Equitization</th>
<th>Including Warrants 1</th>
<th>Including Warrants 2</th>
</tr>
</thead>
<tbody>
<tr>
<td>Existing shareholders</td>
<td>10,4%</td>
<td>14,3%</td>
<td>19,4%</td>
</tr>
<tr>
<td>of which from new money</td>
<td>6,5%</td>
<td>6,2%</td>
<td>11,7%</td>
</tr>
<tr>
<td>of which from existing shares</td>
<td>3,9%</td>
<td>8,1%</td>
<td>7,6%</td>
</tr>
<tr>
<td>Convert. Bonds</td>
<td>5,3%</td>
<td>5,1%</td>
<td>4,8%</td>
</tr>
<tr>
<td>HYB</td>
<td>84,3%</td>
<td>80,6%</td>
<td>75,8%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>100%</strong></td>
<td><strong>100%</strong></td>
<td><strong>100%</strong></td>
</tr>
</tbody>
</table>
Conclusion
Differences from Company’s Proposal

Key differences between the main economic terms of the Company’s Proposal and the proposals or positions of certain other Stakeholders:

- Exercise price and duration of the warrant package
- Conversion price of the Convertible Bonds
- Provision of free shares to existing shareholders
- Structure upon which New Money is provided
- Terms of the backstop and lockup agreement

Details of the main economic terms of the Company’s Proposal and the other Proposals in the ‘Overview of the Business Plan & Financial Restructuring Proposal’ presentation included in May 12, 2017 press release
Next Steps

- **Company’s Proposal:**
  - Pursue discussions related to economic terms and final legal documentation including lockup agreements
  - Seek to broaden support from Stakeholders

- **Interest on the 5.875% Senior Notes due on May 15th 2017**
  - Put on hold during the 30-day grace period

- **Preparation for voluntary Court proceedings in multiple jurisdictions to fully implement the financial restructuring**

**In parallel with our financial restructuring process, we remain focused on our high level of services to our customers and quality of our integrated product offerings**
Thank you