



COMPLIANCE CERTIFICATE

March 29, 2018

The Bank of New York Mellon, London Branch
One Canada Square
London E14 5AJ
United Kingdom

Ref: First lien senior secured notes due 2023 (the “**Notes**”)

COMPLIANCE CERTIFICATE

The undersigned, the duly authorized Chief Executive Officer and Chief Financial Officer of CGG, a *société anonyme* incorporated under the laws of the Republic of France (the “**Parent**”), pursuant to Sections 4.04 of the Indenture dated February 21, 2018 (as amended, restated, supplemented or otherwise modified from time to time, the “**Indenture**”) between CGG Holding (U.S.) Inc., a Delaware Corporation (the “**Company**”), the Parent and The Bank of New York Mellon, London Branch as trustee (in such capacity, the “**Trustee**”), among others, under which the Notes were issued, each hereby certify that to the best of our knowledge, the Company and the Parent have, since the Issue Date, kept, observed, performed and fulfilled each and every covenant contained in the Indenture and are not in default in the performance or observance of any of the terms, provisions and conditions of the Indenture, and that, to the best of our knowledge, no event has occurred and remains in existence by reason of which payments on account of the principal of or interest, if any, on the Notes is prohibited.

Because the Notes were not issued until after the fiscal year ended December 31, 2017, clauses (a)(i), (a)(iii), (a)(iv), (a)(v) and (b) of Section 4.04 of the Indenture are not applicable to this certificate.

Terms used herein and not otherwise defined shall have the meaning ascribed to such terms in the Indenture.

CGG

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Société Anonyme au capital de 5 854 573 €
N° 969 202 241 RCS Paris – code TVA UE : FR 16 969 202 241 – APE : 7010Z

IN WITNESS WHEREOF, we have executed this Compliance Certificate as of the date hereof.

CGG

By: /s/ Jean-Georges Malcor

Name: Jean-Georges Malcor
Title: Chief Executive Officer

By: /s/ Stéphane-Paul Frydman

Name: Stéphane-Paul Frydman
Title: Chief Financial Officer