

CGG

A French limited company (*société anonyme*) with a registered capital of 7,099,656 euros
Registered office: 27 avenue Carnot 91300 Massy
969 202 241 R.C.S. Evry

CONVENING NOTICE OF SHAREHOLDERS' MEETING

Warning: In the exceptional context of the Covid-19 crisis and the health and legal measures implemented to control the spread of the virus on the French territory, the Company made the decision, in accordance with the provisions of Order No. 2020-321 of March 25, 2020, adapting the rules for meetings and deliberations of general meetings and governing bodies of legal entities and private entities without a legal personality as a result of the Covid-19 epidemic, to hold the General Meeting of Shareholders at the Company's headquarters behind closed doors, without the physical presence of shareholders and other persons entitled to attend.

In view of this decision, and the resulting inability for shareholders to vote at the meeting or to ask questions during the General Meeting, the Company invites its shareholders to cast their vote by post according to the terms and conditions described in this notice of shareholders' meeting.

The General Meeting of shareholders will be held through live audio webcast, which terms of access will be specified on the Company's website :

www.cgg.com/en/investors/shareholder-information/annual-shareholders-meeting

In view of the constantly evolving the situation, the Company invites its shareholders to regularly visit the pages dedicated to the General Meeting on the Company's website (www.cgg.com/en/investors/information-of-shareholders/general-meetings).

The shareholders of CGG are hereby informed that a Combined General Meeting (ordinary and extraordinary) is to be convened on Tuesday, June 16, 2020 at 9:30 a.m., behind closed doors (without the shareholders being present) at the Company's headquarters, 27 avenue Carnot, 91300 Massy, in order to deliberate on the following agenda :

AGENDA

ORDINARY BUSINESS

- Report of the Board of Directors and Auditors' reports, and approval of the statutory accounts of the company for fiscal year 2019;
- 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 2019;

- Renewal of the term of Mrs. Helen LEE BOUYGUES as Director;
- Renewal of the term of Mrs. Heidi PETERSEN as Director;
- Approval of the related-party agreements falling within the scope of section L.225-38 of the French Commercial Code;
- Approval of the information relating to the compensation of the Senior Executive Officers ("*mandataires sociaux*", including the Directors, the Chairman of the Board of Directors and the Chief Executive Officer) for 2019;
- Approval of the elements of compensation due or granted for the 2019 financial year to Mr. Philippe SALLE, Chairman of the Board of Directors;
- Approval of the elements of compensation due or granted for the 2019 financial year to Mrs. Sophie ZURQUIYAH, Chief Executive Officer;
- Approval of the compensation policy applicable to the members of the Board of Directors for the 2020 financial year;
- Approval of the compensation policy applicable to the Chairman of the Board of Directors for the 2020 financial year;
- Approval of the compensation policy applicable to the Chief Executive Officer for the 2020 financial year;
- Allocation of maximum global annual amount of Directors' fees;
- Delegation of powers and authority to the Board of Directors to trade in Company's shares;

EXTRAORDINARY BUSINESS

- Authorization given to the Board of Directors to grant performance shares to certain employees and/or senior executive officers of the Company and / or of companies related to it;
- Authorization to be given to the Board of Directors to grant Company's subscription or purchase options to certain employees and/or senior executive officers of the Company and / or of companies related to it;
- Delegation to the Board of Directors to increase the share capital by issue of shares or securities granting access to the share capital of the Company, with removal of the shareholders' preferential subscription right, to members of a Company Savings Plan;
- Overall ceiling for the authorizations of issue;
- Authorization and delegation to the Board of Directors in order to reduce the share capital by cancelling shares purchased pursuant to the authorization of purchase of its own shares by the Company;

- Amendment of article 8-4 of the Company's articles of association in order to rectify a clerical mistake on the paragraph relating to the Directors' term of office;
- Amendment of article 8-6 of the Company's articles of association in order to comply with new legal provisions relating to the appointment of Directors representing the employees;
- Amendment of article 9 of the Company's articles of association in order to add a 4th paragraph, authorizing the Board of Directors to resolve upon certain decisions in writing, within the conditions provided for by law, in accordance with article L.225-37 of the French Commercial Code;
- Amendment of article 11 of the Company's articles of association in order to comply with new legal provisions relating to the compensation of Directors;
- Amendment of article 13 of the Company's articles of association in order to reduce the duration of the Observers' office;
- Amendment of article 14-6 (4th paragraph) of the Company's articles of association in order to reflect the provisions of article L. 225-106 of the French Commercial Code relating to the representation of shareholders at the General Meeting;
- Amendment of article 14-6 (13th paragraph) of the Company's articles of association in order to update the references to the Civil Code provisions applicable with respect to the entry of data and the electronic signature of the form to the General Meeting;
- Amendment of article 15-2 of the Company's articles of association in order to update the terminology relating to the Directors' fees ("*jetons de presence*");
- Amendment of article 17 of the Company's articles of association in order to comply with new legal provisions relating to the appointment of auditors;

ORDINARY AND EXTRAORDINARY BUSINESS

- Powers for formalities.

The notice of shareholders' meeting including the text of the draft resolutions was published in the *Bulletin des Annonces Légales Obligatoires* dated May 6, 2020 (bulletin no 55).

A. Preliminary formalities to attend the general meeting

Taking note of the measures restricting movement and gathering of people in France, CGG will exceptionally hold its General Meeting of shareholders behind closed doors, without the physical attendance of shareholders. However, shareholders will be able to follow the General Meeting, which will be held through live audio webcast under the terms and conditions to be described at www.cgg.com/en/investors/shareholder-information/annual-shareholders-meeting

Pursuant to the provisions of section R.225-85 of the French Commercial Code, in order to take part in this General Meeting by casting a postal vote or by giving a proxy, shareholders must provide evidence of their shareholding through the registration of their shares in their name on the second business day prior to the date of the General Meeting at 12:00 a.m. (Paris time).

The second business day prior to the General Meeting at 12:00 a.m. will be **Friday, June 12, 2020 at 12:00 a.m. (Paris time)**.

B. Attendance at the General Meeting

Any shareholder, regardless of the number of shares held, may take part in this General Meeting.

1. This General Meeting being held without the physical attendance of shareholders, shareholders can either cast a postal vote, appoint a proxy of their choice⁽¹⁾ or give a proxy to the Chairman of the General Meeting (in which case a positive vote will be cast in favor of all the resolutions agreed by the Board of Directors of the Company), as follows:

If the shares are held under the registered form:

- the shareholders shall return by post the postal voting form/proxy voting form addressed to them with the convening notice to the following address : BNP Paribas Securities Services – Service Assemblées Générales - CTO Assemblées Générales – Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex.

If the shares are under the bearer form:

- the shareholders shall apply for the postal voting form/proxy voting form directly to the financial intermediary in charge of their share account, as from the date of the convening notice of the shareholders' meeting. Such a form shall be accompanied by a statement of holdings delivered by the financial intermediary and shall be sent by post to the following address : BNP Paribas Securities Services – Service Assemblées Générales - CTO Assemblées Générales – Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex.

⁽¹⁾ The third parties appointed as proxy, as the shareholders, will not be entitled to attend the meeting in person. They will only be entitled to vote by post on behalf of the shareholder who appointed them.

Pursuant to the provisions of section R.225-75 of the French Commercial Code, any request for a postal voting form/proxy voting form, in order to be processed, must be received at the Company's registered office or by BNP Paribas Securities Services at the above mentioned address, no later than six days prior to the date of the Meeting.

In order to be taken into account, the forms, duly completed by the shareholders, must be received by the Company or by BNP Paribas Securities Services, at the latest on the day preceding the date of the General Meeting, i.e. Monday, June 15, 2020 at 3:00 p.m. (Paris time).

In order to avoid any delay in the delivery of the forms, we nonetheless recommend that you do not wait until the day before the General Meeting to vote or give a proxy.

2. 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.

3. 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:

If the shares are under the registered form:

- the shareholder shall send an e-mail to the following address: paris.bp2s.france.cts.mandats@bnpparibas.com. This email must include the following information : the name of the Company, the date of the General Meeting, the name, first name, address and identification number with BNP Paribas Securities Services and the name and first name, and if possible, the address of the proxy.
- the shareholder will have to confirm his/her request on PlanetShares/My Shares or PlanetShares/My Plans by logging with his/her usual login credentials and by going to the page "My shareholder space – My general meetings" and then by clicking on "Appointing or dismissing a proxy".

If the shares are under the bearer form or under the registered form through an accredited financial intermediary:

- the shareholder shall send an e-mail to the following address: paris.bp2s.france.cts.mandats@bnpparibas.com. This email must include the following information : the name of the Company, the date of the General Meeting, the name, first name, address and bank references and the name, first name, and if possible, the address of the proxy.
- the shareholder shall request the financial intermediary in charge of his/her account to send a written confirmation to BNP Paribas Securities Services – CTO Assemblées Générales – Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex.

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.

In order to be taken into account, only notifications of appointment or cancellation of proxies, duly signed, completed must be received on the day preceding the date of the General Meeting at the latest, i.e. June 15, 2020 at 3:00 p.m. (Paris time).

Transmission of the voting instructions by proxy holders by electronic means (article 6, 2° of the Decree n°2020-418 dated April 10, 2020, applicable to General Meetings held behind closed doors)

The proxy holder, appointed pursuant to Article L. 225-106 I of the French Commercial Code, shall send his/her voting instructions, for exercising the proxies he/she has, to the following address : paris.bp2s.france.cts.mandats@bnpparibas.com , in the form of a scanned copy of the voting form or proxy voting form, indicating the name, first name and address of the proxy holder, the mention "Acting as a proxy holder," dated and signed. Voting directions will be provided in the "I vote by post" box of the voting form or proxy voting form. The proxy holder will have to attach a copy of his/her identity document and, where applicable, a power of the legal entity he/she represents. No proxy with indication of a proxy given under Article L. 225-106 I of the French Commercial Code will be taken into account if the proxy granted by the shareholder or the proxy holder's voting instructions have not reached the Company in the above conditions no later than Monday, June 15, 2020 at 3:00 p.m. (Paris time).

C. 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.

Such questions must be sent to the following address: CGG, 27 avenue Carnot 91300 Massy, France by registered letter with acknowledgment of receipt or by email to ag2020@cgg.com together with a statement of holdings evidencing the registration of the shares no later than the fourth business day preceding the General Meeting, i.e. **Wednesday, June 10, 2020**.

However, in light of the exceptional circumstances (the Combined General Meeting to be held exceptionally behind closed doors), the Company will make its best efforts to reply to written questions from shareholders sent after Wednesday, June 10, 2020 and received by the Company no later than Sunday, June 14, 2020, at 12:00 a.m. (Paris time).

Exceptionally, the General Meeting being held behind closed doors (without the physical attendance of shareholders), it will not be possible to ask questions during the General Meeting.

D. 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 website <http://www.cgg.com>, as from the twenty-first day preceding the General Meeting, i.e. **Tuesday, May 26, 2020**.

All documents and information listed in sections L. 225-115 and R. 225-83 of the French Commercial Code will be sent to or made available for consultation by shareholders at the Company's headquarters, 27 avenue Carnot, 91300 Massy, France as from the date of the notice convening the General Meeting and during fifteen days prior to the General Meeting.

The Board of Directors