



## REMUNERATION POLICY FOR CORPORATE OFFICERS SUBMITTED TO THE GENERAL MEETING HELD ON JUNE 16, 2020

\*\*\*

EXTRACT FROM THE 2019 UNIVERSAL REGISTRATION DOCUMENT

\*\*\*

Results of the votes on the related resolutions:

Resolution	Subject	Percentage of <u>votes in favor of</u> the proposed resolution	Result
11 <sup>th</sup> resolution	Remuneration policy of Directors	99.99%	Approved
12 <sup>th</sup> resolution	Remuneration policy of the Chairman of the Board of Directors	99.99%	Approved
13 <sup>th</sup> resolution	Remuneration policy of the Chief Executive Officer	78.13%	Approved

(Article R225-29-1 (IV) of the French Commercial Code)

## 4.2 Remuneration

### 4.2.1 Remuneration policy for Corporate Officers

This remuneration policy has been established in accordance with the provisions of Article L. 225-37-2 of the Commercial Code, as amended by Order no. 2019-134 of November 27, 2019 and the decree adopted for its application.

As of the date of this report, the Company's Corporate Officers are Mr. Philippe SALLE, Chairman of the Board of Directors and Mrs. Sophie ZURQUIYAH, Chief Executive Officer of the Company, as well as all the members of the Board of Directors ("the directors").

For the purposes of this report and pursuant to the provisions of the Code of Corporate Governance for Listed Companies (hereinafter "the AFEP-MEDEF Code"), "Executive Corporate Officers" shall mean the Chief Executive Officer and any Deputy Chief Executive Officers. The Executive Corporate Officers, the Chairman of the Board of Directors and the Directors are collectively referred to as "Corporate Officers".

#### 4.2.1.1 Information relating to all Corporate Officers

##### A. Decision-making process and general principles

###### a. Determination of the remuneration policy

The remuneration policy for Corporate Officers is determined by the Board of Directors on the recommendation of the Appointment and Remuneration Committee. This policy is regularly reviewed and discussed by the Board of Directors in order to be in accordance with corporate interest of the Company, contribute to its sustainability and be in line with its business strategy.

The Company has defined its corporate social responsibility via four cornerstones which form the heart of the Company's day-to-day focus - its employees, its sustainability as a company, the fight against corruption, and the environment. Through an ongoing and forward-looking approach, every effort has been made to identify, prevent, manage and resolve all risks linked to these four fields, both at a site and/or project level as well as at the level of governance bodies. These key areas of focus are at the foundations of the Company's commercial strategy, which is defined via promotion and development objectives within the industry, building long-term relationships, developing alliances with major clients and partners, and on a global level, sustaining operational performance. These various elements are implemented by ensuring the Company attracts and retains key skills in a stimulating work environment while maintaining the health and safety of all.

As such, the remuneration policy complies with the following general principles, which are established in accordance with the provisions of the AFEP-MEDEF Code to which the Company refers:

- **balancing principle:** Care is taken to ensure that there is a good balance between the different components of the remuneration package and that none of its elements is disproportionate;
- **comparability principle:** The positioning of the remuneration of the Company's Corporate Officers is regularly reviewed in relation to that of companies in the sector and comparable markets, on the basis of studies carried out by specialised external firms. Thus, the Group's practices are consistent and

competitive with market practices to ensure the retention of key executives and to support the Company's business strategy;

- **principle interest alignment and link to performance:** In general, the Board of Directors and the Appointment and Remuneration Committee pay particular attention to ensuring that the remuneration policy for Executive Corporate Officers is in line with the Company's performance and oriented towards the creation of long-term value (quantifiable criteria) as well as the achievement of non-financial objectives (qualitative criteria). Consequently, the main purpose of the remuneration policy is to encourage the achievement of ambitious strategic objectives by setting demanding short, medium and long-term performance criteria.

The overall remuneration policy for Executive Corporate Officers focuses on the variable portion of remuneration, which is at risk for the beneficiary. Thus, their remuneration structure includes a significant variable component aimed at aligning executive remuneration more directly with the Group's business strategy and social purpose while encouraging performance. The long-term remuneration tools put in place by the Company also represent a significant part in linking the remuneration of the Corporate Officers to the interests of the shareholders.

This policy therefore makes it possible to remunerate, in an appropriate manner, decision-making that creates long-term value for the Company, ensuring its sustainability.

A suitable remuneration policy is essential, particularly taking into account the cyclical nature of the Group's activity, in order to attract, motivate and retain talent while generally ensuring a good level of competitiveness for remuneration packages. This dual objective of attracting and retaining talent was one of the principal strands of the general sustainable development policy across all employees.

The Group Human Resources policy enables employees to benefit from a working environment and conditions that encourage professional achievement, in order to bring the best out of human capital. The Group guarantees a uniform remuneration system in line with local practices. To that end, all employees benefit from a remuneration policy built on principles of competitiveness, attractiveness and motivation, which at the same time meets market practices and encourages improvement in Company performance in order to serve both the Company's commercial strategy and corporate purpose (please refer to Chapter 3 "Statement on non-financial performance" of the 2019 Universal Registration Document for more details).

The Company has implemented, at Group level, an annual variable remuneration policy named the Global Performance Incentive Plan (GPIP). This policy applies to the majority of employees and to Executive Corporate Officers. The financial criteria underpinning the policy are based on financial objectives linked to activity, which varies according to the entity in question, and takes into account directives provided by the Board of Directors. The individual criteria are based on non-financial objectives related to the strategic and operational development of the Group. This system enables alignment between remuneration conditions applied across the Group and Company and shareholder interests.

### b. Review of the remuneration policy

The Group remuneration policy is regularly reviewed, taking into account market practices and how competitors have evolved in order to ensure consistency at both a global and industry level. Concerning Executive Corporate Officers, the Company works with specialized external firms who submit their observations to the Appointment and Remuneration Committee. The latter then shares its recommendations with the Board of Directors for their decision-making process.

### c. Implementation of the remuneration policy

The remuneration policy applicable to the Corporate Officers will be implemented by the Board of Directors, in compliance with applicable legal, regulatory and statutory frameworks and in respect of the general principles outlined in section 4.2.1 of the present Document.

The Appointment and Remuneration Committee meets regularly to verify that the remuneration policy adopted by the General Meeting is correctly applied.

### d. Role of the Appointment and Remuneration Committee

The tasks of the Appointment and Remuneration Committee in determining, reviewing and implementing the remuneration policy are defined in section 4.1.2.1.a) of the present Document.

The Appointment and Remuneration Committee was created on March 15, 2000 on the initiative of the Board of Directors.

It is composed of 50% independent directors. In accordance with the provisions of the AFEP-MEDEF Code, an independent director is a Non-Executive Corporate Officer of the Company or its group with no special interest in the Company or its group.

The Committee shall meet at least three times a year to consider:

- the remuneration allocated to each Corporate Officer;
- the allocation of long-term remuneration elements; and
- the procedures for evaluating the Board of Directors, the Chairman of the Board of Directors and the Chief Executive Officer.

The Committee assists the Board of Directors in determining the remuneration of the Corporate Officers, taking into account all of the general principles set forth above.

It makes proposals and recommendations concerning, in particular:

- the remuneration of Corporate Officers, including the procedures for determining the related variable portion and the possible allocation of benefits in kind;
- all provisions relating to the retirement of Corporate Officers;
- the elements of deferred remuneration for Corporate Officers to be submitted to the annual General Meeting of Shareholders;
- the assessment of the financial impact of all remuneration components for Corporate Officers on the Company's financial statements;
- the implementation of share-based remuneration plans.

The Committee may also be assisted by an external and independent advisor specialising in remuneration issues.

### e. Conflict of Interest

#### Directors

In accordance with the Internal Regulations of the Board, each Director must inform the Board about any conflict of interest situation, even potential, that may directly or indirectly involve him/her because of the duties he/she may hold in other companies or because of personal interest. In such a case, the Director shall abstain from attending the debate and taking part in voting on the related resolution.

This obligation is complemented by an annual formal statement provided to the Company by each Director, testifying that he/she is not involved in any conflict of interest.

On March 5, 2020, the Board of Directors resolved to amend its Internal Regulations in order to enhance the Directors' attention on the topic of conflict of interest. These Internal Regulations are available on the Company's website.

#### Corporate Officers who are not Directors

The Corporate Officers who are not Directors (Chief Executive Officer, Deputy Chief Executive Officer, as the case may be) must inform the Executive Leadership team or, in the case of a Chief Executive Officer not being a Director, the Board of Directors, in case of any real or potential conflict of interest situation with the Company.

In any case, and in case of any doubt, each Corporate Officer (being a Director or not) has the possibility to consult the Group Ethics Committee.

## B. Application of the remuneration policy

### Appointment of new Corporate Officers

In the event that a new Chairman is appointed, the principles, criteria and elements of remuneration provided for in the Chairman's remuneration policy would apply.

In the event that a new Chairman and Chief Executive Officer/Chief Operating Officer is appointed, the principles, criteria and elements of remuneration provided for in the Chief Executive Officer's remuneration policy would apply.

In the event that a new director is appointed, the principles, criteria and elements of remuneration set out in the remuneration policy for directors would be applicable.

The Board of Directors, on the recommendation of the Appointment and Remuneration Committee, will then determine, adapting them to the situation of the person concerned, the objectives, performance levels, parameters, structure and maximum percentages in relation to their fixed annual remuneration, which may not exceed those of the Chairman, in the case of a new Chairman, of the Chief Executive Officer, in the case of a new Chief Executive Officer, or of the Directors, in the case of a Director.

### Exceptions to the application of the remuneration policy

In the event of exceptional circumstances, the Board of Directors may, in accordance with Article L. 225-37-2, III paragraph 2 of the French Commercial Code, depart from the application of the remuneration policy when this departure is temporary, in accordance with the company's interests and necessary to guarantee the company's continuity or viability.

It should be noted that the compensation policy for corporate officers was established prior to the introduction of the state of health emergency by Act no. 2020-290 of March 23, 2020 and its economic impact.

In order to take these exceptional circumstances into account, the Board of Directors may, for the financial year 2020 alone and after consulting the Appointment and Remuneration Committee, adjust the components of the annual variable compensation in light of the economic situation, which only concerns performance criteria and/or conditions. The Board of Directors will justify these adjustments in detail in view of the impact on the company's performance and the economic consequences resulting from these exceptional circumstances. Under no circumstances may the ceiling of the annual variable compensation be modified.

These exceptions will be strictly implemented. Indeed, the annual variable compensation will be submitted to the vote of the shareholders at the General Meeting and may only be paid in the event of a positive vote by the latter in accordance with the provisions of Articles L. 225-37-3 and L. 225-100, II of the French Commercial Code.

### C. Change in remuneration policy

Following the General Meeting of May 15, 2019, the Group undertook a review of the main elements of governance related to the remuneration of Corporate Officers and their communication, with the assistance of an external consultant.

The Group carried out an audit of compliance with the recommendations of the AFEP-MEDEF Code, compliance with changes in legislation (Pacte law) and investor expectations through analysis of policies and comments from voting advisory agencies.

Following this diagnosis, the Group carried out projects aimed at taking into account the comments of the various stakeholders on the following projects: long-term remuneration, communication on the remuneration of Corporate Officers and the characteristics of regulated agreements for the benefit of the Group's Corporate Officers:

- the characteristics of long-term remuneration: as soon as the 2019 plan was implemented, the Board of Directors modified the acquisition conditions for stock-options and performance shares with:
  - an extension of the acquisition period to 3 years for both stock-options and performance shares,
  - the integration of a relative performance condition with the evolution of the share price in relation to the PHLX Oil Service SectorSM (OSX<sup>SM</sup>) index for stock-options,
  - stopping the re-testing of the performance conditions attached to the stock-options;
- communication on the remuneration of Corporate Officers: the group has launched an audit of its corporate governance report and has undertaken a more detailed communication of the components of the remuneration policy through:
  - the methods for determining the remuneration of Corporate Officers and their target structure,
  - target levels and ceilings for the variable elements of remuneration disclosed,
  - the mechanism for calculating the annual variable remuneration with the terms and conditions for assessing performance criteria to enable shareholders to understand the determination of the amounts paid,
  - the communication of the results of long-term incentive plans enabling shareholders to link this remuneration to the Group's performance;
- the non-competition clause has been brought into compliance with the rules of the AFEP-MEDEF Code and Order no. 2019-1234 of November 27, 2019:

- the payment of the non-competition indemnity would therefore be excluded as soon as the Chief Executive Officer would exercise his or her retirement rights. In any event, no remuneration could be paid beyond the age of 65, and
- on the other hand, the non-competition indemnity will have to be paid in instalments during its duration;
- the contractual termination indemnity has also been modified to comply with the provisions of the AFEP-MEDEF code:
  - the payment of the indemnity would be excluded in the event of the beneficiary's resignation (including further to a change of control) or the possibility for the beneficiary to exercise his or her retirement rights at the time of departure, and
  - the performance scale giving rise to the payment has been revised to be more stringent.

The elements of remuneration of the Corporate Officers, as determined by the Board of Directors in compliance with the principles outlined above, will be submitted for approval on the General Meeting to be held on June 16, 2020.

#### 4.2.1.2 Information relating to each Corporate Officer

##### A. Remuneration policy applicable in 2020 to the Chairman of the Board of Directors

The remuneration of the Chairman of the Board of Directors is determined in accordance with the recommendations of the AFEP-MEDEF Code and in line with remuneration practices observed in France for non-executive chairs of boards. It is in line with the Company's corporate interest, contributes to its sustainability and is in line with its business strategy.

The position of Chairman of the Board of Directors is currently held by Mr. Philippe SALLE.

In accordance with Article L. 225-37-2 of the Commercial Code, this remuneration policy will be the subject of a resolution submitted for approval to the General Meeting called to approve the financial statements for the year ending December 31, 2019.

##### a. Term of office

On April 26, 2018, the Board of Directors appointed Mr. Philippe SALLE as Chairman for the duration of his office as Director. Mr. Philippe SALLE was appointed as Director for the first time on March 8, 2018, by cooptation in replacement of Mr. Loren Carroll, for the remainder of the term of office of his predecessor, *i.e.* until the end of the General Meeting to be held to approve the financial statements for fiscal year ending December 31, 2020. It is hereby reminded that pursuant to article 8 of the Company's articles of association, Directors are appointed for a 4-year term.

The Board of Directors may revoke the Chairman at any time. The Chairman's office comes to an end at the latest after the annual Ordinary General Meeting following the date on which he reaches the age of 65 years. However, the Board of Directors may further extend the office of the Chairman, once or several times for a total period not to exceed 3 years.

##### b. Total remuneration and benefits of any kind

###### i. Respective Importance of Remuneration Elements

The remuneration of the Chairman of the Board of Directors consists solely of fixed elements, to the exclusion of any variable or exceptional remuneration.

## ii. Fixed remuneration

The Chairman of the Board of Directors may receive a fixed annual remuneration.

For the 2020 financial year, the fixed remuneration of Mr. Philippe SALLE is maintained at €170,000 gross on an annual basis by decision of the Board of Directors taken on March 5, 2020.

## iii. Other short-term remuneration components

### SOCIAL PROTECTION SCHEMES

The Chairman of the Board may benefit from the social protection schemes set up for the Group's employees.

Consequently, the Chairman may benefit from an insurance scheme covered by a contract taken out with Swisslife, covering death and disability risks.

Benefits are calculated on the basis of the contribution base consisting of gross annual remuneration.

This scheme is capped and guarantees:

- the payment of temporary incapacity and 2<sup>nd</sup> category invalidity benefits up to a maximum amount of €119,295 per year in addition to social security payment;
- the risk of death according to several options at the beneficiary's choice, the maximum amount of which is set at 32 PASS in case of accidental death;
- the payment of a spouse's pension, if applicable.

The benefit limits are set by the insurance contract and depend on the marital status at the time of death and the option chosen by the beneficiaries.

This scheme is capped as detailed below, and premiums are calculated in reference to the Plafond Annuel de Sécurité Sociale [Annual Social Security Ceiling] (PASS) and are set for the year 2020 at:

- tranche A - up to 100% of the PASS: 0.23% beneficiary premiums and 1.14% company premiums;
- tranche B - between 100% and 400% of the PASS: 1.52% beneficiary premiums and 1.57% company premiums;
- tranche C - between 400% and 800% of the PASS: 0.13% beneficiary premiums and 0.51% company premiums.

Premiums are paid on the employee's gross annual remuneration.

The Chairman may also benefit from medical coverage provided via an insurance contract taken out with Swisslife, covering medical fees.

Premiums are calculated in reference to the Plafond Annuel de Sécurité Sociale [Annual Social Security Ceiling] (PASS) and are set for the year 2020 at:

- a fixed fee of €33.40 borne by the beneficiary and of €33.40 borne by the Company;
- on top of which are paid premiums in proportion to earnings:
  - tranche A and B: up to 400% of the PASS: 0.52% beneficiary premiums and 0.52% company premiums.

Premiums are paid on the beneficiary's gross annual remuneration.

The amount of the premiums and the coverage provided are reviewed yearly, without necessarily being modified.

The above insurance contracts can be terminated by following standard legal procedure.

For the 2020 financial year, as in 2019, Mr. Philippe SALLE will benefit from both of the above social protection schemes.

### BENEFITS IN KIND

The Chairman of the Board may receive benefits in kind linked to the allocation of a company car.

For the financial year 2020, as in 2019, Mr. Philippe SALLE will not benefit from a company car.

### iv. Remuneration allocated to directors

The Chairman of the Board of Directors may receive remuneration allocated to the directors.

The Chairman of the Board of Directors receives a fixed amount of Directors' fees, in his/her capacity as Director, the amount of which is approved by the Board of Director.

For the 2020 financial year, on the recommendation of the Appointment and Remuneration Committee, and subject to shareholder approval at the Annual General Meeting to be held on June 16, 2020, it will be proposed to pay a fixed remuneration of €70,000 as remuneration allocated to Directors, for the position of Chairman of the Board.

### v. Other forms of remuneration

The Chairman of the Board of Directors does not receive any other form of remuneration. In particular, he does not perceive:

- any annual or multi-annual variable remuneration;
- any stock options or stock purchase options;
- any free or performance shares.

The Chairman of the Board of Directors does not benefit from any retirement benefits, non-competition indemnities or contractual severance payments.

## B. Remuneration policy applicable in 2020 to the Chief Executive Officer

The remuneration policy applicable to the Chief Executive Officer is designed to remunerate performance, measured in the short, medium and long term. The components of this policy have different and mutually consistent objectives. Consequently, is in line with corporate interest of the Company, contributes to its long-term sustainability and is in line with its sales strategy.

To determine the compensation of the Chief Executive Officer, the Board of Directors uses benchmarks of CAC Mid 60 companies. The objective is to position the Chief Executive Officer at the median of the market for total compensation comparisons (fixed remuneration, annual variable remuneration, long-term remuneration). In addition, given its exposure to the international market, the company also regularly analyses the positioning of the Chief Executive Officer's compensation in relation to international compensation benchmarks. In addition, the Board ensures that the remuneration policy for Corporate Officers remains consistent with that of the Group's other executives.

In accordance with Article L.225-37-2 of the Commercial Code, this remuneration policy will be the subject of a resolution submitted for approval to the General Meeting called to approve the financial statements for the year ending December 31, 2019.

The position of Chief Executive Officer is currently held by Mrs. Sophie ZURQUIYAH.

### a. Term of office

On March 23, 2018, the Board of Directors appointed Mrs. Sophie ZURQUIYAH as Chief Executive Officer of the Company. This appointment became effective at the end of the annual General Meeting held on April 26, 2018 and remain in force until the end of the General Meeting to be held to

approve the 2021 financial statements. On April 26, 2018, the General Meeting approved the appointment of Mrs. Sophie ZURQUIYAH as Director for a 4-year term, in accordance with article 8 of the Company's articles of association. It is hereby noted that the duration of the office of Mrs. Sophie ZURQUIYAH as Chief Executive Officer is the same as the duration of her office as Director.

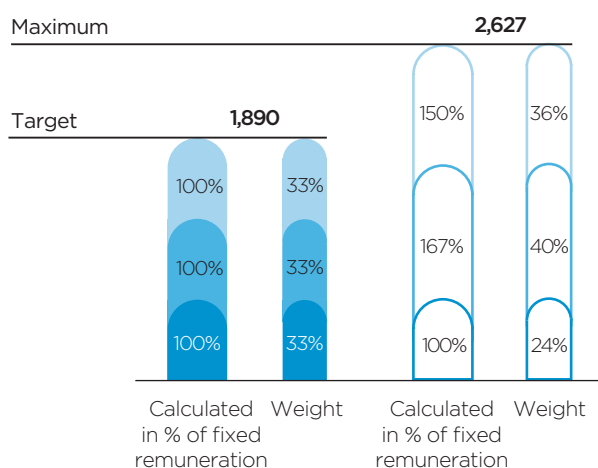
The Chief Executive Officer may be revoked at any time by the Board of Directors. The functions of Chief Executive Officer will terminate at the latest at the end of the ordinary General Meeting which follows the date on which he reaches the age of 65 years. However, the Board of Directors may extend the Chief Executive Officer's term of office beyond this limit, all at once or on several occasions, for a total duration that may not exceed three years.

**b. Total remuneration and benefits of any kind**

**i. Respective importance of remuneration elements**

The total remuneration package is structured in a balanced way around the three main remuneration components (fixed remuneration, annual variable remuneration, long-term remuneration):

**2020 CEO REMUNERATION POLICY  
(IN THOUSANDS OF €)**



**2020 CEO Remuneration policy (K€)**

- Long-term remuneration
- Annual variable remuneration
- Fixed remuneration

Details of the breakdown of the components of each element of remuneration are set out in the following paragraphs.

**ii. Fixed Remuneration**

In accordance with the AFEP-MEDEF Code, the remuneration of the Chief Executive Officer is reviewed annually by the Appointment and Remuneration Committee. On the other hand, its amount is not changed annually but at relatively long intervals (every two or three years).

Any increase shall be justified and explained.

If the Board of Directors decides, on the recommendation of the Appointment and Remuneration Committee, on a significant increase, this must be explained and take into account market practices.

To determine the fixed compensation of the Group's Chief Executive Officer, the Board of Directors uses benchmarks of CAC Mid 60 companies and analyses his positioning on the international market. It should be noted that the fixed compensation of the Chief Executive Officer currently appears to be positioned at less than 90% of the median of CAC Mid 60 companies, used as a benchmark in the French market.

The fixed remuneration is used as a reference for determining the annual variable compensation percentage and the valuation of long-term compensation.

It is paid monthly.

For the 2020 financial year, the Board of Directors of March 5, 2020 has decided to maintain the fixed remuneration of Mrs. Sophie ZURQUIYAH at €630,000 gross on an annual basis.

The stability of her fixed remuneration reflects the Board of Directors' desire to change it at relatively long intervals.

**iii. Annual variable remuneration**

**METHODS OF DETERMINATION**

Within the Group, the Company has set up an annual variable remuneration scheme that benefits the majority of employees. This policy may vary with respect to the Group's objectives and strategy. To date, the Company has implemented a programme called the Global Performance Incentive Plan (GPIP) also applicable to the Chief Executive Officer.

The Board of Directors and the Appointment and Remuneration Committee pay particular attention to ensuring that the annual variable remuneration policy of the Chief Executive Officer is aligned to Company performance and focused on creating value in the long term (financial objectives) as well as the Group's strategic development (non-financial objectives).

The above criteria contribute to the objectives of the remuneration policy by directly aligning executive remuneration with the Group's commercial strategy (via criteria related to Group governance, relationships with major clients and partners, promotion and development within the industry) and social purpose (in particular via the criterion related to corporate social and environmental responsibility), while encouraging operational and financial performance.

In accordance with the AFEP-MEDEF Code, and in order to ensure that they are in line with the Company's short-term strategy, the criteria for annual variable remuneration are reviewed by the Board of Directors every year, without necessarily being modified.

The variable annual remuneration of the Chief Executive Officer is broken down into two parts:

- the first part is based on quantifiable criteria (2/3);
- the second is based on qualitative criteria (1/3).

**Quantifiable criteria** (financial objectives) are precisely defined by the Board of Directors in relation to the Group's budgetary objectives. They may include, but are not limited to, the following: (i) the Free Cash flow, (ii) EBITDA, (iii) the turnover for Group and (iv) the results of operations.

**Qualitative criteria** (non-financial objectives) are precisely defined by the Board of Directors in relation to the annual priorities for the Group. They may, in particular, and not exclusively, concern: (i) the governance of the Group, (ii) relations with major customers, shareholders and the financial community, (iii) social and environmental responsibility, (iv) the promotion and development of the Group in its business sector, (v) the Group's operating performance and (vi) human resources.

The Board of Directors decides on the weighting assigned to the achievement of each of the considered criteria according to the context and their importance for the Group.

The amount of variable annual target remuneration (when 100% of the quantifiable and qualitative criteria are met) set for the Chief Executive Officer is expressed as a percentage of the fixed part of the remuneration.

Finally, as an incentive to outperform on quantifiable criteria, the annual variable remuneration programme allows for the payment of amounts in excess of the target remuneration. The mechanism does not affect qualitative criteria. The annual variable remuneration may therefore attain a maximum amount of 166.67% of fixed remuneration.

Target objectives are not communicated for reasons of confidentiality. Nevertheless, the rate of achievement of each of the criteria is communicated a posteriori.

The indicators set each year by the Board of Directors for the Chief Executive Officer apply to all Group employees in order to ensure consistency between the variable remuneration policy for the Chief Executive Officer, senior executives and, more generally, other Group employees.

#### METHOD OF EVALUATING PERFORMANCE CRITERIA

The performance appraisal for the Chief Executive Officer concerning the qualitative criteria defined by non-financial objectives is carried out by the Appointment and Remuneration Committee. The level of achievement of the criteria is assessed in the presence of the Chairman who submits his observations to the Committee.

To conclude, the Appointment and Remuneration Committee share their recommendations with the Board of Directors in order for the latter to reach a decision.

#### TERMS OF PAYMENT

The variable portion due in respect of a given financial year is determined by the Board of Directors approving the accounts for the same financial year. Thus, in accordance with Article L. 225-100 of the Commercial Code, the payment of the variable portion due in respect of the year 2020 will be subject to an *ex-post* vote by the General Meeting called in 2021 to

approve the financial statements for the financial year 2020. It shall be paid in the month following the validation of this payment by the General Meeting.

There is no possibility for the Company to claim back the annual variable remuneration and there are no other possible deferral periods.

#### APPOINTMENT OR TERMINATION OF MANDATE

In the event of the appointment or departure of the Chief Executive Officer during the year, these same principles would apply pro rata temporis for the period of office.

However, in the event of an appointment during the second half of the year, the performance assessment would be carried out at the discretion of the Board of Directors on the recommendation of the Appointment and Remuneration Committee.

#### Applicable remuneration in 2020

For the 2020 financial year, the Board of Directors at its meetings of March 5 and 31, 2020 has decided not to modify the annual variable remuneration system applicable to the Chief Executive Officer and has determined the structure of the annual variable remuneration of Mrs. Sophie ZURQUIYAH and the applicable objectives. The Board of Directors defined the financial objectives in relation to the Group's budgetary Objectives. The Extra-financial objectives have been for their part defined in relation with the annual priorities of the Group and are based on:

- Covid-19 crisis management and strategic plans;
- the Company organization including the management of its talent and succession plan;
- the achievement of Business and Operations objectives with a strong focus on clients and technology;
- the performance of the company in HSE and Sustainable Development.

Its target amount is set at 100% of its fixed remuneration and its maximum amount is set at 166.67% of its fixed remuneration.

Variable compensation for the 2020 financial year therefore breaks down as follows:

Indicator	Target		Maximum	
	As a % of Target Variable	On a basis of 100	As a % of Target Variable	On a basis of 100
<b>Financial Targets</b>	<b>66.67%</b>	<b>66.67%</b>	<b>133.33%</b>	<b>80.00%</b>
Cash Flow Net of the Group	16.67%	16.67%	33.33%	20.00%
EBITDA free assets	16.67%	16.67%	33.33%	20.00%
External sales of the Group	16.67%	16.67%	33.33%	20.00%
Operating income	16.67%	16.67%	33.33%	20.00%
<b>Extra Financial Objectives</b>	<b>33.33%</b>	<b>33.33%</b>	<b>33.33%</b>	<b>20.00%</b>
Covid-19 crisis management and strategic plans	16.67%	16.67%	16.67%	10.00%
Organization and Human Resources Management	6.67%	6.67%	6.67%	4.00%
Operating Performance of the Group	6.67%	6.67%	6.67%	4.00%
HSE & Sustainable Development	3.33%	3.33%	3.33%	2.00%
<b>TOTAL CRITERIA</b>	<b>100.00%</b>	<b>100.00%</b>	<b>166.67%</b>	<b>100.00%</b>

In the event of exceptional circumstances, the performance criteria and/or conditions may be modified by the Board of Directors, after consultation with the Appointment and Remuneration Committee.

The performance criteria and/or conditions were established by the Board of March 5, 2020, prior to the introduction of the state of health emergency by law no. 2020-290 of March 23, 2020.

The first non-financial criterion was thus modified by the Council of March 31, 2020 in order to integrate the management of the Covid-19 crisis into the management of the Company's strategic plans.

In order to take into account the economic consequences resulting from these exceptional circumstances, the Board of Directors may modify the criteria and/or performance conditions of the annual variable compensation. The Board will justify these adjustments in detail in view of the impact on the Company's performance and the economic consequences resulting from these exceptional circumstances.

#### iv. Remuneration allocated as a director

The Chief Executive Officer, who would also be a director of the Company, does not receive any remuneration allocated to the directors.

#### v. Exceptional remuneration

No exceptional remuneration may be granted to the Chief Executive Officer by the Board of Directors, except in very special circumstances.

In the event of the payment of exceptional remuneration, this will be justified and explained by the Board of Directors both in terms of the criteria used to determine it and the amounts awarded.

In any case, the exceptional compensation could not exceed 150% of the fixed compensation of the Chief Executive Officer.

It is specified that these elements will have to be submitted to the approval of the Ordinary General Meeting called to approve the financial statements for the previous financial year before any payment takes place.

#### vi. Other short-term remuneration components

##### SOCIAL PROTECTION SCHEMES

The Chief Executive Officer may benefit from the social protection schemes set up for the Group's employees.

Consequently, the Chief Executive Officer may benefit from an insurance scheme covered by a contract taken out with Swisslife, covering death and disability risks.

Benefits are calculated on the basis of the contribution base consisting of gross annual remuneration.

This scheme is capped and guarantees:

- the payment of temporary incapacity and 2<sup>nd</sup> category invalidity benefits up to a maximum amount of €119,295 per year in addition to social security payment;
- the risk of death according to several options at the beneficiary's choice, the maximum amount of which is set at 32 PASS in case of accidental death;
- the payment of a spouse's pension, if applicable.

The benefit limits are set by the insurance contract and depend on the marital status at the time of death and the option chosen by the beneficiaries.

Premiums are calculated in reference to the Annual Social Security Ceiling [*Plafond Annuel de Sécurité Sociale*] ("PASS") and are set for the year 2020 at:

- tranche A - up to 100% of the PASS: 0.23% beneficiary premiums and 1.14% company premiums;
- tranche B - between 100% and 400% of the PASS: 1.52% beneficiary premiums and 1.57% company premiums;
- tranche C - between 400% and 800% of the PASS: 0.13% beneficiary premiums and 0.51% company premiums.

The Chairman may also benefit from medical coverage provided via an insurance contract taken out with Swisslife, covering medical fees.

Premiums are calculated in reference to the Annual Social Security Ceiling [*Plafond Annuel de Sécurité Sociale*] ("PASS") and are set for the year 2020 at:

- a set fee of €33.40 for the beneficiary and €33.40 for the Company;
- on top of which are paid premiums in proportion to earnings:
  - tranche A and B: up to 400% of the PASS: 0.52% beneficiary premiums and 0.52% company premiums.

Premiums are paid on the beneficiary's gross annual remuneration.

The amount of the premiums and the coverage provided are reviewed yearly, without necessarily being modified.

The above insurance contracts can be terminated by following standard legal procedure.

#### INTERNATIONAL MEDICAL INSURANCE

The Chief Executive Officer may benefit from an international medical insurance policy taken out by because of his/her frequent trips abroad.

#### BENEFITS IN KIND

The Chief Executive Officer may receive a benefit in kind linked to the allocation of a company car.

For the 2020 financial year, Mrs. Sophie ZURQUIYAH will benefit, as in 2019, from the social protection schemes applicable to the Group's employees, from an international medical insurance entered into by CGG Services (US) Inc. whose annual amount payable by the Company is estimated at €22,834, and a company car which may not give rise to a benefit in kind in excess of €11,990.

#### vii. Multi-year variable remuneration

The Board of Directors has decided not to use a long-term variable remuneration mechanism to be paid in cash, preferring to align the remuneration of the Chief Executive Officer with the interests of the shareholders by favouring equity instruments, which helps ensure that the remuneration policy respects the social interest.

However, it is specified that this type of remuneration could be considered in the event of regulatory changes or circumstances that would make the use of equity instruments restrictive or impossible. In this case, the principles and criteria described for share-based plans will be taken up in the structuring of such multi-annual remuneration by adapting the terms and conditions.

#### viii. Long-term remuneration

The Board of Directors, on the recommendation of the Appointment and Remuneration Committee and with the authorisation of the General Meeting, grants the Chief Executive Officer long-term remuneration which may take the form, in particular, of stock options covered by Articles L. 225-177 *et seq.* of the French Commercial Code or performance shares covered by Articles L. 225-197-1 *et seq.* of the French Commercial Code, or any other plan linked to the growth of the share.

The long-term remuneration instruments implemented by the Company contribute to the objective of the remuneration policy by rewarding executives' loyalty and by linking Executive Corporate Officer remuneration to shareholder interests and more globally to the Company's social purpose. This policy enables the Company to reward long-term value creation for the Company, ensuring its sustainability.



In addition, these plans are not reserved solely for the Group's managers; they may also benefit employees who have contributed to the Group's performance or who have strong potential for development within the Group. As a result, the long-term remuneration policy addresses the objectives to attract and retain talent included in the Group remuneration policy.

As a rule, grants are made annually in the first half of the year after the closing of the accounts for the previous financial year in the form of stock-options and/or performance shares.

No discount is applied when stock-options are granted or acquired. The purchase price is at least equal to the average share price over the twenty trading days preceding the Board's decision.

The implementation of these plans is subject to performance and attendance conditions for Group executives. Thus, the Chief Executive Officer may benefit from a stock option and performance share plan subject to the fulfilment of performance conditions in respect of the following years, with an acquisition period of at least three years.

The target of the total allocation linked to long-term remuneration in shares and options is equal to 100% of the fixed compensation of the Chief Executive Officer, without being able to exceed a ceiling of 150% of this same fixed compensation.

In accordance with the provisions of the AFEP-MEDEF Code, in the event of exceptional circumstances, the performance conditions may be modified during the period in question. In this case, these amendments shall be made public after the meeting of the Board of Directors that adopted them. Changes in performance conditions must maintain the alignment of the interests of shareholders and beneficiaries.

In the event of the departure of Executive Directors before the expiry of the period provided for the assessment of performance conditions, the Board of Directors will decide whether to maintain all or part of their long-term remuneration. In the event of retirement, stock-options and/or performance shares in the process of acquisition will be reduced in proportion to the time spent in service over the acquisition period and the beneficiary will remain subject to all the provisions of the plans.

The Board of Directors determines the minimum number of registered shares that the Chief Executive Officer must keep until his term of office. In addition, the Chief Executive Officer must, as a director of the Company, hold 20,000 (twenty thousand) shares in the Company. The combination of these obligations will enable the Chief Executive Officer to hold a significant number of securities.

The obligation to keep in registered form shares resulting from the allocation of performance shares and the exercise of stock-options granted applies until the value of all the shares retain in registered form represents two years of fixed and variable annual cash compensation. Above this threshold, the retention obligations no longer apply.

#### ALLOCATION FOR THE FINANCIAL YEAR 2020

For the financial year 2020, subject to the authorisation of the General Meeting of June 16, 2020, the Board of Directors intends to maintain the same long-term remuneration policy as in 2019 based on a mix of stock options and performance shares. These grants will be subject to a vesting period of at least three years and to demanding performance conditions

that have in particular been reviewed and made more stringent in 2020 for stock option grants.

For this financial year, the target of the total allocation linked to long-term remuneration in shares and options is equal to 100% of the fixed compensation of the Chief Executive Officer, without being able to exceed a ceiling of 150% of this same fixed compensation. However, in order to integrate the potential impacts of the Covid-19 crisis on the Company and on the share price potentially lower than envisaged, the Board of Directors may decide to award less than the target of the remuneration policy (100% of the fixed remuneration).

Performance conditions applicable to performance shares that may be granted for the fiscal year 2020 are subject to the approval of the General Meeting of June 16, 2020, which will vote on resolution number 16, in accordance with Articles L. 225-197-1 *et seq.* of the French Commercial Code.

In the same way, performance conditions applicable to stock-options that may be granted for the fiscal year 2020 are subject to the approval of the General Meeting of June 16, 2020, which will vote on resolution number 17, in accordance with Articles L. 225-177 *et seq.* of the French Commercial Code.

#### ix. Supplementary Pension Plans

##### DEFINED CONTRIBUTION PENSION PLAN (ARTICLE 83 OF THE CGI (CODE GÉNÉRAL DES IMPÔTS [GENERAL TAX CODE]))

In order to enable the Group's senior executives to supplement the level of pension paid by the mandatory French pension plans, a supplementary funded collective pension plan has been put in place since January 1, 2005.

The Chief Executive Officer benefits from this pension plan.

This scheme is capped as such and calculated with reference to the *Plafond Annuel de Sécurité Sociale* [Annual Social Security Ceiling] (PASS) and are set for the year 2020 at:

- tranche A - up to 100% of the PASS: 0.5% beneficiary contribution and 1% company contribution;
- tranche B - above 100% of the PASS and up to 400% of the PASS: 2% beneficiary contribution and 3% company contribution;
- tranche C - above 400% of the PASS and up to 800% of the PASS: 3.5% beneficiary contribution and 5% company contribution.

The contribution base consists exclusively of the gross annual remuneration for the year declared, the basic salary, the annual variable remuneration and the benefit in kind (car). This base excludes, as a matter of principle, any other element of remuneration.

Pension rights under this scheme may be liquidated, at the earliest, when the beneficiary has liquidated his pension rights under the general social security scheme. The above scheme can be terminated by following standard legal procedure.

In 2020, Mrs. Sophie ZURQUIYAH will benefit, as in 2019, from the above-mentioned defined contribution pension scheme. The estimated amount for the year 2020 is €20,774, of which €12,761 to be borne by the Company.

#### ALTERNATIVE PENSION PLAN

The Board of Directors may decide to set up an alternative retirement plan for the benefit of the Chief Executive Officer, giving preference to defined contribution plans or any other similar mechanism, depending on legislative and regulatory developments.

This plan would be subject to the fulfillment of demanding performance conditions defined by the Board of Directors, in accordance with the legislation in force and the recommendations of the AFEP-MEDEF Code to which the Company refers.

#### x. Individual unemployment insurance

The Chief Executive Officer, not benefiting from an employment contract, is not subject to the legislation of ordinary law concerning remuneration for unemployment when he loses his job. The Board of Directors may therefore authorise the conclusion of a specific unemployment guarantee for his benefit.

For the 2020 financial year, Mrs. Sophie ZURQUIYAH will benefit, as in 2019, from individual unemployment insurance. The amount for this year is €11,260.98 to be borne by the Company.

#### xi. Contractual termination indemnity in the event of departure from the Group

The Chief Executive Officer of the Company may benefit from a contractual termination indemnity in the event of departure from the Group, the terms and conditions of which are defined by the Board of Directors on the recommendation of the Appointment and Remuneration Committee.

The contractual termination indemnity may only be paid in the event of a forced departure (in the absence of serious or gross misconduct). The amount of this indemnity is set at the difference between (i) a gross amount equal to 200% of the annual reference remuneration of the Corporate Officer and (ii) any sums to which the Chief Executive Officer may be entitled as a result of the termination of his corporate office, in particular, the indemnity likely to be paid under the Chief Executive Officer's non-competition commitment. The total amount of the contractual termination indemnity is therefore capped at 200% of the annual reference remuneration.

The annual reference remuneration is exclusively comprised of the annual fixed remuneration paid over the 12-month period prior to notice data, to which is added the annual average variable remuneration over the previous 3 financial years before date of departure or date of notice (if applicable).

The aggregate of the termination indemnity and the non-competition indemnity may under no circumstances exceed 200% of the Corporate Officer's Annual Reference remuneration. If the aggregate amount exceeds that amount, the contractual termination indemnity will be reduced to the level of the aforementioned cap.

Payment of the contractual termination indemnity is subject to the fulfillment of performance conditions defined by the Board of Directors.

No compensation will be paid if the Chief Executive Officer is able to exercise his retirement rights at the time of his departure.

The payment of the indemnity is contingent on achieving a defined performance condition. This condition is defined by the Board of Directors as the average rate of achievement of the objectives related to the Chief Executive Officer's variable remuneration, as measured over the three complete financial years prior to the date of the Chief Executive Officer's termination.

The payment of the indemnity will be contingent upon the recognition by the Board of Directors of the achievement of the above performance condition as appraised on the date of termination, following the conditions contained in the applicable legal framework.

The above performance condition, derived from the achievement of variable remuneration performance criteria, contributes to the remuneration policy's objectives by aligning

the Chief Executive Officer's remuneration with Group strategy and social purpose while encouraging operational and financial performance.

The terms of payment and the assessment of the performance conditions of the indemnity comply with the recommendations of the AFEP-MEDEF Code.

#### CONTRACTUAL TERMINATION INDEMNITY IN FORCE

The Board of Directors meeting on April 26, 2018, following the appointment of office by Mrs. Sophie ZURQUIYAH as Chief Executive Officer for a term of four years, also approved, for the duration of this term of office, the terms and conditions of the benefits granted to Mrs. Sophie ZURQUIYAH in the event of termination of her corporate office. These benefits were ratified during the General Meeting of May 15, 2019.

In accordance with the decision of the Board of Directors on March 5, 2020, and in order to comply with the provisions of the AFEP-MEDEF Code to which the Company refers, the terms and conditions of the benefit have been modified on several points: no compensation in the event of resignation (including further to a change of control) and in the event of the possibility of exercising pension rights at the time of departure, and review of the performance scale giving rise to the payment of the indemnity.

They now have the following characteristics:

- Mrs. Sophie ZURQUIYAH benefits from a contractual termination indemnity in the event of dismissal, and in the event of non-renewal of her term of office within twelve months following a change of control, in the absence of any situation of failure characterised by the non-achievement of the performance conditions described below;
- No payment may be made in the event of serious or gross misconduct, regardless of the reason for departure.

The payment of the contractual termination indemnity will depend on the average rate of achievement of the objectives relating to the annual variable portion of Mrs. Sophie ZURQUIYAH's remuneration for the last three financial years ended prior to the departure date, in accordance with the following rule:

- if the average achievement rate is less than 80%, no contractual termination indemnity fee will be paid;
- if the average achievement rate is equal to or greater than 80% and less than 90%, the contractual termination indemnity will be due at 50% of its amount;
- if the average achievement rate is equal to or greater than 90%, the contractual termination indemnity will be due on a straight-line basis between 90% and 100% of its amount.

In the event of departure from the Group during the financial year 2020, the achievement of performance conditions will exceptionally be measured by the Board of Directors over the two financial years ending prior to the date of the beginning of the notice period.

This contractual termination indemnity will be equal to the difference between (i) a gross amount capped at 200% of the Annual Reference Remuneration and including all sums of any nature whatsoever, and on any basis whatsoever, to which Mrs. Sophie ZURQUIYAH may be entitled as a result of the termination, and (ii) all sums to which she may be entitled as a result of the implementation of the non-competition commitment.

The aggregate of the contractual termination indemnity and the non-competition indemnity may under no circumstances exceed 200% of the Corporate Officer's Annual Reference remuneration. Should the combined amount of the two benefits be greater, the contractual indemnity would be reduced to the level of this cap.

It is specified that the Board of Directors must acknowledge, prior to the payment of the contractual termination indemnity, (i) that the performance conditions described above have been met and (ii) that the contractual termination indemnity complies with the recommendations of the AFEP-MEDEF Code in force at the date of the departure of the person concerned.

## xii. Non-competition commitment

In order to protect the interests of the Group in the event of the departure of certain senior executives, including the Chief Executive Officer, the Company provides for the application of non-competition clauses.

This commitment applies to activities involving the acquisition, processing or interpretation of geophysical data, or the provision of equipment or products designed for the acquisition, processing or interpretation of geophysical data, and involving the individual's contribution to projects or activities in the same field as those in which he or she participated within CGG group.

In consideration for this commitment for a term defined at the conclusion of the agreement, the Chief Executive Officer receives remuneration corresponding to a percentage of their annual reference remuneration. For the determination of these elements, the Company refers to the recommendations of the AFEP-MEDEF Code and also provides for a stipulation authorising the Board of Directors to waive the implementation of the clause upon the beneficiary's departure.

The indemnity shall be paid in instalments and shall not be payable when the person concerned claims his pension rights and, in any event, beyond the age of 65 years.

The non-competition commitment exists for the protection of the Group's interest, and the non-competition indemnity fulfils the imperative financial compensation in response to the restrictions incurred. However, the Board of Directors reserves the right to unilaterally renounce the enforcement of the non-competition commitment, at the date of termination of the Chief Executive Officer at the latest, in which case the latter would be free from any non-competition commitments and no related financial compensation would be owed on that basis.

### NON-COMPETITION COMMITMENT IN FORCE

At its meeting of April 26, 2018, the Board of Directors approved, in accordance with the procedure applicable to regulated agreements and provided for in Articles L. 225-38 *et seq.* of the Commercial Code, the conclusion of a non-competition commitment between the Company and Mrs. Sophie ZURQUIYAH. This commitment was ratified by the General Meeting held to approve the financial statements for the year ended December 31, 2018.

In accordance with the decision of the Board of Directors on December 11, 2019, this commitment has been amended, in particular in order to comply with the provisions of Order no. 2019-1234 of November 27, 2019 and the decree of the same date issued for its application. The indemnity will now be paid in instalments and will not be paid if the person concerned claims his or her pension rights and, in any event, beyond the age of 65.

This commitment applies to activities involving services for the acquisition, processing or interpretation of geophysical data, or the supply of equipment or products designed for the acquisition, processing or interpretation of geophysical data, and involving the contribution of the person concerned to projects or activities in the same field as those in which Mrs. Sophie ZURQUIYAH participated within the CGG group.

In consideration for this commitment for a period of 18 months from the date of Mrs. Sophie ZURQUIYAH's departure from the Group, Mrs. ZURQUIYAH would receive remuneration corresponding to 100% of her Annual Reference Remuneration.

The annual reference remuneration is exclusively comprised of the annual fixed remuneration paid over the 12-month period prior to notice data, to which is added the annual average variable remuneration over the previous 3 financial years before date of departure or date of notice (if applicable).

The non-competition commitment exists for the protection of the Group's interest, and the non-competition indemnity is the imperative financial compensation in response to the restrictions incurred. However, the Board of Directors reserves the right to unilaterally renounce the enforcement of the non-competition commitment, at the date of termination of the Chief Executive Officer at the latest, in which case the latter would be free from any non-competition commitments and no financial compensation would be owed on that basis.

## xiii. Severance position

The Board of Directors may, if necessary, grant a severance payment to a new Chief Executive Officer coming from a company outside the Group in accordance with the AFEP-MEDEF recommendations. The payment of this indemnity, which may take different forms, is limited to compensating for the loss of the benefits enjoyed by the executive and must be duly substantiated.

## C. Remuneration policy applicable to directors in 2020

### a. Term of office

The directors are appointed for a four-year term. The dates of appointment, renewal and termination of each director are summarized in the table below:

	First appointment	Last renewal	Expiration date
Mr. Philippe SALLE	March 8, 2018 <sup>(b)</sup>	n.a.	General Meeting 2021
Mrs. Sophie ZURQUIYAH	April 26, 2018	n.a.	General Meeting 2022
Mr. Michael DALY	September 30, 2015 <sup>(b)</sup>	October 31, 2017	General Meeting 2021
Mr. Patrice GUILLAUME <sup>(a)</sup>	December 15, 2017	n.a.	General Meeting 2021
Mrs. Anne-France LACLIDE-DROUIN	October 31, 2017	n.a.	General Meeting 2021
Mrs. Helen LEE BOUYGUES	March 23, 2018 <sup>(b)</sup>	n.a.	General Meeting 2020 <sup>(c)</sup>
Mrs. Colette LEWINER	March 8, 2018 <sup>(b)</sup>	May 15, 2019	General Meeting 2023
Mrs. Heidi PETERSEN	March 23, 2018 <sup>(b)</sup>	n.a.	General Meeting 2020 <sup>(c)</sup>
Mr. Mario RUSCEV	March 8, 2018 <sup>(b)</sup>	May 15, 2019	General Meeting 2023

(a) Director representing the employees.

(b) Appointment by cooptation of another director in office.

(c) The renewal of this office is submitted to the General Meeting to be convened to approve the financial statements ending on December 31, 2019.

**b. Allocation rules applicable to the directors' remuneration**

**i. Maximal annual remuneration for directors proposed at the General Meeting**

For information purposes, it is reminded that the maximum amount proposed to the General Meeting convened for June 16, 2020 as aggregate annual remuneration of the directors is set at €550,000, for the financial year 2020 and until further amendment by new decision of the General Meeting. This amount is lower than in the 2019 fiscal year, as the Annual General Meeting of May 15, 2019 approved a maximum of €630,000 in annual aggregate remuneration for directors.

**ii. General distribution rules**

The total amount of directors' fees, which is submitted to the General Meeting on a yearly basis for approval, is divided into a fixed component relating to the function and a variable component for meeting attendance, as well as a fixed indemnity per trip for directors travelling from abroad. The variable remuneration based on the attendance at Board and Committee meetings has a higher weight in the total envelope compared to the fixed remuneration based on the function.

The total amount paid to each director is determined after taking into account the actual attendance at each Board and Board Committee meetings. In case the final aggregate amount to be paid to the directors reaches the maximum amount approved by the General Meeting, a prorata calculation shall be done for each director in order to respect and not exceed such maximum amount.

**iii. Specific rules applicable to the Chairman of the Board, the Chief Executive Officer and the Director(s) representing the employees**

**Chairman of the Boards of Directors**

The Chairman of the Board receives:

- in his/her capacity as director: A fixed amount of directors' fees, as well as travel indemnity (if any), as set-out in the table below; and
- in his/her capacity as Chairman of the Board: A fixed remuneration, as described in section 4.2.1.2.A. of this Universal Registration Document.

**Chief Executive Officer**

The Chief Executive Officer, who is also a director of the Company, does not receive any directors' fees nor any travel indemnity. The various remuneration components of the Chief Executive Officer are as described in section 4.2.1.2.B. of this Universal Registration Document.

**Director(s) representing the employees**

The director(s) representing the employees, appointed pursuant to Article 8 of the Company's articles of association, do(es) not receive any remuneration pursuant to his/her/their office as director nor any travel indemnity. He/she/they receive(s) a salary pursuant to the employment agreement he/she/they entered into with the Company or any of its affiliates.

**c. Amounts to be applied in 2020**

For 2020, based on the recommendations of the Appointment-Remuneration Committee and subject to the approval by the shareholders in the General Meeting to be held on June 16, 2020, the rules proposed will be broken down as follows, based on the number of directors in office and the number of meetings expected to be held in the calendar year:

**Fixed remuneration (for an entire fiscal year) based on the function**

	Fixed remuneration
Chairman of the Board	€70,000
Director <sup>(a)</sup>	€7,000
Chairman of the Audit Committee <sup>(a)</sup>	€10,000
Member of the Audit Committee <sup>(a)</sup>	€5,000
Chairman of any Board Committee other than the Audit Committee <sup>(a)</sup>	€4,000
Member of any Board Committee other than the Audit Committee <sup>(a)</sup>	€2,000

*(a) This does not apply to the Chief Executive Officer, the Director(s) representing the employees and the Chairman of the Board of Directors.*

The fixed remuneration of any director appointed in the course of the year will be calculated on a *pro rata temporis* basis.

**Variable remuneration based on the attendance to the Board and Board Committee meetings <sup>(a)</sup>**

	Variable remuneration
Attendance to a Board meeting	€4,600
Attendance to a Board Committee meeting	€2,300

*(a) This does not apply to the Chief Executive Officer, the Director(s) representing the employees and the Chairman of the Board of Directors.*

A director who participates in a Board Committee's meeting as a guest does not receive any fee.

These variable remunerations' amounts will be divided by two in case of a Board meeting convened and held by phone for approval of specific matters requiring a Board approval, out of the Board and Committees which had been planned for the relevant year.

**Travel indemnity, irrespective of the director's nationality <sup>(a)</sup>**

	Travel indemnity
Intercontinental travel	€2,000
Travel within the same continent	€500

*(a) This does not apply to the Chief Executive Officer and the Director(s) representing the employees.*

This travel indemnity also applies to the annual Board seminar, if any.

**d. Stock options and performance shares**

Pursuant to applicable law, directors, except to the Chief Executive Officer and the director(s) representing the employees, are not entitled to receive stock options and/or performance shares of the Company.

**e. Expenses**

Travel expenses incurred by reason of the attendance to Board and Board Committee meetings are reimbursed by the Company.

**f. Allocation of the annual fixed amount allocated to each director for the year 2020**

**Mr. Philippe SALLE**

For the 2020 fiscal year, Mr. Philippe SALLE will benefit from a fixed remuneration pursuant to his office as director and from a fixed remuneration pursuant to his position as Chairman of the Board of Directors, in accordance with the remuneration policy applicable to Corporate Officers here above described.

**Mrs. Sophie ZURQUIYAH**

For the 2020 fiscal year, Mrs. Sophie ZURQUIYAH will not benefit from any remuneration pursuant to her office as director, but she will benefit from a remuneration in her capacity as Chief Executive Officer in accordance with the remuneration policy applicable to Corporate Officers here above described.

**Mr. Michael DALY**

For the 2020 fiscal year, and pursuant to his office as director, M. Michael DALY will benefit from a remuneration in accordance with the remuneration policy applicable to Corporate Officers here above described.

**Mr. Patrice GUILLAUME**

For the 2020 fiscal year, in accordance with the remuneration policy applicable to Corporate Officers here above described, Mr. Patrice GUILLAUME will not receive any compensation pursuant to his office as director. He will receive a salary pursuant to the employment agreement he entered into with CGG Services SAS, a fully owned subsidiary of the Company.

**Mrs. Anne-France LACLIDE-DROUIN**

For the 2020 fiscal year, and pursuant to her office as director, Mrs. Anne-France LACLIDE-DROUIN will benefit from a remuneration in accordance with the remuneration policy applicable to Corporate Officers here above described.

**Mrs. Helen LEE BOUYGUES**

For the 2020 fiscal year, and pursuant to her office as director, Mrs. Helen LEE BOUYGUES will benefit from a remuneration in accordance with the remuneration policy applicable to Corporate Officers here above described.

**Mrs. Colette LEWINER**

For the 2020 fiscal year, and pursuant to her office as director, Mrs. Colette LEWINER will benefit from a remuneration in accordance with the remuneration policy applicable to Corporate Officers here above described.

**Mrs. Heidi PETERSEN**

For the 2020 fiscal year, and pursuant to her office as director, Mrs. Heidi PETERSEN will benefit from a remuneration in accordance with the remuneration policy applicable to Corporate Officers here above described.

**Mr. Mario RUSCEV**

For the 2020 fiscal year, and pursuant to his office as director, M. Mario RUSCEV will benefit from a remuneration in accordance with the remuneration policy applicable to Corporate Officers here above described.