

CGG

A French limited company (*société anonyme*) with a registered capital of 5,854,573 euros

Registered office: Tour Maine Montparnasse, 33 avenue du Maine

75015 Paris

969 202 241 R.C.S. Paris

(the “**Company**”)

CONVENING NOTICE OF SHAREHOLDERS’ MEETING

The shareholders of CGG are hereby convened to the combined general meeting (ordinary and extraordinary) to be held on Thursday, April 26, 2018 at 10 a.m., at Centre de conférences Etoile Saint-Honoré, 21-25 rue Balzac, 75008 Paris, in order to deliberate on the following agenda and draft resolutions:

AGENDA

FALLING UNDER THE AUTHORITY OF AN ORDINARY GENERAL MEETING

- Report of the Board of Directors and Auditors’ reports, and approval of the statutory accounts of the company for fiscal year 2017;
- Allocation of earnings;
- Approval of the consolidated financial statements for fiscal year 2017;
- Ratification of the cooptation of Mr. Philippe Salle;
- Ratification of the cooptation of Mr. Mario Ruscev;
- Ratification of the cooptation of Mrs. Colette Lewiner;
- Delegation of powers and authority to the Board of Directors to trade in Company’s shares;
- Approval of the related-party agreements falling within the scope of section L.225-38 of the French Commercial Code, which have not been ratified by the ordinary General Meeting of the Company held on October 31, 2017;
- Approval pursuant to section L.225-42-1 of the French Commercial Code, of the agreement taken by the Company to the benefit of Mr. Jean-Georges MALCOR;
- Approval of on the elements of compensation paid or granted for the 2017 financial year to Mr. Remi Dorval, Chairman of the Board of Directors;
- Approval of on the elements of compensation paid or granted for the 2017 financial year to Mr. Jean-Georges Malcor, Chief Executive Officer;
- Approval of the principles and criteria of determination, distribution and allocation of the fixed, variable and exceptional elements of the global compensation structure, and

of all benefits of any kind granted to the Chairman of the Board of Directors for the 2018 financial year;

- Approval of the principles and criteria of determination, distribution and allocation of the fixed, variable and exceptional elements of the global compensation structure, and of all benefits of any kind granted to the Chief Executive Officer for the 2018 financial year;

FALLING UNDER THE AUTHORITY OF AN EXTRAORDINARY GENERAL MEETING

- Anticipated termination of the delegations of authority to the Board of Directors by the extraordinary general meeting dated November 13, 2017, pursuant to its nineteenth to twenty-sixth resolutions;
- Authorization and delegation to the Board of Directors in order to reduce the share capital by canceling shares purchased pursuant to the authorization of purchase of its own shares by the Company;
- Powers;
- Authorization given to the Board of Directors to grant stock options to the Senior Executive Officers ("*mandataires sociaux*") and to the employees of the Company and its subsidiaries;
- Authorization given to the Board of Directors to grant performance shares to the Senior Executive Officers ("*mandataires sociaux*") and to the employees of the Company and its subsidiaries;
- Delegation of authority to the Board of Directors to increase the share capital by issue of shares or securities giving 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;

FALLING UNDER THE AUTHORITY OF AN ORDINARY GENERAL MEETING

- Ratification of the cooptation of Mrs. Helen Lee Bouygues;
- Ratification of the cooptation of Mrs. Heidi Petersen;
- Appointment of Mrs. Sophie Zurquiyah as director of the company;
- Allocation of Directors' fees for fiscal year 2018.

Amendment to the agenda, addition of eight new draft resolutions to the draft resolutions set forth in the notice of the company' combined general meeting and published in the Bulletin des Annonces Légales obligatoires (BALO) dated Wednesday, March 21, 2018 (Bulletin n°35)

On March 23, 2018, the Board of Directors amended the agenda and draft resolutions set forth in the notice of meeting initially published in the *Bulletin des Annonces Légales Obligatoires* (BALO) dated Wednesday, March 21, 2018 (Bulletin n°35).

Such amendments concern the addition of eight draft resolutions, numbered 17 to 24, relating to:

- With respect to the extraordinary part of the general meeting;
 - o Authorization to the Board of Directors to grant stock-options and performance shares (17th and 18th resolutions);
 - o Delegation of authority to the Board of Directors to increase the share capital by issue of shares or securities giving access to the share capital of the Company, with removal of the shareholders' preferential subscription right, to members of a Company Savings Plan (19th resolution);
 - o Overall ceiling for the authorizations of issue referred to in 17th, 18th and 19th resolutions (20th resolution);

- With respect to the ordinary part of the general meeting;
 - o Ratification of the cooptation of two directors (21st and 22nd resolutions);
 - o Appointment of a new director (23rd resolution);
 - o Allocation of Directors' fees for fiscal year 2018 (24th resolution).

The text of the other draft resolutions is unchanged compared to the resolutions published in the *Bulletin des Annonces Légales Obligatoires* (BALO) dated Wednesday, March 21, 2018 (Bulletin n°35).

Proposed resolutions to the Combined General meeting

FALLING UNDER THE AUTHORITY OF THE ORDINARY GENERAL MEETING

FIRST RESOLUTION

(Approval of the statutory accounts of the company for fiscal year 2017)

Upon the presentation of the management report of the Board of Directors and the reports of the Statutory Auditors, voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders hereby approve the financial statements for fiscal year 2017 as they have been presented in the said reports and which show a net loss of €944,927,344.27, as well as all transactions recorded in such financial statements and summarized in such reports.

SECOND RESOLUTION

(Allocation of earnings)

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders approve the proposal of the Board of Directors and decide to allocate the

net loss of €944,927,344.27 for 2017 to the Carry forward account, which will amount to €1,179,652,511.60 after such allocation.

Pursuant to the provisions of article 243bis of the French *Code Général des Impôts*, the General Meeting acknowledges that no dividends were distributed over the last three financial years.

THIRD RESOLUTION

(Approval of the consolidated financial statements for fiscal year 2017)

Upon the presentation of the management report of the Board of Directors and the reports of the Statutory Auditors, voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders approve the consolidated financial statements for 2017 as they have been presented in such reports and which show a net loss of US\$514.1 million as well as all transactions recorded in such financial statements and summarized in such reports.

FOURTH RESOLUTION

(Ratification of the cooptation of a director)

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders ratify the cooptation as Director of Mr. Philippe SALLE, decided by the Board of Directors on March 8, 2018, 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.

FIFTH RESOLUTION

(Ratification of the cooptation of a director)

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders ratify the cooptation as Director of Mr. Mario RUSCEV, decided by the Board of Directors on March 8, 2018, in replacement of Mr. Jean-Georges MALCOR, 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, 2018.

SIXTH RESOLUTION

(Ratification of the cooptation of a director)

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders ratify the cooptation as Director of Mrs. Colette LEWINER, decided by the Board of Directors on March 8, 2018, in replacement of Mrs. Hilde MYRBERG, for the remainder of the term of office of her predecessor, i.e. until the end of the General Meeting to be held to approve the financial statements for fiscal year ending December 31, 2018.

SEVENTH RESOLUTION

(Delegation of powers and authority to the Board of Directors to trade in Company's shares)

Upon presentation of the report of the Board of Directors, voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders authorize the Board of Directors, pursuant to the provisions of article L.225-209 and seq. of the French Commercial Code, of the European regulation (EU) N° 596/2014 of April 16, 2014 on market abuse, and of the Delegated Regulation (EU) N° 2016/1052 of the European Commission, with the ability to subdelegate, to purchase, sell and transfer Company shares under the conditions set forth herein under.

These transactions may be carried out at any time but not during a take-over bid process, in accordance with the applicable regulations. The maximum purchase price per share shall be €3.12 (acquisition costs excluded), subject to any adjustments to be made in connection of transactions carried out on the share capital of the Company and/or the par-value of the shares.

In case of increase of capital by incorporation of reserves, issue of performance shares, division or regrouping of par-value of the shares, the above mentioned price shall be adjusted by a multiplying factor equal to the number of shares forming the share capital before the transaction divided by such number after the transaction.

The maximum number of shares that the Company may hold shall not exceed at any time 10 % of the capital. For information only, as of February 28, 2018, the Company held 24,996 treasury shares out of an aggregate amount of the 578,575,002 shares constituting the Company share capital. In such conditions, the maximum amount of shares that the Company could purchase would be 57,832,504 shares, corresponding to a maximum investment of €180,437,413.10. Notwithstanding the above, pursuant to article L.225-209, paragraph 6, of the French Commercial Code, the number of shares to be acquired in order to be kept and delivered in the future in payment or exchange in the scope of a merger, demerger or contribution in kind shall not exceed 5% of the share capital.

The objectives of this share purchase program are the following:

- to support liquidity of our shares through a liquidity contract entered into with an investment service provider in compliance with the Code of Practice of the French Autorité des Marchés Financiers,
- to deliver shares in the scope of securities giving access, immediately or in the future, to shares by redemption, conversion, exchange, presentation of a warrant or by any other means,
- to deliver, immediately or in the future, shares in exchange in the scope of external growth within the limit of 5% of the share capital,
- to allocate shares to employees and officers of the Company or affiliated companies within the meaning of article L.225-180 of the French Commercial Code, including but not limited to the scope of options to purchase shares of the Company,
- to deliver shares for no consideration to executive officers and employees, including but not limited to the scope of articles L. 225-197-1 and seq. of the French Commercial Code,
- cancel the shares through a capital reduction, subject to the approval by the shareholders of the 15th resolution of this general meeting.

In accordance with such objectives, the treasury shares so acquired may be either kept, cancelled, sold or transferred. The shares may be acquired, sold or transferred, on one or

several occasions, by any means, including by individual agreement or stock market purchase, by an offer to buy, or by block of shares and at any moment, but not during a take-over bid.

The maximum amount of share capital that can be purchased or transferred as block of shares can reach the whole amount of this program. The shareholders grant all necessary powers to the Board of Directors, with ability to sub-delegate, to adjust the price per share and the maximum number of shares to be acquired based on the variation of the number or value of the shares.

This authorization shall remain valid until the shareholders decide otherwise and for a maximum period of eighteen (18) months from this day.

EIGHTH RESOLUTION

(Approval of the related-party agreements falling within the scope of section L.225-38 of the French Commercial Code which have not already been ratified by the ordinary general meeting of the Company held on October 31, 2017)

Upon presentation of the special report of the Statutory Auditors on the agreements falling within the scope of article L.225-38 of the French Commercial Code, voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders acknowledge the content of this report and approve the agreements referred to therein, which have not already been ratified by the ordinary general meeting of the Company held on October 31, 2017.

NINTH RESOLUTION

(Approval, pursuant to section L.225-42-1 of the French Commercial Code, of the agreement taken by the Company to the benefit of Mr. Jean-Georges MALCOR)

Upon presentation of the special report of the Statutory Auditors on the agreements falling within the scope of article L.225-38 of the French Commercial Code, voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders approve, in accordance with article L.225-42-1 of the French Commercial Code, the agreement taken by the Company to the benefit of Mr. Jean-Georges MALCOR in case of termination of his office prior to October 1, 2018 and the conclusions of the special report of the Statutory Auditors in this respect.

TENTH RESOLUTION

(Approval of the elements of compensation paid or granted for the 2017 financial year to Mr. Remi DORVAL, Chairman of the Board of Directors)

Voting under the conditions of quorum and majority required for ordinary general meetings, in accordance with articles L.225-37-2 and L. 225-100 of the French Commercial Code, the shareholders approve the fixed, variable and exceptional components of the global compensation and benefits in kind paid or granted for the 2017 financial year to Mr. Remi DORVAL as Chairman of the Board of Directors, as described in the Report on Corporate Governance prepared in accordance with article L225-37 of the French Commercial Code and presented in the "2017 Additional Information" document and in the Report of the Board of Directors on the draft resolutions.

ELEVENTH RESOLUTION

(Approval of on the elements of compensation paid or granted for the 2017 financial year to Mr. Jean-Georges MALCOR, Chief Executive Officer)

Voting under the conditions of quorum and majority required for ordinary general meetings, in accordance with articles L.225-37-2 and L. 225-100 of the French Commercial Code, the shareholders approve the fixed, variable and exceptional components of the global compensation and benefits in kind paid or granted for the 2017 financial year to Mr. Jean-Georges MALCOR as Chief Executive Officer, as described in the Report on Corporate Governance prepared in accordance with article L225-37 of the French Commercial Code and presented in the "2017 Additional Information" document and in the Report of the Board of Directors on the draft resolutions.

TWELFTH RESOLUTION

(Approval of the principles and criteria of determination, distribution and allocation of the fixed, variable and exceptional elements of the global compensation structure, and of all benefits of any kind granted to the Chairman of the Board of Directors for the 2018 financial year)

Voting under the conditions of quorum and of majority required for ordinary general meetings, in accordance with article L.225-37-2 of the French Commercial Code, the shareholders approve the principles and the criteria of determination, distribution and allocation of the fixed, variable and exceptional components of the global compensation structure and of all benefits of any kind granted for the 2018 financial year to the Chairman of the Board of Directors for the 2018 financial year, as described in the Report on Corporate Governance prepared in accordance with article L.225-37 of the French Commercial Code and presented in the "2017 Additional Information" document.

THIRTEENTH RESOLUTION

(Approval of the principles and criteria of determination, distribution and allocation of the fixed, variable and exceptional elements of the global compensation structure, and of all benefits of any kind granted to the Chief Executive Officer for the 2018 financial year)

Voting under the conditions of quorum and of majority required for ordinary general meetings, in accordance with article L.225-37-2 of the French Commercial Code, the shareholders approve the principles and the criteria of determination, distribution and allocation of the fixed, variable and exceptional components of the global compensation structure and of all benefits of any kind granted to the Chief Executive Officer for the 2018 financial year, as described in the Report on Corporate Governance prepared in accordance with article L.225-37 of the French Commercial Code and presented in the "2017 Additional Information" document.

FALLING UNDER THE AUTHORITY OF THE EXTRAORDINARY GENERAL MEETING

FOURTEENTH RESOLUTION

(Anticipated termination of the delegations of authority to the Board of Directors by the extraordinary general meeting dated November 13 2017, pursuant to its nineteenth to twenty-sixth resolutions)

The general meeting, deciding under the quorum and majority requirements for extraordinary general meetings, having reviewed the report of the Board of Directors, resolves to terminate with anticipation, effective today, the delegations of authority granted to the Board of Directors by the extraordinary general meeting dated November 13, 2017 pursuant to its nineteenth to twenty-sixth resolutions, for the respective portions of such delegations which have not been used.

FIFTEENTH RESOLUTION

(Authorization and delegation to the Board of Directors in order to reduce the share capital by canceling shares purchased pursuant to the authorization of purchase of its own shares by the Company)

After reviewing the report of the Board of Directors and the special report of the Statutory Auditors, the General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, authorizes the Board of Directors to reduce the share capital, on one or several occasions, in proportion and at time period determined by the Board, by canceling any quantity of treasury shares as it may decide within the limits set forth by law, according to articles L. 225-209 and seq. of the French Commercial Code.

The maximum number of shares that may be cancelled over a twenty-four-(24) month period is 10% of the shares forming the share capital of the Company, being specified that such limit applies to the amount of the share capital as it may have been adjusted after this general meeting in consideration of transactions carried out on such share capital.

The General Meeting grants all powers to the Board of Directors, with faculty to sub-delegate, to carry out any and all cancellation of shares and reduction of share capital pursuant to this authorization, modify accordingly the by-laws and carry out all formalities.

The present authorization is valid for a period of eighteenth (18) months from the date of this Meeting.

SIXTEENTH RESOLUTION

(Powers)

The General Meeting grants full powers to bearers of a copy or an extract of these minutes to fulfil all legal registration or publicity formalities.

SEVENTEENTH RESOLUTION

(Authorization given to the Board of Directors to grant stock options to the senior executive officers and employees of the Company and its subsidiaries)

After reviewing the report of the Board of Directors and the special report of the Statutory Auditors, the General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, and pursuant to articles L.225-177 and seq. of the French Commercial Code:

1. Authorizes the Board of Directors to allocate, on one or more occasions, to the Company's senior executive officers, employees and employees of the companies affiliated to the Company within the meaning of article L.225-180 of the French Commercial Code, or certain categories among them, options to subscribe new shares to be issued by the Company through share capital increases or to purchase existing shares of the Company resulting from repurchases carried out by the Company in accordance with legal provisions;
2. Resolves that the options that may be allocated by the Board of Directors pursuant to this authorization may not give the right, during the validity period of this authorization, to purchase or subscribe, a total number of shares not exceeding 15, 746, 813 shares, it being specified that these amounts do not take into account the adjustments that may be carried out in accordance with legislative and regulatory provisions;
3. Resolves that the subscription or purchase price, as the case may be, will be set by the Board of Directors without any discount, according to the terms and within the limits authorized by the legislation in force on the day on which the options are allocated;
4. Resolves that the validity of the options will range from six (6) to eight (8) years from the date of their allocation by the Board of Directors;
5. Acknowledges that the present authorization includes as of right, in favor of the beneficiaries of the options to subscribe to new shares, the waiver by the shareholders of their preferential right to subscribe to shares which will be issued as the options are exercised;
6. Resolves that the initial conditions of allocation may not be amended afterwards;
7. Grants full powers to the Board of Directors, with the authority to sub-delegate within the conditions provided for by applicable law, to implement the present authorization, to decide, in particular, on the date or dates of implementation and the terms and conditions under which the options are allocated and exercised, to proceed with the necessary adjustments in the event of financial operations being conducted after the allocation of options, to temporarily suspend the exercise of the options in the event of financial operations being conducted which involve a separation of a right, to allocate, if it deems it appropriate, the expenses related to the capital increases to the amount of issue premiums pertaining to these capital increases and deduct from this amount the amount required to raise the legal capital reserve to one tenth of the new capital after each increase, to record consecutive increases in share capital, to request the admission to listing of securities on such regulated markets as it may decide, to amend the by-laws accordingly with respect to the amount of capital and the number of shares which represent it.

In accordance with the provisions of Article L.225-184 of the French Commercial Code, each year the Board of Directors will inform the General Meeting of the transactions carried out pursuant to the present resolution.

It is specified that the ceilings on share capital increase provided for in this resolution shall be charged against the overall ceiling for the authorizations of issue of the twentieth resolution.

The present authorization is valid for a period of twenty-six (26) months from the date of this Meeting.

EIGHTEENTH RESOLUTION

(Authorization given to the Board of Directors to grant performance shares to the senior executive officers and employees of Company and its subsidiaries)

After reviewing the report of the Board of Directors and the special report of the Statutory Auditors, the General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, and pursuant to articles L. 225-197-1 and seq. of the French Commercial Code:

1. Authorizes the Board of Directors to grant, on one or more occasions, and subject to the achievement of performance conditions, existing shares or new shares to be issued for no consideration ("the performance shares") to the Company's senior executive officers, employees and employees of companies affiliated to the Company within the meaning of Article L.225-197-2 of the French Commercial Code.
2. Resolves that the performance shares that may be allocated by the Board of Directors pursuant to this authorization shall not exceed, during the validity period of this authorization, 6,928,598 shares it being specified that these amounts do not take into account the adjustments that may be carried out in accordance with legislative and regulatory provisions.
3. Resolves that the allocation of performance shares to the beneficiaries shall become final after the expiry of an acquisition period as the Board shall determine, which, shall not be less than one (1) year from the date of their allocation by the Board of Directors. The duration of the holding period shall be set by the board of directors, as the case may be, it being understood that the cumulated length of the acquisition and holding periods shall not be less than two (2) years.
4. Resolves that in the event of a beneficiary's disability corresponding to the second and third categories of classification provided for in Article L.341-4 of the French Social Security Code, the performance shares will be definitively granted to the beneficiary before the end of the remainder of the acquisition period. These performance shares may be freely transferred or sold as from their delivery.
5. Resolves that the Board of Directors:
 - will determine the conditions and criteria under which the performance shares will be allocated,
 - will determine the identities of the beneficiaries of the allocation of the performance shares,
 - will proceed to the said allocations.
6. Authorizes the Board of Directors to proceed, as the case may be, during the acquisition period of the allocated performance shares, with any adjustment in order to take into

account the consequences of any financial transactions carried on the share capital of the company in order to preserve the rights of the beneficiaries but subject to a limitation of 10% of the share capital of the Company pursuant to article L.225-197-1, I of the French Commercial Code.

7. Authorizes the Board of Directors to increase, in one or several occasions, the share capital by incorporating profits, reserves or share premium in order to issue the performance shares for no consideration under the conditions set forth in this resolution.
8. Acknowledges that this decision includes, as of right, the waiver by the shareholders of their subscription rights over the new shares so issued.
9. Grants full powers to the Board of Directors, with authority to sub-delegate within the limit set forth by law, to implement the present authorization, to decide, in particular, whether the allocated shares will be newly issued shares or existing shares, increase the duration of the acquisition period and of the period during which the beneficiaries shall hold the shares, to increase, as the case may be, the share capital by incorporation of profits, reserves or share premium in order to issue the performance shares allocated for non-consideration, and generally do all that will be necessary in particular carry out any formalities in order to record any capital increase resulting from the allocation of performance shares for no consideration and amend the by-laws accordingly.

In accordance with the provisions of Article L.225-197-4 of the French Commercial Code, each year the Board of Directors will inform the General Meeting of the transactions carried out pursuant to the present resolution.

It is specified that the ceilings on share capital increase provided for in this resolution shall be charged against the overall ceiling for the authorizations of issue of the twentieth resolution.

The present authorization is valid for a period of twenty-six (26) months from the date of this Meeting.

NINETEENTH RESOLUTION

(Delegation of authority to the Board of Directors to increase the share capital by issue of shares or securities giving access to the share capital of the Company, with removal of the shareholders' preferential subscription right, to members of a Company Savings Plan)

The general meeting, deciding under the quorum and majority requirements for extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the statutory auditors, pursuant to articles L. 3332-18 to L. 3332-24 of the French Labor Code and articles L. 225-129-2 *et seq.*, L. 225-138-1 and L. 228-91 *et seq.* of the French Commercial Code, subject to the approval of the seventeenth and eighteenth resolutions of the present meeting:

- delegates to the Board of Directors, for a period of twenty-six (26) months from the date of this shareholders' meeting, its authority to increase, on one or several occasions, in proportion and time period determined by the Board, the share capital of the Company within a limit of a maximum nominal value (excluding the share premium) of 115,800 euros (to which will be added, as the case may be, any additional number of

shares to be issued in accordance with laws, regulations or, as the case may be, contractual provisions, in order to protect the rights of holders of securities granting access to the share capital of the Company), through the issue of shares or other securities with deferred access to the share capital, to which the subscription will be reserved to those members of the Company Savings Plan of the Company and of French or foreign companies of the Group who furthermore fulfill the conditions set out by the Board of Directors, in accordance with the law; such amount being included into the aggregate amount set forth in the twentieth resolution submitted to this general meeting;

- resolves that the Board of Directors shall be entitled to grant free shares or other securities giving access to the share capital of the Company, provided that the total advantage resulting therefrom and, as the case may be, from the discount on the share subscription price, shall not exceed the limits provided for by the law and regulations;
- resolves that the issue price for the new shares and for other securities giving access to the Company's share capital shall be set by the Board of Directors in accordance with the law and regulations, with the understanding that, in accordance with the above-cited articles L. 3332-18 to L. 3332-24 of the French Labor Code, the discount set by reference to the average of the listed CGG share prices on the regulated market of Euronext in Paris over the twenty trading days preceding the date of the decision of the Board of Directors, or its delegatee, setting the opening date of subscriptions, shall not exceed 20%. The general meeting expressly authorizes the Board of Directors to reduce or cancel said discount if it deems it necessary, including to comply with international accounting standards or, *inter alia*, the legal, accounting, tax and social systems of the countries in which certain beneficiaries reside;
- resolves that the characteristics of the other securities with deferred access to the share capital of the Company will be determined by the Board of Directors in accordance with applicable regulations;
- resolves to waive, in favor of the members of the Company Savings Plan, the shareholders' preferential subscription right to subscribe to newly issued shares and securities with deferred access to the share capital which may result from the issue authorized and delegated hereby;

The general meeting grants all powers to the Board of Directors to implement the present delegation of powers and authority and in particular to grant deferred payment of shares and as the case may be, for the securities with deferred access to the share capital, set the modalities and conditions of the operations and set the dates and terms of the issues which will be carried out by virtue of the present authorization, set the opening and closing dates for the subscriptions, the dates at which shares will give right to dividends, the terms for full payment of shares and other securities with deferred access to the share capital, request admission and listing of securities on such markets as it may decide, to record the effectiveness of the share capital increases for the number of shares which will actually be subscribed, to carry out, either directly or by proxy, all operations and administrative formalities relating to the share capital increases, in particular amend the articles of association accordingly, and, as its sole discretion and if it deems appropriate, to charge the expenses related to the share capital increase to the amount of share premiums pertaining to these share capital increases and to deduct from this amount the sums required to raise the legal capital reserve to one tenth of the new share capital after each increase.

The present delegation, which supersedes all prior authorizations relating to the increase of the share capital by issue of shares or securities giving access to the share capital of the Company, to the members of a Company Savings Plan, terminates the authorization granted to the Board of Directors by the extraordinary general meeting held on November 13, 2017 in its twenty-sixth resolution.

TWENTIETH RESOLUTION

(Overall ceiling for the authorizations of issue)

The general meeting, deciding under the quorum and majority requirements for extraordinary general meetings, having reviewed the report of the Board of Directors, subject to the approval of the seventeenth, eighteenth and nineteenth resolutions, resolves to fix at 355,000 euros the ceiling of the aggregate nominal amount of immediate or future share capital increases that may be implemented under the authority delegated to the Board of Directors pursuant to the seventeenth, eighteenth and nineteenth resolutions, of this meeting, it being specified that, if necessary, this ceiling may be increased by the nominal value of the shares to be issued to protect the rights of holders of securities giving access to the share capital of the Company, in accordance with the law, regulations and, where applicable, contractual provisions.

FALLING UNDER THE AUTHORITY OF THE ORDINARY GENERAL MEETING

TWENTY-FIRST RESOLUTION

(Ratification of the cooptation of a director)

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders ratify the cooptation as Director of Mrs. Helen Lee Bouygues, decided by the Board of Directors on March 23, 2018, in replacement of Bpifrance Participations, for the remainder of the term of office of her predecessor, i.e. until the end of the General Meeting to be held to approve the financial statements for fiscal year ending December 31, 2019.

TWENTY-SECOND RESOLUTION

(Ratification of the cooptation of a director)

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders ratify the cooptation as Director of Mrs. Heidi Petersen, decided by the Board of Directors on March 23, 2018, in replacement of Mr. Didier Houssin, for the remainder of the term of office of her predecessor, i.e. until the end of the General Meeting to be held to approve the financial statements for fiscal year ending December 31, 2019.

TWENTY-THIRD RESOLUTION

(Appointment of a new director)

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders approve the appointment as Director of:

Ms. Sophie Zurquiyah of French and US nationality, born on November 24, 1966 in Fontana, California (USA) and residing at 8813 Cedarspur Drive, 77055 Houston, Texas, USA, for a

four-year period.

This appointment will be effective as from the end of this meeting.

The term of office of Ms. Zurquiyah will expire at the end of the general meeting to be held to approve the financial statements of the fiscal year ending on December 31, 2021.

Prior to this appointment, Ms. Zurquiyah has stated that she agrees to the principle of such appointment and that she is not subject to any incompatibility or prohibition that would prevent her performing such office.

TWENTY-FOURTH RESOLUTION
(Allocation of Directors' fees for fiscal year 2018)

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders set the aggregate Directors' fees to be allocated to the Directors of the Company for fiscal year 2018 at €680,000.

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A. Preliminary formalities to attend the general meeting

Pursuant to the provisions of section R.225-85 of the French Commercial Code, in order to attend this general meeting or to be represented or to cast a postal vote, 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 Tuesday, April 24, 2018 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. Shareholders wishing to attend the meeting in person can :

If the shares are held under the **registered form** :

- On the day of the general meeting, go directly to the admission desk specifically provided for this purpose, with an identity document, or
- Apply for an admission card to BNP Paribas Services Securities Services by post to the following address : BNP Paribas Securities Services – CTS Assemblées Générales – Les Grands Moulins de Pantin, 9 rue du Débarcadère – 93761 Pantin Cedex or by fax at +33.1.40.14.58.90 ;

If the shares are under the **bearer form** : apply for an admission card directly to the financial intermediary in charge of their share account. The registration of the shares in bearer shares accounts held by financial intermediaries is evidenced by a statement of holdings delivered by the financial intermediary. Such a statement of holdings is also delivered to shareholders willing to attend the general meeting in person but who have not received an

admission card two business days prior to the date of the general meeting, i.e. Tuesday, April 24, 2018 at 12:00 a.m., Paris time.

2. Shareholders who do not attend the meeting in person can either cast a postal vote, appoint a proxy of their choice or give a proxy to the Chairman of the general meeting (in which case a positive vote will be casted in favor of all the resolutions agreed by the Board of Directors of the company), as follows :

If the shares are under the **registered form** :

- send 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 - CTS Assemblées Générales – Grands Moulins de Pantin, 9 Rue du Débarcadère, 93761 Pantin cedex, or by fax at + 33 1 40 14 58 90.

If the shares are under the **bearer form** :

- 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 - CTS Assemblées Générales – Grands Moulins de Pantin, 9 Rue du Débarcadère, 93761 Pantin cedex, or by fax at + 33 1 40 14 58 90.

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 or fax number, 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 meeting, i.e. Wednesday, April 25, 2018.

3. 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.

4. 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 – CTS 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. April 25, 2018 at 3:00 pm (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, Tour Maine-Montparnasse, 33 avenue du Maine, 75015 Paris, by registered letter with acknowledgment of receipt 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. April 20, 2018. In accordance with the legislation in force, the answer to a written question is deemed to have been given as soon as it appears on the Company website in a section dedicated to written questions.

D. Documentation made available to shareholders

The documents set forth by section R. 225-73-1 of the French Commercial Code will be published on the Company website <http://www.cgg.com>, no later than the twenty-first day preceding the general meeting, i.e. Thursday, April 5, 2018.

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, Tour Maine-Montparnasse, 33 avenue du Maine, 75015 Paris, as from the date of the notice convening the general meeting and during fifteen days prior to the general meeting.

The Board of Directors