

CGG

A French Limited Company with a share capital of € 6,952,719
Registered office : Tour Maine-Montparnasse 33 avenue du Maine 75015 Paris
Paris Trade and Companies Register 969 202 241

Extract of the minutes of the Combined General Meeting held on May April 26, 2018

On April 26, 2018, at 10 a.m., the shareholders of CGG duly called by the Board of Directors of the Company, pursuant to the notice published in the Bulletin des Annonces Légales Obligatoires and the legal pages of "Petites Affiches" of April 4, 2018 met in a Combined General meeting at Centre Etoile Saint-Honoré, 21-25 rue Balzac, 75008 Paris.

An attendance list was signed by the members attending the meeting.

The meeting was chaired by Mr. Remi DORVAL, Chairman of the Board of Directors.

The two shareholders in attendance who represented the great majority of shares either themselves or as proxy were DNCA Finance represented by Mr. Jean-Charles MERIAUX and Mr. Michel GASPARD respectively. They were appointed as scrutineers and accepted said appointment.

Mrs. Béatrice PLACE-FAGET was appointed as secretary.

The officers' committee being regularly formed, the Chairman declared the Meeting open.

The attendance sheet certified as accurate by the members of the officers' committee showed that 193 shareholders holding 322,163,172 shares, i.e. more than one fifth of the share capital, were present or represented or voted by post, these 322,163,172 shares representing 322,171,704 voting rights.

Consequently, the Meeting was regularly formed and could deliberate.

The Chairman put the following documents on the desk and made them available to the members of the meeting :

- The Articles of Association of the Company;
- The "Bulletin des Annonces Légales Obligatoires" of March 21, 2018 containing the preliminary notice ("*avis de réunion*") of a general meeting;
- The "Bulletin des Annonces Légales Obligatoires" of April 4, 2018 containing the notice ("*avis de convocation*") of a general meeting;
- The legal announcement pages of "Petites Affiches" of April 4, 2018 containing the notice ("*avis de convocation*") of a general meeting;
- The notice sent by mail on April 4, 2018 to the directors, the statutory auditors and the other shareholders;

- The attendance list of the general meeting, the proxy forms of shareholders represented by proxies and the votes sent by post to the Company or to BNPParibas Securities Services ;
- The annual statutory and consolidated financial statements for fiscal year 2017;
- The 2017 management report of the Board of Directors included in the Document de Référence;
- The 2017 report on corporate governance included in the Document de Référence ;
- The statutory auditors' reports :
 - Report on the 2017 annual statutory financial statements
 - Report on the 2017 consolidated financial statements
 - Report on the related-party agreements
 - Attestation on the 2017 highest compensations of the Company
 - Report on the 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 (15th resolution)
 - Report on the authorization given to the Board of Directors to grant stock options to the senior executive officers and employees of the Company and its subsidiaries (17th resolution)
 - Report on the authorization given to the Board of Directors to grant performance shares to the senior executive officers and employees of Company and its subsidiaries (18th resolution)
 - Report on the 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)
- The draft resolutions ;
- The list of positions held by executive officers in other companies;
- The list of registered shareholders as of the second business day prior to the general meeting;
- The 2017 Document de reference;
- The number of shares making up the share capital and the total number of voting rights as of March 21, 2018;
- The financial results of CGG SA (mother company) during the five fiscal years included in the Document de Référence;

He declared that the documents provided by law were made available to the shareholders within the legal time limits. The general meeting took official note of this declaration.

The Chairman turned the floor to Mrs. Béatrice PLACE-FAGET so that she could present the agenda of the meeting:

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.

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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.

This resolution was passed by the required majority.

Votes For: 316,613,745

Votes Against: 5,546,983

Abstentions : 10,976

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.

This resolution was passed by the required majority.

Votes For: 318,155,268
Votes Against: 3,975,777
Abstentions : 40,659

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.

This resolution was passed by the required majority.

Votes For: 318,076,497
Votes Against: 4,084,231
Abstentions : 10,976

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.

This resolution was passed by the required majority.

Votes For: 318,069,239
Votes Against: 4,060,740
Abstentions : 41,725

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.

This resolution was passed by the required majority.

Votes For: 269,249,379
Votes Against: 52,880,857
Abstentions : 41,468

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.

This resolution was passed by the required majority.

Votes For: 267,614,197

Votes Against: 54,516,611

Abstentions : 40,896

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.

This resolution was passed by the required majority.

Votes For: 316,479,052

Votes Against: 5,649,909

Abstentions : 42,743

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.

This resolution was passed by the required majority.

Votes For: 297,789,852

Votes Against: 24,335,393

Abstentions : 46,459

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.

This resolution was passed by the required majority.

Votes For: 259,845,292

Votes Against: 62,275,246

Abstentions : 17,488

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.

This resolution was passed by the required majority.

Votes For: 267,757,347

Votes Against: 54,401,892

Abstentions : 12,465

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.

This resolution was passed by the required majority.

Votes For: 312,213,951
Votes Against: 9,941,011
Abstentions : 16,742

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.

This resolution was passed by the required majority.

Votes For: 312,271,520
Votes Against: 9,859,097
Abstentions : 41,087

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.

This resolution was passed by the required majority.

Votes For: 312,184,375
Votes Against: 9,941,434
Abstentions : 45,895

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.

This resolution was passed by the required majority.

Votes For: 318,156,255

Votes Against: 3,972,389

Abstentions : 43,060

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.

This resolution was passed by the required majority.

Votes For: 316,557,363

Votes Against: 5,573,382

Abstentions : 40,959

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.

This resolution was passed by the required majority.

Votes For: 318,187,559

Votes Against: 3,971,385

Abstentions : 12,760

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.

This resolution was passed by the required majority.

Votes For: 263,559,177

Votes Against: 58,600,528

Abstentions : 11,999

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.

This resolution was passed by the required majority.

Votes For: 263,559,986

Votes Against: 58,601,039

Abstentions : 10,679

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.

This resolution was passed by the required majority.

Votes For: 269,483,963
Votes Against: 52,676,782
Abstentions : 10,959

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.

This resolution was passed by the required majority.

Votes For: 318,275,437
Votes Against: 3,847,616
Abstentions : 48,651

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.

This resolution was passed by the required majority.

Votes For: 269,375,965

Votes Against: 52,750,973

Abstentions : 44,766

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.

This resolution was passed by the required majority.

Votes For: 218,430,082

Votes Against: 103,700,386

Abstentions : 41,236

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.

This resolution was passed by the required majority.

Votes For: 269,454,367

Votes Against: 52,671,863

Abstentions : 45,474

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.

This resolution was passed by the required majority.

Votes For: 316,579,050

Votes Against: 5,548,228

Abstentions : 44,426

As no further matters remained on the agenda, the meeting was adjourned at 12 pm.

These minutes were drawn up on the basis of all the above and were signed, after reading, by the members of the officers' committee.

The Secretary

The Chairman

The scrutineers