

NOTICE AND INFORMATION BROCHURE

Combined General Meeting

CGG

Wednesday, May 12, 2021 at 10.30 a.m.

Exceptionally held behind closed doors
(without any shareholders being physically present)

At the company's registered office,
27 avenue Carnot
91300 Massy

cgg.com

SEE THINGS DIFFERENTLY



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NOTICE OF THE 2021 COMBINED GENERAL MEETING

Dear Shareholders,

The Board of Directors is pleased to convene you to the next Combined General Meeting of CGG to be held:

On Wednesday, May 12, 2021 at 10:30 a.m.
behind closed doors
(without any shareholders being physically present)
at the registered office of the Company: 27 avenue Carnot, 91300 Massy, France

The General Meeting is, in principle, a key moment in the life of a company allowing its shareholders to get some information, to discuss with the management team and to take part in the corporate governance through the vote on the resolutions submitted to them.

However, in the context of the health crisis due to the outbreak of Covid-19, and in accordance with the provisions of Ordinance n°2020-321 of March 25, 2020 extended and amended by Ordinance n°2020-1497 of December 2, 2020, Decree n°2020-418 of April 10, 2020 extended and amended by Decree n°2020-1614 of December 18, 2020 and Decree n°2021-255 of March 9, 2021, and having considered the current health restrictions, the 2021 Combined General Meeting of the Company will be held behind closed doors, excluding the physical presence of shareholders and other persons entitled to attend.

The Combined General Meeting of shareholders will be held through live audio webcast, which terms of access will be specified on the Company's website:
<https://www.cgg.com/investors/shareholder-services>

The recording will be made freely accessible to shareholders on the Company's website after the Combined General Meeting.

As a consequence, we strongly invite you **to vote prior to the Combined General Meeting** electronically, by correspondence or by a power given to the Chairman of the Combined General Meeting or to any third person¹, in accordance with the rules presented in this notice and information brochure.

We draw your attention on the fact that as the Combined General Meeting will be held behind closed doors, it will not be possible to ask questions or to propose new resolutions during the Meeting. Written questions may be submitted to the Company prior to the Meeting, either by registered mail or by email, in accordance with the rules defined in this brochure. Given the current circumstances and the uncertainties about how long posted items take to be delivered at the moment, shareholders are advised to use, where possible, electronic communication methods in relation to this Combined General Meeting.

You will find in this notice and information brochure all relevant and practical information you may need in the perspective of the Combined General Meeting.

In this exceptional context, we also invite our shareholders to take part to this Combined General Meeting through your vote and to also regularly consult the section dedicated to the General Meeting on the Company's website (www.cgg.com), which will be updated in the event of any changes in the situation or modalities relating to the Combined General Meeting.

In the meantime, the Board of Directors thanks you for your trust and your loyalty to the CGG Group.

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

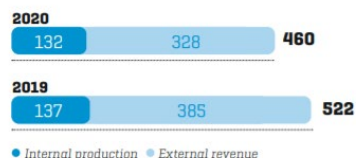
BUSINESSES

CGG is a global geoscience technology leader. Employing around 3,900 people worldwide, CGG provides a comprehensive range of data, products, services and equipment that supports the discovery and responsible management of the Earth's natural resources.

GEOSCIENCE

As recognized leaders in advanced subsurface imaging, our experts bring a collaborative approach to problem-solving. Our global network of 23 data imaging centers provides region-specific expertise, outstanding service and remarkable technology in every image. We provide integrated reservoir characterization services and innovative solutions for complex exploration and production challenges. Our comprehensive portfolio of geoscience services brings valuable insight to all aspects of natural resource exploration and development, helping to reduce drilling risk and build better reservoir models. We develop sophisticated algorithms and intuitive interfaces to deliver powerful reservoir answers from geophysical data at every stage from exploration to production. We typically invest 10% in research and development. We have a high market share and are highly differentiated.

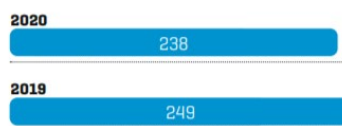
TOTAL PRODUCTION (\$m)



COMPUTING POWER (Pflaps)



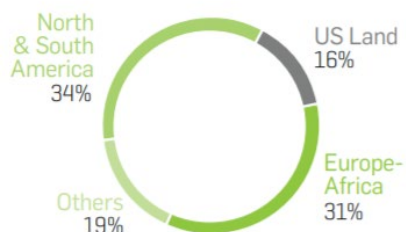
TOTAL PRODUCTION/HEADCOUNT (\$k)



BUSINESSES

MULTI-CLIENT

DATA LIBRARY NBV REGIONAL
SPLIT AS OF 31/12/2020



We invest in a portfolio of geographical opportunities to build a geoscience database and thrive to achieve a high prefunding for our new projects. We typically invest in the range of \$200 million in our surveys. At the end of 2020, we had over 1.1 million square kilometers of high-end offshore, over 100,000 square kilometers of high-end onshore unconventional seismic data in the most prolific basins around the world. We own marketing rights to the data for a period of time and sell licenses to use this data to named clients who generally use it for reservoir exploration and development.

MULTI-CLIENT SEGMENT REVENUE (\$m)



MULTI-CLIENT CAPEX (\$m)

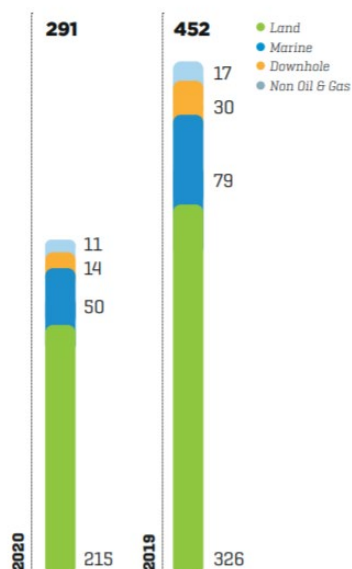


BUSINESSES

EQUIPMENT

Through its subsidiary Sercel, CGG offers a full spectrum of systems, sensors and sources for seismic acquisition and downhole monitoring. Sercel sells its equipment and offers customer support services including training on a worldwide basis. Sercel manufactures in six seismic equipment manufacturing facilities a wide range of geophysical equipment for land or marine seismic data acquisition, including seismic recording equipment, software and seismic sources. Sercel is the market leader in seismic equipment.

SEGMENT REVENUE (\$m)



KEY INDICATORS OF THE 2020 FISCAL YEAR

KEY FINANCIAL AND NON-FINANCIAL INDICATORS

KEY FINANCIAL INDICATORS

SEGMENT REVENUE
(million dollars)



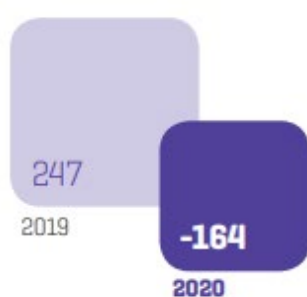
NET DEBT /
SEGMENT EBITDAs



SEGMENT EBITDAs
(million dollars)



SEGMENT OPERATING INCOME
(million dollars)



NET CASH FLOW
(million dollars)



KEY INDICATORS OF THE 2020 FISCAL YEAR

NON-FINANCIAL INDICATORS

GROUP HEADCOUNT



COMPUTING POWER (Pflops)



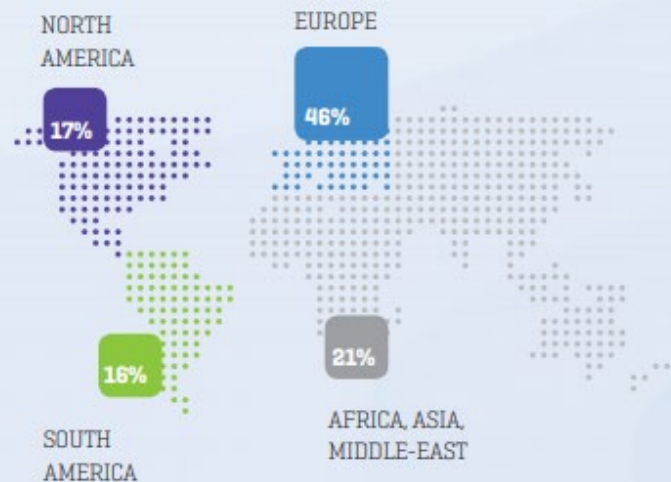
ENERGY EFFICIENCY



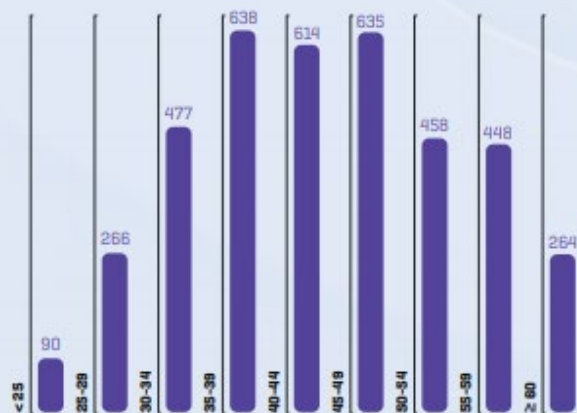
DIRECT AND INDIRECT GREENHOUSE GAS EMISSIONS (ktCO₂eq)



REVENUE BREAKDOWN PER REGION



AGE AND SENIORITY STRUCTURE



ESG RATING

AA by **MSCI**

ADMINISTRATION, MANAGEMENT AND CONTROL

BOARD OF DIRECTORS

As of the date of this notice, the Board of Directors of CGG SA is composed as follows:



Mr. Philippe SALLE

Independent Director and Chairman of the Board of Directors

Age: 55

Nationality : French

First appointment as Director: March 8, 2018

Term of office expires: 2021 General Meeting
(proposed for renewal to the General Meeting)



Mrs. Sophie ZURQUIYAH

Director and Chief Executive Officer

Age: 54

Nationality : French and US

First appointment as Director: April 26, 2018

First appointment as Chief Executive Officer: March 23, 2018 (effective April 26, 2018)

Term of office expires: 2022 General Meeting



Mr. Michael DALY

Independent Director

Age: 67

Nationality: English

First appointment as Director: September 30, 2015

Term of office expires: 2021 General Meeting (proposed for renewal to the General Meeting)



Mr. Patrice GUILLAUME

Director representing the employees

Age: 62

Nationality : French

First appointment as Director: December 15, 2017²

Term of office expires: 2021 General Meeting (expiry of term of office)



Mrs. Anne-France LACLIDE-DROUIN

Independent Director

Age: 52

Nationality: French

First appointment as Director: October 31, 2017

Term of office expires: 2021 General Meeting
(proposed for renewal to the General Meeting)

² Mr. Patrice GUILLAUME is a director representing the employees, appointed by the Group Committee, in accordance with Article 8 of the Company's Articles of Association. As his term of office will expire at the end of the 2021 Annual General Meeting, the Group Committee is currently in the process of appointing his successor.

ADMINISTRATION, MANAGEMENT AND CONTROL

BOARD OF DIRECTORS



Mrs. Helen LEE BOUYGUES

Independent Director

Age : 48

Nationality: American

First appointment as Director: March 23, 2018

Term of office expires: 2024 General Meeting



Mrs. Colette LEWINER

Independent Director

Age: 75

Nationality: French

First appointment as Director: March 8, 2018

Term of office expires: 2023 General Meeting



Mrs. Heidi PETERSEN

Independent Director

Age: 63

Nationality: Norwegian

First appointment as Director: March 23, 2018

Term of office expires: 2024 General Meeting



Mr. Mario RUSCEV

Independent Director

Age: 64

Nationality : French

First appointment as Director: March 8, 2018

Term of office expires: 2023 General Meeting

The Directors are appointed for four years.

ADMINISTRATION, MANAGEMENT AND CONTROL

BOARD COMMITTEES

Audit & Risk Management Committee

Mrs. Anne-France LACLIDE-DROUIN,
Chairwoman
Independent

Mrs. Helen LEE BOUYGUES
Independent

Mrs. Colette LEWINER
Independent

Appointment, Remuneration and Governance Committee

Mrs. Colette LEWINER, Chairwoman
Independent

Mr. Patrice GUILLAUME
Director representing the employees

Mrs. Heidi PETERSEN
Independent

Mr. Mario RUSCEV
Independent

Investment Committee

Mrs. Helen LEE BOUYGUES, Chairwoman
Independent

Mr. Michael DALY
Independent

Mrs. Anne-France LACLIDE-DROUIN
Independent

Mr. Mario RUSCEV
Independent

HSE / Sustainable development Committee

Mr. Michael DALY, Chairman
Independent

Mr. Patrice GUILLAUME
Director representing the employees

Mrs. Heidi PETERSEN
Independent

EXECUTIVE LEADERSHIP TEAM

Mrs. Sophie ZURQUIYAH
Chief Executive Officer

Mr. Colin MURDOCH
EVP Geoscience

Mrs. Emmanuelle DUBU
EVP Equipment

Mr. Jérôme DENIGOT
EVP Group Human Resources

Mr. Emmanuel ODIN
SVP HSE-Sustainable development

Mr. Yuri BAIDOUKOV
Group Chief Financial Officer

Mr. Dechun LIN
EVP Group Multi-Clients

Mr. Eduardo COUTINHO
EVP Group General Counsel

Mr. Hovey COX
EVP Group Marketing Sales & Communications

ADMINISTRATION, MANAGEMENT AND CONTROL

STATUTORY AUDITORS

ERNST & YOUNG et Autres

Tour First – 1 place des Saisons
TSA 14444
92037 Paris La Défense Cedex
Represented by Mr. Nicolas PFEUTY and Mrs.
Claire CESARI-WALCH

Mazars

Tour Exaltis – 61, rue Henri Regnault
92400 Courbevoie
Represented by Mr. Jean-Louis SIMON

SIGNIFICANT EVENTS IN THE COURSE OF 2020 FISCAL YEAR

EXIT OF CONTRACTUAL DATA ACQUISITION BUSINESS

Aiming at ensuring growth and sustainable returns through the cycles, the CGG 2021 Plan announced in November 2018 included a planned transition to an asset-light business model by reducing our exposure to the Contractual Data Acquisition business. The Contractual Data Acquisition business has been adversely affected over the years by structural industry overcapacity, lack of differentiation, commodity pricing and a heavy fixed cost base. The CGG 2021 Plan thus outlined the following plans:

- Marine:
 - reduce the number of seismic vessels in operation in 2019,
 - search for a strategic partner to cost efficiently operate and control the vessels;
- Land: wind down and exit the market;
- Multi-Physics: market for sale and monetize when suitable;
- divest equity stakes in Argas and Seabed Geosolutions BV joint ventures;
- general and administrative expenses and support costs: adjust in line with new size and footprint.

[Marine Exit and Streamer NewCo](#)

In June 2019, together with Shearwater GeoServices Holding AS (“Shearwater”), we announced the signature of a binding term sheet that included the following elements:

- (i) Shearwater’s acquisition of all the shares in Global Seismic Shipping AS (“GSS”), the 50/50 joint venture between Eidesvik Offshore ASA and CGG. GSS, through its subsidiaries, owns five high-end seismic vessels and two legacy vessels with associated bank debt. Shearwater also agreed to acquire the streamers owned by CGG, which were associated with GSS’s five high-end seismic vessels;
- (ii) a five-year services contract (the “Capacity Agreement”) between Shearwater and CGG. Under this agreement, CGG commits to using Shearwater acquisition services for 730 vessel days annually on average over five years with flexibility in terms of actual annual utilization. The Capacity Agreement ensures our access to strategic capacity for our future multi-client projects through Shearwater’s global fleet of high-end 3D and source vessels; and
- (iii) the establishment of a technology partnership through the creation of a company under the Sercel brand name and with CGG’s majority ownership to which the parties would contribute their respective towed Marine Streamer Equipment businesses. The company would be focused on the development, manufacturing, commercialization and support of streamers, navigation software and steering systems (the “Streamer Newco”).

The closing of Shearwater’s acquisition of the shares in GSS and the streamers and the entry into force of the Capacity Agreement, took place on January 8, 2020 (the “Marine Closing”). Due to the latest downturn in the oil and gas industry triggered by the Covid-19 pandemic, it was announced on November 5, 2020 that CGG and Shearwater jointly agreed to suspend negotiations around the creation of the Streamer Newco joint-venture. Both Shearwater and CGG continue to benefit from the marine acquisition partnership and remain committed to the establishment of its technology component to further their mutually beneficial cooperation.

All impacts of the Marine Closing have been taken into consideration in the statement of financial position as of December 31, 2019 through the remeasurement of the fair value, less the cost to sell the Marine disposal group for a net amount of US\$(108.3) million.

On January 8, 2020, the following transactions occurred:

- CGG acquired the 50% interest held by Eidesvik in GSS and indemnified Eidesvik for the end of the relationship in exchange for Shearwater shares. CGG also granted Eidesvik a put option on the Shearwater shares (the “Eidesvik Put Option”);
- Shearwater acquired 100% of GSS and the streamers from CGG against Shearwater Vendor Notes exchangeable into Shearwater shares (the “Shearwater Vendor Notes”);
- the existing umbrella agreement and the existing bareboat charter agreements between CGG and GSS subsidiaries were terminated along with the guarantee granted by CGG;
- Shearwater CharterCo AS entered into five-year bareboat charter agreements with GSS subsidiaries, guaranteed by Shearwater, for the use of five high end vessels equipped with streamers (the “Shearwater Charter Agreements”) and CGG Services SAS entered into the Capacity Agreement;
- under the payment instructions agreement (the “Payment Instructions Agreement”), Shearwater and Shearwater CharterCo AS direct CGG Services SAS to pay amounts due under the Capacity Agreement

SIGNIFICANT EVENTS IN THE COURSE OF 2020 FISCAL YEAR

directly to the GSS subsidiaries to cover Shearwater CharterCo's obligations under its bareboat charter agreements;

- CGG also entered into step-in agreements with Shearwater and GSS (the "Step-In Agreements"), which could come into force if certain conditions are met and would require CGG to substitute itself for Shearwater CharterCo AS as charterer of GSS subsidiaries' five high end seismic vessels (equipped with streamers).

Shearwater Vendor Notes

On December 29, 2020, CGG converted the Shearwater Vendor Notes into shares in Shearwater at the price of US\$25.2262 per share, as had previously been agreed, corresponding to 3.30% of the total outstanding shares and 3.34% of the shares having voting rights in Shearwater at such time.

Capacity Agreement

The main terms of the Capacity Agreement require CGG to:

- work exclusively with Shearwater, for seismic streamer acquisition and source vessels for nodes projects, up to 730 vessel days per year on average for the next five years;
- pay a pre-agreed day rate for the first 2.5 years and the higher of market rate or the pre-agreed day rate for the remaining 2.5 years;
- reimburse Shearwater for project-related operational costs and fuel; and
- compensate Shearwater for days during which more than one of its high-end seismic vessels are idle, for a maximum of three vessels (the "Idle Vessels Compensation").

The pre-agreed day rate as negotiated in summer 2019 is higher than the current estimated average market day rate. Thus, an operational liability of US\$(69) million was recognized at the Marine Closing representing the net present value of the positive difference between the pre-agreed rate and the estimated market rate over the five-year contractual term.

The Idle Vessels Compensation gave rise to a US\$(79) million financial liability at the Marine Closing representing the net present value of expected payments under this clause. The expected payments are estimated based on Shearwater fleet utilization assumptions over the five-year commitment period.

Eidesvik Put Option & Sale of Shearwater shares to Rasmussengruppen

For more information, see the "Recent events" section of the present notice and information brochure.

Step-In Agreements

As described above, following the Marine Closing, Shearwater CharterCo AS has entered into five-year bareboat charter agreements with GSS subsidiaries, guaranteed by Shearwater, for the five high end vessels equipped with streamers. Under the Step-In Agreements, CGG shall substitute itself for Shearwater CharterCo AS as charterer of GSS subsidiaries' five high end seismic vessels (equipped with streamers) in the event of a payment default under the charter party agreement between the GSS subsidiaries and Shearwater CharterCo AS (a "Step-In Event"). Given that CGG is required under the Payment Instructions Agreement to pay amounts due under the Capacity Agreement directly to GSS subsidiaries to cover Shearwater CharterCo's obligations under its bareboat charter agreements, this payment default can only be triggered either by CGG non-payment under the Payment Instructions Agreement, or by Shearwater's insolvency.

If a Step-in Event were to occur:

- CGG would be entitled to terminate the Capacity Agreement;
- CGG would become the charterer of the five high end seismic vessels equipped with streamers under bareboat charter agreements;
- CGG would be entitled to acquire all the share capital of GSS, knowing that GSS and its subsidiaries' principal assets would be the vessels and streamers and its principal liabilities would be the debt associated with the vessels.

The Step-In Agreements will not impact CGG's financial statement of position unless a trigger event, as described above, occurs. In such circumstance, the obligations under the Capacity Agreement would be terminated and replaced by the obligations under the Step-In Agreements, for a lower amount compared to the Capacity Agreement.

SIGNIFICANT EVENTS IN THE COURSE OF 2020 FISCAL YEAR

As a result of these transactions, CGG's statement of financial position will include the following items:

- US\$52.9 million in Vendor Notes at the Marine Closing converted into Shearwater Shares on December 29, 2020 and valued at US\$13.7 million at 31, December 2020;
- US\$(148.0) million in liabilities in respect of the Capacity Agreement as at the Marine Closing date, amounting to US\$(127.2 million) at December 31, 2020; and
- US\$(4.6) million for the fair value of the Eidesvik Put Option as at the Marine Closing, amounting to US\$(16.1) million at December 31, 2020.

[Divestment from Seabed Geosolutions BV](#)

On December 30, 2019 CGG agreed, in a share purchase and exit agreement, to transfer the shares of the Seabed Geosolutions BV joint venture ("Seabed") to its partner Fugro NV.

[Land exit](#)

CGG progressively reduced the Land Data Acquisition business over 2019 and fully shut down the activity in the first quarter of 2020.

[Multi-Physics exit](#)

On August 5, 2020 CGG entered into a sale and purchase agreement with Xcalibur Group for the sale of CGG's MultiPhysics business.

See notes 2 and 5 to the Consolidated Financial Statements of CGG 2020 Universal Registration Document for additional information.

COST BASE REDUCTION

With segment revenues from activities down by 32% in 2020 compared to 2019, the Group launched quickly adaptation measures to reduce its cost structure, notably headcounts reduction, so as to preserve cash. The cost reduction measures will be implemented in phases in order to ensure business continuity. The first set took place during 2020 and US\$42 million of severance costs were recognized as of December 30, 2020. We expect these measures to generate gross reduction in personnel fixed costs of around US\$90 million on an annualized basis.

SAFEGUARD PLAN

In a decision issued on November 24, 2020, the commercial court of Paris acknowledged completion of CGG's Safeguard Plan, following the early settlement in full of all its creditors. Notwithstanding this successful outcome, on December 22, 2020, three third-party appeals were filed against the decision approving the completion of CGG's Safeguard Plan.

For more information, please refer to section "Recent events" hereafter.

EMPLOYMENT PROTECTION PLAN IN FRANCE

In the context of the crisis linked to the significant cuts in E&P spending by oil and gas companies, the Group initiated an employment protection plan in France which included a plan for voluntary departures. This plan, subject to the process of information, consultation and negotiation with the social partners, was approved in a majority agreement by the social partners as well as by the French DIRECCTE (*Direction régionale des entreprises, de la concurrence, de la consommation, du travail et de l'emploi*). The plan aims to limit the number of compulsory departures, to provide the best possible support for employees leaving the Company and to permit the Group to retain the skills and expertise necessary to carry out its activities. It is implemented in compliance with applicable laws and regulations in France.

RECENT EVENTS WHICH OCCURRED SINCE THE END OF THE 2020 FISCAL YEAR

SHEARWATER SHARES AND EIDESVIK PUT OPTION

On December 29, 2020, CGG converted the Shearwater Vendor Notes issued by Shearwater on January 8, 2020 into a US\$49.39 million stake in Shearwater. Through this transaction, CGG acquired 1 958 248 Class A shares, corresponding to 3.30% of the total outstanding shares and 3.34% of the shares having voting rights in Shearwater.

Eidesvik Put Option

On January 11, 2021, Eidesvik exercised its put option and sold to CGG all of its 1,987,284 Class A shares in Shearwater at a strike price of US\$30 million, thus increasing CGG's stake in Shearwater to 6.72% of the total outstanding shares with voting rights.

Sale of Shearwater shares to Rasmussengruppen

On January 12, 2021, CGG accepted the binding offer from Rasmussengruppen to acquire all Shearwater's shares held by CGG, including those acquired as a result of the exercise of the Eidesvik Put Option, at fair market value for total cash consideration of US\$27.62 million. The transaction was completed on January 18, 2021 and the payment was received.

ONGOING PROCEDURES RELATED TO THE SAFEGUARD PLAN

By a ruling issued on November 24, 2020, the Commercial court of Paris acknowledged the completion of CGG's Safeguard Plan, following the early repayment in full of all its remaining debt under the Safeguard plan. In this context, CGG reiterated its undertaking made as part of the negotiation of the safeguard plan to maintain, and procure that the French-law subsidiaries it controls within the meaning of article L.233-3 of the French Commercial Code maintain in France their decision-making centres currently located in France, including the headquarters of CGG, until December 31, 2022.

Notwithstanding this successful outcome, on December 22, 2020, Mr. Jean Gatty in his capacity both as former representative of each of the two bodies of OCEANE bondholders and as director of JG Capital Management (a management company of JG Partners, itself a former holder of the OCEANE) filed three third-party appeals against the decision approving the completion of CGG's Safeguard Plan. On February 1, 2021, Mr. Gatty, as former representative of each body of OCEANE bondholders issued two notices convening general meetings of OCEANE holders in order to authorise him to lodge the aforementioned third-party appeals. In March 2021, he ultimately withdrew two third-party appeals that he had filed as former representative of the two bodies of OCEANE bondholders, leaving the third-party appeal filed by JG Capital Management as the only one remaining.

Furthermore, on February 2, 2021, CGG was informed that JG Capital Management also filed a criminal complaint regarding the terms of the CGG's financial restructuring approved in 2017. In this complaint, Mr. Gatty seeks to call into question the restructuring transactions effected in 2017/2018 under CGG's Safeguard Plan, which resulted in the differential treatment of creditors holding high yield bonds and OCEANE. CGG considers that the OCEANE and high yield bondholders were not in the same position, in particular due to the guarantees granted by 14 non-French subsidiaries of the group solely to the high yield bondholders, which justifies the difference in treatment. This point has been debated at length before various courts in a wholly transparent fashion. The French public prosecutor has three months from the filing of the complaint to decide whether or not to pursue an action.

On March 29, 2021, JG Capital Management issued a writ of summons to CGG before the Commercial Court of Paris in order to try and obtain, through an appeal for modifying an existing judgement ("*recours en revision*"), the cancellation of the judgment dated December 1, 2017, which approved the CGG Safeguard Plan, and the rejection of the said plan, in a new attempt to challenge the restructuring of the CGG group which was implemented in February 2018.

RECENT EVENTS WHICH OCCURRED SINCE THE END OF THE 2020 FISCAL YEAR

SUCCESSFUL PRICING OF ITS US\$500 MILLION AND €585 MILLION SENIOR SECURED NOTES OFFERING

CGG announced on March 19, 2021 that CGG has successfully priced an offering (the “Offering”) of US\$500 million in aggregate principal amount of 8.75% senior secured notes due 2027 and €585 million in aggregate principal amount of 7.75% senior secured notes due 2027 (the “Notes”).

The Notes will be guaranteed on a senior secured basis by certain subsidiaries of CGG and will be issued at par and are expected to be issued on April 1, 2021 (the “Issue Date”).

CGG also announced that it will enter on the Issue Date into a US\$100,000,000 super senior Revolving Credit Facility (RCF) agreement secured by the same security package as the Notes with its pricing linked in part to greenhouse gas emission reduction targets. No drawings are expected under the RCF as at the date of the Offering.

CGG intends to use the net proceeds from this Offering, together with cash on hand, to:

- repurchase, by way of the tender offer (the “Tender Offer”) launched on March 15, 2021 and expiring on March 29, 2021 (with settlement expected on the Issue Date) by CGG Holding (U.S.) Inc., for any and all of its first lien senior secured notes due 2023 issued in a principal amount of US\$300,000,000 and €280,000,000 (the “Existing First Lien Notes”);
- satisfy and discharge on the Issue Date and subsequently redeem on May 1, 2021 the Existing First Lien Notes that are not repurchased in the Tender Offer;
- satisfy and discharge on the Issue Date and subsequently redeem on April 14, 2021 in full the second lien senior secured notes due 2024 issued by CGG S.A. in a principal amount of US\$355,141,000 and €80,372,000; and
- pay all fees and expenses in connection with the foregoing.

FINANCIAL RESULTS OF CGG SA OVER THE PAST FIVE YEARS

(Articles 133,135 and 148 of the French Decree n° 67-236 dated March 23, 1967)

In €	2016	2017	2018	2019	2020
I. Financial position at year-end					
a) Capital stock	17,706,519	17,706,519	7,099,448	7,099,563	7,113,923
b) Number of shares outstanding	22,133,149	22,133,149	709,944,816	709,956,358	711,392,383
c) Maximal number of shares resulting from convertible bonds (see note below)	1,160,368	1,160,364	–	–	–
d) Total Equity	1,224,949,893	280,022,548	1,790,163,681	1,887,496,882	811,891,486
II. Earnings					
a) Sales net of sales tax	49,107,467	26,467,304	27,549,575	26,389,011	16,884,801
b) Earnings before taxes, employee profit sharing, depreciation and reserves	424,222,896	9,019,980	52,664,150	60,121,733	12,844,224
c) Employee profit sharing	–	–	–	–	–
d) Income taxes	1,319,915	(57,430,849)	250,482	(19,924,332)	(7,256,246)
e) Income after taxes, employee profit sharing, depreciation and reserves	(841,019,498)	(944,927,344)	(271,326,175)	97,295,002	(1,075,646,338)
f) Dividends	–	–	–	–	–
III. Earnings per share					
a) Earnings after taxes and profit sharing but before depreciation and reserves	19.11	3.00	0.07	0.11	0.03
b) Earnings after taxes, depreciation and reserves	(38.00)	(42.69)	(0.38)	0.14	(1.51)
c) Net dividend per share	–	–	–	–	–
IV. Personnel					
a) Average number of employees	34	32	27	22	18
b) Total payroll	6,664,549	8,923,393	8,229,076	8,263,169	5,515,555
c) Employee benefits (social security, etc.)	2,301,997	3,423,145	2,731,349	3,116,675	1,919,830

Note on convertible bonds: On February 21, 2018, CGG finalized the implementation of its financial restructuring plan. All bonds were converted into shares.

HOW TO PARTICIPATE AND VOTE AT THE COMBINED GENERAL MEETING?

Warning - Covid-19 pandemic

In the context of the global Covid-19 pandemic and the efforts to contain its spread, and in accordance with the provisions set out in Ordinance n°2020-321 of March 25, 2020 extended and amended by Ordinance n°2020-1497 of December 2, 2020, Decree n°2020-418 of April 10, 2020 extended and amended by Decree n°2020-1614 of December 18, 2020 and Decree n°2021-255 of March 9, 2021, adapting in particular rules in meetings and resolutions of general shareholders' meetings and management bodies in connection with the Covid-19 pandemic, CGG's Combined General Meeting will be held behind closed doors, without any shareholders being physically present, at the Company's registered office located at 27 avenue Carnot, 91300 Massy, France.

Therefore, no admittance card will be delivered. In these conditions, shareholders will only be able to cast their vote remotely or by proxy, before the Combined General Meeting, using the mail voting form or electronically.

CGG's Combined General Meeting will be streamed (live and deferred broadcast) on the Company's website. Each shareholder may also submit written questions on the matters relevant to the Combined General Meeting at the latest on the second business day prior to the date of the Combined General Meeting.

During the Combined General Meeting, it will not be possible to ask questions, or to submit draft amendments or new resolutions.

The modalities of participation in the Combined General Meeting may change according to health imperatives and/or legal requirements. Shareholders are therefore invited to regularly consult the page dedicated to the 2021 Combined General Meeting on the Company's website.

PRIOR CONDITIONS

CGG will exceptionally hold its Combined General Meeting of shareholders **behind closed doors**, without the physical attendance of shareholders. However, shareholders will be able to follow the Combined General Meeting, which will be held through live audio webcast under the terms and conditions to be described at <https://www.cgg.com/investors/shareholder-services>.

Pursuant to the provisions of section R. 22-10-28 of the French Commercial Code, in order to take part in this Combined General Meeting by voting remotely or by giving a proxy, shareholders must provide evidence of their shareholding through the registration of their shares in their name on the second business day prior to the date of the Combined General Meeting at 12:00 a.m. Paris time (i.e. **Monday May 10, 2021 at 12:00 a.m., Paris Time**) as follows:

- **For registered or administered and registered shares:** in the Company's share register held by BNP Paribas Securities Services;
- **For bearer shares:** in a securities account held by an authorized intermediary, as provided for in Article L. 211-3 of the French Monetary and Financial Code (*Code monétaire et financier*).

The recording of shares in bearer share accounts held by an authorized intermediary mentioned under Article L. 211-3 of the French Monetary and Financial Code must be certified by a share ownership certificate issued by the latter, which should be attached to the proxy/postal voting form.

HOW TO PARTICIPATE AND VOTE AT THE COMBINED GENERAL MEETING?

PROCEDURE FOR TAKING PART IN THE MEETING

Any shareholder, regardless of the number of shares he/she owns, may attend the Combined General Meeting.

The Combined General Meeting being exceptionally held behind closed doors, you will not be able to request your admittance card to attend the Combined General Meeting in person. You are invited to vote remotely, prior to the Combined General Meeting, via the single mail voting or proxy form or electronically.

As a preliminary, it is reminded that for any proxy form without any indication of a proxy, the Chairman of the Combined General Meeting will vote in favor of the adoption of the resolutions proposed or approved by the Board of Directors, and against the adoption of any other resolution.

I. IF YOU WISH TO VOTE OR GIVE A PROXY TO A PERSON ELECTRONICALLY

In consideration of the current context related to the Covid-19 pandemic, we highly recommend you to vote via the designated VOTACCES secure platform, following the instructions below.

A. VOTE ONLINE (VOTACCESS)

The VOTACCESS secure voting platform will be open as of April 23, 2021 at 10 a.m. (Paris time) and until the day before the Combined General Meeting, i.e. **May 11, 2021 at 3 p.m. (Paris time)**.

However, shareholders are advised not to wait until this deadline to connect to the site in order to take into account any delays in receiving the information required for their connection.

If your shares are registered (registered or administered and registered shares):

Holders of registered shares will have access to VOTACCESS by logging on to <https://planetshares.bnpparibas.com>.

- Holders of administered registered shares should log on by using their username and access code that appear in the top right of the voting form attached to the convening notice.
- Holders of registered shares should log on using their usual access codes.

If the shareholder experiences any difficulties or in the event that the shareholder misplaces or forgets his/her username, access code and/or password to log on to the *Planetshares* website, he/she may call one of the following numbers: 0 826 109 119 (France only) or +33 1 55 77 40 57 (outside France), or submit a request via the contact form (envelope icon in the top right) on the *Planetshares* homepage (<https://planetshares.bnpparibas.com>).

After logging on, follow the on-screen instructions to reach VOTACCESS where you will be able to communicate your voting instructions. You will also be able to consult the official documentation pertaining to the Combined General Meeting on this website.

If your shares are under the bearer form:

The holders of bearer shares who wish to communicate their instructions online prior to the Combined General Meeting should check with their custodian to find out whether they are connected to the designated VOTACCESS secured platform and, where applicable, if this access is subject to special conditions of use.

- Holders of bearer shares whose custodian is connected to VOTACCESS should log on to their custodian's website with their usual access codes. They should then click on the icon that appears on the line corresponding to their CGG shares and follow the on-screen instructions. They will also be able to consult the official documentation pertaining to the Combined General Meeting on this website.

HOW TO PARTICIPATE AND VOTE AT THE COMBINED GENERAL MEETING?

- Holders of bearer shares whose custodian is not connected to VOTACCESS should contact their custodian to communicate their voting instructions, the custodian then being in charge of sending these instructions to BNP Paribas Securities Services.

B. IF YOU WISH TO GIVE A PROXY TO THE CHAIRMAN OF THE COMBINED GENERAL MEETING ELECTRONICALLY

In the event a proxy is given to the Chairman of the Combined General Meeting, it will vote in favor of the draft resolutions presented and approved by the Board of Directors and will vote against any other draft resolutions not approved by the Board.

The proxy given to the Chairman of the Meeting should be received no later than **May 11, 2021 at 3 p.m. (Paris time)**. However, shareholders are advised not to wait until this deadline to connect to the site in order to take into account any delays in receiving the information required for their connection.

If your shares are registered (registered or administered and registered shares):

Holders of registered shares can give proxy to the Chairman of the Meeting online via VOTACCESS by logging on to <https://planetshares.bnpparibas.com>.

- Holders of administered registered shares should log on by using their username and access code that appear in the top right of the voting form attached to the convening notice.
- Holders of registered shares should log on using their usual access codes.

If the shareholder experiences any difficulties or in the event that the shareholder misplaces or forgets his/her username, access code and/or password to log on to the *Planetshares* website, he/she can call one of the following numbers: 0 826 109 119 (France only) or +33 1 55 77 40 57 (outside France), or submit a request via the contact form (envelope icon in the top right) on the *Planetshares* homepage (<https://planetshares.bnpparibas.com>).

After logging on to the website, follow the instructions given on the screen in order to access the designated VOTACCESS secured platform.

Alternatively, holders of registered shares (registered or administered and registered shares) who wish to give a proxy to the Chairman of the Combined General Meeting may send an email to the following address: paris.bp2s.france.cts.mandats@bnpparibas.com. This email must include the following information : the name of the Company (CGG), the date of the General Meeting (May 12, 2021), 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. 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.

If your shares are under the bearer form:

Holders of bearer shares should contact their custodian to find out whether or not the latter is connected to VOTACCESS and if so, whether there are any special conditions of use.

- Holders of bearer shares whose custodian is connected to VOTACCESS should log on to their custodian's website with their usual access codes. They should then click on the icon that appears on the line corresponding to their CGG shares and follow the on-screen instructions. Alternatively, they may also send an email to BNP Paribas Securities Services to the address and in application of instructions set out below.
- Only bearer shareholders whose custodian has subscribed to the designated VOTACCESS secured platform will be able to give proxy to the Chairman of the Combined General Meeting online via VOTACCESS.

HOW TO PARTICIPATE AND VOTE AT THE COMBINED GENERAL MEETING?

Holders of bearer shares whose custodian is not connected to VOTACCESS should contact their custodian in order to give proxy to the Chairman of the Combined General Meeting, the custodian then being in charge of sending these instructions to BNP Paribas Securities Services.

Alternatively, holders of bearer shares whose custodian is not connected to VOTACCESS can send an email to paris.bp2s.france.cts.mandats@bnpparibas.com. This email shall mandatorily contain the following information: the name of the company concerned (CGG), the date of the Combined General Meeting (May 12, 2021), their last name, first name, address and banking details, as well as the last name, first name and, if possible, the address of their proxy.

- Holders of bearer shares must ask the authorized intermediary managing their securities account to send a written confirmation to BNP Paribas Securities Services
- Only notifications of proxies can be sent to the above email address, and any other unrelated requests or notifications will not be considered and/or processed.
- Non-compliance with the above-mentioned procedures will lead to your proxy appointment not being valid and taken into account.

C. IF YOU WISH TO GIVE PROXY TO A PERSON OTHER THAN THE CHAIRMAN OF THE COMBINED GENERAL MEETING ELECTRONICALLY

You may give proxy to another shareholder, your spouse, your partner with whom you have entered into a civil union or any other individual or legal entity of your choice in accordance with the provisions of Article L.225-106 and L. 22-10-39 of the French Commercial Code.

The proxy given to a person other than the Chairman of the Meeting should be received **no later than May 8, 2021 at 12:00 a.m. (Paris time)**. If a previous proxy is revoked and a new proxy is appointed, the necessary steps must be completed **no later than May 8, 2021 at 12:00 a.m. (Paris time)**.

The proxy may not attend the Meeting physically and will have **until May 8, 2021 at 12:00 a.m. (Paris time)** to vote on your behalf by sending the proxy/postal voting form downloaded from the Company's website by email to paris.bp2s.france.cts.mandats@bnpparibas.com. The proxy form must indicate the following information: last name, first name and representative address, the mention "As representative", and must be dated and signed. Voting indications must be filled in the "I vote by post" section of the proxy form. A copy of the identity card and, when necessary, a power of attorney given from the legal entity he represents, must be included.

1. Appointing or revoking a proxy online

If your shares are registered (registered or administered and registered shares):

Holders of registered shares can give proxy or revoke it online via VOTACCESS by logging on <https://planetshares.bnpparibas.com>.

- Holders of administered registered shares should log on to the *Planetshares* website with the username and access code that appear in the top right of the voting form attached to the convening notice.
- The holders of registered shares must connect with their usual access codes.

If the shareholder experiences any difficulties or in the event that the shareholder misplaces or forgets his/her username, access code and/or password to log on to the *Planetshares* website, he/she can call one of the following numbers: 0 826 109 119 (France only) or +33 1 55 77 40 57 (outside France), or submit a request via the contact form (envelope icon in the top right) on the *Planetshares* homepage (<https://planetshares.bnpparibas.com>).

HOW TO PARTICIPATE AND VOTE AT THE COMBINED GENERAL MEETING?

After logging on to the website, follow the instructions given on the screen in order to access the designated VOTACCESS secured platform.

Alternatively, holders of registered shares (registered or administered and registered shares) who wish to give a proxy to the Chairman of the Combined General Meeting may send an email to the following address: paris.bp2s.france.cts.mandats@bnpparibas.com. This email must include the following information : the name of the Company (CGG), the date of the Combined General Meeting (May 12, 2021), 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. 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.

If your shares are under the bearer form:

Holders of bearer shares should contact their custodian to find out whether or not the latter is connected to VOTACCESS and if so, whether there are any special conditions of use.

- Holders of bearer shares whose custodian is connected to VOTACCESS should log on to their custodian's website with their usual access codes. They should then click on the icon that appears on the line corresponding to their CGG shares and follow the on-screen instructions. Alternatively, they may also send an email to BNP Paribas Securities Services at the relevant address and follow the instructions indicated below.
- Only bearer shareholders whose custodian has subscribed to the designated VOTACCESS secured platform will be able to vote online. Holders of bearer shares whose custodian is not connected to VOTACCESS can send an email to paris.bp2s.france.cts.mandats@bnpparibas.com. This email shall mandatorily contain the following information: the name of the company concerned (CGG), the date of the Combined General Meeting (May 12, 2021), their last name, first name, address and banking details, as well as the last name, first name and, if possible, the address of their proxy. To appoint a new proxy after revoking your previous proxy, they must request a "Change of proxy" form from their custodian and then return it using the same address.
 - o Holders of bearer shares must ask the authorized intermediary managing their securities account to send a written confirmation to BNP Paribas Securities Services.
 - o Only notifications of proxies can be sent to the above email address (and exceptionally this year, proxy voting instructions); any other unrelated requests or notifications will not be considered and/or processed.
 - o Non-compliance with the above-mentioned procedures will lead to your proxy not being valid and taken into account.

II. IF YOU WANT TO USE THE SINGLE MAIL VOTING FORM OR PROXY FORM

A. VOTE BY POST

In order to be taken into account, duly completed and signed postal voting forms must reach the Company or BNP Paribas Securities Services **no later than May 11, 2021 at 15:00 p.m. (Paris time)**.

If your shares are registered (registered or administered and registered shares):

Holders of registered shares should complete and sign the proxy/postal voting form attached to the notice of meeting (checking the box corresponding to their choice) and send it in the enclosed prepaid envelope or by letter addressed to BNP Paribas Securities Services, CTO Assemblées, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex, France.

If, exceptionally, you have to use the blank form downloaded from the Company's website, please include your last name, first name, and address and, if possible, your shareholder code (registered shareholder number) that appears on all correspondence from BNP Paribas Securities Services.

HOW TO PARTICIPATE AND VOTE AT THE COMBINED GENERAL MEETING?

If your shares are under the bearer form:

Holders of bearer shares wishing to cast a postal vote may request a proxy/postal voting form from their authorized intermediary. The authorized intermediary will then send the duly completed and signed form along with a share ownership certificate to BNP Paribas Securities Services (CTO Assemblées Générales, Les Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex).

Shareholders are invited to request the form from their authorized intermediary as soon as possible.

B. GIVE PROXY TO THE CHAIRMAN OF THE COMBINED GENERAL MEETING BY POST

If your shares are registered (registered or administered and registered shares):

Holders of registered shares should complete and sign the proxy/postal voting form attached to the notice of meeting (checking the box corresponding to their choice) and send it in the enclosed prepaid envelope or by letter addressed to BNP Paribas Securities Services, CTO Assemblées, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex, France.

If, exceptionally, you have to use the blank form downloaded from the Company's website, please include your last name, first name, and address and, if possible, your shareholder code (registered shareholder number) that appears on all correspondence from BNP Paribas Securities Services.

If your shares are under the bearer form:

Holders of bearer shares wishing to give proxy to the Chairman of the Combined General Meeting may request a proxy/postal voting form from their authorized intermediary. The authorized intermediary will then send the duly completed and signed form along with a share ownership certificate to BNP Paribas Securities Services (CTO Assemblées Générales, Les Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex).

Shareholders are invited to request the form from their authorized intermediary as soon as possible.

C. IF YOU WISH TO GIVE PROXY TO A PERSON OTHER THAN THE CHAIRMAN OF THE COMBINED GENERAL MEETING BY POST

You may give proxy to another shareholder, your spouse, your partner with whom you have entered into a civil union or any other individual or legal entity of your choice in accordance with the provisions of Article L.225-106 and L. 22-10-39 of the French Commercial Code.

The form to appoint a proxy other than the Chairman of the Combined General Meeting must be received **no later than May 8, 2021 at 12:00 a.m. (Paris time)**.

The proxy may not attend the General Meeting physically and will have **until May 8, 2021 at 12:00 a.m. (Paris time)** to vote on your behalf by returning the single proxy or postal voting form available on the Company's website by email to paris.bp2s.france.cts.mandats@bnpparibas.com and must indicate the following information: last name, first name and representative address, the mention "As representative", and must be dated and signed. Voting indications must be filled in the "I vote by post" section of the proxy form. A copy of the identity card and, when necessary, a power of attorney given from the legal entity he represents, must be included.

1. Appointing a proxy by post

If your shares are registered (registered or administered and registered shares):

You should complete and sign the proxy or postal voting form attached to the notice of meeting (checking the box corresponding to your choice) and send it in the enclosed prepaid envelope or by letter addressed to BNP Paribas Securities Services, CTO Assemblées, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex, France.

HOW TO PARTICIPATE AND VOTE AT THE COMBINED GENERAL MEETING?

If, exceptionally, you have to use the blank form downloaded from the Company's website, please include your last name, first name, and address and, if possible, your shareholder code (registered shareholder number) that appears on all correspondence from BNP Paribas Securities Services.

If your shares are under the bearer form:

Holders of bearer shares wishing to give proxy to another person or entity may request a proxy or postal voting form from their authorized intermediary. The authorized intermediary will then send the duly completed and signed form along with a share ownership certificate to BNP Paribas Securities Services (CTO Assemblées Générales, Les Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex).

Shareholders are invited to request the form from their authorized intermediary as soon as possible.

2. Revoking a proxy by post

You can revoke your proxy by post by following the same procedure as when you appointed the proxy. If a previous proxy is revoked and a new proxy is appointed, the corresponding form must reach BNP Paribas Securities Services **no later than on May 8, 2021 at 12:00 a.m. (Paris time)**.

To appoint a new proxy after revoking your previous proxy, you must request a "Change of proxy" form from BNP Paribas Securities Services (for holders of registered shares) or from your authorized intermediary (for holders of bearer shares). The completed form must be returned to BNP Paribas Securities Services, CTO Assemblées, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex, France.

Holders of bearer shares must ask the authorized intermediary managing their securities account to send a share ownership certificate to the AGM Department (Service Assemblées Générales) of BNP Paribas Securities Services.

How to fill in the voting form?

The voting form must be filled in bearing in mind that the Combined General Meeting will be held behind closed doors. See the specific indications in the paragraph below.

REQUESTING THE ADDITION OF AGENDA ITEMS OR DRAFT RESOLUTIONS

In accordance with section L.2312-77 of the French Labor Code, the Social and Economic committee may request that draft resolutions be added to the agenda of the Combined General Meeting. The request must be sent by a duly appointed member of the Social and Economic committee to the Company, by registered mail with acknowledgment of receipt or by email at the following address : ag2021@cgg.com, within ten days as from the date of publication of the notice of shareholders' meeting in the *Bulletin des Annonces Légales Obligatoires* (BALO), as provided for by section R.2312-32 of the French Labor Code.

HOW TO PARTICIPATE AND VOTE AT THE COMBINED GENERAL MEETING?

WRITTEN QUESTIONS

Any shareholder may submit written questions to the Board of Directors. Exceptionally this year, the time limit for submitting written questions has been extended beyond the customary legal deadline.

Such questions must be sent to the following address: CGG, 27 avenue Carnot 91300 Massy, France by registered letter with acknowledgment of receipt or by email to ag2021@cgg.com together with a statement of holdings evidencing the registration of the shares no later than the second business day preceding the Combined General Meeting, i.e. **May 10, 2021**.

However, in light of the exceptional circumstances (the Combined General Meeting to be held exceptionally behind closed doors), the Company will make its best efforts to reply to written questions from shareholders received by the Company at the end of the Combined General Meeting and no later than May 19, 2021, by publishing them on its website in a section dedicated to questions and answers.

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

DOCUMENTATION MADE AVAILABLE TO SHAREHOLDERS

The documents set forth by section R. 22-10-23 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 Combined General Meeting, i.e. **Wednesday, April 21, 2021**.

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

AGENDA OF THE COMBINED GENERAL MEETING

FALLING UNDER THE AUTHORITY OF AN ORDINARY GENERAL MEETING

- ✓ Approval of the statutory accounts of the company for fiscal year 2020;
- ✓ Allocation of earnings;
- ✓ Deduction from the “Share premium” account of the amount necessary to bring the carry forward account to zero;
- ✓ Approval of the consolidated financial statements for fiscal year 2020;
- ✓ Renewal of the term of Mr. Philippe SALLE as Director;
- ✓ Renewal of the term of Mr. Michael DALY as Director;
- ✓ Renewal of the term of Mrs. Anne-France LACLIDE-DROUIN as Director;
- ✓ Approval of the related-party agreements falling within the scope of section L.225-38 of the French Commercial Code
- ✓ Approval of the information relating to the remuneration of the Corporate Officers ("*mandataires sociaux*", including the Directors, the Chairman of the Board of Directors and the Chief Executive Officer) for 2020;
- ✓ Approval of the elements of remuneration due or granted for the 2020 financial year to the Mr. Philippe SALLE, Chairman of the Board of Directors;
- ✓ Approval of the elements of remuneration due or granted for the 2020 financial year to Mrs. Sophie ZURQUIYAH, Chief Executive Officer;
- ✓ Approval of the remuneration policy applicable to the members of the Board of Directors for the 2021 financial year;
- ✓ Approval of the remuneration policy applicable to the Chairman of the Board of Directors for the 2021 financial year;
- ✓ Approval of the remuneration policy applicable to the Chief Executive Officer for the 2021 financial year;
- ✓ Delegation of powers and authority to the Board of Directors to trade in Company's shares;

FALLING UNDER THE AUTHORITY OF AN EXTRAORDINARY GENERAL MEETING

- ✓ Delegation of authority to the Board of Directors to increase the share capital through the incorporation of reserves, profits or premiums;
- ✓ Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities granting access to other equity securities and/or granting the right to the allotment of debt securities and/or securities granting access to equity securities to be issued, with preferential subscription right in favor of holders of existing shares;
- ✓ Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities granting access to other equity securities and/or granting the right to the allotment of debt securities and/or securities granting access to equity securities to be issued, without preferential subscription right, within the scope of public offerings other than the ones referred to in article L. 411-2 of the French Monetary and Financial Code;

AGENDA OF THE COMBINED GENERAL MEETING

- ✓ Delegation of authority to the Board of Directors to increase the share capital by issuing shares, and/or equity securities granting access to other equity securities and/or granting right to the allotment of debt securities and/or securities granting access to equity securities to be issued, within the scope of public offerings referred to in article L. 411-2 1° of the French Monetary and Financial Code;
- ✓ Authorization granted to the Board of Directors to fix the issue price pursuant to the procedure laid down by the General Meeting, in case of issue without preferential subscription right, according to the 18th and 19th resolutions, within the limit of 10% of the share capital per year;
- ✓ Authorization granted to the Board of Directors in order to increase the number of securities to be issued by the Company in the event of a share capital increase with or without preferential subscription right pursuant to its 17th, 18th and 19th resolutions;
- ✓ Delegation to the Board of Directors to increase the share capital by issue of shares or securities granting access to the share capital of the Company, with removal of the shareholders' preferential subscription right, to members of a Company Savings Plan;
- ✓ Delegation of authority to the Board of Directors to increase the share capital by issuing shares, and/or equity securities granting access to other equity securities and/or granting right to the allotment of debt securities and/or securities granting access to equity securities to be issued, in consideration of contributions in kind within a limit of 10% of the share capital;
- ✓ Authorization granted to the Board of Directors in order to reduce the Company's share capital by canceling treasury shares;
- ✓ Amendment of the Company's articles of association in order to update the corporate object;
- ✓ Amendment of the Company's articles of association in order to harmonize the reference to the number of shares to be held by each Director;
- ✓ Amendment of the Company's articles of association in order to replace the reference to the "*Tribunal de grande instance*" by "*tribunal judiciaire*";
- ✓ Amendment of the Company's articles of association in order to expressly include in the role of the Board of Directors a reference to the Company's social interest as well as to the social and environmental stakes of its activities;
- ✓ Amendment of the Company's articles of association in order to simplify the wording about the general rules applicable to General Meetings and make a reference to the applicable law;
- ✓ Amendment of the Company's articles of association in order to simplify the wording regarding the appointment and role of the statutory auditors and make a reference to the applicable law;

AGENDA OF THE COMBINED GENERAL MEETING

**FALLING UNDER THE AUTHORITY OF AN ORDINARY AND
AN EXTRAORDINARY GENERAL MEETING**

- ✓ Powers for formalities.

The notice of meeting including the draft resolutions submitted to this Combined General Meeting was published in the French *Bulletin des Annonces Légales Obligatoires* (BALO) dated April 5, 2021, *bulletin* n°41.

RESOLUTIONS SUBMITTED TO SHAREHOLDERS' APPROVAL

RESOLUTIONS FALLING UNDER THE AUTHORITY OF THE ORDINARY GENERAL MEETING

First resolution

(Approval of the statutory accounts of the company for fiscal year 2020)

Upon presentation of the management report of the Board of Directors and the report of the Statutory Auditors, voting under the conditions of quorum and majority required for ordinary general meetings, the General Meeting hereby approves the financial statements for fiscal year 2020 as they have been presented in the said reports and which show a net loss of €1,076,646,338.35 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 General Meeting approves the proposal of the Board of Directors and decides to allocate the net loss of €1,076,646,338.35 for 2020 to the Carry forward account, which will amount to €(1,076,646,338.35) 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

(Deduction from the share premium account of the amount necessary to bring the Carry forward account to zero)

Voting under the conditions of quorum and majority required for ordinary general meetings, the General Meeting approves the proposal of the Board of Directors and decides to set the negative Carry forward account resulting from the second resolution to zero, by deducting an amount of €1,076,646,338.35 from the share premium account.

Fourth resolution

(Approval of the consolidated financial statements for fiscal year 2020)

Upon presentation of the management report of the Board of Directors and the report of the Statutory Auditors, voting under the conditions of quorum and majority required for ordinary general meetings, the General Meeting approves the consolidated financial statements for 2020 as they have been presented in such reports and which show a net loss of US\$438.1 million, as well as all transactions recorded in such financial statements and summarized in such reports.

Fifth resolution

(Renewal of the term of Mr. Philippe SALLE as Director)

Voting under the conditions of quorum and majority required for ordinary general meetings, the General Meeting approves the renewal of the term of office as Director of Mr. Philippe SALLE. Such term of office, which expires at the end of this General Meeting, is renewed for a four-year period and will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2024.

Prior to his renewal, Mr. Philippe SALLE has stated that he agrees to the principle of such renewal and that he is not subject to any incompatibility or prohibition that would prevent him performing such office.

RESOLUTIONS SUBMITTED TO SHAREHOLDERS' APPROVAL

Sixth resolution

(Renewal of the term of Mr. Michael DALY as Director)

Voting under the conditions of quorum and majority required for ordinary general meetings, the General Meeting approves the renewal of the term of office as Director of Mr. Michael DALY. Such term of office, which expires at the end of this General Meeting, is renewed for a four-year period and will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2024.

Prior to his renewal, Mr. Michael DALY has stated that he agrees to the principle of such renewal and that he is not subject to any incompatibility or prohibition that would prevent him performing such office.

Seventh resolution

(Renewal of the term of Mrs. Anne-France LACLIDE-DROUIN as Director)

Voting under the conditions of quorum and majority required for ordinary general meetings, the General Meeting approves the renewal of the term of office as Director of Mrs. Anne-France LACLIDE-DROUIN. Such term of office, which expires at the end of this General Meeting, is renewed for a four-year period and will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2024.

Prior to her renewal, Mrs. Anne-France LACLIDE-DROUIN has stated that she agrees to the principle of such renewal and that she is not subject to any incompatibility or prohibition that would prevent her performing such office.

Eighth resolution

(Approval of the related-party agreements falling within the scope of section L.225-38 of the French Commercial Code)

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 General Meeting approves this report and acknowledges :

- on the one hand, that, during the financial year ended December 31, 2020, no new agreement falling within the scope of the aforementioned Article L. 225-38 (other than the ones which have already been approved by the General Meeting held on June 16, 2020) has been entered into,
- on the other hand, the information mentioned in this report relating to agreements previously approved by the General Meeting, which continued during the financial year ended December 31, 2020, and which were reviewed again by the Board of Directors at its meeting on March 4, 2021, in accordance with Article L. 225-40-1 of the French Commercial Code.

Ninth resolution

(Approval of the information relating to the remuneration of the Corporate Officers ("mandataires sociaux", including the Directors, the Chairman of the Board of Directors and the Chief Executive Officer) for 2020)

Voting under the conditions of quorum and of majority required for ordinary general meetings, upon presentation of the report on corporate governance referred to in article L. 225-37 of the French Commercial Code, the General Meeting approves, in accordance with article L. 22-10-34, I of the French Commercial Code, the information referred to in article L. 22-10-9, I of the French Commercial Code, as presented in the 2020 Universal registration document of the Company, section 4.2.2.

Tenth resolution

(Approval of the elements of remuneration due or granted for the 2020 financial year to the Mr. Philippe SALLE, Chairman of the Board of Directors)

Voting under the conditions of quorum and majority required for ordinary general meetings, upon presentation of the report on corporate governance referred to in article L. 225-37 of the French Commercial Code, the General Meeting approves, in accordance with article L. 22-10-34, II of the French Commercial Code, the fixed, variable and exceptional components of the global remuneration and benefits in kind paid in the fiscal year ending on December 31, 2020, or granted pursuant to the same fiscal year, to Mr. Philippe SALLE, Chairman of the Board of Directors, as presented in the 2020 Universal registration document, section 4.2.3.A.

RESOLUTIONS SUBMITTED TO SHAREHOLDERS' APPROVAL

Eleventh resolution

(Approval of the elements of remuneration due or granted for the 2020 financial year to Mrs. Sophie ZURQUIYAH, Chief Executive Officer)

Voting under the conditions of quorum and majority required for ordinary general meetings, upon presentation of the report on corporate governance referred to in article L. 225-37 of the French Commercial Code, the General Meeting approves, in accordance with article L. 22-10-34, II of the French Commercial Code, the fixed, variable and exceptional components of the global remuneration and benefits in kind paid in the fiscal year ending on December 31, 2020, or granted pursuant to the same fiscal year, to Mrs. Sophie ZURQUIYAH, Chief Executive Officer, as presented in the 2020 Universal registration document, section 4.2.3.B.

Twelfth resolution

(Approval of the remuneration policy applicable to the members of the Board of Directors for the 2021 financial year)

Voting under the conditions of quorum and of majority required for ordinary general meetings, upon presentation of the report on corporate governance referred to in article L. 225-37 of the French Commercial Code describing the components of the remuneration policy for Corporate Officers, the General Meeting approves, in accordance with article L. 22-10-8, II, of the French Commercial Code, the remuneration policy applicable to the members of the Board of Directors for the 2021 financial year, as presented in the 2020 Universal registration document of the Company, section 4.2.1.2.c).

Thirteenth resolution

(Approval of the remuneration policy applicable to the Chairman of the Board of Directors for the 2021 financial year)

Voting under the conditions of quorum and of majority required for ordinary general meetings, upon presentation of the report on corporate governance referred to in article L. 225-37 of the French Commercial Code describing the components of the remuneration policy for Corporate Officers, the General Meeting approves, in accordance with article L. 22-10-8, II, of the French Commercial Code, the remuneration policy applicable to the Chairman of the Board of Directors for the 2021 financial year, as presented in the 2020 Universal registration document of the Company, section 4.2.1.2.a).

Fourteenth resolution

(Approval of the remuneration policy applicable to the Chief Executive Officer for the 2021 financial year)

Voting under the conditions of quorum and of majority required for ordinary general meetings, upon presentation of the report on corporate governance referred to in article L. 225-37 of the French Commercial Code describing the components of the remuneration policy for Corporate Officers, the General Meeting approves, in accordance with article L. 22-10-8, II, of the French Commercial Code, the remuneration policy applicable to the Chief Executive Officer for the 2021 financial year, as presented in the 2020 Universal registration document of the Company, section 4.2.1.2.b).

Fifteenth 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 General Meeting authorizes the Board of Directors, pursuant to the provisions of article L. 22-10-62 and seq. of the French Commercial Code, of the articles 241-1 and seq. of the General regulations of the French *Autorité des Marchés Financiers*, of the European regulation (EU) N° 596/2014 dated April 16, 2014 on market abuse, and of the Delegated Regulation (EU) N° 2016/1052 of the European Commission dated March 8, 2016, with the ability to subdelegate, to purchase, or cause to be purchased Company shares under the conditions set forth herein under.

The maximum purchase price per share shall be €4.02 (acquisition costs excluded).

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For information only, as of February 28, 2021, the Company held 24,996 treasury shares out of an aggregate amount of the 711,393,503 shares constituting the Company share capital. In such conditions, the maximum amount of shares that the Company could purchase would be 71,114,354 shares, corresponding to a maximum investment of €285,879,703.08 based on the maximum purchase price per share above mentioned.

The General Meeting delegates to the Board of Directors, in the event of a change in the par value of the share, a capital increase through the capitalization of reserves, an allocation of free shares, a stock split or reverse stock split, a distribution of reserves or any other assets, a capital redemption, or any other transaction affecting the share capital or shareholders' equity, the power to adjust the aforementioned maximum purchase price to take into account the impact of such transactions on the value of the share.

The purchases of the Company's shares may relate to a number of shares such that, on the date of each repurchase, the total number of shares purchased by the Company since the beginning of the repurchase program (including those subject to such repurchase) does not exceed 10% of the shares comprising the Company's share capital on that date (taking into account transactions affecting the share capital subsequent to the date of this General Meeting), it being specified that:

- (i) the number of shares acquired with a view to their retention and subsequent delivery in the context of a merger, demerger or contribution transaction may not exceed 5% of the share capital (in accordance with the provisions of article L. 22-10-62, paragraph 6, of the French Commercial Code; and
- (ii) when shares are bought back to promote liquidity under the conditions defined in the French *Autorité des Marchés Financiers* General Regulations, the number of shares taken into account for the calculation of the 10% limit provided for above corresponds to the number of shares purchased, less the number of shares resold during the term of the authorization.

The objectives of this share purchase program are the following:

- to ensure the animation of the secondary market or the liquidity of CGG shares through a liquidity contract entered into with an investment service provider acting in compliance with the market practice admitted by the French *Autorité des Marchés Financiers* (as amended from time to time);
- to deliver shares on the exercise of rights attached to securities giving access, immediately or in the future, to the Company's shares by redemption, conversion, exchange, presentation of a warrant or by any other means;
- retain or remit, immediately or in the future, shares in exchange for shares in connection with mergers, spin-offs or contributions, or in exchange, as payment or otherwise in the framework of external growth transactions;
- to allocate or sell shares thus acquired to employees and/or corporate officers (under the terms and conditions provided for by law), in particular with a view to the allocation of performance shares pursuant to the provisions of Articles L. 22-10-59 et seq. of the French Commercial Code, the allocation or sale of shares to employees in connection with their profit-sharing scheme or the implementation of any company or group savings plan (or similar plan) under the terms and conditions provided for by law and in particular Articles L. 3332-1 et seq. of the French Labor Code, and in general, to meet obligations related to stock option plans or other share allocations to employees or corporate officers of the Company or an associated company, or to cover a shareholding offer structured by a banking institution, or an entity controlled by such an institution within the meaning of article L. 233-3 of the French Commercial Code, made at the Company's request;
- to cancel the shares through a capital reduction, in the framework of the authorization in place to reduce the share capital granted by the General Meeting; and
- generally, to implement any market practice that may be admitted by the French *Autorité des Marchés Financiers* and, more generally, to carry out any other transaction in accordance with applicable regulations (in such a case, the Company will inform its shareholders by means of a press release).

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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, within the limits authorized by the legal and regulatory provisions in force, except as from the filing by a third party of a public offer on the Company's shares until the end of the offer period, and by any means, in particular on regulated markets, multilateral trading facilities, through systematic internalisers or over-the-counter, including through the acquisition or sale of blocks of shares, through public tender or exchange offers, or through the use of options or other forward financial instruments traded on regulated markets, multilateral trading facilities, with systematic internalisers or over-the-counter, either directly or indirectly through an investment services provider, or in any other manner (without limiting the portion of the buyback program that may be carried out by any of these means).

The General Meeting grants full powers to the Board of Directors, with the ability to sub-delegate such powers in accordance with the law, to decide and implement this authorization, to specify, if necessary, the terms and conditions thereof, to carry out the share buyback program, and in particular to place any stock market orders, enter into any agreements, allocate or reallocate the shares acquired to the objectives pursued under the applicable legal and regulatory conditions, set the terms and conditions under which the rights of holders of securities giving access to the capital or other rights giving access to the capital will be preserved in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing for other cases of adjustment, make any declarations to the French *Autorité des Marchés Financiers* and any other competent authority and carry out any other formalities and, in general, do whatever is necessary.

This authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.

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

RESOLUTIONS FALLING UNDER THE AUTHORITY OF THE EXTRAORDINARY GENERAL MEETING

Sixteenth resolution

(Delegation of authority to the Board of Directors to increase the share capital through the incorporation of reserves, profits or premiums)

Voting under the conditions of quorum and majority required for extraordinary general meetings, after reviewing the report of the Board of Directors, and in accordance with the provisions of articles L225-129, L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code, the General Meeting, hereby delegates to the Board of Directors, with ability to sub-delegate such powers in accordance with the law, its authority to carry out, on one or several occasions, in the proportion and at the time determined by the Board, in France and abroad, in Euros, in foreign currencies or in any monetary units determined by reference to several currencies, one or more capital increases by incorporation into the capital of reserves, profits, premiums or other items whose capitalisation will be possible under the law and the articles of association, in the form of an issue of new equity securities or an increase in the nominal amount of existing equity securities, or by the joint use of these two processes. Rights forming fractional shares will not be negotiable or transferable and the corresponding securities will be sold.

The General Meeting decides that the nominal amount of the capital increases which may result either immediately or in the future from the issues authorized and delegated hereby, may not exceed 711,393.50 euros, or the equivalent in any other currency or monetary unit established by reference to more than one currency, (i.e. for information purpose, 10% of the share capital as of February 28, 2021, corresponding to the issue of 71,139,350 shares of a nominal value of €0.01 each), being specified that this amount (i) will be deducted from the overall nominal limit of €3,556,967.51 relating to capital increases set in the 17th resolution submitted to this General Meeting or, as the case may be, from the overall limit that may be set by any similar resolution that may supersede said resolution during the term of validity of this delegation and (ii) will be increased, where applicable, of the nominal value of the shares to be issued to preserve, in accordance with applicable laws, regulations or, where applicable, contractual provisions, the rights of the holders of securities or other rights giving access to the Company's capital.

The General Meeting resolves that the Board of Directors shall have full powers, with the option to sub-delegate such powers in accordance with the law, to implement this delegation of authority, in particular for the purposes of:

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- determine the amount and nature of the sums to be incorporated into the capital, determine the number of new equity securities to be issued and/or the amount by which the par value of existing equity securities will be increased, determine the date from which the new equity securities will carry dividend rights or the date on which the increase in the par value of the existing equity securities will take effect;
- set any terms and conditions to ensure, where applicable, the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including by way of cash adjustments);
- record the completion of each capital increase and amend the articles of association accordingly;
- take all measures and carry out all formalities required for the issue and admission to trading on a regulated market of the securities created.

The Board of Directors may not, except with the prior authorization of the General Meeting, make use of this delegation of authority as from the filing by a third party of a proposed public offer on the Company's securities until the end of the offer period.

This authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.

This authorization shall remain valid for a period of twenty-six (26) months from the date of this General Meeting.

Seventeenth resolution

(Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities granting access to other equity securities and/or granting the right to the allotment of debt securities and/or securities granting access to equity securities to be issued, with preferential subscription right in favor of holders of existing shares)

After reviewing the report of the Board of Directors and the special report of the Statutory Auditors, the General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, hereby delegates to the Board of Directors, in accordance with the provisions of articles L.225-129 and seq. of the French Commercial Code, in particular articles L.225-129-2, L.225-132 to L.225-134, L.228-91 and L.228-92 of the French Commercial Code, its authority, with the faculty to sub-delegate within conditions provided for by applicable law, to resolve to proceed, on one or several occasions, in proportion and on the time periods determined by the Board, both in France and abroad, in Euros, or in foreign currencies or units of account fixed with reference to several currencies, with the issue, maintaining the preferential subscription rights, of Company's shares and/or equity securities granting access to other equity securities and/or granting the right to the allotment of debt securities and/or securities granting access to equity securities to be issued, and which may be subscribed to either in cash, or by means of an offset with certain, liquid and due receivables or, in whole or in part, by capitalizing reserves, profits or issue premium.

The General Meeting decides that the total nominal amount of the capital increases which may result, either immediately or in the future, from the issues authorized and delegated hereby, may not exceed €3,556,967.51 or the equivalent in any other currency or units of account fixed with reference to several currencies (i.e., for information purpose, 50% of the share capital as of February 28, 2021, corresponding to the issue of 355,696,751 shares of a nominal value of €0.01 each), it being specified that the nominal amount of the share capital increases made pursuant to this resolution as well as the 16th, 18th to 23rd resolutions submitted to this General Meeting, shall be allocated on that limit. This limit may be increased, as the case may be, by the nominal value of the shares to be issued in order to preserve the rights of holders of the securities or other rights granting access to share capital of the Company in accordance with the legislative and regulatory provisions, and, as the case may be, the contractual provisions applicable.

The General Meeting resolves that the aggregate nominal amount of securities in the form of debt securities giving immediate or future access to the share capital of the Company or other companies, pursuant to this delegation, may not exceed €50 million, or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that the aggregate nominal amount of securities in the form of debt securities giving access to the share capital that may be issued pursuant to this resolution and the 18th, 19th, 20th, 21st and 23rd resolutions submitted to this General Meeting shall be deducted from this ceiling. This ceiling will be increased, if applicable, by any redemption premium above par. However, this ceiling is independent of the amount of debt securities whose issue would be decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code.

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The General Meeting decides that in case of issue of securities in the form of warrants, the said issue may take place either by subscription offer under the conditions provided above, or by free allocation to holders of former shares.

Holders of existing shares shall have an irreducible preferential right to subscribe for the new shares or securities so issued, in proportion to the number of shares they then own. The Board of Directors shall set on the occasion of each issue, pursuant to the applicable statutory provisions, the conditions and limits under which the shareholders may exercise their irreducible right to subscribe in accordance with the legislative provisions in place.

The Board of Directors may institute for the benefit of the shareholders a reducible right to subscribe, proportional to their rights and within the limits of their request.

If the irreducible rights to subscribe and, where appropriate, the reducible rights to subscribe, do not cover the whole of the issue of the new shares and/or securities, the Board of Directors may decide, in the order it will determine, (i) to limit, in accordance with applicable law, the amount of the issue to the subscriptions received provided that at least three quarters of the issue is taken up, (ii) to offer all or part of them in a public offering, and/or (iii) to freely allocate all or some of the unsubscribed shares and/or securities to persons it will determine.

As the case may be, the issue of securities giving access to the Company's share capital shall, by law, involve a waiver by the shareholders of their preferential subscription right to the Company's securities to which securities to be issued, either immediately or in the future, to the benefit of persons having subscribed to these securities.

The General Meeting decides that the Board of Directors shall be granted full powers, with the authority to sub-delegate within the conditions provided for by applicable law, to implement the present delegation of powers and in particular to:

- decide and fix the characteristics of the issues of shares and securities granting to be issued, and, in particular, the amount of the issue, the issue price and the amount of the premium which may, where appropriate, be requested at issue;
- set the dates and terms of the issue, the nature, number and characteristics of the shares and/or securities granting access to the share capital to be created;
- more generally, establish the characteristics of all securities and, in particular, the conditions and procedure for the allotment of shares, the term of any loans that may be issued in the form of bonds, their subordinate or other nature, the currency of issue, the terms of repayment of the principal, with or without premium, the conditions and procedures for amortization and, where appropriate, purchase, exchange or early redemption, interest rates, whether fixed or variable, and the payment date; the return may comprise a variable portion calculated with reference to aspects relating to the Company's activity and income and deferred payment in the absence of distributable profits;
- determine the way the shares or securities giving access to the share capital, either immediately or in the future, shall be paid up;
- set the date, even retroactively, from which the new shares will give rights to dividends, and any other terms and conditions to carry out the said issues;
- take any measures seeking to preserve the rights of holders of securities issued or other rights granting access to the Company capital required by the legislative and regulatory provisions and by the contractual provisions applicable;
- if necessary, suspend exercise of the rights attached to such securities for a period fixed in accordance with the legislative and regulatory provisions and the contractual provisions applicable;
- acknowledge the execution of any capital increases and issues of securities, make the relative amendment to the articles of association, allocate the issues costs to the premiums and, withhold from the amount of the capital increases the sums required for the legal reserve;
- take all measures and carry out all formalities required for the issuance and the admission of the securities created to trading on a regulated market.

The Board of Directors will not be entitled to use this delegation of authority, without prior approval of the General Meeting, from the filing by a third party of a public offer project over the Company's shares, and until the end of the offer period.

This authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.

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This authorization shall remain valid for a period of twenty-six (26) months from the date of this General Meeting.

Eighteenth resolution

(Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities granting access to other equity securities and/or granting the right to the allotment of debt securities and/or securities granting access to equity securities to be issued, without preferential subscription right, within the scope of public offerings other than the ones referred to in article L. 411-2 of the French Monetary and Financial Code)

After reviewing the report of the Board of Directors and the special report of the Statutory Auditors, the General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, hereby delegates to the Board of Directors, in accordance with the provisions of articles L.225-129 and seq. of the French Commercial Code, in particular articles L.225-129-2, L. 22-10-51, L. 22-10-52, L.22-10-54, L.228-91 and L.228-92, its authority, with the faculty to sub-delegate within conditions provided for by applicable law, to resolve to proceed, on one or several occasions, in proportion and on the time periods determined by the Board, both in France and abroad, in Euros, or in foreign currencies or units of account fixed with reference to several currencies, with the issue without preferential subscription rights, through public offerings other than the ones referred to in article L. 411-2 of the French Monetary and Financial Code, of Company's shares and/or equity securities granting access to other equity securities and/or granting right to the allotment of debt securities and/or securities granting access to equity securities to be issued, and which may be subscribed to either in cash, or by means of an offset with certain, liquid and due receivables.

These securities may also be issued in order to compensate, in whole or in part, shares which may be contributed to the Company in the course of a public exchange offer, carried out in France or abroad according to local regulations (for e.g. within the scope of a "reverse merger"), and relating to securities covered by the terms and conditions set in article L.22-10-54 of the French Commercial Code and within the limits set in this resolution.

The General Meeting decides that the nominal amount of the capital increases which may result, either immediately or in the future, from the issues authorized and delegated hereby, may not exceed €711,393.50 or the equivalent in any other currency or units of account fixed with reference to several currencies (i.e., for information purpose, 10% of the share capital as of February 28, 2021, corresponding to the issue of 71,139,350 shares of a nominal value of €0.01 each), it being specified that (i) the nominal amount of the share capital increases made pursuant to this resolution as well as the 19th, 20th, 21st and 23rd resolutions submitted to this General Meeting, shall be allocated on that limit (ii) the amount of any capital increase made pursuant to this delegation shall be allocated to the global nominal limit of €3,556,967.51 referred to in the 17th resolution submitted to this General Meeting or, as the case may be, on the amount of the ceilings, if any, provided for by any resolutions of the same nature that may supersede said resolutions during the period of validity of this delegation of authority. This limit may be increased, as the case may be, by the nominal value of the shares to be issued in order to preserve the rights of holders of the securities or other rights granting access to share capital of the Company in accordance with the legislative and regulatory provisions, and, as the case may be, the contractual provisions applicable.

The General Meeting resolves that the aggregate nominal amount of securities in the form of debt securities giving access, immediately or in the future, to the capital of the Company or of other companies, pursuant to this delegation, may not exceed €50 million, or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that the total nominal amount of the securities in the form of debt securities giving access to the share capital that may be issued pursuant to this resolution (i) will be deducted from the overall ceiling provided for in the 17th resolution in this respect, or, as the case may be, from the amount of the overall ceiling that may be provided for by any similar resolution that may supersede said resolution during the term of validity of this delegation and (ii) will be increased, as the case may be, by any redemption premium above par. However, this ceiling is independent of the amount of the debt securities whose issue would be decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code.

The General Meeting decides that:

- a) the issue price will be at least equal to the minimum price provided for by applicable laws and regulations on the date of issue (i.e. on this date, the weighted average of the price of the Company's share in the last three trading sessions on the Euronext Paris regulated market preceding the fixing of the issue price, possibly reduced by a maximum discount of 10%);

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- b) the issue price of the securities granting access to the share capital shall be such that the sum received immediately by the Company increased, as the case may be, by any sum that the Company may perceive subsequently be, for each Company share issued following the issue of such securities, at least equal to the share price issue defined in the preceding paragraph.

The General Meeting decides to cancel the shareholders' preferential subscription rights to the securities covered by this resolution. However, in accordance with article L.22-10-51 of the French Commercial Code, the Board of Directors may grant a priority subscription period to shareholders to subscribe to securities, with irreducible or, as the case may be, reducible right, without giving rise to the creation of negotiable rights and for which the Board of Directors will determine the terms and conditions of exercise.

As the case may be, the issue of securities giving access to the Company's share capital shall, by law, involve a waiver by the shareholders of their preferential subscription right to the Company's securities to which securities to be issued, either immediately or in the future, to the benefit of persons having subscribed to these securities.

If the subscriptions have not absorbed all of the share or security issue, the Board of Directors may decide to limit the amount of the issue to the subscriptions received provided that at least three quarters of the issue is taken up or to freely allocate all or some of the unsubscribed shares and/or securities to persons it will determine.

The General Meeting decides that the Board of Directors shall be granted full powers, with the authority to sub-delegate within the conditions provided for by applicable law, to implement the present delegation of powers and in particular to:

- decide and fix the characteristics of the issues of shares and securities granting to be issued, and, in particular, the amount of the issue, the issue price and the amount of the premium which may, where appropriate, be requested at issue;
- set the dates and terms of the issue, the nature, number and characteristics of the shares and/or securities granting access to the share capital to be created;
- more generally, establish the characteristics of all securities and, in particular, the conditions and procedure for the allotment of shares, the term of any loans that may be issued in the form of bonds, their subordinate or other nature, the currency of issue, the terms of repayment of the principal, with or without premium, the conditions and procedures for amortization and, where appropriate, purchase, exchange or early redemption, interest rates, whether fixed or variable, and the payment date; the return may comprise a variable portion calculated with reference to aspects relating to the Company's activity and income and deferred payment in the absence of distributable profits;
- determine the way the shares or securities giving access to the share capital, either immediately or in the future, shall be paid up;
- set the date, even retroactively, from which the new shares will give rights to dividends, and any other terms and conditions to carry out the said issues;
- take any measures seeking to preserve the rights of holders of securities issued or other rights granting access to the Company capital required by the legislative and regulatory provisions and by the contractual provisions applicable;
- if necessary, suspend exercise of the rights attached to such securities for a period fixed in accordance with the legislative and regulatory provisions and the contractual provisions applicable;
- acknowledge the execution of any capital increases and issues of securities, make the relative amendment to the articles of association, allocate the issues costs to the premiums and, withhold from the amount of the capital increases the sums required for the legal reserve;
- take all measures and carry out all formalities required for the issuance and the admission of the securities created to trading on a regulated market.

The Board of Directors will not be entitled to use this delegation of authority, without prior approval of the General Meeting, from the filing by a third party of a public offer project over the Company's shares, and until the end of the offer period.

This authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.

This authorization shall remain valid for a period of twenty-six (26) months from the date of this General Meeting.

RESOLUTIONS SUBMITTED TO SHAREHOLDERS' APPROVAL

Nineteenth resolution

(Delegation of authority to the Board of Directors to increase the share capital by issuing shares, and/or equity securities granting access to other equity securities and/or granting right to the allotment of debt securities and/or securities granting access to equity securities to be issued, within the scope of public offerings referred to in article L. 411-2 1° of the French Monetary and Financial Code)

After reviewing the report of the Board of Directors and the special report of the Statutory Auditors, the General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, hereby delegates to the Board of Directors, in accordance with the provisions of articles L.225-129 and seq. of the French Commercial Code, in particular L.225-129-2, L.228-91, L.228-92, L. 22-10-51 and L. 22-10-52 and article L.411-2 1° of the French Monetary and Financial Code, its authority, with the faculty to sub-delegate within conditions provided for by applicable law, to resolve to proceed, on one or several occasions, in proportion and on the time periods determined by the Board, both in France and abroad, in Euros, or in foreign currencies or units of account fixed with reference to several currencies, with the issue, without preferential subscription rights, through public offerings referred to in article L.411-2-1° of the French Monetary and Financial Code, of Company's shares and/or equity securities granting access to other equity securities and/or granting right to the allotment of debt securities and/or securities granting access to equity securities to be issued, and which may be subscribed to either in cash, or by means of an offset with certain, liquid and due receivables.

The General Meeting decides that the nominal amount of the capital increases which may result either immediately or in the future from the issues authorized and delegated hereby, may not exceed €711,393.50 or the equivalent in any other currency or units of account fixed with reference to several currencies (i.e., for information purpose, 10% of the share capital as of February 28, 2021, corresponding to the issue of 71,139.50 shares of a nominal value of €0.01 each), it being specified that this amount may not exceed the limit provided for by applicable law at the issue date (i.e. on this date, 20% of the share capital over a twelve (12) month period) and shall be allocated (i) to the nominal limit of €711,393.50 provided for capital increases without preferential subscription right referred to in the 18th resolution submitted to this General Meeting and (ii) to the global nominal limit of €3,556,967.51 provided for capital increases referred to in the 17th resolution submitted to this General Meeting or, as the case may be, on the amount of the ceilings, if any, provided for by any resolutions of the same nature that may supersede said resolutions during the period of validity of this delegation of authority. This limit may be increased, as the case may be, by the nominal value of the shares to be issued in order to preserve the rights of holders of the securities or other rights granting access to share capital of the Company in accordance with the legislative and regulatory provisions, and, as the case may be, the contractual provisions applicable.

The General Meeting resolves that the aggregate nominal amount of securities in the form of debt securities giving access, immediately or in the future, to the capital of the Company or of other companies, pursuant to this delegation, may not exceed €50 million, or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that the total nominal amount of the securities in the form of debt securities giving access to the share capital that may be issued pursuant to this resolution (i) will be deducted from the overall ceiling provided for in this respect in the 17th resolution submitted to this General Meeting or, as the case may be, from the amount of any ceilings that may be provided for in any similar resolutions that may supersede said resolutions during the term of validity of this delegation and (ii) will be increased, as the case may be, by any redemption premium in excess of par. However, this ceiling is independent of the amount of the debt securities whose issue would be decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code.

The General Meeting decides that:

- a) the issue price will be at least equal to the minimum price provided for by applicable laws and regulations on the date of issue (i.e. on this date, the weighted average of the price of the Company's share in the last three trading sessions on the Euronext Paris regulated market preceding the fixing of the issue price, possibly reduced by a maximum discount of 10%);
- b) the issue price of the securities granting access to the share capital shall be such that the sum received immediately by the Company increased, as the case may be, by any sum that the Company may perceive subsequently be, for each Company share issued following the issue of such securities, at least equal to the share price issue defined in the preceding paragraph.

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As the case may be, the issue of securities giving access to the Company's share capital shall, by law, involve a waiver by the shareholders of their preferential subscription right to the Company's securities to which securities to be issued, either immediately or in the future, to the benefit of persons having subscribed to these securities.

If the subscriptions have not absorbed all of the share or security issue, the Board of Directors may decide to limit the amount of the issue to the subscriptions received provided that at least three quarters of the issue is taken up or to freely allocate all or some of the unsubscribed shares and/or securities to persons its will determine.

The General Meeting decides that the Board of Directors shall be granted full powers, with the authority to sub-delegate within the conditions provided for by applicable law, to implement the present delegation of powers and in particular to:

- decide and fix the characteristics of the issues of shares and securities granting to be issued, and, in particular, the amount of the issue, the issue price and the amount of the premium which may, where appropriate, be requested at issue;
- set the dates and terms of the issue, the nature, number and characteristics of the shares and/or securities granting access to the share capital to be created;
- more generally, establish the characteristics of all securities and, in particular, the conditions and procedure for the allotment of shares, the term of any loans that may be issued in the form of bonds, their subordinate or other nature, the currency of issue, the terms of repayment of the principal, with or without premium, the conditions and procedures for amortization and, where appropriate, purchase, exchange or early redemption, interest rates, whether fixed or variable, and the payment date; the return may comprise a variable portion calculated with reference to aspects relating to the Company's activity and income and deferred payment in the absence of distributable profits;
- determine the way the shares or securities giving access to the share capital, either immediately or in the future, shall be paid up;
- set the date, even retroactively, from which the new shares will give rights to dividends, and any other terms and conditions to carry out the said issues;
- take any measures seeking to preserve the rights of holders of securities issued or other rights granting access to the Company capital required by the legislative and regulatory provisions and by the contractual provisions applicable;
- if necessary, suspend exercise of the rights attached to such securities for a period fixed in accordance with the legislative and regulatory provisions and the contractual provisions applicable;
- acknowledge the execution of any capital increases and issues of securities, make the relative amendment to the articles of association, allocate the issues costs to the premiums and, withhold from the amount of the capital increases the sums required for the legal reserve;
- take all measures and carry out all formalities required for the issuance and the admission of the securities created to trading on a regulated market.

The Board of Directors will not be entitled to use this delegation of authority, without prior approval of the General Meeting, from the filing by a third party of a public offer project over the Company's shares, and until the end of the offer period.

This authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.

This authorization shall remain valid for a period of twenty-six (26) months from the date of this General Meeting.

RESOLUTIONS SUBMITTED TO SHAREHOLDERS' APPROVAL

Twentieth resolution

(Authorization granted to the Board of Directors to fix the issue price pursuant to the procedure laid down by the General Meeting, in case of issue without preferential subscription right, according to the 18th and 19th resolutions, within the limit of 10% of the share capital per year)

The General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with article L.22-10-52 second paragraph of the French Commercial Code, hereby authorizes the Board of Directors, with faculty to sub-delegate within the conditions provided for by applicable law, in the event of the issue of shares of the Company and/or equity securities granting access to other equity securities and/or granting the right to the allotment of debt securities and/or securities granting access to equity securities to be issued, without preferential subscription rights, by public offerings, which may be decided in application of the 18th and 19th resolutions submitted to this General Meeting, within a limit of 10% of the share capital per twelve (12) -month period, at the time of the issue (it being specified that this limit will be determined at any time after the present General Meeting), to depart from the conditions for the fixing of prices provided for by the aforesaid resolutions and to determine the issue price in accordance with the following conditions:

- a) the issue price will be at least equal to the weighted average price of the Company's share on the Euronext Paris regulated market on the day preceding the date of fixing of the issue price, possibly reduced by a maximum discount of 10%;
- b) the issue price of the securities granting access to the share capital shall be such that the sum received immediately by the Company increased, as the case may be, by any sum that the Company may perceive subsequently be, for each Company share issued following the issue of such securities, at least equal to the share price issue defined in the preceding paragraph.

The amount of the capital increases that may be made pursuant to this resolution shall be allocated to (i) the nominal limit of €711,393.50 provided for capital increases without preferential subscription right referred to in the 18th resolution submitted to this General Meeting and (ii) the global nominal limit of €3,556,967.51 provided for capital increases referred to in the 17th resolution submitted to this General Meeting or, as the case may be, on the amount of the ceilings, if any, provided for by any resolutions of the same nature that may supersede said resolutions during the period of validity of this delegation of authority.

The Board of Directors will not be entitled to use this delegation of authority, without prior approval of the General Meeting, from the filing by a third party of a public offer project over the Company's shares, and until the end of the offer period.

This authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.

This authorization shall remain valid for a period of twenty-six (26) months from the date of this General Meeting.

Twenty-first resolution

(Authorization granted to the Board of Directors in order to increase the number of securities to be issued by the Company in the event of a share capital increase with or without preferential subscription right pursuant to its 17th, 18th and 19th resolutions)

The General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors, and the special report of the statutory auditors, and in accordance with articles L. 225-129-2 and L.225-135-1 of the French Commercial Code, authorizes the Board of Directors, with faculty to sub-delegate within the conditions provided for by applicable law, for each issue made with or without preferential subscription right pursuant to the 17th, 18th and 19th resolutions submitted to this General Meeting, to increase the number of securities to be issued, in compliance with the conditions set forth by the legislative and regulatory provisions applicable on the date of the issue (i.e., as of today, within 30 days from the closing date of the subscription period, within the limit of 15% of the initial issue and at the same issue price as for the initial issue), and subject to compliance with the limit(s) provided for in the resolution(s) pursuant to which the issue is made and with the overall ceiling provided for in the 17th resolution submitted to this General Meeting, or, as the case may be, on the amount of the ceilings, if any, provided for by any resolutions of the same nature that may supersede said resolutions during the period of validity of this delegation of authority.

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The nominal amount of the securities in the form of debt securities giving access to the share capital issued under this resolution will be deducted from the ceiling(s) provided for in the resolution pursuant to which the issue is decided, as well as from the overall ceiling provided for in the 17th resolution submitted to this General Meeting or, as the case may be, from the amount of any ceilings provided for in any similar resolutions that may supersede said resolutions during the period of validity of this delegation.

The Board of Directors will not be entitled to use this delegation of authority, without prior approval of the General Meeting, from the filing by a third party of a public offer project over the Company's shares, and until the end of the offer period.

This authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.

This authorization shall remain valid for a period of twenty-six (26) months from the date of this General Meeting.

Twenty-second resolution

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

The General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the statutory auditors, and in accordance with articles L. 3332-18 to L. 3332-24 of the French Labor Code and articles L. 225-129-2 et seq., L. 22-10-49, L. 225-138-1 and L. 228-91 et seq. of the French Commercial Code:

- delegates to the Board of Directors, with faculty to sub-delegate within the conditions provided for by applicable law, its authority to increase, on one or several occasions, in proportions and time period determined by the Board, both in France or abroad, the share capital of the Company within a limit of €142,278.70 or the equivalent in any other currency or units of account fixed with reference to several currencies (i.e., for information purpose, 2% of the share capital as of February 28, 2021, corresponding to the issue of 14,227,870 shares of a nominal value of €0.01 each), (to which will be added, as the case may be, any additional number of shares to be issued in accordance with the legislative and regulatory provisions, and, as the case may be, the contractual provisions applicable in order to preserve the rights of holders of the securities or other rights granting access to share capital of the Company), through the issue of shares or other securities granting access to the share capital of the Company, governed by Article L. 228-92 paragraph 1 of the French Commercial Code, reserved for members of a company savings plan or any other plan for whose members Articles L. 3332-1 et seq. of the French Labor Code or any similar law or regulation would allow a capital increase to be reserved under equivalent conditions; it being specified that any share capital increase made pursuant to the present delegation will be allocated to the global set by the 17th resolution submitted to this General Meeting;
- resolves that the Board of Directors shall be entitled to grant free shares or other securities granting 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 laws and regulations;
- resolves that the issue price for the new shares and for other securities granting access to the share capital of the Company 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 delegate, setting the opening date of subscriptions, shall not exceed 30%. 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;

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- resolves that, as the case may be, 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 granting 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 other securities granting access to the share capital, set the modalities and conditions of the operations;
- to set the dates and terms of the issues which will be carried out by virtue of the present authorization,
- to decide whether the securities may be subscribed for directly or through mutual funds or other entities permitted by applicable laws or regulations;
- to 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 of the Company;
- to 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;
- take all measures and carry out all formalities required for the issue and admission to trading on a regulated market of the securities created.

The Board of Directors will not be entitled to use this delegation of authority, without prior approval of the General Meeting, from the filing by a third party of a public offer project over the Company's shares, and until the end of the offer period.

This authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.

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

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Twenty-third resolution

(Delegation of authority to the Board of Directors to increase the share capital by issuing shares, and/or equity securities granting access to other equity securities and/or granting right to the allotment of debt securities and/or securities granting access to equity securities to be issued, in consideration of contributions in kind within a limit of 10% of the share capital)

After reviewing the report of the Board of Directors and the report of the statutory auditors, the General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, hereby delegates to the Board of Directors, in accordance with articles L. 225-129, L. 225-129-2, L. 228-91, L. 228-92 and L. 22-10-53 of the French Commercial Code, its authority, with faculty to sub-delegate within the conditions provided for by applicable law, to resolve to proceed, in one or more occasion and in the proportion and at the time determined by the Board of Directors, both in France or abroad, in Euros, or in foreign currencies or units of account fixed with reference to several currencies, with an issue of shares and/or equity securities granting access to other equity securities and/or granting the right to the allotment of debt securities and/or securities granting access to equity securities to be issued, in consideration of contributions in kind made to the Company and made of shares or other securities giving access to the share capital, in the event that the provisions of article L. 22-10-54 of the French Commercial Code are not applicable.

The General Meeting decides that the nominal amount of the capital increases which may result, either immediately or in the future, from the issues authorized and delegated hereby, may not exceed, in addition to the limit set at 10% of the share capital by law (and determined on the date of the decision of the Board of Directors resolving on the issue), a maximum amount of €711,393.50, or the equivalent in any other currency or units of account fixed with reference to several currencies (i.e., for information purpose, 10% of the share capital as of February 28, 2021, corresponding to the issue of 71,139,350 shares of a nominal value of €0.01 each), it being specified that this amount shall be allocated to (i) the nominal limit of €711,393.50 relating to the share capital increase without preferential subscription right set in the 18th resolution submitted to this General Meeting and (ii) the global nominal limit of €3,556,967.51 referred to in the 17th resolution submitted to this General Meeting or, as the case may be, on the amount of the ceilings, if any, provided for by any resolutions of the same nature that may supersede said resolutions during the period of validity of this delegation of authority. This limit may be increased, as the case may be, by the nominal value of the shares to be issued in order to preserve the rights of holders of the securities or other rights granting access to share capital of the Company in accordance with the legislative and regulatory provisions, and, as the case may be, the contractual provisions applicable.

The General Meeting resolves that the aggregate nominal amount of securities in the form of debt securities giving access, immediately or in the future, to the capital of the Company or of other companies, pursuant to this delegation, may not exceed €50 million, or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that the total nominal amount of the securities in the form of debt securities giving access to the share capital that may be issued pursuant to this resolution (i) will be deducted from the overall ceiling provided for in this respect in the 17th resolution submitted to this General Meeting or, as the case may be, from the amount of any ceilings that may be provided for in any similar resolutions that may supersede said resolutions during the term of validity of this delegation and (ii) will be increased, as the case may be, by any redemption premium in excess of par. However, this ceiling is independent of the amount of the debt securities whose issue would be decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code.

As the case may be, the issue of securities giving access to the Company's share capital shall, by law, involve a waiver by the shareholders of their preferential subscription right to the Company's securities to which securities to be issued, either immediately or in the future, to the benefit of persons having subscribed to these securities.

The General Meeting decides that the Board of Directors shall be granted full powers, with the authority to sub-delegate within the conditions provided for by applicable law, to implement the present delegation of powers and in particular to:

- upon review of the report of the independent appraiser, rule on the valuation of the contributions the allocation of any potential special benefits;
- decide and fix the characteristics of issues of shares and securities to be issued and, in particular, their issue price (with or without issue premium), the terms of their subscription and the date on which they carry rights;

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- take any measures seeking to preserve the rights of holders of securities issued or other rights granting access to the Company capital required by the legislative and regulatory provisions and by the contractual provisions applicable;
- on its sole initiative, allocate the issues costs to the premiums and withhold from this amount the sums required for the legal reserve;
- acknowledge the execution of any capital increases and issues of securities, make the relative amendment to the articles of association, and proceed to any and all formalities and declarations and request any authorization which may be necessary for completion of these contributions;
- take all measures and carry out all formalities required for the issuance and the admission of the securities created to trading on a regulated market.

The Board of Directors will not be entitled to use this delegation of authority, without prior approval of the General Meeting, from the filing by a third party of a public offer project over the Company's shares, and until the end of the offer period.

This authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.

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

Twenty-fourth resolution

(Authorization granted to the Board of Directors in order to reduce the Company's share capital by canceling treasury shares)

After reviewing the report of the Board of Directors and the special report of the Statutory Auditors, the General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, authorizes the Board of Directors to reduce the share capital, on one or several occasions, in proportion and on the time periods it will determine, by canceling any quantity of treasury shares as it may decide within the limits set forth by law, according to articles L. 22-10-62 and seq. of the French Commercial Code.

The maximum number of shares that may be cancelled pursuant to this resolution 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.

This authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.

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

Twenty-fifth resolution

(Amendment of the Company's articles of association in order to update the corporate object)

After reviewing the report of the Board of Directors, and voting under the conditions of quorum and majority required for extraordinary general meetings, the General Meeting, resolves to amend the Company's articles of association as follows:

Current text	New text
Article 2 - Object "The corporate object is as follows: - Development and operation in any form and under any conditions whatsoever, of all and any business	Article 2 - Object "The corporate object is as follows: - Development and operation in any form and under any conditions whatsoever, of all and any business

<p>relating to the geophysical survey of the soil and subsoil in any all countries, on behalf of third parties or on its own behalf.</p> <ul style="list-style-type: none"> - Direct or indirect participation in any business, firm or Company whose object would be likely to promote the corporate object. - And, generally, any business, industrial, mining, financial, personal or real property operations relating directly or indirectly to the above object without limitation or reserve.” 	<p>relating to the geophysical survey of the soil and subsoil <u>identifying, assessing, understanding and/or solving the Earth’s natural resource, environmental and infrastructure challenges, through different techniques, including but not limited to the data, technology, services and equipment that are required to understand and monitor these challenges</u>, in any <u>and</u> all countries, on behalf of third parties or on its own behalf.</p> <ul style="list-style-type: none"> - Direct or indirect participation in any business, firm or Company whose object would be likely to promote the corporate object. - And, generally, any business, industrial, mining, financial, personal or real property operations relating directly or indirectly to the above object without limitation or reserve.”
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Twenty-sixth resolution

(Amendment of the Company’s articles of association in order to harmonize the reference to the number of shares to be held by each Director)

After reviewing the report of the Board of Directors, and voting under the conditions of quorum and majority required for extraordinary general meetings, the General Meeting, resolves to amend the Company’s articles of association as follows:

Current text	New text
<p>Article 8.5 – Board of Directors</p> <p>“Throughout his term of office, each director must own at least one share.”</p>	<p>Article 8.5 - Board of Directors</p> <p>“Throughout his term of office, each director must own at least one share <u>the number of shares as defined in the Internal Regulations of the Board of Directors.</u>”</p>

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Twenty-seventh resolution

_(Amendment of the Company's articles of association in order to replace the reference to the "Tribunal de grande instance" by "tribunal judiciaire")

After reviewing the report of the Board of Directors, and voting under the conditions of quorum and majority required for extraordinary general meetings, the General Meeting, resolves to amend the Company's articles of association as follows:

Current texts	New texts
<p>Article 8.6 – Board of Directors</p> <p>"[...]</p> <p>The term of office of a director representing the employees shall also expire as provided for by law and in this article, including in the event that his employment contract is terminated. In accordance with article L. 225-32 of the French Commercial Code, directors representing the employees may only be removed for failure to perform the duties of their office, by decision of the president of the civil court (<i>président du tribunal de grande instance</i>) in summary proceedings (<i>en la forme des référés</i>) upon application by the majority of the members of the Board of Directors.</p> <p>[...]"</p>	<p>Article 8.6 – Board of Directors</p> <p>"[...]</p> <p>The term of office of a director representing the employees shall also expire as provided for by law and in this article, including in the event that his employment contract is terminated. In accordance with article L. 225-32 of the French Commercial Code, directors representing the employees may only be removed for failure to perform the duties of their office, by decision of the president of the civil court (<i>président du tribunal de grande instance</i>) <u>the judicial court (<i>tribunal judiciaire</i>)</u> in summary proceedings (<i>en la forme des référés</i>) upon application by the majority of the members of the Board of Directors.</p> <p>[...]"</p>
<p>Article 21 – Disputes</p> <p>"Failing election of domicile, all and any summons or notices shall be validly served to the office of the Public Prosecutor (District Attorney) attached to the District Court ("<i>Tribunal de Grande Instance</i>") of the place of the Corporate Head Office.</p> <p>[...]"</p>	<p>Article 21 – Disputes</p> <p>"Failing election of domicile, all and any summons or notices shall be validly served to the office of the Public Prosecutor (District Attorney) attached to the District Court ("<i>Tribunal de Grande Instance</i>") <u>the judicial court (<i>tribunal judiciaire</i>)</u> of the place of the Corporate Head Office.</p> <p>[...]"</p>

RESOLUTIONS SUBMITTED TO SHAREHOLDERS' APPROVAL

Twenty-eighth resolution

(Amendment of the Company's articles of association in order to expressly include in the role of the Board of Directors a reference to the Company's social interest as well as to the social and environmental stakes of its activities)

After reviewing the report of the Board of Directors, and voting under the conditions of quorum and majority required for extraordinary general meetings, the General Meeting, resolves to amend the Company's articles of association as follows:

Current text	New text
<p>Article 8.7 – Board of Directors</p> <p>“The Board of Directors determines the strategy of the Company and sees its implementation. Subject to the powers expressly attributed to shareholders' meetings, and within the limits of the purpose of the Company, it considers any question relating to the proper functioning of the Company and by discussion settle the affairs which concern it.</p> <p>[...]”</p>	<p>Article 8.7 – Board of Directors</p> <p>“The Board of Directors determines the strategy of the Company and sees its implementation, <u>in accordance with its social interest, taking into consideration the social and environmental stakes of its activity.</u> Subject to the powers expressly attributed to shareholders' meetings, and within the limits of the purpose of the Company, it considers any question relating to the proper functioning of the Company and by discussion settle the affairs which concern it.</p> <p>[...]”</p>

Twenty-ninth resolution

(Amendment of the Company's articles of association in order to simplify the wording about the general rules applicable to General Meetings and make a reference to the applicable law)

After reviewing the report of the Board of Directors, and voting under the conditions of quorum and majority required for extraordinary general meetings, the General Meeting, resolves to amend the Company's articles of association as follows:

Current text	New text
<p>Article 14.6 – General rules</p> <p>“The Shareholders' Meeting is composed of all the shareholders, whatever the number of shares they hold.</p> <p>The right to attend General Meetings is subject to the book entry of the shares in the name of the shareholder or of the financial intermediary registered on such shareholder's behalf pursuant to article L.228-1, seven paragraph, of the Commercial Code, either in the shares account of the Company or in the bearer shares accounts of the financial intermediary on the second business day prior to the date of the General Meeting at 12 a.m., Paris time.</p> <p>The book-entry of the shares in the bearer shares accounts of the financial intermediary is evidenced by a certificate delivered by the latter and attached to the postal voting, proxy forms or admission card's request delivered in the name of the shareholder or</p>	<p>Article 14.6 – General rules</p> <p>“The Shareholders' General Meeting is composed of all the shareholders, whatever the number of shares they hold.</p> <p><u>Shareholders may participate in General Meetings in accordance with the terms and conditions provided for by the regulations in force.</u></p> <p>The right to attend General Meetings is subject to the book entry of the shares in the name of the shareholder or of the financial intermediary registered on such shareholder's behalf pursuant to article L.228-1, seven paragraph, of the Commercial Code, either in the shares account of the Company or in the bearer shares accounts of the financial intermediary on the second business day prior to the date of the General Meeting at 12 a.m., Paris time.</p>

on its behalf by the financial intermediary. Such a certificate is also delivered to the shareholder willing to attend the General Meeting in a person but who has not received its admission card two business days prior to the date of the General Meeting at 12 a.m., Paris time.

A shareholder may be represented by another shareholder, by his/her spouse, by a partner considered to be equivalent to a spouse in accordance with national law, or by any other natural or legal person. If he/she is a non-resident he/she may, in addition, be represented by a registered intermediary; in this respect, the representative must justify his/her mandate.

Any shareholder may receive the powers of attorney given by other shareholders with a view to being represented at a Meeting, without any other limits than those established by the legal provisions specifying the maximum number of votes to be used by the same person, both in his/her own name and as a proxy.

The legal representatives of shareholders who are disqualified by law and natural persons representing legal entities which are shareholders may attend the Meetings, whether they are themselves shareholders or not.

Each shareholder has as many votes as the shares he possesses or represents subject to the provisions set out below.

As from May 22, 1997, a double voting right is allocated to all registered and fully paid-up shares registered in the name of the same holder for at least two years.

In the event of an increase in capital by incorporation of reserves, profits or paid in capital, this double voting right is granted as soon as they are issued, to registered shares allocated free to a shareholder at the rate of the former shares for which he benefits from this right.

The double voting right ceases ipso jure for any share having been subject to a conversion to the bearer or a transfer of ownership subject to exceptions provided for by law.

Any shareholder can vote by mail, as provided by law, either by using a paper form prepared and sent to the Company, or, by decision of the Board of Directors published in the notice of meeting by teletransmission.

Any voting forms shall be received by the Company on the day preceding the Shareholders' meeting. Electronic voting forms shall be received before 3:00 p.m (Paris time) on the day preceding the General Meeting.

If the Board of Directors so decides when the General Meeting is called, the entry of data and the electronic

~~The book entry of the shares in the bearer shares accounts of the financial intermediary is evidenced by a certificate delivered by the latter and attached to the postal voting, proxy forms or admission card's request delivered in the name of the shareholder or on its behalf by the financial intermediary. Such a certificate is also delivered to the shareholder willing to attend the General Meeting in a person but who has not received its admission card two business days prior to the date of the General Meeting at 12 a.m., Paris time.~~

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In the event of an increase in capital by incorporation of reserves, profits or paid in capital, this double voting right is granted as soon as they are issued, to registered shares allocated free to a shareholder at the rate of the former shares for which he benefits from this right.

The double voting right ceases ipso jure for any share having been subject to a conversion to the bearer or a transfer of ownership subject to exceptions provided for by law.

Shareholders may vote by mail or give their proxy by expressing their vote or by sending their proxy by any means in accordance with the legal and regulatory conditions in force. In particular, shareholders may send proxy and postal voting forms to the Company by teletransmission or by electronic means prior to the General Meeting under the conditions provided for by law.

signature of the form may be made directly of the website set up by the Company by any process adopted by the Board of Directors, which should include an identification code and a password or any other system which complies with the specifications of the article 1367 of the French Civil Code.

The proxy form and the vote cast in this manner prior to the Meeting by this electronic means, and the acknowledgement of receipt given, shall be considered as irrevocable written evidence that is enforceable with regard to all the parties involved, being specified that in the event of a sale of shares that take place before the second working day prior to the Meeting at zero hour (Paris time), the Company shall invalidate or amend accordingly the proxy form or vote cast expressed prior to such date and time through the electronic system set up by the Board of Directors.

Any shareholder attending a Shareholders' Meeting will not be entitled to vote through a proxy or by mail.

Any shareholder may also, if the Board of Directors or its Chairman allows at the time of the convocation to a general meeting, assist this meeting via visio-conference or by electronic telecommunication or tele-transmission means subject to and in accordance with the conditions laid down by the legislation or the regulations in force. This shareholder is then considered to be present at this meeting when calculating the quorum and the majority."

~~Any shareholder can vote by mail, as provided by law, either by using a paper form prepared and sent to the Company, or, by decision of the Board of Directors published in the notice of meeting by tele-transmission.~~

~~Any voting forms shall be received by the Company on the day preceding the Shareholders' meeting. Electronic voting forms shall be received before 3:00 p.m. (Paris time) on the day preceding the General Meeting.~~

~~If the Board of Directors so decides when the General Meeting is called, the entry of data and the electronic signature of the form may be made directly of the website set up by the Company by any process adopted by the Board of Directors, which should include an identification code and a password or any other system which complies with the specifications of the article 1367 of the French Civil Code.~~

~~The proxy form and the vote cast in this manner prior to the Meeting by this electronic means, and the acknowledgement of receipt given, shall be considered as irrevocable written evidence that is enforceable with regard to all the parties involved, being specified that in the event of a sale of shares that take place before the second working day prior to the Meeting at zero hour (Paris time), the Company shall invalidate or amend accordingly the proxy form or vote cast expressed prior to such date and time through the electronic system set up by the Board of Directors.~~

~~Any shareholder attending a Shareholders' Meeting will not be entitled to vote through a proxy or by mail.~~

Any shareholder may also, if the Board of Directors or its Chairman allows at the time of the convocation to a General Meeting, assist this meeting via visio-conference or by electronic telecommunication or tele-transmission means subject to and in accordance with the conditions laid down by the legislation or the regulations in force. This shareholder is then considered to be present at this meeting when calculating the quorum and the majority."

RESOLUTIONS SUBMITTED TO SHAREHOLDERS' APPROVAL

Thirtieth resolution

(Amendment of the Company's articles of association in order to simplify the wording regarding the appointment and role of the statutory auditors and make a reference to the applicable law)

After reviewing the report of the Board of Directors, and voting under the conditions of quorum and majority required for extraordinary general meetings, the General Meeting, resolves to amend the Company's articles of association as follows:

Current text	New text
Article 17 – Appointment and duties of auditors “Under the provisions of law, the Ordinary Shareholders' Meeting appoints at least two Auditors. The Auditors are vested with the duties and powers conferred on them by law. Their compensation is determined according to the regulations in force.”	Article 17 - Appointment and duties of auditors “Under the provisions of law, the Ordinary Shareholders' Meeting appoints at least two Auditors. The Auditors are vested with the duties and powers conferred on them by law. Their compensation is determined according to the regulations in force. <u>“The control of the Company is exercised by Statutory Auditors who are appointed and perform their duties in accordance with the law.”</u>

RESOLUTIONS FALLING UNDER THE AUTHORITY OF THE ORDINARY AND EXTRAORDINARY GENERAL MEETING

Thirty-first resolution

(Powers for formalities)

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

**REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO
SHAREHOLDERS' APPROVAL**

RESOLUTIONS FALLING UNDER THE AUTHORITY OF THE ORDINARY GENERAL MEETING

First resolution

(Approval of the statutory accounts of the company for fiscal year 2020)

The purpose of the **1st resolution** is to approve the financial statements of CGG SA for the fiscal year ended December 31, 2020. Pursuant to article L.232-1 of the French Commercial Code, the annual financial statements for the fiscal year ended 2020, together with their appendices and the annual management report included in the 2020 Universal Registration Document (available on the Company's website at www.cgg.com and, on request, at the registered office of the Company), were approved by the Board of Directors on March 4, 2021. The CGG group consists of a parent company, CGG SA and its operational subsidiaries. Apart from determining the Group strategy and policies, the scope of activity of the parent company is mostly focused on the operational and financial organization at the Group level and holding the operational subsidiaries and controlling them (a pure holding company role).

The net result for fiscal year 2020 is a net loss amounting to €1,076,646,338.35 related to an impairment of equity investments held by the Company in the amount of €1,224 million.

The annual accounts of the Company are further developed in section 6.2 of our 2020 Universal Registration Document.

Second resolution

(Allocation of earnings)

The purpose of the **2nd resolution** is to allocate the 2020 loss of CGG SA indicated in the 1st resolution. We propose to allocate this net loss of €1,076,646,338.35 to the carry forward account, which will amount to €(1,076,646,338.35) after such allocation.

Pursuant to section 243bis of the French *Code Général des Impôts*, we remind you that no distribution of dividends has taken place over the last 3 fiscal years.

Third resolution

(Deduction from the "Share premium" account of the amount necessary to bring the carry forward account to zero)

The purpose of the **3rd resolution** is to set the negative carry forward account resulting from the 2nd resolution to zero, by deducting an amount of €1,076,646,338.35 from the "Share premium" account.

As a consequence, the "Share premium" account will have a positive balance of €790,824,367.91.

Fourth resolution

(Approval of the consolidated financial statements for fiscal year 2020)

The purpose of the **4th resolution** is to approve the Group's consolidated financial statements for the fiscal year ended December 31, 2020, which show a net loss of US\$438.1 million. Pursuant to article L.232-1 of the French Commercial Code, the consolidated financial statements for the fiscal year ended 2020 together with their appendices and the annual management report included in our 2020 Universal Registration Document were approved by the Board of Directors on March 4, 2021.

This net loss includes in particular losses related to our discontinued operations for US\$62.5 million.

The consolidated accounts of the Group are further developed in section 6.1 of our 2020 Universal Registration Document.

**REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO
SHAREHOLDERS' APPROVAL**

Fifth, sixth and seventh resolutions
(Renewal of the term of office of three (3) Directors)

Renewal of the term of office of Mr. Philippe SALLE as Director (5th resolution)

The purpose of the **5th resolution** is to renew the term of office of Mr. Philippe SALLE, as Director of the Company.

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 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, 2020. This cooptation was ratified by the General Meeting held on April 26, 2018.

Mr. Philippe SALLE is also Chairman of the Board of Directors. He holds 288,711 shares of the Company.

The credential of Mr. Philippe SALLE is detailed hereafter:

Mr. Philippe SALLE was born on May 17, 1965. He is a graduate of the *École des Mines* and holds a MBA from the Kellogg Graduate School of Management, Northwestern University (Chicago, USA).

Mr. Philippe SALLE began his career with Total in Indonesia before joining Accenture in 1990. He then joined McKinsey in 1995 and became senior manager in 1998. In 1999, he joined the Vedior group (which later became Randstad, a company listed on Euronext Amsterdam). He became Chairman and CEO of Vedior France in 2002; In 2003, he became a member of the Managing Board of Vedior NV and was then appointed President for South Europe in 2006 (France, Spain, Italy and Switzerland). In 2007, he joined the Geoservices group (sold to Schlumberger in 2010, listed on the New York Stock Exchange), a technological company operating in the petroleum industry with 7,000 associates in 52 countries. He was first appointed Deputy CEO and then Chairman and CEO until March 2011. From 2011 to 2015, he was Chairman and CEO of the Altran group. He then became Chairman and CEO of Elior where he remained until October 2017. He is now Head of the Foncia group (please see below the details of his positions within the Foncia group). He is a Knight of the French National Order of Merit and of the Legion of Honor and Commander of the Order of Merit of the Italian Republic.

The other positions held by Mr. Philippe SALLE are as follows:

Positions within the Group: none

Positions outside the Group:

✓ French companies:

- Chairman of Foncia Management SAS (as permanent representative of Finellas)
- Chairman of Foncia group SAS (as permanent representative of Foncia Holding)
- Chairman of Foncia Holding SAS (as permanent representative of Foncia Management)
- Member of the Supervisory Board of Foncia Saturne SAS
- Chairman of the Supervisory Board of Leemo SAS
- Chairman of the Supervisory Board ^[1] of Tech-Way SAS
- Director of Banque Transatlantique
- Director of Siaci Saint-Honoré

✓ Foreign companies:

- Permanent representative of Foncia Holding, as Director of Trevi Group SA (Belgium)
- Vice-Chairman of the Board of Directors of Foncia Suisse (Switzerland)

Mr. Philippe SALLE's global attendance rate at the Board meetings (as he is not member of any Board Committee) for 2019 and 2020 is as follows:

2019		2020	
Board of Directors	100%	Board of Directors	100%

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO SHAREHOLDERS' APPROVAL

On March 4, 2021, the Board of Directors acknowledged that Mr. Philippe SALLE met the criteria set out by the AFEP-MEDEF Code in order to be qualified as independent director.

The term of office of Mr. Philippe SALLE as Director is proposed for renewal, on the one hand, to ensure a certain continuity in the composition of the Board, as he was recently appointed as Director (on March 8, 2018), on the other hand, due to his implication in the Strategic Plan initiated within the Group by the end of 2018 and, finally, in consideration of his experience and skills as described in paragraph 4.1.2.1.b). of our 2020 Universal Registration Document.

The renewal of Mr. Philippe SALLE is proposed for a four (4)-year term in accordance with article 8-4 of the Company's articles of association, i.e. until the end of the General Meeting to be convened to approve the financial statements of the year ending on December 31, 2024.

Renewal of the term of office of Mr. Michael DALY as Director (6th resolution)

The purpose of the **6th resolution** is to renew the term of office of Mr. Michael DALY, as Director of the Company.

Mr. Michael DALY was appointed as Director for the first time on September 30, 2015, by cooptation in replacement of Mr. Terence YOUNG, 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, 2016. This cooptation was ratified by the General Meeting held on January 11, 2016 and his term of office was renewed by the General Meeting held on October 31, 2017 for a four (4)-year duration, i.e. until the General Meeting to be held to approve the financial statements for fiscal year ending on December 31, 2020.

Mr. Michael DALY is also member of the Investment Committee and Chairman of the HSE/Sustainable Development Committee. He holds 20,663 shares of the Company.

The credential of Mr. Michael DALY is detailed hereafter:

Mr. Michael DALY was born on October 4, 1953. He is a graduate of The University College of Wales, Leeds University (Ph.D.) and Harvard Business School (PMD).

Mr. Michael DALY is a British geologist, oil and gas executive and academic. He joined the Geological Survey of Zambia in 1976, mapping the remote Muchinga Mountains of northeast Zambia. He began his business career with BP in 1986 as a research geologist. After a period of strategy work and exploration and production positions in Venezuela, the North Sea and London, he became President of BP's Middle East and S. Asia Exploration and Production business. In 2006, Mr. Michael DALY became BP's Global Exploration Chief and a Group Vice President. He served on BP's Group Executive team as Executive Vice President from 2010, and retired in 2014 after 28 years with the company. He has also served as Senior Director at Macro Advisory Partners. He currently serves as Non-Executive Director with Tullow Oil, and as Visiting Professor in Earth Sciences at The University of Oxford. In 2019 he became President (Designate) of the Geological Society of London, a registered Charity.

The other positions held by Mr. Michael DALY are as follows:

Positions within the Group: none

Positions outside the Group:

✓ Foreign companies:

- Director of Tullow Oil (United Kingdom) (a company listed on the London Stock Exchange)
- Visiting Professor in Earth Sciences at the University of Oxford (United Kingdom)
- Director of Daly Advisory and Research Ltd. (United Kingdom)

**REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO
SHAREHOLDERS' APPROVAL**

Mr. Michael DALY's global attendance rate at the Board and Committee meetings for 2019 and 2020 is as follows:

2019		2020	
Board of Directors	100%	Board of Directors	100%
Investment Committee	100%	Investment Committee	100%
HSE/Sustainable Development Committee	100%	HSE/Sustainable Development Committee	100%

On March 4, 2021, the Board of Directors acknowledged that Mr. Michael DALY met the criteria set out by the AFEP-MEDEF Code in order to be qualified as independent director.

The term of office of Mr. Michael DALY as Director is proposed for renewal, on the one hand, to ensure a certain continuity in the composition of the Board, on the other hand, due to his implication in the Strategic Plan initiated within the Group by the end of 2018, especially in his role as Chairman of the HSE/Sustainable Development Committee and, finally, in consideration of his experience and skills as described in paragraph 4.1.2.1.b). of our 2020 Universal Registration Document.

The renewal of Mr. Michael DALY is proposed for a four (4)-year term in accordance with article 8-4 of the Company's articles of association, i.e. until the end of the General Meeting to be convened to approve the financial statements of the year ending on December 31, 2024.

Renewal of the term of office of Mrs. Anne-France LACLIDE-DROUIN as Director (7th resolution)

The purpose of the **7th resolution** is to renew the term of office of Mrs. Anne-France LACLIDE-DROUIN, as Director of the Company.

Mrs. Anne-France LACLIDE-DROUIN was appointed as Director on October 31, 2017 for a four (4)-year duration, i.e. until the end of the General Meeting to be held to approve the financial statements for fiscal year ending December 31, 2020.

Mrs. Anne-France LACLIDE-DROUIN is also Chairwoman of the Audit and Risk Management Committee and a member of the Investment Committee. She holds 20,000 shares of the Company.

The credential of Mrs. Anne-France LACLIDE-DROUIN is detailed hereafter:

Mrs. Anne-France LACLIDE-DROUIN was born on January 8, 1968. She is a graduate from the *Institut Commercial of Nancy* (ICN) and Mannheim University. She also holds a *Diplôme d'études supérieures comptables et financières*.

Mrs. Anne-France LACLIDE-DROUIN began her career at PricewaterhouseCoopers before occupying various positions in the Financial division of international groups in different sectors, such as the distribution sector, where she acquired international experience. In 2001, she became Financial Director of Guilbert, then Staples, AS Watson and GrandVision. Mrs. LACLIDE-DROUIN has been CFO of Oberthur Technologies, comprising the responsibility of the Financial and Legal Functions of the group, from 2013 to 2017 and of Consolis Holding SAS and a member of the Executive Committee of Consolis Group SAS, from 2017 to 2020. She is now Group CFO of RATP Dev (since January 1, 2021).

The other positions held by Mrs. Anne-France LACLIDE-DROUIN are as follows:

Positions within the Group: none

Positions outside the Group:

✓ **French companies:**

- Director and Chairwoman of the Audit Committee of Solocal (a company listed on Euronext Paris)
- Chief Financial Officer and Compliance Director of RATP Dev (an affiliate of the RATP Group)

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO SHAREHOLDERS' APPROVAL

Mrs. Anne-France LACLIDE-DROUIN's global attendance rate at the Board and Committee meetings for 2019 and 2020 is as follows:

2019		2020	
Board of Directors	100%	Board of Directors	100%
Investment Committee	100%	Investment Committee	75%
Audit and Risk Management Committee	100%	Audit and Risk Management Committee	100%

On March 4, 2021, the Board of Directors acknowledged that Mrs. Anne-France LACLIDE-DROUIN met the criteria set out by the AFEP-MEDEF Code in order to be qualified as independent director.

The term of office of Mrs. Anne-France LACLIDE-DROUIN as Director is proposed for renewal, on the one hand, to ensure a certain continuity in the composition of the Board, on the other hand, due to her implication in the Strategic Plan initiated within the Group by the end of 2018, and, finally, in consideration of her experience and skills as described in paragraph 4.1.2.1.b). of our 2020 Universal Registration Document.

The renewal of Mrs. Anne-France LACLIDE-DROUIN is proposed for a four (4)-year term in accordance with article 8-4 of the Company's articles of association, i.e. until the end of the General Meeting to be convened to approve the financial statements of the year ending on December 31, 2024.

If these three (3) renewals are approved by the General Meeting, the Board of Directors will be composed as follows:

- **Eight (8) members elected by the Shareholders:**
 - **Philippe Salle** (independent director), Chairman of the Board,
 - **Sophie Zurquiyah**, Chief Executive Officer),
 - **Helen Lee Bouygues** (independent director),
 - **Michael Daly** (independent director),
 - **Anne-France Lacleide-Drouin** (independent director),
 - **Colette Lewiner** (independent director),
 - **Heidi Petersen** (independent director),
 - **Mario Ruscev** (independent director),

i.e. a proportion of 62.5% of female directors (5 out of 8 directors, thus complying with the requested gap of two members of each gender) and a proportion of 87.5% of independent directors (7 out of 8 directors³).
- **One (1) member representing the employees, designated by the Group Committee in accordance with the Articles of association of the Company:** at the date of approval of this report, the Director representing the employees in office is Mr. Patrice Guillaume. As his term of office will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2020, a process to designate his successor is on-going by the Group Committee. The term of office of his successor will become effective immediately after the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2020.

Eighth resolution

(Related party agreements and undertakings falling into the scope of article L. 225-38 of the French Commercial Code)

The purpose of the **8th resolution** is to take note of the special report of the Statutory Auditors on the related party agreements and undertakings falling into the scope of section L. 225-38 of the French Commercial Code entered into during the financial year ended on December 31, 2020 and until the Board of Directors held on March 4, 2021 other than those already approved by the General Meeting held on June 16, 2020.

³ These calculations do not include Mr. Patrice Guillaume, Director representing the employees.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO SHAREHOLDERS' APPROVAL

These agreements are mentioned in the statutory auditors' special report available on the Company's website (www.cgg.com) and included in Item 4.1.8. of our 2020 Universal Registration Document. The statutory auditors' special report also includes agreements previously approved, but which remained in force in 2020. These reports are available upon request at the registered office of the Company. These related party agreements relate to a certain number of commitments taken by the Company to the benefit of Mr. Philippe SALLE and Mrs. Sophie ZURQUIYAH following their appointment as Chairman of the Board of Directors and Chief Executive Officer, respectively, on April 26, 2018.

It should be noted that during 2020, the amendment to the contractual termination indemnity to be paid to Mrs. Sophie ZURQUIYAH in the event of her departure from the Group was the only agreement reviewed by the Board of Directors in the framework of the agreements or commitments falling within the scope of Article L. 225-38 of the French Commercial Code. This amendment was authorized by the Board of Directors on March 5, 2020 and, as a consequence, was mentioned in the special report of the Statutory Auditors submitted to the General Meeting held on June 16, 2020, which itself approved the said special report.

Since then, there have been no agreements or commitments falling within the scope of Article L. 225-38 of the French Commercial Code to be submitted to shareholders for ratification. The Statutory Auditors' special report prepared in the perspective of the 2021 General Meeting will only include only those agreements and commitments authorized prior to the General Meeting held on June 16, 2020 and which continued to have effect in 2020.

Ninth, tenth and eleventh resolutions

(Approval of the information relating to the remuneration of the Corporate Officers ("mandataires sociaux", including the Directors, the Chairman of the Board and the Chief Executive Officer) for 2020)

The **9th, 10th and 11th resolutions** are proposed to General Meeting for approval of the various remuneration components of the Corporate Officers ("mandataires sociaux") of the Company pursuant to their office in 2020, within the framework of the vote commonly called « **ex post** ».

The **9th resolution** is submitted to the General Meeting in order to approve the information relating to the remuneration of all the Corporate Officers ("mandataires sociaux"), including the Directors, the Chairman of the Board and the Chief Executive Officer, for 2020, in accordance with the provisions of articles L.22-10-34 and L.22-10-9 of the French Commercial Code. This information is presented in section 4.2.2. of our 2020 Universal Registration Document.

The **10th and 11th resolutions** are submitted to the General Meeting in order to approve, separately, the information relating to the remuneration of Mr. Philippe SALLE, as Chairman of the Board of Directors, and of Mrs. Sophie ZURQUIYAH, as Chief Executive Officer, respectively, for 2020, in accordance with the provisions of article L.22-10-34 of the French Commercial Code. This information is presented in sections 4.2.3.A. and 4.2.3.B. of our 2020 Universal Registration Document, respectively for Mr. Philippe SALLE and Mrs. Sophie ZURQUIYAH. The information is reminded below.

All these elements were authorized by the Board of Directors upon recommendation of the Appointment, Remuneration and Governance Committee. A detailed description of the remuneration of the Corporate Officers is provided in the Report on corporate governance issued in accordance with the article L.225-37 of the French Commercial Code, presented in section 4.2.2. of our 2020 Universal Registration Document, which is available on the Company's website (www.cgg.com). The various components of the 2020 remuneration granted to Mr. Philippe SALLE and Mrs Sophie ZURQUIYAH are reminded here under. Unlike the payment of fixed remuneration items, payment of variable and exceptional remuneration items will be subject to the approval of the General Meeting.

**REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO
SHAREHOLDERS' APPROVAL**

Remuneration granted or paid to Mr. Philippe SALLE, Chairman of the Board of Directors, for the 2020 fiscal year (10th resolution):

Remuneration elements put to the vote	Amounts paid for the Year-End	Amount allocated for the Year-End or Accounting valuation	Information
Fixed remuneration	€170,000.00	Not applicable	On April 26, 2018, the Board of Directors decided that Mr. SALLE would receive fixed annual remuneration of €170,000 for his duties as Chairman of the Board of Directors. This fixed remuneration on an annual basis has remained unchanged for the year 2020.
Annual variable remuneration	Not applicable	Not applicable	Mr. SALLE does not receive any variable remuneration.
Deferred variable remuneration	Not applicable	Not applicable	Mr. SALLE does not receive any deferred variable remuneration.
Multi-annual variable remuneration (cash)	Not applicable	Not applicable	Mr. SALLE does not receive any multi-annual variable remuneration.
Exceptional remuneration	Not applicable	Not applicable	Mr. SALLE does not receive any exceptional remuneration.
Stock options, performance shares, and any other long-term remuneration element	Not applicable	Not applicable	Mr. SALLE does not receive any allocation of stock options or performance shares.
Remuneration allocated to directors	€70,500 (for 2019 fiscal year)	€70,000 (for 2020 fiscal year)	On April 26, 2018, the Board of Directors decided that Mr. SALLE would receive a fixed annual amount of remuneration allocated to directors of €70,000 for his duties as Chairman of the Board of Directors. In accordance with the applicable allocation rules decided by the Board on June 25, 2020, Mr. Philippe SALLE received, in 2021 for the year 2020, a fixed amount of remuneration allocated to the Directors of €70,000. No travel indemnity was due for 2020.
Valuation of benefits of any kind	Not applicable	Not applicable	Mr. SALLE does not benefit from any benefit in kind.
Severance pay	Not applicable	Not applicable	Mr. SALLE is not entitled to any severance pay.
Non-compete indemnity	Not applicable	Not applicable	Mr. SALLE is not entitled to any non-compete indemnity.
General Benefits plan	Not applicable	€4,050	The Board of Directors, at its meeting of April 26, 2018, authorised, in accordance with the procedure applicable to regulated agreements and provided for in Articles L. 225-38 <i>et seq.</i> of the French Commercial Code and the articles of the same code applicable to "listed" companies (Articles L. 22-10-1

			et seq.), the extension to Mr. SALLE of the general compulsory benefits plan of the Group applicable to all employees. This benefit was ratified by the General Meeting held on June 16, 2020. For 2020, the amount corresponding to the expense borne by the Company under this scheme represents €4,050 for Mr. SALLE.
Supplementary pension plan	Not applicable	Not applicable	Mr. SALLE does not benefit from a supplementary pension plan.

Remuneration granted or paid to Mrs. Sophie ZURQUIYAH, Chief Executive Officer, for the 2020 fiscal year (11th resolution):

Remuneration elements put to the vote	Amounts paid for the Year-End	Amount allocated for the Year-End or Accounting valuation	Information
Fixed remuneration	€630,000.00	Not applicable	On April 26, 2018, the Board of Directors decided that Mrs. ZURQUIYAH would receive a fixed annual remuneration of €630,000 for her duties as Chief Executive Officer. This fixed remuneration on an annual basis has remained unchanged for the year 2020.
Annual variable remuneration (Payment of the annual variable remuneration is subject to approval by the Shareholders' Meeting convened for May 12, 2021 under the conditions provided for in Article L. 22-10-34, II of the French Commercial Code)	€948,780.00 (for 2019 fiscal year)	€210,000.00 (for 2020 fiscal year)	<p>Mrs. ZURQUIYAH receives a variable remuneration subject to fulfilling qualitative objectives (representing one third of variable remuneration) and quantifiable objectives (representing two thirds of variable remuneration). The quantifiable criteria are based on fulfilling the Group's budgetary objectives, set by the Board of Directors. Her target amount is set to 100% of her fixed remuneration.</p> <p>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.</p> <p>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.</p> <p>The other criteria were not reviewed by the Board and the financial targets remained the same as those initially set for the 2020 fiscal year.</p> <p>The quantifiable criteria (financial objectives) are as follows:</p> <ul style="list-style-type: none"> - Group's Net Cash Flow (25% weighting); - EBITDA free assets (25% weighting); - Group's external turnover (25% weighting); and - Operating income (25% weighting). <p>The qualitative criteria (non-financial objectives) are focused on:</p> <ul style="list-style-type: none"> - Covid-19 crisis management and strategic

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			<p>plans (50% weighting);</p> <ul style="list-style-type: none"> - Group organization and human resources management (20% weighting); - Group's operational performance (20% weighting); - HSE/Sustainable development (10% weighting). <p>On the basis of fulfilling the above qualitative and quantifiable criteria and the financial statements for the year 2020, and upon recommendation of the Appointment, Remuneration and Governance Committee, the Board of Directors, at its meeting of March 4, 2021, set this variable remuneration at €210,000. This payment corresponds to an overall fulfilment rate of 33.33% of the objectives (out of a possible maximum of 166,67%). This rate is applied to the target amount of variable remuneration (corresponding to 100% of the annual fixed remuneration of Mrs. ZURQUIYAH). Payment of this remuneration will be subject to the approval by the General Meeting of May 12, 2021.</p>
Deferred variable remuneration	Not applicable	Not applicable	Mrs. ZURQUIYAH does not receive any deferred variable remuneration.
Exceptional remuneration	Not applicable	Not applicable	Mrs. ZURQUIYAH did not receive any exceptional remuneration in 2020.
Remuneration allocated to directors	Not applicable	Not applicable	Mrs. ZURQUIYAH does not receive any remuneration allocated to directors.
General Benefits plan	Not applicable	€4,502.00	<p>The Board of Directors, at its meeting of April 26, 2018, approved, in accordance with the procedure applicable to regulated agreements and provided for in Articles L. 225-38 <i>et seq.</i> of the French Commercial Code and the articles of the same code applicable to "listed" companies (Articles L. 22-10-1 <i>et seq.</i>), the extension to Mrs. ZURQUIYAH of the general compulsory benefits plan of the Group applicable to all employees.</p> <p>This commitment was ratified by the General Meeting of June 16, 2020 (13th resolution).</p> <p>For 2020, the amount corresponding to the expense borne by the Company under this scheme represents €4,502 for Mrs. ZURQUIYAH.</p>
International medical insurance	Not applicable	€22,259.00	<p>In accordance with the provisions of Articles L. 225-38 <i>et seq.</i> of the French Commercial Code and the articles of the same code applicable to "listed" companies (Articles L. 22-10-1 <i>et seq.</i>), the Board of Directors, at its meeting of April 26, 2018, approved the conclusion of an international medical insurance contract for the benefit of Mrs. ZURQUIYAH.</p> <p>This commitment was ratified by the General Meeting of June 16, 2020 (13th resolution).</p> <p>For 2020, the amount corresponding to the expense borne by the Company under this contract is €22,559 (US\$25,651 converted in</p>

			euros on the basis of an average conversation rate for the year 2020 of 0,8795).
Valuation of benefits of any kind	Not applicable	€9,600	The Board of Directors, at its meeting of April 26, 2018, decided that for her duties as Chief Executive Officer, Mrs. ZURQUIYAH would benefit from a company car, the reinstatement of which cannot give rise to a benefit in kind greater than an annual amount of €11,880.
	Not applicable	€11 261	In accordance with the procedure applicable to regulated agreements and provided for in Articles L. 225-38 <i>et seq.</i> and the articles of the same code applicable to “listed” companies (articles L. 22-10-1 <i>et seq.</i>) of the French Commercial Code, the Board of Directors, at its meeting of April 26, 2018, authorised the conclusion of an individual insurance covering loss of employment with the GSC for the benefit of Mrs. ZURQUIYAH. This guarantee provides for the payment of a maximum percentage of 14.36% of Mrs. Sophie ZURQUIYAH's target remuneration in 2020 (i.e. €180,998) over a period of 12 months. This commitment was ratified by the General Meeting of June 16, 2020 (13 th resolution).
Remuneration allocated to Directors	Not applicable	Not applicable	Mrs. ZURQUIYAH does not receive any remuneration allocated to the Directors.
Multi-annual variable remuneration (cash)	Not applicable	Not applicable	No multi-annual variable remuneration plan was implemented by the Company during the 2020 financial year.
Stock options, performance shares, and any other long-term remuneration element (Valuation according to the method used for the consolidated accounts for the 2020 financial year)		Stock options: €147,600.00	<p>During its meeting of June 25, 2020, and on the basis of the 17th resolution of the General Meeting held on June 16, 2020, the Board of Directors allocated 360,000 stock options to Mrs. ZURQUIYAH, i.e. 0.05% of the share capital of the Company on the date of allocation.</p> <p>The vesting of rights is subject to the condition of presence in June 2023 (i.e. 3 years from the grant by the Board of Directors).</p> <p>The acquisition of the shares is subject to the fulfilment of three performance conditions assessed over the vesting period relating to:</p> <ul style="list-style-type: none"> - the fulfilment of a performance condition relating to a growth in the CGG stock market price over the acquisition period, of the PHLX Oil Service SectorSM (OSXSM) index, calculated on the acquisition date (first tranche giving rise to the acquisition of 50% of the rights): <ul style="list-style-type: none"> - a growth of the CGG share equal or above 80% and below 100% of the benchmark index will result in the definitive acquisition of 50% of the options of this first tranche, - a growth greater than or equal to 100% will result in the definitive acquisition of 100% of the options of this first tranche; - achieving a cumulative Free EBITDA

			<p>objective over the acquisition period (second tranche giving rise to the acquisition of 25% of the rights; if the objective is not achieved, no rights are acquired);</p> <ul style="list-style-type: none"> - achieving an Average Net Debt to EBITDAS ratio objective by 2022 (third tranche giving rise to the acquisition of 25% of the rights; if the objective is not achieved, no rights are acquired). <p>The fulfilment of the performance condition gives the right to the allocation of 100% of the options on the date on which this fulfilment will be noted by the Board. The exercise price of the said options is €1.10, set on the basis of the average opening price of CGG shares over the twenty (20) trading days preceding the grant. The options have a term of eight years.</p> <p>The other conditions applicable to this plan are in paragraph 4.2.2.1.B of the Universal Registration Document for 2020.</p>
		<p>Performance shares: €228,800</p>	<p>During its meeting of June 25, 2020, and on the basis of the 16th resolution of the General Meeting held on June 16, 2020, the Board of Directors allocated 220,000 performance shares to Mrs. ZURQUIYAH, i.e. 0.03% of the share capital of the Company on the date of allocation.</p> <p>Thus, the acquisition of the shares is subject to a condition of presence in June 2022 (i.e. 3 years from the grant), subject to the fulfilment of two performance conditions assessed over the vesting period relating to:</p> <ul style="list-style-type: none"> - achieving a cumulative Free EBITDA objective over the acquisition period (giving rise to the acquisition of 50% of the rights; if the objective is not achieved, no rights are acquired); - achieving an Average Net Debt to EBITDAS ratio objective by 2022 (giving rise to the acquisition of 50% of the rights; if the objective is not achieved, no rights are acquired). <p>The other conditions applicable to this plan are in paragraph 4.2.2.1.B of the Universal Registration Document for 2020.</p>
Supplementary pension plan	Not applicable	€12,341	<p>In accordance with the procedure applicable to regulated agreements and provided for in Articles L. 225-38 <i>et seq.</i> and the articles of the same code applicable to “listed” companies (Articles L. 22-10-1 <i>et seq.</i>) of the French Commercial Code, the Board of Directors, at its meeting of April 26, 2018, authorised the extension to Mrs. ZURQUIYAH of the collective defined-contribution funded pension plan implemented for the Group’s executives since January 1, 2005.</p> <p>The contribution is calculated with reference to the Annual Social Security Ceiling:</p> <ul style="list-style-type: none"> - tranche A – up to 1 Annual Social Security

			<p>Ceiling: 0.5% employee contribution and 1% employer contribution;</p> <ul style="list-style-type: none"> - tranche B – between 1 and 4 Annual Social Security Ceilings: 2% employee contribution and 3% employer contribution; - tranche C – between 4 and 8 Annual Social Security Ceilings: 3.5% employee contribution and 5% employer contribution. <p>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 (company car). As a matter of principle, this base excludes any other remuneration element. For 2020, the amount corresponding to the expense borne by the Company under this scheme represents €12,341 for Mrs. Sophie ZURQUIYAH.</p> <p>This commitment was ratified by the General Meeting of June 16 2020 (13th resolution).</p>
Contractual termination indemnity	No amount paid to Mrs. ZURQUIYAH for the 2020 financial year	No amount allocated to Mrs. ZURQUIYAH for the 2020 financial year	<p>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.</p> <p>The Board of Directors meeting on March 5, 2020 amended the terms of these benefits.</p> <p>They now have the following characteristics:</p> <p>Mrs. Sophie ZURQUIYAH benefits from a contractual termination indemnity in the event of revocation and 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 shall be made in the event of serious or gross misconduct regardless of the reason for leaving.</p> <p>The payment of the contractual termination indemnity will depend on the average achievement rate 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:</p> <ul style="list-style-type: none"> a) If the average achievement rate is less than 80%, no contractual termination indemnity will be paid; b) 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; c) If the average achievement rate is equal to or greater than 90%, the contractual termination indemnity will be due on a

			<p>straight-line basis between 90% and 100% of its amount.</p> <p>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-compete commitment.</p> <p>The aggregate of the contractual termination indemnity and the non-compete 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 termination indemnity would be reduced by the amount of this cap.</p> <p>The Annual Reference Remuneration consists exclusively of the annual fixed remuneration received during the twelve rolling months prior to the notice date, plus the annual average of the variable remuneration due for the last three financial years ended prior to the departure date or beginning of the notice period, if applicable.</p> <p>At its meeting on March 5, 2020, the Board of Directors authorized, in accordance with the procedure applicable to regulated agreements provided for in Articles L. 225-38 <i>et seq.</i> and the articles of the same code applicable to "listed" companies (articles L. 22-10-1 <i>et seq.</i>) of the French Commercial Code, the signature of an agreement formalizing these changes. The agreement concluded in this respect on March 6, 2020 has been approved by the General Meeting of June 16, 2020 (7th resolution).</p> <p>It is specified that, the Board of Directors must acknowledge, prior to the payment of the special termination indemnity, (i) that the performance conditions described above have been met and (ii) that the contractual termination indemnity complies with the Corporate Governance Code in force at the date of the departure of the person concerned.</p>
Non-compete commitment indemnity	No amount paid to Mrs. ZURQUIYAH for the 2020 financial year	No amount allocated to Mrs. ZURQUIYAH for the 2020 financial year	<p>Mrs. ZURQUIYAH has a non-compete commitment applicable 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 she participated within the CGG Group.</p> <p>In consideration for this commitment for a period of 18 months from the date of the termination of</p>

			<p>Mrs. ZURQUIYAH's duties, she would receive remuneration corresponding to 100% of her Annual Reference Remuneration.</p> <p>The Board of Directors' meeting of December 11, 2019 authorized the modification of the terms of payment of the commitment in order to bring it into compliance, in particular, with the recommendations of the AFEP-MEDEF Code and the provisions resulting from Order no. 2019-1234 of November 27, 2019 and the decree of the same date adopted for its application, and the signature of an agreement formalizing these modifications.</p> <p>Pursuant to these amendments, the allowance will be paid in instalments and will not be payable when the person concerned claims his or her pension rights and, in any event, beyond the age of 65.</p> <p>The agreement concluded in this respect on March 6, 2020 has been approved by the General Meeting of June 16, 2020 (7th resolution).</p>
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Twelfth, thirteenth and fourteenth resolutions

(Approval of the remuneration policies applicable to the Corporate Officers (including the Directors, the Chairman of the Board and the Chief Executive Officer), pursuant to their office, for the 2021 financial year)

The purpose of the **12th, 13th and 14th resolutions** is to submit to the General Meeting the remuneration policies applicable to the Directors, the Chairman of the Board and the Chief Executive Officer, in 2021 pursuant to their office, within the framework of the vote commonly called « ***ex ante*** ». These remuneration policies have been set by the Board of Directors in accordance with the provisions of article L.22-10-8 of the French Commercial Code.

The **12th resolution** is submitted to the General Meeting in order to approve the remuneration policy applicable to the Directors, pursuant to their office, for 2021. This information is presented in paragraph 4.2.1.2.c) of the 2020 Universal Registration Document.

The **13th resolution** is submitted to the General Meeting in order to approve the remuneration policy applicable to the Chairman of the Board of Directors, pursuant to his office, for 2021. This information is presented in paragraph 4.2.1.2.a) of the 2020 Universal Registration Document.

The **14th resolution** is submitted to the General Meeting in order to approve the remuneration policy applicable to the Chief Executive Officer, pursuant to her office, for 2021. This information is presented in paragraph 4.2.1.2.b) of the 2020 Universal Registration Document.

The remuneration policy proposed for 2021 does not include any substantial changes compared to the one approved by the General Meeting held on June 16, 2020 with respect to the financial year 2020.

A few minor changes have been made, notably on the following points:

- modification of the reference market for determining the Chief Executive Officer's remuneration;
- possibility of reducing the number of shares allocated to the Chief Executive Officer under the long-term remuneration plans in the event of circumstances which would make the use of equity instruments constraining;
- addition of details to the justifications to be provided in the event of a decision to maintain long-term remuneration in the case of the Chief Executive Officer's departure;

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- reduction in the amount of remuneration for the attendance to a Board or a Board Committee meeting, due to the increase in the number of meetings over the year, even though the maximum global annual amount for this purpose remains unchanged compared to 2020, i.e., €550,000 per year. As a result, the changes are as follows:

2020 remuneration policy		2021 remuneration policy	
Remuneration for attendance to a Board meeting	€4,600	Remuneration for attendance to a Board meeting	€3,570
Remuneration for attendance to a Committee meeting	€2,300	Remuneration for attendance to a Committee meeting	€1,785

Each of these changes is detailed in the relevant part of the proposed remuneration policy for the financial year 2021.

These remuneration policies are submitted to the General Meeting by the Board of Directors upon recommendation of the Appointment, Remuneration and Governance Committee. A detailed description is provided in the Report on corporate governance issued in accordance with the article L.225-37 of the French Commercial Code, presented in section 4.2.1. of our 2020 Universal Registration Document, which is available on the Company's website (www.cgg.com).

Fifteenth resolution

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

The purpose of the **15th resolution** is to authorize, in accordance with article L.22-10-62 and seq. of the French Commercial Code, the Board of Directors to purchase a maximum number of shares up to 10% of the total number of shares comprising the outstanding share capital (i.e. for information purposes 71,139,350 shares to be purchased on the date of the last registered capital on February 28, 2021, taking into account the 24,996 shares already held by the Company on that date). The maximum purchase price is set at €4.02, corresponding to a maximum investment of €285,879,703.08. It will not be possible to use this authorization during a take-over bid. The maximum number of shares that may be purchased may not at any time exceed 10% of the total number of shares that compose the capital of the Company on the day on which the authorization is used, as the acquisitions made by the Company may under no circumstances cause the Company to hold, directly or indirectly through subsidiaries, more than 10% of its share capital. Notwithstanding the above, pursuant to article L.22-10-62, 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 main objectives of this share buy-back program are the following:

- to ensure the animation of the secondary market or the liquidity of our shares through a liquidity contract entered into with an investment service provider acting in compliance with the market practice admitted by the French *Autorité des Marchés Financiers* (as amended from time to time);
- to deliver shares on the exercise of rights attached to securities giving access, immediately or in the future, to the Company's shares by redemption, conversion, exchange, presentation of a warrant or by any other means;
- retain or remit, immediately or in the future, shares in exchange for shares in connection with mergers, spin-offs or contributions, or in exchange, as payment or otherwise in the framework of external growth transactions;
- to allocate or sell shares thus acquired to employees and/or corporate officers (under the terms and conditions provided for by law), in particular with a view to the allocation of performance shares pursuant to the provisions of Articles L. 22-10-59 et seq. of the French Commercial Code, the allocation or sale of shares to employees in connection with their profit-sharing scheme or the implementation of any company or group savings plan (or similar plan) under the terms and conditions provided for by law and in particular Articles L. 3332-1 et seq. of the French Labor Code, and in general, to meet obligations related to stock option plans or other share allocations to employees or corporate officers of the Company or an associated company, or to cover a shareholding offer structured by a banking institution, or an entity controlled by

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such an institution within the meaning of article L. 233-3 of the French Commercial Code, made at the Company's request;

- to cancel the shares through a capital reduction, in the framework of the authorization in place to reduce the share capital granted by the General Meeting; and
- generally, to implement any market practice that may be admitted by the French *Autorité des Marchés Financiers* and, more generally, to carry out any other transaction in accordance with applicable regulations (in such a case, the Company will inform its shareholders by means of a press release).

The Company would suspend the execution of its share buyback program during the offer period in the event of a take-over bid on the Company's securities, except to execute it in order to satisfy a delivery of securities or a strategic transaction committed and announced before the launch of a public offer meeting the conditions laid down by the applicable regulations (offer under the so-called "normal" procedure, paid in full in cash).

This authorization would remain valid for a period of **eighteen (18) months** from the date of this Meeting.

RESOLUTIONS FALLING UNDER THE AUTHORITY OF THE EXTRAORDINARY GENERAL MEETING

The purpose of the **resolutions 16 to 24** is to implement the delegations which would enable the Board of Directors to have full powers, as the case may be, to rapidly raise the financial resources which could be necessary to face potential needs for the implementation of the Group's Strategic Plan.

These authorizations would notably enable the Board of Directors to proceed with share capital increases with or without preferential subscription rights based on the opportunities offered by the financial markets in the best interests of the Company and its shareholders.

These authorizations would, of course, not be unlimited. First, each of these authorizations would only be issued for a limited period of time (as indicated below). Moreover, the Board of Directors could exercise this capital increase option only within the limits of strictly determined ceilings beyond which the Board of Directors could no longer increase the capital without convening a new General Meeting of shareholders. These ceilings are listed below. In any event, the total amount of the capital increases to be carried out under the authorizations submitted to this meeting may not exceed a maximum of 50% of the share capital as of February 28, 2021, it being reminded that a sub-ceiling of 10% of this capital would be applicable to the authorizations relating to capital increases to be carried out without preferential subscription rights.

In addition, the maximum nominal amount of issues of securities in the form of debt securities giving access to the share capital to be issued under each of the 17th, 18th, 19th, 20th, 21st and 23rd resolutions may not exceed the overall ceiling of €50 million.

If the Board of Directors made use of a delegation of powers granted by this General Meeting, it would draw up, where appropriate and in accordance with the law and regulations, at the time of its decision, a complementary report describing the final terms of the transaction and indicating its impact on the situation of holders of shares or securities giving access to capital, in particular as regards their share of equity. This report and, where appropriate, that of the Statutory Auditors would be made available to the holders of shares or securities giving access to the capital and then brought to their knowledge at the nearest subsequent General Meeting.

The Board of Directors will not be entitled to use these delegations of authority, without prior approval of the General Meeting, from the filing by a third party of a public offer project over the Company's shares, and until the end of the offer period.

These resolutions would cancel and replace any authorizations that may still be in force, for their unused portion.

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SHAREHOLDERS' APPROVAL**

Sixteenth resolution

Delegation of authority to the Board of Directors to increase the share capital through the incorporation of reserves, profits or premiums

Through the **16th resolution**, we submit for your approval the authorization given to the Board of Directors to increase the share capital by incorporation of reserves, profits or share premiums within the limit of a nominal amount of €711,393.50, i.e. **10% of the share capital** as of February 28, 2021, it being specified that this amount will be deducted from the overall ceiling of €3,556,967.51 provided for in the 17th resolution.

The existence of a separate and autonomous ceiling applicable to the 16th resolution is justified by the completely different nature of the incorporation of reserves and other items, since these take place either through the free allocation of shares to shareholders or through an increase in the nominal value of existing shares, i.e. without dilution for shareholders and without any change in the volume of the Company's shareholders' equity.

This authorization would remain valid for a period of **twenty-six (26) months** from the date of this Meeting.

Seventeenth resolution

(Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities granting access to other equity securities and/or granting the right to the allotment of debt securities and/or securities granting access to equity securities to be issued, with preferential subscription right in favor of holders of existing shares)

The purpose of the **17th resolution** is to grant a global delegation allowing the Board of Directors to issue shares and/or equity securities granting access to other equity securities and/or granting the right to the allotment of debt securities and/or securities granting access to equity securities to be issued, with preferential subscription right, within the limit of a nominal amount of capital increase of €3,556,967.51, (i.e., for information purpose, **50% of the share capital** as of February 28, 2021).

Holders of existing shares shall have an irreducible preferential right to subscribe for the new shares or securities so issued, in proportion to the number of shares they then own, as well as a reducible right to subscribe, should the Board grant them the faculty to do so.

As a reminder, the maximum nominal amount of issues of securities in the form of debt securities giving access to the share capital under this resolution may not exceed €50 million.

This authorization would remain valid for a period of **twenty-six (26) months** from the date of this Meeting.

Eighteenth resolution

(Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities granting access to other equity securities and/or granting the right to the allotment of debt securities and/or securities granting access to equity securities to be issued, without preferential subscription right, within the scope of public offerings other than the ones referred to in article L. 411-2 of the French Monetary and Financial Code)

The purpose of the **18th resolution** is to grant a global delegation allowing the Board of Directors to issue shares and/or equity securities granting access to other equity securities and/or granting the right to the allotment of debt securities and/or securities granting access to equity securities to be issued, without preferential subscription right, through public offering other than the ones referred to in article L. 411-2 of the French Monetary and Financial Code.

These securities may notably be issued in order to compensate, in whole or in part, shares which may be contributed to the Company in the course of a public exchange offer, carried out in France or abroad according to local regulations (for e.g. within the scope of a "reverse merger"), and relating to securities covered by the terms and conditions set in article L.22-10-54 of the French Commercial Code.

The nominal amount of the capital increases which may result from such issue, either immediately or in the future, pursuant to this resolution, may not exceed €711,393.50 (i.e., for information purpose, **10% of the share capital** as of February 28, 2021), it being specified that this maximum nominal amount will be common with the one applying to the 19th, 20th, 21st and 23rd resolutions submitted to this General Meeting, and shall be allocated to the global nominal limit of €3,556,967.51 referred to in the 17th resolution.

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Pursuant to article L.22-10-51 of the French Commercial Code, the Board of Directors may grant a priority subscription period to shareholders to subscribe to securities, with irreducible or, as the case may be, reducible right, without giving rise to the creation of negotiable rights in accordance with applicable laws and regulations.

The issue price of the securities granting access to the share capital shall be such that the sum received immediately by the Company increased, as the case may be, by any sum that the Company may perceive subsequently be, for each Company share issued following the issue of such securities, at least equal to the minimum amount applicable in accordance with current laws and regulations on the date of issue (i.e., as of the date of convening this General Meeting, the weighted average of the price of the Company's share in the last three trading sessions on the Euronext Paris regulated market preceding the fixing of the issue price, possibly reduced by a maximum discount of 10%).

As a reminder, the maximum nominal amount of issues of securities in the form of debt securities giving access to the share capital under this resolution may not exceed €50 million, it being specified that this amount will be deducted from the overall ceiling of €50 million euros for in the 17th resolution.

This authorization would remain 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 issuing shares, and/or equity securities granting access to other equity securities and/or granting right to the allotment of debt securities and/or securities granting access to equity securities to be issued, within the scope of public offerings referred to in article L. 411-2 1° of the French Monetary and Financial Code)

The purpose of the **19th resolution** is to grant a global delegation allowing the Board of Directors to issue shares and/or equity securities granting access to other equity securities and/or granting the right to the allotment of debt securities and/or securities granting access to equity securities to be issued, without preferential subscription right, by way of public offerings referred to in article L.411-2 1° of the French Monetary and Financial Code.

The nominal amount of the capital increases which may result from such issue, either immediately or in the future, pursuant to this resolution, may not exceed €711,393.50 (i.e., for information purpose, **10% of the share capital** as of February 28, 2021), it being specified that this amount may not exceed the limit provided for by applicable law at the issue date (i.e. on this date, 20% of the share capital over a twelve (12) month period) and shall be allocated (i) to the nominal limit of €711,393.50 provided for capital increases without preferential subscription right referred to in the 18th resolution and (ii) to the global nominal limit of €3,556,967.51 provided for capital increases referred to in the 17th resolution.

The issue price of the securities granting access to the share capital shall be such that the sum received immediately by the Company increased, as the case may be, by any sum that the Company may perceive subsequently be, for each Company share issued following the issue of such securities, at least equal to the minimum amount applicable in accordance with current laws and regulations on the date of issue (i.e., as of the date of convening this General Meeting, the weighted average of the price of the Company's share in the last three trading sessions on the Euronext Paris regulated market preceding the fixing of the issue price, possibly reduced by a maximum discount of 10%).

As a reminder, the maximum nominal amount of issues of securities in the form of debt securities giving access to the share capital under this resolution may not exceed €50 million, it being specified that this amount will be deducted from the overall ceiling of €50 million euros for in the 17th resolution.

This authorization would remain valid for a period of **twenty-six (26) months** from the date of this Meeting.

**REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO
SHAREHOLDERS' APPROVAL**

Twentieth resolution

(Authorization granted to the Board of Directors to fix the issue price pursuant to the procedure laid down by the General Meeting, in case of issue without preferential subscription right, according to the 18th and 19th resolutions, within the limit of 10% of the share capital per year)

The purpose of the **20th resolution** is to grant a global delegation allowing the Board of Directors, in the event of an issue carried out in the framework of the authorizations granted pursuant to the 18th and 19th resolutions, and within the limit of 10% of the share capital per year, to determine the issue price. The issue price will be at least equal to the weighted average price of the Company's share on the Euronext Paris regulated market on the day preceding the date of fixing of the issue price, possibly reduced by a maximum discount of 10%.

The purpose of using this delegation is to enable the Company, taking into account the volatility of the market, to take advantage of possible opportunities to issue shares or securities where market conditions do not permit an issue to be made under the price conditions set by the 18th and 19th resolutions.

As a reminder, the maximum nominal amount of issues of securities in the form of debt securities giving access to the share capital under this resolution may not exceed €50 million, it being specified that this amount will be deducted from the overall ceiling of €50 million euros for in the 17th resolution.

This authorization would remain valid for a period of **twenty-six (26) months** from the date of this Meeting.

Twenty-first resolution

(Authorization granted to the Board of Directors in order to increase the number of securities to be issued by the Company in the event of a share capital increase with or without preferential subscription right pursuant to its 17th, 18th and 19th resolutions)

Through the **21st resolution**, we propose the shareholders to authorize the Board of Directors, in the event of an issue with or without preferential subscription rights pursuant to the 17th, 18th and 19th resolutions, to increase the number of shares to be issued by the Company, in order to meet the surplus demand in accordance with the legislative and regulatory provisions i.e., as of today, within thirty (30) days as from the end of the subscription period.

It is specified that the total nominal amount of the capital increases likely to be made under the 21st resolution would be allocated on the limit provided for in the resolution pursuant to which the issue is decided.

As a reminder, the maximum nominal amount of issues of securities in the form of debt securities giving access to the share capital under this resolution may not exceed €50 million, it being specified that this amount will be deducted from the overall ceiling of €50 million euros for in the 17th resolution.

This authorization would remain valid for a period of **twenty-six (26) months** from the date of this Meeting.

Twenty-second resolution

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

In order to comply with the statutory obligation that arises when a share capital increase (or a delegation to carry out a share capital increase) is submitted to the General Meeting, we suggest that you delegate to the Board of Directors, pursuant to the **22nd resolution**, your authority to increase, on one or several occasions, in proportion and on the time periods determined by the Board of Directors, both in France and abroad, the share capital of the Company by issue of shares or securities granting access to the share capital reserved to 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 laws, for a maximum percentage that cannot exceed €142,278.70 (i.e., for information purpose, **2% of the share capital of the Company as of February 28, 2021**) (excluding share premium), it being specified that this amount shall be deducted from the global limit of €3,556,967.51 set forth in the 17th resolution submitted to this General Meeting.

We draw your attention to the fact that as of December 31, 2020, in the context of the existing Company Savings Plan, the employees held 0.00004 % of the share capital and 0.00008 % of the voting rights.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO SHAREHOLDERS' APPROVAL

The Board of Directors would 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, would not exceed the limits provided for by the law and regulations.

The issue price for the new shares and for other securities giving access to the Company's share capital would 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 (20) trading days preceding the date of the decision of the Board of Directors, or its delegate, setting the opening date of subscriptions, would not exceed 30%.

We suggest that you expressly authorize 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.

The characteristics of the other securities with deferred access to the share capital of the Company would be determined by the Board of Directors in accordance with applicable regulations.

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 would be waived in favor of the members of the Company Savings Plan. The removal of the preferential subscription right submitted to your approval is necessary to comply with articles L. 3332-18 to L. 3332-24 of the French Labor Code.

It is also proposed to grant full powers to the Board of Directors (with the right to sub delegate such powers, in accordance with applicable law and the terms of this resolution), in order to implement this delegation.

This authorization would remain valid for a period of **twenty-six (26) months** from the date of this Meeting.

Twenty-third resolution

(Delegation of authority to the Board of Directors to increase the share capital by issuing shares, and/or equity securities granting access to other equity securities and/or granting right to the allotment of debt securities and/or securities granting access to equity securities to be issued, in consideration of contributions in kind within a limit of 10% of the share capital)

The **23rd resolution** authorizes the Board of Directors to increase the share capital, by issuing shares, and/or equity securities granting access to other equity securities and/or granting right to the allotment of debt securities and/or securities granting access to equity securities to be issued, as compensation of contributions in kind granted to the Company and made of shares or other securities giving access to the share capital, in the event that the provisions of article L.22-10-54 of the French Commercial Code are not applicable, within the limit of a nominal amount of capital increase of € 711,393.50 (i.e., for information purpose, **10% of the share capital** as of February 28, 2021) it being specified that this amount shall be allocated to (i) the nominal limit of €711,393.50 relating to the share capital increase without preferential subscription right set in the 18th resolution submitted to this Meeting and (ii) the global nominal limit of €3,556,967.51 referred to in the 17th resolution submitted to this Meeting.

The issue of ordinary shares or securities giving access to the Company's capital would be made without granting any preferential right of subscription in favor of the shareholders.

As a reminder, the maximum nominal amount of issues of securities in the form of debt securities giving access to the share capital under this resolution may not exceed €50 million, it being specified that this amount will be deducted from the overall ceiling of €50 million euros for in the 17th resolution.

This authorization would remain valid for a period of **twenty-six (26) months** from the date of this Meeting.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO SHAREHOLDERS' APPROVAL

Twenty-fourth resolution

(Authorization granted to the Board of Directors in order to reduce the Company's share capital by canceling treasury shares)

In the **24th resolution**, we propose the shareholders to authorize the Board of Directors to reduce the share capital through the cancellation, within the limit of 10% of the share capital per twenty-four (24) month period, in one or more times, of all or part of the treasury shares of the Company acquired as part of a redemption program authorized by the General Meeting.

As a consequence, the Board of Directors would have all powers to carry out the cancellation and capital reduction transaction(s) that could be made under this authorization, to amend the statutes accordingly and to carry out all formalities.

This authorization would remain valid for a period of **twenty-six (26) months** from the date of this Meeting.

Twenty-fifth to Thirtieth resolutions

(Amendments to the Company's Articles of Association)

The **25th to 30th resolutions** relate to the various amendments to the Company's Articles of Association proposed by the Board of Directors, mainly in order to update the corporate purpose in line with the diversification objectives pursued by the Board of Directors and to update or simplify the Articles of Association in force.

The **25th resolution** aims at updating the Company's corporate object referred to in Article 2 of the Articles of Association, in order to reflect the current strategic approach to diversifying activities outside the oil and gas industry.

The **26th resolution** is to amend Article 8.5 of the Articles of Association in order to refer to the internal regulations of the Board of Directors concerning the number of shares to be held by the Company's Directors. As currently drafted, Article 8.5 of the Articles of Association requires Directors to hold 1 share of the Company. Nevertheless, the internal rules and regulations of the Board of Directors (available on the Company's website (www.cgg.com)), in their current Article 2.10, state an obligation for Directors to hold 20,000 shares. By this resolution, it is proposed that Article 8.5 of the Articles of Association refer directly to the provisions of the internal rules and regulations, so that the number of shares to be held is consistent amongst the various legal documents governing the Company's operations.

The purpose of the **27th resolution** is to replace the reference to the "*tribunal de grande instance*" by "*tribunal judiciaire*" in Articles 8.6 and 21 of the Articles of Association, in order to align these with the new organization set up by the reform of the French judicial organization published on March 23, 2019.

The **28th resolution** aims at including a reference to the consideration of the social interest and the social and environmental stakes of the Company's business in the description of the role of the Board of Directors (Article 8.7 of the Articles of Association).

The purpose of the **29th resolution** is to amend Article 14.6 of the Articles of Association in order to simplify the wording relating to the procedures to attend and vote at general meetings. It is proposed to make a reference, as far as possible, to the applicable legal or regulatory provisions. This would allow to have our articles of association in line with the law or regulations, even if these may change.

The **30th resolution** is intended to simplify the wording of Article 17 of the Articles of Association, relating to the statutory auditors, by also making a reference to the applicable legal or regulatory provisions. This would allow to have our Articles of Association in line with the law or regulations, even if these may change.

**REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO
SHAREHOLDERS' APPROVAL**

**RESOLUTIONS FALLING UNDER THE AUTHORITY OF THE ORDINARY AND THE EXTRAORDINARY
GENERAL MEETING**

Thirty-first resolution
(Powers for formalities)

The **31st resolution** is a standard resolution granting necessary powers to proceed with publication and formalities required by French law after the meeting.

The tables summarizing the status of the delegations and financial authorization in force during 2020 are set forth in **Appendix 1.**

The table summarizing the delegations and financial authorization proposed to this General Meeting is set forth in **Appendix 2.**

PRACTICAL INFORMATION

PLACE WHERE THE COMBINED GENERAL MEETING WILL BE HELD

In the context of the health crisis due to the outbreak of Covid-19, and in accordance with the provisions of Ordinance n°2020-321 of March 25, 2020 extended and amended by Ordinance n°2020-1497 of December 2, 2020, Decree n°2020-418 of April 10, 2020 extended and amended by Decree n°2020-1614 of December 18, 2020 and Decree n°2021-255 of March 9, 2021, and having considered the current health restrictions, the 2021 Combined General Meeting of the Company will be held behind closed doors, excluding the physical presence of shareholders and other persons entitled to attend at the registered office of the Company at 27 avenue Carnot, 91300 Massy, France.

Therefore, CGG will not be hosting an audience on the day of this Combined General Meeting.

You are invited to vote in advance of the Combined General Meeting by mail using the voting form, by electronic vote or by giving a proxy to a third party⁴ or to the Chairman pursuant to the rules described in this brochure. No admittance card will be issued for this Combined General Meeting.

TO GET ADDITIONAL INFORMATION

You can be provided with any document relating to the Combined General Meeting:

- * On the Company's website: www.cgg.com
- * At the Company's registered office: CGG, Legal Department, 27 avenue Carnot, 91300 Massy
- * By the Company's Investors Relations' Department:
 - o By email: invrelparis@cgg.com
 - o By phone: +33.1.64.47.38.11

⁴ The third parties appointed as proxy, as the shareholders, will not be entitled to attend the meeting in person. They will only be entitled to vote by post on behalf of the shareholder who appointed them.

REQUEST FOR ADDITIONAL DOCUMENTS AND INFORMATION

REQUEST FOR ADDITIONAL DOCUMENTATION

To be sent to CGG
Legal Department
27 avenue Carnot, 91300 MASSY

I, the undersigned:

(Name & Surname)

(Address)

Owner of _____ share(s):

- under registered form,
- under the bearer form or under the registered form but through an accredited financial intermediary⁵

Hereby request the Company **CGG** to send me, in view of the Combined General Meeting to be held on May 12, 2021, the documents listed in section R.225-83 of the French Commercial code.

These documents are also available on the Company's website (www.cgg.com).

In _____, on __ / __ / 2021

NOTA : "In accordance with the provisions of paragraph 3 of article R.225-88 of the French Commercial Code, any registered Shareholder may, by a single request, obtain from the Company the documents referred to in article R.225-83 of said Code on the occasion of each of the Meetings to be held after the abovementioned Meeting. "

⁵ Indication of the bank, the financial institution or the on-line broker, etc. account-keeper (the shareholder has to attest of such quality by sending a statement of holdings delivered by the authorized financial intermediary).

APPENDIX 1: TABLES SUMMARIZING THE STATUS OF THE DELEGATIONS AND FINANCIAL AUTHORIZATION IN FORCE DURING 2020

	Authorizations in force in 2020			
	Resolution number – General Meeting	Period	Maximum authorized amount	Use of the authorization in 2020
SHARE CAPITAL INCREASES				
With preferential subscription right	18 th – GM 05/15/2019	26 months	€3,549,737 ^(a) , i.e. 50% of the Company's share capital as of the date of convening of the General Meeting	None
Without preferential subscription right, within the scope of public offerings	19 th – GM 05/15/2019	26 months	€709,947 ^(b) , i.e. 10% of the Company's share capital as of the date of convening of the General Meeting	None
Without preferential subscription right, within the scope of private placements referred to in Article L. 411-2-II of the French Monetary and Financial Code	20 th – GM 05/15/2019	26 months	€709,947 ^(b) , i.e. 10% of the Company's share capital as of the date of convening of the General Meeting	None
Increase of the number of securities to be issued by the Company in the event of a share capital increase with or without preferential subscription right	22 nd – GM 05/15/2019	26 months	15% of the initial issue	None
In consideration of contributions in kind	24 th – GM 05/15/2019	26 months	€709,947 ^(b) , i.e. 10% of the Company's share capital as of the date of convening of the General Meeting	None
Increase of capital, reserving the subscription of the shares to be issued to members of a Company savings plan (" <i>Plan d'Épargne Entreprise</i> ") ^(c)	18 th – GM 06/16/2020*	26 months	2% of the Company's share capital as of the date of the General Meeting	None
	23 rd – GM 05/15/2019	26 months	€141,990 ^(b) i.e. 2% of the Company's share capital as of the date of convening of the General Meeting	None
STOCK-OPTIONS AND PERFORMANCE SHARES				
Stock-options	17 th – GM 06/16/2020: Allocation to the employees and corporate officers*	26 months	0.60% of the share capital on 06/16/2020, with a sub-ceiling of 0.11% of the share capital on 06/16/2020 for senior executive officers No discount	<u>06/25/2020</u> : allocation of 2,268,512 stock-options, representing a total of 0.320% of the share capital as of 06/16/2020

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				(including 0.051% for the CEO)
	17 th – GM 04/26/2018: Allocation to the employees and corporate officers	26 months	Maximum number of 15,746,813 stock-options	None
Performance shares	16 th – GM 06/16/2020: Allocation to the employees and corporate officers*	26 months	0.634% of the share capital 06/16/2020, with a sub-ceiling of 0.071% of the share capital on 06/16/2020 for senior executive officers	06/25/2020: allocation of 1,953,148 performance shares, representing a total of 0.275% of the share capital on 06/16/2020 (including 0.031% for the CEO)
	18 th – GM 04/26/2018: Allocation to the employees and corporate officers	26 months	Maximum number of 6,928,598 performance shares	None
SHARE BUY-BACK PROGRAM				
Share repurchase	15 th – GM 06/16/2020	18 months	10% of the share capital Maximum amount: €4.02 per share	None
CAPITAL REDUCTIONS				
Share cancellation	20 th – GM 06/16/2020*	18 months	10% of the share capital	None
	25 th – GM 05/15/2019	18 months	10% of the share capital	None
<p>(a) Aggregate ceiling for share capital increases, any operations considered, to the exception of stock-options and performance shares allocations.</p> <p>(b) To be deducted from the aggregate ceiling of €3,549,737 set forth in the 18th resolution of the General Meeting held on May 15, 2019.</p> <p>(c) Category of persons under Article L. 225-138 of the French Commercial Code.</p> <p>* Cancels and replaces, for the non-used portion, the resolutions voted in this respect during the previous General Meetings.</p>				

**APPENDIX 2: TABLE SUMMARIZING THE DELEGATIONS AND FINANCIAL AUTHORIZATION
PROPOSED TO THIS GENERAL MEETING**

<u>Resolution</u>	<u>Scope of the delegation</u>	<u>Total nominal amount</u>	<u>Duration</u>
16 th	Delegation of authority to the Board of Directors to increase the share capital through the incorporation of reserves, profits or premiums	€711,393.50 (1) (i.e. 10% of the share capital as of February 28, 2021)	26 months
17 th	Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities granting access to other equity securities and/or granting the right to the allotment of debt securities and/or securities granting access to equity securities to be issued, with preferential subscription right in favor of holders of existing shares	€3,556,967.51 (i.e. 50% of the share capital as of February 28, 2021)	26 months
18 th	Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities granting access to other equity securities and/or granting the right to the allotment of debt securities and/or securities granting access to equity securities to be issued, without preferential subscription right, within the scope of public offerings other than the ones referred to in article L. 411-2 of the French Monetary and Financial Code	€711,393.50 (1) (i.e. 10% of the share capital as of February 28, 2021)	26 months
19 th	Delegation of authority to the Board of Directors to increase the share capital by issuing shares, and/or equity securities granting access to other equity securities and/or granting right to the allotment of debt securities and/or securities granting access to equity securities to be issued, within the scope of public offerings referred to in article L. 411-2 1° of the French Monetary and Financial Code	€711,393.50 (1) (2) (i.e. 10% of the share capital as of February 28, 2021)	26 months
20 th	Authorization granted to the Board of Directors to fix the issue price pursuant to the procedure laid down by the General Meeting, in case of issue without preferential subscription right, according to the 18th and 19th resolutions, within the limit of 10% of the share capital per year	10% of the share capital per year (1) (2)	26 months
21 st	Authorization granted to the Board of Directors in order to increase the number of securities to be issued by the Company in the event of a share capital increase with or without preferential subscription right pursuant to its 17th, 18th and 19th resolutions	Limit provided by applicable law (currently 15% of the initial issue) (1) (3)	26 months
22 nd	Delegation to the Board of Directors to increase the share capital by issue of shares or securities granting access to the share capital of the Company, with removal of the shareholders' preferential subscription right, to members of a Company Savings Plan	€142,278.70 (1) (i.e. 2% of the share capital as of February 28, 2021)	26 months

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23 rd	Delegation of authority to the Board of Directors to increase the share capital by issuing shares, and/or equity securities granting access to other equity securities and/or granting right to the allotment of debt securities and/or securities granting access to equity securities to be issued, in consideration of contributions in kind within a limit of 10% of the share capital	€711,393.50 (1) (2) (i.e. 10% of the share capital as of February 28, 2021)	26 months
24 th	Authorization granted to the Board of Directors in order to reduce the Company's share capital by canceling treasury shares	10% of the share capital	26 months
<i>(1) Delegation subject to the global nominal limit of €3,556,967.51 for capital increases set in the 17th resolution (i.e. 50% of the share capital as of February 28, 2021).</i>			
<i>(2) Delegation subject to the global nominal limit of €711,393.50 for capital increases set in the 18th resolution (i.e. 10% of the share capital as of February 28, 2021).</i>			
<i>(3) Subject to compliance with the limit provided for in the resolution pursuant to which the issue is decided.</i>			

