

CGG

A French limited company (*société anonyme*) with a registered capital of 7,113,935.03 euros
Registered office: 27 avenue Carnot 91300 Massy
969 202 241 R.C.S. Evry

NOTICE OF SHAREHOLDERS' MEETING

The shareholders of CGG are hereby informed that a Combined General Meeting (ordinary and extraordinary) (the "**General Meeting**") is to be convened on Wednesday, May 12, 2021 at 10:30 a.m., behind closed doors (without the shareholders being present) at the Company's registered office, 27 avenue Carnot, 91300 Massy, in order to deliberate on the following agenda and draft resolutions:

Warning – Covid -19 pandemic

In the context of the Covid-19 pandemic and the efforts to contain its spread 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 General Meeting of the Company will be held behind closed doors, without any shareholders or any other person entitled to attend being physically present.

As a consequence, the physical convening of the General Meeting has been set aside due to the administrative measures restricting or prohibiting travel or collective gatherings for health purposes and the number of shareholders which might be present at the General Meeting of CGG.

In these conditions, shareholders will only be able to cast their vote remotely or by proxy, before the General Meeting, using the mail voting form or electronically.

The General Meeting of shareholders will be streamed (live and deferred broadcast) and the means of access to such stream will be specified on the Company's website: <https://www.cgg.com/investors/shareholder-services>.

The information referred to in Article 8-1 of Decree n°2020-418 of April 10, 2020 to be made available to the shareholders will be made public by a press release, in accordance with applicable laws and regulations.

It is specified that the rules for taking part in this General Meeting might evolve depending on the sanitary and/or legal requirements. Shareholders are therefore strongly invited to regularly consult the section dedicated to the General Meeting on the Company's website <https://www.cgg.com/investors/shareholder-services>

AGENDA

ORDINARY BUSINESS

- 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 compensation of the Senior Executive 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 compensation due or granted for the 2020 financial year to Mr. Philippe SALLE, Chairman of the Board of Directors;
- Approval of the elements of compensation due or granted for the 2020 financial year to Mrs. Sophie ZURQUIYAH, Chief Executive Officer;
- Approval of the compensation policy applicable to the members of the Board of Directors for the 2021 financial year;
- Approval of the compensation policy applicable to the Chairman of the Board of Directors for the 2021 financial year;
- Approval of the compensation 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;

EXTRAORDINARY BUSINESS

- Delegation of authority to the Board of Directors in order to increase the share capital through the incorporation of reserves, profits, premiums or others;
- 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 to be issued, without preferential subscription right, within the scope of public offerings other than those referred to in article L.411-2 of the French Monetary and Financial Code;

- 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, without preferential subscription right 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 and delegation to the Board of Directors in order to reduce the share capital by canceling treasury shares;
- Amendment of the Company's articles of association in order to update the purpose of the Company ;
- 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 "*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 the 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;

ORDINARY AND EXTRAORDINARY BUSINESS

- Powers for formalities.

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.

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.

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).

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).

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:

- 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.

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

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%);
- 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.

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 71,139,350 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.

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.

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..

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 Labour 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 delegatee, 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;
- 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.

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;
- 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
<p>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 relating to the geophysical survey of the soil and subsoil in any all countries, on behalf of third parties or on its own behalf. - 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</p>	<p>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 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</u></p>

operations relating directly or indirectly to the above object without limitation or reserve.”	<p>these challenges, in any and 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.”
--	--

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

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 “[...]” 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>Article 8.6 – Board of Directors “[...]” 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>) the judicial court (<i>tribunal judiciaire</i>) in summary proceedings (<i>en la forme des référés</i>) upon application by the</p>

[...]"	majority of the members of the Board of Directors. [...]"
Article 21 – Disputes "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. [...]"	Article 21 – Disputes "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. [...]"

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
Article 8.7 – Board of Directors "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. [...]"	Article 8.7 – Board of Directors "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. [...]"

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 “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 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.</p> <p>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.</p> <p>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.</p> <p>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.</p>	<p>Article 14.6 – General rules “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> <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 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.</p> <p>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.</p> <p>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.</p>

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 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

~~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.

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.

~~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~~

<p>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.</p> <p>Any shareholder attending a Shareholders' Meeting will not be entitled to vote through a proxy or by mail.</p> <p>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.”</p>	<p>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.</p> <p>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.</p> <p>Any shareholder attending a Shareholders' Meeting will not be entitled to vote through a proxy or by mail.</p> <p>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.”</p>
--	--

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
<p>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.”</p>	<p>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.”</p>

	<p><u>“The control of the Company is exercised by Statutory Auditors who are appointed and perform their duties in accordance with the law.”</u></p>
--	--

**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.

Warning – Covid-19 pandemic

As mentioned above, in the context of the global Covid-19 pandemic and the efforts to contain its spread, having considered the current health restrictions 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 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, prior to the General Meeting, using the mail voting form or electronically.

CGG’s 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 General Meeting at the latest on the second business day prior to the date of the General Meeting.

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

The modalities of participation in the General Meeting may change according to health imperatives and/or legal requirements. Shareholders are therefore invited to regularly consult the dedicated section to the 2021 General Meeting on the Company’s website (<https://www.cgg.com/investors/shareholder-services>)

I. Preliminary formalities to attend the General Meeting

Pursuant to the provisions of section R. 22-10-28 of the French Commercial Code, in order to take part in this 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 General Meeting at 12:00 a.m. Paris time, **i.e. Monday May 10, 2021 at 12:00 a.m., Paris time.**

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.

II. Procedure for participating in the meeting

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

In order to participate in this General meeting, the shareholders can use one of the three following methods :

- 1. Vote or proxy sent by post**
- 2. Vote or proxy sent electronically**
- 3. Voting procedure for proxies other than the Chairman of the General Meeting**

1. Vote or proxy sent by post

Shareholders are strongly invited to vote remotely, prior to the General Meeting, via the single mail voting or proxy form electronically. Nevertheless, shareholders wishing to cast their vote by post or by giving proxy by using a paper form may :

Holders of registered shares (registered or administered and registered shares): complete and sign the proxy/postal voting form attached to the convening notice and send it to BNP Paribas Securities Services, CTO Assemblées, Les Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex, France.

Holders of bearer shares: request a proxy/postal voting form from the relevant authorized intermediary, as from the date of the convening of the General Meeting. 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.

In order to be taken into account, duly completed and signed postal voting forms must reach BNP Paribas Securities Services **no later than May 11, 2021 at 3:00 p.m. (Paris time)**.

Appointing or revoking a proxy other to the Chairman of the Meeting by post must be received by BNP Paribas Securities Services **no later than May 8, 2021 at 12:00 a.m. (Paris time)**.

2. Vote or proxy sent electronically

For registered shareholders (registered or administered and registered shares): holders of registered shares wishing to vote or give proxy electronically will access 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.

After logging on, registered shareholders shall follow the on-screen instructions to reach VOTACCESS where they will be able to communicate their voting instructions or proxy to the Chairman of the

General Meeting or to a proxy.

Alternatively, holders of registered shares (registered or administered and registered shares) who wish to give a proxy to the Chairman of the 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.

Holders of bearer shares : 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 address and follow the instructions indicated below.
- Holders of bearer shares whose custodian is not connected to VOTACCESS should contact their custodian to communicate their voting instructions or give power to the Chairman of the General Meeting, the custodian then being in charge of sending these instructions to BNP Paribas Securities Services.

In the event a holder of bearer shares whose custodian is not connected to VOTACCESS wishes to give a proxy, he/she should 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 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. Holders of bearer shares must ask the custodian 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 exceptionally this year, proxy voting instructions); any other unrelated requests or notifications will not be considered and/or processed.

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 General Meeting, i.e. **May 11, 2021 at 3 p.m. (Paris time)**.

The proxy given to the Chairman of the General Meeting should be received no later than **May 11, 2021 at 3 p.m. (Paris time)**.

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)**.

3. Voting procedure for proxies other than the Chairman of the General Meeting

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 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.

III. Requests for adding agenda items or draft resolutions

Requests for adding items to the meeting's agenda or draft resolutions submitted by shareholders who fulfill the conditions set forth by section R.225-73 and R. 22-10-22 of the French Commercial Code, must be sent by registered mail with acknowledgment of receipt to the Company's registered office, 27 avenue Carnot 91300 Massy, France or by email to ag2021@cgg.com. The Company must receive the requests twenty-five (calendar) days prior to the date of the General Meeting, i.e. Saturday, April 17, 2021 at the latest.

Requests for adding agenda items shall be justified. Requests for adding draft resolutions shall be accompanied by the text of the draft resolutions and, if need be, by a short summary of the justification.

Both requests must be accompanied by a statement of holdings. Examination of draft resolution or agenda item is subject to the delivery, by the authors of the request, of a new statement of holdings evidencing the registration of the shares in the same account on the second business day preceding the General Meeting at 12:00 a.m., Paris time. The date of the General Meeting being May 12, 2021, the second business day prior to the meeting at 12:00 a.m. will be Monday, May 10, 2021 at 12:00 a.m. (Paris time).

Pursuant to section R.22-10-23 of the French Commercial Code, the list of items added to the agenda and the draft resolutions presented by shareholders under the aforementioned conditions will be published without delay on the Company website, <http://www.cgg.com>. For each agenda item, the Company may also include a comment issued by the Board of Directors.

IV. Written questions

Any shareholder may submit written questions to the Board of Directors.

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

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

V. 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 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 General Meeting and during fifteen days prior to the General Meeting.

The Board of Directors

