

# NOTICE AND INFORMATION BROCHURE

Combined General Meeting

CGG

Thursday, May 4, 2023 at 10.30 a.m.

Espace Verso  
52 rue de la Victoire  
75009 Paris, France

SEE THINGS DIFFERENTLY

[cgg.com](https://cgg.com)





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Dear Shareholders,

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

**On Thursday, May 4, 2023**

**At 10.30 am (CET)**

**At the Espace Verso**

**52 rue de la Victoire**

**75009 Paris, France**

The General Meeting is a major event in the life of the Company as it offers the Shareholders the occasion to interact and receive information about the Company. Moreover, it gives the opportunity to Shareholders to vote on important issues.

You will find in this notice and information brochure all relevant and practical information you may need to participate.

Pending the meeting, the Board of Directors thanks you for your confidence in CGG.

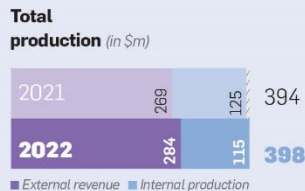


## Activities

CGG is a global technology and HPC leader that provides data, products, services and solutions in Earth science, data science, sensing and monitoring. Our unique portfolio supports our clients in efficiently and responsibly solving complex digital, energy transition, natural resource, environmental, and infrastructure challenges for a more sustainable future. CGG employs around 3,400 people worldwide

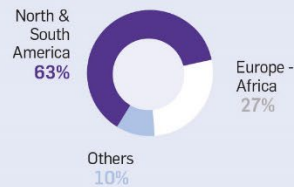
### 01 GEOSCIENCE

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

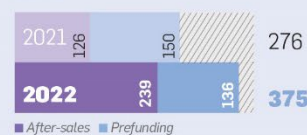


### 02 EARTH DATA

**Data library regional split**  
as of 31/12/2022



**Earth Data revenue (in \$m)**



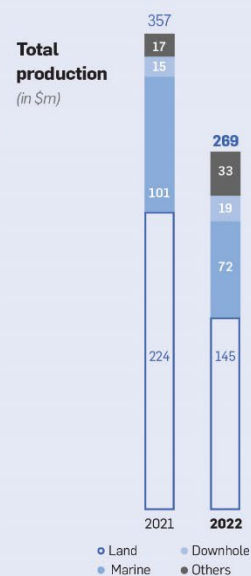
**Investments Earth Data surveys (in \$m)**



We invest in a portfolio of geographical opportunities to build a geoscience database and thrive to achieve a high prefunding for our new projects. We typically invest in the range of \$150-200 million in our surveys. At the end of 2022, we had over 1.3 billion square kilometers of high-end offshore, in the most prolific basins around the world. We own marketing rights to the data for a period of time and sell licenses to use this data to named clients who generally use it for reservoir exploration and development.

### 03 SENSING & MONITORING

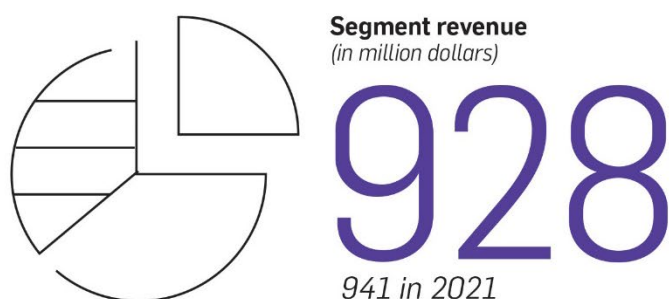
Through its subsidiary Sercel, CGG offers a full spectrum of systems, sensors and sources for seismic acquisition and downhole monitoring. Sercel sells its equipment and offers customer support services including training on a worldwide basis. Sercel manufactures in its six seismic equipment manufacturing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



# INDICATORS

## AS OF 31/12/2022

### KEY FINANCIAL INDICATORS



#### Net Debt/ Adjusted\* Segment EBITDAs



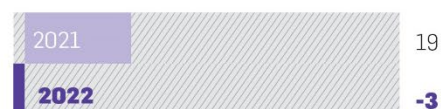
#### Adjusted\* Segment EBITDAs (in million dollars)



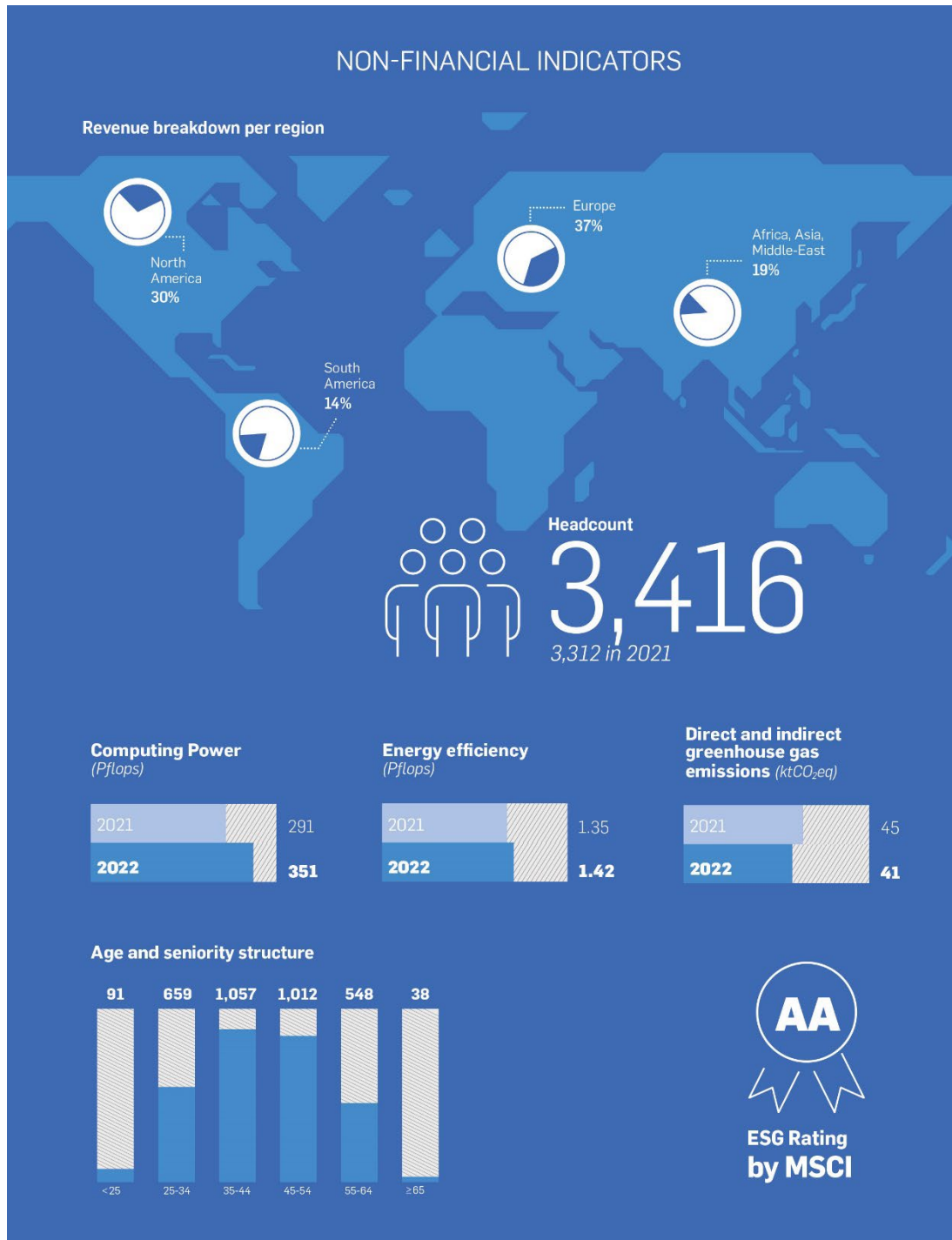
#### Adjusted\* Segment Operating Income (in million dollars)



#### Net Cash Flow before refinancing fees (in million dollars)



\* Adjusted indicators represent supplementary information adjusted for non-recurring charges and gains.



## BOARD OF DIRECTORS AND COMMITTEE MEMBERSHIP

## GOVERNANCE

Chaired by Philippe SALLE, the Board of Directors determines the orientations of the Company's and the Group's activities and ensures their implementation in accordance with its corporate interest, taking into consideration the social, environmental, cultural and sporting issues of its activity.

The functioning of the Board is governed by the Internal Regulations of the Board of Directors, which are available on the Company's website ([www.cgg.com](http://www.cgg.com)).



**Sophie ZURQUIYAH**  
CEO and Director

End of term of office: GM 2026



**Philippe SALLE**  
Chairman of the Board

End of term of office: GM 2025



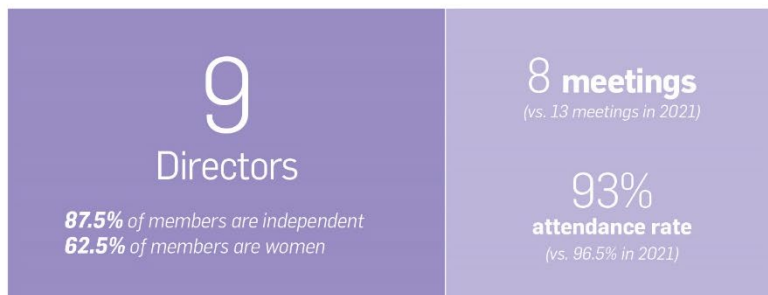
**Michael DALY**  
Director

End of term of office: GM 2025



**Patrick CHOUPIN**  
Director representing  
the employees

End of term of office: GM 2025 <sup>(1)</sup>



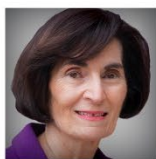
**Anne-France LACLIDE-DROUIN**  
Director

End of term of office: GM 2025



**Heidi PETERSEN**  
Director

End of term of office: GM 2024



**Colette LEWINER** \*  
Director

End of term of office: GM 2023



**Mario RUSCEV** \*  
Director

End of term of office: GM 2023



**Helen LEE BOUYGUES**  
Director

End of term of office: GM 2024

\* Director whose mandate is proposed for renewal at the 2023 General Meeting

● Independent Director

● Audit and Risk Management Committee

● Appointment, Remuneration and Governance Committee

● Investment Committee

● HSE/Sustainable Development Committee

● Chair of the Committee

(1) Patrick CHOUPIN is a director representing the employees, appointed by the Group Committee, in accordance with Article 8 of the Company's Articles of Association.



## EXECUTIVE LEADERSHIP TEAM

### Composition of the Executive Leadership team as of the date of this Document

Sophie ZURQUIYAH	Chief Executive Officer
Jérôme SERVE	Chief Financial Officer <sup>(a)</sup>
Eduardo COUTINHO	EVP Group General Counsel
Jérôme DENIGOT	EVP Group Human Resources
Hovey COX	EVP Group Marketing & Sales and Communications
Emmanuel ODIN	Chief Sustainability Officer
Peter WHITING	EVP Group Geoscience
Agnès BOUDOT	EVP HPC and Cloud Solutions <sup>(b)</sup>
Dechun LIN	EVP Group Earth Data
Emmanuelle DUBU	EVP Group Sensing & Monitoring

(a) Jérôme SERVE was appointed Chief Financial Officer on March 2, 2023 in replacement of Yuri BAIDOUKOV (see press release dated March 2, 2023).

(b) Agnès BOUDOT was appointed EVP HPC and Cloud Solutions on June 28, 2022 (see press release dated June 28, 2022).

## STATUTORY AUDITORS

### Ernst & Young et autres

Member of the *Compagnie nationale des Commissaires aux Comptes de Versailles et du Centre*

Tour First, 1, place des Saisons, TSA 14444, 92037 Paris – La Défense Cedex

Represented by Claire CESARI-WALCH

Date of the last renewal: May 15, 2019

Duration: until the end of the Ordinary General Meeting convened to approve the 2024 financial statements

### Mazars

Member of the *Compagnie nationale des Commissaires aux Comptes de Versailles et du Centre*

Tour Exaltis, 61, rue Henri-Régnauld, 92400 Courbevoie

Represented by Daniel ESCUDEIRO

Date of the last renewal: May 15, 2019

Duration: until the end of the Ordinary General Meeting convened to approve the 2024 financial statements

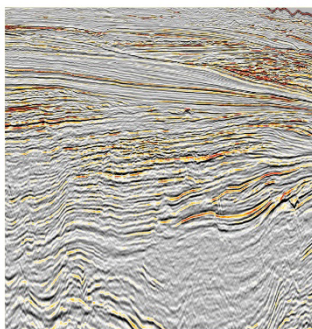
## SIGNIFICANT EVENTS IN THE COURSE OF THE 2022 FINANCIAL YEAR

## CGG AT A GLANCE

2022

Key  
operational  
highlights**CGG Awarded Multi-Year Extension of Dedicated 4D PRM Imaging Center for Equinor**

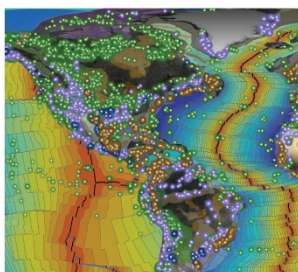
— **JANUARY 18** / CGG has been awarded a three-year contract extension to continue operating a dedicated permanent reservoir monitoring (PRM) imaging center in Equinor's Stavanger offices.

**CGG Expands High-Performance Computing Capacity with New UK HPC Hub**

— **APRIL 12** / To support continued differentiation in its core business and accelerate the development of its new activities, CGG is significantly expanding its high-performance computing (HPC) capacity and associated service offerings.

**Completion of the Sale and Leaseback of CGG's Headquarter Building**

— **APRIL 19** / CGG announced the completion of the sale and leaseback of Galileo, its headquarter building located in Massy, France for a total amount of €59,250,000.

**Sercel Acquires Geocomp, a Leading US Provider of Infrastructure Monitoring**

— **MAY 19** / Sercel, the Sensing & Monitoring division, has acquired Geocomp Corporation, specialized in high-value services and products for geotechnical risk management and infrastructure monitoring.

**Sercel Equips New Vessel in South Korea with a Complete Marine Seismic Acquisition System for 3D Seismic Research**

— **JUNE 13** / CGG announced that Sercel has sold a complete marine seismic acquisition system to HJ Shipbuilding & Construction, a South Korean shipbuilding leader.

**CGG Expands its HPC and Cloud Solutions Business**

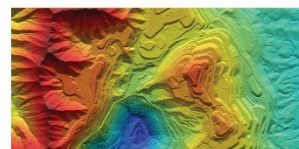
— **JUNE 28** / CGG announced the creation of a new HPC & Cloud Solutions business, under the leadership of Agnès Boudot, who will report to the CEO.

**CGG and bp Sign Multi-Year Data Transformation Agreement**

— **JULY 27** / CGG, announced a major multi-year global data transformation and curation agreement with bp, that will play a key role in supporting bp's subsurface digital strategy.

**Sercel Completes the Acquisition of ION's Software Business**

— **SEPTEMBER 12** / CGG announced that Sercel, its Sensing & Monitoring division, has completed the acquisition of ION Geophysical Corporation's software business.

**CGG Announces New Integrated Multi-Client Data Project in Southeast Arizona to Support Mining Industry**

— **DECEMBER 5** / CGG, a global technology and Earth sciences leader, has announced a new multi-client data project in Southeast Arizona focusing on exploration and development in the mining industry.

## SIGNIFICANT EVENTS WHICH OCCURED SINCE THE END OF THE 2022 FINANCIAL YEAR

**FIL crossed the 10% shareholding threshold**

On February 2, 2023, FIL Limited declared it crossed on January 27, 2023, the threshold of 10% of the capital and voting rights of the Company, i.e holding 10.10% of the share capital and 10.07% of the voting rights of CGG

## FINANCIAL RESULTS OF CGG SA OVER THE PAST FIVE YEARS

<i>In €</i>	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>
<b>I. Financial position at year-end</b>					
a) Capital stock	7,099,448	7,099,563	7,113,923	7,116,639	7,123,573
b) Number of shares outstanding	709,944,816	709,956,358	711,392,383	711,663,925	712,357,321
c) Maximal number of shares resulting from convertible bonds (see note below)	-	-	-	-	-
d) Total Equity	1,790,163,681	1,887,496,882	811,891,486	520,894,173	671,349,382
<b>II. Earnings</b>					
a) Sales net of sales tax	27,549,575	26,389,011	16,884,801	29,013,250	21,636,719
b) Earnings before taxes, employee profit sharing, depreciation and reserves	52,664,150	60,121,733	12,844,224	(377,765,039)	650,685,707
c) Employee profit sharing	-	-	-	-	-
d) Income taxes	250,482	(19,924,332)	(7,256,246)	(3,744,126)	(3,420,749)
e) Income after taxes, employee profit sharing, depreciation and reserves	(271,326,175)	97,295,002	(1,075,646,338)	(291,183,172)	150,058,885
f) Dividends	-	-	-	-	-
<b>III. Earnings per share</b>					
a) Earnings after taxes and profit sharing but before depreciation and reserves	0.07	0.11	0.03	(0.53)	0.92
b) Earnings after taxes, depreciation and reserves	(0.38)	0.14	(1.51)	(0.41)	0.21
c) Net dividend per share	-	-	-	-	-
<b>IV. Personnel</b>					
a) Average number of employees	27	22	18	14	13
b) Total payroll	8,229,076	8,263,169	5,515,555	5,402,078	5,823,606
c) Employee benefits (social security, etc.)	2,731,349	3,116,675	1,919,830	2,222,716	2,381,661

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

### PRIOR CONDITIONS

Any shareholder, regardless of the number of shares owned, may attend the Combined General Meeting.

Pursuant to the provisions of section R. 22-10-28 of the French Commercial Code, in order to take part in this Combined General Meeting, either in person or by voting remotely or giving a proxy, shareholders must provide evidence of their shareholding through the registration of their shares in their name on the second business day prior to the date of the Combined General Meeting at 00:00 a.m. (CET), i.e. **Tuesday, May 2, 2023**.

Any shareholder who has already voted by mail, sent a proxy or requested an admission card or a certificate of participation (under the conditions specified below) may transfer all or part of his or her shares at any time. However, if the transfer of ownership occurs before **Tuesday, May 2, 2023 at 00:00 am, CET**, the Company will invalidate or modify accordingly, as the case may be, the absentee ballot, the proxy, the admission card or the certificate of participation. To this end, the intermediary will notify the Company or its agent of the transfer of ownership and will provide the necessary information. No transfer of ownership made after **Tuesday, May 2, 2023 at 00:00 am, CET**, regardless of the means used, will be notified by the intermediary or taken into consideration by the Company, notwithstanding any agreement to the contrary.

### PROCEDURE FOR TAKING PART IN THE MEETING

#### I. **SHAREHOLDERS WISHING TO ATTEND THE MEETING IN PERSON**

Shareholders wishing to attend the meeting **in person** can:

- If the shares are held under the **registered form**:
  - On the day of the General Meeting, go directly to the admission desk specifically provided for this purpose, with an identity document, or
  - Apply for an admission card, either:
    - Through **Uptevia**, - Assemblées Générales- Les Grands Moulins de Pantin - 9, rue du Débarcadère - 93761 Pantin Cedex, France, or
    - **On the secure online platform VOTACCESS**, accessible via the Planetshares site at the following address <https://planetshares.uptevia.pro.fr>

Holders of shares in **pure** registered form should log on to the Planetshares site with their usual access codes.

Holders of shares in **administered** registered form should log on to the Planetshares site using their account number located on the top right of the voting form. Shareholders that do not have their ID or password may contact the number 0 826 109 119 (or +33 1 55 77 40 57 for calls from outside France).

After logging in, registered shareholders should follow the on-screen instructions to access the VOTACCESS site and request an admission card.



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

- Apply for an admission card directly with the authorized intermediary in charge of their share account, or
- If the authorized intermediary in charge of their share account is connected to the VOTACCESS site, shareholders may also request an admission card electronically via the following process:

After logging on to the internet portal of the authorized intermediary with their usual identification information, shareholders should click on the icon that appears on the line corresponding to their CGG shares and follow the on-screen to access the VOTACCESS site and request an admission card.

## II. **SHAREHOLDERS WHO DO NOT ATTEND THE GENERAL MEETING IN PERSON AND WHO WISH TO VOTE BY MAIL OR BE REPRESENTED BY PROXY BY GIVING THEIR PROXY TO THE CHAIRMAN OF THE GENERAL MEETING OR TO ANY OTHER PERSON MAY:**

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

- Either return the voting form by mail or by proxy, which will be sent with the notice of meeting, to the following address: Uptevia, Assemblées Générales - Les Grands Moulins de Pantin 9, rue du Débarcadère - 93761 Pantin Cedex, France.

In accordance with Article R.225-77 of the French Commercial Code, voting forms must be received no later than three calendar days before the date of the Shareholders' Meeting, i.e., no later than **Sunday, April 30, 2023**.

- Or communicate their voting instructions, or appoint or revoke a proxy by internet prior to the General Meeting, on the VOTACCESS site, under the conditions described below:

Holders of registered shares will have access to VOTACCESS by logging on to: <https://planetshares.uptevia.pro.fr>

Holders of shares in **pure** registered form should log on to the Planetshares site with their usual access codes.

Holders of shares in **administered** registered form should log on to the Planetshares site using their account number located on the top right of their voting form. Shareholders that do not have their ID or password may contact the number 0 826 109 119 (or +33 1 55 77 40 57 for calls from outside France).

After logging on, shareholders should follow the on-screen instructions to reach VOTACCESS where they will be able to communicate their voting instructions or appoint or revoke a proxy.

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

- Request the voting form by mail or by proxy from the authorized intermediary in charge of their share account as from the date of the Shareholders' Meeting. Requests received no later than six days before the date of the Meeting, i.e. **Friday April 28, 2023**, will be processed. It may also be downloaded from the Company's website: [www.cgg.com](http://www.cgg.com). This voting form must be accompanied by a certificate of participation issued by the authorized intermediary and sent to Uptevia - Assemblées Générales – Les Grands Moulins de Pantin - 9, rue du Débarcadère – 93761 Pantin Cedex, France.

In accordance with Article R.225-77 of the French Commercial Code, in order to be taken into account, postal voting forms must be received by the issuer or Uptevia's General Meetings Department no later than three days before the General Meeting, i.e. no later than **Sunday, April 30, 2023**.

- Holders of bearer shares whose authorized intermediary is connected to VOTACCESS should log on to their authorized intermediary's website with their usual identification information. They should then click on the icon that appears on the line corresponding to their CGG shares and follow the

## HOW TO PARTICIPATE AND VOTE AT THE COMBINED GENERAL MEETING ?

on-screen instructions in order to access the VOTACCESS site and vote or appoint or revoke a proxy.

- For holders of bearer shares whose authorized intermediary is not connected to VOTACCESS, in accordance with the provisions of Article R.22-10-24 of the French Commercial Code, the notification of the appointment and revocation of a proxy may also be made electronically, according to the following procedures:
  - Holders of bearer shares will have to send an email to the following address: [Paris\\_France\\_CTS\\_mandats@uptevia.pro.fr](mailto:Paris_France_CTS_mandats@uptevia.pro.fr)
  - This email must contain the following information: name of the issuer concerned (CGG), date of the General Meeting (May 4, 2023), surname, first name, address, bank references of the shareholder as well as the surname, first name and if possible the address of the proxy.
  - the shareholder must ask his authorized intermediary in charge of his/her share account to send a written confirmation to Uptevia - Assemblées Générales - Les Grands Moulins de Pantin - 9, rue du Débarcadère - 93761 Pantin Cedex, France.

Only notifications of appointment or revocation of proxies can be sent to the above email address, any other unrelated requests or notifications will not be considered or processed.

In order to take into account the appointments or revocations of proxies made by electronic means, confirmations must be received no later than **Wednesday, May 3, 2023 at 3:00 p.m. (CET).**

**The VOTACCESS secure voting platform will be open as of Monday, April 17, 2023 at 10 a.m. and until the day before the Combined General Meeting, i.e. Wednesday, May 3, 2023 at 3 p.m. (CET).**

However, in order to avoid any possible overload of the VOTACCESS site, shareholders are advised not to wait until the day before the Meeting to vote.

## HOW TO PARTICIPATE AND VOTE AT THE COMBINED GENERAL MEETING ?

### HOW TO FILL IN THE VOTING FORM ?

**To attend the General Meeting and receive your admission card: Check this box**

**To give authority to the Chairman of the Meeting: Check this box**

**Pour voter à distance: Cochez ici et suivez les instructions**

**Check the box corresponding to your choice here**

**In any case: Do not forget to date and sign here**

**Check or state your name, first name and address here**

**To appoint a proxy: Check this box and fill in the relevant information**

**If you hold bearer shares: Send this form to your authorized intermediary**

**Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side**  
**Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form**

☐ **JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE** et demande une carte d'admission : dater et signer au bas du formulaire / **I WISH TO ATTEND THE SHAREHOLDER'S MEETING** and request an admission card: date and sign at the bottom of the form

**CGG**  
 Société Anonyme au capital de 7 123 573 €  
 Siège Social :  
 27 avenue CARNOT  
 91300 MASSY, France  
 969 202 241 R.C.S. Evry

**ASSEMBLÉE GÉNÉRALE MIXTE**  
 convoquée le jeudi 4 mai 2023 à 10h30  
 à l'Espace Verso : 52 rue de la Victoire, 75009 PARIS, France

**COMBINED GENERAL MEETING**  
 to be held on Thursday, May 4th, 2023 at 10:30 am  
 at l'Espace Verso : 52 rue de la Victoire, 75009 PARIS, France

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**

Identifiant - Account  
 Nominatif Registered  
 Nombre d'actions Number of shares  
 Porteur Bearer  
 Nombre de voix - Number of voting rights

**JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**  
 Cf. au verso (2) - See reverse (2)

Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou la Direction ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention" / I vote **YES** to all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■ for which I vote No or I abstain.

1	2	3	4	5	6	7	8	9	10	A	B
Non / No	■	■	■	■	■	■	■	■	■	Oui / Yes	■
Abst.	■	■	■	■	■	■	■	■	■	Abst.	■
11	12	13	14	15	16	17	18	19	20	C	D
Non / No	■	■	■	■	■	■	■	■	■	Oui / Yes	■
Abst.	■	■	■	■	■	■	■	■	■	Abst.	■
21	22	23	24	25	26	27	28	29	30	E	F
Non / No	■	■	■	■	■	■	■	■	■	Oui / Yes	■
Abst.	■	■	■	■	■	■	■	■	■	Abst.	■
31	32	33	34	35	36	37	38	39	40	G	H
Non / No	■	■	■	■	■	■	■	■	■	Oui / Yes	■
Abst.	■	■	■	■	■	■	■	■	■	Abst.	■
41	42	43	44	45	46	47	48	49	50	I	J
Non / No	■	■	■	■	■	■	■	■	■	Oui / Yes	■
Abst.	■	■	■	■	■	■	■	■	■	Abst.	■

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote **NON** sauf si je signale un autre choix en noircissant la case correspondante :  
 In case amendments or new resolutions are proposed during the meeting, I vote **NO** unless I indicate another choice by shading the corresponding box:  
 - Je donne pouvoir au Président de l'Assemblée Générale. / I appoint the Chairman of the general meeting.  
 - Je m'abstiens. / I abstain from voting.  
 - Je donne procuration (cf. au verso verso (4)) à M. Mlle ou M. M. Raison Sociale pour voter en mon nom.  
 I appoint (see reverse (4)) Mr. M. or M. M. Raison Sociale to vote on my behalf.

Pour être pris en considération, tout formulaire doit être remis au plus tard :  
 To be considered, this completed form must be received no later than:

à / to : Upstream  
 Service Assemblée  
 Les Grands Miroirs  
 9 rue du Débarcadere  
 92191 Pantin Cedex

sur 1<sup>re</sup> notification / on first notification sur 2<sup>de</sup> notification / on 2nd notification  
 Dimanche 30 avril 2023 / Sunday, April 30, 2023

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'Assemblée Générale »  
 "If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting"

**ATTENTION :** Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.  
**CAUTION :** As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'admissionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être envoyées à l'adresse de ce formulaire). Cf. au verso (1)  
 Surname, first name, address of the shareholder (changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

Date et Signature

### WRITTEN QUESTIONS

In accordance with article R. 225-84 of the French Commercial code, any shareholder may submit written questions to the Board of Directors.

Such questions must be sent to the following address: CGG, 27 avenue Carnot, 91300 Massy, France by registered letter with acknowledgment of receipt or by email to [ag@cgg.com](mailto:ag@cgg.com) together with a statement of holdings evidencing the registration of the shares.

This transmission must be carried out, as from the date on which the documents are made available to the shareholders and no later than the fourth business day preceding the Combined General Meeting, i.e. **Thursday April 27, 2023** at the latest.

The answer to a written question is deemed to have been given as soon as it appears on the Company's website in a section dedicated to written questions.

### DOCUMENTATION MADE AVAILABLE TO SHAREHOLDERS

The documents set forth by article R. 22-10-23 of the French Commercial Code will be published on the Company's website : [www.cgg.com](http://www.cgg.com), no later than the twenty-first day preceding the Combined General Meeting, i.e. **Thursday, April 13, 2023**.

The full text of the documents to be submitted to the General Meeting in accordance with articles L. 225-115 and R. 225-83 of the French Commercial Code will be made at the Company's registered address.

From the date of the notice of meeting and up to and including the fifth day before the meeting, i.e., until **Saturday, April 29, 2023**, any shareholder may ask the Company to send her/him or her the documents and information referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code, preferably by e-mail to the following address: [ag@cgg.com](mailto:ag@cgg.com). Bearer shareholders must provide proof of their status as such by sending a certificate of account registration.



## DIRECTORS WHOSE RENEWAL IS PRESENTED AT THE COMBINED GENERAL MEETING (4th and 5th resolutions)

The terms of office as members of the Board of Directors of Mrs. Colette LEWINER and Mr. Mario RUSCEV will expire at the end of this General Meeting.

Following the recommendation of the Appointment, Remuneration and Governance Committee, we recommend renewing the terms of office of Mrs. Colette LEWINER and Mr. Mario RUSCEV for a four-year period expiring at the end of the General Meeting to be held in 2027 to approve the financial statements for the financial year ended December 31, 2026.

Their renewal as Director is proposed at this General Meeting under the fourth and fifth resolution, respectively, and supported by the Board of Directors as presented on page 30 of this brochure.

### Colette LEWINER



#### Independent Director

**Age:** 77

**Nationality:** French

**Professional address:** CGG SA,  
27 avenue Carnot – 91300 Massy, France

**First appointment:** 2018 (by co-optation)

**Last renewal:** 2019

**Expiry of the current term of office:** 2023 (renewal will be proposed at the 2023 Annual General Meeting)

**Number of CGG shares held on December 31, 2022:** 50,000 shares

#### Role in Board Committees:

- Chairwoman of the Appointment, Remuneration and Governance Committee
- Member of the Audit and Risk Management Committee

Colette LEWINER graduated from the École Normale Supérieure (a leading French higher education University) and has a Ph.D. in physics.

Colette LEWINER started her career as an academic at University of Paris VII as a physics researcher. In November 1979, she joined Electricité de France (EDF), first in the Research Department, before being responsible for all fuels (notably nuclear fuel) purchasing. In 1989, she became EDF's first woman Executive Vice President, in charge of the Commercial division that she created. Colette LEWINER was appointed Chairwoman of the Board and Chief Executive Officer of SGN (the engineering affiliate of Cogema) on March 1992. In 1998, Colette LEWINER joined Capgemini and headed the Utilities Global Market Unit. She was Non-Executive Chairwoman of TDF (2010-2015) and member of the European Union Consultative group on Energy (2008-2012). In 2012, she became Energy Advisor to the Capgemini Chairman. Colette LEWINER is a member of the French Academy of Technology. She is a *Grand Officier* of the French National Order of Merit and Commander of the Legion of Honor.

### CURRENT POSITIONS

#### Within the Group:

None

#### Outside of the Group:

##### French companies:

- Director, member of the Accounts Committee, member of the Ethics Committee and Chairwoman of the Selection and Compensation Committee of Colas (a company listed on Euronext Paris and at 96.6% controlled by Bouygues)
- Director, Chairwoman of the Governance, Appointment and Remuneration Committee, and member of the Nuclear Commitments Monitoring Committee of EDF (a company listed on Euronext Paris)
- Director, Chairwoman of the Audit Committee and member of the Ethics and ESG Committee of Getlink (formerly Eurotunnel, a company listed on Euronext Paris) <sup>(1)</sup>

### POSITIONS WHICH EXPIRED OVER THE LAST FIVE YEARS

#### Within the Group:

None

#### Outside of the Group:

- Director, Chairwoman of the Selection and Compensation Committee of Bouygues (France, a company listed on Euronext Paris)
- Director, member of the Strategy and Sustainable Development Committee and member of the Selection and Compensation Committee of Nexans (France, a company listed on Euronext Paris)
- Director, member of the Strategy Committee and member of the Audit Committee of Ingenico (France, a company listed on Euronext Paris)
- Director and Chairwoman of the Selection and Compensation Committee of Cromton Greaves (India)

(1) Office ending at the Shareholders General Meeting to be held on April 27, 2023

## DIRECTORS WHOSE RENEWAL IS PRESENTED AT THE COMBINED GENERAL MEETING (4th and 5th resolutions)

### Mario RUSCEV



#### Independent Director

**Age:** 66

**Nationality:** French and American

**Professional address:** CGG SA,  
27 avenue Carnot – 91300 Massy, France

**First appointment:** 2018 (by co-optation)

**Last renewal:** 2019

**Expiry of the current term of office:** 2023 (renewal will be proposed at the 2023 Annual General Meeting)

**Number of CGG shares held on December 31, 2022:** 20,156 ADRs

**Role in Board Committees:**

- Member of the Investment Committee
- Member of the Appointment, Remuneration and Governance Committee

Mario RUSCEV is a Nuclear Physicist by training holding a Ph.D. from Pierre and Marie Curie University and from Yale University.

Mario RUSCEV spent 23 years with SLB in various responsibilities in the R&D and operational areas. He was the head of the Seismic, Testing, Water & Gas services and Wireline Product Lines. He has since been CEO of FormFactor, a provider of unique nanotech connectors for the semiconductor industry, CEO of IGSS (GeoTech), CTO at Baker Hughes and EVP at Weatherford until 2017. Mario RUSCEV is now EVP TAQA International and CTO of TAQA.

During his career, Mario RUSCEV had the opportunity to evolve in many environments where technology was a differentiator and his teams successfully introduced systems as diverse as:

- luggage scanners differentiating between organic and inorganic materials still in use after 30 years;
- the first container scanner based on unique gas sensors;
- many Wireline and Testing tools including the PlatForm Express Wireline combo still unequalled after 25 years;
- the first single-sensor seismic systems called Q;
- the first ever Aquifer Storage and Recovery in the Middle East;
- simulators of the formation and propagations of fractures during Frac operations or analytics applications in the oilfield operations.

His combined technological and operational experiences give him a unique perspective on the evolution of the oilfield business.

#### CURRENT POSITIONS

**Within the Group:**

None

**Outside of the Group:**

*Foreign Companies (non-listed):*

- Director of Asco Group Ltd (United Kingdom)
- EVP TAQA International and Chief Technology Officer of TAQA (Saudi Arabia)

#### POSITIONS WHICH EXPIRED OVER THE LAST FIVE YEARS

**Within the Group:**

None

**Outside of the Group:**

- Director of Noven, Inc. (USA)
- Director of Expro Group Holdings International Ltd., incorporated (Cayman Islands)
- Director of Global Carbon Capture and Sequestration Institute (Australia)

### ORDINARY MEETING:

1. Approval of the statutory accounts for financial year ended December 31, 2022,
2. Allocation of earnings for financial year ended December 31, 2022,
3. Approval of the consolidated accounts for financial year ended December 31, 2022,
4. Renewal of the term of Mrs. Colette LEWINER as Director,
5. Renewal of the term of Mr. Mario RUSCEV as Director,
6. Statutory auditors' special report on the related-party agreements - Acknowledgment of the absence of any new agreement,
7. Approval of the information mentioned under part I of article L. 22-10-9 of the French Commercial Code,
8. Approval of the fixed, variable and exceptional components constituting the global remuneration and benefits of any kind paid during the past financial year or granted in respect of the same financial year to Mr. Philippe SALLE, Chairman of the Board of Directors
9. Approval of the fixed, variable and exceptional components constituting the global remuneration and benefits of any kind paid for the past financial year or granted in respect of the same financial year, to Mrs. Sophie ZURQUIYAH, Chief Executive Officer,
10. Approval of the remuneration policy of Directors,
11. Approval of the remuneration policy of the Chairman of the Board of Directors,
12. Approval of the remuneration policy of the Chief Executive Officer,
13. Delegation of authority to the Board of Directors to buyback the Company's shares in accordance with article L. 22-10-62 of the French Commercial Code, duration of the authority, purposes, terms, ceiling, suspension during a public offer period,

### EXTRAORDINARY MEETING:

14. Delegation of authority to the Board of Directors to cancel the Company's shares in accordance with article L. 22-10-62 of the French Commercial Code, duration of the authority, purposes, terms, ceiling, suspension during a public offer period,
15. Delegation of authority to the Board of Directors to increase the share capital through the incorporation of reserves, profits or premiums, duration of the authority, maximum nominal amount of the capital increase, fate of fractional shares, suspension during a public offer period,
16. Delegation of authority to the Board of Directors to issue shares and/or securities granting access to capital of the Company and/or debt securities, with preferential subscription right, duration of the authority, maximum nominal amount of the capital increase, ability to offer unsubscribed securities to the public, suspension during a public offer period,

17. Delegation of authority to the Board of Directors to issue shares and/or securities granting access to capital of the Company and/or debt securities, without preferential subscription right, within the scope of public offerings other than the ones referred to under 1 of article L. 411-2 of the French Monetary and Financial Code, and/or as consideration for securities in a public exchange offer, duration of the authority, maximum nominal amount of the capital increase, issuance price, option to limit the amount of subscriptions or to distribute unsubscribed securities, suspension during a public offer period,
18. Delegation of authority to the Board of Directors to issue shares and/or securities granting access to capital of the Company and/or debt securities, without preferential subscription right, by mean of an offer referred to under 1 of article L. 411-2 of the French Monetary and Financial Code, duration of the authority, maximum nominal amount of the capital increase, issuance price, option to limit the amount of subscriptions or to distribute unsubscribed securities, suspension during a public offer period,
19. Authorization to set the issue price under the conditions determined by the General Meeting in case of issue without preferential subscription right, suspension during a public offer period,
20. Authorization to increase the amount of issues pursuant to the 16th to 18th resolutions of this General Meeting, suspension during a public offer period,
21. Delegation of authority to the Board of Directors to increase the share capital by issuing shares, and/or securities granting access to the capital within the limit of 10% of the capital in order to remunerate contributions in kind of securities or securities giving access to the capital, duration of the authority, suspension during a public offer period,
22. Delegation to the Board of Directors to increase the share capital by issuing shares and/or securities granting access to the share capital of the Company, without preferential subscription right, to the members of a company savings plan, pursuant to Articles L. 3332-18 et seq. of the French Labor Code, duration of the authority, maximum nominal amount of the capital increase, issuance price, possibility to allocate free shares pursuant to article L. 3332-21 of the French Labor Code, suspension during a public offer period,
23. Powers for formalities

The notice of meeting including the draft resolutions submitted to this Combined General Meeting was published in the French *Bulletin des Annonces Légales Obligatoires (BALO)* dated Monday, March 27, 2023, bulletin n° 37.



**RESOLUTIONS FALLING UNDER THE AUTHORITY OF THE ORDINARY GENERAL MEETING:**

**First resolution**

*(Approval of the statutory accounts for financial year ended December 31, 2022)*

Upon presentation of the management report of the Board of Directors and the report of the Statutory Auditors, the General Meeting hereby approves the financial statements for financial year ended December 31, 2022, as they are presented in such reports and which show as of this date a net profit of 150,058,885.47 euros.

**Second resolution**

*(Allocation of earnings for financial year ended December 31, 2022)*

The General Meeting, on the proposal of the Board of Directors, resolves to allocate the entire result of the financial year ended December 31, 2022, i.e. the net profit of 150,058,885.47 euros, to the Carry forward account which is increased from an amount of 0 euro to the amount of 150,058,885.47 euros. Pursuant to the provisions of article 243bis of the French *Code Général des Impôts*, the General Meeting acknowledges that no dividends were distributed over the last three financial years.

**Third resolution**

*(Approval of the consolidated financial statements for financial year ended December 31, 2022)*

Upon presentation of the management report of the Board of Directors and the report of the Statutory Auditors, the General Meeting approves the consolidated financial statements for financial year ended December 31, 2022, as they are presented in such reports and which show as of this date a profit (Group's part) of 43.1 million US\$.

**Fourth resolution**

*(Renewal of the term of Mrs. Colette LEWINER as Director)*

The General Meeting resolves to renew Mrs. Colette LEWINER as Director for a four-year period expiring at the end of the General Meeting to be held in 2027 to approve the financial statements for the previous financial year.

**Fifth resolution**

*(Renewal of the term of Mr. Mario RUSCEV as Director)*

The General Meeting resolves to renew Mr. Mario RUSCEV as Director for a four-year period expiring at the end of the General Meeting to be held in 2027 to approve the financial statements for the previous financial year.

**Sixth resolution**

*(Statutory auditors' special report on regulated agreements - Acknowledgment of the absence of any new agreement)*

The General Meeting, having reviewed the statutory auditors' special report on regulated agreements, mentioning the absence of any new agreement of the type referred to in Articles L. 225-38 *et seq.* of the French Commercial Code, hereby takes note of it purely and simply.

**Seventh resolution**

*(Approval of the information mentioned under part I of article L.22-10-9 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 Company's 2022 Universal Registration Document, section 4.2.2.

**Eighth resolution**

*(Approval of the fixed, variable and exceptional components constituting the global remuneration and benefits of any kind paid during the past financial year or granted in respect of the same financial year to Mr. Philippe SALLE, Chairman of the Board of Directors)*

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 during the past financial year, or granted pursuant to the same financial year, to Mr. Philippe SALLE, Chairman of the Board of Directors, as presented in the Company's 2022 Universal Registration Document, section 4.2.3.A.

**Ninth resolution**

*(Approval of the fixed, variable and exceptional components constituting the global remuneration and benefits of any kind paid for the past financial year or granted in respect of the same financial year, to Mrs. Sophie ZURQUIYAH, Chief Executive Officer)*

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 during the past financial year, or granted pursuant to the same financial year, to Mrs. Sophie ZURQUIYAH, Chief Executive Officer, as presented in the Company's 2022 Universal Registration Document, section 4.2.3.B.

**Tenth resolution**

*(Approval of the remuneration policy of Directors)*

The General Meeting approves, in accordance with article L.22-10-8, II of the French Commercial Code, the remuneration policy applicable to the Directors, as presented in the Company's 2022 Universal Registration Document, section 4.2.1.2.c).

**Eleventh resolution**

*(Approval of the remuneration policy of the Chairman of the Board of Directors)*

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, as presented in the Company's 2022 Universal Registration Document, section 4.2.1.2.a).

**Twelfth resolution**

*(Approval of the remuneration policy of the Chief Executive Officer)*

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 as presented in the Company's 2022 Universal Registration Document, section 4.2.1.2.b).

**Thirteenth resolution**

*(Delegation of authority to the Board of Directors to buyback the Company's shares in accordance with article L. 22-10-62 of the French Commercial Code, duration of the authority, purposes, terms, ceiling, suspension during a public offer period)*

The General Meeting, having reviewed the report of the Board of Directors, authorizes the Board of Directors, for a period of eighteen months, pursuant to the provisions of articles L.22-10-62 et seq. and L. 225-210 and seq. of the French Commercial Code, to purchase, on one or more occasions and at such times as it shall determine, Company shares up to a maximum number of shares that may not exceed 10% of the number of shares making up the share capital as of the date of this General Meeting, adjusted if necessary to take account of any capital increases or reductions that may take place during the term of this share purchase program.

This authorization cancels the authorization given to the Board of Directors by the General Meeting of May 5, 2022 in its thirteenth ordinary resolution.

Acquisitions may be made in order to:

- to ensure the facilitation 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 regulations, it being specified that in this context, the number of shares taken into account for the calculation of the aforementioned limit corresponds to the number of shares purchased, minus the number of shares resold;
- to retain purchased shares and subsequently remit them in exchange or as payment in the framework of merger, demerger, contribution of external growth transactions;
- to cover stock option plans and/or free share plans (or similar plans) to employees and/or corporate officers of the Group, including Economic Interest Groups and related companies as well as all allocations of shares under a company or group savings plan (or similar plan), under the company's profit-sharing scheme and/or all other forms of share allocation to employees and/or corporate officers of the Group, including Economic Interest Groups and related companies,
- to cover securities giving entitlement to the allocation of shares in the Company within the framework of the regulations in force;
- to cancel any shares acquired, in accordance with the authorization granted or to be granted by the Extraordinary 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 compliance with applicable regulations (in such a case, the Company will inform its shareholders by means of a press release).

These share purchases may be carried out by any means, including the acquisition of blocks of shares, and at such times as the Board of Directors may determine.

The Board may not, without the prior authorization of the General Meeting, use this authorization from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.

The Company reserves the right to use optional mechanisms or derivative instruments.

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

In case of operation on capital, in particular a shares split or reverse shares split or an allocation of free shares to shareholders, the above-mentioned amount will be adjusted in the same proportions (multiplication coefficient equal to the ratio between the number of shares comprising the capital before the operation and the number of shares after the operation).

The maximum amount of the share purchase program shall be 286,367,643 euros.

The General Meeting grants full powers to the Board of Directors to carry out these transactions, to determine the terms and conditions thereof, to enter into all agreements and to carry out all formalities.

**RESOLUTIONS FALLING UNDER THE AUTHORITY OF THE EXTRAORDINARY GENERAL MEETING:**

**Fourteenth resolution**

*(Delegation of authority to the Board of Directors to cancel the Company's shares in accordance with article L. 22-10-62 of the French Commercial Code)*

The General Meeting, pursuant to Article L. 22-10-62 of the French Commercial Code, having reviewed the report of the Board of Directors and the report of the statutory auditors:

- 1) Authorizes the Board of Directors to cancel, at its sole discretion, on one or more occasions, up to a maximum of 10% of the share capital calculated as of the date of the cancellation decision, less any shares cancelled during the previous 24 months, the treasury shares that the Company holds or may hold, in particular as a result of share buybacks carried out within the framework of Article L. 22-10-62 of the French Commercial Code, as well as to reduce the company's share capital by the same amount, in accordance with the legal and regulatory provisions in force.
- 2) Resolves that the Board of Directors may not, except with the prior authorization of the General Meeting, make use of this delegation of authority from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.
- 3) Sets the period of validity of this authorization at twenty-six months from the date of this Meeting,
- 4) Grants all powers to the Board of Directors to carry out the operations necessary for such cancellations and the corresponding reductions in the share capital, to amend the Company's articles of association accordingly and to carry out all necessary formalities.

**Fifteenth resolution**

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

The General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, after reviewing the report of the Board of Directors, and in accordance with the provisions of articles L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

- 1) Hereby delegates to the Board of Directors its authority to decide to increase the share capital, on one or several occasions, at the time and terms determined by the Board, by incorporation into the capital of reserves, profits, premiums or other items whose capitalization will be allowed, by the issuance and allocation of shares or by an increase in the nominal amount of existing ordinary shares, or by the combination of these two processes.
- 2) Resolves that if the Board of Directors uses this delegation of authority, in accordance with the provisions of Articles L. 225-130 and L. 22-10-50 of the French Commercial Code, in the event of a capital increase in the form of a free allocation of shares, fractional rights will not be negotiable or transferable and the corresponding shares will be sold; the sums resulting from this sale will be allocated to the holders of the rights within the period provided for by the regulation.
- 3) Sets the period of validity of this delegation at twenty-six months, from the date of this Meeting.
- 4) Resolves that the amount of the capital increase under this resolution shall not exceed the nominal amount of 712,357.32 euros (i.e. for information purpose, 10% of the share capital as of December 31, 2022), not taking into account the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other preservation procedures, the rights of the holders of securities or other rights giving access to the Company's capital.

The nominal amount of the capital increases carried out under this resolution shall be deducted from the maximum nominal amount of ordinary shares provided for in the sixteenth resolution of this General Meeting.

- 5) Resolves that the Board of Directors may not, except with the prior authorization of the General Meeting, make use of this delegation of authority from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.
- 6) Grants to the Board of Directors full powers to implement this resolution and, in general, to take all measures and carry out all formalities required for the successful completion of each capital increase, to record the completion thereof and to amend the articles of association accordingly.
- 7) Acknowledges that this delegation of authority supersedes, as from the date hereof, the unused portion, if any, of any previous delegation of authority for the same purpose

**Sixteenth resolution**

*(Delegation of authority to the Board of Directors to issue shares and/or securities granting access to capital of the Company and/or debt securities, with preferential subscription right)*

The General Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of the French Commercial Code, in particular articles L.225-129-2, L.228-92 and L.225-132 and seq. of the French Commercial Code:

- 1) Hereby delegates to the Board of Directors its authority to issue, free of charge or against payment, on one or several occasions, in proportion and on the time periods determined by the Board, on the French and/or international market, either in Euros or in foreign currencies or in any other unit of account based on a set of currencies,
  - Ordinary shares,
  - and/or securities granting access to the capital and/or to debt securities.
- 2) Sets the period of validity of this delegation at twenty-six months from the date of this Meeting.
- 3) Resolves to set the following limits on the amounts of the issues authorized in the event of use by the Board of Directors of the present delegation:

The aggregate nominal amount of ordinary shares that may be issued under this authorization may not exceed 3,561,786.61 euros (i.e., for information purposes, 50% of the share capital as of December 31, 2022), it being specified that the aggregate nominal amount of the ordinary shares that may be issued pursuant to the 15<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup>, 21<sup>st</sup> and 22<sup>nd</sup> resolutions submitted to this Meeting, shall be allocated on that limit.

This limit shall be increased, as the case may be, by the aggregate nominal amount of the capital increase required to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other methods of preservation, the rights of holders of shares or securities giving access to the Company's capital.

The aggregate nominal amount of debt securities issued under to this delegation may not exceed €50 million, it being specified that the aggregate nominal amount of debt securities issued by the Company pursuant to the 17<sup>th</sup> and 18<sup>th</sup> resolutions submitted to this Meeting shall be deducted from this ceiling.

- 4) If the Board of Directors uses this delegation of authority in connection with the issues referred to in 1) above:
  - a. decides that the issue(s) of ordinary shares or securities giving access to the capital shall be reserved in preference to shareholders who may subscribe on an irreducible basis,
  - b. decides that if the subscriptions on an irreducible basis, and where applicable on a reducible basis, have not absorbed the entire issue referred to in 1), the Board of Directors may use the following options:



- to limit the amount of the issue to the amount of subscriptions, within the limits provided for by the regulation,
  - to freely allocate all or part of the unsubscribed securities,
  - to offer to the public all or part of the unsubscribed securities,
- 5) Resolves that the issues of warrants may be carried out by subscription offer, but also by free allocation to the holders of existing shares, it being specified that the Board of Directors shall have the power to decide that fractional allocation rights shall not be negotiable and that the corresponding securities shall be sold.
  - 6) Resolves that the Board of Directors shall have the necessary powers, within the limits fixed above, in particular to set the terms and conditions of the issue(s) and determine the issue price, if any, acknowledge the completion of the resulting capital increases, amend the articles of association accordingly, allocate the issues costs to the premiums and, withhold from the amount of the capital increases the sums necessary to raise the legal reserve to one-tenth of the new capital after each increase and, more generally, to do whatever is necessary in this respect.
  - 7) Resolves that the Board of Directors will not be entitled to use this delegation, without prior approval of the General Meeting, from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.
  - 8) Notes that this authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.

**Seventeenth resolution**

*(Delegation of authority to the Board of Directors to issue shares and/or securities granting access to capital of the Company and/or debt securities, without preferential subscription right, within the scope of public offerings other than the ones referred to under 1 of article L. 411-2 of the French Monetary and Financial Code, and/or as consideration for securities in a public exchange offer)*

The General Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of the French Commercial Code, in particular L.225-129-2, L.225-136, L. 22-10-51, L. 22-10-52, L.22-10-54 and L.228-92:

- 1) Delegates to the Board of Directors its authority to issue, on one or several occasions, in proportion and on the time periods determined by the Board, on the French and/or international market, by way of a public offering other than the ones referred to under 1 of Article L. 411-2 of the French Monetary and Financial Code, either in Euros or in foreign currencies or in any other unit of account based on a set of currencies:
  - Ordinary shares,
  - and/or securities granting access to the capital and/or to debt securities.

These securities may be issued in order to compensate shares which may be contributed to the Company in the course of a public exchange offer 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.

- 2) Sets the period of validity of this delegation at twenty-six months from the date of this Meeting.
- 3) The aggregate nominal amount of ordinary shares that may be issued under this delegation may not exceed 712,357.32 euros (i.e., for information purposes, 10% of the share capital as of December 31, 2022), it being specified that the aggregate nominal amount of the ordinary shares that may be issued pursuant to the 18<sup>th</sup> and 21<sup>st</sup> resolutions submitted to this Meeting, shall be allocated on that limit. In addition, the aggregate nominal amount of ordinary shares issued under this delegation shall be deducted from the maximum nominal amount of ordinary shares that may be issued under the 16<sup>th</sup> resolution of this Meeting.

This limit shall be increased, as the case may be, by the nominal amount of the capital increase required to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other methods of preservation, the rights of holders of shares or securities giving access to the Company's capital.

The aggregate nominal amount of debt securities issued under to this delegation may not exceed €50 million.

This amount is to be deducted from the ceiling on the nominal amount of debt securities set forth in the 16<sup>th</sup> resolution of this Meeting.

- 4) Resolves to cancel the shareholders' preferential subscription rights to the ordinary shares and to the securities giving access to the capital and/or to debt securities covered by this resolution, while allowing the Board of Directors to grant shareholders a priority right, in accordance with the law.
- 5) Resolves that the amount to be received by the Company for each ordinary share issued under this delegation of authority, after taking into account, in the event of the issue of stand-alone share warrants, the issue price of said warrants, shall be determined in accordance with the legal and regulatory provisions applicable at the time the Board of Directors implements the delegation.
- 6) Resolves, in the event of the issue of securities as consideration for securities tendered in connection with a public exchange offer, that the Board of Directors shall have the necessary powers, under the conditions set out in Article L. 22-10-54 of the French Commercial Code and within the limits set out above, to draw up the list of securities tendered in exchange, to set the terms of issue, the exchange ratio and, if applicable, the amount of the cash balance to be paid, and to determine the terms and conditions of the issue.
- 7) Resolves that if the subscriptions have not absorbed the entire issue referred to in 1), the Board of Directors may use the following options:
  - to limit the amount of the issue to the amount of subscriptions, if necessary within the limits provided for by the regulation,
  - to freely allocate all or part of the unsubscribed securities,
- 8) Resolves that the Board of Directors shall have the necessary powers, within the limits fixed above, in particular to set the terms and conditions of the issue(s), if any, acknowledge the completion of the resulting capital increases, amend the articles of association accordingly, allocate the issues costs to the premiums and, withhold from the amount of the capital increases the sums necessary to raise the legal reserve to one-tenth of the new capital after each increase and, more generally, to do whatever is necessary in this respect.
- 9) Resolves that the Board of Directors will not be entitled to use this delegation, without prior approval of the General Meeting, from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.
- 10) Notes that this authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.

**Eighteenth resolution**

*(Delegation of authority to the Board of Directors to issue shares and/or securities granting access to capital of the Company and/or debt securities, without preferential subscription right, by mean of an offer referred to under 1 of article L. 411-2 of the French Monetary and Financial Code)*

The General Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of the French Commercial Code, in particular L.225-129-2, L.225-136, L. 22-10-52 and L.228-92:

- 1) Hereby delegates to the Board of Directors its authority to issue, on one or several occasions, in proportion and on the time periods determined by the Board, on the French and/or international

market, by means of an offer referred to in Article L. 411-2 of the French Monetary and Financial Code, either in Euros or in foreign currencies or in any other unit of account based on a set of currencies:

- Ordinary shares,
- and/or securities granting access to the capital and/or to debt securities.

- 2) Sets the period of validity of this delegation at twenty-six months from the date of this General Meeting.
- 3) The aggregate nominal amount of ordinary shares that may be issued under this authorization may not exceed 712,357.32 euros (i.e., for information purposes, 10% of the share capital as of December 31, 2022).

This aggregate amount of ordinary shares shall be deducted from the maximum amount of ordinary shares that may be issued under the 16<sup>th</sup> and 17<sup>th</sup> resolutions of this Meeting.

This limit shall be increased, as the case may be, by the nominal amount of the capital increase required to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other methods of preservation, the rights of holders of shares or securities giving access to the Company's capital.

The aggregate nominal amount of securities issued under to this delegation may not exceed €50 million.

This amount is to be deducted from the ceiling on the nominal amount of debt securities set forth in the 16<sup>th</sup> resolution of this Meeting.

- 4) Resolves to cancel the shareholders' preferential subscription rights to the ordinary shares and to the securities giving access to the capital and/or to debt securities covered by this resolution.
- 5) Resolves that the amount to be received by the Company for each ordinary share issued under this delegation of authority, after taking into account, in the event of the issue of stand-alone share warrants, the issue price of said warrants, shall be determined in accordance with the legal and regulatory provisions applicable at the time the Board of Directors implements the delegation.
- 6) Resolves that if the subscriptions have not absorbed the entire issue referred to in 1), the Board of Directors may use the following options:
  - to limit the amount of the issue to the amount of subscriptions, if necessary within the limits provided for by the regulations,
  - to freely allocate all or part of the unsubscribed securities,
- 7) Resolves that the Board of Directors shall have the necessary powers, within the limits fixed above, in particular to set the terms and conditions of the issue(s), if any, acknowledge the completion of the resulting capital increases, amend the articles of association accordingly, allocate the issues costs to the premiums and, withhold from the amount of the capital increases the sums necessary to raise the legal reserve to one-tenth of the new capital after each increase and, more generally, to do whatever is necessary in this respect.
- 8) Resolves that the Board of Directors will not be entitled to use this delegation, without prior approval of the General Meeting, from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.
- 9) Notes that this authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.

**Nineteenth resolution**

*(Authorization to set the issue price under the conditions determined by the General Meeting in case of issue without preferential subscription right)*

The General Meeting, having reviewed the report of the Board of Directors and the special report of the statutory auditors, and in accordance with the provisions of Article L. 22-10-52, paragraph 2, of the French Commercial Code, authorizes the Board of Directors, when it decides to issue ordinary shares or securities giving access to the capital under the 17<sup>th</sup> and 18<sup>th</sup> resolutions, to derogate, within the limit set out by the regulation, from the conditions for fixing the price provided for in the aforementioned resolutions and to determine the issue price of the equity securities to be issued 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, weighted by volumes during 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.

Resolves that the Board of Directors will not be entitled to use this delegation, without prior approval of the General Meeting, from the filing by a third party of a public offer 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.

**Twentieth resolution**

*(Authorization to increase the amount of issues pursuant to the 16<sup>th</sup> to 18<sup>th</sup> resolutions of this General Meeting)*

The General Meeting, having reviewed the report of the Board of Directors, and the special report of the statutory auditors, resolves that, for each of the issues of ordinary shares or securities decided pursuant to the 16<sup>th</sup> to 18<sup>th</sup> resolutions, the number of shares to be issued may be increased in accordance with the conditions set forth in Articles L. 225-135-1 and R. 225-118 of the French Commercial Code, and up to the ceilings set by the General Meeting under the terms of the above resolutions.

Resolves that the Board of Directors will not be entitled to use this delegation, without prior approval of the General Meeting, from the filing by a third party of a public offer 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.

**Twenty-first resolution**

*(Delegation of authority to the Board of Directors to increase the share capital by issuing shares, and/or securities granting access to the capital within the limit of 10% of the capital in order to remunerate contributions in kind of securities or securities giving access to the capital)*

The General Meeting, having reviewed the report of the Board of Directors, and the special report of the statutory auditors, in accordance with articles L. 225-147, L. 22-10-53, and L. 228-92 of the French Commercial Code:

- 1) Authorizes the Board of Directors, on the basis of the report of the independent appraiser, to issue ordinary shares or securities giving access to ordinary shares as consideration for contributions in kind granted to the Company and consisting of shares or securities giving access to the capital, where the provisions of Article L. 22-10-54 of the French Commercial Code do not apply.

- 2) Sets the period of validity of this delegation at twenty-six months from the date of this Meeting.
- 3) Resolves that the aggregate nominal amount of ordinary shares that may be issued pursuant to this delegation shall not exceed 10% of the share capital as of this General Meeting, not taking into account the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other preservation procedures, the rights of the holders of securities or other rights giving access to the Company's capital.

This amount shall be deducted from the maximum nominal amount of ordinary shares provided for in the 16<sup>th</sup> and 17<sup>th</sup> resolutions of this Meeting.

- 4) Delegates full powers to the Board of Directors to approve the valuation of the contributions, to decide on the resulting capital increase, to acknowledge the completion thereof, to allocate, where appropriate, all costs and duties incurred by the capital increase to the contribution premium, to deduct from the contribution premium the sums necessary to raise the legal reserve to one-tenth of the new capital after each increase, and to amend the articles of association accordingly, and to do whatever is necessary in this respect.
- 5) Resolves that the Board of Directors will not be entitled to use this delegation, without prior approval of the General Meeting, from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.
- 6) Notes that this authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.

#### **Twenty-second resolution**

*(Delegation to the Board of Directors to increase the share capital by issuing shares and/or securities granting access to the share capital of the Company, without preferential subscription right, to the members of a company savings plan, pursuant to Articles L. 3332-18 et seq. of the French Labor Code)*

The General Meeting, having reviewed the report of the Board of Directors and the special report of the statutory auditors, and in accordance with articles L. 225-129-6, L. 225-138-1 and L. 228-92 of the French Commercial Code and L. 3332-18 and seq. of the French Labor Code:

- 1) Delegates its authority to the Board of Directors to increase the share capital on one or more occasions, at its sole discretion, by issuing ordinary shares or securities granting access to the Company's capital for the benefit of members of one or more company or group savings plans set up by the Company and/or the French or foreign companies affiliated with it under the terms of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code.
- 2) Waives, 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.
- 3) Sets the period of validity of this delegation at twenty-six months from the date of this Meeting.
- 4) Limits the maximum aggregate amount of the increase(s) in capital that may be completed by the use of this delegation to 2 % of the amount of share capital as of the date of this Meeting. This amount is to be deducted from the maximum nominal amount of ordinary shares that may be issued under the 16<sup>th</sup> resolution of this Meeting and from the overall ceiling set in the 17<sup>th</sup> resolution of the Combined General Meeting of May 5, 2022.

To this amount shall be added, as the case may be, the nominal amount of the capital increase required to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other methods of preservation, the rights of holders of shares or securities giving access to the Company's capital.



- 5) Resolves that the price of the shares to be issued, pursuant to 1) of this delegation, may not be more than 20% lower than the average price of the share during the 20 trading days preceding the day of the decision fixing the opening date of the subscription, nor higher than this average.
- 6) Resolves, pursuant to the provisions of Article L. 3332-21 of the French Labor Code, that the Board of Directors shall be entitled to grant to the beneficiaries defined in the first paragraph above, free of charge, shares to be issued or already issued or other securities granting access to the Company's capital to be issued or already issued in respect of (i) the employer's contribution which may be paid in accordance with the regulations governing company or group savings plans, and/or (ii) where applicable, the discount, and may decide, in the event of the issue of new shares in respect of the discount and/or the employer's contribution, to incorporate in the capital the reserves, profits or premiums necessary to pay up the said shares;
- 7) Notes that this authorization cancels with effect as from the date of this General Meeting, any unused portion of any previous authorization with the same purpose.
- 8) Resolves that the Board of Directors will not be entitled to use this delegation, without prior approval of the General Meeting, from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.

The Board of Directors may or may not implement this delegation, take all necessary measures and carry out all formalities.

**Twenty-third resolution**

*(Powers for formalities)*

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

### **1. Approval of the statutory accounts for financial year ended December 31, 2022 (first resolution)**

We recommend that you approve the financial statements for the financial year ended December 31, 2022, which shows a net profit of 150,058,885.47 euros.

These 2022 financial statements and the related statutory auditors' report are included in section 6.2 of the 2022 Universal Registration Document (posted in the Company's website ([www.cgg.com](http://www.cgg.com)) and available upon request to the Company).

### **2. Allocation of earnings for financial year ended December 31, 2022 (second resolution)**

Our proposed allocation of the Company's result is in accordance with the law and our articles of association.

We propose to allocate the entire result of the financial year ended December 31, 2022, i.e. the net profit of 150,058,885.47 euros, to the Carry forward account which is increased from an amount of 0 euro to the amount of 150,058,885.47 euros.

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.

### **3. Approval of the consolidated financial statements for financial year ended December 31, 2022 – (third resolution)**

We recommend that you approve the consolidated financial statements for the financial year ended December 31, 2022, which shows a profit (Group's part) of 43.1 million US\$.

These 2022 consolidated financial statements and the related statutory auditors' report are included in section 6.1 of the 2022 Universal Registration Document (posted in the Company's website ([www.cgg.com](http://www.cgg.com)) and available upon request to the Company).

### **4. Term of office of directors (fourth and fifth resolutions)**

We remind you that the terms of office as members of the Board of Directors of Mrs. Colette LEWINER and Mr. Mario RUSCEV will expire at the end of this General Meeting.

On the recommendation of the Appointment, Remuneration and Governance Committee, we recommend renewing the terms of office of Mrs. Colette LEWINER and Mr. Mario RUSCEV for a four-year period expiring at the end of the General Meeting to be held in 2027 to approve the financial statements for the previous financial year. The Board of Directors believes that the renewal of Mrs. Colette LEWINER and Mr. Mario RUSCEV will enable the continuation of the Group's transformation to which they have contributed since their appointment as directors in 2018. Their expertise in sciences and technologies, combined with their knowledge of the Company, will contribute to the value of the debates and the effective implementation of the transformation.

#### **4.1 Independence and gender balance**

We hereby inform you that the Board of Directors, on the recommendation of the Appointment, Remuneration and Governance Committee, considers that Mrs. Colette LEWINER and Mr. Mario RUSCEV are qualified as independent members with regard to the independence criteria of the AFEP/MEDEF Code, which is adopted by the Company as its reference code for corporate governance. In this respect, it is specified in particular that Mrs. Colette LEWINER and Mr. Mario RUSCEV do not have any business relationship with the Group.

If you approve the renewals of the terms of office of Mrs. Colette LEWINER and Mr. Mario RUSCEV:

- The Board's independence rate, being defined on the basis of all the criteria of the AFEF/MEDEF Code and retained by the Company, would be maintained at 87.5% (it being specified that the director representing the employees has not been included in this calculation). The Company will thus continue to comply with the recommendations of this Code with regard to the proportion of independent members,
- The proportion of women on the Board would be maintained at 62.5% (it being specified that the director representing employees has not been included in this calculation), in accordance with the law.

Information on the composition of the Board and the assessment of the independence of the directors is provided in section 4.1.3.1 of the 2022 Universal Registration Document.

### 4.2 Skills, Experience, Competence and knowledge of the Group

Information regarding the skills and experience of the candidates and the reasons for their candidatures is detailed hereinafter and in section 4.1.3.1 of the 2022 Universal Registration Document:

#### • Mrs. Colette LEWINER

Mrs. Colette LEWINER, 77 years old, French national, is an independent Director of CGG since 2018. As of December 31, 2022, she holds 50,000 shares of CGG. Mrs. Colette Lewiner is graduated from the École Normale Supérieure (a leading French higher education University) and has a Ph.D. in physics. Mrs. Colette LEWINER started her career as an academic at University of Paris VII as a physics researcher. In November 1979, she joined Electricité de

France (EDF), first in the Research Department, before being responsible for all fuels (notably nuclear fuel) purchasing. In 1989, she became EDF's first woman Executive Vice President, in charge of the Commercial division that she created. Mrs. Colette LEWINER was appointed Chairwoman of the Board and Chief Executive Officer of SGN (the engineering affiliate of Cogema) on March 1992. In 1998, Mrs. Colette LEWINER joined Capgemini and headed the Utilities Global Market Unit. She was Non-Executive Chairwoman of TDF (2010-2015) and member of the European Union Consultative group on Energy (2008-2012). In 2012, she became Energy Advisor to the Capgemini Chairman. Mrs. Colette LEWINER is a member of the French Academy of Technology. She is a *Grand Officier* of the French National Order of Merit and Commander of the Legion of Honor. In addition to her directorship at CGG, Mrs. Colette Lewiner is a Director of the following companies listed on Euronext Paris: Colas, EDF et Getlink<sup>1</sup>.

#### • Mr. Mario RUSCEV

Mr. Mario Ruscev, 66 years old, French and US National, is an independent Director of CGG since 2018. As of December 31, 2022, he holds 20,156 ADRs.

Mr. Mario RUSCEV is a Nuclear Physicist by training holding a Ph.D. from Pierre and Marie Curie University and from Yale University. Mario RUSCEV spent 23 years with Schlumberger in various responsibilities in the R&D and operational areas. He was the head of the Seismic, Testing, Water & Gas services and Wireline Product Lines. He has since been CEO of FormFactor, a provider of unique nanotech connectors for the semi-conductor industry, CEO of IGSS (GeoTech), CTO at Baker Hughes and EVP at Weatherford until 2017. Mr. Mario RUSCEV is now EVP TAQA International and CTO of TAQA, a non-listed Saudi Arabian company. In addition, Mr. Mario RUSCEV is a Director of Asco Group Ltd, a non-listed UK company. During his career, Mr. Mario RUSCEV had the opportunity to evolve in many environments where technology was a differentiator. His combined technological and operational experiences give him a unique perspective on

<sup>1</sup> Office ending at the Shareholders General Meeting to be held on April 27, 2023.

the evolution of the oilfield business.

### 4.3 Attendance rate

The individual attendance rates of all Board members are detailed in section 4.1.3.4 of the 2022 Universal Registration Document.

The attendance rates for Board and Committee meetings during 2022 financial year, of the candidates for renewal are detailed below:

	<b>Colette LEWINER</b>	<b>Mario RUSCEV</b>
<b>Board of Directors</b>	87,5 %	100 %
<b>Audit and Risk Management Committee</b>	83,33 %	N/A
<b>Appointment, Remuneration and Governance Committee</b>	100 %	100 %
<b>Investment Committee</b>	N/A	100 %

### 4.4 Nationalities and Age rate of the Board of Directors

If you approve the renewal of Mrs. Colette LEWINER and Mr. Mario RUSCEV term of office as Directors:

- The average age of the members of the Board of Directors would be nearly 62 years;
- The internationalization rate of the Board of Directors would be maintained with 4 nationalities represented;

In accordance with the diversity policy presented in section 4.1.3.1. of the 2022 Universal Registration Document.

## 5. **Statutory auditors' special report on regulated agreements - Acknowledgment of the absence of any new agreement (sixth resolution)**

We ask you to acknowledge that there is no new agreement referred to in Articles L. 225-38 et seq. of the French Commercial Code.

No agreement has been concluded or previously authorized which remained in force.

The statutory auditors' special report on regulated agreements is included in section 4.1.4.3 of the 2022 Universal Registration Document.

## 6. **Say on Pay (seventh to twelfth resolutions)**

### 6.1 Say on Pay *ex post*

#### 6.1.1 **Approval of the information mentioned under part I of Article L.22-10-9 of the French Commercial Code (seventh resolution)**

In accordance with article L. 22-10-34 I of the French Commercial Code, we request that you approve the information referred to in I of article L. 22-10-9 of the French Commercial Code contained in the 2022 Universal Registration Document under section 4.2.2.

This information includes all remuneration paid to corporate officers during the past financial year or granted pursuant to the same financial year. It also includes the equity ratios used to monitor the evolution of the compensation of corporate officers in relation to that of employees and the performance of CGG.

### 6.1.2 Approval the fixed, variable and exceptional components constituting the global remuneration and benefits of any kind paid during the past financial year or granted in respect of the same financial year to Mr. Philippe SALLE, Chairman of the Board of Directors (*eighth resolution*)

In accordance with article L. 22-10-34 II of the French Commercial Code, we request that you approve the fixed, variable and exceptional components of the global remuneration and benefits in kind paid during the past financial year, or granted pursuant to the same financial year, to Mr. Philippe SALLE, Chairman of the Board of Directors, as presented below.

These elements are in line with the remuneration policy for the Chairman of the Board of Directors for financial year 2022 adopted by the Combined General Meeting of Thursday, May 5, 2022 in its eleventh ordinary resolution.

Remuneration elements put to the vote	Amounts paid in 2022	Amounts allocated for 2022 or accounting valuation	Information
Fixed remuneration	€170,000	€170,000	In accordance with the 2022 remuneration policy applicable to the Chairman of the Board of Directors approved by the Shareholders' Meeting of May 5, 2022, Philippe Salle received a fixed annual remuneration of €170,000 for his duties as Chairman of the Board of Directors (unchanged since 2018).
Annual variable remuneration	Not applicable	Not applicable	Philippe SALLE does not receive any variable remuneration.
Deferred variable remuneration	Not applicable	Not applicable	Philippe SALLE does not receive any deferred variable remuneration.
Multi-annual variable remuneration (cash)	Not applicable	Not applicable	Philippe SALLE does not receive any multi-annual variable remuneration.
Exceptional remuneration	Not applicable	Not applicable	Philippe SALLE does not receive any exceptional remuneration.
Stock options, performance shares, and any other long-term remuneration element	Not applicable	Not applicable	Philippe SALLE does not receive any allocation of stock options or performance shares.
Remuneration allocated to Directors	€72,000 (allocated for 2021 and paid in 2022)	€72,000 (allocated for 2022 and to be paid in 2023)	On April 26, 2018, the Board of Directors decided that Philippe SALLE would receive a fixed annual amount of remuneration allocated to Directors of €70,000 for his duties as Chairman of the Board of Directors.  In accordance with the remuneration policy applicable to the Board of Directors approved by the Shareholders' Meeting of May 5, 2022, Philippe SALLE will receive in 2023, for the year 2022, a fixed amount of



## REPORT OF THE BOARD OF DIRECTORS ON THE DRAFT RESOLUTIONS

Remuneration elements put to the vote	Amounts paid in 2022	Amounts allocated for 2022 or accounting valuation	Information
			€72,000, including €2,000 of travel indemnity.
Valuation of benefits of any kind	Not applicable	Not applicable	Philippe SALLE does not benefit from any benefit in kind.
Severance pay	Not applicable	Not applicable	Philippe SALLE is not entitled to any severance pay.
Non-compete indemnity	Not applicable	Not applicable	Philippe SALLE is not entitled to any non-compete indemnity.
General Benefits plan	Not applicable	Not applicable	The Chairman of the Board may benefit from the social protection that complements the basic scheme set up for the Group's employees. Consequently, the Chairman may benefit from an insurance plan covering death and disability risks and may also benefit from medical coverage.  For 2022, Philippe Salle do not benefit from such plans.
Supplementary pension plan	Not applicable	Not applicable	Philippe SALLE does not benefit from a supplementary pension plan.

### 6.1.3 Approval of the fixed, variable and exceptional components constituting the global remuneration and benefits of any kind paid for the past financial year or granted in respect of the same financial year, to Mrs. Sophie ZURQUIYAH, Chief Executive Officer (*ninth resolution*)

in accordance with article L.22-10-34, II of the French Commercial Code, we request that you approve the fixed, variable and exceptional components of the global remuneration and benefits in kind paid during the past financial year, or granted pursuant to the same financial year, to Mrs. Sophie ZURQUIYAH, Chief Executive Officer, as presented below.

These elements are in line with the remuneration policy for the Chairman of the Board of Directors for financial year 2022 adopted by the Combined General Meeting of Thursday, May 5, 2022 in its twelfth ordinary resolution.

Remuneration elements put to the vote	Amounts paid in 2022	Amounts allocated for 2022 or accounting valuation	Information
Fixed remuneration	€680,400	€680,400	On May 5, 2022, the General Meeting approved Sophie ZURQUIYAH's fixed annual remuneration to be increased to €680,400 for her duties as Chief Executive Officer.  This annual fixed remuneration was increased by 8% between 2021 and 2022.
Annual variable remuneration	€778,260	€879,076	Sophie ZURQUIYAH receives a variable remuneration subject to fulfilling qualitative objectives (representing one third of variable

## REPORT OF THE BOARD OF DIRECTORS ON THE DRAFT RESOLUTIONS

Remuneration elements put to the vote	Amounts paid in 2022	Amounts allocated for 2022 or accounting valuation	Information
<i>(Payment of the annual variable remuneration is subject to approval by the 2023 General Meeting under the conditions provided for in Article L. 22-10-34, II of the French Commercial Code)</i>	(allocated for 2021 and paid in 2022)	(allocated for 2022 and to be paid in 2023)	<p>remuneration) and quantifiable objectives (representing two thirds of variable remuneration).</p> <p>The quantifiable criteria are based on fulfilling the Group's budgetary objectives, set by the Board of Directors. Her target amount is set to 100% of her fixed remuneration.</p> <p>The performance criteria and/or conditions were established by the Board meeting of March 3, 2022.</p> <p><b>The quantifiable criteria (financial objectives)</b> are as follows:</p> <ul style="list-style-type: none"> <li>– Group Net Cash Flow (25%);</li> <li>– Free EBITDA (25%);</li> <li>– Group Segment revenues (25%); and</li> <li>– Operating income (25%).</li> </ul> <p><b>The qualitative criteria (non-financial objectives)</b> are focused on:</p> <ul style="list-style-type: none"> <li>– Group Strategic and Financial Plan Management (30%)</li> <li>– Business and Operational Performance Management (30%)</li> <li>– Organization and Human Resources Management (10%)</li> <li>– ESG/HSE (30%)</li> </ul> <p>On the basis of fulfilling the above qualitative and quantifiable criteria and the financial statements for the year 2022, and upon recommendation of the Appointment, Remuneration and Governance Committee, the Board of Directors, at its meeting of March 2, 2023, set this variable remuneration at €879,076.</p> <p>This payment corresponds to an overall fulfilment rate of 129.20% of the objectives (out of a possible maximum of 166.67%). This rate is applied to the target amount of variable remuneration (corresponding to 100% of the annual fixed remuneration of Sophie ZURQUIYAH). Payment of this remuneration will be subject to the approval by the 2023 General Meeting.</p>
Deferred variable remuneration	Not applicable	Not applicable	Sophie ZURQUIYAH does not receive any deferred variable remuneration.

## REPORT OF THE BOARD OF DIRECTORS ON THE DRAFT RESOLUTIONS

Remuneration elements put to the vote	Amounts paid in 2022	Amounts allocated for 2022 or accounting valuation	Information
Exceptional remuneration	Not applicable	Not applicable	Sophie ZURQUIYAH did not receive any exceptional remuneration in 2022.
Remuneration allocated to Directors	Not applicable	Not applicable	Sophie ZURQUIYAH does not receive any remuneration allocated to Directors.
General benefits plan	Not applicable	€4,502	Sophie ZURQUIYAH benefits from the general compulsory benefits plan of the Group applicable to all employees.  For 2022, the amount corresponding to the expense borne by the Company under this scheme represents €4,502 for Sophie ZURQUIYAH.
International medical insurance	Not applicable	€31,187	Sophie ZURQUIYAH benefits from an international medical insurance contract.  For 2022, the amount corresponding to the expense borne by the Company under this contract is €31,187 (US\$32,838 converted in euros on the basis of an average conversation rate for the year 2022 of 0,9497). The cost of this international medical insurance is borne by CGG SA.
Valuation of benefits in kind (company car)	Not applicable	€9,600	The Board of Directors, at its meeting of April 26, 2018, decided that for her duties as Chief Executive Officer, Sophie ZURQUIYAH would benefit from a company car, the reinstatement of which cannot give rise to a benefit in kind greater than an annual amount of €11,880.
Valuation of benefits of any kind (unemployment insurance)	Not applicable	€11,261	Sophie ZURQUIYAH benefits from an individual unemployment insurance plan with the GSC.  This guarantee provides for the payment of a maximum percentage of 13.30% of Sophie ZURQUIYAH's target remuneration in 2022 (i.e. €180,998) over a period of 12 months.
Multi-annual variable remuneration (cash)	Not applicable	Not applicable	No multi-annual variable remuneration plan was implemented by the Company during the 2022 financial year.
Stock options, performance shares, and any other long-term remuneration element  <i>(Valuation according to the method used for the consolidated</i>		Stock options: €166,985	At its meeting of June 22, 2022, and on the basis of the 15th resolution of the General Meeting of May 5, 2022, the Board of Directors granted Sophie ZURQUIYAH 455,000 stock options, i.e. 0.064% of the Company's share capital at the date of the grant.

## REPORT OF THE BOARD OF DIRECTORS ON THE DRAFT RESOLUTIONS

Remuneration elements put to the vote	Amounts paid in 2022	Amounts allocated for 2022 or accounting valuation	Information
<i>accounts for the 2022 financial year)</i>			<p>The acquisition of rights is subject to presence in June 2025 (i.e. 3 years from the award by the Board of Directors).</p> <p>The acquisition of rights is subject to the fulfilment of four performance conditions, to be achieved over the vesting period relating to:</p> <ul style="list-style-type: none"> <li>– a performance condition based on a growth objective of the share price of CGG in relation to the evolution of a stock market performance index composed of the share prices of a panel of peers composed of companies in the Petroleum sector and related fields – TGS ASA, PGS ASA, Fugro NV, Core laboratories VV, Nov Inc, MagSeis Fairfield ASA, Valaris LTD, Technip FMC PLC and Hunting - (hereinafter "benchmark") over the acquisition period, calculated at the date of acquisition, conditioning 40% of the award, it being specified that: <ul style="list-style-type: none"> <li>– CGG share growth above or equal to 130% of the median growth of the benchmark will allow 100% of CGG options to be permanently acquired under this condition;</li> <li>– CGG share growth strictly above 100% and strictly below 130% of benchmark index median growth will permanently acquire between 75% and 100% of CGG Options acquired under this condition on the basis of a linear acquisition scale;</li> <li>– CGG share growth equal to 100% of the median growth of the benchmark will allow for the definitive acquisition of 75% of CGG options acquired under this condition;</li> <li>– If CGG's share price growth is strictly less than 100% of the median of the benchmark, no option will be definitively vested under this condition.</li> </ul> </li> <li>– a performance condition based on the achievement of a cumulative Free EBITDA target for the years 2022, 2023 and 2024, conditioning 20% of the award; if the objective is not achieved, no right is acquired on this condition of attribution;</li> <li>– a performance condition based on the achievement of an average net debt to EBITDAs ratio target for the year 2024, conditioning 20% of the allocation; if the</li> </ul>

## REPORT OF THE BOARD OF DIRECTORS ON THE DRAFT RESOLUTIONS

Remuneration elements put to the vote	Amounts paid in 2022	Amounts allocated for 2022 or accounting valuation	Information
			<p>objective is not achieved, no right is acquired on this condition of attribution;</p> <ul style="list-style-type: none"> <li>– a performance condition based on the achievement of an environmental, social and governance objective conditioning 20% of the award; if the objective is not attained, no rights are acquired under this condition of attribution. An ESG scorecard has been defined including the following criteria and indicators:</li> <li>– Social (40%) including indicators of diversity and employee engagement</li> <li>– HSE (20%) and more precisely an indicator linked to the "Total recordable case frequency" (TRCF),</li> <li>– Environmental (40%) including indicators related to carbon neutrality, energy use efficiency in data centers (PUE) and carbon intensity.</li> </ul> <p>The fulfilment of the performance conditions entitles the holder to the grant of 100% of the options on the date on which this realization is determined by the Council. The exercise price of these options is €1.05, set on the basis of the average closing price of the CGG share during the twenty (20) trading days preceding the grant. The options have a duration of eight years.</p> <p>Other conditions applicable to this plan are set out in paragraph 4.2.2.1.B of the Universal Registration Document 2022.</p>
		Performance shares: €409,500	<p>At its meeting of June 22, 2022, and on the basis of the 14th resolution of the General Meeting of May 5, 2022, the Board of Directors granted Sophie ZURQUIYAH 455,000 performance shares, i.e. 0.064% of the Company's share capital at the date of the grant.</p> <p>The acquisition of rights is subject to presence in June 2025 (i.e. three years from the date of grant) subject to the fulfilment of the following performance conditions, to be met over a three-year vesting period:</p> <ul style="list-style-type: none"> <li>– a performance condition based on the achievement of a cumulative Free EBITDA target for the years 2022, 2023 and 2024, conditioning 40 % of the allocation; if the</li> </ul>



## REPORT OF THE BOARD OF DIRECTORS ON THE DRAFT RESOLUTIONS

Remuneration elements put to the vote	Amounts paid in 2022	Amounts allocated for 2022 or accounting valuation	Information
			<p>objective is not achieved, no right is acquired on this condition of attribution;</p> <p>– a performance condition based on the achievement of an average net debt to EBITDAs ratio target for the full year 2024, conditioning 40 % of the allocation; If the objective is not attained, no right is acquired to this condition of attribution.</p>
			<p>– a performance condition based on the achievement of an environmental, social and governance objective conditioning 20% of the award; if the objective is not attained, no rights are acquired under this condition of attribution. An ESG scorecard has been defined including the following criteria and indicators:</p> <p>– Social (40%) including indicators of diversity and employee engagement,</p> <p>– HSE (20%) and more precisely an indicator linked to the "Total recordable case frequency" (TRCF),</p> <p>– Environmental (40%) including indicators related to carbon neutrality, energy use efficiency in data centers (PUE) and carbon intensity</p> <p>Other conditions applicable to this plan are set out in paragraph 4.2.2.1.B of the Universal Registration Document 2022.</p>
Supplementary pension plan	Not applicable	€12,341	<p>Sophie ZURQUIYAH benefits from a collective defined-contribution funded pension plan implemented for the Group's executives since January 1, 2005.</p> <p>The contribution is calculated with reference to the Annual Social Security Ceiling:</p> <p>– tranche A – up to 1 Annual Social Security Ceiling: 0.5% employee contribution and 1% employer contribution;</p> <p>– tranche B – between 1 and 4 Annual Social Security Ceilings: 2% employee contribution and 3% employer contribution;</p> <p>– tranche C – between 4 and 8 Annual Social Security Ceilings: 3.5% employee contribution and 5% employer contribution.</p> <p>The contribution base consists exclusively of the gross annual remuneration for the year declared, the base salary, the annual variable</p>

## REPORT OF THE BOARD OF DIRECTORS ON THE DRAFT RESOLUTIONS

Remuneration elements put to the vote	Amounts paid in 2022	Amounts allocated for 2022 or accounting valuation	Information
			remuneration and the benefit in kind (company car). As a matter of principle, this base excludes any other remuneration element. For 2022, the amount corresponding to the expense borne by the Company under this plan represents €12,341 for Sophie ZURQUIYAH.
Contractual termination indemnity	No amount paid to Sophie ZURQUIYAH for the 2022 financial year	No amount allocated to Sophie ZURQUIYAH for the 2022 financial year	<p>For the duration of her term of office, Sophie ZURQUIYAH would benefit from a contractual termination indemnity in the event of termination of her corporate office.</p> <p>These benefits have the following characteristics:</p> <p>Sophie ZURQUIYAH benefits from a contractual termination indemnity in the event of revocation and non-renewal of her term of office within twelve months following a change of control, in the absence of any situation of failure characterized by the non-achievement of the performance conditions described below; No payment shall be made in the event of serious or gross misconduct regardless of the reason for leaving.</p> <p>The payment of the contractual termination indemnity will depend on the average achievement rate of the objectives relating to the annual variable portion of Sophie ZURQUIYAH's remuneration for the last three financial years ended prior to the departure date, in accordance with the following rule:</p> <p>(a) If the average achievement rate is less than 80%, no contractual termination indemnity will be paid;</p> <p>(b) If the average achievement rate is equal to or greater than 80% and less than 90%, the contractual termination indemnity will be due at 50% of its amount;</p> <p>(c) If the average achievement rate is equal to or greater than 90%, the contractual termination indemnity will be due on a straight-line basis between 90% and 100% of its amount.</p>
			This contractual termination indemnity will be equal to the difference between (i) a gross amount capped at 200% of the Annual Reference Remuneration and including all sums of any nature whatsoever, and on any

## REPORT OF THE BOARD OF DIRECTORS ON THE DRAFT RESOLUTIONS

Remuneration elements put to the vote	Amounts paid in 2022	Amounts allocated for 2022 or accounting valuation	Information
			<p>basis whatsoever, to which Sophie ZURQUIYAH may be entitled as a result of the termination, and (ii) all sums to which she may be entitled as a result of the implementation of the non-compete commitment.</p> <p>The aggregate of the contractual termination indemnity and the non-compete indemnity may under no circumstances exceed 200% of the corporate officer's Annual Reference Remuneration. Should the combined amount of the two benefits be greater, the contractual termination indemnity would be reduced to the amount of this cap.</p> <p>The Annual Reference Remuneration consists exclusively of the annual fixed remuneration received during the twelve rolling months prior to the notice date, plus the annual average of the variable remuneration due for the last three financial years ended prior to the departure date or beginning of the notice period, if applicable.</p> <p>It is specified that, the Board of Directors must acknowledge, prior to the payment of the special termination indemnity, (i) that the performance conditions described above have been met and (ii) that the contractual termination indemnity complies with the Corporate Governance Code in force at the date of the departure of the person concerned.</p>
Non-compete commitment indemnity	No amount paid to Sophie ZURQUIYAH for the 2022 financial year	No amount allocated to Sophie ZURQUIYAH for the 2022 financial year	<p>Sophie ZURQUIYAH has a non-compete commitment applicable to activities involving services for the acquisition, processing or interpretation of geophysical data, or the supply of equipment or products designed for the acquisition, processing or interpretation of geophysical data, and involving the contribution of the person concerned to projects or activities in the same field as those in which she participated within the CGG group.</p> <p>In consideration for this commitment for a period of 18 months from the date of the termination of Sophie ZURQUIYAH's duties, she would receive remuneration corresponding to 100% of her Annual Reference Remuneration.</p> <p>The allowance will be paid in instalments and will not be payable when the person</p>

## REPORT OF THE BOARD OF DIRECTORS ON THE DRAFT RESOLUTIONS

Remuneration elements put to the vote	Amounts paid in 2022	Amounts allocated for 2022 or accounting valuation	Information
			concerned claims his or her pension rights and, in any event, beyond the age of 65.

### 6.2 Say on Pay *ex ante* – Remuneration policy of corporate officers

#### 6.2.1 Approval of the remuneration policy of Directors (*tenth resolution*)

In accordance with article L.22-10-8 of the French Commercial Code, we request you to approve the remuneration policy applicable to the Directors, as presented in the Company's 2022 Universal Registration Document, section 4.2.1.2.c).

The following change has been made from the last policy approved by the Combined General Meeting of Thursday, May 5, 2022 in its tenth ordinary resolution: the remuneration of the Chairman of the Board in his quality of Director will be now a variable compensation subject to an annual presence condition. This is the only change in the remuneration policy applicable to the Directors.

#### 6.2.2 Approval of the remuneration policy of the Chairman of the Board of Directors (*eleventh resolution*)

In accordance with article L.22-10-8 of the French Commercial Code, we request you to approve the remuneration policy applicable to the Chairman of the Board of Directors, as presented in the Company's 2022 Universal Registration Document, section 4.2.1.2 a).

The following change has been made from the last policy approved by the Combined General Meeting of Thursday, May 5, 2022 in its eleventh ordinary resolution: the remuneration of the Chairman of the Board in his quality of Director will be now a variable compensation subject to an annual presence condition. This is the only change in the remuneration policy of the Chairman of the Board of Directors.

#### 6.2.3 Approval of the remuneration policy of the Chief Executive Officer (*twelfth resolution*)

In accordance with article L.22-10-8 of the French Commercial Code, we request you to approve the remuneration policy applicable to the Chief Executive Officers, as presented in the Company's 2022 Universal Registration Document, section 4.2.1.2. b).

The following adjustment has been made to the last policy approved by the Combined General Meeting of Thursday, May 5, 2022 under its twelfth ordinary resolution: the derogation clause from the remuneration policy put in place due to the Covid-19 pandemic has been removed.

### 7. Delegation of authority to buyback the Company's shares (*thirteenth resolution*) and to cancel these shares (*fourteenth resolution*)

In the thirteenth resolution, we propose that you grant the Board of Directors, for a period of eighteen months, in accordance with Articles L. 22-10-62 et seq. and L. 225-210 et seq. of the French Commercial Code, to purchase, on one or more occasions and at such times as it shall determine, Company shares up to a maximum number of shares that may not exceed 10% of the number of shares making up the share capital as of the date of the Meeting, adjusted if necessary to take into account any capital increases or reductions that may take place during the term of this share purchase program.

This authorization would cancel the authorization given to the Board of Directors by the General Meeting of May 5, 2022 in its thirteenth ordinary resolution.

Acquisitions could be made in order to:

- to ensure the facilitation 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 regulations, it being specified that in this context, the number of shares taken into account for the calculation of the aforementioned limit corresponds to the number of shares purchased, minus the number of shares resold;
- to retain purchased shares and subsequently remit them in exchange or as payment in the framework of merger, demerger, contribution of external growth transactions;
- to cover stock option plans and/or free share plans (or similar plans) to employees and/or corporate officers of the Group, including Economic Interest Groups and related companies as well as all allocations of shares under a company or group savings plan (or similar plan), under the company's profit-sharing scheme and/or all other forms of share allocation to employees and/or corporate officers of the Group, including Economic Interest Groups and related companies,
- to cover securities giving entitlement to the allocation of shares in the Company within the framework of the regulations in force;
- to cancel any shares acquired, in accordance with the authorization granted or to be granted by the Extraordinary 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 compliance with applicable regulations (in such a case, the Company will inform its shareholders by means of a press release).

These share purchases may be carried out by any means, including the acquisition of blocks of shares, and at such times as the Board of Directors may determine.

The Board may not, without the prior authorization of the General Meeting, use this authorization during the period of a public tender offer initiated by a third party for the Company's shares, until the end of the offer period.

The Company reserves the right to use optional mechanisms or derivative instruments.

We propose that you set the maximum purchase price at 4.02 (acquisition costs excluded) euros per share and consequently the maximum amount of the share purchase program at 286,367,807 euros. In case of operation on capital, in particular a shares split or reverse shares split or an allocation of free shares to shareholders, the above-mentioned amount will be adjusted in the same proportions (multiplication coefficient equal to the ratio between the number of shares comprising the capital before the operation and the number of shares after the operation).

- As a consequence of the cancellation objective, we ask you, under the fifteenth resolution, to authorize the Board of Directors, for a period of twenty-six months, to cancel, at its sole discretion, on one or more occasions, up to a maximum of 10% of the share capital calculated as of the date of the cancellation decision, less any shares cancelled during the previous 24 months, the treasury shares that the company holds or may hold, in particular as a result of the share buybacks carried out within the framework of Article L. 22-10-62 of the French Commercial Code, as well as to reduce the Company's share capital by the same amount, in accordance with the legal and regulatory provisions in force.

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

### **8. Financial delegations**

The Board of Directors wishes to have the necessary delegations to proceed, if it deems is useful, with any share issuances that may be necessary in the context of the development of the Company's activities.

Therefore, you are asked to renew the financial delegations that are expiring, under the fifteenth to twenty-first resolutions. On the status of the current delegations, you will find the table of current delegations and authorizations granted by the General Meeting to the Board of Directors and the status of their use in the 2022 Universal Registration Document in paragraph 7.3.4.

In addition, considering the delegations likely to generate a cash capital increase eventually, you are invited to decide on a delegation of authority for the purpose of increasing the capital to the members of a company savings plan within the framework of the twenty-second resolution, in accordance with the regulation in force.

These delegations would supersede, as of the date of the General Meeting, any unused portion of any previous delegation with the same purpose.

### **8.1 Delegation of authority to increase the share capital through the incorporation of reserves, profits or premiums (*fifteenth resolution*)**

The delegation of such authority expires this year and has not been used.

We ask you to authorize the Board of Directors, for a further period of twenty-six months, to decide to increase the share capital, on one or more occasions, at the time and terms as it shall determine, by incorporation into the capital of reserves, profits, premiums or other items whose capitalization will be allowed, by the issuance and allocation of shares or by an increase in the nominal amount of existing ordinary shares, or by a combination of these two processes.

The amount of the capital increase under this resolution would not exceed the nominal amount of 712,357.32 euros (i.e. for information purpose, 10% of the share capital as of December 31, 2022).

The nominal amount of the capital increases carried out under this resolution would be deducted from the maximum nominal amount of ordinary shares provided for in the sixteenth resolution of this General Meeting (delegation of authority to increase the share capital with preferential subscription rights).

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

### **8.2 Delegations of authority to issue shares with and without preferential subscription rights**

Delegations of such authority expire this year and have not been used.

It is proposed to renew the delegations of authority in order to carry out capital increases by contribution in cash with or without preferential subscription right.

The purpose of these delegations is to grant the Board of Directors full latitude to proceed at the times of its choice, for a period of 26 months, with the issue of:

- ordinary shares,
- and/or securities granting access to capital of the Company and/or debt securities.

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



**8.2.1 Delegation of authority to issue shares and/or securities granting access to capital of the Company and/or debt securities, with preferential subscription right (sixteenth resolution)**

Under this delegation, the issues would be carried out with shareholders' preferential subscription rights.

We propose that you set the maximum overall nominal amount of ordinary shares that may be issued under this delegation at 3,561,786.61 euros (representing approximately 50% of the existing share capital as of December 31, 2022).

This ceiling would be deducted from the overall nominal amount of ordinary shares that may be issued pursuant to the following resolutions of this General Meeting:

- fifteenth resolution: Delegation of authority to increase the share capital through the incorporation of reserves, profits or premiums,
- seventeenth resolution: Delegation of authority to increase the share capital without preferential subscription right through public offer,
- eighteenth resolution: Delegation of authority to increase the share capital without preferential subscription right by private placement,
- twenty-first resolution: Delegation of authority to increase the share capital in order to remunerate contributions in kind,
- twenty-second resolution: Delegation of authority to increase the share capital without preferential subscription right to the members of a company savings plan.

We propose that you set the maximum nominal amount of debt securities on the Company that may be issued under this delegation at 50 million euros.

This ceiling would be deducted from the nominal amount of debt securities on the company likely to be issued pursuant to the following resolutions of this General Meeting:

- seventeenth resolution: Delegation of authority to increase the share capital without preferential subscription right through public offer,
- eighteenth resolution: Delegation of authority to increase the share capital without preferential subscription right by private placement,

If the Board of Directors uses this delegation of authority in connection with the issues referred to above, the issue(s) of ordinary shares or securities giving access to the capital shall be reserved in preference to shareholders who may subscribe on an irreducible basis.

If the subscriptions on an irreducible basis, and where applicable on a reducible basis, have not absorbed the entire issue, the Board of Directors may use the following options:

- to limit the amount of the issue to the amount of subscriptions, within the limits provided for by the regulation,
- to freely allocate all or part of the unsubscribed securities,
- to offer to the public all or part of the unsubscribed securities,

The issues of warrants may be carried out by subscription offer, but also by free allocation to the holders of existing shares.

### 8.2.2 Delegations without preferential subscription right

#### 8.2.2.1 *Delegation of authority to the Board of Directors to issue shares and/or securities granting access to capital of the Company and/or debt securities, 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 (seventeenth resolution)*

Under this delegation, the issues would be carried out through a public offer (other than the ones referred to in article L. 411-2 of the French Monetary and Financial Code) and/or in the course of a public exchange offer.

The preferential subscription right of shareholders to ordinary shares and securities giving access to the capital and/or to debt securities would be deleted with the option for the Board of Directors to grant shareholders the possibility of subscribing in priority, in accordance with the law.

The total nominal amount of ordinary shares that may be issued under this delegation may not exceed 712,357.32 euros (representing approximately 10% of the share capital as of December 31, 2022).

This ceiling would be deducted from the nominal amount of ordinary shares of the Company likely to be issued pursuant to the following resolutions of this General Meeting:

- eighteenth resolution: Delegation of authority to increase the share capital without preferential subscription right by private placement, and
- twenty-first resolution: Delegation of authority to increase the share capital in order to remunerate contributions in kind,

In addition, the aggregate nominal amount of ordinary shares that may be issued under this delegation shall be deducted from the maximum nominal amount of ordinary shares that may be issued under the 16th resolution of this General Meeting.

The aggregate nominal amount of debt securities issued under to this delegation may not exceed €50 million.

This amount is to be deducted from the ceiling on the nominal amount of debt securities set forth in the 16<sup>th</sup> resolution of this Meeting (Delegation of authority to increase share capital of with preferential subscription right).

The amount due, or to be due to the Company for each of the ordinary shares issued under this delegation of authority, after taking into account, in the event of the issue of independent stock warrants, the price of issue of said warrants, would be determined in accordance with the legal and regulatory provisions applicable at the time the Board of Directors would implement the delegation. Article R. 22-10-32 of the French Commercial Code provides in this regard, for the issues referred to in the first paragraph of Article L. 22-10-52 of the French Commercial Code, that the price is at least equal to the weighted average of the prices of the last three trading days preceding the start of the offer, possibly reduced by a maximum discount of 10%.

In the event of the issue of securities as consideration for securities tendered in connection with a public exchange offer, the Board of Directors shall have the necessary powers, under the conditions set out in Article L. 22-10-54 of the French Commercial Code and within the limits set out above, to draw up the list of securities tendered in exchange, to set the terms of issue, the exchange ratio and, if applicable, the amount of the cash balance to be paid, and to determine the terms and conditions of the issue.

If the subscriptions have not absorbed the entire issue, the Board of Directors may use the following options:

- to limit the amount of the issue to the amount of subscriptions, if necessary within the limits provided for by the regulation,
- to freely allocate all or part of the unsubscribed securities.

**8.2.2.2 Delegation of authority to the Board of Directors to issue shares and/or securities granting access to capital of the Company and/or debt securities, without preferential subscription right, by means of an offer referred to under 1 of article L. 411-2 of the French Monetary and Financial Code (private placement) (eighteenth resolution)**

Under this delegation, the issues would be carried out through an offer referred to in 1 of article L. 411-2 of the Monetary and Financial Code (private placement).

The preferential subscription right of shareholders to ordinary shares and securities giving access to the capital and/or to debt securities would be deleted.

The total nominal amount of ordinary shares that may be issued under this delegation may not exceed €712,357.32 (representing approximately 10% of the existing share capital as of December 31, 2022).

This amount would be deducted from the maximum nominal amount of ordinary shares that may be issued pursuant to the following resolutions of this Meeting:

- sixteenth resolution: Delegation of authority to increase the share capital with preferential subscription right, and
- seventeenth resolution: Delegation of authority to increase the share capital without preferential subscription right through public offer.

The aggregate nominal amount of debt securities issued under to this delegation may not exceed €50 million.

This amount is to be deducted from the ceiling on the nominal amount of debt securities set forth in the 16<sup>th</sup> resolution of this General Meeting (Delegation of authority to increase share capital of with preferential subscription right).

The amount due, or to be due to the Company for each of the ordinary shares issued under this delegation of authority, after taking into account, in the event of the issue of independent stock warrants, the price of issue of said warrants, would be determined in accordance with the legal and regulatory provisions applicable at the time the Board of Directors would implement the delegation. Article R. 22-10-32 of the French Commercial Code provides in this regard, for the issues referred to in the first paragraph of Article L. 22-10-52 of the French Commercial Code, that the price is at least equal to the weighted average of the prices of the last three trading days preceding the start of the offer, possibly reduced by a maximum discount of 10%.

If the subscriptions have not absorbed the entire issue, the Board of Directors may use the following options:

- to limit the amount of the issue to the amount of subscriptions, if necessary within the limits provided for by the regulation,
- to freely allocate all or part of the unsubscribed securities.

**8.2.2.3 Authorization to set the issue price under the conditions determined by the General Meeting in case of issue without preferential subscription right (nineteenth resolution)**

In accordance with the provisions of Article L. 22-10-52, paragraph 2, of the French Commercial Code, we propose to authorize the Board of Directors, when it decides to issue ordinary shares or securities giving access to the capital without preferential subscription right through public offer under the 17<sup>th</sup> resolution or by private placement under the 18<sup>th</sup> resolutions, to derogate, within the limit set out by the regulation, from the conditions for fixing the price provided for in the aforementioned resolutions and to determine the issue price of the equity securities to be issued 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, weighted by volumes during 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 Board of Directors may not, except with the prior authorization of the General Meeting, make use of this delegation of authority from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.

The purpose of this derogatory price rule is to allow the Board of Directors to have a certain flexibility in determining the reference price concerning the setting of the issue price depending on the transaction and the market situation, maintaining a discount limited to 10%.

### **8.2.3 Authorization to increase the amount of issues (*twentieth resolution*)**

We propose, under the delegations with and without subscription right above (*sixteenth to eighteenth resolutions*), to grant the Board of Directors the ability to increase, under the conditions provided for by Articles L. 225-135-1 and R. 225-118 of the French Commercial Code, and within the limits of the ceilings set by the General Meeting, the number of shares provided for in the initial issue.

Thus, the number of securities could be increased within 30 days of the closing of the subscription within the limit of 15% of the initial issue and at the same price as the initial issue, within the limit of the ceilings set by the General Meeting.

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

### **8.3 Delegation of authority to the Board of Directors to increase the share capital by issuing shares, and/or securities granting access to the capital within the limit of 10% of the capital in order to remunerate contributions in kind of securities or securities giving access to the capital (*twenty-first resolution*)**

To facilitate external growth operations, we kindly ask you to authorize the Board of Directors to issue ordinary shares or securities giving access to ordinary shares as consideration for contributions in kind granted to the Company and consisting of shares or securities giving access to the capital, where the provisions of Article L. 22-10-54 of the French Commercial Code do not apply.

This delegation would be granted for twenty-six months.

The aggregate nominal amount of ordinary shares that may be issued pursuant to this delegation shall not exceed 10% of the share capital as of this General Meeting, not taking into account the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other preservation procedures, the rights of the holders of securities or other rights giving access to the Company's capital.

This amount would be deducted from the maximum nominal amount of ordinary shares that may be issued pursuant to the following resolutions of this Meeting:

- sixteenth resolution: Delegation of authority to increase the share capital with preferential subscription right, and
- seventeenth resolution: Delegation of authority to increase the share capital without preferential subscription right through public offer.

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

### **8.4 Delegation to increase the share capital by issuing shares and/or securities granting access to the share capital of the Company, without preferential subscription right, to the members of a company savings plan, pursuant to Articles L. 3332-18 et seq. of the French Labor Code (*twenty-second resolution*)**

We submit this resolution to your vote in order to comply with the provisions of Article L. 225-129-6 of the French Commercial Code, under the terms of which the Extraordinary Shareholders' Meeting is called upon to vote on delegations of authority likely to generate immediate or future increases in the share capital in cash, and must therefore also vote on a delegation of authority in favor of the members of a company savings plan.

Under this delegation, it is proposed to delegate to the Board of Directors the authority to increase the share capital on one or more occasions, at its sole discretion, by issuing ordinary shares or securities granting access to the Company's capital for the benefit of members of one or more company or group savings plans set up by the Company and/or the French or foreign companies affiliated with it under the terms of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code.

Pursuant to the provisions of Article L. 3332-21 of the French Labor Code, that the Board of Directors shall be entitled to grant to the beneficiaries defined in the first paragraph above, free of charge, shares to be issued or already issued or other securities granting access to the Company's capital to be issued or already issued in respect of (i) the employer's contribution which may be paid in accordance with the regulations governing company or group savings plans, and/or (ii) where applicable, the discount, and may decide, in the event of the issue of new shares in respect of the discount and/or the employer's contribution, to incorporate in the capital the reserves, profits or premiums necessary to pay up the said shares;

In accordance with the law, the General Meeting would cancel shareholders' preferential subscription rights to the shares and securities that may be issued pursuant to this delegation.

The maximum aggregate amount of the increase(s) in capital that may be completed by the use of this delegation to 2 % of the amount of share capital as of the date of this General Meeting. This amount would be deducted from the maximum nominal amount of ordinary shares that may be issued under the 16<sup>th</sup> resolution of this General Meeting (Delegation of authority to increase the share capital with preferential subscription right) and from the overall ceiling set in the 17<sup>th</sup> resolution of the Combined General Meeting of May 5, 2022.

To this amount shall be added, as the case may be, the nominal amount of the capital increase required to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other methods of preservation, the rights of holders of shares or securities giving access to the Company's capital.

This delegation would be granted for twenty-six months.

It is specified that the price of the shares to be issued, pursuant to this delegation, may not be more than 20% lower than the average price of the share during the 20 trading days preceding the day of the decision fixing the opening date of the subscription, nor higher than this average.

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

The Board of Directors invites you to approve by your vote the text of the resolutions as proposed.

### **THE BOARD OF DIRECTORS**

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The table summarizing the status of use of the delegations and financial authorizations in force during 2022 are set forth in **Appendix 1.**

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

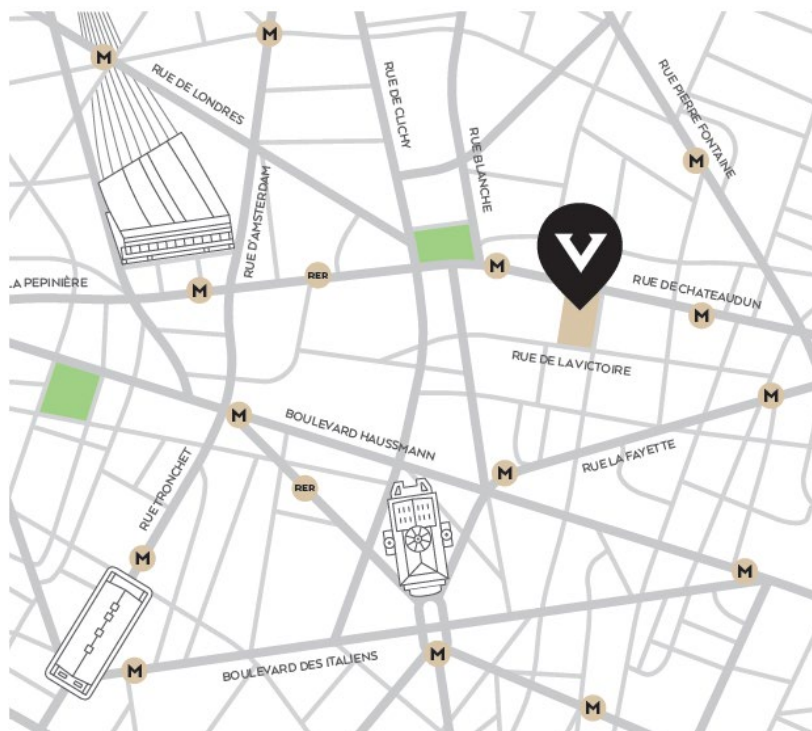
PLACE WHERE THE COMBINED GENERAL MEETING WILL BE HELD

On Thursday May 4, 2023 at 10.30 am (CET)

Espace Verso

52 rue de la Victoire

75009 Paris



METRO : Lines 12, 7, 9, 8

RER : Line E

BUS : Lines 26, 32, 42, 43

PARKING :

Indigo 48 Boulevard Haussmann

Interparking 12-14 Rue Chauchat

TO GET ADDITIONAL INFORMATION

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

- \* On the Company's website: [www.cgg.com](http://www.cgg.com)
- \* At the Company's registered office: CGG, Legal Department, 27 avenue Carnot, 91300 Massy
- \* By the Company's Investors Relations' Department:
  - By email: [invrelparis@cgg.com](mailto:invrelparis@cgg.com)
  - By phone: +33.1.64.47.38.11



## REQUEST FOR ADDITIONAL DOCUMENTS

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

I, the undersigned:

\_\_\_\_\_  
(First and Last Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
Owner of \_\_\_\_\_ share(s):

- under registered form,
- under the bearer form or under the registered form but through an accredited financial intermediary<sup>1</sup>

\_\_\_\_\_  
request the Company **CGG** to send me, in view of the Combined General Meeting to be held on Thursday May 4, 2023, the documents listed in section R.225-83 of the French Commercial code.

These documents are also available on the Company's website ([www.cgg.com](http://www.cgg.com)).

In \_\_\_\_\_, on \_\_ / \_\_ / 2023

\_\_\_\_\_  
<sup>1</sup> Indication of the bank, the financial institution or the on-line broker, etc. account-keeper (the shareholder has to attest of such quality by sending a statement of holdings delivered by the authorized financial intermediary).

## APPENDIX 1: TABLE SUMMARIZING THE STATUS OF USE OF THE DELEGATIONS AND FINANCIAL AUTHORIZATIONS IN FORCE DURING 2022

	Resolution number – GM	Period	Maximum authorized amount	Use in 2022
<b>SHARE CAPITAL INCREASES</b>				
By incorporation of reserves, profits, premiums or other*	16 <sup>th</sup> – GM 05.12.2021	26 months	€711,394 <sup>(a)</sup> , i.e. 10% of the Company's share capital as of the date of convening of the General Meeting	None
With preferential subscription right*	17 <sup>th</sup> – GM 05.12.2021	26 months	€3,556,968 <sup>(b)</sup> , i.e. 50% of the Company's share capital as of the date of convening of the General Meeting	None
Without preferential subscription right, within the scope of public offerings and/or as remuneration for securities in the course of a public exchange offer*	18 <sup>th</sup> – GM 05.12.2021	26 months	€711,394 <sup>(a)</sup> , i.e. 10% of the Company's share capital as of the date of convening of the General Meeting	None
Without preferential subscription right by private placement*	19 <sup>th</sup> – GM 05.12.2021	26 months	€711,394 <sup>(a)</sup> , i.e. 10% of the Company's share capital as of the date of convening of the General Meeting	None
Increase of the number of securities to be issued by the Company in the event of a share capital increase with or without preferential subscription right*	21 <sup>st</sup> – GM 05.12.2021	26 months	15% of the initial issue	None
Increase of capital, reserving the subscription of the shares to be issued to members of a company savings plan ( <i>plan d'épargne entreprise</i> )* <sup>(c)</sup>	16 <sup>th</sup> – GM 05.05.2022	26 months	2% of the Company's share capital as of the date of the General Meeting	None
In consideration of contributions in kind*	23 <sup>rd</sup> – GM 05.12.2021	26 months	€711,394 <sup>(a)</sup> , i.e. 10% of the Company's share capital as of the date of convening of the General Meeting	None
<b>CAPITAL REDUCTIONS</b>				
Share cancellation*	24 <sup>th</sup> – GM 05.12.2021	26 months	10% of the share capital	None
<b>SHARE BUY-BACK PROGRAM</b>				
Share repurchase*	13 <sup>th</sup> – GM 05.05.2022	18 months	10% of the share capital Maximum amount €4.02 per share	None

## APPENDIX 1: TABLE SUMMARIZING THE STATUS OF USE OF THE DELEGATIONS AND FINANCIAL AUTHORIZATIONS IN FORCE DURING 2022

	Resolution number – GM	Period	Maximum authorized amount	Use in 2022
<b>STOCK-OPTIONS AND PERFORMANCE SHARES</b>				
Allocation of performance shares to senior executive officers and employees	14 <sup>th</sup> – GM 05.05.2022	26 months	1% of the share capital of the Company on the date of the meeting of the Board deciding their allocation, with a sub ceiling of 0.15% of the share capital of the Company on the date of the meeting of the Board deciding their allocation, for senior executive officers.	06.22.2022: allocation of 3,491,300 <sup>1</sup> performance shares, i.e. 0.490% of the share capital on 05.05.2022
Allocation of stock-options to senior executive officers and employees	15 <sup>th</sup> – GM 05.05.2022	26 months	1% of the share capital of the Company on the date of the meeting of the Board deciding their allocation, with a sub ceiling of 0.15% of the share capital of the Company on the date of the meeting of the Board deciding their allocation, for senior executive officers.	06.22.22: allocation of 3,530,200 <sup>2</sup> stock-options, i.e. 0.496% of the share capital on 05.05.2022

(a) To be deducted from the aggregate ceiling of €3,556,967,51 set forth in the 17<sup>th</sup> resolution of the General Meeting held on May 12, 2021 (see (b) below).

(b) Aggregate ceiling for share capital increases, any operations considered, with the exception of stock-options and performance shares allocations.

(c) Category of persons under Article L. 225-138 of the French Commercial Code.

\* Renewal proposed at the 2023 General Meeting.

<sup>1</sup> This number includes, on the one hand, the allocation of 848,700 shares subject to a condition of presence only, for the benefit of employees (excluding the Chief Executive Officer and members of the Management Committee) and on the other hand 160,000 performance shares awarded at the Board of Directors meeting of July 28, 2022.

<sup>2</sup> This number includes 160,000 performance shares awarded at the Board of Directors meeting of July 28, 2022.

## APPENDIX 2: TABLE SUMARIZING THE DELEGATIONS AND FINANCIAL AUTHORIZATIONS PROPOSED TO THIS GENERAL MEETING

	Resolution number – GM	Period	Maximum authorized amount
<b>SHARE BUY-BACK PROGRAM</b>			
Share repurchase	13 <sup>th</sup>	18 months	10% of the share capital Maximum amount €4.02 per share
<b>CAPITAL REDUCTIONS</b>			
Share cancellation	14 <sup>th</sup>	26 months	10% of the share capital
<b>SHARE CAPITAL INCREASES</b>			
By incorporation of reserves, profits, premiums or other	15 <sup>th</sup>	26 months	€712 357,32 <sup>(a)</sup> , i.e. 10% of the Company's share capital as of December 31, 2022
With preferential subscription right	16 <sup>th</sup>	26 months	€3 561 786,61 <sup>(b)</sup> , i.e. 50% of the Company's share capital as of the date of convening of the General Meeting
Without preferential subscription right, within the scope of public offerings and/or as remuneration for securities in the course of a public exchange offer	17 <sup>th</sup>	26 months	€712 357,32 <sup>(a)</sup> , i.e. 10% of the Company's share capital as of December 31, 2022
Without preferential subscription right by private placement	18 <sup>th</sup>	26 months	€712 357,32 <sup>(a)</sup> , i.e. 10% of the Company's share capital as of December 31, 2022
Authorization to set the issue price in case of issue without preferential subscription right	19 <sup>th</sup>	26 months	€712 357,32 <sup>(a)</sup> , i.e. 10% of the Company's share capital as of December 31, 2022
Increase of the number of securities to be issued by the Company in the event of a share capital increase with or without preferential subscription right	20 <sup>th</sup>	26 months	15% of the initial issue
In consideration of contributions in kind	21 <sup>st</sup>	26 months	€712 357,32 <sup>(a)</sup> , i.e. 10% of the Company's share capital as of December 31, 2022
Increase of capital, reserving the subscription of the shares to be issued to members of a company savings plan ( <i>plan d'épargne entreprise</i> ) <sup>(c)</sup>	22 <sup>nd</sup>	26 months	2% of the Company's share capital as of the date of the General Meeting

*(a) The ceiling of the aggregate nominal amount of immediate or future share capital increases that may be implemented under the authority delegated to the Board of Directors pursuant to the 15<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup>, 21<sup>st</sup> and 22<sup>nd</sup> resolutions would be set at 3,561,786.61 euros (16<sup>th</sup> resolution).*

*(b) Aggregate ceiling for share capital increases, any operations considered, with the exception of stock-options and performance shares allocations.*

*(c) Category of persons under Article L. 225-138 of the French Commercial Code.*



