



2nd Quarter 2017 Financial Results

Quarterly EBITDA boosted by solid multi-client sales

Focused on the swift delivery of our financial restructuring

All results are presented before Non-Recurring Charges & write-off, unless stated otherwise

cgg.com





Forward-looking statements

This presentation contains forward-looking statements, including, without limitation, statements about CGG (“the Company”) plans, strategies and prospects. These forward-looking statements are subject to risks and uncertainties that may change at any time, and, therefore, the Company’s actual results may differ materially from those that were expected. The Company based these forward-looking statements on its current assumptions, expectations and projections about future events. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it is very difficult to predict the impact of known factors and it is impossible for us to anticipate all factors that could affect our proposed results. All forward-looking statements are based upon information available to the Company as of the date of this presentation. Important factors that could cause actual results to differ materially from management’s expectations are disclosed in the Company’s periodic reports and registration statements filed with the SEC and the AMF. Investors are cautioned not to place undue reliance on such forward-looking statements.





Agenda

- Q2 2017 operational review
- Q2 2017 financial review
- Financial restructuring in progress
- Outlook
- Appendix

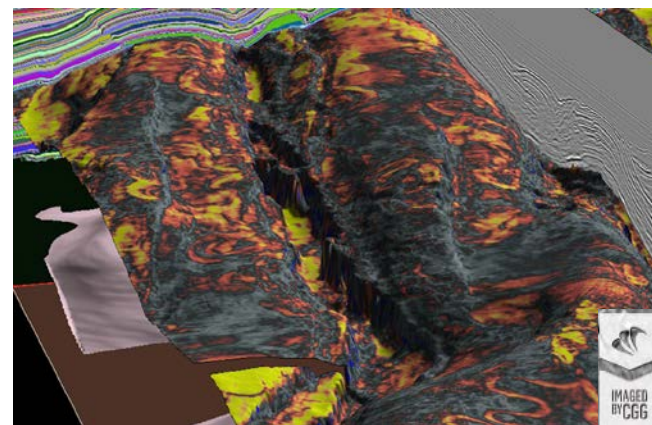


Q2 highlights: EBITDA boosted by multi-client sales

- Revenue at \$350m
 - GGR up 12%, with solid multi-client quarterly sales
 - Still low Equipment sales
 - Contractual data acquisition up due to good marine operational performance in very challenging market conditions
- EBITDAs at \$120m
- Operating income at \$(3)m
- Strong operational delivery
 - Safeguarding business continuity remains our priority
 - No commercial disruption to our activities



Sercel Wireless Transmission Unit (WTU-508) launched in Q2



Multi-Client integrated geoscience capabilities: Jump Start program





Maintaining strong operations through swift delivery of the financial restructuring plan

- Nordic debt restructuring completed on April 20
- Company financial restructuring proposal on May 12
- Agreement in principle with a majority of secured lenders and a majority of unsecured lenders reached on June 2
- French Sauvegarde proceeding in respect of CGG S.A. launched on June 14
- Prearranged US Chapter 11 for 14 significant subsidiaries launched on June 14
- Successful subscription commitment for the \$375m new 2024 HYB on July 7





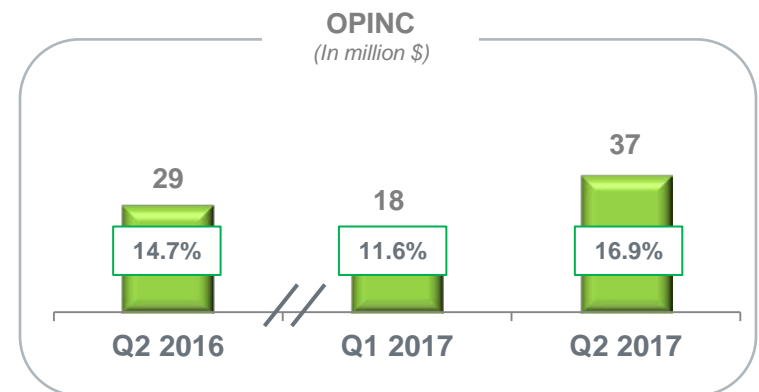
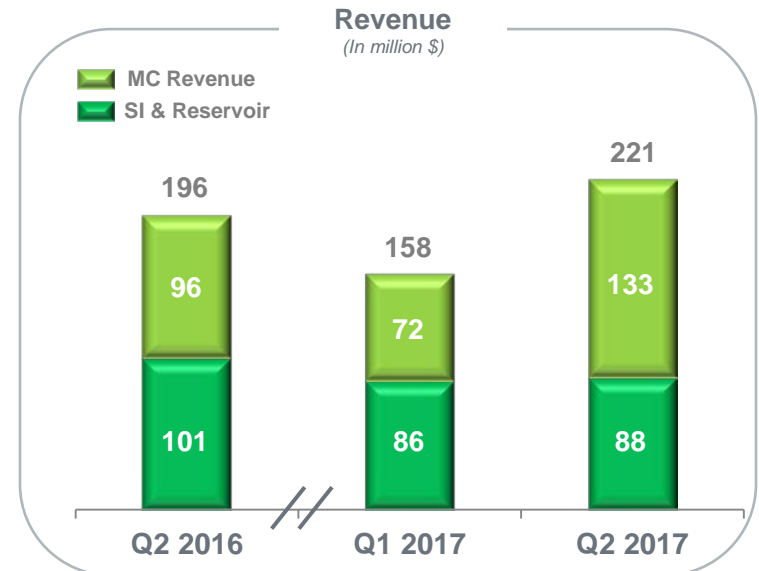
Q2 2017 Operational Review

Passion for Geoscience



GGR: solid multi-client sales boosted by licensing rounds

- Total revenue at \$221m, up 12% y-o-y
- Multi-Client at \$133m, up 39% y-o-y
 - Multi-client sales particularly active in Gulf of Mexico (US & Mexico) and Brazil
 - Prefunding sales at \$73m and after-sales at \$59m
 - High cash prefunding rate at 122%
 - 48% fleet allocation to multi-client programs
 - Fleet allocation to multi-client programs expected to be c. 35% in Q3 and c. 65% in Q4 2017
- Subsurface Imaging (SI) & Reservoir at \$88m, down (13)% y-o-y
 - Long term dedicated processing center awarded in Oman and Thailand
 - Reservoir businesses impacted by low capex spending
- EBITDAs at \$139m
- Operating income at \$37m, a 17% margin
 - Margin improvement driven by higher after-sales



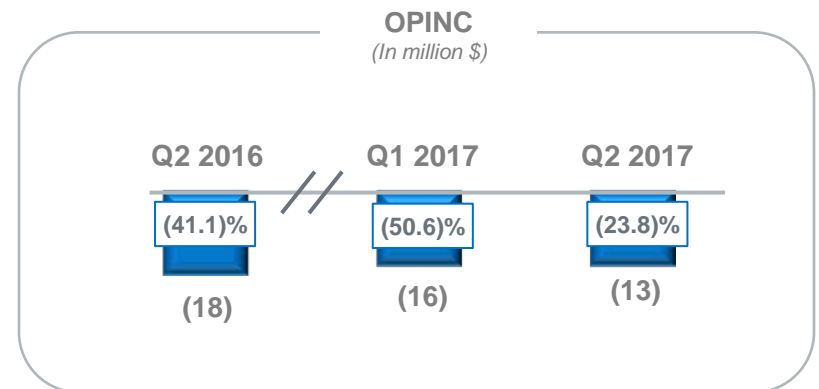
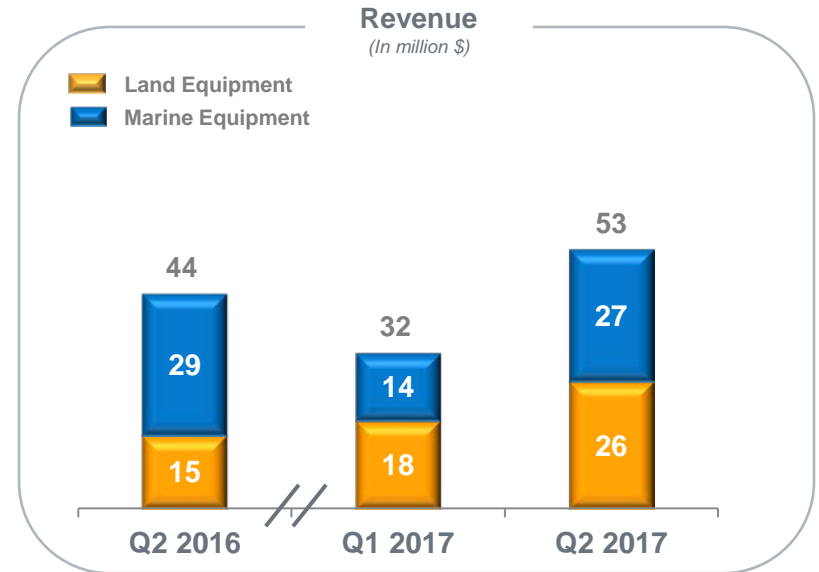
Equipment: persistent low volumes

- Total sales at \$53m, up 20% y-o-y
 - Sales split: 49% Land and 51% Marine
 - Land sales: equipment delivered to Algeria and India; active gauges business
 - Marine sales: low marine sales including some second-hand equipment
 - Very successful start of Sentinel MS on CGG Coral
 - Internal sales at \$5m versus \$8m in Q2 2016

EBITDAs at \$(6)m

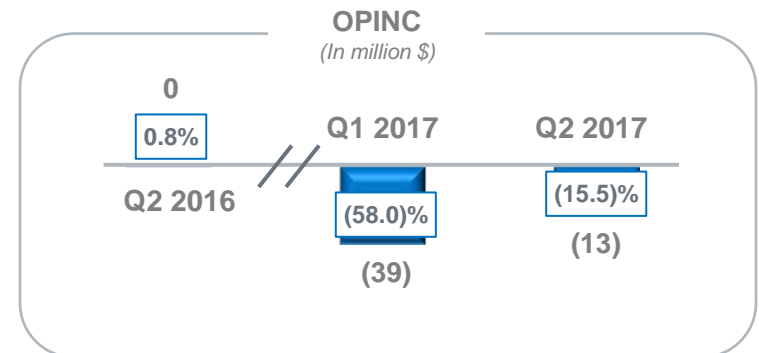
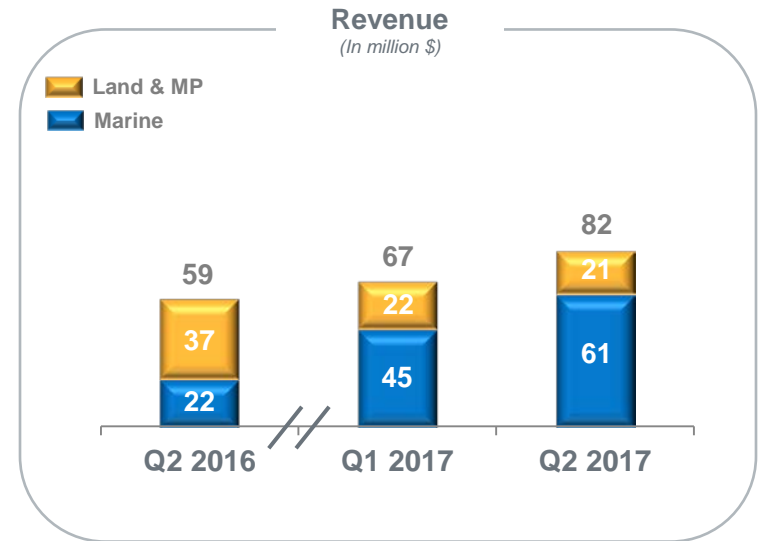
Operating income at \$(13)m

- Unfavorable product mix



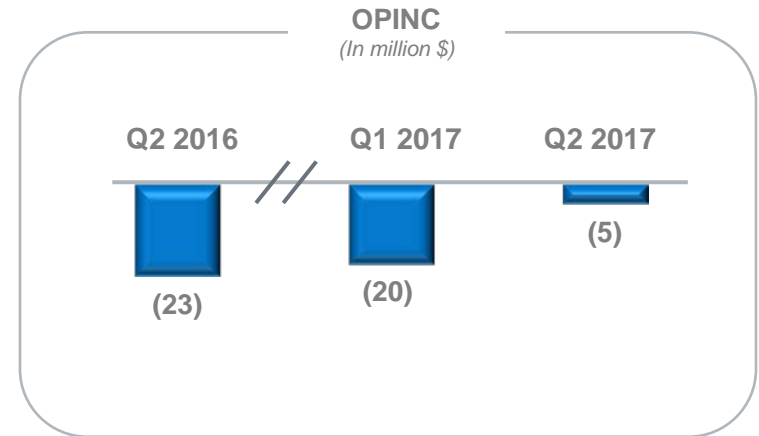
Contractual Data Acquisition: continuing competitive market environment

- Total revenue at \$82m, up 39% y-o-y
- Marine revenue at \$61m, up 173% y-o-y
 - 52% allocation to marine contractual activities (71% in Q1 2017)
 - Outstanding fleet operational performance with 98% production rate and 100% availability rate
 - Better fleet availability in Q2, after mobilization on two large surveys and vessel swap in Q1
- Land & Multi-Physics total revenue at \$21m, down (43)% y-o-y
 - Low market activity, slow client decision process
- EBITDAs at \$(1)m
- Operating Income at \$(13)m
 - Strong fleet productivity and positive impact of Global Seismic Shipping (GSS) on the cost structure



Non-Operated Resources (N.O.R)

- EBITDAs at \$(2)m
- Operating Income at \$(5)m
 - Amortization of excess streamers
- Global Seismic Shipping (GSS)
 - 50/50 with Eidesvik, accounted for in Equity from Investments
 - 3 active vessels and 4 cold-stacked vessels transferred to GSS
 - GSS chartering to CGG up to 5 vessels through umbrella capacity agreements





Q2 2017 Financial Review

Passion for Geoscience



Q2 2017 P&L

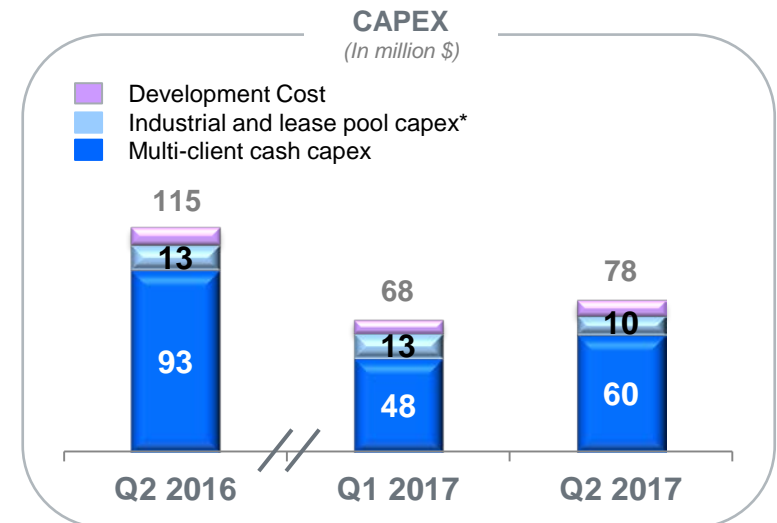
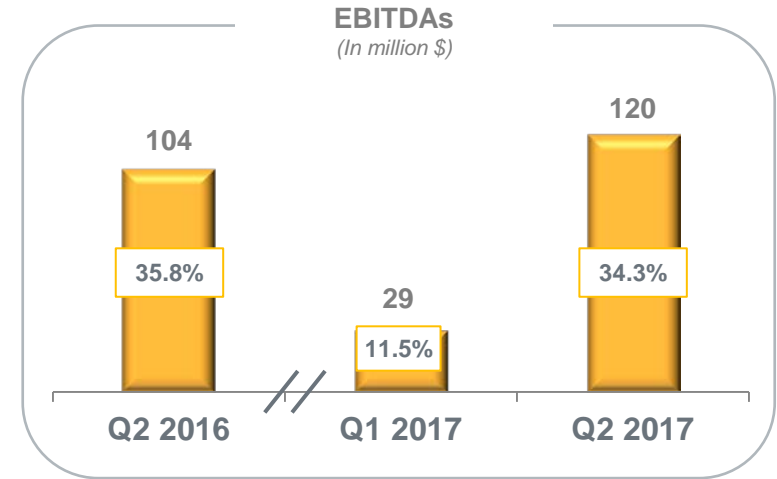
In Million \$	Q2 2016	Q1 2017	Q2 2017
Total Revenue	290	249	350
Group EBITDAs excluding NOR	109	37	122
NOR	(5)	(8)	(2)
Group EBITDAs	104	29	120
Group OPINC excluding NOR	0	(47)	2
NOR	(23)	(20)	(5)
Group OPINC	(22)	(67)	(3)
Equity from Investments	(5)	3	(3)
Net financial costs	(44)	(48)	(48)
Taxes	(6)	(2)	(21)
Non-recurring charges	(2)	(30)	(95)
Net Income	(79)	(145)	(170)

- Group EBITDAs at \$120m, EBITDAs excluding NOR at \$122m
- Group OPINC at \$(3)m, OPINC excluding NOR at \$2m
 - \$(95)m non-recurring charges related to Global Seismic Shipping JV implementation and costs of financial restructuring
- Net Income at \$(170)m



Strong EBITDA but negative FCF as expected

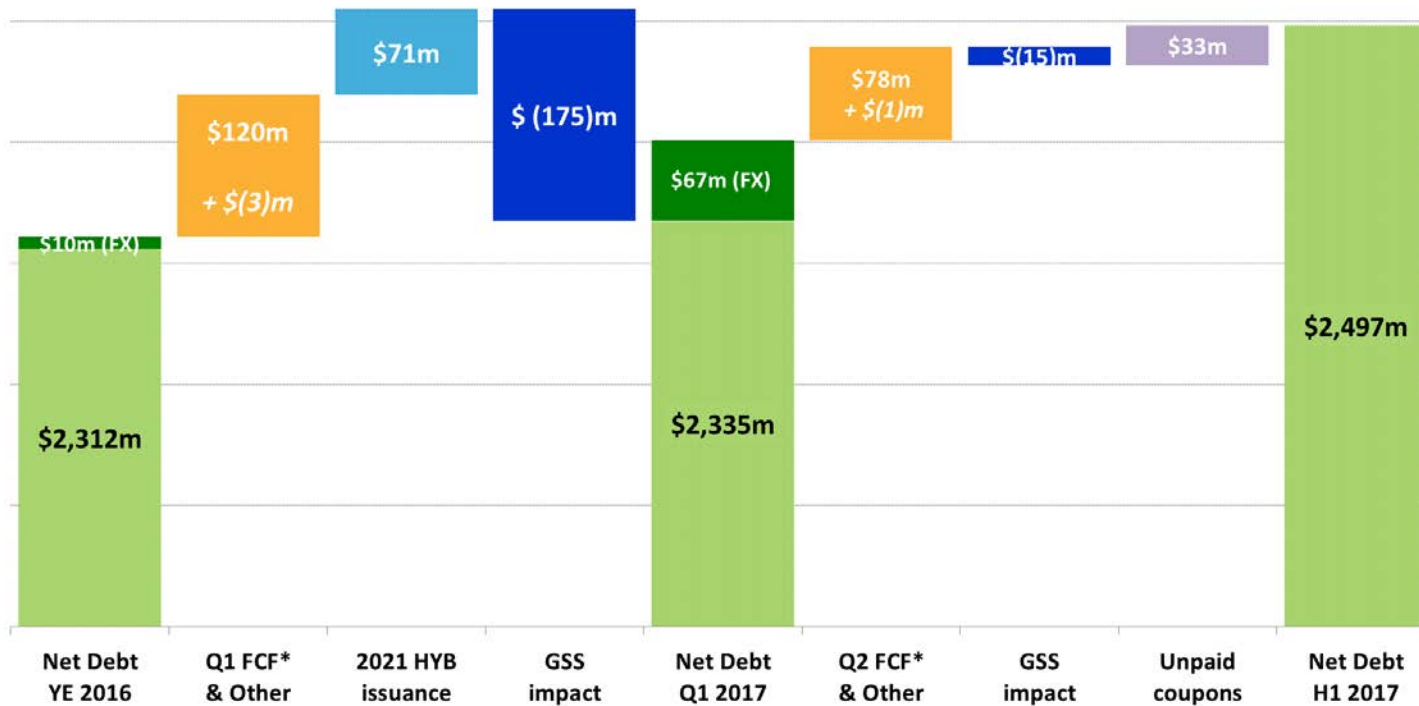
- EBITDAs at \$120m, up 16% y-o-y
- Operating Cash Flow at \$52m, down (61)% y-o-y
 - As anticipated, negative working capital effect at \$(57)m in Q2 2017 compared to \$+15m in Q2 2016
- Capex at \$78m, down (32)% y-o-y
 - Multi-client cash capex at \$60m
 - Industrial capex at \$10m
- Free Cash Flow at \$(24)m versus \$(21)m last year
 - After \$(54)m cash-outs related to the Transformation Plan, including \$(36)m related to financial restructuring
 - Free Cash Flow at \$(78)m



* Excluding change in fixed assets payables



Debt increase

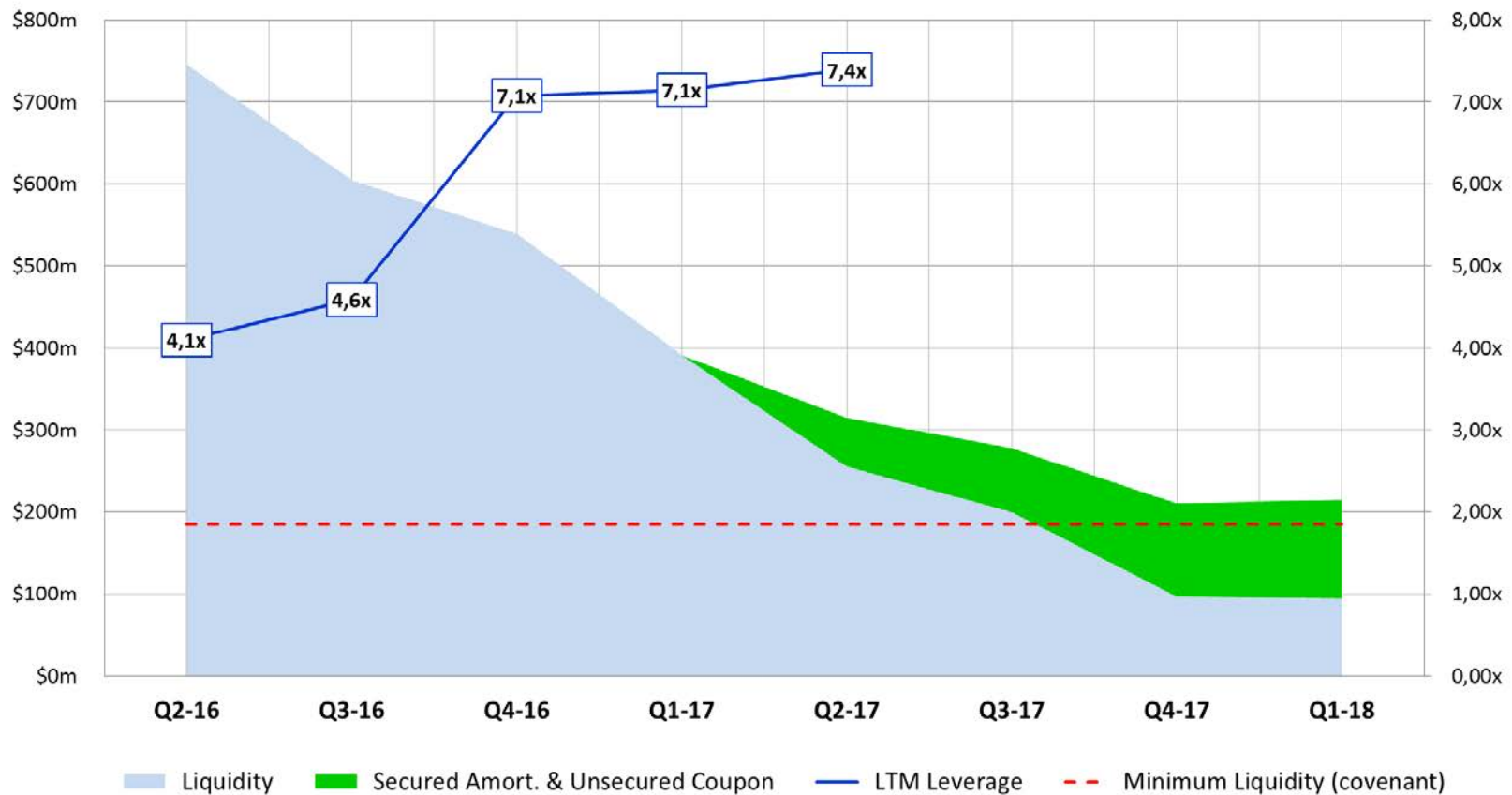


Debt and Liquidity by end June

- Group **Net Debt** at **\$2,497m** as of June 2017
- Group Liquidity at **\$315m**
- Maintenance **covenants not applicable** at June-end, as a result of French Safeguard and US Chapter 11 procedures



Liquidity rapidly tightening





Financial Restructuring in progress

Passion for Geoscience





CGG's priorities

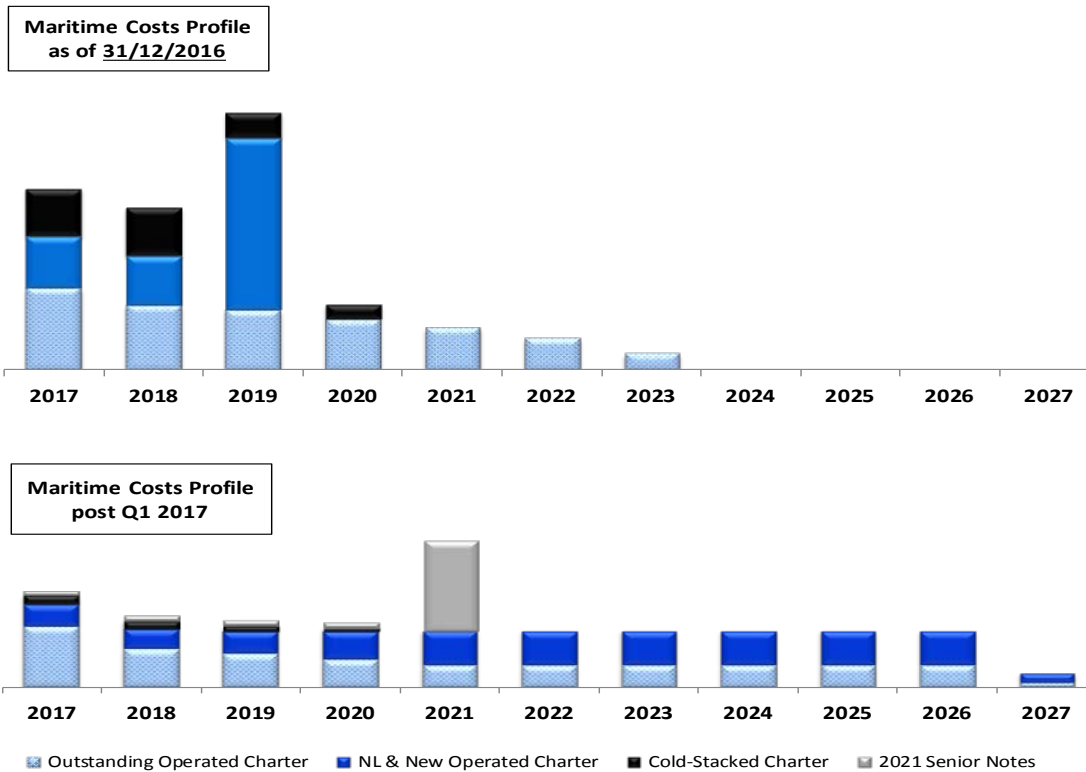
- **Protect the corporate interest of the Company and the full value of its businesses**
 - Timetable to deliver the targeted financial restructuring is of the essence in the present market environment
- **Preserve the Group's integrity**
 - Highly interlinked technologies, production units and geographies
- **Provide a framework for long-term sustainability for the Company's businesses, employees and customers**
 - CGG is a services company whose value is mostly made up of clients and people
 - Provide the Company adequate liquidity to face any possible delay in the geoscience market recovery
- **Find a solution respecting the existing interest of each stakeholder and their ability to take part in the Company's recovery**
 - Heterogeneous rights and weights of the stakeholders depending of their subordination rank





Financial restructuring objectives met (1/2)

- Norwegian legacy Maritime Liabilities and **Nordic Debt** fully addressed in Q1
 - c. \$200m nordic debt externalization and extension from 2019 up to 2027



Financial restructuring objectives met (2/2)

- Full **Equitization** of the principal amount of the unsecured debt leading to substantial Group deleveraging
 - \$1.9bn coming from \$1.5bn Senior Notes and \$0.4bn Oceanes
- **Extension of the maturity** of the secured debt to 2023, 5 years from restructuring closing date
 - \$0.8bn in total, with up to \$150m repaid at closing
- **Significantly improved liquidity** position both to protect the Company in the event of operational sensitivities and to be able to finance growth at recovery time
 - \$500m gross new money in total, with \$375m new 2024 HYB and \$125m rights issue (i.e. €112m at €1.56 per share), both fully backstopped
 - c. \$300m* net new money post \$150m secured creditors repayment and cash placement fees





Restructuring of the debt according to its seniority



Pre-arranged restructuring in France and in the US

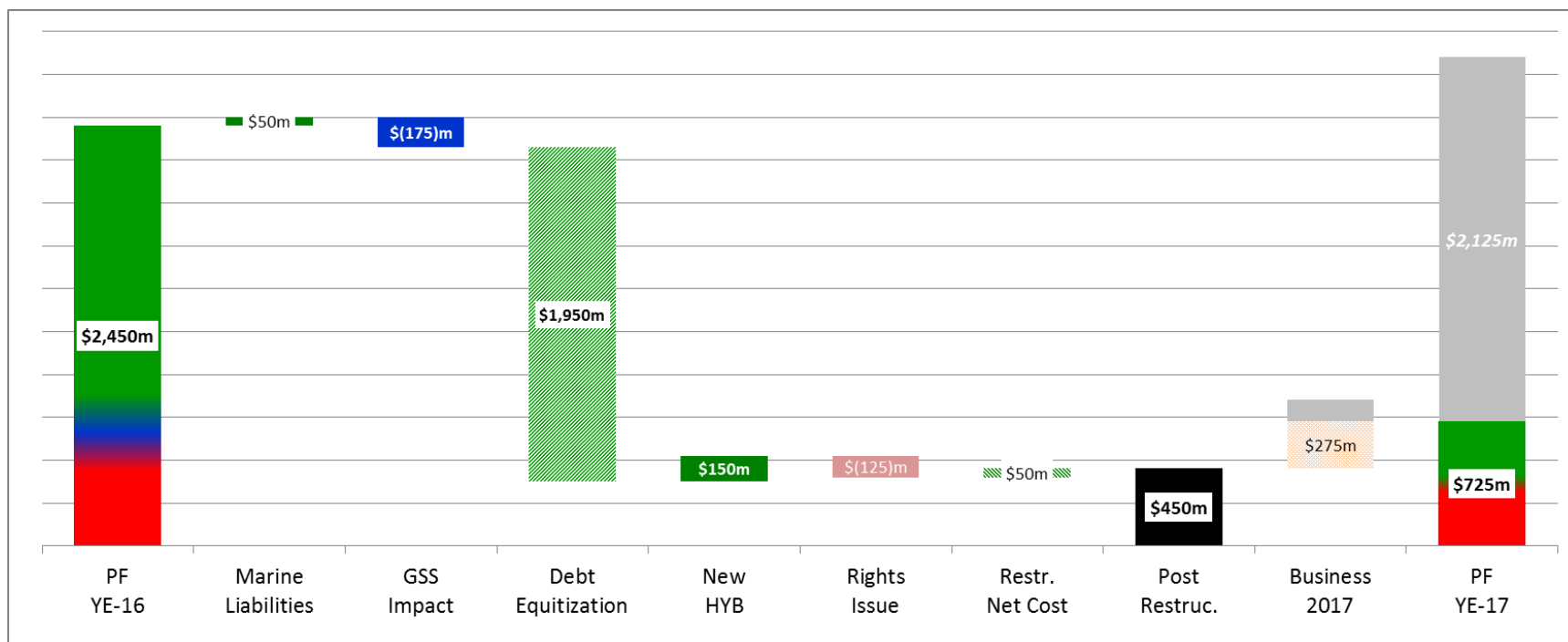
- Comprehensive Safeguard proceeding
 - Opening of French Safeguard proceedings (procédure de sauvegarde) in respect of CGG SA, the group parent company, on June 14, 2017
 - Helene Bourbouloux, former mandataire ad hoc, appointed as judicial administrator
 - CGG SA filed a petition under chapter 15 of the U.S. Bankruptcy Code, seeking recognition in the U.S. of the Safeguard as a foreign main proceeding

- Prearranged Chapter 11
 - 14 direct and indirect subsidiaries (U.S. and non-U.S.), being guarantors of the Secured Debt and of the High Yield Bonds, filed under Chapter 11 of the U.S. Bankruptcy Code, on June 14, 2017
 - Including more than 40 direct and indirect subsidiaries of those 14 guarantors that are not themselves guarantors, but that are de facto embedded in the Chapter 11 scope, it covers a business perimeter that contributed* in 2016 to 56% of the Group Revenues and 65% of the Group EBITDA

* Before NRC



\$2.1bn net debt* reduction by YE 2017 on pro forma basis



- **Net Debt before restructuring**

- \$2.45bn by YE 2016
- \$2.85bn target by YE 2017

- **Net Debt after restructuring**

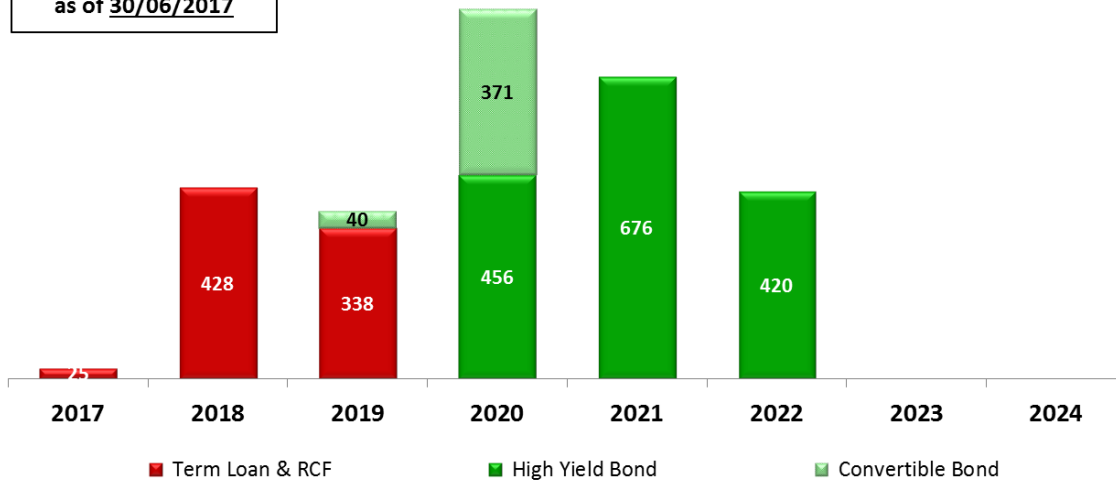
- \$0.45bn by YE 2016 (pro forma basis)
- \$0.725bn target and pro forma by YE 2017

= \$(2.1)bn reduction



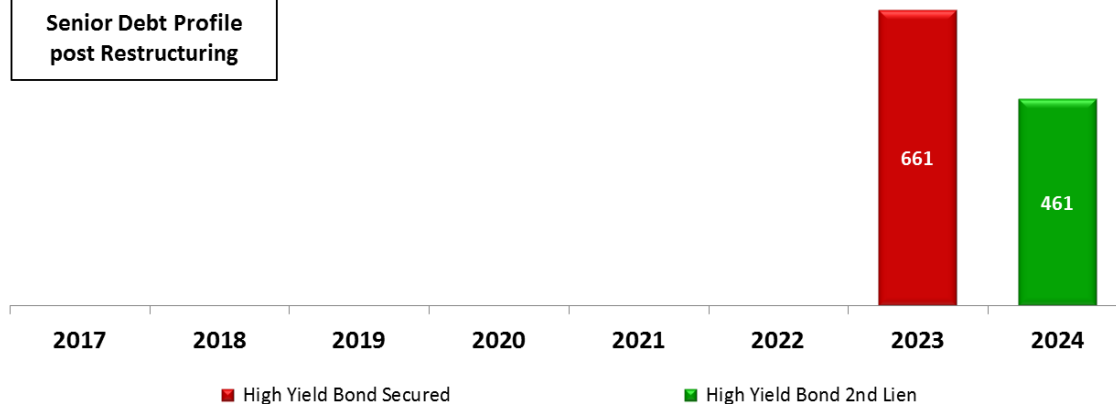
Senior debt profile: maturities moved to 2023/2024

Senior Debt Profile
as of 30/06/2017

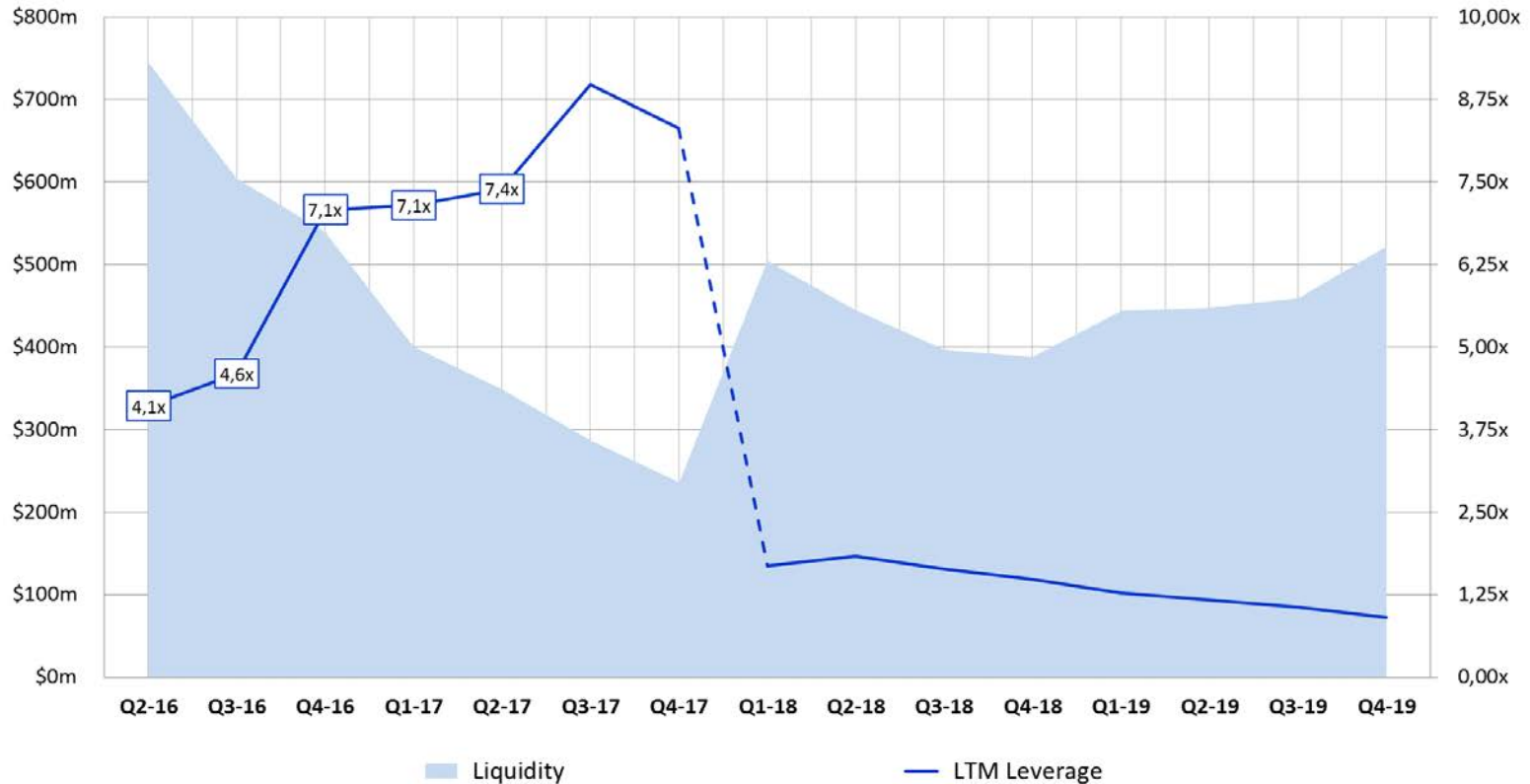


- **Senior debt** down from **\$2.75bn** before Restructuring to **\$1.1bn** post restructuring
- **Maturities** extended to January 2023 and January 2024, assuming January 2018 for the Restructuring completion date
- **Average cost** of debt at 7.0% cash + 5.0% PIK
 - c. \$85m cash burden in 2018

Senior Debt Profile
post Restructuring



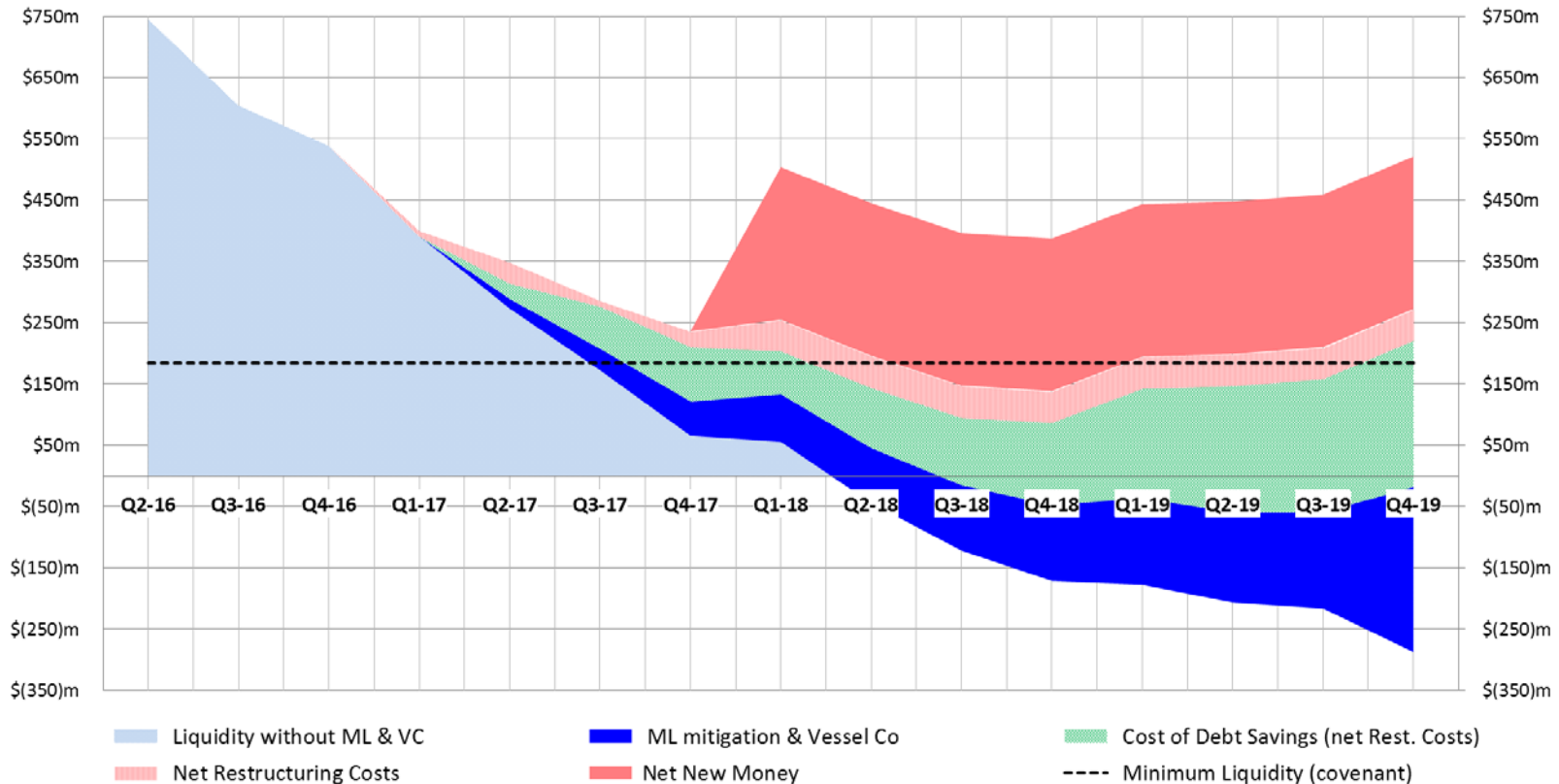
Group Leverage: back below 2x beginning of 2018



**Based on mid-point of Business Plan targets, post Restructuring,
Net Financial Debt* over EBITDA ratio below 2x**



Group Liquidity: \$1bn improvement at YE 2019 horizon



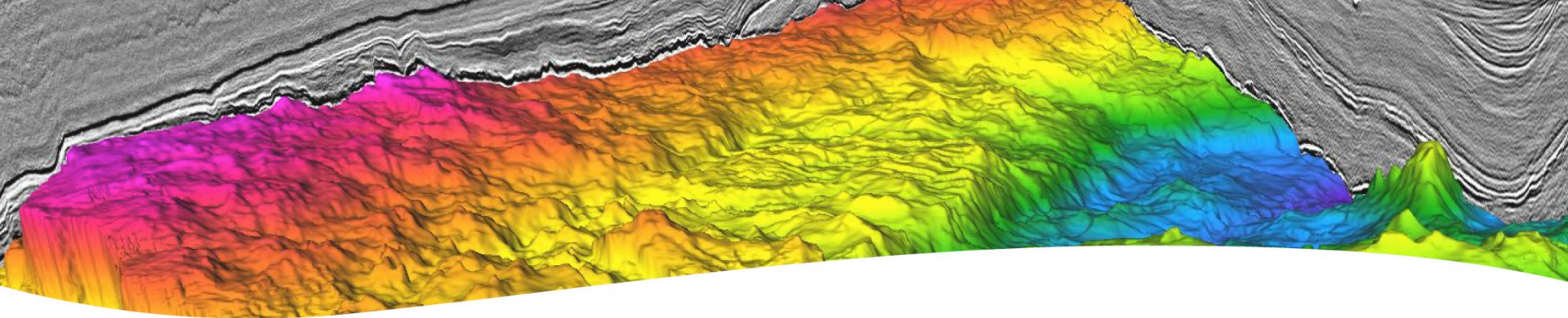
Restructuring Savings (over 2017-2019)

- ML mitigation & Nordic Loan: c. **\$300m**
- Cost of Debt reduction net of fees: c. **\$200m**

Additional Liquidity

- Net New Money: c. **\$300m**
- Basket allowing for new Secured debt: c. **\$200m**





Outlook



Next steps

- Voting commitments received in favor of the Plan
 - Required qualified majorities provided from different creditors categories
- Creditors' committees/ bondholders general meeting for French Safeguard proceeding in respect of CGG S.A.
 - To be held on July 28
- Creditors vote for prearranged US chapter 11 for 14 significant guarantor subsidiaries
 - To be completed by mid-october
- Shareholders extraordinary general meeting scheduled at the end of October
 - An essential step to ensure the future of the Company



Shareholder to participate to the Company recovery

PSR* + 2 sets of warrants for shareholders

Warrant #1
4-year maturity
1 given for 1 existing share

Warrant #2
5-year maturity
1 given for 1 new share
subscribed through the right
issue

3 warrants to subscribe to 4 new shares at €3.12

3 warrants to subscribe to 2 new shares at €4.02

Opportunity for shareholders to retain 22% of the group capital post rights issue, exercise of warrant #1 and warrant #2

% Post debt equitization	Pre new-money		Post new money	
	Sale of PSR* and warrant#1	Before exercise of warrants #1 & #2	After exercise of warrants #1 & #2	
Shareholders	4.4%	13.4%	22.0%	
Convertible bondholders	7.0%	5.0%	4.5%	
Senior noteholders	88.6%	81.6%	73.5%	

Fairness of the financial restructuring to be assessed by
the independant expert in accordance with the AMF General Regulation





Outlook: 2017 market outlook unchanged

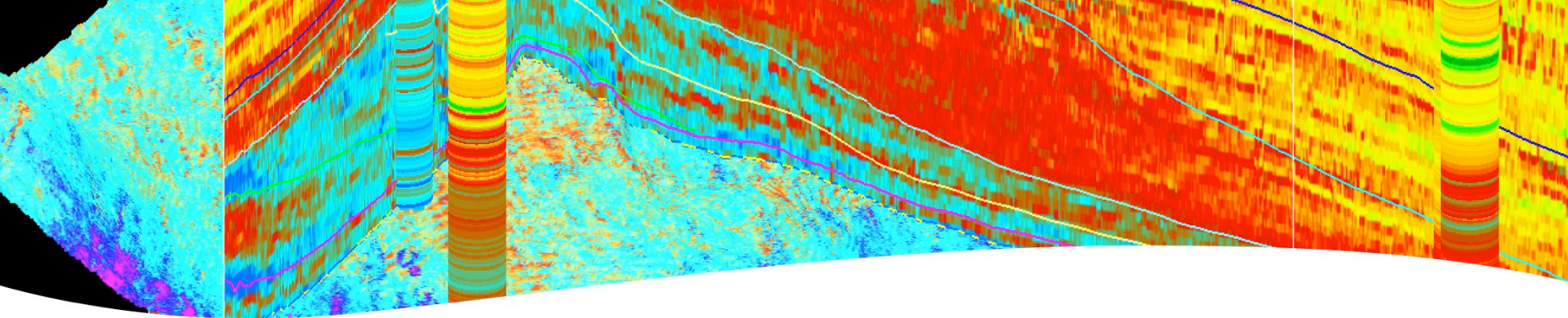
- **Unchanged 2017 guidance**

- 2017 operating results expected to be in line with 2016
- Multi-client cash capex expected to be at \$250-300m, with cash prefunding rate above 70% and industrial capex at \$75-100m
- Cash generation expected to be lower in 2017 due to lack of positive change in working capital versus 2016

- **Different mix than anticipated**

- H2 traditional pattern with weaker Q3 and stronger Q4
- Multi-Client: sales supported by good positioning and recent & modern data library in key sedimentary basins
- Equipment: low volumes in a context of uncertain recovery horizon
- Data acquisition: still hampered by low exploration spending with the usual unfavorable seasonality in H2





Appendix

Details of the June 14, 2017 announcement

Shareholding post financial restructuring

Shareholding Pre New Money (Pre Penny Warrants)	Post Debt Equitisation	Including Warrants 1
Existing shareholders	4,4%	9,8%
Convertible bondholders	7,0%	6,6%
Senior Notes holders	88,5%	83,6%
Total	100%	100%

Shareholding Post New Money	Post Debt Equitization	Including Warrants 1	Including Warrants 2
Existing shareholders	<u>13,4%</u>	<u>16,9%</u>	<u>22,0%</u>
<i>of which from Rights Issue</i>	10,2%	9,8%	15,3%
<i>of which from Existing shares</i>	3,2%	7,1%	6,6%
Convertible bondholders	<u>5,0%</u>	<u>4,8%</u>	<u>4,5%</u>
Senior noteholders	<u>81,6%</u>	<u>78,3%</u>	<u>73,5%</u>
<i>of which from New HYB 2024</i>	17,5%	16,8%	15,8%
<i>of which from Existing bonds</i>	64,1%	61,5%	57,7%
Total	100%	100%	100%



Equitization of the Unsecured Debt

	SUMMARY OF MAIN ECONOMIC TERMS
Treatment of the Unsecured Debt Coupon	<ul style="list-style-type: none"> ■ HYB: up to \$86m accrued and unpaid interest to be paid on closing with new HY Bonds¹ ■ CB: \$5m² accrued and unpaid interest to be paid on closing in cash
Reserved Capital Increase to HY Bondholders	<ul style="list-style-type: none"> ■ HYB outstanding amount of c.\$1,545m²³ to be exchanged into equity (except for the portion potentially used in the backstop of the Rights Issue) ■ Exchange at Par for Shares at €3.12/ \$3.50
Reserved Capital Increase to Convertible Bondholders	<ul style="list-style-type: none"> ■ Convertible Bonds amount of c.\$404m²³ to be exchanged into equity ■ Exchange at Par for Shares at €10.26/ \$11.50
Issue of Free Warrants in favor of Original Shareholders	<ul style="list-style-type: none"> ■ Warrants #1 at €3.12/ \$3.50 per new share / 4-year maturity ■ Each “old share” receives 1 Warrant #1. ■ 3 Warrants #1 give right to subscribe to 4 new shares

¹ Or at the election of holder termed-out over a 10-year period

² Converted into euros at the Reuters exchange rate applicable at noon (paris time) on 14 June 2017: €1 = \$1.1206.

³ If the amount of debt taken into account for the purposes of the equitization (principal amount plus accrued and unpaid interest reduced by the amount of the coupon above) was as of October 31, 2017 (illustrative purposes only as the reference date may be later).



New Money

SUMMARY OF MAIN ECONOMIC TERMS	
\$125m Rights Issue with Warrants (ABSA) limited to Existing Shareholders	<ul style="list-style-type: none"> ■ Issuing New Shares at \$1.75 coupled with Warrants #2 with a strike price per new share of \$4.5 / 5 year maturity <ul style="list-style-type: none"> ■ Each new money share gives access to 1 warrant #2. 3 Warrants # 2 give right to subscribe to 2 new shares ■ Open to all existing shareholders (before equitization of the HY Bonds and the Convertible Bonds) ■ <u>Backstop (payable on closing):</u> <ul style="list-style-type: none"> ■ DNCA has agreed to backstop \$80m of the Rights Issue in cash ■ Until no later than 21 days before the shareholders meeting, the Company, at its election, may propose to, and agree with significant shareholder(s) who would sign a lock up agreement to backstop the amount not taken up by DNCA ■ Any amount not backstopped in cash will be backstopped by the HY Bondholders by way of set off of their claims under the HY Bonds ■ 10% Backstop fee payable in cash pro rata to those parties who provide the backstop in cash
\$375m New HYB provided by the Senior Notes holders	<ul style="list-style-type: none"> ■ Issuing New High Yield Bonds at par coupled with Penny Warrants (fully diluted basis before Warrants #1 & #2) <ul style="list-style-type: none"> ■ Floating Libor (floor at 1%) + 4% cash + 8.5% PIK ■ 6-year maturity post Closing Date ■ (i) USD Tranche and (ii) EUR Tranche for up to USD100 million ■ <u>Backstop (payable on closing):</u> <ul style="list-style-type: none"> ■ Backstopped by HYB Ad Hoc Committee ■ 3% cash backstop fee paid to the HYB Ad Hoc Committee ■ Penny warrants allowing to subscribe for 1.5% of share capital (after restructuring but before exercise of Warrants 1 and Warrants 2) for €0.01 per new share¹, granted to the HYB Ad Hoc Committee ■ <u>Commitment fee (payable on closing):</u> <ul style="list-style-type: none"> ■ 7% cash commitment fee paid prorata to the amount subscribed to parties committing to subscribe² for New High Yield Bonds ■ Penny warrants allowing to subscribe for 16.0% of share capital (after restructuring but before exercise of Warrants 1 and Warrants 2), for €0.01 per new share¹ prorata to the amounts of New High Yield Bonds that parties are committing to subscribe
Other	<ul style="list-style-type: none"> ■ Penny warrants allowing to subscribe for a maximum of 1% of share capital (after restructuring but before exercise of Warrants 1 and Warrants 2) for €0.01 new share¹ granted to the HYB Ad Hoc Committee as a Global Coordinator fee (payable on closing) ■ No deal no fee

¹ This requires the prior reduction of the nominal value of CGG shares from 0.8 € to 0,01€ (by way of a reduction in the share capital) the difference being booked as unavailable reserves

² The Placement Period went from June 27, 2017 to July 7, 2017.





Agreement: Governance

Governance	<ul style="list-style-type: none">■ The structure and composition of the Company's board of directors after completion of the Restructuring will be determined in consultation with DNCA and the members of the Ad Hoc Senior Noteholder Committee who will have become and remain shareholders of the Company. Such proposed structure and composition of the board shall comply with the AFEP-MEDEF Code and be implemented as soon as practicable, but in any case no longer than 3 months after completion of the Restructuring



Headline Terms of the Agreement

Secured Lenders (US & French RCF and TLB) – 1/2

AREAS TO BE ADDRESSED	HEADLINE TERMS ¹
Borrower	<ul style="list-style-type: none"> CGG Holdings (US) Inc.
Form	<ul style="list-style-type: none"> Bond format NY Law
Guarantors	<ul style="list-style-type: none"> Adjusted guarantee package compared to existing package, reflecting release of following guarantors: CGG MRN, CGG Holding UK I, CGG Holding UK II, Sercel Inc, Sercel GRC Pledge of shares owned by Obligors of any guarantor being released
Maturity	<ul style="list-style-type: none"> 5-year from Closing Date
Interest	<ul style="list-style-type: none"> Interest to be set at Closing Date, based on linear ratchet grid (and fixed for life with respect to the ratchet grid) : <ul style="list-style-type: none"> Floating Libor (100bps floor) + 650bps cash + 250bps PIK if \geq \$700m outstanding at Closing Date Floating Libor (100bps floor) + 650bps cash + PIK between 125bps and 250bps depending on total outstanding, if outstanding between \$600m and \$700m outstanding at Closing Date Floating Libor (100bps floor) + 650bps cash + PIK between 0bps and 125bps depending on total outstanding, if outstanding between \$500m and \$600m outstanding at Closing Date Floating Libor (100bps floor) + 650bps cash if \leq \$500m outstanding at Closing Date
Amortization	<ul style="list-style-type: none"> Full Bullet Bond (no contractual amortization) No excess cash flow sweep

¹ For the French RCF lenders only option between the terms below and term-out over a 10-year period



Headline Terms of the Agreement

Secured Lenders (US & French RCF and TLB) – 2/2

AREAS TO BE ADDRESSED	HEADLINE TERMS
Early Prepayment	<ul style="list-style-type: none"> ■ Callable at par (in whole but not in part) at any time during the first 6 months after Closing Date (for avoidance of doubt from end of month 3 until end of month 6 the repayment will be inclusive of the 3% roll-over fee that will be PIKed) ; Non-call between months 7 and 36, thereafter callable at no prepayment premium. Any prepayment premium due following an acceleration to be capped at 10% ■ Closing Date shall be the date of completion of the last of the operations to be implemented in the context of the restructuring including for the avoidance of doubt, effective date of chapter 11 and safeguards, satisfaction of all the conditions precedent and completion of the securities issuances ■ Same suite of mandatory prepayment events as current documentation (excluding Permitted Junior Debt Refinancing and Change of Control to be a put at 101% (for the avoidance of doubt the Non Call premium will still be due during the Non Call period if the issuer exercises a call following a change of control) ■ Permitted Junior Debt Refinancing terms: Cash coupon (in \$m) not higher than new HYB, maturity not earlier than new HYB and no better security than HYB
Upfront Paydown	<ul style="list-style-type: none"> ■ Any net new money amount above \$250m (incl. New money capital increase) after fees would paydown secured debt subject to a cap of \$150m
Covenant	<ul style="list-style-type: none"> ■ No maintenance covenants except a minimum cash and cash equivalent covenant set at \$185MM ■ Customary incurrence covenant including in respect with the issuance of additional debt (definition and threshold to be agreed)
Security	<ul style="list-style-type: none"> ■ Consistent with existing security package (except for certain adjustments including those indicated in the guarantors section above) including customary negative pledge on unencumbered assets
Rollover Fee	<ul style="list-style-type: none"> ■ Additional interest paid in kind in an amount equal to 3.0% of principal amount of the rolled over secured debt if no refinancing has occurred during the first 3 months after Closing
Other	<ul style="list-style-type: none"> ■ Enable incurrence of additional debt up to \$200m pari passu (under a secured cap of \$900 MM) to fund Company's growth ■ Secured lenders to have right of first refusal on providing the additional secured debt if the cost is greater than existing terms ■ Will provide incremental security if we increase secured gross debt above \$800 MM ■ Incremental security (1.5x coverage) for \$100 MM flexibility above \$800 MM ■ Documentation refresh



Headline Terms of the Agreement - *New HYB Terms (1/2)*

AREAS TO BE ADDRESSED	HEADLINE TERMS
Issuer	<ul style="list-style-type: none"> ■ CGG SA ■ Format: US\$ documentation consistent with existing US\$ HYB
Amount	<ul style="list-style-type: none"> ■ \$375m in cash ■ (i) USD Tranche and (ii) EUR Tranche for up to USD100 million ■ Up to \$86m from the payment of accrued and unpaid Coupon
Ranking	<ul style="list-style-type: none"> ■ Adjusted guarantee package compared to existing package in favor of HYB, reflecting release of following guarantors: CGG MRN, CGG Holding UK I, CGG Holding UK II, Sercel Inc, Sercel GRC, Sercel Australia, Sercel Canada, CGG Canada Services Ltd ■ Obligation of CGG SA with a Silent Second Lien on US and French collateral (and additional collateral if legally feasible to have Silent Second Lien under local laws)
Intercreditor principles	<ul style="list-style-type: none"> ■ Silent second lien intercreditor agreement to be governed by NY law and to include drag along guaranty and lien release provisions upon disposition of collateral (i) permitted under senior debt documents in effect as of the closing date, (ii) consented to by the required senior lenders, (iii) pursuant to an exercise of remedies by the senior lenders and/or (iv) in connection with a sale under Section 363 of the Bankruptcy Code, in each case subject to lien attachment to proceeds
Tenor	<ul style="list-style-type: none"> ■ 6 years from Closing Date (12 months after secured debt maturity)
Coupon	<ul style="list-style-type: none"> ■ Floating Libor (100 bps floor) + 400bps (cash) + 850bps (PIK), for the USD Tranche ■ Floating Euribor (100 bps floor) + 400bps (cash) + 850bps (PIK), for the EUR Tranche



Headline Terms of the Agreement - *New HYB Terms (2/2)*

AREAS TO BE ADDRESSED	HEADLINE TERMS
Call	<ul style="list-style-type: none"> ■ Year 1: 120% ■ Year 2: 120% ■ Year 3: 112.5% ■ From Year 4: par
Covenants	<ul style="list-style-type: none"> ■ Incurrence based covenants only, consistent with existing US\$ HYB due 2022 subject to increase in baskets for operational purposes and flex for incurrence of \$200m additional debt for new senior secured financing ■ Cross acceleration to senior secured debt
Use of proceeds	<ul style="list-style-type: none"> ■ General corporate purpose for the first \$250m ■ Any new money amount above \$250m (incl. New money capital increase) after fees would pay down secured debt (capped at \$150m)
Backstop / Commitment fee	<ul style="list-style-type: none"> ■ <u>Backstop (payable on closing):</u> <ul style="list-style-type: none"> ■ Backstopped by HYB Ad Hoc Committee ■ 3% cash backstop fee paid to the HYB Ad Hoc Committee ■ Penny warrants allowing to subscribe for 1.5% of share capital (after restructuring but before exercise of Warrants 1 and Warrants 2) for €0.01 per new share¹, granted to the HYB Ad Hoc Committee ■ <u>Commitment fee (payable on closing):</u> <ul style="list-style-type: none"> ■ 7% cash commitment fee paid prorata to the amount subscribed to parties committing to subscribe for New High Yield Bonds ■ Penny warrants allowing to subscribe for 16.0% of share capital (after restructuring but before exercise of Warrants 1 and Warrants 2) for €0.01 per new share¹ prorata to the amounts of New High Yield Bonds that parties are committing to subscribe
Other	<ul style="list-style-type: none"> ■ Penny Warrants allowing to subscribe for a maximum of 1% of share capital (after restructuring but before exercise of Warrants 1 and Warrants 2) for €0.01 per new share¹, granted to the HYB Ad Hoc Committee as a Global Coordinator fee (payable on closing)

¹ This requires the prior reduction of the nominal value of CGG shares from 0.8 € to 0,01€, the difference being booked as unavailable reserves





Thank you

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