

CGG

A French limited company (*société anonyme*) with a registered capital of 7,099,479 euros
Registered office: Tour Maine Montparnasse, 33 avenue du Maine
75015 Paris
969 202 241 R.C.S. Paris

CONVENING NOTICE OF SHAREHOLDERS' MEETING

The shareholders of CGG are hereby informed that a Combined General meeting (ordinary and extraordinary) is to be convened on Wednesday, May 15, 2019 at 10:30 a.m., at Centre d'Affaires Paris Victoire, 52 rue de la Victoire, 75009 Paris, in order to deliberate on the following agenda :

AGENDA

ORDINARY BUSINESS

- ✓ Report of the Board of Directors and Auditors' reports, and approval of the statutory accounts of the company for fiscal year 2018;
- ✓ Allocation of earnings;
- ✓ Approval of the consolidated financial statements for fiscal year 2018;
- ✓ Renewal of the term of Mrs. Colette Lewiner as Director;
- ✓ Renewal of the term of Mr. Mario Ruscev as Director;
- ✓ Appointment of ERNST & YOUNG et Autres, Auditor;
- ✓ Renewal of the term of office of Mazars, Auditor;
- ✓ Allocation of Directors' fees for fiscal year 2019;
- ✓ Approval of the related-party agreements in relation with the compensation of the Senior Executive Officers ("*mandataires sociaux*"), falling within the scope of section L.225-38 of the French Commercial Code ;
- ✓ Approval of the related-party agreement between the company and Mrs. Sophie Zurquiyah, falling within the scope of section L.225-42-1 of the French Commercial Code ;
- ✓ Approval of the elements of compensation due or granted for the 2018 financial year to Mr. Remi Dorval, Chairman of the Board of Directors until April 26, 2018;
- ✓ Approval of the elements of compensation due or granted for the 2018 financial year to Mr. Philippe Salle, Chairman of the Board of Directors as from April 26, 2018;

- ✓ Approval of the elements of compensation due or granted for the 2018 financial year to Mr. Jean-Georges Malcor, Chief Executive Officer until April 26, 2018;
- ✓ Approval of the elements of compensation due or granted for the financial year 2018 to Mrs. Sophie Zurquiyah, Chief Executive Officer as from April 26, 2018;
- ✓ Approval of the principles and criteria of determination, distribution and allocation of the fixed, variable and exceptional elements of the global compensation structure, and of all benefits of any kind granted to the Chairman of the Board of Directors for the financial year 2019;
- ✓ Approval of the principles and criteria of determination, distribution and allocation of the fixed, variable and exceptional elements of the global compensation structure, and of all benefits of any kind granted to the Chief Executive Officer for the 2019 financial year;
- ✓ Ratification of transfer of the Company's registered office;

EXTRAORDINARY BUSINESS

- ✓ Reports of the Board of Directors and Auditors' reports;
- ✓ Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities granting access to other equity securities and/or granting the right to the allotment of debt securities and/or securities granting access to equity securities to be issued, with preferential subscription right in favor of holders of existing shares;
- ✓ Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities granting access to other equity securities and/or granting the right to the allotment of debt securities and/or securities granting access to equity to be issued, without preferential subscription right, within the scope of public offerings;
- ✓ Delegation of authority to the Board of Directors to increase the share capital by issuing shares, and/or equity securities granting access to other equity securities and/or granting right to the allotment of debt securities and/or securities granting access to equity securities to be issued, within the scope of private placements referred to in article L.411-2-II of the French Monetary and Financial Code, without preferential subscription right;
- ✓ Authorization granted to the Board of Directors to fix the issue price pursuant to the procedure laid down by the General Meeting, in case of issue without preferential subscription right, through public offerings or private placement as defined in article L.411-2-II of the French Monetary and Financial Code, according to the 19th and 20th resolutions, within the limit of 10% of the share capital per year;
- ✓ Authorization granted to the Board of Directors in order to increase the number of securities to be issued by the Company in the event of a share capital increase with or without preferential subscription right pursuant to its 18th, 19th and 20th resolutions;

- ✓ Delegation to the Board of Directors to increase the share capital by issue of shares or securities granting access to the share capital of the Company, with removal of the shareholders' preferential subscription right, to members of a Company Savings Plan;
- ✓ Delegation of authority to the Board of Directors to increase the share capital by issuing shares, and/or equity securities granting access to other equity securities and/or granting right to the allotment of debt securities and/or securities granting access to equity securities to be issued, in consideration of contributions in kind within a limit of 10% of the share capital;
- ✓ Authorization and delegation to the Board of Directors in order to reduce the share capital by canceling treasury shares;

ORDINARY AND EXTRAORDINARY BUSINESS

- ✓ Powers for formalities.

The notice of shareholders' meeting including the text of the draft resolutions was published in the Bulletin des Annonces Légales Obligatoires dated April 5, 2019 (bulletin no 41).

A. Preliminary formalities to attend the general meeting

Pursuant to the provisions of section R.225-85 of the French Commercial Code, in order to attend this general meeting or to be represented or to cast a postal vote, shareholders must provide evidence of their shareholding through the registration of their shares in their name on the second business day prior to the date of the general meeting at 12:00 a.m. (Paris time).

The second business day prior to the general meeting at 12:00 a.m. will be **Monday, May 13, 2019 at 12:00 a.m. (Paris time)**.

B. Attendance at the general meeting

Any shareholder, regardless of the number of shares held, may take part in this general meeting.

1. 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 to BNP Paribas Services Securities Services by post to the following address : BNP Paribas Securities Services – CTO Assemblées Générales – Les Grands Moulins de Pantin, 9 rue du Débarcadère – 93761 Pantin Cedex.

If the shares are under the bearer form : apply for an admission card directly to the financial intermediary in charge of their share account. The registration of the shares in bearer shares accounts held by financial intermediaries is evidenced by a statement of holdings delivered by the financial intermediary. Such a statement of holdings is also delivered to shareholders willing to attend the general meeting in person but who have not received an

admission card two business days prior to the date of the general meeting, i.e. Monday, May 13, 2019 at 12:00 a.m., Paris time.

2. Shareholders who do not attend the meeting in person can either cast a postal vote, appoint a proxy of their choice or give a proxy to the Chairman of the general meeting (in which case a positive vote will be casted in favor of all the resolutions agreed by the Board of Directors of the company), as follows :

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

- send by post the postal voting form/proxy voting form addressed to them with the convening notice to the following address : BNP Paribas Securities Services – Service Assemblées Générales - CTO Assemblées Générales – Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex.

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

- apply for the postal voting form/proxy voting form directly to the financial intermediary in charge of their share account, as from the date of the convening notice of the shareholders' meeting. Such a form shall be accompanied by a statement of holdings delivered by the financial intermediary and shall be sent by post to the following address : BNP Paribas Securities Services – Service Assemblées Générales - CTO Assemblées Générales – Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex.

Pursuant to the provisions of section R.225-75 of the French Commercial Code, any request for a postal voting form/proxy voting form, in order to be processed, must be received at the company's registered office or by BNP Paribas Securities Services at the above mentioned address, no later than six days prior to the date of the meeting.

In order to be taken into account, the forms, duly completed by the shareholders, must be received by the company or by BNP Paribas Securities Services, at the latest on the day preceding the date of the meeting, i.e. Tuesday, May 14, 2019.

3. No electronic vote will be put in place for this general meeting therefore no internet website as provided for by section R. 225-61 of the French Commercial Code will be made available for this purpose.

4. In accordance with section R. 225-79 of the French Commercial Code, an appointment or cancellation of a proxy may be notified electronically under the following conditions:

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

- the shareholder shall send an e-mail to the following address: paris.bp2s.france.cts.mandats@bnpparibas.com. This email must include the following information : the name of the company, the date of the general meeting, the name, first name, address and identification number with BNP Paribas Securities Services and the name and first name, and if possible, the address of the proxy.

- the shareholder will have to confirm his/her request on PlanetShares/My Shares or PlanetShares/My Plans by logging with his/her usual login credentials and by going to the page "My shareholder space – My general meetings" and then by clicking on "Appointing or dismissing a proxy".

If the shares are under the **bearer form** or under the **registered form through an accredited financial intermediary** :

- the shareholder shall send an e-mail to the following address: paris.bp2s.france.cts.mandats@bnpparibas.com. This email must include the following information : the name of the company, the date of the general meeting, the name, first name, address and bank references and the name, first name, and if possible, the address of the proxy.
- the shareholder shall request the financial intermediary in charge of his/her account to send a written confirmation to BNP Paribas Securities Services – CTO Assemblées Générales – Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex.

Only notifications of appointment or cancellation of proxies may be sent to the abovementioned electronic address. Requests or notifications relating to any other topics will not be taken into account nor processed.

In order to be taken into account, only notifications of appointment or cancellation of proxies, duly signed, completed must be received on the day preceding the date of the General meeting at the latest, i.e. May 14, 2019 at 3:00 pm (Paris time).

D. Written questions

In accordance with section 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, Tour Maine-Montparnasse, 33 avenue du Maine, 75015 Paris, by registered letter with acknowledgment of receipt together with a statement of holdings evidencing the registration of the shares no later than the fourth business day preceding the general meeting, i.e. Thursday, May 9, 2019. In accordance with the legislation in force, the answer to a written question is deemed to have been given as soon as it appears on the Company website in a section dedicated to written questions.

E. Documentation made available to shareholders

The documents set forth by section R. 225-73-1 of the French Commercial Code have been published on the Company website <http://www.cgg.com>, as from the twenty-first day preceding the general meeting, i.e. Wednesday, April 24, 2019.

All documents and information listed in sections L. 225-115 and R. 225-83 of the French Commercial Code will be sent to or made available for consultation by shareholders at the Company's headquarters, Tour Maine-Montparnasse, 33 avenue du Maine, 75015 Paris, as from the date of the notice convening the general meeting and during fifteen days prior to the general meeting.

The Board of Directors