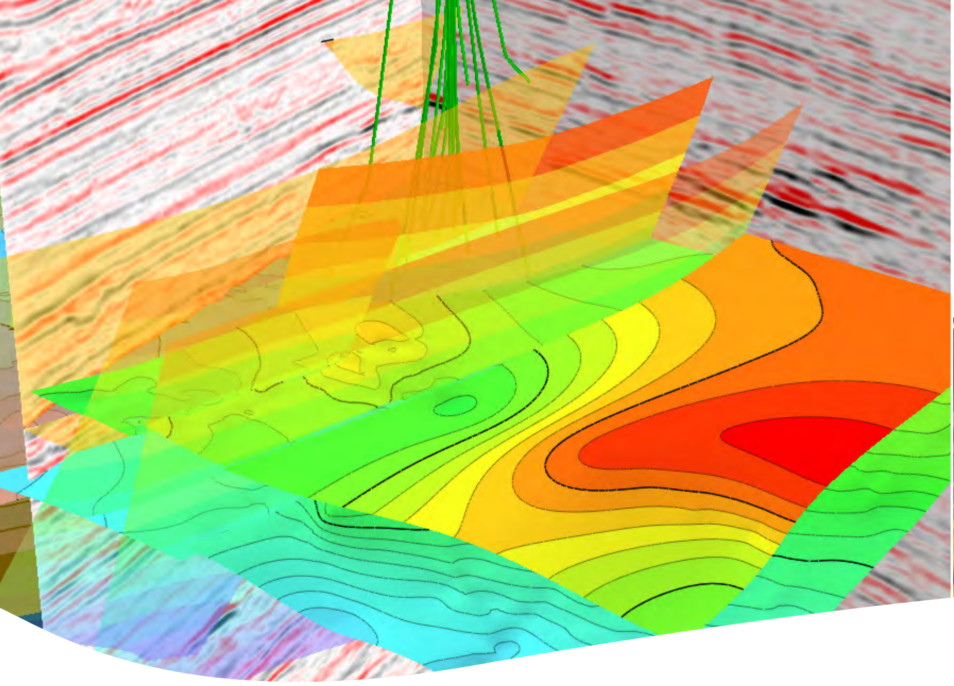
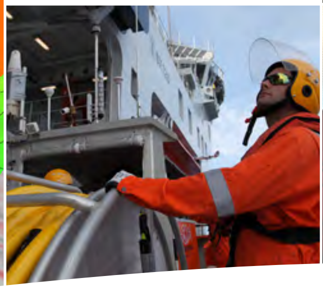
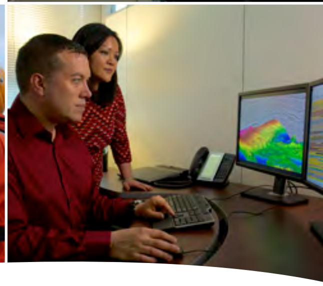


Notice and Information Brochure

Combined General Meeting

CGG

Friday, May 27, 2016 at 9.30 am

Auditorium of the Centre Etoile Saint-Honoré
21-25 rue Balzac
75008 Paris

cgg.com

CGG
Passion for Geoscience

SUMMARY

Notice of the 2016 Combined General Meeting 3

How to participate and vote at the Combined General Meeting? 4

Administration, Management and Control 8

Key figures of the 2015 fiscal year 12

Significant events of the 2015 fiscal year 14

Financial results of CGG SA over the past 5 years 16

Agenda of the Combined General Meeting 17

Report of the Board of Directors on the resolutions submitted to Shareholders' approval 19

Resolutions submitted to Shareholders' approval 45

Request for additional documents and information 54

Practical information – Access map 55

Appendix 1: Summary of the use of financial delegations and authorizations granted to the Board of Directors during the 2015 fiscal year and 2016 first quarter 56

NOTICE OF THE 2016 COMBINED GENERAL MEETING

Dear Shareholders,

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

On Friday, May 27, 2016
At 9.30 am
In the Auditorium of the Centre Etoile Saint-Honoré
21-25 rue Balzac
75008 Paris

The Shareholders' General Meeting is a key moment in the life of a company. It allows you, as Shareholders, to get some information, to discuss with the management team and to take part in the corporate governance through the vote on the resolutions submitted to you.

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

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

HOW TO PARTICIPATE AND VOTE AT THE COMBINED GENERAL MEETING?

PRIOR CONDITIONS

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, Shareholders must have their shares registered in their name or in the name of the financial intermediary registered on their behalf either in the shareholder account administered by our agent or in a bearer shares account maintained by an accredited financial intermediary, on the 2nd business day prior to the date of the General Meeting at 12:00 a.m. (Paris time). The 2nd business day prior to the General Meeting at 12:00 a.m. will be Wednesday, May 25, 2016 at 12:00 a.m. (Paris time). Only Shareholders able to confirm their shareholding at 12:00 a.m. (Paris time), on Wednesday, May 25, 2016, pursuant to the conditions set forth by section R.225-85 of the French Commercial Code, may participate in the General Meeting.

The registration of the shares in bearer shares accounts maintained by financial intermediaries is evidenced by a statement of holdings delivered by the financial intermediary and attached to the postal voting form, proxy forms or admission card's request issued in the name of the Shareholder or on its behalf 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 2 business days prior to the date of the General Meeting at 12:00 a.m. (Paris time).

Holders of American Depositary Receipts evidencing American Depositary Shares ("ADSs") willing to attend and/or vote at this Meeting must follow the instructions sent to them by Bank of New York Mellon, acting as depositary of the ADSs.

PROCEDURE FOR TAKING PART IN THE MEETING

If you wish to attend the Meeting

Any Shareholder has the right to participate to this General Meeting, regardless of the number of shares held.

Shareholders who wish to attend the Meeting in person should ask for an admission card which is mandatory to be allowed to participate and to vote at the General Meeting:

- Check **Box A**, date and sign the voting form here attached, and
- Send the voting form duly completed and signed to:
  - **For Shareholders whose shares are under registered form:** BNP Paribas Securities Services – Service Assemblées Générales – CTS Assemblées – Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin cedex, or by fax at +33.1.40.14.58.90;
  - **For Shareholders whose shares are held under the bearer form:** to their accredited financial intermediary which will deliver a statement of holdings as of the date mentioned above.

The admission card, mandatory to be entitled to participate to the Meeting, will be sent to the Shareholder's personal address.

If you are unable to attend the Meeting in person

Each Shareholder who cannot attend this Meeting personally can choose between the 3 voting methods as indicated on the next page. 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.

HOW TO PARTICIPATE AND VOTE AT THE COMBINED GENERAL MEETING?

1. Vote by proxy

Any Shareholder can be represented by another Shareholder, by his/her spouse or by the partner with whom a civil solidarity pact ("PACS") has been signed, or any other legal or natural person of his/her choice, by checking **Box B** of the voting form. 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:

- **Shareholders whose shares are under registered form** shall send an e-mail to the following address: paris.bp2s.france.cts.mandats@bnpparibas.com and specify their name, first name, address and identification number with BNP Paribas Securities Services and the name and first name of the appointed or cancelled proxy;

- **Shareholders whose shares are held under the bearer form** shall send an e-mail to the following address: paris.bp2s.france.cts.mandats@bnpparibas.com and specify their name, first name, address and full bank details along with the name and first name of the appointed or cancelled proxy; then they shall request the financial intermediary maintaining their account to send a written confirmation to BNP Paribas Securities Services – CTS Assemblées Générales – Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin cedex.

Only notifications of appointment or cancellation of proxies, duly signed, completed and received on Thursday, May 26, 2016 at the latest will be taken into account. In addition, 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.

2. Give authority to the Chairman of the Meeting

The Shareholders may also send a voting form without completing the proxy to BNP Paribas Securities Services – Service Assemblées Générales – CTS Assemblées – Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin cedex or by fax at +33.1.40.14.58.90. In such a case, a positive vote will be casted in favor of all resolutions agreed by the Board (check **Box B** of the voting form).

3. Vote by post

The Shareholders may finally cast a postal vote as well (check **Box B** of the voting form). Shareholders casting postal votes will not have the right to participate in the Meeting in person or to appoint a proxy.

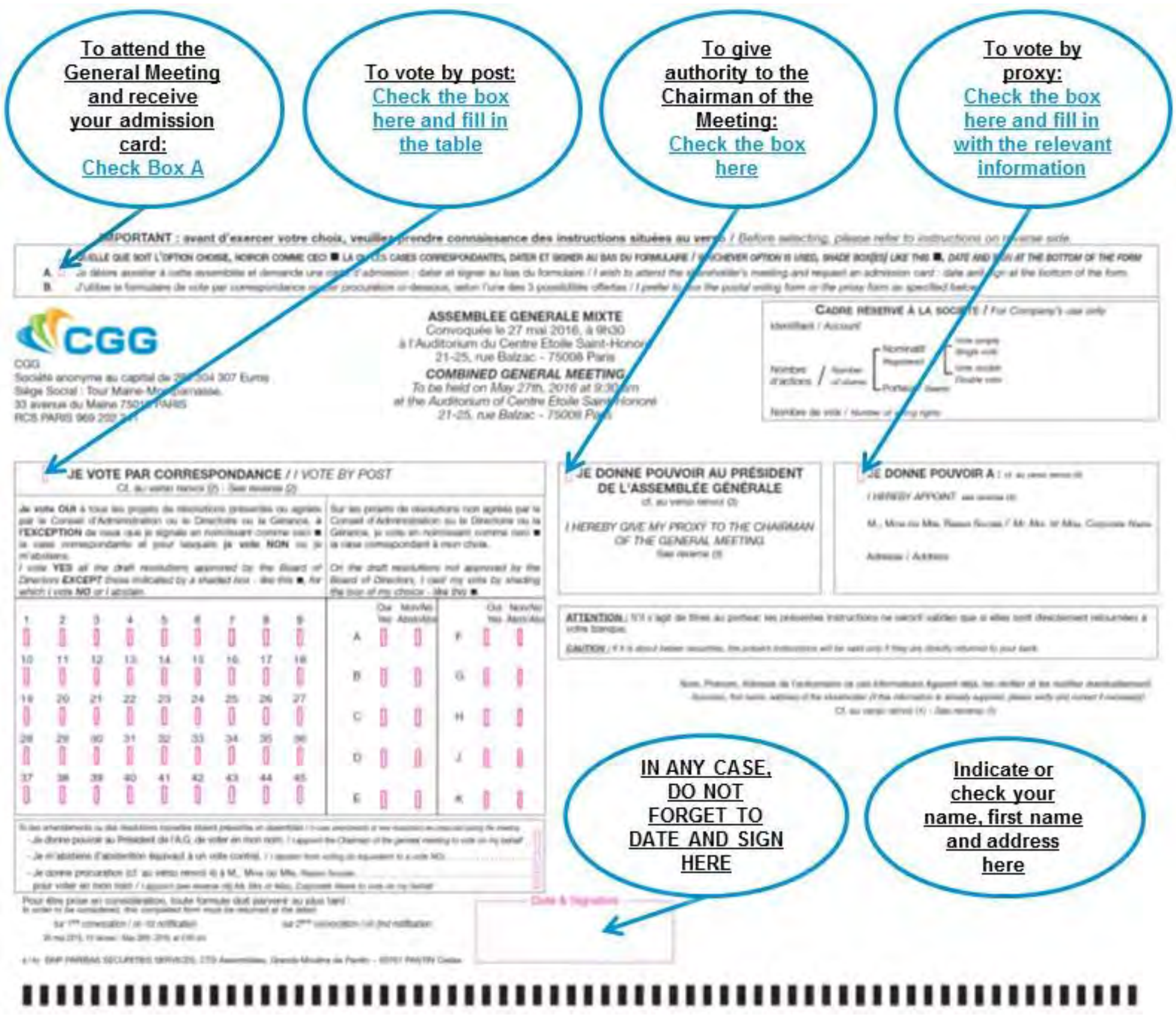
4. General information

In accordance with the regulations in force, Shareholders are reminded that:

- Shareholders who wish to obtain proxy and voting forms and admission cards must send their request to BNP Paribas Securities Services at the abovementioned address or by fax at +33.1.40.14.58.90;
- In order to allow time for such forms to be issued, requests must be received at the Company's registered office or by BNP Paribas Securities Services at the above mentioned address or by fax at +33.1.40.14.58.90, no later than 6 days prior to the date of the Meeting;
- The duly completed form must be returned to the Company's registered office or to BNP Paribas Securities Services, at the latest on the day preceding the date of the meeting.
- Holders of shares in the bearer form must attach to the form a statement of holdings delivered by the financial intermediary evidencing the registration of their shares.

HOW TO PARTICIPATE AND VOTE AT THE COMBINED GENERAL MEETING?

How to fill in the voting form?



HOW TO PARTICIPATE AND VOTE AT THE COMBINED GENERAL MEETING?

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 as from the date of publication of the notice of Meeting. Such questions must be sent to the Company by registered letter with acknowledgment of receipt together with a statement of holdings evidencing the registration of the shares no later than the 4th business day preceding the General Meeting, i.e. Monday, May 23, 2016. Any questions submitted will be answered during the General Meeting itself.

DOCUMENTATION MADE AVAILABLE TO SHAREHOLDERS

The documents set forth by section R.225-73-1 of the French Commercial Code will be published on the Company's website www.cgg.com, 21 days preceding the General Meeting at the latest, i.e. on May 6, 2016.

All documents and information listed in sections L.225-115 and R.225-83 of the French Commercial Code have been 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 calling the General Meeting and during 15 days prior to the General Meeting.

ADMINISTRATION, MANAGEMENT AND CONTROL

BOARD OF DIRECTORS

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

Mr. Remi DORVAL
Independent Director
Chairman of the Board of Directors since June 4, 2014
Age: 65
Nationality: French
First appointment as Director: March 8, 2005
Term of office expires: 2018 General Meeting

Mr. Jean-Georges MALCOR
Director since May 4, 2011
Chief Executive Officer since June 30, 2010
Age : 59
Nationality: French
Term of office[1] expires: 2019 General Meeting

Mr. Loren CARROLL
Independent Director
Age: 72
Nationality : American
First appointment as Director: January 12, 2007
Term of office expires: 2017 General Meeting

Mr. Michael DALY
Independent Director
Age: 62
Nationality: English
First appointment as Director: September 30, 2015
Term of office expires: 2017 General Meeting

Mrs. Anne GUERIN
Director
Age: 47
Nationality: French
First appointment as Director: April 22, 2015
Term of office expires: 2016 General Meeting

Mr. Didier HOUSSIN
Director
Age: 59
Nationality: French
First appointment as Director: July 30, 2015
Term of office expires: 2016 General Meeting

[1] *Office as Director of the Company.*

ADMINISTRATION, MANAGEMENT AND CONTROL

BOARD OF DIRECTORS

Mrs. Agnès LEMARCHAND
Independent Director
Age: 61
Nationality: French
First appointment as Director: September 21, 2012
Term of office expires: 2017 General Meeting

Mrs. Gilberte LOMBARD
Independent Director
Age: 71
Nationality: French
First appointment as Director: May 4, 2011
Term of office expires: 2019 General Meeting

Mrs. Hilde MYRBERG
Independent Director
Age: 58
Nationality : Norwegian
First appointment as Director: May 4, 2011
Term of office expires: 2019 General Meeting

Mr. Robert SEMMENS
Director
Age: 58
Nationality : American
First appointment as Director: December 13, 1999
Term of office expires: 2019 General Meeting

Mrs. Kathleen SENDALL
Independent Director
Age: 63
Nationality : Canadian
First appointment as Director: May 5, 2010
Term of office expires: 2018 General Meeting

Mr. Daniel VALOT
Director
Age: 71
Nationality: French
First appointment as Director: March 14, 2001
Term of office expires: 2016 General Meeting

The Directors are appointed for 4 years.

ADMINISTRATION, MANAGEMENT AND CONTROL

BOARD COMMITTEES

Appointment-Remuneration Committee

Chairman: Mrs. Hilde MYRBERG*
Mr. Didier HOUSSIN
Mrs. Agnès LEMARCHAND*
Mr. Robert SEMMENS
Mrs. Kathleen SENDALL*

Audit Committee

Chairman: Mrs. Gilberte LOMBARD*
Mr. Loren CARROLL*
Mrs. Anne GUERIN
Mrs. Agnès LEMARCHAND*

Technology/Strategy Committee

Chairman: Mr. Remi DORVAL*
Mr. Michael DALY*
Mrs. Anne GUERIN
Mr. Didier HOUSSIN
Mr. Robert SEMMENS

HSE/Sustainable Development Committee

Chairman: Mrs. Kathleen SENDALL*
Mrs. Hilde MYRBERG*
Mrs. Gilberte LOMBARD*
Mr. Daniel VALOT

** Independent Directors*

ADMINISTRATION, MANAGEMENT AND CONTROL

CORPORATE COMMITTEE

Mr. Jean-Georges MALCOR
Chief Executive Officer

Mr. Stéphane-Paul FRYDMAN
Corporate Officer,
Group Chief Financial Officer

Mr. Pascal ROUILLER
Corporate Officer,
Chief Operating Officer

Mrs. Sophie ZURQUIYAH
Corporate Officer,
Chief Operating Officer

Mr. David DRAGONE
Executive Vice President
Human Resources

From the left to the right, and from the top to the bottom:
Stéphane-Paul Frydman, Jean-Georges Malcor, David Dragone,
Sophie Zurquiyah, Pascal Rouiller.

AUDITORS

Statutory Auditors

Ernst & Young et Autres
Tour First – 1 place des Saisons
TSA 14444
92037 Paris La Défense Cedex
Represented by Mr. Pierre Jouanne and
Mr. Laurent Vitse

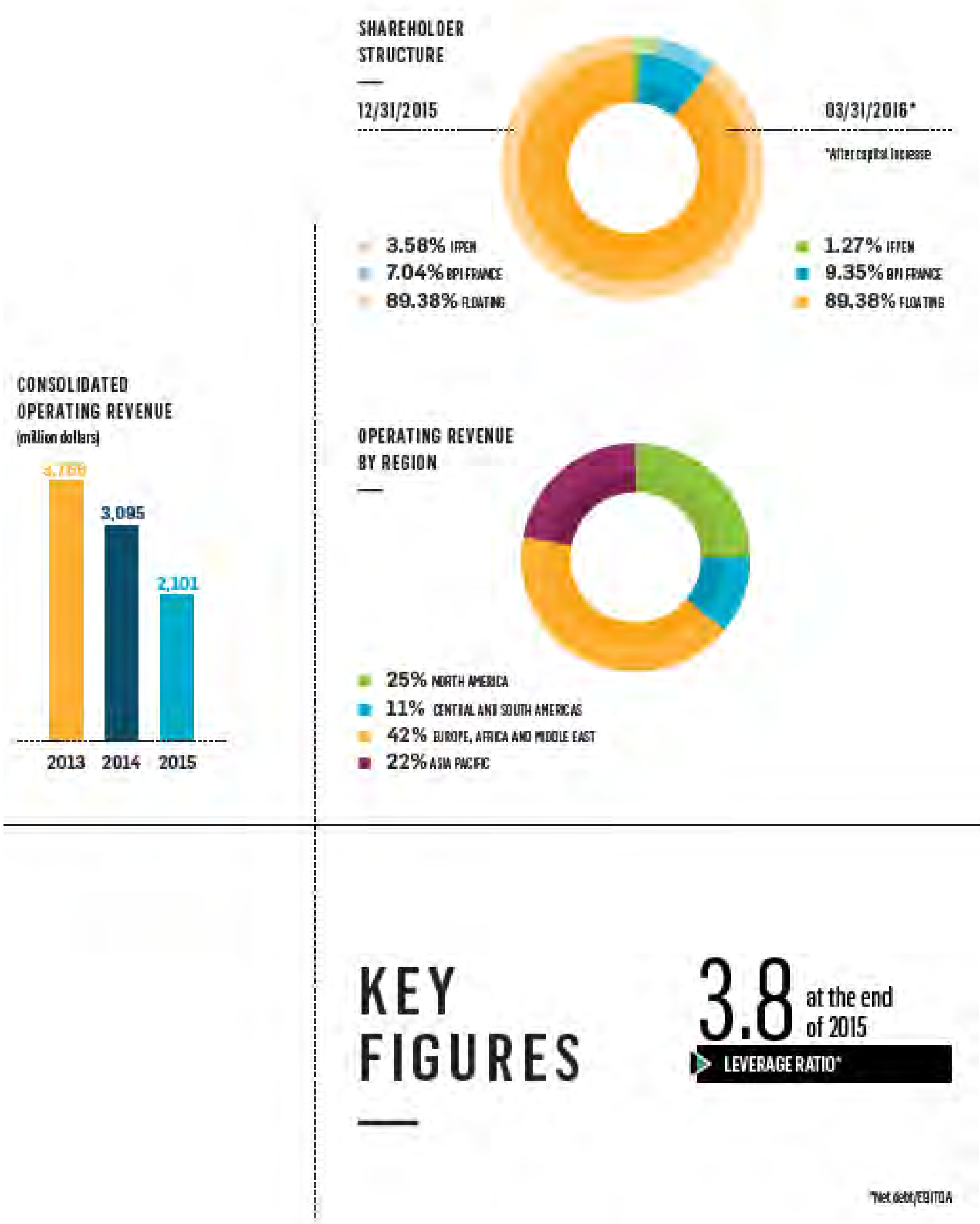
Mazars
Tour Exaltis – 61, rue Henri Regnault
92400 Courbevoie
Represented by Mr. Jean-Luc Barlet

Alternate Auditors

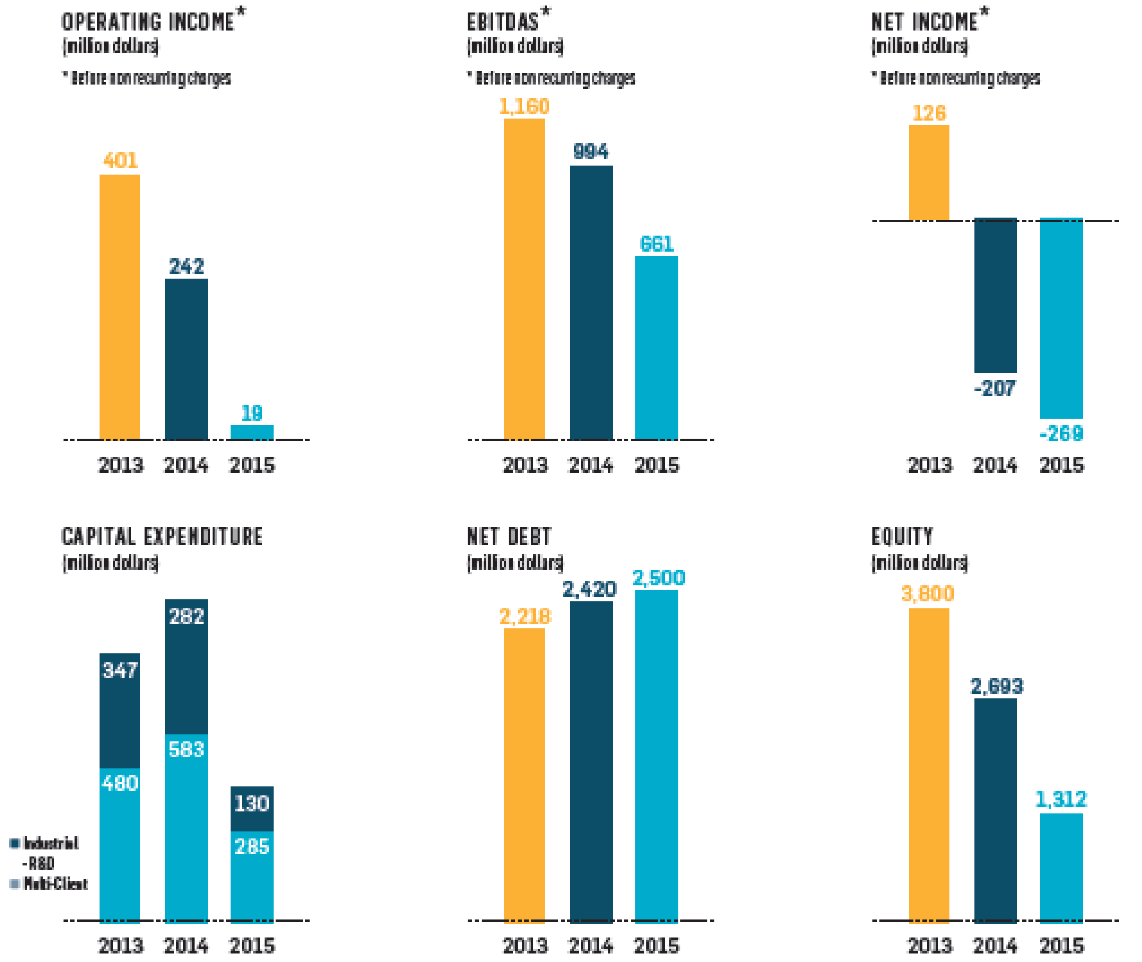
Auditex
Tour First – 1 place des Saisons
TSA 14444
92037 Paris La Défense Cedex

Mr. Hervé Hélias
Tour Exaltis – 61, rue Henri Regnault
92400 Courbevoie

KEY FIGURES OF THE 2015 FISCAL YEAR



KEY FIGURES OF THE 2015 FISCAL YEAR



CGG Group revenue in 2015 totalled 2.101 billion dollars, down 35% compared to 2014, reflecting the current challenging Geoscience market.

This revenue figure breaks down to 19% from our Equipment business segment, 28% from our Acquisition business segment and 53% from our Geology, Geophysics & Reservoir (GGR) business segment.

Since the launch of our transformation plan at the end of 2013, which was accelerated in 2014 and 2015, we have made a 54% cut in overheads, halved our capital expenditure and reduced the Group's headcount by 3,700 employees.

SIGNIFICANT EVENTS OF THE 2015 FISCAL YEAR

TRANSFER OF OUR SHARES IN ARDISEIS TO ARGAS

In accordance with the Framework Agreement signed in late 2013 with Industrialization & Energy Services Company (TAQA), 98% of Ardiseis capital has been transferred to Argas by CGG and TAQA (49% by CGG and TAQA, respectively). Argas has become the main shareholder of Ardiseis. As a combination of Argas and Ardiseis, the new Argas group has a stronger capital base and a larger business scope: it is 51% owned by TAQA and 49% owned by CGG.

SALE OF LAND CANADIAN MULTI-CLIENT LIBRARY

On October 31, 2015, CGG sold its Land Canadian Multi-Client Library and exited that national market.

TRANSFORMATION PLAN

On November 5, 2015, we announced the next step in our Transformation Plan. The Transformation Plan includes in particular a refocus on high value-added activities and a reduction of our fleet to five vessels principally dedicated to Multi-Client activity, as well as the implementation of cost saving actions and a reduction of investments. This new step should permit us to confront a difficult market environment that could continue to deteriorate.

AMENDMENTS TO THE GROUP'S CREDIT AGREEMENTS

In order to soften some of our financial covenants, we amended in September 2014 certain terms in several of our credit facilities, namely our French and US revolving facility agreement, our US$200 million facility and our US$45 million facility. Pursuant to such amendments, the maximum leverage ratio (defined as total net financial debt to EBITDAs) was increased from a constant ratio of 3.00x to a ratio of 3.75x for each rolling 12-month period ending on or before September 2015, 3.50x for each such period ending on or before September 2016, 3.25x for each such period ending on or before September 2017 and 3.00x for each such period thereafter.

On December 16, 2014, we completed the amendment and extension of the US$200 million Nordic credit facility. The credit amount was increased to US$250 million and the maturity extended from May 2018 to December 2019.

In June 2015, in order to increase our financial flexibility, and following unanimous consent from the 16 different financial institutions involved, we have revised certain terms in several of our credit facilities, Pursuant to such amendments,

- the maximum leverage ratio (defined as total net financial debt to EBITDAS) was increased to a ratio of 4.00x for each rolling 4-quarter period ending on or before June 2016, 3.75x for each such period ending on or before June 2017, 3.50x for each such period ending on or before June 2018, 3.25x for each such period ending on or before June 2019, and 3.00x for each such period thereafter; and
- the minimum interest cover ratio (defined as EBITDAS to total interest costs) was reduced from 4.00:1 to 3.00:1.
- in exchange of extending the security package under the existing US and French revolving facilities, the Group has obtained the ability to raise secured indebtedness ranking pari passu and sharing the same security package. The Group used this ability by issuing on December 22, 2015, the term loans due 2019.

On November 4, 2015, CGG obtained consent to waive the maximum leverage ratio covenant (defined as total net financial debt to EBITDAS) at year-end 2015 under all the credit facilities which include such financial covenant.

In December 2015, we revised our financial covenants, effective on February 4, 2016 (see note 30 to our 2015 consolidated statements).

SIGNIFICANT EVENTS OF THE 2015 FISCAL YEAR

SHARE CAPITAL INCREASE IN CGG S.A

On January 13, 2016, CGG launched a share capital increase through the distribution of preferential subscription rights to fund the implementation of a new step of its transformation plan. The final gross proceeds amounted to €350,589,080.16, corresponding to the issuance of 531,195,576 new shares.

Total demand for this capital increase amounted to approximately €343 million, corresponding to a subscription rate of approximately 97.8%. 485,948,856 new shares were subscribed by irrevocable right (*à titre irréductible*), representing approximately 91.5% of the total number of new shares. 33,314,234 new shares were requested and subscribed on a reducible basis (*à titre réductible)*, representing approximately 6.3% of the total number of new shares.

The balance of non-subscribed shares (11,932,486 new shares, which represent approximately 2.2% of the total number of new shares) was sold in the market by the bank syndicate underwriting the transaction.

The issuance of new shares took place on February 5, 2016. As from that date, the share capital of CGG is composed of 708,260,768 shares with a nominal value of €0.40 each, for a total nominal share capital of €283,304,307.

Upon completion of the capital increase and taking into consideration the subscriptions by irrevocable right for all of the preferential subscription rights attached to their respective shares, Bpifrance and IFP Energies Nouvelles will hold together 10.62% of CGG's share capital, comforting their shareholders position.

FINANCIAL RESULTS OF CGG SA OVER THE PAST 5 YEARS

In euros	2011	2012	2013	2014	2015
I — Financial position at year-end					
a) Capital stock	60,744,773	70,556,890	70,756,346	70,826,077	**70,826,077**
b) Number of shares outstanding	151,861,932	176,392,225	176,890,866	177,065,192	**177,065,192**
c) Maximal number of shares resulting from convertible bonds	12,949,640	24,150,635	24,150,635	1,200,995	**26,372,016**
d) Equity	2,500,504,944	3,055,018,985	2,392,170,912	1,122,589,689	**1,728,884,020**
II — Earnings					
a) Sales net of sales tax	10,532,594	78,050,986	83,453,121	92,140,684	**73,984,308**
b) Earnings before taxes, employee profit sharing, depreciation & reserves	552,459,666	63,067,618	92,708,863	143,398,567	**2,005,006,600**
c) Employee profit sharing	—	—	—	—	**—**
d) Income taxes	(32,673,568)	(38,921,264)	(19,662,650)	57,118,390	**(106,127,156)**
e) Income after taxes, employee profit sharing, depreciation & reserves	557,170,625	149,612,368	(663,879,383)	(1,269,581,222)	**606,294,331**
f) Dividends	—	—	—	—	**—**
III — Earnings per share					
a) Earnings after taxes and profit sharing but before depreciation and provisions	3.85	0.58	0.64	0.49	**11.92**
b) Earnings after taxes, depreciation and provisions	3.67	0.85	(3.75)	(7.17)	**3.42**
c) Net dividend per share	—	—	—	—	**—**
IV — Personnel					
a) Average number of employees	36	36	40	39	**37**
b) Total Payroll	10,132,120	6,651,660	6,488,564	6,862,431	**6,486,844**
c) Employee benefits (social security, etc.)	4,486,883	2,799,497	3,089,229	4,729,717	**2,797,478**

AGENDA OF THE COMBINED GENERAL MEETING

FALLING UNDER THE AUTHORITY OF AN ORDINARY GENERAL MEETING

- ✓ Report of the Board of Directors and Auditors' reports, and approval of the statutory accounts of the company for fiscal year 2015;
- ✓ Allocation of earnings;
- ✓ Approval of the consolidated financial statements for fiscal year 2015;
- ✓ Renewal of the term of Mr. Didier HOUSSIN as Director;
- ✓ Appointment of Bpifrance Participations as new Director;
- ✓ Allocation of Directors' fees for fiscal year 2016;
- ✓ Delegation of powers and authority to the Board of Directors to trade in Company's shares;
- ✓ 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 other related-party agreements falling within the scope of section L.225-38 of the French Commercial Code;
- ✓ Approval of the related-party agreement falling within the scope of section L.225-42-1 of the French Commercial Code, between the Company and Ms. Sophie ZURQUIYAH;
- ✓ Advisory vote on the elements of compensation due or granted for the 2015 financial year to Mr. Remi DORVAL, Chairman of the Board of Directors;
- ✓ Advisory vote on the elements of compensation due or granted for the 2015 financial year to Mr. Jean-Georges MALCOR, Chief Executive Officer;
- ✓ Advisory vote on the elements of compensation due or granted for the 2015 financial year to Messrs. Stéphane-Paul FRYDMAN and Pascal ROUILLER, and Ms. Sophie ZURQUIYAH, Corporate Officers (*Directeurs Généraux Délégués*);

FALLING UNDER THE AUTHORITY OF AN EXTRAORDINARY GENERAL MEETING

- ✓ Reports of the Board of Directors and Auditors' reports;
- ✓ Delegation of authority to the Board of Directors to increase the share capital through the issue of any securities giving access to the share capital, without preferential subscription rights in favor of holders of existing shares through a public offer;
- ✓ Delegation of authority to the Board of Directors to increase the share capital through the issue of any securities giving access to the share capital, without preferential subscription rights in favor of holders of existing shares to be exclusively made by private placement;
- ✓ Delegation of authority to the Board of Directors to increase the capital by issue of shares or securities giving access to the share capital of the company, to members of a Company Savings Plan;
- ✓ Reverse share split of the Company's shares by allocation of 1 new ordinary share with a nominal value of €12.80 for 32 ordinary shares held with a nominal value of €0.40 – Delegation of authority to the Board of Directors with the right to sub-delegate;
- ✓ Share capital reduction not resulting from losses through diminution of the share par value and affectation of the reduction amount to a "premium" account subject to the adoption of the 17th resolution on the reverse split of the company's stock;
- ✓ Authorization and delegation to the Board of Directors in order to reduce the share capital by cancelling shares purchased pursuant to the authorization of purchase of its own shares by the Company;
- ✓ Powers.

The notice of meeting including the draft resolutions submitted to this General Meeting was published in the French *Bulletin des Annonces Légales Obligatoires* (BALO) dated May 6, 2016.

Amendment to the agenda through the addition of one new draft resolution to the draft resolutions in the notice of meeting published in the *Bulletin des Annonces Légales obligatoires* (BALO) dated Wednesday, April 13, 2016 (Bulletin n°45)

On May 2, 2016, the Board of Directors amended the agenda and draft resolutions set forth in the notice of meeting initially published in the *Bulletin des Annonces Légales obligatoires* (BALO) dated Wednesday, April 13, 2016 (Bulletin n°45).

The sixteenth item of the agenda and the corresponding draft resolution falling under the authority of the extraordinary general meeting relate to the delegation of authority to the Board of Directors in order to increase the capital by issue of shares or securities giving access to the share capital of the Company, to members of a Company Savings Plan.

The numbering of the subsequent resolutions has been updated accordingly. With the exception of the cross-references to the corresponding resolutions, the text of the other draft resolutions is unchanged compared to the resolutions published in the *Bulletin des Annonces Légales obligatoires* (BALO) dated Wednesday, April 13, 2016 (Bulletin n°45).

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

FALLING UNDER THE AUTHORITY OF THE ORDINARY GENERAL MEETING

APPROVAL OF THE 2015 FINANCIAL STATEMENTS OF THE MOTHER COMPANY CGG SA

The purpose of the **1st resolution** is to approve the financial statements of CGG SA for the fiscal year ended December 31, 2015. The annual financial statements for the fiscal year ended 2015, together with their appendixes and the annual management report included in the report on Form 20-F (available on the Company's website at www.cgg.com and, on request, at the registered office of the Company), were approved by the Board of Directors on March 2, 2016 pursuant to article L.232-1 of the French Commercial Code.

The CGG Group consists of a parent company, CGG SA and its operational subsidiaries. Apart from determining the Group strategy and policies, the scope of activity of the parent company is mostly focused on the operational and financial organization at the Group level and the holding the operational subsidiaries and controlling them (a pure holding company role).

The net result for fiscal year 2015 is a profit amounting to €606,294,330.68, mainly due to i) dividends received for €2,007 million, including €1,582 million from Sercel Holding, and ii) depreciation and provision on our main subsidiaries' shares considering the consequences of our transformation plan for €1,425 million.

The annual accounts of the Company are further developed in Item 5 of our annual report on Form 20-F.

ALLOCATION OF RESULTS OF THE MOTHER COMPANY CGG SA

The purpose of the **2nd resolution** is to allocate the 2015 profit of CGG SA indicated in the 1st resolution. We propose to allocate this profit of €606,294,330.68 to the carry forward account, which will amount to €606,294,330.68 after such allocation.

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

APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS OF THE CGG GROUP

The purpose of the **3rd resolution** is to approve the CGG Group's consolidated financial statements for 2015, which show a net loss of US$1,446.2 million. The consolidated financial statements for the fiscal year ended 2015 together with their appendices and the annual management report included in our report on Form 20-F were approved by the Board of Directors on March 2, 2016 pursuant to article L.232-1 of the French Commercial Code.

This net loss is mainly due to goodwill impairment, assets impairment, and non-recurring charges related to the transformation plan in difficult market conditions, as follows:

- US$804 million of goodwill impairment,
- US$208 million of restructuring costs including provisions for onerous contracts and personnel costs,
- US$165 million of impairment costs, mainly related to seismic vessels.

The consolidated accounts of the Group are further developed in Item 5 of our report on Form 20-F.

RENEWAL OF A DIRECTOR'S TERM OF OFFICE

The purpose of the **4th resolution** is to renew the term of office of Mr. Didier HOUSSIN.

Mr. HOUSSIN was appointed for the first time as Director on July 30, 2015, by cooptation in replacement of Mr. Olivier APPERT, for the remainder of the term of office of his predecessor. This cooptation was ratified by the General meeting held on January 11, 2016. Mr. HOUSSIN represents IFP Energies Nouvelles, a shareholder holding 1.27% of the share capital and 2.11% of the voting rights as of March 31, 2016.

Mr. HOUSSIN is also a member of the Technology/Strategy Committee and a member of the Appointment-Remuneration Committee of the Company.

The Board of Directors submits to the general meeting the renewal of the term of Mr. HOUSSIN for a 4-year period. Mr. HOUSSIN holds 4,000 shares of the Company.

The credential of Mr. Didier HOUSSIN is detailed hereafter.

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

Mr. Didier HOUSSIN was born on February 8, 1957. Mr. HOUSSIN graduated from the *École nationale d'administration* and has a Masters in International Law from Université de Paris 1 - La Sorbonne. He also has a degree in Political Science from the Institut d'études politiques de Paris.

On April 8, 2015, Mr. HOUSSIN was appointed Chairman and CEO of IFP Energies Nouvelles. Prior to that, in December 2012, he was appointed Director of Sustainable Energy Policy and Technology at the International Energy Agency (IEA). In this role, he was responsible for the development of low-carbon technologies and energy transition (ETP scenarios to 2050, technology roadmaps, carbon capture and sequestration and the IEA's international RD&D network). From July 2007 to October 2012, he was Director of Energy Markets and Security at the IEA. In this role, he was responsible for analyzing energy markets, in particular oil, gas, electricity and renewable energies, and overseeing security of supply. Before joining the IEA, Mr. HOUSSIN had wide-ranging experience in numerous posts both in the French Government and the private industrial sector. From 1997 to 2004, he was Director of Energy and Mineral Resources in the French Ministry of Economy and Finances, and from 2004 to 2007, he was Managing Director of BRGM, the French Geological Survey, with extensive management responsibilities over the 850-strong group. From 1987 to 1990, Mr. HOUSSIN held a position in European Affairs at Total, where he was responsible for developing EU strategy).

The other positions held by Mr. HOUSSIN as of December 31, 2015 were as follows:

Positions within the Group: none

Positions held in other companies:
French companies and institutions:
- Chairman and CEO of IFP Energies Nouvelles
- Chairman of the Tuck Foundation
- Chairman of the ANCRE (Alliance Nationale de Coordination de la Recherche pour l'Energie)

APPOINTMENT OF A NEW DIRECTOR

The purpose of the **5th resolution** is to appoint Bpifrance Participations as Director.

Bpifrance Participations is a limited liability company registered with the Créteil Commercial Register under number 509 584 074, and having its registered address at 27-31 avenue du Général Leclerc, 94710 Maisons-Alfort Cedex, France.

Bpifrance Participations is a public investment bank holding 9.35% of the share capital (i.e. 66,229,962 shares) and 10.81% of the voting rights of the Company as of March 31, 2016. Therefore, should this appointment be approved by the shareholders, Bpifrance Participations would not be qualified as an independent director.

The Board of Directors submits to the general meeting the appointment of Bpifrance Participations as Director for a 4-year period.

The Management of Bpifrance Participations already informed the Company of its intention to appoint Ms. Anne GUERIN as representative to the Company's Board of Directors.

The credential of Ms. Anne GUERIN is detailed hereafter.

Ms. Anne GUERIN was born on August 16, 1968. She's a graduate of ESCP EUROPE business School.

She joined *Banque du Développement des PME* in 1991, first as associate in a regional office, setting up medium and long term loans for SME's, and then in the Marketing Division in the headquarters. In 2000 she joined *Avenir Entreprises* (Private Equity - Investment in small caps) where she was Investment Director until 2005. After a 3-year stay in Ireland where she dedicated her time to non-profit organizations such as Irish Blind Sports and ATD Fourth World, she became Regional Director of Bpifrance Ile de France Ouest in 2008. In 2014, she became Head of Export Finance for Bpifrance in charge of setting up and launching this new activity for the group.

The other positions held by Ms. GUERIN are as follows:

Positions within the Group: none

Positions held in other companies:
French Companies and institutions:
- Board Member of VoisinMalin, a non-profit organization working on social empowerment in poor districts

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

If this renewal and this appointment are approved by the General Meeting, the Board of Directors will consist of 11 members:

- **Remi Dorval** (independent director), Chairman of the Board of Directors,
- **Jean-Georges Malcor**, Chief Executive Officer,
- **Bpifrance Participations**, represented by Ms. Anne Guérin**,**
- **Loren Carroll** (independent director),
- **Michael Daly** (independent director),
- **Didier Houssin,**
- **Agnès Lemarchand** (independent director),
- **Gilberte Lombard** (independent director),
- **Hilde Myrberg** (independent director),
- **Kathleen Sendall** (independent director), and
- **Robert Semmens**.

i.e. a proportion of 45% of female directors (5 out of 11 directors) and a proportion of 64% of independent directors (7 out of 11 directors).

DIRECTORS' COMPENSATION

The purpose of the **6th resolution** is to approve the amount of Directors' fees for fiscal year 2016. The Board of Directors submits to the general meeting the proposal of €680,000, to be compared to €800,000 in 2015.

Directors' fees include a significant variable part based on the actual attendance to Board and committees' meetings and a fixed part based on function.

The calculation method of Directors' fees for 2015 and the gross amount of Directors' fees paid to each of our Directors in 2015 and 2014 are described in Item 6 of our annual report on Form 20-F "Directors' compensation".

Mr. Jean-Georges MALCOR, Chief Executive Officer of the Company, does not receive Directors' fees.

SHARE BUYBACK PROGRAM

The purpose of the **7th resolution** is to authorize the Board of Directors to purchase a maximum number of shares up to 10% of the total number of shares comprising the outstanding share capital (i.e. for information purposes 70,026,076 shares to be purchased on the date of the last registered capital on March 31, 2016, taking into account the 800,000 shares already held by the Company on that date). This authorization would cancel and supersede the authorization previously given by the General Meeting of May 29, 2015, and would be granted for an 18-month period. The maximum purchase price is set at €40 and is identical to the purchase price of the authorization granted on May 29, 2015. Subject to the approval by the shareholders of the 17th resolution relating to the reverse stock split, this corresponds to a maximum investment of €885,325,960. It will not be possible to use this authorization during a take-over bid.

The main objectives of the share buy-back program are the following:

- to support liquidity of our shares through a liquidity contract entered into with an investment service provider in compliance with the Code of Practice of the French *Autorité des Marchés Financiers*;
- to deliver shares in the scope of securities giving access, immediately or in the future, to shares by redemption, conversion, exchange, presentation of a warrant or by any other means;
- to deliver, immediately or in the future, shares in exchange in the scope of external growth within the limit of 5% of the share capital;
- to allocate shares to employees and officers of the Company or affiliated companies within the meaning of article L.225-180 of the French Commercial Code, including but not limited to options to purchase shares of the Company;
- to deliver shares for no consideration to executive officers and employees, including but not limited to the scope of articles L. 225-197-1 and seq. of the French Commercial Code,
- to cancel the shares through a capital reduction, subject to a decision of, or an authorization, by the extraordinary general meeting.

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

RELATED PARTY AGREEMENTS

The **8th resolution** addresses the agreements related to the compensation of the Chief Executive Officer and the Corporate Officers' ("*mandataires sociaux*"), falling into the scope of section L. 225-38 of the French Commercial Code and which are listed in the statutory auditors' special report (available on the Company's website at www.cgg.com and, upon request, at the registered office of the Company), entered into during 2015 fiscal year or previously approved but which have remained in force in 2015. The purpose of this resolution is to approve the statutory auditors' special report. These agreements are the following:

I. Agreements entered into during 2015

Agreements which were ratified by the General Meeting dated May 29, 2015

1. **Benefits granted to Messrs. Frydman and Rouiller in case of their departure from the Group** (Meeting of the Board of Directors held on February 25, 2015 – ratified by the General Meeting held on May 29, 2015)

On February 25, 2015, the Board of Directors renewed the term of office of Messrs. Frydman and Rouiller as Corporate Officers for a 3-year period, until February 25, 2018. The benefits granted to Messrs. Frydman and Rouiller in case of departure from the Group were also renewed by the Board of Directors on the same date, under the same conditions as the previous ones, as described in Item 6 of our report on Form 20-F for 2014.

2. **Extension to Mr. Remi Dorval of the benefit of the Group's general benefits plan applicable between the Company and Swiss Life** (Meeting of the Board of Directors held on March 26, 2015 – ratified by the General Meeting held on May 29, 2015)

On March 26, 2015, the Board of Directors approved the extension to Mr. Remi Dorval of the benefit of the Group's general benefits plan applicable to all employees, under the same conditions as all Group employees.

Agreement submitted to the General Meeting to be held on May 27, 2016 for ratification

1. **Allocation of performance units to Messrs. Frydman and Rouiller** (Meeting of the Board of Directors of June 25, 2015)

The Company allocated performance units subject to performance conditions to Messrs. Stéphane-Paul Frydman and Pascal Rouiller, Corporate Officers of the Company. This allocation constitutes an amendment of their employment agreement and, consequently, a related party agreement. This plan is described in Item 6 of our report on Form 20-F.

II. Agreements previously approved which remained effective in 2015

1. **Extension to Mr. Jean-Georges Malcor of the benefit of the supplemental retirement plan** (Meeting of the Board of Directors held on June 30, 2010 – ratified by the General meeting held on May 4, 2011)

The supplemental retirement plan implemented on January 1, 2005 for all members of the Executive Committee of the Group, also benefits to Mr. Malcor under the same conditions as for the other beneficiaries. This plan is described in item 6 of our report on Form 20-F.

2. **Extension to Mr. Jean-Georges Malcor of the benefit of the Group's general benefits plan applicable between the Company and Swiss Life** (Meeting of the Board of Directors held on June 30, 2010 – ratified by the General meeting held on May 4, 2011)

The Group's general benefits plan entered into between the Company and Swiss Life, applicable to all employees, also benefits to Mr. Malcor under the same conditions as for the other beneficiaries.

3. **Individual insurance covering loss of employment for Mr. Jean-Georges Malcor** (Meeting of the Board of Directors held on June 30, 2010 – ratified by the General meeting held on May 4, 2011)

Mr. Malcor benefits from a specific insurance entered into between the Company and GSC Gan. The annual subscription fee payable by the Company amounted to €10,571.13 for 2015. This insurance provides for the payment of a maximum of 13.4% of his 2015 target compensation (corresponding to €169,910), for a duration of 12 months.

4. **Non-compete agreement between the Company and Mr. Jean-Georges Malcor** (Meeting of the Board of Directors held on June 30, 2010 – ratified by the General meeting held on May 4, 2011)

The Board of Directors approved the execution of a non-compete agreement between the Company and Mr. Malcor.

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

In consideration of this undertaking Mr. MALCOR will be entitled to receive a compensation corresponding to 100% of his annual reference compensation as defined in the protection letter related to payment of the contractual indemnity in case of termination of his office. This undertaking is entered into for an 18-month period starting on the date on which Mr. Malcor leaves the Group. This agreement is described in Item 6 of our report on Form 20-F.

5. **Extension to Messrs. Frydman and Rouiller of the benefit of the supplemental retirement plan** (Meeting of the Board of Directors held on February 29, 2012 – ratified by the General meeting held on May 10, 2012)

The supplemental retirement plan implemented on January 1, 2005 for all members of the Executive Committee of the Group, also benefits to Messrs. Frydman and Rouiller under the same conditions as for the other beneficiaries. This plan is described in item 6 of our report on Form 20-F.

6. **Extension to Messrs. Frydman and Rouiller of the benefit of the Group's general benefits plan applicable between the Company and Swiss Life** (Meeting of the Board of Directors held on February 29, 2012 – ratified by the General meeting held on May 10, 2012)

The Group's general benefits plan entered into between the Company and Swiss Life, applicable to all employees, also benefits to Messrs. Frydman and Rouiller under the same conditions as other beneficiaries.

7. **Non-compete agreement between the Company and Messrs. Frydman and Rouiller** (Meeting of the Board of Directors held on February 29, 2012 – ratified by the General meeting held on May 10, 2012)

The Board of Directors approved the execution of a non-compete agreement between the Company and Messrs. Frydman and Rouiller.

In consideration of this undertaking, Messrs. Frydman and Rouiller will be entitled to receive compensation corresponding to 100% of their annual reference compensation as defined in their protection letter related to payment of the contractual indemnity in case of termination of their office. This undertaking is entered into for an 18-month period starting on the date on which Messrs. Frydman and Rouiller leave the Group. This agreement is described in Item 6 of our report on Form 20-F.

8. **Allocation of performance units to Messrs. Frydman and Rouiller** (Meeting of the Board of Directors of June 24, 2013 and June 26, 2014 – ratified by the General Meeting held on May 29, 2015)

The Company allocated performance units to Messrs. Stéphane-Paul Frydman and Pascal Rouiller, Corporate Officers of the Company.

This allocation constitutes an amendment of their employment agreement and, consequently, a related party agreement. The performance unit plans are described in Item 6 of our report on Form 20-F.

9. **Benefits granted to Mr. Jean-Georges Malcor in case of termination of his office** (Meeting of the Board of Directors held on June 4, 2014 – ratified by the General Meeting held on May 29, 2015)

On June 4, 2014, the Board of Directors renewed the term of office of Mr. Malcor as CEO for a 3-year period starting at the end of the General Meeting held on June 4, 2014. The benefits granted to him in case of termination of his office were also renewed by the Board of Directors on the same date, under the same conditions as the previous benefits. They are described in Item 6 of our report on Form 20-F.

III. Agreements entered into during 2016

1. **Extension to Ms. Sophie Zurquiyah of the benefit of the Group's general benefits plan applicable between the Company and Swiss Life** (Meeting of the Board of Directors held on March 2, 2016)

On March 2, 2016, the Board of Directors approved the extension to Ms. Sophie Zurquiyah, Corporate Officer, of the benefit of the Group's general benefits plan applicable to all employees, under the same conditions as all Group employees.

2. **Extension to Ms. Sophie Zurquiyah of the benefit of the Group's mandatory supplementary pension scheme** (Meeting of the Board of Directors held on March 2, 2016)

On March 2, 2016, the Board of Directors approved the extension to Ms. Sophie Zurquiyah, Corporate Officer, of the benefit of the Group's mandatory supplementary pension scheme since Ms. Zurquiyah is among the beneficiaries eligible to this pension scheme. The annual contribution to be paid by the Company is based on the €80,000 paid by the Company to Ms. Zurquiyah as Corporate Officer. This annual contribution amounts to €1,639.

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

The **9th resolution** deals with the other agreements falling into the scope of the article L.225-38 of the French Commercial Code on related party agreements, mentioned in the statutory auditors' special report (available on the Company's website at www.cgg.com and, upon request, at the registered office of the Company), approved during 2015 fiscal year or previously approved but which were still effective in 2015. The purpose of this resolution is to approve the statutory auditors' special report. These agreements are the following:

1. **Addendum to the joint venture agreement between the Company and Fugro Consultants International B.V.** (Meeting of the Board of Directors held on November 18, 2015)

The Board of Directors approved the amendment to the joint-venture agreement with Fugro Consultants International BV relating to Seabed Geosolutions BV, in order to reflect the change in the title of the executive director appointed by the Company on the Board of Directors of Seabed Geosolutions BV. This new director, previously referred to as "Chief Financial Officer", will now be referred to as "Executive Director C".

This is a related party agreement since Mr. Rouiller, Corporate Officer of the Company, is also director of Seabed Geosolutions BV.

2. **Recapitalization of Seabed Geosolutions B.V.** (Board of Directors of December 3, 2015)

In the context of a recapitalization of Seabed Geosolutions B.V. amounting to US$100 million, the Company contributed US$40 million by conversion of existing loans.

The Board of Directors approved this transaction as it led to reinforce the equity of Seabed Geosolutions BV, allowing the latter to raise its own financing in the future instead of being financed by its shareholders.

This is a related party agreement since Mr. Rouiller, Corporate Officer of the Company, is also director of Seabed Geosolutions BV.

SPECIAL TERMINATION INDEMNITY TO MS. SOPHIE ZURQUIYAH, CORPORATE OFFICER, IN CASE OF FORCED DEPARTURE RELATING TO A CHANGE OF CONTROL OR A CHANGE OF STRATEGY

The **10th resolution** relates to the special termination indemnity to be paid to Ms. Zurquiyah in the event of forced departure relating to a change of control or a change of strategy. The amount of this special termination indemnity shall equal to the difference between (i) a gross amount of 200% of her Reference Annual Compensation, and (ii) any sum to which the she may be entitled as a result of such termination, including any sums to be paid further to the application of their non-compete agreement. The aggregate amount that could be paid shall not exceed 200% of the reference annual compensation. This agreement is in line with market practice.

Pursuant to section L.225-42-1 of the French Commercial Code, the payment of this special termination indemnity shall remain subject to the achievement of performance conditions of the beneficiary, related to the Company's performance:

- One condition linked to the CGG ADS performance compared to the performance of the PHLX Oil Service Sector^{SM} (OSX^{SM}) index;
- One condition linked to the CGG share performance compared to the performance of the SBF 120 index;
- One condition linked to the EBITDAS performance in US dollars.

In case only one condition is fulfilled, then Ms. Zurquiyah will be entitled to receive only 50% of the said special termination indemnity.

Pursuant to section L.225-42-1 of the Commerce Code, this indemnifications scheme was authorized by the Board of Directors held on July 30, 2015 and is submitted to this general meeting for ratification.

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

ADVISORY VOTE ON THE ELEMENTS OF COMPENSATION DUE OR GRANTED FOR THE 2015 FINANCIAL YEAR TO SENIOR EXECUTIVE OFFICERS (*MANDATAIRES SOCIAUX*)

In the **11th, 12th and 13th resolutions**, we propose an advisory vote to the shareholders on the elements of compensation due or granted for the 2015 financial year to our senior executive officers (*mandataires sociaux*), i.e.:

- Mr. Remi DORVAL, Chairman of the Board of Directors,
- Mr. Jean-Georges MALCOR, Chief Executive Officer, and
- Messrs. Stéphane-Paul FRYDMAN and Pascal ROUILLER, and Ms. Sophie ZURQUIYAH, Corporate Officers (*Directeurs Généraux Délégués*).

A detailed description of the senior executive officers' compensation is provided for in Item 6 "Compensation" of our report on Form 20-F.

The **11th resolution** relates to the elements of compensation due or granted for the 2015 financial year to **Mr. Remi DORVAL, Chairman of the Board of Directors**:

Elements of compensation due or granted for the 2015 financial year to Mr. Remi DORVAL, Chairman of the Board of Directors submitted to the Shareholders' approval

Remuneration components due or granted for the fiscal year	Amounts submitted to the vote	Presentation
Fixed remuneration	**€112,001.22**	The fixed remuneration of Mr. DORVAL for fiscal year 2015 was set at €115,000 by the Board of Directors on March 26, 2015 less the cost borne by the Company for his company car.
Annual variable remuneration	**N/A**	Mr. DORVAL does not receive any variable remuneration.
Deferred annual variable remuneration	**N/A**	Mr. DORVAL does not receive any deferred annual variable remuneration.
Multi-annual variable remuneration	**N/A**	Mr. DORVAL does not receive any multi-annual variable remuneration.
Exceptional compensation	**N/A**	Mr. DORVAL does not receive any exceptional compensation.
Value of options / performance shares granted during the fiscal year	**N/A**	Mr. DORVAL does not benefit from any stock option or performance share plan.
Directors' fees	**€65,000**	The Board of Directors held on March 26, 2015 resolved that Mr. DORVAL would benefit from a fixed amount of Directors' fees, set at €65,000, as Chairman of the Board of Directors.
Value of benefits in kind	**€ 2,560**	Mr. DORVAL benefits from a company car. This benefit was approved by the Board of Directors on March 26, 2015.

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

Remuneration components due or granted for the fiscal year that are or were submitted to a vote during a General Meeting as part of the Agreements and Commitments approvals	Amounts submitted to the vote	Presentation
Severance pay	**N/A**	Mr. DORVAL does not benefit from any severance agreement.
Non-compete clause	**N/A**	Mr. DORVAL does not benefit from any non-compete agreement.
General benefits plan	**No amount is to be paid for fiscal year 2015**	Mr. DORVAL benefits from the general benefits plan applicable to all employees.
Supplementary pension plan	**N/A**	Mr. DORVAL does not benefit from any supplementary pension plan.

The **12th resolution** relates to the elements of compensation due or granted for the 2015 financial year to **Mr. Jean-Georges MALCOR, Chief Executive Officer**:

Elements of compensation due or granted for the 2015 financial year to Mr. Jean-Georges MALCOR, Chief Executive Officer, submitted to the Shareholders' approval

Remuneration components due or granted for the fiscal year	Amounts submitted to the vote	Presentation
Fixed remuneration	**€630,000**	The fixed remuneration of Mr. MALCOR for 2015 fiscal year was determined by the Board of Directors on March 26, 2015. It has remained unchanged since 2013.
Annual variable remuneration	**€480,087**	The annual variable remuneration of Mr. MALCOR is based on the achievement of qualitative objectives (accounting for 1/3 of the variable compensation) and quantitative objectives (accounting for 2/3 of the variable compensation). The quantitative criteria are based on the achievement of Group budget objectives set by the Board of Directors. His target amount is set at 100 % of his fixed compensation. The maximum percentage of the fixed remuneration that the annual variable remuneration can represent is disclosed in item 6 - "Compensation" - of our annual report on Form 20-F. For 2015 : – The quantitative objectives were related to the Group free cash flow (25% weighting), Group external revenues (25% weighting), Group EBIT (25% weighting) and EBITDA minus tangible and intangible investments made in the course of the fiscal year (25% weighting); – The qualitative objectives were related to the implementation of the Group transformation plan, Group governance, relations with our major customers, relations with our shareholders and financial community, our promotion and development in the industry, operational performance and human resources. On March 2, 2016, based on the achievement of the hereinabove qualitative and quantitative targets and the final 2015 results, the Board of Directors, upon the Appointment-Remuneration Committee's proposal, set this variable remuneration at €480,087. This corresponds to an overall achievement rate of 76 % of the target amount of his variable remuneration and of his fixed remuneration.

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

Deferred annual variable remuneration	**N/A**	Mr. MALCOR does not receive any deferred annual variable remuneration.
Multi-annual variable remuneration	**Performance units value : €129,000 (IFRS value)** *The final allocation of the performance units is subject to the achievement of the Group's objectives.*	On June 25, 2015, the Board of Directors of the Company implemented a multi-annual bonus system in the form of performance units, replacing the performance shares plans with a twofold objective: – Implement a globally harmonized remuneration mechanism consistent with the growing internalization of our Group, – Establish a closer link between the remuneration of the main senior executives and the share price performance and the economic performance of the Group taken as a whole on a mid-term basis (3 years). The performance units vest upon the expiry of a 3-year period from the allocation date subject to a presence condition in the Group at the time of vesting and achievement of certain performance conditions. These performance conditions are based on the achievement of Group objectives related to the return on capital employed and balance sheet structure along with achievement of the business segments' financial objectives aligned with the Group strategic orientations over a 3-year period. The number of vested 2015 performance units is based on achievement of the Group objectives up to 60% of the global allocation. The balance is allocated based on the achievement of the business segments' objectives. The valuation of each vested 2015 performance unit shall be equal to the average closing price of CGG shares on Euronext over the 5 trading days prior to the vesting date. The vested performance units will be paid half in cash and half in existing CGG shares. The Board of Directors allocated a maximum envelope of 27,500 performance units to Mr. MALCOR under this plan. Final allocation is subject to the achievement of the Group's objectives.
Exceptional compensation	**N/A**	Mr. MALCOR does not receive any exceptional compensation.
Value of options / performance shares granted during the fiscal year	**Stock-options : €245,000 (IFRS book value)** *The vesting of the options is subject to the achievement of the performance conditions and the final value will depend on the final number of vested options and the share price on the day of exercise of the options.*	On June 25, 2015, based on the 28th resolution of the shareholders' meeting held on May 29, 2015, the Board of Directors allocated 220,600 options to Mr. MALCOR, i.e. 0.12% of the share capital of the Company on the day of allocation. This amount was adjusted following the share capital increase of February 5, 2016. The Board of Directors decided, in accordance with the provisions of the AFEP-MEDEF code that the rights to the options would be acquired in 3 batches during the first 4 years of the plan dated June 25, 2015 (50% of the options allocated in June 2017, 25% of the options allocated in June 2018 and 25% of the options allocated in June 2019) and that the acquisition of options would be subject to the following performance conditions: – The average, over the 60 trading days preceding the date of allocation, of the ratio of the CGG ADS price over the PHLX Oil Service Sector^{SM} (OSX^{SM}) index shall equal at least 2/3 of the same average ratio over the same period of 60 trading days 3 years before the vesting date; – The average, over the 60 trading days preceding the date of allocation, of the ratio of the CGG share price over SBF 120 index shall equal at least 2/3 of the same average ratio over the same period of 60 trading days 3 years before the vesting date; – Over the vesting period, the market price of the CGG share shall have increased at least by 8% on an annual basis; – The Group results in average over a period of 3 years preceding the vesting date shall reach at least 90% of the average EBITDAS annual targets as determined by the Board of Directors. The other conditions of the plan are disclosed in item 6 of our annual report on Form 20-F. Final vesting is subject to the achievement of the performance conditions hereinabove.

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

Value of options / performance shares granted during the fiscal year	**Performance shares**	N/A
Directors' fees	**N/A**	Mr. MALCOR does not receive any Directors' fees.
Value of benefits in kind	**€11,880**	Mr. MALCOR benefits from a company's car. This benefit was approved by the Board of Directors on March 26, 2015.

Remuneration components due or granted for the fiscal year that are or were submitted to a vote during a General Meeting as part of the Agreements and Commitments approvals	Amounts submitted to the vote	Presentation
Severance pay	**No amount is to be paid for 2015 fiscal year**	Mr. MALCOR benefits from a contractual termination indemnity only in case of a forced departure relating to a change of control or a change of strategy. Such indemnity shall be equal to the difference between: (a) a gross amount of 200% of the gross fixed compensation paid by the Company to Mr. MALCOR during the 12-month period preceding his departure date, to which is added the annual average of the variable compensation paid by the Company to Mr. MALCOR over the 36-month period preceding his departure date (hereinafter "the Reference Annual Compensation"), and (b) any sum to which Mr. MALCOR may be entitled as a result of such termination, including any sums to be paid further to the application of his non-competition commitment. The indemnity global amount shall not exceed 200% of the Reference Annual Compensation. Pursuant to article L.225-42-1 of the Commercial Code, the payment of the special termination indemnity referred to hereinabove shall remain subject to the achievement of the following performance conditions, related to the Company's performance: - The average, calculated over the 60 trading days preceding the departure date, of the ratio of the CGG ADS price over the PHLX Oil Service Sector^{SM} (OSX^{SM}) index shall equal at least 2/3 of the same average ratio over the same 60-day period 4 years before the date on which Mr. MALCOR leaves the Group; - The average, calculated over the 60 trading days preceding the departure date, of the ratio of the CGG share price over the SBF 120 index shall equal at least 2/3 of the same average ratio over the same 60-day period 4 years before the date on which Mr. MALCOR leaves the Group; - The average margin rate of the Group EBITDAS over the 4 years preceding the date on which Mr. MALCOR leaves the Group shall be at least 25%. Payment of the full amount of the special termination indemnity is subject to the fulfillment of 2 conditions out of 3. In case only one condition is fulfilled, then Mr. MALCOR will be entitled to receive only 50% of the said special termination indemnity. In accordance with section L. 225-42-1 of the French Commercial Code, this commitment, which was approved by the Board of Directors on May 10, 2012 and ratified by the General Meeting on May 3, 2013, was renewed by the Board of Directors held on June 4, 2014 which also renewed the office of Mr. MALCOR as Chief Executive Officer. It was ratified by the General meeting on May 29, 2015.

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

Non-compete clause	**No amount is to be paid for 2015 fiscal year**	This non-compete agreement applies to any geophysical data acquisition, processing or interpretation services or the provision of equipment or products designed for the acquisition, processing or interpretation of geophysical data. Mr. MALCOR has agreed that he will not contribute to projects or activities in the same field as those in which he was involved at CGG for period of 18 months starting on the date on which he leaves the Group. In consideration for this undertaking, Mr. MALCOR will be entitled to receive compensation corresponding to 100% of his annual reference compensation as defined in the protection letters related to payment of the contractual indemnity in case of termination of his office. On June 30, 2010, the Board of Directors approved, in accordance with procedures applicable to related party agreements and provided for by section L.225-38 et seq. of the French Commercial Code, the signature of a non-compete agreement between the Company and Mr. MALCOR. This agreement was ratified by the General Meeting held on May 4, 2011.
General benefits plan	**No amount is to be paid for 2015 fiscal year**	On June 30, 2010, the Board of Directors approved, in accordance with procedures applicable to related party agreements and provided for by section L.225-38 et seq. of the French Commercial Code, the extension to Mr. MALCOR of the benefit of the Group's general benefits plan applicable to all employees. This agreement was ratified by the General Meeting held on May 4, 2011.
Individual insurance covering loss of employment	**No amount is to be paid for 2015 fiscal year**	Pursuant to the procedure applicable to related-parties agreement set forth by section L. 225-38 and seq. of the French Commercial Code, the Board of Directors authorized, on June 30, 2010, the Company to subscribe with GSC Gan, as from July 1, 2010, an individual insurance policy covering loss of employment, in favor of Mr. MALCOR. This agreement was ratified by the General Meeting held on May 4, 2011. The annual subscription fee payable by the Company amounts to €10,413.45 for 2015. This insurance provides for the payment of a maximum of 13.4 % of his 2015 target compensation (corresponding to €169,910), for a duration of 12 months.
Supplementary pension plan	**No amount is to be paid for 2015 fiscal year**	Mr. MALCOR benefits from the supplemental retirement plan for the members of the Executive Committee of the Group (as composed prior to February 1, 2013) and the Management Board of Sercel Holding (as composed prior to April 19, 2012). It is an additive defined benefit plan with a cap. Accruals are acquired per year of service, with a double limit: • Potential rights are applied in addition to the mandatory basic and supplementary pension schemes but cannot, however, procure in aggregate for all schemes, a replacement rate exceeding 50%; • Potential rights are calculated on the basis of seniority with an upper limit of 20 years. They are accrued up to: - 1.5% of the remuneration used as reference, per seniority year within the company and up to 20 years, for the portion of remuneration below 20 times the Social security upper limit; - 1% of the remuneration used as reference, per seniority year within the company and up to 20 years, for the portion of remuneration above 20 times the Social security upper limit; Further, to participate in the plan, the Beneficiaries must comply with the main following cumulative conditions: • have liquidated their social security pension and all possible other rights to pensions, • have at least five years of service as member of the Executive Committee of the Group (as composed prior to February 1, 2013) or of the Management Board of Sercel Holding (as composed prior to April 19, 2012) and until they were 55 years of age, and • end their professional career when leaving the Company.

Supplementary pension plan		The conditions relating to the age and length of service are assessed taking into account the service continuity within the new governance bodies of the Group. This plan was closed to new comers on July 1, 2014. As of December 31, 2015, the Company's commitment under the supplemental retirement plan corresponds for Mr. MALCOR, to an annual pension equal to 15 %, of his annual 2015 target compensation. The aggregate present benefit value of this supplemental plan as of December 31, 2015 was €10,375,432 of which €886,508 has been recorded as an expense for fiscal year 2015. Of such present benefit value, the portions relating to Mr. MALCOR are €1,856,905 and €381,533 respectively. Pursuant to the procedure applicable to related-parties agreement set forth by section L. 225-38 and seq. of the French Commercial Code, the Board of Directors authorized, on June 30, 2010, the extension of this supplemental retirement plan to Mr. MALCOR. This agreement was ratified by the General Meeting held on May 4, 2011.

The **13th resolution** relates to the elements of compensation due or granted for the 2015 financial year to **Messrs. Stéphane-Paul FRYDMAN and Pascal ROUILLER, and Ms. Sophie ZURQUIYAH, Corporate Officers:**

Mr. Stéphane-Paul FRYDMAN:

Elements of compensation due or granted for the 2015 financial year to Mr. Stéphane-Paul FRYDMAN, Corporate Officer, submitted to the Shareholders' approval

Remuneration components due or granted for the fiscal year	Amounts submitted to the vote	Presentation
Fixed remuneration	**€426,080**	The fixed remuneration of Mr. FRYDMAN for 2015 fiscal year was determined by the Board of Directors on March 26, 2015. Its components are as follows : – €346,080 paid under his employment agreement (unchanged compared to 2014); – €80,000 paid for his corporate office (*mandat social*) (unchanged compared to 2014).
Profit sharing		N/A
Annual variable remuneration	**€243,522**	The annual variable remuneration of Mr. FRYDMAN is based on the achievement of qualitative objectives (accounting for 1/3 of the variable compensation) and quantitative objectives (accounting for 2/3 of the variable compensation). The quantitative criteria are based on the achievement of Group budget objectives set by the Board of Directors. His target amount is set at 75 % of his fixed compensation. The maximum percentage of the fixed remuneration that the annual variable remuneration can represent is disclosed in item 6 - "Compensation" - of our annual report on Form 20-F. For 2015: – The quantitative objectives were related to the Group free cash flow (25% weighting), Group external revenues (25% weighting), Group EBIT (25% weighting) and EBITDA minus tangible and intangible investments made in the course of the fiscal year (25% weighting);

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

Annual variable remuneration		– The qualitative objectives were related to Group governance, internal control, management of our financial resources, relations with investors and the financial market as a whole, strategy and management of our capital employed and human resources. On March 2, 2016, based on the achievement of the hereinabove qualitative and quantitative targets and the final 2015 results, the Board of Directors, upon the Appointment-Remuneration Committee's proposal, set this variable remuneration at €243,522. This corresponds to an overall achievement rate of 76 % of the target amount of his variable remuneration and 57 % of his fixed remuneration.
Deferred annual variable remuneration	**N/A**	Mr. FRYDMAN does not receive any deferred annual variable remuneration.
Exceptional compensation	**N/A**	Mr. FRYDMAN does not receive any exceptional compensation.
Value of options / performance shares granted during the fiscal year	**Stock-options : €123,500 (IFRS book value) The vesting of the options is subject to the achievement of the performance conditions and the final value will depend on the final number of vested options and the share price on the day of exercise of the options.**	On June 25, 2015, based on the 28th resolution of the General Meeting held on May 29, 2015, the Board of Directors allocated 111,000 options to Mr. FRYDMAN, i.e. 0.06% of the share capital of the Company on the day of allocation. This amount was adjusted following the share capital increase of February 5, 2016. The Board of Directors decided, in accordance with the provisions of the AFEP-MEDEF code that the rights to the options would be acquired in 3 batches during the first 4 years of the plan dated June 25, 2015 (50% of the options allocated in June 2017, 25% of the options allocated in June 2018 and 25% of the options allocated in June 2019) and that the acquisition of options would be subject to the following performance conditions: – The average, over the 60 trading days preceding the date of allocation, of the ratio of the CGG ADS price over the PHLX Oil Service Sector^{SM} (OSX^{SM}) index shall equal at least 2/3 of the same average ratio over the same period of 60 trading days 3 years before the vesting date; – The average, over the 60 trading days preceding the date of allocation, of the ratio of the CGG share price over SBF 120 index shall equal at least 2/3 of the same average ratio over the same period of 60 trading days 3 years before the vesting date; – Over the vesting period, the market price of the CGG share shall have increased at least by 8% on an annual basis; – The Group results in average over a period of 3 years preceding the vesting date shall reach at least 90% of the average EBITDAS annual targets as determined by the Board of Directors. The other conditions of the plan are disclosed in item 6 of our annual report on Form 20-F. Final vesting is subject to the achievement of the performance conditions hereinabove.
	Performance shares	N/A
Directors' fees	**N/A**	Mr. FRYDMAN does not receive any Directors' fees.
Value of benefits in kind	**€4,800**	Mr. FRYDMAN benefits from a company car. This benefit was approved on March 26, 2015.

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

Remuneration components due or granted for the fiscal year that are or were submitted to a vote during a General Meeting as part of the Agreements and Commitments approvals	Amounts submitted to the vote	Presentation
Multi-annual variable remuneration	**Performance units value : € 59,000 (IFRS value)** *The final allocation of the performance units is subject to the achievement of the Group's objectives.*	On June 25, 2015, the Board of Directors of the Company implemented a multi-annual bonus system in the form of performance units, replacing the performance shares plans with a twofold objective: – Implement a globally harmonized remuneration mechanism consistent with the growing internalization of our Group, – Establish a closer link between the remuneration of the main senior executives and the share price performance and the economic performance of the Group taken as a whole on a mid-term basis (3 years). The performance units vest upon the expiry of a 3-year period from the allocation date subject to a presence condition in the Group at the time of vesting and achievement of certain performance conditions. These performance conditions are based on the achievement of Group objectives related to the return on capital employed and balance sheet structure along with achievement of the business segments' financial objectives aligned with the Group strategic orientations over a 3-year period. The number of vested 2015 performance units is based on achievement of the Group objectives up to 60% of the global allocation. The balance is allocated based on the achievement of the business segments' objectives. The valuation of each vested 2015 performance unit shall be equal to the average closing price of CGG shares on Euronext over the 5 trading days prior to the vesting date. The vested performance units will be paid half in cash and half in existing CGG shares. The Board of Directors allocated a maximum envelope of 12,500 performance units to Mr. FRYDMAN under this plan. Final allocation is subject to the achievement of the Group's objectives. In accordance with section L.225-38 of the of the French Commercial Code, this commitment was approved by the Board of Directors on June 25, 2015 and will be submitted to the General Meeting to be held on May 27, 2016 for ratification (8th resolution).
Severance pay	**No amount is to be paid for 2015 fiscal year**	Mr. FRYDMAN benefits from a contractual termination indemnity only in case of a forced departure relating to a change of control or a change of strategy. Such indemnity shall be equal to the difference between: (a) a gross amount of 200% of the gross fixed compensation paid by the Company to Mr. FRYDMAN during the 12-month period preceding his departure date, to which is added the annual average of the variable compensation paid by the Company to Mr. FRYDMAN over the 36-month period preceding his departure date, (hereinafter "the Reference Annual Compensation"), and (b) any sum to which Mr. FRYDMAN may be entitled as a result of such termination, including any sums to be paid further to the application of his non-competition commitment. The indemnity global amount shall not exceed 200% of the Reference Annual Compensation. Pursuant to article L.225-42-1 of the Commercial Code, the payment of the special termination indemnity referred to hereinabove shall remain subject to the achievement of the following performance conditions, related to the Company's performance:

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

Severance pay		- The average, calculated over the 60 trading days preceding the departure date, of the ratio of the CGG ADS price over the PHLX Oil Service Sector[SM] (OSX[SM]) index shall equal at least 2/3 of the same average ratio over the same 60-day period 4 years before the date on which Mr. FRYDMAN leaves the Group; - The average, calculated over the 60 trading days preceding the departure date, of the ratio of the CGG share price over the SBF 120 index shall equal at least 2/3 of the same average ratio over the same 60-day period 4 years before the date on which Mr. FRYDMAN leaves the Group; - The average margin rate of the Group EBITDAS over the 4 years preceding the date on which Mr. FRYDMAN leaves the Group shall be at least 25%. Payment of the full amount of the special termination indemnity is subject to the fulfillment of 2 conditions out of 3. In case only one condition is fulfilled, then Mr. FRYDMAN will be entitled to receive only 50% of the said special termination indemnity. In accordance with section L. 225-42-1 of the French Commercial Code, this commitment, which was approved by the Board of Directors on February 29, 2012 and ratified by the General Meeting on May 10, 2012, was renewed by the Board of Directors held on February 25, 2015 which also renewed the office of Mr. FRYDMAN as Corporate Officer. The renewal of severance pay commitment was ratified by the General Meeting held on May 29, 2015.
Non-compete clause	**No amount is to be paid for 2015 fiscal year**	This non-compete agreement applies to any geophysical data acquisition, processing or interpretation services or the provision of equipment or products designed for the acquisition, processing or interpretation of geophysical data. Mr. FRYDMAN has agreed that he will not contribute to projects or activities in the same field as those in which he was involved at CGG for period of 18 months starting on the date on which he leaves the Group. In consideration for this undertaking, Mr. FRYDMAN will be entitled to receive compensation corresponding to 100% of his annual reference compensation as defined in the protection letters related to payment of the contractual indemnity in case of termination of his office.
Non-compete clause	**No amount is to be paid for 2015 fiscal year**	On February 29, 2012, the Board of Directors approved, in accordance with procedures applicable to related party agreements and provided for by section L.225-38 et seq. of the French Commercial Code, the signature of a non-compete agreement between the Company and Mr. FRYDMAN. This agreement was ratified by the General Meeting held on May 10, 2012.
General benefits plan	**No amount is to be paid for 2015 fiscal year**	On February 29, 2012, the Board of Directors approved, in accordance with procedures applicable to related party agreements and provided for by section L.225-38 et seq. of the French Commercial Code, the extension to Mr. FRYDMAN of the benefit of the Group's general benefits plan applicable to all employees. This agreement was ratified by the General Meeting held on May 10, 2012.
Supplementary pension plan	**No amount is to be paid for 2015 fiscal year**	Mr. FRYDMAN benefits from the supplemental retirement plan for the members of the Executive Committee of the Group (as composed prior to February 1, 2013) and the Management Board of Sercel Holding (as composed prior to April 19, 2012). It is an additive defined benefit plan with a cap. Accruals are acquired per year of service, with a double limit: • Potential rights are applied in addition to the mandatory basic and supplementary pension schemes but cannot, however, procure in aggregate for all schemes, a replacement rate exceeding 50%; • Potential rights are calculated on the basis of seniority with an upper limit of 20 years. They are accrued up to: - 1.5% of the remuneration used as reference, per seniority year within the company and up to 20 years, for the portion of remuneration below 20 times the French Social security upper limit;

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

Supplementary pension plan		- 1% of the remuneration used as reference, per seniority year within the company and up to 20 years, for the portion of remuneration above 20 times the French Social security upper limit; Further, to participate in the plan, the Beneficiaries must comply with the main following cumulative conditions: • have liquidated their social security pension and all possible other rights to pensions, • have at least five years of service as member of the Executive Committee of the Group (as composed prior to February 1, 2013) or of the Management Board of Sercel Holding (as composed prior to April 19, 2012) and until they were 55 years of age, and • end their professional career when leaving the Company. The conditions relating to the age and length of service are assessed taking into account the service continuity within the new governance bodies of the Group. This plan was closed to new comers on July 1, 2014. As of December 31, 2015, the Company's commitment under the supplemental retirement plan corresponds for Mr. FRYDMAN to an annual pension equal to 31 % of his annual 2015 target compensation. The aggregate present benefit value of this supplemental plan as of December 31, 2015 was €10,375,432 of which €886,508 has been recorded as an expense for fiscal year 2015. Of such present benefit value, the portions relating to Mr. FRYDMAN are €1,726,795 and €153,637 respectively. Pursuant to the procedure applicable to related-parties agreement set forth by section L. 225-38 and seq. of the French Commercial Code, the Board of Directors authorized, on February 29, 2012 the extension of this supplemental retirement plan to Mr. FRYDMAN. This agreement was ratified by the General Meeting held on May 10, 2012.

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

Mr. Pascal ROUILLER:

Elements of compensation due or granted for the 2015 financial year to Mr. Pascal ROUILLER, Corporate Officer, submitted to the Shareholders' approval

Remuneration components due or granted for the fiscal year	Amounts submitted to the vote	Presentation
Fixed remuneration	**€426,080**	The fixed remuneration of Mr. ROUILLER for 2015 fiscal year was determined by the Board of Directors on March 26, 2015. Its components are as follows : – €346,080 paid under his employment agreement, including €12,000 for his corporate office in Sercel SA (unchanged compared to 2014); – €80,000 paid for his corporate office (*mandat social*) (unchanged compared to 2014).
Profit sharing		N/A
Annual variable remuneration	**€213,884**	The annual variable remuneration of Mr. ROUILLER is based on the achievement of qualitative objectives (accounting for 1/3 of the variable compensation) and quantitative objectives (accounting for 2/3 of the variable compensation). The quantitative criteria are based on the achievement of Group budget objectives set by the Board of Directors. His target amount is set at 75 % of his fixed compensation. The maximum percentage of the fixed remuneration that the annual variable remuneration can represent is disclosed in item 6 - "Compensation" - of our annual report on Form 20-F. For 2015: – The quantitative objectives were related the Group free cash flow (25% weighting), Group external revenues (12,5% weighting), Group EBITA minus tangible and intangible investments made during the fiscal year (12,5% weighting), Equipment EBITDA minus tangible and intangible investments made during the fiscal year (12,5% weighting), Equipment segment production (12,5% weighting), Group EBIT (12,5% weighting) and Equipment segment EBIT (12,5% weighting); – The qualitative objectives were related to HSE, our Group performance plan, technology, strategic development of the Equipment segment and human resources. On March 2, 2016, based on the achievement of the hereinabove qualitative and quantitative targets and the final 2015 results, the Board of Directors, upon the Appointment-Remuneration Committee's proposal, set this variable remuneration at €213,884. This corresponds to an overall achievement rate of 67 % of the target amount of his variable remuneration and 50 % of his fixed remuneration.
Deferred annual variable remuneration	**N/A**	Mr. ROUILLER does not receive any deferred annual variable remuneration.
Exceptional compensation	**N/A**	Mr. ROUILLER does not receive any exceptional compensation.

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

Value of options / performance shares granted during the fiscal year	**Stock-options :** **€123,500** **(IFRS book value)** *The vesting of the options is subject to the achievement of the performance conditions and the final value will depend on the final number of vested options and the share price on the day of exercise of the options.*	On June 25, 2015, based on the 28th resolution of the shareholders' meeting held on May 29, 2015, the Board of Directors allocated 111,000 options to Mr. ROUILLER, i.e. 0.06% of the share capital of the Company on the day of allocation. This amount was adjusted following the share capital increase of February 5, 2016. The Board of Directors decided, in accordance with the provisions of the AFEP-MEDEF code that the rights to the options would be acquired in 3 batches during the first 4 years of the plan dated June 25, 2015 (50% of the options allocated in June 2017, 25% of the options allocated in June 2018 and 25% of the options allocated in June 2019) and that the acquisition of options would be subject to the following performance conditions: – The average, over the 60 trading days preceding the date of allocation, of the ratio of the CGG ADS price over the PHLX Oil Service Sector[SM] (OSX[SM]) index shall equal at least 2/3 of the same average ratio over the same period of 60 trading days 3 years before the vesting date; – The average, over the 60 trading days preceding the date of allocation, of the ratio of the CGG share price over SBF 120 index shall equal at least 2/3 of the same average ratio over the same period of 60 trading days 3 years before the vesting date; – Over the vesting period, the market price of the CGG share shall have increased at least by 8% on an annual basis; – The Group results in average over a period of three years preceding the vesting date shall reach at least 90% of the average EBITDAS annual targets as determined by the Board of Directors. The other conditions of the plan are disclosed in item 6 of our annual report on Form 20-F. Final vesting is subject to the achievement of the performance conditions hereinabove.
	Performance shares	N/A
Directors' fees	**N/A**	Mr. ROUILLER does not receive any Directors' fees.
Value of benefits in kind	**€5,280**	Mr. ROUILLER benefits from a company car. This benefit was approved on March 26, 2015.

Remuneration components due or granted for the fiscal year that are or were submitted to a vote during a General Meeting as part of the Agreements and Commitments approvals	Amounts submitted to the vote	Presentation
Multi-annual variable remuneration	**Performance units value : € 59,000** **(IFRS value)** *The final allocation of the performance units is subject to the achievement of the Group's objectives.*	On June 25, 2015, the Board of Directors of the Company implemented a multi-annual bonus system in the form of performance units, replacing the performance shares plans with a twofold objective: – Implement a globally harmonized remuneration mechanism consistent with the growing internalization of our Group, – Establish a closer link between the remuneration of the main senior executives and the share price performance and the economic performance of the Group taken as a whole on a mid-term basis (3 years). The performance units vest upon the expiry of a 3-year period from the allocation date subject to a presence condition in the Group at the time of vesting and achievement of certain performance conditions. These performance conditions are based on the achievement of Group objectives related to the return on capital employed and balance sheet structure along with achievement of the business segments' financial objectives aligned with the Group strategic orientations over a 3-year period.

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

Multi-annual variable remuneration	**Performance units value : € 59,000** **(IFRS value)** *The final allocation of the performance units is subject to the achievement of the Group's objectives.*	The number of vested 2015 performance units is based on achievement of the Group objectives up to 60% of the global allocation. The balance is allocated based on the achievement of the business segments' objectives. The valuation of each vested 2015 performance unit shall be equal to the average closing price of CGG shares on Euronext over the 5 trading days prior to the vesting date. The vested performance units will be paid half in cash and half in existing CGG shares. The Board of Directors allocated a maximum envelope of 12,500 performance units to Mr. ROUILLER under this plan. Final allocation is subject to the achievement of the Group's objectives. In accordance with section L.225-38 of the of the French Commercial Code, this commitment was approved by the Board of Directors on June 25, 2015 and will be submitted to the General Meeting to be held on May 27, 2016 for ratification (8th resolution).
Severance pay	**No amount is to be paid for 2015 fiscal year**	Mr. ROUILLER benefits from a contractual termination indemnity only in case of a forced departure relating to a change of control or a change of strategy. Such indemnity shall be equal to the difference between: (a) a gross amount of 200% of the gross fixed compensation paid by the Company to Mr. ROUILLER during the 12-month period preceding his departure date, to which is added the annual average of the variable compensation paid by the Company to Mr. ROUILLER over the 36-month period preceding his departure date, (hereinafter "the Reference Annual Compensation"), and (b) any sum to which Mr. ROUILLER may be entitled as a result of such termination, including any sums to be paid further to the application of his non-competition commitment. The indemnity global amount shall not exceed 200% of the Reference Annual Compensation. Pursuant to article L.225-42-1 of the Commercial Code, the payment of the special termination indemnity referred to hereinabove shall remain subject to the achievement of the following performance conditions, related to the Company's performance: - The average, calculated over the 60 trading days preceding the departure date, of the ratio of the CGG ADS price over the PHLX Oil Service Sector^{SM} (OSX^{SM}) index shall equal at least 2/3 of the same average ratio over the same 60-day period 4 years before the date on which Mr. ROUILLER leaves the Group; - The average, calculated over the 60 trading days preceding the departure date, of the ratio of the CGG share price over the SBF 120 index shall equal at least 2/3 of the same average ratio over the same 60-day period 4 years before the date on which Mr. ROUILLER leaves the Group; - The average margin rate of the Group EBITDAS over the 4 years preceding the date on which Mr. ROUILLER leaves the Group shall be at least 25%. Payment of the full amount of the special termination indemnity is subject to the fulfillment of 2 conditions out of 3. In case only one condition is fulfilled, then Mr. ROUILLER will be entitled to receive only 50% of the said special termination indemnity. In accordance with section L. 225-42-1 of the French Commercial Code, this commitment, which was approved by the Board of Directors on February 29, 2012 and ratified by the General meeting on May 10, 2012, was renewed by the Board of Directors held on February 25, 2015 which also renewed the office of Mr. ROUILLER as Corporate Officer and was ratified by the General Meeting held on May 29, 2015.

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

Non-compete clause	**No amount is to be paid for 2015 fiscal year**	This non-compete agreement applies to any geophysical data acquisition, processing or interpretation services or the provision of equipment or products designed for the acquisition, processing or interpretation of geophysical data. Mr. ROUILLER has agreed that he will not contribute to projects or activities in the same field as those in which he was involved at CGG for period of 18 months starting on the date on which he leaves the Group. In consideration for this undertaking, Mr. ROUILLER will be entitled to receive compensation corresponding to 100% of his annual reference compensation as defined in the protection letters related to payment of the contractual indemnity in case of termination of his office. On February 29, 2012, the Board of Directors approved, in accordance with procedures applicable to related party agreements and provided for by section L.225-38 et seq. of the French Commercial Code, the signature of a non-compete agreement between the Company and Mr. ROUILLER. This agreement was ratified by the General Meeting held on May 10, 2012.
General benefits plan	**No amount is to be paid for 2015 fiscal year**	On February 29, 2012, the Board of Directors approved, in accordance with procedures applicable to related party agreements and provided for by section L.225-38 et seq. of the French Commercial Code, the extension to Mr. ROUILLER of the benefit of the Group's general benefits plan applicable to all employees. This agreement was ratified by the General Meeting held on May 10, 2012.
Supplementary pension plan	**No amount is to be paid for 2015 fiscal year**	Mr. ROUILLER benefits from the supplemental retirement plan for the members of the Executive Committee of the Group (as composed prior to February 1, 2013) and the Management Board of Sercel Holding (as composed prior to April 19, 2012). It is an additive defined benefit plan with a cap. Accruals are acquired per year of service, with a double limit: • Potential rights are applied in addition to the mandatory basic and supplementary pension schemes but cannot, however, procure in aggregate for all schemes, a replacement rate exceeding 50%; • Potential rights are calculated on the basis of seniority with an upper limit of 20 years. They are accrued up to: - 1.5% of the remuneration used as reference, per seniority year within the company and up to 20 years, for the portion of remuneration below 20 times the French Social security upper limit; - 1% of the remuneration used as reference, per seniority year within the company and up to 20 years, for the portion of remuneration above 20 times the French Social security upper limit. Further, to participate in the plan, the Beneficiaries must comply with the main following cumulative conditions: • have liquidated their social security pension and all possible other rights to pensions, • have at least five years of service as member of the Executive Committee of the Group (as composed prior to February 1, 2013) or of the Management Board of Sercel Holding (as composed prior to April 19, 2012) and until they were 55 years of age, and • end their professional career when leaving the Company. The conditions relating to the age and length of service are assessed taking into account the service continuity within the new governance bodies of the Group. This plan was closed to new comers on July 1, 2014. As of December 31, 2015, the Company's commitment under the supplemental retirement plan corresponds for Mr. ROUILLER to an annual pension equal to 26 % of his annual 2015 target compensation. The aggregate present benefit value of this supplemental plan as of December 31, 2015 was € 10,375,432 of which € 886,508 has been recorded as an expense for fiscal year 2015.

Supplementary pension plan		Of such present benefit value, the portions relating to Mr. ROUILLER are €3,811,749 and €162,369 respectively. Pursuant to the procedure applicable to related-parties agreement set forth by section L. 225-38 and seq. of the French Commercial Code, the Board of Directors authorized, on February 29, 2012 the extension of this supplemental retirement plan to Mr. ROUILLER. This agreement was ratified by the General Meeting held on May 10, 2012.

Ms. Sophie ZURQUIYAH:

Ms. Zurquiyah has been appointed Corporate Officer as from September 1, 2015.

Elements of compensation due or granted for the 2015 financial year to Ms. Sophie ZURQUIYAH, Corporate Officer, submitted to the Shareholders' approval

Remuneration components due or granted for the fiscal year	Amounts submitted to the vote	Presentation
Fixed remuneration	**€475,583**	The fixed remuneration of Ms. ZURQUIYAH for 2015 fiscal year is composed as follows : – €448,915 paid under her employment agreement[2]; €80,000 paid for her corporate office (*mandat social*) in CGG SA[3] (As Ms. ZURQUIYAH has been appointed Corporate Officer starting September 1, 2015, the amount paid for 2015 fiscal year in this respect was calculated on a prorate basis and amounted to €26,668).
Profit sharing	**N/A**	Ms. ZURQUIYAH does not benefit from any profit sharing agreement.
Annual variable remuneration	**€248,073.81**[4]	The annual variable compensation paid to Ms. ZURQUIYAH for 2015 relates to her employment agreement only. No annual variable compensation was paid to Ms. Zurquiyah in the course of 2015 pursuant to her position as Corporate Officer.
Deferred annual variable remuneration	**N/A**	Ms. ZURQUIYAH does not receive any deferred annual variable remuneration.
Exceptional compensation	**N/A**	Ms. ZURQUIYAH does not receive any exceptional compensation.
Value of options / performance shares granted during the fiscal year	**Stock-options:** **€88,500** **(IFRS book value)** *The vesting of the options is subject to the achievement of the performance conditions and the final value will depend on the final number of vested options and the share price on the day of exercise of the options.*	On June 25, 2015, based on the 28th resolution of the General Meeting held on May 29, 2015, the Board of Directors allocated 79,500 options to Ms. ZURQUIYAH, i.e. 0.04% of the share capital of the Company on the date of allocation. This amount was adjusted following the share capital increase of February 5, 2016. The Board of Directors decided, in accordance with the provisions of the AFEP-MEDEF code that the rights to the options would be acquired in 3 batches during the first 4 years of the plan dated June 25, 2015 (50% of the options allocated in June 2017, 25% of the options allocated in June 2018 and 25% of the options allocated in June 2019) and that the acquisition of options would be subject to the following performance conditions: – The average, over the 60 trading days preceding the date of allocation, of the ratio of the CGG ADS price over the PHLX Oil Service Sector^{SM} (OSX^{SM}) index shall equal at least 2/3 of the same average ratio over the same period of 60 trading days 3 years before the vesting date; same period of 60 trading days 3 years before the vesting date;

[2] *The fixed compensation of Ms. ZURQUIYAH pursuant to her employment agreement is paid in U.S. dollars by CGG Services (U.S.) Inc, a fully owned subsidiary of CGG SA. The above information is presented in euros, based on an average US$/€ exchange rate of 0.8978 over the fiscal year 2015.*

[3] *The fixed compensation of Ms. ZURQUIYAH pursuant to her corporate office was determined by the Board of Directors on July 30, 2015. This compensation is paid in euros by CGG SA.*

[4] *The annual variable compensation paid to Ms. ZURQUIYAH for 2015 relates to her employment agreement only. No annual variable compensation was paid to Ms. Zurquiyah in the course of 2015 pursuant to her position as Corporate Officer.*

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

Value of options / performance shares granted during the fiscal year		– The average, over the 60 trading days preceding the date of allocation, of the ratio of the CGG share price over SBF 120 index shall equal at least 2/3 of the same average ratio over the – Over the vesting period, the market price of the CGG share shall have increased at least by 8% on an annual basis; – The Group results in average over a period of 3 years preceding the vesting date shall reach at least 90% of the average EBITDAS annual targets as determined by the Board of Directors. The other conditions of the plan are disclosed in item 6 of our annual report on Form 20-F. Final vesting is subject to the achievement of the performance conditions hereinabove. Ms. ZURQUIYAH was not yet Corporate Officer of the Company on the date of allocation.
	Performance shares	N/A
Directors' fees	**N/A**	Ms. ZURQUIYAH does not receive any Directors' fees.
Value of benefits in kind	**N/A**	Ms. ZURQUIYAH does not benefit from benefits in kind.

Remuneration components due or granted for the fiscal year that are or were submitted to a vote during a General Meeting as part of the Agreements and Commitments approvals	Amounts submitted to the vote	Presentation
Multi-annual variable remuneration	**Performance units value: €47,000** **(IFRS value)** *The final allocation of the performance units is subject to the achievement of the Group's objectives.*	On June 25, 2015, the Board of Directors of the Company implemented a multi-annual bonus system in the form of performance units, replacing the performance shares plans with a twofold objective: – Implement a globally harmonized remuneration mechanism consistent with the growing internalization of our Group, – Establish a closer link between the remuneration of the main senior executives and the share price performance and the economic performance of the Group taken as a whole on a mid-term basis (3 years). The performance units vest upon the expiry of a 3-year period from the allocation date subject to a presence condition in the Group at the time of vesting and achievement of certain performance conditions. These performance conditions are based on the achievement of Group objectives related to the return on capital employed and balance sheet structure along with achievement of the business segments' financial objectives aligned with the Group strategic orientations over a 3-year period. The number of vested 2015 performance units is based on achievement of the Group objectives up to 60% of the global allocation. The balance is allocated based on the achievement of the business segments' objectives. The valuation of each vested 2015 performance unit shall be equal to the average closing price of CGG shares on Euronext over the 5 trading days prior to the vesting date. The vested performance units will be paid half in cash and half in existing CGG shares. The Board of Directors allocated a maximum envelope of 10,000 performance units to Ms. ZURQUIYAH under this plan. Final allocation is subject to the achievement of the Group's objectives.

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

Multi-annual variable remuneration		Ms. ZURQUIYAH was not yet Corporate Officer of the Company on the date of allocation.
Severance pay	**No amount is to be paid for 2015 fiscal year**	Ms. ZURQUIYAH benefits from a contractual termination indemnity only in case of a forced departure relating to a change of control or a change of strategy. Such indemnity shall be equal to the difference between: (a) a gross amount of 200% of the gross fixed compensation paid by the Company and/or any of its affiliates to Ms. ZURQUIYAH during the 12-month period preceding her departure date, to which is added the annual average of the variable compensation paid by the Company to Ms. ZURQUIYAH over the 36-month period preceding her departure date, (hereinafter "the Reference Annual Compensation"), and (b) any sum to which Ms. ZURQUIYAH may be entitled as a result of such termination, including any sums to be paid further to the application of her non-competition commitment. The indemnity global amount shall not exceed 200% of the Reference Annual Compensation. Pursuant to article L.225-42-1 of the Commercial Code, the payment of the special termination indemnity referred to hereinabove shall remain subject to the achievement of the following performance conditions, related to the Company's performance: - The average, calculated over the 60 trading days preceding the departure date, of the ratio of the CGG ADS price over the PHLX Oil Service Sector[SM] (OSX[SM]) index shall equal at least 2/3 of the same average ratio over the same 60-day period 4 years before the date on which Ms. ZURQUIYAH leaves the Group; - The average, calculated over the 60 trading days preceding the departure date, of the ratio of the CGG share price over the SBF 120 index shall equal at least 2/3 of the same average ratio over the same 60-day period 4 years before the date on which Ms. ZURQUIYAH leaves the Group; - The average margin rate of the Group EBITDAS over the 4 years preceding the date on which Ms. ZURQUIYAH leaves the Group shall be at least 25%. Payment of the full amount of the special termination indemnity is subject to the fulfillment of 2 conditions out of 3. In case only one condition is fulfilled, then Ms. ZURQUIYAH will be entitled to receive only 50% of the said special termination indemnity. In accordance with section L. 225-42-1 of the French Commercial Code, this commitment, which was approved by the Board of Directors on July 30, 2015 and will be submitted to the General Meeting on May 27, 2016 for ratification (10th resolution).
Non-compete clause	**No amount is to be paid for 2015 fiscal year**	Ms. ZURQUIYAH benefits from a non-compete agreement applicable to any geophysical data acquisition, processing or interpretation services or the provision of equipment or products designed for the acquisition, processing or interpretation of geophysical data. Ms. ZURQUIYAH has agreed that she will not contribute to projects or activities in the same field as those in which she was involved at CGG for a period of 18 months starting on the date on which she leaves the Group. In consideration for this undertaking, Ms. ZURQUIYAH will be entitled to receive compensation corresponding to 100% of her annual Reference compensation as defined in the protection letters related to payment of the contractual indemnity in case of termination of her office. Ms. ZURQUIYAH benefits from this non-compete provision in the framework of her employment contract with CGG Services (U.S.) Inc. dated February 4, 2013.

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

General benefits plan	**No amount is to be paid for fiscal year 2015**	Ms. ZURQUIYAH automatically benefits from the general benefits plan applicable to all employees of the Company since she receives a remuneration from the Company as Corporate Officer.
Supplementary pension plan	**N/A**	Ms. ZURQUIYAH does not benefit from the supplementary pension plan that was implemented on December 8, 2004 and which is closed to new comers since July 1, 2014. Pursuant to her US employment agreement, she benefits from a US supplemental retirement defined contribution plan (401k).

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

FALLING UNDER THE AUTHORITY OF THE EXTRAORDINARY GENERAL MEETING

SHARE CAPITAL INCREASE WITHOUT PREFERENTIAL SUBSCRIPTION RIGHT THROUGH A PUBLIC OFFER

The purpose of the **14th resolution** is to grant a global delegation to the Board of Directors to issue securities giving access to the capital, without preferential subscription right, through a public offer. The nominal amount of the capital increases which may result from such issue, either immediately or in the future, may not exceed €28 million (or €1.8 million after the reverse stock split and the capital reduction provided by the 17th and 18th resolutions), i.e. **a limit of 10% of the share capital**. These securities may also be issued in order to compensate, in whole or in part, shares in the course of a public offer of exchange initiated by the Company.

The issue price of securities giving access to share capital, will be such that the sum received immediately by the Company, increased, if relevant, by the sum it is likely to receive subsequently, is, for each equity security issued as a result of the issue of these securities, at least equal to the issue price determined pursuant to article L.225-136 1°, first paragraph and article R. 225-119 of the French Commercial Code.

It will not be possible to use this authorization during a take-over bid.

SHARE CAPITAL INCREASE WITHOUT PREFERENTIAL SUBSCRIPTION RIGHT BY PRIVATE PLACEMENT

The purpose of the **15th resolution** is to grant a global delegation to the Board of Directors to issue securities giving access to the capital, without preferential subscription right, by private placement only. The nominal amount of the capital increases which may result from such issue, either immediately or in the future, may not exceed €28 million (or €1.8 million after the reverse stock split and the capital reduction provided by the 17th and 18th resolutions), i.e. **a limit of 10% of the share capital**.

The issue price of securities giving access to share capital, will be such that the sum received immediately by the Company, increased, if relevant, by the sum it is likely to receive subsequently, is, for each equity security issued as a result of the issue of these securities, at least equal to the issue price determined pursuant to article L.225-136 1°, first paragraph and article R. 225-119 of the French Commercial Code

It will not be possible to use this authorization during a take-over bid.

EMPLOYEE SAVINGS PLAN

The purpose of the **16th resolution** is to renew the authorization previously granted to the Board of Directors, for 26 months, in order to increase the share capital by issuing shares which subscription will be reserved to employees who are members of an employee savings plan (*Plan d'Epargne d'Entreprise* "PEE"), up to a maximum nominal amount of €2.5 million, i.e. **0.9% of the share capital**.

As of December 31, 2015, the employees held under the PEE 0.04% of the share capital and 0.08% of the voting rights. As of March 31, 2016, they held 0.0012% of the share capital and 0.0024% of the voting rights.

REVERSE STOCK SPLIT

In the **17th resolution**, we propose the shareholders to carry out a reverse share split by allocation of 1 new ordinary share for 32 ordinary shares held. This will allow us to significantly increase the quotation level of CGG share. The purpose of this reverse stock split is to proceed with a technical adjustment aiming at reducing the volatility of the share price, which is increased for market prices below €1.

Furthermore, this transaction will allow the Company to cure its deficiency with the New York Stock Exchange's (NYSE) continued listing standards, as the average per share closing price of CGG's American Depositary Shares (ADS) for the consecutive 30 trading–day period ending on March 1, 2016 was below the NYSE's price requirement of US$1.00 per security.

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

SHARE CAPITAL REDUCTION THROUGH DIMINUTION OF THE SHARE NOMINAL VALUE

The purpose of the **18th resolution** is, subject to completion of the reverse stock split mentioned in the 17th resolution, to reduce the Company's share capital through diminution of the share par value and affectation of the reduction amount to a "premium" account, allowing to reduce the share nominal value at €0.80, instead of €12.80 after completion of the reverse stock split.

SHARE CAPITAL REDUCTION THROUGH CANCELLATION OF TREASURY SHARES HELD BY THE COMPANY IN CONNECTION WITH ITS SHARE BUY-BACK PROGRAM

In the **19th resolution**, we propose the shareholders to authorize the Board of Directors, for 18 months, to reduce the share capital through the cancellation of treasury shares held by the Company in connection with its share buy-back program described in details in the 7th resolution.

The modification of the Company's share capital and of the Company's by-laws accordingly by reason of the cancellation of shares may be authorized only by the Extraordinary General Meeting. This authorization, which purpose is to delegate to the Board of Directors the power to reduce the share capital, would cancel and supersede the authorization previously given by the Combined General Meeting of May 29, 2015.

POWERS

The **20th resolution** is a standard resolution granting necessary powers to proceed with publication and formalities required by French law after the meeting.

The tables summarizing the use of financial delegations and authorization during the 2015 fiscal year and the first quarter of 2016 are introduced below in Appendix 1.

RESOLUTIONS SUBMITTED TO SHAREHOLDERS’ APPROVAL

FALLING UNDER THE AUTHORITY OF THE ORDINARY GENERAL MEETING

FIRST RESOLUTION

Upon the presentation of the management report of the Board of Directors and the reports of the Statutory Auditors, voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders hereby approve the financial statements for fiscal year 2015 as they have been presented in the said reports and which show a net profit of €606,294,330.68, as well as all transactions recorded in such financial statements and summarized in such reports.

SECOND RESOLUTION

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders approve the proposal of the Board of Directors and decide to allocate the net profit of €606,294,330.68 for 2015 to the Carry forward account, which will amount to €606,294,330.68 after such allocation.

Pursuant to the provisions of article 243bis of the French *Code Général des Impôts*, the General Meeting acknowledges that no dividends were distributed over the last 3 financial years.

THIRD RESOLUTION

Upon the presentation of the management report of the Board of Directors and the reports of the Statutory Auditors, voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders approve the consolidated financial statements for 2015 as they have been presented in such reports and which show a net loss of US$1,446.2 million as well as all transactions recorded in such financial statements and summarized in such reports.

FOURTH RESOLUTION

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders approve the renewal of the term of office as Director of Mr. Didier HOUSSIN. Such term of office which would expire at the end of this General Meeting is renewed for a four-year period and will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2019.

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

FIFTH RESOLUTION

The General Meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings, resolves to appoint as Director, for a four-year period:

BPIfrance Participations, a French *société anonyme* registered under number 509 584 074 RCS Créteil, having its registered office at 27-31 avenue du Général Leclerc, 94710 Maisons-Alfort Cedex (France).

This appointment will come into force as of the end of this General Meeting.

Such term of office will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2019.

Prior to this appointment, the legal representative of BPIfrance Participations has stated that he agrees to the principle of such appointment and that he is not subject to any incompatibility or prohibition that would prevent BPIfrance Participations performing such office.

SIXTH RESOLUTION

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders set the aggregate Directors' fees to be allocated to the Directors of the Company for fiscal year 2016 at €680,000.

SEVENTH RESOLUTION

Upon presentation of the report of the Board of Directors, voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders authorize the Board of Directors, pursuant to article L.225-209 and seq. of the French Commercial Code and to the European Commission regulation N°2273/2003, with the ability to subdelegate, to purchase, sell and transfer Company shares under the conditions set forth herein under.

These transactions may be carried out at any time but not during a take-over bid process, in accordance with the applicable regulations. The maximum purchase price per share shall be €40 (acquisition costs excluded), subject to any adjustments to be made in connection of transactions carried out on the share capital of the Company and/or the par-value of the shares.

In case of increase of capital by incorporation of reserves, issue of performance shares, division or regrouping of par-value of the shares, the above mentioned price shall be adjusted by a multiplying factor equal to the number of shares forming the share capital before the transaction divided by such number after the transaction.

The maximum number of shares that the Company may hold shall not exceed at any time 10 % of the capital. For information only, as of March 31, 2016, the Company held 800,000 treasury shares out of an aggregate amount of the 708,260,768 shares constituting the Company share capital. In such conditions, the maximum amount of shares that the Company could purchase would be 70,026,076 shares, corresponding to a maximum investment of €2,801,043,040. Notwithstanding the above, pursuant to article L.225-209, paragraph 6, of the French Commercial Code, the number of shares to be acquired in order to be kept and delivered in the future in payment or exchange in the scope of a merger, demerger or contribution in kind shall not exceed 5% of the share capital.

The objectives of this share purchase program are the following:

- to support liquidity of our shares through a liquidity contract entered into with an investment service provider in compliance with the Code of Practice of the French *Autorité des Marchés Financiers*,
- to deliver shares in the scope of securities giving access, immediately or in the future, to shares by redemption, conversion, exchange, presentation of a warrant or by any other means,
- to deliver, immediately or in the future, shares in exchange in the scope of external growth within the limit of 5% of the share capital,
- to allocate shares to employees and officers of the Company or affiliated companies within the meaning of article L.225-180 of the French Commercial Code, including but not limited to the scope of options to purchase shares of the Company,
- to deliver shares for no consideration to executive officers and employees, including but not limited to the scope of articles L. 225-197-1 and seq. of the French Commercial Code,
- cancel the shares through a capital reduction, subject to a decision of, or an authorization, by the extraordinary general meeting.

In accordance with such objectives, the treasury shares so acquired may be either kept, cancelled, sold or transferred. The shares may be acquired, sold or transferred, on one or several occasions, by any means, including by individual agreement or stock market purchase, by an offer to buy, or by block of shares and at any moment, but not during a take-over bid.

The maximum amount of share capital that can be purchased or transferred as block of shares can reach the whole amount of this program. The shareholders grant all necessary powers to the Board of Directors, with ability to sub-delegate, to adjust the price per share and the maximum number of shares to be acquired based on the variation of the number or value of the shares.

This authorization, which supersedes all prior authorizations relating to the purchase of Company shares, cancels and replaces, for its non-used portion, the authorization granted to the Board of Directors by the General Meeting held on May 29, 2015, in its 13th resolution. This authorization shall remain valid until the shareholders decide otherwise and for a maximum period of 18 months from this day.

RESOLUTIONS SUBMITTED TO SHAREHOLDERS' APPROVAL

EIGHTH RESOLUTION

Upon presentation of the special report of the Statutory Auditors on the agreements falling within the scope of article L.225-38 of the French Commercial Code, voting under the conditions of quorum and majority required for ordinary general meetings, shareholders acknowledge the content of this report and approve the agreements relating to the executive officers' (*mandataires sociaux*) compensation referred to therein.

NINTH RESOLUTION

Upon presentation of the special report of the Statutory Auditors on the agreements falling within the scope of article L.225-38 of the French Commercial Code, voting under the conditions of quorum and majority required for ordinary general meetings, shareholders acknowledge the content of this report and approve the other agreements referred to therein.

TENTH RESOLUTION

Having heard the special report of the Statutory Auditors on the agreements falling within the scope of article L. 225-38 of the French Commercial Code, the General Meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings and pursuant to articles L.225-38 and L.225-42-1 of the French Commercial Code, approves the agreement concluded between the Company and Ms. Sophie ZURQUIYAH, Corporate Officer of the Company, referred to in the above mentioned report, and relating to the special termination indemnity to be paid to Ms. Sophie ZURQUIYAH in case of forced departure relating to a change of control or a change of strategy (the "Triggering Event").

Such indemnity shall be equal to the difference between:

(a) a gross amount of 200% of the reference annual compensation received by Ms. Sophie ZURQUIYAH, i.e. the global amount of the gross fixed compensation paid by the Company and/or by any company controlled by the Company according to article L.233-3 of the French Commercial Code, to Ms. ZURQUIYAH during the twelve - month period preceding the date on which the period of notice ends, to which is added the annual average of the variable compensation paid by the Company and/or by any company controlled by the Company according to article L.233-3 of the French Commercial Code to Ms. ZURQUIYAH with respect to the fiscal years closed during the thirty-six month-period preceding the date on which this period of notice ends (the "Reference annual compensation"); and

(b) any sum to which Ms. Sophie ZURQUIYAH may be entitled as a result of such forced departure, including any sums to be paid further to the application of her non-competition commitment.

The indemnity global amount shall not exceed 200% of the Reference annual compensation.

Pursuant to article L.225-42-1 of the French Commercial Code, the payment of the special termination indemnity referred to hereinabove shall remain subject to the achievement of the following performance conditions related to the Company's performance:

- The average, over the sixty trading days preceding the date of departure, of the ratio between the CGG ADS price over the PHLX Oil Service Sector^{SM} (OSX^{SM}) index shall equal at least two-third of the same average ratio assessed over the same period of sixty trading days four years before Ms. ZURQUIYAH leaves the Group;
- The average, over the sixty trading days preceding the date of departure, of the ratio between the CGG share price over SBF 120 index shall equal at least two-third of the same average ratio assessed over the same period of sixty trading days four years before Ms. ZURQUIYAH leaves the Group;
- The average margin rates of the Group EBITDAS over the four years preceding the date of departure shall be at least 25%.

Payment of the full amount of the special termination indemnity is subject to the fulfillment of two conditions out of three. In case only one condition is fulfilled, then Ms. Sophie ZURQUIYAH will be entitled to receive only 50% of the said special termination indemnity.

RESOLUTIONS SUBMITTED TO SHAREHOLDERS' APPROVAL

ELEVENTH RESOLUTION

Voting under the conditions of quorum and majority required for ordinary general meetings, in accordance with paragraph 24.3 of the AFEP-MEDEF code, the shareholders give a favorable opinion on the elements of compensation due or granted for the 2015 financial year to Mr. Remi DORVAL, Chairman of the Board of Directors, as described in the Report of the Board of Directors on the draft resolutions.

TWELFTH RESOLUTION

Voting under the conditions of quorum and majority required for ordinary general meetings, in accordance with paragraph 24.3 of the AFEP-MEDEF code, the shareholders give a favorable opinion on the elements of compensation due or granted for the 2015 financial year to Mr. Jean-Georges MALCOR, Chief Executive Officer, as described in the Report of the Board of Directors on the draft resolutions.

THIRTEENTH RESOLUTION

Voting under the conditions of quorum and majority required for ordinary general meetings, in accordance with paragraph 24.3 of the AFEP-MEDEF code, the shareholders give a favorable opinion on the elements of compensation due or granted for the 2015 financial year to Messrs. Stéphane-Paul FRYDMAN and Pascal ROUILLER, and Ms. Sophie ZURQUIYAH, Corporate Officers (*Directeurs Généraux Délégués*), as described in the Report of the Board of Directors on the draft resolutions.

FALLING UNDER THE AUTHORITY OF THE EXTRAORDINARY GENERAL MEETING

FOURTEENTH RESOLUTION

After reviewing the report of the Board of Directors and the special report of the Statutory Auditors, the General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, hereby delegates to the Board of Directors, in particular pursuant to articles L.225-129-2, L.225-135, L.225-136, L.225-148, L.228-91 and L.228-92 of the French Commercial Code, its authority, with the authority to sub-delegate within conditions provided for by applicable law, to decide and to carry out, on one or several occasions, in proportion and time period determined by the Board, in France and abroad, without preferential subscription rights, increase in capital through the issue of securities through a public offer.

These securities may be issued in the form of securities, giving the right to their holder, immediately or in the future, at the option of the Company and/or the holder, through conversion, exchange, redemption, exercise of warrants, or by any other means, to be allocated equity securities of the Company, at any time or upon set dates, through a public offer (i.e. any offer including a public offer). These securities may be bonds or be associated with the issue of bonds, or even provide for the issue of bonds as intermediate securities, and the subscription of these securities will be paid up either in cash or by an offset with receivables. They may be issued in the form of subordinated securities with a fixed or undetermined duration, and may be denominated in Euros, in foreign currencies or in any monetary units determined by reference to several currencies.

Those securities may be issued in order to compensate, in whole or in part, shares in the course of a public offer of exchange initiated by the Company under the conditions specified under article L.225-148 of the French Commercial Code and within the limits set forth by this resolution.

The General Meeting decides that the nominal amount of the capital increases which may result either immediately or in the future from the issues authorized and delegated hereby, may not exceed (i) twenty (28) eight million euros (i.e. as of the date of this general meeting, 10% of the share capital) in case of non-adoption of the 18th resolution on share capital reduction not resulting from losses by this General Meeting or (ii) one million eight hundred thousand (1,800,000) euros (which will also amount to 10% of the share capital after the reverse share split and the share capital reduction) in case of adoption of the 18th resolution by this General Meeting and without conditionality to their effective realization, to which will be added, as the case may be, any additional number of shares to be issued in order to protect, in accordance with the laws, regulations or, if necessary, contractual provisions, the rights of holders of the securities giving access to shares of the Company. It is specified that the aggregate amount of debt securities that may be issued pursuant to this resolution shall not exceed three hundred and sixty (360) million euros or its equivalent in any other currency or monetary unit determined by reference to several foreign currencies on the date of issue.

The General Meeting decides that the issue price of securities giving access to share capital, will be such that the sum received immediately by the Company, increased, if relevant, by the sum it is likely to receive subsequently, is, for each equity security issued as a result of the issue of these securities, at least equal to the issue price determined pursuant to legal and regulatory provisions.

Pursuant to article L.225-135 of the French Commercial Code, the Board of Directors may grant a priority subscription period to shareholders to subscribe to the securities, for which the Board of Directors will determine the terms and conditions of exercise, without giving rise to the creation of negotiable rights.

As the case may be, the issue of securities giving access to the share capital includes as of right, in favor of the subscribers to securities, the waiver by the holders of existing shares of their preferential right to subscribe to securities representing a share of the capital to which the said securities will give immediate or deferred access.

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

- decide the issue of securities giving access to the share capital and the amount of the issue, the issue price and the amount of the premium that may, where appropriate, be requested at issue;
- set the dates and terms of the issue, the nature, number and characteristics of the securities giving access to the share capital to be created; and
- set the date, even retroactively, from which the new shares will give rights to dividends, and any other terms and conditions to carry out the said issues.

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

The present authorization supersedes all prior authorizations relating to the issue, without preferential subscription rights, of securities granting their holders an immediate or deferred access to a portion of the share capital of the Company through a public offer.

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

FIFTEENTH RESOLUTION

After reviewing the report of the Board of Directors and the special report of the Statutory Auditors, the General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, hereby delegates to the Board of Directors, pursuant to the French Commercial Code provisions, including its articles L.225-129-2, L.225-135, L.225-136, and L.228-92, and article L.411-2.-II of the French Monetary-Financial Code, its authority, with the authority to sub-delegate within conditions provided for by applicable law, to decide and to carry out, on one or several occasions, in proportion and time period determined by the Board, in France and abroad, increase in capital through the issue of securities giving access to the share capital exclusively made by an offer mentioned in article L.411-2.-II of the French Monetary-Financial Code and decides to suppress the shareholders' preferential subscription rights to those securities.

These securities may be issued in the form of securities giving the right to their holder, immediately or in the future, at the option of the Company and/or the holder, through conversion, exchange, redemption, exercise of warrants, or by any other means, to be allocated equity securities of the Company, at any time or upon set dates.

These securities may be bonds or be associated with the issue of bonds, or even provide for the issue of bonds as intermediate securities, and the subscription of these securities may be operated either in cash or by an offset of receivables. They may be issued in the form of subordinated securities with a fixed or undetermined duration, and may be denominated in Euros, in foreign currencies or in any monetary units determined by reference to several currencies

The General Meeting decides that the nominal amount of the capital increases which may result either immediately or in the future from the issues authorized and delegated hereby, may not exceed (i) twenty eight (28) million euros (i.e. as of the date of this general meeting, 10% of the share capital) such amount being included into the amount as determined for general increase in capital pursuant to the 14th resolution, in case of non-adoption of the 18th resolution on share capital reduction not resulting from losses by this General Meeting or (ii) one million eight hundred thousand (1,800,000) euros (which will also amount to 10% of the share capital after the reverse share split and the share capital reduction) such amount being included into the amount as determined for general increase in capital pursuant to the 14th resolution, in case of adoption of the 18th resolution by this General Meeting and without conditionality to their effective realization, to which will be added, as the case may be, any additional number of shares to be issued in order to protect, in accordance with the laws, regulations or, if necessary, contractual provisions, the rights of holders of the securities giving access to shares of the Company. It is specified that the aggregate amount of debt securities that may be issued pursuant to this resolution shall not exceed three hundred and sixty (360) million euros or its equivalent in any other currency or monetary unit determined by reference to several foreign currencies on the date of issue, such amount being included into the amount as determined for debt securities that may be issued pursuant to the 14th resolution.

The General Meeting decides that the issue price of securities giving access to share capital, will be such that the sum received immediately by the Company, increased, if relevant, by the sum it is likely to receive subsequently, is, for each equity security issued as a result of the issue of these securities, at least equal to the issue price determined pursuant to article L.225-136 1°, first paragraph and article R. 225-119 of the French Commercial Code.

As the case may be, the issue of securities giving access to the share capital includes as of right, in favor of the subscribers to securities, the waiver by the holders of existing shares of their preferential right to subscribe to securities representing a share of the capital to which the said securities will give immediate or deferred access.

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

- decide the issue of securities giving access to the share capital and the amount of the issue, the issue price and the amount of the premium that may, where appropriate, be requested at issue;
- set the dates and terms of the issue, the nature, number and characteristics of the securities giving access to the share capital to be created; and
- set the date, even retroactively, from which the new shares will give rights to dividends, and any other terms and conditions to carry out the said issues.

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

The present authorization supersedes all prior authorizations relating to the issue, without preferential subscription rights, of securities granting their holders an immediate or deferred access to a portion of the share capital of the Company exclusively made through a private placement.

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

SIXTEENTH RESOLUTION

After reviewing the report of the Board of Directors and the special report of the Statutory Auditors, the General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, and pursuant to articles L.3332-18 to L.3332-24 of the French Labor Code and articles L.225-129-2 *et seq.*, L.225-138-1 and L.228-91 of the French Commercial Code:

1. Delegates its authority to the Board of Directors, for a period of twenty-six (26) months, to carry out, on one or several occasions, on its own initiative, capital increases within a limit of a maximum nominal value of two million five hundred thousand (2,500,000) euros, to which will be added, as the case may be, any additional number of shares to be issued in accordance with laws, regulations or, as the case may be, contractual provisions, in order to protect the rights of holders of the securities or other rights granting access to shares of the Company, such amount being included into the aggregate amount set forth in the 14th resolution submitted to this General Meeting, through the issue of shares or other securities with deferred access to the share capital, to which the subscription will be reserved to those members of the Company Savings Plan of the Company and of French or foreign companies of the Group who furthermore fulfill the conditions set out by the Board of Directors, in accordance with the law;

2. Decides that the Board of Directors shall be entitled to grant performance shares or other free securities giving access to the share capital, provided that the total advantage resulting therefrom and, as the case may be, from the discount on the share subscription price, shall not exceed the limits provided for by the statutory and legal provisions;

3. Decides that the issue price for the new shares and for the securities with deferred access to the share capital will be set by the Board of Directors in accordance with statutory and legal provisions, being specified that, the discount applied, pursuant to articles L.3332-18 to L.3332-24, to the average of the shares prices quoted in the twenty trading sessions prior to the day of the decision of the Board of Directors or of the Chief Executive Officer setting the subscription start date shall not exceed 20%. The General Meeting authorizes the Board of directors to decrease or eliminate the discount that may be applied to account for, among other things, international accounting rules or, inter alia, legal, accounting, tax or social rules applicable in the countries of certain beneficiaries.

4. Decides that the characteristics of the securities with deferred access to the share capital will be determined by the Board of Directors in accordance with the law;

5. Decides to waive, in favor of the members of the Company Savings Plan, the preferential rights of the shareholders to subscribe to newly issued shares and the securities with deferred access to the share capital which may result from the issue authorized and delegated hereby;

6. Decides, in the event of a capital increase in cash performed in accordance with the delegation granted to the Board of Directors by this General Meeting under the 14th resolution, that the Board of Directors shall have to deliberate on the opportunity to perform a capital increase reserved to the employees mentioned under point 1 above and under the terms and conditions mentioned in the article L.3332-18 of the French Labor Code, up to a nominal amount of two million five hundred thousand (2,500,000) euros, such amount being included into the aggregate global amount set forth by the 14th resolution submitted to this General Meeting.

The General Meeting grants all powers to the Board of Directors to implement the present delegation of powers and authority and in particular to grant deferred payment of shares and as the case may be, for the securities with deferred access to the share capital, set the modalities and conditions of the operations and set the dates and terms of the issues which will be carried out by virtue of the present authorization, set the opening and closing dates for the subscriptions, the dates at which shares will give right to dividends, the terms for full payment of shares and other securities with deferred access to the share capital, request the admission and listing of securities on such markets as it may decide to record the effectiveness of the capital increases for the number of shares which will actually be subscribed, to carry out, either directly or by proxy, all operations and administrative formalities relating to the capital increases and, at its sole discretion and if it deems appropriate, to charge the expenses related to the capital increases to the amount of issue premiums pertaining to these capital increases and to deduct from this amount the sums required to raise the legal capital reserve to one tenth of the new capital after each increase.

The present delegation, which supersedes all prior authorizations relating to the increase of share capital by issue of shares or securities giving access to the share capital of the Company, to the members of a Company Savings Plan ("*Plan d'Epargne Entreprise*"), cancels and replaces the authorization granted to the Board of Directors by the General Meeting held on May 29, 2015, in its 26th resolution. This authorization shall remain valid for a period of twenty-six (26) months from the date of this Meeting.

SEVENTEENTH RESOLUTION

The General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors, after having recalled that the Company's share capital is, on March 31, 2016, fixed in the amount of €283,304,307, divided into 708,260,768 shares of €0.40 nominal value each:

— decides to proceed with a reverse share split comprising the Company's share capital, such that 32 ordinary shares with a nominal value of €0.40 each shall be exchanged for one new share with a nominal value of €12.80;

— gives all powers to the Board of Directors, with the authority to sub-delegate, in particular in order:

- to set the date of the reverse share split;
- to suspend, when appropriate, for a period not exceeding three months, the exercise of stock options and securities giving access to the share capital in order to facilitate the reverse split process;
- to proceed, as a result of the reverse share split, with the adjustment of the rights of the beneficiaries of stock options, free share allocations and securities giving access to the share capital in accordance with applicable laws, regulations and contractual provisions;
- to duly record the completion of the reverse share split and, as a consequence, proceed with the modification of the article 6 of the Company's bylaws as follows:

  New drafting:
  "The registered capital amounts to €283,304,307 divided into 22,133,149 shares of €12.80 each.";
- to publish all notices and carry out all formalities required by law; and
- broadly, to do everything useful or necessary for the realization of the reverse share split pursuant to the conditions set out in this resolution and applicable regulation.

The new shares will immediately carry double voting rights, provided they continue to be held as registered shares, if each of the former shares from which the new shares are derived carried double voting rights on the date of the reverse stock split.

To the extent that the reverse stock split involves former shares that were recorded as registered shares on different dates, the time period for determining whether the new shares carry double voting rights will be deemed to begin on the most recent date on which the former shares were recorded as registered shares. Consequently, the acquisition of fractional rights results in the loss of the double voting rights that would have been attached to the former shares, or their seniority, in light of the relevant period for benefiting from these rights.

Note that the shareholders will have to proceed with the necessary share purchases or sales for the realization of the reverse share split within a period of thirty (30) days after the beginning of the reverse share split process.

This authorization shall remain valid for a period of twelve (12) months from the date of the present Meeting.

EIGHTEENTH RESOLUTION

The General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors and the special report of the auditors, pursuant to articles L. 225-204 and seq. of the French Commercial Code, subject to the adoption of the 17th resolution on the reverse share split, resolves to reduce the Company's share capital by 265,597,788 euros to bring it down from 283,304,307 euros to 17,706,519 euros by reducing the nominal value of the Company's shares after realization of the reverse split from 12.80 euros to 0.80 euro.

The amount of 265,597,788 euros, corresponding to the share capital reduction, will be allocated in full to the "share premium" account.

Pursuant to articles L.225-205 and R.225-152 of the French Commercial Code, the share capital reduction will only take place (i) on the expiry of the 20-day period following the filing of this resolution with the Paris Commercial Court (the "Court") starting upon effective realization of the reverse share split provided by the 17th resolution, if none of the Company's creditors raises any objection, or (ii) after the Court rejects the objection(s) raised as unfounded, or (iii) if such objection is raised, after execution of the Court's decision if an order is issued to provide guarantees or repay debts prior to the share capital reduction.

As a consequence, the General Meeting:
— resolves, provided that the share capital reduction is completed, to amend article 6 of the Company's bylaws, as follows:

New drafting:
"*The registered capital amounts to €17,706,519 divided into 22,133,149 shares of €0.80 each.*"

— acknowledges that, in connection with the capital reduction referred to in this resolution, no adjustments of the rights of beneficiaries of stock-options or allocations of free shares, nor holders of securities giving access to shares of the Company will be required;

— gives full powers to the Board of Directors, with the authority to sub-delegate in accordance with applicable law, to record the completion of the share capital reduction, the new amount of the Company's registered capital, and the new nominal value of the Company's shares, to carry out all necessary actions, formalities and notifications, and more generally, accomplish directly or by agent any useful or necessary action for the completion of the share capital reduction.

NINETEENTH RESOLUTION

After reviewing the report of the Board of Directors and the special report of the Statutory Auditors, the General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, authorizes the Board of Directors to reduce the share capital, on one or several occasions, in proportion and at time period determined by the Board, by canceling any quantity of treasury shares as it may decide within the limits set forth by law, according to articles L. 225-209 and seq. of the French Commercial Code.

The maximum number of shares that may be cancelled over a twenty-four-month period is 10% of the shares forming the share capital of the Company, being specified that such limit applies to the amount of the share capital as it may have been adjusted after this general meeting in consideration of transactions carried out on such share capital.

The General Meeting grants all powers to the Board of Directors, with faculty to sub-delegate, to carry out any and all cancellation of shares and reduction of share capital pursuant to this authorization, modify accordingly the by-laws and carry out all formalities.

The present authorization, which supersedes all prior authorizations relating to the reduction of share capital by cancelling shares purchased by the Company, cancels and replaces the authorization granted to the Board by the General Meeting held on May 29, 2015, in its 31st resolution. This authorization is valid for a period of eighteenth (18) months from the date of this Meeting.

TWENTIETH RESOLUTION

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

REQUEST FOR ADDITIONAL DOCUMENTS AND INFORMATION

REQUEST FOR ADDITIONAL DOCUMENTATION
To be sent to CGG
General Secretary
Tour Maine Montparnasse – 33 avenue du Maine
75015 PARIS

I, the undersigned:

____
(Name & Surname)

____
(Address)

____

Owner of ____________ share(s):

- under registered form,
- under the bearer form or under the registered form but through an accredited financial intermediary[5] ____

____

Hereby request the Company **CGG** to send me, in view of the Combined General Meeting of Shareholders to be held on May 27, 2016, the documents listed in section R.225-83 of the French Commercial code.

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

In ______________, on __ / __ / 2016

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

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

PRACTICAL INFORMATION – ACCESS MAP

TO GO TO THE AUDITORIUM OF THE CENTRE ETOILE SAINT-HONORÉ

Address: Auditorium of the Centre Etoile Saint-Honoré
21-25 rue Balzac
75008 Paris

By public transportation:

* Metro: Line 1, *George V* station
  Line 2, T*ernes* station
  Line 6, *Charles-de-Gaulle-Etoile* station

* RER: Line A, *Charles-de-Gaulle-Etoile station*

* Bus : Lines 22, 31, 43, 52 and 93

By car*:* Parking with direct access (entrance 6 bis, avenue Bertie-Albrecht) or Public parking Avenue Hoche

TO GET ADDITIONAL INFORMATION

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

* On the Company's website: www.cgg.com

* At the Company's registered office: CGG, General Secretary, Tour Maine Montparnasse, 33 avenue du Maine, 75015 Paris

* By the Company's Investors Relations' Department:
  - By email: invrelparis@cgg.com
  - By phone: +33.1.64.47.35.46

APPENDIX 1: SUMMARY OF THE USE OF FINANCIAL DELEGATIONS AND AUTHORIZATIONS DURING THE 2015 FISCAL YEAR AND 2016 FIRST QUARTER

Share capital increases

	Authorizations in force during 2015 fiscal year or first quarter of 2016			
	Resolution number - General Meeting	**Period**	**Maximum authorized amount**	**Use of the authorization in 2015 or 2016 first quarter**
Increase of share capital through the issue of shares, or any other securities giving access to the share capital, with preferential subscription rights in favor of holders of existing shares	3rd – GM 01/11/2016 (cancels and replaces the 23rd résolution of the GM held on 05/29/2015)	6 months	€350 million	02/05/2016: Share capital increase amounting to €350,589,080 (including share premium)
	23rd – GM 05/29/2015 (2)	26 months	€35 million (1)	None
	18th - GM 05/03/2013	26 months	€35 million (1)	None
Increase of share capital through the issue of shares, or other securities, without preferential subscription rights in favor of the holders of existing shares through a public offer	19th - GM 05/03/2013 (2)	26 months	€9 million (3)	None
Increase of share capital through the issue of shares, or other securities, without preferential subscription rights in favor of the holders of existing shares made by private placement	20th – GM 05/03/2013 (2)	26 months	€9 million (3)	None
Increase of the number of shares issued pursuant to the three resolutions listed above	22nd - GM 05/03/2013 (2)	26 months	12.5% of the initial issue	None
Increase of share capital by incorporation of reserves, profits or premiums	25th – GM 05/29/2015 (2)	26 months	€10 million (4)	None
	23rd – GM 05/03/2013	26 months	€10 million (3)	None
Increase of capital in order to compensate for contributions in kind	24th - GM 05/03/2013 (2)	26 months	10% of the share capital as of the date of the Board of Directors' decision	None
Issuance of securities giving right to debt securities	29th - GM 05/03/2013 (2)	26 months	€1.2 billion	None
Increase of capital, reserving the subscription of the shares to be issued to members of a Company Savings Plan ("*Plan d'Epargne Entreprise*")	26th – GM 05/29/2015 (2)	26 months	€2.5 million (4)	None
	25th – GM 05/03/2013	26 months	€2.5 million (3)	None
Issuance of bonds convertible into new shares and/or exchangeable for existing shares (OCEANE)	24th – GM 05/29/2015	12 months	€11.35 million (3)	06/26/2015: Issuance of 25,285,035 OCEANE due January 2020 - Subsequent share capital increase will amount to €10,114,014.

(1) Aggregate ceiling for share capital increases, any operations considered, to the exception of stock-options and performance shares allocations
(2) Cancels and replaces, for the non-used portion, the resolutions voted in this respect during the previous General Meetings
(3) Within the limit of the aggregate ceiling of €35 million of the corresponding General Meeting
(4) Within the limit of the aggregate ceilling of €350 million mentioned in the 3rd resolution of the General Meeting held on January 11, 2016.

APPENDIX 1: SUMMARY OF THE USE OF FINANCIAL DELEGATIONS AND AUTHORIZATIONS DURING THE 2015 FISCAL YEAR AND 2016 FIRST QUARTER

Stock-options

	Authorizations in force during 2015 fiscal year or first quarter of 2016			
	Resolution number - General Meeting	**Period**	**Maximum authorized amount**	**Use of the authorization in 2015 or 2016 first quarter**
Stock-options	27th – GM 05/29/2015 (1) / Allocation to the employees (excluding the Chief Executive Officer and the members of the Corporate Committee)	26 months	1.32% of the share capital as of the date the Board of Directors' decision, without exceeding 0.85% of the share capital over a 12-month period. No discount.	June 25, 2015: Allocation of 1,168,290 options (2)
	28th – GM 05/29/2015 (1) / Allocation to the Chief Executive Officer and the members of the Corporate Committee	26 months	0.68% of the share capital as of the date the Board of Directors' decision, without exceeding 0.43% of the share capital over a 12-month period. Subject to performance conditions. No discount.	June 25, 2015: Allocation of 601,600 options (2)
	26th – GM 05/03/2013 (1) / Allocation to the employees (excluding the Chief Executive Officer and the members of the Corporate Committee)	26 months	1.32% of the share capital as of the date the Board of Directors' decision, without exceeding 0.85% of the share capital over a 12-month period. No discount.	None
	27th – GM 05/03/2013 (1) / Allocation to the Chief Executive Officer and the members of the Corporate Committee	26 months	0.68% of the share capital as of the date the Board of Directors' decision, without exceeding 0.43% of the share capital over a 12-month period. Subject to performance conditions. No discount.	None
Performance shares	29th – GM 05/29/2015 (1) / Allocation to the employees (excluding the Chief Executive Officer and the members of the Corporate Committee)	26 months	0.76% of the share capital as of the date the Board of Directors' decision, without exceeding 0.50% of the share capital over a 12-month period.	None
	30th – GM 05/29/2015 (1) / Allocation to the Chief Executive Officer and the members of the Corporate Committee	26 months	0.08% of the share capital as of the date the Board of Directors' decision, without exceeding 0.05% of the share capital over a 12-month period. Special cap imposed upon the allocation to the Chief Executive Officer and the two corporate officers: 15% of the allocations implemented pursuant to the 29th and 30th resolutions.	None

(1) Cancels and replaces, for the non-used portion, the resolutions voted in this respect during the previous General Meetings
(2) These numbers have been adjusted further to the share capital increase dated February 5, 2016

APPENDIX 1: SUMMARY OF THE USE OF FINANCIAL DELEGATIONS AND AUTHORIZATIONS DURING THE 2015 FISCAL YEAR AND 2016 FIRST QUARTER

Share buy-back program

	Authorizations in force during 2015 fiscal year or first quarter of 2016			
	Resolution number - General Meeting	Period	Maximum authorized amount	Use of the authorization in 2015 or 2016 first quarter
Share cancellation	28th - GM 05/03/2013[1]	18 months	10% of the share capital	None

[1] Cancels and replaces, for the non used portion, the resolutions voted in this respect during the previous General Meetings

Capital reduction by canceling shares

	Authorizations in force during 2015 fiscal year or first quarter of 2016			
	Resolution number - General Meeting	Period	Maximum authorized amount	Use of the authorization in 2015 or 2016 first quarter
Share cancellation	28th - GM 05/03/2013[1]	18 months	10% of the share capital	None

[1] Cancels and replaces, for the non used portion, the resolutions voted in this respect during the previous General Meetings

cgg.com

Passion for Geoscience