

CGG SA

Statutory Auditors' Special Report on Related Party Agreements and Commitments

General Meeting of Shareholders to approve the financial
statements for the year ended December 31, 2016

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This report should be read in conjunction with and is construed in accordance with French law and professional standards applicable in France.

MAZARS

61, RUE HENRI REGNAULT - 92 400 COURBEVOIE – PARIS-LA DEFENSE

SOCIETE ANONYME D'EXPERTISE COMPTABLE ET DE COMMISSARIAT AUX COMPTES A DIRECTOIRE
ET CONSEIL DE SURVEILLANCE

CAPITAL DE 8 320 000 EUROS - RCS NANTERRE 784 824 153

COMMISSAIRE AUX COMPTES – MEMBRE DE LA COMPAGNIE REGIONALE DE VERSAILLES

ERNST & YOUNG et Autres

1/2, PLACE DES SAISONS - 92400 COURBEVOIE – PARIS-LA DEFENSE 1

S.A.S. A CAPITAL VARIABLE

COMMISSAIRE AUX COMPTES – MEMBRE DE LA COMPAGNIE REGIONALE DE
VERSAILLES

CGG SA

Société anonyme au capital de 17 706 519 €
Siège Social : Tour Maine Montparnasse, 33, avenue du Maine
75015 Paris
RCS: Paris 969 202 241

Statutory Auditors' Special Report on Related Party Agreements and Commitments

General Meeting of Shareholders to approve the financial
statements for the year ended December 31, 2016

Statutory Auditors' Special Report on Related Party Agreements and Commitments

To the Shareholders,

In our capacity as statutory auditors of your company, we hereby report on certain related party agreements and commitments.

We are required to inform you, on the basis of the information provided to us, of the terms and conditions of those agreements and commitments indicated to us, or that we may have identified in the performance of our engagement. We are not required to comment as to whether they are beneficial or appropriate or to ascertain the existence of any such agreements and commitments. It is your responsibility, in accordance with Article R. 225-31 of the French commercial code (Code de commerce), to evaluate the benefits resulting from these agreements and commitments prior to their approval.

In addition, we are required, where applicable, to inform you in accordance with Article R. 225-31 of the French commercial code (Code de commerce) concerning the implementation, during the year, of the agreements and commitments already approved by the General Meeting of Shareholders.

We performed the procedures which we considered necessary to comply with professional guidance issued by the national auditing body (Compagnie nationale des commissaires aux comptes) relating to this type of engagement. These procedures consisted of verifying that the information provided to us is consistent with the documentation from which it has been extracted.

AGREEMENTS AND COMMITMENTS SUBJECT TO THE APPROVAL OF THE GENERAL MEETING OF SHAREHOLDERS

Agreements and commitments authorized in 2016

In accordance with article L.225-40 of the French commercial code (Code de Commerce), we have been advised of certain related party agreements and commitments, which received prior authorization from your Board of Directors.

1. Agreements and commitments with shareholders of the Company

None.

2. Agreements and commitments with companies having one or several executives in common with the Company

2.1 Seabed Geosolutions B.V. recapitalization

Person involved: M. Pascal Rouiller, as Corporate Officer of your Company until January 4, 2017 and Deputy Chairman of Seabed Geosolutions B.V. since September 4, 2015.

The Board of Directors, on July 28, 2016, the contribution from CGG SA to recapitalize Seabed Geosolutions B.V., by the conversion of \$ 19 million on a debt and \$ 38 million in capital. The balance of the \$19 million debt would be reimbursed to CGG.

The board justifies the need for this agreement by the fact that Seabed Geosolutions B.V. will be able to reinforce its equity and, in the future, obtain its own financings, without relying on the shareholders.

3. Agreements and commitments with corporate officers ("mandataires sociaux")

3.1 Allocation of performance shares to the Corporate Officers of the Company

Persons involved: Messrs. Stéphane-Paul Frydman and Pascal Rouiller as Corporate Officers until January 4, 2017.

On June 23, 2016, the board of directors authorized the allocation of performance shares to Messrs. Stéphane-Paul Frydman and Pascal Rouiller. These performance shares are

subjected to performance conditions. This allocation is considered as an amendment to their employment contracts.

The board justifies the need for this agreement by the fact that this system allows to link more closely the main director's salary with the financial performance of the group at mid-term vision.

Agreements and commitments authorized since the closing date

We have been notified of the following agreement/commitment, authorized since the 2016's closing, that has been subjected to your board of director's authorization.

1. Agreements and commitments with corporate officers ("mandataires sociaux")

1.2 Benefits attributed to Mr Jean-Georges Malcor in case of termination of his term of office

Persons involved: Mr Jean-Georges Malcor, as Chief Executive Officer and Director of your Company.

The Board of Directors, on January 4, 2017, has authorized the modification of the protection letter's dispositions of Mr. Jean-Georges Malcor related to the payment of a contractual indemnity in case of termination, revocation, non-renewing or any case of forced departure linked to a change of control and a substantial change or a strategic change (hereafter the "special termination indemnity"). This benefit has been previously approved by your shareholder's meeting held on May 29, 2015, after authorization of your board of director on June 4, 2014.

The dispositions of the protection letter presented to the board of directors appeared compliant to the usual practice of the market and made in the company's interest.

The contractual termination indemnity shall be paid in case of a forced departure related to a change of control or a change of strategy, and is equal to the difference between:

- a gross amount of 200% of the fixed compensation paid by your Company to Mr. Jean-Georges Malcor during the twelve-month period preceding his departure date, to which is added the yearly average of the variable compensation paid by your Company over the thirty-six months preceding his departure date, and

- any indemnity Mr. Jean-Georges Malcor may be entitled to as a result of such termination of his term of office, including any sums to be paid further to the application of his non-competition commitment.

The total amount of the Special Termination Indemnity is limited to 200% of the annual reference salary.

Pursuant to article L.225-42-1 of the French Commercial Code, the payment of the contractual termination indemnity is subject to the achievement of the following performance conditions, related to your Company's performance. The Special Termination Indemnity will depend on the average objective achievement rate related to the effective variable annual payment of the last three financial years, validated according to the following rule:

- If the average achievement rate is inferior to 40%, no Special Termination Indemnity will be paid.
- If the average achievement rate is superior to 40%, the Special Termination Indemnity will equal 100% of the amount.

The board justifies the need for this commitment by the fact that this type of clause is common for corporate officers and director of listed companies.

AGREEMENTS AND COMMITMENTS AUTHORIZED IN PRIOR YEARS, FOR WHICH IMPLEMENTATION CONTINUED DURING THE CURRENT YEAR

Pursuant to article R. 225-30 of the French commercial code (Code de commerce), we have been advised that the implementation of the following agreements and commitments, which were approved by the General Meeting of Shareholders in prior years continued during the current year.

1. Agreements and commitments with companies having one or several executives in common with the Company

1.1 Modification of the Agreement joint venture between CGG SA and Fugro Consultants International B.V.

Person involved: Pascal Rouiller, Corporate Officer of your Company until January 4, 2017 and Director of Seabed Geosolutions B.V. since September 4, 2015

The Board of Directors of November 18, 2015 authorized the amendment of the Agreement joint-venture between Fugro Consultants International BV and CGG SA, on Seabed BV Geosolutions so that this agreement takes into account the title change of the "Executive Director" appointed by CGG at the Board of Seabed Geosolutions BV. This new Director is now called "Executive director C" in the joint-venture agreement.

The Company justifies the agreement as a necessary update of the joint venture agreement.

1.2 Share Issuance of Seabed Geosolutions B.V.

Person involved: Pascal Rouiller, Corporate Officer of your Company until January 4, 2017 and Director of Seabed Geosolutions B.V. since September 4, 2015.

The Board of Directors, on December 3, 2015 authorized the contribution of CGG SA to the share issuance of Seabed Geosolutions B.V, by the conversion of a debt of US \$ 40 million in capital.

The Company justifies the agreement as it will help Seabed Geosolutions B.V. strengthen its equity and, in the future, obtain its own financing without the support of its shareholders.

2. Agreements and commitments with corporate officers ("mandataires sociaux")

2.1 Agreements and commitments with Mr. Jean-Georges Malcor

Person involved: Mr. Jean-Georges Malcor as Corporate Officers and administrator.

2.1.1 Extension of the supplemental Pension and Retirement Plan

Your Company has approved the extension of the supplemental Pension and Retirement Plan, implemented starting January 1, 2005, to the benefit of Mr Jean Georges Malcor, under the same conditions applicable to the other beneficiaries.

2.1.2 Extension of the Group general benefits plan with Swiss Life

Your Company has approved the extension of the general benefits plan with Swiss Life to Mr Jean- Georges Malcor, under the same conditions applicable to the other employees of the Group.

2.1.3 Individual insurance policy covering loss of employment

Since July 1, 2010, Mr. Jean-Georges Malcor has been approved to benefit from an individual insurance policy covering loss of employment subscribed by your Company with GSC GAN. The annual subscription fee payable by your Company amounts to €10,413.15. This insurance provides the maximum payment of 13.4% of his 2015 compensation (i.e. €169,910) upon a twelve-month period.

2.1.4 Non-competition agreement

Your Company has approved the signature of non-competition agreements for Mr. Jean-Georges Malcor. In consideration of these agreements for an eighteen-month period, Mr. Jean-Georges Malcor will be entitled to receive compensation corresponding to 100% of his annual reference compensations, as defined in his protection letter, upon leaving the Group.

2.2 Agreements and commitments with MM. Stéphane Paul Frydman and M. Pascal Rouiller

Persons involved: Messrs. Stéphane-Paul Frydman and Pascal Rouiller as Corporate Officers until January 4, 2017.

2.2.1 Extension of the supplemental Pension and Retirement Plan

Your Company has approved the extension of the supplemental Pension and Retirement Plan, implemented starting January 1, 2005, to the benefit of Messrs. Stéphane-Paul Frydman and Pascal Rouiller, under the same conditions applicable to the other beneficiaries.

It is specified that, for the simplification of the group's governance structure, the board of directors on January 4, 2017, ended Messrs. Stéphane-Paul Frydman and Pascal Rouiller mandates. As a consequence, this commitment is no longer a related party commitment since January 4, 2017, and has no reason to apply in 2016.

2.2.2 Extension of the Group general benefits plan with Swiss Life

Your Company has approved the extension of the general benefits plan with Swiss Life to Messrs. Stéphane-Paul Frydman and Pascal Rouiller, under the same conditions applicable to the other employees of the Group.

It is specified that, for the simplification of the group's governance structure, the board of directors on January 4, 2017, ended Messrs. Stéphane-Paul Frydman and Pascal Rouiller mandates. As a consequence, this commitment is no longer a related party commitment since January 4, 2017, and has no reason to apply in 2016.

2.2.3 Non-competition agreement

Your Company has approved the signature of non-competition agreements between Messrs. Stéphane-Paul Frydman and Pascal Rouiller, and your Company.

In consideration of these agreements for an eighteen-month period, Messrs. Stéphane-Paul Frydman and Pascal Rouiller will be entitled to receive compensation corresponding to 100% of their annual reference compensations, as defined in their protection letters, upon leaving the Group.

It is specified that, for the simplification of the group's governance structure, the board of directors on January 4, 2017, ended Messrs. Stéphane-Paul Frydman and Pascal Rouiller mandates. As a consequence, this commitment is no longer a related party commitment since January 4, 2017, and has no reason to apply in 2016.

2.2.4 Benefits attributed to Messrs. Stéphane-Paul Frydman and Pascal Rouiller in case of termination of their terms of office

Your Company, on May 29, 2015 has renewed the benefits granted to Messrs. Stéphane-Paul Frydman and Pascal Rouiller in case of termination of their terms of office. The benefits, as previously approved by the General Meeting of Shareholders on May 12, 2012, are unchanged.

It is specified that, for the simplification of the group's governance structure, the board of directors on January 4, 2017, ended Messrs. Stéphane-Paul Frydman and Pascal Rouiller mandates. As a consequence, this commitment is no longer a related party commitment since January 4, 2017, and has no reason to apply in 2016.

2.2.5 Allocation of performance shares to the Corporate Officers of the Company

Your Company, following the shareholder's meeting held on June 24, 2013, June 26, 2014 and June 25, 2015, has allocated performance shares to Stéphane-Paul Frydman and Pascal Rouiller, Corporate Officers of the Company. This allocation is considered as an amendment to their employment contracts.

2.3 Conventions et engagements avec M. Rémi Dorval

Person involved: Mr Rémi Dorval as mandate of Board Chairman

2.3.1 Extension of the Group general benefits plan with Swiss Life

Your Company, on May 29, 2015 has approved the extension of the general benefits plan with Swiss Life to Mr. Rémi Dorval, under the same conditions applicable to the other employees of the Group.

2.4 Conventions et engagements avec Mme Sophie Zurquiyah

Person involved: Mrs. Sophie Zurquiyah, as Corporate Officer

The Board of Directors, on July 30, 2015 appointed Mrs. Sophie Zurquiyah, Corporate Officer, as of September 1st 2015 until February 25, 2018 and authorized contractual termination indemnity.

This indemnity shall be paid in case of a forced departure related to a change of control or a change of strategy and is equal to the difference between:

- (i) a gross amount of 200% of fixed annual compensation
- (ii) any indemnity she may be entitled to as a result of such termination of her terms of office, including any sums to be paid further to the application of her non-competition commitments.

The total amount of contractual termination indemnity shall not exceed 200 % of reference annual compensation.

Pursuant to article L.225-42-1 of the French Commercial Code, the payment of the contractual termination indemnity is subject to the achievement of the following performance conditions:

- (i) an objective regarding the performance of the ADS CGG share price relative to that of the PHLX Oil Service Sector SM index (OSXSM);
- (ii) an objective regarding the performance of the CGG share price relative to that of the general SBF 120 index;
- (iii) an objective evaluated with regard to the EBITDAS financial indicator, denominated in USD.

Payment of the full amount of the contractual termination indemnity is subject to the fulfillment of two conditions out of three. In the case of only one condition being fulfilled, Mrs. Sophie Zurquiyah will be entitled to receive only 50% of the said contractual termination indemnity.

The Company justifies the commitment as common practice for corporate officers of listed companies, based on an analysis of industry practices.

It is specified that, for the simplification of the group's governance structure, the board of directors on January 4, 2017, ended Mrs. Sophie Zurquiyah's mandate. As a consequence, this commitment is no longer a related party commitment since January 4, 2017, and has no reason to apply in 2016.

Agreements and commitments authorized in 2016

We have been informed of the implementation, during financial year 2016, of the following agreements and commitments, previously approved by the shareholder's general meeting held on May 27, 2016 about the auditor's special report issued April 15, 2016.

Extension of the Group general benefits plan

Person involved: Mrs. Sophie Zurquiyah, as Corporate Officer.

Your Company has authorized the extension of the general benefits plan with Swiss Life to Mrs. Sophie Zurquiyah, under the same conditions applicable to the other employees of the Group.

The contribution is based on the compensation of € 80,000, received for her services rendered as corporate officer.

The Company justifies the commitment as benefiting from the plan is automatic, Mrs. Sophie Zurquiyah receiving compensation from the Company.

It is specified that, for the simplification of the group's governance structure, the board of directors on January 4, 2017, ended Mrs. Sophie Zurquiyah's mandate. As a consequence, this commitment is no longer a related party commitment since January 4, 2017, and has no reason to apply in 2016.

Extension of the compulsory supplemental Pension and Retirement Plan

Person involved: Mrs. Sophie Zurquiyah, as Corporate Officer.

The Board of Directors, on March 2, 2016 authorized the extension of the general benefits to Mrs. Sophie Zurquiyah of the compulsory Pension and Retirement plan – article 83. The annual contribution payable by your Company amounts to € 1 639, based on the compensation of €80,000, received for her services rendered as corporate officer.

The Company justifies the commitment as benefiting from the Pension and Retirement plan is automatic, Mrs. Sophie Zurquiyah being eligible and receiving compensation from

the Company.

It is specified that, for the simplification of the group's governance structure, the board of directors on January 4, 2017, ended Mrs. Sophie Zurquiyah's mandate. As a consequence, this commitment is no longer a related party commitment since January 4, 2017, and has no reason to apply in 2016.

Paris La-Défense, Avril 28, 2017

The Statutory Auditors

ERNST & YOUNG
et Autres

Pierre JOUANNE

Laurent VITSE

MAZARS

Jean-Luc BARLET
