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Question 1: Governance - Non-Competition Payment.

Mr. Jean-Georges Malcor will be leaving CGG on October 1, 2018 at the very latest. The company published two press releases about this on December 4, 2017. One of the releases mentioned the following: "he will remain at the company until his retirement on October 1, 2018 to support [his successor] in taking office." The other said: "Mr. Jean-Georges Malcor will also remain bound by the non-compete agreement, approved at the General Meeting of June 30, 2010, for a duration of 18 months in return for a payment equal to 100% of his annual base salary." According to our calculations, this payment equal to 100% of his annual base salary for 18 months of non-competition comes to a total of €1 million, and the duration could even be extended to 24 months (i.e. leading to a payment of €1.3 million). In view of the above, it would seem that on retiring, Mr. Malcor will receive a substantial non-competition payment.
- What is the logic behind making a non-competition payment at retirement?
- How can the Board of Directors justify this anomaly which seems unjustifiable?

Answer : The Board of Directors of the Company considered, with regard to the indemnified non-compete commitment concluded with Mr. Jean-Georges Malcor, that this commitment appears indispensable to the preservation of the interests of the Company and the Group, taking into account the relationships that Mr. Jean-Georges Malcor has forged with the Group's main clients and partners during his term of office, and all of the knowledge he holds regarding the Group's operations and strategy.

Question 2: Governance - Special Severance Payment

On January 4, 2017, the Board of Directors amended Mr. Jean-Georges Malcor's protection letter. The provisions of this letter come into effect in case of revocation, non-renewal, etc. The amount of this Special Severance Payment is set at a maximum of 200 % of his base annual salary and is subject to the fulfilment of performance conditions. The aforementioned "performance" consists of attaining an average achievement rate superior to 40 % in relation to the objectives set: 100% of the Special Severance Payment amount is then paid. Concerning the rules for attributing a Special Severance Payment:
- Please could you provide all the decision-making criteria relating to the Special Severance Payment: qualitative and quantifiable criteria and their respective importance?

Answer : This Special Severance Payment was submitted to the ratification of the General Meeting held on October 31, 2017 (see « Item 6 – Directors, Senior Management and Employees – Contractual indemnity in case of termination » of our report on Form 20-F for 2017, page 90/91). The General Meeting did not ratify this Special Severance Payment, which is therefore not applicable.

Question 3: Governance - Independence of Directors

The term of Mr. Remi Dorval as independent director at CGG passed the 12-year mark on March 8, 2018. However, Article 8.5.6 of the AFEP-MEDEF Code stipulates that "An independent director can no longer be regarded as such after a 12-year period has expired."
- In accordance with this provision, why is it that Mr. Dorval is still regarded as an independent director by the Board of Directors?
- Has Mr. Dorval's position as independent director been discussed by the Appointment-Remuneration Committee?

Answer : This item is dealt with in « Item 6 – Directors, Senior Management and Employees – Board practices» of our report on Form 20-F for 2017, page 96:

> “The Board of Directors considered that the fact Mr. Remi Dorval has been a Director of the Company for more than 12 years does not prevent him from remaining independent from the general management. The Board also indicated that as the term of office of Mr. Remi Dorval would expire at the end of the next general meeting and would not be renewed, Mr. Dorval would remain Chairman of the Board to complete the board renewal process which was initiated in the second half of 2017.”

Question 4: Governance – Appointment-Remuneration Committee

Following the departure of Ms. Agnès Lemarchand from the Board of Directors on October 31, 2017, the Appointment-Remuneration Committee currently has only one independent member out of four. However, Article 17.1 of the AFEP-MEDEF Code stipulates that: “the committee must not have an executive director as a member and must mainly consist of independent directors.”
- Why is the Appointment-Remuneration Committee still not in compliance with Article 17.1 of the AFEP-MEDEF Code?

Answer : This item is dealt with in « Item 6 – Directors, Senior Management and Employees – Board practices» of our report on Form 20-F for 2017, page 100:

> “Further to the departure of Mrs. Agnès Lemarchand form her board position on October 31, 2017, the Appointment-Remuneration Committee is composed of three members and is chaired by the only independent committee member. As the Board has initiated a significant renewal process of its composition in anticipation of the implementation of the financial restructuring plan, the Board has considered that in such circumstances, it was not appropriate to revisit the composition of this Committee before the appointment of the new directors. In addition, the Board believes that, under its current format, the Committee is still in a position to carry out its assignments in a satisfactory manner and in full independence from the management of the Company.”

Question 5: Governance - Group Policy on CGG Share Ownership

Is there a Group policy on the ownership of CGG shares by the company’s executive management (Comex and Board of Directors)? If yes, what is the policy?

Answer : This item is dealt with in « Item 10 – Additional Information – Memorandum and by-laws » of our report on Form 20-F for 2017, page 123:

> “Under our statuts, throughout his term of office, each Director must own at least one share. Nevertheless, the internal regulations of the Board provide that each Director owns at least 156 shares of the Company.”

This requirement relating to the minimum stock ownership to be held by the Board of Directors had been revised after the stock reverse split in 2016 but has not been reviewed since the recent restructuring transactions. The Board of Directors will review this item in the course of the coming months.

The minimum stock ownership to be held by the members of the Board of Directors is provided for in article 2.10 of the Internal rules and regulations of the Board of Directors, which is available on the Company's website:
https://www.cgg.com/data/1/rec_docs/3660_Internal_regulation_of_the_board_-_VF.pdf

There is no particular policy within the Group relating to the minimum stock ownership to be held by the members of the Executive Committee.

Question 6: Governance - Salary Increase for CGG Top Management

Please could you provide non-name specific information about the 30 largest salaries of the group, broken down into fixed (including employers' contributions) and variable income as well as other advantages, and their evolution over the last three years?

What is the connection between the salary increases for each of the employees concerned and their contribution to the performance of the company as well as its shares?

Answer : The evolution between December 2015 and December 2017 of the 30 highest remuneration for the employees under the same variable compensation scheme than the CEO and the ECOM are listed below:

Year	Base salary (kUSD)	Total salary (kUSD)	Change in base salary y-o-y in %	Change in total salary y-o-y in %
2015	8 847	12 616	n.a.	n.a.
2016	8 915	12 551	0,76%	-0,52%
2017	8 992	15 010	0,87%	19,59%

The evolutions are linked to the Group performance and especially linked to the achievement of the Budget objectives:

- Stable between 2016 and 2015
- Achievement and/or overperformance compared to goals set in 2017 compared to 2016

Question 7: Shareholder Democracy - Possibility of Voting via the Internet at the General Meeting

The General Meeting (GM) is a high point for both shareholders and the company. It is the company's duty to create the best possible conditions for the success of this important moment in shareholder democracy. This, in the year 2018, could obviously be achieved by setting up an online platform for voting at the GM via the internet. However, the company has stubbornly refused to set up a pre-GM e-voting system, despite other comparable listed companies successfully doing so. The president of regroupementPPlocal, Mr. Alexandre Loussert, spoke about this topic during the General Meeting held on October 31, 2017 to bring it to the attention of the Board of Directors. The company's persistent refusal to act on this led to a quorum of less than 25% at the Combined General Meeting (CGM) on 10/31/17, with the quorum to be legally attained down to 20% at the EGM held 15 days later.

- What conclusions does the Board of Directors draw from this situation?

- Aside from historical reasons, why does the company consistently refuse to implement a pre-GM e-voting system?

- Could you please give a realistic timetable for the near future, to finally enable shareholders to vote via an online platform?

Answer : For General Meetings held in 2017 and 2018, the Company proposed exactly the same voting conditions as the ones proposed for prior General Meetings, having reached a much higher quorum. In addition, it is specified that the Votaccess system is only used by half of the companies belonging to the SBF120 index, to which the Company no longer belongs. The implementation of such a voting system by internet is a long and time consuming process which could not be a priority for the Group over 2017. This item may be reconsidered by the new Board of Directors.

Question 8: Shareholder Democracy - Identical Postal Voting Form for the CGM of 10/31/17 and the EGM of 11/13/17.

On 11/02/17, the president of regroupementPPlocal, Mr. Alexandre Loussert, sent an email to CGG's General Counsel requesting she provide the new form for the GM of 11/13/17, as the one available on the CGG's website was still the same as the one for the CGM of 10/31/2017. The General Counsel responded on 11/2/17 as follows: "Good evening,
The voting form will not be modified and is the same as the one that is online on our website: https://www.caa.com/data/1/rec_docs/3606_Formulaire_de_vote_VF.pdf
Best regards."
On the morning of November 7, an individual shareholder contacted the Autorité des Marchés Financiers (AMF) via email about this topic and that evening, a new appropriate form appeared on CGG's website. Although in publishing a notice of meeting in Bulletin des Annonces Légales Obligatoires no. 132 of November 3, 2017 CGG respected the ten-day period required between publishing the preliminary notice of meeting and holding its additional EGM planned for November 13, it did not, however, provide the regulatory voting documents. The first voting form of 10/31/17 did not provide any date and time deadlines for the receipt of such forms by the centralizing agent, BNP Paribas Securities Services, which would have allowed the specific conditions to be set out for taking votes into account at the second meeting.
It would seem that omitting this regulatory declaration:
(I) constitutes a failure to inform the shareholders;
(II) fails to ensure that the integrity and ensuing validity of the vote is guaranteed by the centralizing agent, BNP Paribas Securities Services.
In addition, it is a serious breach of the French Commercial Code – more specifically, Article R 225-76.
- Why was the Extraordinary General Meeting of 11/13/17 not organized in accordance with the provisions of Articles R 225-76 and R 225-77 of the French Commercial Code?

Answer : Similar questions were raised during the meeting held on November 13, 2017.

We remind you that the deadline to submit votes in the scope of the second notice to convene the general meeting on November 13, 2017 was indicated in the second notice published in the BALO.

On November 7, 2017, further to the transmission of the request of the individual shareholder to which you are referring to, by the AMF, an updated voting form was uploaded on the website of the company on the same day, and such update was also announced through a press release.

Besides, as already indicated, the update of the voting form did not imply that the previous form was not valid. As a result, votes of shareholders with the form used for the general meeting held on October 31, 2017 were taken into account as well as those expressed by using the updated form. All of the voting forms received in due time have therefore well been taken into account for the November 13, 2017 General meeting.

Finally, we remind you that, on December 7, 2017, the said individual shareholder filed a claim in summary proceedings (*procédure de référé*) against the Company for the cancellation of the extraordinary general meeting held on November 13, 2017 on the grounds mentioned in the above question. By a court order rendered on January 4, 2018, the President of the Commercial Court of Paris rejected the admissibility of the claim filed by this shareholder.

Question 9: Shareholder Democracy - Informing and Helping Individual Shareholders

Concerning the recent financial restructuring of CGG, regroupement PPIocal requested an explanatory, succinct and informative table covering a certain number of hypotheses, which could then be used by all company stakeholders and more specifically, would enable "small shareholders" to understand the restructuring plan. Despite understanding that executive management had agreed to this request, the response finally received from the General Counsel, Ms. Place-Faget, was: "... In the absence of approval from the AMF and in view of the numerous hypotheses involved, the company is not authorized to share this information with shareholders."
We would like to remind you of two things. Firstly, the large majority of listed companies implementing a staggered financial restructuring plan use this type of table. Secondly, one of the missions of the AMF is to protect savings invested in financial products and ensure investors are kept informed.
- As a result, how do you explain that the AMF did not (supposedly) give its approval to help several thousand individual shareholders, visibly unsettled by this plan that is extremely complex in the eyes of a non-expert?

Answer : The French regulator (*AMF*) did not allow us to publish the valuation table of the Warrants #1 and #2, therefore we only communicated an explanatory scheme.
Please feel free to contact the *AMF* for further explanation of their position.

Question 10: Communication and Providing Information - Measures Taken by the Company with Regards to its Shareholders

Please could you list all the measures taken to improve the company's communication with its shareholders? Regarding this, is/are there:
- a shareholders' club?
- a Shareholders Advisory Committee?
- open days?
- at least one letter to the shareholders per year?
- "notifications" concerning the release of company information (RSS feeds, etc.)?
- Are you considering developing further measures in addition to those already existing?

Answer : CGG complies with its legal and regulatory obligations to ensure proper information of its shareholders.
Given its limited staffing, especially within the IR department, CGG does not use the additional optional communication tools to which you refer to, other than the message of the Chairman of the Board and the interview with CEO which are included in the annual reports available on CGG website for 2015 (https://www.cgg.com/data/1/rec_docs/3288_2015-Annual-Report_EN.pdf), 2016 (https://www.cgg.com/data/1/rec_docs/3549_CGG_AnnualReport_EN.pdf) and 2017 (https://www.cgg.com/data/1/rec_docs/3835_3835_2017_20-F.pdf);

Nevertheless, during the restructuring process, a dedicated website was put in place for individual shareholders to have the information easily accessible and the most didactic possible with series of Q&A;

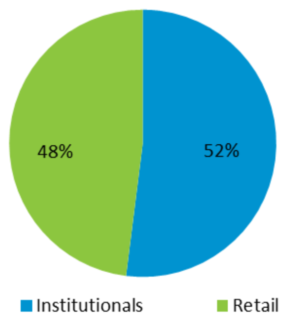
We take note of your request to have additional optional communication process in place for individual shareholders and will examine whether implementing one or some of them is appropriate given the constraints put on the company.

Question 11: Shareholding Structure - Identifiable Bearer Shares (*Titres au Porteur Identifiables - TPI*)

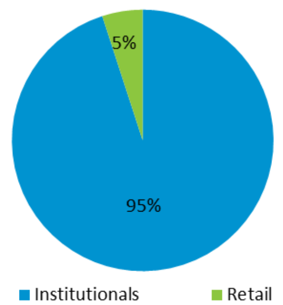
How was CGG shareholder capital distributed following the TPI information request submitted by the company before the CGM of 10/31/17?
What was the percentage of capital held by individual shareholders at that time?
How was CGG shareholder capital distributed after the TPI information request submitted by the company in 2018, after financial restructuring?
What was the percentage of capital held by individual shareholders at that time?

Answer : The information which are required by the applicable regulation with respect to the composition of its shareholding prior to the shareholders' meeting on October 31, 2017 are included in the update N°1 of the Document de reference dated October 13, 2017 p165). In addition, the 2017 document de reference dated March 29, 2017 (p 173 and seq.) includes the composition of its shareholding as of December 31, 2017 along with the crossing of the thresholds upward and downward between the financial restructuring effective date and March 15, 2018;

The shareholding survey (TPI) carried out prior to the general meeting of October 31, 2017 showed a shareholding composition as follows :



The shareholding survey (TPI) carried out right after the financial restructuring in February 2018 prior to the general meeting of October 31, 2017 showed a portion of individual shareholders significantly inferior than in the previous survey as a result of the conversion of senior notes into CGG shares (approx.. USD 1.6 bn), such senior notes being mostly held by institutional holders :



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Question 12: Commitment Made by CGG in Relation to BPI France Participations SA in the Context of CGG's Financial Restructuring

Concerning Bpifrance Participations' commitment to vote in favor of the resolutions required to implement the financial restructuring plan in return for the commitments made by CGG and its creditors with regards to the safeguard proceedings (N.B.: visa no.17-559 for the securities note supplement to the prospectus approved by the AMF under visa no.17-551), can you confirm that all the commitments made have been honored to this day:
- with regards to the non-implementation of social or industrial restructuring and a redundancy plan in France until 12/31/19?
- with regards to the maintaining of decision centers currently located in France for the company and the French law subsidiaries it controls until 12/31/22?
- What were the full-time equivalent employee numbers at CGG in France on 10/13/2017, 12/13/2017, 02/13/2018 and 04/13/2018?

Answer:
CGG headcounts are published every end of month. The headcount in France at the end of each of the requested months is as follow: (out of employees still under the benefit of the Plan de Sauvegarde de l'Emploi and out of fixed term contracts):

- 1,318 as of 10/31/2017
- 1,309 as of 12/31/2017
- 1,302 as of 02/28/2018

- What are the means for accurately verifying that this entire agreement is (and will be) honored in every detail?

Answer : These commitments are complied with as of today. The judgement from the Commercial Court of Paris dated December 1, 2017, provides that the *commissaires à l'exécution du plan* will issue a report relating to the compliance with these commitments on a yearly basis.

Question 13: Legal Issues - Current Litigation

Creditors representing some OCEANE bondholders have filed a complaint to cancel the safeguard plan. They claim that the financial restructuring plan does not guarantee the company's long-term viability and does not treat high-yield debt holders and OCEANE bondholders fairly. The complainants have seemingly estimated their losses at $120-160 million.
- In view of this litigation, could you please disclose all ongoing disputes?

Answer : As indicated in our annual report (Form 20-F p 57), on August 4, 2017, certain holders of convertible bonds (Keren Finance, Delta Alternative Management, Schelcher Prince Gestion, La Financière de l'Europe, Ellipsis Asset Management and HMG Finance) filed a claim against the Safeguard Plan approved by the committee of banks and assimilated creditors, and the bondholders' general meeting on July 28, 2017. The purpose of the claim was to have the plan rejected.

On December 1, 2017, the Commercial Court of Paris declared that the claims filed by the holders of convertible bonds were inadmissible and approved the Safeguard Plan.

Four of these holders of convertible bonds (the companies Delta Alternative Management, Schelcher Prince Gestion, La Financière de l'Europe and HMG Finance) have appealed against the judgment that rejected the admissibility of their claims. The purpose of this appeal was to have the judgement of the Paris Commercial Court of December 1, 2017 reversed and the safeguard plan rejected. As this appeal does not stay implementation, the restructuring transactions provided for under the Safeguard Plan have been carried out in accordance with the timetable.

Such appeal was examined by the Court of Appeal of Paris during the hearing of pleadings on March 29, 2018. The decision is expected for May 17, 2018.

Besides, the appellants have not claimed any damages.

CGG confirms that there is no other claim against the judgment approving the safeguard plan.

Question 14: Debt and Refinancing

In complying with the restrictions imposed by the new 1st Lien Senior Secured Notes, the Group is compelled to have a cash level above or equal to $185 million at the end of each quarter. On April 6, 2018, CGG announced the launch of the refinancing of this debt, and in a press release dated April 13, the company mentioned that it: "has successfully placed an offering of $300 million in aggregate principal amount of 9.000% first lien senior secured notes due 2023 and €280 million in aggregate principal amount of 7.875% first lien senior secured notes due 2023."
- Has the company implemented a refinancing plan with engagements that do not limit its room for maneuver?

Answer : The first lien secured notes are not subject to any financial covenant.
However, the indenture contains some restrictions which are customary for this type of instruments and which may limit the ability of our group companies, such as :

- incur or guarantee additional indebtedness or issue preferred shares;
- pay dividends or make other distributions among group entities;
- purchase equity interests or reimburse subordinated debt prior to its maturity;
- create or incur certain liens;
- enter into transactions with affiliates;
- issue or sell capital stock of subsidiaries;
- engage in sale-and-leaseback transactions;
- sell assets or merge or consolidate with another company; and
- proceed with acquisitions or joint venture transactions.

Question 15: Debt and Refinancing

- Is the company confident in its capacity to meet its financial obligations over the short, medium and long term?
- What are the elements that allow us to hope that the debt rating could be upgraded over the medium term?

Answer : Following the restructuring put in place on February 21, 2018, the company had $ 575 million of pro forma liquidity as of December 31, 2017.

• This level of liquidity results from the choice of the restructuring partners in the spring of 2017 to ensure that the company has a liquidity buffer if the recovery was delayed in time compared to the vision that prevailed in early 2017.

• Today the company needs \$ 150 / \$ 175 m in cash to operate, of which about \$ 85 / \$ 90m of cash is trapped cash, so we have enough cash to manage our operations.

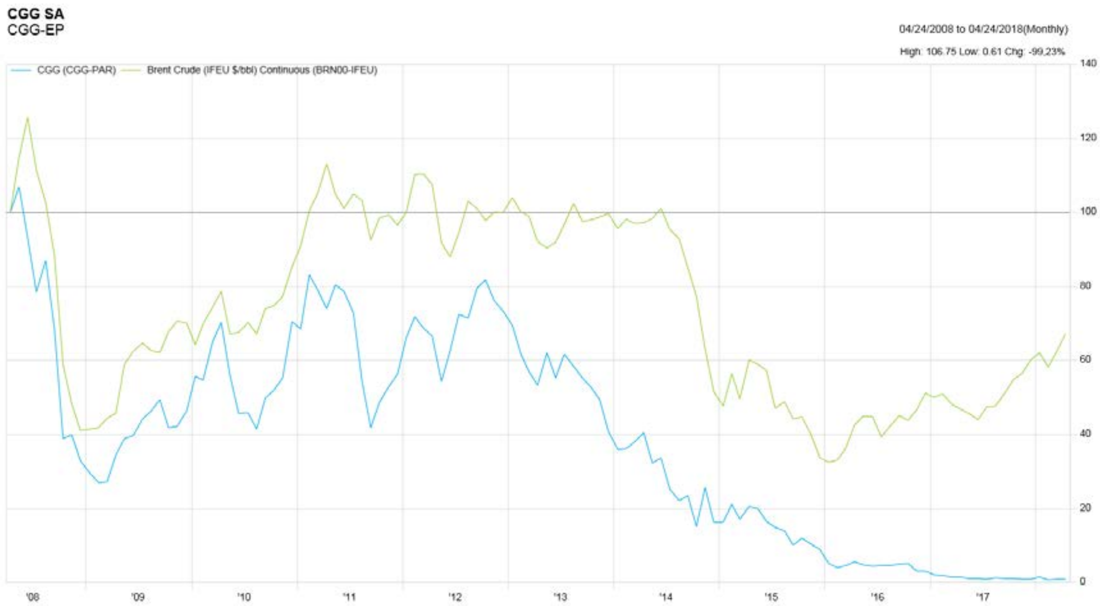
• Debt maturities have been pushed forward to 2023 and 2024 and we have just reduced the cost of 2023 high yield bond via a refinancing achieved in mid-April.

• The debt rating upgrade will depend on the performance of the company and the evolution of the risk perception on oil services.

Question 16: Stock Prices - Request for Graphs Depicting CGG Share Price Trends

- With the help of graphs, please could you show us the market performance of CGG over 10 years, five years, three years and one year compared to Small Caps, CAC Oil & Gas, CAC MID & SMALL, other comparable sectors, and reference sector indices?

Answer :
These elements are public; the calculations are therefore feasible by yourself.
We nonetheless chose to show you two graphs, the first one over a ten-year period highlighting the strong correlation with the price of crude and the other one over a year which demonstrates the share price increase after the completion of the restructuring:



Question 17: Oil - Price per Barrel

What is the Central Scenario put forward by CGG concerning the evolution of per-barrel prices over the short, medium and long term?

Answer :

The Group's view regarding change in oil price was presented at the 2017 Shareholders' General Meetings, and has remained unchanged since, as indicated in the January 2018 rights issue presentation (ref. slide 11):

- "CGG business plan assumptions at $60/65 per barrel in 2019"

In addition, as indicated in the securities note with visa no. 17-551 in reference to the Group restructuring (ref. page 5), the Group raised new money to be able to cope with low assumptions of this scenario:

- "The size of such new money injections was discussed and agreed between the parties on the basis of negative sensitivities vis-à-vis the outlook for 2018 and 2019, based in particular on a less favorable assumption regarding the price per oil barrel, i.e. a simple stability compared to the current level of USD 50-55 per barrel, and a lower increase of exploration expenses."

Question 18: Financing of Political Activities in the United States

- What is CGG's position with regards to the financing of political activities in the United states?
- Has the company financed any political activities in the United States over the last five years? If yes, which activities?

Answer : The Company did not finance any political activities in the United States over the last five years.
It is specified that the Business Code of Conduct provides for the following rules with respect to the financing of political activities:

> *"Public activities*
> *CGG respects the right of its employees to express themselves and voice their opinions and their right to participate in public life as citizens.*
> *Solely in order to avoid any conflict of interest, Employees or Representatives shall refrain from involving the Group in their public or political activities, from committing the Group's resources in support of political candidates or parties and from taking part in any decision by a public agency or other government body regarding the Group."*

Question 19: Gender Pay Gap

What is the overall discrepancy between salaries allocated to men and women, and in terms of position, length of service, working hours and equal skills?
Please specify in particular:
- without stating names, the compensation (in-kind benefits included) received by men and women with equivalent or comparable positions in the company.
- the strategy applied within the group to eliminate pay discrepancies.
- the date on which these discrepancies will be eliminated.

Answer : At the end of 2017, CGG is having 28% of female employees. In all its locations and countries of operations, CGG complies with law and regulation regarding anti-discrimination, career management and gender equity. Especially in France CGG complies with Article L.2323-47 of French Labor Code.

CGG is making specific effort in order to promote gender equality especially for the management positions.

The Human Resources policy published in 2010 and updated in 2012 includes the principles and commitment over non-discrimination during recruitment process, equality of chances and fair treatment between male and female.

The salary gaps depend upon the country and the level of the position. Those gaps are as follow and are calculated as a weighted average of the gap per level of responsibility:

Country	
France	-2.8 %
United States	-5.2 %
United Kingdom	-13.6 %

CGG has a strategy in order to reduce those differences, it includes but is not limited to:

- Develop internal communication on equality of chances (including management training)
- Control, check and minimize the gap (during salary review process for example)
- Improve Male/Female mix (recruitment, external communication)
- encourage internal mobility especially for Female
- Develop agreement with employee representatives (new agreement under negotiation in France in 2018)

CGG does not set a deadline for a statistically perfect situation in terms of equal pay for men and women, the actions listed above yield progressive results over time.

Question 20: Social and Environmental Responsibility

With regards to its Social and Environmental Responsibility, what means and actions has CGG implemented to specifically ensure the “work conditioning and vocational rehabilitation” of employees benefiting from a first-time recognition of their disability, as provided for under Article L. 5213-5 of the French Labor Code? In 2017, how many employees benefited from these specific support services provided by CGG?

Answer : Article L.5213-5 is not applicable to CGG. It only applies to company with more than 5,000 employees in France.