

CGG

A French Limited Company with a share capital of € 7,099,488
Registered office : Tour Maine-Montparnasse 33 avenue du Maine 75015 Paris
Paris Trade and Companies Register 969 202 241

Extract from the minutes of the Combined General Meeting held on May 15, 2019

On May 15, 2019, at 10:30 a.m., the shareholders of CGG duly called by the Board of Directors of the Company, pursuant to the notice published in the Bulletin des Annonces Légales Obligatoires and the legal pages of "Petites Affiches" of April 26, 2019 met in a Combined General meeting at Centre d'affaires Paris Victoire, 52 rue de la Victoire, 75009 Paris.

An attendance list was signed by the members attending the meeting.

The meeting was chaired by Mr. Philippe SALLE, Chairman of the Board of Directors.

The two shareholders in attendance who represented the great majority of shares either themselves or as proxy were DNCA Finance represented by Mrs. Emilie BRUNET-MANARDO and Montségur Finance represented by Mrs. Andreea CONDURACHE respectively. They were appointed as scrutineers and accepted said appointment.

Mr. Eduardo COUTINHO was appointed as secretary.

The officers' committee being regularly formed, the Chairman declared the Meeting open.

The attendance sheet certified as accurate by the members of the officers' committee showed that 262 shareholders holding 338,116,314 shares, i.e. more than one fifth of the share capital for the ordinary general meeting and more than one fourth of the share capital for the extraordinary general meeting, were present or represented or voted by post, these 338,116,314 shares representing 338,124,866 voting rights.

Consequently, the Meeting was regularly formed and could deliberate.

The Chairman put the following documents on the desk and made them available to the members of the meeting :

- The Articles of Association of the Company;
- The "Bulletin des Annonces Légales Obligatoires" of April 5, 2019 containing the preliminary notice ("*avis de réunion*") of a general meeting;
- The "Bulletin des Annonces Légales Obligatoires" of April 26, 2019 containing the notice ("*avis de convocation*") of a general meeting;
- The legal announcement pages of "Petites Affiches" of April 26, 2019 containing the notice ("*avis de convocation*") of a general meeting;
- The notice sent by mail on April 26, 2019 to the directors, the statutory auditors and the other shareholders;

- The attendance list of the general meeting, the proxy forms of shareholders represented by proxies and the votes sent by post to the Company or to BNPParibas Securities Services ;
- The annual statutory and consolidated financial statements for fiscal year 2018;
- The 2018 management report of the Board of Directors included in the Document de Référence;
- The 2018 report on corporate governance included in the Document de Référence ;
- The statutory auditors' reports :
 - Report on the 2018 annual statutory financial statements
 - Report on the 2018 consolidated financial statements
 - Report on the related-party agreements
 - Attestation on the 2018 highest compensations of the Company
 - Report on the 18th, 20th, 21st, 22nd and 24th resolutions,
 - Report on the 23rd resolution,
 - Report on the 25th resolution
- The draft resolutions ;
- The list of positions held by executive officers in other companies;
- The list of registered shareholders as of the second business day prior to the general meeting;
- The 2018 Document de reference;
- The number of shares making up the share capital and the total number of voting rights as of April 5, 2019;
- The financial results of CGG SA (mother company) during the five fiscal years included in the Document de Référence;

The Chairman declared that the documents provided by law were made available to the shareholders within the legal time limits. The general meeting took official note of this declaration.

The Chairman turned the floor to Mr. Eduardo COUTINHO so that he could present the agenda of the 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 2018;
- Allocation of earnings;
- Approval of the consolidated financial statements for fiscal year 2018;
- Renewal of the term of Mrs. Colette Lewiner as Director;

- Renewal of the term of Mr. Mario Ruscev as Director;
- Appointment of ERNST & YOUNG et Autres, Auditor;
- Renewal of the term of office of Mazars, Auditor;
- Allocation of Directors' fees for fiscal year 2019;
- Approval of the related-party agreements in relation with the compensation of the Senior Executive Officers ("*mandataires sociaux*"), falling within the scope of section L.225-38 of the French Commercial Code ;
- Approval of the related-party agreement between the company and Mrs. Sophie Zurquiyah, falling within the scope of section L.225-42-1 of the French Commercial Code ;
- Approval of the elements of compensation due or granted for the 2018 financial year to Mr. Remi Dorval, Chairman of the Board of Directors until April 26, 2018;
- Approval of the elements of compensation due or granted for the 2018 financial year to Mr. Philippe Salle, Chairman of the Board of Directors as from April 26, 2018;
- Approval of the elements of compensation due or granted for the 2018 financial year to Mr. Jean-Georges Malcor, Chief Executive Officer until April 26, 2018;
- Approval of the elements of compensation due or granted for the financial year 2018 to Mrs. Sophie Zurquiyah, Chief Executive Officer as from April 26, 2018;
- Approval of the principles and criteria of determination, distribution and allocation of the fixed, variable and exceptional elements of the global compensation structure, and of all benefits of any kind granted to the Chairman of the Board of Directors for the financial year 2019;
- Approval of the principles and criteria of determination, distribution and allocation of the fixed, variable and exceptional elements of the global compensation structure, and of all benefits of any kind granted to the Chief Executive Officer for the 2019 financial year;
- Ratification of transfer of the Company's registered office;

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 by issuing shares and/or equity securities granting access to other equity securities and/or granting the right to the allotment of debt securities and/or securities granting access to equity securities to be issued, with preferential subscription right in favor of holders of existing shares;
- Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities granting access to other equity securities and/or granting the right to the allotment of debt securities and/or securities granting access to equity to be issued, without preferential subscription right, within the scope of public offerings;

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

FALLING UNDER THE AUTHORITY OF AN ORDINARY AND EXTRAORDINARY GENERAL MEETING

- Powers for formalities.

[...]

Upon the Chairman's proposal, the shareholders exempt the latter from reading the report of the Board of Directors as well as the presentation of the resolutions, the text of which has already been communicated to shareholders in accordance with the legal provisions

The Chairman then gave the floor to the auditors so that they could present their various reports to the shareholders. The auditors then summarized their reports :

- Report on the 2018 consolidated financial statements,
- Report on the 2018 statutory accounts,
- Special report on related party agreements and commitments,
- Report on the issue of any securities giving access to the share capital with or without preferential subscription rights in favor of holders of existing shares,
- Report on the issue of any securities giving access to the share capital to members of a company savings plan,
- Report on the share capital reduction.

The Chairman then put the following resolutions to the vote, their object being reiterated by Mr. Eduardo COUTINHO before each vote:

FALLING UNDER THE AUTHORITY OF THE ORDINARY GENERAL MEETING

First resolution

(Approval of the statutory accounts of the company for fiscal year 2018)

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 General Meeting hereby approves the financial statements for fiscal year 2018 as they have been presented in the said reports and which show a net loss of €(271,326,174.94), as well as all transactions recorded in such financial statements and summarized in such reports.

This resolution was passed by the required majority.

Votes For: 336,837,529
Votes Against: 1,281,091
Abstentions : 6,246

Second resolution

(Allocation of earnings)

Voting under the conditions of quorum and majority required for ordinary general meetings, the General Meeting approves the proposal of the Board of Directors and decides to allocate the net loss of €(271,326,174.94) for 2018 to the Carry forward account, which will amount to €(1,450,978,686.54) 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 three financial years.

This resolution was passed by the required majority.

Votes For: 338,118,567
Votes Against: 25
Abstentions : 6,274

Third resolution

(Approval of the consolidated financial statements for fiscal year 2018)

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 General Meeting approves the consolidated financial statements for 2018 as they have been presented in such reports and which show a net loss of US\$(95.8) million, as well as all transactions recorded in such financial statements and summarized in such reports.

This resolution was passed by the required majority.

Votes For: 337,455,121
Votes Against: 661,175
Abstentions : 8,570

Fourth resolution

(Renewal of the term of Mrs. Colette Lewiner as Director)

Voting under the conditions of quorum and majority required for ordinary general meetings, the General Meeting approves the renewal of the term of office as Director of Mrs. Colette LEWINER. Such term of office, which expires 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, 2022.

Prior to her renewal, Mrs. Colette LEWINER has stated that she agrees to the principle of such renewal and that she is not subject to any incompatibility or prohibition that would prevent her performing such office.

This resolution was passed by the required majority.

Votes For: 285,461,066

Votes Against: 52,656,317

Abstentions : 7,483

Fifth resolution

(Renewal of the term of Mr. Mario Ruscev as Director)

Voting under the conditions of quorum and majority required for ordinary general meetings, the General Meeting approves the renewal of the term of office as Director of Mr. Mario RUSCEV. Such term of office, which expires 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, 2022.

Prior to his renewal, Mr. Mario RUSCEV 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.

This resolution was passed by the required majority.

Votes For: 335,639,285

Votes Against: 2,478,806

Abstentions : 6,775

Sixth resolution

(Appointment of ERNST & YOUNG et Autres as statutory auditor)

Voting under the conditions of quorum and majority required for ordinary general meetings, the General Meeting decides to appoint ERNST & YOUNG et Autres as statutory auditor, for a six-year period.

The term of office of ERNST & YOUNG et Autres will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2024.

This resolution was passed by the required majority.

Votes For: 298,195,577

Votes Against: 39,907,717

Abstentions : 21,572

Seventh resolution

(Renewal of the term of office of Mazars as statutory auditor)

Voting under the conditions of quorum and majority required for ordinary general meetings, the General Meeting decides to renew the term of office of Mazars, statutory auditor, which expires at the end of the present General Meeting, for a six-year period.

The term of office of Mazars will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2024.

This resolution was passed by the required majority.

Votes For: 327,608,716

Votes Against: 10,500,398

Abstentions : 15,752

Eighth resolution

(Allocation of Directors' fees for fiscal year 2019)

Voting under the conditions of quorum and majority required for ordinary general meetings, the General Meeting sets the aggregate Directors' fees to be allocated to the Directors of the Company for fiscal year 2019 at €630,000.

This resolution was passed by the required majority.

Votes For: 330,871,340

Votes Against: 7,239,310

Abstentions : 14,216

Ninth resolution

(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)

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, the General Meeting acknowledges the content of this report and approves the agreements in relation with the compensation of the Senior Executive Officers ("mandataires sociaux") referred to therein.

This resolution was passed by the required majority.

Votes For: 190,652,194

Votes Against: 147,433,644

Abstentions : 12,078

Tenth resolution

(Approval of the related-party agreement between the company and Mrs. Sophie Zurquiyah, falling within the scope of section L.225-42-1 of the French Commercial Code)

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, voting under the

conditions of quorum and majority required for ordinary general meetings, and in accordance with articles L.225-38 and L.225-42-1 of the French Commercial Code, approves the agreement concluded between the Company and Mrs. Sophie ZURQUIYAH, Chief Executive Officer of the Company, relating to the special termination indemnity to be paid to Mrs. Sophie ZURQUIYAH in case of termination of her term of office, and referred to in the said special report and in the Report of the Board of Directors on the draft resolutions.

This resolution was passed by the required majority.

Votes For: 181,751,899
Votes Against: 156,362,840
Abstentions : 9,127

Eleventh resolution

(Approval of the elements of compensation due or granted for the 2018 financial year to Mr. Remi Dorval, Chairman of the Board of Directors until April 26, 2018)

Voting under the conditions of quorum and majority required for ordinary general meetings, in accordance with articles L.225-37-2 and L. 225-100 of the French Commercial Code, the General Meeting approves the fixed, variable and exceptional components of the global compensation and benefits in kind paid or granted for the 2018 financial year to Mr. Remi DORVAL as Chairman of the Board of Directors until April 26, 2018, as described in the Report on Corporate Governance prepared in accordance with article L.225-37 of the French Commercial Code included in the Reference Document and in the Report of the Board of Directors on the draft resolutions.

This resolution was passed by the required majority.

Votes For: 314,028,712
Votes Against: 25,513,099
Abstentions : 583,055

Twelfth resolution

(Approval of the elements of compensation due or granted for the 2018 financial year to Mr. Philippe SALLE, Chairman of the Board of Directors as from April 26, 2018)

Voting under the conditions of quorum and majority required for ordinary general meetings, in accordance with articles L.225-37-2 and L. 225-100 of the French Commercial Code, the General Meeting approves the fixed, variable and exceptional components of the global compensation and benefits in kind paid or granted for the 2018 financial year to Mr. Philippe SALLE as Chairman of the Board of Directors as from April 26, 2018, as described in the Report on Corporate Governance prepared in accordance with article L.225-37 of the French Commercial Code included in the Reference Document and in the Report of the Board of Directors on the draft resolutions.

This resolution was passed by the required majority.

Votes For: 311,169,185
Votes Against: 26,365,228
Abstentions : 590,453

Thirteenth resolution

(Approval of the elements of compensation due or granted for the 2018 financial year to Mr. Jean-Georges MALCOR, Chief Executive Officer until April 26, 2018)

Voting under the conditions of quorum and majority required for ordinary general meetings, in accordance with articles L.225-37-2 and L. 225-100 of the French Commercial Code, the General Meeting approves the fixed, variable and exceptional components of the global compensation and benefits in kind paid or granted for the 2018 financial year to Mr. Jean-Georges MALCOR as Chief Executive Officer until April 26, 2018, as described in the Report on Corporate Governance prepared in accordance with article L.225-37 of the French Commercial Code included in the Reference Document and in the Report of the Board of Directors on the draft resolutions.

This resolution was rejected.

Votes For: 130,604,941

Votes Against: 206,930,805

Abstentions : 589,120

Fourteenth resolution

(Approval of the elements of compensation due or granted for the financial year 2018 to Mrs. Sophie ZURQUIYAH, Chief Executive Officer as from April 26, 2018)

Voting under the conditions of quorum and majority required for ordinary general meetings, in accordance with articles L.225-37-2 and L. 225-100 of the French Commercial Code, the General Meeting approves the fixed, variable and exceptional components of the global compensation and benefits in kind paid or granted for the 2018 financial year to Mrs. Sophie ZURQUIYAH as Chief Executive Officer as from April 26, 2018, as described in the Report on Corporate Governance prepared in accordance with article L.225-37 of the French Commercial Code included in the Reference Document and in the Report of the Board of Directors on the draft resolutions.

This resolution was passed by the required majority.

Votes For: 180,948,588

Votes Against: 156,586,665

Abstentions : 589,613

Fifteenth resolution

(Approval of the principles and criteria of determination, distribution and allocation of the fixed, variable and exceptional elements of the global compensation structure, and of all benefits of any kind granted to the Chairman of the Board of Directors for the 2019 financial year)

Voting under the conditions of quorum and of majority required for ordinary general meetings, in accordance with article L.225-37-2 of the French Commercial Code, the General Meeting approves the principles and the criteria of determination, distribution and allocation of the fixed, variable and exceptional components of the global compensation structure and of all benefits of any kind granted to the Chairman of the Board of Directors for the 2019 financial year, as described in the Report on Corporate Governance prepared in accordance with article L.225-37 of the French Commercial Code included in the Reference Document.

This resolution was passed by the required majority.

Votes For: 191,545,927

Votes Against: 145,989, 585

Abstentions : 589,354

Sixteenth resolution

(Approval of the principles and criteria of determination, distribution and allocation of the fixed, variable and exceptional elements of the global compensation structure, and of all benefits of any kind granted to the Chief Executive Officer for the 2019 financial year)

Voting under the conditions of quorum and of majority required for ordinary general meetings, in accordance with article L.225-37-2 of the French Commercial Code, the General Meeting approves the principles and the criteria of determination, distribution and allocation of the fixed, variable and exceptional components of the global compensation structure and of all benefits of any kind granted to the Chief Executive Officer for the 2019 financial year, as described in the Report on Corporate Governance prepared in accordance with article L.225-37 of the French Commercial Code included in the Reference Document.

This resolution was rejected.

Votes For: 149,826,982

Votes Against: 187,707,666

Abstentions : 590,218

Seventeenth resolution

(Ratification of transfer of the Company's registered office)

Voting under the conditions of quorum and of majority required for ordinary general meetings, and after having reviewed the report of the Board of Directors, the General Meeting ratifies the transfer of registered office of the Company to 27 avenue Carnot, 91300 Massy as from May 31, 2019.

Accordingly, as from May 31, 2019, the first paragraph of Article 4 of the Company's bylaws entitled "Registered office" will be drafted as follows:

"The registered office will be at 27 avenue Carnot, 91300 Massy."

This resolution was passed by the required majority.

Votes For: 338,103,787

Votes Against: 25

Abstentions : 21,054

FALLING UNDER THE AUTHORITY OF THE EXTRAORDINARY GENERAL MEETING

Eighteenth resolution

(Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities granting access to other equity securities and/or granting the right to the allotment of debt securities and/or securities granting access to equity securities to be issued, with preferential subscription right in favor of holders of existing shares)

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, hereby delegates to the Board of Directors, in accordance with the provisions of articles L.225-129 and seq. of the French Commercial Code, in particular articles L.225-129-2, L.228-91 and L.228-92 of the French Commercial Code, its authority, with the faculty to sub-delegate within conditions provided for by applicable law, to resolve to proceed, on one or several occasions, in proportion and on the time periods determined by the Board, both in France

and abroad, in Euros, or in foreign currencies or units of account fixed with reference to several currencies, with the issue, maintaining the preferential subscription rights, of Company's shares and/or equity securities granting access to other equity securities and/or granting the right to the allotment of debt securities and/or securities granting access to equity securities to be issued, and which may be subscribed to either in cash, or by means of an offset with certain, liquid and due receivables or, in whole or in part, by capitalizing reserves, profits or issue premium.

The General Meeting decides that the total 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 €3,549,737 or the equivalent in any other currency or units of account fixed with reference to several currencies (i.e., for information purpose, 50% of the share capital as of the date of convening this Meeting, corresponding to the issue of 354,973,678 shares of a nominal value of €0.01 each), it being specified that the nominal amount of the share capital increases made pursuant to this resolution as well as the 19th to 24th resolutions submitted to this general meeting, shall be allocated on that limit. This limit may be increased, as the case may be, by the nominal value of the shares to be issued in order to preserve the rights of holders of the securities or other rights granting access to share capital of the Company in accordance with the legislative and regulatory provisions, and, as the case may be, the contractual provisions applicable.

The General Meeting decides that in case of issue of securities in the form of warrants, the said issue may take place either by subscription offer under the conditions provided above, or by free allocation to holders of former shares.

Holders of existing shares shall have an irreducible preferential right to subscribe for the new shares or securities so issued, in proportion to the number of shares they then own; the Board of Directors shall set on the occasion of each issue, pursuant to the applicable statutory provisions, the conditions and limits under which the shareholders may exercise their irreducible right to subscribe in accordance with the legislative provisions in place.

The Board of Directors may institute for the benefit of the shareholders a reducible right to subscribe, proportional to their rights and within the limits of their request.

If the irreducible rights to subscribe and, where appropriate, the reducible rights to subscribe, do not cover the whole of the issue of the new shares and/or securities, the Board of Directors may decide, in the order it will determine, (i) to limit, in accordance with applicable law, the amount of the issue to the subscriptions received provided that at least three quarters of the issue is taken up, (ii) to offer all or part of them in a public offering, and/or (iii) to freely allocate all or some of the unsubscribed shares and/or securities to persons its will determine.

As the case may be, the issue of securities giving access to the Company's share capital shall, by law, involve a waiver by the shareholders of their preferential subscription right to the Company's securities to which securities to be issued, either immediately or in the future, to the benefit of persons having subscribed to these securities.

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 and fix the characteristics of the issues of shares and securities granting to be issued, and, in particular, the amount of the issue, the issue price and the amount of the premium which may, where appropriate, be requested at issue;
- set the dates and terms of the issue, the nature, number and characteristics of the shares and/or securities granting access to the share capital to be created;

- more generally, establish the characteristics of all securities and, in particular, the conditions and procedure for the allotment of shares, the term of any loans that may be issued in the form of bonds, their subordinate or other nature, the currency of issue, the terms of repayment of the principal, with or without premium, the conditions and procedures for amortization and, where appropriate, purchase, exchange or early redemption, interest rates, whether fixed or variable, and the payment date; the return may comprise a variable portion calculated with reference to aspects relating to the Company's activity and income and deferred payment in the absence of distributable profits;
- determine the way the shares or securities giving access to the share capital, either immediately or in the future, shall be paid up;
- 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;
- take any measures seeking to preserve the rights of holders of securities issued or other rights granting access to the Company capital required by the legislative and regulatory provisions and by the contractual provisions applicable;
- if necessary, suspend exercise of the rights attached to such securities for a period fixed in accordance with the legislative and regulatory provisions and the contractual provisions applicable;
- acknowledge the execution of any capital increases and issues of securities, make the relative amendment to the articles of association, allocate the issues costs to the premiums and, withhold from the amount of the capital increases the sums required for the legal reserve;
- take all measures and carry out all formalities required for the admissions of the securities created to trading on a regulated market.

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.

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

This resolution was passed by the required majority.

Votes For: 309,547,409

Votes Against: 27,995,684

Abstentions : 581,773

Nineteenth resolution

(Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities granting access to other equity securities and/or granting the right to the allotment of debt securities and/or securities granting access to equity to be issued, without preferential subscription right, within the scope of public offerings)

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, hereby delegates to the Board of Directors, in accordance with the provisions of articles L.225-129 and seq. of the French Commercial Code, in particular articles L.225-129-2, L.225-135, L.225-136, L.225-148, L.228-91 and L.228-92, its authority, with the faculty to sub-delegate within conditions provided for by applicable law, to resolve to proceed, on one or several occasions, in proportion and on the time periods determined by the Board, both in France and abroad, in Euros, or in foreign currencies or units of account fixed with reference to several

currencies, with the issue without preferential subscription rights, through public offerings, of Company's shares and/or equity securities granting access to other equity securities and/or granting right to the allotment of debt securities and/or securities granting access to equity securities to be issued, and which may be subscribed to either in cash, or by means of an offset with certain, liquid and due receivables.

These securities may also be issued in order to compensate, in whole or in part, shares which may be contributed to the Company in the course of a public exchange offer, carried out in France or abroad according to local regulations (for e.g. within the scope of a "reverse merger"), and relating to securities covered by the terms and conditions set in article L.225-148 of the French Commercial Code and within the limits set in 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 €709,947, or the equivalent in any other currency or units of account fixed with reference to several currencies (i.e., for information purpose, 10% of the share capital as of the date of convening this Meeting, corresponding to the issue of 70,994,736 shares of a nominal value of €0.01 each), it being specified that (i) the nominal amount of the share capital increases made pursuant to this resolution as well as the 20th, 21st and 24th resolutions submitted to this general meeting, shall be allocated on that limit (ii) the amount of any capital increase made pursuant to this delegation shall be allocated to the global nominal limit of €3,549,737 referred to in the 18th resolution submitted to this Meeting. This limit may be increased, as the case may be, by the nominal value of the shares to be issued in order to preserve the rights of holders of the securities or other rights granting access to share capital of the Company in accordance with the legislative and regulatory provisions, and, as the case may be, the contractual provisions applicable.

The General Meeting decides that:

- a) the issue price will be at least equal to the minimum price provided for by applicable laws and regulations on the date of issue (i.e. on this date, the weighted average of the price of the Company's share in the last three trading sessions on the Euronext Paris regulated market preceding the fixing of the issue price, possibly reduced by a maximum discount of 5%);
- b) the issue price of the securities granting access to the share capital shall be such that the sum received immediately by the Company increased, as the case may be, by any sum that the Company may perceive subsequently be, for each Company share issued following the issue of such securities, at least equal to the share price issue defined in the preceding paragraph.

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 securities, with irreducible or, as the case may be, reducible right, without giving rise to the creation of negotiable rights and for which the Board of Directors will determine the terms and conditions of exercise.

As the case may be, the issue of securities giving access to the Company's share capital shall, by law, involve a waiver by the shareholders of their preferential subscription right to the Company's securities to which securities to be issued, either immediately or in the future, to the benefit of persons having subscribed to these securities.

If the subscriptions have not absorbed all of the share or security issue, the Board of Directors may decide to limit the amount of the issue to the subscriptions received provided that at least three

quarters of the issue is taken up or to freely allocate all or some of the unsubscribed shares and/or securities to persons its will determine.

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 and fix the characteristics of the issues of shares and securities granting to be issued, and, in particular, the amount of the issue, the issue price and the amount of the premium which may, where appropriate, be requested at issue;
- set the dates and terms of the issue, the nature, number and characteristics of the shares and/or securities granting access to the share capital to be created;
- more generally, establish the characteristics of all securities and, in particular, the conditions and procedure for the allotment of shares, the term of any loans that may be issued in the form of bonds, their subordinate or other nature, the currency of issue, the terms of repayment of the principal, with or without premium, the conditions and procedures for amortization and, where appropriate, purchase, exchange or early redemption, interest rates, whether fixed or variable, and the payment date; the return may comprise a variable portion calculated with reference to aspects relating to the Company's activity and income and deferred payment in the absence of distributable profits;
- determine the way the shares or securities giving access to the share capital, either immediately or in the future, shall be paid up;
- 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;
- take any measures seeking to preserve the rights of holders of securities issued or other rights granting access to the Company capital required by the legislative and regulatory provisions and by the contractual provisions applicable;
- if necessary, suspend exercise of the rights attached to such securities for a period fixed in accordance with the legislative and regulatory provisions and the contractual provisions applicable;
- acknowledge the execution of any capital increases and issues of securities, make the relative amendment to the articles of association, allocate the issues costs to the premiums and, withhold from the amount of the capital increases the sums required for the legal reserve;
- take all measures and carry out all formalities required for the admissions of the securities created to trading on a regulated market.

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.

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

This resolution was passed by the required majority.

Votes For: 336,723,414

Votes Against: 819,676

Abstentions : 581,776

Twentieth resolution

(Delegation of authority to the Board of Directors to increase the share capital by issuing shares, and/or equity securities granting access to other equity securities and/or granting right to the allotment of debt securities and/or securities granting access to equity securities to be issued, within the scope of private placements referred to in article L.411-2-II of the French Monetary and Financial Code, without preferential subscription right)

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, hereby delegates to the Board of Directors, in accordance with the provisions of articles L.225-129 and seq. of the French Commercial Code, in particular articles L.225-129-2, L.225-135, L.225-136, L.228-91 and L.228-92, and article L.411-2.-II of the French Monetary and Financial Code, its authority, with the faculty to sub-delegate within conditions provided for by applicable law, to resolve to proceed, on one or several occasions, in proportion and on the time periods determined by the Board, both in France and abroad, in Euros, or in foreign currencies or units of account fixed with reference to several currencies, with the issue, without preferential subscription rights, through private placements referred to in article L.411-2-II of the French Monetary and Financial Code, of Company's shares and/or equity securities granting access to other equity securities and/or granting right to the allotment of debt securities and/or securities granting access to equity securities to be issued, and which may be subscribed to either in cash, or by means of an offset with certain, liquid and due receivables.

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 €709,947, or the equivalent in any other currency or units of account fixed with reference to several currencies (i.e., for information purpose, 10% of the share capital as of the date of convening this Meeting, corresponding to the issue of 70,994,736 shares of a nominal value of €0.01 each), it being specified that this amount may not exceed the limit provided for by applicable law at the issue date (i.e. on this date, 20% of the share capital over a twelve (12) month period) and shall be allocated (i) to the nominal limit of €709,947 provided for capital increases without preferential subscription right referred to in the 19th resolution submitted to this Meeting and (ii) to the global nominal limit of €3,549,737 provided for capital increases referred to in the 18th resolution submitted to this Meeting. This limit may be increased, as the case may be, by the nominal value of the shares to be issued in order to preserve the rights of holders of the securities or other rights granting access to share capital of the Company in accordance with the legislative and regulatory provisions, and, as the case may be, the contractual provisions applicable.

The General Meeting decides that:

- a) the issue price will be at least equal to the minimum price provided for by applicable laws and regulations on the date of issue (i.e. on this date, the weighted average of the price of the Company's share in the last three trading sessions on the Euronext Paris regulated market preceding the fixing of the issue price, possibly reduced by a maximum discount of 5%);
- b) the issue price of the securities granting access to the share capital shall be such that the sum received immediately by the Company increased, as the case may be, by any sum that the Company may perceive subsequently be, for each Company share issued following the issue of such securities, at least equal to the share price issue defined in the preceding paragraph.

As the case may be, the issue of securities giving access to the Company's share capital shall, by law, involve a waiver by the shareholders of their preferential subscription right to the Company's

securities to which securities to be issued, either immediately or in the future, to the benefit of persons having subscribed to these securities.

If the subscriptions have not absorbed all of the share or security issue, the Board of Directors may decide to limit the amount of the issue to the subscriptions received provided that at least three quarters of the issue is taken up or to freely allocate all or some of the unsubscribed shares and/or securities to persons its will determine.

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 and fix the characteristics of the issues of shares and securities granting to be issued, and, in particular, the amount of the issue, the issue price and the amount of the premium which may, where appropriate, be requested at issue;
- set the dates and terms of the issue, the nature, number and characteristics of the shares and/or securities granting access to the share capital to be created;
- more generally, establish the characteristics of all securities and, in particular, the conditions and procedure for the allotment of shares, the term of any loans that may be issued in the form of bonds, their subordinate or other nature, the currency of issue, the terms of repayment of the principal, with or without premium, the conditions and procedures for amortization and, where appropriate, purchase, exchange or early redemption, interest rates, whether fixed or variable, and the payment date; the return may comprise a variable portion calculated with reference to aspects relating to the Company's activity and income and deferred payment in the absence of distributable profits;
- determine the way the shares or securities giving access to the share capital, either immediately or in the future, shall be paid up;
- 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;
- take any measures seeking to preserve the rights of holders of securities issued or other rights granting access to the Company capital required by the legislative and regulatory provisions and by the contractual provisions applicable;
- if necessary, suspend exercise of the rights attached to such securities for a period fixed in accordance with the legislative and regulatory provisions and the contractual provisions applicable;
- acknowledge the execution of any capital increases and issues of securities, make the relative amendment to the articles of association, allocate the issues costs to the premiums and, withhold from the amount of the capital increases the sums required for the legal reserve;
- take all measures and carry out all formalities required for the admissions of the securities created to trading on a regulated market.

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.

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

This resolution was passed by the required majority.

Votes For: 334,720,579
Votes Against: 2,779,359
Abstentions : 624,928

Twenty-first resolution

(Authorization granted to the Board of Directors to fix the issue price pursuant to the procedure laid down by the General Meeting, in case of issue without preferential subscription right, through public offerings or private placement as defined in article L.411-2-II of the French Monetary and Financial Code, according to the 19th and 20th resolutions, within the limit of 10% of the share capital per year)

The General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with article L 225-136 1°, second paragraph of the French Commercial Code, hereby authorizes the Board of Directors, with faculty to sub-delegate within the conditions provided for by applicable law, in the event of the issue of shares and/or equity securities granting access to other equity securities and/or granting the right to the allotment of debt securities and/or securities granting access to equity securities to be issued, without preferential subscription rights, by public offerings or by private placements referred to in article L.411-2-II of the French Monetary and Financial Code, which may be decided in application of the 19th and 20th resolutions submitted to this Meeting, within a limit of 10% of the share capital per twelve-month period, at the time of the issue (it being specified that this limit will be determined at any time after the present Meeting), to depart from the conditions for the fixing of prices provided for by the aforesaid resolutions and to determine the issue price in accordance with the following conditions:

- a) the issue price will be at least equal to the weighted average price of the Company's share on the Euronext Paris regulated market on the day preceding the date of fixing of the issue price, possibly reduced by a maximum discount of 5%;
- b) the issue price of the securities granting access to the share capital shall be such that the sum received immediately by the Company increased, as the case may be, by any sum that the Company may perceive subsequently be, for each Company share issued following the issue of such securities, at least equal to the share price issue defined in the preceding paragraph.

The amount of the capital increases that may be made pursuant to this resolution shall be allocated to (i) the nominal limit of €709,947 provided for capital increases without preferential subscription right referred to in the 19th resolution submitted to this Meeting and (ii) the global nominal limit of €3,549,737 provided for capital increases referred to in the 18th resolution submitted to this Meeting.

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.

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

This resolution was passed by the required majority.

Votes For: 336,561,121
Votes Against: 1,551,590
Abstentions : 12,155

Twenty-second resolution

(Authorization granted to the Board of Directors in order to increase the number of securities to be issued by the Company in the event of a share capital increase with or without preferential subscription right pursuant to its 18th, 19th and 20th resolutions)

The General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors, and the special report of the statutory auditors, and in accordance with article L.225-135-1 of the French Commercial Code, authorizes the Board of Directors, with faculty to sub-delegate within the conditions provided for by applicable law, for each issue made with or without preferential subscription right pursuant to the 18th, 19th and 20th resolutions submitted to this Meeting, to increase the number of securities to be issued, in compliance with the conditions set forth by the legislative and regulatory provisions applicable on the date of the issue (i.e., as of today, within 30 days from the closing date of the subscription period, within the limit of 15% of the initial issue and at the same issue price as for the initial issue), and subject to compliance with the limit(s) provided for in the resolution(s) pursuant to which the issue is made.

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.

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

This resolution was passed by the required majority.

Votes For: 322,298,974
Votes Against: 15,806,974
Abstentions : 18,918

Twenty-third resolution

(Delegation to the Board of Directors to increase the share capital by issue of shares or securities granting access to the share capital of the Company, with removal of the shareholders' preferential subscription right, to members of a Company Savings Plan)

The General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the statutory auditors, and in accordance with 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 et seq. of the French Commercial Code, subject to the approval of the 18th, 19th and 20th resolutions of this Meeting:

- delegates to the Board of Directors, with faculty to sub-delegate within the conditions provided for by applicable law, its authority to increase, on one or several occasions, in proportions and time period determined by the Board, both in France or abroad, the share capital of the Company within a limit of a maximum nominal value (excluding the amount of share premium) of €141,990 (i.e., for information purpose, 2% of the share capital as of the date of convening this Meeting, corresponding to the issue of 14,199,000 shares of a nominal value of €0.01 each), (to which will be added, as the case may be, any additional number of

shares to be issued in accordance with the legislative and regulatory provisions, and, as the case may be, the contractual provisions applicable in order to preserve the rights of holders of the securities or other rights granting access to share capital of the Company), through the issue of shares or other securities granting access to the share capital of the Company, reserved to 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; it being specified that nominal amount of any share capital increase made pursuant to the present delegation will be allocated to the global nominal limit of €3,549,737, relating to capital increases, set by the 18th resolution submitted to this Meeting;

- resolves that the Board of Directors shall be entitled to grant free shares or other securities granting access to the share capital of the Company, 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 laws and regulations;
- resolves that the issue price for the new shares and for other securities granting access to the share capital of the Company shall be set by the Board of Directors in accordance with the law and regulations, with the understanding that, in accordance with the above-cited articles L. 3332-18 to L. 3332-24 of the French Labor Code, the discount set by reference to the average of the listed CGG share prices on the regulated market of Euronext in Paris over the twenty trading days preceding the date of the decision of the Board of Directors, or its delegatee, setting the opening date of subscriptions, shall not exceed 20%. The general meeting expressly authorizes the Board of Directors to reduce or cancel said discount if it deems it necessary, including to comply with international accounting standards or, *inter alia*, the legal, accounting, tax and social systems of the countries in which certain beneficiaries reside;
- resolves that, as the case may be, the characteristics of the other securities with deferred access to the share capital of the Company will be determined by the Board of Directors in accordance with applicable regulations;
- resolves to waive, in favor of the members of the Company Savings Plan, the shareholders' preferential subscription right to subscribe to newly issued shares and securities granting access to the share capital which may result from the issue authorized and delegated hereby.

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 other securities granting 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 of the Company, request admission and listing of securities on such markets as it may decide, to record the effectiveness of the share 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 share capital increases, in particular amend the articles of association accordingly, and, as its sole discretion and if it deems appropriate, to charge the expenses related to the share capital increase to the amount of share premiums pertaining to these share capital increases and to deduct from this amount the sums required to raise the legal capital reserve to one tenth of the new share capital after each increase.

The present authorization, supersedes all prior authorizations relating to a capital increase by

issue of shares or securities granting access to the share capital of the Company, to the members of a Company Savings Plan, terminates the authorization granted to the Board of Directors by the extraordinary general meeting held on April, 26, 2018 in its 19th resolution.

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 is valid for a period of twenty-six (26) months from the date of this Meeting.

This resolution was passed by the required majority.

Votes For: 337,256,876

Votes Against: 862,238

Abstentions : 5,752

Twenty-fourth resolution

(Delegation of authority to the Board of Directors to increase the share capital by issuing shares, and/or equity securities granting access to other equity securities and/or granting right to the allotment of debt securities and/or securities granting access to equity securities to be issued, in consideration of contributions in kind within a limit of 10% of the share capital)

After reviewing the report of the Board of Directors and the report of the statutory auditors, the General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, hereby delegates to the Board of Directors, in accordance with articles L.225-147 of the French Commercial Code, its authority, with faculty to sub-delegate within the conditions provided for by applicable law, to resolve to proceed, in one or more occasion and in the proportion and at the time determined by the Board of Directors, both in France or abroad, in Euros, or in foreign currencies or units of account fixed with reference to several currencies, with an issue of shares and/or equity securities granting access to other equity securities and/or granting the right to the allotment of debt securities and/or securities granting access to equity securities to be issued, in consideration of contributions in kind made to the Company and made of shares or other securities giving access to the share capital, in the event that the provisions of article L.225-148 of the French Commercial Code are not applicable.

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, in addition to the limit set at 10% of the share capital by law (and determined on the date of the decision of the Board of Directors resolving on the issue), a maximum amount of €709,947, or the equivalent in any other currency or units of account fixed with reference to several currencies (i.e., for information purpose, 10% of the share capital as of the date of convening this Meeting, corresponding to the issue of 70,994,736 shares of a nominal value of €0.01 each), it being specified that this amount shall be allocated to (i) the nominal limit of €709,947 relating to the share capital increase without preferential subscription right set in the 19th resolution submitted to this Meeting and (ii) the global nominal limit of €3,549,737 referred to in the 18th resolution submitted to this Meeting. This limit may be increased, as the case may be, by the nominal value of the shares to be issued in order to preserve the rights of holders of the securities or other rights granting access to share capital of the Company in accordance with the legislative and regulatory provisions, and, as the case may be, the contractual provisions applicable.

As the case may be, the issue of securities giving access to the Company's share capital shall, by law, involve a waiver by the shareholders of their preferential subscription right to the Company's

securities to which securities to be issued, either immediately or in the future, to the benefit of persons having subscribed to these securities.

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:

1. upon review of the report of the independent appraiser, rule on the valuation of the contributions the allocation of any potential special benefits;
2. and fix the characteristics of issues of shares and securities to be issued and, in particular, their issue price (with or without issue premium), the terms of their subscription and the date on which they carry rights;
3. take any measures seeking to preserve the rights of holders of securities issued or other rights granting access to the Company capital required by the legislative and regulatory provisions and by the contractual provisions applicable;
4. on its sole initiative, allocate the issues costs to the premiums and withhold from this amount the sums required for the legal reserve;
5. acknowledge the execution of any capital increases and issues of securities, make the relative amendment to the articles of association, and proceed to any and all formalities and declarations and request any authorization which may be necessary for completion of these contributions;
6. take all measures and carry out all formalities required for the admissions of the securities created to trading on a regulated market.

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 is valid for a period of twenty-six (26) months from the date of this Meeting.

This resolution was passed by the required majority.

Votes For: 334,344,733

Votes Against: 3,755,524

Abstentions : 24,609

Twenty-fifth resolution

(Authorization granted to the Board of Directors in order to reduce the Company's share capital by canceling treasury shares)

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, authorizes the Board of Directors to reduce the share capital, on one or several occasions, in proportion and on the time periods it will determine, 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 pursuant to this resolution over a twenty-four-(24) 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, supersedes all prior authorizations relating to a share capital reduction by canceling shares pursuant to a Company share buy-back program.

The present authorization is valid for a period of eighteenth (18) months from the date of this meeting.

This resolution was passed by the required majority.

Votes For: 327,615,590
Votes Against: 10,499,020
Abstentions : 10,256

FALLING UNDER THE AUTHORITY OF THE ORDINARY AND THE EXTRAORDINARY GENERAL MEETING

Twenty-sixth resolution
(Powers for formalities)

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

This resolution was passed by the required majority.

Votes For: 338,118,567
Votes Against: 521
Abstentions : 5,778

Extract certified true

/s/ Eduardo COUTINHO

Eduardo COUTINHO
Secretary