

NOTICE AND INFORMATION BROCHURE

Combined General Meeting
CGG

Wednesday, May 15, 2024 at 10.30 a.m.

Business Center Paris Trocadéro
112 avenue Kléber
75016 Paris, France

SEE THINGS DIFFERENTLY

cgg.com





**NOTICE
TO THE COMBINED GENERAL MEETING OF
CGG SHAREHOLDERS**

**Wednesday, May 15, 2024 at 10.30 am
(CET)**

**Business Center Paris Trocadéro
112 avenue Kléber
75016 Paris - France**

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1. ACTIVITIES

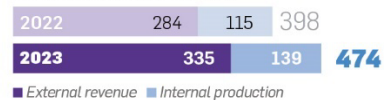
ACTIVITIES

CGG is a global technology and HPC leader that provides data, products, services and solutions in Earth science, data science, sensing and monitoring. Our unique portfolio supports our clients in efficiently and responsibly solving complex digital, energy transition, natural resource, environmental, and infrastructure challenges for a more sustainable future. CGG employs around 3,500 people worldwide.

1 GEOSCIENCE

As recognized leaders in advanced subsurface imaging, our experts bring a collaborative approach to problem solving. Our global network of 23 data imaging centers provides region-specific expertise, outstanding services and remarkable technology in every image. We provide integrated reservoir characterization services and innovative solutions for complex E&P challenges. Our comprehensive portfolio of geoscience services brings valuable insight to all aspects of natural resource exploration and development, helping to reduce drilling risk and build better reservoir models. We develop sophisticated algorithms to deliver powerful reservoir answers from geophysical data at every stage from exploration to production. We have a high market share and are highly differentiated.

Total production (in \$m)



Computing power (Pflops)



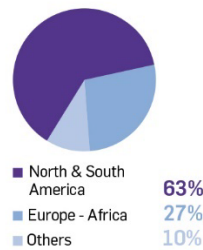
Total production/head (in \$k)



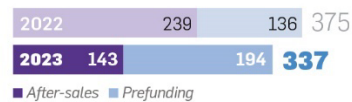
2 EARTH DATA

We invest in a portfolio of geographical opportunities to build a geoscience database and thrive to achieve a high prefunding for our new projects. We typically invest in the range of US\$150-200 million in our surveys. At the end of 2023, we had over 1.3 billion square kilometers of high-end offshore, in the most prolific basins around the world. We own marketing rights to the data for a period of time and sell licenses to use this data to named clients who generally use it for reservoir exploration and development.

Data library regional split as of 31/12/2023



Earth Data revenue (in \$m)



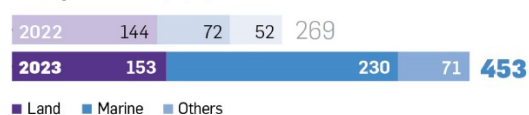
Investment Earth Data surveys (in \$m)



3 SENSING & MONITORING

Through its brand Sercel, CGG offers a full spectrum of systems, sensors, sources for seismic acquisition and structural health monitoring. Sercel sells its equipment and offers customer support services including training on a worldwide basis. Sercel manufactures in its six seismic equipment manufacturing facilities a wide range of geophysical equipment for land and marine seismic data acquisition, including seismic recording equipment, software and seismic sources, as well as equipment and solutions for infrastructure monitoring, including structural health and earthworks.

Total production (in \$m)

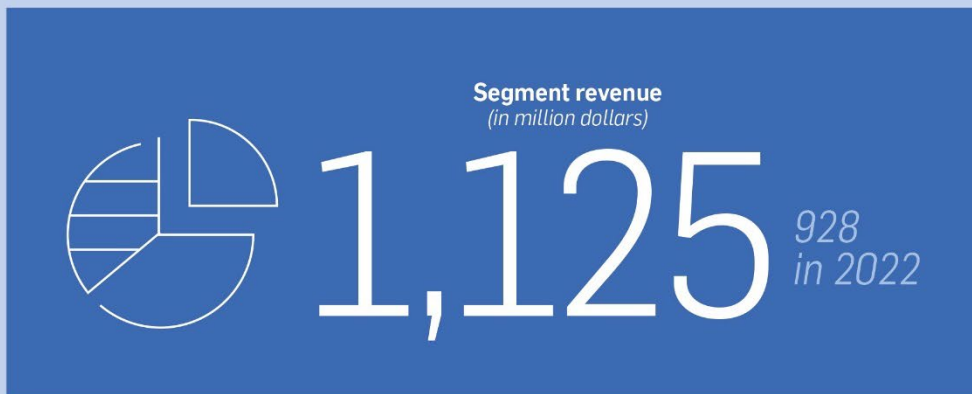




2. KEY INDICATORS FOR 2023

INDICATORS as of 31/12/2023

KEY FINANCIAL INDICATORS

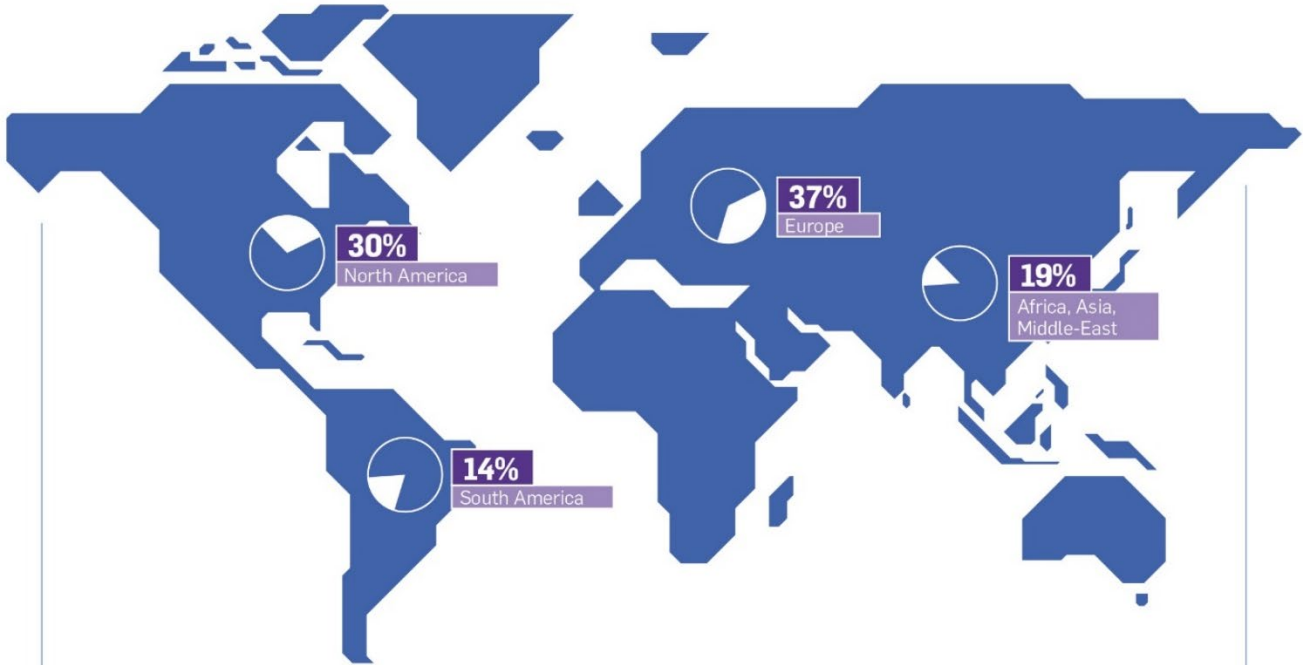


* Adjusted indicators represent supplementary information adjusted for non-recurring charges and gains.



NON-FINANCIAL INDICATORS

Headcount breakdown per region



Headcount

3,515 3,416 in 2022

Computing power (Pflops)



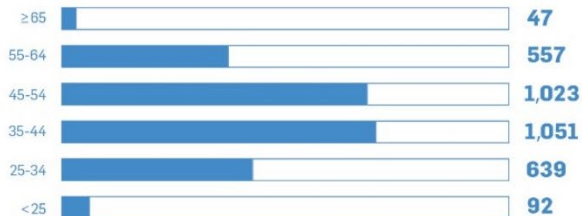
Energy efficiency (Pflops)



Scope 1 & scope 2 (ktCO₂eq)



Age and seniority structure



ESG Rating by MSCI

3. GOVERNANCE

Board of Directors and its Committees :

GOVERNANCE

Chaired by Philippe SALLE, the Board of Directors determines the orientations of the Company and the Group's activities and ensures their implementation in accordance with its corporate interest, taking into consideration the social and environmental aspects of its activity.

The functioning of the Board is governed by the Internal Regulations of the Board of Directors, which are available on the Company's website

WWW.CGG.COM



Sophie ZURQUIYAH
CEO and Director

End of term of office: GM 2026



Philippe SALLE
Chairman of the Board

End of term of office: GM 2025



Michael DALY
Director

End of term of office: GM 2025



Patrick CHOUPIN
Director representing the employees⁽¹⁾

End of term of office: GM 2025



Anne-France LACLIDE-DROUIN
Director

End of term of office: GM 2025



Heidi PETERSEN
Director

End of term of office: GM 2024



Colette LEWINER
Director

End of term of office: GM 2027



Mario RUSCEV
Director

End of term of office: GM 2027



Helen LEE BOUYGUES*
Director

End of term of office: GM 2024

* Director whose mandate is proposed for renewal at the 2024 General Meeting
○ Independent Director

● Audit and Risk Management Committee
● Appointment, Remuneration and Governance Committee

● Investment Committee
● HSE/Sustainable Development Committee
● Chair of the Committee

(1) Patrick CHOUPIN is a director representing the employees, appointed by the Group Committee, in accordance with Article 8 of the Company's Articles of Association.



BOARD COMMITTEES TO RESPOND TO THE GROUP'S STRATEGIC CHALLENGES

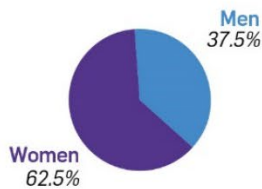
To ensure the proper professional conduct of the Company, the Board relies on the work of specialized Committees. The Committees oversee the Group's activities in their area of competence, ensure that high level risks are identified and properly managed, and work in close collaboration with the Group's General Management.

AUDIT AND RISK MANAGEMENT COMMITTEE	APPOINTMENT, REMUNERATION AND GOVERNANCE COMMITTEE	HSE/SUSTAINABLE DEVELOPMENT COMMITTEE	INVESTMENT COMMITTEE
6 meetings	6 meetings	3 meetings	4 meetings
100% attendance rate	92% attendance rate	100% attendance rate	100% attendance rate
100% of independence	100% of independence	100% of independence	100% of independence
3 members	4 members	4 members	3 members

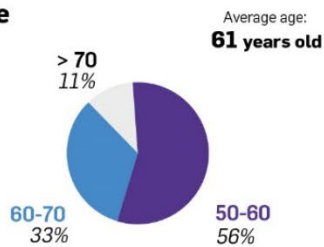
A DIVERSITY OF PROFILES, SKILLS AND EXPERTISE WITHIN THE BOARD OF DIRECTORS

The Board of Directors considers that diversity of its members is key to ensure good performance. Diversity is applied to gender, age, independence, nationalities and skills.

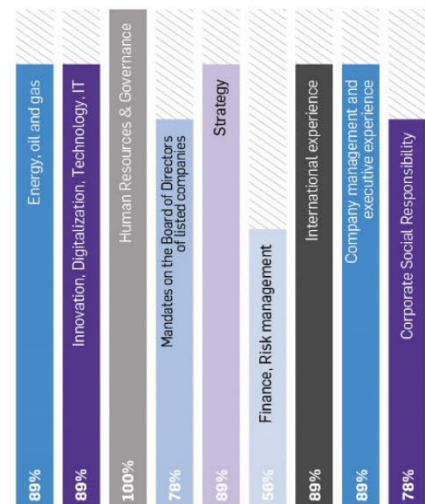
Gender balance ⁽¹⁾



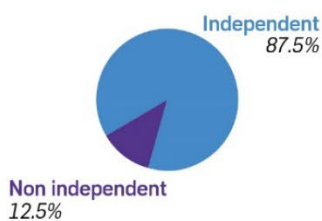
Age



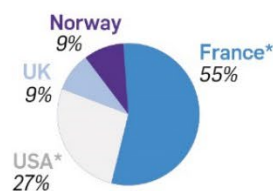
Skills



Independence ⁽¹⁾



Nationalities



* For the purpose of this chart, Sophie ZURQUIYAH and Mario RUSCEV have been accounted for in both "France" and "USA" as they have both nationalities.

(1) Excluding the director representing the employees in accordance with the recommendations of the AFEP-MEDEF Code.



Executive Leadership Team

Composition of the Executive Leadership team as of the date of this Document

Sophie ZURQUIYAH	Chief Executive Officer
Jérôme SERVE	Chief Financial Officer ^(a)
Eduardo COUTINHO	EVP Group General Counsel
Jérôme DENIGOT	EVP Group Human Resources EVP Sensing & Monitoring ^(b)
Hovey COX	EVP Group Marketing & Sales and Communications
Emmanuel ODIN	Chief Sustainability Officer
Peter WHITING	EVP Group Geoscience
Agnès BOUDOT	EVP HPC & Cloud Solutions ^(b)
Dechun LIN	EVP Group Earth Data

(a) Jérôme SERVE was appointed Chief Financial Officer on March 2, 2023 (see press release dated March 2, 2023).

(b) In replacement of Emmanuelle DUBU.

Statutory Auditors

Ernst & Young et autres

Member of the *Compagnie nationale des Commissaires aux Comptes de Versailles et du Centre*

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

Represented by Claire CESARI-WALCH

Date of the last renewal: May 15, 2019

Duration: until the end of the Ordinary General Meeting convened to approve the 2024 financial statements

Mazars

Member of the *Compagnie nationale des Commissaires aux Comptes de Versailles et du Centre*

Tour Exaltis, 61, rue Henri-Régnault, 92400 Courbevoie

Represented by Alexandre DE BELLEVILLE
and Daniel ESCUDEIRO

Date of the last renewal: May 15, 2019

Duration: until the end of the Ordinary General Meeting convened to approve the 2024 financial statements



4. SIGNIFICANT EVENTS IN 2023

CGG AT A GLANCE



2023 KEY OPERATIONAL HIGHLIGHTS

III MARCH 1ST

SERCEL MAKES MAJOR WING SALE IN CHINA

Sercel completes a major sale of its WING nodal acquisition solution into the Chinese petroleum and natural gas market. The contract was awarded by Sinopec, a long-standing key customer, and includes four wireless land nodal acquisition systems for a total of 35,000 field units.

III MAY 4

CGG AWARDED EXCLUSIVE CONTRACT TO PROVIDE HPC CLOUD SOLUTIONS TO BIOSIMULTICS FOR AI-POWERED DRUG DEVELOPMENT

CGG to provide Biosimultics with a fully customized HPC (high-performance computing), AI and cloud solution. Using CGG's algorithm and HPC expertise enables Biosimultics to fully scale their breakthrough pharma tech platform which provides pharmaceutical companies worldwide with a powerful predictive simulation capability when developing new drug molecules.

III MAY 23



CGG AWARDED OMV CONTRACT FOR MULTI-YEAR DEDICATED CENTER

Award of a new contract by OMV to continue operating a dedicated center at its head office in Vienna for an initial three-year period. During this time, OMV will continue to benefit from in-house access to CGG's advanced seismic imaging and reservoir characterization technology, as well as the support of its multi-disciplinary geoscience expertise to support key energy transition areas.

III JULY 3

SERCEL WINS MULTIPLE MEGA CREW EQUIPMENT CONTRACTS IN THE MIDDLE EAST

Award to Sercel of multiple major equipment contracts by BGP. The contracts include the delivery of 54 Nomad 65 Neo vibrator trucks and 29,000 GPR300 seabed nodes. The equipment will be used on several major onshore and OBN seismic surveys conducted in the Middle East.

III AUGUST 30

SERCEL EXTENDS ITS OBN PORTFOLIO TO OPERATE IN ALL SEABED SURVEY WATER DEPTHS

Sercel completes its portfolio of seabed nodal solutions for all water depths down to 6,000 m to meet growing industry demand for ocean bottom node (OBN) seismic surveys.

III OCTOBER 19



CGG OPENS NEW UK HPC HUB, INCREASING ITS GLOBAL TOTAL HPC CAPACITY TO 500 PETAFLUPS

The UK HPC hub leverages decades of expertise and innovation in energy efficient, industrial HPC design and operations.

III NOVEMBER 6

CGG AND LIGHTON COLLABORATE TO EVALUATE INDUSTRIAL HPC AND AI MODELS

CGG and LightOn, a pioneering artificial intelligence (AI) company, join forces to enable LightOn to optimally evaluate and test large language models (LLMs) to support the industrial deployment of AI.

III NOVEMBER 14

CGG LAUNCHES ITS OUTCOME-AS-A-SERVICE HPC OFFER

Launch of the outcome-as-a-service (OaaS) offering, designed to deliver customized, capability-focused HPC and AI solutions for scientific and engineering domains including generative AI and life sciences.



III NOVEMBER 14

CGG AND ECLAIRION JOIN FORCES TO MEET GROWING DEMAND FOR SUSTAINABLE HPC IN THE EU

CGG and Eclairion, France's first containerized supercomputer hosting center, announce a collaboration agreement to establish a state-of-the-art, energy-efficient infrastructure capable of hosting the high-power densities of next-generation servers.

III NOVEMBER 21

CGG SELLS ITS STAKE IN ARGAS TO TAQA

CGG entered into a definitive agreement with Industrialization and Energy Services Company ("TAQA") to sell its entire 49% stake in Arabian Geophysical and Surveying Company (ARGAS).



5. FINANCIAL RESULTS OF CGG SA OVER THE PAST FIVE YEARS

In €	2019	2020	2021	2022	2023
I. Financial position at year-end					
a) Capital stock	7,099,563	7,113,923	7,116,639	7,123,573	7,136,762
b) Number of shares outstanding	709,956,358	711,392,383	711,663,925	712,357,321	713,676,258
c) Maximal number of shares resulting from convertible bonds (see note below)	-	-	-	-	-
d) Total Equity	1,887,496,882	811,891,486	520,894,173	671,349,382	765,307,584
II. Earnings					
a) Sales net of sales tax	26,389,011	16,884,801	29,013,250	21,636,719	25,445,846
b) Earnings before taxes, employee profit sharing, depreciation and reserves	60,121,733	12,844,224	(377,765,039)	650,685,707	32,194,322
c) Employee profit sharing	-	-	-	-	-
d) Income taxes	(19,924,332)	(7,256,246)	(3,744,126)	(3,420,749)	(8,453,760)
e) Income after taxes, employee profit sharing, depreciation and reserves	97,295,002	(1,075,646,338)	(291,183,172)	150,058,885	93,893,770
f) Dividends	-	-	-	-	-
III. Earnings per share					
a) Earnings after taxes and profit sharing but before depreciation and reserves	0.11	0.03	(0.53)	0.92	0.06
b) Earnings after taxes, depreciation and reserves	0.14	(1.51)	(0.41)	0.21	0.13
c) Net dividend per share	-	-	-	-	-
IV. Personnel					
a) Average number of employees	22	18	14	13	13
b) Total payroll	8,263,169	5,515,555	5,402,078	5,823,606	7,291,180
c) Employee benefits (social security, etc.)	3,116,675	1,919,830	2,222,716	2,381,661	2,827,345

Note on convertible bonds: On February 21, 2018, CGG finalized the implementation of its financial restructuring plan. All bonds have been converted into shares.



6. HOW TO PARTICIPATE AND VOTE AT THE COMBINED GENERAL MEETING

Prior conditions to be completed to attend the General Meeting:

Any shareholder, regardless of the number of shares owned, may attend the General Meeting.

Pursuant to the provisions of section R. 22-10-28 of the French Commercial Code, in order to take part in this General Meeting, either in person or by voting remotely or giving a proxy, shareholders must provide evidence of their shareholding through the registration of their shares in their name on the second business day prior to the date of the General Meeting at 00:00 am (CET), i.e. **Monday, May 13, 2024 at 00:00 am (CET)**.

Any shareholder who has already voted by mail, sent a proxy or requested an admission card or a certificate of participation (under the conditions specified below) may transfer all or part of his or her shares at any time. However, if the transfer of ownership occurs before **Monday, May 13, 2024 at 00:00 am, CET**, the Company will invalidate or modify accordingly, as the case may be, the absentee ballot, the proxy, the admission card or the certificate of participation. To this end, the intermediary will notify the Company or its agent of the transfer of ownership and will provide the necessary information. No transfer of ownership made after **Monday, May 13, 2024 at 00:00 am, CET**, regardless of the means used, will be notified by the intermediary or taken into consideration by the Company, notwithstanding any agreement to the contrary.

Procedure for taking part in the General Meeting:

You have 5 options :

- ① Attend the General Meeting in person, or
- ② Vote by post, or
- ③ Vote online, or
- ④ Give a proxy to the Chairman of the General Meeting, or
- ⑤ Give a proxy to a person of your choice

① Shareholders wishing to attend the General Meeting in person can:

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

- On the day of the General Meeting, go directly to the admission desk specifically provided for this purpose, with an identity document, or
- Apply for an admission card, either
 - at **Uptevia** - Assemblées générales - 90-110 esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France ; or
 - **On the secure online platform VOTACCESS**, accessible via the Planetshares site at the following address:
<https://planetshares.uptevia.pro.fr>

Holders of shares in **pure registered form** should log on to the Planetshares site with their usual access codes.

Holders of shares in **administered registered form** should log on to the Planetshares site using their account number located on the top right of the voting form. Shareholders that do not have

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

- Apply for an admission card directly with the authorized intermediary in charge of their share account, or
- If the authorized intermediary in charge of their share account is connected to the VOTACCESS site, shareholders may also request an admission card electronically via the following process:

After logging on to the internet portal of the authorized intermediary with their usual identification information, shareholders should click on the icon that appears on the line corresponding to their CGG shares and follow the on-screen instructions to access the VOTACCESS site and request an admission card.



their ID or password may contact the number 0 826 109 119 (or +33 1 55 77 40 57 for calls from outside France).

After logging in, registered shareholders should follow the on-screen instructions to access the VOTACCESS site and request an admission card.

2 Shareholders who do not attend the General Meeting in person and who wish to **vote by post** can:

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

Return the voting form by mail or by proxy, which will be sent with the notice of meeting, to the following address: Uptevia - Assemblées générales - 90-110 esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France.

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

Request the voting form by mail or by proxy from the authorized intermediary in charge of their share account as from the date of the Shareholders' Meeting. Requests received no later than six days before the date of the Meeting, i.e. **Thursday, May 9, 2024**. It may also be downloaded from the Company's website: www.cgg.com. This voting form must be accompanied by a certificate of participation issued by the authorized intermediary and sent to: Uptevia - Assemblées générales - 90-110 esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France.

In accordance with Article R.225-77 of the French Commercial Code, voting forms must be received no later than 3 calendar days before the date of the General Meeting, i.e., no later than Saturday, May 11, 2024.

3 4 5 Shareholders who do not attend the General Meeting in person and who wish to **vote online** or to **give a proxy to the Chairman** of the General Meeting or to **another person** may:

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

Communicate their voting instructions, or appoint or revoke a proxy by internet prior to the General Meeting, on the VOTACCESS site, under the conditions described below:

Holders of registered shares will have access to VOTACCESS by logging on to: <https://planetshares.uptevia.pro.fr>

Holders of shares in **pure registered form** should log on to the Planetshares site with their usual access codes.

Holders of shares in **administered registered form** should log on to the Planetshares site using their account number located on the top right of their voting form. Shareholders that do not have their ID or password may contact the number 0 826 109 119 (or +33 1 55 77 40 57 for calls from outside France).

After logging on, shareholders should follow the on-screen instructions to reach VOTACCESS where they will be able to communicate their voting instructions or appoint or revoke a proxy.

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

- Holders of bearer shares whose authorized intermediary is connected to VOTACCESS should log on to their authorized intermediary's website with their usual identification information. They should then click on the icon that appears on the line corresponding to their CGG shares and follow the on-screen instructions in order to access the VOTACCESS site and vote or appoint or revoke a proxy.

- For holders of bearer shares whose authorized intermediary is not connected to VOTACCESS, in accordance with the provisions of Article R.22-10-24 of the French Commercial Code, the notification of the appointment and revocation of a proxy may also be made electronically, according to the following procedures:

- Holders of bearer shares will have to send an email to the following address: Paris.cts.france.mandats@uptevia.com
- This email must contain the following information: name of the issuer concerned, date of the General Meeting, surname, first name, address, bank references of the shareholder as



well as the surname, first name and if possible the address of the proxy.

- the shareholder must ask his/her authorized intermediary in charge of his/her share account to send a written confirmation to Uptevia - Assemblées générales - 90-110 esplanade du Général de Gaulle – 92931 Paris La Défense Cedex.

Only notifications of appointment or revocation of proxies can be sent to the above email address, any other unrelated requests or notifications will not be considered or processed.

In order to take into account the appointments or revocations of proxies made by electronic means, confirmations must be received no later than **Tuesday May 14, 2024 at 3:00 pm (CET)**.

! The VOTACCESS platform will be open as of Friday, April 26, 2024 at 10 am (CET), until the day before the General Meeting, i.e. Tuesday, May 14, 2024 at 3 pm (CET). !

HOWEVER, IN ORDER TO AVOID ANY POSSIBLE OVERLOAD OF THE VOTACCESS SITE, SHAREHOLDERS ARE ADVISED NOT TO WAIT UNTIL THE DAY BEFORE THE MEETING TO VOTE.

Requesting the addition of agenda items or draft resolutions:

Requests for adding items to the Meeting's agenda or draft resolutions submitted by shareholders who fulfill the conditions set forth by article R. 225-71 of the French Commercial Code must be sent by registered mail with acknowledgment of receipt to the Company's registered office at 27 avenue Carnot, 91300 Massy, France or by email to ag@cgg.com. The Company must receive the requests twenty-five (calendar) days prior to the date of the General Meeting, **i.e. Saturday, April 20, 2024** at the latest. Requests must be accompanied by a certificate of account registration in order to justify, on the date of the request, the possession or representation of the required fraction of the capital in accordance with the provisions of Article R. 225-71 of the French Commercial Code.

Requests for adding agenda items must include justification.

Requests for adding draft resolutions must be accompanied by the text of the draft resolutions and, if need be, a short summary of the justification, as well as the information provided for in 5° of Article R. 225-83 of the French Commercial Code if the draft resolution concerns the presentation of a candidate for the Board of Directors. In addition, examination by the General Meeting of draft resolutions or agenda item is subject to the delivery, by the authors of the request, of a new statement of holdings evidencing the registration of the shares in the same account on the second business day preceding the General Meeting at 00:00 am, Paris time, **i.e. Monday, May 13, 2024 at 00:00 am, CET**.

The list of items added to the agenda and the draft resolutions presented by shareholders under these conditions will be published without delay on the Company website: www.cgg.com.



How to fill in the voting form:

To attend the General Meeting and receive your admission card: Check this box

To vote by post: Check this box

To give authority to the Chairman of the Meeting: Check this box

To appoint a proxy: Check this box

Important: Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important: Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this, date and sign at the bottom of the form

JE DÉSIRES ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form

CGG
Société Anonyme au capital de 7 136 762 €
Siège Social :
27 avenue CARNOT
91300 MASSY, France
969 202 241 R.C.S. Evry

ASSEMBLÉE GÉNÉRALE MIXTE
convoquée le mercredi 15 mai 2024 à 10h30
Au Business Center Paris Trocadéro : 112 avenue Kléber, 75016 Paris

COMBINED GENERAL MEETING
to be held on Wednesday, May 15th, 2024 at 10:30 am
At Business Center Paris Trocadéro : 112 avenue Kléber, 75016 Paris

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account	
Nombre d'actions / Number of shares	<input type="checkbox"/> Nominatif / Registered <input type="checkbox"/> Vote simple / Single vote <input type="checkbox"/> Pour / For <input type="checkbox"/> Double vote / Double vote
Nombre de voix - Number of voting rights	

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci l'une des cases "Non" ou "Abstention". / I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this, for which I vote No or I abstain.

1		2		3		4		5		6		7		8		9		10	
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Cf. au verso (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

JE DONNE POUVOIR À : Cf. au verso (4)
pour me représenter à l'Assemblée
I HEREBY APPOINT: See reverse (4)
to represent me at the above mentioned Meeting
M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

ATTENTION: Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

CHECK OR STATE YOUR NAME, FIRST NAME AND ADDRESS HERE

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante :
In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box

- Je donne pouvoir au Président de l'Assemblée Générale. / I appoint the Chairman of the general meeting: _____
- Je m'abstiens. / I abstain from voting: _____
- Je donne procuration [cf. au verso verso (4)] à M. Mme ou Mlle, Raison Sociale pour voter en mon nom / I appoint [see reverse (4)] M. Mrs or Miss, Corporate Name to vote on my behalf: _____

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
To be considered, this completed form must be returned no later than:
sur 1^{ère} convocation / on first notification sur 2^{ème} convocation / on 2nd notification

à / to : Ufferts Service Assemblées 90-110 Esplanade du Général de Gaulle 92021 Paris La Défense Cedex Samedi 11 mai 2024 / Saturday, May 11th, 2024

* Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'Assemblée Générale.
* If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting

IN ANY CASE: DO NOT FORGET TO DATE AND SIGN HERE

If you hold bearer shares: Send this form to your authorized intermediary

Written questions:

In accordance with article R. 225-84 of the French Commercial Code, any shareholder may submit written questions to the Board of Directors.

Such questions must be sent to the following address: CGG, 27 avenue Carnot, 91300 Massy, France by registered letter with acknowledgment of receipt or by email to: ag@cgg.com together with a statement of holdings evidencing the registration of the shares.

This transmission must be carried out, as from the date on which the documents are made available to the shareholders and no later than the fourth business day preceding the General Meeting, i.e. **Tuesday, May 7, 2024**.

The answer to a written question is deemed to have been given as soon as it appears on the Company's website in a section dedicated to written questions.



Documentation made available to the shareholders:

The documents set forth by article R. 22-10-23 of the French Commercial Code will be published on the Company's website: www.cgg.com, no later than the twenty-first day preceding the General Meeting, i.e. **Wednesday, April 24, 2024**.

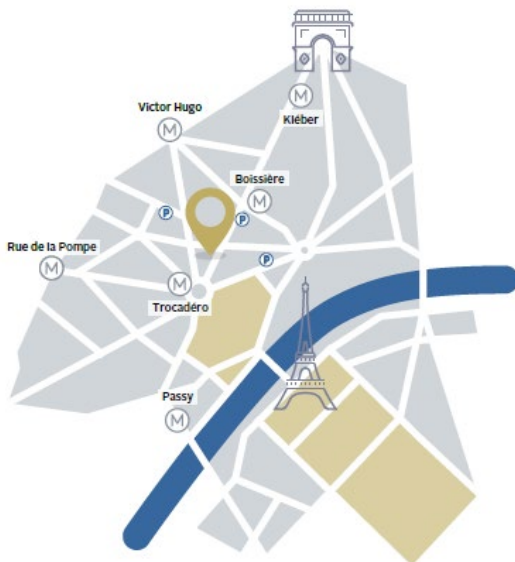
The documents to be submitted to the General Meeting in accordance with articles L. 225-115 and R. 225-83 of the French Commercial Code will be made at the Company's registered address.

From the date of the notice of meeting and up to and including the fifth day before the meeting, i.e., **until Friday, May 10, 2024**, any shareholder may ask the Company to send her/him the documents and information referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code, preferably by e-mail to the following address: ag@cgg.com. Holders of bearer shares must provide proof of their status as such by sending a certificate of account registration.

Place where the General Meeting will be held:

Wednesday, May 15, 2024 at 10.30 am (CET)

Business Center Paris Trocadéro - 112 avenue Kléber - 75016 Paris – France



PARIS
TROCADÉRO
BUSINESS CENTER

6 9 TROCADERO exit KLEBER

Car Park: Parc Kléber Trocadéro URBIS PARK

To get additional information:

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

- On the Company's website: www.cgg.com
- At the Company's registered office: CGG, Legal Department, 27 avenue Carnot, 91300 Massy



7. DIRECTORS WHOSE RENEWAL OR APPOINTMENT IS PRESENTED AT THIS COMBINED GENERAL MEETING (5TH AND 6TH RESOLUTIONS)

The terms of office as members of the Board of Directors of Mrs. Helen LEE BOUYGUES and Mrs. Heidi PETERSEN will expire at the end of this General Meeting called to approve the annual accounts closed on December 31, 2023.

Upon recommendation of the Remuneration, Appointment and Governance Committee, the Board of Directors proposes to renew the terms of office of Mrs. Helen LEE BOUYGUES for a four-year term expiring at the end of the General Meeting to be held in 2028 to approve the financial statements for the previous financial year. The Board of Directors believes that the renewal of Mrs. Helen LEE BOUYGUES will enable the continuation of the Group's transformation to which she has contributed since her appointment as director in 2018. Her expertise in restructuring, combined with her knowledge of the Company, will contribute to the value of the debates and the effective implementation of the transformation.

As Mrs. Heidi PETERSEN had expressed the wish not to be renewed in her functions for personal reasons, the Board of Directors proposes the appointment of Mr. Olivier JOUVE as a Director for a four-year term, until the end of the General Meeting to be held in 2028 to approve the financial statements for the previous financial year. Following the Remuneration, Nomination and Governance Committee's recommendations, the Board of Directors believes that Mr. Olivier JOUVE's extensive expertise in product management, artificial intelligence and machine learning, as well as his deep understanding of business transformation sector, would be a great benefit to the Group.

These renewal and appointment as Director are proposed at this General Meeting under the fifth and sixth resolutions and supported by the Board of Directors as presented on page 27 of this brochure.



Helen LEE BOUYGUES



Independent Director since 2018

Age: 51

Nationality: American

Professional address:

CGG SA, 27 avenue Carnot – 91300 Massy, France

First appointment: 2018 (by co-optation)

Last renewal: 2020

Expiry of the current term of office: 2024

Number of CGG shares held on December 31, 2023:

20,000 shares

Role in Board Committees:

- Chairwoman of the Investment Committee
- Member of the Audit and Risk Management Committee

Career

Helen LEE BOUYGUES received her Bachelor of Arts, magna cum laude, from Princeton University in Political Science and a Master of Business Administration from Harvard Business School.

Helen LEE BOUYGUES started her career in 1995 at J.P. Morgan in the M&A group in New York and in Hong Kong. In 1997, she joined Pathnet Inc., a telecommunications provider based in Washington DC, as Director of Development and Finance. From 2000 until 2004, she worked at Cogent Communications Inc. as Chief Operating Officer, Chief Financial Officer and Treasurer. She thereafter became a Partner at Alvarez & Marsal Paris, where she left to launch her own consulting firm specialized in corporate turnaround and transformations in 2010. In 2014, she integrated her team at McKinsey & Company in Paris where she was Partner responsible for the division Recovery and Transformation Services. Since June 2017, she is President of LB Associés, a consulting firm.

Current Positions

Within the Group:

None

Outside of the Group:

French companies and institutions:

- President of LB Associés
- Director, Chairwoman of the Audit Committee and Member of the Remuneration Committee of Burelle SA (a company listed on Euronext Paris)
- Lead Director, member of the Audit Committee and member of the Governance and CSR Committee of NEOEN SA (a company listed on Euronext Paris)
- Director and member of the Audit Committee of Fives SAS
- Director, Chairwoman of Remuneration Committee and member of Audit Committee of Latecoere SA (a company listed on Euronext Paris)*
- Director of Atos SE (a company listed on Euronext Paris)
- Governor and member of the Finance and Strategy Committees of the American Hospital of Paris (non-profit)

Foreign companies:

- Director of Guaranty Trust Holding Company (Nigeria, listed on Nigerian Stock Exchange)

Positions which expired over the last five years

Within the Group :

None

Outside of the Group

- Director of Pepco Group NV (Poland, listed company on Warsaw Stock Exchange)
- Chairwoman of Board and Chief Executive Officer of Conforama Holding (France)
- Member of the Supervisory Board of Arvella Investments SAS (France)
- Director of Steinhoff UK Holdings Limited (United Kingdom)
- Founder and General Manager of HLB Partners (France)
- Partner of McKinsey RTS France (France)
- Director and member of the Audit Committee and Chairwoman of the Remuneration Committee of Novartex SAS (France)

* Her office will not be renewed and will end at the Shareholders General Meeting to be held on May 13, 2024.



Olivier JOUVE



Candidate proposed for appointment as independent Director

Age: 58

Nationality: French and American

Professional address: CGG SA – 27, avenue Carnot – 91300 Massy, France

Number of CGG shares held on December 31, 2023: n.a.

Career

Olivier JOUVE is a French and American National based in North Carolina, USA. He holds two master's degrees in computer science and geophysics/geochemistry from Pierre and Marie Curie University. He started his career in 1989 as a Software engineer at CISI before founding several companies of his own, in particular, Instoria that he sold to LexiQuest. Olivier JOUVE has been a pioneer in artificial intelligence, in particular in natural language processing. He also served as an Associate Professor of Computer Science at Leonardo Da Vinci University in Paris and held his first executive positions at LexiQuest as COO and at SPSS Inc, a leading Public data mining company, as VP Product Management and Marketing and then Corporate Development. In 2009, he joined IBM after the acquisition of SPSS Inc. where he held several senior executive roles for almost 8 years including Global Director of Product Management for IBM Industry Solutions and Global Vice President of Offering Management for IBM Watson IoT. Since 2017, Mr. Olivier JOUVE has been working at GENESYS, a \$2B+ company, where he spent 7 years in the position of Executive VP and General Manager of Cloud and AI development and holds now the position of EVP and Chief Product Officer. He is responsible for the overall product direction and innovation of GENESYS, including oversight of the Genesys Cloud™ platform. Through this transformation to the Cloud, Olivier JOUVE supports the Genesys goal to be carbon neutral by 2030. Over the course of his career, Mr. Olivier JOUVE has built an expertise in Cloud Hyperscalers, artificial intelligence, product management and development, as well as a deep understanding of business transformation and corporate development.

Current Positions

Within the Group:

None

Outside of the Group:

- EVP & Chief Product Officer of GENESYS

Positions which expired over the last five years

Within the Group:

None

Outside of the Group:

None



8. AGENDA OF THE COMBINED GENERAL MEETING

Ordinary meeting:

1. Approval of the statutory accounts for financial year ended December 31, 2023,
2. Allocation of earnings for financial year ended December 31, 2023,
3. Approval of the consolidated accounts for financial year ended December 31, 2023,
4. Appointment of Ernst & Young et Autres as statutory auditors in charge of the assurance of sustainability information,
5. Renewal of the term of Mrs. Helen LEE BOUYGUES as Director,
6. Appointment of Mr. Olivier JOUVE, in replacement of Mrs. Heidi PETERSEN, as Director,
7. Statutory auditors' special report on related party agreements - Acknowledgment of the absence of any new agreement,
8. Approval of the information mentioned under part I of article L. 22-10-9 of the French Commercial Code,
9. Approval of the fixed, variable and exceptional components constituting the global remuneration and benefits of any kind paid during the past financial year or granted in respect of the same financial year to Mr. Philippe SALLE, Chairman of the Board of Directors,
10. Approval of the fixed, variable and exceptional components constituting the global remuneration and benefits of any kind paid for the past financial year or granted in respect of the same financial year, to Mrs. Sophie ZURQUIYAH, Chief Executive Officer,
11. Approval of the remuneration policy of Directors,
12. Approval of the remuneration policy of the Chairman of the Board of Directors,
13. Approval of the remuneration policy of the Chief Executive Officer,
14. Delegation of authority to the Board of Directors to buyback the Company's shares in accordance with article L. 22-10-62 of the French Commercial Code, duration of the authority, purposes, terms, ceiling, suspension during a public offer period,

Extraordinary meeting:

15. Reverse share split of the Company's shares by allocation of 1 new ordinary share with a nominal value of €1 for 100 ordinary shares held with a nominal value of €0.01 - Delegation of powers to the Board of Directors, with the ability to sub-delegate, to implement the reverse share split,
16. Authorization given to the Board of Directors to grant performance shares to certain employees and/or senior executive officers of the Company and / or of companies related to it, waiver of shareholders preemptive rights, duration of the authorization, ceiling, duration of the vesting period, particularly in the event of disability, and any holding period, suspension during a public offer,
17. Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or securities granting access to the share capital of the Company, without preferential subscription right, to the members of a company savings plan, pursuant to Articles L. 3332-18 et seq. of the French Labor Code, duration of the authority, maximum nominal value of the capital increase, issue price, possibility of allotting performance shares pursuant to Article L3332-21 of the French Labor Code, suspension during a public offer,
18. Global ceiling for delegations presented in the 16th and 17th resolutions of this General Meeting,
19. Change of Corporate Name – Amendment to Article 3 of the articles of association,
20. Power for formalities.

The notice of meeting including the draft resolutions submitted to this Combined General Meeting was published in the French *Bulletin des Annonces Légales Obligatoires (BALO)* dated April 8, 2024, bulletin n° 43.



9. DRAFT RESOLUTIONS SUBMITTED TO THE SHAREHOLDERS' APPROVAL

ORDINARY MEETING:

First resolution

(Approval of the statutory accounts for financial year ended December 31, 2023)

Upon presentation of the report of the Board of Directors and the report of the Statutory Auditors, the General Meeting hereby approves the financial statements for financial year ended December 31, 2023, as they are presented in such reports, and which show a net profit of € 93,893,770.28.

Second resolution

(Allocation of earnings for financial year ended December 31, 2023)

The General Meeting, on the proposal of the Board of Directors, resolves to allocate the entire result of the financial year ended December 31, 2023, i.e. the net profit of € 93,893,770.28, to the Carry forward account which is increased from an amount of 150,068,481.47 euros to the amount of 243,962,251.75 euros.

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

Third resolution

(Approval of the consolidated accounts for financial year ended December 31, 2023)

Upon presentation of the report of the Board of Directors and the report of the Statutory Auditors, the General Meeting approves the consolidated financial statements for financial year ended December 31, 2023, as they are presented in such reports, and which show as of this date a profit (Group's part) of 12,874,415 US\$.

Fourth resolution

(Appointment of Ernst & Young et Autres, as statutory auditor in charge of the assurance of sustainability information)

Upon presentation of the report of the Board of Directors and in compliance with Article L.232-6-3 of the French Commercial Code, the General Meeting resolves to appoint Ernst & Young et Autres as statutory auditor in charge of the assurance of sustainability information for the remaining period of its term as the Company's statutory auditor in charge of the certification of financial statements, i.e. for a one-year term expiring at the end of General Meeting set to approve the financial statements for the financial year ending December 31, 2024.

Ernst & Young et Autres indicated that it accepts these functions and that it is not affected by any incompatibility or prohibition likely to prevent its appointment.

Fifth resolution

(Renewal of the term of Mrs. Helen LEE BOUYGUES as Director)

The General Meeting resolves to renew Mrs. Helen Lee Bouygues as Director for a four-year period expiring at the end of the General Meeting to be held in 2028 to approve the financial statements of the previous financial year.

Sixth resolution

(Appointment of Mr. Olivier JOUVE, in replacement of Mrs. Heidi PETERSEN, as Director)

The General Meeting resolves to appoint Mr. Olivier Jouve, in replacement of Mrs. Heidi PETERSEN whose term is terminating, as Director for a four-year period expiring at the end of the General Meeting to be held in 2028 to approve the financial statements of the previous financial year.

Seventh resolution

(Statutory auditors' special report on related party agreements - Acknowledgment of the absence of any new agreement)

The General Meeting, having reviewed the statutory auditors' special report on related party agreements, mentioning the absence of any new agreement of the type referred to in Articles L. 225-38 et seq. of the French Commercial Code, hereby takes note of it purely and simply.



Eighth resolution

(Approval of the information mentioned under part I of article L.22-10-9 of the French Commercial Code)

The General Meeting approves, in accordance with article L.22-10-34, I of the French Commercial Code, the information referred to in article L.22.10-9, I of the French Commercial Code, as presented in the Report on Corporate Governance included in the 2023 Universal Registration Document, section 4.2.2.

Ninth resolution

(Approval of the fixed, variable, and exceptional components constituting the global remuneration and benefits of any kind paid during the past financial year or granted in respect of the same financial year to Mr. Philippe SALLE, Chairman of the Board of Directors)

The General Meeting approves, in accordance with article L.22-10-34, II of the French Commercial Code, the fixed, variable, and exceptional components of the global remuneration and benefits in kind paid during the past financial year, or granted pursuant to the same financial year, to Mr. Philippe SALLE, Chairman of the Board of Directors, as presented in the Report on Corporate Governance included in the 2023 Universal Registration Document, section 4.2.3.A.

Tenth resolution

(Approval of the fixed, variable, and exceptional components constituting the global remuneration and benefits of any kind paid for the past financial year or granted in respect of the same financial year, to Mrs. Sophie ZURQUIYAH, Chief Executive Officer)

The General Meeting approves, in accordance with article L.22-10-34, II of the French Commercial Code, the fixed, variable, and exceptional components of the global remuneration and benefits in kind paid during the past financial year, or granted pursuant to the same financial year, to Mrs. Sophie ZURQUIYAH, Chief Executive Officer, as presented in the Report on Corporate Governance included in the 2023 Universal Registration Document, section 4.2.3.B.

Eleventh resolution

(Approval of the remuneration policy of Directors)

The General Meeting approves, in accordance with article L.22-10-8 of the French Commercial Code, the remuneration policy applicable to the Directors, as presented in the Report on Corporate Governance included in the 2023 Universal Registration Document, section 4.2.1.2.c

Twelfth resolution

(Approval of the remuneration policy of the Chairman of the Board of Directors)

The General Meeting approves, in accordance with article L.22-10-8 of the French Commercial Code, the remuneration policy applicable to the Chairman of the Board of Directors, as presented in the Report on Corporate Governance included in the 2023 Universal Registration Document, section 4.2.1.2.a.

Thirteenth resolution

(Approval of the remuneration policy of the Chief Executive Officer)

The General Meeting approves, in accordance with article L.22-10-8 of the French Commercial Code, the remuneration policy applicable to the Chief Executive Officer as presented in the Report on Corporate Governance included in the 2023 Universal Registration Document, section 4.2.1.2.b.

Fourteenth resolution

(Delegation of authority to the Board of Directors to buyback the Company's shares in accordance with article L. 22-10-62 of the French Commercial Code)

The General Meeting, having reviewed the report of the Board of Directors, authorizes the Board of Directors, for a period of eighteen months, pursuant to the provisions of Articles L.22-10-62 et seq. and L. 225-210 and seq. of the French Commercial Code, to purchase, on one or more occasions and at such times as it shall determine, Company shares up to a maximum number of shares that may not exceed 10% of the number of shares making up the share capital as of the date of this General Meeting, adjusted if necessary to take account of any capital increases or reductions, or reverse share split (subject to the approval and implementation of the fifteenth resolution of this General Meeting) that may take place during the term of this share purchase program.

This authorization cancels the authorization given to the Board of Directors by the General Meeting of May 4, 2023 in its thirteenth ordinary resolution.



Acquisitions may be made in order to:

- ensure the facilitation of the secondary market or the liquidity of CGG shares through a liquidity contract entered into with an investment service provider acting in compliance with the market practice admitted by the regulations, it being specified that in this context, the number of shares taken into account for the calculation of the aforementioned limit corresponds to the number of shares purchased, minus the number of shares resold;
- retain purchased shares and subsequently remit them in exchange or as payment in the framework of merger, demerger, contribution of external growth transactions;
- cover stock option plans and/or performance share plans (or similar plans) to employees and/or corporate officers of the Group, including Economic Interest Groups and related companies as well as all allocations of shares under a company or group savings plan (or similar plan), under the company's profit-sharing scheme and/or all other forms of share allocation to employees and/or corporate officers of the Group, including Economic Interest Groups and related companies;
- cover securities giving entitlement to the allocation of shares in the Company within the framework of the regulations in force;
- cancel any shares acquired, in accordance with the authorization granted or to be granted by the Extraordinary General Meeting; and
- generally, implement any market practice that may be admitted by the French *Autorité des Marchés Financiers* and, more generally, to carry out any other transaction in compliance with applicable regulations (in such a case, the Company will inform its shareholders by means of a press release).

These share purchases may be carried out by any means, including the acquisition of blocks of shares, and at such times as the Board of Directors may determine.

The Board may not, without the prior authorization of the General Meeting, use this authorization from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.

The Company is not entitled to use optional mechanisms or derivative instruments.

The maximum purchase price per share shall be €4.02 (acquisition costs excluded). In case of operation on capital, in particular a share split or reverse share split or an allocation of free shares to shareholders, the above-mentioned amount will be adjusted in the same proportions (multiplication coefficient equal to the ratio between the number of shares comprising the capital before the operation and the number of shares after the operation).

The maximum amount of the share purchase program shall be 286 897 852 euros.

The General Meeting grants full powers to the Board of Directors to carry out these transactions, to determine the terms and conditions thereof, to enter into all agreements and to carry out all formalities.

EXTRAORDINARY MEETING:

Fifteenth resolution

(Reverse share split of the Company's shares by allocation of 1 new ordinary share with a nominal value of €1 for 100 ordinary shares held with a nominal value of €0.01 - Delegation of powers to the Board of Directors, with the ability to sub-delegate, to implement the reverse share split)

The General Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors:

- decides to proceed with a reverse share split comprising the Company's share capital, such that 100 ordinary shares with a nominal value of €0.01 each shall be exchanged for 1 new share with a nominal value of € 1;
- decides that the reverse stock split will be implemented at the earliest on expiry of a period of a fifteen-day (15) period starting on the date of publication of the notice of the reverse stock split to be published by the Company in the French Bulletin of Mandatory Legal Announcements (*Bulletin des Annonces Légales Obligatoires – BALO*);
- notes that, in accordance with the provisions of Article 6 of Decree no. 48-1683 of 30 October 1948 and Article 16-2 of the Company's articles of association, shareholders who own an isolated number of old shares or a number thereof that is less than the number required to implement the reverse stock split shall purchase or sell the number of old Shares required to implement the reverse stock split within thirty (30) days of the start of the reverse stock split;



- notes that the shares that cannot be allocated individually and that correspond to fractional rights will be sold under the terms and conditions of article R. 228-12 of the French Commercial Code;
- decides to grant full powers to the Board of Directors, with the authority to sub-delegate, to implement this decision, in particular in order:
 - to set the date of the reverse share split;
 - to record and determine the exact number of shares to be consolidated and the exact number of shares resulting from the reverse share split;
 - to suspend, when appropriate, for a period not exceeding three (3) months, the exercise of stock options and securities giving access to the share capital in order to facilitate the reverse share split operations;
 - to proceed, as a result of the reverse share split, with the adjustment of the rights of the beneficiaries of stock options, of performance shares and holders of securities giving access to the share capital in accordance with applicable laws, regulations and contractual provisions;
 - to duly record the completion of the reverse share split and proceed with the corresponding modification of the article 6 of the Company's articles of association;
 - to adjust the number of shares that may be issued under delegations of authority granted to the Board of Directors by previous General Meetings and by the present General Meeting;
 - to publish all notices and carry out all formalities required by law; and
 - broadly, to do everything useful or necessary for the realization of the reverse share split pursuant to the conditions set out in this resolution and applicable regulation.

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

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

This delegation is valid for a period of twelve (12) months from the date of the present General Meeting.

Sixteenth resolution

(Authorization given to the Board of Directors to grant performance shares to certain employees and/or senior executive officers of the Company and/or of companies related to it)

Having considered the Board of Directors' report and the Auditors' special report, the General Meeting, voting under the quorum and majority requirements for extraordinary general meetings, and in accordance with Articles L. 225-129-1, L. 225-197-1 et seq., L. 22-10-59 and L. 22-10-60 of the French Commercial Code:

- 1) Authorizes the Board of Directors, with the option to subdelegate such powers within the limits set by the legal and regulatory provisions, to allocate, free of charge, existing shares or shares to be issued ("performance shares"), in one or several times, to certain employees and/or senior executive officers of the Company and/or of Companies or Economic Interest Group (GIE) related to it within the meaning of Article L. 225-197-2 of the French Commercial Code, for a maximum percentage that cannot exceed **2% of the share capital of the Company on the date of the meeting of the Board of Directors deciding their allocation, i.e. 1% per year**. Within the above-mentioned ceiling, the total amount of shares granted to Executive Company officers pursuant to this authorization may not exceed a percentage of **0.30% of the share capital of the Company on the date of the meeting of the Board of Directors deciding their allocation**. 100% of the shares granted to executive corporate officers and members of the Executive Leadership Team under this authorization will be subject to the achievement of performance conditions. The shares granted to other beneficiaries (excluding executive corporate officers and members of the Executive Leadership Team), subject to presence condition only, by virtue of this authorization, may not represent more than **0.50%** of the share capital of the Company on the date of the meeting of the Board of Directors deciding on their allocation. It is specified that the amounts thus defined do not include any adjustment that may be made in accordance with legal and regulatory conditions;
- 2) The Board of Directors shall decide, in compliance with legal requirements, whether to impose a non-transferability clause on the performance shares granted to senior executive officers before the termination of



their office or set a minimum number of performance shares that they must hold as registered shares until the termination of their office;

- 3) Sets the minimum vesting period at the end of which the grant of performance shares is final as follows:
 - for senior executive officers and employees members of the Executive Leadership Team: 3 (three) years as from their grant by the Board of Directors. This General Meeting gives full powers to the Board of Directors to set, if appropriate, a longer vesting period and / or a holding period;
 - for employees who are not members of the Executive Leadership Team: 2 (two) years as from their grant by the Board of Directors, it being specified that the Board of Directors shall, for each grant, set a minimum vesting period of 3 (three) years for at least 50% of the shares granted. This General Meeting gives full powers to the Board of Directors to set, if appropriate, a longer vesting period and / or a holding period;
- 4) Decides that in the event of the incapacity of a beneficiary falling into the second or third categories provided by Article L. 341-4 of the French Social Security Code, the shares will be definitively acquired by him/her before the end of the remaining vesting period. The said shares shall be freely transferable as from their delivery. In addition, in the event of a beneficiary's death, his/her heirs may request the acquisition of the shares within a period of 6 (six) months as from the date of the death;
- 5) Duly records that in the event of a free allocation of new shares, the present authorization will entail, as and when the said shares are definitely granted, a capital increase through the capitalization of reserves, profits or share premiums in favor of the beneficiaries of the shares issued pursuant to this resolution, and the express waiver by the shareholders of their subscription right in favor of the beneficiaries of the shares that would be issued pursuant to this resolution;
- 6) Decides that the Board of Directors may not, except with the prior authorization of the General Meeting, use this delegation upon the filing by a third party of a proposed takeover bid for the Company's securities, until the end of the bid period;
- 7) Delegates full powers to the Board of Directors, with the option to sub-delegate within the limits set by the legal and regulatory provisions, to implement this authorization within the limits and under the conditions set out above, in order, including but not limited to:
 - to determine the category or categories of beneficiaries of the grant(s), and to establish their identity;
 - to determine the length of the vesting period, and, in case of a holding period, the duration of the holding period applicable to the share grant(s), within the above-defined limits;
 - to set performance conditions and conditions to be met for the grant(s), it being specified that grants will have to be determined in accordance with the following performance conditions to be achieved over the acquisition period:
 - i. 30% of the grant is based on the relative evolution of the CGG share price (TSR) versus the evolution of a stock performance index composed of the median of a panel of peers' share prices. Achievement of 130% strictly of the median growth of the peer panel will result in 100% of the shares vesting under this condition. Growth equal to 100% and strictly below 130% of the median growth of the peer panel will result in 75% of the shares vesting linearly up to 100% (excluded) under this condition. Achievement strictly below 100% will result in no shares vesting under this condition. It is specified that for the assessment of this condition, any increase in the share price due to the reverse share split (subject to the approval and implementation of the fifteenth resolution of this General Meeting) will not be taken into account.
 - ii. 20% of the grant is based on the achievement of a Beyond the Core revenue's objective. In case this objective is not achieved, no rights shall be acquired under this second condition.
 - iii. 30% of the grant is based on Average net debt over Adjusted Segment EBITDAs ratio. In case this objective is not achieved, no rights shall be acquired under this third condition.
 - iv. 20% of the grant is based on the achievement of an environment, social and governance (ESG) objective scorecard. It includes governance criteria focused on safety, risk management, environmental responsibility, and sustainability. In case this objective is not achieved, no rights shall be acquired under this fourth condition;

The maximum vesting rate for each performance condition may not exceed 100%. Thus, the maximum vesting rate may not exceed 100% of the allocation.



- to decide the amount of the grant(s), the dates and the terms and conditions of each grant, and the date, which may be retroactive, from which the securities issued will rank for dividends;
 - to adjust if appropriate during the vesting period, the number of shares related to any transactions affecting the Company's capital or the shareholders' equity in order to preserve the beneficiaries' rights;
 - in the case of an issuance of new shares, to charge if appropriate any sums required for the liberation of the said shares against reserves, profits or share premiums;
 - to note the completion of each capital increase, up to the amount of the shares effectively subscribed, to carry out the necessary administrative formalities and to make the corresponding amendments to the articles of association;
 - at its sole discretion, after each increase, to charge the costs of the capital increase against the amount of the premiums related to it, and to deduct from this amount the required sums to bring the legal reserve up to one tenth of the new capital;
 - determine and make all adjustments to take into account the impact of operations on the capital or equity of the Company, in particular in the event of a modification of the nominal value of the share, of a capital increase by incorporation of reserves ; free allocation of shares, share split or reverse share split, distribution of dividends, reserves or premiums or any other assets, depreciation of capital or any other operation relating to capital or equity and fix any other method enabling the preservation of the rights of the holders, where applicable;
 - generally speaking, to take all measures to carry out capital increases, under the legal and regulatory provisions, to conclude any agreements (in particular to ensure the successful completion of the issue), to require any authorization, to process any formalities, and to do what has to be done to bring the planned issues to a successful conclusion or postpone them;
- 8) Decides that this authorization is valid for twenty-six (26) months, as from the date of this General meeting, and duly notes that this authorization cancels as of today, the unused portion (if any) of any previous authorization with the same purpose.

In accordance with Article L. 225-197-4 of the French Commercial Code, the Board of Directors shall inform the General Meeting each year of the operations carried out pursuant to this resolution.

It is stated that the capital increases likely to be provided pursuant to this resolution will be deducted from the overall ceiling of the issue authorizations resulting from the 18th resolution of this General Meeting.

Seventeenth resolution

(Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or securities granting access to the share capital of the Company, without preferential subscription right, to the members of a company savings plan, pursuant to Articles L. 3332-18 et seq. of the French Labor Code)

The General Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with Articles L. 225-129-6, L. 225-138-1 and L. 228-92 of the French Commercial Code and L. 3332-18 et seq of the French Labour Code:

- 1) Delegates its authority to the Board of Directors to increase the share capital on one or more occasions, at its sole discretion, by issuing ordinary shares or securities granting access to the Company's capital for the benefit of members of one or more company or group savings plans set up by the Company and/or the French or foreign companies affiliated with it under the terms of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code.
- 2) Waives, 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.
- 3) Sets the period of validity of this delegation to twenty-six (26) months from the date of this General Meeting.
- 4) Limits the maximum aggregate amount of the increase(s) in capital that may be completed using this delegation to 2 % of the amount of share capital as of the date of this Meeting. This amount is to be deducted from the maximum nominal value of ordinary shares that may be issued under the sixteenth resolution of the Combined General Meeting of May 4, 2023 and from the overall ceiling set in the 18th resolution of this Meeting.

To this amount shall be added, the nominal value of the capital increase required to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other methods of preservation, the rights of holders of shares or securities giving access to the Company's capital.



- 5) Resolves that the price of the shares to be issued, pursuant to 1) of this delegation, may not be lower than 20% the average price of the share during the 20 trading days preceding the day of the decision fixing the opening date of the subscription, nor higher than this average.
- 6) Resolves, pursuant to the provisions of Article L. 3332-21 of the French Labor Code, that the Board of Directors shall be entitled to grant to the beneficiaries defined in the first paragraph above, free of charge, shares to be issued or already issued or other securities granting access to the Company's capital to be issued or already issued in respect of (i) the employer's contribution which may be paid in accordance with the regulations governing company or group savings plans, and/or (ii) as the case may be, the discount, and may decide, in the event of the issue of new shares in respect of the discount and/or the employer's contribution, to incorporate in the capital the reserves, profits or premiums necessary to pay up the said shares.
- 7) Notes that this authorization cancels as of the date of this General Meeting, any unused portion of any previous authorization with the same purpose.
- 8) Resolves that 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 over the Company's shares, and until the end of the offer period.

The Board of Directors may or may not implement this delegation, take all necessary measures, and carry out all formalities.

Eighteenth resolution

(Overall ceiling for the authorizations of issue in the sixteenth and seventeenth resolutions of this General Meeting)

The General Meeting, having reviewed the report of the Board of Directors, subject to the approval of the 16th and 17th resolutions, resolves to fix at 4% of the share capital of the Company on the day of this General Meeting, the ceiling of the aggregate nominal value of immediate or future share capital increases, pursuant to the sixteenth and to the seventeenth resolutions of this General Meeting, it being specified that may be added to this amount the nominal value of the capital increase required to preserve the rights of holders of shares or securities giving access to the Company's capital, in accordance with the law and, where applicable, any contractual provision providing for other methods of preservation.

Nineteenth resolution

(Change of corporate name – Amendment to Article 3 of the articles of association)

The General Meeting, having reviewed the report of the Board of Directors, resolves to:

- Adopt as a new corporate name: Viridien
- Consequently, amend Article 3 of the articles of association as follows : « The Company shall have the corporate name of : Viridien ».

Twentieth resolution

(Powers for formalities)

The General Meeting grants full powers to holders of a copy or extract of these minutes to fulfill all necessary legal registration or publication formalities.



10. REPORT OF THE BOARD OF DIRECTORS ON THE DRAFT RESOLUTIONS

1. APPROVAL OF THE STATUTORY ACCOUNTS FOR FINANCIAL YEAR ENDED DECEMBER 31, 2023 (FIRST RESOLUTION)

We recommend that you approve the financial statements for the financial year ended December 31, 2023, which shows a net profit of 93,893,770.28 euros.

These 2023 financial statements and the related statutory auditors' report are included in section 6.2 of the 2023 Universal Registration Document (published on the Company's website (www.cgg.com) and available upon request to the Company).

2. ALLOCATION OF EARNINGS FOR FINANCIAL YEAR ENDED DECEMBER 31, 2023 (SECOND RESOLUTION)

Our proposed allocation of the Company's result is in accordance with the law and our articles of association.

We propose to allocate the entire result of the financial year ended December 31, 2023, i.e. the net profit of 93,893,770.28 euros, to the Carry forward account which is increased from an amount of 150,068,481.47 euro to the amount of 243,962,251.75 euros.

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.

3. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR FINANCIAL YEAR ENDED DECEMBER 31, 2023 (THIRD RESOLUTION)

We recommend that you approve the consolidated financial statements for the financial year ended December 31, 2023, which shows a profit (Group's part) of 12,874,415 US\$.

The 2023 consolidated financial statements and the related statutory auditors' report are included in section 6.1 of the 2023 Universal Registration Document (published on the Company's website (www.cgg.com) and available upon request to the Company).

4. APPOINTMENT OF ERNST & YOUNG ET AUTRES AS STATUTORY AUDITOR IN CHARGE OF THE ASSURANCE OF SUSTAINABILITY INFORMATION (FOURTH RESOLUTION)

On the joint recommendation of the Audit and Risk Management Committee and HSE/Sustainable Committee, we recommend that you approve the appointment of Ernst & Young et Autres, as the Company's statutory auditor in charge of the assurance of sustainability information, for the remaining term of its mandate as the Company's statutory auditor for the certification of the financial statements, i.e. for a term of one financial year expiring at the end of the General Meeting called to approve the financial statements for the year ending 31 December 2024.

5. TERMS AS DIRECTORS (FIFTH AND SIXTH RESOLUTIONS)

We remind you that the terms of office as members of the Board of Directors of Mrs. Helen LEE BOUYGUES and Mrs. Heidi PETERSEN will expire at the end of this General Meeting called to approve the annual accounts closed on December 31, 2023.

Upon recommendation of the Remuneration, Appointment and Governance Committee, we propose to renew the term of office of Mrs. Helen LEE BOUYGUES for a four-year term expiring at the end of the General Meeting to be held in 2028 to approve the financial statements for the previous financial year. The Board of Directors believes that the renewal of Mrs. Helen LEE BOUYGUES will enable the continuation of the Group's transformation to which she has contributed since her appointment as director in 2018. Her expertise in restructuring, combined with her knowledge of the Company, will contribute to the value of the debates and the effective implementation of the transformation.

As Mrs. Heidi PETERSEN had expressed the wish not to be renewed in her functions for personal reasons, we propose the appointment of Mr. Olivier JOUVE as a Director for a four-year term, until the end of the General Meeting to be held in 2028 to approve the financial statements for the previous financial year. Following the Remuneration, Appointment and Governance Committee's recommendations, we believe that Mr. Olivier JOUVE's extensive expertise in product management, artificial intelligence and machine learning, as well as his deep understanding of business transformation sector would be a great benefit to the Group.



5.1 INDEPENDENCE AND GENDER BALANCE

The Board of Directors, following the Remuneration, Appointment and Governance Committee's recommendation, considers that Mrs. Helen LEE BOUYGUES and Mr. Olivier JOUVE are qualified as independent members in accordance with the independence criteria of the AFEP-MEDEF Code, which is adopted by the Company as its reference code for corporate governance. In this respect, it is specified that Mrs. Helen LEE BOUYGUES and Mr. Olivier JOUVE do not have any business relationship with the Group.

If you approve the renewal of the term of office of Mrs. Helen LEE BOUYGUES and the appointment of Mr. Olivier JOUVE:

- The Board's independence rate, defined in accordance with the criteria of the AFEP-MEDEF Code, would be maintained at 87.5% (it being specified that the director representing the employees has not been included in this calculation). The Company will thus continue to comply with the recommendations of this Code regarding the proportion of independent members,
- The proportion of women on the Board would be 50% (it being specified that the director representing employees has not been included in this calculation), in accordance with the law.

Information on the composition of the Board and the assessment of the independence of the directors is provided in section 4.1.3.1 of the 2023 Universal Registration Document.

5.2 SKILLS, EXPERIENCE, COMPETENCE AND KNOWLEDGE OF THE GROUP

Information regarding the skills and experience of the candidates and the reason for their candidatures is detailed hereinafter and in section 4.1.3.1 of the 2023 Universal Registration Document for Mrs. Helen LEE BOUYGUES:

- **Mrs. Helen LEE BOUYGUES**

Mrs. Helen LEE BOUYGUES, 51 years old, US national, is an independent Director of CGG since 2018. As of December 31, 2023, she holds 20,000 shares of CGG. Mrs. Helen LEE BOUYGUES received her Bachelor of Arts, *magna cum laude*, from Princeton University in Political Science and a Master of Business Administration from Harvard Business School. Mrs. Helen LEE BOUYGUES started her career in 1995 at J.P. Morgan in the M&A group in New York and in Hong Kong. In 1997, she joined Pathnet Inc., a telecommunications provider based in Washington DC, as Director of Development and Finance. From 2000 until 2004, she worked at Cogent Communications Inc. as Chief Operating Officer, Chief Financial Officer and Treasurer. She thereafter became a Partner at Alvarez & Marsal Paris, where she left to launch her own consulting firm specialized in corporate turnaround and transformations in 2010. In 2014, she integrated her team at McKinsey & Company in Paris where she was Partner responsible for the division Recovery and Transformation Services. Since June 2017, she is President of LB Associés, a consulting firm. In addition to her directorship at CGG, Mrs. Helen LEE BOUYGUES is a Director of the following companies listed on Euronext Paris: Burelle SA, NEOEN SA, Atos SE and Latecoere SA¹.

- **Mr. Olivier JOUVE**

Mr. Olivier JOUVE, 58 years old, is a French and American National based in North Carolina, USA. He holds two master's degrees in computer science and geophysics/geochemistry from Pierre and Marie Curie University. He started his career in 1989 as a Software engineer at CISI before founding several companies of his own, in particular, Instoria that he sold to LexiQuest. Mr. Olivier JOUVE has been a pioneer in artificial intelligence, in particular in natural language processing. He also served as an Associate Professor of Computer Science at Leonardo Da Vinci University in Paris and held his first executive positions at LexiQuest as COO and at SPSS Inc, a leading Public data mining company, as VP Product Management and Marketing and then Corporate Development. In 2009, he joined IBM after the acquisition of SPSS Inc. where he held several senior executive roles for almost 8 years including Global Director of Product Management for IBM Industry Solutions and Global Vice President of Offering Management for IBM Watson IoT. Since 2017, Mr. Olivier JOUVE has been working at GENESYS, a \$2B+ company, where he spent 7 years in the position of Executive VP and General Manager of Cloud and AI development and holds now the position of Executive VP and Chief Product Officer. He is responsible for the overall product direction and innovation of GENESYS, including oversight of the Genesys Cloud™ platform. Through this transformation to the Cloud, Mr. Olivier JOUVE supports the Genesys goal to be carbon neutral by 2030. Over the course

¹ Her office as Director of Latecoere SA will not be renewed and will end at the Shareholders General Meeting to be held on May 13, 2024.



of his career, Mr. Olivier JOUVE has built an expertise in Cloud Hyperscalers, artificial intelligence, product management and development, as well as a deep understanding of business transformation and corporate development.

5.3 ATTENDANCE RATE

The individual attendance rates of all Board members are detailed in section 4.1.3.4 of the 2023 Universal Registration Document.

The attendance rates for Board and Committee meetings during the 2023 financial year of Mrs. Helen LEE BOUYGUES, the candidate for renewal, is detailed below:

	Helen LEE BOUYGUES
Board of Directors	100 %
Audit and Risk Management Committee	100 %
Investment Committee	100 %

5.4 NATIONALITIES AND AGE RATE OF THE BOARD OF DIRECTORS

If you approve the renewal of Mrs. Helen LEE BOUYGUES and the appointment of Mr. Olivier JOUVE as Directors:

- The average age of the members of the Board of Directors would be nearly 60 years;
- The internationalization rate of the Board of Directors would be 3 nationalities represented (France, USA and UK);

in accordance with the diversity objectives presented in section 4.1.3.1.d) of the 2023 Universal Registration Document.

6. STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS - ACKNOWLEDGMENT OF THE ABSENCE OF ANY NEW AGREEMENT (SEVENTH RESOLUTION)

We ask you to acknowledge that there is no new agreement referred to in Articles L. 225-38 et seq. of the French *Commercial Code*.

No agreement has been concluded or previously authorized which remained in force.

The statutory auditors' special report on regulated agreements is included in section 4.1.4.4 of the 2023 Universal Registration Document.

7. SAY ON PAY (EIGHTH TO THIRTEENTH RESOLUTIONS)

7.1 SAY ON PAY EX POST

7.1.1 Approval of the information mentioned under part I of Article L.22-10-9 of the French *Commercial Code* (eighth resolution)

In accordance with article L. 22-10-34 I of the French *Commercial Code*, we request that you approve the information referred to in I of article L. 22-10-9 of the French *Commercial Code* contained in the 2023 Universal Registration Document under section 4.2.2.

This information includes all remuneration paid to corporate officers during the past financial year or granted pursuant to the same financial year. It also includes the equity ratios used to monitor the evolution of the compensation of corporate officers in relation to that of employees and the performance of CGG.

7.1.2 Approval the fixed, variable and exceptional components constituting the global remuneration and benefits of any kind paid during the past financial year or granted in respect of the same financial year to Mr. Philippe SALLE, Chairman of the Board of Directors (ninth resolution)

In accordance with article L. 22-10-34 II of the French *Commercial Code*, we request that you approve the fixed, variable and exceptional components of the global remuneration and benefits in kind paid during the past financial year, or granted pursuant to the same financial year, to Mr. Philippe SALLE, Chairman of the Board of Directors, as presented below.



These elements are in line with the remuneration policy for the Chairman of the Board of Directors for financial year 2023 adopted by the Combined General Meeting of Thursday, May 4, 2023 in its eleventh ordinary resolution.

Remuneration elements put to the vote	Amounts paid in 2023	Amount allocated for 2023 or Accounting valuation	Information
Fixed remuneration	€170,000	€170,000	In accordance with the 2023 remuneration policy applicable to the Chairman of the Board of Directors approved by the Shareholders' Meeting of May 4, 2023, Philippe Salle received a fixed annual remuneration of €170,000 for his duties as Chairman of the Board of Directors (unchanged since 2018).
Annual variable remuneration	Not applicable	Not applicable	Philippe SALLE does not receive any variable remuneration.
Deferred variable remuneration	Not applicable	Not applicable	Philippe SALLE does not receive any deferred variable remuneration.
Multi-annual variable remuneration (cash)	Not applicable	Not applicable	Philippe SALLE does not receive any multi-annual variable remuneration.
Exceptional remuneration	Not applicable	Not applicable	Philippe SALLE does not receive any exceptional remuneration.
Stock options, performance shares, and any other long-term remuneration element	Not applicable	Not applicable	Philippe SALLE does not receive any allocation of stock options or performance shares.
Remuneration allocated to Directors	€72,000 (allocated for 2022 and paid in 2023)	€70,000 (allocated for 2023 and to be paid in 2024)	In accordance with the 2023 remuneration policy applicable to the Board of Directors approved by the Shareholders' Meeting of May 4, 2023, Philippe SALLE will receive in 2024, for the year 2023 and for his term of office as Director, a variable portion amounting to €70,000 (considering his attendance rate over 90%).
Valuation of benefits of any kind	Not applicable	Not applicable	Philippe SALLE does not benefit from any benefit in kind.
Severance pay	Not applicable	Not applicable	Philippe SALLE is not entitled to any severance pay.
Non-compete indemnity	Not applicable	Not applicable	Philippe SALLE is not entitled to any non-compete indemnity.
General Benefits plan	Not applicable	Not applicable	For 2023, Philippe Salle do not benefit from such plans.
Supplementary pension plan	Not applicable	Not applicable	Philippe SALLE does not benefit from a supplementary pension plan.



7.1.3 Approval of the fixed, variable and exceptional components constituting the global remuneration and benefits of any kind paid for the past financial year or granted in respect of the same financial year, to Mrs. Sophie ZURQUIYAH, Chief Executive Officer (*tenth resolution*)

in accordance with article L.22-10-34, II of the French Commercial Code, we request that you approve the fixed, variable and exceptional components of the global remuneration and benefits in kind paid during the past financial year, or granted pursuant to the same financial year, to Mrs. Sophie ZURQUIYAH, Chief Executive Officer, as presented below.

These elements are in line with the remuneration policy for the Chairman of the Board of Directors for financial year 2023 adopted by the Combined General Meeting of Thursday, May 4, 2023 in its twelfth ordinary resolution.

Remuneration elements put to the vote	Amounts paid in 2023	Amount allocated for 2023 or Accounting valuation	Information
Fixed remuneration	€680,400	€680,400	
Annual variable remuneration (Payment of the annual variable remuneration is subject to approval by the 2023 General Meeting under the conditions provided for in Article L. 22-10-34, II of the French Commercial Code)	€879,076 (allocated for 2022 and paid in 2023)	€775,656 (allocated for 2023 and to be paid in 2024)	<p>Sophie ZURQUIYAH receives a variable remuneration subject to fulfilling non-financial objectives (representing one third of variable remuneration) and financial objectives (representing two thirds of variable remuneration).</p> <p>The financial criteria are based on fulfilling the Group's budgetary objectives, set by the Board of Directors. Her target amount is set to 100% of her fixed remuneration.</p> <p>The performance criteria and/or conditions were established by the Board meeting of March 2, 2023.</p> <p>The financial objectives are as follows:</p> <ul style="list-style-type: none"> - Group Net Cash Flow (25%); - Free EBITDA (25%); - Group Segment revenues (25%); and - Operating income (25%). <p>The non-financial objectives focused on:</p> <ul style="list-style-type: none"> - Group Strategic and Financial Plan Management (30%); - Business and Operational Performance Management (30%); - Organization and Human Resources Management (10%); - ESG/HSE (30%). <p>On the basis of fulfilling the above financial and non-financial conditions and the financial statements for the year 2023, and upon recommendation of the Appointment, Remuneration and Governance Committee, the Board of Directors, at its meeting of March 6, 2024, set this variable remuneration at €775,656.</p> <p>This payment corresponds to an overall fulfilment rate of 114.0% of the objectives (out of a possible</p>



Remuneration elements put to the vote	Amounts paid in 2023	Amount allocated for 2023 or Accounting valuation	Information
			maximum of 166.67%). This rate is applied to the target amount of variable remuneration (corresponding to 100% of the annual fixed remuneration of Sophie ZURQUIYAH). Payment of this remuneration will be subject to the approval by the 2024 General Meeting.
Deferred variable remuneration	Not applicable	Not applicable	Sophie ZURQUIYAH does not receive any deferred variable remuneration.
Exceptional remuneration	Not applicable	Not applicable	Sophie ZURQUIYAH did not receive any exceptional remuneration in 2023.
Remuneration allocated to Directors	Not applicable	Not applicable	Sophie ZURQUIYAH does not receive any remuneration allocated to Directors.
General benefits plan	Not applicable	€5,214	Sophie ZURQUIYAH benefits from the general compulsory benefits plan of the Group applicable to all employees. For 2023, the amount corresponding to the expense borne by the Company under this scheme represents €5,214 for Sophie ZURQUIYAH.
International medical insurance	Not applicable	€33,262	Sophie ZURQUIYAH benefits from an international medical insurance contract. For 2023, the amount corresponding to the expense borne by the Company under this contract is €33,262 (US\$35,905 converted in euros on the basis of an average conversation rate for the year 2023 of 0,9264). The cost of this international medical insurance is borne by CGG SA.
Valuation of benefits in kind (company car)	Not applicable	€9,600	The Board of Directors, at its meeting of April 26, 2018, decided that for her duties as Chief Executive Officer, Sophie ZURQUIYAH would benefit from a company car, the reinstatement of which cannot give rise to a benefit in kind greater than an annual amount of €11,880.
Valuation of benefits in kind (unemployment insurance)	Not applicable	€12,043	Sophie ZURQUIYAH benefits from an individual unemployment insurance plan with the GSC. This guarantee provides for the payment of a maximum percentage of 13.3% of Sophie ZURQUIYAH's target remuneration in 2023 (i.e. €180,998) over a period of 12 months.
Multi-annual variable remuneration (cash)	Not applicable	Not applicable	No multi-annual variable remuneration plan was implemented by the Company during the 2023 financial year.



Remuneration elements put to the vote	Amounts paid in 2023	Amount allocated for 2023 or Accounting valuation	Information
<p>Stock options, performance shares, and any other long-term remuneration element</p> <p>(Valuation according to the method used for the consolidated accounts for the 2023 financial year)</p>		<p>Stock options: €111,800</p>	<p>At its meeting of June 22, 2023, and on the basis of the 15th resolution of the General Meeting of May 5, 2022, the Board of Directors granted Sophie ZURQUIYAH 430,000 stock options, i.e. 0.060% of the Company's share capital at the date of the grant.</p> <p>The acquisition of rights is subject to presence in June 2026 (i.e. 3 years from the award by the Board of Directors).</p> <p>The acquisition of rights is subject to the fulfilment of four performance conditions, to be achieved over the vesting period relating to:</p> <ul style="list-style-type: none"> - a performance condition based on a growth objective of the share price of CGG in relation to the evolution of a stock market performance index composed of the share prices of a panel of peers composed of companies in the Petroleum sector and related fields – TGS ASA, PGS ASA, Fugro NV, Core laboratories VV, Nov Inc, MagSeis Fairfield ASA, Valaris LTD, Technip FMC PLC and Hunting – (hereinafter “benchmark”) over the acquisition period, calculated at the date of acquisition, conditioning 40% of the award, it being specified that: <ul style="list-style-type: none"> • a CGG share growth above or equal to 130% of the median growth of the benchmark will trigger 100% of CGG options to vest under this condition; • a CGG share growth strictly above 100% and strictly below 130% of benchmark index median growth will trigger between 75% and 100% of CGG Options to vest under this condition on the basis of a linear acquisition scale; • a CGG share growth equal to 100% of the median growth of the benchmark will trigger 75% of CGG options to vest under this condition; • a CGG share price growth strictly below 100% of the median of the benchmark, will not trigger any vesting, i.e. no option will be acquired under this condition. - a performance condition based on the achievement of a cumulative Free EBITDA target for the years 2023, 2024 and 2025, conditioning 20% of the award; if the



Remuneration elements put to the vote	Amounts paid in 2023	Amount allocated for 2023 or Accounting valuation	Information
			<p>objective is not achieved, no right is acquired under this condition;</p> <ul style="list-style-type: none"> - a performance condition based on the achievement of an average net debt to EBITDAs ratio target for the year 2025, conditioning 20% of the allocation; if the objective is not achieved, no right is acquired under this condition; - a performance condition based on the achievement of an environmental, social and governance objective conditioning 20% of the award; if the objective is not attained, no rights are acquired under this condition. An ESG scorecard has been defined including the following criteria and indicators: <ul style="list-style-type: none"> • Social (40%) including indicators of diversity and employee engagement; • HSE (20%) and more precisely an indicator linked to the “Total recordable case frequency” (TRCF); • Environmental (40%) including indicators related to carbon neutrality, energy use efficiency in data centers (PUE) and carbon intensity. <p>The fulfilment of the performance conditions entitles the holder to the grant of 100% of the options on the date on which this realization is determined by the Board.</p> <p>The exercise price of these options is €0.68, set on the basis of the average closing price of the CGG share during the twenty (20) trading days preceding the grant. The options have a duration of eight years.</p> <p>Other conditions applicable to this plan are set out in paragraph 4.2.2.1.B of the Universal Registration Document 2023.</p>
		<p>Performance shares: €275,200</p>	<p>At its meeting of June 22, 2023, and on the basis of the 14th resolution of the General Meeting of May 5, 2022, the Board of Directors granted Sophie ZURQUIYAH 430,000 performance shares, i.e. 0.060% of the Company’s share capital at the date of the grant.</p> <p>The acquisition of rights is subject to presence in June 2026 (i.e. three years from the date of grant) subject to the fulfilment of the following</p>



Remuneration elements put to the vote	Amounts paid in 2023	Amount allocated for 2023 or Accounting valuation	Information
			<p>performance conditions, to be met over a three-year vesting period:</p> <ul style="list-style-type: none"> - a performance condition based on the achievement of a cumulative Free EBITDA target for the years 2023, 2024 and 2025, conditioning 40% of the allocation; if the objective is not achieved, no right is acquired under this condition; - a performance condition based on the achievement of an average net debt to EBITDAs ratio target for the full year 2025, conditioning 40% of the allocation; If the objective is not attained, no right is acquired under this condition; - a performance condition based on the achievement of an environmental, social and governance objective conditioning 20% of the award; if the objective is not attained, no rights are acquired under this condition. An ESG scorecard has been defined including the following criteria and indicators: <ul style="list-style-type: none"> • Social (40%) including indicators of diversity and employee engagement, • HSE (20%) and more precisely an indicator linked to the “Total recordable case frequency” (TRCF), • Environmental (40%) including indicators related to carbon neutrality, energy use efficiency in data centers (PUE) and carbon intensity. <p>Other conditions applicable to this plan are set out in paragraph 4.2.2.1.B. of the 2023 Universal Registration Document.</p>
Supplementary pension plan	Not applicable	€13,198	<p>Sophie ZURQUIYAH benefits from a collective defined-contribution funded pension plan implemented for the Group’s executives since January 1, 2005.</p> <p>The contribution is calculated with reference to the Annual Social Security Ceiling:</p> <ul style="list-style-type: none"> - tranche A – up to 1 Annual Social Security Ceiling: 0.5% employee contribution and 1% employer contribution; - tranche B – between 1 and 4 Annual Social Security Ceilings: 2% employee contribution and 3% employer contribution;



Remuneration elements put to the vote	Amounts paid in 2023	Amount allocated for 2023 or Accounting valuation	Information
			<ul style="list-style-type: none"> - tranche C – between 4 and 8 Annual Social Security Ceilings: 3.5% employee contribution and 5% employer contribution. <p>The contribution base consists exclusively of the gross annual remuneration for the year declared, the base salary, the annual variable remuneration and the benefit in kind (company car). As a matter of principle, this base excludes any other remuneration element. For 2023, the amount corresponding to the expense borne by the Company under this plan represents €13,198 for Sophie ZURQUIYAH.</p>
Contractual termination indemnity	No amount paid to Sophie ZURQUIYAH for the 2023 financial year	No amount allocated to Sophie ZURQUIYAH for the 2023 financial year	<p>For the duration of her term of office, Sophie ZURQUIYAH would benefit from a contractual termination indemnity in the event of termination of her corporate office.</p> <p>These benefits have the following characteristics:</p> <p>Sophie ZURQUIYAH benefits from a contractual termination indemnity in the event of revocation and non-renewal of her term of office within twelve months following a change of control, in the absence of any situation of failure characterized by the non-achievement of the performance conditions described below; No payment shall be made in the event of serious or gross misconduct regardless of the reason for leaving.</p> <p>The payment of the contractual termination indemnity will depend on the average achievement rate of the objectives relating to the annual variable portion of Sophie ZURQUIYAH’s remuneration for the last three financial years ended prior to the departure date, in accordance with the following rule:</p> <ul style="list-style-type: none"> - If the average achievement rate is less than 80%, no contractual termination indemnity will be paid; - If the average achievement rate is equal to or greater than 80% and less than 90%, the contractual termination indemnity will be due at 50% of its amount; - If the average achievement rate is equal to or greater than 90%, the contractual termination indemnity will be due on a straight-line basis between 90% and 100% of its amount.



Remuneration elements put to the vote	Amounts paid in 2023	Amount allocated for 2023 or Accounting valuation	Information
			<p>This contractual termination indemnity will be equal to the difference between (i) a gross amount capped at 200% of the Annual Reference Remuneration and including all sums of any nature whatsoever, and on any basis whatsoever, to which Sophie ZURQUIYAH may be entitled as a result of the termination, and (ii) all sums to which she may be entitled as a result of the implementation of the non-compete commitment.</p> <p>The aggregate of the contractual termination indemnity and the non-compete indemnity may under no circumstances exceed 200% of the corporate officer's Annual Reference Remuneration. Should the combined amount of the two benefits be greater, the contractual termination indemnity would be reduced to the amount of this cap.</p> <p>The Annual Reference Remuneration consists exclusively of the annual fixed remuneration received during the twelve rolling months prior to the notice date, plus the annual average of the variable remuneration due for the last three financial years ended prior to the departure date or beginning of the notice period, if applicable.</p> <p>It is specified that, the Board of Directors must acknowledge, prior to the payment of the special termination indemnity, (i) that the performance conditions described above have been met and (ii) that the contractual termination indemnity complies with the Corporate Governance Code in force at the date of the departure of the person concerned.</p>
Non-compete commitment indemnity	No amount paid to Sophie ZURQUIYAH for the 2023 financial year	No amount allocated to Sophie ZURQUIYAH for the 2023 financial year	<p>Sophie ZURQUIYAH has a non-compete commitment applicable to activities involving services for the acquisition, processing or interpretation of geophysical data, or the supply of equipment or products designed for the acquisition, processing or interpretation of geophysical data, and involving the contribution of the person concerned to projects or activities in the same field as those in which she participated within the CGG group.</p> <p>In consideration for this commitment for a period of 18 months from the date of the termination of Sophie ZURQUIYAH's duties, she would receive remuneration corresponding to 100% of her Annual Reference Remuneration.</p>



Remuneration elements put to the vote	Amounts paid in 2023	Amount allocated for 2023 or Accounting valuation	Information
			The allowance will be paid in instalments and will not be payable when the person concerned claims his or her pension rights and, in any event, beyond the age of 65.

7.2 SAY ON PAY EX ANTE – REMUNERATION POLICY OF CORPORATE OFFICERS

7.2.1 Approval of the remuneration policy of Directors (*eleventh resolution*)

In accordance with article L.22-10-8 of the French Commercial Code, we request you to approve the remuneration policy applicable to the Directors, as presented in the 2023 Universal Registration Document, section 4.2.1.2.c).

7.2.2 Approval of the remuneration policy of the Chairman of the Board of Directors (*twelfth resolution*)

In accordance with article L.22-10-8 of the French Commercial Code, we request you to approve the remuneration policy applicable to the Chairman of the Board of Directors, as presented in the 2023 Universal Registration Document, section 4.2.1.2 a).

7.2.3 Approval of the remuneration policy of the Chief Executive Officer (*thirteenth resolution*)

In accordance with article L.22-10-8 of the French Commercial Code, we request you to approve the remuneration policy applicable to the Chief Executive Officers, as presented in the 2023 Universal Registration Document, section 4.2.1.2.b).

8. DELEGATION OF AUTHORITY TO BUYBACK THE COMPANY'S SHARES (*FOURTEENTH RESOLUTION*)

In the fourteenth resolution, we propose that you grant the Board of Directors, for a period of eighteen (18) months, pursuant to the provisions of Articles L. 22-10-62 and seq. and L. 225-210 and seq. of the French Commercial Code, to purchase, on one or more occasions and at such times as it shall determine, Company shares up to a maximum number of shares that may not exceed 10% of the number of shares making up the share capital as of the date of this General Meeting, adjusted if necessary to take account of any capital increases or reductions or reverse share split (subject to the approval and implementation of the fifteenth resolution of this General Meeting) that may take place during the term of this share purchase program.

This authorization would cancel the authorization given to the Board of Directors by the General Meeting of May 4, 2023 in its thirteenth ordinary resolution.

Acquisitions would be made in order to:

- ensure the facilitation of the secondary market or the liquidity of CGG shares through a liquidity contract entered into with an investment service provider acting in compliance with the market practice admitted by the regulations, it being specified that in this context, the number of shares taken into account for the calculation of the aforementioned limit corresponds to the number of shares purchased, minus the number of shares resold;
- retain purchased shares and subsequently remit them in exchange or as payment in the framework of merger, demerger, contribution of external growth transactions;
- cover stock option plans and/or performance share plans (or similar plans) to employees and/or corporate officers of the Group, including Economic Interest Groups and related companies as well as all allocations of shares under a company or group savings plan (or similar plan), under the company's profit-sharing scheme and/or all other forms of share allocation to employees and/or corporate officers of the Group, including Economic Interest Groups and related companies,
- cover securities giving entitlement to the allocation of shares in the Company within the framework of the regulations in force;



- cancel any shares acquired, in accordance with the authorization granted or to be granted by the Extraordinary General Meeting; and
- generally, to implement any market practice that may be admitted by the French *Autorité des Marchés Financiers* and, more generally, to carry out any other transaction in compliance with applicable regulations (in such a case, the Company will inform its shareholders by means of a press release).

These share purchases may be carried out by any means, including the acquisition of blocks of shares, and at such times as the Board of Directors may determine.

The Company does not intend to use optional mechanisms or derivative instruments.

The Board may not, without the prior authorization of the General Meeting, use this authorization from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.

We propose that you set the maximum purchase price at 4.02 euros per share (acquisition costs excluded) and consequently the maximum amount of the share purchase program at 286,897,852 euros. In case of operation on capital, in particular a share split or reverse shares split or an allocation of free shares to shareholders, the above-mentioned amount will be adjusted in the same proportions (multiplication coefficient equal to the ratio between the number of shares comprising the capital before the operation and the number of shares after the operation).

9. REVERSE SHARE SPLIT (FIFTEENTH RESOLUTION)

The purpose of the fifteenth resolution is to carry out a reverse share split involving the exchange of 100 existing shares with a par value of €0.01 for one new share with a par value of €1.00, without changing the Company's share capital.

The Company currently has a very high number of outstanding shares (713,676,258) compared to its market capitalization and market standards. The low stock price, below €1, negatively impacts the perception of CGG share and increases its volatility. The proposed reverse stock split is expected to reduce the volatility of the stock price, promote its stabilization, give a new dynamic to the Company's stock market life, improve the perception of the Group, and better reflect its development prospects.

10. FINANCIAL DELEGATIONS (SIXTEENTH TO EIGHTEENTH RESOLUTIONS)

The purpose of the sixteenth resolution is to authorize the Board of Directors to allocate performance shares to certain employees of the Group and/or to the executive corporate officers of the Company and/or of companies related to it.

The long-term remuneration instruments implemented by the Company contribute to the objective of the remuneration policy by rewarding executives' loyalty and by linking Executive Corporate Officer remuneration to shareholder interests and more globally to the Company's social purpose. This policy enables the Company to reward long-term value creation for the Company, ensuring its sustainability. However, these plans are not reserved solely for the Group's managers; they may also benefit to employees who have contributed to the Group's performance or who have strong potential for development within the Group. As a result, the long-term remuneration policy addresses the objectives to attract and retain talent included in the Group remuneration policy.

These allocations are usually made on an annual basis, in the first semester, after the publication of the financial statements of the preceding fiscal year. The terms and conditions of these allocations are determined by the Board of Directors (which is composed of a majority of independent Directors) upon proposal of the Appointment, Remuneration and Governance Committee (the Chairman of the Committee as well as a majority of its members are independent Directors).

It is specified that these authorizations may not be used from the time a third-party files a proposed public offer for the Company's shares until the end of the offer period.

In addition, considering the delegations of authority likely to result in a share capital increase, you are asked to consider a delegation of authority to increase the capital for the benefit of members of a company savings plan under the eighteenth resolution, in accordance with the regulations in force.

These delegations would supersede, as from the date of the General Meeting, any unused portion of any previous delegation for the same purpose.



10.1 ALLOCATION OF PERFORMANCE SHARES TO CERTAIN EMPLOYEES AND/OR TO EXECUTIVE CORPORATE OFFICERS OF THE COMPANY AND/OR OF COMPANIES RELATED TO IT (SIXTEENTH RESOLUTION)

The sixteenth resolution aims at authorizing the Board of Directors to implement performance shares plans pursuant to Articles L. 225-129-1, L. 225-197-1 et seq., L. 22-10-59 and L. 22-10-60 of the French Commercial Code, to the benefit of certain employees of the Company and/or of the companies affiliated to the Company within the meaning of Article L. 225-197-2 of the French Commercial Code.

The allocation conditions are summarized as follows:

- Duration of the authorization: 26 (twenty-six) months from the date of this General Meeting
- Limits:
 - Global limit: 2% of the share-capital as of the date of the meeting of the Board of Directors deciding their allocation.
 - Free allocations of shares subject to the performance condition: 1.50% of the share-capital as of the date of the meeting of the Board of Directors deciding their allocation, distributed as follows:
 - Sub-limit applicable to free allocations of shares to executive corporate officers: 0.30% of the share-capital as of the date of the meeting of the Board of Directors deciding their allocation.
 - Sub-limit applicable to free allocations of shares to employees that are not executive corporate officers: 1.20% of the share-capital as of the date of the meeting of the Board of Directors deciding their allocation.

100% of the shares granted to executive corporate officers and members of the Executive Leadership Team under this authorization will be subject to the achievement of performance conditions.

- Free allocations of shares subject to the condition of single presence to employees that are neither executive corporate officers nor members of the Executive Leadership Team: 0.50% of the share capital as of the date of the meeting of the Board of Directors deciding their allocation.
- Minimum acquisition period:
 - For executive corporate officers and members of the Executive Leadership Team: minimum 3 (three) years as from the date of the allocation.
 - For employees not being members of the Executive Leadership Team: minimum 2 (two) years as from the date of the allocation, however a minimum 3-year period shall apply for at least 50% of the shares granted at each allocation.

The Board of Directors will be allowed to set a longer acquisition period.

- Conservation period: to be decided by the Board of Directors
- Acquisition conditions:
 - Presence condition within the Group at the time of final allocation
 - Performance conditions, to be satisfied during the acquisition period:
 - 30% of the grant is based on the relative evolution of the CGG share price (TSR) versus the evolution of a stock performance index composed of the median of a panel of peers' share prices. Achievement of 130% strictly of the median growth of the peer panel will result in 100% of the shares vesting under this condition. Growth equal to 100% and strictly below 130% of the median growth of the peer panel will result in 75% of the shares vesting linearly up to 100% under this condition. Achievement strictly below 100% will result in no shares vesting under this condition. It is specified that for the assessment of this condition, any increase in the share price due to the reverse share split (subject to the approval and implementation of the fifteenth resolution of this General Meeting) will not be taken into account.
 - 20% of the grant is based on the achievement of a Beyond the Core revenue's objective. In case this objective is not achieved, no rights shall be acquired under this second condition.
 - 30% of the grant is based on Average net debt over Adjusted Segment EBITDAs ratio. In case this objective is not achieved, no rights shall be acquired under this third condition.
 - 20% of the grant is based on the achievement of an environment, social and governance (ESG)



objective scorecard. It includes governance criteria focused on safety, risk management, environmental responsibility, and sustainability. In case this objective is not achieved, no rights shall be acquired under this fourth condition;

The maximum vesting rate for each performance condition may not exceed 100%. Thus, the maximum vesting rate may not exceed 100% of the allocation.

The description of allocations of performance shares in favor of senior executive officers ("*mandataires sociaux*") is detailed in section 4.2.2.1.B of the 2023 Universal Registration Document.

10.2 DELEGATION TO INCREASE THE SHARE CAPITAL BY ISSUING SHARES AND/OR SECURITIES GRANTING ACCESS TO THE SHARE CAPITAL OF THE COMPANY, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHT, TO THE MEMBERS OF A COMPANY SAVINGS PLAN (SEVENTEENTH RESOLUTION)

We submit this resolution to your vote in order to comply with the provisions of Article L. 225-129-6 of the French Commercial Code, under the terms of which the Extraordinary Shareholders' Meeting is called upon to vote on delegations of authority likely to generate immediate or future increases in the share capital in cash, and must therefore also vote on a delegation of authority in favor of the members of a company savings plan.

Under this delegation, it is proposed to delegate to the Board of Directors the authority to increase the share capital on one or more occasions, at its sole discretion, by issuing ordinary shares or securities granting access to the Company's capital for the benefit of members of one or more company or group savings plans set up by the Company and/or the French or foreign companies affiliated with it under the terms of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code.

Pursuant to the provisions of Article L. 3332-21 of the French Labor Code, that the Board of Directors shall be entitled to grant to the beneficiaries defined in the first paragraph above, free of charge, shares to be issued or already issued or other securities granting access to the Company's capital to be issued or already issued in respect of (i) the employer's contribution which may be paid in accordance with the regulations governing company or group savings plans, and/or (ii) where applicable, the discount, and may decide, in the event of the issue of new shares in respect of the discount and/or the employer's contribution, to incorporate in the capital the reserves, profits or premiums necessary to pay up the said shares.

In accordance with the law, the General Meeting would cancel shareholders' preferential subscription rights to the shares and securities that may be issued pursuant to this delegation.

The maximum aggregate amount of the increase(s) in capital that may be completed by the use of this delegation to 2 % of the amount of share capital as of the date of this General Meeting. This amount would be deducted from the maximum nominal amount of ordinary shares that may be issued under the eighteenth resolution of this General Meeting (Delegation of authority to increase the share capital with preferential subscription right) and from the overall ceiling set in the sixteenth resolution of the Combined General Meeting of May 4, 2023.

To this amount shall be added, as the case may be, the nominal amount of the capital increase required to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other methods of preservation, the rights of holders of shares or securities giving access to the Company's capital.

This delegation would be granted for twenty-six (26) months.

It is specified that the price of the shares to be issued, pursuant to this delegation, may not be more than 20% lower than the average price of the share during the twenty (20) trading days preceding the day of the decision fixing the opening date of the subscription, nor higher than this average.

The Board of Directors may not, except with the prior authorization of the General Meeting, make use of this delegation of authority from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.

10.3 GLOBAL CEILING FOR DELEGATIONS PRESENTED IN THE SIXTEENTH AND SEVENTEENTH RESOLUTIONS (EIGHTEENTH RESOLUTION)

We propose, subject to the approval of the sixteenth and seventeenth resolutions, that you set at 4% of the share capital of the Company on the date of this General Meeting, the ceiling of the aggregate nominal amount of immediate or future share capital increases that may be implemented under the authority delegated to the Board of Directors pursuant to the sixteenth and seventeenth resolutions of this General Meeting. It is specified that this amount does not include any adjustment that could be made in accordance with legal and regulatory provisions.



11. CHANGE OF CORPORATE NAME AND AMENDMENT TO ARTICLE 3 OF THE ARTICLES OF ASSOCIATION (NINETEENTH RESOLUTION)

The Board of Directors supports the resolution to change the corporate name from CGG to **Viridien**, positioning the Company to accelerate its transition into a technology company.

In 2018, CGG launched a strategy to transition into a Technology company. The strategy had three key pillars: First, become asset light, ensure an efficient cost base, and enable the Company to better generate cash. Second, focus on technology differentiation in our core profitable businesses and third, develop new areas of profitable growth.

Since that time, we have divested all our data acquisition services, structured the Company to organically generate cash, and, with the end of our contractual vessel commitments in early 2025, we will become fully asset light. In 2023 we organically delivered US\$32 million in net free cash, including US\$(66) million in contractual fees from vessel commitments.

We also increased our differentiation and leadership in our core Geoscience, Earth Data and Sensing & Monitoring businesses, and have our New Businesses ideally placed for growth in the Low Carbon markets of CCUS and Minerals & Mining, as well as the Infrastructure Monitoring and High-Performance Computing markets outside of oil & gas. In 2023, these New Businesses generated US\$90 million in revenue.

Given the successful implementation of our strategy and the growth of these New Businesses in new markets, together with the macro market trends, of increasing global energy demand, a growing commitment to take care of the planet we live on, the ongoing energy transition, and the continued acceleration of digital technology, the current CGG brand no longer fully reflects who we are today and want to be in the future.

To support the Company's growth and our longer-term future which rely on these new offerings in markets beyond oil & gas, our Board of Directors encourages the shareholders to vote in favour of the resolution to change the corporate name from CGG to Viridien. Updating our corporate name and brand makes a clear commitment to all stakeholders of who we are today and where we are going in the future, better supports our new businesses to attract new clients in new markets and strengthens our ability to attract the talent required to achieve our ambitions as we continue to progress along our strategic path.

Following the shareholders' approval, the Company will update its corporate name and brand to Viridien, connecting the Company's 90+ year history to its future and confidently positioning it for growth.

For more information see <https://www.cgg.com/cgg-to-become-iridien>

This change of corporate name would result in a change to Article 3 of the Articles of Association.

The Board of Directors invites you to approve by your vote the text of the resolutions as proposed.

THE BOARD OF DIRECTORS

The table summarizing the status of use of the delegations and financial authorizations in force during 2023 are set forth in Appendix 1.

The table summarizing the delegations and financial authorizations proposed to this General Meeting is set forth in Appendix 2.



11. REQUEST FOR ADDITIONAL DOCUMENTS

**To be sent to CGG
Legal Department
27 avenue Carnot, 91300 MASSY**

I, the undersigned:

(First and Last Name)

(Address)

Owner of _____ share(s):

- under registered form,
- under the bearer form or under the registered form but through an accredited financial intermediary²

request the Company **CGG** to send me, in view of the Combined General Meeting to be held on Wednesday, May 15, 2024, the documents listed in section R.225-83 of the French Commercial Code.

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

_____, on __ / __ / 2024

² Indication of the bank, the financial institution or the on-line broker, etc. account-keeper (the shareholder has to attest of such quality by sending a statement of holdings delivered by the authorized financial intermediary).



12. APPENDIX 1 - TABLE SUMMARIZING THE STATUS OF USE OF THE DELEGATIONS AND FINANCIAL AUTHORIZATIONS IN FORCE DURING 2023

	Resolution nb – GM	Period	Maximum authorized amount	Use in 2023
SHARE CAPITAL INCREASES				
By incorporation of reserves, profits, premiums or other	15 th – GM 04.05.2023	26 months	€712,357.32 ^(a) , or for information purposes 10% of the Company's share capital as of December 31 st , 2022	None
With preferential subscription right	16 th – GM 04.05.2023	26 months	€3,561,786.61 ^(b) , or for information purposes 50% of the Company's share capital as of December 31 st , 2022	None
Without preferential subscription right, within the scope of public offerings and/or as remuneration for securities in the course of a public exchange offer	17 th – GM 04.05.2023	26 months	€712,357.32 ^(a) , or for information purposes 10% of the Company's share capital as of December 31 st , 2022	None
Without preferential subscription right by private placement	18 th – GM 04.05.2023	26 months	€712,357.32 ^{(a) (e)} , or for information purposes 10% of the Company's share capital as of December 31 st , 2022	None
Increase of the number of securities to be issued by the Company in the event of a share capital increase with or without preferential subscription right	20 th – GM 04.05.2023	26 months	Up to the ceiling of the delegation used and to 15% of the initial offering amount	None
Increase of capital, reserving the subscription of the shares to be issued to members of a company savings plan (<i>plan d'épargne entreprise</i>) * ^(c)	22 nd – GM 04.05.2023	26 months	2% of the Company's share capital as of the date of the General Meeting	None
In consideration of contributions in kind	21 st – GM 04.05.2023	26 months	10 % ^{(a) (e)} of the Company's share capital as of the date of the General Meeting	None
CAPITAL REDUCTIONS				
Share cancellation	14 th – GM 04.05.2023	26 months	10 % of the share capital as of the date of the cancellation decision	None
SHARE BUY-BACK PROGRAM				
Share repurchase *	13 th – GM 04.05.2023	18 months	10% of the share capital as of the date of the General Meeting Maximum purchase price of €4.02 per share Maximum amount of the operation: 286,367,807 euros	None



	Resolution nb – GM	Period	Maximum authorized amount	Use in 2023
STOCK-OPTIONS AND PERFORMANCE SHARES				
Allocation of performance shares to senior executive officers and employees *	14 th – GM 05.05.2022	26 months	1% of the share capital of the Company on the date of the meeting of the Board deciding their allocation, with a sub ceiling of 0.15% of the share capital of the Company on the date of the meeting of the Board deciding their allocation, for senior executive officers.	22.06.2023: allocation of 3,431,540 ^(d) free shares, i.e. 0.482% of the share capital as of May 5,2022
Allocation of stock-options to senior executive officers and employees	15 th – GM 05.05.2022	26 months	1% of the share capital of the Company on the date of the meeting of the Board deciding their allocation, with a sub ceiling of 0.15% of the share capital of the Company on the date of the meeting of the Board deciding their allocation, for senior executive officers.	22.06.2023: allocation of 3,392,560 stock-options, i.e. 0.477 % of the share capital as of May 5,2022

(a) To be deducted from the aggregate ceiling of €3,561,786.61 set forth in the 16th resolution of the General Meeting held on May 4, 2023 (see (b) below).

(b) Aggregate ceiling for share capital increases, any operations considered, with the exception of stock-options and performance shares allocations.

(c) Category of persons under Article L. 225-138 of the French Commercial Code.

(d) This number includes, on the one hand, the allocation of 2,590,040 performance shares and, on the other hand, the allocation of 841,500 shares subject to a condition of presence only, for the benefit of employees (excluding the Chief Executive Officer and members of the Management Committee).

(e) To be deducted from the ceiling of 712,357.32 euros set in the 17th resolution of the General Meeting of May 4, 2023.

* Renewal proposed at the 2024 General Meeting.



13.APPENDIX 2 - TABLE SUMMARIZING THE DELEGATIONS AND FINANCIAL AUTHORIZATIONS PROPOSED TO THIS COMBINED GENERAL MEETING

	Resolution nb – GM	Period	Maximum authorized amount
SHARE BUY-BACK PROGRAM			
Share repurchase	14 th	18 months	10 % of the share capital Maximum amount €4.02 per share
REVERSE SHARE SPLIT			
Reverse share split	15 th	12 months	1 new ordinary share with a nominal value of €1 for 100 ordinary shares held with a nominal value of €0.01
PERFORMANCE SHARES			
Performance shares : Allocation to the certain employees and/or to executive corporate officers	16 th	26 months	2 % of the share-capital as of the date of the meeting of the Board of Directors deciding their allocation ^(a) , as follow: <ul style="list-style-type: none"> • Free allocations of shares <u>subject to the performance condition</u>: 1.50% of the share-capital as of the date of the meeting of the Board of Directors deciding their allocation, distributed as follows:(i) sub-limit of 0.30% for allocation to the executive corporate officers and (ii) sub-limit of 1.20% for allocation to employees that are not executive corporate officers ; • Free allocations of shares <u>subject to the condition of single presence</u> to employees that are neither executive corporate officers nor members of the Executive Leadership Team: 0.50% of the share capital as of the date of the meeting of the Board of Directors deciding their allocation.
SHARE CAPITAL INCREASE			
Increase of capital, reserving the subscription of the shares to be issued to members of a company savings plan (<i>plan d'épargne entreprise</i>) ^(b)	17 th	26 months	2 % of the Company's share capital as of the date of the General Meeting ^(a)

(a) The ceiling of the aggregate nominal value of immediate or future share capital increases that may be implemented under the authority delegated to the Board of Directors pursuant to the 16th and 17th resolutions would be set at 4% of the share capital of the Company on the date of this General Meeting (18th resolution).

(b) Category of persons under Article L. 225-138 of the French Commercial Code.

