

CGG

A French limited company (*société anonyme*) with a registered capital of 7,113,942.41 euros
Registered office: 27 avenue Carnot 91300 Massy
969 202 241 R.C.S. Evry

CONVENING NOTICE OF SHAREHOLDERS' MEETING

The shareholders of CGG are hereby informed that a Combined General Meeting (ordinary and extraordinary) (the "**General Meeting**") is to be convened on Wednesday, May 12, 2021 at 10:30 a.m., behind closed doors (without the shareholders being present) at the Company's registered office, 27 avenue Carnot, 91300 Massy, in order to deliberate on the following agenda :

Warning – Covid -19 pandemic

In the context of the Covid-19 pandemic and the efforts to contain its spread and in accordance with the provisions of Ordinance n°2020-321 of March 25, 2020 extended and amended by Ordinance n°2020-1497 of December 2, 2020, Decree n°2020-418 of April 10, 2020 extended and amended by Decree n°2020-1614 of December 18, 2020 and Decree n°2021-255 of March 9, 2021, and having considered the current health restrictions, the General Meeting of the Company will be held behind closed doors, without any shareholders or any other person entitled to attend being physically present.

As a consequence, the physical convening of the General Meeting has been set aside due to the administrative measures restricting or prohibiting travel or collective gatherings for health purposes and the number of shareholders which might be present at the General Meeting of CGG.

In these conditions, shareholders will only be able to cast their vote remotely or by proxy, before the General Meeting, using the mail voting form or electronically.

The General Meeting of shareholders will be streamed (live and deferred broadcast) and the means of access to such stream will be specified on the Company's website: <https://www.cgg.com/investors/shareholder-services>.

The information referred to in Article 8-1 of Decree n°2020-418 of April 10, 2020 to be made available to the shareholders will be made public by a press release, in accordance with applicable laws and regulations.

It is specified that the rules for taking part in this General Meeting might evolve depending on the sanitary and/or legal requirements. Shareholders are therefore strongly invited to regularly consult the section dedicated to the General Meeting on the Company's website <https://www.cgg.com/investors/shareholder-services>

AGENDA

ORDINARY BUSINESS

- Approval of the statutory accounts of the company for fiscal year 2020;

- Allocation of earnings;
- Deduction from the share premium account of the amount necessary to bring the carry forward account to zero;
- Approval of the consolidated financial statements for fiscal year 2020;
- Renewal of the term of Mr. Philippe SALLE as Director;
- Renewal of the term of Mr. Michael DALY as Director;
- Renewal of the term of Mrs. Anne-France LACLIDE-DROUIN as Director;
- Approval of the related-party agreements falling within the scope of section L.225-38 of the French Commercial Code;
- Approval of the information relating to the compensation of the Senior Executive Officers ("*mandataires sociaux*", including the Directors, the Chairman of the Board of Directors and the Chief Executive Officer) for 2020;
- Approval of the elements of compensation due or granted for the 2020 financial year to Mr. Philippe SALLE, Chairman of the Board of Directors;
- Approval of the elements of compensation due or granted for the 2020 financial year to Mrs. Sophie ZURQUIYAH, Chief Executive Officer;
- Approval of the compensation policy applicable to the members of the Board of Directors for the 2021 financial year;
- Approval of the compensation policy applicable to the Chairman of the Board of Directors for the 2021 financial year;
- Approval of the compensation policy applicable to the Chief Executive Officer for the 2021 financial year;
- Delegation of powers and authority to the Board of Directors to trade in Company's shares;

EXTRAORDINARY BUSINESS

- Delegation of authority to the Board of Directors in order to increase the share capital through the incorporation of reserves, profits, premiums or others;
- Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities granting access to other equity securities and/or granting the right to the allotment of debt securities and/or securities granting access to equity securities to be issued, with preferential subscription right in favor of holders of existing shares;
- Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities granting access to other equity securities and/or granting the right to the allotment of debt securities and/or securities granting access to equity to be issued, without preferential subscription right, within the scope of public offerings other than those referred to in article L.411-2 of the French Monetary and Financial Code;

- Delegation of authority to the Board of Directors to increase the share capital by issuing shares, and/or equity securities granting access to other equity securities and/or granting right to the allotment of debt securities and/or securities granting access to equity securities to be issued, without preferential subscription right within the scope of public offerings referred to in article L.411-2 1° of the French Monetary and Financial Code;
- Authorization granted to the Board of Directors to fix the issue price pursuant to the procedure laid down by the General Meeting, in case of issue without preferential subscription right, according to the 18th and 19th resolutions, within the limit of 10% of the share capital per year;
- Authorization granted to the Board of Directors in order to increase the number of securities to be issued by the Company in the event of a share capital increase with or without preferential subscription right pursuant to its 17th, 18th and 19th resolutions;
- Delegation to the Board of Directors to increase the share capital by issue of shares or securities granting access to the share capital of the Company, with removal of the shareholders' preferential subscription right, to members of a Company Savings Plan;
- Delegation of authority to the Board of Directors to increase the share capital by issuing shares, and/or equity securities granting access to other equity securities and/or granting right to the allotment of debt securities and/or securities granting access to equity securities to be issued, in consideration of contributions in kind within a limit of 10% of the share capital;
- Authorization and delegation to the Board of Directors in order to reduce the share capital by canceling treasury shares;
- Amendment of the Company's articles of association in order to update the purpose of the Company ;
- Amendment of the Company's articles of association in order to harmonize the reference to the number of shares to be held by each director ;
- Amendment of the Company's articles of association in order to replace the reference to "*tribunal de grande instance*" by "*tribunal judiciaire*" ;
- Amendment of the Company's articles of association in order to expressly include in the role of the Board of Directors a reference to the Company's social interest as well as to the social and environmental stakes of its activities ;
- Amendment of the Company's articles of association in order to simplify the wording about the general rules applicable to the General Meetings and make a reference to the applicable law ;
- Amendment of the Company's articles of association in order to simplify the wording regarding the appointment and role of the statutory auditors and make a reference to the applicable law;

ORDINARY AND EXTRAORDINARY BUSINESS

- Powers for formalities.

The notice of shareholders' meeting including the text of the draft resolutions was published in the *Bulletin des Annonces Légales Obligatoires* dated April 5, 2021 (bulletin no. 41).

Warning – Covid-19 pandemic

As mentioned above, in the context of the global Covid-19 pandemic and the efforts to contain its spread, having considered the current health restrictions and in accordance with the provisions set out in Ordinance n°2020-321 of March 25, 2020 extended and amended by Ordinance n°2020-1497 of December 2, 2020, Decree n°2020-418 of April 10, 2020 extended and amended by Decree n°2020-1614 of December 18, 2020 and Decree n°2021-255 of March 9, 2021, adapting in particular rules in meetings and resolutions of general shareholders' meetings and management bodies in connection with the Covid-19 pandemic, CGG's General Meeting will be held behind closed doors, without any shareholders being physically present, at the Company's registered office located at 27 avenue Carnot, 91300 Massy, France.

Therefore, no admittance card will be delivered. In these conditions, shareholders will only be able to cast their vote remotely or by proxy, prior to the General Meeting, using the mail voting form or electronically.

CGG's General Meeting will be streamed (live and deferred broadcast) on the Company's website. Each shareholder may also submit written questions on the matters relevant to the General Meeting at the latest on the second business day prior to the date of the General Meeting.

During the General Meeting, it will not be possible to ask questions, or to submit draft amendments or new resolutions.

The modalities of participation in the General Meeting may change according to health imperatives and/or legal requirements. Shareholders are therefore invited to regularly consult the dedicated section to the 2021 General Meeting on the Company's website (<https://www.cgg.com/investors/shareholder-services>)

I. Preliminary formalities to 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 by voting remotely or by 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 12:00 a.m. Paris time, **i.e. Monday May 10, 2021 at 12:00 a.m., Paris time.**

The recording of shares in bearer share accounts held by an authorized intermediary mentioned under Article L. 211-3 of the French Monetary and Financial Code must be certified by a share ownership certificate issued by the latter, which should be attached to the proxy/postal voting form.

II. Procedure for participating in the meeting

Any shareholder, regardless of the number of shares he/she owns, may attend the General Meeting.

In order to participate in this General meeting, the shareholders can use one of the three following methods :

1. **Vote or proxy sent by post**
2. **Vote or proxy sent electronically**
3. **Voting procedure for proxies other than the Chairman of the General Meeting**

1. **Vote or proxy sent by post**

Shareholders are strongly invited to vote remotely, prior to the General Meeting, via the single mail voting or proxy form electronically. Nevertheless, shareholders wishing to cast their vote by post or by giving proxy by using a paper form may :

Holders of registered shares (registered or administered and registered shares): complete and sign the proxy/postal voting form attached to the convening notice and send it to BNP Paribas Securities Services, CTO Assemblées, Les Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex, France.

Holders of bearer shares: request a proxy/postal voting form from the relevant authorized intermediary, as from the date of the convening of the General Meeting. The authorized intermediary will then send the duly completed and signed form along with a share ownership certificate to BNP Paribas Securities Services, CTO Assemblées Générales, Les Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex.

In order to be taken into account, duly completed and signed postal voting forms must reach BNP Paribas Securities Services **no later than May 11, 2021 at 3:00 p.m. (Paris time)**.

Appointing or revoking a proxy other to the Chairman of the Meeting by post must be received by BNP Paribas Securities Services **no later than May 8, 2021 at 12:00 a.m. (Paris time)**.

2. **Vote or proxy sent electronically**

For registered shareholders (registered or administered and registered shares): holders of registered shares wishing to vote or give proxy electronically will access VOTACCESS by logging on to <https://planetshares.bnpparibas.com>.

- Holders of administered registered shares should log on by using their username and access code that appear in the top right of the voting form attached to the convening notice.
- Holders of registered shares should log on using their usual access codes.

After logging on, registered shareholders shall follow the on-screen instructions to reach VOTACCESS where they will be able to communicate their voting instructions or proxy to the Chairman of the General Meeting or to a proxy.

Alternatively, holders of registered shares (registered or administered and registered shares) who wish to give a proxy to the Chairman of the General Meeting may send an email to the following address: paris.bp2s.france.cts.mandats@bnpparibas.com. This email must include the following information : the name of the Company (CGG), the date of the General Meeting (May 12, 2021), the name, first name, address and identification number with BNP Paribas Securities Services and the name and first name, and if possible, the address of the proxy. Only notifications of appointment or cancellation of proxies may be sent to the abovementioned electronic address. Requests or notifications relating to any other topics will not be taken into account nor processed.

Holders of bearer shares: holders of bearer shares should contact their custodian to find out whether or not the latter is connected to VOTACCESS and if so, whether there are any special conditions of use.

- Holders of bearer shares whose custodian is connected to VOTACCESS should log on to their custodian's website with their usual access codes. They should then click on the icon that appears on the line corresponding to their CGG shares and follow the on-screen instructions. Alternatively, they may also send an email to BNP Paribas Securities Services at the address and follow the instructions indicated below.
- Holders of bearer shares whose custodian is not connected to VOTACCESS should contact their custodian to communicate their voting instructions or give power to the Chairman of the General Meeting, the custodian then being in charge of sending these instructions to BNP Paribas Securities Services.

In the event a holder of bearer shares whose custodian is not connected to VOTACCESS wishes to give a proxy, he/she should send an email to paris.bp2s.france.cts.mandats@bnpparibas.com. This email shall mandatorily contain the following information: the name of the company concerned (CGG), the date of the General Meeting (May 12, 2021), their last name, first name, address and banking details, as well as the last name, first name and, if possible, the address of their proxy. To appoint a new proxy after revoking your previous proxy, they must request a "Change of proxy" form from their custodian and then return it using the same address. Holders of bearer shares must ask the custodian managing their securities account to send a written confirmation to BNP Paribas Securities Services. Only notifications of proxies can be sent to the above email address (and exceptionally this year, proxy voting instructions); any other unrelated requests or notifications will not be considered and/or processed.

The VOTACCESS secure voting platform will be open as of April 23, 2021 at 10 a.m. (Paris time) and until the day before the General Meeting, i.e. **May 11, 2021 at 3 p.m. (Paris time)**.

The proxy given to the Chairman of the General Meeting should be received no later than **May 11, 2021 at 3 p.m. (Paris time)**.

The proxy given to a person other than the Chairman of the Meeting should be received **no later than May 8, 2021 at 12:00 a.m. (Paris time)**. If a previous proxy is revoked and a new proxy is appointed, the necessary steps must be completed **no later than May 8, 2021 at 12:00 a.m. (Paris time)**.

3. Voting procedure for proxies other than the Chairman of the General Meeting

The proxy may not attend the General Meeting physically and will have **until May 8, 2021 at 12:00 a.m. (Paris time)** to vote on your behalf by sending the proxy/postal voting form downloaded from the Company's website by email to paris.bp2s.france.cts.mandats@bnpparibas.com. The proxy form must indicate the following information: last name, first name and representative address, the mention "As representative", and must be dated and signed. Voting indications must be filled in the "I vote by post" section of the proxy form. A copy of the identity card and, when necessary, a power of attorney given from the legal entity he represents, must be included.

III. Written questions

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 ag2021@cgg.com together with a statement of holdings evidencing the registration of the shares no later than the second business day preceding the General Meeting, i.e. **Monday, May 10, 2021**.

However, in light of the exceptional circumstances (the General Meeting to be held exceptionally behind closed doors), the Company will make its best efforts to reply to written questions from shareholders received by the Company at the end of the General Meeting and no later than May 19, 2021, by publishing them on its website in a section dedicated to questions and answers.

Exceptionally, the General Meeting being held behind closed doors (without the physical attendance of shareholders), it will not be possible to ask questions during the General Meeting.

IV. Documentation made available to shareholders

The documents set forth by section R. 22-10-23 of the French Commercial Code have been published on the Company website <http://www.cgg.com>, no later than the twenty-first day preceding the General Meeting, i.e. **Wednesday, April 21, 2021**.

All documents and information listed in sections L. 225-115 and R. 225-83 of the French Commercial Code will be sent to or made available for consultation by shareholders at the Company's headquarters, 27 avenue Carnot, 91300 Massy, France as from the date of the notice convening the General Meeting and during fifteen days prior to the General Meeting.

The Board of Directors