

## **COMPAGNIE GENERALE DE GEOPHYSIQUE-VERITAS**

A Limited Company with a registered capital of € 70,556,890  
Registered Office : Tour Maine-Montparnasse 33 avenue du Maine 75015 Paris, France  
No. 969 202 241 - RCS Paris

### **NOTICE OF SHAREHOLDERS' MEETING**

The shareholders of COMPAGNIE GENERALE DE GEOPHYSIQUE-VERITAS are hereby advised that a Combined General Meeting (ordinary and extraordinary) is to be convened on Friday, May 3, 2013 at 9:30 a.m. at Centre Eurosites George V, 28 avenue George V, 75008 Paris, France with the following agenda:

#### **AGENDA**

##### ***I - FALLING UNDER THE AUTHORITY OF AN ORDINARY GENERAL MEETING***

- Report of the Board of Directors and Auditors' reports, and approval of the statutory accounts of the company for fiscal year 2012;
- Allocation of earnings;
- Approval of the consolidated financial statements for fiscal year 2012;
- Renewal of the term of Mr. Loren CARROLL as Director;
- Renewal of the term of Mr. Terence YOUNG as Director;
- Ratification of the cooptation of Mrs. Agnès LEMARCHAND;
- Renewal of the term of Mrs. Agnès LEMARCHAND as Director;
- Renewal of the term of Ernst & Young, statutory auditor;
- Renewal of the term of Mazars, statutory auditor;
- Renewal of the term of Auditex, alternate statutory auditor;
- Renewal of the term of Patrick de Cambourg, alternate statutory auditor;
- Allocation of Directors' fees for fiscal year 2013;
- Delegation of powers and authority to the Board of Directors to trade in Company's shares;
- Approval of the financial related-party agreements falling within the scope of section L.225-38 of the French Commercial Code;

- Approval of the related-party agreements in relation with the compensation of the Senior Executive Officers ("*mandataires sociaux*"), falling within the scope of section L.225-38 of the French Commercial Code;
- Approval of the related-party agreement falling within the scope of section L.225-42-1 of the French Commercial Code, between the Company and Mr. Jean-Georges MALCOR;

## **II - FALLING UNDER THE AUTHORITY OF AN EXTRAORDINARY GENERAL MEETING**

- Reports of the Board of Directors and Auditors' reports;
- Change of Company name;
- Delegation of authority to the Board of Directors to increase the share capital through the issue of shares, or any other securities giving access to share capital, with preferential subscription rights in favor of holders of existing shares;
- Delegation of authority to the Board of Directors to increase the share capital through the issue of shares, or any other securities giving access to share capital, without preferential subscription rights in favor of holders of existing shares through a public offer;
- Delegation of authority to the Board of Directors to increase the share capital through the issue of shares, or any other securities giving access to share capital, without preferential subscription rights in favor of holders of existing shares to be exclusively made by private placement;
- Authorization given to the Board of Directors to determine the issue price in case of issue without any preferential right pursuant to the nineteenth and twentieth resolutions, within an annual limit of 10% of the share capital;
- Delegation to the Board of Directors in order to increase the number of shares issued pursuant to the eighteenth, nineteenth and twentieth resolutions;
- Delegation of authority to the Board of Directors to increase the share capital through the incorporation of reserves, profits or premiums;
- Authorization given to the Board of Directors to increase the share capital in consideration of contributions in kind within a limit of 10% of the share capital;
- Delegation of authority to the Board of Directors to increase the capital by issue of shares or securities giving access to the share capital of the company, to members of a Company Savings Plan;
- Authorization given to the Board of Directors to grant stock options to the employees of the Company and its subsidiaries – excluding the Senior Executive Officers ("*mandataires sociaux*") and the other members of the Corporate Committee of the Company;
- Authorization given to the Board of Directors to grant stock options to the Senior Executive Officers ("*mandataires sociaux*") and the other members of the Corporate Committee of the Company;

- Authorization and delegation to the Board of Directors in order to reduce the share capital by canceling shares purchased pursuant to the authorization of purchase of its own shares by the Company;
- Delegation of authority to issue securities giving rights to receive debt securities;
- Powers for publicity formalities.

**PROPOSED RESOLUTIONS TO THE  
COMBINED GENERAL MEETING (ORDINARY AND EXTRAORDINARY)**

***I - FALLING UNDER THE AUTHORITY OF THE ORDINARY GENERAL MEETING***

**FIRST RESOLUTION**

*(Approval of the statutory financial statements for fiscal year 2012)*

Upon the presentation of the management report of the Board of Directors and the reports of the Statutory Auditors, voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders hereby approve the financial statements for fiscal year 2012 as they have been presented in the said reports and which show a net profit of €149,612,367.74 as well as all transactions recorded in such financial statements and summarized in such reports.

**SECOND RESOLUTION**

*(Allocation of the net profit)*

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders approve the proposal of the Board of Directors and decide to allocate the net profit of €149,612,367.74 for 2012 to the Legal reserve and Carry forward account, which will amount to €605,177,067.61 after such allocation.

Pursuant to the provisions of article 243bis of the “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 financial statements for fiscal year 2012)*

Upon the presentation of the management report of the Board of Directors and the reports of the Statutory Auditors, voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders approve the consolidated financial statements for 2012 as they have been presented in such reports and which show a net profit of US\$ 91.4 million as well as all transactions recorded in such financial statements and summarized in such reports.

**FOURTH RESOLUTION**

*(Renewal of a current Director's term of office)*

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders approve the renewal of the term of office as Director of Mr. Loren CARROLL. Such term

of office which would expire at the end of this General Meeting is renewed for a four-year period and will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2016.

**FIFTH RESOLUTION**

*(Renewal of a current Director's term of office)*

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders approve the renewal of the term of office as Director of Mr. Terence YOUNG. Such term of office which would expire at the end of this General Meeting is renewed for a four-year period and will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2016.

**SIXTH RESOLUTION**

*(Ratification of the cooptation of a Director)*

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders ratify the cooptation as Director of Mrs. Agnès LEMARCHAND decided by the Board of Directors on September 21, 2012, in replacement of Mr. David WORK, for the remainder of the term of office of her predecessor, i.e. until the end of the General Meeting to be held to approve the financial statements for fiscal year ending December 31, 2012.

**SEVENTH RESOLUTION**

*(Renewal of a current Director's term of office)*

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders approve the renewal of the term of office as Director of Mrs. Agnès LEMARCHAND. Such term of office which would expire at the end of this General Meeting is renewed for a four-year period and will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2016.

**EIGHTH RESOLUTION**

*(Renewal of the term of Ernst & Young, statutory auditor)*

Voting under the conditions of quorum and majority required for ordinary general meetings, the General Meeting decides to renew the term of office of Ernst & Young, statutory auditor, which expires at the end of the present General Meeting, for a six-year period. The term of office of Ernst & Young will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2018.

**NINTH RESOLUTION**

*(Renewal of the term of Mazars, statutory auditor)*

Voting under the conditions of quorum and majority required for ordinary general meetings, the General Meeting decides to renew the term of office of Mazars, statutory auditor, which expires at the end of the present General Meeting, for a six-year period. The term of office of Mazars will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2018.

#### **TENTH RESOLUTION**

*(Renewal of the term of AUDITEX, alternate statutory auditor)*

Voting under the conditions of quorum and majority required for ordinary general meetings, the General Meeting decides to renew the term of office of AUDITEX, alternate statutory auditor, which expires at the end of the present General Meeting, for a six-year period. The term of office of AUDITEX will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2018.

#### **ELEVENTH RESOLUTION**

*(Renewal of the term of M. Patrick de Cambourg, alternate statutory auditor)*

Voting under the conditions of quorum and majority required for ordinary general meetings, the General Meeting decides to renew the term of office of M. Patrick de Cambourg, alternate statutory auditor, which expires at the end of the present General Meeting, for a six-year period. The term of office of M. Patrick de Cambourg will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2018.

#### **TWELFTH RESOLUTION**

*(Determination of Directors' fees)*

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders set the aggregate Directors' fees to be allocated to the Directors of the Company for fiscal year 2013 at €730,000 (seven hundred thirty thousand euros).

#### **THIRTEENTH RESOLUTION**

*(Authority given to the Board of Directors to trade in Company's shares)*

Upon presentation of the report of the Board of Directors, voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders authorize the Board of Directors, pursuant to article L. 225-209 and seq. of the French Commercial Code and to the European Commission regulation N° 2273/2003, with the ability to subdelegate, to purchase, sell and transfer Company shares under the conditions set forth herein under.

These transactions may be carried out at any time but not during a take-over bid process, in accordance with the applicable regulations. The maximum purchase price per share shall be €40 (forty euros) (acquisition costs excluded), subject to any adjustments to be made in connection of transactions carried out on the share capital of the Company and/or the par-value of the shares.

In case of increase of capital by incorporation of reserves, issue of performance shares, division or regrouping of par-value of the shares, the above mentioned price shall be adjusted by a multiplying factor equal to the number of shares forming the share capital before the transaction divided by such number after the transaction.

The maximum number of shares that the Company may hold shall not exceed at any time 10 % of the capital. For information only, as of December 31, 2012, the Company held 800,000 (eight hundred thousand) treasury shares out of an aggregate amount of the 176,392,225 (one hundred and seventy six million three hundred and ninety two thousand two hundred and twenty five) shares constituting the Company share capital. In such conditions, the maximum amount of shares that the Company could purchase would be 16,839,222 (sixteen million eight hundred thirty nine thousand two hundred

twenty two) shares, corresponding to a maximum investment of €673,568,880 (six hundred seventy three million five hundred sixty eight thousand eight hundred eighty euros). Notwithstanding the above, pursuant to article L. 225-209, paragraph 6, of the French Commercial Code, the number of shares to be acquired in order to be kept and delivered in the future in payment or exchange in the scope of a merger, demerger or contribution in kind shall not exceed 5% of the share capital.

The objectives of this share purchase program are the following:

- to support liquidity of our shares through a liquidity contract entered into with an investment service provider in compliance with the Code of Practice of the French *Autorité des Marchés Financiers*,
- to deliver shares in the scope of securities giving access, immediately or in the future, to shares by redemption, conversion, exchange, presentation of a warrant or by any other means,
- to deliver, immediately or in the future, shares in exchange in the scope of external growth within the limit of 5% of the share capital,
- to allocate shares to employees and officers of the Company affiliated companies within the meaning of article L.225-180 of the French Commercial Code, especially in the scope of options to purchase shares of the Company,
- to deliver shares for no consideration to employees and senior executive officers, including in the framework of employee shareholding plans. These annual plans would not represent more than 0.21% of the Company's share capital for all employees or more than 0.02% of the Company's share capital for the members of the Corporate Committee (including the senior executive officers). These plans would be subject to cumulative presence and performance conditions evaluated over a three-year period,
- cancel the shares through a capital reduction, subject to a decision of, or an authorization, by the extraordinary general meeting.

In accordance with such objectives, the treasury shares so acquired may be either kept, cancelled, sold or transferred. The shares may be acquired, sold or transferred, on one or several occasions, by any means, including by individual agreement or stock market purchase, by an offer to buy, or by block of shares and at any moment, but not during a take-over bid. The maximum amount of share capital that can be purchased or transferred as block of shares can reach the whole amount of this program.

The shareholders grant all necessary powers to the Board of Directors, with ability to sub-delegate, to adjust the price per share and the maximum number of shares to be acquired based on the variation of the number or value of the shares.

This authorization, which supersedes all prior authorizations relating to the purchase of Company shares, cancels and replaces, for its non-used portion, the authorization granted to the Board of Directors by the Annual General Meeting held on May 10, 2012, in its eighth resolution. This authorization shall remain valid until the shareholders decide otherwise and for a maximum period of eighteen (18) months from this day.

#### **FOURTEENTH RESOLUTION**

*(Approval of the financial related-party agreements falling within the scope of section L.225-38 of the French Commercial Code)*

Upon presentation of the special report of the Statutory Auditors on the agreements falling within the scope of article L. 225-38 of the French Commercial Code, voting under the conditions of quorum and majority required for ordinary general meetings, shareholders acknowledge the content of this report and approve the financial agreements referred to therein.

#### **FIFTEENTH RESOLUTION**

*(Approval of the related-party agreements falling within the scope of section L.225-38 of the French Commercial Code, in relation with the compensation of the senior executive officers ("mandataires sociaux"))*

Upon presentation of the special report of the Statutory Auditors on the agreements falling within the scope of article L. 225-38 of the French Commercial Code, voting under the conditions of quorum and majority required for ordinary general meetings, shareholders acknowledge the content of this report and approves the agreements relating to the executive officers' (*mandataires sociaux*) compensation referred to therein.

#### **SIXTEENTH RESOLUTION**

*(Related party agreement between the Company and Mr. Jean-Georges MALCOR for the payment of a special termination indemnity to Mr. MALCOR in case of forced departure relating to a change of control or a change of strategy)*

Having heard the special report of the Statutory Auditors on the agreements falling within the scope of article L. 225-38 of the French Commercial Code, the General Meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings and pursuant to articles L.225-38 and L.225-42-1 of the French Commercial Code, approves the agreement concluded between the Company and Mr. Jean-Georges MALCOR, Chief Executive Officer of the Company, referred to in the above mentioned report, and relating to the special termination indemnity to be paid to Mr. Jean-Georges MALCOR in case of forced departure relating to a change of control or a change of strategy (the "Triggering Event").

Such indemnity shall be equal to the difference between:

(a) a gross amount of 200% of the reference annual compensation received by Mr. Jean-Georges MALCOR, i.e. the global amount of the gross fixed compensation paid by the Company to Mr. MALCOR during the twelve - month period preceding the date on which the period of notice ends, to which is added the annual average of the variable compensation paid by the Company to Mr. MALCOR (i) with respect to the fiscal years closed during the thirty-six month-period preceding the date on which this period of notice ends or (ii) over the full years of presence in the Company starting as from January 1, 2010, in case the Triggering Event takes place less than thirty-six months after he joined the Company; and

(b) any sum to which Mr. Jean-Georges MALCOR may be entitled as a result of such forced departure, including any sums to be paid further to the application of his non-competition commitment.

The indemnity global amount shall not exceed 200% of the reference annual compensation.

Pursuant to article L.225-42-1 of the French Commercial Code, the payment of the special termination indemnity referred to hereinabove shall remain subject to the achievement of the following performance conditions related to the Company's performance:

- The average, over the sixty trading days preceding the date of departure, of the ratio between the CGG ADS price over the PHLX Oil Service Sector<sup>SM</sup> (OSX<sup>SM</sup>) index shall equal at least two-third of the same average ratio assessed over the same period of sixty trading days (i) four years before Mr. MALCOR leaves the Group or (ii) as of January 1, 2010 in case Mr. MALCOR leaves the Group before he reaches a four-year seniority in the Company;

- The average, over the sixty trading days preceding the date of departure, of the ratio between the CGG share price over SBF 120 index shall equal at least two-third of the same average ratio four years before or (ii) as of January 1, 2010 in case the Triggering Event takes place before Mr. MALCOR reaches a four-year seniority in the Company;
- The average margin rates of the Group EBITDAS over (i) the four years preceding the date of departure or (ii) over a period starting as from January 1, 2010 in case the Triggering Event takes place before Mr. MALCOR reaches a four-year seniority in the Company, shall be at least 25%.

Payment of the full amount of the special termination indemnity is subject to the fulfillment of two conditions out of three. In case only one condition is fulfilled, then Mr. Jean-Georges MALCOR will be entitled to receive only 50% of the said special termination indemnity.

## **II - FALLING UNDER THE AUTHORITY OF THE EXTRAORDINARY GENERAL MEETING**

### **SEVENTEENTH RESOLUTION**

*(Amendment of Article 3 of the Company's bylaws in order to change the company's name)*

After reviewing the report of the Board of Directors, the General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, decides to change the Company's name to "CGG".

Accordingly, Article 3 of the bylaws of the Company entitled "Corporate name" shall be drafted as follows:

"The Company shall have the corporate name of: CGG"

### **EIGHTEENTH RESOLUTION**

*(Delegation of authority to the Board of Directors to increase the share capital through the issue of shares, or any other securities giving access to the share capital, with preferential subscription rights in favor of holders of existing shares)*

After reviewing the report of the Board of Directors and the special report of the Statutory Auditors, the General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, hereby delegates to the Board of Directors, pursuant to articles L.225-129-2, L. 228-91 and L.228-92 of the French Commercial Code, its authority to carry out an increase in capital, on one or several occasions, in the proportion and at the time determined by the Board, in France and abroad, subject to the preferential right to subscribe in favor of the holders of existing shares:

- a) by issuing shares in accordance with article 6 of the Company's by-laws;
- b) by issuing securities, giving the right to their holder by any means, immediately or in the future, at the option of the Company and/or the holder, through conversion, exchange, redemption, exercise of warrants or any other means to the transfer in his favor, at any time or upon set dates, to receive equity securities of the Company, outstanding or to be issued at a later date. These securities may be bonds or be associated with the issue of bonds, or even provide for the issue of bonds as intermediate securities. They may be issued in the form of subordinated securities with a fixed or undetermined duration, and may be denominated in Euros, in foreign currencies or in any monetary units determined by reference to several currencies;
- c) by implementing (a) and (b) simultaneously.



The General Meeting decides that the nominal aggregate amount of the capital increases which may result either immediately or in the future from the issues authorized and delegated hereby, may not exceed thirty five million (35,000,000) euros (i.e. as of the date of this general meeting, 50% of the share capital, corresponding to the issue of eighty-seven million five hundred thousand (87,500,000) new ordinary shares) to which will be added, as the case may be, any additional number of shares to be issued in accordance with laws, regulations or, as the case may be, contractual provisions, in order to protect the rights of holders of the securities granting access to shares of the Company. It is specified that the aggregate amount of debt securities that may be issued pursuant to this resolution shall not exceed one billion two hundred million (1,200,000,000) euros or its equivalent in any other currency or monetary unit determined by reference to several foreign currencies on the date of issue.

The General Meeting decides that the issue price of said securities will be paid up either in cash or by means of an offset with certain, due and payable receivables or, in whole or in part, by capitalization of reserves, profits or issue premium. However, in the event of the issue of securities represented by warrants, the said issue may take place either through an offer to subscribe under the foregoing conditions or through a free allocation of such warrants to the holders of existing shares.

Holders of existing shares, at the time of the issue of securities referred to in (a) and (b) above, shall have an irreducible preferential right to subscribe for the new securities so issued, in proportion to the number of shares they then own, the Board of Directors shall set on the occasion of each issue pursuant to the applicable statutory provisions, the conditions and limits under which the shareholders may exercise their irreducible right to subscribe.

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

If the irreducible rights to subscribe and, where appropriate, the reducible rights to subscribe, do not cover the whole of an issue of shares and securities, the Board of Directors may decide to offer all or part of them in a public offering.

As the case may be, the issue of securities giving access to the share capital of the Company includes as of right, in favor of the subscribers to securities, the waiver by the holders of existing shares of their preferential right to subscribe to securities representing a share of the capital to which the said securities will give immediate or deferred access.

The extraordinary general meeting authorizes the Board of Directors to charge the expenses relating to the capital increases to the issue premium of such capital increases and to deduct from such premiums the amounts necessary to raise the legal capital reserve to the statutory one tenth of the new stated capital after each capital increase.

The present authorization, which supersedes all prior authorizations relating to the issue, with preferential subscription rights, of shares and/or securities, granting their holders an immediate or deferred access to a portion of the share capital of the Company, cancels and replaces, for its non-used portion, the authorization granted to the Board by the mixed General Meeting held on May 4, 2011 in its thirteenth resolution. This authorization shall remain valid for a period of twenty-six (26) months from the date of this Meeting.

## NINETEENTH RESOLUTION

*(Delegation of authority to the Board of Directors to increase the share capital through the issue of shares, or any other securities giving access to the share capital, without preferential subscription rights in favor of holders of existing shares through a public offer)*

After reviewing the report of the Board of Directors and the special report of the Statutory Auditors, the General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, hereby delegates to the Board of Directors, pursuant to articles L.225-129-2, L.225-135, L.225-136, L.228-91 and L.228-92 of the French Commercial Code, its authority to decide and to carry out, on one or several occasions, in proportion and time period determined by the Board, in France and abroad, without preferential subscription rights, increase in capital through the issue of securities through a public offer.

These securities may be issued in the form of:

- a) new shares in accordance with article 6 of the Company's by-laws;
- b) by issuing securities, giving the right to their holder by any means, immediately or in the future, at the option of the Company and/or the holder, through conversion, exchange, redemption, exercise of warrants or any other means to the transfer in his favor, at any time or upon set dates, to receive equity securities of the Company, outstanding or to be issued at a later date, by public offer (i.e. any offer including a public offer). These securities may be bonds or be associated with the issue of bonds, or even provide for the issue of bonds as intermediate securities and the subscription of these securities will be paid up either in cash or by an offset with receivables). They may be issued in the form of subordinated securities with a fixed or undetermined duration, and may be denominated in Euros, in foreign currencies or in any monetary units determined by reference to several currencies;
- c) by implementing a) and b) simultaneously.

Those securities may be issued in order to compensate shares in the course of a public offer of exchange which concerns shares conforming to the conditions specified under article L.225-148 of the French Commercial Code and within the limits set forth by this resolution.

The General Meeting decides that the nominal amount of the capital increases which may result either immediately or in the future from the issues authorized and delegated hereby, may not exceed nine million (9,000,000) euros (i.e. as of the date of this General Meeting, 12,5% of the share capital corresponding to the issue of twenty-two million five hundred thousand (22,500,000) new ordinary shares) such amount being included into the aggregate amount as determined for general increase in capital pursuant to the eighteenth resolution, to which will be added, as the case may be, any additional number of shares to be issued in order to protect, in accordance with the laws, regulations or, as the case may be, contractual provisions, the rights of holders of the securities granting access to shares of the Company. It is specified that the aggregate amount of debt securities that may be issued pursuant to this resolution shall not exceed three hundred and sixty million (360,000,000) euros or its equivalent in any other currency or monetary unit determined by reference to several foreign currencies on the date of issue, such amount being included into the aggregate amount relating to debt securities, as determined in the eighteenth resolution.

The General Meeting decides that:

- a) the issue price of the shares shall be determined pursuant to article L.225-136 1°, first paragraph and article R. 225-119 of the French Commercial Code;

- b) the issue price of securities giving access to share capital, will be such that the sum received immediately by the Company, increased, if relevant, by the sum it is likely to receive subsequently, is, for each equity security issued as a result of the issue of these securities, at least equal to the issue price defined in paragraph a) above.

Pursuant to article L.225-135 of the French Commercial Code, the Board of Directors may grant a priority subscription period to shareholders to subscribe to the securities, for which the Board of Directors will determine the terms and conditions of exercise, without giving rise to the creation of negotiable rights.

As the case may be, the issue of securities giving access to the share capital includes as of right, in favor of the subscribers to securities, the waiver by the holders of existing shares of their preferential right to subscribe to securities representing a share of the capital to which the said securities will give immediate or deferred access.

The extraordinary general meeting authorizes the Board of Directors to charge the expenses relating to the capital increases to the issue premium of such capital increases and to deduct from such premiums the amounts necessary to raise the legal capital reserve to the statutory one tenth of the new stated capital after each capital increase.

The present authorization, which supersedes all prior authorizations relating to the issue, without preferential subscription rights, of shares and/or securities granting their holders an immediate or deferred access to a portion of the share capital of the Company through a public offer, cancels and replaces, for its non-used portion, the authorization granted to the Board by the mixed General Meeting held on May, 2011, in its fourteenth resolution. This authorization shall remain valid for a period of twenty-six (26) months from the date of the present Meeting.

#### **TWENTIETH RESOLUTION**

*(Delegation of authority to the Board of Directors to increase the share capital through the issue of shares, or any other securities giving access to the share capital, without preferential subscription rights in favor of holders of existing shares to be exclusively made by private placement)*

After reviewing the report of the Board of Directors and the special report of the Statutory Auditors, the General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, hereby delegates to the Board of Directors, pursuant to the French Commercial Code provisions, including its articles L.225-129-2, L.225-135, L.225-136, and L.228-92, and article L.411-2.-II of the French Monetary-Financial Code, its authority to decide and to carry out, on one or several occasions, in proportion and time period determined by the Board, in France and abroad, increase in capital through the issue of securities exclusively made by an offer mentioned in article L.411-2.-II of the French Monetary-Financial Code and decides to suppress the shareholders' preferential subscription rights to those securities.

These securities may be issued in the form of:

- a) new shares in accordance with article 6 of the Company's by-laws;
- b) by issuing securities, giving the right to their holder by any means, immediately or in the future, at the option of the Company and/or the holder, through conversion, exchange, redemption, exercise of warrants or any other means to the transfer in his favor, at any time or upon set dates, to receive equity securities of the Company, outstanding or to be issued at a later date. These securities may be bonds or be associated with the issue of bonds, or even provide for the issue of bonds as intermediate securities and the subscription of these securities may be operated either

in cash or by an offset of receivables. They may be issued in the form of subordinated securities with a fixed or undetermined duration, and may be denominated in Euros, in foreign currencies or in any monetary units determined by reference to several currencies;

c) by implementing a) and b) simultaneously.

The General Meeting decides that the nominal amount of the capital increases which may result either immediately or in the future from the issues authorized and delegated hereby and those mentioned in the nineteenth resolution, may not exceed nine million (9,000,000) euros (i.e. as of the date of this general meeting, 12,5% of the share capital corresponding to the issue of twenty-two million five hundred thousand (22,500,000) new ordinary shares) such amount being included into the amount as determined for general increase in capital pursuant to the eighteenth and nineteenth resolutions, to which will be added, as the case may be, any additional number of shares to be issued in order to protect, in accordance with the laws, regulations or, if necessary, contractual provisions, the rights of holders of the securities granting access to shares of the Company. It is specified that the aggregate amount of debt securities that may be issued pursuant to this resolution shall not exceed three hundred and sixty million (360,000,000) euros or its equivalent in any other currency or monetary unit determined by reference to several foreign currencies on the date of issue, such amount being included into the maximum amounts relating to debt securities, as determined in the eighteenth and nineteenth resolutions.

The General Meeting decides that:

- a) the issue price of the shares shall be determined pursuant to article L.225-136 1°, first paragraph and article R. 225-119 of the French Commercial Code;
- b) the issue price of securities giving access to share capital, will be such that the sum received immediately by the Company, increased, if relevant, by the sum it is likely to receive subsequently, is, for each equity security issued as a result of the issue of these securities, at least equal to the issue price defined in paragraph a) above.

Pursuant to article L.225-135 of the French Commercial Code, the Board of Directors may grant a priority subscription period to shareholders to subscribe to the securities, for which the Board of Directors will determine the terms and conditions of exercise, without giving rise to the creation of negotiable rights.

As the case may be, the issue of securities giving access to the share capital includes as of right, in favor of the subscribers to securities, the waiver by the holders of existing shares of their preferential right to subscribe to securities representing a share of the capital to which the said securities will give immediate or deferred access.

The extraordinary general meeting authorizes the Board of Directors to charge the expenses relating to the capital increases to the issue premium of such capital increases and to deduct from such premiums the amounts necessary to raise the legal capital reserve to the statutory one tenth of the new stated capital after each capital increase.

The present authorization, which supersedes all prior authorizations relating to the issue, without preferential subscription rights, of shares and/or securities granting their holders an immediate or deferred access to a portion of the share capital of the Company by private placement, cancels and replaces, for its non-used portion, the authorization granted to the Board by the mixed General Meeting held on May 4, 2011, in its fifteenth resolution. This authorization shall remain valid for a period of twenty-six (26) months from the date of the present Meeting.

#### **TWENTY-FIRST RESOLUTION**

*(Determination of the issue price in case of issue without any preferential right pursuant to the nineteenth and twentieth resolutions within an annual limit of 10% of the share capital)*

The General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, pursuant to article L 225-136 1°, second paragraph of the French Commercial Code, hereby authorizes the Board of Directors for each capital increase by public offering or private placement decided pursuant to the nineteenth and twentieth resolutions to determine the issue price, within an annual limit of 10% of the share capital at the time of the issue (it being specified that this limit will be determined at any time after this meeting), which shall not be less than the volume-weighted average quoted price of the share on Euronext Paris SA over the trading day preceding the determination of the issue price less a maximum discount of 5%.

The issue price of any security giving access to the share capital shall be determined so as to ensure that any sum received immediately by the Company increased, as the case may be, by any sum that the Company may perceive subsequently, be at least equal to the share price issue defined hereinabove, for any share issued as a consequence of the issue of such securities.

The amount of such capital increase shall be included into the maximum amount set forth by the nineteenth and twentieth resolutions and the maximum aggregate amount set forth by the eighteenth resolution.

The present authorization, which supersedes all prior authorizations relating to the determination of the issue price in case of issue without any preferential right by public offer or private placement, cancels and replaces the authorization granted to the Board by the mixed General Meeting held on May 4, 2011, in its sixteenth resolution. This authorization shall remain valid for a period of twenty-six (26) months from the date of this Meeting.

#### **TWENTY-SECOND RESOLUTION**

*(Delegation of authority to the Board of Directors in order to increase the number of shares issued pursuant to the eighteenth, nineteenth and twentieth resolutions)*

The General Meeting deciding under the quorum and majority requirements for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors, resolves that, for each issue carried out pursuant to the eighteenth, nineteenth and twentieth resolutions, the Board of Directors shall be entitled, as the case may be, within the limits applicable to each of these resolutions, to increase the number of shares for each issue within thirty (30) days from the date of the closing date of the subscription period within the limit of 12.5% of the initial issue and at the same issue price as for the initial issue.

The present authorization, which supersedes all prior authorizations relating to the increase of the number of shares issued pursuant to the eighteenth, nineteenth and twentieth resolutions, cancels and replaces the authorization granted to the Board by the mixed General Meeting held on May 4, 2011, in its seventeenth resolution. This authorization shall remain valid for a period of twenty-six (26) months from the date of this Meeting.

### **TWENTY-THIRD RESOLUTION**

*(Delegation of authority to the Board of Directors in order to increase the share capital by incorporation of reserves, profits or share premiums)*

The General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors, pursuant to article L.225-130 the French Commercial Code:

1. delegates to the Board of Directors the authority its authority to carry out, on one or several occasions, in proportion and time period determined by the Board by incorporation of reserves, profits of issue premiums through the issue of shares for no consideration and/or increase of the par value of the existing shares;
2. resolves that the amount of such capital increase shall not exceed a nominal value of ten million (10,000,000) euros or its equivalent, it being specified that such amount is included into the aggregate maximum amount of thirty five million (35,000,000) euros referred to in the eighteenth resolution;
3. resolves that in the case of an increase in capital through the issue of performance shares and pursuant to article L.225-130 of the French Commercial Code, the Board of Directors shall be entitled to decide that the fractioned allocation rights will not be negotiable and that the corresponding shares will be sold, the proceeds of such sale being allocated to the beneficiaries of such rights pursuant as provided by the law.

The present delegation, which supersedes all prior delegations relating to the increase of share capital by incorporation of reserves, profits or share premiums, cancels and replaces the authorization granted to the Board by the General Meeting held on May 4, 2011, in its eighteenth resolution. This authorization shall remain valid for a period of twenty-six (26) months from the date of this Meeting.

### **TWENTY-FOURTH RESOLUTION**

*(Authorization given to the Board of Directors to increase the share capital in consideration of contributions in kind within a limit of 10% of the share capital)*

The General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors and the special report of the auditors, pursuant to article L. 225-147 of the French Commercial Code:

1. Authorizes the Board of Directors, upon review of the report of the independent appraiser, to increase, on one or several occasions, the share capital in consideration of contributions in kind made to the Company and consisting of shares or securities giving access to share capital;
2. Resolves that the aggregate nominal value of the ordinary shares that could be issued pursuant to such authorization shall not exceed 10% of the existing share capital at the time of the capital increase;
3. Notes that the current authorization includes the waiver by the holders of existing shares of their preferential right to subscribe to shares or securities giving access to the issued capital in consideration of contributions in kind;
4. Resolves that the amount of the capital increases carried out pursuant to this resolution shall be included into the aggregate amount determined by the nineteenth resolution;

5. Grants full power grants full powers to the Board of Directors, with the authority to sub-delegate such powers according to the applicable law under terms provided for by law, to implement, on one or several occasions, the authorization granted hereby.

The present authorization, which supersedes all prior authorizations relating to the increase of share capital in consideration of contributions in kind, cancels and replaces the authorization granted to the Board by the General Meeting held on May 4, 2011, in its nineteenth resolution. This authorization shall remain valid for a period of twenty-six (26) months from the date of this Meeting.

#### **TWENTY-FIFTH RESOLUTION**

*(Delegation of authority to the Board of Directors to increase the capital by issue of shares or securities giving access to the share capital of the Company, to the members of a Company Savings Plan ("Plan d'Epargne Entreprise"))*

After reviewing the report of the Board of Directors and the special report of the Statutory Auditors, the General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, and pursuant to article L.3332-1 and seq. of the French Labor Code and articles L.225-129-2 and L.225-138-1 of the French Commercial Code:

1. Delegates its authority to the Board of Directors, for a period of twenty-six months, to carry out, on one or several occasions, on its own initiative, capital increases within a limit of a maximum nominal value of two million five hundred thousand (2,500,000) euros not taking into account any adjustment that may be necessary in accordance with the law, such amount being included into the aggregate amount set forth in the eighteenth resolution, through the issue of shares or other securities with deferred access to the share capital, to which the subscription will be reserved to those members of the Company Savings Plan of the Company and of French or foreign companies of the Group who furthermore fulfill the conditions set out by the Board of Directors, in accordance with the law;
2. Decides that the Board of Directors shall be entitled to grant performance shares or other free securities giving access to the share capital, provided that the total advantage resulting therefrom and, as the case may be, from the discount on the share subscription price, shall not exceed the limits provided for by the statutory and legal provisions;
3. Decides that the issue price for the new shares and for the securities with deferred access to the share capital will be set by the Board of Directors in accordance with statutory and legal provisions;
4. Decides that the characteristics of the securities with deferred access to the share capital will be determined by the Board of Directors in accordance with the law;
5. Decides to waive the preferential rights of the shareholders to subscribe to newly issued shares in favor of the members of the Company Savings Plan;
6. Decides in the event of capital increases performed in accordance with the delegations granted to the Board of Directors by this General Meeting under the eighteenth and nineteenth resolutions and except when such increase result from the prior issue of securities giving access to a portion of the share capital, that the Board of Directors shall have to deliberate on the opportunity to perform a capital increase reserved to the employees mentioned under point 1 above and under the terms and conditions mentioned in the article L.3332-18 of the French Labor Code, up to a nominal amount of two million five hundred thousand (2,500,000) euros, such amount being included into the aggregate global amount set forth by the eighteenth resolution.

The General Meeting grants all powers to the Board of Directors to implement the present delegation of powers and authority and in particular to grant deferred payment of shares and as the case may be, for the securities with deferred access to the share capital, set the modalities and conditions of the operations and set the dates and terms of the issues which will be carried out by virtue of the present authorization, set the opening and closing dates for the subscriptions, the dates at which shares will give right to dividends, the terms for full payment of shares and other securities with deferred access to the share capital, request the admission and listing of securities on such markets as it may decide to record the effectiveness of the capital increases for the number of shares which will actually be subscribed, to carry out, either directly or by proxy, all operations and administrative formalities relating to the capital increases and, at its sole discretion and if it deems appropriate, to charge the expenses related to the capital increases to the amount of issue premiums pertaining to these capital increases and to deduct from this amount the sums required to raise the legal capital reserve to one tenth of the new capital after each increase.

The present delegation, which supersedes all prior delegations relating to the increase of share capital by issue of shares or securities giving access to the share capital of the Company, to the members of a Company Savings Plan (“Plan d’Epargne Entreprise”), cancels and replaces the authorization granted to the Board by the General Meeting held on May 4, 2011, in its twentieth resolution. This authorization shall remain valid for a period of twenty-six (26) months from the date of this Meeting.

#### **TWENTY-SIXTH RESOLUTION**

*(Authorization given to the Board of Directors to grant stock options to the employees of the Company and its subsidiaries – excluding the Senior Executive Officers (Chief Executive Officer and Corporate Officers) and the other members of the Corporate Committee of the Company)*

After reviewing the report of the Board of Directors and the special report of the Statutory Auditors, the General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders’ meetings, and pursuant to articles L.225-177 and seq. of the French Commercial Code:

1. Authorizes the Board of Directors to allocate, on one or more occasions, to the Company’s employees and to employees of the companies affiliated to the Company within the meaning of article L.225-180 of the French Commercial Code (excluding the Chief Executive Officer and the other members of the Corporate Committee), or certain categories among them, options to subscribe new shares to be issued by the Company through share capital increases or to purchase existing shares of the Company resulting from repurchases carried out by the Company in accordance with legal provisions;
2. Resolves that the options that may be allocated by the Board of Directors pursuant to this authorization may not give the right to purchase or subscribe a total number of shares greater than 1.32% of the share capital at the date on which the Board of Directors decides to allocate such options, and without exceeding 0.85% of the share-capital over a twelve-month period, it being specified that (i) these amounts do not take into account the adjustments that may be carried out in accordance with legislative and regulatory provisions and that (ii) these amounts will not be included in the global amount set forth in the eighteenth resolution;
3. Resolves that the subscription or purchase price, as the case may be, will be set by the Board of Directors without any discount, according to the terms and within the limits authorized by the legislation in force on the day on which the options are allocated;
4. Resolves that the validity of the options will range from six (6) to eight (8) years from the date of their allocation by the Board of Directors;
5. Resolves that the options will vest partially after two years and fully after four years;



6. Acknowledges that the present authorization includes as of right, in favor of the beneficiaries of the options to subscribe to new shares, the waiver by the shareholders of their preferential right to subscribe to shares which will be issued as the options are exercised;
7. Resolves that the beneficiaries' right over the options will be lost in the event of resignation or dismissal for wrongful or gross misconduct (*faute grave or faute lourde*);
8. Resolves that the initial conditions of allocation may not be amended afterwards;
9. Grants full powers to the Board of Directors, with the authority to sub-delegate within the conditions provided for by applicable law, to implement the present authorization, to decide, in particular, on the date or dates of implementation and the terms and conditions under which the options are allocated and exercised, to proceed with the necessary adjustments in the event of financial operations being conducted after the allocation of options, to temporarily suspend the exercise of the options in the event of financial operations being conducted which involve a separation of a right, to allocate, if it deems it appropriate, the expenses related to the capital increases to the amount of issue premiums pertaining to these capital increases and deduct from this amount the amount required to raise the legal capital reserve to one tenth of the new capital after each increase, to record consecutive increases in share capital, to request the admission to listing of securities on such regulated markets as it may decide, to amend the by-laws accordingly with respect to the amount of capital and the number of shares which represent it.

In accordance with the provisions of Article L.225-184 of the French Commercial Code, each year the Board of Directors will inform the General Meeting of the transactions carried out pursuant to the present resolution.

The present authorization cancels and replaces, for its non-used portion, the authorization granted to the Board by the General Meeting held on May 4, 2011 in its twenty-first resolution. This authorization is valid for a period of twenty-six (26) months from the date of this Meeting.

#### **TWENTY-SEVENTH RESOLUTION**

*(Authorization given to the Board of Directors to grant stock options to the Senior Executive Officers (Chief Executive Officer and Corporate Officers) and the other members of the Corporate Committee of the Company)*

After reviewing the report of the Board of Directors and the special report of the Statutory Auditors, the General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, and pursuant to articles L.225-177 and seq. of the French Commercial Code:

1. Authorizes the Board of Directors to allocate, on one or more occasions, to the Senior Executive Officers (Chief Executive Officer and Corporate Officers) and to the other members of the Corporate Committee of the Company, options to subscribe new shares to be issued by the Company through share capital increases or to purchase existing shares of the Company resulting from repurchases carried out by the Company in accordance with legal provisions;
2. Resolves that the options that may be allocated by the Board of Directors pursuant to this authorization may not give the right to purchase or subscribe a total number of shares greater than 0.68 % of the share capital at the date on which the Board of Directors decides to allocate such options, and without exceeding 0.43 % of the share-capital over a twelve-month period, it being specified that (i) these amounts do not take into account the adjustments that may be

carried out in accordance with legislative and regulatory provisions and that (ii) these amounts will not be included in the global amount set forth in the eighteenth resolution.

For the Senior Executive Officers, the options granted pursuant to this resolution will not exceed 25 % of the total number of options which may be allocated under the twenty-sixth and twenty-seventh resolutions.

3. Resolves that the subscription or purchase price, as the case may be, will be set by the Board of Directors without any discount, according to the terms and within the limits authorized by the legislation in force on the day on which the options are allocated;
4. The final allocation of the options will be subject to the fulfillment of the conditions described below:
  - The average, over the sixty trading days preceding the date of allocation, of the ratio between the CGG ADS price over the PHLX Oil Service Sector<sup>SM</sup> (OSX<sup>SM</sup>) index shall equal at least two-third of the same average ratio over the same period of sixty trading days three years before the vesting date;
  - The average, over the sixty trading days preceding the date of allocation, of the ratio between the CGG share price over SBF 120 index shall equal at least two-third of the same average ratio over the same period of sixty trading days three years before the vesting date;
  - Over the vesting period, the market price of the CGG share shall have increased at least by 8% on an annual basis;
  - The Group results in average over a period of 3 years preceding the vesting date shall reach at least 90% of the average EBITDAS annual targets as determined by the Board of Directors;
5. Resolves that the validity of the options will range from six (6) to eight (8) years from the date of their allocation by the Board of Directors;
6. Resolves that the options will vest partially after two years and fully after four years;
7. Acknowledges that the present authorization includes as of right, in favor of the beneficiaries of the options to subscribe to new shares, the waiver by the shareholders of their preferential right to subscribe to shares which will be issued as the options are exercised;
8. Resolves that the beneficiaries' right over the options will be lost in the event of resignation or dismissal for wrongful or gross misconduct (*faute grave or faute lourde*);
9. Resolves that the initial conditions of allocation may not be amended afterwards;
10. Grants full powers to the Board of Directors, with the authority to sub-delegate within the conditions provided for by applicable law, to implement the present authorization, to decide, in particular, on the date or dates of implementation and the terms and conditions under which the options are allocated and exercised, to proceed with the necessary adjustments in the event of financial operations being conducted after the allocation of options, to temporarily suspend the exercise of the options in the event of financial operations being conducted which involve a separation of a right, to allocate, if it deems it appropriate, the expenses related to the capital increases to the amount of issue premiums pertaining to these capital increases and deduct from this amount the amount required to raise the legal capital reserve to one tenth of the new capital after each increase, to record consecutive increases in share capital, to request the admission to listing of securities on such regulated markets as it may decide, to amend the by-laws accordingly with respect to the amount of capital and the number of shares which represent it.

In accordance with the provisions of Article L.225-184 of the French Commercial Code, each year the Board of Directors will inform the General Meeting of the transactions carried out pursuant to the present resolution.

The present authorization cancels and replaces, for its non-used portion, the authorization granted to the Board by the General Meeting held on May 4, 2011, in its twenty-second resolution. This authorization is valid for a period of twenty-six (26) months from the date of this Meeting.

#### **TWENTY-EIGHTH RESOLUTION**

*(Authorization and delegation to the Board of Directors in order to reduce the share capital by cancelling shares purchased pursuant to the authorization of purchase of its own shares by the Company)*

After reviewing the report of the Board of Directors and the special report of the Statutory Auditors the General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, authorizes the Board of Directors to reduce the share capital, on one or several occasions, in proportion and at time period determined by the Board, by canceling any quantity of treasury shares as it may decide within the limits set forth by law, according to articles L. 225-209 and seq. of the French Commercial Code.

The maximum number of shares that may be cancelled over a twenty-four-month period is 10% of the shares forming the share capital of the Company, being specified that such limit applies to the amount of the share capital as it may have been adjusted after this general meeting in consideration of transactions carried out on such share capital.

The General Meeting grants all powers to the Board of Directors, with faculty to sub-delegate, to carry out any and all cancellation of shares and reduction of share capital pursuant to this authorization, modify accordingly the by-laws and carry out all formalities.

The present authorization, which supersedes all prior authorizations relating to the reduction of share capital by cancelling shares purchased by the Company, cancels and replaces the authorization granted to the Board by the General Meeting held on May 4, 2011, in its twenty-fifth resolution. This authorization is valid for a period of eighteenth (18) months from the date of this Meeting.

#### **TWENTY-NINTH RESOLUTION**

*(Delegation of authority to the Board of Directors to issue securities giving rights to receive debt securities)*

The General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, and pursuant to articles L. 225-129-2 and L. 228-92 of the French Commercial Code:

1. Delegates to the Board of Directors the authority to issue, on one or several occasions, in France or abroad, in euros, foreign currencies or any other monetary units determined by reference to foreign currencies, securities entitling their holders to receive debt securities, in particular bonds with a warrant for a bond's subscription or warrants to subscribe bonds,
2. Resolves moreover that the amount of debt securities that may be issued in the scope of this delegation shall not exceed one billion two hundred million (1,200,000,000) euros or its equivalent in foreign currencies, or monetary units, such amount being included on the one billion two hundred million (1,200,000,000) euros aggregate ceiling set forth in the eighteenth resolution in

relation to debt securities. The Board of Directors shall notably determine the issue price, the interest rate, variable or fixed, of the debt securities, the payment dates, the conditions under which such securities will be redeemed, with or without premium and the conditions of their early redemption according to market conditions.

The present delegation, which supersedes all priori delegations relating to the issue of securities giving rights to receive debt securities, cancels and replaces the authorization granted to the Board by the General Meeting held on May 4, 2011, in its twenty-sixth resolution. This authorization shall remain valid for a period of twenty-six (26) months from the date of this Meeting.

#### **THIRTIETH RESOLUTION** *(Powers)*

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

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#### **A. Preliminary formalities to attend the General Meeting**

Pursuant to the provisions of Section R.225-85 of the French Commercial Code, in order to attend this General Meeting or to be represented, shareholders must have their shares registered in their name or in the name of the financial intermediary registered on their behalf either in the shareholder account administered by our agent or in a bearer shares account maintained by an accredited financial intermediary, on the third business day prior to the date of the General Meeting at 12:00 a.m. (Paris time). The third business day prior to the General Meeting at 12:00 a.m. will be Monday, April 29, 2013 at 12:00 a.m. (Paris time). Only shareholders able to confirm their shareholding at 12:00 a.m. (Paris time), on April 29, 2013, pursuant to the conditions set forth by Section R. 225-85 of the French Commercial Code, may participate in the General Meeting.

The registration of the shares in bearer shares accounts maintained by financial intermediaries is evidenced by a statement of holdings delivered by the financial intermediary and attached to the postal voting form, proxy forms or admission card's request issued in the name of the shareholder or on its behalf by the financial intermediary.

Such a statement of holdings is also delivered to shareholders willing to attend the General Meeting in person but who have not received an admission card three business days prior to the date of the General Meeting at 12:00 a.m., Paris time.

#### **B. Attendance at the General Meeting**

1. Any shareholder, regardless of the number of shares held, may take part in this General Meeting. If the shareholder cannot attend this meeting personally, he(she) can choose either:

- to be represented by another shareholder, by his(her) spouse or by the partner with whom a civil solidarity pact ("PACS") has been signed, or any other legal or natural person of his(her) choice;
- to send to BNP Paribas Securities Services – Service Assemblées Générales - CTS Assemblées-Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin cedex or by fax at 33 1 40 14 58 90 a voting form without completing the proxy, in which case, a positive vote will be casted in favor of all resolutions agreed by the Board;
- to cast a postal vote.

No electronic vote will be put in place for this General Meeting therefore no internet website as provided for by section R. 225-61 of the French commercial code will be made available for this purpose.

2. In accordance with Section R.225-79 of the French Commercial Code, an appointment or cancellation of a proxy may be notified electronically under the following conditions:

- shareholders whose shares are under registered form shall send an e-mail to the following address: [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com) and specify their name, first name, address and identification number with BNP Paribas Securities Services and the name and first name of the appointed or cancelled proxy.

- shareholders whose shares are held under the bearer form or under the registered form but through an accredited financial intermediary shall send an e-mail to the following address: [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com) and specify their name, first name, address and full bank details along with the name and first name of the appointed or cancelled proxy; then they shall request the financial intermediary maintaining their account to send a written confirmation to BNP Paribas Securities Services – CTS Assemblées Générales – Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin cedex.

Only notifications of appointment or cancellation of proxies, duly signed, completed and received on Thursday, May 2, 2013 at the latest will be taken into account. In addition, 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.

3. In accordance with the regulations in force, shareholders are reminded that:

- Shareholders who wish to obtain proxy and voting forms and admission cards must send their request to BNP Paribas Securities Services at the abovementioned address or by fax at 33 1 40 14 58 90;
- In order to allow time for such forms to be issued, requests must be received at the Company's registered office or by BNP PARIBAS Securities Services at the above mentioned address or by fax at 33 1 40 14 58 90, not later than six days prior to the date of the meeting.
- The duly completed form must be returned to the Company's registered office or to BNP PARIBAS Securities Services, at the latest on the day preceding the date of the meeting.
- Holders of shares in the bearer form must attach to the form a statement of holdings delivered by the financial intermediary evidencing the registration of their shares.
- Any shareholder who casts a postal vote will not have the right to participate in the meeting in person or to appoint a proxy.

### **C. Requesting the addition of agenda items or draft resolutions – Submitting written questions**

1. Requests for adding items to the meeting's agenda or draft resolutions submitted by shareholders who fulfill the conditions set forth by section R.225-71 of the French Commercial Code, must be sent by registered mail with acknowledgment of receipt to the Company' registered office, Tour Maine-Montparnasse, 33 avenue du Maine, 75015 Paris, France. The Company must receive the requests 25 days prior to the date of the General Meeting, i.e. April 8, 2013 at the latest. Request for adding agenda items shall be justified. Requests for adding draft resolutions shall be accompanied by the text of the draft resolutions and, if need be, by a short summary of the justification. Both requests must be accompanied by a statement of holdings. Examination of draft resolution or agenda item is subject

to the delivery, by the authors, of a new statement of holdings evidencing the registration of the shares in the same account on the third business day preceding the General Meeting at 12:00, Paris time. The date of the General Meeting being May 3, 2013, the third business day prior to the meeting at 12:00 a.m. will be Monday, April 29, 2013 at 12:00 a.m. (Paris time).

Pursuant to section R.225-73-1 of the French Commercial Code, the list of items added to the agenda and the draft resolutions presented by shareholders under the aforementioned conditions will be published without delay on the Company website, [www.cgg.com](http://www.cgg.com). For each agenda item, the Company may also include a comment issued by the Board of Directors.

2. In accordance with section L.2323-67 of the French Labor Code, the Works council may request that draft resolutions be added to the agenda of the General Meeting. The request must be sent by a duly appointed member of the Works council to the Company, by registered mail with acknowledgment of receipt, within ten days as from the date of publication of the present notice, as provided for by section R.2323-14 of the French Labor Code.

3. In accordance with section R. 225-84 of the French commercial code, any shareholder may submit written questions to the Board of Directors as from the date of publication of the present notice. Such questions must be sent to the Company by registered letter with acknowledgment of receipt together with a statement of holdings evidencing the registration of the shares no later than the fourth business day preceding the General Meeting, i.e. April 26, 2013. Any questions submitted will be answered during the meeting itself.

#### **D. Documentation made available to shareholders**

The documents set forth by section R. 225-73-1 of the French commercial code will be published on the Company website [www.cgg.com](http://www.cgg.com), no later than the 21<sup>st</sup> day preceding the General Meeting, i.e. April 12, 2013.

All documents and information listed in sections L. 225-115 and R. 225-83 of the French commercial code will be made available for consultation by shareholders at the Company's headquarters, Tour Maine Montparnasse, 33 avenue du Maine, 75015 Paris as from the date of the notice calling the General Meeting and during fifteen days prior to the General Meeting.

**Holders of American Depositary Receipts evidencing American Depositary Shares ("ADSs") willing to attend and/or vote at this Meeting must follow the instructions sent to them by Bank of New York Mellon, acting as depositary of the ADSs.**

THE BOARD OF DIRECTORS