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SIMPLIFIED PUBLIC EXCHANGE OFFER

for bonds convertible into and/or exchangeable for new or existing CGG shares, due January 1, 2019 (the “**2019 OCEANE**”)
launched by



Public Limited Company (*société anonyme*) with a share capital of €70,826,076
Registered office: Tour Maine Montparnasse, 33 avenue du Maine, 75015 Paris
Paris Trade and Company Registry Number: 969 202 241

Presented by



PRESS RELEASE RELATING TO THE AVAILABILITY OF THE OFFER DOCUMENT AND THE INFORMATION RELATING TO, IN PARTICULAR, THE LEGAL, FINANCIAL AND ACCOUNTING CHARACTERISTICS OF CGG

Terms of the Offer

five bonds convertible into and/or exchange for new or existing shares due January 1, 2020 (the “**2020 OCEANE**”) to be issued for two 2019 OCEANE tendered.

Duration of the Offer

15 trading days

This press release has been drawn up by CGG and made available in accordance with the provisions of Articles 231-27 2° and 231-28 of the General Regulations of the French financial markets authority (*Autorité des marchés financiers*, the “**AMF**”).

Pursuant to Article L. 621-8 of the French Monetary and Financial Code and Article 231-23 of its General Regulations, the AMF, in accordance with the declaration of compliance of the public exchange offer (*déclaration de conformité*) dated 28 May 2015, granted *visa* No. 15-230 dated 28 May 2015 on the offer document (*note d'information*) drawn up by CGG relating to the simplified public exchange offer launched by CGG for the bonds convertible into and/or exchangeable for new or existing CGG shares, due January 1, 2019 (the “**Offer**”).

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In accordance with the provisions of Article 231-28 of the AMF General Regulations, the information relating to, in particular, the legal, financial and accounting characteristics of CGG was filed with the AMF on 28 May 2015.

The offer document approved by the AMF and the document containing the information relating to, in particular, the legal, financial and accounting characteristics of CGG are available in French on the AMF website (www.amf-france.org) and the CGG website (www.cgg.com) and may be obtained free of charge from **CGG**, Tour Maine Montparnasse, 33 avenue du Maine, 75015 Paris and, in respect of the offer document, from HSBC, 109, avenue des Champs-Élysées 75419 Paris Cedex 08.

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IMPORTANT NOTICE

This press release has been prepared for information purpose only. This press release is not an offer to the public, and shall not be distributed in any jurisdictions, except France. The distribution of this press release, the Offer and its acceptance, may be subject to legal and regulatory restrictions in certain jurisdictions. Consequently, any person in possession of this press release is required to inform him or herself about any applicable legal restrictions and to comply with them. The Company disclaims any liability should anyone located outside France violate any local laws applicable.

European Economic Area

*With respect to the Member States of the European Economic Area which have implemented the Prospectus Directive (the “**Relevant Member States**”), no action has been undertaken or will be undertaken to make an offer to the public of the 2020 OCEANE requiring a publication of a prospectus in any Relevant Member State. As a result, the 2020 OCEANE may only be offered in Relevant Member States:*

- (a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;*
- (b) to fewer than 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive) per Member State; or*
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive.*

*For the purposes of this paragraph, (i) the expression “**offer to the public of 2020 OCEANE**” in relation to any 2020 OCEANE in any Relevant Member States, means any communication, to individuals or legal entities, in any form and by any means, of sufficient information on the terms and conditions of the offering and on the 2020 OCEANE to be offered, thereby enabling an investor to decide to purchase or subscribe for the 2020 OCEANE, as the same may be varied in that Member State, (ii) the expression “**Prospectus Directive**” means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and (iii) the expression “**2010 PD Amending Directive**” means Directive 2010/73/EU.*

These selling restrictions with respect to Member States apply in addition to any other selling restrictions which may be applicable in the Member States who have implemented the Prospectus Directive.

United Kingdom

*This press release is addressed only (i) to persons located outside the United Kingdom, (ii) to investment professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”), (iii) to people designated by Article 49(2) (a) to (d) of the Order or (iv) to any other person to whom this press release could be addressed pursuant to applicable law (the persons mentioned in paragraphs (i), (ii), (iii) and (iv) all deemed relevant persons (“**Relevant Persons**”). The 2020 OCEANE and, if applicable, the shares of CGG to be delivered upon exercise of the conversion rights (the “**Financial Instruments**”) are intended only for Relevant Persons and any invitation, offer of contract related to the subscription, tender, or acquisition of the*

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Financial Instruments may be addressed and/or concluded only with Relevant Persons. All persons other than Relevant Persons must abstain from using or relying on this document and all information contained therein.

This press release is not a prospectus which has been approved by the Financial Services Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Order.

United States of America

This press release does not constitute or form a part of any offer or solicitation to purchase for securities in the United States of America and has not been submitted to the Securities and Exchange Commission of the United States of America. The 2020 OCEANE (and the underlying shares) may not be offered or sold in the United States of America or for the account or benefit of U.S. persons, except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act or the law of the above states. CGG does not intend to register any portion of the proposed offering in the United States of America and no public offering will be made in the United States of America.

Canada, Australia and Japan

The 2020 OCEANE may not and will not be offered, sold or purchased in Canada, Australia or Japan.

The distribution of this press release in certain countries may constitute a breach of applicable law. The information contained in this press release does not constitute an offer of securities for sale in Canada, Australia or Japan.