



## Results of the Public Exchange Offer for 2019 OCEANE

**Paris, 25 June 2015** – On 24 June 2015, the French financial authority (*Autorité des marchés financiers*, the “AMF”) published the outcome of the simplified public exchange offer initiated by CGG for its outstanding bonds convertible into and/or exchange for new or existing shares due January 1, 2019 (ISIN code FR0011357664) (the “**2019 OCEANE**”) (the “**Offer**”).

By the end of the Offer period, opened between 1st June 2015 and 19 June 2015, 10,114,014 2019 OCEANE, corresponding to 90.3 % of the 2019 OCEANE still outstanding, were tendered to the Offer, meaning that the 50% threshold subject to which CGG reserved the right not to proceed with the Offer was reached.

In consideration for the 2019 OCEANE tendered to the Offer, CGG will issue 25,285,035 OCEANE due January 2020 (the “**2020 OCEANE**”) at a parity of five (5) 2020 OCEANE offered for two (2) 2019 OCEANE tendered.

The 2020 OCEANE will have similar characteristics to those of the 2019 OCEANE, except for the annual interest increased to 1.75% (versus 1.25% for the 2019 OCEANE), the par value set at € 12.86 (versus € 32.14 for the 2019 OCEANE) and the maturity extended to 1st January 2020 (versus 1st January 2019 for the 2019 OCEANE). The 2020 OCEANE will have an allotment ratio of one share per 2020 OCEANE, subject to any further adjustments. The characteristics of the 2020 OCEANE are described in the offer document which was approved by the AMF on May 28, 2015 under visa No. 15-230.

The settlement of the Offer will occur on 26 January 2015 and it is expected that the 2020 OCEANE will begin trading on July 1, 2015 under ISIN code FR0012739548.

1,086,981 2019 OCEANE remain outstanding, corresponding to 9.7 % of the number of 2019 OCEANE initially issued.

### About CGG

*CGG ([www.cgg.com](http://www.cgg.com)) is a fully integrated Geoscience company providing leading geological, geophysical and reservoir capabilities to its broad base of customers primarily from the global oil and gas industry. Through its three complementary business divisions of Equipment, Acquisition and Geology, Geophysics & Reservoir (GGR), CGG brings value across all aspects of natural resource exploration and exploitation.*

*CGG employs over 8,500 people around the world, all with a Passion for Geoscience and working together to deliver the best solutions to its customers.*

*CGG is listed on the Euronext Paris SA (ISIN: 0000120164) and the New York Stock Exchange (in the form of American Depositary Shares. NYSE: CGG).*

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### **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.*

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***United States of America***

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