

CGG  
Form 20-F  
April 15, 2016  
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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 20-F**

.. **REGISTRATION STATEMENT PURSUANT TO SECTION 12(B) OR (G) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**OR**

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the Fiscal Year Ended December 31, 2015**

**OR**

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**OR**

.. **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Event Requiring this Shell Company Report**

**Commission File Number 001-14622**

# CGG

*(Exact name of registrant as specified in its charter)*

**CGG**

*(Translation of registrant's name into English)*

**Republic of France**

*(Jurisdiction of incorporation or organization)*

**Tour Maine Montparnasse**

**33, avenue du Maine**

**75015 Paris France**

*(Address of principal executive offices)*

**Stephane-Paul Frydman**

**Chief Financial Officer**

**CGG**

**Tour Maine Montparnasse**

**33, avenue du Maine**

**75015 Paris France**

**tel: +33 (0) 16467 4500**

**fax: +33 (0) 16447 3429**

*(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)*

**Securities registered or to be registered pursuant to Section 12(b) of the Act.**

| <b>Title of each class</b>                           | <b>Name of each exchange on which registered</b> |
|--|--|
| <b>American Depositary Shares representing</b>       | <b>New York Stock Exchange</b>                   |
| <b>Ordinary Shares, nominal value 0.40 per share</b> |  |

**Securities registered or to be registered pursuant to Section 12(g) of the Act.**

**None**

**(Title of class)**

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.**

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**7.75% Senior Notes due 2017**

**6.50% Senior Notes due 2021**

**6.875% Senior Notes due 2022**

**(Title of class)**

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

**177,065,192 Ordinary Shares, nominal value 0.40 per share**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes  No

Note: checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those sections.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).\*\* Yes  No

\*\* This requirement is not currently applicable to the registrant.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing: US GAAP

International Financial Reporting Standards as issued by the International Accounting Standards Board  Other

If other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow: Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

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**PRESENTATION OF INFORMATION**

Unless the context otherwise requires, CGG refers to CGG SA, and we, us, our and Group refers to CGG SA and its subsidiaries.

References to Senior Notes are to our 7.75% Senior Notes due 2017, our 5.875% Senior Notes due 2020, our 6.50% Senior Notes due 2021 and our 6.875% Senior Notes due 2022. References to the US revolving facility are to the US\$165 million revolving credit facility under our senior secured credit agreement dated July 15, 2013, as amended from time to time. References to the French revolving facility are to the US\$325 million revolving credit facility under our senior secured French-law revolving facility agreement dated July 31, 2013 as amended from time to time. References to the Nordic credit facility are to the US\$250 million Nordic agreement split into US\$150 million term loan and US\$100 million revolving facility dated July 1, 2013. References to the 2019 secured term loans are to the US\$342 million term loan facility under our term loan credit agreement dated November 19, 2015, as amended from time to time. References to the Credit Facilities are to the French revolving facility, the US revolving facility, the Nordic credit facility and the 2019 secured term loans, collectively.

References to the Acquisition or the Geoscience Acquisition are to our acquisition of most of the Geoscience Division of Fugro N.V. ( Fugro ), including Fugro-Geoteam, Fugro Seismic Imaging, Fugro Geophysical and Geological Services and De Regt Marine Cables, as well as all related entities and assets, but excluding Fugro's multi-client library and OBN activity. References to the Seabed JV are to the joint venture between us and Fugro specializing in shallow water and ocean bottom systems. References to the Transformation Plan are to our transformation plan that was initially put in place at the end of 2013 in order to transform CGG from a seismic acquisition company into an integrated geosciences group.

In this annual report, references to United States or US are to the United States of America, references to US dollars, \$ or US\$ are to United States dollars, references to France are to the Republic of France, references to Norway are to the Kingdom of Norway, references to NOK are to Norwegian kroner and references to euro or are to the single currency introduced at the start of the third stage of European Economic and Monetary Union pursuant to the Treaty establishing the European Union.

As our shares are listed on the New York Stock Exchange (in the form of American Depositary Shares), and the offer and sale of certain of our bonds was registered with the SEC, we are required to file an annual report on Form 20-F with the SEC. Our annual report includes our annual financial statements prepared in accordance with International Financial Reporting Standards ( IFRS ) and its interpretations as issued by the International Accounting Standards Board (IASB). These consolidated financial statements were also prepared in accordance with IFRS as adopted by the European Union.

Unless otherwise indicated, statements in this annual report relating to market share, ranking and data are derived from management estimates based, in part, on independent industry publications, reports by market research firms or other published independent sources. Any discrepancies in any table between totals and the sums of the amounts listed in such table are due to rounding.

Effective January 1, 2012, we changed the presentation currency of our consolidated financial statements from the euro to the US dollar to better reflect the profile of our revenues, costs and cash flows, which are primarily generated in US dollars, and hence, to better present the financial performance of the Group. As a change in presentation currency is a change of accounting policy, all comparative financial information has been restated into US dollars in this annual report.

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**FORWARD-LOOKING STATEMENTS**

This annual report includes forward-looking statements within the meaning of the federal securities laws, which involve risks and uncertainties, including, without limitation, certain statements made in the sections entitled Information on the Company and Operating and Financial Review and Prospects. You can identify forward-looking statements because they contain words such as believes, expects, may, should, seeks, approximately, intends, plans, estimates, or anticipates or similar expressions that relate to our strategy, plans or intentions. These forward-looking statements are subject to risks and uncertainties that may change at any time, and, therefore, our actual results may differ materially from those that we expected. We have based these forward-looking statements on our current views and assumptions about future events. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and, of course, it is impossible for us to anticipate all factors that could affect our actual results. All forward-looking statements are based upon information available to us on the date of this annual report.

Important factors that could cause actual results to differ materially from our expectations (cautionary statements) are disclosed under Item 3: Key Information Risk Factors and elsewhere in this annual report, including, without limitation, in conjunction with the forward-looking statements included in this annual report. Some of the factors that we believe could affect our actual results include:

the impact of the current economic environment and oil and natural gas prices;

the social, political and economic risks of our global operations;

our ability to integrate successfully the businesses or assets we acquire;

the risks associated with activities operated through joint ventures in which we hold a minority interest;

any write-downs of goodwill on our balance sheet;

our ability to sell our seismic data library;

exposure to foreign exchange rate risk;

our ability to finance our operations on acceptable terms;

the impact of fluctuations in fuel costs on our marine acquisition business;

the weight of intra-group production on our results of operations;

the timely development and acceptance of our new products and services;

difficulties and costs in protecting intellectual property rights and exposure to infringement claims by others;

ongoing operational risks and our ability to have adequate insurance against such risks;

our liquidity and outlook;

the implementation of our Transformation Plan;

the level of capital expenditures by the oil and gas industry and changes in demand for seismic products and services;

our clients' ability to unilaterally delay or terminate certain contracts in our backlog;

the effects of competition;

difficulties in adapting our fleet to changes in the seismic market;

the seasonal nature of our revenues;

the costs of compliance with governmental regulation, including environmental, health and safety laws;

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our substantial indebtedness and the restrictive covenants in our debt agreements;

our ability to access the debt and equity markets during the periods covered by the forward-looking statements, which will depend on general market conditions and on our credit ratings for our debt obligations;

exposure to interest rate risk; and

our success at managing the foregoing risks.

We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. We caution you that the foregoing list of important factors may not contain all of the material factors that are important to you. In addition, in light of these risks, uncertainties and assumptions, the forward-looking events discussed in this annual report might not occur. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements included in this annual report, including those described in Item 3: Key Information Risk Factors of this annual report.

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**PART I**

**Item 1: IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable.

**Item 2: OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.

**Item 3: KEY INFORMATION**

**Selected Financial Data**

The selected financial data included below should be read in conjunction with, and are qualified in their entirety by reference to, our consolidated financial statements and Item 5: Operating and Financial Review and Prospects included elsewhere in this annual report. The selected financial data for each of the years in the five-year period ended December 31, 2015 have been derived from our audited consolidated financial statements prepared in accordance with IFRS.

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|   | At December 31,  |           |           |                     |                     |
|---|--|-----------|-----------|---------------------|---------------------|
|   | 2015   | 2014      | 2013      | 2012<br>(restated*) | 2011<br>(restated*) |
|   | (In millions of US\$ except per share data and ratios) |           |           |                     |                     |
| <b>Statement of operations data:</b>                        |  |           |           |                     |                     |
| Operating revenues  | 2,100.9  | 3,095.4   | 3,765.8   | 3,410.5             | 3,180.9             |
| Other revenues from ordinary activities                     | 1.4  | 1.5       | 2.1       | 3.6                 | 3.3                 |
| Cost of operations  | (1,817.2)  | (2,510.8) | (2,977.2) | (2,685.4)           | (2,649.4)           |
| Gross profit  | 285.1  | 586.1     | 790.7     | 728.7               | 534.8               |
| Research and development expenses, net                      | (68.7)   | (101.2)   | (105.9)   | (92.8)              | (77.0)              |
| Marketing and selling expenses                              | (87.2)   | (113.9)   | (118.6)   | (96.0)              | (83.1)              |
| General and administrative expenses                         | (98.5)   | (146.6)   | (215.9)   | (182.6)             | (201.8)             |
| Other revenues (expenses)                                   | (384.5)  | (506.9)   | (105.2)   | (26.7)              | 34.3                |
| Impairment of goodwill                                      | (803.8)  | (415.0)   | (640.0)   |                     |                     |
| Operating income  | (1,157.6)  | (697.5)   | (394.9)   | 330.6               | 207.2               |
| Cost of financial debt, net                                 | (178.5)  | (200.6)   | (191.7)   | (156.7)             | (174.5)             |
| Other financial income (loss)                               | (54.5)   | (43.0)    | (22.3)    | (19.7)              | 0.8                 |
| Income taxes  | (77.0)   | (123.8)   | (82.9)    | (99.2)              | (63.1)              |
| Equity in income of affiliates                              | 21.4   | (81.7)    | 0.6       | 37.4                | 16.4                |
| Net income (loss)   | (1,446.2)  | (1,146.6) | (691.2)   | 92.4                | (13.2)              |
| Attributable to non-controlling interests                   | 4.0  | 7.8       | 7.6       | 17.2                | 13.9                |
| Attributable to owners of CGG SA                            | (1,450.2)  | (1,154.4) | (698.8)   | 75.2                | (27.1)              |
| Net income (loss) per share:                                |  |           |           |                     |                     |
| Basic <sup>(1)</sup>  | (7.45)   | (5.94)    | (3.60)    | 0.42                | (0.16)              |
| Diluted <sup>(2)</sup>                                      | (7.45)   | (5.94)    | (3.60)    | 0.42                | (0.16)              |
| <b>Balance sheet data:</b>                                  |  |           |           |                     |                     |
| Cash and cash equivalents                                   | 385.3  | 359.1     | 530.0     | 1,520.2             | 531.4               |
| Working capital <sup>(3)</sup>                              | 428.5  | 539.4     | 532.0     | 783.5               | 488.7               |
| Property, plant & equipment, net                            | 885.2  | 1,238.2   | 1,557.8   | 1,159.5             | 1,183.2             |
| Multi-client surveys  | 927.1  | 947.4     | 818.0     | 604.2               | 527.3               |
| Goodwill  | 1,228.7  | 2,041.7   | 2,483.2   | 2,415.5             | 2,688.2             |
| Total assets  | 5,513.0  | 7,061.0   | 8,262.8   | 8,332.8             | 7,191.5             |
| Gross financial debt <sup>(4)</sup>                         | 2,884.8  | 2,778.9   | 2,747.6   | 2,305.2             | 1,942.1             |
| Equity attributable to owners of CGG SA                     | 1,312.2  | 2,693.0   | 3,799.9   | 4,483.2             | 3,794.6             |
| <b>Other financial historical data and other ratios:</b>    |  |           |           |                     |                     |
| EBIT <sup>(5)</sup>   | (1,136.2)  | (779.2)   | (394.3)   | 368.0               | 223.6               |
| EBITDAS <sup>(6)</sup>                                      | 452.8  | 775.7     | 1,139.7   | 1,006.2             | 826.1               |
| Capital expenditures <sup>(7)</sup>                         | 145.6  | 281.9     | 347.2     | 368.8               | 365.6               |
| Investments in multi-client surveys, net cash               | 284.6  | 583.3     | 479.4     | 363.8               | 203.2               |
| Net financial debt <sup>(8)</sup>                           | 2,499.5  | 2,419.8   | 2,217.7   | 785.0               | 1,410.6             |
| Gross financial debt <sup>(4)</sup> /EBITDAS <sup>(6)</sup> | 6.4x   | 3.6x      | 2.4x      | 2.3x                | 2.4x                |
| Net financial debt <sup>(8)</sup> /EBITDAS <sup>(6)</sup>   | 5.5x   | 3.1x      | 1.9x      | 0.8x                | 1.7x                |
| EBITDAS <sup>(6)</sup> /Cost of financial debt, net         | 2.5x   | 3.9x      | 5.9x      | 6.4x                | 4.7x                |

\* Restatement related to IAS 19 Revised-Employee benefits effective January 1, 2013. All comparative financial information was restated to present comparative amounts for each period presented as if the new accounting policy had always been applied.

- (1) Basic per share amounts have been calculated on the basis of 194,577,134, 194,489,333, 194,214,274, 178,107,262, and 174,254,201 weighted average outstanding shares in 2015, 2014, 2013, 2012, and 2011 respectively. As a result of the capital increase of CGG SA dated February 5, 2016, via an offering of preferential subscription rights to existing shareholders, the calculation of basic and diluted earnings per shares for 2015, 2014, 2013, 2012 and 2011 has been adjusted retrospectively. The number of ordinary shares outstanding has been adjusted to reflect the proportionate change in the number of shares.
- (2) Diluted per share amounts have been calculated on the basis of 194,577,134, 194,489,333, 194,214,274, 179,570,815, and 174,254,201 weighted average outstanding shares in 2015, 2014, 2013, 2012, and 2011 respectively. As a result of the capital increase of CGG SA dated February 5, 2016, via an offering of preferential subscription rights to existing shareholders, the calculation of basic and diluted earnings per shares for 2015, 2014, 2013, 2012 and 2011 has been adjusted retrospectively. The number of ordinary shares outstanding has been adjusted to reflect the proportionate change in the number of shares.
- (3) Working capital is defined as net trade accounts and notes receivable, net inventories and work-in-progress, tax assets, other current assets and assets held for sale less trade accounts and notes payable, accrued payroll costs, income tax payable, advance billings to customers, deferred income, current provisions and other current liabilities.
- (4) Gross financial debt is defined as financial debt, including current maturities and bank overdrafts.
- (5) Earnings before interest and tax (EBIT) is defined as operating income plus our share of income in companies accounted for under the equity method. EBIT is used by management as a performance indicator because it captures the contribution to our results of the significant businesses that we manage through our joint ventures. However, other companies may present EBIT and related measures differently than we do. EBIT is not a measure of financial performance.

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*under IFRS and should not be considered as an alternative to cash flow from operating activities or as a measure of liquidity or an alternative to net income as indicators of our operating performance or any other measures of performance derived in accordance with IFRS. See Item 5: Operating and Financial Review and Prospects Liquidity and Capital Resources EBIT and EBITDAS for a reconciliation of EBIT to operating income.*

- (6) *EBITDAS is defined as earnings before interest, tax, depreciation, amortization net of amortization costs capitalized to multi-client surveys and share-based compensation cost. Share-based compensation includes both stock options and shares issued under our share allocation plans. EBITDAS is presented as additional information because we understand that it is one measure used by certain investors to determine our operating cash flow and historical ability to meet debt service and capital expenditure requirements. However, other companies may present EBITDAS and similar measures differently than we do. EBITDAS is not a measure of financial performance under IFRS and should not be considered as an alternative to cash flow from operating activities or as a measure of liquidity or an alternative to net income as indicators of our operating performance or any other measures of performance derived in accordance with IFRS. See Item 5: Operating and Financial Review and Prospects Liquidity and Capital Resources EBIT and EBITDAS for a reconciliation of EBITDAS to net cash provided by operating activities.*
- (7) *Capital expenditures is defined as total capital expenditures (including variation of fixed assets suppliers, excluding multi-client surveys) from our statement of cash flows.*
- (8) *Net financial debt is defined as gross financial debt less cash and cash equivalents. Net financial debt is presented as additional information because we understand that certain investors believe that netting cash against debt provides a clearer picture of the financial liability exposure. However, other companies may present net financial debt differently than we do. Net financial debt is not a measure of financial performance under IFRS and should not be considered as an alternative to any other measures of performance derived in accordance with IFRS. See Item 5: Operating and Financial Review and Prospects Liquidity and Capital Resources Financial Debt for a reconciliation of net financial debt to certain financing items on our balance sheet.*

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**Capitalization and Indebtedness**

Not applicable

**Reasons for the Offer and Use of Proceeds**

Not applicable

**Risk Factors**

**RISKS RELATED TO OUR BUSINESS**

*Current economic uncertainty and the volatility of oil and natural gas prices could have a significant adverse effect on us.*

Global market and economic conditions are uncertain and volatile. In the past, economic contractions and uncertainty have weakened demand for oil and natural gas while the introduction of new production capacities have increased supply, resulting in lower prices, and consequently a reduction in the levels of exploration for hydrocarbons and demand for our products and services. The price of Brent decreased from US\$110.80 per barrel as of December 31, 2013 to US\$57.33 per barrel as of December 31, 2014 and to US\$37.28 per barrel as of December 31, 2015. It is difficult to predict how long the current economic conditions and imbalance between supply and demand will persist, whether the oil prices will remain at a low level, whether the current market conditions will deteriorate to further, and which of our products and services will be adversely affected. Nonetheless, the reduction in demand for our products and services and the resulting pressure on pricing in our industry could continue to negatively affect our business, results of operations, financial condition and cash flows.

We have had in the past and may have in the future impairment losses as events or changes in circumstances occur that reduce the fair value of an asset below its book value. We may also have write-offs and non-recurring charges. For the year 2014, such asset impairments, write-offs and non-recurring charges totaled US\$939 million. For 2015, such asset impairments, write-offs and non-recurring charges totaled US\$1,177 million. These conditions could have a material adverse effect on our business, results of operations, financial condition and cash flows.

Uncertainty about the general economic situation and/or on the mid-term level of hydrocarbons prices has had and is likely to continue to have a significant adverse impact on the commercial performance and financial condition of many companies, which may affect some of our customers and suppliers. The current economic and oil industry climate may lead customers to cancel or delay orders or leave suppliers unable to provide goods and services as agreed. Our government clients may face budget deficits that prohibit them from funding proposed and existing projects or that cause them to exercise their right to terminate our contracts with little or no prior notice. If our suppliers, vendors, subcontractors or other counterparties are unable to perform their obligations to us or our customers, we may be required to provide additional services or make alternate arrangements on less favorable terms with other parties to ensure adequate performance and delivery of service to our customers. These circumstances could also lead to disputes and litigation with our partners or customers, which could have a material adverse impact on our reputation, business, financial condition and results of operations.

Turmoil in the credit markets, such as has been experienced in prior periods, could also adversely affect us and our customers. Limited access to external funding has in the past caused some companies to reduce their capital spending to levels supported by their internal cash flow. Some companies have found their access to liquidity constrained or subject to more onerous terms. In this context, our customers may not be able to borrow money on reasonable terms or at all, which could have a negative impact on their demand for our products, and impair their ability to pay us for our products and services on a timely basis, or at all.

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In addition, the potential impact on the liquidity of major financial institutions may limit our ability to fund our business strategy through borrowings under either existing or new debt facilities in the public or private markets and on terms we believe to be reasonable. Persistent volatility in the financial markets could have a material adverse effect on our ability to refinance all or a portion of our indebtedness and to otherwise fund our operational requirements. We cannot be certain that additional funds will be available if needed to make future investments in certain projects, take advantage of acquisitions or other opportunities or respond to competitive pressures. If additional funds are not available, or are not available on terms satisfactory to us, there could be a material adverse impact on our business and financial performance.

***We are subject to risks related to our international operations.***

With operations worldwide, including in emerging markets, our business and results of operations are subject to various risks inherent in international operations. These risks include:

instability of foreign economies and governments, which can cause investment in capital projects by our potential clients to be withdrawn or delayed, reducing or eliminating the viability of some markets for our services;

risks of war, terrorism, riots and uprisings, which can make it unsafe to continue operations, adversely affect budgets and schedules and expose us to losses;

risk of piracy, which may result in delays carrying out customer contracts in affected areas or their termination;

seizure, expropriation, nationalization or detention of assets, or renegotiation or nullification of existing contracts;

foreign exchange restrictions, import/export quotas, sanctions and other laws and policies affecting taxation, trade and investment;  
and

availability of suitable personnel and equipment, which can be affected by government policy, or changes in policy, that limit the movement of qualified crew members or specialized equipment to areas where local resources are insufficient.

We are exposed to these risks in all of our international operations to some degree, particularly in emerging markets where the political and legal environment is less stable. We are subject to the risk of adverse developments with respect to certain international operations and any insurance coverage we have may not be adequate to compensate us for any losses arising from such risks.

Revenue generating activities in certain foreign countries may require prior United States government and/or European Union authorities approval in the form of an export license and may otherwise be subject to tariffs and import/export restrictions. These laws can change over time and may result in limitations on our ability to compete globally. Thus, in the case of the U.S. legislation, non-U.S. persons employed by our separately incorporated non-U.S. entities may conduct business in some foreign jurisdictions that are subject to U.S. trade embargoes and sanctions by the U.S. Office of Foreign Assets Control ( OFAC ), including countries that have been designated by the U.S. government as state sponsors of terrorism. We have typically generated revenue in some of these countries through the performance of marine surveys, the provision of data processing and reservoir consulting services, the sale of software licenses and software maintenance and the sale of Sercel equipment. We have current and ongoing relationships with customers in these countries. We have procedures in place to conduct these operations in compliance with applicable U.S. and European laws. However, failure to comply with U.S. or European laws on equipment and services exports could result in material fines and penalties, damage our reputation, and negatively affect the market price of our securities. In addition, our presence in these countries could reduce demand for our securities among certain investors.

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Certain of our clients and certain tax, social security or customs authorities may request that we or certain of our subsidiaries or affiliates post performance bonds or guarantees issued by financial institutions, including in the form of standby letters of credit, in order to guarantee our legal or contractual obligations. We cannot assure you that we will be able to provide these bonds or guarantees in the amounts or durations required or for the benefit of the necessary parties. Our failure to comply with these requests could reduce our capacity to conduct business or perform our contracts. In addition, if we do provide these bonds or guarantees, our clients or the relevant authorities may call them under circumstances that we believe to be improper, and we may not be able to challenge such actions effectively in local courts.

We and certain of our subsidiaries and affiliated entities also conduct business in countries where there is government corruption. We are committed to doing business in accordance with all applicable laws and our codes of ethics, but there is a risk that we, our subsidiaries or affiliates or their respective officers, Directors, employees or agents may act in violation of our codes and applicable laws, including the Foreign Corrupt Practices Act of 1977. Any such violations could result in substantial civil and criminal penalties and might materially adversely affect our business and results of operations, financial condition or reputation.

***We are subject to certain risks related to acquisitions.***

In the past we have grown by acquisitions, some of which, such as the merger with Veritas in 2007, the acquisition of Wavefield in 2008 or the acquisition of Fugro Geoscience Division in 2013, were quite significant. Such transactions, whether completed, pending or likely to be completed in the future, present various financial and management-related risks that can be material, such as integration of the acquired businesses in a cost-effective manner; implementation of a combined business strategy; diversion of management's attention; outstanding or unforeseen legal, regulatory, contractual, labor or other issues arising from the acquisitions; additional capital expenditure requirements; retention of customers; combination of different company and management cultures; operations in new geographic markets; the need for more extensive management coordination; and retention, hiring and training of key personnel. Should any of these risks associated with acquisitions materialize, they could have a material adverse effect on our business, financial condition and results of operations.

***We have transferred our Seabed business to a joint venture company that is controlled by a third party.***

In connection with the Fugro Geoscience Division acquisition, we transferred our shallow water, ocean bottom cable and ocean bottom node activities to a company in which Fugro holds a 60% majority interest and we hold a minority interest. As a result, we no longer have full control over the management and operations of these activities. While we have certain customary rights with respect to certain key decisions relating to the joint venture's activities, this is not the same as the right to determine the strategy and policies of this business. In addition, our shares in the joint venture company are subject to restrictions on transfer, as well as to Fugro's right to require us to sell our shares in certain circumstances.

***We may need to write down goodwill from our balance sheet.***

We have been involved in a number of business combinations in the past, leading to the recognition of large amounts of goodwill on our balance sheet. Goodwill on our balance sheet totaled US\$2,042 million as of December 31, 2014 and US\$1,229 as of December 31, 2015. Goodwill is allocated to cash generating units (CGUs) as described in note 11 to our consolidated financial statements for the year ended December 31, 2015. The recoverable amount of a CGU is estimated at each balance sheet date and is generally determined on the basis of a group-wide estimate of future cash flows expected from the CGU in question. The estimate takes into account, in particular, the removal from service of certain assets used in our business (such as decommissioning or coldstacking vessels), or change in purpose of a given asset (such as the use of a seismic vessel as a source-vessel), or any significant underperformance in cash generation relative to previously-expected results, which may arise, for example, from the underperformance of certain assets, a deterioration in industry conditions or a decline in the economic environment. At each balance sheet date, if we expect that a CGU's recoverable amount will fall below the amount of capital employed recorded on the balance sheet, we may write down some value on

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given assets and/or the goodwill in part or in whole. Such a write-down would not in itself have an impact on cash flow, but could have a substantial negative impact on our operating income and net income, and as a result, on our shareholders' equity and net debt/equity ratio. We wrote down US\$415 million of goodwill in our marine acquisition activity as of December 31, 2014 as a result of the deterioration in market conditions. Furthermore, as of December 31, 2015, in response to the continuing deterioration of market conditions and the drastic reduction of our fleet, we wrote down US\$365 million of goodwill in our marine acquisition activity and US\$439 million of goodwill in our Geology, Geophysics & Reservoir (GGR) activity, for a total of US\$804 million for 2015. Particularly in light of our financial condition, no assurance can be given that we will not be required to make future potentially significant goodwill write downs.

***We invest significant amounts of money in acquiring and processing seismic data for multi-client surveys without knowing precisely how much of the data we will be able to sell or when and at what price we will be able to sell the data.***

We invest significant amounts of money in acquiring and processing seismic data that we own. By making such investments, we are exposed to the following risks:

We may not fully recover the costs of acquiring and processing the data through future sales. The amounts of these data sales are uncertain and depend on a variety of factors, many of which are beyond our control. In addition, the timing of these sales is unpredictable, and sales can vary greatly from period to period. Each of our individual surveys has a limited book life based on its location, so a particular survey may be subject to significant amortization even though sales of licenses associated with that survey are weak or non-existent, thus reducing our net income.

Technological or regulatory changes or other developments could also materially adversely affect the value of the data. For example, regulatory changes such as limitations on drilling could affect the ability of our customers to develop exploration programs, either generally or in a specific location where we have acquired seismic data, and technological changes could make existing data obsolete.

The value of our multi-client data could be significantly adversely affected if any adverse change occurs in the general prospects for oil and gas exploration, development and production activities in the areas where we acquire multi-client data or more generally.

Any reduction in the economic value of such data will require us to write down its recorded value, which could have a material adverse effect on our results of operations. We wrote down the value of our multi-client data library by US\$42 million in the year 2015.

***Our results of operations may be significantly affected by currency fluctuations.***

We derive a substantial portion of our revenues from international sales, subjecting us to risks relating to fluctuations in currency exchange rates. Our revenues and expenses are mainly denominated in US dollars and euros, and to a significantly lesser extent, in Canadian dollars, Brazilian reais, Australian dollars, Norwegian kroner, British pounds and Chinese Renminbi-Yuan. Historically, a significant portion of our revenues that were invoiced in euros related to contracts that were effectively priced in US dollars, as the US dollar often serves as the reference currency when bidding for contracts to provide geophysical services.

Fluctuations in the exchange rate of other currencies, particularly the euro, against the U.S. dollar, have had in the past and will have in the future a significant effect upon our results of operations. We attempt to reduce the risks associated with such exchange rate fluctuations through our hedging policy. We cannot assure you that we will maintain our profitability level or that fluctuations in the values of the currencies in which we operate will not materially adversely affect our future results of operations. As of December 31, 2015, we estimate our annual fixed expenses in euros to be approximately 450 million and as a result, an unfavorable variation of US\$0.20 in the average yearly exchange rate between the US dollar and the euro would reduce our operating income and our shareholders' equity by approximately US\$90 million.

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***Our working capital needs are difficult to forecast and may vary significantly, which could result in additional financing requirements that we may not be able to meet on satisfactory terms, or at all.***

It is difficult for us to predict with certainty our working capital needs. This difficulty is due primarily to working capital requirements related to the marine seismic acquisition business, multi-client projects and the development and introduction of new lines of geophysical equipment products. For example, under specific circumstances, we may have to extend the length of payment terms we grant to customers or may increase our inventories substantially. We may therefore be subject to significant and rapid increases in our working capital needs that we may have difficulty financing on satisfactory terms, or at all, due notably to limitations in our debt agreements or market conditions.

***Our results of operations may be affected by fluctuations in fuel costs.***

Our marine acquisition business, with the fleet described in Item 4 of this report incurs significant fuel costs, which were approximately US\$96 million in 2015. Fuel costs can vary depending on the supply location, local regulations and the price of crude oil at a given time. Only a portion of this variation can be contractually charged to or negotiated with the client. We therefore estimate that, by reference to a resized fleet of five operational vessels an increase of 10% of the average annual price of crude oil could increase our fuel costs and have a maximum negative effect of approximately US\$5 million on our cash flow.

***Our results of operations may be affected by the weight of intra-group production.***

We dedicate a significant part of our production capacity to intra-group sales. For example, the Marine, Land and Multi-Physics Acquisition business lines may acquire Sercel equipment as well as multi-client data, to be processed by the Subsurface Imaging business line. The relative size of our intra-group sales and our external sales has a significant impact both on our revenues and our operating results. With respect to intra-group sales, we capitalize only the direct production costs, and we treat the corresponding general and administrative costs as expenses in our income statement, which decreases operating profit for the period when the sales occur.

***Technological changes and new products and services are frequently introduced in the market, and our technology could be rendered obsolete by these introductions, or we may not be able to develop and produce new and enhanced products on a cost-effective and timely basis.***

Technology changes rapidly in the seismic industry and new and enhanced products are frequently introduced in the market in which we operate, particularly in the equipment manufacturing and data processing and geoscience sectors. Our success depends to a significant extent upon our ability to develop and produce new and enhanced products and services on a cost-effective and timely basis in accordance with industry demands. While we commit substantial resources to research and development, we may encounter resource constraints or technical or other difficulties that could delay the introduction of new and enhanced products and services in the future. In addition, the continuing development of new products risks making our older products obsolete. New and enhanced products and services, if introduced, may not gain market acceptance and may be materially adversely affected by technological changes or introductions of other new products or services by one of our competitors.

***We depend on proprietary technology and are exposed to risks associated with the misappropriation or infringement of that technology.***

Our ability to maintain or increase prices for our products (such as Sercel equipment and GGR software) and services depends in part on our ability to differentiate the value delivered by our products and services from those delivered by our competitors. Our proprietary technology plays an important role in this differentiation. We rely on a combination of patents, trademarks and trade secret laws to establish and protect our proprietary technology. Patents last up to 20 years, depending on the date of filing and the protection accorded by each



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country. In addition, we enter into confidentiality and license agreements with our employees, customers and potential customers which limit access to and distribution of our technology. However, actions that we take to protect our proprietary rights may not be adequate to deter the misappropriation or independent third-party development of our technology. In addition, we may have lawsuits filed against us claiming that certain of our products, services, and technologies infringe the intellectual property rights of others. Although we do not have any current litigation involving our intellectual property rights or the intellectual rights of others which may have an impact on us, such litigation may take place in the future. In addition, the laws of certain foreign countries do not protect proprietary rights to the same extent as, in particular, the laws of France or the United States, which may limit our ability to pursue third parties that misappropriate our proprietary technology.

### ***Our failure to attract and retain qualified employees may adversely affect our future business and operations.***

Our future results of operations will depend in part upon our ability to retain certain of our highly skilled employees and to attract new ones. A number of our employees are highly skilled scientists and technicians. We compete with other seismic products and services companies and, to a lesser extent, companies in the oil industry for skilled geophysical and seismic personnel, particularly in times when demand for seismic services is relatively high. A limited number of such skilled personnel is available, and demand from other companies may limit our ability to fill our human resources needs. If we are unable to hire and retain a sufficient number of qualified employees, this could impair our ability to compete in the geophysical services industry and to develop and protect our know-how. Our success also depends to a significant extent upon the abilities and efforts of members of our senior management, the loss of whom could materially adversely affect our business and results of operations.

### ***We have had losses in the past and there is no assurance we will be able to restore profitability for the future.***

We have experienced losses in the past. In 2013 and 2014, we recorded a net loss attributable to shareholders of US\$691.2 million and US\$1,146.6 million, respectively. In 2015, we recorded a net loss amounting to US\$1,446.2 million. There is no assurance that we will be able to restore profitability in the future.

### ***We are exposed to commercial risk and counter-party risk.***

Our receivables and investments do not represent a significant concentration of credit risk due to the wide variety of customers and markets in which we sell our services and products and our presence in many geographic areas. We seek to reduce commercial risk by monitoring our customer credit profile. In 2015, the Group's two most significant customers accounted for 5.0% and 4.9% of the Group's consolidated revenues, compared with 7.1% and 5.2% in 2014 and 5.1% and 3.9% in 2013.

### ***We are exposed to risk relating to the financial market environment.***

The current situation in the credit and capital markets is likely to have a significant adverse impact on industrial and commercial performance and the solvency of many companies in general, which may affect some of our customers and suppliers. As a result, the current economic climate may have an adverse impact on our business if customers cancel orders or delay or default on payment, or if suppliers fail to provide goods and services as agreed.

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### ***We are subject to risks that are not fully insured.***

The nature of our business involves ongoing and significant operating risks for which we are not always insured, and in respect of which we may not be able to obtain adequate insurance at commercially reasonable rates, if at all.

Our seismic data acquisition activities, particularly in deepwater marine areas, are often conducted under harsh weather and other hazardous operating conditions, including the detonation of dynamite. These operations are subject to the risk of downtime or reduced productivity, as well as to the risks of loss to property and injury to personnel resulting from fires, accidental explosions, mechanical failures, spills, collisions, stranding, ice floes, high seas and natural disasters. In addition to losses caused by human errors and accidents, we may also be subject to losses resulting from, among other things, war, terrorist activities, piracy, political instability, business interruption, strikes and weather events.

Our extensive range of seismic products and services expose us to litigation and legal proceedings including those related to product liability, personal injury and contract liability.

We produce and sell highly complex products and we cannot assure you that our extensive product development, manufacturing controls and testing will be adequate and sufficient to detect all defects, errors, failures, and quality issues that could affect our customers and result in claims against us, order cancellations or delays in market acceptance.

We have put in place insurance coverage against operating hazards, including product liability claims and personal injury claims, damage, destruction or business interruption of data processing centers, manufacturing centers and other facilities, in amounts we consider appropriate in accordance with industry practice. Our risk coverage policy reflects our objective of covering major claims that could affect our facilities and equipment, as well as third-party liability claims that we may be exposed to as a result of our activities. We review the adequacy of insurance coverage for risks we face periodically.

Whenever possible, we obtain agreements from customers that limit our liability.

However, we cannot assure you that our insurance coverage will be sufficient to fully indemnify us against liabilities arising from pending and future claims or that our insurance coverage will be adequate in all circumstances or against all hazards, or that we will be able to maintain adequate insurance coverage in the future at commercially reasonable rates or on acceptable terms.

### ***We are subject to disruptions in our supply chain and third party suppliers.***

Disruptions to our supply chain and other outsourcing risks may adversely affect our ability to deliver our products and services to our customers.

Our supply chain is a complex network of internal and external organizations responsible for the supply, manufacture and logistics supporting our products and services around the world. We are vulnerable to disruptions in this supply chain from changes in government regulations, tax and currency changes, strikes, boycotts and other disruptive events as well as from unavailability of critical resources. These disruptions may have an adverse impact on our ability to deliver products and services to our customers.

Within our Group, Sercel makes particular use of subcontracting. Our French manufacturing sites outsource part of their production to local third-party companies selected according to certain criteria, including quality and financial soundness. Outsourced operations are distributed among several entities, each having a small proportion of aggregate outsourced activity in order to limit risk related to the failure of any one of our subcontractors. For our services business, our policy is not to rely on outsourcing for any of our activities, except in special cases where there is a lack of available capacity.

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If our suppliers, vendors, subcontractors or other counterparties are unable to perform their obligations to us or our customers, we may be required to provide additional services or make alternate arrangements on less favorable terms with other parties to ensure adequate performance and delivery of service to our customers. These circumstances could also lead to disputes and litigation with our partners or customers, which could have a material adverse impact on our reputation, business, financial condition and results of operations.

***We are subject to risks related to our liquidity and outlook.***

In the context of a difficult market environment, which started for the seismic industry in the second semester of 2013 with a significant reduction of capital expenditures by our clients outside of North America and intensified with the sharp decline in oil prices since the fall of 2014, we confront a reduction in demand for our products and services and the resulting pricing pressure in our industry. In 2015, our operating income amounted to a loss of US\$1,158 million (or an income of US\$19 million before impairment of goodwill and assets and restructuring costs related to our Transformation Plan), compared to an operating loss of US\$698 million for 2014 (or income of US\$242 million before restructuring expenses). It is difficult to predict how long the current economic conditions and imbalance between supply and demand will persist, whether oil prices will remain at their current low levels, or whether current market conditions will deteriorate further.

In order to confront this deterioration in the economic environment for our different activities, we recently implemented the next step in our Transformation Plan, which in particular includes an extension of certain of our debt maturities and a capital increase of approximately 350 million, which settled in February 2016. We carried out an exchange offer for our 2017, 2021 and 2022 Senior Notes in exchange for participations in the 2019 secured term loans. US\$126.7 million (out of a maximum total of US\$135 million) of 2017 Senior Notes were tendered in the exchange offer. In addition, the 84 million Fugro loan was replaced by the 2019 senior secured term loans. As a result of these transactions, most of our medium-term debt maturities (from 2016 to 2018) were postponed to 2019.

In January 2016, we renegotiated the terms and conditions of our bank financings. Depending on the evolution of our financial performance and cash-flow generation, we may have to undertake alternative financing plans, including selling assets, reducing or delaying capital investments or further restructuring our debt. We cannot assure you that any assets will be able to be sold or, if sold, as to the timing of the sales or the amount of proceeds realized from those sales, or that additional financing will be able to be obtained on acceptable terms or at all.

***Risks related to the implementation of our Transformation Plan.***

On November 5, 2015, we announced the next step in our Transformation Plan. The Transformation Plan includes in particular a refocus on high value-added activities and a reduction of our fleet to five vessels principally dedicated to Multi-Client activity, as well as the implementation of cost saving actions and a reduction of investments. This new step should permit us to confront a difficult market environment that could continue to deteriorate. Nevertheless, we cannot assure you that this plan will be sufficient if conditions degrade even further (in particular if the price of oil should continue to fall and stabilize over the 2016-2017 period below an average of US\$40 per barrel, which would represent a 25% drop from the average price in 2015, likely leading oil and gas companies to further limit their exploration and production spending in addition to already reduced exploration and production spending for 2015) and we cannot assure you that this new step in the Transformation Plan will allow us to achieve the desired results within the expected timeframe. If we are unable to implement the Transformation Plan in an efficient manner or if it does not produce the desired results, this could have a material adverse effect on our results, financial position and prospects.

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### **RISKS RELATED TO OUR INDUSTRY**

*The volume of our business depends on the level of capital expenditures by the oil and gas industry, and reductions in such expenditures may have a material adverse effect on our business.*

Demand for our products and services has historically been dependent upon the level of capital expenditures by oil and gas companies for exploration, production and development activities. These expenditures are significantly influenced by oil and gas prices and by expectations regarding future hydrocarbon prices, which may fluctuate based on relatively minor changes in the supply of and demand for oil and gas, expectations regarding such changes and other factors beyond our control. Lower or volatile hydrocarbon prices tend to limit the demand for seismic services and products. In 2015, oil and gas companies reduced their planned exploration and production spending due to falling oil prices, affecting demand for our products and services, and demand for 2016 is expected to follow this trend.

Factors affecting prices and, consequently, demand for our products and services, include:

demand for hydrocarbons;

worldwide political, military and economic conditions, including political developments in the Middle East and North Africa, the Ukraine crisis, economic sanctions, economic growth levels, the availability of financing and the ability of OPEC to set and maintain production levels and prices for oil;

laws or regulations restricting the use of fossil fuels or taxing such fuels and governmental policies regarding atmospheric emissions and use of alternative energy;

levels of oil and gas production, changes in those levels and the estimated current and future level of excess production capacity;

the rate of depletion of existing oil and gas reserves and delays in the development of new reserves;

the pressure imposed by equity markets on oil and gas companies to maintain a dividend distribution policy which could lead them to significantly reduce their capital expenditure plans in the short term;

oil and gas inventory levels;

the price and availability of alternative fuels;

policies of governments regarding the exploration for and production and development of oil and gas reserves in their territories; and

general weather conditions, with warmer temperatures decreasing demand for products such as heating oil and extreme weather events potentially disrupting oil and gas exploration or production operations over a wide area.

Increases in oil and natural gas prices may not increase demand for our products and services or otherwise have a positive effect on our financial condition or results of operations. Forecasted trends in oil and gas exploration and development activities may not materialize and demand for our products and services may not reflect the level of activity in the industry. In particular, with respect to the marine acquisition market, prices remain very dependent upon the balance between supply and demand. They can thus fluctuate only slightly or even decline, even as demand

increases if, at the same time, the available production capacity in the market increases to a greater degree.

***Our backlog includes contracts that can be unilaterally delayed or terminated at the client's option.***

In accordance with industry practice, contracts for the provision of seismic services typically can be delayed or terminated at the sole discretion of the client without payment of significant cancellation costs to the service provider. As a result, even if contracts are recorded in backlog, there can be no assurance that such contracts will be wholly executed by us and generate actual revenue, or even that the total costs already borne by us in connection with the contract would be covered in full pursuant to any cancellation clause. Furthermore, there can be no assurance that contracts in backlog will be performed in line with their original timetable and any possible delay could result in operating losses as most of our costs are fixed.

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***We are subject to intense competition in the markets where we carry out our operations, which could limit our ability to maintain or increase our market share or maintain our prices at profitable levels.***

Most of our contracts are obtained through a competitive bidding process, which is standard for our industry. Competitive factors in recent years have included price, crew availability, technological expertise and reputation for quality, safety and dependability. While no single company competes with us in all of our segments, we are subject to intense competition in each of our segments. We compete with large, international companies as well as smaller, local companies. In addition, we compete with major service providers and government-sponsored enterprises and affiliates. Some of our competitors operate more crews than we do and have greater financial and other resources than we do. These and other competitors may be better positioned to withstand and adjust more quickly to volatile market conditions, such as fluctuations in oil and gas prices and production levels, as well as changes in government regulations. In addition, if geophysical service competitors increase their capacity (or do not reduce capacity if demand decreases), the excess supply in the seismic services market could apply downward pressure on prices. The negative effects of the competitive environment in which we operate could have a material adverse effect on our results of operations.

***We have taken significant measures to adapt our fleet to changes in the seismic market, and depending on the seismic market in the future, we may make further adjustments that could impose exceptional charges.***

Our fleet of marine seismic acquisition vessels has evolved in the past mainly in reaction to changes in the seismic contractual market and our marine strategy. In February 2014, we announced our intention to reduce the fleet from 18 to 13 3D high-end vessels before the end of 2016 and decided during the 2014 summer to accelerate the implementation of this plan to have it completed by 2014. Consequently, we stopped operating the *Symphony*, the *Princess*, the *Viking II* and the *Vantage* in 2014. The *Viking II* and the *Vantage* were returned to their owner at the end of their leasing period. The *Viking* and the *Geowave Voyager* have been converted into source vessels.

In February 2015, as the market environment deteriorated further, we announced our intention to reduce our operated fleet from 13 to 11 3D high-end vessels. Then in November 2015, when we announced the next step of our Transformation Plan, we stated our objective to reduce our operated fleet to 5 vessels, principally dedicated to multi-client production. As of December 31, 2015, our operational fleet was composed of eight 3D high-capacity vessels (12 or more streamers), one source vessel and one 3D/2D lower capacity vessel. We ceased operating the *CGG Alizé* and the *Geo Celtic* in early 2016.

Past fleet reductions have generated, and we expect that the current and any future reductions will generate, non-recurring charges and could hinder our operational scope in marine acquisition activity. Restructuring charges and fixed assets impairments related to fleet reduction amounted to US\$251 million in 2014 and US\$288 million in 2015.

***We have high levels of fixed costs that are incurred regardless of our level of business activity, including in relation to bareboat charters.***

We have high fixed costs and seismic data acquisition activities that require substantial capital expenditures. As a result, downtime or decreased productivity due to reduced demand, weather interruptions, equipment failures, permit delays or other circumstances that affect our ability to generate revenue could result in significant operating losses.

In particular, we operate certain of our marine acquisition vessels under long-term bareboat charters, which generate significant fixed costs that cannot easily be reduced during the term of the charters. In 2015, we operated seven vessels under bareboat charters for a fixed cost of US\$90.5 million. As of December 31, 2015, the aggregate amount of our off balance sheet commitment for bareboat charters for our fleet was US\$518.3 million. Of this amount, US\$331.5 million corresponded to the five vessels we intend to keep in operation in 2016 and beyond and US\$135.6 million corresponded to vessels that we have already coldstacked.

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***The revenues we derive from marine seismic data acquisition vary significantly during the year.***

Our seismic data acquisition revenues, in particular in the marine market, are partially seasonal in nature. In the marine market notably, certain basins can be very active and absorb higher capacity during a limited period of the year (such as the North Sea between April and September), triggering significant volatility in demand and price in their geographical markets throughout the year. The marine data acquisition business is, by its nature, exposed to unproductive interim periods due to vessel maintenance and repairs or transit time from one operational zone to another during which revenue is not recognized. Other factors that cause variations from quarter to quarter include the effects of weather conditions in a given operating area, the internal budgeting process of some important clients for their exploration expenses, and the time needed to mobilize production means or obtain the administrative authorizations necessary to commence data acquisition contracts.

***Our business and that of our customers are subject to governmental regulations, which may adversely affect our operations or demand for our products in the future.***

Our operations are subject to a variety of international, federal, regional, national, foreign and local laws and regulations, including flight clearances (for airborne activities), environmental, health and safety and labor laws. We invest financial and managerial resources to comply with these laws and related permit requirements. Our failure to do so could result in fines, enforcement actions, claims for personal injury or property damages, or obligations to investigate and/or remediate contamination. Failure to obtain the required permits on a timely basis may also prevent us from operating in some cases, resulting in increased crew downtime and operating losses. Moreover, if applicable laws and regulations, including environmental, health and safety requirements, or the interpretation or enforcement thereof, become more stringent in the future, we could incur capital or operating costs beyond those currently anticipated. The adoption of laws and regulations that directly or indirectly curtail exploration by oil and gas companies could also adversely affect our operations by reducing the demand for our geophysical products and services.

In the United States, new regulations governing oil and gas exploration were put in place following the Deepwater Horizon platform disaster in the Gulf of Mexico. These new regulations may have a significant financial impact on oil and gas companies that wish to carry out exploration projects in deep-water Gulf of Mexico. Our client mix could be altered with the disappearance of small and medium sized players, which could decrease our sales of multi-client data.

***We are exposed to environmental risks.***

We are subject to various laws and regulations in the countries where we operate, particularly with respect to the environment. These laws and regulations may require Group companies to obtain licenses or permits prior to signing a contract. Our management believes that we comply with applicable environmental laws; however, frequent changes in such laws and regulations make it difficult to predict their cost or impact on our future operations. We are not implicated in any legal proceedings relating to environmental matters and are not aware of any claim or any potential liability in this area that could have a significant effect on our business or financial position.

Furthermore, we may be affected by new laws or regulations intended to limit or reduce emissions of gases, such as carbon dioxide and methane, which may be contributing to climate change, and these laws or regulations may affect our operations or, more generally, the production and demand for fossil fuels such as oil and gas. The European Union has already established greenhouse gas regulations, and many other countries, including the United States, may do so in the future. This could impose additional direct or indirect costs on us as our suppliers incur additional costs that get passed on to us or reduce our customers' demand for our products or services.

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### **RISKS RELATED TO OUR INDEBTEDNESS**

*Our substantial debt could adversely affect our financial health and prevent us from fulfilling our obligations.*

We have a significant amount of debt. As of December 31, 2015, our net financial debt (which we define as gross financial debt less cash and cash equivalents) amounted to US\$2,500 million out of a total capital employed of US\$3,858 million. As of this date, we had a debt reimbursable in cash or shares amounting to US\$2,530 million, which corresponds to net financial debt less financial leases, and before IFRS accounting adjustments related to convertible bonds and issuing fees. We cannot assure you that we will be able to generate sufficient cash to service our debt or sufficient earnings to cover fixed charges in future years.

Our substantial debt could have important consequences. In particular, it could:

increase our vulnerability to general adverse economic and industry conditions;

require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund capital expenditures and other general corporate purposes;

limit our ability to plan for, or react to, changes in our businesses and the industries in which we operate;

place us at a competitive disadvantage compared to competitors that have less debt;

limit our ability to borrow additional funds; and

increase the risk that a change in laws or regulations may materially impact us.

*Our debt agreements contain restrictive covenants that may limit our ability to respond to changes in market conditions or pursue business opportunities.*

The agreements governing our borrowings (including the 2019 secured term loans) and our US and French revolving facilities contain restrictive covenants that limit our ability and the ability of certain of our subsidiaries to, among other things:

incur or guarantee additional indebtedness or issue preferred shares;

pay dividends or make other distributions;

purchase equity interests or reimburse subordinated debt prior to its maturity;

create or incur certain liens;

enter into transactions with affiliates;



issue or sell capital stock of subsidiaries;

engage in sale-and-leaseback transactions; and

sell assets or merge or consolidate with another company.

Complying with the restrictions contained in some of these agreements requires us to meet certain ratios and tests, relating notably, to consolidated interest coverage and net indebtedness, and to maintain our liquidity at a certain level. The requirement that we comply with these provisions may adversely affect our ability to react to changes in market conditions, take advantage of business opportunities we believe to be desirable, obtain future financing, fund capital expenditures, or withstand a continuing or future downturn in our business.

Detailed information relating to our debt and the restrictions set forth in our borrowing agreements is contained in note 13 to our 2015 consolidated financial statements included herein.

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In June 2015, we amended our French revolving facility, our US revolving facility, our Nordic credit facility and our US\$45 million term loan facility secured by the *Geowave Voyager* vessel.

Pursuant to such amendments,

## (i) Financial covenants:

the maximum leverage ratio (defined as total net financial debt to EBITDAS) was increased to a ratio of 4.00x for each rolling 4-quarter period ending on or before June 2016, 3.75x for each such period ending on or before June 2017, 3.50x for each such period ending on or before June 2018, 3.25x for each such period ending on or before June 2019, and 3.00x for each such period thereafter; and

the minimum interest cover ratio (defined as EBITDAS to total interest costs) was reduced from 4.00:1 to 3.00:1.

(ii) In exchange for increasing the security package under the existing US and French revolving facilities, the Group obtained the ability to raise secured indebtedness ranking pari passu and sharing the same security package. The Group used this ability by issuing the 2019 secured term loans on December 22, 2015.

In November 2015, CGG obtained consent to waive the leverage ratio covenant at year end 2015 under all credit facilities which include such financial covenant.

Each of the following financial covenants were complied with at December 31, 2015:

| Ratio                           | US revolving facility Requirement | French revolving facility Requirement | Term loan and revolving facilities secured by vessel assets Requirement | 12/31/2015      |
|---------------------------------|-----------------------------------|---------------------------------------|---|-----------------|
| Total net debt to EBITDAS       | N/A                               | N/A                                   | N/A   | N/A             |
| EBITDAS to total interest costs | 3.3                               | 3.3                                   | 3.3   | 4.4             |
| Minimum liquidity               |                                   |                                       | Cash + cash equivalents > US\$75 million                                | US\$385 million |

In December 2015, we negotiated further amendments to our financial covenants, with these amendments being effective from February 2016. Pursuant to such amendments, our French revolving facility and our US revolving facility require that we comply with the following financial covenants, which are tested at the end of each quarter for the rolling 12-month testing period ending on such quarter date:

maintain a minimum Group liquidity amount (cash and cash equivalents plus certain undrawn credit facilities) of US\$175 million at each quarter end;

a maximum leverage ratio (defined as total net financial debt to EBITDAS) of 5.00x for each rolling 12-month period ending quarterly in 2016, 4.75x for the rolling 12-month period ending on March 31, 2017, 4.25x for the rolling 12-month period ending on June 30, 2017, 4.00x for the rolling 12-month period ending on September 30, 2017, 3.50x for the rolling 12-month period ending on December 31, 2017, 3.25x for the rolling 12-month period ending on March 31, 2018 and 3.00x for each rolling 12-month period ending quarterly thereafter; and

an interest cover ratio (defined as consolidated EBITDAS to total interest costs) above 3.00:1.

Our Nordic credit facility requires that we meet the following ratios and tests:

cash plus cash equivalents of not less than US\$100 million at all times;

a maximum leverage ratio (defined as total net financial debt to EBITDAS) of 5.00x for each rolling 12-month period ending quarterly in 2016, 4.75x for the rolling 12-month period ending on March 31, 2017, 4.25x for the rolling 12-month period ending on June 30, 2017, 4.00x for the rolling 12-month

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period ending on September 30 2017, 3.50x for the rolling 12-month period ending on December 31, 2017, 3.25x for the rolling period ending in March 2018 and 3.00x for each rolling 12-month period ending thereafter; and

a ratio of EBITDAS to total interest costs of at least 3.00:1.

***If we are unable to comply with the restrictions and covenants in the indentures governing our Senior Notes, the agreements governing our Credit Facilities and other current and future debt agreements, there could be a default under the terms of these indentures and agreements, which could result in an acceleration of repayment.***

If we are unable to comply with the restrictions and covenants in the indentures governing our Senior Notes or in other current or future debt agreements, including those governing our Credit Facilities, there could be a default under the terms of these indentures and agreements. Our ability to comply with these restrictions and covenants, including meeting financial ratios and tests, may be affected by events beyond our control. As a result, we cannot assure you that we will be able to comply with these restrictions and covenants or meet such financial ratios and tests. In certain events of default under these agreements, lenders could terminate their commitments to lend or accelerate the loans or bonds and declare all amounts outstanding due and payable. Borrowings under other debt instruments that contain cross-acceleration or cross-default provisions may also be accelerated and become due and payable. If any of these events occur, our assets might not be sufficient to repay in full all of our outstanding indebtedness and we may be unable to find alternative financing. Even if we could obtain alternative financing, it might not be on terms that are favorable or acceptable to us.

***We and our subsidiaries may incur substantially more debt.***

We and our subsidiaries may incur substantial additional debt (including secured debt) in the future. The terms of the indentures governing our Senior Notes and the agreements governing our Credit Facilities and our other existing senior indebtedness limit, but do not prohibit, us and our subsidiaries from doing so.

As of December 31, 2015, we had long-term confirmed and undrawn credit lines amounting to US\$35 million.

If new debt is added to our current debt levels, the related risks for us could intensify.

***To service and/or refinance our indebtedness and make capital expenditures, we require a significant amount of cash, and our ability to generate cash will depend on many factors beyond our control.***

Our ability to make payments on and to refinance our indebtedness, and to fund planned capital expenditures, depends in part on our ability to generate cash in the future. This ability is, to a certain extent, subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control.

We cannot assure you that we will generate sufficient cash flow from operations to realize operating improvements on schedule or that future cash from operations and borrowings will be available to us in an amount sufficient to enable us to service and repay our indebtedness or to fund our other liquidity needs. If we are unable to satisfy our debt obligations, we may have to undertake alternative financing plans, such as refinancing or restructuring our indebtedness, selling assets, reducing or delaying capital investments or seeking to raise additional capital. Our ability and the conditions under which we may borrow fund to refinance existing debt or finance our operations depend on many factors, including conditions in credit markets, perceptions of our business and the ratings attributed to us by rating agencies. We cannot assure you that any refinancing or debt restructuring would be possible, that any assets could be sold or that, if sold, the timing of the sales and the amount of proceeds realized from those sales would be favorable to us or that additional financing could be obtained on acceptable terms. Any disruptions in the capital and credit markets could adversely affect our ability

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to meet our liquidity needs or to refinance our indebtedness, including our ability to draw on our existing credit facilities or enter into new credit facilities. Banks that are party to our existing credit facilities may not be able to meet their funding commitments to us if they experience shortages of capital and liquidity or if they experience excessive volumes of borrowing requests from us and other borrowers within a short period of time. Furthermore, changes in the monetary policies of the US Federal Reserve and the European Central Bank may increase our financing costs and consequently adversely impact our ability to refinance our indebtedness.

**MARKET AND OTHER RISKS**

*We are exposed to liquidity risks.*

Persistent volatility in the financial markets could have a material adverse effect on our ability to refinance all or a portion of our indebtedness and to otherwise fund our operational requirements. We cannot be certain that additional funds will be available if needed to make future investments in certain projects, take advantage of acquisitions or other opportunities or respond to competitive pressures. If additional funds are not available, or are not available on terms satisfactory to us, there could be a material adverse impact on our business and financial performance. As at December 31, 2015, the Group liquidity (being the cash and the undrawn credit lines) was US\$420 million.

As of December 31, 2015, we had US\$2,500 million of net debt with US\$2,885 million of gross financial debt (based on the closing exchange rate of US\$1.0887 per euro), including 302 million related to the debt component, according to IFRS, of the convertible bonds due 2019 and 2020, and including US\$26 million of bank overdrafts and accrued interest and we had US\$385 million of cash and cash equivalents.

As of December 31, 2015, our financial debt consisted primarily of:

US\$8.3 million outstanding principal amount of our 7.75% Senior Notes due 2017, 400 million outstanding principal amount of our 5.875% Senior Notes due 2020, US\$605 million outstanding principal amount of our 6.50% Senior Notes due 2021, and US\$420 million outstanding principal amount of our 6.875% Senior Notes due 2022;

360 million outstanding principal amount of our convertible bonds (bonds convertible into or exchangeable for new or existing shares) of which 35 million of our 1.25% convertible bonds due 2019 and 325 million of our 1.75% convertible bonds are due 2020;

our US\$325 million French revolving facility, of which 157 million and US\$154 million were drawn as of December 31, 2015;

our US\$165 million US revolving facility, of which US\$130 million was drawn as of December 31, 2015;

our US\$250 million Nordic credit facility, of which US\$100 million was drawn under the US\$100 million authorized revolving amount and US\$120 million was outstanding under the term loan as of December 31, 2015;

US\$342.1 million under the 2019 secured term loans; and

a total of US\$19 million (out of which US\$12 million was drawn) under various credit lines held by several of our subsidiaries.

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The breakdown of our financial liabilities is presented in the table below:

| <i>In millions of US\$</i>             | 12/31/2015   | N+1       |            | N+2 to N+4   |            | N+5 and >    |            | Total        |            |
|--|--------------|-----------|------------|--------------|------------|--------------|------------|--------------|------------|
|  |              | Principal | Interest   | Principal    | Interest   | Principal    | Interest   | Principal    | Interest   |
| Senior Notes & Convertible bonds       | 1,798        |           | 101        | 42           | 301        | 1,755        | 147        | 1,797        | 549        |
| Bank borrowings                        | 684          | 62        | 27         | 622          | 45         |              |            | 684          | 72         |
| Financial leases                       | 86           | 9         | 4          | 27           | 10         | 50           | 5          | 86           | 19         |
| Banks overdrafts                       |              |           |            |              |            |              |            |              |            |
| Other financial debts                  | 345          | 7         | 23         | 339          | 52         |              |            | 346          | 75         |
| Derivative instruments                 |              |           |            |              |            |              |            |              |            |
| Cash                                   | (385)        |           |            |              |            |              |            | (385)        |            |
| <b>Total net financial liabilities</b> | <b>2,528</b> | <b>78</b> | <b>155</b> | <b>1,030</b> | <b>408</b> | <b>1,805</b> | <b>152</b> | <b>2,528</b> | <b>715</b> |

*Excluding accrued interest, IFRS adjustments and issue premium*

The Senior Notes and the Credit Facilities contain certain restrictive covenants, including covenants that require compliance with certain financial ratios. These financial ratios and tests as of December 2015 are described above.

As of December 31, 2015, our available financial resources amounted to US\$329 million (including cash, cash equivalents, marketable securities and undrawn syndicated credit lines, excluding trapped cash).

We receive from the credit agencies a rating outlook, which assesses the potential direction of credit rating over time. In determining a ratings outlook, consideration is given to any changes in the economic and/or fundamental business conditions of a company. Our ratings, and any changes to them, can materially affect the conditions under which we may borrow funds and our access to borrowings more generally.

In order to fund the implementation of a new step of our Transformation Plan a capital increase operation was completed in February 2016. The final gross proceeds amounted to 350.6 million, corresponding to the issuance of 531,195,576 new shares.

***We are exposed to interest rate risk.***

We may be required to obtain a portion of our borrowings from financial institutions at variable interest rates indexed to drawing periods ranging from one to 12 months. As a result, our interest expenses on this debt vary in line with movements in short-term interest rates. However, a significant portion of our debt consists of fixed-rate bonds, as well as a number of fixed-rate finance leases and fixed-rate medium-term bank credit facilities with variable maturities (see note 14 Financial Instruments to our consolidated financial statements, included elsewhere in this document). This debt is not exposed to interest rate fluctuations.

**Net exposure to interest rate risk before and after hedging:**

The following table shows our variable interest rate exposure by maturity as of December 31, 2015.

| 12.31.2015              | Financial assets(*) |               | Financial liabilities(*) |               | Net position before hedging |               | Off-balance sheet position |               | Net position after hedging |               |
|-------------------------|---------------------|---------------|--------------------------|---------------|-----------------------------|---------------|----------------------------|---------------|----------------------------|---------------|
|                         | (a)                 |               | (b)                      |               | (c) = (a) - (b)             |               | (d)                        |               | (e) = (c) + (d)            |               |
| <i>In millions US\$</i> | Fix rate            | Variable rate | Fix rate                 | Variable rate | Fix rate                    | Variable rate | Fix rate                   | Variable rate | Fix rate                   | Variable rate |
| Overnight to 1 year     | 50                  | 160           | 43                       | 34            | 7                           | 126           |                            |               | 7                          | 126           |
| 1 to 2 years            |                     |               | 89                       | 437           | (89)                        | (437)         |                            |               | (89)                       | (437)         |
| 3 to 5 years            |                     |               | 1,506                    | 350           | (1,506)                     | (350)         |                            |               | (1,506)                    | (350)         |
| More than 5 years       |                     |               | 454                      |               | (454)                       |               |                            |               | (454)                      |               |

|              |           |            |              |            |                |              |                |              |
|--------------|-----------|------------|--------------|------------|----------------|--------------|----------------|--------------|
| <b>Total</b> | <b>50</b> | <b>160</b> | <b>2,092</b> | <b>821</b> | <b>(2,042)</b> | <b>(661)</b> | <b>(2,042)</b> | <b>(661)</b> |
|--------------|-----------|------------|--------------|------------|----------------|--------------|----------------|--------------|

*(\*) Excluding bank overdrafts, accrued interest, IFRS adjustments and issue premium*

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As of December 31, 2015, our variable-rate assets (net of liabilities) maturing in less than one year totaled US\$126 million.

The following table shows our variable interest rate exposure on our financial assets and liabilities as of December 31, 2015:

| <i>In million of US\$</i>                   | 12.31.2015                  |  |
|---|-----------------------------|--|
|   | Impact on result before tax | Impact on shareholders equity before tax |
| Impact of an interest rate variation of +1% | (6.6)                       | (6.6)                                    |
| Impact of an interest rate variation of -1% | 6.6                         | 6.6                                      |

Our variable interest rate indebtedness carried an average interest rate of 5.1% in 2015, and our investments and other financial assets earned interest at an average rate of 0.9%.

***We are exposed to exchange rates fluctuations.***

Our financial debt is partly denominated in euro and converted in US dollars at the closing exchange rate. As of December 31, 2015, our US\$2,500 million of net debt included a part of debt denominated in euro of 883 million based on the closing exchange rate of US\$1.0887.

From one year end closing to another, a variation of US\$0.10 in the closing exchange rate between the US dollar and the euro would impact our net debt by approximately US\$88 million.

The following table shows our exchange rate exposure as of December 31, 2015:

| <i>(Converted in millions of US\$)</i> | 12.31.2015 |                 |                          |   |  |                                 |  |
|--|------------|-----------------|--------------------------|---|--|---------------------------------|--|
|  | Assets (a) | Liabilities (b) | Currency commitments (c) | Net position before hedging (d) = (a) (b) ± (c) |  | Off-balance sheet positions (e) | Net position after hedging (f) = (d) + (e) |
| US\$ <sup>(1)</sup>                    | 1,284.6    | 1,348.3         |                          | (63.7)  |  |                                 | (63.7)                                     |

<sup>(1)</sup> US\$-denominated assets and liabilities in the entities whose functional currency is the euro.

| <i>(In millions of US\$)</i> | 12.31.2015 |                 |                          |   |  |                                 |  |
|------------------------------|------------|-----------------|--------------------------|---|--|---------------------------------|--|
|                              | Assets (a) | Liabilities (b) | Currency commitments (c) | Net position before hedging (d) = (a) (b) ± (c) |  | Off-balance sheet positions (e) | Net position after hedging (f) = (d) + (e) |
| EUR <sup>(2)</sup>           | 56.7       | 275.8           |                          | (219.1)   |  |                                 | (219.1)                                    |

<sup>(2)</sup> Euro-denominated assets and liabilities in the entities whose functional currency is the US\$.

Our net foreign-exchange exposure is principally linked to the euro. We seek to reduce our foreign-exchange position by selling the future receivables surplus over euro costs of our Equipment division as soon as they enter the backlog and taking out dollar-denominated loans supported by long-term assets. Although we attempt to reduce the risks associated with exchange rate fluctuations, we cannot assure you that fluctuations in the values of the currencies in which we operate will not materially adversely affect our future results of operations. Our annual fixed expenses in euros are equal to approximately 450 million and as a consequence, an unfavorable variation of US\$0.20 in the average yearly exchange rate between the US dollar and the euro would reduce our operating income and our shareholders' equity by approximately US\$90 million.





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Sensitivity Analysis Table

*Impact of US\$ variation in expenses in euros*

| In millions of US\$ | Impact on result before taxes |                      | Impact on shareholders equity before taxes |                      |
|---------------------|-------------------------------|----------------------|--|----------------------|
|                     | Increase of 20 cents          | Decrease of 20 cents | Increase of 20 cents                       | Decrease of 20 cents |
|                     | 90                            | (90)                 | 90   | (90)                 |
| <b>Total</b>        | <b>90</b>                     | <b>(90)</b>          | <b>90</b>                                  | <b>(90)</b>          |

We monitor our balance sheet exposure through either forward sales or capital operations.

With respect to exchange rate risk related to investments in operating subsidiaries, we consider such risk to be low, since the functional currency of the majority of operating entities is the US dollar.

***We are exposed to risk related to equities and financial instruments.***

We are exposed to risk of fluctuations in the value of equities and other financial instruments we may hold.

Any transactions involving our own shares are decided by management in accordance with applicable regulations.

As of December 31, 2015, we owned 800,000 of our own shares with a balance sheet value of 2.1 million (US\$2.3 million). As those shares are valued at historical cost, changes in the stock's market price do not have any impact in the consolidated statements of the Group.

Our investment policy does not authorize short term investment in the equities of other companies.

The fair value of the own shares as of December 31, 2015 is as follows:

| 12.31.2015   | At fair value           | Available for sales | Held to maturity | Derivatives | Total                   |
|--------------|-------------------------|---------------------|------------------|-------------|-------------------------|
| Shares       | US\$ 2.3 million        |                     |                  |             | US\$ 2.3 million        |
| <b>Total</b> | <b>US\$ 2.3 million</b> |                     |                  |             | <b>US\$ 2.3 million</b> |

**Item 4: INFORMATION ON THE COMPANY****Introduction**

We are a global participant in the geoscience industry, as a manufacturer of geophysical equipment, as a provider of marine, land and airborne data acquisition services, and as a provider of a wide range of other geoscience services, including data imaging, seismic data characterization, geoscience and petroleum engineering consulting services, and collecting, developing and licensing geological data. Our clients are principally in the oil and gas exploration and production industry.

We have more than 100 years of combined operating experience (through CGG, Veritas and Fugro Geoscience) and a recognized track record of technological leadership in the science of geophysics and geology. We believe we are well placed to capitalize on the growing importance of seismic and geoscience technologies to enhance the exploration and production performance of our broad base of clients, which includes

independent, international and national oil companies.

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CGG SA is the parent company of the CGG Group. We are a *société anonyme* incorporated under the laws of the Republic of France and operating under the French Commercial Code. Our registered office is at Tour Maine Montparnasse, 33, avenue du Maine, 75015 Paris, France. Our telephone number is (33) 1 64 47 45 00.

### ***Organization***

As of December, 31, 2015, CGG was organized in eight business lines, as follows:

Equipment (which includes all the Sercel business entities or trademarks, such as Metrolog, GRC and De Regt);

Marine Acquisition;

Land Acquisition (including Land EM and General Geophysics);

Multi-Physics;

Multi-Client and New Ventures;

Subsurface Imaging;

GeoSoftware (including the software sales and development of Jason and Hampson-Russell); and

GeoConsulting (including the consulting activities of Jason and Hampson-Russell combined with the consulting and geologic library business of Robertson, as well as Data Management Services).

These activities are organized into four segments for financial reporting purposes since September 1, 2015: (i) Equipment, (ii) Contractual Data Acquisition (which includes Marine Acquisition, Land Acquisition and Multi-Physics) and (iii) Geology, Geophysics & Reservoir ( GGR ) (which includes Multi-Client and New Ventures, Subsurface Imaging, GeoSoftware and GeoConsulting). In addition, we have a fourth segment for financial reporting purposes, Non-Operated Resources, which comprises the costs of our non-operated marine resources as well as all the costs of our Transformation Plan (mainly restructuring provisions and provision for onerous contracts).

We believe that these eight business lines allow us to cover the spectrum from exploration to production, giving us more opportunities to create value for our shareholders, customers and partners.

Our six Corporate functions, at the Group level, ensure a global transverse approach and provide support across all activities: (i) the Finance Function, (ii) the Human Resources Function, (iii) the Global Operational Excellence Function, (iv) the General Secretary, (v) the Geomarkets Sales and Marketing Function and (vi) the Technology Function.

Our four Group Departments are, respectively, in charge of (i) Internal Audit, (ii) Communication, (iii) Investor Relations, and (iv) Risk Management, Health, Safety and Environment & Sustainable Development.

### **Our Strategy**

We intend to continue to provide leading geological, geophysical and reservoir capabilities to our broad base of customers primarily from the global oil and gas industry. Our goal is to capitalize on growth opportunities resulting from the application of new technologies in every sector

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of the oil and gas business from exploration to production and reservoir management and from the worldwide presence of our three complementary business segments: Equipment, Contractual Data Acquisition, and Geology, Geophysics & Reservoir ( GGR ).

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To achieve this objective, we have adopted the following strategies:

***Rebalance our profile towards more profitable and less capital intensive businesses***

We believe that our Contractual Data Acquisition businesses, which are cyclical, highly capital-intensive and have generated lower profitability in recent years, still need to be downsized significantly with respect to marine operations. We plan to position the Acquisition businesses more on the high-end of the market, where technological differentiation is a critical factor, in order to increase profitability. This should also allow us to increase the relative weight of the Equipment and GGR segments' contributions to Group results, which we believe will increase our overall profitability, reduce the volatility of our earnings and improve our cash generation.

The capacity of our Marine Data Acquisition business was reduced as our operated fleet decreased from 11 to five 3D mid/high capacity vessels at the end of Q1 2016, which should lead to a further reduction in fixed costs and capital expenditure. We have mostly repositioned our fleet towards the production of multi-client studies that are sufficiently pre-funded (at above 70%), which means operating five 3D vessels for the next two years. The marine seismic acquisition activity and its high-end broadband capabilities will therefore be mainly a technological tool for the acquisition of multi-client data.

In the Land Acquisition business, we intend to focus and concentrate our presence on high-end niche markets, adopting a technology provider business model to the extent possible. In the Multi-Physics Acquisition business, our plan is to focus on higher-margin market segments. In both businesses, we intend to achieve the expected results under the implemented cost savings and restructuring plans.

***Improve our operational efficiency, profitability and cash generation***

In line with what has been achieved over the last three years as a result of the performance plan that we launched at the end of 2010, we intend to continue our tight cost control, maintain a low level of general and administrative expenses and, more generally, reduce our fixed cost base. We expect notably to reduce our break-even point in line with the right-sizing of our Contractual Data Acquisition businesses and particularly our marine assets.

We will also continue to maintain a strong focus on operational performance and on cash generation through tight monitoring of working capital and capital expenditures.

***Focus on growth areas***

We intend to focus on developing our technological capabilities in emerging markets for geoscience-related services, including reservoir appraisal and production monitoring. We also believe that we have unique experience and expertise in very dense and productive seismic acquisition projects, such as high channel count land crews in the Middle East and full azimuth high resolution offshore surveys in the Gulf of Mexico. Furthermore, we believe our geographic footprint will allow us to respond to the growing demand for all kinds of seismic imaging and reservoir solutions.

We also intend to maintain our position in the onshore and offshore seismic multi-client markets by developing our multi-client data library. We believe that a strong position in this market segment enhances our global competitive position and may provide opportunities for continuing future sales. In developing our multi-client data library, we carefully select survey opportunities in order to maximize our return on investment. We also intend to apply the latest advances in depth imaging and wide azimuth technologies to a selected part of our existing library.

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Given the growing importance of geophysics in reservoir characterization, and the strong reputation of Jason and Robertson, two activities formerly belonging to Fugro that we acquired in early 2013, we intend to further develop the synergies between our leading network of 35 data processing centers. We pursue continuous innovation to allow for increased integration of data processing into reservoir studies, which will provide enhanced reservoir knowledge and allow for improved exploitation. This approach places us in a better position to meet the requirements of our clients with an extensive range of integrated solutions.

With the increasing use of wide-azimuth and high resolution surveys and the growing demand for advanced imaging capabilities, we also intend to increase our processing capability in developing disciplines, such as reservoir description and monitoring, including wide-azimuth, multi-component and 4D studies. We also plan to continue promoting and developing our dedicated subsurface imaging centers within our clients' offices and developing our regional centers.

We plan as well to develop reservoir interpretative solutions, notably through our two business lines, GeoSoftware and GeoConsulting, within our GGR segment. GeoSoftware is the worldwide leader in advanced seismic reservoir characterization technology. It brings together CGG's commercial software, including Jason and Hampson-Russell, and the associated sales, marketing and product services, such as training, product support and product mentoring. GeoConsulting is a full-spectrum geological and geophysical consulting services organization. In addition to our seismic reservoir characterization services supporting our Jason and Hampson-Russell technologies, GeoConsulting offers our unique line of Robertson geoscience consulting services and multi-client products, including a full range of geological, petroleum engineering and economic disciplines. It also contains NPA Satellite Mapping and the global training services relating to GeoConsulting.

We expect to extend cross-divisional strengths within our organization and to leverage our relationships with external partners. We signed a technology alliance with Halliburton to develop next-generation geoscience workflows and we set up a joint venture with Wood Mackenzie to provide a value modelling tool for undiscovered reserves, both in 2015.

We also intend to set up additional targeted partnerships through joint ventures in order to address specific market segments or to gain privileged access to high-potential local geographical markets. We established a joint venture with Petrovietnam Technical Services Corporation (PTSC) for the Vietnamese offshore market in March 2012 (announced in December 2010). In early 2013, we created Seabed Geosolutions BV (a joint venture owned 60% by Fugro and 40% by CGG), a world-leader in the shallow water and ocean bottom systems market. Also at the end of 2013, we agreed with TAQA to combine all Middle East land activities under a single joint venture, Argas, which is 51% owned by TAQA.

### ***Develop technological synergies for products and capitalize on new generation equipment***

We believe Sercel is the leading manufacturer of land, marine and subsea geophysical equipment. We plan to continue developing synergies among the technologies available to Sercel and to capitalize fully on our position as a market leader. Through our research and development, we seek to improve existing products and maintain an active new product development program in all segments of the geophysical equipment market (land, marine and ocean-bottom).

### ***Develop and utilize innovative technology***

The significant technological developments in seismic services over the last decade have produced a marked change in the sector. The development of 4D and wide-azimuth techniques (providing time lapse views and enhanced illumination of the reservoir as well as improved image resolution) now allows operators to better locate and monitor reservoir performance. This possibility broadens the use of seismic techniques from pure exploration (early cycle) into a tool for reservoir development, management and production (late cycle).

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CGG's BroadSeis solution delivers the most detailed high-resolution subsurface images with the best low frequencies from a combination of advanced equipment, proprietary variable-depth streamer profiles and innovative deghosting and imaging technology. As a consequence of the unique, streamer configuration, BroadSeis is able to deliver the deepest tow in the industry, up to 50 meters. Combining this with the exceptional low-noise characteristics of Sentinel solid streamers delivers the lowest frequencies with the best signal to noise ratio available. BroadSource, our synchronized multi-level broadband source complements BroadSeis by removing the source ghost notch and extending the high frequencies so that over 6 octaves of data (2.5-200Hz) are recorded. The ultra-low frequencies provide better penetration through complex overburdens, improved signal-to-noise ratios for deeper targets and more quantitative seismic inversion. The enhanced layer differentiation, with improved texture and character, make interpretation more straightforward. BroadSeis is operationally robust and fully compatible with streamer steering, wide-azimuth geometries and 4D monitoring. The notch diversity can be tuned to maximize bandwidth at target depths and reservoir levels.

We believe that growth in demand for geophysical services will continue to be driven in part by the development of new technologies. The industry is increasingly demanding clearer seismic imaging and better visibility, particularly underneath salt layers. We expect multi-azimuth, wide azimuth, multi-component (3C/4C) surveys and time-lapse (4D) surveys to become increasingly important for new production-related applications, particularly in the marine sector, and expect specialized recording equipment for difficult terrain to become more important in land seismic data acquisition, particularly in transition zones, shallow water and arctic areas. We believe that to remain competitive, geophysical services companies will need to combine advanced data acquisition technology with consistently improving processing capacity in order to further reduce delivery times for seismic services.

Our strategy is to continue our high level of investment in research and development to reinforce our technological leadership. We also intend to take advantage of our full range of integrated geoscience services to enhance our position as a market leader in:

manufacturing of land, marine and subsea data acquisition equipment;

seismic imaging and reservoir services;

innovative marine acquisition systems and services; and

land seismic data acquisition systems and know-how.

***Emphasize client service***

We believe it is important to operate in close proximity to our clients to develop a better understanding of their individual needs and to add measurable value to their business processes. We respond to these needs by creating new products or product enhancements that improve the quality of data and reduce the data delivery time to clients. We believe that our regional multi-client and dedicated data processing centers in our clients' offices provide us with an advantage in identifying contract opportunities, optimizing service to clients and developing products responsive to new market demands, such as seismic techniques applied to reservoir management. We believe that we are well positioned to benefit from the industry trend towards increased outsourcing. This trend is leading oil and gas companies to place greater emphasis on relationships and service quality (including health, safety and protection of the environment) in their selection of third party service providers, including geophysical services providers.

***Provide integrated services***

We are committed to providing clients with a full array of seismic data services, from acquisition and processing to data interpretation and management. We believe that integration of compatible technology and equipment increases the accuracy of data acquisition and processing, enhances the quality of our client service and thereby improves productivity in oil and gas exploration and production. Our clients increasingly seek integrated solutions to better evaluate known reserves and improve the ratio of recoverable hydrocarbons from



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producing fields. We are continuing to develop our ability to provide geoscience solutions through a combination of various exploration and production services, including technical data management, reservoir characterization and interpretation of well information.

### ***Develop well-positioned data libraries***

We will continue to develop large multi-client libraries in key basins throughout the world where the industry focuses its exploration budgets. We intend to take advantage of our recent vintage, well-positioned seismic data libraries and will capitalize on our strong experience in wide-azimuth and full azimuth technologies. For instance in the Gulf of Mexico, we launched in 2012 our first StagSeis multi-client survey, our new marine acquisition solution that provides full wide-azimuth coverage and unrivalled long offsets, designed to illuminate complex subsalt geologies. We extended this program in 2013 and have completed the acquisition of the third and final StagSeis survey in 2014. Similarly, we will continue to further expand the footprint of our multi-client library with the introduction of our new BroadSeis acquisition technology as we did in 2012 in Brazil and in the North Sea.

Onshore, our land library offers additional potential in North America, particularly in the shale gas plays where we completed a significant onshore program in the Marcellus basin in 2013. We plan to use this existing multi-client onshore footprint to build dedicated commercial offers aimed at improving the productivity of shale market players.

### ***Develop reservoir applications***

While seismic data was historically used primarily by oil and gas companies for exploration purposes, it has become a recognized tool for field development and reservoir management. We are progressively extending our core business towards compiling and analyzing seismic data of existing reservoirs in response to this trend. Through high-resolution images and our expertise in 4D seismic and permanent monitoring, we aim to assist hydrocarbon producers in better characterizing and predicting the static properties and dynamic behavior of their reservoirs.

Following our acquisition of Fugro Geoscience Division, we are now organized in three segments, including the GGR segment, which is fully dedicated to the development of reservoir software, services and applications. Through GeoSoftware, we intend to further improve our products and services, provide our customers with a better understanding of their reservoirs and deliver unsurpassed expertise to optimize our customers decision-making. Through GeoConsulting, we intend to further enhance our geological and geophysical multi-client products and reports and expand our high-end consulting services across the exploration and production value chain.

### **Industry conditions**

2013 was a contrasting year with the first half of the year seeing growth in the oil services segment and, hence, the seismic sector, followed by a significant slowdown during the second half of the year, chiefly due to the majors deciding to cut investments in exploration and production projects to improve cash generation on a short-term basis. This trend should be considered in the global exploration and production context: projects were becoming increasingly costly due to their complexity; oil and gas prices remained relatively stable; and oil and gas companies were under constant pressure to maintain the expected level of dividends for their shareholders.

This situation escalated during 2014 with oil and gas companies pursuing their efforts to reduce costs in order to preserve their ability to maintain shareholder returns. Global exploration and production spending in 2014 was steady but fell by 10% in seismic.

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During the second part of 2014, after Saudi Arabia decided to maintain its market share and let supply and demand set the market price, oil prices fell sharply and quickly. In the space of six months, the Brent oil price fell by 59% from US\$115 per barrel to US\$47 per barrel. This severe reduction had a large impact on the 2015 budgets that oil and gas companies were in the process of preparing, and consequently exploration and production spending for 2015 decreased by 23%, with a similar trend for seismic. For 2016, the fall in crude oil prices in the second half of 2015 has led to the oil companies predicting a further drop of 15 to 20% in Exploration & Production investments. This would be the first time since 1986-87 that these investments would experience two years of consecutive reduction, and the oil companies think that the price per barrel would need to return to between US\$60 and US\$70 per barrel to see such investments increase again.

Longer term, we believe that the outlook for a fully integrated geoscience company is fundamentally positive for a number of reasons:

First, oil and gas companies (including both international and national oil companies) and the large oil and gas consuming nations have perceived a growing and potentially lasting imbalance between reserves and future demand for hydrocarbons. A rapid rise in world consumption requirements, particularly in China and India, has resulted in a growth in demand for hydrocarbons that is expected to continue in the long term despite being slowed down in the short term. In response to this future growth, we expect oil and gas companies to restart their exploration and production investments in the future in order to improve existing reservoirs and regularly replace reserves.

Client demand is changing as clients use geophysical data in new ways. The geological and geophysical challenges they face require new geoscience solutions. From the very early exploration phase to the optimization of existing reservoirs, and throughout the entire development and production cycle, the demand for improved understanding of complex subsurface structure is increasing. This requires higher technology content, higher resolution, better illumination, and overall better imaging. In such a market environment, the CGG Group, with its assets, expertise, people and track record, is now firmly established on the three solid technological pillars represented by its Equipment, Contractual Data Acquisition and GGR business segments. We benefit from the unique scope of our geoscience activities, the unrivalled expertise of our imaging teams, our modern worldwide fleet of recently built, high-capacity vessels, the cutting-edge leadership of Sercel on the Equipment market, and our strong commercial positions in key multi-client areas. We believe we are therefore well positioned to capitalize on our unique integrated portfolio and to meet our customers' needs for innovative products and services and for global solutions, as achieved recently with BroadSeis and StagSeis and now with Sercel's 508<sup>XT</sup> land acquisition system.

Each year, three to four million barrels of new oil per day have to be produced in order to offset the declining rates of the existing reserves. Gas and oil production from shale rocks, where seismic studies are used to enhance the yield, has developed remarkably well in North America, and may expand to other continents. We expect these fundamental trends to continue to drive increased demand for high-end seismic equipment and services in the medium-term. We believe that we are in a strong position to benefit from these long term trends.

### **History and development of the Company**

CGG was established on July 23, 1931 under the name *Compagnie Générale de Géophysique*, to develop and market geophysical techniques for appraising underground geological resources. Since that time, CGG gradually specialized in seismic techniques adapted to oil and gas exploration and production, while continuing to develop a broad range of other geophysical and geological activities. In 2007, CGG acquired Veritas DGC Inc. and was renamed *Compagnie Générale de Géophysique Veritas*. In 2013, CGG acquired Fugro's Geoscience Division and changed its name to *CGG*. CGG is a *société anonyme* incorporated under the laws of the Republic of France and operating under the French Code de commerce, with a duration until 2030.

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Over the course of the last three years, we have completed various acquisitions and divestitures which are described under Item 5: Operating and Financial Review and Prospects Factors Affecting our Results of Operations Acquisitions and Divestitures included elsewhere in this annual report. Our historical and ongoing capital expenditures and sales of tangible assets are described under Item 5: Operating and Financial Review and Prospects Liquidity and Capital Resources included elsewhere in the annual report.

### **Business overview**

The following is an overview of the business activities of our Equipment, Contractual Data Acquisition and Geology, Geophysics and Reservoir ( GGR ) business segments. Our views regarding the state of the market in 2015 and the outlook for 2016 are forward-looking statements, based upon information available to us on the date of this annual report and are subject to risks and uncertainties that may change at any time.

### **Operating Revenues Data**

#### *Revenues by Activity*

The following table sets forth our consolidated operating revenues by activity in millions of dollars, and the percentage of total consolidated operating revenues represented thereby, for the periods indicated:

|   | 2015<br>MUS\$ | 2014<br>(restated <sup>(1)</sup> )<br>MUS\$ | 2013<br>(restated <sup>(1)</sup> )<br>MUS\$ |
|---|---------------|---|---|
| Marine Contractual Data Acquisition                         | 439           | 778   | 1,249                                       |
| Land and Multi-Physics Acquisition                          | 177           | 279   | 440   |
| <b>Contractual Data Acquisition segment revenues</b>        | <b>616</b>    | <b>1,057</b>                                | <b>1,689</b>                                |
| Multi-client Data   | 546           | 687   | 620   |
| Subsurface Imaging and Reservoir                            | 562           | 697   | 676   |
| <b>Geology, Geophysics &amp; Reservoir segment revenues</b> | <b>1,108</b>  | <b>1,384</b>                                | <b>1,296</b>                                |
| <b>Equipment segment revenues</b>                           | <b>437</b>    | <b>802</b>                                  | <b>1,045</b>                                |
| Eliminated revenues and others                              | (60)          | (148)                                       | (264)                                       |
| <b>Total operating revenues</b>                             | <b>2,101</b>  | <b>3,095</b>                                | <b>3,766</b>                                |

Note:

(1) Restated to reflect the new financial reporting as disclosed in note 19 to our consolidated financial statements.

#### *Revenues by Region (by location of customers)*

The following table sets forth our consolidated operating revenues by region in millions of dollars, and the percentage of total consolidated operating revenues represented thereby, for the periods indicated:

|                                 | 2015         |             | 2014         |             | 2013         |             |
|---------------------------------|--------------|-------------|--------------|-------------|--------------|-------------|
|                                 | MUS\$        | %           | MUS\$        | %           | MUS\$        | %           |
| North America                   | 528          | 25%         | 782          | 25%         | 872          | 23%         |
| Central and South Americas      | 233          | 11%         | 366          | 12%         | 310          | 8%          |
| Europe, Africa and Middle East  | 876          | 42%         | 1,298        | 42%         | 1,666        | 45%         |
| Asia Pacific                    | 464          | 22%         | 649          | 21%         | 918          | 24%         |
| <b>Total operating revenues</b> | <b>2,101</b> | <b>100%</b> | <b>3,095</b> | <b>100%</b> | <b>3,766</b> | <b>100%</b> |

The Group's clients can be broadly categorized as national oil companies, international oil companies (the Majors) and independent companies. In 2015, our top two clients represented respectively 5.0% and 4.9% of consolidated revenues, respectively.

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Figures relating to the geophysical market and to the competitive positioning of the Group's Equipment, Contractual Data Acquisition and GGR segments or the activities of these segments provided in this section have been derived from internal Group data.

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### **Contractual Data Acquisition**

Our Contractual Data Acquisition activity encompasses our geophysical acquisition services offering, including land, marine, airborne and seabed, being operated either directly or through joint ventures. Our worldwide crews operate in all environments. In land and marine environments, they use the latest geophysical equipment manufactured by Sercel.

Total revenues of the Contractual Data Acquisition segment amounted to US\$616 million in 2015, down 42% compared to 2014.

### ***Marine Data Acquisition Business Line***

#### *Overview*

Thanks to the fleet described below, CGG provides complete range of marine seismic 2D and 3D services, focusing on the Gulf of Mexico, the North Sea, West Africa and Brazil, as well as the Asia Pacific region. CGG also delivers marine seismic contract data acquisition in frontier areas.

#### *Activity description*

Marine seismic surveys are conducted through the deployment of submersible cables (streamers) and acoustic sources (airguns) from marine vessels. These streamers are up to 12 kilometers long and carry hydrophone groups normally spaced 12.5 meters apart along the length of the streamer. The recording capacity of a vessel is dependent upon the number of streamers she tows and the number of acoustic sources she carries, as well as the configuration of her data recording system. By increasing the number of streamers and acoustic sources used, a vessel can perform surveys more rapidly and efficiently and acquire better resolution data.

The commercial business model of Marine Contractual Data Acquisition consists of working on an exclusive contractual basis with the client. The contract generally stipulates that we shall be paid according to a fixed rate, such as a daily fee or a fee per square kilometer acquired. The contract may protect us against operational elements beyond our control, such as bad weather or interference from other activities carried out in the oil field. The client owns the acquired data and pays us on the agreed basis. Our operating income from this activity is the difference between the cost to us and the final price of the survey.

#### *Group's fleet of seismic vessels*

On December 31, 2015, our operated fleet consisted of eight 3D high capacity vessels (12 or more streamers), one source vessels and one 3D/2D vessel of lower capacity, down from 16 vessels at the end of 2014 as a result of our fleet reduction plan.

Each of the *Oceanic Sirius*, *Oceanic Vega*, *Geo Caspian*, *Oceanic Endeavour*, *CGG Alizé*, *Oceanic Champion*, *Viking Vision* and *Geo Celtic*, can deploy 12 or more streamers simultaneously.

All 3D high capacity vessels are equipped with Sentinel solid streamers, which provide several advantages over other industry streamers, such as acquiring surveys in tougher sea conditions, improving the frequency content and improving signal-to-noise ratio of the recorded data, and minimizing environmental impacts. All our vessels can deploy BroadSeis, our broadband marine solution, which combines industry-leading equipment, unique variable depth streamer acquisition techniques and proprietary deghosting and imaging technology. At the end of 2015, 100% of our fleet was also capable of deploying BroadSource, which, combined with BroadSeis provides the ultimate in broad-bandwidth, ghost-free seismic data, achieving a bandwidth of 2-200 Hz. QuietSea, the most advanced passive acoustic monitoring (PAM) system designed to detect the presence of marine mammals during seismic operations, which enables superior performance in minimizing environmental impact, also equips two vessels.

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In order to refocus on an optimal 3D fleet and adapt to extremely difficult market conditions, several fleet reduction measures were taken during the year 2015, in line with the downsizing plan launched in 2014:

The *Symphony* was sold on February 12, 2015 to be scrapped.

The *Princess* was sold on March 5, 2015, to be operated by the purchaser in another industry.

The *Vantage* and *Viking II* were returned to their owners, respectively on February 28, 2015 and May 31, 2015.

The *Viking I* was returned to her owner on November 16, 2015.

The *Oceanic Phoenix* halted operations since March 2015 and will be returned to her owner at the end of her current charter period (2019).

The *Viking Vanquish* was used as a source vessel throughout the year and ceased to be operated at the end of November 2015. She will be returned to her owner at the end of her current charter period (2020).

The *Geowave Voyager* and the *Pacific Finder* were used as source vessels throughout the year.

In addition, a new downsizing plan was decided upon, with the following effects:

The *Geo Caribbean*, the *Geo Coral* and the *Oceanic Challenger* halted operations respectively in September 2015 for the *Geo Caribbean* and the *Oceanic Challenger*, and in November 2015 for the *Geo Coral*.

The *CGG Alizé*, *Geo Celtic* and *Viking Vision* halted operations in early 2016 after completion of their acquisition programs.

### *Maritime management of the operated fleet*

On December 31, 2015, in the current state of the downsizing plan, our operated seismic fleet was managed mostly by our two joint venture ship managers: CGG Eidesvik Ship Management AS (60%) and GeofieLD Ship Management Services SAS (20%), in addition to Volstad and Swire Pacific Offshore, each managing one vessel (10%)

Bourbon Offshore operates six support and chase vessels (ancillary services including refueling, food and equipment delivery, crew change, storage, assistance and support during in-sea maintenance operations, protection of streamers from interactions with third party vessels and fishing devices), designed specifically for CGG, deployed progressively within the fleet between 2013 and 2014 and chartered individually for a minimum period of five years.

### *Ownership status of the operated fleet*

At December 31, 2015, we owned the *Oceanic Challenger*, *Geowave Voyager*, *Geo Coral*, *Geo Caribbean*, *Geo Celtic*, *CGG Alizé*, co-owned two ships (*Oceanic Sirius* and *Oceanic Vega*) at 49% and operated the rest of our fleet under charter agreements.



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The following table provides certain information concerning the seismic vessels operated by us or cold stacked as of December 31, 2015.

| Vessel name  | Year built | Year upgraded | Year joined fleet | Time charter / Bareboat expiry | Extension options | 2D/3D | Maximum no. of streamers <sup>(1)</sup> | Vessel length (m) |
|--|------------|---------------|-------------------|--------------------------------|-------------------|-------|---|-------------------|
| <b><u>Operated vessels in 2015</u></b>                             |            |               |                   |                                |                   |       |   |                   |
| <i>Oceanic Champion</i>  | 1994       | 2012          | 2009              | June 2020                      | n.a.              | 3D    | 14                                      | 107               |
| <i>Oceanic Endeavour</i>   | 2007       | 2011          | 2009              | April 2018                     | 2 x 5 years       | 3D    | 16                                      | 92                |
| <i>Oceanic Vega</i>  | 2010       | n.a.          | 2010              | July 2022                      | 4 x 5 years       | 3D    | 20                                      | 106               |
| <i>Oceanic Sirius</i>  | 2011       | n.a.          | 2011              | October 2023                   | 4 x 5 years       | 3D    | 20                                      | 106               |
| <i>Geo Caspian</i> <sup>(2)</sup>                                  | 2010       | n.a.          | 2013              | February 2017                  | 4 x 2 years       | 3D    | 16                                      | 108               |
| <b><u>Vessels operated in 2015, cold stack planned in 2016</u></b> |            |               |                   |                                |                   |       |   |                   |
| <i>Pacific Finder</i> <sup>(2)</sup>                               | 2011       | n.a.          | 2011              | March 2019                     | 1 x 8 years       | 3D/2D | 4                                       | 68                |
| <i>CGG Alizé</i>   | 1999       | n.a.          | 1999              | Owned                          | n.a.              | 3D    | 16                                      | 101               |
| <i>Geo Celtic</i>  | 2007       | n.a.          | 2013              | Owned                          | n.a.              | 3D    | 12                                      | 101               |
| <i>Viking Vision</i>   | 1993       | 2007          | 2007              | July 2017                      | 2 x 5 years       | 3D    | 14                                      | 105               |
| <i>Geowave Voyager</i>   | 2005       | 2009          | 2009              | Owned                          | n.a.              | 3D    | 12                                      | 83                |
| <b><u>Cold stacked vessels in 2015</u></b>                         |            |               |                   |                                |                   |       |   |                   |
| <i>Oceanic Phoenix</i>   | 2000       | 2011          | 2009              | March 2019                     | 10 x 1 year       | 3D    | 14                                      | 101               |
| <i>Geo Caribbean</i>   | 2008       | n.a.          | 2013              | Owned                          | n.a.              | 3D    | 14                                      | 101               |
| <i>Oceanic Challenger</i>  | 2000       | 2005          | 2005              | Owned                          | n.a.              | 3D    | 12                                      | 91                |
| <i>Geo Coral</i>   | 2010       | n.a.          | 2013              | Owned                          | n.a.              | 3D    | 16                                      | 108               |
| <i>Viking Vanquish</i> <sup>(2)</sup>                              | 1999       | 2007          | 2007              | November 2020                  | n.a.              | 3D    | 12                                      | 93                |

<sup>(1)</sup> Tow points.

<sup>(2)</sup> Includes a purchase option.

Out of the ten vessels operated by the Group as of December 31, 2015, four were completing their last commercial agreements before being cold-stacked.

The *Pacific Finder* and *Geo Caspian* are the only vessels under time charter. The other vessels are either fully owned or hired under bareboat charter. Among those under bareboat charter, the *Oceanic Sirius* and the *Oceanic Vega* are co-owned within Oceanic Seismic Vessels AS and Eidsvik Seismic Vessels AS respectively.

**Competition and market**

Five companies (CGG, PGS, WesternGeco, Polarcus and Dolphin) comprised 80% of the 3D marine market at the end of 2015; one of them, Dolphin ceased operating as of December 14, 2015 by declaring bankruptcy.

The contraction in demand in the marine seismic acquisition market recorded in 2014 deepened further in 2015 as a result of the negative developments in oil prices and budget constraints of oil and gas companies. This resulted in a supply and demand imbalance despite the commitment by most of the players to stack, temporarily or permanently, and derig seismic vessels. As a consequence, the year 2015 witnessed a lower activity rate of seismic fleets in general and a strong price decrease.

Total revenues of the Marine Contractual Data Acquisition business line amounted to US\$439 million in 2015, representing 71% of the total production of the Contractual Data Acquisition segment. Total revenues decreased by 44% compared to 2014.



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66% of our 3D fleet's utilization was dedicated to exclusive marine acquisition contracts. 34% was dedicated to acquiring multi-client surveys.

### *2016 outlook*

In 2015, CGG continued and accelerated the pace of our fleet downsizing plan to adjust to the soft market conditions. We retained our most high-end and recent vessels, and leveraged our broadband offer and geographical positioning to reduce the impact of depressed market prices. An adaptation plan involving cost saving initiatives at all levels of the organization allowed a significant reduction of our operational fixed costs and industrial investments.

The roadmap of our Marine Acquisition business focuses on the resizing of our fleet as necessary to adjust to market conditions, while remaining a worldwide player in the high-technology market segment. Therefore, the adaptation plan will be continued in 2016, leading to further reduction in the operated fleet, in operational fixed costs and industrial investments, with a focus on the following priorities:

Reducing our fleet to five 3D high capacity vessels beginning of 2016;

Assigning two thirds of our restructured fleet to our own multi-client operations;

Implementing an additional cost and personnel reduction plan.

### ***Land Data Acquisition and Multi-Physics Business Lines***

#### *Overview*

Land Data Acquisition is principally focused on the acquisition and onsite processing of seismic data acquired on land areas. We are one of the main land seismic acquisition contractors operating worldwide, especially in desert areas, and particularly in areas requiring specific technologies, Health, Safety and Environment ( HSE ) excellence, highly qualified personnel and operational expertise. Our operations in high-resolution crews market in North Africa and the Middle East are good examples of our positioning. We now intend to reinforce on technological differentiation.

Multi-Physics acquisition is principally focused on the acquisition, processing and interpretation of airborne geophysical data on land or offshore, all over the world, and on providing marine gravity and magnetic acquisition services onboard seismic vessels or independently, as well as the processing and interpretation of such data. We are the largest airborne acquisition contractor, operating worldwide and offering a diverse portfolio of airborne geophysical technologies, with particular emphasis and expertise in electromagnetics and gravity. In 2015, our activities were conducted out of operational centers located in Canada, Brazil, South Africa and Australia, and are based on a foundation of HSE excellence.

Multi-Physics surveys are performed through exclusive contract activity or non-exclusive multi-client activity.

In 2015, we operated an average of three active land crews performing 3D and 2D seismic surveys (all dedicated to exclusive contract surveys). Our Multi-Physics business line operated a fleet of 25 airplanes. This number was reduced to 21 over the course of the year as some non-core aircrafts were sold.

#### *Activity description*

##### *Land Data Acquisition*

Land operations employ both surveying and recording crews. Surveying crews lay out the lines to be recorded and mark the sites for shot-hole placement or recording equipment location (except for stackless



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operations where the source locations are indicated through integrated GPS capabilities rather than on location by field personnel). Recording crews produce acoustic impulses and record the seismic signals via geophones or hydrophones. The acoustic sources used are mainly vibrators onshore, and explosives and air guns in transition areas. On a land survey where explosives are used as the acoustic source, the recording crew is supported by several drill crews. Drill crews operate ahead of the recording crew and bore shallow holes for explosive charges which, when detonated by the recording crew, produce the necessary acoustic impulse.

Land seismic crews are equipped with advanced equipment and software used for each step of the acquisition process, including Sercel 428XL and 508<sup>XT</sup> seismic data recorders, Sercel Nomad 65 and Nomad 90 vibrators, Sercel VE464 vibrator electronic control system used to synchronize and verify the emission of acoustical waves by vibrators, DSU3 Sercel digital 3 components sensors, and Sercel Unite onshore wireless acquisition systems. We also deploy patented high-end vibroseis technologies such as HPVA and V1 which seek to increase significantly the productivity of a crew, or EmphaSeis and our latest technological development CleanSweep which seeks to enhance the resolution of the data through broadening and cleaning the frequency content of the signal emitted. By combining specific acquisition geometries and processing technologies as well as on-site processing software for acquired data, we have a unique capability to offer fully integrated solutions, improving both data quality and turn-around time, thus accelerating the exploration cycle. We believe that UltraSeis, our high-density, point-source, point-receiver, wide-azimuth super crew program, coupled with our processing capabilities, provides the best resolution of the subsurface imaging with exceptional spatial and temporal bandwidth at the reservoir.

Operations in the Middle East are conducted in partnership with the Saudi company TAQA through the Argas joint venture.

Seabed acquisitions are operated through Seabed Geosolutions BV, a joint venture owned 60% by Fugro and 40% by us.

### *Multi-Physics*

Multi-Physics Acquisition encompasses 2 segments of activity and provides services worldwide:

Airborne activity encompasses the collection, processing and interpretation of data related to the earth's surface and the soils and rocks beneath, and provides advice based on the results to clients in the mineral, oil and gas, governmental, engineering and environmental management sectors. We acquire electromagnetic, magnetic, radiometric and gravity data using fixed-wing airplanes and helicopter platforms. The airplanes we operate have been modified with integrated geophysical measurement systems incorporating elements of internal design and manufacture. Helicopter projects are supported using subcontracted or chartered helicopters, as the geophysical instrument systems designed for use on helicopters can be installed without significant modifications to the aircraft.

We also provide in-house acquisition and data processing of marine gravity and bathymetry in conjunction with seismic surveys or on a stand-alone basis. This segment of activity, previously integrated with our Marine Acquisition business line, was combined with our Airborne activities in 2015 to create the Multi-Physics business line.

We also offer advanced geophysical data processing, interpretation and consulting services in order to provide fully integrated services for our natural resource sector clients.

These services are offered on a global basis. Local knowledge, regulatory understanding, and proximity to the data collection sites are important factors in efficient aircraft operations, so the business line has operational units and complete aviation management facilities in Canada and Australia, with data collection supported locally by operational resources in Brazil, South Africa and other countries where CGG built a solid local

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expertise during the past years. In 2015, an organization optimization plan was implemented, and our activities have been reorganized with management responsibility and the majority of operational resources located in Toronto and Perth.

In order to ensure our clients are able to extract maximum value from the geophysical measurements, the Multi-Physics business line provides advanced data processing and interpretation services routinely as part of the contracted activities.

In Multi-Physics Acquisition, we operate under two business models:

The first business model consists of working on an exclusive contractual basis with the client. The contract usually stipulates that we will receive a fixed remuneration per acquired kilometer or square kilometer, on client specifications. The client owns the acquired data and pays us on the agreed basis. Our operating income is the difference between the cost to us and the final price of the survey.

The second business model consists of operating under a multi-client model, with multiple clients prefunding the acquisition. In this case, the surveying and recording activities are performed by the Acquisition business line as an internal service for the Multi-Client & New Ventures business line, which among other things develops and sells a library of geophysical surveys. We remain the owner of the data thus acquired. This activity is fully integrated into our GGR segment. See *Geology, Geophysics & Reservoir ( GGR )* .

*Competition and market*

The land acquisition market is fragmented and extremely competitive with the presence of both international and local players. In addition to CGG, the other significant service providers in the land seismic market worldwide are BGP, Sinopec, Geokinetics (in which we hold a 16% shareholding interest), WesternGeco, Global Geophysical Services, Argas (our joint venture with TAQA in the Middle East), Seabed Geosolutions BV (our joint venture with Fugro) and Fairfield. We have chosen a selective position in the high end of the market, and, when the conditions are appropriate, in partnerships with local players.

In this market, we believe that technology, quality of the crews, services provided and prices are the main differentiators, while the relationship with local suppliers and the expertise of personnel in complex areas are additional advantages. Our offerings are based on a technology and geographical focus with high-end activities often operated through local partnerships. We have developed a unique expertise in the Middle-Eastern and North African deserts. In a context of degraded oil prices, those regions still hold the best potential for growth, driven by the demand for high-end seismic and high-channel count crews.

The airborne acquisition market is fragmented and extremely competitive with the presence of a handful of international players, one of which, ARKeX, entered administration as of September 23, 2015 and has ceased operating entirely, as well as many smaller and regionally focused competitors. In general, primarily due to technical specialization, most competitors have their primary focus and activity in either the mining, oil and gas, or government sectors, but not in all. CGG is the only market player with a strong position in all major market sectors and geographic regions. The diversified market sector and geographic region presence lessens the impact of the historically significant fluctuations in airborne market activity by sector and region. In 2015, the introduction to the market of Falcon Plus, an advancement to our successful Falcon Gravity Gradiometry system providing the best available signal to noise ratio, strengthened our position in this high technology segment.

In the mining and oil and gas sectors, technology, service capability and prices are the main differentiators. For governmental sector work, price and capacity are the main differentiators on projects which are typically large in size and require commoditized technologies.

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In 2015, Land activities may be described by the following main elements:

In North Africa, delays related in the renewal of permits to our clients in Tunisia reduced market opportunities; on the positive side, Algeria and Egypt showed a steady flow of activity;

In the Middle East, the targeted high-channel count crews suffered further delays in UAE and Oman, whereas Saudi Aramco maintained a strong level of activity in Saudi Arabia;

In sub-Saharan Africa, CGG entered Angola with a 2D acquisition which will expand to a 3D program in 2016; and

Our niche strategy in Papua New Guinea provided us continuous activity during the first three quarters of the year. Activities for Multi-Physics in the mining sector remained at low levels in 2015, due to low levels of overall expenditure on exploration by both smaller mining companies, which are struggling with an inability to raise capital, and major mining companies, which are maintaining low levels of capital investments and limiting their exploration activities. The oil and gas sector provided a moderate level of airborne activity on a regional basis, with frontier exploration plays in South America and the Australasia region providing the most significant opportunities. Governmental sector activities for airborne were significant in South America and to a lesser extent in Angola, with low levels elsewhere. CGG entered the market in Kazakhstan, through a partnership agreement with the local company AirControl and through the sale of a fully equipped aircraft. The recognized quality of services provided in the field of acquisition and data processing of marine gravity and bathymetry allowed CGG to preserve a good level of activity, including as part of marine acquisition for some CGG competitors. The restructuring plan, initiated in 2014 and finalized in 2015, adjusted our cost base for the weak market conditions and improved our efficiencies based on a reorganization of our airborne operations management in the Toronto and Perth offices for Western and Eastern hemisphere operations respectively and with our global marine Multi-Physics operations management in Houston.

Total Land Data Acquisition and Multi-Physics production (both contract and multi-client surveys) accounted for US\$177 million in 2015, representing 29% of Contractual Data Acquisition operating revenues.

### *2016 outlook*

Our land acquisition services occupy a good position geographically (North and sub-Saharan Africa and niche markets in South East Asia) and technologically (high-end market) for the development of strong local partnerships. Our strategy in land acquisition remains focused on differentiation and operational excellence rather than market share, avoiding as much as possible commoditized markets. We intend to further reinforce this focus on differentiation and partnerships in 2016.

In line with our 2015 approach, our strategy for the Land Data Acquisition business line is therefore to:

Maintain and strengthen our direct presence in certain geographic market niches and core markets where we have a competitive advantage;

Serve the increasing demand for high-resolution land seismic acquisition and high-end technology specifically in the Middle East, through expanded use of UltraSeis broadband solutions;

Reproduce the partnership approach, especially in high-end markets where technology and expertise, combined with the footprint of strong local partners, is seen as a promising strategy, such as in the Middle East with TAQA; and

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In close partnership with our clients, continue to introduce new technologies that allow innovative and efficient high resolution acquisition and that leverage our full geoscience portfolio.

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In Multi-Physics acquisition, we are geographically and technologically well placed, and benefit from our strong presence in the mining, oil and gas and government sectors, positioned to take advantage of any regional opportunities that may arise. Mining sector activity levels are expected to remain relatively low and projects will be subject to price pressure when technological capabilities do not provide sufficient differentiation. We believe that our diverse portfolio of electromagnetic measurement systems on fixed-wing and helicopter platforms will allow for differentiation opportunities in some exploration plays.

Airborne activities in the oil and gas sector are expected to be primarily focused on areas of frontier exploration. Our ability to offer both low and high resolution gravity measurement system technologies will allow us to present a range of options on projects, allowing clients to determine the most cost effective technique appropriate for the geological model in their exploration play.

For Multi-Physics activity, specific areas of focus in 2016 will be to:

Continue our program of aircraft fleet rationalization, with the goal of reducing aircraft types in order to maximize efficiency and maintain consistent global standards;

Expand the deployment and commercial footprint of the Falcon Plus system, to benefit from a favorable context of reduced competition in the high resolution gradiometry segment, as a consequence of the ARKeX bankruptcy;

Grow oil and gas sector revenue by leveraging the market presence of other business lines, developing multi-client projects using our airborne gravity technologies in promising frontier basins, and providing interpretation services to ensure the geological utility of the results;

Exploit differentiation opportunities offered by fixed-wing and helicopter electromagnetic measurement systems in the mining sector; and

Develop and maximize opportunities for the integration of multi-physics measurements with seismic techniques in advancing exploration understanding.

### **Geology, Geophysics & Reservoir ( GGR )**

#### *Overview*

With its worldwide footprint, our GGR segment engages in many activities assisting our clients in identifying their exploration targets and characterizing their reservoirs. Among these are: developing and licensing multi-client seismic surveys; processing seismic data; selling seismic data processing and reservoir characterization software (under the *geovation*, Hampson-Russell, Jason, Insight Earth and Velpro brands); providing geoscience and petroleum engineering consulting services; collecting, developing and licensing geological data (through Robertson) and providing data management services and software to its clients. With its extended scope of competencies, our GGR activities play a key role in identifying and developing integrated services that we can offer to our clients as a full geoscience company.

On January 31, 2013, we acquired the Geoscience Division of Fugro, adding the Robertson, Jason and Data Management Services business lines to the GGR activity.

Robertson is a leading geologic consulting company, and perhaps best-known for its subscription geological library of databases and reports. Robertson's offering includes Plate Wizard, its plate tectonics modeling package, Tellus, its widely used petroleum play and basin report database, CHEMSCAN and RoqSCAN, which provide mineralogical analyses through electron microscopy. Robertson operates globally in virtually every significant petroleum basin.





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Jason is a geophysical software company well known for its advanced software suite that includes solutions for petrophysics, interpretation and analysis, model building, seismic inversion and geostatistical inversion. Clients using the Jason tools in an integrated fashion can perform seismic to simulation studies using accurate and predictive reservoir models. Jason also provides reservoir consultancy and software support through its globally distributed employee base.

Data Management Services ( DMS ) is a global business providing a continuum of products and services helping its clients maximize the value of their data. DMS offers individual and integrated services in all areas of data asset management and data transformation to clients in or associated with the petroleum business, such as agencies maintaining government petroleum data repositories.

During 2013, the CGG integrated these businesses into its offering, bringing them under CGG s systems of control and promoting them under the CGG brand. During the fourth quarter of 2013, CGG reorganized its GGR activities in order to maximize efficiency and realize synergies offered by the new businesses, culminating in a new internal structure fully functioning on January 1, 2014. After the reorganization, the GGR segment is composed of two businesses, the Multi-Client and New Ventures business ( MCNV ) and the Subsurface Imaging and Reservoir business ( SIR ).

### *General description of activities*

#### *Multi-Client and New Ventures ( MCNV )*

The MCNV business line utilizes the resources of our other business lines as well as those of sub-contractors to acquire and process seismic data for itself and license that data to its clients.

The licenses are for lengthy terms, the maximum allowable under local law, typically ranging from 5 to 25 years. The licenses are non-transferable, and the data may not be shared with partners who do not own a license. Oil company partnerships of various forms are a common arrangement in difficult and expensive exploration plays. The business model works well in venues where there is one or more of the following: significant levels of competition between oil companies exploring for assets; frequent lease turnover due to government lease rounds or lease trading activity between oil companies; frequent partnering between oil companies; and relatively high costs for seismic data.

The costs of the multi-client surveys are capitalized on our balance sheet and then amortized. Until the end of 2015 amortization was, generally, at a rate of 80% of revenue, subject to a minimum five or seven year straight-line depreciation. Our depreciation method will be adjusted in 2016 due to the requirements of the amendment of IAS 38. Details of our multi-client accounting methods are fully described in note 1 to our consolidated financial statements included in this report.

MCNV operates in marine and land environments on a worldwide basis. It has significant investments in the Gulf of Mexico, offshore Brazil, the North Sea and onshore United States. Maps and details of all surveys in our data library are available on our website. At the end of 2015, the library of 3D seismic surveys consisted of approximately 802,808 square kilometers of marine surveys, mainly in the Gulf of Mexico and Brazil, and 73,113 square kilometers of land data, all in the United States and focused on shale plays. During the fourth quarter of 2015, MCNV sold its Canadian land data and exited that national market.

#### *Subsurface Imaging and Reservoir ( SIR )*

SIR transforms marine and land seismic data acquired in the field into high quality images of the subsurface that can then be used by our clients in their efforts to find and produce oil and gas. These images provide a means to understand the structure of the subsurface as well as deduce various qualities of the rocks and fluids in those structures. SIR processes seismic data acquired by our land and marine seismic acquisition crews as well as seismic data acquired by non-affiliated third parties. In addition, SIR reprocesses previously processed data using new techniques to improve the quality of seismic images.

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SIR conducts its seismic imaging operations out of seven large international centers located in Houston (USA), Crawley (England), Massy (France), Singapore, Rio (Brazil), Oslo (Norway) and Calgary (Canada) and from 17 regional and local centers open to all clients. In addition to this open network, SIR operates 11 centers each dedicated to serving a specific client. This geographic spread of centers allows for a great amount of personal collaboration with our clients as we jointly seek to produce the best subsurface images.

Demand for our imaging services, especially our high end services, has grown consistently for many years. Our technology and expertise allow oil companies to explore complex structures such as the subsalt Gulf of Mexico. The industry-wide push toward high resolution acquisition, continuing exploration in regions where the targets are difficult to image, and SIR's continuing advancement of imaging technology should foster that growth trend.

In addition to subsurface imaging, SIR offers geophysical consulting services and software services. Using seismic data in conjunction with other information such as well logs, we are able to determine various rock and fluid properties and generally characterize oil and gas reservoirs for our clients. SIR teams of scientists are made available to perform geophysical and geological interpretations, assisting clients in creating subsurface models used in reservoir exploitation and optimization.

SIR also sells seismic data processing software, under the *geovation* brand and sells software for reservoir characterization, interpretation, and modeling under the Hampson-Russell, Jason, Insight Earth and Velpro brands, allowing clients to produce these reservoir studies.

In addition to geophysical data, SIR, under the Robertson brand, develops and maintains large libraries of various types of geological data covering most geographic areas of interest to petroleum and mining companies. SIR licenses this data to clients, who generally use it in the early stages of their exploration efforts, often as a precursor to seismic exploration. SIR geologists and other geo-professionals also engage in many types of proprietary studies for clients.

Finally, SIR is engaged in the business of providing data storage and retrieval solutions to oil companies and government agencies involved in the storage of oil related data. The explosion in volume of data of all types in recent years makes this activity an interesting area for future growth.

SIR does not seek to offer products and services covering all potential markets but seeks to operate in those geographic and technical areas where its advanced offerings can deliver significant value to customers. Generally SIR is regarded as the technical leader in markets where it participates.

### *Competition and market*

In the multi-client data arena, main competition comes from Schlumberger (WesternGeco), PGS and TGS. Competition in the multi-client business is focused on location and availability of surveys, technology used in acquisition and processing, and to a lesser degree price.

Particularly noteworthy surveys, with acquisition and processing completed in 2015, are the large IBALT, surveys designed to image difficult subsalt targets in the Central Lease Area of the Gulf of Mexico. With IBALT, MCNV has utilized StagSeis, where full azimuth, long offset, broadband acquisition and high end processing have been combined to create a survey with unparalleled imaging quality. The surveys cover approximately 20,000 square kilometers containing hundreds of blocks to be auctioned in the next four years.

In November 2015, MCNV began reprocessing a massive dataset, over 38,000 square kilometers, from the Perdido fold belt area in both the U.S. and Mexican Gulf of Mexico. The survey, named Encontrado, has significant pre-funding. The survey will be the largest ever reprocessed by CGG.

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In 2015, MCNV also developed marine surveys in Brazil, Scandinavia, Africa, Australia and Asia as well as land surveys in North America.

The SIR sector is led by CGG and WesternGeco. This market is characterized by greater client loyalty than the data acquisition sector. Competition in the high end of seismic imaging, where the GGR activities focus their business, is almost exclusively based on technology and service level, areas where we have an outstanding reputation.

Processing capacity has multiplied in recent years as a result of improvements in computing technology. This increase in computing power has allowed improved processing quality through the use of more complex and accurate algorithms.

CGG occupies a strong position in the relatively narrow market of seismic reservoir characterization software (Hampson-Russell, Jason and Insight Earth). The overall seismic and geological interpretation software market is dominated by Schlumberger and Halliburton through its Landmark subsidiary. Likewise, CGG has no major, global, competitor for its geological database business. In addition, CGG's reservoir consulting business competes head to head with many local players.

GGR revenues in 2015 amounted to US\$1,108 million, a decrease of 20% compared to 2014. GGR revenues represented 53% of the consolidated revenues in 2015. MCNV generated US\$546 million of this revenue (a 21% decrease compared to 2014) and SIR generated US\$562 million (a 19% decrease compared to 2014).

MCNV invested US\$285 million in seismic data libraries in 2015, with a cash prefunding rate of 102%. After sales revenue, revenue from completed surveys, was US\$256 million in 2015. The net book value of the seismic multi-client library was US\$967 million at the end of the year.

*2016 outlook*

Lower exploration and production spending have driven GGR revenue down by 20% in 2015 as compared to 2014 and we are expecting a low commodity price environment throughout 2016. As in 2015, we see continued demand for our advanced products and services in complex geological areas such as the deepwater Gulf of Mexico, offshore Brazil and offshore Africa which tend to be those areas where development cycles are long and somewhat sheltered from short term price considerations.

In particular, we believe demand for our high end processing will continue at a sustained level. Exploration efforts in difficult areas rely heavily on the best possible seismic images for their success. Our research and development efforts in SIR will remain high in order to increase SIR's competitive advantage, and this should also result in better multi-client data and enable advances in marine and land acquisition.

We also see good resilience in demand for our software and consulting services. We believe that these products and services are inexpensive compared to the value they provide, especially when compared to overall exploration budgets, and so might be somewhat shielded from budget cutting by clients. We are committed to our strategy of expanding our consulting service scope geographically as well as adding to the number of services offered.

Overall, our strategy for the GGR activities in 2016 is largely unchanged from that of 2015. We will strive to:

Maintain our 2015 level of investment in new MCNV surveys, at an acceptable level of pre-funding;

Continue to invest in research and development and people to maintain our lead in high end imaging and advance our software offering;

Expand our reservoir and geological operations through organic and external means; and

Gain more value from integrated offerings.



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### **Equipment business line**

#### *Overview*

We conduct our equipment development and production operations through Sercel and its subsidiaries. Sercel is the market leader in the development and production of seismic equipment in the land and marine seismic markets. Sercel makes most of its sales to purchasers other than CGG. As of December 31, 2015, Sercel operated seven seismic equipment manufacturing facilities, located in Nantes and Saint Gaudens in France, Houston and Tulsa in the United States of America, Alfreton in England, Krimpen aan de Lek in The Netherlands and Singapore. In China, Sercel operates through Hebei Sercel-JunFeng Geophysical Prospecting Equipment Co. Ltd. ( Sercel-JunFeng ), based in Hebei, in which Sercel has a 51% equity stake. In addition, four sites in Toulouse, Les Ulis, Toulon and Brest (France) are dedicated to borehole tools (for the first two sites), marine sources and submarine acoustic instrumentation, respectively.

#### *General description of activities*

Sercel sells its equipment and offers customer support services including training on a worldwide basis. It relates to a complete range of geophysical equipment for seismic data acquisition, including seismic recording equipment, software and seismic sources either for land (vibrators) or marine (air guns). Sercel also supplies its clients with integrated solutions.

With respect to land acquisition equipment, the 428XL was launched in November 2005. This 400 product series, including the previous generation 408UL system, represents the market standard. The 428XL continues the characteristics that made the 408 a success, such as an evolutive architecture and the option of mixing different communication media (cable, radio, micro-wave, laser and fiber-optic) to form a true network allowing the user to define data routing and hence avoid obstacles in the field. In addition, the 428XL offers enhanced possibilities in multi-component and in high density, methods which are increasingly required to obtain a high resolution image.

In the fall of 2013, Sercel launched its new 508<sup>XT</sup> system, which introduces a new paradigm in land seismic acquisition by offering high count channels crews the ability to record up to one million channels in real time, resulting in a new level of image resolution. First deliveries for this new system occurred during 2014. The first megacrews using the 508<sup>XT</sup> began operations during 2015.

The 508<sup>XT</sup> is the first member of Sercel's new generation of state-of-the-art land seismic acquisition systems designed to drive crew productivity, operating flexibility and data quality to a new level.

Both the 428 and 508<sup>XT</sup> systems can be used with the digital sensor unit (DSU) featuring one or three component digital sensors based on MicroElectroMechanicalSystems (MEMS). Sercel also introduced, along with its new acquisition system, QuietSeis, a new, high-performance digital sensor based on next-generation MEMS, allowing seismic signals to be recorded with three times less instrument noise than before.

The 508<sup>XT</sup> architecture combines the best of both cabled and wireless technologies with the Unite Technology. Sercel launched a new and more compact version of the Unite in 2012 to meet the increasing popularity of wireless systems.

Sercel is also a market leader for vibroseismic vehicles used as seismic source in land and for vibrator electronic systems VE 464. Sercel's latest vibrator family, called Nomad, offers high reliability and unique ergonomic features. Nomad is available with either normal tires or a tracked drive system. The track drive system allows Nomad vibrators to operate in terrain not accessible to vehicles with tires. In sand dunes or arctic conditions, this can improve crew productivity. The Nomad was designed to optimize reliability and maintenance in order to allow an intensive use on the field. The thousandth Nomad 65 was delivered during 2014. Sercel also offers the Nomad 90 which is capable of exerting a peak force of 90,000 pounds and is believed to represent the

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heaviest vibrator on the market. In June 2015, a new version of this vibrator was launched, the Nomad 90 Neo, with new functionalities that improve productivity and reliability. In June 2014, Sercel also launched the Nomad 15, a small and highly maneuverable version of a vibrator.

In addition to recording systems, Sercel develops and produces a complete range of geophysical equipment for seismic data acquisition and other ancillary geophysical products such as geophones, cables and connectors. The acquisition of a 51% stake in Sercel-JunFeng, based in China, in 2004, reinforced our manufacturing capabilities for geophone, cables and connectors, as well as our presence on the Chinese seismic market. In the fall of 2012, Sercel introduced the SG5 geophone featuring a low natural frequency.

In the down-hole domain, Sercel offers its latest generation VSP tool, MaxiWave, which has received positive reviews from clients. The Geowave II that has just been launched is the first digital multilevel borehole tool specifically designed for high temperature, high pressure wells. Sercel built on its diversification into the well environment and more specifically the artificial lift in acquiring Geophysical Research Corporation in January 2012.

With respect to marine equipment, the Seal system capitalizes on the 428 architecture and electronics as well as on the latest streamer manufacturing methods. The Seal is currently the sole system with integrated electronics. In 2005, Sercel launched the Sentinel solid streamer that is the outcome of the technological synergies realized in acquisitions performed in recent years. The Sentinel cables have become a standard in the accessible market. The Sentinel RD is another generation of the Sentinel solid streamer which offers a reduced diameter and lower weight.

In June 2013, Sercel introduced the Sentinel MS, a Sentinel with multi-sensors together with two additional acceleration components, providing directive measurement for both cross line and vertical wave front. This streamer technology delivers multi-sensors data sets for enhanced broadband imaging.

The marine range of products has been further improved with the SeaProNav, a navigation software allowing the real-time positioning of streamers, and the Nautilus, a totally integrated system for positioning seismic streamers.

The SeaRay is an ocean bottom cable offered under several configurations for depth of 100 to 500 meters. This cable is based on the 428 family acquisition systems technology and allows multi-components recording owing to its DSU 3 components. In October 2015, Sercel launched the GeoTag product, an acoustic solution for seabed seismic acquisition.

Throughout its recent history, Sercel has significantly expanded its product range and increased its market share in the seismic equipment industry, by combining its strong organic growth with a dynamic strategy of external growth, and a focus on the acquisition of complementary businesses or gaps in technology. On the momentum of the Syntron acquisition in December 1999 and the Mark Products acquisition in 2000, Sercel acquired Soderia SA, a leading provider of air gun sources used mainly in marine seismic data acquisition in October 2003. In 2004 it acquired a division of Thales Underwater Systems Pty Ltd. that develops and manufactures surface marine seismic acquisition systems, particularly solid streamers, and seabed marine seismic acquisition systems. In 2004, it also acquired Orca Instrumentation, which is specialized in sub marine acoustics, and Createch in the borehole tools domain. In September 2006, Sercel acquired Vibration Technology Ltd, a Scottish company specialized in wireless systems. In May, 2008, Sercel acquired Metrolog, specialized in down-hole gauges, and in December 2008, Sercel acquired Quest Geo Solutions, a UK company focusing on navigation software. In January 2012, Sercel acquired the assets of Geophysical Research Corporation, a company specialized in downhole sensors and gauges for the oil and gas industry. Following the Geoscience Acquisition, De Regt, a manufacturer of marine cables, also entered Sercel's perimeter. In October 2014, Sercel sold Optoplan, its Norwegian subsidiary specialized in permanent seabed recording systems using fiber optic technology.

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As a result of these acquisitions, Sercel is a market leader in the development and production of both marine and land geophysical equipment. It is a global provider for the seismic acquisition industry with a balanced industrial position in terms of both product range and geographical presence on the shores of the Atlantic and in Asia Pacific.

### *Competition and market*

We estimate that the worldwide demand for geophysical equipment decreased by 45% in 2015 after a decrease of 29% in 2014. This decrease was due to a weakness of demand for land seismic equipment despite two high-channel count megacrews operating in the Middle East and to the collapse of the marine demand due to the reduction of the global seismic fleet. We estimate that Sercel's market share remains above 50%.

Our principal competitors for the manufacture of marine seismic equipment are Ion Geophysical Inc. and WesternGeco, which now offers its streamers for sale to third parties. For land products, the main competitors are Inova (a joint venture between BGP and Ion Geophysical Inc), Geospace Technologies Corporation and WesternGeco. The market for seismic survey equipment is highly competitive and is characterized by continual and rapid technological change. We believe that technology is the principal basis for competition in this market, as oil and gas companies have increasingly demanded new equipment for activities such as reservoir management and data acquisition in difficult terrain. Oil and gas companies have also become more demanding with regard to the quality of data acquired. Other competitive factors include price and customers' support services.

The total production of the Equipment business line (Sercel), including internal and external revenues, amounted to US\$437 million, a 46% decrease compared to 2014.

Sercel external revenue amounted to US\$400 million, a decrease of 42% compared to 2014, and representing 19% of our consolidated revenue in 2015.

### *2016 outlook*

Sercel plans to use continuous and intensive research and development efforts to expand its range of seismic acquisition equipment with advanced technology. Seismic equipment market estimates are deeply impacted by the weight of the high channel count crews (from US\$50 million to US\$150 million for a given crew depending upon the relevant client configuration). No deliveries of equipment for these mega-crews are anticipated for 2016. Apart from the impact of this lack of mega-crews delivery, we estimate that the land market should further decrease in 2016 in an environment of depressed exploration and production spending. The marine market should face a further decrease due to a reduction in capital investments from certain clients, in a context where coldstacking vessels leads to an excess of available streamers reducing demand for renewal. In this market environment, and notably considering its important product base, Sercel estimates that, for 2016, it should maintain its leading position in the seismic data equipment market by capitalizing on growth opportunities resulting from the strength of its current product base, the application of new technologies in all of its products as well as from its diversified geographical presence.

### **Seasonality**

We have historically experienced higher levels of activity in our equipment manufacturing operations in the fourth quarter as our clients seek to fully deploy annual budgeted capital. The same happens in our multi-client activity with oil and gas companies that seek to fully deploy their exploration budget in the last quarter of the year.

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### **Intellectual property**

We continually seek the most effective and appropriate protection for our products, processes and software and, as a general rule, will file for patent, copyright or other statutory protection whenever possible. Our patents, trademarks, service marks, copyrights, licenses and technical information collectively represent a material asset to our business. However, no single patent, trademark, copyright, license or piece of technical information is of material importance to our business when taken as a whole. These patents last up to 20 years, depending upon the date filed and the duration of protection granted by each country.

### **Competition**

Most contracts are obtained through a competitive bidding process, which is standard for the industry in which we operate. Important factors in awarding contracts include service quality, technological capacity, performance, reputation, experience of personnel, customer relations and long-standing relationships, as well as price. While no single company competes with us in all of our segments, we are subject to intense competition with respect to each of our segments. We compete with large, international companies as well as smaller, local companies. In addition, we compete with major service providers and government-sponsored enterprises and affiliates. See - Business Overview for a discussion of the competitive factors in each of our business segments.

### **Organizational structure**

CGG SA is the parent company of the CGG Group. Its principal subsidiaries are as follows:

| <b>Subsidiary</b>                 | <b>Jurisdiction of Organization</b> | <b>Head office</b>         | <b>% of interest</b> |
|-----------------------------------|-------------------------------------|----------------------------|----------------------|
| Sercel SA                         | France                              | Carquefou, France          | 100.0                |
| CGG Services SA                   | France                              | Massy, France              | 100.0                |
| CGG Holding B.V.                  | Netherlands                         | Amsterdam, the Netherlands | 100.0                |
| CGG Marine B.V.                   | Netherlands                         | Amsterdam, the Netherlands | 100.0                |
| CGG Geo Vessels AS.               | Norway                              | Oslo, Norway               | 100.0                |
| CGG Services (Norway) AS          | Norway                              | Oslo, Norway               | 100.0                |
| Sercel Inc.                       | United States                       | Oklahoma, USA              | 100.0                |
| CGG Holding (U.S.) Inc.           | United States                       | Delaware, USA              | 100.0                |
| CGG Services (U.S.) Inc.          | United States                       | Delaware, USA              | 100.0                |
| CGG do Brasil Participações Ltda. | Brazil                              | Rio de Janeiro, Brazil     | 100.0                |
| CGG Services (UK) Ltd.            | UK                                  | Crawley, UK                | 100.0                |



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The following table sets forth certain information relating to the principal properties of CGG Group as of December 31, 2015:

| Location  | Type of facilities  | Size (sq.m.) | Owned/<br>Leased | Lease<br>expiration<br>date |
|---|---|--------------|------------------|-----------------------------|
| France, Paris   | Headquarters of CGG SA  | 1,655        | Leased           | 2016                        |
| <b>Geophysical Services (Contractual Data Acquisition and GGR Segments)</b> |   |              |                  |                             |
| Angola, Luanda  | Offices of CGG Explo Branch and Data processing center                                  | 565          | Leased           | 2016                        |
| Australia, Perth  | Registered office of CGG Services (Australia) Pty Ltd and Data processing center        | 2,200        | Leased           | 2024                        |
| Australia, Jandokot Airport, Perth  | Warehouse   | 6,276        | Leased           | 2017                        |
| Brazil, Rio de Janeiro  | Registered office of CGG Do Brazil Participacoes LTDA and Data processing center        | 1,522        | Leased           | 2016                        |
| Brazil, Rio de Janeiro  | Warehouse   | 470          | Leased           | 2016                        |
| Canada, Calgary   | Registered office of Hampson Russell Ltd Partnership and Data processing center         | 9,268        | Leased           | 2016                        |
| China, Beijing  | Office of CGG Services Technology (Beijing) Co, Ltd and Research and development center | 1,470        | Leased           | 2018                        |
| England, Redhill  | Administrative offices and Operations computer hub                                      | 1,884        | Leased           | 2029                        |
| England, Crawley  | Crompton Way Offices of CGG Services (UK) Ltd. and Data processing center               | 9,290        | Leased           | 2028                        |
| England, Wallingford  | Offices and warehouse of Robertson  | 1,323        | Leased           | 2022                        |
| France, Massy   | Registered office of CGG Services SA and Data processing center                         | 17,850       | Leased           | 2020                        |
| France, Massy   | CGG University  | 1,488        | Leased           | 2020                        |
| India, Mumbai   | Registered office of CGG Services India   |              |                  |                             |
|   | Pvt Ltd and Data processing center  | 1,675        | Leased           | 2018                        |
| Indonesia, Jakarta  | Registered office of PT Veritas Mega Pratama and Data processing center                 | 967          | Leased           | 2016                        |
| Malaysia, Kuala Lumpur,   |   |              |                  |                             |
|   | Registered office of CGG Services (Malaysia) Sdn Bhd and Data processing center         | 1,755        | Leased           | 2024                        |
| Kuching   |   |              |                  |                             |
| Mexico, Villahermosa  | Data processing center and offices  | 1,700        | Leased           | 2016                        |
| Mexico, Mexico City   | Registered office of CGGVeritas Services de Mexico SA de CV                             | 570          | Leased           | 2016                        |
| Netherlands, Amsterdam  | Offices   | 487          | Leased           | 2017                        |
| Netherlands, La Hague   | Offices   | 3,160        | Leased           | 2022                        |
| North Wales, Anglesey   | Data management Solutions   | 4,362        | Owned            | N/A                         |
| North Wales, Llanrhos   | Offices and laboratories  | 78,785       | Leased           | 2024                        |
| North Wales, Conwy  | Offices/storage facility  | 2,829        | Owned            | N/A                         |

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| Location                 | Type of facilities  | Size (sq.m.) | Owned/<br>Leased | Lease<br>expiration<br>date |
|--------------------------|---|--------------|------------------|-----------------------------|
| Norway, Oslo             | Offices of CGG Services (Norway) AS, Wavefield Inseis AS, CGG Marine Resources Norge AS, Exploration Vessel Resources II AS, Exploration Investment Resources II AS, CGG Geo Vessels AS | 5,200        | Leased           | 2024                        |
| Russia, Moscow           | Registered office of CGG Vostok and<br><br>Data processing center   | 1,600        | Leased           | 2018                        |
| Scotland, Aberdeenshire  | Birchmoss offices   | 3,065        | Leased           | 2016                        |
| Scotland, Aberdeenshire  | Inverurie offices   | 2,348        | Leased           | 2016                        |
| Singapore                | Registered office of CGG Services (Singapore) Pte. Ltd. and Data Processing Center  | 8,183        | Leased           | 2019                        |
| Singapore                | Logistic Marine Warehouse   | 6,550        | Leased           | 2022                        |
| South Africa             | Warehouse and offices   | 1,928        | Leased           | 2016                        |
| Switzerland, Geneva      | Registered office of CGG International  | 606          | Leased           | 2017                        |
| Thailand, Bangkok,       | Offices of CGG Services SA (branch)   | 567          | Leased           | 2016                        |
| USA, Houston, Texas      | Principal executive offices of CGG Services (U.S.) Inc. and data processing center  | 29,805       | Leased           | 2024                        |
| USA, Schulenburg         | Warehouse   | 28,230       | Owned            | N/A                         |
| <b>Equipment Segment</b> |   |              |                  |                             |
| Canada, Calgary          | Offices and warehousing premises of Sercel  | 3,995        | Leased           | 2018                        |
| China, Xu Shui           | Manufacturing and research and development facilities   | 59,247       | Owned            | N/A                         |
| France, Carquefou        | Sercel manufacturing and research and development facilities recording equipment (land and marine)  | 25,005       | Owned            | N/A                         |
| France, Saint-Gaudens    | Sercel manufacturing and research and development facilities  | 23,051       | Owned            | N/A                         |
| USA, Houston, Texas,     | Offices and manufacturing   |              |                  |                             |
| (ParkRow, Fallstone A)   | premises of Sercel  | 33,932       | Owned            | N/A                         |
| USA, Houston, Texas      | Offices and manufacturing premises of Sercel  | 14,256       | Owned            | N/A                         |

We also lease other offices worldwide to support our operations. We believe that our existing facilities are adequate to meet our current requirements.

Information concerning our seismic vessels is set out under [Business Overview](#) [Contractual Data Acquisition](#) [Marine Data Acquisition](#) [Business Line](#) above.

**Environmental matters and safety**

CGG has a structured approach to Health, Safety, Security and Environment (HSE), built on our HSE Operating Management System (HSE-OMS). The HSE-OMS is consistent with the Oil & Gas Producers (IOGP) guidelines for the Development and Application of Health, Safety and Environment management systems which has become a de facto industry standard. The HSE-OMS is implemented across our activities; it has a wide scope including the health, safety and security of our permanent employees, our seasonal employees and our sub-contractors working on our projects, as well as the environmental impact of all of our projects and facilities.

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A dedicated HSE organization supports the operating divisions in all aspects of the management system, from risk identification and control through training and communication to emergency response in the event of an incident. This professional staff, which is widely distributed across our business, monitors the local regulatory environment in HSE and assists our line management in putting the necessary compliance measures in place.

### **Legal proceedings**

From time to time we are involved in legal proceedings arising in the normal course of our business. We do not expect that any of these proceedings, either individually or in the aggregate, will result in a material adverse effect on our consolidated financial condition or results of operations.

#### *Request for information from the Bureau of Industry and Security (BIS) of the United States Department of Commerce*

Following an investigation by the BIS regarding some shipments to our vessels operating in or near Cuba that may not have complied fully with our internal policies and possibly violated applicable export controls and sanctions laws, a warning letter without any financial penalty was issued on September 10, 2015. On July 29, 2015, the U.S. Office of Foreign Assets Control (OFAC) issued a pre-penalty notice. On December 15, 2015, a settlement agreement was signed pursuant to which we paid a fine of US\$614,250.

#### *ONGC arbitration*

On March 18, 2013, CGG Services SA, a fully owned subsidiary of CGG SA, initiated arbitration proceedings against ONGC, an Indian company, to recover certain unpaid amounts under three commercial contracts entered into by the two entities between 2008 and 2010. The proceedings are on-going. We believe that this arbitration proceeding will allow us to recover the receivables that are recorded on our balance sheet as unpaid receivables as of December 31, 2015.

### **Item 4A: UNRESOLVED STAFF COMMENTS**

None.

### **Item 5: OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

#### **Group organization**

Taking into account the long cyclical trough of the seismic market, which further worsened during the summer of 2015 as a consequence of a renewed bearish forward view on the price of oil, CGG decided, during the third quarter of 2015, to implement new adaptation measures throughout the Group as a new step in its Transformation Plan and further reduce its marine fleet to five vessels mainly dedicated to multi-client surveys. Going forward the downsized CGG fleet will be dedicated on average two-thirds to multi-client surveys and only one-third to exclusive surveys. As a result of the reduction of the fleet, part of our owned vessels will not be operated for a certain period of time. The costs of these non-operated resources as well as the costs of the Transformation Plan will be reported in a new segment. Financial information by segment is reported in accordance with our internal reporting system and provides internal segment information that is used by the chief operating decision maker to manage and measure performance.

Since September 30, 2015, we have organized our activities in four segments for financial reporting:

**Contractual Data Acquisition.** This Operating segment comprises the following business lines:

Marine: offshore seismic data acquisition undertaken by us on behalf of a specific client;

Land and Multi-Physics: other seismic data acquisition undertaken by us on behalf of a specific client.



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**Geology, Geophysics & Reservoir ( GGR ).** This operating segment comprises the Multi-client business line (development and management of seismic surveys that we undertake and license to a number of clients on a non-exclusive basis) and the Subsurface Imaging and Reservoir business lines (processing and imaging of geophysical data, reservoir characterization, geophysical consulting and software services, geological data library and data management solutions). Both business lines regularly combine their offerings, generating overall synergies between their respective activities. The GGR segment includes the costs, industrial capital expenditures and capital employed related to the vessels dedicated to multi-client surveys.

**Equipment.** This operating segment comprises our manufacturing and sales activities for seismic equipment used for data acquisition, both on land and marine. The Equipment segment carries out its activities through our subsidiary Sercel.

**Non-Operated Resources.** This newly created segment mainly comprises the costs of the non-operated marine resources as well as all the costs of our Transformation Plan (mainly restructuring provisions and provision for onerous contracts). The capital employed includes the non-operated marine assets and the provisions related to the Group Transformation Plan. In this segment, the recoverable value retained is the fair value less costs of disposal.

### **Operating Results**

The following operating and financial review and prospects should be read in conjunction with our consolidated annual financial statements and the notes thereto included elsewhere in this annual report, which have been prepared in accordance with International Financial Reporting Standards ( IFRS ) and its interpretations as issued by the International Accounting Standards Board (IASB) and as adopted by the European Union at December 31, 2015.

### **Factors affecting our results of operations**

Our operating results are generally affected by a variety of factors, including changes in exchange rates, particularly the value of the euro against the dollar, and changes in the market environment. See Trend Information and Geophysical market environment herein.

#### *Foreign exchange fluctuations*

As a company that derives a substantial amount of its revenues from international sales, that are often denominated or linked to the US dollar but with costs that are to a certain extent denominated in euros, our results of operations are affected by fluctuations in currency exchange rates. Changes between the US dollar and euro or other currencies may adversely affect our business by negatively impacting our results of operations and earnings. See Trend Information below for more information on the impact of currency fluctuations on our results of operations during the periods under review.

The exchange rates as of December 31, 2013, 2014 and 2015 were US\$1.3791, US\$1.2141 and US\$1.0887 respectively, per euro, and the average exchange rates for the years 2013, 2014 and 2015 were US\$1.3254, US\$1.3328 and US\$1.1138 respectively, per euro.

#### *Geophysical Market Environment*

Overall demand for geophysical services and equipment is dependent on spending by oil and gas companies for exploration, development and production and field management activities. We believe the level of spending of such companies depends on their assessment of their ability to efficiently supply the oil and gas market in the future and the current balance of hydrocarbon supply and demand.

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The geophysical market has historically been extremely cyclical. We believe many factors contribute to the volatility of this market, such as the geopolitical uncertainties that can harm the confidence and visibility that are essential to our clients' long-term decision-making processes and the expected balance in the mid to long term between supply and demand for hydrocarbons. During the last several quarters, the exploration and production spending of our clients has continually decreased. During summer 2015, the situation in the seismic market further worsened in the light of a renewed bearish forward view on the price of oil. Even though we believe the fundamental outlook for a fully integrated geoscience company is positive, we anticipate that the period to come will be difficult for exploration services, with huge pressure on prices and fairly unpredictable volume in the coming months.

(See Item 4: Information on the Company - Industry Conditions for a discussion of developments in the geophysical industry).

### ***Acquisitions and divestitures***

Acquisitions and divestitures have had a significant impact on our year-on-year revenues. Recent acquisitions and divestitures have included:

#### ***During 2015***

##### ***Transfer of our shares in Ardiseis to Argas***

In accordance with the Framework Agreement signed in late 2013 with Industrialization & Energy Services Company (TAQA), 98% of Ardiseis capital has been transferred to Argas by each of CGG and TAQA (49% by CGG and TAQA). Argas has become the main shareholder of Ardiseis. As a combination of Argas and Ardiseis, the new Argas group has a stronger capital base and a larger business scope: it is 51% owned by TAQA and 49% owned by CGG.

##### ***Sale of Canadian Land Multi-Client Library***

On October 31, 2015, CGG sold its Land Canadian Multi-Client Library and cashed-in the proceeds.

There were no other material acquisitions and divestitures during 2015.

#### ***During 2014***

##### ***Purchase option over Geomar with Louis Dreyfus Armateurs Group (LDA)***

On November 27, 2013, we agreed with LDA to exercise a purchase option on the shares held by LDA in Geomar SAS, the company owning the *CGG Alizé* vessel. This purchase took effect on April 1, 2014.

This transaction had no impact on the consolidation method of this subsidiary which remains fully consolidated. The change of ownership interests was accounted for as an equity transaction as of December 31, 2013.

##### ***Framework agreement with Industrialization & Energy Services Company (TAQA) and sale of 2% of Ardiseis FZCO***

CGG and TAQA are shareholders of two joint ventures in the Middle East: Argas, a Saudi company established in 1966, covering geophysical activities in the Kingdom of Saudi Arabia (KSA), of which TAQA owns 51% and CGG owns 49%; and Ardiseis, a company established in 2006 in Dubai, covering land and shallow water data acquisition activities in the rest of the Middle East, of which CGG (until the transactions described below) owned 51% and TAQA 49%.

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On December 31, 2013, CGG and TAQA entered into a Framework Agreement which strengthened and extended their historical and long-term partnership in the Middle East.

Through the Framework Agreement, Argas would become the sole shareholder of Ardiseis, with Argas and Ardiseis pooling all their resources to create a more efficient and powerful combined Argas Group. The new Argas group would have a stronger capital base, would cover a larger business scope, and would be 51% owned by TAQA and 49% owned by CGG.

In relation with this agreement, net assets of Ardiseis were reclassified in Assets held for sale for an amount of US\$22 million as of December 31, 2013 (see note 5 to our consolidated annual financial statements).

In June 2014, CGG and TAQA signed a share sale and purchase agreement under which CGG Services UK Ltd, a subsidiary of CGG, sold 2% of the share capital of Ardiseis FZCO to TAQA for a total consideration of US\$1.2 million. As a result of the transaction, CGG owns 49% of Ardiseis FZCO and does not control the company any longer. From June 30, 2014, Ardiseis FZCO is no longer fully consolidated in our consolidated financial statements but is accounted for under the equity method.

The net gain arising from this transaction amounted to US\$11.9 million and is recorded in the line item Other revenues (expenses), net in the 2014 consolidated statement of operations.

### *Agreement with Geokinetics Inc*

On September 30, 2014, CGG sold its North American land contract assets and activities to Geokinetics Inc. against a minority equity stake in this company. Our stake in Geokinetics was presented as a non-consolidated investment for US\$49 million in our balance sheet since this date and was measured at its fair value (see note 7 to our consolidated financial statements). The net gain arising from this transaction was not significant.

### *Agreement with Alcatel-Lucent*

On October 20, 2014, Sercel and Alcatel-Lucent Submarine Networks (ASN) signed a binding agreement for the sale of Optoplan AS, a fully consolidated subsidiary of CGG for a total consideration of US\$20.7 million. The closing of the transaction was completed on October 31, 2014.

### ***During 2013***

#### *Closing of the acquisition of Fugro Geoscience Division*

Pursuant to the terms of a Sale and Purchase Agreement (the SPA) between the Company and Fugro NV (Fugro) dated September 24, 2012, we agreed to acquire (the Fugro Acquisition) most of the Geoscience Division of Fugro, i.e.:

Fugro-Geoteam (specializing in marine streamer seismic data acquisition);

Fugro Seismic Imaging (specializing in seismic data processing services);

Fugro Geophysical and Geological Services (specializing in geographical exploration services);

De Regt Marine Cables (specializing in high-end cables and umbilicals),

as well as all related entities and assets, but excluding Fugro's multi-client library and ocean bottom nodes (OBN) activity (the acquired activities are referred to herein as the Geoscience Division).

The parties to the SPA also agreed to establish certain strategic partnerships, in particular, to:

Establish a joint venture with Fugro, Seabed Geosolutions BV, to which Fugro would contribute its OBN activity and we would contribute our shallow water, ocean bottom cable ( OBC ) and OBN activities (the SBGS JV ); and



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Enter into certain commercial agreements with Fugro, including (i) a non-exclusive selling and marketing agreement with respect to Fugro's multi-client library, (ii) a technological and commercial agreement providing reciprocal preferred supplier status and (iii) a transitional services agreement (together, the Commercial Agreements).

On January 31, 2013, we completed the acquisition with the exception of the airborne activity and certain minor assets for which the acquisition took place on September 2, 2013, upon obtaining the main administrative authorizations.

The total purchase price amounted to US\$1,572 million, leading to a goodwill of US\$721 million.

This transaction was financed with the net proceeds of a 414 million capital increase with the rights issue we conducted in October 2012, with the net proceeds of the 360 million convertible bonds we issued in November 2012, and with a vendor loan from Fugro which was agreed upon to achieve a rapid closing. This vendor loan amounted to 125 million at the closing date, and was extended to 225 million at the date of effective acquisition of the airborne activity.

As of December 31, 2013, we paid a total net consideration of US\$933.0 million for the whole Fugro Acquisition, after final adjustments, notably for actual levels of working capital, indebtedness and cash position. Moreover, half of the vendor loan is repaid.

Based on the financial information related to entities we acquired (Fugro Geoscience Division, excluding multi-client survey), group operating revenues in 2013 would have been US\$3,875.8 million if the acquisition had taken place on January 1, 2013. The impact on the net income (loss) would have been not significant.

The amounts of net assets acquired and liabilities assumed recognized at the acquisition date are as follows:

|   | Fair value<br>(in millions of US\$) |
|---|-------------------------------------|
| Cash & cash equivalents   | 28                                  |
| Current assets (liabilities), net   | 39                                  |
| Vessels and fixed assets, net <sup>(1)</sup>                                  | 625                                 |
| Other non-current assets, net   | 12                                  |
| Intangible assets, net <sup>(1)</sup>   | 94                                  |
| Customer relationships (weighted-average life of 14 years)                    | 53                                  |
| Multi-client geological data library (maximum life of 7 years) <sup>(2)</sup> | 39                                  |
| Financial debt  | (4)                                 |
| Non-current liabilities   | (35)                                |
| <b>Total identifiable net assets acquired</b>                                 | <b>851</b>                          |
| <b>Goodwill</b>   | <b>721</b>                          |
| <b>Purchase price consideration</b>   | <b>1,572</b>                        |

Notes:

(1) The fair values of two vessels and their related equipment and technologies were determined by using comparable market data.

(2) The fair value of the Robertson's geological data library was determined by using a relief from royalty approach.

The goodwill that we recognized included intangible assets that did not qualify for separate recognition such as assembled workforce and synergies expected between the business lines of our GGR segment that resulted from the acquisition (see note 19 to our consolidated financial statements).

None of the goodwill recognized is expected to be deductible for income tax purposes.

**Table of Contents***Creation of the Seabed Geosolutions BV joint venture*

On February 16, 2013, we and Fugro launched the joint venture Seabed Geosolutions BV (the SBGS JV), in which we hold a 40% stake and Fugro holds the other 60%. We have accounted for the SBGS JV using the equity method since then.

The following table summarizes the consideration received for the contribution of our Shallow water and OBC businesses and the carrying value of the assets contributed:

|   | (in millions of US\$) |
|---|-----------------------|
| <b>Consideration received</b>   |                       |
| Credit note <sup>(1)</sup>  | 281                   |
| Fair value of our shares in Seabed Geosolution BV <sup>(2)</sup>      | 217                   |
| <b>Total consideration received</b>                                   | <b>498</b>            |
| <b>Carrying value of the contributed assets and liabilities</b>       |                       |
| Cash  | 9                     |
| Goodwill  | 313                   |
| Other assets and liabilities  | 91                    |
| <b>Total carrying value of the contributed assets and liabilities</b> | <b>413</b>            |
| <b>Net gain realized</b>  | <b>85</b>             |

## Notes:

- (1) This related to the amount due by Fugro and offsets partially the gross cash paid for the acquisition of the Fugro Geoscience Division (see above).
- (2) The fair value of our shares in Seabed Geosolutions BV was assessed using a multi-criteria approach based on the present value of discounted cash flows and market multiples derived from a set of comparable transactions.

The net gain of US\$85 million, realized from our contribution to this entity was recorded in the line item Other revenues (expenses) net in our statement of operations.

As of December 31, 2012, in accordance with the terms of the SPA and especially the establishment of the SBGS JV, we reclassified the contributed assets for US\$76.4 million in assets held for sale in our balance sheet. We also reclassified the goodwill corresponding to contributed businesses for US\$300 million.

The SBGS JV registered a net loss of US\$472.1 million in 2014 (see note 8 to our consolidated annual financial statements). As of December 31, 2014, we impaired our investment in SBGS JV for US\$107 million.

*Sale of interest in Spectrum ASA*

During the year ended December 31, 2012, we sold an 18.82% stake in Spectrum ASA and we recognized a gain amounting to US\$15 million in the line item Other revenues (expenses) of our statement of operations. Our remaining shareholding interest as of December 31, 2012 represented 10.14% of Spectrum ASA. Spectrum ASA was accounted under the equity method in our financial statements as we had one member attending the Board of Directors.

On February 20, 2013, we sold all of the remaining shares we held in Spectrum ASA at NOK 47.50 per share. We recognized a US\$19.8 million gain recorded in the line item Other revenues (expenses) net in our statement of operations.

*Creation of a ship management joint venture with Louis Dreyfus Armateurs group (LDA)*

On April 16, 2013, we and LDA created a ship management joint venture, GeofieLD Ship Management Services SAS, in which we each own 50%. The new joint venture provides maritime ship management services for CGG's high-capacity 3D seismic vessels. We have accounted for this entity using the equity method since then.



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### ***Backlog***

Backlog estimates are based on a number of assumptions and estimates, including assumptions as to exchange rates between the euro and the US dollar and estimates of the percentage of completion contracts. Contracts for services are occasionally modified by mutual consent and in certain instances are cancelable by the customer on short notice without penalty. The historical relationships we have with many of our clients (most of which are large, well established companies) tend to reduce our exposure to the risk of early termination. Nevertheless, backlog as of any particular date may not be indicative of actual operating results for any succeeding period.

Backlog for our Contractual Data Acquisition and GGR segments represents the revenues it expects to receive from commitments for contract services it has with its customers and, in connection with the acquisition of multi-client data, represents the amount of pre-commitments for such data. Backlog for our Equipment segment represents the total value of orders it has received but not yet fulfilled.

Our backlog for our Contractual Data Acquisition, GGR and Equipment segments was US\$719 million as of January 1st, 2016.

### **Critical Accounting Policies and Estimates**

Our significant accounting policies, which we have applied consistently, are fully described in note 1 to our consolidated financial statements included elsewhere in this document. However, certain of our accounting policies are particularly important to the portrayal of our financial position and results of operations, and these are described below.

The preparation of consolidated financial statements in accordance with IFRS requires management to make estimates, assumptions and judgments that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from those estimates due to the change in economic conditions, changes in laws and regulations, changes in strategy and the inherent imprecision associated with the use of estimates.

Our significant estimates relate mainly to the expected cash-flows used to measure the recoverability of certain intangible assets such as deferred tax assets, our multi-client data library and goodwill and to determine the amortization rate of our multi-client surveys. To calculate the recoverable amount of our goodwill, we use estimates that are based on our outlook for the seismic industry, as well as the expected cash flows in our three-year plan and what we consider to be normative cash flows for the years thereafter. See note 11 to our consolidated financial statements included elsewhere in this document for the key assumptions used in our determination of asset recoverability and the sensitivity in changes in assumptions. Changed assumptions, in particular the discount rate and the normative cash flow, could significantly affect our impairment result.

### ***Operating revenues***

Operating revenues are recognized when they can be measured reliably, and when it is likely that the economic benefits associated with the transaction will flow to the entity, which is at the point that such revenues have been realized or are considered realizable.

### ***Multi-client surveys***

Revenues related to multi-client surveys result from (i) pre-commitments and (ii) licenses after completion of the surveys ( after-sales ).

*Pre-commitments* generally, we obtain commitments from a limited number of customers before a seismic project is completed. These pre-commitments cover part or all of the survey area blocks. In return for the commitment, the customer typically gains the right to direct or influence the project specifications, advance

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access to data as it is being acquired, and favorable pricing. We record payments that we receive during periods of mobilization as advance billing in the statement of financial position in the line item Advance billings to customers .

We recognize pre-commitments as revenue when production has started based on the physical progress of the project, as services are rendered.

*After sales* generally, we grant a license entitling non-exclusive access to a complete and ready for use, specifically defined portion of our multi-client data library in exchange for a fixed and determinable payment. We recognize after sales revenue upon the client executing a valid license agreement and being granted access to the data.

In case after sales agreements contain multiple deliverable elements, the revenue is allocated to the various elements based on specific objective evidence of fair value, regardless of any separate allocations stated within the contract for each element.

*After sales volume agreements* we enter into a customer arrangement in which we agree to grant licenses to the customer for access to a specified number of blocks of the multi-client library. These arrangements typically enable the customer to select and access the specific blocks for a limited period of time. We recognize revenue when the blocks are selected and the client has been granted access to the data and if the corresponding revenue can be reliably estimated.

### *Exclusive surveys*

In exclusive surveys, we perform seismic services (acquisition and processing) for a specific customer. We recognize proprietary/contract revenues as the services are rendered. We evaluate the progress to date, in a manner generally consistent with the physical progress of the project, and recognize revenues based on the ratio of the project cost incurred during that period to the total estimated project costs as far as they can reliably be assessed.

The billings and the costs related to the transit of seismic vessels at the beginning of the survey are deferred and recognized over the duration of the contract by reference to the technical stage of completion.

In some exclusive survey contracts and a limited number of multi-client survey contracts, we are required to meet certain milestones. We defer recognition of revenue on such contracts until all milestones have been achieved as their fulfillment waive the customer's right of cancellation or refund of amounts paid.

### *Equipment sales*

We recognize revenues on equipment sales upon delivery to the customer when risks and rewards are fully transferred. Any advance billings to customers are recorded in current liabilities.

### *Software and hardware sales*

We recognize revenues from the sale of software and hardware products following acceptance of the product by the customer at which time we have no further significant vendor obligations remaining. Any advance billings to customers are recorded in current liabilities.

If an arrangement to deliver software, either alone or together with other products or services, requires significant production, modification, or customization of software, the entire arrangement is accounted for as a production-type contract, i.e. using the percentage of completion method.

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If the software arrangement provides for multiple deliverables (e.g. upgrades or enhancements, post-contract customer support such as maintenance, or services), the revenue is allocated to the various elements based on specific objective evidence of fair value, regardless of any separate allocations stated within the contract for each element.

Maintenance revenues consist primarily of post contract customer support agreements and are recorded as advance billings to customers and recognized as revenue on a proportional performance basis over the contract period.

### *Other geophysical sales/services*

Revenues from our other geophysical sales/services are recognized as the services are performed and, when related to long-term contracts, using the proportional performance method of recognizing revenues.

### *Customer loyalty programs*

We may grant award credits to our main clients. These award credits are contractually based on cumulative services provided during the calendar year and attributable to future services.

These credits are considered as a separate component of the initial sale and measured at their fair value by reference to the contractual rates and the forecasted cumulative revenues for the calendar year. These proceeds are recognized as revenue only when the obligation has been fulfilled.

### *Multi-client surveys*

Multi-client surveys consist of seismic surveys to be licensed to customers on a non-exclusive basis. All costs directly incurred in acquiring, processing and otherwise completing seismic surveys are capitalized into the multi-client surveys (including transit costs when applicable). The value of our multi-client library is stated on our statement of financial position at the aggregate of those costs less accumulated amortization or at fair value if lower. We review the library for potential impairment at each statement of financial position date at the relevant level (independent surveys or groups of surveys).

Multi-client surveys are classified into a same category when they are located in the same area with the same estimated sales ratio, such estimates generally relying on the historical patterns.

We amortize the multi-client surveys over the period during which the data is expected to be marketed using an amortization rate applied to recognized revenues.

We use an amortization rate of 80% corresponding to the ratio of total estimated costs over total estimated sales, unless specific indications lead us to apply a different rate.

For all categories of surveys, starting from data delivery, a minimum straight-line amortization scheme is applied over the period during which data is expected to be marketed, if total accumulated amortization from the applicable amortization rate is below this equivalent minimum level.

### *Development costs*

Expenditures on research activities undertaken with the prospect of gaining new scientific or technological knowledge and understanding are recognized in the income statement as expenses as incurred and are presented as Research and development expenses net. Expenditures on development activities, whereby research findings are applied to a plan or design for the production of new or substantially improved products and processes, are capitalized if:

the project is clearly defined, and costs are separately identified and reliably measured,

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the product or process is technically and commercially feasible,

we have sufficient resources to complete development, and

the intangible asset is likely to generate future economic benefits, either because it is useful to us or through an existing market for the intangible asset itself or for its products.

The expenditures capitalized include the cost of materials, direct labor and an appropriate proportion of overhead. Other development expenditures are recognized in the income statement as expenses as incurred and are presented as Research and development expenses net .

Capitalized development expenditures are stated at cost less accumulated amortization and impairment losses.

Capitalized developments costs are amortized over 5 years.

Research and development expenses in our income statement represent the net cost of development costs that are not capitalized, of research costs, offset by government grants acquired for research and development.

### ***Impairment***

The carrying values of our assets (excluding inventories, assets arising from construction contracts, non-current assets classified as held for sale in accordance with IFRS 5, deferred tax assets, assets arising from employee benefits and financial assets) are reviewed at each statement of financial position date or if any indication exists that an asset may be impaired, in compliance with IAS 36 Impairment of assets .

Factors we consider important that could trigger an impairment review include the following:

significant underperformance relative to expected operating results based upon historical and/or projected data,

significant changes in the manner of our use of the tested assets or the strategy for our overall business, and

significant negative industry or economic trends.

The recoverable amount of tangible and intangible assets is the greater of their net fair value less costs of disposal and value in use.

Goodwill, assets that have an indefinite useful life and intangible assets are allocated to cash generating units or groups of cash generating units. We estimate the recoverable amount of these cash generating units at each statement of financial position closing date and whenever any indication exists that the cash generating unit may be impaired.

We determine the value in use by estimating future cash flows expected from the assets or from the cash generating units, discounted to their present value using the sector weighted average cost of capital (WACC) estimated on a yearly basis by the Group. When the recoverable value retained is a fair value less cost of disposal, the fair value is determined by reference to an active market.

We recognize an impairment loss whenever the carrying amount of an asset exceeds its recoverable amount. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

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Impairment losses are recognized in the statement of operations. Impairment losses recognized in respect of a group of non-independent assets allocated to a cash-generating unit are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units (group of units) and then, to reduce the carrying amount of the other assets in the unit (group of units) on a pro rata basis provided that the carrying amount of an individual asset is not reduced below its value in use or fair value less costs of disposal.

A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation or amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the income statement unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

Impairment losses recognized on goodwill cannot be reversed.

**Year ended December 31, 2015 compared to year ended December 31, 2014*****Operating revenues***

The following table sets forth our operating revenues by business lines and segments for each of the periods stated:

|  | Year ended December 31, 2015 and 2014, |                                   |
|--|--|-----------------------------------|
|  | 2015                                   | 2014<br>(restated) <sup>(1)</sup> |
|  | In millions of US\$                    |                                   |
| Marine Contractual Data Acquisition          | 439                                    | 778                               |
| Land and Multi-Physics Acquisition           | 177                                    | 279                               |
| <b>Contractual Data Acquisition Revenues</b> | <b>616</b>                             | <b>1,057</b>                      |
| Multi-client data                            | 546                                    | 687                               |
| Subsurface Imaging and Reservoir             | 562                                    | 697                               |
| <b>GGR Revenues</b>                          | <b>1,108</b>                           | <b>1,384</b>                      |
| <b>Equipment Revenues</b>                    | <b>437</b>                             | <b>802</b>                        |
| Eliminated revenues and others               | (60)                                   | (148)                             |
| <b>Total operating revenues</b>              | <b>2,101</b>                           | <b>3,095</b>                      |

Notes:

(1) Restated to reflect the new financial reporting as disclosed in note 19 to our consolidated financial statements.

Our consolidated operating revenues in 2015 decreased 32% to US\$2,101 million from US\$3,095 million in 2014 mainly as a consequence of downsized activities, reduction of perimeter and very difficult market environment, characterized by strong pricing pressure and significant slowdown in exploration spending by oil and gas companies.

**Contractual Data Acquisition**

Operating revenues for our Contractual Data Acquisition segment decreased 42% to US\$616 million in 2015 from US\$1,057 million in 2014, mainly due to the adverse market conditions with high pressure on marine prices, the downsizing of the fleet and the reduction in the Land activity perimeter.

***Marine Contractual Data Acquisition***

Operating revenues from our Marine Contractual Data Acquisition business line decreased 44% to US\$439 million in 2015 from US\$778 million in 2014, mainly due to the fleet downsizing and to strong deterioration in pricing conditions.





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### *Land and Multi-Physics Acquisition*

Operating revenues of our Land and Multi-Physics Acquisition business lines (including internal sales), decreased 37% to US\$177 million in 2015 compared to US\$279 million in 2014. The decrease in revenues was mainly due to the reduction of our Land operations perimeter pursuant to the change in control of Ardiseis FZCO and the divestment of our North America Land contract business while our Multi-Physics business line was hampered by adverse market conditions.

### **Geology, Geophysics & Reservoir ( GGR )**

Operating revenues from our GGR segment in 2015 decreased 20% to US\$1,108 million from US\$1,384 million in 2014 as a result of the overall market conditions, characterized by slowdowns and delays in exploration spending.

### *Multi-client Data*

Multi-client revenues decreased 21% to US\$546 million in 2015 from US\$687 million in 2014 in a context of strong reduction of multi-client capital expenditures.

Prefunding revenues were US\$290 million in 2015 compared to US\$502 million in 2014. The lower prefunding revenue is correlated to the 51% reduction in multi-client capital expenditures. The prefunding rate was 102% in 2015 compared to 86% in 2014. After-sales increased 38% to US\$256 million in 2015 from US\$185 million in 2014.

### *Subsurface Imaging & Reservoir*

Operating revenues from our other GGR business lines decreased 19% to US\$562 million in 2015 from US\$697 million in 2014 mainly due to slowdowns and delays in client spending.

### **Equipment**

Operating revenues for our Equipment segment, including intra-group sales, decreased 46% to US\$437 million in 2015 from US\$802 million in 2014. Land equipment sales represented 69% of total revenue. Internal sales represented 9% of total revenue in 2015, compared to 14% in 2014.

Excluding intra-group sales, operating revenues for our Equipment segment decreased 42% to US\$400 million in 2015, from US\$687 million in 2014.

The depressed seismic acquisition market translated further into lower volumes across all the regions.

### ***Operating Expenses***

Cost of operations, including depreciation and amortization, decreased 28% to US\$1,817 million in 2015, from US\$2,511 million in 2014, as a result of the downsizing of the fleet, the reduction in perimeter of our Contractual Data Acquisition activities and the reduction in volume in our Equipment segment. Multi-client amortization expenses corresponded to 60% of multi-client revenues before impairment of multi-client surveys for US\$42 million in 2015 compared to 66% in 2014. As a percentage of operating revenues, cost of operations were 86% in 2015 compared to 81% in 2014. Gross profit decreased 51% to US\$285 million in 2015, from US\$586 million in 2014, representing 14% of operating revenues in 2015 compared to 19% in 2014.

Research and development expenditures, net of Government grants received, decreased 32% to US\$69 million in 2015, from US\$101 million in 2014, representing 3% of operating revenues for both periods.

Marketing and selling expenses decreased 24% to US\$87 million in 2015 from US\$114 million in 2014.

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General and administrative expenses decreased to US\$99 million in 2015, from US\$147 million in 2014, corresponding to a 33% decrease year-on-year as a consequence of the progress of the Transformation Plan and a favorable foreign exchange environment. As a percentage of operating revenues, general and administrative expenses represented 5% of operating revenues for both periods.

Other expenses amounted to US\$1,188 million in 2015, including mainly (i) US\$804 million of impairment of goodwill in Marine and GGR as a consequence of the reduction of the fleet and the revision of our financial forecasts (see note 11 to our consolidated financial statements for further details on goodwill impairment) (ii) US\$207 million of impairment of vessels and related equipment and other intangible assets (including US\$42 million of impairment of multi-client surveys); (iii) restructuring costs related to our Transformation Plan for US\$208 million mainly related to redundancies, facility exit costs and costs related to cold-stacked vessels, net of reversal of provisions and (iv) a US\$27 million net gain related to disposals of assets. Out of these other expenses, the portion directly related to our Transformation Plan amounted to US\$1,177 million in 2015.

Other expenses amounted to a net expense of US\$922 million in 2014, mainly due to (i) the impairment of Marine goodwill for US\$415 million as a consequence of the fleet downsizing and the deterioration of market conditions (ii) the Transformation Plan, being redundancies costs, facility exit costs, provision for onerous contracts and asset impairments for US\$283 million (iii) the impairment of multi-client surveys for a total of US\$113 million (iv) the impairment of our investment in our SBGS JV accounted for under the equity method and of intangible assets for a total of US\$129 million, and (v) US\$12 million net gain arising from the change in control of Ardiseis FZCO. Out of these other expenses, the portion directly related to our Transformation Plan amounted to US\$940 million in 2014.

### ***Operating income***

Operating income amounted to a loss of US\$(1,158) million in 2015 (or an income of US\$19 million before impairment of goodwill and assets and restructuring costs related to our Transformation Plan) as a result of the factors described above, compared to a loss of US\$(698) million in 2014 (or an income of US\$242 million before restructuring charges relating to the Transformation Plan and impairments of assets).

Operating income from our Contractual Data Acquisition segment was a loss of US\$(675) million in 2015, compared to US\$(654) million in 2014. Before impairment of goodwill and assets related to the Transformation Plan, operating income from our Contractual Data Acquisition segment was a loss of US\$(156) million in 2015, compared to a loss of US\$(67) million in 2014.

Operating income from our GGR segment was a loss of US\$(204) million in 2015 compared to an income of US\$215 million in 2014. Before impairment of goodwill and assets related to our Transformation Plan, operating income from our GGR segment was US\$246 million in 2015, compared to US\$328 million in 2014.

Operating income from our Equipment segment decreased to US\$26 million in 2015 from US\$143 million in 2014 (or US\$164 million before impairment of assets) as a consequence of seismic market downturn and lower volumes. In this context, it showed some resilience due to efficient cost management and manufacturing flexibility.

Operating income from our Non-Operated Resources segment was a loss of US\$(236) million in 2015 (or US\$(28) million before restructuring costs related to our Transformation Plan) compared to a loss of US\$(235) million in 2014 (or US\$(17) million before restructuring costs relating to our Transformation Plan).

### ***Equity in Income of Affiliates***

Income from investments accounted for under the equity method amounted to an income of US\$21 million in 2015 compared to a loss of US\$(82) million in 2014, mainly as a result of improved operational performance and restructuring measures carried out at SBGS JV level.

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***Earnings before interest and tax ( EBIT )***

EBIT, as disclosed in note 19 to our consolidated financial statements, amounted to a loss of US\$(1,136) million in 2015 compared to a loss of US\$(779) million in 2014 as a result of the factors described above. EBIT before impairment of goodwill and assets and restructuring costs related to our Transformation Plan amounted to US\$41 million in 2015 compared to US\$160 million in 2014.

EBIT from our Contractual Data Acquisition segment was a loss of US\$(653) million in 2015, compared to a loss of US\$(730) million in 2014. Before impairment of goodwill and assets related to our Transformation Plan, EBIT from our Contractual Data Acquisition segment was a loss of US\$(134) million in 2015, compared to a loss of US\$(143) million in 2014. The year 2015 includes a US\$22 million positive contribution from investments accounted for under the equity method, mainly the SBGS JV, compared to a negative contribution of US\$(76) million for this line item in 2014.

EBIT from our GGR segment was a loss of US\$(204) million in 2015 compared to an income of US\$210 million in 2014. Before impairment of goodwill and assets, EBIT from our GGR segment was US\$246 million in 2015 and US\$323 million in 2014.

EBIT from our Equipment segment decreased to US\$26 million in 2015 from US\$143 million in 2014 (or US\$164 million before impairment of assets) as a consequence of significant volume reduction as described above. EBIT margin was 6% in 2015.

EBIT from our Non-Operated Resources segment was a loss of US\$(236) million in 2015 (or a loss of US\$(28) million before restructuring costs related to our Transformation Plan) compared to a loss of US\$(235) million in 2014 (or a loss of US\$(17) million before restructuring costs relating to our Transformation Plan).

(See note 21 to our consolidated financial statements for further details on restructuring expenses related to our Transformation Plan).

***Financial Income and Expenses***

Cost of net financial debt decreased 11% to US\$179 million in 2015 from US\$201 million in 2014.

This decrease was driven by the fact that in 2014 cost of net financial debt included expenses for an aggregate amount of US\$11 million related to refinancing operations carried out in the second semester; namely the accelerated amortization of deferred expenditures following early repayment of our US\$350 million 9.50% senior notes due 2016, our US\$400 million 7.75% senior notes due 2017 and our 360 million convertible bonds due 2016.

Other financial expenses amounted to US\$55 million in 2015 compared to US\$43 million in 2014. This increase was mainly due to the impairment of our shares in Geokinetics Inc. for US\$40 million in 2015.

***Income Taxes***

Income taxes amounted to US\$77 million in 2015, including US\$2 million of net deferred taxes expense on currency translation and US\$75 million of other income taxes mainly related to the depreciation of our deferred tax assets on past losses in our French and Norwegian tax groups, pursuant to the revision of our financial forecasts, for respectively US\$48 million and US\$4 million.

This compares to US\$124 million in 2014, including a US\$16 million net deferred taxes profit on currency translation and US\$108 million of other income taxes.

**Table of Contents****Net Income**

Net Income was a loss of US\$(1,446) million in 2015 compared to a net loss of US\$(1,147) million in 2014 as a result of the factors discussed above. Earnings per share were US\$(7.45) in 2015 compared to US\$(5.94) in 2014.

Net income attributable to the shareholders of CGG SA was a loss of US\$(1,450) million ( (1,302) million) in 2015 compared to a loss of US\$(1,154) million ( (866) million) in 2014.

**Unconsolidated financial statements of CGG SA**

Operating revenues of CGG S.A. in 2015 were 74 million compared to 92 million in 2014. The level of services provided by the Company to its subsidiaries of the Contractual Data Acquisition and GGR segments decreased in 2015.

Operating loss in 2015 amounted to (48) million compared to (39) million in 2014.

Financial income in 2015 was an income of 586 million compared to a loss of (1,021) million in 2014. This increase is mainly due to dividends received for 2,007 million in 2015 related to the reorganization of the subsidiaries within our Sercel group, compared to 209 million in 2014.

The rest of the financial income is mainly the result of the combination of the following main effects: net provision allowance for 1,509 million in 2015 compared to 1,244 million in 2014 and foreign exchange gain for 124 million compared to 35 million in 2014.

Extraordinary income in 2015 was a loss of (39) million due to the grants provided to affiliates. Extraordinary loss in 2014 amounted to (153) million mainly due to the depreciation of investments in affiliates of 100 million.

Net income in 2015, after a tax income of 106 million due to the French tax group effect, was 606 million compared to a net loss of (1,270) million in 2014 (embedding a tax loss of 57 million).

The shareholders' equity as of December 31, 2015 amounted to 1.7 billion compared to 1.1 billion as of December 31, 2014.

No dividends have been distributed in the last three fiscal years.

**Year ended December 31, 2014 compared to year ended December 31, 2013****Operating revenues**

The following table sets forth our operating revenues by business lines and segments for each of the periods stated:

|  | Year ended December 31, 2014 and 2013, |                     |
|--|--|---------------------|
|  | 2014 <sup>(1)</sup>                    | 2013 <sup>(1)</sup> |
|  | In millions of US\$                    |                     |
| Marine Contractual Data Acquisition          | 778                                    | 1,249               |
| Land and Multi-Physics Acquisition           | 279                                    | 440                 |
| <b>Contractual Data Acquisition Revenues</b> | <b>1,057</b>                           | <b>1,689</b>        |
| Multi-client data                            | 687                                    | 620                 |
| Subsurface Imaging and Reservoir             | 697                                    | 676                 |
| <b>GGR Revenues</b>                          | <b>1,384</b>                           | <b>1,296</b>        |
| <b>Equipment Revenues</b>                    | <b>802</b>                             | <b>1,045</b>        |
| Eliminated revenues and others               | (148)                                  | (264)               |
| <b>Total operating revenues</b>              | <b>3,095</b>                           | <b>3,766</b>        |

Notes:

- (1) Restated to reflect the new financial reporting as disclosed in note 19 to our consolidated financial statements.

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Our consolidated operating revenues in 2014 decreased 18% to US\$3,095 million from US\$3,766 million in 2013, as a result of lower revenues in our Contractual Data Acquisition and Equipment segments, in a context of downsized activities and weak market conditions.

### **Contractual Data Acquisition**

Operating revenues for our Contractual Data Acquisition segment decreased 37% to US\$1,057 million in 2014 from US\$1,689 million in 2013, mainly due to the difficult market conditions and the reduction of our marine fleet size and directly operated land activities.

#### *Marine Contractual Data Acquisition*

Operating revenues from our Marine Contractual Data Acquisition Business Line decreased 38% to US\$778 million in 2014 from US\$1,249 million in 2013, mainly due to the change in market outlook with strong pressure on prices and to the downsizing of our fleet of active vessels by 25%.

#### *Land and Multi-Physics Acquisition*

Operating revenues from our other acquisition businesses decreased 37% to US\$279 million in 2014 compared to US\$440 million in 2013. For Land, the decrease was mainly due to the reduction of the directly operated perimeter pursuant to the change in control of Ardiseis FZCO on June 30, 2014 and the divestment of the North America Land contract assets and activities to Geokinetics on September 30, 2014, after a low winter season in North America. For Multi-Physics, revenue was low due to reduced mining activities and the difficult oil and gas market.

### **Geology, Geophysics & Reservoir ( GGR )**

Operating revenues from our GGR segment in 2014 increased 7% to US\$1,384 million from US\$1,296 million in 2013. This increase was fueled by record high multi-client sales in the last quarter, and by excellent performance in Subsurface Imaging and Reservoir.

#### *Multi-client Data*

Multi-client revenues increased 11% to US\$687 million in 2014 from US\$620 million in 2013.

Prefunding revenues were US\$502 million in 2014 compared to US\$325 million in 2013, mainly due to higher prefunding recognized in Gulf of Mexico and Brazil. The cash prefunding rate was 86% in 2014 compared to 69% in 2013. After-sales decreased 37% to US\$185 million in 2014 from US\$260 million in 2013.

#### *Subsurface Imaging & Reservoir*

Operating revenues from our other GGR business lines increased 3% to US\$697 million in 2014 from US\$676 million in 2013 as demand for high-end imaging, reservoir services and software remained strong.

### **Equipment**

Operating revenues for our Equipment segment, including intra-group sales, decreased 23% to US\$802 million in 2014, with Land representing 64% of sales, from US\$1,045 million in 2013. Internal sales represented 14% of total revenue in 2014, compared to 20% in 2013.

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Excluding intra-group sales, operating revenues for our Equipment segment decreased 18% to US\$687 million in 2014, from US\$834 million in 2013.

The weakness of the seismic acquisition market translated into lower seismic equipment spending. Marine part revenues decreased 37% with the global fleet reduction while Land part revenues decreased 13% in a market contracting by 23%, driven first by delays in mega-crew projects in the Middle East, then by the local economic context in China and Russia.

### ***Operating Expenses***

Cost of operations, including depreciation and amortization, decreased 16% to US\$2,511 million in 2014, from US\$2,977 million in 2013, as a result of the rightsizing of our acquisition activities and the increase of capitalized multi-client production. The multi-client amortization expenses corresponded to 82% of multi-client revenues in 2014, and 66% before impairment of multi-client surveys for US\$113 million, compared to 65% in 2013. As a percentage of operating revenues, cost of operations were 81% in 2014 compared to 79% in 2013. Gross profit decreased 26% to US\$586 million in 2014, from US\$791 million in 2013, representing 19% of operating revenues in 2014 compared to 21% in 2013.

Research and development expenditures, net of Government grants received, decreased 4% to US\$101 million in 2014, from US\$106 million in 2013, representing 3% of operating revenues for both periods.

Marketing and selling expenses decreased 4% to US\$114 million in 2014 from US\$119 million in 2013.

General and administrative expenses decreased to US\$147 million in 2014, from US\$216 million in 2013, corresponding to a 32% decrease year-on-year excluding the one-off 2013 charges related to Fugro Geoscience division acquisition, mainly as a consequence of the progress of the Transformation Plan. As a percentage of operating revenues, general and administrative expenses represented 4.7% in 2014, and 5.7% in 2013.

Other expenses amounted to a net expense of US\$922 million in 2014, mainly due to (i) the impairment of Marine goodwill for US\$415 million as a consequence of the fleet downsizing and the deterioration of market conditions (ii) the Transformation Plan, being redundancies costs, facilities exit costs, provision for onerous contracts and asset impairments for US\$283 million (iii) the impairment of multi-client surveys for a total of US\$113 million (iv) the impairment of our investment in our SBGS JV accounted for under the equity method and of intangible assets for a total of US\$129 million, and (v) one US\$11.9 million net gain arising from the change in control of Ardisis FZCO.

Other expenses in 2013 amounted to a net expense of US\$745 million in 2013, mainly due to (i) expenses in the Marine business of US\$721 million, out of which US\$139 million related to asset impairments and provisions for onerous contracts and US\$582 million related to goodwill depreciation as a consequence of the 25% fleet downsizing plan and change of market outlook, (ii) expenses in the Land business of US\$79 million related to goodwill and asset impairments as a consequence of more difficult overall Land market conditions, (iii) a US\$20 million gain on the sale of our remaining 10% stake in Spectrum ASA, (iv) a US\$85 million gain related to the contribution of our shallow water and OBC assets to the Seabed Geosolutions BV joint venture, and (v) other non-recurring expenses of US\$21 million which mainly corresponded to acquisition costs related to the Fugro Geoscience transaction.

### ***Operating income***

Operating income amounted to a loss of US\$(698) million in 2014 (or an income of US\$242 million before restructuring charges relating to the Transformation Plan and impairments of assets) as a result of the factors described above, compared to a loss of US\$(395) million in 2013 (or an income of US\$423 million before non-recurring items linked to Fugro and to Acquisition impairment and write off).



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Operating income from our Contractual Data Acquisition segment was a loss of US\$(654) million in 2014, compared to a loss of US\$(781) million in 2013. Before impairments of assets related to the Transformation Plan, operating income from our Acquisition segment was a loss of US\$(67) million in 2014, compared to a loss of US\$(11) million in 2013 before non-recurring items linked to Fugro and impairment and write off.

Operating income from our GGR segment was US\$215 million in 2014 compared to US\$306 million in 2013. Before impairments of assets, Operating income from our GGR segment was US\$328 million in 2014.

Operating income from our Equipment segment decreased to US\$143 million in 2014 (or US\$164 million before impairment of assets) from US\$293 million in 2013 as a consequence of the softening of the equipment market as described above.

Operating income from our Non-Operated Resources segment was a loss of US\$(235) million in 2014 (or a loss of US\$(17) million before restructuring costs related to our Transformation Plan) compared to a loss of US\$(41) million in 2013.

***Equity in Income of Affiliates***

Loss from investments accounted for under the equity method amounted US\$82 million in 2014 compared to an income of US\$1 million in 2013, mainly due to the negative contribution of the SBGS JV which has since gone through profound restructuring plan.

***Earnings before interest and tax ( EBIT )***

EBIT, as disclosed in note 19 to our consolidated financial statements, amounted to a loss of US\$(779) million in 2014 compared to a loss of US\$(394) million in 2013 as a result of the factors described above. EBIT before restructuring charges relating to the Transformation Plan and impairments of assets amounted to US\$160 million in 2014 compared to US\$423 million in 2013 before non-recurring items linked to Fugro and Acquisition impairment and write off.

EBIT from our Contractual Data Acquisition segment was a loss of US\$(730) million in 2014, compared to a loss of US\$(759) million in 2013. Before impairment of assets relating to the Transformation Plan, EBIT from our Acquisition segment was a loss of US\$(143) million in 2014, compared to US\$11 million in 2013 before non-recurring items linked to Fugro and impairment and write off. The year 2014 was impacted by the negative contribution from investments accounted for under the equity method, at US\$(76) million, mainly due to our SBGS JV, compared to an income of US\$22 million for this line item in 2013.

EBIT from our GGR segment was US\$210 million in 2014 compared to US\$306 million in 2013. EBIT margin was 15% in 2014. Before impairments of assets, EBIT from our GGR segment was US\$323 million in 2014. The year 2013 was positively impacted by the gain of US\$20 million related to the sale of our shareholding interest in Spectrum SA.

EBIT from our Equipment segment decreased to US\$143 million in 2014 (or US\$164 million before impairment of assets) from US\$293 million in 2013 as a consequence of the softening of the equipment market as described above. EBIT margin was 18% in 2014.

EBIT from our Non-Operated Resources segment was a loss of US\$(235) million in 2014 (or a loss of US\$(17) million before restructuring costs related to our Transformation Plan) compared to a loss of US\$(41) million in 2013.

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***Financial Income and Expenses***

Cost of net financial debt increased 5% to US\$201 million in 2014 from US\$192 million in 2013. This increase was mainly due to accelerated amortization of deferred expenditures following early repayment of our US\$350 million 9.50% Senior Notes due 2016, partial early repayment of our US\$400 million 7.75% Senior Notes due 2017 and early repayment of our 360 million convertible bonds due 2016.

Other financial expenses amounted to US\$43 million in 2014 compared to US\$22 million in 2013. This increase was mainly due to a US\$38 million expense related to the early repayment of our 360 million convertible bonds. In 2014, these expenses also included a US\$5 million premium for the early repayment of our US\$350 million 9.50% Senior Notes due 2016, and a US\$3 million premium for the partial early repayment of our US\$400 million 7.75% Senior Notes due 2017.

***Income Taxes***

Income taxes amounted to US\$124 million in 2014, including US\$16 million of net deferred taxes expense on currency translation and US\$108 million of other income taxes compared to US\$83 million in 2013, including a US\$10 million net deferred taxes profit on currency translation and US\$93 million of other income taxes. Those amounts, for both years, were significantly increased due to foreign deemed taxation, the non-recognition, as an accounting-matter, of deferred tax assets related to current operating losses, the reversal of deferred tax assets on French losses carried forward for US\$32 million in France and US\$27 million in Norway and Australia.

***Net Income***

Net loss was US\$1,147 million in 2014 compared to a net loss of US\$691 million in 2013 as a result of the factors discussed above. Earnings per share were US\$(5.94) in 2014 compared to US\$(3.60) in 2013.

Net income attributable to the shareholders of CGG SA was a US\$1,154 million ( 866 million) loss in 2014 compared to a US\$699 million ( 527 million) loss in 2013.

***Unconsolidated financial statements of CGG SA***

Operating revenues of CGG S.A. in 2014 were 92 million compared to 84 million in 2013. The level of services provided by the Company to its subsidiaries of the Acquisition and GGR segments increased in 2014.

Operating loss in 2014 amounted to 39 million compared to 77 million in 2013.

Financial income in 2014 was a loss of 1,021 million compared to an income of 170 million in 2013. The decrease is mainly due to the depreciations incurred on main investments in affiliates for 1,160 million, as a consequence of the Transformation Plan and impairment of assets. This depreciation was accounted as financial expense in 2014 while the 780 million depreciation of CGG Services SA shares in 2013 was accounted as extraordinary loss. The rest of the financial income is the result of the combination of the following main effects: dividends received for 209 million in 2014 compared to 187 million in 2013, financial income on loans to affiliates of 107 million in 2014 compared to 104 million in 2013.

Extraordinary loss in 2014 amounted to 153 million mainly due to the depreciation of investments in affiliates for 100 million. Extraordinary loss in 2013 amounted to 776 million mainly due to the full depreciation of CGG Services SA shares for 780 million following the write-offs related to certain vessels and as a consequence of the 25% fleet downsizing plan.

Net loss in 2014, after a tax loss of 57 million due to the French tax group effect, was 1,270 million compared to a net loss of 664 million in 2013 (embedding a tax credit of 20 million).

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The shareholders' equity as of December 31, 2014 amounted to 1.1 billion compared to 2.4 billion as of December 31, 2013.

**Liquidity and Capital Resources**

Our principal financing needs are for the funding of ongoing operations, capital expenditures, investments in our multi-client data library, and for the funding of further steps in our Transformation Plan.

We intend to fund ongoing operations and debt service requirements through cash generated by operations, while the proceeds of the capital increase dated February 5, 2016 will fund our Transformation Plan. Our ability to make scheduled payments of principal, or to pay the interest or additional amounts, if any, or to refinance our indebtedness, or to fund planned capital expenditures will depend on our future performance, which, to a certain extent, is subject to the situation in the seismic market as well as general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. Based upon the current level of operations, our planned capital expenditures and our near-to mid-term debt repayment schedule and the estimated restructuring expenses relating to our Transformation Plan, we believe that cash flow from operations, available cash and cash equivalents, together with liquidity available under our credit facilities (for a total liquidity amounting to US\$420 million available as of December 31, 2015, or US\$791 million on a pro-forma basis including the net proceeds of February 2016 capital increase) will be adequate to fund our operated businesses and financial needs for the next twelve months (see note 13 to our consolidated financial statements).

**Cash Flows*****Operating activities***

Net cash provided by operating activities was US\$408 million in 2015 compared to US\$864 million for 2014, and US\$908 million for 2013. Before changes in working capital, net cash provided by operating activities in 2015 was US\$453 million compared to US\$894 million for 2014 and US\$964 million for 2013. Changes in working capital had a negative impact on cash from operating activities of US\$45 million in 2015 compared to a negative impact of US\$30 million for 2014, and a negative impact of US\$56 million for 2013.

***Investing activities***

Net cash used in investing activities was US\$423 million in 2015 compared to US\$894 million in 2014 and US\$1,720 million in 2013.

In 2015, our industrial capital expenditures, inclusive of the Sercel lease pool and asset suppliers' variance, were significantly reduced to US\$104 million (US\$89 million excluding asset suppliers' variance), mainly as a consequence of fleet reduction and tight cash spending discipline in all segments. The capitalized development costs were US\$42 million.

In 2014, our industrial capital expenditures, inclusive of the Sercel lease pool and asset suppliers' variance, were of US\$225 million (US\$222 million excluding asset suppliers' variance), mainly related to the purchase of maritime equipment for marine and Sercel seismic equipment for land and marine. The capitalized development costs were US\$57 million.

In 2013, our capital expenditures, inclusive of the Sercel lease pool and asset suppliers' variance, were of US\$290 million (US\$298 million excluding asset suppliers' variance), mainly related to marine equipment with notably the purchase of RD sentinel streamers. The capitalized development costs were US\$57 million.

On January 31, 2013, based on a 703 million gross payment, we paid a total consideration of US\$938 million (including US\$9 million cash contributed to our Seabed Geosolutions BV joint venture), net of US\$24 million of cash acquired, for Fugro's Geoscience Division, with the exception of the airborne activity and certain minor assets. The airborne activity was acquired on September 2, 2013 and was financed by the vendor.

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loan granted by Fugro. Final adjustments, notably for actual levels of working capital, indebtedness and cash position lead to a subsequent cash refund of US\$5 million from Fugro to CGG. We paid a total net consideration of US\$933 million for the whole Fugro Acquisition.

In 2015, we invested US\$285 million in multi-client data, primarily in Western Africa, in North Sea and Asia Pacific.

In 2014, we invested US\$583 million in multi-client data, primarily in the Gulf of Mexico, in Brazil and in the Norwegian North Sea.

In 2013, we invested US\$479 million in multi-client data, primarily offshore Brazil and Gulf of Mexico, in the North Sea and onshore US.

As of December 31, 2015, the net book value of our multi-client data library was US\$927 million compared to US\$947 million as of December 31, 2014, and US\$818 million as of December 31, 2013.

***Financing activities***

Our net cash provided by financing activities in 2015 was US\$63 million compared to net cash used of US\$103 million in 2014, and US\$197 million in 2013.

In 2015, we drew a net amount of US\$167 million from our French revolving facility, leading to an amount outstanding as of December 31, 2015 under this credit facility of US\$325 million. We also drew a net amount of US\$55 million from our US revolving facility leading to an amount outstanding as of December 31, 2015 under this credit facility of US\$130 million.

In 2014, we drew a net 20 million (or US\$27 million converted at the average exchange rate of US\$1.3328) from our French revolving facility, leading to an amount outstanding as of December 31, 2014 under this credit facility of 130 million (or US\$158 million converted at the closing exchange rate of US\$1.2141). We also drew a net amount of US\$75 million from our US revolving facility.

On December 16, 2014, we completed the amendment and extension of our Nordic credit facility up-to US\$250 million. The amount drawn was then increased from US\$175 million to US\$200 million as of December 31, 2014.

As of December 31, 2015, the outstanding amount of our Nordic credit facility stood at US\$220 million.

On April 23, 2014, we issued 400 million (or US\$549 million converted at the average exchange rate of the period) principal amount of 5.875% Senior Notes due 2020. We used most of the net proceeds from the notes to repurchase 360 million principal amount of our 1.75% convertible bonds due 2016. The remaining net proceeds were used to prepay on June 27, 2014 the 2014 installment in an amount of 28.1 million of the vendor loan granted by Fugro in connection with the acquisition of the Geoscience Division.

On May 1, 2014, we issued US\$500 million principal amount of 6.875% Senior Notes due 2022. We used a portion of the net proceeds from the notes to redeem the entire US\$225 million outstanding principal amount of our 9.50% Senior Notes due 2016 on June 2, 2014 at 102.375% of their principal amount. Premium for early repayment amounted to US\$5 million. We used the remaining net proceeds to redeem US\$265 million of the US\$400 million outstanding principal amount of our 7.75% Senior Notes due 2017 at 101.292% of their principal amount. Premium for early repayment amounted to US\$3 million.

Dividends paid and share capital reimbursements to non-controlling interests of integrated companies include the payment of the purchase option on the Geomar SAS shares to Louis Dreyfus Armateurs Group in 2014 (see note 2 to our consolidated financial statements).

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On July 1, 2013, we entered into a 5-year US\$200 million vessel financing, the Nordic credit facility, split into two tranches of US\$100 million each, the proceeds of which were used to reimburse on August 21, 2013, the 2013 installment (in an amount of 112.5 million) of the vendor loan granted by Fugro in connection with the acquisition of the Geoscience Division.

On August 21, 2013, we also redeemed US\$125 million aggregate principal amount of our US\$350 million 9.50% Senior Notes due 2016.

### **Financing Arrangements**

The following is a description of the terms of our significant financing arrangements.

#### ***US\$165 million Revolving Credit Agreement (US revolving facility)***

On July 15, 2013, we entered into a US revolving facility of up to US\$165 million with a 5-year maturity which was amended on July 31, 2013, on September 5, 2014, on June 26, 2015 on November 3, 2015 and on February 10, 2016. The borrower is CGG Holding (U.S.) Inc. with Credit Suisse acting as administrative agent and collateral agent. This facility was drawn in an amount of US\$130 million as of December 31, 2015.

Proceeds of loans under the US revolving facility may be used for the general corporate purposes of the borrower and other subsidiaries of CGG. Revolving loans may be made at any time prior to the final maturity of the US revolving facility.

The obligations of CGG Holding (U.S.) Inc. as borrower under the US revolving facility are guaranteed by us and certain of our subsidiaries. We have pledged first-priority security in the shares of CGG Holding (U.S.) Inc. and certain of our other first-tier subsidiaries. In addition, certain guarantors have provided first-priority security interests in certain of their respective tangible and intangible assets, including (without limitation) the US multi-client library, certain marine equipment, deposit accounts and intellectual property. This security is shared with the French revolving facility and the 2019 secured term loans.

In addition, the US revolving facility agreement contains affirmative and negative covenants that affect our ability, among other things, to borrow money, incur liens, dispose of assets and make acquisitions and pay dividends or redeem shares. Events of default under the US revolving facility include, among other things, payment and covenant breaches, insolvency of us or our subsidiaries, the occurrence of certain events constituting a change of control and certain defaults in respect of other material financial indebtedness.

In June 2015, we agreed amendments to our US revolving facility. Pursuant to such amendments:

the maximum leverage ratio (defined as total net financial debt to EBITDAS) was increased to a ratio of 4.00x for each rolling 12-month period ending quarterly on or before June 30, 2016, 3.75x for each such period ending quarterly on or before June 30, 2017, and 3.50x for each such period thereafter; and

the minimum interest cover ratio (defined as EBITDAS to total interest costs) was reduced from 4.00:1 to 3.00:1.

In November 2015, CGG obtained consent to waive the leverage ratio covenant at year end 2015 under all credit facilities which include such financial covenant.

In January 2016, we agreed further amendments to our financial covenants under our U.S. revolving facility, effective from February 2016. Pursuant to such amendments:

the Group must maintain a minimum liquidity amount (cash and cash equivalents plus certain undrawn credit facilities) of US\$175 million at each quarter end;

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the maximum leverage ratio (defined as total net financial debt to EBITDAS) was increased to a ratio of 5.00x for each rolling 12-month period ending quarterly in 2016, 4.75x for the rolling 12-month period ending on March 31, 2017, 4.25x for the rolling 12-month period ending on June 30, 2017, 4.00x for the rolling 12-month period ending on September 30, 2017, 3.50x for the rolling period ending on December 31, 2017, 3.25x for the rolling period ending on March 31, 2018 and 3.00x for each rolling 12-month period ending quarterly thereafter; and

the minimum interest cover ratio (defined as consolidated EBITDAS to total interest costs) remained unchanged at 3.00:1.

***US\$325 million Revolving Credit Agreement (French revolving credit facility)***

On July 31, 2013, we entered into a French revolving facility of up to US\$325 million with a three-year maturity with two extension options of one year each. The borrower is CGG with Natixis as Agent. The French revolving facility may be drawn in dollars or in euros, and may be used for the general corporate purposes of the borrower. This facility was drawn in an amount of US\$324.9 million as of December 31, 2015.

In June 2015, we agreed amendments to our French revolving facility. Pursuant to such amendments:

the maximum leverage ratio (defined as total net financial debt to EBITDAS) was increased to a ratio of 4.00x for each rolling 12-month period ending quarterly on or before June 30, 2016, 3.75x for each such period ending quarterly on or before June 30, 2017, and 3.50x for each such period thereafter; and

the minimum interest cover ratio (defined as EBITDAS to total interest costs) was reduced from 4.00:1 to 3.00:1.

In November 2015, CGG obtained consent to waive the leverage ratio covenant at year end 2015 under all credit facilities which include such financial covenant.

In December 2015, we agreed further amendments to our financial covenants under our French revolving facility, effective from February 2016. Pursuant to such amendments:

the Group must maintain a minimum liquidity amount (cash and cash equivalents plus certain undrawn credit facilities) of US\$175 million at each quarter end;

the maximum leverage ratio (defined as total net financial debt to EBITDAS) was increased to a ratio of 5.00x for each rolling 12-month period ending quarterly in 2016, 4.75x for the rolling 12-month period ending on March 31, 2017, 4.25x for the rolling 12-month period ending on June 30, 2017, 4.00x for the rolling 12-month period ending on September 30, 2017, 3.50x for the rolling 12-month period ending on December 31, 2017, 3.25x for the rolling 12-month period ending on March 31, 2018 and 3.00x for each rolling 12-month period ending quarterly thereafter; and

the minimum interest cover ratio (defined as consolidated EBITDAS to total interest costs) remained unchanged at 3.00:1.

In December 2015, we also agreed to a revised scheduling of the total commitments of the French revolving facility lenders: US\$325 million up to July 2016, US\$300 million up to July 2017 and US\$275 million up to July 2018.

In addition, the French revolving facility agreement contains affirmative and negative covenants that affect our ability, among other things, to borrow money, incur liens, dispose of assets, make acquisitions and pay dividends or redeem shares. Events of default under the French revolving facility include, among other things, payment and covenants breaches, insolvency of us or our subsidiaries and certain defaults in respect of other material financial indebtedness.



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Our obligations under the French revolving facility are guaranteed by the same guarantors that guarantee the US revolving facilities (including CGG Holding (U.S.) Inc.), and are secured by the same security interests granted to secure the obligations under the US revolving facilities and the 2019 secured term loans.

The rate of interest on each loan for each interest period is the percentage rate per annum which is the aggregate of the applicable margin and the higher of zero and in relation to any loan in US dollars, LIBOR or in relation to any loan made in euros, EURIBOR.

### ***2019 Secured Term loans***

On November 19, 2015, CGG S.A. announced that its subsidiary, CGG Holding (U.S.) Inc. ( CGG US ), had launched an Exchange Offer in relation to CGG S.A.'s 7.75% Senior Notes due 2017, 6.50% Senior Notes due 2021 and 6.875% Senior Notes due 2022 (the Notes). CGG US offered senior secured term loans due 2019 in exchange for any and all of the 7.75% Senior Notes due 2017 and a combined total of up to US\$135 million of the 6.5% Senior Notes due 2021 and/or 6.875% Senior Notes due 2022 if accompanied by the concurrent tender of an equal or greater corresponding amount of the 7.75% Senior Notes due 2017. US\$135 million of the 7.75% Senior Notes due 2017 was outstanding as of September 30, 2015.

On December 18, 2015, CGG announced that the following were replaced by the 2019 secured term loans:

US\$126.7 million out of US\$135 million outstanding 2017 Senior Notes.

US\$45.1 million out of US\$650 million outstanding 2021 Senior Notes.

US\$80.4 million out of US\$500 million outstanding 2022 Senior Notes.

In addition to the Exchange Offer, the 84.4 million Fugro vendor loan was also replaced by a secured term loan due 2019 amounting to US\$90 million.

The 2019 secured term loans mature on May 15, 2019 and bear an interest, at the option of the company, of adjusted LIBOR plus 5.50% per annum or adjusted base rate plus 4.50% per annum. Adjusted LIBOR shall not be less than 1.00% and adjusted base rate shall not be less than 2.00%.

The 2019 secured term loans are secured indebtedness ranking pari passu with the existing U.S. and French revolving facilities and sharing the same security package.

The outstanding value at December 31, 2015, is US\$334.6 million net of issuing fees.

### **Debt Securities**

#### ***High Yield bonds (7.75% Senior Notes due 2017)***

On February 9, 2007, we issued US\$400 million in aggregate principal amount of 7.75% Senior Notes due 2017. These notes are guaranteed on a senior basis by the same guarantors that guarantee our senior facilities (including CGG Holding (U.S.) Inc.). We used the net proceeds from the notes to repay part of the US\$700 million outstanding under the bridge loan facility used to finance the Veritas acquisition.

On June 2, 2014, we redeemed US\$265 million of our 7.75% Senior Notes due 2017. This redemption was financed through the US\$500 million Senior Notes issuance described below. The notes were redeemed at 101.292% of their principal amount. Accelerated amortization of deferred expenditures was recorded for US\$2.3 million in the line item Cost of financial debt net in our consolidated statement of operations. Premium for early repayment was recorded for US\$3.4 million in the line item Other financial income (loss) in our consolidated statement of operations.



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Following the debt exchange offer closed in December 2015, the outstanding aggregate principal amount of our Senior Notes due 2017 was US\$8.3 million as of December 31, 2015 (see 2019 Secured Term Loans above).

**Table of Contents****High Yield bonds (US\$650 million, 6.50% Senior Notes due 2021)**

On May 31, 2011 we issued US\$650 million in aggregate principal amount of 6.50% Senior Notes due 2021. These notes are guaranteed on a senior basis by the same guarantors that guarantee our senior facilities (including CGG Holding (U.S.) Inc.). We used the proceeds from the notes to repay the US\$508 million remaining outstanding under the term loan B facility of our US senior facilities and to redeem the US\$70 million principal amount remaining outstanding under our 7.50% Senior Notes due 2015. On December 8, 2011, these notes were exchanged for identical notes registered with the SEC.

Following the debt exchange offer closed in December 2015, the outstanding aggregate principal amount of our Senior Notes due 2021 was US\$604.9 million as of December 31, 2015 (see 2019 Secured Term Loans above).

**High Yield bonds (5.875% Senior Notes, maturity 2020)**

On April 23, 2014, we issued 400 million (or US\$546.3 million, converted at closing exchange rate of US\$1.3658) principal amount of our 5.875% Senior Notes due 2020. These notes are guaranteed on a senior basis by the same guarantors that guarantee our senior facilities (including CGG Holding (U.S.) Inc.).

The Senior Notes were issued at a price of 100% of their principal amount. We used most of the net proceeds from the notes to fully repurchase our 1.75% convertible bonds due 2016 amounting to 360 million. The remaining net proceeds were used to reimburse the 28.1 million installment due in 2015 of the vendor loan granted by Fugro.

**High Yield bonds (6.875% Senior Notes, maturity 2022)**

On May 1, 2014, we issued US\$500 million principal amount of our 6.875% Senior Notes due 2022.

The Senior Notes were issued at a price of 100% of their principal amount. These notes are guaranteed on a senior basis by the same guarantors that guarantee our senior facilities (including CGG Holding (U.S.) Inc.). We used the net proceeds from the notes to redeem the entire US\$225 million outstanding principal amount of our 9.50% Senior Notes due 2016 and to repay US\$265 million in principal amount of our 7.75% Senior Notes due 2017. On November 13, 2014, these notes were exchanged for identical notes registered with the SEC.

Following the debt exchange offer closed in December 2015, the outstanding aggregate principal amount of our Senior Notes due 2022 was US\$419.6 million as of December 31, 2015 (see 2019 Secured Term Loans above).

**Convertible bonds****Convertible bonds (1.75% Senior Notes, maturity 2020)**

In May 2015, CGG initiated a simplified public exchange offer for its outstanding 11,200,995 bonds convertible into and/or exchangeable for new or existing shares of the Company (convertible bonds) due 2019, with the intention to issue new convertible bonds due 2020 at a ratio of five 2020 convertible bonds for two 2019 convertible bonds tendered into the offer.

On June 26, 2015, holders exchanged 90.3% of the 325 million principal amount of the existing 2019 convertible bonds (or 10,114,014 bonds). In consideration, CGG issued 25,285,035 convertible bonds maturing on January 1, 2020 for a total nominal amount of 325.1 million (or US\$363.7 million converted at the historical closing exchange rate of US\$1.1189).

The 2020 convertible bonds nominal value was set at 12.86 per bond (versus 32.14 for the 2019 convertible bonds). The new bonds bear interest at a rate of 1.75% payable semi-annually in arrears on January 1 and July 1 of each year (versus 1.25% for the 2019 convertible bonds). These bonds entitle the holders to receive new and/or existing CGG shares at the ratio of one share per one bond, subject to adjustments. Under certain conditions, the bonds may be redeemed prior to maturity at our option.

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As of June 30, 2015, as a result of this transaction, we derecognized the financial liability and equity components related to the 2019 convertible bonds that were exchanged and we recognized the 2020 convertible bonds at their fair value. The impact of the transaction on the net income of the period is not significant. The impact on equity amounts to US\$8.6 million, net of taxes. The financial liability component was assessed using a 6.63% interest rate and amounted to 265.4 million (or US\$296.9 million).

As of December 31, 2015 the debt related to 2020 convertible bonds amounted to 271.3 million (or US\$295.4 million).

***Convertible bonds (1.25% Senior Notes, maturity 2019)***

As a result of the simplified public exchange offer (See Convertible bonds 1.25% Senior Notes, maturity 2020 above), the outstanding financial liability that corresponds to the 2019 convertible bonds that were not exchanged amounted to 30.3 million (or US\$34 million) in the consolidated statement of financial position as of December 31, 2015.

On November 20, 2012, we issued 11,200,995 bonds convertible into and/or exchangeable for new or existing shares of our company to be redeemed on January 1, 2019 for a total nominal amount of 360 million. We used the net proceeds of the issuance to finance a portion of the 1.2 billion acquisition price for Fugro Geoscience.

The bonds nominal value was set at 32.14 per bond, representing an issue premium of 40% of the CGG reference share price on the regulated market of NYSE Euronext in Paris. The bonds bear interest at a rate of 1.25% payable semi-annually in arrears on January 1 and July 1 of each year. The bonds entitle the holders to receive new and/or existing CGG shares at the ratio of one share per one bond, subject to adjustments. Under certain conditions, the bonds may be redeemed prior to maturity at our option.

As of November 20, 2012, the financial liability component was US\$359 million ( 277 million) and the equity component was US\$98 million ( 75 million), net of issuing fees. The fair value of the financial liability was assessed using a 5.47% interest rate.

***Fugro vendor loan agreement***

Fugro granted to us a 125 million vendor loan with a 5-year maturity and bearing an interest rate of 5.50% per annum, which was extended to 225 million on the effective date of the acquisition of the Airborne business. As of December 31, 2013, we had repaid 112.5 million of the vendor loan, and 112.5 million remained outstanding.

On June 27, 2014 we early redeemed the 28.1 million (or US\$38,6 million converted at historical average exchange rate of US\$1.3726) annual repayment tranche due on January 31, 2015. This redemption was financed with a portion of the proceeds from the 400 million Senior Notes due 2020 issued in April 2014.

On December 22, 2014, Fugro and CGG amended the vendor loan agreement including to extend the repayment scheduled on January 31, 2016, with 50% be repaid by CGG on or before January 31, 2017 and the other 50% to be repaid on or before January 31, 2018 (i.e. 42.2 million payable on or before each of January 31, 2017 and January 31, 2018).

The outstanding amount of the Fugro vendor loan which amounted to 84.4 million at December 31, 2015 was replaced by a 2019 secured term loan in December 2015 for an amount of US\$90 million.

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***Voyager AS (renamed Exploration Vessel Resources II AS) secured term loan facility***

On January 13, 2011, Exploration Vessel Resources II AS entered into a US\$45 million credit facility secured by a pledge over the seismic vessel *Geowave Voyager*. This facility matures on August 31, 2016 and is subject to the same covenants as our Nordic credit facility described below.

On December 18, 2013, we amended this facility, in order to align covenant levels with our revolving credit facilities covenants.

The outstanding amount under this facility at December 31, 2015, was US\$6.1 million.

***US\$250 million Nordic credit facility***

On July 1, 2013, CGG Geo Vessels AS entered into a 5-year US\$200 million financing secured by vessel assets (*Geo Coral, Geo Caribbean, Oceanic Challenger*) split into two tranches of US\$100 million each, the proceeds of which were used in part to reimburse the 2013 tranche of the vendor loan granted by Fugro, and in part to redeem US\$125 million aggregate principal amount of our US\$350 million 9.50% Senior Notes due 2016. We entered into an interest rate swap to fix the effective rate at 4.4%.

On December 16, 2014, we completed the amendment and extension of this Nordic credit facility. The credit amount confirmed was increased to US\$250 million (out of which US\$50 million were undrawn as of December 31, 2014) and the maturity extended from May 2018 to December 2019. The new amount is split into a US\$100 million authorized revolving facility and a US\$150 million term loan. We entered into an interest rate swap to fix the annual rate at 4.3%.

In June 2015, we revised our Nordic term loan and revolving credit facilities and our US\$45 million term loan facility secured by the *Geowave Voyager* vessel. Pursuant to such amendments:

the maximum leverage ratio (defined as total net financial debt to EBITDAS) was increased to a ratio of 4.00x for each rolling 4-quarter period ending on or before June 2016, 3.75x for each such period ending on or before June 2017, 3.50x for each such period ending on or before June 2018, 3.25x for each such period ending on or before June 2019, and 3.00x for each such period thereafter; and

the minimum interest cover ratio (defined as EBITDAS to total interest costs) was reduced from 4.00:1 to 3.00:1.

In November 2015, CGG obtained consent to waive the leverage ratio covenant at year-end 2015 under all the credit facilities which include such financial covenant, including the Nordic credit facility.

In December 2015, we revised our financial covenants under our Nordic credit facility, effective from February 2016. Pursuant to such amendment:

cash plus cash equivalents must not be less than US\$100 million at all times;

the maximum leverage ratio (defined as total net financial debt to EBITDAS) was increased to a ratio of 5.00x for each rolling 12-month period ending in 2016, 4.75x for the rolling period ending in March 2017, 4.25x for the rolling period ending in June 2017, 4.00x for the rolling period ending in September 2017, 3.50x for the rolling period ending in December 2017, 3.25x for the rolling period ending in March 2018 and 3.00x thereafter; and

the minimum interest cover ratio (defined as EBITDAS to total interest costs) remained unchanged at 3.00:1.

The outstanding amount under this facility at December 31, 2015 was US\$215.1 million net of issuing fees.



**Table of Contents****US\$25 million streamers financing**

On December 19, 2013, we signed a loan agreement to be reimbursed over 5 years after the last draw down for a maximum amount of US\$25 million with multiple drawings. This loan may be used to finance the acquisition of marine equipment to be delivered in up to twelve monthly installments over a period of one year. This line was undrawn as of December 31, 2013.

On September 29, 2014, the US\$25 million streamer financing line was reduced to US\$12.5 million and further reduced to US\$6.3 million on December 18, 2014, in line with the reduction of the capital expenditures and the fleet.

The outstanding amount under this facility at December 31, 2015, was US\$3.3 million.

**Financial Debt**

Gross financial debt was US\$2,884.8 million as of December 31, 2015, US\$2,778.9 million as of December 31, 2014, and US\$2,747.6 million as of December 31, 2013. Net financial debt was US\$2,499.5 million as of December 31, 2015, US\$2,419.8 million as of December 31, 2014, US\$2,217.6 million as of December 31, 2013. The ratio of net debt to equity for the years ended December 31, 2015, 2014 and 2013 was 191%, 90%, and 58%, respectively.

Gross financial debt is the amount of bank overdrafts, plus current portion of financial debt, plus financial debt, and net financial debt is gross financial debt less cash and cash equivalents. Net financial debt is presented as additional information because we understand that certain investors believe that netting cash against debt provides a clearer picture of our financial liability exposure. However, other companies may present net financial debt differently than we do. Net financial debt is not a measure of financial performance under IFRS and should not be considered as an alternative to any other measures of performance derived in accordance with IFRS.

The following table presents a reconciliation of net financial debt to financing items of the balance sheet at December 31, 2015, 2014 and 2013 (according to IFRS standards):

|                                   | Year ended December 31, |                |                |
|-----------------------------------|-------------------------|----------------|----------------|
|                                   | 2015                    | 2014           | 2013           |
|                                   | In millions of US\$     |                |                |
| Bank overdrafts                   | 0.7                     | 2.9            | 4.5            |
| Current portion of financial debt | 96.5                    | 75.7           | 247.0          |
| Financial debt                    | 2,787.6                 | 2,700.3        | 2,496.1        |
| <b>Gross financial debt</b>       | <b>2,884.8</b>          | <b>2,778.9</b> | <b>2,747.6</b> |
| Less cash and cash equivalents    | (385.3)                 | (359.1)        | (530.0)        |
| <b>Net financial debt</b>         | <b>2,499.5</b>          | <b>2,419.8</b> | <b>2,217.6</b> |

**EBIT and EBITDAS**

EBIT for the years ended December 31, 2015, 2014 and 2013 was US\$(1,136) million, US\$(779) million, US\$(394) million, respectively. Before restructuring charges relating to the Transformation Plan and impairments of assets, EBIT amounted to US\$41 million in 2015, compared to US\$160 million in 2014 and US\$423 million in 2013 before non-recurring items linked to Fugro and to Acquisition impairment and write-off.

EBITDAS for the years ended December 31, 2015, 2014 and 2013 was US\$453 million, US\$776 million, US\$1,140 million, respectively. Excluding restructuring charges relating to the Transformation Plan, EBITDAS amounted to US\$661 million in 2015, compared to US\$994 million in 2014 and US\$1,160 million in 2013 before non-recurring items linked to Fugro.

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EBITDAS is defined as earnings before interest, tax, depreciation, amortization net of amortization expense capitalized to multi-client, and share-based compensation cost. Share-based compensation includes both stock options and shares issued under our share allocation plans. EBITDAS is presented as additional information because we understand that it is one measure used by certain investors to determine our operating cash flow and historical ability to meet debt service and capital expenditure requirements.

However, other companies may present EBIT and EBITDAS differently than we do. EBIT and EBITDAS are not a measure of financial performance under IFRS and should not be considered as an alternative to cash flow from operating activities or as a measure of liquidity or an alternative to net income as indicators of our operating performance or any other measures of performance derived in accordance with IFRS.

The following table presents a reconciliation of EBIT to Operating income for the periods indicated:

|   | Year ended December 31, |                |                |
|---|-------------------------|----------------|----------------|
|   | 2015                    | 2014           | 2013           |
|   | (in millions of US\$)   |                |                |
| <b>EBIT</b>   | <b>(1,136.2)</b>        | <b>(779.2)</b> | <b>(394.3)</b> |
| Less share of income in companies accounted for under equity method | 21.4                    | (81.7)         | 0.6            |
| <b>Operating income</b>   | <b>(1,157.6)</b>        | <b>(697.5)</b> | <b>(394.9)</b> |

The following table presents a reconciliation of EBITDAS to Net cash provided by operating activities, according to our cash flow statement, for the periods indicated:

|  | Year ended December 31, |              |                |
|--|-------------------------|--------------|----------------|
|  | 2015                    | 2014         | 2013           |
|  | (in millions of US\$)   |              |                |
| <b>EBITDAS</b>                                   | <b>452.8</b>            | <b>775.7</b> | <b>1,139.7</b> |
| Other financial income (loss)                    | (54.5)                  | (43.0)       | (22.3)         |
| Variance on Provisions                           | 98.5                    | 116.1        | 39.6           |
| Net gain on disposal of fixed assets             | (27.2)                  | (7.3)        | (90.3)         |
| Dividends received from affiliates               | 5.1                     | 30.7         | 10.0           |
| Other non-cash items                             | (3.0)                   | 44.8         | 4.5            |
| Income taxes paid                                | (19.2)                  | (22.9)       | (117.3)        |
| Change in trade accounts receivables             | 76.8                    | 7.6          | 46.5           |
| Change in inventories and work-in-progress       | 53.2                    | 40.3         | (46.8)         |
| Change in other current assets                   | 25.7                    | 12.8         | 25.5           |
| Change in trade accounts payables                | (144.1)                 | (73.4)       | (76.9)         |
| Change on other current liabilities              | (33.5)                  | (36.3)       | 0.5            |
| Impact of changes in exchange rate               | (22.5)                  | 19.1         | (5.0)          |
| <b>Net cash provided by operating activities</b> | <b>408.1</b>            | <b>864.2</b> | <b>907.7</b>   |

**Free cash flow**

We define free cash flow as cash flow from operations including Proceeds from disposals of tangible and intangible assets minus (i) the net of Total net capital expenditures ; Investments in multi-client surveys set out in our consolidated statement of cash flows under Investing , and (ii) Financial expenses paid set out in our consolidated statement of cash flows under Financing .

Free cash flow amounted to outflows of US\$130 million in 2015 compared to outflows of US\$137 million in 2014 and outflows of US\$50 million in 2013. Before restructuring charges relating to the Transformation Plan, free cash flow amounted to outflows of US\$9 million in 2015, compared to outflows of US\$76 million in 2014 and inflows of US\$5 million in 2013.





**Table of Contents****Contractual obligations**

The following table sets forth our contractual obligations as of December 31, 2015:

|   | Less than<br>1 year | Payments due by period |                |                  | Total          |
|---|---------------------|------------------------|----------------|------------------|----------------|
|   |                     | 2-3<br>years           | 4-5<br>years   | After<br>5 years |                |
| (in millions of US\$)                                     |                     |                        |                |                  |                |
| <i>Long-term debt obligations:</i>                        |                     |                        |                |                  |                |
| Repayments: fixed rates                                   | 34.5                | 70.4                   | 939.5          | 1,024.6          | 2,069.0        |
| Repayments: variables rates <sup>(a)</sup>                | 34.5                | 436.6                  | 350.0          |                  | 821.1          |
| Bonds and facilities interests                            | 150.5               | 285.2                  | 197.2          | 62.9             | 695.8          |
| <b>Total Long-term debt obligations</b>                   | <b>219.5</b>        | <b>792.2</b>           | <b>1,486.7</b> | <b>1,087.5</b>   | <b>3,585.9</b> |
| <i>Finance leases:</i>                                    |                     |                        |                |                  |                |
| Finance lease Obligations: fixed rates                    | 13.1                | 25.9                   | 21.1           | 17.2             | 77.3           |
| Finance lease Obligations: variables rates <sup>(a)</sup> |                     |                        |                |                  |                |
| <b>Total Finance lease obligations</b>                    | <b>13.1</b>         | <b>25.9</b>            | <b>21.1</b>    | <b>17.2</b>      | <b>77.3</b>    |
| <b>Bareboat agreements</b>                                | <b>129.8</b>        | <b>208.4</b>           | <b>115.9</b>   | <b>64.2</b>      | <b>518.3</b>   |
| <b>Other operating lease agreements</b>                   | <b>74.7</b>         | <b>96.8</b>            | <b>53.0</b>    | <b>84.5</b>      | <b>309.0</b>   |
| <b>Total Contractual Obligations<sup>(b)</sup></b>        | <b>437.1</b>        | <b>1,123.3</b>         | <b>1,676.7</b> | <b>1,253.4</b>   | <b>4,490.5</b> |

<sup>(a)</sup> Payments are based on the variable rates applicable as of December 31, 2015.

<sup>(b)</sup> Payments in foreign currencies are converted in US\$ at December 31, 2015 exchange rates.

**Off-Balance Sheet Arrangements**

We have not entered into any off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

**Trend information****Currency Fluctuations**

We face foreign exchange risks because a large percentage of our revenues and cash receipts are denominated in US dollars, while a significant portion of our operating expenses and income taxes accrue in euro and other currencies. Movements between the US dollar and euro or other currencies may adversely affect our operating results. More than 74% of our turnover was denominated in US dollars in 2015, 2014 and 2013.

Fluctuations in the exchange rate of the US dollar against other currencies, particularly the euro, have had in the past and will have in the future a significant effect upon our results of operations, which are reported now in US dollars. Since we participate in competitive bids for data acquisition contracts that are denominated in US dollars, the depreciation of the US dollar against the euro harms our competitive position against companies whose costs and expenses are denominated to a greater extent in US dollars. While we attempt to reduce the risks associated with such exchange rate fluctuations through our hedging policy, we cannot assure you that we will maintain our profitability level or that fluctuations in the values of the currencies in which we operate will not materially adversely affect our future results of operations. As of December 31, 2015, we estimated our annual fixed expenses in euros to be approximately 450 million and as a result, an unfavorable variation of US\$0.2 in the average yearly exchange rate between the US dollar and the euro would reduce our operating income and our shareholders equity by approximately US\$90 million.

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As of December 31, 2015, we and our subsidiaries whose functional currency is the euro had dollar denominated assets and liabilities of US\$1,284.6 million and 1,348.3 million, respectively. Our net exchange rate exposure was US\$(63.7) million before hedging.

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This is the case for several Norwegian, French or Dutch subsidiaries that own offshore assets (vessels and equipment) for which the functional currency is the US dollar, whereas the taxable currency is the Norwegian kroner, or the Euro. We attempt to match foreign currency revenues and expenses in order to balance our net position of receivables and payables denominated in foreign currencies. For example, most of our vessels charter costs, as well as our most important computer hardware leases, are denominated in US dollars. Nevertheless, during the past five years such dollar-denominated expenses have not equaled dollar-denominated revenues principally due to personnel costs payable in euros.

In addition, to be protected against the reduction in value of future foreign currency cash flows, we follow a policy of selling US dollars forward at average contract maturity dates that we attempt to match with future net US dollar cash flows (revenues less costs in US dollars) expected from firm contract commitments, generally over the ensuing three to six months. At December 31, 2015, 2014, and 2013, we had US\$5.0 million, US\$26.2 million, and US\$5.0 million respectively, of notional amounts outstanding under euro/US dollar forward exchange contracts.

We do not enter into forward foreign currency exchange contracts for trading purposes.

### ***Interest Rates***

Drawings under our credit revolving facilities incur interest at variable rates that are reset at each interest period (generally between one and 12 months). As a result, our interest expenses vary in line with movements in short term interest rates. However, 73% of our debt consists of fixed-rate bonds, as well as a number of fixed-rate finance leases and fixed-rate medium-term bank credit facilities with variable maturities. This debt is not exposed to interest rate fluctuations.

As of December 31, 2015, our net variable-rate assets due in less than one year totaled US\$126 million. Our variable interest rate indebtedness carried an average interest rate of 5.1% in 2015 and our investments and other financial assets earned interest at an average rate of 0.9%. As a result, a 1% increase in interest rates would increase our income before tax and shareholders' equity by US\$1.3 million, whereas a 1% decrease in interest rates would decrease our income before tax and shareholders' equity by US\$1.3 million.

### ***Inflation***

Inflation has not had a material effect on our results of operations during the periods presented. We operate in and receive payments in the currencies of, certain countries with historically high levels of inflation, such as Mexico and Brazil. We attempt to limit such risk by, for example, indexing payments in the local currency against, principally, the US dollar exchange rate at a certain date to account for inflation during the contract term.

### ***Income Taxes***

We conduct the majority of our activities outside of France and pay taxes on income earned or deemed profits in each foreign country pursuant to local tax rules and regulations.

We have significant tax losses carried forward that are available to offset future taxation on income earned in certain OECD countries. We recognize deferred tax assets only when the recovery is considered as probable. When financial forecasts are revised downward, we reconsider the depreciation of our deferred tax assets recognized for prior periods.

In 2015, deferred taxes recognized for prior periods amounted to an expense of US\$48.9 million, including a reversal of deferred tax assets on French losses carried forward amounting to US\$48.0 million, based on a revised 2016-2020 tax planning (see note 24 to our consolidated financial statements).

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### ***Seasonality***

Our land and marine seismic acquisition activities are usually seasonal in nature as a consequence of weather conditions in the Northern Hemisphere and of the timing chosen by our principal clients to commit their annual exploration budget to specific projects. We have historically experienced higher levels of activity in our equipment manufacturing and multi-client operations in the fourth quarter as our clients seek to fully deploy annual budgeted capital.

## **Item 6: DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**

### **Directors and Senior Management**

#### ***Board of Directors***

Under French law, the Board of Directors determines our business strategy and monitors its implementation. The Board of Directors deals with any issues relating to our affairs, pursuant to the powers granted to it by the Ordinary Shareholders Meeting. In particular, the Board of Directors prepares and presents our year-end accounts to our Ordinary Shareholders Meeting. Our Board of Directors consists of between six and fifteen members elected by our shareholders. Under French law, a Director may be an individual or a legal entity for which an individual is appointed as permanent representative.

Our *statuts* (memorandum and articles of association) provide that each Director is elected for a four-year term by the Ordinary Shareholders Meeting. There is no obligation for Directors to be French nationals. According to French corporate law, a physical person may simultaneously hold the office of Director in no more than five *sociétés anonymes* whose registered offices are located on French territory, subject to certain exceptions. Since March 26, 2014, the Board's internal regulations provide that each Director is required to own at least 5,000 of our shares. Directors have been given two years to comply with this new requirement.

Directors are required to comply with applicable law and our *statuts*. Under French law, Directors are responsible for actions taken by them that, *inter alia*, are contrary to the Company's interests. They may be held liable for such actions both individually and jointly with the other Directors.

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The following table sets forth the names of our current Directors, their positions, the dates of their initial appointment as Directors and the respective expiry dates of their current term.

| Name                               | Independent <sup>(a)</sup> | Position  | Age | Nationality | Initially appointed <sup>(c)</sup> | Term expires        | Number of shares/ ADS held as of December 31, 2015 | Number of shares/ ADS held as of March 31, 2016 |
|------------------------------------|----------------------------|---|-----|-------------|------------------------------------|---------------------|--|---|
| Remi Dorval <sup>(1)</sup>         | Yes                        | Chairman  | 65  | French      | 2005                               | 2018                | 6,000 shares                                       | 24,000 shares                                   |
| Jean-Georges Malcor                | No                         | Chief Executive Officer & Director <sup>(b)</sup> | 59  | French      | 2011                               | 2019                | 60,894 shares                                      | 243,576 shares                                  |
| Loren Carroll <sup>(2)</sup>       | Yes                        | Director  | 72  | US          | 2007                               | 2017                | 500 ADS  | 500 ADS   |
| Michael Daly <sup>(1)</sup>        | Yes                        | Director  | 62  | English     | 2015 <sup>(d)</sup>                | 2017                | 1,000 shares                                       | 5,000 shares                                    |
| Anne Guérin <sup>(1)(2*)</sup>     | No                         | Director  | 47  | French      | 2015 <sup>(e)</sup>                | 2016                | 5,000 shares                                       | 5,000 shares                                    |
| Didier Houssin <sup>(1)(3*)</sup>  | No                         | Director  | 59  | French      | 2015 <sup>(f)</sup>                | 2016 <sup>(g)</sup> | 5,000 shares                                       | 4,000 shares                                    |
| Agnès Lemarchand <sup>(2)(3)</sup> | Yes                        | Director  | 61  | French      | 2012                               | 2017                | 6,000 shares                                       | 6,000 shares                                    |
| Gilberte Lombard <sup>(2)(4)</sup> | Yes                        | Director  | 71  | French      | 2011                               | 2019                | 5,083 shares                                       | 20,332 shares                                   |
| Hilde Myrberg <sup>(3)(4*)</sup>   | Yes                        | Director  | 58  | Norwegian   | 2011                               | 2019                | 500 shares & 4,500 ADS                             | 500 shares & 4,500 ADS                          |
| Robert Semmens <sup>(1)(3)</sup>   | No                         | Director  | 58  | US          | 1999                               | 2019                | 4,992 shares & 965 ADS                             | 24,992 shares                                   |
| Kathleen Sendall <sup>(3)(4)</sup> | Yes                        | Director  | 63  | Canadian    | 2010                               | 2018                | 500 ADS  | 5,000 ADS                                       |
| Daniel Valot <sup>(4)</sup>        | No                         | Director  | 71  | French      | 2001                               | 2016                | 5,243 shares                                       | 6,876 shares                                    |

<sup>(1)</sup> Member of Technology/Strategy Committee.

<sup>(2)</sup> Member of Audit Committee.

<sup>(3)</sup> Member of Appointment-Remuneration Committee.

<sup>(4)</sup> Member of Health, Safety, Environment & Sustainable Development Committee.

\* Member of this Committee since March 24, 2016.

<sup>(a)</sup> Independent Director within the meaning of the Governance Code of the Association Française des Entreprises Privées – Mouvement des Entreprises de France. See Item 6: Directors, Senior Management and Employees – Board Practices .

<sup>(b)</sup> His term as Chief Executive Officer expires in 2017.

<sup>(c)</sup> All current Directors have been appointed pursuant to Article L.225-17 of the French Commercial Code.

<sup>(d)</sup> Mr. Daly was appointed by cooptation by the Board of Directors – meeting held on September 30, 2015 in place of Mr. Terence Young. Ratification of this appointment was approved at the Combined General Meeting held on January 11, 2016.

<sup>(e)</sup> Mrs. Guérin was appointed by cooptation by the Board of Directors – meeting held on April 22, 2015 in place of Mr. Jean-Yves Gilet. Ratification of this appointment was approved at the Combined General Meeting held on May 29, 2015.

<sup>(f)</sup> Mr. Houssin was appointed by cooptation by the Board of Directors – meeting held on July 30, 2015 in place of Mr. Olivier Appert. Ratification of this appointment was approved at the Combined General Meeting held on January 11, 2016.

<sup>(g)</sup> Renewal of this term of office will be proposed at the Combined General Meeting to be held on May 27, 2016.

**Mr. Remi Dorval**, 65, is a graduate of the *École Centrale de Paris*, the *Institut d Études Politiques* and the *École Nationale d Administration*. He has been Chairman of our Board of Directors since June 4, 2014. He served as a civil Board member of the *Direction des Hydrocarbures* of the Industry Ministry from 1979 to 1984 and a civil Board member of the *Direction du Trésor* of the Economy and Finance Ministry from 1984 to 1986. Between 1986 and 1990, he was successively, within the International Bank of Western Africa, General Manager of the US Branch in New York, then Managing Director of a subsidiary in Gabon and then Executive Vice President in charge of Treasury, Financial Markets Department and Asset Management. Until 2010, he was Chief Executive Officer and Director of Soletanche-Bachy Entreprise, Senior Executive Vice President of Soletanche Freyssinet, Director, Chairman and Chief Executive Officer of Soletanche Bachy France, Chairman of Forsol, Chairman of SB 2007, a Director of SHPIC, Bachy Soletanche Holdings, SBUSA, Soldata Iberia and

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Nicholson. He was also a member of the Supervisory Board of CGG Holding BV. He was Executive Vice President of Vinci, a Euronext Paris-listed company from 2010 to 2015. He also served as Chairman of *La Fabrique de la Cité*.

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**Mr. Jean-Georges Malcor**, 59, is a graduate of the *École Centrale de Paris*, holds a Doctorate from the *École supérieure des Mines de Paris* and a Master in Science from Stanford University. He has been Chief Executive Officer of CGG SA since June 30, 2010 and a Director of CGG SA since May 4, 2011. From January 1, 2010 to June 30, 2010, he served as President of CGG. Mr. Malcor began his career at the Thales group as an acoustic engineer (1983-1987) in the Underwater Activities division, where he was in charge of hydrophone and geophone design and towed streamer programs. He then moved to Sydney-based Thomson Sintra Pacific Australia, becoming Managing Director of the company in 1990. Mr. Malcor became Director of Marketing & Communications (1991), then Director, Foreign Operations, of Thomson Sintra Activités Sous-Marines (1993). In 1996, he was appointed Managing Director of Thomson Marconi Sonar Australia which was, in addition to its military activities, the lead developing company for the solid geophysical streamer. In 1999, he became the first Managing Director of the newly formed joint venture Australian Defense Industry. During this time he operated the Sydney based Woolloomooloo Shipyard (the largest dry dock in the southern hemisphere). In 2002, he became Senior Vice President, International Operations, at Thales International. From 2004 to 2009, he was Senior Vice President in charge of the Naval Division, supervising all naval activities in Thales, including ship design, building and maintenance. In January 2009, he became Senior Vice President in charge of the Aerospace Division. In June 2009, he moved to the position of Senior Vice President, Continental Europe, Turkey, Russia, Asia, Africa, Middle East, and Latin America. He also serves as Chairman of the Board of Directors of Sercel Holding SA, and as a member of the Board of Directors of the Arabian Geophysical and Surveying Company (ARGAS), a company 49% held by the CGG Group. He is also a Director, member of the Audit Committee and member of the Supervisory Board of STMicroelectronics (a company listed on Euronext Paris, the New York Stock Exchange and Borsa Italiana), a member of the Supervisory Board of Fives SA, General Manager of SCI I Australe, Chairman of the Board of Directors of *Universcience Partenaires*, Chairman of the *Association des Centraliens*, Director of *Oceanides* association and of the *École Centrale Supélec*, and an active member of the *GEP-AFTP* and of *Cluster Maritime Français*.

**Mr. Loren Carroll**, 72, joined our Board of Directors on January 12, 2007. Until that date, Mr. Carroll had been a Director of Veritas since 2003. Mr. Carroll is currently a financial and strategic business consultant. Until his retirement in April 2006, Mr. Carroll was President and Chief Executive Officer of M-I Swaco LLC. and was also Executive Vice President of Smith International, Inc. Mr. Carroll joined Smith International in December 1984 as Vice President and Chief Financial Officer. In January 1988, he was appointed Executive Vice President and Chief Financial Officer of Smith International and served in that capacity until March 1989. Mr. Carroll then rejoined Smith International in 1992 as Executive Vice President and Chief Financial Officer. Smith International held a 60% interest in M-I Swaco L.L.C. Until 2010, he was a Director of Smith International and a member of the Supervisory Board of CGG Holding BV. Mr. Carroll currently serves as Chairman of the Board of Directors of KBR Inc.

**Mr. Michael Daly**, 62, is a graduate of The University College of Wales, Leeds University (PhD) and Harvard Business School (PMD). Mr. Daly is a British geologist, oil and gas executive and academic. He joined the Geological Survey of Zambia in 1976, mapping the remote Muchinga Mountains of northeast Zambia. He began his business career with BP in 1986 as a research geologist. After a period of strategy work and E&P positions in Venezuela, the North Sea and London, he became President of BP's Middle East and S. Asia E&P business. In 2006, Mr. Daly became BP's Global Exploration Chief and a Group Vice President. He served on BP's Group Executive Team as Executive Vice President from 2010, and retired in 2014 after 28 years with the company. He currently serves as Senior Director at Macro Advisory Partners, Non-Executive Director with Tullow Oil, and as Visiting Professor in Earth Sciences at The University of Oxford.

**Ms. Anne Guérin**, 47, is a graduate of ESCP EUROPE Business School. She joined *Banque du Développement des PME* in 1991, first as associate in a regional office, setting up medium and long term loans for SME's, and then in the Marketing Division in the headquarters. In 2000 she joined Avenir Entreprises (Private Equity - Investment in small caps) where she was Investment Director until 2005. After a 3-year stay in Ireland where she dedicated her time to non-profit organizations such as Irish Blind Sports and ATD Fourth World, she became Regional Director of Bpifrance Ile-de-France Ouest in 2008. In 2014, she became Head of

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Export Finance for Bpifrance in charge of setting up and launching this new activity for the group. She currently also serves as Board member of *VoisinMalin*, a French non-profit organization working on social empowerment in poor districts.

**Mr. Didier Houssin**, 59, graduated from the *École nationale d'administration* and has a Master's degree in International Law from Université de Paris 1 - La Sorbonne. He also has a degree in Political Science from the *Institut d'études politiques de Paris*. On April 8, 2015, Didier Houssin was appointed Chairman and CEO of IFP Energies nouvelles. Prior to that, in December 2012, he was appointed Director of Sustainable Energy Policy and Technology at the International Energy Agency (IEA). In this role, he was responsible for the development of low-carbon technologies and energy transition (ETP scenarios to 2050, technology roadmaps, carbon capture and sequestration and the IEA's international RD&D network). From July 2007 to October 2012, he was Director of Energy Markets and Security at the IEA. In this role, he was responsible for analyzing energy markets, in particular oil, gas, electricity and renewable energies, and overseeing security of supply. Before joining the IEA, Mr. Houssin had wide-ranging experience in numerous posts both in the French Government and the private industrial sector. From 1997 to 2004, he was Director of Energy and Mineral Resources in the French Ministry of Economy and Finances, and from 2004 to 2007, he was Managing Director of BRGM, the French Geological Survey, with extensive management responsibilities over the 850-strong group. From 1987 to 1990, Mr. Houssin held a position in European Affairs at Total, where he was responsible for developing EU strategy. He currently also serves as Chairman of Tuck Foundation (France) and Chairman of the ANCRE (*Alliance Nationale de Coordination de la Recherche pour l'Énergie*).

**Ms. Agnès Lemarchand**, 61, joined our Board of Directors on September 21, 2012. She graduated from ENSCP (French engineering school) and holds a Master's degree from MIT (chemical engineering) and an MBA from INSEAD. She started her career in various positions within the Rhone-Poulenc group, where she worked from 1980 to 1985. In 1986, she was appointed Chief Executive Officer of Industrie Biologique Française, a company of the Health segment of the Rhone Poulenc Group in the US. In 1991, she joined the group Ciments Français as Chief Executive Officer of Prodical, the industrial minerals segment, from 1991 to 1996. In 1997, she joined the Lafarge Group, and was Head of Strategy for the Specialty products segment. From 1999 to 2004, she was Chief Executive Officer of Lafarge Lime, where she developed the lime business in Europe and North America. In 2004, she led a management buyout of the UK lime business and in 2005, she founded Steetley Dolomite Ltd, and was its Executive Chairman until 2014, when the company was sold to Lhoist. She currently serves as Director and member of the Financial Statements Committee of Saint Gobain, and as member of the Board of Directors and the Audit Committee of Biomérieux (two companies listed on Euronext Paris). She is also a member of the Supervisory Board (representing Bpifrance Participations), member of the Audit Committee, member of the Appointment and Remuneration Committee of Vivescia Industries (formerly named SICLAE) and Chairman of Orchad SAS.

**Ms. Gilberte Lombard**, 71, joined our Board of Directors on May 4, 2011. She held various financial positions within HSBC France (formerly Credit Commercial de France) from 1990 until her retirement in February 2011. She began her career as a financial analyst and then joined the M&A department of Credit Commercial de France. After Credit Commercial de France was privatized in 1987, she became the investor relations officer in charge of relationships with financial analysts and institutional investors. She also coordinated the information policy for both major bank shareholders and individual bank shareholders from 1987 to 2000. In 2000, she was appointed as head of financial transactions in charge of structuring and implementing sales, acquisitions and mergers for HSBC France (which by now had taken over Credit Commercial de France) and managing its industrial and financial portfolio. She was appointed a member of the Board and the Audit Committee of several companies within the HSBC group in France. She was also appointed as Secretary of the Board of Directors in 1990. Ms. Lombard continues to serve as a member of the Supervisory Board, member of the Audit Committee and member of the Remuneration Committee of Zodiac Aerospace, and as Director, Chairman of the Remuneration Committee and member of the Audit Committee of Robertet SA, two Euronext Paris-listed companies. She is a Director of the *Vernet Retraite* association. Ms. Lombard holds a Masters degree in Economic Sciences and is a graduate of the INSEAD Advanced Management Program. She is *Chevalier de la Légion d'Honneur*.



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**Ms. Hilde Myrberg**, 58, joined our Board of Directors on May 4, 2011. Until her retirement in 2012, she held the positions of Senior Vice President of Corporate Governance and Compliance at Orkla ASA, as well as Secretary of the Board, a Norwegian company listed on the Oslo Stock Exchange and operating in branded consumer goods, aluminum solutions, materials, renewable energy and financial investments, where she also served as Secretary of the Board until her retirement in 2012. From 2006 to 2011, she was Executive Vice President at Orkla ASA as the head of corporate functions, including human resources, communication, legal and internal audit. Previously, she served as head of the markets sector, including activities ranging from platform to market oil and gas and the power and renewable energy business, at Hydro Oil & Energy until 2006. From 2005 to 2007, she was a Board member of Kongsberg Automotive ASA. From 2006 to 2011, she served as Board member of Borregaard AS, Sapa AB and Orkla Brands AS (Orkla subsidiaries). She also served as a Director of Renewable Energy Corporation ASA from 2009 to 2012 and as a member of the Supervisory of Jotun AS. She has been a Director and Vice-Chairman of the Board of Peto AS since 2006. She also serves as a Director of Norges Bank (the Central Bank of Norway and the Norwegian Bank Investment Management), as a Director of Nordic Mining ASA (listed on the Oslo Stock Exchange) and she is a member of the Nomination Committee of Det Norske Oljeselskap ASA (listed on the Oslo Stock Exchange) and NBT AS. Ms. Myrberg holds a law degree from the University of Oslo and an MBA from INSEAD. She also attended a course of French civilization at the Sorbonne in Paris.

**Mr. Robert Semmens**, 58, is a private investor and adjunct professor of finance at the Leonard N. Stern School of Business (New York University). He holds a law degree from Northwestern University School of Law and an MBA in Finance and Accounting from the J.L. Kellogg Graduate School of Management at Northwestern University. He was Vice President of Goldman Sachs & Co. in Investment Banking, and at J. Aron and Principal Investing, all in energy related businesses. He was co-founder of The Beacon Group, where he raised and co-managed private equity funds in the energy business. Mr. Semmens joined the Board of CGG in connection with an investment made by the Beacon Group in CGG in 1999. At CGG, he has served on the Audit, Appointment-Remuneration and Strategic Committees of the Board and has been a Director of Sercel. He has served on more than 15 boards, all in the energy business. He is also a member of New York Angels, one of the most active angel investing groups in the world. He currently serves as a Director of MicroPharma Ltd (Canada), Bronco Holdings LLC (USA) and DeBusk Holdings LLC (USA).

**Ms. Kathleen Sendall**, 63, joined our Board of Directors on May 5, 2010. She is a mechanical engineering graduate of Queen's University (Ontario), holds an Honorary Doctorate from the University of Calgary and is a graduate of the Western Executive Program. She began her career as a junior process engineer for Petro-Canada in 1978, and then was a project engineer for compressor station design and construction at Nova, an Alberta corporation for two years. Ms. Sendall held various positions within Petro-Canada between 1984 and 1996. From 1996 to 2000, she was Vice President Engineering & Technology, and was Vice President, Western Canada Development & Operations until 2002. Ms. Sendall was appointed Senior Vice President, North American Natural Gas of Petro-Canada from 2002 to 2009. She was also a Governor on the Board of Governors of the University of Calgary until 2010 and Governor and Chair of the Board of the Canadian Association of Petroleum Producers. Mrs. Sendall is a member of the Association of Professional Engineers and Geoscientists of Alberta (APEGA). She is a member of the Board of Directors and Vice-Chairman of Alberta Innovates Energy & Environment Solutions, and she also serves as a Director of ENMAX and as trustee of the Ernest C. Manning Awards Foundation. She is a Director and Chairman of Climate Change and Emissions Management Corporation (Canada). Ms. Sendall was invested as a member of the Order of Canada in 2011 and was awarded the Queen's Jubilee Medal in 2012.

**Mr. Daniel Valot**, 71, was Chairman and Chief Executive Officer of Technip from September 1999 until April 2007. Mr. Valot was President of Total Exploration and Production, and was a member of the Total Group Executive Committee from 1995 to 1999. Until 2010, he was a member of the Supervisory Board of CGG Holding B.V. Mr. Valot is a Director, Chairman of the Audit Committee, and a member of the Nomination and Remuneration Committee of Albion, an Euronext Paris-listed company.

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### *Executive Officers*

Under French law and our current *statuts*, the Chief Executive Officer has full executive authority to manage our affairs and has full power to act on our behalf and to represent us in dealings with third parties, subject only to (i) the corporate purpose of the Company, (ii) those powers expressly reserved by law to the Board of Directors or our shareholders and (iii) limitations that the Board of Directors may resolve, such limitations not being binding on third parties. The Chief Executive Officer determines and is responsible for the implementation of the goals, strategies and budgets for our different businesses, which are reviewed and monitored by the Board of Directors. The Board of Directors has the power to appoint and remove the Chief Executive Officer at any time. In accordance with French corporate law, our current *statuts* provide for either the election by the Board of Directors of one person to assume the position of Chairman and Chief Executive Officer or the division of such functions between two different persons. The Board of Directors decided to separate the roles of Chairman and Chief Executive Officer. Since June 4, 2014, Mr. Dorval has held the position of Chairman, and since June 30, 2010, Mr. Malcor has held the position of Chief Executive Officer. Our current *statuts* also allow that the Board of Directors to appoint up to five corporate officers (*Directeurs Généraux Délégués*) upon proposal of the Chief Executive Officer, whether or not this person is also the Chairman of the Board. Stéphane-Paul Frydman, Pascal Rouiller and Sophie Zurquiyah were each appointed to this position by our Board of Directors. Their terms of office will expire on February 25, 2018.

The following table sets forth the names of members of our Corporate Committee and their current positions with us.

| Name                  | Current position                          |
|-----------------------|---|
| Jean-Georges Malcor   | Chief Executive Officer                   |
| Stéphane-Paul Frydman | Corporate Officer                         |
|                       | Group Chief Financial Officer             |
| Pascal Rouiller       | Corporate Officer                         |
|                       | Chief Operating Officer                   |
| Sophie Zurquiyah      | Corporate Officer                         |
|                       | Chief Operating Officer                   |
| David Dragone         | Executive Vice President, Human Resources |

**Mr. Stéphane-Paul Frydman**, 52, is a graduate of the *École Polytechnique* of Paris and the *École des Mines* of Paris. He was appointed as Corporate Officer on February 29, 2012. He has also been Group Chief Financial Officer since January 2007. Before that time, he had been Group Controller, Treasurer and Deputy Chief Financial Officer since September 2005, Deputy Chief Financial Officer of the CGG Group since January 2004 and Vice President in charge of corporate financial affairs reporting to the Chief Financial Officer since December 2002. Prior to joining CGG, Mr. Frydman was, from April 2000 to November 2002, an Investor Officer of Butler Capital Partners, a private equity firm and from June 1997 to March 2000, Industrial Advisor to the French Minister of the Economy and Finances. Mr. Frydman is currently a Director of Sercel SA, Sercel Holding SA, CGG Services SA, CGG Holding (U.S.) Inc. and Chairman of the Board of Directors of CGG International SA.

**Mr. Pascal Rouiller**, 62, is a graduate of the *École Centrale de Paris*. He was appointed as Corporate Officer on February 29, 2012. He is also Chief Operating Officer of the CGG Group, and serves as Chairman and Chief Executive Officer of Sercel SA since September 2005, after having served as Chief Operating Officer of the Sercel group since December 1999. Mr. Rouiller was Vice President of our Product segment from October 1995 to December 1999 and Vice President for the Asia-Pacific region from May 1992 to September 1995. Mr. Rouiller is Chief Executive Officer of Sercel Holding SA, Chairman of the Board of Directors of Sercel (Beijing) Technological Services Co. Ltd. and of Sercel Australia Pty. Ltd., Chairman of the Board of Sercel Canada Ltd., Vice President of Sercel-GRC, Chairman of the Board of Directors of Hebei Sercel Junfeng Geophysical Prospecting Equipment Co. Ltd., Director of Sercel Singapore Private Ltd., Director and Chief Executive Officer of Sercel Inc., and Director of Seabed Geosolutions B.V. (a Dutch company 40% held by the CGG Group).

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**Ms. Sophie Zurquiyah**, 49, was appointed Corporate Officer with effective date on September 1, 2015. She has been Senior Executive Vice President, Geology, Geophysics & Reservoir (GGR) segment since February 4, 2013. She joined CGG after 21 years in the oilfield services industry, working for Schlumberger in P&L and in positions covering R&D and Operations, in France, the United States and Brazil. Her most recent roles include Chief Information Officer (CIO), President of Data and Consulting Services that provided Processing, Interpretation and Consulting services for most of Schlumberger's business lines, and Vice President of Sustaining Engineering that included all support and improvements to commercial products, services and technologies worldwide. She serves as Senior Executive Vice President of CGG Services (U.S.) Inc. and is Chief Operating Officer of the CGG Group.

**Mr. David Dragone**, 39, is Executive Vice President, Human Resources, a position he has held since April 2013. Based in Paris, Mr. Dragone leads CGG's HR Corporate Function which assists and advises CGG management in their missions of developing the women and men of CGG, designing and implementing organizational changes, and supporting the business and its employees. Prior to this appointment David served as SVP, Talent Management & People Development. He began his career working for Schlumberger where he held various HR positions over a period of seven years, ranging from his first assignment as Compensation and Benefits Analyst to his last assignment with Schlumberger as HR Director for the EMEA region and for all the Product Centers of WesternGeco. He then worked for Areva for six years, where he held the position of VP, HR, first for its Mining Division and then for its Front End Division. Mr. Dragone graduated with a Master's in Economics from Paris Panthéon-Sorbonne University and a Master's in Human Resources from Paris Assas University.

## **Compensation**

### **a) General principles**

Pursuant to Article L.225-37 of the Commercial Code, the compensation of the Chairman of the Board, the Chief Executive Officer and the Corporate Officers (*Directeurs Généraux Délégués*) is defined by the Board of Directors upon proposal from the Appointment-Remuneration Committee.

The Chairman of the Board of Directors, the Chief Executive Officer and the three Corporate Officers (*Directeurs Généraux Délégués*) will be hereinafter referred to as the Executive Officers.

The positioning of the compensation of the Executive Officers of the Company is regularly reviewed against the Company's sector and comparable compensation markets on the basis of studies carried out by specialized external firms.

### **Chairman of the Board of Directors**

The compensation of Mr. Remi Dorval, who has been Chairman of the Board of Directors since June 4, 2014, is composed of a fixed element and a fixed amount of Directors' fees. He does not benefit from any other kind of compensation.

### **Chief Executive Officer and Corporate Officers**

The Board of Directors and the Appointment-Remuneration Committee pay particular attention to ensure that the compensation policy applied is linked to the performance of the Company and focuses on creating long-term value. Consequently, significant weight is given in the structure of their compensation to the variable part of the compensation package, both short term and long term, whereas a lower weight is assigned to the fixed part compared to market practice.

Such aggregate compensation includes a fixed element, a variable bonus and benefits in kind (company car). The bonus for a given fiscal year is determined and paid during the first semester of the following fiscal year. The target amount of the short term variable incentive (the target being paid when 100% of the quantitative and

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qualitative objectives are achieved) applied to the Chief Executive Officer and the Corporate Officers is expressed as a percentage of the fixed part of the compensation. It is equal to 100% of the fixed salary for the Chief Executive Officer and to 75% of the fixed salary for the Corporate Officers.

Finally, in case of financial overachievement, the allocation of short term variable incentive compensation may involve:

the quantitative criteria (financial objectives) for a maximum of 133.3% of the fixed salary for the Chief Executive Officer and of 100% of the fixed salary for the Corporate Officers, and

the qualitative criteria (individual objectives) for a maximum of 66.6% of the fixed salary for the Chief Executive Officer and of 50% of the fixed salary for the Corporate Officers.

**b) Annual fixed and variable compensation of the Executive Officers for 2014 and 2015 fiscal years**Compensation of Mr. Remi Dorval, Chairman of the Board of Directors since June 4, 2014

The gross fixed compensation earned by and paid by the Company and its subsidiaries to Mr. Remi Dorval, Chairman of the Board of Directors, for fiscal years 2014 and 2015, is set forth in the table below.

**For fiscal year 2014**, during a meeting held on July 31, 2014, the Board of Directors resolved that Mr. Dorval would benefit, as Chairman of the Board of Directors, from a fixed amount of Directors' fees, set at 65,000, and from a fixed remuneration set at 115,000. Therefore, these fixed remuneration and fixed amount of Directors' fees were paid on a prorate basis as from June 4, 2014, the date on which his appointment as Chairman of the Board of Directors became effective. Prior to this date, Mr. Dorval received an amount of Directors' fees calculated based on the common rules to be applied to all Directors (see Item 6 Directors' compensation of our annual report on Form 20-F).

**For Fiscal year 2015**, during a meeting held on March 26, 2015, the Board of Directors renewed the compensation structure of Mr. Dorval. In addition, he benefited from a benefit in kind (company car), which was deducted from his fixed compensation.

| Remi Dorval                               | 2014                     |                          | 2015                     |                          |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
|   | Amounts earned           | Amounts paid             | Amounts earned           | Amounts paid             |
| <b>Chairman of the Board of Directors</b> |                          |                          |                          |                          |
| Fixed compensation                        | 66,314.36                | 66,314.36                | 112,001.22               | 112,001.22               |
| Annual variable compensation              | N/A                      | N/A                      | N/A                      | N/A                      |
| Multi-annual variable compensation        | N/A                      | N/A                      | N/A                      | N/A                      |
| Exceptional compensation                  | N/A                      | N/A                      | N/A                      | N/A                      |
| Retirement Indemnity                      | N/A                      | N/A                      | N/A                      | N/A                      |
| Director's fees                           | 78,395.82 <sup>(1)</sup> | 82,539.85 <sup>(2)</sup> | 65,000.00 <sup>(3)</sup> | 78,395.82 <sup>(1)</sup> |
| Benefits in kind                          | N/A                      | N/A                      | 2,560.00                 | 2,560.00                 |
| <b>Total</b>                              | <b>144,710.18</b>        | <b>148,854.21</b>        | <b>179,561.22</b>        | <b>192,957.04</b>        |

<sup>(1)</sup> Paid in January 2015 for fiscal year 2014.

<sup>(2)</sup> Paid in January 2014 for fiscal year 2013.

<sup>(3)</sup> Paid in January 2016 for fiscal year 2015.

**For fiscal year 2016**, upon the recommendation of the Appointment-Remuneration Committee, during a meeting held on March 24, 2016, the Board of Directors resolved that Mr. Dorval would benefit, as Chairman of the Board of Directors, from a fixed remuneration set at 112,001.22 and from a benefit in kind (company car) amounting to 2,560.00. The fixed amount of Directors' fees for the 2016 fiscal year will be determined during the Board of Directors meeting to be held on May 27, 2016.



**Table of Contents**Compensation of Mr. Jean-Georges Malcor, Chief Executive Officer

The variable part of the Chief Executive Officer's compensation is based on qualitative criteria (individual objectives), accounting for a third of the variable compensation, and quantitative criteria (financial objectives), accounting for two-thirds of the variable compensation. His target amount was set at 100% of his fixed compensation.

**For fiscal year 2014**, during a meeting held on March 26, 2014, the Board of Directors resolved that the variable compensation of Mr. Malcor would be composed as follows:

Quantitative criteria based on the achievement of budget objectives: Net earnings per share (25% weighting), Group free cash flow (15% weighting), Group external revenues (20% weighting), Group EBIT (20% weighting), and EBITDA minus tangible and intangible investments made in the course of the fiscal year (20% weighting); and

Qualitative criteria based on the achievement of individual objectives, related to Group governance, implementation of our restructuring plan, relations with our major customers, shareholders and financial market, our promotion and development in the industry, operational performance and human resources.

In 2014, Mr. Jean-Georges Malcor's objectives were achieved at 37% of the target amount of his variable compensation and of his fixed compensation.

**For fiscal year 2015**, during a meeting held on March 26, 2015, the Board of Directors slightly amended the variable compensation structure of Mr. Malcor, which was composed as follows:

Quantitative criteria based on the achievement of budget objectives: Group free cash flow (25% weighting), Group external revenues (25% weighting), Group EBIT (25% weighting), and EBITDA minus tangible and intangible investments made in the course of the fiscal year (25% weighting).

The level of achievement for each objective has been precisely determined by the Board of Directors but is not disclosed for confidentiality reasons.

Qualitative criteria based on the achievement of individual objectives, related to Group governance, implementation of our restructuring plan, relations with our major customers, shareholders and financial market, our promotion and development in the industry, operational performance and human resources.

In 2015, Mr. Jean-Georges Malcor's objectives were achieved at 76% of the target amount of his variable compensation and of his fixed compensation.

The gross fixed and variable compensations paid by the Company and its subsidiaries to Mr. Jean-Georges Malcor in fiscal years 2014 and 2015 are set forth below:

| Jean-Georges Malcor                               | 2014                      |                           | 2015                      |                           |
|---|---------------------------|---------------------------|---------------------------|---------------------------|
|   | Amounts earned            | Amounts paid              | Amounts earned            | Amounts paid              |
| <b>Chief Executive Officer</b>                    |                           |                           |                           |                           |
| Fixed compensation                                | 630,000.00                | 630,000.00                | 630,000.00                | 630,000.00                |
| Annual variable compensation                      | 233,100.00 <sup>(3)</sup> | 257,040.00 <sup>(1)</sup> | 480,087.00 <sup>(2)</sup> | 233,100.00 <sup>(3)</sup> |
| Multi-annual variable compensation <sup>(4)</sup> | N/A                       | N/A                       | N/A                       | N/A                       |
| Exceptional compensation                          | N/A                       | N/A                       | N/A                       | N/A                       |

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|                  |                   |                   |                     |                   |
|------------------|-------------------|-------------------|---------------------|-------------------|
| Director s fees  | N/A               | N/A               | N/A                 | N/A               |
| Benefits in kind | 11,880.00         | 11,880.00         | 11,880.00           | 11,880.00         |
| <b>Total</b>     | <b>874,980.00</b> | <b>898,920.00</b> | <b>1,212,967.00</b> | <b>874,980.00</b> |

(1) *Paid in March 2014 for fiscal year 2013.*

(2) *Paid in March 2016 for fiscal year 2015.*

(3) *Paid in March 2015 for fiscal year 2014.*

(4) *Additional details on the multi-annual variable compensation implemented on June 24, 2014 and June 25, 2015 are provided below. No compensation was earned or paid pursuant to this mechanism in 2014 and 2015.*

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**For fiscal year 2016**, upon the recommendation of the Appointment-Remuneration Committee, during a meeting held on March 24, 2016, the Board of Directors decided to maintain the amounts of the fixed compensation and benefit in kind (company car) of Mr. Malcor, set at 630,000 and 11,880, respectively. With respect to his variable compensation for 2016, the quantitative criteria will be based on the achievement of budget objectives, as follows: Group free cash flow (25% weighting), Group external revenues (25% weighting), Group EBITDA minus tangible and intangible investments made during the fiscal year (25% weighting), and Group operating income (25% weighting). The level of achievement for each objective has been precisely determined by the Board of Directors but is not disclosed for confidentiality reasons.

**Corporate Officers (Directeurs Généraux Délégués)**

*Stéphane-Paul Frydman*

The variable part of Mr. Frydman's compensation is based on qualitative criteria (individual objectives), accounting for a third of the variable compensation, and quantitative criteria (financial objectives), accounting for two-thirds of the variable compensation. His target amount was set at 75% of his fixed compensation.

**For fiscal year 2014**, during a meeting held on March 26, 2014, the Board of Directors resolved that the variable compensation of Mr. Frydman would be composed as follows:

Quantitative criteria based on the achievement of budget objectives: Net earnings per share (25% weighting), Group free cash flow (15% weighting), Group external revenues (20% weighting), Group EBIT (20% weighting), and EBITDA minus tangible and intangible investments made in the course of the fiscal year (20% weighting); and

Qualitative criteria based on the achievement of individual objectives, related to Group governance, internal control, management of our financial resources, relations with investors and the financial market as a whole, strategy and management of our capital employed and human resources.

In 2014, Mr. Frydman's objectives were achieved at 41% of the target amount of his variable compensation and 31% of his fixed compensation.

**For fiscal year 2015**, during a meeting held on March 26, 2015, the Board of Directors slightly amended the variable compensation structure of Mr. Frydman, which was composed as follows:

Quantitative criteria based on the achievement of budget objectives: Group free cash flow (25% weighting), Group external revenues (25% weighting), Group EBIT (25% weighting), and EBITDA minus tangible and intangible investments made in the course of the fiscal year (25% weighting).

The level for achievement of each objective has been precisely determined by the Board of Directors but is not disclosed for confidentiality reasons.

Qualitative criteria based on the achievement of individual objectives, related to Group governance, internal control, management of our financial resources, relations with investors and the financial market as a whole, strategy and management of our capital employed and human resources.

In 2015, Mr. Frydman's objectives were achieved at 76% of the target amount of his variable compensation and 57% of his fixed compensation.



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The gross fixed and variable compensations paid by the Company and its subsidiaries to Mr. Frydman in fiscal years 2014 and 2015 are set forth below:

| Stéphane-Paul Frydman                             | 2014                      |                           | 2015                      |                           |
|---|---------------------------|---------------------------|---------------------------|---------------------------|
|   | Amounts earned            | Amounts paid              | Amounts earned            | Amounts paid              |
| <b>Corporate Officer</b>                          |                           |                           |                           |                           |
| Fixed compensation                                | 346,080.00                | 346,080.00                | 346,080.00                | 346,080.00                |
| Fixed compensation as Executive Officer           | 80,000.00                 | 80,000.00                 | 80,000.00                 | 80,000.00                 |
| Profit sharing                                    | 0.00                      | 5,055.55 <sup>(1)</sup>   | N/A <sup>(2)</sup>        | 0.00                      |
| Annual variable compensation                      | 131,020.00 <sup>(3)</sup> | 142,896.00 <sup>(4)</sup> | 243,522.00 <sup>(5)</sup> | 131,020.00 <sup>(6)</sup> |
| Multi-annual variable compensation <sup>(6)</sup> | N/A                       | N/A                       | N/A                       | N/A                       |
| Exceptional compensation                          | N/A                       | N/A                       | N/A                       | N/A                       |
| Director's fees                                   | N/A                       | N/A                       | N/A                       | N/A                       |
| Benefits in kind                                  | 4,800.00                  | 4,800.00                  | 4,800.00                  | 4,800.00                  |
| <b>Total</b>                                      | <b>561,900.00</b>         | <b>578,831.55</b>         | <b>674,402.00</b>         | <b>561,900.00</b>         |

<sup>(1)</sup> Paid in July 2014 for fiscal year 2013, pursuant to the profit sharing agreement dated June 20, 2012 and relating to 2012, 2013 and 2014 fiscal years. Mr. Frydman benefited from this profit sharing agreement by virtue of his employment agreement.

<sup>(2)</sup> The profit sharing agreement dated June 20, 2012 has not been renewed.

<sup>(3)</sup> Paid in March 2014 for fiscal year 2013.

<sup>(4)</sup> Paid in March 2016 for fiscal year 2015.

<sup>(5)</sup> Paid in March 2015 for fiscal year 2014.

<sup>(6)</sup> Additional details on the multi-annual variable compensation implemented on June 26, 2014 and June 25, 2015 are provided below. No compensation was earned or paid pursuant to this mechanism in 2014 and 2015.

**For fiscal year 2016**, upon the recommendation of the Appointment-Remuneration Committee, during a meeting held on March 24, 2016, the Board of Directors decided to maintain the amounts of the fixed compensation and benefit in kind (company car) of Mr. Frydman, set at 346,080 and 4,800, respectively. His fixed compensation as Corporate Officer is also maintained at 80,000. With respect to his variable compensation for 2016, the quantitative criteria will be based on the achievement of budget objectives, as follows: Group free cash flow (25% weighting), Group external revenues (25% weighting), Group EBITDA minus tangible and intangible investments made during the fiscal year (25% weighting), and Group operating income (25% weighting). The level of achievement for each objective has been precisely determined by the Board of Directors but is not disclosed for confidentiality reasons.

**Pascal Rouiller**

The variable part of Mr. Rouiller's compensation is based on qualitative criteria (individual objectives), accounting for a third of the variable compensation, and quantitative criteria (financial objectives), accounting for two-thirds of the variable compensation. His target amount was set at 75% of his fixed compensation.

**For fiscal year 2014**, during a meeting held on March 26, 2014, the Board of Directors resolved that the variable compensation of Mr. Rouiller would be composed as follows:

Quantitative criteria based on the achievement of budget objectives: Net earnings per share (25% weighting), Group free cash flow (15% weighting), Group EBITDAS minus tangible and intangible investments made during the fiscal year (10% weighting), Equipment EBITDAS minus tangible and intangible investments made during the fiscal year (10% weighting), Equipment segment production (20% weighting), Group EBIT (10% weighting), and Equipment segment EBIT (10% weighting); and

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Qualitative criteria based on the achievement of individual objectives, related to HSE, our Group performance plan, technology, strategic development of the Equipment segment and human resources.

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In 2014, Mr. Rouiller's objectives were achieved at 38% of the target amount of his variable compensation and 28% of his fixed compensation.

**For fiscal year 2015**, during a meeting held on March 26, 2015, the Board of Directors slightly amended the variable compensation structure of Mr. Rouiller, which was composed as follows:

Quantitative criteria based on the achievement of budget objectives: Group free cash flow (25% weighting), Group external revenues (12.5% weighting), Group EBITDA minus tangible and intangible investments made during the fiscal year (12.5% weighting), Equipment EBITDA minus tangible and intangible investments made during the fiscal year (12.5% weighting), Equipment segment production (12.5% weighting), Group EBIT (12.5% weighting), and Equipment segment EBIT (12.5% weighting).

The level of achievement for each objective has been precisely determined by the Board of Directors but is not disclosed for confidentiality reasons.

Qualitative criteria based on the achievement of individual objectives, related to HSE, our Group performance plan, technology, strategic development of the Equipment segment and human resources.

In 2015, Mr. Rouiller's objectives were achieved at 67% of the target amount of his variable compensation and 50% of his fixed compensation.

The gross fixed and variable compensations paid by the Company and its subsidiaries to Mr. Pascal Rouiller, in fiscal years 2014 and 2015 are set forth below:

| Pascal Rouiller                                   | 2014                      |                           | 2015                      |                           |
|---|---------------------------|---------------------------|---------------------------|---------------------------|
|   | Amounts earned            | Amounts paid              | Amounts earned            | Amounts paid              |
| <b>Corporate Officer</b>                          |                           |                           |                           |                           |
| Fixed compensation                                | 346,080.00 <sup>(1)</sup> | 346,080.00 <sup>(1)</sup> | 346,080.00 <sup>(1)</sup> | 346,080.00 <sup>(1)</sup> |
| Fixed compensation as Executive Officer           | 80,000.00                 | 80,000.00                 | 80,000.00                 | 80,000.00                 |
| Profit sharing                                    | 0.00                      | 4,904.64 <sup>(4)</sup>   | N/A <sup>(3)</sup>        | 0.00                      |
| Annual variable compensation                      | 120,368.00 <sup>(5)</sup> | 162,448.00 <sup>(6)</sup> | 213,844.00 <sup>(7)</sup> | 120,368.00 <sup>(7)</sup> |
| Multi-annual variable compensation <sup>(7)</sup> | N/A                       | N/A                       | N/A                       | N/A                       |
| Exceptional compensation                          | N/A                       | N/A                       | N/A                       | N/A                       |
| Director's fees                                   | N/A                       | N/A                       | N/A                       | N/A                       |
| Benefits in kind                                  | 5,280.00                  | 5,280.00                  | 5,280.00                  | 5,280.00                  |
| <b>Total</b>                                      | <b>551,728.00</b>         | <b>598,712.64</b>         | <b>645,244.00</b>         | <b>551,728.00</b>         |

<sup>(1)</sup> Including 12,000 paid pursuant to his position as Executive Officer in Sercel SA.

<sup>(2)</sup> Paid in July 2014 for fiscal year 2013, pursuant to the profit sharing agreement dated June 20, 2012 and relating to 2012, 2013 and 2014 fiscal years. Mr. Rouiller benefited from this profit sharing agreement by virtue of his employment agreement.

<sup>(3)</sup> The profit sharing agreement dated June 20, 2012 has not been renewed.

<sup>(4)</sup> Paid in March 2014 for fiscal year 2013.

<sup>(5)</sup> Paid in March 2016 for fiscal year 2015.

<sup>(6)</sup> Paid in March 2015 for fiscal year 2014.

<sup>(7)</sup> Additional details on the multi-annual variable compensation implemented on June 26, 2014 and June 25, 2015 are provided below. No compensation was earned or paid pursuant to this mechanism in 2014 and 2015.

**For fiscal year 2016**, upon the recommendation of the Appointment-Remuneration Committee, during a meeting held on March 24, 2016, the Board of Directors decided to maintain the amounts of the fixed compensation and benefit in kind (company car) of Mr. Rouiller, set at 346,080 (including 12,000 pursuant to his position as Executive Officer in Sercel SA) and 5,280, respectively. His fixed compensation as Corporate Officer is also maintained at 80,000. With respect to his variable compensation for 2016, the quantitative criteria will be based on the achievement of budget objectives, as follows: Group free cash flow (25%



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weighting), Group external revenues (25% weighting), Group EBITDA minus tangible and intangible investments made during the fiscal year (25% weighting), and Group operating income (25% weighting). The level for achievement of each objective has been precisely determined by the Board of Directors but is not disclosed for confidentiality reasons.

*Sophie Zurquiyah*

Ms. Sophie Zurquiyah has been appointed Corporate Officer effective September 1, 2015. The Board of Directors resolved that, in addition to her duties as Corporate Officer, she would continue her employment contract with CGG Services (U.S.) Inc. (a US subsidiary of CGG SA), i.e. the supervision of the Subsurface Imaging, Multi-clients New Ventures, GeoSoftware and GeoConsulting business lines. Such position being technically distinct from her position as Corporate Officer, she will still benefit from a distinct compensation than the one due as Corporate Officer. The compensation due pursuant to her employment contract with CGG Services (U.S.) Inc. was not amended after her appointment as Corporate Officer. The Board of Directors resolved to allocate a fixed compensation amounting to 80,000.00 per year to Ms. Sophie Zurquiyah for her position as Corporate Officer.

**For fiscal year 2015**, Ms. Sophie Zurquiyah did not receive any other variable compensation than the one due for her position as Chief Operating Officer.

The gross fixed and variable compensations paid by the Company and its subsidiaries to Ms. Zurquiyah, in fiscal year 2015 are set forth below:

| <b>Sophie Zurquiyah</b>                           | <b>2015</b>               |                           |
|---|---------------------------|---------------------------|
|   | <b>Amounts earned</b>     | <b>Amounts paid</b>       |
| <b>Corporate Officer</b>                          |                           |                           |
| Fixed compensation                                | 448,915.00 <sup>(1)</sup> | 448,915.00 <sup>(1)</sup> |
| Fixed compensation as Executive Officer           | 26,668.00 <sup>(2)</sup>  | 26,668.00 <sup>(2)</sup>  |
| Profit sharing                                    | N/A <sup>(3)</sup>        | N/A <sup>(3)</sup>        |
| Annual variable compensation                      | 248,073.81 <sup>(4)</sup> | 206,051.00 <sup>(6)</sup> |
| Multi-annual variable compensation <sup>(7)</sup> | N/A                       | N/A                       |
| Exceptional compensation                          | N/A                       | N/A                       |
| Director's fees                                   | N/A                       | N/A                       |
| Benefits in kind                                  | N/A                       | N/A                       |
| <b>Total</b>                                      | <b>723,656.81</b>         | <b>681,634.00</b>         |

<sup>(1)</sup> The fixed compensation of Ms. Zurquiyah pursuant to her employment agreement is paid in US dollars. The above information is presented in euros, based on an average US\$/€ exchange rate of 0.8978 over the fiscal year 2015.

<sup>(2)</sup> Ms. Zurquiyah was appointed as Corporate Officer as of September 1, 2015. Therefore, the fixed compensation in this respect was paid on a prorate basis as of September 1, 2015.

<sup>(3)</sup> Ms. Zurquiyah has not benefited from the profit sharing agreement dated June 20, 2012 since she joined the Group on February 4, 2013.

<sup>(4)</sup> Paid in March 2016 for fiscal year 2015. This annual variable compensation relates to her employment agreement only. No annual variable compensation was paid to Ms. Zurquiyah in the course of 2015 pursuant to her position as Corporate Officer.

<sup>(5)</sup> Paid in March 2015 for fiscal year 2014 with respect to Ms. Zurquiyah's employment agreement.

<sup>(6)</sup> The annual variable compensation paid in 2015 to Ms. Zurquiyah was paid in US dollars. The above information is presented in euros, based on an average US\$/€ exchange rate of 0.8978 over the fiscal year 2015.

<sup>(7)</sup> Additional details on the multi-annual variable compensation implemented on June 26, 2014 and June 25, 2015 are provided below. No compensation was earned or paid pursuant to this mechanism in 2014 and 2015.

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**For fiscal year 2016**, upon the recommendation of the Appointment-Remuneration Committee, during a meeting held on March 24, 2016, the Board of Directors decided to maintain the fixed compensation of Ms. Zurquiyah for her position as Corporate Officer, set at 80,000.00.

The other components of Ms. Zurquiyah's compensation, due pursuant to her employment contract, are paid by the company CGG Services (U.S.) Inc. For fiscal year 2016, her fixed compensation is set at US\$500,000. With respect to her variable compensation for 2016, the quantitative criteria will be based on the achievement of budget objectives, as follows: Group free cash flow (25% weighting), Group external revenues (25% weighting), Group EBITDA minus tangible and intangible investments made during the fiscal year (25% weighting), and Group operating income (25% weighting). The level of achievement for each objective has been precisely determined by the Board of Directors but is not disclosed for confidentiality reasons.

***Multi-annual bonus plan in the form of performance units***

On June 26, 2014 and June 25, 2015, the Board of Directors of the Company, upon the Appointment-Remuneration Committee's proposal, implemented a multi-annual bonus system in the form of performance units, replacing the performance shares plans with a twofold objective:

Implement a globally harmonized remuneration mechanism consistent with the growing internalization of our Group, and

Establish a closer link between the remuneration of the main senior executives and the share price performance and the economic performance of the Group taken as a whole on a mid-term basis (three years).

The Corporate Committee members (including the Chief Executive Officer and the Corporate Officers) along with the senior executives of the Group and certain employees contributing to the Group performance or with a strong evolution potential within the Group are eligible for the plan.

The performance units vest upon the expiry of a three-year period from the allocation date subject to a presence condition in the Group at the time of vesting and achievement of certain performance conditions. These performance conditions are based on precise and predetermined qualitative criteria, which are not described in this report for confidentiality concerns. These performance conditions, each conditioning the vesting of 50% of the allocation, are based on the achievement of Group objectives related to the return on capital employed and balance sheet structure along with achievement of business segments' financial objectives aligned with the Group strategic orientations over a three-year period.

The number of vested performance units under these two plans is based on achievement of the Group objectives up to 60% of the global allocation. The balance is allocated based on the achievement of the segments' objectives.

The valuation of each vested performance unit under these two plans shall be equal to the average closing price of CGG shares on Euronext over the five trading days prior to the vesting date. The vested performance units will be paid half in cash and half in existing CGG shares.

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The performance units allocated to the Chief Executive Officer and the Corporate Officers by the Board of Directors on June 26, 2014 and June 25, 2015 are set forth below:

| Name of the Executive Officer  | Date of Board meeting     | Maximum number of Performance Units | Valuation of performance units pursuant to the method used for consolidated financial statements ( ) | Acquisition date |
|--------------------------------|---------------------------|-------------------------------------|--|------------------|
| Jean-Georges MALCOR            | 06.26.2014                | 27,500                              | 61,500   | 06.26.2017       |
| <i>Chief Executive Officer</i> |                           |                                     |  |                  |
| Stéphane-Paul FRYDMAN          | 06.26.2014                | 12,500                              | 28,000   | 06.26.2017       |
| <i>Corporate Officer</i>       |                           |                                     |  |                  |
| Pascal ROUILLER                | 06.26.2014                | 12,500                              | 28,000   | 06.26.2017       |
| <i>Corporate Officer</i>       |                           |                                     |  |                  |
| Jean-Georges MALCOR            | 06.25.2015                | 27,500                              | 129,000  | 06.25.2018       |
| <i>Chief Executive Officer</i> |                           |                                     |  |                  |
| Stéphane-Paul FRYDMAN          | 06.25.2015                | 12,500                              | 59,000   | 06.25.2018       |
| <i>Corporate Officer</i>       |                           |                                     |  |                  |
| Pascal ROUILLER                | 06.25.2015                | 12,500                              | 59,000   | 06.25.2018       |
| <i>Corporate Officer</i>       |                           |                                     |  |                  |
| Sophie ZURQUIYAH               | 06.25.2015 <sup>(a)</sup> | 10,000                              | 47,000   | 06.25.2018       |
| <i>Corporate Officer</i>       |                           |                                     |  |                  |

<sup>(a)</sup> As of the date of this plan, Ms. Zurquiyah was not yet executive officer of the Company.

**Corporate Committee**

As of December 31, 2015, the compensation of the members of Corporate Committee consists of a fixed element and a bonus.

The variable part of this compensation is based on the achievement of Group's financial objectives such as the operating income, free cash flow and external revenues of the Group, as well as on the achievement of commercial and financial objectives within each segment of the Group and their respective heads. This variable part is also based on the achievement of qualitative individual objectives.

Considering the importance of this variable part, the amount of the Corporate Committee members' compensation may significantly vary from one year to another. The variable part is set and paid the following year, in March.

The aggregate compensation of our Corporate Committee, including the Executive Officers paid in fiscal year 2015 was 3,104,744, including the benefits in kind but excluding Directors' fees, if any.

**Contractual indemnity in case of termination**

Chief Executive Officer

The Board of Directors of June 4, 2014, having renewed the term of office of Mr. Jean-Georges Malcor for a three-year period, also renewed, for the duration of this office, the terms and conditions of the advantages granted to Mr. Jean-Georges Malcor in case of termination of its term of office as they had previously been approved by the Board of Directors of May 10, 2012 and ratified by the General Meeting of May 3, 2013. These benefits were ratified during the General Meeting held on May 29, 2015.



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These advantages are the following:

Mr. Jean-Georges Malcor does not benefit from any contractual termination indemnity, except in case of a forced departure relating to a change of control or a change of strategy. Such indemnity shall be equal to the difference between:

- (i) a gross amount of 200% of the gross fixed compensation paid by the Company to Mr. Jean-Georges Malcor during the 12-month period preceding his departure date, to which is added the annual average of the variable compensation paid by the Company to Mr. Jean-Georges Malcor over the 36-month period preceding his departure date, (hereinafter the Reference Annual Compensation ), and
- (ii) any sum to which Mr. Jean-Georges Malcor may be entitled as a result of his departure from the Group, 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 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, calculated over the 60 trading days preceding the departure date, of the ratio of the CGG ADS price over the PHLX Oil Service Sector<sup>SM</sup> (OSX<sup>SM</sup>) index shall equal at least two-thirds of the same average ratio over the same 60-day period four years before the date on which Mr. Malcor leaves the Group;

The average, calculated over the 60 trading days preceding the departure date, of the ratio of the CGG share price over the SBF 120 index shall equal at least two-thirds of the same average ratio over the same 60-day period four years before the date on which Mr. Malcor leaves the Group;

The average margin rate of the Group EBITDAS over the four years preceding the date on which Mr. Malcor leaves the Group 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.

Finally, pursuant to said Article L.225-42-1 of the French Commercial Code in particular, the Board of Directors shall verify prior to the payment of the special severance payment (i) that the performance conditions described above are duly fulfilled and (ii) that the payment of such special termination indemnity complies with the Corporate Governance Code applicable at the date of departure.

### Corporate Officers (Directeurs Généraux Délégués)

The benefits granted to Messrs. Frydman and Rouiller in case of their departure from the Group were renewed by the Board of Directors on February 25, 2015 upon renewal of their term of office and were ratified by the General Meeting of May 29, 2015.

The benefits granted to Ms. Zurquiyah in case of departure from the Group were approved by the Board of Directors on July 30, 2015 and will be submitted to the General Meeting of May 27, 2016 for ratification.

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These benefits include the following:

Messrs. Frydman and Rouiller and Ms. Zurquiyah will benefit from a special termination indemnity in the event of a forced departure relating to a change of control or a change of strategy. The amount of this indemnity is set at the difference between:

- (i) a gross amount of 200% of the gross fixed compensation paid by the Company and/or any of its affiliates during the 12-month period preceding their departure date, to which is added the annual average of the variable compensation paid by the Company and/or any of its affiliates over the 36-month period preceding their departure date (hereinafter the Reference Annual Compensation ), and
- (ii) any amounts to which they may claim entitlement in case of departure from the Group, particularly, the indemnities that could be paid in connection with their non-compete agreement referred to below. The global amount of such special termination indemnity shall not exceed 200% of the Reference Annual Compensation.

In accordance with Article L.225-42-1 of the French Commercial Code, payment of the special termination indemnity is subject to performance conditions to be assessed with regard to the Company's performance based on the fulfillment of at least two of the following three objectives:

The average of the ratio between the CGG ADS price over the PHLX Oil Service Sector<sup>SM</sup> (OSX<sup>SM</sup>) index over the 60 trading days preceding the date of departure shall equal at least two-thirds of the same average ratio assessed over the same period of 60 trading days four years before the beneficiary leaves the Group;

The average of the ratio of the CGG share price over the SBF 120 index over the 60 trading days preceding the date of departure shall equal at least two-thirds of the same average ratio assessed over the same period of 60 trading days four years before the beneficiary leaves the Group;

The average Group EBITDAS margin over the four years preceding the date of departure 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. Should only one of the objectives be fulfilled, then the beneficiary would only be entitled to 50% of his/her special termination indemnity.

Finally, pursuant to said Article L.225-42-1 of the French Commercial Code in particular, the Board of Directors shall verify prior to the payment of the special severance payment (i) that the performance conditions described above are duly fulfilled and (ii) that the payment of such special termination indemnity complies with the Corporate Governance Code applicable at the date of departure.

### **Non-compete agreement**

#### **Chief Executive Officer**

On June 30, 2010, the Board of Directors approved, in accordance with procedures applicable to related party agreements and provided for by Article L.225-38 et seq. of the French Commercial Code, the signature of a non-compete agreement between the Company and Mr. Jean-Georges Malcor. This agreement was ratified by the General Meeting held on May 4, 2011.

This non-compete agreement applies to any geophysical data acquisition, processing or interpretation services or the provision of equipment or products designed for the acquisition, processing or interpretation of geophysical data. Mr. Jean-Georges Malcor has agreed that he will not contribute to projects or activities in the same field as those in which he was involved at CGG for period of 18 months starting on the date on which he leaves the Group.

In consideration for this undertaking, Mr. Jean-Georges Malcor will be entitled to receive compensation corresponding to 100% of his annual reference compensation as defined in the protection letters related to payment of the contractual indemnity in case of termination of his office.



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### **Corporate Officers (Directeurs Généraux Délégués)**

On February 29, 2012, the Board of Directors approved, in accordance with procedures applicable to related party agreements and provided for by Article L.225-38 et seq. of the French Commercial Code, the signature of a non-compete agreement between the Company and Messrs. Frydman and Rouiller.

This non-compete agreement applies to any geophysical data acquisition, processing or interpretation services or the provision of equipment or products designed for the acquisition, processing or interpretation of geophysical data. Messrs. Frydman and Rouiller have agreed that they will not contribute to projects or activities in the same field as those in which they were involved within the Group.

In consideration of this non-compete agreement, for a period of 18 months starting on the day on which they leave the Group, Messrs. Frydman and Rouiller would receive compensation corresponding to 100% of their annual reference remuneration as defined in their protection letter. This agreement was ratified by the General Meeting on May 10, 2012.

Ms. Zurquiyah benefits from the same non-compete provision in the framework of her employment contract with CGG Services (U.S.) Inc.

### **General benefits plan**

#### **Chairman of the Board of Directors**

On March 26, 2015, the Board of Directors approved, in accordance with procedures applicable to related party agreements and provided for by Article L.225-38 et seq. of the French Commercial Code, the extension to Mr. Remi Dorval of the benefit of the Group's general benefits plan applicable to all employees. This agreement was ratified during General Meeting held on May 29, 2015.

#### **Chief Executive Officer**

On June 30, 2010, the Board of Directors approved, in accordance with procedures applicable to related party agreements and provided for by Article L.225-38 et seq. of the French Commercial Code, the extension to Mr. Jean-Georges Malcor of the benefit of the Group's general benefits plan applicable to all employees. This agreement was ratified by the General Meeting held on May 4, 2011.

### **Corporate Officers (Directeurs Généraux Délégués)**

On February 29, 2012, the Board of Directors approved, in accordance with procedures applicable to related party agreements and provided for by Article L.225-38 et seq. of the French Commercial Code, the application of the collective benefit plan applicable to all employees of the Group to Messrs. Frydman and Rouiller. This agreement was ratified during the General Meeting on May 10, 2012.

On March 2, 2016, the Board of Directors approved, in accordance with procedures applicable to related party agreements and provided for by Article L.225-38 and seq. of the French Commercial Code, the application of the collective benefit plan applicable to all employees of the Group to Ms. Zurquiyah. Accession to this benefit plan is compulsory since, as Corporate Officer, Ms. Zurquiyah receives a remuneration from the Company. This agreement will be submitted to the General Meeting to be held on May 27, 2016 for ratification.

### **Individual insurance covering loss of employment**

Pursuant to the procedure applicable to related-party agreements set forth by Article L.225-38 and seq. of the French Commercial Code, the Board of Directors authorized, on June 30, 2010, the Company to subscribe with GSC Gan, as from July 1, 2010, an individual insurance policy covering loss of employment, in favor of

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Mr. Jean-Georges Malcor. The annual subscription fee payable by the Company amounts to 10,413.45 for 2015. This insurance provides for the payment of a maximum of 13.4% of his 2015 target compensation (corresponding to 169,910), for a duration of 12 months. This agreement was ratified during the General Meeting held on May 4, 2011.

### **Supplemental Retirement Plan**

A supplemental retirement plan for the members of the Executive Committee of the Group (as composed prior to February 1, 2013) and the Management Board of Sercel Holding (as composed prior to April 19, 2012) (whom we refer to here as the Beneficiaries ) was implemented on December 8, 2004. This plan was closed to new comers on July 1, 2014.

The Chief Executive Officer and the Corporate Officers (except Ms. Zurquiyah) benefit from this plan. It is an additive defined benefit plan with a cap. Accruals are acquired per year of service, with a double limit:

potential rights are applied in addition to the mandatory basic and supplementary pension schemes but cannot, however, procure in aggregate for all schemes, a replacement rate exceeding 50%;

potential rights are calculated on the basis of seniority with an upper limit of 20 years. They are accrued up to:

1.5% of the remuneration used as reference, per seniority year within the company and up to 20 years, for the portion of remuneration below 20 times the French Social security upper limit,

1% of the remuneration used as reference, per seniority year within the company and up to 20 years, for the portion of remuneration above 20 times the French Social security upper limit.

The remuneration used as reference is composed of the average fixed remuneration received by the beneficiary over the last three years of activity, increased by the short-term variable remuneration based on annual performance, pursuant to current policies in place within the Company. Considering the high cyclicality of the seismic market, which may result in a strong volatility in the variable remuneration, the average used is composed of the three highest payments over the past seven years preceding the date of retirement.

Further, to participate in the plan, the Beneficiaries must comply with the main following cumulative conditions:

have liquidated their social security pension and all possible other rights to pensions;

have at least five years of service as member of the Executive Committee of the Group (as composed prior to February 1, 2013) or of the Management Board of Sercel Holding (as composed prior to April 19, 2012) and until they were 55 years of age; and

end their professional career when leaving the Company.

The conditions relating to the age and length of service are assessed taking into account the service continuity within the new governance bodies of the Group.

As of December 31, 2015, the Company's commitment under the supplemental retirement plan for Mr. Jean-Georges Malcor, Chief Executive Officer, Mr. Stéphane-Paul Frydman and Mr. Pascal Rouiller, Corporate Officers, corresponds to an annual pension equal to 15%, 31% and 26% of their annual 2015 target compensation, respectively.

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The aggregate present benefit value of this supplemental plan as of December 31, 2015 was 10,375,432 of which 886,508 has been recorded as an expense for fiscal year 2015.

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Of such present benefit value, the portions relating to (i) Mr. Jean-Georges Malcor, Chief Executive Officer, are 1,856,905 and 381,533 respectively, (ii) Mr. Stéphane-Paul Frydman, Corporate Officer, are 1,726,795 and 153,637 respectively and (iii) Mr. Pascal Rouiller, Corporate Officer are 3,811,749 and 162,369 respectively.

Pursuant to her US employment contract, Ms. Sophie ZURQUIYAH benefits from a US supplemental retirement defined contribution plan (401k).

### **Directors compensation**

Directors (excluding our Chief Executive Officer) as a group received aggregate compensation of 796,657.53 in January 2016 for services provided in their capacity as Directors during fiscal year 2015. This amount is divided into a fixed and variable component on the basis of one-third of the basic amount for function and two-thirds for presence as described hereafter. No amounts were set aside or accrued by us or our subsidiaries to provide pension, retirement or similar benefits to Directors except for our Chief Executive Officer ( Supplemental Retirement Plan ).

#### *Allocation of the basic amount:*

The fixed component is calculated on the basis of one share for each Director and an additional share as a Committee member. The remuneration of any Director appointed in the course of the year is calculated on a pro-rata temporis basis.

The variable component linked to the participation in committees and Board meetings is calculated on the basis of one share for each meeting of the Board, its committees or the Joint Committees attended, with a 1.5 share for Board or Committee Chairs (this rule will apply as well to a Chairman attending a Joint Committee meeting of all committees). A Director who participates in a Board committee s meeting as a guest does not receive any fee.

#### *Allocation of the lump sum:*

In addition to the basic amount, a lump sum is allocated as follows:

20,000 for each Director residing outside France, i.e. a global amount of 120,000;

10,000 for the Chairman of the Audit Committee;

5,000 for each other Audit Committee s member, i.e. a global amount of 20,000.

#### *Chairman of the Board of Directors*

On July 31, 2014, the Board of Directors resolved that the Chairman would benefit from a fixed amount of Directors fees of 65,000. In addition, he receives a fixed compensation as Chairman amounting to 115,000 (including a maximum amount of 8,000 relating to his company car, to be deducted from his fixed compensation).

#### *Chief Executive Officer*

The Chief Executive Officer, who is also a Director of the Company, does not receive Directors fees.

#### *Stock-options and performance shares*

Pursuant to applicable law, Directors, except the Chief Executive Officer, are not entitled to be allocated stock options and/or performance shares of the Company.





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The following table sets forth the amounts CGG paid to its Directors, for the year ended December 31, 2015:

| Name                           | Amount paid to<br>CGG's Directors<br>for fiscal year<br>2015 | Amount paid to<br>CGG's Directors<br>for fiscal year<br>2014 |
|--------------------------------|--|--|
| Olivier Appert <sup>(1)</sup>  | 42,637.35  | 62,319.48  |
| Loren Carroll                  | 69,686.99  | 71,818.11  |
| Michael Daly <sup>(2)</sup>    | 16,336.37  | N/A  |
| Jean-Yves Gilet <sup>(3)</sup> | 18,326.50  | 24,525.40  |
| Anne Guérin <sup>(4)</sup>     | 43,856.86  | N/A  |
| Didier Houssin <sup>(5)</sup>  | 26,358.11  | N/A  |
| Agnès Lemarchand               | 65,960.44  | 62,412.72  |
| Gilberte Lombard               | 84,618.03  | 79,685.24  |
| Hilde Myrberg                  | 100,376.78   | 81,651.66  |
| Robert F. Semmens              | 82,477.95  | 81,545.53  |
| Kathleen Sendall               | 83,236.70  | 80,877.71  |
| Daniel Valot                   | 61,651.97  | 82,051.87  |
| Terence Young <sup>(6)</sup>   | 36,133.49  | 61,510.98  |

<sup>(1)</sup> Mr. Appert resigned on July 30, 2015.

<sup>(2)</sup> Mr. Daly was appointed by cooptation in place of Mr. Young, on September 30, 2015.

<sup>(3)</sup> Mr. Gilet resigned on April 15, 2015.

<sup>(4)</sup> Ms. Guérin was appointed by cooptation in place of Mr. Gilet, on April 22, 2015.

<sup>(5)</sup> Mr. Houssin was appointed by cooptation in place of Mr. Appert, on July 30, 2015.

<sup>(6)</sup> Mr. Young resigned on July 30, 2015.

As of December 31, 2015, our Directors and Executive Officers held an aggregate of 166,604 shares and 6,465 ADS of CGG. As of December 31, 2015, none of our Directors and Executive Officers held, on an individual basis, shares and options representing 1% or more of our outstanding capital.

**Board practices**

The Company complies with the AFEP-MEDEF Code of corporate governance for listed companies (the AFEP-MEDEF Code). This Code is available on the website of the MEDEF ([www.medef.fr](http://www.medef.fr)).

The Appointment-Remuneration Committee and the Board review the qualification of the Directors as independent on an annual basis before release of the annual reports.

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In accordance with Article 9.1 of the AFEP-MEDEF Code, the Board of Directors considers that a Director is independent when he or she has no relationship of any kind whatsoever with the company, its group or its management that may impair his or her freedom of judgment. The Appointment-Remuneration Committee and the Board of Directors rely on the criteria set out by the AFEP-MEDEF Code to assess the independence of each Director as follows:

| <i>Name of the Director</i> | <b>Criterion no. 1</b> | <b>Criterion no. 2</b> | <b>Criterion no. 3</b> | <b>Criterion no. 4</b> | <b>Criterion no. 5</b> | <b>Criterion no. 6</b> | <b>Criterion no. 7</b> | <b>Qualification of independence established by the Board of Directors</b> |
|-----------------------------|------------------------|------------------------|------------------------|------------------------|------------------------|------------------------|------------------------|--|
| <b>Remi DORVAL</b>          | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | <b>Yes</b>   |
| <b>Jean-Georges MALCOR</b>  | No                     | No                     | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | <b>No</b>  |
| <b>Loren CARROLL</b>        | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | <b>Yes</b>   |
| <b>Michael DALY</b>         | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | <b>Yes</b>   |
| <b>Anne GUERIN</b>          | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | No                     | <b>No</b>  |
| <b>Didier HOUSSIN</b>       | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | No                     | <b>No</b>  |
| <b>Agnès LEMARCHAND</b>     | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | <b>Yes</b>   |
| <b>Gilberte LOMBARD</b>     | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | <b>Yes</b>   |
| <b>Hilde MYRBERG</b>        | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | <b>Yes</b>   |
| <b>Robert SEMMENS</b>       | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | No                     | Yes                    | <b>No</b>  |
| <b>Kathleen SENDALL</b>     | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | <b>Yes</b>   |
| <b>Daniel VALOT</b>         | Yes                    | Yes                    | Yes                    | Yes                    | Yes                    | No                     | Yes                    | <b>No</b>  |

*Yes = compliance with the AFEP-MEDEF Code in relation to independence criteria*

*No = non-compliance with the AFEP-MEDEF Code in relation to independence criteria*

These criteria are the following:

**Criterion no. 1:** not to be an employee or an Executive Director of the corporation, or an employee or Director of its parent or a company that it consolidates, and not having been in such a position for the previous five years;

**Criterion no. 2:** not to be an Executive Director of a company in which the corporation holds a directorship, directly or indirectly, on in which an employee appointed as such or an Executive Director of the corporation (currently in office or having held such office going back five years) is a Director;

**Criterion no. 3:** not to be a customer, supplier, investment banker or commercial banker:

that is material for the corporation or its group;

or for a significant part of whose business the corporation or its group accounts;

**Criterion no. 4:** not to be related by close family ties to an Executive Director;

**Criterion no. 5:** not to have been an auditor of the corporation within the past five years;

**Criterion no. 6:** not to have been a Director of the corporation for more than twelve years;

**Criterion no. 7:** not to represent a significant shareholder of the company holding more than 10% of the voting rights).

With regard to the criterion relating to the business relationship, there is no business relationship between, on the one hand, Directors and/or companies in which they hold an office and, on the other, the Company or its group. Therefore, in the absence of such a relationship, in 2015, the Board of Directors did not have to assess the significant nature of any business relationship with regard to criteria determined in relation with the characteristics of the company and the business relationship in question.

Finally, the Board of Directors also confirmed that Mr. Remi Dorval, who qualified as independent before his appointment as Chairman of the Board, continued to meet all of the criteria set out by the AFEP-MEDEF Code.



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In its meeting held on March 2, 2016, the Board therefore confirmed that seven out of the twelve Directors who were sitting on the Board at that time qualified as independent (i.e. more than half of the Board members, which is compliant with the recommendation of the AFEP-MEDEF Code<sup>1</sup>): Mrs. Agnès Lemarchand, Mrs. Gilberte Lombard, Mrs. Hilde Myrberg and Mrs. Kathleen Sendall and Messrs. Loren Carroll, Remi Dorval and Michael Daly.

The Board of Directors carries out any controls and checks it deems appropriate.

In 2015, the Board of Directors of the Company met twelve times. The average attendance rate of Directors at these meetings was 88.89%.

The table below summarizes the individual attendance rate of Directors in office at December 31, 2015 to the Board meetings.

| Directors                     | Attendance rate to the Board meetings in 2015 |
|-------------------------------|---|
| Remi DORVAL                   | 100%  |
| Jean-Georges MALCOR           | 100%  |
| Loren CARROLL                 | 91,67%  |
| Michael DALY <sup>(3)</sup>   | 60%   |
| Anne GUÉRIN <sup>(1)</sup>    | 100%  |
| Didier HOUSSIN <sup>(2)</sup> | 100%  |
| Agnès LEMARCHAND              | 83,33%  |
| Gilberte LOMBARD              | 100%  |
| Hilde MYRBERG                 | 83,33%  |
| Robert SEMMENS                | 91,67%  |
| Kathleen SENDALL              | 91,67%  |
| Daniel VALOT                  | 91,67%  |

<sup>(1)</sup> Director since April 22, 2015

<sup>(2)</sup> Director since July 30, 2015

<sup>(3)</sup> Director since September 30, 2015

### Statutory, consolidated and interim financial statements Annual Shareholders meeting:

The Board, among other things, approved the Company's annual financial statements and the 2014 consolidated annual financial statements and reviewed the interim quarterly and half-year results for fiscal year 2015 and the 2015 forecasts and the 2016 pre-budget. The Board also convened the General meeting of shareholders held in May 2015 and approved the reports and resolutions to be submitted to shareholders approval.

### Governance:

The Board approved the appointment by cooptation of three Directors. The Board reviewed the qualification of Directors as independent.

The Board also approved the renewal of the term of office of the Corporate Officers and of their letter of protection and the appointment of a new Corporate Officer.

<sup>1</sup> The AFEP-MEDEF Code recommends that independent Directors should account for half the members of the Board of Directors in widely-held corporations without controlling shareholders.

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### **Compensation:**

The Board approved the compensation components of the senior executive officers for fiscal year 2015. The Board also decided to implement (i) a stock-options plan for certain employees of the Group and a specific plan for the members of the Corporate Committee (including the Chief Executive Officer and the two Corporate Officers), subject to performance conditions, and (ii) a performance units plan for certain employees of the Group members of the Corporate Committee (including the Chief Executive Officer and the two Corporate Officers), the allocation being subject to performance conditions.

The Board also determined that the performance conditions set out in the stock option plan dated June 26, 2012 applicable to the senior executive officers and the former Executive Committee members (2<sup>nd</sup> batch) and in the stock option plan dated June 24, 2013 applicable to the senior executive officers and the other members of the Corporate Committee (1<sup>st</sup> batch) were not met.

### **Financial and strategic transactions:**

The Board approved the strategic orientations of the Group for 2015 and replied to the opinion issued by the works council on said orientations further to the information and consultation process of said council. The Board also approved the transformation plan presented by the Company on November 5, 2015 when the third quarter financial results were released.

The Board also approved the following financial transactions:

Public exchange offer of 2019 bonds convertible into and/or exchangeable for new convertible bonds due 2020 issued at a more favorable coupon and parity;

Exchange offer of the Senior Notes due 2017 whereby the Senior Notes due 2017 were exchanged for a senior secured term loan. Holders of Senior Notes due 2017 also holding Senior Notes due 2021 and 2022 were also given the opportunity to tender these 2021 and 2022 Notes; a first term loan project had been reviewed by the Board earlier in the year but was finally abandoned;

Amendments to the French and US credit facility agreements (June and November 2015 and January 2016) and to the Nordea facility agreement;

Planned capital increase for an amount of 350 million (issue premium included) with preferential subscription rights and convening of an extraordinary general meeting.

The Board also approved the legal restructuring of the North American legal entities as well as the French ones.

The Internal rules and regulations of the Board of Directors define the composition, duties and operating procedures of the Board committees. The Audit Committee and the Appointment and Remuneration Committee have their own charter. They are appended to the Internal Rules and Regulations of the Board of Directors and are available on the Company's website ([www.cgg.com](http://www.cgg.com)).

### **Appointment-Remuneration Committee:**

#### **a) Responsibilities:**

The responsibilities of this Committee in terms of propositions and/or recommendations to be made to the Board of Directors relate to:

the compensation to be paid to the senior executive officers ( *mandataires sociaux* ) to be appointed from time to time, including the procedures for setting the variable part thereof and the grant of possible benefits in kind;



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all provisions relative to the retirement of the senior executive officers considered as *mandataires sociaux* ;

for the *mandataires sociaux* , the deferred elements of the compensation packages (pension, severance payment) to be submitted to the shareholders' annual meeting;

the evaluation of financial consequences on the Company's financial statements of all compensation elements for *mandataires sociaux*;

the contracts between the Company and a *mandataire social* ;

the possible candidacies for filling Director's positions, positions as senior executive officer considered as *mandataire social* or positions as a member of a Board committee.

the periodical review of the independence of Board members;

the Directors' fees level and their allocation rules;

the realization of capital increases reserved for the employees; and

the installation of cash and/or share compensation plans.

In addition to the assignments here above described, this Committee is also in charge of:

examining compensation of the Corporate Committee ( C-Com ) members and its evolution;

carrying out performance evaluation of the Board and its committees;

carrying out performance evaluation of the Chairman of the Board and the Chief Executive Officer;

reviewing the succession planning process of C-Com members;

ensuring compliance of compensation and benefits policies with all applicable regulations;

reviewing the compensation data and other related information to be publicly disclosed by the Company in its annual reports and any other reports to be issued pursuant to applicable laws and regulations; and

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approving the policy and process of verifying and reimbursing expenses of the Directors and the senior executive officers ( *mandataires sociaux* ).

The Committee may also consider any question submitted to it by the Chairman in connection with one of the matters mentioned above.

The work of the Committee is recorded in its minutes. The Committee reports to the Board on its proceedings after each meeting.

### b) Composition:

As of December 31, 2015, the members of the Committee were as follows:

Hilde Myrberg (Chairman)<sup>(\*)</sup>

Anne Guérin

Robert Semmens

Agnès Lemarchand<sup>(\*)</sup>

Kathleen Sendall<sup>(\*)</sup>

<sup>(\*)</sup> Independent Director.

In compliance with the AFEP-MEDEF Code, this Committee is composed of a majority of independent directors. The Chairman of the Board and the Chief Executive Officer are involved in the work of the Committee relating to the appointment of Directors.



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### c) Activity:

In 2015, this Committee met six times. The average meeting attendance rate was 96.67%.

During these meetings, the Committee examined, inter alia, (i) the compensation of the Chairman of the Board, of the Chief Executive Officer and of the Corporate Officers ( *Directeurs Généraux Délégués* ) and their 2015 objectives, (ii) the compensation of the other members of the C-Com, (iii) the amount of the Directors' fees, (iv) the implementation of the new LTI program (v) the report on the qualification of Directors as independent prior to its submission to the Board of Directors, (vi) the paragraphs in the annual reports (including the management report, *Document de Référence* and our annual report on Form 20-F) regarding the compensation of the *mandataires sociaux*, (vii) the 2015 bonus plans, (viii) the succession planning, (ix) the implementation of the evaluation process for the Board and the Chief Executive Officer, (x) the composition of Board and its committees, (xi) the appointment of new Directors, (xii) the appointment of a new corporate officer.

### Principles and rules to determine the remuneration of the executive officers:

Pursuant to Article L.225-37 of the Commercial Code, the compensation of the Chairman of the Board, the Chief Executive Officer and the Corporate Officers (*Directeurs Généraux Délégués*) is defined by the Board of Directors upon proposal from the Appointment-Remuneration Committee.

The positioning of the compensation of the Chief Executive Officer and the Corporate Officers of the Company is regularly reviewed against the Company's sector and comparable compensation markets on the basis of studies carried out by specialized external firms.

### Chairman of the Board of Directors

The compensation of the Chairman of the Board of Directors included a fixed element (from which is deducted the amount of his benefit in kind (company car) and a fixed amount of Directors' fees. He does not benefit from any other kind of compensation.

### Chief Executive Officer and Corporate Officers

The Board of Directors and the Appointment-Remuneration Committee pay particular attention to ensure that the compensation policy applied is linked to the performance of the Company and focuses on creating long-term value (quantitative criteria) and the achievement of individual objectives (qualitative criteria). Consequently, significant weight is given in the structure of their compensation to the variable part of the compensation package, both short term and long term, whereas a lower weight is assigned to the fixed part compared to market practice.

Such aggregate compensation includes a fixed element, a variable bonus and benefits in kind (company car). The bonus for a given fiscal year is determined and paid during the first semester of the following fiscal year. The target amount of the short term variable incentive (the target being paid when 100% of the quantitative and qualitative objectives are achieved) applied to the Chief Executive Officer and the Corporate Officers is expressed as a percentage of the fixed part of the compensation. It is equal to 100% of the fixed salary for the Chief Executive Officer and to 75% of the fixed salary for the three Corporate Officers.

<sup>1</sup> *The description of the stock-option and performance unit plans implemented in 2015 are set forth in item 11 of the 2015 Additional Information available on our website.*

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Finally, For certain of financial achievements, the allocation of short term variable incentive compensation may involve:

the quantitative criteria (financial objectives) for a maximum of 133.3% of the fixed salary for the Chief Executive Officer and of 100% of the fixed salary for the Corporate Officers, and

the qualitative criteria (individual objectives) for a maximum of 66.6% of the fixed salary for the Chief Executive Officer and of 50% of the fixed salary for the Corporate Officers.

A detailed description of the compensations paid in 2015 to the senior executive officers are set forth in the management report (See Item 6 Compensation of our annual report on form 20-F). Information relating to deferred severance indemnity and supplementary retirement plan are also included.

**Technology/Strategy Committee:**

a) Responsibilities:

The Technology/Strategy Committee studies:

The Company's strategic options and orientations in relation to technology, markets and business;

The technologic development strategy in the various business of the Group,

The broad lines of the Group's budget;

The intellectual property protection policy;

The main R&D programs;

The strategic M&A transactions;

The Company's organic development;

The projects related to financial transactions;

The major investment transactions or disposal of assets.

b) Composition:

As of December 31, 2015, the members of the Committee were as follows:

Remi Dorval(\*) (Chairman)

Micheal Daly<sup>(\*)</sup>

Anne Gu  rin

Didier Houssin

Robert Semmens

<sup>(\*)</sup> Independent Director.

c) Activity

During 2015, this Committee met five times. The attendance rate of Committee members in this meeting was 92%. During these meetings, the Committee reviewed the Group strategic options, the market outlook and the 2015 budget. The Committee also examined the Group financing plan. The Committee was also presented an update on the current technological projects within the Acquisition segment.

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### **HSE/Sustainable Development Committee:**

#### a) Responsibilities:

The Committee's assignments are the following:

Support General Management in developing a strategic approach to Health, Safety, Security and Environment ( HSE ) & Sustainable Development ( SD ). Determine the main axes for the improvement of HSE performance on an ongoing basis. Encourage, assist and counsel General Management in maintaining and improving HSE & SD performance;

Monitor the performance of CGG's HSE & SD systems and programs, and at the Committee's discretion, recommend any changes to the Board;

Review CGG HSE & SD performance at each regularly scheduled meeting. Benchmark CGG performance against its peers in the industry;

Review the Group's high rated HSE & SD operational risks and the controls put in place to manage these risks. Review high impact incidents and near misses such as fatalities and HPIs;

Review the Group's SD programs (principally environmental, social and ethical matters) and provide support and direction concerning the mid-term and long-term direction of CGG efforts in this area;

Monitor the Group's compliance with applicable laws related to HSE & SD;

Review the Group's crisis management preparedness. Monitor any major crisis and support the Board and General Management team as necessary in the event of such a crisis;

Recommend to the Board and to General Management desirable policies and actions from its review and monitoring activity. The Committee reports to the Board on its proceedings after each meeting, on all matters within its duties and responsibilities.

#### b) Composition:

As of December 31, 2015, the members of the Committee were as follows:

Kathleen Sendall<sup>(\*)</sup> (Chairman)

Gilberte Lombard<sup>(\*)</sup>

Daniel Valot

<sup>(\*)</sup> Independent Director.

c) Activity:

In 2015, the Committee met twice. The attendance rate of Committee members was 100%.

During these meetings, the Committee reviewed the following items: (i) the high potential incidents that occurred in the Land and Marine as well the Group HSE indicators, (ii) the review of specific risks (health risks, small boat operations risks), (iii) the HSE good practices implemented within the Group and the actions implemented in terms of sustainable development.

**Audit Committee:**

a) Responsibilities:

Pursuant to its Charter, the Audit Committee is responsible for assisting the Board of Directors and, as such for preparing its assignments.

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In the scope of the duties of the Audit Committee as defined by law, the Audit Committee shall, inter alia:

monitor the financial reporting process;

monitor the effectiveness of the Company's internal control and risk management systems;

monitor the statutory audit of the annual and consolidated accounts;

review and monitor the independence of the statutory auditors.

In this scope, the Committee is specifically in charge of:

Assignments relating to accounts and financial information:

Reviewing and discussing with General Management and the statutory auditors the following items:

the consistency and appropriateness of the accounting methods adopted for establishment of the corporate and consolidated financial statements,

the consolidation perimeter,

the draft annual and consolidated accounts, semi-annual and quarterly consolidated financial statements along with their notes, and especially off-balance sheet arrangements,

the quality, comprehensiveness, accuracy and sincerity of the financial statements of the Group;

Hearing the statutory auditors report on their review, including any comments and suggestions they may have made in the scope of their audit;

Examining the draft press releases related to the Group financial results and proposing any modifications deemed necessary;

Reviewing the *Document de Référence* and the annual report on Form 20-F;

Raising any financial and accounting question that appears important to it.

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### Assignments relating to risk management and internal control:

Reviewing with the General Management (i) the Company's policy on risk management, (ii) the analysis made by the Company of its major risks (risk mapping) and (iii) the programs put in place to monitor them;

Reviewing with the General Management (i) the role and responsibilities with respect to internal control; (ii) the principles and rules of internal control defined by the Company on its general internal control environment (governance, ethics, delegation of authority, information systems...) and on the key processes (treasury, purchase, closing of the accounts, fixed assets...), (iii) the internal control quality as perceived by the Company and (iv) significant deficiencies, if any, identified by the Company or reported by the external auditors (Article L.823-16 of the French Commercial Code) as well as the corrective actions put into place;

Reviewing (i) the Report of the Chairman on Board of Directors' Composition, Preparation and Organization of the Board of Directors' Work, and Internal Control and Risk Management and (ii) the conclusions of the external auditors on this report.

### Assignments relating to internal audit:

Reviewing with General Management and the SVP in charge of Internal Audit:

the organization and operation of the internal audit;

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the activities and in particular the missions proposed in the scope of the internal audit plan approved by management and presented to the Committee;

results of internal audit reviews.

**Assignments relating to external audit:**

Reviewing with the statutory auditors their annual audit plan;

Hearing, if necessary, the statutory auditors without General Management being present;

Monitoring the procedure for selection of the auditors and issuing a recommendation to the Board of Directors on the statutory auditors whose appointment is to be submitted to the shareholders' meeting;

Monitoring the independence of the statutory auditors on annual basis;

Discussing, possibly individually the audit work with the statutory auditors and General Management and reviewing regularly with management the auditors' fees. Within the framework of a procedure that it determines annually, the Committee has sole authority to authorize performance by the auditors and/or by the members of their network of services not directly relating to their auditing mission.

**Other assignments:**

Reviewing with management and, when appropriate, the external auditors the transactions binding directly or indirectly the Company and its executive officers;

Handling, anonymously, any feedback concerning a possible internal control problem or any problem of an accounting and financial nature.

Finally, the General Management of the Company must report to the Committee any suspected fraud of a significant amount so that the Committee may proceed with any verification that it deems appropriate.

The following persons attend the Committee meetings: the Chairman of the Board of Directors, the Chief Executive Officer, the Corporate Officers, the relevant members of the E-Com, the Chief Financial Officer, the Senior Vice President Group Chief Accounting Officer, the auditors, the Senior Vice-President Internal Audit who presents an update on significant missions at least twice a year.

The Audit Committee usually meets before each session of the Board of Directors. For practical reasons that are linked to the presence of two Directors residing abroad, meetings of the Audit Committee are held in general on the eve of the Board of Directors. In order that this constraint does not prevent the proper functioning of the Committee, the Chairman of the Board and the Chief Executive Officer ensure that the members of the Committee receive the necessary documents and information sufficiently in advance in order to have sufficient time to be able to review the accounts.

Minutes of each meeting are taken. Furthermore, the Chairman of the Committee reports on its work at every Board of Directors' meeting. This report is recorded in the minutes of the Board of Directors' meeting.





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b) Composition:

As of December 31, 2015, the members of the Committee were as follows:

Gilberte Lombard<sup>(\*)</sup> (Chairman)

Loren Carroll<sup>(\*)</sup>

Didier Houssin

Agnès Lemarchand<sup>(\*)</sup>

Hilde Myrberg<sup>(\*)</sup>

<sup>(\*)</sup> Independent Director.

Gilberte Lombard was appointed as Financial Expert by the Board of Directors in 2013 pursuant to section 407 of Sarbanes Oxley Act.

Both Ms. Gilberte Lombard and Mr. Loren Carroll qualify as independent members of the Committee with specific competences in financial and accounting matters pursuant to Article L.823-19 of the French Commercial Code.

Ms. Gilberte Lombard developed an extensive financial and accounting expertise through the various financial responsibilities she has held within the HSBC Group (previously *Crédit Commercial de France*), where she spent her career. After the privatization of *Credit Commercial de France* (1987), she was the Investor relations officer, in charge of the relation with financial analysts and institutional investors, and coordinated the information policy vis a vis the shareholders of the bank: major shareholders as well as individual shareholders. After *Credit Commercial de France* had been taken over by HSBC (2000), she was appointed as head of the financial transactions (*Directeur des Opérations Financières*) in charge of structuring and implementing sales, acquisitions, mergers for HSBC and managing HSBC industrial and financial portfolio. As part of her assignments, she was appointed as member of the Board and the Audit Committee of several companies of the HSBC group in France. In 1990, she was also appointed secretary of the Board and was in charge, in particular, of the relations with the main shareholders of the bank.

Mr. Loren Carroll, through the positions he held over 15 years within Arthur Andersen, developed an extensive accounting and auditing practice, especially for public companies. He then became Chief Financial Officer of Smith International, a supplier of products and services to the oil and gas, petrochemical, and other industrial markets. Within Smith International, he was in charge of investor relations, supervision of financial activities of Public Corporation (NYSE) and merger, acquisitions and strategic development.

Both Ms. Gilberte Lombard and Mr. Loren Carroll are therefore very familiar with the financial and accounting specificities of our industrial sector and those linked to our international activities.

In compliance with the provisions of the AFEP-MEDEF Code, two thirds of the Committee is composed of independent Directors.

c) Activity:

In 2015, the Committee met nine times with an average attendance rate of Committee members of 82.22%.

During these meetings, the Committee reviewed draft versions of the annual consolidated financial statements for 2014 (and in particular the impairment tests), the statutory financial statements for 2014 and the 2015 half-year statutory financial statements and the consolidated financial statements for the first quarter, the first semester and the third quarter of 2015. It also reviewed the 2015 forecasts. The Committee also provided to the Board its recommendations concerning these financial statements. The Committee reviewed the Chairman's report on Board of Directors Composition, Preparation and Organization of the Board of Directors Work and on Internal Control and Risk Management, the 2014 annual report on Form 20-F and the *Document de Référence*.



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The Committee also met with the external auditors without General Management being present. During this meeting, the auditors and the Committee had an overview of the audit work performed for the closing of the 2014 financial statements.

In addition, the Committee was regularly kept informed of the Group's situation with respect to cash, debt, mid-term refinancing, cash flow forecasts and the Group's hedging policy. The Committee reviewed the multi-client activity including an in-depth review of its accounting principles.

The 2015/2014 risk mapping, before and after mitigation has been presented to the Audit Committee. In this scope, the Committee also approved and implemented the annual review plan of the main risks of the Group and of certain specific risks that it determined. In this scope, in particular, the Committee reviewed the information security systems, the risk related to vessel propulsion, the tender and contractual risks, monitored the Ethics Committee's actions, the Group insurance policy. The Committee also follows the commercial consultants network of the Group on a regular basis.

The Committee also examined the work to be performed by the statutory auditors in the scope of their audit on the 2015 financial statements and approved their fee estimates for this work. The audit reviews are mostly focused on significant risks which may impact the financial statements. In compliance with the Committee's procedures for its prior approval of non-audit services provided by the members of our auditors' network, the Committee reviewed such services performed in 2015 and approved them as necessary.

The Committee reviewed the activities of the internal audit team, which acts according to a plan established by the E-Com and submitted to the Committee. This plan is established in light of perceived operational and financial risks with the goal of systematically reviewing the major entities of each business lines on a five-year basis. It includes a review of the risks identified in the risk mapping presented to the Committee by the Enterprise risk management department.

The Committee was also kept regularly informed on the assessment of internal control procedures pursuant to section 404 of the Sarbanes-Oxley Act and of the results thereof. The external auditors and the internal audit presented their respective conclusions.

## **Employees**

As of December 31, 2015, we had 7,277 permanent employees worldwide. Of the total number of permanent employees, 1,970 belong to the Equipment business area, 1,628 to the Acquisition area, 3,022 to the Geology, Geophysics and Reservoir ( GGR ) area and 657 to the Group Functions, which includes shared services and corporate. 38 were employed by the holding company CGG SA. We have never experienced a material work stoppage and consider our relations with our employees to be constructive. A significant part of our permanent employees are technicians and persons holding engineering degrees; we have developed significant in-house training programs to sustain this high level of technical skills.

Our workforce of permanent employees decreased from 8,540 at December 31, 2014 to 7,277 at December 31, 2015. This decrease was mainly due to the reduction of our seismic fleet and the overall downturn of the Oil & Gas business.

The 2015 turnover rate was 17.22% (total) or 4.88% (if only voluntary leavers are taken into account). The total turnover rate was 17.83% for 2014.

Our international activity led us to recruit fewer employees in 2015 (a total of 240). We are looking for experienced technical profiles as well as young graduates, especially for the GGR area. The talents we integrate, coupled with the expertise of our teams, enable us to be at the forefront of innovation.

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The Group maintains close relations with schools and universities which can provide it with the talent it needs. Promotional actions with students include strong participation in forums and educational programs allowing school and university students to learn about geosciences. These programs are notably implemented by trade associations such as SEG (Society of Exploration Geophysicists) and EAGE (European Association of Geoscientists & Engineers).

In accordance with French law each of our French subsidiaries (representing a total of 1,742 employees) has an Employee Representation Committee (Work Council *Comité d'Entreprise*) consisting of representatives elected by our employees. The Work Council reports regularly to employees, represents employees in relations with management, is consulted on significant matters relating to working conditions and is regularly informed of economic developments. Elections held in November 2015 within the scope of the *Unité Économique et Sociale* CGG SA and CGG Services SA have led to the composition of a new *Comité d'Entreprise* as of December 2015. Elections in the Sercel Group of Companies in France have been conducted in 2013 and all the Employee Representation Committees have been renewed.

Similarly elected employee representatives are in place for our field and expatriate staff employed by CGG International, set up under the specifications of the Swiss *Code des Obligations*. Marine Commission election took place in December 2012 and led to the formation of a new Commission in 2013. Election for the Land Commission in September 2013 confirmed existing representatives for another 3 years.

In Singapore, 51 people were represented under the collective agreement as of December 31, 2015. This represents 18.8% of our Singaporean workforce. These employees are represented by the Singapore Industrial and Services Employees Union (SISEU), an affiliated union of the National Trade Union Congress.

Offshore crews on Norwegian contracts (77 employees) are all part of a collective agreement. Salaries and other conditions are negotiated with a representative nominated to represent the union. For office employees there are two different collective agreements in place, organizing a total of 31 employees out of approximately 198. Salaries are decided on an individual basis. For Norway as a whole (i.e. employees on Norwegian contract), excluding Sercel, 54.5% of the employees are covered by collective agreements.

### **Share ownership**

In accordance with French law, we are authorized annually by our shareholders at the Extraordinary General Meeting to issue ordinary shares for sale to our employees and employees of our affiliates who elect to participate in our Group Employee Savings Plan (*Plan d'Épargne Entreprise Groupe*) instituted in 1997 (the *Group Plan*). Our shareholders, at the extraordinary General Meeting held on May 29, 2015, renewed our authorization to issue up to 6,250,000 ordinary shares in sales to employees and affiliates who participate in the Group Plan. We may offer ordinary shares pursuant to the Group Plan at a price neither higher than the average market price for the 20 business days preceding the date on which the Board of Directors sets the commencement date for the offering, nor lower than 80% of such average market price. As of December 31, 2015, Group employees held 77,800 shares corresponding to 0.04% of the share capital and 0.08% of the voting rights. As of March 31, 2016, they held 8,750 shares corresponding to 0.0012% of the share capital and 0.0024% of the voting rights.

### **Stock options**

Pursuant to resolutions adopted by our Board of Directors on March 14, 2008, March 16, 2009, January 6, 2010, March 22, 2010, October 21, 2010, March 24, 2011, June 26, 2012, June 24, 2013, June 26, 2014, and June 25, 2015, our Board of Directors has granted options to certain of our employees and Executive Officers to subscribe for an aggregate of 12,046,945 ordinary shares taking into account the various adjustment made to the number of stock options issued pursuant to French law. Options with respect to 10,043,037 ordinary shares remained outstanding as of December 31, 2015, whereas options with respect to 10,635,861<sup>(1)</sup> ordinary shares remained outstanding as of March 31, 2016.

<sup>(1)</sup> As adjusted further to the capital increase of CGG SA dated February 5, 2016.

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The following table sets forth certain information relating to these stock options plans as of December 31, 2015:

| Date of Board of Directors resolution | Options granted <sup>(1)</sup> | Number of beneficiaries | Options exercised (ordinary shares) at December 31, 2015 | Options outstanding at December 31, 2015 <sup>(2)</sup> | Exercise price per ordinary share <sup>(1)</sup> | Expiration date  |
|---------------------------------------|--------------------------------|-------------------------|--|---|--|------------------|
| March 14, 2008 <sup>(4)(3)</sup>      | 1,188,500                      | 130                     | 0  | 1,098,122   | 30.95  | March 14, 2016   |
| March 16, 2009 <sup>(5)(3)</sup>      | 1,327,000                      | 149                     | 452,950  | 828,039   | 8.38   | March 16, 2017   |
| January 6, 2010 <sup>(6)(3)</sup>     | 220,000                        | 1                       | 0  | 231,538   | 13.98  | January 6, 2018  |
| March 22, 2010 <sup>(7)(3)</sup>      | 1,548,150                      | 339                     | 38,382   | 1,404,079   | 18.47  | March 22, 2018   |
| October 21, 2010 <sup>(8)(3)</sup>    | 120,000                        | 3                       | 0  | 84,194  | 16.05  | October 21, 2018 |
| March 24, 2011 <sup>(9)(3)</sup>      | 1,164,363                      | 366                     | 0  | 1,078,232   | 24.21  | March 24, 2019   |
| June 26, 2012 <sup>(10)(3)</sup>      | 1,410,625                      | 413                     | 0  | 889,876   | 17.84  | June 26, 2020    |
| June 24, 2013 <sup>(11)(3)</sup>      | 1,642,574                      | 672                     | 0  | 1,253,384   | 18.47  | June 24, 2021    |
| June 26, 2014 <sup>(12)(3)</sup>      | 1,655,843                      | 752                     | 0  | 1,497,778   | 10.29  | June 26, 2022    |
| June 25, 2015 <sup>(13)(3)</sup>      | 1,769,890                      | 749                     | 0  | 1,677,795   | 6.01   | June 25, 2023    |
| <b>Total</b>                          | <b>12,046,945</b>              |                         | <b>491,332</b>   | <b>10,043,037</b>                                       |  |                  |

(1) Pursuant to French law and the terms of the stock option plans, the numbers of options initially granted and the exercise price were adjusted following (i) our share capital increase in December 2005, (ii) our five-for-one stock split in June 2008 and (iii) our share capital increase in October 2012. The figures shown are after adjustment. However, these numbers do not take into account any adjustment linked to the share capital increase dated February 5, 2016.

(2) The stock option plans provide for the cancellation of the non-vested options if the holder is no longer our employee, Director or Executive Officer.

(3) The stock option plans provide for the cancellation of the options whether vested or not if the holder is no longer our employee, Director or Executive Officer.

(4) Options under the 2008 plan vest by one-third each year from March 2008 and can be exercised at any time. However the resulting shares cannot be sold by French tax residents before March 17, 2012.

(5) Options under the 2009 plans vest by one-third each year from March 2009 and can be exercised at any time. However the resulting shares cannot be sold by French tax residents before March 17, 2013. The 2009 plans consist of a plan granting 200,000 options to the Chairman and Chief Executive Officer and 125,000 options to the Chief Operating Officer (subject to certain performance conditions and a plan granting 1,002,000 options to certain other officers and employees.

(6) 110,000 options vest immediately, 55,000 will vest as of January 7, 2011 and 55,000 as of January 7, 2012. However during the first four years, the resulting shares cannot be sold by French tax residents before January 7, 2013 for the first batch and, January 7, 2014 for the second and third batches.

(7) Options under the March 2010 plans vest by one-third each year from March 2010 and can be exercised at any time. However the resulting shares cannot be sold by French tax residents before March 23, 2014. The March 2010 plans consist of a plan granting 200,000 options to the Chief Executive Officer (subject to certain performance conditions) and a plan granting 1,348,150 options to certain other officers and employees.

(8) Options under the October 2010 plan vest by one-third each year from October 2010 and can be exercised at any time. However the resulting shares cannot be sold by French tax residents before October 22, 2014. The October 2010 plan consists of a plan granting 120,000 options to three members of the Executive Committee.

(9) Options under the March 2011 plans vest by one-third each year from March 2011 and can be exercised at any time. However the resulting shares cannot be sold by French tax residents before March 25, 2015. The March 2011 plans consist of a plan granting 66,667 options to the Chairman and 133,333 options to the Chief Executive Officer (subject to certain performance conditions) and a plan granting 964,363 options to certain other officers and employees.

(10) Options under the June 2012 plans vest in three batches (50% in June 2014, 25% in June 2015 and 25% in June 2016) and can be exercised at any time. However the resulting shares cannot be sold by French tax residents before June 26, 2016. The June 2012 plans consist of a plan granting 200,000 options to the Chief Executive Officer, 100,000 options to each Corporate Officer (subject to certain performance conditions) and a plan granting 1,010,625 options to certain other officers and employees.

(11) Options under the June 2013 plans vest in three batches (50% in June 2015, 25% in June 2016 and 25% in June 2017) and can be exercised at any time. The June 2013 plans consist of a plan granting 200,000 options to the Chief Executive Officer, 100,000 options to each Corporate Officer (subject to certain performance conditions) and a plan granting 1,242,574 options to certain other officers and employees.

(12) Options under the June 2014 plans vest in three batches (50% in June 2016, 25% in June 2017 and 25% in June 2018) and can be exercised at any time. The June 2014 plans consist of a plan granting 200,000 options to the Chief Executive Officer, 100,000 options to each Corporate Officer (subject to certain performance conditions) and a plan granting 1,255,843 options to certain other officers and employees.

(13) Options under the June 2015 plans vest in three batches (50% in June 2017, 25% in June 2018 and 25% in June 2019) and can be exercised at any time. The June 2015 plans consist of a plan granting 220,600 options to the Chief Executive Officer, 111,000 options to each Corporate Officer (subject to certain performance conditions) and a plan granting 1,327,290 options to certain other officers and employees.

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The stock options allocated to Mr. Malcor, Chief Executive Officer, Messrs. Frydman and Rouiller, and Ms. Zurquiyah, Corporate Officers (the Executive Officers ) under the plans implemented by the Company over the last two years are set forth below:

| Name of the Executive Officer   | Date of the Plan | Nature of stock options         | Valuation of options pursuant to the method used for consolidated financial statements ( ) | Maximum number of options allocated during fiscal year <sup>(1)(2)</sup> | Subscription price <sup>(4)(5)</sup> | Exercise period                         |
|---------------------------------|------------------|---------------------------------|--|--|--------------------------------------|---|
| Jean-Georges Malcor             | 06.26.2014       | Options to subscribe for shares | 424,000  | 200,000  | 10.29                                | From 06.27.2016 to 06.26.2022 inclusive |
| Chief Executive Officer         |                  |                                 |  | 0.11% <sup>(3)</sup>   |                                      |   |
| Stéphane-Paul Frydman           | 06. 26.2014      | Options to subscribe for shares | 212,000  | 100,000  | 10.29                                | From 06.27.2016 to 06.26.2022 inclusive |
| Corporate Officer               |                  |                                 |  | 0.05% <sup>(3)</sup>   |                                      |   |
| Pascal Rouiller                 | 06. 26.2014      | Options to subscribe for shares | 212,000  | 100,000  | 10.29                                | From 06.27.2016 to 06.26.2022 inclusive |
| Corporate Officer               |                  |                                 |  | 0.05% <sup>(3)</sup>   |                                      |   |
| Jean-Georges Malcor             | 06.25.2015       | Options to subscribe for shares | 245,000  | 220,600  | 6.01                                 | From 06.26.2017 to 06.25.2023 inclusive |
| Chief Executive Officer         |                  |                                 |  | 0.11% <sup>(3)</sup>   |                                      |   |
| Stéphane-Paul Frydman           | 06.25.2015       | Options to subscribe for shares | 123,500  | 111,000  | 6.01                                 | From 06.26.2017 to 06.25.2023 inclusive |
| Corporate Officer               |                  |                                 |  | 0.05% <sup>(3)</sup>   |                                      |   |
| Pascal Rouiller                 | 06.25.2015       | Options to subscribe for shares | 123,500  | 111,000  | 6.01                                 | From 06.26.2017 to 06.25.2023 inclusive |
| Corporate Officer               |                  |                                 |  | 0.05% <sup>(3)</sup>   |                                      |   |
| Sophie Zurquiyah <sup>(6)</sup> | 06.25.2015       | Options to subscribe for shares | 88,500   | 79,500   | 6.01                                 | From 06.26.2017 to 06.25.2023 inclusive |
| Corporate Officer               |                  |                                 |  | 0.04% <sup>(3)</sup>   |                                      |   |

<sup>(1)</sup> Subject to the performance conditions described below.

<sup>(2)</sup> Maximum number of shares on the day of allocation, which does not take into account any adjustment linked to the share capital increase dated February 5, 2016.

<sup>(3)</sup> Proportion of the share capital represented by the allocation.

<sup>(4)</sup> The subscription price corresponds to the average of the opening share price on the last twenty trading days prior to the meeting of the Board of Directors granting the options.

<sup>(5)</sup> Subscription price on the day of allocation, which does not take into account any adjustment linked to the share capital increase dated February 5, 2016.

<sup>(6)</sup> As of the date of this plan, Ms. Zurquiyah was not executive officer of the Company.

Stock options are allocated without any possible discount.

The conditions of the plans applicable to the Executive Officers are those of the general plans, plus those described below.

The valuation of the options pursuant to the method used to prepare the consolidated financial statements does not necessarily correspond to the actual value that the beneficiary could derive from the exercise of the options. The exercise of the options is subject to the fulfillment of certain performance conditions and supposes a subscription price lower than the stock market price (as of the date of this report, the subscription price of all plans is above the stock market price). Moreover, the gain before tax that a stock option beneficiary may derive from the option exercise depends upon the share market price on the exercise date. This gain could be nil if, during the duration of the plan, the exercise price remains

above the share market price.

Stock option plans dated June 26, 2014 and June 25, 2015

*Performance conditions:*

The Board of Directors decided, in accordance with the provisions of the AFEF-MEDEF Code that the rights to the options would be acquired in three batches during the first four years of the plans (50% of the



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options are allocated after two years, 25% of the options are allocated after three years and 25% of the options allocated after four years) and that the acquisition of options would be subject to the following performance conditions:

1. The average, over the 60 trading days preceding the date of allocation, of the ratio of the CGG ADS price over the PHLX Oil Service Sector<sup>SM</sup> (OSX<sup>SM</sup>) index must equal at least two-thirds of the same average ratio over the same period of sixty trading days three years before the vesting date;
2. The average, over the 60 trading days preceding the date of allocation, of the ratio of the CGG share price over SBF 120 index must equal at least two-thirds of the same average ratio over the same period of sixty trading days three years before the vesting date;
3. Over the vesting period, the market price of the CGG share must have increased at least by 8% on an annual basis;
4. The Group results on average over a period of three years preceding the vesting date must reach at least 90% of the average EBITDAS annual targets as determined by the Board of Directors.

*Obligation to keep stock options under the registered form:*

Pursuant to the provisions of Article L.225-185 of the French Commercial Code, the Board of Directors decided that the number of shares resulting from the exercise of stock options that the Executive Officers benefiting from these plans will have to keep under the registered form until the end of their term shall account for 20% of the amount of the gain on the purchase price realized when exercising the options granted by the Board of Directors on June 26, 2014 and June 25, 2015.

*Prohibition of the use of hedging instruments:*

Upon the Committee's proposal and pursuant to the provisions of Code and the recommendations of the AMF, the Board of Directors reminded the Executive Officers that they should not use hedging instruments both on options and on shares resulting from the exercise of options until the end of the retention period of the shares under registered form as set by the Board pursuant to the provisions of Article L.225.185 of the French Commercial Code.

*Exercise period:*

The Board noted that the exercise of stock options by the Executive Officers is subject to compliance with the rules prohibiting trading over the shares of the Company set by the Group and which apply to all permanent insiders of the Group.

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**Performance shares**

a) Performance shares plans approved by shareholders and implemented by the Board of Directors

At the Extraordinary General Shareholders Meeting held on April 29, 2008, a performance share plan was approved by shareholders whereby performance shares representing up to 1% of our share capital outstanding on the date of allocation may be granted in one or several allocations by the Board of Directors to certain of our employees and Executive Officers during the 38-month period following the plan's approval. Pursuant to such shareholders' resolution, the Board allocated (i) 509,925 performance shares to 332 beneficiaries on March 22, 2010 and (ii) 488,586 performance shares to 365 beneficiaries on March 24, 2011.

At the Extraordinary General Shareholders Meeting held on May 4, 2011, a performance share plan was approved by shareholders whereby performance shares representing up to 1% of our share capital outstanding on the date of allocation may be granted in one or several allocations by the Board of Directors to certain of our employees and Executive Officers during the 38-month period following the plan's approval. Pursuant to such shareholders' resolution, the Board allocated 516,550 performance shares to 413 beneficiaries on June 26, 2012.

At the Extraordinary General Shareholders Meeting held on May 29, 2015, a performance share plan was approved by shareholders whereby performance shares representing up to 2% of our share capital outstanding on the date of allocation may be granted in one or several allocations by the Board of Directors to certain of our employees and Executive Officers during the 26-month period following the plan's approval. No performance shares have been allocated pursuant to this shareholder resolution.

b) Performance shares allocated to the Executive Officers in 2014 and 2015

There was no performance shares plan adopted by the Company or by any of its subsidiaries since 2012.

c) Performance shares finally allocated to Executive Officers in 2014 and 2015

Plan dated June 26, 2012:

The Board of Directors held a meeting on June 4, 2014 where it noted that, for the plan of June 26, 2012, the condition for the achievement of the EBITDAS for the Services sector had been met up to 87%, the condition for the achievement of the EBITDAS for the Equipment sector had been met up to 82%, and the condition for the achievement of the EBITDAS for the Group had been met up to 83%. As a result, Messrs. Malcor, Frydman and Rouiller were respectively allocated 9,534, 3,900 and 3,782 shares under this plan.

In accordance with the AFEP-MEDEF Code, the Board of Directors also decided at a meeting held on June 26, 2012 to set the number of additional shares that the Executive Officers are required to purchase at the end of the performance shares allocation period under the 2010 plan at one (1) share for twenty (20) allocated shares.

**Table of Contents**d) Performance shares that have become freely transferable upon expiry of the retention period, for the Executive Officers during 2014 and 2015:

2014

| Name of the Executive Officer                            | Date of the plan | Number of shares that have become freely transferable upon expiry of the retention period | Acquisition conditions |
|--|------------------|---|------------------------|
| ( <i>mandataire social</i> )<br>Jean-Georges Malcor*     | 03.22.2010       | 7,113   | N/A                    |
| <i>Chief Executive Officer</i><br>Stéphane-Paul Frydman* | 03.22.2010       | 2,766   | N/A                    |
| <i>Corporate Officer</i><br>Pascal Rouiller*             | 03.22.2010       | 2,766   | N/A                    |
| <i>Corporate Officer</i>                                 |                  |   |                        |

\* As of the date of this plan, Messrs. Malcor, Frydman and Rouiller were not yet Executive Officer of the Company.

2015

| Name of the Executive Officer                            | Date of the plan | Number of shares that have become freely transferable upon expiry of the retention period | Acquisition conditions                      |
|--|------------------|---|---|
| ( <i>mandataire social</i> )<br>Jean-Georges Malcor      | 03.24.2011       | 24,847  | 1 share to purchase for 20 allocated shares |
| <i>Chief Executive Officer</i><br>Stéphane-Paul Frydman* | 03.24.2011       | 7,634   | N/A   |
| <i>Corporate Officer</i><br>Pascal Rouiller*             | 03.24.2011       | 8,166   | N/A   |
| <i>Corporate Officer</i>                                 |                  |   |   |

\* As of the date of this plan, Messrs. Frydman and Rouiller were not yet Executive Officer of the Company.

**Table of Contents****Transactions carried out by executives or their close relatives on the Company's shares**

Pursuant to Article L.621-18-2 of the French *Code monétaire et financier* and Article 223-26 of the General Regulation of the French Market Authority, summary of the transactions carried out pursuant to the above mentioned Article L.621-18-2 are set out below.

Executive Officers, Directors and members of the corporate committees are forbidden to carry out any transaction on the Company shares, whatever its nature, including the exercise of stock options, (i) during the thirty calendar days preceding the publication of quarterly, semi-annual or annual results (the transactions on the Company shares can be carried out the day after the date of publication of the results), (ii) in case they hold any information which could have a slight influence on the share value in case of public disclosure.

| Name   | Type of transaction<br>2015                 | Date             | Number of<br>shares/ADS | Unit price | Amount of<br>the<br>transaction |
|--|---|------------------|-------------------------|------------|---------------------------------|
| <b>Olivier APPERT,</b><br>Director                                       | Share purchase                              | March 3, 2015    | 390                     | 6.3840     | 2,489.76                        |
| <b>Robert SEMMENS,</b><br>Director                                       | Share purchase                              | March 16, 2015   | 2,000                   | 5.79       | 11,587.60                       |
| <b>Gilberte LOMBARD,</b><br>Director                                     | Share purchase                              | March 17, 2015   | 2,000                   | 5.455      | 10,910.00                       |
| <b>Gilberte LOMBARD,</b><br>Director                                     | Share purchase                              | August 5, 2015   | 2,500                   | 4.205      | 10,512.50                       |
| <b>FIRST QUARTER OF 2016</b>   |   |                  |                         |            |                                 |
| <b>Jean-Georges MALCOR,</b><br>CEO and Director                          | Share purchase                              | February 5, 2016 | 182,682                 | 0.66       | 120,570.12                      |
| <b>Remi DORVAL,</b><br>Chairman of the Board of Directors                | Share purchase                              | February 5, 2016 | 18,000                  | 0.66       | 11,880                          |
| <b>Stéphane-Paul FRYDMAN,</b><br>Corporate Officer and CFO               | Share purchase                              | February 5, 2016 | 120,000                 | 0.66       | 79,200                          |
| <b>Stéphane-Paul FRYDMAN,</b><br>Corporate Officer and CFO               | Sale of shares                              | January 25, 2016 | 20,000                  | 0.87       | 17,400                          |
| <b>Pascal ROUILLER,</b><br>Corporate Officer and Chief Operating Officer | Sale of preferential<br>subscription rights | January 22, 2016 | 25,892                  | 0.282      | 7,301.54                        |
| <b>Pascal ROUILLER,</b><br>Corporate Officer and Chief Operating Officer | Share purchase                              | February 5, 2016 | 15,000                  | 0.66       | 9,900                           |
| <b>Robert SEMMENS,</b><br>Director                                       | Sale of preferential<br>subscription rights | January 26, 2016 | 4,992                   | \$0.17     | \$848.64                        |
| <b>Robert SEMMENS,</b><br>Director                                       | Sale of ADRs                                | January 25, 2016 | 965                     | \$1.88     | \$1,814.20                      |
| <b>Robert SEMMENS,</b><br>Director                                       | Share purchase                              | January 28, 2016 | 20,000                  | 0.75       | 15,000                          |
| <b>Gilberte LOMBARD,</b><br>Director                                     | Share purchase                              | February 5, 2016 | 15,249                  | 0.66       | 10,064.34                       |

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|                                    |  |                  |            |         |              |
|------------------------------------|--|------------------|------------|---------|--------------|
| Director                           |  |                  |            |         |              |
| <b>Bpifrance Participations(*)</b> | Purchase of preferential subscription rights | January 21, 2016 | 5,466,217  | 0.3189  | 1,743,176.92 |
| <b>Bpifrance Participations(*)</b> | Share purchase                               | February 5, 2016 | 53,768,385 | 0.66    | 35,487,134.1 |
| <b>Agnès LEMARCHAND,</b>           | Sale of shares                               | January 18, 2016 | 6,000      | 0.85    | 5,100        |
| Director                           |  |                  |            |         |              |
| <b>Agnès LEMARCHAND,</b>           | Share purchase                               | January 22, 2016 | 6,000      | 0.91    | 5,460        |
| Director                           |  |                  |            |         |              |
| <b>Kathleen SENDALL,</b>           | ADR purchase                                 | March 24, 2016   | 4,500      | \$0.843 | \$3,793.5    |
| Director                           |  |                  |            |         |              |

(\*) *Legal entity closely related to Ms. Anne Guérin, Director of the Company.*

**Table of Contents****Item 7: PRINCIPAL SHAREHOLDERS****Major shareholders**

The table below sets forth certain information with respect to entities known to us or ascertained from public filings to beneficially own a significant percentage of our voting securities as at March 31, 2016 and December 31, 2015, 2014 and 2013.

| Identity of Person or Group                                   | March 31,<br>2016 |                          | 2015           |                          | December 31,<br>2014 |                          | 2013           |                          |
|---|-------------------|--------------------------|----------------|--------------------------|----------------------|--------------------------|----------------|--------------------------|
|   | % of<br>shares    | % of<br>voting<br>rights | % of<br>shares | % of<br>voting<br>rights | % of<br>shares       | % of<br>voting<br>rights | % of<br>shares | % of<br>voting<br>rights |
| Bpifrance (formerly named Fonds Stratégique d Investissement) | 9.35              | 10.81                    | 7.04           | 12.68                    | 7.04                 | 12.68                    | 7.04           | 11.53                    |
| IFP Energies Nouvelles  | 1.27              | 2.11                     | 3.58           | 6.46                     | 3.58                 | 6.46                     | 3.59           | 6.55                     |
| <i>Subtotal Bpifrance and IFP Energies Nouvelles</i>          | <i>10.62</i>      | <i>12.92</i>             | <i>10.62</i>   | <i>19.14</i>             | <i>10.62</i>         | <i>19.14</i>             | <i>10.63</i>   | <i>18.08</i>             |
| DNCA Finance <sup>(1)</sup>                                   | 8.26              | 8.04                     | 7.07           | 6.37                     | 6.73                 | 6.06                     |                |                          |
| Financière de l'échiquier <sup>(2)</sup>                      | 3.16              | 3.08                     | 5.76           | 5.19                     |                      |                          |                |                          |
| Manning & Napier <sup>(3)</sup>                               | 1.21              | 1.17                     | 4.82           | 4.35                     | 4.82                 | 4.34                     | 5.48           | 5.00                     |
| Treasury stock  | 0.11              | 0.00                     | 0.45           | 0.00                     | 0.45                 | 0.00                     | 0.45           | 0.00                     |
| FCPE CGG Actionnariat <sup>(4)</sup>                          | 0.0012            | 0.0024                   | 0.04           | 0.08                     | 0.04                 | 0.08                     | 0.04           | 0.08                     |
| Public  | 76.6388           | 74.7876                  | 71.24          | 64.87                    | 77.34                | 70.38                    | 83.40          | 76.82                    |
| <b>Total</b>  | <b>100%</b>       | <b>100%</b>              | <b>100%</b>    | <b>100%</b>              | <b>100%</b>          | <b>100%</b>              | <b>100%</b>    | <b>100%</b>              |

<sup>(1)</sup> Calculated on the basis of the number of shares owned by DNCA Finance as indicated in the notice of threshold crossing dated February 5, 2016.

<sup>(2)</sup> Calculated on the basis of the number of shares owned by Financière de l'Echiquier as indicated in the notice of threshold crossing dated February 9, 2016.

<sup>(3)</sup> Calculated on the basis of the number of shares owned by Manning & Napier as indicated in the notice of threshold crossing dated December 1, 2014.

<sup>(4)</sup> Shares held by CGG Group employees.

Shares held by the Company are deprived of voting rights for all Shareholders' Meetings.

Our *statuts* provide that each ordinary share that is fully paid and has been held in registered form by the same shareholder for a period of at least two consecutive years will entitle such shareholder to two votes at Shareholders' Meetings. As of March 31, 2016, Bpifrance and IFP Energies Nouvelles held respectively 66,229,962 and 8,987,786 fully paid ordinary shares in the registered form for two consecutive years, giving Bpifrance and IFP Energies Nouvelles respectively 10.81% and 2.11% of the voting power of the outstanding ordinary shares at such date. Other than in this respect, our ordinary shares carry identical voting rights. Our *statuts* provide that fully paid ordinary shares may be held in either registered form or bearer form at the option of the shareholder. Substantially all ordinary shares held by shareholders other than IFP Energies Nouvelles and Bpifrance are presently held in bearer form.

On March 9, 2012, Bpifrance and IFP Energies Nouvelles announced that they had entered into a shareholders' agreement relating to their shareholding in order to implement a common approach on matters relating to the company.

On November 20, 2012, we issued 11,200,995 bonds convertible into and/or exchangeable for new or existing shares of the Company to be redeemed on January 1, 2019 (the 2019 OCEANES) for a total nominal amount of 360 million. The net proceeds of the issuance were used to finance part of the purchase price of the Acquisition. The convertible bonds entitle the holders to receive new and/or existing CGG shares at the ratio of one share per one bond, subject to adjustments. Under certain conditions, the bonds may be redeemed prior to maturity at our option.



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In May 2015, we initiated a simplified public exchange offer for our outstanding 11,200,995 bonds convertible into and/or exchangeable for new or existing share of the Company (convertible bonds) due 2019, with the intention to issue new convertible bonds due 2020 at a ratio of five 2020 convertible bonds for two 2019 convertible bonds tendered into the offer. On June 26, 2015, holders exchanged 90.3% of the principal amount of the existing 2019 convertible bonds (or 10,114,014 bonds). In consideration, CGG issued 25,285,035 convertible bonds maturing on January 1, 2020 for a total nominal amount of 325.1 million. The 2020 convertible bonds nominal value was set at 12.86 per bond (versus 32.14 for the 2019 convertible bonds). The new bonds bear interest at a rate of 1.75% payable semi-annually in arrears on January 1 and July 1 of each year (versus 1.25% for the 2019 convertible bonds). The bonds initially entitled the holders to receive new and/or existing CGG shares at a ratio of one share for one bond. Further to the capital increase dated February 5, 2016, this ratio was adjusted to entitle the holders to receive 1.422 share for one bond. Under certain conditions, the bonds may be redeemed prior to maturity at our option.

On January 13, 2016, the Company launched a share capital increase through the distribution of preferential subscription rights to existing shareholders to finance its Transformation Plan. The final gross proceeds amounted to 350,589,080.16, corresponding to the issuance of 531,195,576 new shares.

See Item 9: The offer and Listing Offer and Listing Details for information regarding holdings of our shares in the United States.

**Changes in share capital during 2015 and first quarter of 2016**

| Transaction                                   | Nominal value | Number of shares created | Amount of the share premium | Amount of the capital variation | Resulting total share capital |
|---|---------------|--------------------------|-----------------------------|---------------------------------|-------------------------------|
| Share capital increase dated February 5, 2016 | 0.40          | 531,195,576              | 138,110,849.76              | 212,478,230.40                  | 283,304,307                   |
| <b>Dilutive instruments</b>                   |               |                          |                             |                                 |                               |

As of December 31, 2015 and March 31, 2016, the only dilutive instruments issued were stock options and bonds convertible into new or existing shares. As of these date, the outstanding stock options convertible bonds were as follows:

|               | 12/31/2015 | Dilution% | 03/31/2016 <sup>(a)</sup> | Dilution% <sup>(a)</sup> |
|---------------|------------|-----------|---------------------------|--------------------------|
| OCEANES 2019  | 1,086,981  | 0.61%     | 1,545,687                 | 0.22%                    |
| OCEANES 2020  | 25,285,035 | 14.28%    | 35,955,320                | 5.08%                    |
| Stock-options | 10,043,037 | 5.67%     | 10,635,861                | 1.50%                    |

<sup>(a)</sup> Adjusted pursuant to the share capital increase dated February 5, 2016.

As of the date of this report, the subscription price of all stock option plans is above the stock market price.

**Employees shareholding**

Pursuant to Article L.225-102 of the French Commercial Code, we inform you that on December 31, 2015, the number of shares held by the employees of the Group, through the Group Employee Savings Plan instituted in 1997, amounted to 77,800 shares corresponding to 0.04% of the share capital and 0.08% of the voting rights of CGG.



**Table of Contents****Related party transactions**

We sell products and services to related parties, pursuant to arm's length contracts.

|  | 2015                  |              |                       | December 31,   |                |              | 2014                  |                | 2013           |
|--|-----------------------|--------------|-----------------------|----------------|----------------|--------------|-----------------------|----------------|----------------|
|  | Joint Ventures        | Associates   | Other Related Parties | Total          | Joint Ventures | Associates   | Other Related Parties | Total          | Total          |
|  | (a)                   | (b)          |                       |                | (a)            | (b)          | (c)                   |                |                |
|  | (in millions of US\$) |              |                       |                |                |              |                       |                |                |
| Sales of geophysical equipment                                     | 1.7                   | 68.8         |                       | 70.5           |                | 67.8         |                       | 67.8           | 1.4            |
| Equipment rentals and services rendered                            | 12.5                  | 48.0         |                       | 60.5           | 18.8           | 18.0         | 3.5                   | 40.3           | 64.7           |
| <b>Operating Revenue</b>   | <b>14.2</b>           | <b>116.8</b> |                       | <b>131.0</b>   | <b>18.8</b>    | <b>85.8</b>  | <b>3.5</b>            | <b>108.1</b>   | <b>66.1</b>    |
| Charter expenses   | (29.9)                |              |                       | (29.9)         | (29.9)         |              |                       | (29.9)         | (54.7)         |
| Ship management expenses   | (70.6)                |              |                       | (70.6)         | (110.7)        |              |                       | (110.7)        | (91.6)         |
| Costs of services rendered   | (7.8)                 | (6.8)        |                       | (14.6)         | (24.5)         | (3.2)        |                       | (27.7)         | (53.7)         |
| <b>Cost of operations</b>  | <b>(108.3)</b>        | <b>(6.8)</b> |                       | <b>(115.1)</b> | <b>(165.1)</b> | <b>(3.2)</b> |                       | <b>(168.3)</b> | <b>(200.0)</b> |
| <b>Other financial income (loss)</b>                               | <b>(1.6)</b>          | <b>3.4</b>   |                       | <b>1.8</b>     |                |              |                       |                |                |
| Trade accounts and notes receivable, including agency arrangements | 23.1                  | 35.0         |                       | 58.1           | 3.9            | 42.7         |                       | 46.6           | 44.4           |
| Financial assets (see note 7)                                      | 24.0                  | 38.4         |                       | 62.4           | 26.7           | 45.1         |                       | 71.8           | 25.0           |
| <b>Receivables</b>   | <b>47.1</b>           | <b>73.4</b>  |                       | <b>120.5</b>   | <b>30.6</b>    | <b>87.8</b>  |                       | <b>118.4</b>   | <b>69.4</b>    |
| Trade accounts and notes payable, including agency arrangements    | 23.9                  | 55.3         |                       | 79.2           | 21.5           | 60.6         |                       | 82.1           | 42.2           |
| Financial liabilities - Finance lease debt                         | 16.8                  |              |                       | 16.8           | 18.5           |              |                       | 18.5           | 19.9           |
| <b>Payables</b>  | <b>40.7</b>           | <b>55.3</b>  |                       | <b>96.0</b>    | <b>40.0</b>    | <b>60.6</b>  |                       | <b>100.6</b>   | <b>62.1</b>    |
| Future leases commitments  | 236.7                 |              |                       | 236.7          | 269.9          |              |                       | 269.9          | 303.6          |
| Future ship management costs                                       | 97.7                  |              |                       | 97.7           | 162.4          |              |                       | 162.4          | 253.9          |
| <b>Contractual Obligations</b>                                     | <b>334.4</b>          |              |                       | <b>334.4</b>   | <b>432.3</b>   |              |                       | <b>432.3</b>   | <b>557.5</b>   |

(a) Mainly correspond to investments in companies accounted for using the equity method in our Marine acquisition Segment (see note 8);

(b) Mainly correspond to investments in companies accounted for using the equity method in our Land and Multi-Physics acquisition Segment (see note 8);

(c) Correspond to transactions with Louis Dreyfus Armateurs (LDA); LDA was the owner, together with the Group, of Geomar SAS which owned the seismic vessel CGG Alizé. In addition, LDA provided ship management services for a portion of our fleet and Geomar SAS provided vessel charter services to LDA (see note 2).

No credit facility or loan was granted to the Company by shareholders during the last three years.

**Interest of experts and counsel**

None

**Table of Contents****Item 8: FINANCIAL INFORMATION****Consolidated statements and other financial information**

Reference is made to Item 18 for a list of all financial statements and notes thereto filed as a part of this annual report.

**Item 9: THE OFFER AND LISTING****Offer and listing details**

The trading market for our ordinary shares is Euronext Paris SA, where the ordinary shares have been listed since 1981. American Depositary Shares, or ADSs, representing ordinary shares have been traded on the New York Stock Exchange since May 1997. Each ADS represents one ordinary share. The ADSs are evidenced by American Depositary Receipts, or ADRs, issued by The Bank of New York, as Depositary, and are traded under the symbol CGG. The Bank of New York has advised us that as of March 31, 2016, there were 4,763,117 ADSs outstanding. On the basis of this information, the ADSs held on such date in the United States represented approximately 0.67% of our outstanding ordinary shares. Our by-laws provide that fully paid ordinary shares may be held in either registered or bearer form at the option of the shareholder.

**Price information on Euronext Paris.**

The tables below set forth, for the periods indicated, the high and low prices for the outstanding ordinary shares on Euronext Paris as reported by NYSE Euronext.

The table below indicates the high and low market prices for our most recent six months:

|             | Price per Share |      |
|-------------|-----------------|------|
|             | High            | Low  |
|             | ( )             |      |
| <b>2016</b> |                 |      |
| March       | 0.89            | 0.56 |
| February    | 0.75            | 0.43 |
| January     | 1.32            | 0.71 |
| <b>2015</b> |                 |      |
| December    | 3.22            | 2.44 |
| November    | 4.24            | 3.01 |
| October     | 4.33            | 3.03 |

The table below indicates the quarterly high and low market prices for our two most recent financial years and the first quarter of 2016:

|                | Price per Share |       |
|----------------|-----------------|-------|
|                | High            | Low   |
|                | ( )             |       |
| <b>2016</b>    |                 |       |
| First Quarter  | 1.32            | 0.43  |
| <b>2015</b>    |                 |       |
| First Quarter  | 6.77            | 4.51  |
| Second Quarter | 7.07            | 5.00  |
| Third Quarter  | 5.13            | 3.06  |
| Fourth Quarter | 4.33            | 2.44  |
| <b>2014</b>    |                 |       |
| First Quarter  | 12.85           | 10.61 |
| Second Quarter | 12.75           | 9.30  |
| Third Quarter  | 10.85           | 6.43  |
| Fourth Quarter | 8.87            | 4.25  |



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The table below indicates the high and low market prices for the five most recent financial years:

|      | Price per Share |       |
|------|-----------------|-------|
|      | High            | Low   |
|      | ( )             |       |
| 2015 | 7.07            | 2.44  |
| 2014 | 12.85           | 4.25  |
| 2013 | 23.60           | 11.49 |
| 2012 | 25.76           | 16.33 |
| 2011 | 31.03           | 11.43 |

**Price information on the NYSE**

The table below sets forth, for the periods indicated, the high and low sale prices for the ADSs representing our ordinary shares on the New York Stock Exchange.

The table below indicates the high and low market prices for our most recent six months:

|             | Price per Share |      |
|-------------|-----------------|------|
|             | High            | Low  |
|             | (US\$)          |      |
| <b>2016</b> |                 |      |
| March       | 1.00            | 0.70 |
| February    | 1.23            | 0.59 |
| January     | 2.95            | 0.95 |
| <b>2015</b> |                 |      |
| December    | 3.53            | 2.55 |
| November    | 4.53            | 3.30 |
| October     | 4.82            | 3.45 |

The table below indicates the quarterly high and low market prices for our two most recent financial years and the first quarter of 2016:

|                | Price per Share |       |
|----------------|-----------------|-------|
|                | High            | Low   |
|                | (US\$)          |       |
| <b>2016</b>    |                 |       |
| First Quarter  | 2.95            | 0.59  |
| <b>2015</b>    |                 |       |
| First Quarter  | 7.44            | 5.31  |
| Second Quarter | 7.98            | 5.62  |
| Third Quarter  | 5.71            | 3.50  |
| Fourth Quarter | 4.82            | 2.55  |
| <b>2014</b>    |                 |       |
| First Quarter  | 17.31           | 14.53 |
| Second Quarter | 17.55           | 12.68 |
| Third Quarter  | 14.68           | 8.38  |
| Fourth Quarter | 10.95           | 5.50  |

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The table below indicates the yearly high and low market prices on a yearly basis for the five most recent financial years:

|      | Price per Share |       |
|------|-----------------|-------|
|      | High            | Low   |
|      | (US\$)          |       |
| 2015 | 7.98            | 2.55  |
| 2014 | 17.55           | 5.50  |
| 2013 | 31.12           | 15.77 |
| 2012 | 34.84           | 20.68 |
| 2011 | 38.12           | 15.08 |

On March 2, 2016, we received notice from the New York Stock Exchange, Inc. (NYSE) that CGG is no longer in compliance with the NYSE's continued listing standards because the average per share closing price of CGG's American Depositary Shares (ADS) for the consecutive 30 trading-day period ending on March 1, 2016 was below the NYSE's price requirement of US\$1.00 per security.

On March 8, 2016, we notified the NYSE of our intention to cure the deficiency within the prescribed time frame of six months from receipt of the NYSE notice on March 2, 2016, by carrying out a reverse stock split at a ratio to be determined. We expect to present this reverse stock split for approval at our next general meeting of shareholders to be held on May 27, 2016. In the meantime, our ADSs will continue to be listed and traded on the NYSE, subject to compliance with the other NYSE continued listing standards and oversight by the NYSE. The NYSE notification does not affect our business operations or our legal and regulatory reporting requirements.

**Trading on Euronext Paris**

Official trading of listed securities on Euronext Paris is transacted through stockbrokers and other financial intermediaries, and takes place continuously on each business day from 9:00 a.m. through 5:25 p.m., with a pre-opening session from 7:15 a.m. through 9:00 a.m. during which transactions are recorded but not executed. Any trade effectuated after the close of a stock exchange session is recorded, on the next Euronext Paris trading day, at the closing price for the relevant security at the end of the previous day's session. Euronext Paris publishes a daily Official Price List that includes price information concerning listed securities. Euronext Paris has introduced continuous trading during trading hours by computer for most listed securities. Shares listed on Euronext Paris are placed in one of three categories depending on the issuer's market capitalization. Our outstanding ordinary shares are listed on Euronext Paris in the category known as *Continu*, which includes the most actively traded shares.

**Plan of distribution**

Not applicable.

**Markets**

Our ordinary shares are listed on Euronext Paris. American Depositary Shares representing our ordinary shares are listed on the New York Stock Exchange. Our 7.75% Senior Notes due 2017, our 6.5% Senior Notes due 2021, our 5.875% Senior Notes due 2020 and our 6.875% Senior Notes due 2022 are listed on the Euro MTF market in Luxembourg.

**Selling shareholders**

Not applicable.

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### **Dilution**

Not applicable.

### **Expenses of the issue**

Not applicable.

## **Item 10: ADDITIONAL INFORMATION**

### **Share capital**

Not applicable.

### **Memorandum and by-laws**

Our company is a *société anonyme*, a form of limited liability company, established under the laws of France. We are registered with the Trade Register of Paris, France under the number 969 202 241 RCS Paris. Our financial year begins on January 1 and ends on December 31 of each calendar year. The following paragraphs set forth information concerning our share capital and provide related descriptions of certain provisions of our by-laws (*statuts*), and applicable French law. This information and description do not purport to be complete and are qualified in their entirety by reference to our by-laws.

### ***Object and purposes***

Under Article 2 of our *statuts*, our object is:

to develop and operate, in any form and under any conditions whatsoever, any and all businesses relating to the geophysical surveying of soil and subsoil in any and all countries, on behalf of third parties or ourselves;

to participate directly or indirectly in any business, firm or company whose object would be likely to promote our object; and

generally, to engage in any commercial, industrial, mining, financial, personal or real property activities relating directly or indirectly to the above objects without limitation or reserve.

### ***Directors***

For a further description of the Board of Directors powers under French law and our *statuts*, see Item 6: Directors, Senior Management and Employees.

### ***Transaction with Interested Directors***

French corporate law provides for prior approval and control of transactions entered into between, directly or indirectly, us (i) and our Directors, Chief Executive Officer, Corporate Officers, or (ii) any entity in which any of these persons is at the same time an owner, partner with unlimited liability, Managing Director, Deputy Managing Director, Member of the Supervisory Board or an Executive Officer, unless (i) the transaction is entered into in the ordinary course of business and under normal terms and conditions and (ii) the transaction is entered into between us and one of our, directly or indirectly, fully owned subsidiaries. Transactions entered into between us and one of our shareholders who holds, directly or indirectly, more than 10% of our voting rights, or with an entity controlling such a shareholder, are also considered related party transactions requiring the prior approval of our Board of Directors.



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The interested party has the obligation to inform our Board of Directors as soon as it is aware of the existence of the related party transaction, and a majority of our disinterested Directors must approve the transaction. This prior approval of our Board of Directors shall be justified, in respect of the interest of the transaction for our Company, including specifying the financial conditions attached to it.

If a related party transaction is pre-approved by the majority of our disinterested Directors, our Chairman must then report the authorized transaction to our statutory auditors within one month following the entering into of this transaction. The auditors must then prepare a special report on the transaction to be submitted to our shareholders at their next General Meeting, during which our shareholders would consider the transaction for ratification (any interested shareholder would be excluded from voting). If the transaction is not ratified by the shareholders, such absence of ratification would normally and except in the case of fraud have no impact on the validity of the transaction, but the shareholders may in turn hold the Board of Directors or interested representative of the Company liable for any damages suffered as a result thereof.

Any related transaction already concluded and duly authorized by our Board of Directors in prior years and which had continued during the previous years shall be reviewed annually by our Board of Directors and must be reported to our statutory auditors for the purposes of the special report described above.

In addition, the report of our Board of Directors presented to our shareholders at the General Meeting, pursuant to Article 225-102 of the French Commercial Code, must describe all transactions, except those entered into the ordinary course of business and under normal terms and conditions, entered into between, directly or indirectly, (i) our Directors, Chief Executive Officer, Corporate Officers, one of our shareholders who holds, directly or indirectly, more than 10% of our voting rights, and (ii) one of our subsidiary, in which we directly or indirectly held for more than 50% of share capital.

Any related party transaction concluded without the prior consent of a majority of our disinterested Directors can be voided by a court, if we incur a loss as a result. In addition, an interested related party may be held liable on this basis.

### *Power to Decide Upon the Compensation of Directors, Chairman and Chief Executive Officer*

Under our *statuts*, the Shareholders Meeting may provide for the payment to the Directors of an annual fixed sum for their attendance at Board meetings (*jetons de présence*). The amount of such compensation remains unchanged until further decision by the Shareholders Meeting. The Board of Directors allocates this amount between its members in the manner it deems appropriate.

Under our *statuts*, the Board of Directors has authority to determine the compensation of its Chairman as well as of our Chief Executive Officer and Corporate Officers.

### *Borrowing powers exercisable by the Directors*

Under French company law and our *statuts*, Directors other than legal entities are forbidden to take out loans from CGG SA in any form whatsoever or to have CGG SA grant them an overdraft in current account or otherwise. It is also forbidden to have CGG SA stand as surety for them or back their commitments in respect of third parties. This prohibition also applies to Executive Officers and to permanent representatives of legal-entity Directors. It also applies to the spouses, lineal forebearers or descendants of the persons referred to in this paragraph and also to any trustee.

Also, under Article L.225-43 of the French Commercial Code, Directors, executive officers and permanent representatives of legal-entity Directors may not borrow money or obtain a guarantee from the Company. Any such loan or guarantee would be void and may not be relied upon by third parties.



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### *Retirement of Directors under an Age Limit Requirement*

Under our *statuts*, the Chairman of the Board's term of office ends, at the latest, after the annual Ordinary Shareholders Meeting following the date on which he reaches the age of 65. However, the Board of Directors may further extend the office of the Chairman, one or more times for a total period not to exceed three years. Our *statuts* also provide that when the offices of Chairman and Chief Executive Officer are held by the same person, the Chief Executive Officer's term of office ends on the same date as that of the Chairman. In accordance with Article L.225-19 of the French Commercial Code, no more than one-third of the members of the Board of Directors may be more than 70 years old, unless the *statuts* of the Company provide otherwise. Our *statuts* do not contain any provisions contrary to this limitation.

### *Number of Shares Required for a Director's Qualification*

Under our *statuts*, throughout his term of office, each Director must own at least one share. Nevertheless, the internal regulations of the Board provide that each Director owns at least 5,000 shares of the Company.

### *Share capital*

As of December 31, 2015, our issued share capital amounted to 70,826,076 divided into 177,065,192 shares of the same class with a nominal value of 0.40 per share. The shares are fully paid. Pursuant to our *statuts*, fully paid shares may be held either in registered or in bearer form at the option of the shareholder. The *statuts* also allow us to avail ourselves of a procedure known as *titres au porteur identifiables* by which we may request Euroclear France to disclose the name, nationality, address and the number of shares held by the holders of any of our securities which have, or may in the future have, voting rights. See Form, Holding and Transfer of Shares.

As of March 31, 2016, following to the capital increase dated February 5, 2016, our issued share capital amounted to 283,304,307, divided into 708,260,768 shares of the same class, with a nominal value of 0.40 per share.

### *Dividend and liquidation rights*

We may only distribute dividends out of our distributable profits, plus any amounts held in our reserves which the shareholders decide to make available for distribution, other than those reserves which are specifically required by law. Distributable profits consist of our unconsolidated net profit in each fiscal year, as increased or reduced by any profit or loss carried forward from prior years, less any contributions to the reserve accounts pursuant to law.

Under French law, before dividends may be paid with respect to any fiscal year, we must contribute a minimum of 5% of our annual unconsolidated net income to a legal reserve fund, until it reaches an amount equal to 10% of our outstanding share capital. The legal reserve is distributable only upon our liquidation.

Our *statuts* provide that the General Shareholders Meeting, either on a recommendation from the Board of Directors or on its own initiative, may allocate all or part of our distributable profits, if any, to one or more special or general reserves or to keep such profits as retained earnings to be carried forward to the next fiscal year. Any remaining distributable profits are distributed to shareholders as dividends in proportion to their holdings. However, except in the case of a decrease in share capital which aims to offset losses, no distribution may be made to shareholders when the shareholders' equity is or would become, as a result of the distribution, less than the amount of the share capital increased by amounts held in reserve accounts pursuant to law. The methods of payment of dividends are determined by the Annual General Meeting of Shareholders or by the Board of Directors in the absence of a decision by the shareholders. According to our *statuts*, the General Meeting has the power to give each shareholder the option of receiving all or part of its dividend payment in either cash or shares.

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If we have earned distributable profits since the end of the preceding fiscal year, as shown on an interim income statement certified by our auditors, the Board of Directors has the authority, without the approval of shareholders, to distribute interim dividends to the extent of such distributable profits for the period covered by the interim income statement.

Subject to the statement above regarding interim dividends, the payment of dividends is fixed at the Ordinary General Meeting of Shareholders at which the annual accounts are approved, upon the recommendation of the Board of Directors. Under French law, dividends are normally distributed to shareholders in proportion to their respective holdings. Dividends are payable to all holders of shares, except for treasury stock, issued and outstanding on the date of the Shareholders Meeting approving the distribution of dividends or, in the case of interim dividends, on the date of the Board of Directors meeting approving the distribution of interim dividends. We must make annual dividend payments within nine months of the end of our fiscal year, unless otherwise authorized by a court order. Dividends not claimed within five years of the date of payment revert to the French State.

Our Board of Directors may, at any time and for any reason, propose to an Extraordinary General Meeting of Shareholders the early dissolution of the Company and we may be placed in liquidation in compliance with the relevant provisions of the French company law. If the Company is liquidated, those of its assets remaining after payment of our debts, liquidation expenses and all of our remaining obligations will be distributed first to repay in full the nominal value of the shares, and the surplus, if any, will be distributed among the shareholders in proportion to the nominal value of their shareholdings.

### ***Changes in share capital***

#### ***Increases in the share capital***

We may increase our share capital either:

by issuing additional shares (either ordinary or preferred shares) or securities giving access, immediately or in the future, to a portion of our share capital; or

by increasing the nominal value of our existing shares.

We may issue additional shares:

for cash;

for assets contributed in kind;

upon the conversion of preferred shares, debt securities or other debt instruments previously issued;

upon the conversion of ordinary shares into preferred shares;

as a result of a merger or a split;

by the capitalization of reserves, retained earnings or issuance premiums;

for cash credits payable by the Company; or

for any combination of the preceding items.

We may increase our share capital only with the approval of the shareholders at an Extraordinary General Meeting, following a report of the Board of Directors. However, when a capital increase takes place through capitalization of reserves, retained earnings or issuance premiums, the General Meeting at which the decision to increase the capital is taken follows the quorum and majority requirements of Ordinary General Meetings. Increases effected by an increase in the nominal value of shares require unanimous approval of the shareholders, unless effected by capitalization of reserves, retained earnings or issuance premiums. See Attendance and Voting at Shareholders Meetings.

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The shareholders may delegate to the Board of Directors (i) the decision to increase the share capital or (ii) after authorizing the increase in share capital, the right to carry out any such increase. The Board of Directors may further delegate this right to the Chief Executive Officer. Each time the shareholders decide on a share capital increase or decide to delegate to the Board of Directors the decision to increase the share capital or the right to carry out a capital increase, they must also determine in a separate resolution whether or not to proceed with a capital increase reserved for employees of the Company and its subsidiaries or whether to delegate to the Board of Directors the right to carry out such reserved capital increase.

At a meeting held on May 29, 2015 our shareholders renewed the existing authorization permitting the Board of Directors to increase our share capital, through one or more issuances of securities, by an additional aggregate nominal amount of up to 35,000,000. This authorization is effective for a period not to exceed 26 months. Our shareholders have preferential rights to subscribe for such additional securities. (see Item 7: Principal shareholders – Identity of person or group ).

### *Decreases in share capital*

An Extraordinary General Meeting of Shareholders also has the power to authorize and implement a reduction in share capital which may be achieved either:

by decreasing the nominal value of our outstanding shares; or

by reducing the number of our outstanding shares.

The number of outstanding shares may be reduced either by an exchange or repurchase of shares and cancellation of shares.

According to French company law, any decrease in our share capital requires approval by the shareholders entitled to vote at an Extraordinary General Meeting. In the case of a capital reduction, other than a reduction to absorb losses and a reduction pursuant to a program of acquisition of shares, all holders of shares must be offered the possibility to participate in such a reduction. See Acquisition of our own Shares . All holders of shares in a given class of shares must be treated equally unless each affected shareholder agrees otherwise. Our creditors may oppose a capital reduction during the 20-day period following the registration with the Registry of Commerce of the minutes of the Shareholders Meeting approving the capital reduction if such reduction does not result from losses. Upon a creditor's request, the *Tribunal de Commerce* may order us to reimburse our creditors or guarantee our debt.

### *Preferential rights to subscribe*

According to French law, our current shareholders have preferential rights on a pro rata basis to subscribe (*droit préférentiel de souscription*) for any issue of additional shares to be subscribed in cash or by set-off of cash debts and to subscribe to any issue of other securities which may either directly or indirectly result in, or carry rights to subscribe for, additional shares issued by us. An Extraordinary Shareholders Meeting may decide to withdraw the shareholders' preferential right to subscribe, either in respect of any specific issue of securities, or more generally, with respect to an authorization by the Extraordinary General Meeting, to issue shares or other equity securities, for a duration not to exceed 26 months or 18 months in the case of an authorization given for an issue of securities to identified persons or categories of persons. Shareholders may also individually waive their preferential right to subscribe in respect of any offering. French law requires that the Board of Directors and our statutory auditors present reports that specifically address any proposal to waive preferential subscription rights. In the event of a waiver, the issue of securities must be completed within the period prescribed by law. Preferential rights to subscribe, if not previously waived, are tradable during the subscription period relating to a particular offering of shares and may be quoted on Euronext Paris. In the event that the preferential rights of shareholders are withdrawn, the Shareholders Meeting has the power to grant, or to authorize the Board of Directors to grant, existing shareholders a non-transferable priority right (*délai de priorité*) to subscribe for new shares issued during a minimum period of three trading days.

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*Attendance and voting at Shareholders Meetings*

*General*

In accordance with French law, General Shareholders Meetings may be ordinary or extraordinary. Ordinary General Meetings of Shareholders are required for matters such as:

the election, replacement and removal of Directors;

the appointment of statutory auditors;

the approval of annual accounts;

more generally, all decisions which do not require the approval of the Extraordinary General Meeting of the Shareholders; and

the declaration of dividends or the authorization for dividends to be paid in shares.

Extraordinary General Meetings of Shareholders are required for approval of all matters and decisions involving:

changes in our *statuts* (including changing our corporate purposes);

increasing or reducing our share capital;

change of nationality of the Company, subject to certain conditions as described in Article L.225-97 of the French Commercial Code;

extending or abridging the duration of the Company;

mergers and spin-offs;

creation of a new class of shares;

authorization of notes or other securities giving access, immediately or in the future, to a portion of our share capital;

transformation of our Company into another legal form; and

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voluntary liquidation of our Company before the end of its statutory term.

### *Annual Ordinary Meetings*

Our Board of Directors must convene the Annual Ordinary General Meeting of Shareholders each year for approval of the annual accounts. This meeting must be held within six months of the end of our fiscal year, unless such time is extended by an order of the President of the *Tribunal de Commerce* pursuant to a request. Other Ordinary or Extraordinary Meetings may be called at any time during the year. Meetings of Shareholders may be convened by the Board of Directors or, in the circumstances prescribed by law, if the Board of Directors fails to call such a meeting, by our statutory auditors or by an administrator appointed by the President of the *Tribunal de Commerce* or by a shareholder holding the majority of the share capital or voting rights following a public offer or the transfer of a block trade. Any of the following may request the President of the *Tribunal de Commerce* to appoint an administrator:

one or several shareholders holding in the aggregate at least 5% of our share capital;

any interested parties in case of emergency;

the Workers' Committee in case of emergency; or

an association of shareholders who have held the shares in registered form for at least two years and holding, in the aggregate, at least 1% of our voting rights.

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### *Notice of Shareholders Meetings*

French law requires that a preliminary notice (*avis de réunion*) of a General Meeting of a listed company be published in the *Bulletin des Annonces Légales Obligatoires* ( BALO ) at least 35 days before the date set for the meeting. Such preliminary notice, the text of the resolutions proposed by the Board of Directors, the resolutions or the points presented by the shareholders together with the aggregate number of voting rights and shares of the Company and certain documents useful for the meeting must be published on the Company's website at least 21 days (or 15 days in case of a takeover bid) before the date of the meeting. A copy of the preliminary notice can first be sent to the *Autorité des marchés financiers* (the AMF ), the self-regulatory organization that has general regulatory authority over the French regulated exchanges, with an indication of the date of its publication in the BALO. The preliminary notice of a General Meeting must mainly state the details of the Company and information about the voting process and the meeting, the matters to be discussed at the meeting and the draft of the resolutions to be discussed, but also describe how the shareholders can request the inclusion of points or draft resolutions or questions on the agenda of the General Meeting as well as information regarding the vote by proxy, the address of the Company website, the date of registration of the securities and how and when to consult the final text. The agenda of the meeting and the draft of the resolutions to be discussed, such as described in the preliminary notice, may only be modified between the date of publication of the preliminary notice and the twenty-first day preceding the General Meeting. From the date of publication until 25 days before the date of the General Meeting (or within 10 days from the date of the General Meeting in case of a takeover bid), additional resolutions to be submitted for approval by the shareholders or points to be discussed at the meeting may be proposed to the Board of Directors by:

one or more shareholders holding, in the aggregate, a certain percentage of our share capital (0.5% to 4% determined on the basis of a statutory formula relating to capitalization); or

a duly authorized association of shareholders who have held their shares in registered form for at least two years and holding, in the aggregate, at least 1% of our voting rights.

The Board of Directors must submit these resolutions to a vote of the shareholders.

At least 15 days before the date set for any General Meeting on first call, and at least 10 days before any General Meeting on second call (and at least 6 and 4 days, respectively, in case of takeover bid), we must send a notice (*avis de convocation*) by mail, or by electronic mail if accepted by the holder of registered shares, to all holders of registered shares who have held such shares for more than one month prior to the date of the notice. Notice of the Meeting must also be given by publication in a journal authorized to publish legal announcements in the local administrative department (*département*) in which we are registered as well as in the BALO, with prior notice having been given to the AMF. Such a notice must mainly include the details of the Company, as well as a description of the type, agenda, place, date and time of the meeting and other information about the voting process. With the sole exception of removal and replacement of Directors (which may be discussed at any meeting), any matter which does not appear on the agenda may not be discussed at the meeting.

### *Attendance and voting at Shareholders Meetings*

Attendance and exercise of voting rights at both Ordinary and Extraordinary General Meetings of Shareholders are subject to certain conditions. A shareholder does not need to have a minimum number of shares in order to be able to attend or be represented at an Extraordinary General Meeting. Any statutory provision to the contrary is null and void. In order to participate in any General Meeting, a holder of registered shares must have paid up its shares and have its shares registered in his name or in the name of the accredited financial intermediary referred to in Article L.228-1 of the French Commercial Code in a shareholder account maintained by us or on our behalf two business days prior to the meeting. Similarly, a holder of bearer shares must obtain from the accredited financial intermediary (*intermédiaire financier habilité*) with whom such holder has deposited its shares a statement of holdings and send it to the location specified in the notice of the meeting two business days before the meeting convenes.

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### *Proxies and Votes by Mail*

Subject to the foregoing, all shareholders have the right to participate in General Meetings, either in person, by a proxy or by mail and, subject only to any applicable laws, may vote according to the number of shares they hold. Proxies may be granted by a shareholder to:

another shareholder;

his or her spouse;

the person with whom the shareholder has entered into a civil solidarity pact ( PACS );

any other natural or legal person of his or her choice.

The shareholder must write and send us the proxy.

In case in which the proxy is given to someone else than the shareholder's spouse or the person with who a PACS has been concluded, the proxy must inform the shareholder of any conflict of interest by registered letter in accordance with Article L.225-106-1 of the French Commercial Code.

Alternatively, the shareholder may send us a blank proxy without nominating any representative. In that case, the Chairman of the Shareholders Meeting will vote the shares with respect to which such blank proxy has been given in favor of all resolutions proposed or approved by the Board of Directors and against all others. We will send proxy forms to any shareholder on request, provided such request is received by the Company at least six days before the date of the relevant General Meeting. In order to be counted, we must receive proxy forms at our registered office or at such other address indicated in the notice convening the meeting prior to the date of the relevant General Meeting. With respect to voting by mail, we must send our shareholders a form of such vote and we must receive the form at least three days prior to the date of the relevant General Meeting.

### *Quorum*

Under French law, a quorum requires the presence in person or voting by mail or by proxy of shareholders representing, in the aggregate, not less than:

20% of the shares entitled to vote (in the case of an Ordinary General Meeting convened on first call, an Extraordinary General Meeting convened on second call or an Extraordinary General Meeting convened on first call, if deciding upon any capital increase by capitalization of reserves, retained earnings or share premium); or

25% of the shares entitled to vote (in the case of any other Extraordinary General Meeting convened on first call).

No quorum is required in the case of an Ordinary General Meeting convened on second call or an Extraordinary General Meeting convened on second call, if deciding upon any capital increase by capitalization of reserves, retained earnings or share premium.

If a quorum is not present at any meeting on first call, the meeting is adjourned and reconvened, and in the case of an Extraordinary General Meeting, for a date not more than two months later. When a General Meeting is reconvened, only questions which were on the agenda of the adjourned meeting may be discussed and voted upon.

Any shareholder may also, if the Board of Directors or its Chairman allows at the time of the convocation to a General Meeting, attend the meeting via video-conference or by means of electronic telecommunication or tele-transmission subject to, and in accordance with, the conditions laid down by the legislation or the regulations then in force. This shareholder is then considered to be present at the meeting when



calculating the quorum and the majority.

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### *Majority*

At an Ordinary General Meeting or an Extraordinary General Meeting deciding upon any capital increase by capitalization of reserves, retained earnings or share premium, a simple majority of votes cast by the shareholders present or represented at such meeting is required to pass a resolution. At any other Extraordinary General Meeting, a two-thirds majority of votes cast is required to pass a resolution. A unanimous vote, however, is required to increase the liabilities of shareholders. Abstention from voting by those present or represented by proxy or voting by mail is viewed as a vote against the resolutions submitted to a vote.

Our *statuts* provide that, as from May 22, 1997, each share that is fully paid and has been held in registered form by the same shareholder for a period of at least two consecutive years will entitle such shareholder to two votes. The attribution of double voting rights for shares held in registered form by the same shareholder for a period of at least two consecutive years is a legal requirement under French company law, and this provision can be removed only by a decision of an Extraordinary General Meeting. In the event of capital increases effected by an attribution of new shares, as a result of the incorporation of reserves, retained earnings or issuance premiums, the shares attributed by reason of and proportionately to the ownership of shares holding double voting rights are immediately granted double voting rights as if they themselves had fulfilled the requirements therefore. Under French company law, shares that have to be transferred pursuant to laws and regulations applicable to cross-shareholdings, as well as shares held by entities controlled directly or indirectly by us, are not entitled to voting rights. In the latter case, the shares do not count for quorum or majority purposes.

### *Acquisition of our own shares*

Under French law, our Company may not issue shares to itself either directly or through a financial intermediary acting on our behalf. However, exceptionally, we may, either directly or through a financial intermediary acting on our behalf, purchase our shares:

- (1) to reduce our share capital (albeit not to absorb losses), canceling the shares we purchase, with our shareholders' approval at an Extraordinary General Meeting;
- (2) to provide shares to our employees under a profit sharing plan or stock option plan; or
- (3) in the context of a share repurchase program that allows us to acquire up to 10% of our share capital for a maximum period of 18 months. To acquire shares in the context of a share repurchase program, we must first obtain our shareholders' approval at an Ordinary General Meeting and make public a description of such program prior to its launch.

We may not repurchase under either (2) or (3) above an amount of shares that would result in our Company holding, directly or through a person acting on our behalf, more than 10% of our outstanding share capital, without canceling the said 10% first. In addition, we may not cancel more than 10% of our outstanding share capital over any 24-month period.

We must hold any shares we repurchase in registered form. These shares also must be fully paid up. Shares repurchased by us are deemed outstanding under French law but are not entitled to dividends or voting rights and we may not ourselves exercise preferential subscription rights. Such shares do not count for quorum or majority purposes (such repurchase may therefore trigger threshold crossings, see *Requirements for Holdings Exceeding Certain Percentages*). The shareholders, at an Extraordinary General Meeting, may decide not to take such shares into account in determining the preferential rights to subscribe attached to the other shares (if such a decision is not taken, these rights must be either sold on the market before the end of the subscription period or distributed to the other shareholders on a pro rata basis).

A direct subsidiary is generally prohibited by French law from holding shares in its parent and, in the event it becomes a holder of shares, such subsidiary must transfer such shares within one year following the date on which it becomes the holder thereof. An indirect subsidiary may only acquire shares if such subsidiary demonstrates a business purpose for holding the shares but in no event will it be entitled to vote such shares.

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At the Shareholders Meeting held on May 29, 2015, our shareholders renewed the existing authorization to acquire up to 10% of our share capital through purchases of shares and to resell shares so acquired for the 18 months following the date of such meeting.

Under such authorization, we are allowed to carry out transactions on our shares with the following objectives:

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 executive officers and employees pursuant to Articles L.225-197-1 et seq. of the French Commercial Code,

to cancel the shares through a capital reduction, subject to a decision of, or an authorization, by the Extraordinary General Meeting. In accordance with these objectives (save for liquidity contracts), and subject to the provisions of the European Commission Regulation Number 2273/2003 of December 22, 2003, the treasury shares so acquired may be either cancelled, sold or otherwise transferred. The shares may be acquired, sold or transferred, on one or several occasions, by any means, including by individual agreement or market purchase, by an offer to buy, or in a 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 be up to the total authorized amount under this program.

The General Meeting approved a maximum purchase price of 40 per share.

The maximum number of shares that we are entitled to hold is 10% of our share capital as at the time of the purchase, less any shares acquired under previous authorizations. Notwithstanding the above, pursuant to Article L.225-209, paragraph 6 of the French Commercial Code, the number of shares that may be acquired and retained for possible use for payment or exchange in the context of a merger, demerger or contribution may not exceed 5% of the share capital.

This authorization was granted for a period of 18 months from May 29, 2015 and cancelled and replaced the authorization granted to the Board of Directors by the General Meeting held on June 4, 2014. This share repurchase plan was not implemented in 2015.

As of December 31, 2015, we held 800,000 of our own shares.

### ***Trading in our own shares***

Under European Commission Regulation Number 2273/2003 of December 22, 2003, trades by a company in its own shares are deemed valid when the following conditions are met:

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each purchase must not be made at a price higher than the higher of the price of the last independent trade and the highest current independent bid on Euronext Paris;

if we carry out the purchase of our own shares through derivative financial instruments, the exercise price of those derivative financial instruments must not be above the higher of the price the last independent trade and the highest current independent bid;  
and

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the purchase must not account for more than 25% of the average daily trading volume on Euronext Paris in the shares during the twenty trading days immediately preceding the purchase.

However, there are two periods during which we are not permitted to trade in our own securities: the 15-day period before the date on which we make our consolidated annual accounts public, and the period beginning on the date on which we become aware of information that, if disclosed, would have a significant impact on the market price of our securities and ending on the date this information is made public.

We must file a report with the AMF every six months as well as at entry into force, amendment or termination of the liquidity arrangement containing the assessment of such arrangement. Such report is then posted on our website. In addition, we must also file with the AMF a monthly report containing details of all transactions relating to our shares that we may have carried out during the month.

***Form, holding and transfer of shares***

*Form of Shares.* Our *statuts* provide that our fully paid shares may be held in either registered or bearer form at the option of the shareholder. We may avail ourselves of the procedure known as *titres au porteur identifiables*, according to which we are entitled to request Euroclear France to disclose the name, nationality, address and the number of shares held by holders of those securities of ours which have, or which may in the future acquire, voting rights.

*Holding of Shares.* In accordance with French law concerning dematerialization of securities, the ownership rights of holders of shares are represented by book entries rather than by share certificate. According to our *statuts*, registered shares are entered into an account held by us or by a representative nominated by us, while shares in bearer form are placed in an account held by an accredited financial intermediary (*intermédiaire financier habilité*).

We maintain a share account with Euroclear France in respect of all shares in registered form, which, in France, is administered by BNP Paribas Securities Services, acting on our behalf as our agent. Shares held in registered form are inscribed in the name of each shareholder (either directly, or, at the shareholder's request, through such shareholder's accredited financial intermediary) in separate accounts maintained by BNP Paribas Securities Services on our behalf. Each shareholder account shows the name of the holder and the number of shares held and, in the case of shares inscribed through an accredited financial intermediary, shows that they are so held. BNP Paribas Securities Services, as a matter of course, issues confirmations to each registered shareholder as to holdings of shares inscribed in the shareholder's accounts, but these confirmations do not constitute documents of title.

Shares held in bearer form are held and inscribed on the shareholder's behalf in an account maintained by an accredited financial intermediary with Euroclear France separately from our share account with Euroclear France. Each accredited financial intermediary maintains a record of shares held through it and will issue certificates of inscription in respect thereof. Shares held in bearer form may only be transferred through accredited financial intermediaries and Euroclear France. As noted above, our *statuts* allow us to request from Euroclear France details concerning the identity of the holders of shares in bearer form at any time.

*Transfer of Shares.* Our *statuts* do not contain any restrictions relating to the transfer of shares. An owner of shares resident outside France may trade such shares on Euronext Paris. Should such owner (or the broker or other agent) require assistance in this connection, an accredited financial intermediary should be contacted.

Prior to any transfer of shares held in registered form on Euronext Paris, such shares must be converted into bearer form and, accordingly, must be registered in an account maintained by an accredited financial intermediary. A shareholder may initiate a transfer by giving instructions (through an agent if appropriate) to the relevant accredited financial intermediary.

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### ***Requirements for holdings exceeding certain percentages***

French company law provides that any individual or entity, who acting alone or in concert with others, acquires, directly or indirectly, more than 5%, 10%, 15%, 20%, 25%, 30%, 33 1/3%, 50%, 66 2/3%, 90% or 95% of our outstanding shares or voting rights thereof or whose shareholding falls below any such percentage must notify us at the latest by the closure of the fourth trading day following the date the threshold has been crossed of the number of shares it holds and of the voting rights attached thereto. Such individual or entity must also notify the AMF within the same period.

In order to permit holders of our shares to give the notice required by law, we must monthly, in accordance with Article 221-3 of the *Règlement Général* of the AMF, post (including on the Company website) information with respect to the total outstanding number of voting rights and shares if these have changed and provide the AMF with a written notice.

If any person fails to comply with the legal notification requirement, the shares or voting rights in excess of the relevant threshold will be deprived of voting rights for all Shareholders Meeting until the end of a two-year period following the date on which the owner thereof complies with the notification requirements. In addition, any shareholder who fails to comply with the above requirements may have all or part of its voting rights (and not only with respect to the shares in excess of the relevant threshold) suspended for up to five years by the *Tribunal de Commerce* at the request of our Chairman, any shareholder or the AMF, and may be subject to criminal penalties.

French company law imposes additional reporting requirements on persons who acquire more than 10%, 15%, 20% or 25% of our outstanding shares or voting rights. These persons must file a report with us and the AMF at the latest by the closure of the fifth trading day following the date they cross the threshold. In the report, the acquirer must specify his intentions for the following six-month period, including whether or not it intends to continue its purchases, to acquire control of our Company or to seek nomination to our Board of Directors. In addition, the acquirer must also provide information on its strategy, the means of financing its acquisition, any stock lending or stock borrowing agreement and regarding whether or not it is acting in concert with another party. The AMF makes the notice public. The acquirer can amend its stated intentions in case of changes and in such case, this latter must file a new report which opens a new six-month period. Failure to comply with the reporting requirements or to abide by the stated intentions may result in a sanction similar to that applicable to failure to comply with the legal notification requirement.

In addition to the provisions of French company law, our *statuts* provide that any shareholder who directly or indirectly acquires ownership or control of shares representing 1% or any multiple thereof of our share capital or voting rights, or whose shareholding falls below any such limit, must inform us within five trading days of the crossing of the relevant threshold, of the number of shares then owned by such shareholder. Failure to comply with these notification requirements may result, at the request, recorded in the minutes of the General Meeting, of one or several shareholders holding at least 1% of the capital, in the shares in excess of the relevant threshold being deprived of voting rights for all Shareholder Meetings until the end of a two-year period following the date on which the owner thereof has complied with such notification requirements.

Compulsory Tender. The AMF Regulations provide that a shareholder, acting alone, or shareholders acting in concert, as these terms are defined in Article L.233-10 of the French Commercial Code, who come to own directly or indirectly more than 30% of the voting rights or share capital of a French company listed on a regulated market in France must immediately notify the AMF, and submit a compulsory tender for all the shares of capital and all securities giving access to the share capital or voting rights of such company. The tender must be submitted on terms acceptable to the AMF. Any person acting alone or in concert is under the same obligation of notification and compulsory offer if, further to a merger or a contribution, he or she ends up holding more than 30% of the shares or voting rights of a French company listed on a regulated market.

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In addition, the same obligation applies to any shareholder acting alone or shareholders acting in concert who, owning directly or indirectly between 30% and 50% of the voting rights or share capital of a French company listed on a regulated market in France, increase their interest by more than 2% of the existing total number of shares or voting rights over a maximum period of twelve consecutive months.

The French commercial law requires a 50% minimum threshold for compulsory tenders described above. The tender automatically lapses if a shareholder, acting alone, or shareholders acting in concert, as these terms are defined in Article L.233-10 of the French Commercial Code fails to obtain more than 50% of the voting rights or share capital of a French company listed on a regulated market. When the majority seems impossible or unlikely to be achieved for reasons not related to the characteristics of the tender, the AMF may, at the request of the bidder, allow the threshold to be removed or lowered below 50% of the voting rights or of the share capital. This threshold provides additional adverse consequences on a compulsory tender in case of lapsing: (i) if the mandatory tender offer results from the acquisition of more than 30% of the share capital or voting rights of French company listed on a regulated market in France, the voting rights exceeding the 30% threshold will be suspended, and (ii) if the compulsory tender is triggered by an increase of interest by more than 1% of the existing total number of shares or voting rights over a maximum period of twelve consecutive months (as described above), voting rights exceeding the number of shares held before this acquisition plus 1% will be suspended and the relevant shareholder will not be able to increase its shareholding other than through a tender.

In addition, the French Labor Code requires the issuance of an opinion by our works council (*comité d'entreprise*) in case of a compulsory tender on our Company by any person acting alone or in concert, at the end of an ad hoc information and consultation procedure. This opinion shall be issued at the latest within one month from the filing of the draft of the tender. However, the elected members of our works council will be entitled to request from the President of *Tribunal de Grande Instance*, an extension of such one-month period in case of specific difficulties in obtaining the necessary information to be in a position to issue an opinion, except if the problem is caused by our deliberate refusal to disclose the requested information. This opinion will then be provided to our Board of Directors before it takes a decision on the tender. Our works council will be entitled not only to consult the bidder, but also to request the appointment of an expert who will have to issue a report assessing its intentions on our industrial and financial policy and strategic plans, within three weeks from the filing of the draft of the tender.

The AMF is vested with the power to grant relief from the obligation to tender for all of the shares of the target company and may consider certain exemptions when petitioned for such relief by the acquiring shareholders. These exemptions primarily concern previous control of the target company or a commitment to divest within a given period.

**Material contracts**

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by us or our subsidiaries within the two years immediately preceding the date of this document and are, or may be, material:

***US\$165 million revolving credit agreement dated July 15, 2013***

See Item 5: Operating and Financial Review and Prospects – Liquidity and Capital Resources – Financing Arrangements – US\$165 million Revolving Credit Agreement (US revolving facility) for a description of our US\$165 million revolving credit agreement dated July 15, 2013 as subsequently amended in 2014, 2015 and 2016.

***US\$325 million revolving credit agreement dated July 31, 2013***

See Item 5: Operating and Financial Review and Prospects – Liquidity and Capital Resources – Financing Arrangements – US\$325 million Revolving Credit Agreement (French revolving facility) for a description of our US\$325 million revolving credit agreement dated July 31, 2013 as subsequently amended in 2014, 2015 and 2016.

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### ***2019 secured term loans***

See Item 5: Operating and Financial Review and Prospects Liquidity and Capital Resources Financing Arrangements 2019 secured term loans for a description of our 2019 secured term loans.

### **Exchange controls**

#### ***Ownership of ADSs or shares by Non-French Persons***

Other than as described above, under French law, there is no limitation on the right of non-resident or foreign shareholders to own or to exercise their voting rights attached to the securities they hold in a French company.

Pursuant to the French Monetary and Financial Code, administrative authorization is no longer required of non-European residents prior to acquiring a controlling interest in a French company, with exceptions regarding sensitive economic areas such as defense, public health, etc. However a notice (*déclaration administrative*) must be filed with the French Ministry of the Economy in certain circumstances and in particular for the acquisition of an interest in us by any person not residing in France or any foreign controlled resident if such acquisition would result in (i) the acquisition of a controlling interest of more than 33.33% of our share capital or voting rights or (ii) the increase of a controlling interest in us unless such person not residing in France or group of non-French residents already controls more than 50% of our share capital or voting rights prior to such increase. In certain circumstances (depending upon such factors as the percentage and value of the acquired part of our share capital), an additional declaration, for statistical purposes shall be filled with the Banque de France.

#### ***Exchange controls***

Under current French exchange control regulations, there are no limitations on the amount of payments that may be remitted by us to non-residents. Laws and regulations concerning foreign exchange control do require, however, that all payments or transfers of funds (including payments of dividends to foreign shareholders) made by a French resident to a non-resident be handled by an accredited intermediary. In France, all registered banks and substantially all credit establishments are accredited intermediaries.

### **Taxation**

The following summarizes the material French tax and US federal income tax consequences to US Holders (as defined below) of the ownership and disposition of ADSs.

For the purposes of this discussion, a US Holder means a beneficial owner of ADSs that is:

an individual who is a citizen or resident of the United States for US federal income tax purposes;

a corporation, or other entity treated as a corporation, created or organized in or under the laws of the United States or of any State thereof;

an estate the income of which is subject to United States federal income taxation regardless of its source; or

a trust if a court within the United States is able to exercise primary supervision over the trust and one or more US persons have the authority to control all substantial decisions of the trust, or the trust has validly elected to be treated as a domestic trust for US federal income tax purposes.

This discussion is not a complete description of all of the tax consequences of the ownership or disposition of ADSs. The summary assumes that each obligation in the deposit agreement between The Bank of New York and us (the Deposit Agreement) and any related agreement will be performed in accordance with its terms and is based on the current tax laws of the Republic of France and the United States, including the US Internal





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Revenue Code of 1986, as amended (the Code ), its legislative history, existing and proposed Treasury Regulations thereunder published rulings and court decisions as well as the Convention between the United States and the Republic of France for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income and Capital dated August 31, 1994 (the Treaty ), the 2004 Protocol amending the Treaty entered into force on December 21, 2006, and the 2009 Protocol amending the Treaty entered into force on December 23, 2009, all as currently in effect and all subject to change, possibly with retroactive effect.

Your individual circumstances may affect the tax consequences of the ownership or disposition of ADSs to you, and your particular facts or circumstances are not considered in the discussion below.

For purposes of the Treaty, French tax law and the Code, US Holders of ADSs generally will be treated as owners of the corresponding number of our shares underlying those ADSs held by The Bank of New York as depository (the Depository ).

This discussion summary does not address state or local tax laws other than French tax law and U.S. federal income tax law. This summary also does not discuss all of the tax considerations that may be relevant to, nor is it intended to apply to, certain holders of ADSs subject to special treatment under relevant tax laws, such as:

investors that own (directly, indirectly or by attribution) 10% or more of our voting stock;

banks;

dealers in securities or currencies;

traders in securities who elect to apply a mark-to-market method of accounting;

financial institutions;

regulated investment companies;

real estate investment trusts;

tax-exempt organizations;

insurance companies;

persons holding ADSs as part of a hedging, straddle, conversion or other integrated transaction;

US Holders who hold ADSs other than as capital assets;

persons whose functional currency is not the US dollar;

certain US expatriates;

individual retirement accounts and other tax-deferred accounts;

partners in partnerships;

persons subject to the US alternative minimum tax or net investment income tax;

investors holding the ADSs in connection with a trade or business conducted outside the United States; and

persons who acquired ADSs pursuant to an employee stock option or otherwise as compensation.

The US federal income tax treatment of a partner in an entity treated as a partnership for US federal income tax purposes that holds ADSs will depend on the status of the partner and the activities of the partnership. Holders that are entities treated as partnerships for US federal income tax purposes should consult their tax advisers concerning the US federal income tax consequences to them and their partners of the ownership and disposition of ADSs by the partnership.

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You should consult your own tax advisor regarding the French and United States federal, state and local and other tax consequences of the purchase, ownership and disposition of ADSs in the light of your particular circumstances, including the effect of any state, local or other national laws. In particular, you should confirm whether you are eligible for the benefits of the Treaty with your advisor and should discuss any possible consequences of failing to be so eligible. You should also consult your tax advisor in the event that you become entitled to receive any dividend that is approved to be paid.

***French taxation***

The following describes the material French tax consequences of owning and disposing of ADSs relevant to US Holders which do not hold their ADSs in connection with a permanent establishment or fixed base in France through which a holder carries on business or performs personal services in France. The statements relating to French tax laws set out below are based on the laws in force as at the date hereof, and are subject to any changes in applicable French tax laws or in any applicable double taxation conventions or treaties with France occurring after such date.

This discussion is intended only as a descriptive summary and does not purport to be a complete analysis or list of all potential tax effects of the purchase or ownership of ADSs.

***Taxation of dividends***

France generally imposes a 30% withholding tax on dividends distributed in cash or in the form of shares by a French corporation (such as our Company) to shareholders who are residents of the United States. Furthermore, dividends paid outside of France in a non-cooperative state or territory (*Etat ou territoire non-coopératif*) as defined in Article 238-0 A of the French Tax Code (i.e. a state or territory included in a list to be updated and published each year by way of an order (*arrêté*) of the French Ministers in charge of the economy and the budget) are subject to French withholding tax at a rate of 75%. However, the Treaty generally reduces the withholding tax rate to 15% on dividends paid in cash or in the form of shares to an Eligible US Holder (as defined below).

Under the Treaty, an Eligible US Holder is a US Holder whose ownership of ADSs is not attributable to a permanent establishment or fixed base in France and who is:

an individual or other non-corporate holder; or

a corporation that does not own, directly or indirectly, 10% or more of the capital of our Company, provided in each case that such holder;

is a resident of the United States under the Treaty;

is the beneficial owner of the dividends and is entitled to Treaty benefits under the limitation on benefits provisions in Article 30 of the Treaty; and

complies with the procedural rules to obtain Treaty benefits described below under Taxation of Dividends Procedure to Obtain Treaty Benefits .

***Taxation of dividends procedure to obtain treaty benefits***

Eligible US Holders must follow certain procedures in order to be eligible for the 15% dividend withholding tax under the Treaty.

An Eligible US Holder who wishes to obtain a reduced withholding rate at source must complete and deliver to the US financial institution that is in charge of the administration of the ADSs of that Eligible US Holder a Treaty form establishing that such US Holder is a US resident for the purpose of the Treaty (Form 5000).



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If Form 5000 is not filed prior to the dividend payment, we or the French paying agent will withhold tax from the dividend at the above rate of 30%, and the Eligible US Holder will be entitled to claim a refund of the excess withholding tax by filing Form 5001 with the Depository or the French paying agent early enough to enable them to forward that application to the French tax authorities before December 31 of the second year following the calendar year in which the related dividend was paid.

The Depository will provide to all US Holders of ADSs the applications or certificates, together with instructions, and will arrange for the filing with the French tax authorities of all applications and certificates completed by US Holders of ADSs and returned to the Depository in sufficient time to complete the filing.

Form 5000 and Form 5001 and their respective instructions are available at the *trésorerie des non-résidents* (10, rue du Centre, 93160 Noisy-le-Grand, France). Copies of these forms may also be downloaded from the website of the French tax authorities ([www.impots.gouv.fr](http://www.impots.gouv.fr)), and English-language versions of these forms may be downloaded from the website of the French embassy in Washington, D.C. (<http://ambafrance-us.org/spip.php?article1315>).

***Taxation on sale or disposal of ADSs***

Subject to the provisions of any relevant double tax treaty, persons who are not French residents for the purpose of French taxation (as well as, under certain conditions, foreign states, international organizations and certain foreign public bodies), who are not established or domiciled in a non-cooperative state and who have held not more than 25%, directly or indirectly, of the dividend rights (*droits aux bénéficiaires sociaux*) of our Company at any time during the preceding five years, are not generally subject to any French income tax or capital gains tax on any sale or disposal of ADSs.

If a transfer of listed shares is evidenced by a written agreement, such share transfer agreement is, in principle, subject to registration formalities and therefore to a registration duty assessed on the higher of the purchase price or the market value of the shares, at the rate of 0.1%. Transfers subject to the French financial transaction tax are exempted from the 0.1% registration duty, where applicable.

Transfers of listed shares and certain other equity-linked instruments (including American depositary shares) that are admitted to trading on a French or foreign regulated or recognized market, issued by companies having their registered seat in France and whose market capitalization exceeds 1 billion as at December 1 of the year preceding the relevant taxable year, are subject to French financial transaction tax, at the rate of 0.2%, subject to certain exemptions. As at December 1, 2015, the market capitalization of our Company did not exceed 1 billion.

***French estate and gift taxes***

Pursuant to The Convention Between the United States of America and the French Republic for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Estates, Inheritance and Gifts dated November 24, 1978 as amended by a protocol dated December 8, 2004, a transfer of ADSs by gift or by reason of the death of a US Holder will not be subject to French gift or inheritance tax, unless (i) the donor or the transferor is domiciled in France at the time of making the gift or at the time of his or her death, or (ii) the ADSs were used in, or held for use in, the conduct of a business through a permanent establishment or fixed base in France. In such a case, the French gift or inheritance tax may be credited against the US gift or inheritance tax. This tax credit is limited to the amount of the US gift or inheritance tax due on the ADSs.

***French wealth tax***

The French wealth tax (*impôt de solidarité sur la fortune*) does not generally apply to a US Holder who is a resident of the United States as defined in the provisions of the Treaty, unless the ADSs form part of the business property of a permanent establishment or fixed base in France.

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**Table of Contents****United States federal income taxation**

The following summary assumes that we will not be a passive foreign investment company (a PFIC) for US federal income tax purposes. Our possible status as a PFIC must be determined annually and therefore may be subject to change. If we were to be a PFIC in any year, materially adverse consequences could result for US Holders.

**THE SUMMARY OF US FEDERAL INCOME TAX CONSEQUENCES SET OUT BELOW IS FOR GENERAL INFORMATION ONLY. IT IS NOT INTENDED TO BE RELIED UPON BY PURCHASER FOR THE PURPOSE OF AVOIDING PENALTIES THAT MAY BE IMPOSED UNDER THE US INTERNAL REVENUE CODE. US HOLDERS SHOULD CONSULT THEIR TAX ADVISERS AS TO THE PARTICULAR TAX CONSEQUENCES TO THEM OF OWNING THE ADSs, INCLUDING THEIR ELIGIBILITY FOR THE BENEFITS OF THE TREATY, THE APPLICABILITY AND EFFECT OF STATE, LOCAL, NON-US AND OTHER TAX LAWS AND POSSIBLE CHANGES IN TAX LAW.**

***US Holders of ADSs***

For US federal income tax purposes, a US Holder of ADSs generally will be treated as the owner of the corresponding number of Shares held by the Depositary, and references herein to Shares refer also to ADSs representing the Shares. Accordingly, no gain or loss generally will be recognized if a US Holder of ADSs exchanges the ADSs for the underlying Shares represented by the ADSs. A US Holder's tax basis in the withdrawn shares generally will be the same as the US Holder's tax basis in the ADSs surrendered, and the holding period of the shares generally will include the holding period of the ADSs. However, the US Treasury has expressed concern that US holders of depositary receipts (such as holders of receipts representing our ADSs) may be claiming foreign tax credits in situations where an intermediary in the chain of ownership between such holders and the issuer of the security underlying the depositary receipts, or a party to whom depositary receipts or deposited shares are delivered by the depositary prior to the receipt by the depositary of the corresponding securities, has taken actions inconsistent with the ownership of the underlying security by the person claiming the credit, such as a disposition of such security. Such actions may also be inconsistent with the claiming of the reduced tax rates that may be applicable to certain dividends received by certain non-corporate holders, as described below. Accordingly, (i) the creditability of any French taxes and (ii) the availability of the reduced tax rates for any dividends received by certain non-corporate US Holders, each as described below, could be affected by actions taken by such parties or intermediaries.

***Dividends***

General. Distributions paid on our shares out of current or accumulated earnings and profits (as determined for US federal income tax purposes), before reduction for any French withholding tax paid by us with respect thereto, will generally be taxable to a US Holder as dividend income in the year in which the distribution is received (which, in the case of a US Holder of ADSs, will be the year of receipt by the Depositary), and will not be eligible for the dividends received deduction allowed to corporations. Distributions in excess of current and accumulated earnings and profits will be treated as a non-taxable return of capital to the extent of the US Holder's basis in the ADSs and thereafter as capital gain. However, we do not maintain calculations of our earnings and profits in accordance with US federal income tax accounting principles. US Holders should therefore assume that any distribution by us with respect to our ordinary shares will be reported as ordinary dividend income. US Holders should consult their own tax advisors with respect to the appropriate US federal income tax treatment of any distribution received from us.

Dividends paid by us generally will be taxable to a non-corporate US Holder at the reduced rate normally applicable to capital gains, provided either we qualify for the benefits of the Treaty or the ADSs are considered to be readily tradable on the NYSE, and certain other requirements are met. A US Holder will not be able to claim

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the reduced rate for any year in which we are treated as a PFIC or any year immediately following a year in which we are treated as a PFIC. See *Passive Foreign Investment Company Status* below.

**Foreign Currency Dividends.** Dividends paid in euro will be included in income in a US dollar amount calculated by reference to the exchange rate in effect on the day the dividends are received by the Depository, regardless of whether the euro are converted into US dollars at that time. If dividends received in euro are converted into US dollars on the day they are received by the Depository, the US Holder generally will not be required to recognize foreign currency gain or loss in respect of the dividend income.

***Effect of French withholding taxes***

As discussed above under *Taxation – French Taxation – Taxation of Dividends*, under French domestic law, dividends paid by us to a United States resident shareholder are subject to a 30% withholding tax (75% in the case of dividends paid outside France in a non-cooperative state or territory). Please see *Taxation – French taxation – Taxation of Dividends*. Under the Treaty, however, the rate of withholding tax applicable to Eligible US Holders is reduced to a maximum of 15%. Please see *Taxation – French Taxation – Taxation of Dividends – Procedure to Obtain Treaty Benefits* for the procedure to claim the reduced rate of withholding tax under the Treaty. For U.S. federal income tax purposes, U.S. Holders will be treated as having received the amount of French withholding taxes withheld by the Company, and as then having paid over the withheld taxes to the French taxing authorities. As a result of this rule, the amount of dividend income included in gross income for U.S. federal income tax purposes by a U.S. Holder with respect to a payment of dividends may be greater than the amount of cash actually received (or receivable) by the U.S. Holder from the Company with respect to the payment.

A US Holder will generally be entitled, subject to certain limitations, to a credit against its US federal income tax liability, or a deduction in computing its US federal taxable income, for any French income taxes withheld from a dividend. Eligible US Holders that are eligible for benefits under the Treaty will not be entitled to a foreign tax credit for the amount of any French taxes withheld in excess of the 15% maximum rate, and with respect to which the holder is entitled to obtain a refund from the French taxing authorities.

US Holders that are accrual basis taxpayers, and who do not otherwise elect, must translate French taxes into US dollars at a rate equal to the average exchange rate for the taxable year in which the taxes accrue, while all US Holders must translate taxable dividend income into US dollars at the spot rate on the date received. This difference in exchange rates may reduce the US dollar value of the credits for French taxes relative to the US Holder's US federal income tax liability attributable to a dividend. However, cash basis and electing accrual basis US Holders may translate French taxes into US dollars using the exchange rate in effect on the day the taxes were paid. Any such election by an accrual basis US Holder will apply for the taxable year in which it is made and all subsequent taxable years, unless revoked with the consent of the IRS.

The rules governing foreign tax credits are complex. US Holders should consult their tax advisers concerning the foreign tax credit implications of the payment of French taxes, including any such taxes paid with respect to a dividend from the Company that is eligible for the reduced rate described above under *Dividends-General*.

A US Holder's tax basis in the withdrawn shares will be the same as the US Holder's tax basis in the ADSs surrendered, and the holding period of the shares will include the holding period of the ADSs.

***Sale or other Disposition***

Upon a sale or other disposition of ADSs (other than an exchange of ADSs for ordinary shares), a US Holder generally will recognize capital gain or loss for US federal income tax purposes equal to the difference, if any, between the amount realized on the sale or other disposition and the US Holder's adjusted tax basis in the ADSs. This capital gain or loss will be long-term capital gain or loss if the US Holder's holding period in the ADSs exceeds one year. Any gain or loss will generally be US source.



**Table of Contents*****Passive foreign investment company status***

We do not believe that we would be treated as a PFIC for U.S. federal income tax purposes for our taxable year ended December 31, 2015, but our possible status as a PFIC must be determined annually and therefore may be subject to change. A foreign corporation will be a PFIC in any taxable year in which, after taking into account the income and assets of the corporation and certain subsidiaries pursuant to applicable look-through rules, either (i) 75% or more of its gross income consists of certain specified types of passive income or (ii) the average percentage of its assets (by value) that produce or are held for the production of passive income is at least 50%.

If we were a PFIC in any taxable year during which a US Holder owned ADSs and the US Holder has not made a mark to market or qualified electing fund election, the US Holder would generally be subject to special rules (regardless of whether we continued to be a PFIC) with respect to (i) any excess distribution (generally, any distributions received by the US Holder on ADSs in a taxable year that are greater than 125% of the average annual distributions received by the US Holder in the three preceding taxable years or, if shorter, the US Holder's holding period for the ADSs) and (ii) any gain realized on the sale or other disposition of ADSs. Under these rules (a) the excess distribution or gain would be allocated ratably over the US Holder's holding period, (b) the amount allocated to the current taxable year and any taxable year prior to the first taxable year in which we are a PFIC would be taxed as ordinary income, and (c) the amount allocated to each of the other taxable years would be subject to tax at the highest rate of tax in effect for the applicable class of taxpayer for that year and an interest charge for the deemed deferral benefit would be imposed with respect to the resulting tax attributable to each such other taxable year. If we were a PFIC, a US Holder of ADSs would generally be subject to similar rules with respect to distributions to us by, and dispositions by us of the stock of, any direct or indirect subsidiaries of ours that were also PFICs.

A US Holder who owns, or who is treated as owning, PFIC stock during any taxable year in which the Company is classified as a PFIC may be required to file IRS Form 8621. Additionally, dividends paid by us would not be eligible for the reduced rate of tax described above under United States Taxation Dividends General. US Holders should consult their tax advisers regarding the potential application of the PFIC regime, including the requirement to file Form 8621.

***Backup withholding and information reporting***

Payments of dividends and other proceeds with respect to ADSs by a US paying agent or other US intermediary will be reported to the IRS and to the US Holder as may be required under applicable regulations. Backup withholding may apply to these payments if the US Holder fails to provide an accurate taxpayer identification number or certification of exempt status or fails to comply with applicable certification requirements. Certain US Holders (including, among others, corporations) are not subject to backup withholding. US Holders should consult their tax advisers about these rules and any other reporting obligations that may apply to the ownership or disposition of ADSs, including requirements related to the holding of certain foreign financial assets.

**Dividends and paying agents**

Not applicable.

**Statement by experts**

Not applicable.

**Documents on display**

We are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (the Exchange Act) applicable to foreign private issuers. In accordance with the Exchange Act, we electronically

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file or submit reports, including annual reports on Form 20-F and interim reports on Form 6-K, and other information with the Securities and Exchange Commission. You may obtain these reports and other information by sending a written request to CGG, Tour Maine-Montparnasse, 33, avenue du Maine, BP 191, 75755 Paris cedex 15, France, Attention: Investor Relations Officer, Telephone: (33) 1 64 47 45 00.

You can inspect and copy these reports, and other information, without charge, at the Public Reference Room of the Commission located at 100 F Street, N.E., Washington, D.C. 20549. You can also obtain copies of these materials at prescribed rates from the Public Reference Room of the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549 or by calling the Commission at 1-800-SEC-0330. The Commission also maintains a web site at <http://www.sec.gov> that contains reports and other information regarding registrants that file electronically with the Commission.

In addition, you can inspect material filed by CGG at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005, on which American Depositary Shares representing shares of our common stock are listed. As a foreign private issuer, we are not subject to the proxy rules under Section 14 or the short-swing insider profit disclosure rules under Section 16 of the Exchange Act.

### **Subsidiary information**

Not applicable.

### **Item 11: QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK**

Because we operate internationally, we are exposed to general risks linked to operating abroad. Our major market risk exposures are changing interest rates and currency fluctuations.

#### **Interest rate risk**

Our policy is to manage interest rates through maximization of the proportion of fixed rate debt. As of December 31, 2015, 73% of our debt consisted of fixed-rate bonds, along with some fixed-rate finance leases and fixed-rate medium-term bank credit facilities with variable maturities. This debt is not exposed to interest rate fluctuations. However, drawings under our revolving credit facilities incur interest at variable rates that are reset at each interest period (generally between one and 12 months). Term loans issued December 18, 2015 also incur interest at variable rates. As a result, a portion of our interest expenses vary in line with movements in short-term interest rates. We may use interest rate swaps to adjust interest rate exposure when appropriate based upon market conditions.

#### **Foreign Exchange Rate Risk**

As a company that derives a substantial amount of its revenue from sales internationally, we are subject to risks relating to fluctuations in currency exchange rates. Our revenues and expenses are mainly denominated in US dollars and euros, and to a significantly lesser extent, in Canadian dollars, Brazilian reais, Australian dollars, Norwegian kroner, British pounds and Chinese Yuan.

We attempt to match foreign currency revenues and expenses in order to balance our net position of receivables and payables denominated in foreign currencies. We also seek to improve the balance of our net position of receivables and payables denominated in US dollars by maintaining a portion of our financing in US dollars. In addition, our policy generally is to hedge major currency cash exposures through foreign exchange forward contracts or other foreign exchange currency hedging instruments. All instruments are entered into for non-trading purposes. See Item 5: Operating and Financial Review and Prospects Trend Information Currency Fluctuations above.

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At December 31, 2015, contracts were outstanding for the US dollar equivalent of US\$77.7 million (notional amount), of which US\$25.7 million against Norwegian kroner, US\$19.1 million against Chinese Renminbi Yuan, US\$14.4 against British pounds, US\$5.1 million against Canadian dollar, US\$5.0 million against Euros, US\$4.6 million against Singapore dollars, US\$2.9 million against Swiss francs and US\$0.9 million against Australian dollars. Their fair value as of December 31, 2015 is not material.

The table below presents principal amounts and related weighted average interest rates by year of maturity for our debt obligations as of December 31, 2015:

| Carrying value <sup>(1)</sup> | 2016              | 2017 | 2018  | 2019  | 2020  | Thereafter | Total   | Fair Value |
|-------------------------------|-------------------|------|-------|-------|-------|------------|---------|------------|
|                               | (in US\$ million) |      |       |       |       |            |         |            |
| <b>Debt</b>                   |                   |      |       |       |       |            |         |            |
| US dollar                     | 8.1               | 13.5 | 5.1   | 204.9 | 2.6   | 1,030.5    | 1,264.7 | 725.8      |
| <i>Average fixed rate</i>     | 4.0%              | 7.3% | 7.1%  | 4.4%  | 8.8%  | 6.7%       | 6.3%    |            |
| US dollar                     | 31.1              | 25.0 | 234.0 | 360.1 |       |            | 650.2   | 511.0      |
| <i>Average variable rate</i>  | 4.3%              | 4.6% | 4.0%  | 6.4%  |       |            | 5.4%    |            |
| Euro                          | 4.9               | 5.1  | 5.2   | 43.2  | 794.6 | 37.1       | 890.1   | 457.1      |
| <i>Average fixed rate</i>     | 4.6%              | 4.6% | 4.6%  | 1.6%  | 4.0%  | 4.4%       | 3.9%    |            |
| Euro                          |                   |      | 170.9 |       |       |            | 170.9   | 141.7      |
| <i>Average variable rate</i>  |                   |      | 3.8%  |       |       |            | 3.8%    |            |

<sup>(1)</sup> Excluding bank overdrafts, accrued interest, IFRS adjustments and issue premium

**Commercial risk and counter-party risk**

Our receivables and investments do not represent a significant concentration of credit risk due to the wide variety of customers and markets in which we sell our services and products and our presence in many geographic areas. Specific procedures have been put in place to monitor customers' payments and reduce risks. In 2015, the Group's two most significant customers accounted for 5.0% and 4.9% of the Group's consolidated revenues compared with 7.1% and 5.2% in 2014 and 5.1% and 3.9% in 2013.

We seek to minimize our counter-party risk by entering into hedging contracts only with well rated commercial banks or financial institutions and by distributing the transactions among the selected institutions. Although our credit risk is the replacement cost at the then-estimated fair value of the instrument, we believe that the risk of incurring losses is remote and those losses, if any, would not be material.

**Table of Contents****Item 12: DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES****American depositary shares**

Our ADSs are listed on the New York Stock Exchange under the symbol CGG. The Bank of New York Mellon is the depositary (the Depositary) issuing ADSs pursuant to an amended and restated deposit agreement dated January 11, 2007 among our company, the Depositary and the holders from time to time of ADSs (the Deposit Agreement). Each ADS represents the right to receive one share. The table below sets forth the fees payable, either directly or indirectly, by a holder of ADSs as of the date of this annual report.

| Category   | Depositary Actions  | Associated Fee/By Whom Paid  |
|--|---|--|
| (a) Depositing or substituting the underlying shares                           | Issuance of ADSs, including issuances resulting from a distribution of shares or rights or other property   | US\$5.00 (or less) per 100 ADSs (or portion thereof) charged to person depositing the shares   |
| (b) Receiving or distributing dividends  | Any cash distribution to ADS registered holders   | US\$0.02 (or less) per ADS   |
| (c) Selling or exercising rights   | Distribution of securities distributed to holders of deposited securities which are distributed by the depositary to ADS registered holders   | A fee equivalent to the fee that would be payable if securities distributed had been shares and the shares had been deposited for issuance of ADSs |
| (d) Withdrawing an underlying security   | Cancellation of ADSs for the purpose of withdrawal, including if the deposit agreement terminates   | US\$5.00 (or less) per 100 ADSs (or portion thereof) charged to person withdrawing the shares  |
| (e) Transferring, splitting or grouping receipts                               | Transfers, combining or grouping of depositary receipts   | Not applicable   |
| (f) General depositary services, particularly those charged on an annual basis | Other services performed by the Depositary in administering the ADSs  | Not applicable   |
| (g) Expenses of the Depositary   | Expenses incurred on behalf of holders in connection with: <ul style="list-style-type: none"> <li>taxes and other governmental charges the Depositary or the custodian has to pay on any ADS or share underlying and ADS, for example, stock transfer taxes, stamp duty or withholding taxes;</li> <li>cable, telex and facsimile transmission (when expressly provided in the Deposit Agreement);</li> <li>registration or transfer fees for the registration of shares or other deposited securities on the share register and applicable to transfers of shares or other deposited securities to or from the name of the custodian; and</li> </ul> |  |

expenses of the Depositary in connection with the conversion of foreign currency into US dollars.

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The Depositary may remit to us all or a portion of the Depositary fees charged for the reimbursement of certain of the expenses we incur in respect of the ADS program established pursuant to the Deposit Agreement upon such terms and conditions as we may agree from time to time.

However, in the year ended December 31, 2015, the Depositary did not reimburse us for any fees or expenses.

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**PART II**

**Item 13: DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES**

Not applicable.

**Item 14: MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITYHOLDERS AND USE OF PROCEEDS**

Not applicable.

**Item 15: CONTROLS AND PROCEDURES**

(a) *Disclosure controls and procedures.* As of the end of the period covered by this report, we carried out an evaluation of the effectiveness of our disclosure controls and procedures (as defined in 17 CFR 240.13a-15(e) and 240.15d-15(e)), under the supervision of our management, including our Chief Executive Officer and our Chief Financial Officer. Based on this evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that such controls and procedures are effective to ensure that information required to be disclosed in reports filed with or submitted to the SEC under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the Exchange Act and its rules and forms.

There has been no change in our internal control over financial reporting during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Pursuant to Article L.225-37 of the French Commercial Code, as amended by a French financial law (the *Loi de Sécurité Financière*) enacted on August 1, 2003, our Chairman of the Board must deliver a report to the Annual General Meeting of our shareholders on the Board of Directors composition, preparation and organization of the Board of Directors work, internal control and risk management. This report for 2015 informed our shareholders of the internal control procedures that we have put in place in order to circumvent identified risks resulting from our activities and the risks of errors or fraud, particularly in accounting and finance. It describes the existing control environment, i.e. our values with respect to integrity and ethics, the organization of our corporate governance committees, the functions of our Disclosure Committee and the way we delegate powers and determine areas of responsibility. It also describes the procedures put in place to identify and assess our major risks, whether internal or external. It gives details on our control procedures, particularly those applied to financial information, so as to ensure reliability of financial reporting. A self-assessment process of internal control procedures currently existing within our Group has been implemented.

(b) *Management annual report on internal control over financial reporting.* We are responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities and Exchange Act of 1934) for CGG.

Due to its inherent limitations, internal control over financial reporting may not prevent or detect misstatements, and can only provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

We assessed the effectiveness of our internal control over financial reporting as of December 31, 2015, and concluded that our internal control over financial reporting is effective. In making this assessment, we used the criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our assessment under these criteria, we concluded that, as

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of December 31, 2015, our internal control over financial reporting was effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and with IFRS as adopted by the European Union as of December 31, 2015.

The effectiveness of internal control over financial reporting has been audited by Ernst & Young et Autres, our independent registered public accounting firm, as stated in their report, which is included herein.

*(c) Attestation Report of independent registered public accounting firm.*

**Report of Independent Registered Public Accounting Firm on the internal control over financial reporting**

To the Board of Directors and Shareholders of CGG,

We have audited CGG and subsidiaries' internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). CGG and subsidiaries' management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying management annual report. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, CGG and subsidiaries maintained, in all material respects, effective internal control over financial reporting as at December 31, 2015, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statements of financial position of CGG and subsidiaries as at December 31, 2015, 2014 and 2013, and the related consolidated statements of operations, comprehensive income (loss),



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changes in equity and cash flows for each of the years in the three-year period ended December 31, 2015 and our report dated April 15, 2016 expressed an unqualified opinion thereon.

Paris-La Défense,

April 15, 2016

ERNST & YOUNG et Autres

Pierre Jouanne

Laurent Vitse

(d) *Changes in Internal Control Over Financial Reporting.*

Not Applicable

**Item 16A: AUDIT COMMITTEE FINANCIAL EXPERT**

Pursuant to Section 407 of the Sarbanes Oxley Act of 2002, Mrs. Lombard was appointed Financial Expert of the Audit Committee by a Board resolution dated May 3, 2014. Mrs. Lombard is independent, as that term is defined by the listing standards of the New York Stock Exchange.

**Item 16B: CODE OF ETHICS**

The Board of Directors has adopted a Code of Ethics that applies to our Chief Executive Officer, our Chief Financial Officer, other senior financial officers (including our principal accounting officer), the members of the Executive Committee and the Disclosure Committee to promote honest and ethical conduct, full, fair, accurate, timely and understandable disclosure in periodic reports required to be filed by us and compliance with applicable governmental rules and regulations. A copy of this Code of Ethics is filed as an exhibit to this annual report.

**Table of Contents****Item 16C: PRINCIPAL ACCOUNTANT FEES AND SERVICES**

|                                   | December 31,           |              |              |              |
|-----------------------------------|------------------------|--------------|--------------|--------------|
|                                   | 2015                   |              | 2014         |              |
|                                   | EY                     | Mazars       | EY           | Mazars       |
|                                   | (in thousands of US\$) |              |              |              |
| Audit Fees <sup>(a)</sup>         | 3,241                  | 1,420        | 4,654        | 1,990        |
| Audit-Related Fees <sup>(b)</sup> | 283                    | 164          | 65           | 264          |
| Tax Fees <sup>(c)</sup>           | 24                     | 42           | 84           | 4            |
| All Other Fees <sup>(d)</sup>     |                        |              |              |              |
| <b>Total</b>                      | <b>3,548</b>           | <b>1,626</b> | <b>4,803</b> | <b>2,258</b> |

*Notes:*

- <sup>(a)</sup> *Audit fees are the aggregate fees billed by our independent auditors for the audit of the individual and consolidated annual and semi-annual financial statements and the provision of services that are normally provided by our independent auditors in connection with statutory and regulatory filings or engagements.*
- <sup>(b)</sup> *Audit-related fees are the aggregate fees billed by our independent auditors for services that are reasonably related to the performance of the audit or review of our financial statements and are not reported under audit fees. They include consultations relating to accounting principles and internal controls.*
- <sup>(c)</sup> *Tax fees are the aggregate fees billed by our independent auditors for services rendered by our auditors for tax compliance, tax advice, and tax planning. They include assistance when dealing with local authorities, advice regarding tax audit and litigation, expatriate taxation and tax advice relating to mergers and acquisitions.*
- <sup>(d)</sup> *All other fees are the aggregate fees billed by our independent auditors other than the services reported in notes (a) through (c) of this table. They include training services as well as general and specific advice.*

In December 2003, the Board of Directors and the Audit Committee adopted an audit and non-audit services pre-approval policy. This policy requires the Audit Committee to pre-approve the audit and non-audit services performed by the independent auditors in order to assure that they do not impair the auditors' independence from us.

Pursuant to this policy, a list of proposed services is pre-approved, on an annual basis, without consideration of specific case-by-case services by the Audit Committee. Unless a type of service has received such general pre-approval, it will require specific pre-approval by the Audit Committee or by any person to whom the Audit Committee has delegated pre-approval authority. In addition, any proposed services exceeding pre-approved cost levels or budgeted amounts will also require specific pre-approval by the Audit Committee. The services list and the cost levels are reviewed annually by the Audit Committee.

The annual audit services engagement terms and fees as defined in note (a) of table above are subject to the specific pre-approval of the Audit Committee.

**Item 16D: EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

Not applicable.

**Item 16E: PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

Not applicable.

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**Item 16F: CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT**

In February 2013, the Audit Committee recommended to streamline the audit and to retain Ernst & Young et Autres as sole certifying registered accountant, while recommending to the Board to have Ernst & Young et Autres and Mazars re-appointed by the 2013 Shareholders' General Meeting as joint statutory auditors for domestic reporting purposes of the Group as a public company in France. This recommendation was endorsed and implemented by the Board of Directors on February 27, 2013.

**Item 16G: CORPORATE GOVERNANCE**

The corporate governance rules of the New York Stock Exchange differ from the regulations and recommendations applicable in France, especially those governing the definition of Director independence and the role and operation of the Board's committees. As a non-US listed company, we are exempted from many of these corporate governance rules, which are applicable to US listed companies. For example, notwithstanding our conclusions as to independence under the AFEP-MEDEF Code, our Board has not formally determined which of our Directors meet NYSE independence standards. The Board's internal charter does not address Committee purposes and responsibilities in the manner specified by the NYSE rules applicable to Nominating, Compensation and Audit Committees, and our Appointment-Remuneration Committee has not been given independent authority and funding to hire compensation advisors. However, our Audit Committee members meet the independence test for Audit Committee members established by the SEC, and we believe that they also meet the definition of independence under the NYSE rules.

**Item 16H: MINE SAFETY DISCLOSURE**

Not applicable.

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**PART III**

**Item 17: FINANCIAL STATEMENTS**

Not applicable

**Item 18: FINANCIAL STATEMENTS**

The following audited financial statements of the CGG Group and related schedules, together with the report of Ernst & Young et Autres, are filed as part of this annual report:

|  | <b>Page</b> |
|--|-------------|
| <u>Report of Independent Auditors</u>  | F-1         |
| Consolidated Financial Statements:   |             |
| <u>Consolidated Statement of Financial Position as at December 31, 2015, 2014 and 2013</u>                         | F-2         |
| <u>Consolidated Statements of Operations for the years ended December 31, 2015, 2014 and 2013</u>                  | F-3         |
| <u>Consolidated Statements of Comprehensive Income (Loss) for the years ended December 31, 2015, 2014 and 2013</u> | F-4         |
| <u>Consolidated Statements of Changes in Equity for the years ended December 31, 2015, 2014 and 2013</u>           | F-5         |
| <u>Consolidated Statements of Cash Flows for the years ended December 31, 2015, 2014 and 2013</u>                  | F-6         |
| <u>Notes to the Consolidated Financial Statements</u>  | F-7         |

**Table of Contents****Item 19: EXHIBITS**

| <b>Exhibit No</b> | <b>Exhibit</b>   |
|-------------------|--|
| 1.1*              | English translation of our Articles of Association ( <i>statuts</i> ).   |
| 2.1               | Indenture dated as of May 31, 2011 between CGG S.A., certain of its subsidiaries acting as guarantors, and The Bank of New York Mellon, as Trustee. (Exhibit 4.19 to the Registrant's Registration Statement on Form F-4, dated September 27, 2011, is incorporated herein by reference).  |
| 2.2*              | Supplemental Indenture dated as of May 31, 2012 to the Indenture dated May 31, 2011 between CGG S.A. certain of its subsidiaries acting as guarantors, and The Bank of New York Mellon as Trustee.   |
| 2.3*              | Supplemental Indenture dated as of January 7, 2016 to the Indenture dated May 31, 2011 between CGG S.A. certain of its subsidiaries acting as guarantors, and The Bank of New York Mellon as Trustee.  |
| 4.1               | Mixed Capital Company Contract dated November 26, 2003 by and among Sercel SA, the Committee of the Hebei JunFeng Prospecting Equipment Company, the Dongfang Geological Prospecting Limited Liability Company, and the Xian General Factory for Oil Prospecting Equipment (Exhibit 10.1 to the Report on Form 6-K, dated May 13, 2004, is incorporated herein by reference).  |
| 4.2               | Agreement between the Shareholders of CGG Ardiseis, dated June 23, 2006, between Industrialization & Energy Services Company (TAQA) and us (we have requested that the Commission grant confidential treatment for certain portions of this document) (Exhibit 4.22 to the Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2006, dated May 7, 2007, is incorporated herein by reference). |
| 4.3               | Joint Venture Agreement <sup>(1)</sup> relating to Seabed Geosolutions B.V. between Fugro Consultants International N.V. and CGGVeritas S.A. dated January 27, 2013 (Exhibit 4.5 to the Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2012, dated April 25, 2013, is incorporated herein by reference).   |
| 4.4               | Amendment dated February 16, 2013 <sup>(1)</sup> to the Joint Venture Agreement relating to Seabed Geosolutions B.V. between Fugro Consultants International N.V. and CGGVeritas S.A. (Exhibit 4.6 to the Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2012, dated April 25, 2013, is incorporated herein by reference).   |
| 4.5*              | US\$325 million French Law Multicurrency Revolving Facility Agreement between CGG S.A. as Borrower, certain of its subsidiaries acting as guarantors and the lenders party thereto, dated 31 July 2013 as amended and restated most recently pursuant to an amendment and restatement agreement dated 4 February 2016.   |
| 4.6*              | Amendment and Restatement Agreement, dated as of January 10, 2016, to the Credit Agreement, dated as of July 15, 2013, between CGG Holding (U.S.) Inc., as Borrower, CGG S.A., as Parent, and the lenders party thereto.   |
| 4.7*              | Amendment No. 1, dated as of February 4, 2016, to the Amendment and Restatement Agreement, dated as of January 10, 2016, between CGG Holding (U.S.) Inc., as Borrower, CGG S.A., as Parent, Credit Suisse AG, Cayman Islands Branch, as Administrative Agent and Collateral Agent, and the lenders party thereto.  |
| 4.8*              | Term Loan Credit Agreement, dated as of November 19, 2015, between CGG Holding (US) Inc., as Borrower, CGG S.A., as Parent, certain subsidiaries acting as guarantors, Jefferies Finance LLC, as Administrative Agent, Credit Suisse AG, as Collateral Agent, and the lenders party thereto.   |
| 4.9*              | Incremental Assumption Agreement, dated as of December 4, 2015, between CGG Holding (US) Inc., as Borrower, Jefferies Finance LLC, as Administrative Agent, and Morgan Stanley Bank International Limited, as Incremental Term Lender.   |

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| <b>Exhibit No</b> | <b>Exhibit</b>   |
|-------------------|--|
| 8*                | Our subsidiaries   |
| 11                | Code of Ethics.  |
| 12.1*             | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes Oxley Act of 2002.                    |
| 12.2*             | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes Oxley Act of 2002.                    |
| 13.1*             | Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes Oxley Act of 2002 (10 U.S.C. § 1350). |
| 13.2*             | Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes Oxley Act of 2002 (10 U.S.C. § 1350). |
| 15.1*             | Consent of Ernst & Young et Autres.  |

\* Filed herewith.

<sup>(1)</sup> Pursuant to the rules of the SEC, the schedules and similar attachments to the agreement have not been filed herewith. The Company agrees to furnish supplementally a copy of any omitted schedule to the SEC upon request.

The Company and its consolidated subsidiaries are party to several debt instruments under which the total amount of securities authorized does not exceed 10% of the total assets of the Company and its subsidiaries on a consolidated basis. Pursuant to paragraph 2(b)(i) of the instructions to the exhibits to Form 20-F, the Company agrees to furnish a copy of such instruments to the SEC upon request.

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**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

CGG

(Registrant)

/s/ JEAN-GEORGES MALCOR  
Jean-Georges Malcor

Chief Executive Officer

Date: April 15, 2016

/s/ STEPHANE-PAUL FRYDMAN  
Stéphane-Paul Frydman

Chief Financial Officer

Corporate Officer

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**CGG**

**ERNST & YOUNG**

1-2 place des Saisons, Paris La Défense 1

92400 Courbevoie

**Report of Independent Registered Public Accounting Firm on the consolidated financial statements**

To the Board of Directors and Shareholders of CGG,

We have audited the accompanying consolidated statements of financial position of CGG and subsidiaries as of December 31, 2015, 2014 and 2013, and the related consolidated statements of operations, comprehensive income (loss), changes in equity and cash-flows for each of the three years in the period ended December 31, 2015. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of CGG and subsidiaries at December 31, 2015, 2014 and 2013, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2015, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), CGG's internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria), and our report dated April 15, 2016 expressed an unqualified opinion thereon.

Paris-La Défense,

April 15, 2016

ERNST & YOUNG et Autres

Pierre Jouanne

Laurent Vitse

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**Table of Contents****CGG****CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

|  | Notes | 2015           | December 31,<br>2014 | 2013           |
|--|-------|----------------|----------------------|----------------|
| (in millions of US\$)  |       |                |                      |                |
| <b>ASSETS</b>  |       |                |                      |                |
| Cash and cash equivalents  | 28    | 385.3          | 359.1                | 530.0          |
| Trade accounts and notes receivable, net   | 3     | 812.5          | 942.5                | 987.4          |
| Inventories and work-in-progress, net  | 4     | 329.3          | 417.3                | 505.2          |
| Income tax assets  |       | 91.2           | 145.9                | 118.1          |
| Other current assets, net  | 5     | 119.2          | 126.5                | 175.6          |
| Assets held for sale, net  | 5     | 34.4           | 38.3                 | 37.7           |
| <b>Total current assets</b>  |       | <b>1,771.9</b> | <b>2,029.6</b>       | <b>2,354.0</b> |
| Deferred tax assets  | 24    | 52.2           | 98.2                 | 222.6          |
| Investments and other financial assets, net  | 7     | 87.6           | 141.8                | 47.8           |
| Investments in companies under equity method   | 8     | 200.7          | 137.7                | 325.8          |
| Property, plant and equipment, net   | 9     | 885.2          | 1,238.2              | 1,557.8        |
| Intangible assets, net   | 10    | 1,286.7        | 1,373.8              | 1,271.6        |
| Goodwill, net  | 11    | 1,228.7        | 2,041.7              | 2,483.2        |
| <b>Total non-current assets</b>  |       | <b>3,741.1</b> | <b>5,031.4</b>       | <b>5,908.8</b> |
| <b>TOTAL ASSETS</b>  |       | <b>5,513.0</b> | <b>7,061.0</b>       | <b>8,262.8</b> |
| <b>LIABILITIES AND EQUITY</b>  |       |                |                      |                |
| Bank overdrafts  | 13    | 0.7            | 2.9                  | 4.5            |
| Current portion of financial debt  | 13    | 96.5           | 75.7                 | 247.0          |
| Trade accounts and notes payables  |       | 267.8          | 444.2                | 557.6          |
| Accrued payroll costs  |       | 169.2          | 222.5                | 251.1          |
| Income taxes payable   |       | 47.0           | 72.2                 | 73.9           |
| Advance billings to customers  |       | 56.0           | 54.4                 | 52.4           |
| Provisions – current portion   | 16    | 219.5          | 106.0                | 73.1           |
| Other current liabilities  | 12    | 198.6          | 231.8                | 283.9          |
| <b>Total current liabilities</b>   |       | <b>1,055.3</b> | <b>1,209.7</b>       | <b>1,543.5</b> |
| Deferred tax liabilities   | 24    | 136.3          | 153.8                | 148.9          |
| Provisions – non-current portion   | 16    | 155.9          | 220.3                | 142.5          |
| Financial debt   | 13    | 2,787.6        | 2,700.3              | 2,496.1        |
| Other non-current liabilities  | 17    | 19.5           | 30.7                 | 41.7           |
| <b>Total non-current liabilities</b>   |       | <b>3,099.3</b> | <b>3,105.1</b>       | <b>2,829.2</b> |
| Common stock: 278,953,971 shares authorized and 177,065,192 shares with a 0.40 nominal value issued and outstanding at December 31, 2015 | 15    | 92.8           | 92.8                 | 92.7           |
| Additional paid-in capital   |       | 1,410.0        | 3,180.4              | 3,180.4        |
| Retained earnings  |       | 1,181.7        | 562.0                | 1,273.9        |
| Other Reserves   |       | 138.0          | 64.7                 | (46.1)         |
| Treasury shares  |       | (20.6)         | (20.6)               | (20.6)         |
| Net income (loss) for the period attributable to owners of CGG SA  |       | (1,450.2)      | (1,154.4)            | (698.8)        |

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|   |                |                |                |
|---|----------------|----------------|----------------|
| Cumulative income and expense recognized directly in equity | (0.6)          | (7.6)          | (7.6)          |
| Cumulative translation adjustment                           | (38.9)         | (24.3)         | 26.0           |
| <b>Equity attributable to owners of CGG SA</b>              | <b>1,312.2</b> | <b>2,693.0</b> | <b>3,799.9</b> |
| Non-controlling interest                                    | 46.2           | 53.2           | 90.2           |
| <b>Total equity</b>   | <b>1,358.4</b> | <b>2,746.2</b> | <b>3,890.1</b> |
| <b>TOTAL LIABILITIES AND EQUITY</b>                         | <b>5,513.0</b> | <b>7,061.0</b> | <b>8,262.8</b> |

The accompanying notes are an integral part of the consolidated financial statements

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**Table of Contents****CGG****CONSOLIDATED STATEMENTS OF OPERATIONS**

|  | Notes     | 2015             | Year<br>2014     | 2013           |
|--|-----------|------------------|------------------|----------------|
| (in millions of US\$, except per share data)   |           |                  |                  |                |
| Operating revenues   | 19        | 2,100.9          | 3,095.4          | 3,765.8        |
| Other income from ordinary activities  | 19        | 1.4              | 1.5              | 2.1            |
| <b>Total income from ordinary activities</b>   |           | <b>2,102.3</b>   | <b>3,096.9</b>   | <b>3,767.9</b> |
| Cost of operations   |           | (1,817.2)        | (2,510.8)        | (2,977.2)      |
| <b>Gross profit</b>  |           | <b>285.1</b>     | <b>586.1</b>     | <b>790.7</b>   |
| Research and development expenses net  | 20        | (68.7)           | (101.2)          | (105.9)        |
| Marketing and selling expenses   |           | (87.2)           | (113.9)          | (118.6)        |
| General and administrative expenses  |           | (98.5)           | (146.6)          | (215.9)        |
| Other revenues (expenses) net  | 21        | (1,188.3)        | (921.9)          | (745.2)        |
| <b>Operating income</b>  | <b>19</b> | <b>(1,157.6)</b> | <b>(697.5)</b>   | <b>(394.9)</b> |
| Expenses related to financial debt   |           | (180.2)          | (202.3)          | (193.3)        |
| Income provided by cash and cash equivalents   |           | 1.7              | 1.7              | 1.6            |
| <b>Cost of financial debt, net</b>   | <b>22</b> | <b>(178.5)</b>   | <b>(200.6)</b>   | <b>(191.7)</b> |
| Other financial income (loss)  | 23        | (54.5)           | (43.0)           | (22.3)         |
| <b>Income (loss) of consolidated companies before income taxes</b>                           |           | <b>(1,390.6)</b> | <b>(941.1)</b>   | <b>(608.9)</b> |
| Deferred taxes on currency translation   |           | (1.6)            | (15.9)           | 9.7            |
| Other income taxes   |           | (75.4)           | (107.9)          | (92.6)         |
| <b>Total income taxes</b>  | <b>24</b> | <b>(77.0)</b>    | <b>(123.8)</b>   | <b>(82.9)</b>  |
| <b>Net income (loss) from consolidated companies</b>   |           | <b>(1,467.6)</b> | <b>(1,064.9)</b> | <b>(691.8)</b> |
| Share of income (loss) in companies accounted for under equity method                        |           | 21.4             | (81.7)           | 0.6            |
| <b>Net income (loss)</b>   |           | <b>(1,446.2)</b> | <b>(1,146.6)</b> | <b>(691.2)</b> |
| <i>Attributable to:</i>  |           |                  |                  |                |
| Owners of CGG SA   | \$        | (1,450.2)        | (1,154.4)        | (698.8)        |
| Owners of CGG SA <sup>(2)</sup>  |           | (1,302.0)        | (866.1)          | (527.2)        |
| Non-controlling interests  | \$        | 4.0              | 7.8              | 7.6            |
| Weighted average number of shares outstanding <sup>(3)</sup>                                 | 29        | 194,577,134      | 194,489,333      | 194,214,274    |
| Dilutive potential shares from stock options   | 29        | (1)              | (1)              | (1)            |
| Dilutive potential shares from performance share plan  | 29        | (1)              | (1)              | (1)            |
| Dilutive potential shares from convertible bonds   | 29        | (1)              | (1)              | (1)            |
| Dilutive weighted average number of shares outstanding adjusted when dilutive <sup>(3)</sup> |           | 194,577,134      | 194,489,333      | 194,214,274    |
| <b>Net income (loss) per share</b>   |           |                  |                  |                |
| Basic  | \$        | (7.45)           | (5.94)           | (3.60)         |
| Basic <sup>(2)</sup>   |           | (6.69)           | (4.45)           | (2.71)         |
| Diluted  | \$        | (7.45)           | (5.94)           | (3.60)         |
| Diluted <sup>(2)</sup>   |           | (6.69)           | (4.45)           | (2.71)         |

(1) As our net result was a loss, stock-options and performance shares plans had an anti-dilutive effect; as a consequence, potential shares linked to those instruments were not taken into account in the dilutive weighted average number of shares or in the calculation of diluted loss per share.

(2) Converted at the average exchange rate of US\$ 1.1138, US\$ 1.3328 and US\$ 1.3254 per for 2015, 2014 and 2013 respectively.

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- (3) *As a result of the 5 February 2016 CGG SA capital increase via an offering of preferential subscription rights to existing shareholders, the calculation of basic and diluted earnings per shares for 2015, 2014 and 2013 has been adjusted retrospectively. Number of ordinary shares outstanding has been adjusted to reflect the proportionate change in the number of shares.*

The accompanying notes are an integral part of the consolidated financial statements

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## CGG

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

|   | Year                  |                  |                |
|---|-----------------------|------------------|----------------|
|   | 2015                  | 2014             | 2013           |
|   | (in millions of US\$) |                  |                |
| <b>Net income (loss) from statements of operations</b>  | <b>(1,446.2)</b>      | <b>(1,146.6)</b> | <b>(691.2)</b> |
| <b>Other comprehensive income to be reclassified in profit (loss) in subsequent period:</b>   |                       |                  |                |
| Net gain (loss) on cash flow hedges   | 0.7                   | (1.2)            |                |
| Net gain (loss) on available-for-sale financial assets  | (0.7)                 |                  |                |
| Exchange differences on translation of foreign operations   | (16.8)                | (49.2)           | 25.2           |
| <b>Net other comprehensive income to be reclassified in profit (loss) in subsequent period<sup>(1)</sup></b>                            | <b>(16.8)</b>         | <b>(50.4)</b>    | <b>25.2</b>    |
| <b>Other comprehensive income not to be classified in profit (loss) in subsequent period:</b>   |                       |                  |                |
| Net gain (loss) on actuarial changes on pension plan  | (3.3)                 | (8.5)            | (2.5)          |
| <b>Net other comprehensive income not to be reclassified in profit (loss) in subsequent period<sup>(2)</sup></b>                        | <b>(3.3)</b>          | <b>(8.5)</b>     | <b>(2.5)</b>   |
| <b>Other comprehensive income (loss) for the period, net of taxes, in companies accounted for under the equity method<sup>(3)</sup></b> |                       |                  |                |
| <b>Total other comprehensive income (loss) for the period, net of taxes<sup>(1)+(2)+(3)</sup></b>                                       | <b>(20.1)</b>         | <b>(58.9)</b>    | <b>22.7</b>    |
| <b>Total comprehensive income (loss) for the period</b>   | <b>(1,466.3)</b>      | <b>(1,205.5)</b> | <b>(668.5)</b> |
| <i>Attributable to :</i>  |                       |                  |                |
| <i>Owners of CGG</i>  | <i>(1,467.4)</i>      | <i>(1,213.2)</i> | <i>(677.6)</i> |
| <i>Non-controlling interests</i>  | <i>1.1</i>            | <i>7.7</i>       | <i>9.1</i>     |

Actuarial changes on pension plan are not classified to profit or loss in subsequent periods.

Other components recognized in other comprehensive income are reclassified to profit or loss under certain conditions.

The accompanying notes are an integral part of the consolidated financial statements

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## CGG

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

|   | Number of<br>Shares<br>issued | Share<br>capital | Additional<br>paid-in<br>capital | Retained<br>earnings | Other<br>reserves | Treasury<br>shares | Income<br>and<br>expense<br>recognized<br>directly<br>in<br>equity | Cumulative<br>Translation<br>Adjustment | Equity<br>attributable<br>to<br>owners<br>of<br>CGG SA | Non-<br>controlling<br>interests | Total<br>equity |
|---|-------------------------------|------------------|----------------------------------|----------------------|-------------------|--------------------|--|---|--|----------------------------------|-----------------|
| <b>Balance at January 1, 2013<br/>(restated)<sup>(a)</sup></b>      | <b>176,392,225</b>            | <b>92.4</b>      | <b>3,179.1</b>                   | <b>1,265.8</b>       | <b>(27.8)</b>     | <b>(20.6)</b>      | <b>(7.6)</b>   | <b>1.9</b>                              | <b>4,483.2</b>   | <b>98.7</b>                      | <b>4,581.9</b>  |
| Net gain (loss) on actuarial changes on pension plan <sup>(1)</sup> |                               |                  |                                  | (2.5)                |                   |                    |  |   | (2.5)  |                                  | (2.5)           |
| Net gain (loss) on cash flow hedges <sup>(2)</sup>                  |                               |                  |                                  |                      |                   |                    |  |   |  |                                  |                 |
| Exchange differences on foreign currency translation <sup>(3)</sup> |                               |                  |                                  |                      |                   |                    | (0.4)  | 24.1                                    | 23.7   | 1.5                              | 25.2            |
| <b>Other comprehensive income<sup>(1)+(2)+(3)</sup></b>             |                               |                  |                                  | <b>(2.5)</b>         |                   |                    | <b>(0.4)</b>   | <b>24.1</b>                             | <b>21.2</b>  | <b>1.5</b>                       | <b>22.7</b>     |
| Net income <sup>(4)</sup>   |                               |                  |                                  | (698.8)              |                   |                    |  |   | (698.8)  | 7.6                              | (691.2)         |
| <b>Comprehensive income<sup>(1)+(2)+(3)+(4)</sup></b>               |                               |                  |                                  | <b>(701.3)</b>       |                   |                    | <b>(0.4)</b>   | <b>24.1</b>                             | <b>(677.6)</b>   | <b>9.1</b>                       | <b>(668.5)</b>  |
| Capital increase  | 498,641                       | 0.3              | 1.3                              | (0.2)                |                   |                    |  |   | 1.4  |                                  | 1.4             |
| Dividends   |                               |                  |                                  |                      |                   |                    |  |   |  | (7.5)                            | (7.5)           |
| Cost of share-based payment   |                               |                  |                                  | 11.9                 |                   |                    |  |   | 11.9   |                                  | 11.9            |
| Changes in consolidation scope and other                            |                               |                  |                                  | (1.1)                | (18.3)            |                    | 0.4  |   | (19.0)   | (10.1)                           | (29.1)          |
| <b>Balance at December 31, 2013</b>                                 | <b>176,890,866</b>            | <b>92.7</b>      | <b>3,180.4</b>                   | <b>575.1</b>         | <b>(46.1)</b>     | <b>(20.6)</b>      | <b>(7.6)</b>   | <b>26.0</b>                             | <b>3,799.9</b>   | <b>90.2</b>                      | <b>3,890.1</b>  |

<sup>(a)</sup> Restatement related to IAS19 revised

|   | Number of<br>Shares<br>issued | Share<br>capital | Additional<br>paid-in<br>capital | Retained<br>earnings | Other<br>reserves | Treasury<br>shares | Income<br>and<br>expense<br>recognized<br>directly<br>in<br>equity | Cumulative<br>Translation<br>Adjustment | Equity<br>attributable<br>to<br>owners<br>of<br>CGG SA | Non-<br>controlling<br>interests | Total<br>equity |
|---|-------------------------------|------------------|----------------------------------|----------------------|-------------------|--------------------|--|---|--|----------------------------------|-----------------|
| <b>Balance at January 1, 2014</b>                                   | <b>176,890,866</b>            | <b>92.7</b>      | <b>3,180.4</b>                   | <b>575.1</b>         | <b>(46.1)</b>     | <b>(20.6)</b>      | <b>(7.6)</b>   | <b>26.0</b>                             | <b>3,799.9</b>   | <b>90.2</b>                      | <b>3,890.1</b>  |
| Net gain (loss) on actuarial changes on pension plan <sup>(1)</sup> |                               |                  |                                  | (8.5)                |                   |                    |  |   | (8.5)  |                                  | (8.5)           |
| Net gain (loss) on cash flow hedges <sup>(2)</sup>                  |                               |                  |                                  |                      |                   |                    | (1.2)  |   | (1.2)  |                                  | (1.2)           |
| Exchange differences on foreign currency translation <sup>(3)</sup> |                               |                  |                                  |                      |                   |                    | 1.2  | (50.3)                                  | (49.1)   | (0.1)                            | (49.2)          |







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## CONSOLIDATED STATEMENTS OF CASH FLOWS

|  | Notes  | 2015           | Year<br>2014   | 2013             |
|--|--------|----------------|----------------|------------------|
| (in millions of US\$)  |        |                |                |                  |
| <b>OPERATING</b>   |        |                |                |                  |
| Net income (loss)  |        | (1,446.2)      | (1,146.6)      | (691.2)          |
| Depreciation and amortization  | 28     | 1,310.6        | 1,031.3        | 1,213.0          |
| Multi-client surveys depreciation and amortization   | 10, 28 | 369.5          | 565.8          | 398.7            |
| Depreciation and amortization capitalized in multi-client surveys  | 10     | (72.8)         | (130.0)        | (92.9)           |
| Variance on provisions   |        | 98.5           | 116.1          | 39.6             |
| Stock based compensation expenses  |        | 3.1            | 6.1            | 15.8             |
| Net (gain) loss on disposal of fixed and financial assets  | 28     | (27.2)         | (7.3)          | (90.3)           |
| Equity (income) loss of investees  |        | (21.4)         | 81.7           | (0.6)            |
| Dividends received from investments in companies under equity method                                       |        | 5.1            | 30.7           | 10.0             |
| Other non-cash items   |        | (3.0)          | 44.8           | 4.5              |
| <b>Net cash-flow including net cost of financial debt and income tax</b>                                   |        | <b>216.2</b>   | <b>592.6</b>   | <b>806.6</b>     |
| Less net cost of financial debt  |        | 178.5          | 200.6          | 191.7            |
| Less income tax expense  |        | 77.0           | 123.8          | 82.9             |
| <b>Net cash-flow excluding net cost of financial debt and income tax</b>                                   |        | <b>471.7</b>   | <b>917.0</b>   | <b>1,081.2</b>   |
| Income tax paid  |        | (19.2)         | (22.9)         | (117.3)          |
| <b>Net cash-flow before changes in working capital</b>   |        | <b>452.5</b>   | <b>894.1</b>   | <b>963.9</b>     |
| change in trade accounts and notes receivables   |        | 76.8           | 7.6            | 46.5             |
| change in inventories and work-in-progress   |        | 53.2           | 40.3           | (46.8)           |
| change in other current assets   |        | 25.7           | 12.8           | 25.5             |
| change in trade accounts and notes payable   |        | (144.1)        | (73.4)         | (76.9)           |
| change in other current liabilities  |        | (33.5)         | (36.3)         | 0.5              |
| Impact of changes in exchange rate on financial items  | 28     | (22.5)         | 19.1           | (5.0)            |
| <b>Net cash-flow provided by operating activities</b>  |        | <b>408.1</b>   | <b>864.2</b>   | <b>907.7</b>     |
| <b>INVESTING</b>   |        |                |                |                  |
| Total capital expenditures (including variation of fixed assets suppliers, excluding multi-client surveys) | 9      | (145.6)        | (281.9)        | (347.2)          |
| Investments in multi-client surveys, net cash  | 10     | (284.6)        | (583.3)        | (479.4)          |
| Proceeds from disposals of tangible & intangible assets  |        | 46.2           | 7.8            | 6.1              |
| Total net proceeds from financial assets   | 28     | 4.4            | 21.5           | 33.7             |
| Acquisition of investments, net of cash & cash equivalents acquired  | 28     | (19.3)         | (8.1)          | (937.9)          |
| Variation in loans granted   |        | (27.8)         | (50.0)         | 3.9              |
| Variation in subsidies for capital expenditures  |        | (0.7)          | (0.9)          | (1.5)            |
| Variation in other non-current financial assets  |        | 4.1            | 1.4            | 2.8              |
| <b>Net cash-flow used in investing activities</b>  |        | <b>(423.3)</b> | <b>(893.5)</b> | <b>(1,719.5)</b> |
| <b>FINANCING</b>   |        |                |                |                  |
| Repayment of long-term debt  |        | (231.6)        | (1,288.1)      | (481.3)          |
| Total issuance of long-term debt   |        | 466.0          | 1,382.3        | 444.4            |
| Lease repayments   |        | (8.2)          | (8.8)          | (16.8)           |
| Change in short-term loans   |        | (2.1)          | (0.8)          | (0.4)            |
| Financial expenses paid  | 28     | (153.8)        | (144.0)        | (136.9)          |
| <i>Net proceeds from capital increase:</i>   |        |                |                |                  |
| from shareholders  |        |                | 0.1            | 1.4              |
| from non-controlling interests of integrated companies   |        |                |                |                  |
| <i>Dividends paid and share capital reimbursements:</i>  |        |                |                |                  |
| to shareholders  |        |                |                |                  |
| to non-controlling interests of integrated companies   |        | (7.5)          | (43.2)         | (7.5)            |
| <b>Net cash-flow provided by (used in) financing activities</b>  |        | <b>62.8</b>    | <b>(102.5)</b> | <b>(197.1)</b>   |

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|   |           |              |                |                |
|---|-----------|--------------|----------------|----------------|
| Effect of exchange rates on cash                            |           | (21.4)       | (8.7)          | 21.4           |
| Impact of changes in consolidation scope                    |           |              | (30.4)         | (2.7)          |
| <b>Net increase (decrease) in cash and cash equivalents</b> |           | <b>26.2</b>  | <b>(170.9)</b> | <b>(990.2)</b> |
| Cash and cash equivalents at beginning of year              | 28        | 359.1        | 530.0          | 1,520.2        |
| <b>Cash and cash equivalents at end of period</b>           | <b>28</b> | <b>385.3</b> | <b>359.1</b>   | <b>530.0</b>   |

The accompanying notes are an integral part of the consolidated financial statements

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**CGG**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

CGG S.A. ( the Company ), along with its subsidiaries (together, the Group ) is a global participant in the geophysical and geological services industry, providing a wide range of data acquisition, processing and interpretation services as well as related imaging and interpretation software to clients in the oil and gas exploration and production business. It is also a global manufacturer of geophysical equipment.

Given that the Company is listed on a European Stock Exchange and pursuant to European regulation n(o)1606/2002 dated July 19, 2002, the accompanying consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ( IFRS ) and its interpretations as issued by the International Accounting Standards Board (IASB) and as adopted by the European Union at December 31, 2015.

The consolidated financial statements were authorized for issue by the Board of Directors on March 2, 2016 and are subject to the approval of our General Meeting expected to be held on May 27, 2016.

**Critical Accounting Policies**

Our accounting policies, which we have applied consistently, are described below. However, the accounting policies related to the accounts impacted by the judgments and estimates described below are particularly important to reflect our financial position and results of operations. As we must exercise significant judgment when we apply these policies, their application is subject to an inherent degree of uncertainty.

Those accounting policies are consistent with those used to prepare our consolidated financial statements as at December 31, 2014, except for the first adoption of the following Standards, Amendments, and Interpretations:

Amendments to IAS 19 Defined Benefit Plans: Employee Contributions

Annual Improvements (2010-2012)

Annual Improvements (2011-2013)

The adoption of these Standards, Amendments, and Interpretations had no significant impact on the Group s financial statements. Comparative information has therefore not been restated.

The Group decided not to early adopt those Standards, Amendments and Interpretations that the European Union adopted but that were not effective as of December 31, 2015, namely:

Amendments to IAS 1 Disclosure initiative

Amendment to IFRS 11 Acquisition of an interest in a joint operation

Amendments to IAS 16 & IAS 38 Clarification of Acceptable Methods of Depreciation and Amortization

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Annual Improvements (2012-2014)

At the date of issuance of these consolidated financial statements, the following Standards, Amendments, and Interpretations were issued but not yet adopted by the European Union and were not effective:

IFRS 9 Financial instrument classification and valuation of financial assets

IFRS 15 Revenue from Contracts with Customers

Amendments to IFRS 10 and IAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

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Amendments to IAS 7 Disclosure initiative

Amendments to IAS 12 Recognition of deferred tax assets for unrealized losses

IFRS 16 Leases

We are currently reviewing these Standards, Amendments, and Interpretations to assess their potential impact on our consolidated financial statements. The application of Amendments to IAS 16 & IAS 38 Clarification of Acceptable Methods of Depreciation and Amortization is described below.

**Application of Amendments to IAS 16 & IAS 38 Clarification of Acceptable Methods of Depreciation and Amortization**

The amendment of IAS 38 Intangible assets leads CGG to adapt its multi-client library amortization pattern as follows:

Each survey will be fully amortized over a 5 years period based on the following principles:

Based on the sales pattern, each survey will be amortized in a manner that reflects the pattern of consumption of its economic benefits during both prefunding and after sales periods.

Thereby, an amortization rate corresponding to the ratio of capitalized costs to total expected sales over the accounting life of the survey will be applied to each sales recognized. For 2016, and as applied conservatively by CGG since January 1st, 2014, such amortization rate will be 80%.

For certain large sales, as the case maybe, the amortization rate will be adjusted to reflect the commercial effects of price elements: would a special rebate be granted to a customer buying a large volume of data, it could then trigger a higher amortization rate.

In parallel with the primary amortization pattern here-above described, a secondary amortization pattern consisting in a straight-line amortization of the Gross Book Value of the survey over a 5 year period starting at the delivery date of the survey will supersede and prevail would its application lead to a higher accumulated amortization than for the primary amortization pattern.

In addition, an impairment assessment will continue to be performed on an annual basis (or more frequently, whenever there is an indication that a survey may be impaired).

These principles are fairly consistent with our multi-client business model characteristics and they comply with the amendment of IAS 38 as they reflect the expected pattern of consumption of the economic benefits of the multi-clients library.

These principles for the multi-clients library amortization will be applied prospectively with effect from January 1st, 2016.

**Use of judgment and estimates**

The preparation of consolidated financial statements in accordance with IFRS requires management to make estimates, assumptions and judgments that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from those estimates due to the change in economic conditions, changes in laws and regulations, changes in strategy and the inherent imprecision associated with the use of estimates.



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Key judgments and estimates used in the financial statements are summarized in the following table:

| <b>Note</b>   | <b>Judgments and estimates</b>  | <b>Key assumptions</b>   |
|---------------|---|--|
| Note 2        | Fair value of assets and liabilities acquired through purchase accounting | Pattern used to determine the fair value of assets and liabilities   |
| Note 3        | Recoverability of client receivables                                      | Assessment of clients' credit default risk   |
| Notes 7 and 8 | Valuation of investments  | Financial assets fair value<br>Equity method companies fair value  |
| Note 10       | Amortization and impairment of multi-client surveys                       | Expected margin rate for each category of surveys<br>Expected useful life of multi-client surveys  |
| Note 10       | Depreciation and amortization of tangible and intangible assets           | Assets useful lives  |
| Note 11       | Recoverable value of goodwill and intangible assets                       | Expected geophysical market trends and timing of recovery<br>Discount rate (WACC)  |
| Note 16       | Post-employment benefits  | Discount rate<br>Participation rate to post employment benefit plans<br>Inflation rate   |
| Note 16       | Provisions for restructuring and onerous contracts                        | Assessment of future costs related to restructuring plans and onerous contracts  |
| Note 16       | Provisions for risks, claims and litigations                              | Assessment of risks considering court rulings and attorney's positions   |
| Note 19       | Revenue recognition   | Contract completion rates<br>Assessment of fair value of customer loyalty programs<br>Assessment of fair value of contracts identifiable parts |
| Note 20       | Development costs   | Assessment of future benefits of each project  |
| Note 24       | Deferred tax assets   | Hypothesis supporting the achievement of future taxable benefits   |

***1 Basis of consolidation***

Our consolidated financial statements include CGG SA and all its subsidiaries.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which we obtain control, and continue to be consolidated until the date when such control ceases. Control is achieved when we are exposed or have rights to variable returns from our involvement with the investee and have the ability to affect those returns through our power over the investee. When we have less than a majority of the voting or similar rights of an investee, we consider all relevant facts and circumstances in assessing whether we have power over the investee, including contractual arrangements with the other holders or potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. All intra-group balances, transactions, unrealized gains and losses resulting from intra-group transactions and dividends are eliminated in full.





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Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If we lose control over a subsidiary, we:

derecognize the assets (including goodwill) and liabilities of the subsidiary,

derecognize the carrying amount of any non-controlling interest,

derecognize the cumulative translation differences, recorded in equity,

recognize the fair value of the consideration received,

recognize the fair value of any investment retained,

recognize any surplus or deficit in profit or loss, and

reclassify the parent's share of components previously recognized in other comprehensive income to profit or loss or retained earnings, as appropriate.

We use the equity method for investments classified as joint venture. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

## ***2 Foreign currency***

Effective January 1, 2012, we changed the presentation currency of our consolidated financial statements from the euro to the US dollar to better reflect the profile of our revenues, costs and cash-flows, which are primarily generated in US dollars, and hence, to better present the financial performance of the Group.

The financial statements of all of our subsidiaries are maintained in the local currency, with the exception of the financial statements of subsidiaries for which the functional currency is not the local currency. The functional currency is the currency in which they primarily conduct their business. Goodwill attributable to subsidiaries is accounted for in the functional currency of the applicable entities.

When translating the financial statements of subsidiaries to US dollars, year-end exchange rates are applied to the statement of financial position items, while average annual exchange rates are applied to income statement items. Adjustments resulting from this process are recorded in a separate component of shareholders' equity.

With respect to affiliates accounted for using the equity method, the effects of exchange rates changes on the net assets of the affiliate are recorded in a separate component of shareholders' equity.

Transactions denominated in currencies other than the functional currency of a given entity are recorded at the exchange rate prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies other than the functional currency are revalued at year-end exchange rates and any resulting unrealized exchange gains and losses are included in income. Unrealized exchange gains and losses arising from monetary assets and liabilities for which settlement in neither planned nor likely to occur in the foreseeable future are recorded in a separate component of shareholder's equity.

## ***3 Business combinations***

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Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, we measure the non-controlling interest in the acquiree either at fair value or at the proportionate share in the recognized amounts of the acquiree's identifiable net assets. Acquisition costs incurred are expensed and included in administrative expenses.

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If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss. Any contingent consideration to be transferred by us will be recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be a financial instrument will be recognized in accordance with IAS 39 either in profit or loss or as a change in other comprehensive income. If the contingent consideration is classified as equity, it should not be remeasured until it is finally settled within equity. Goodwill is initially measured at cost being the excess of the aggregate of the consideration transferred measured at fair value and the amount recognized for non-controlling interest over the net identifiable assets acquired and liabilities assumed.

If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognized in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

### **4 Operating revenues**

Operating revenues are recognized when they can be measured reliably, and when it is likely that the economic benefits associated with the transaction will flow to the entity, which is at the point that such revenues have been realized or are considered realizable.

#### *Multi-client surveys*

Revenues related to multi-client surveys result from (i) pre-commitments and (ii) licenses after completion of the surveys (after-sales).

*Pre-commitments* generally, we obtain commitments from a limited number of customers before a seismic project is completed. These pre-commitments cover part or all of the survey area blocks. In return for the commitment, the customer typically gains the right to direct or influence the project specifications, advance access to data as it is being acquired, and favorable pricing. We record payments that we receive during periods of mobilization as advance billing in the statement of financial position in the line item "Advance billings to customers".

We recognize pre-commitments as revenue when production has started based on the physical progress of the project, as services are rendered.

*After sales* generally, we grant a license entitling non-exclusive access to a complete and ready for use, specifically defined portion of our multi-client data library in exchange for a fixed and determinable payment. We recognize after sales revenue upon the client executing a valid license agreement and being granted access to the data.

In case after sales agreements contain multiple deliverable elements, the revenue is allocated to the various elements based on specific objective evidence of fair value, regardless of any separate allocations stated within the contract for each element.

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*After sales volume agreements* we enter into a customer arrangement in which we agree to grant licenses to the customer for access to a specified number of blocks of the multi-client library. These arrangements typically enable the customer to select and access the specific blocks for a limited period of time. We recognize revenue when the blocks are selected and the client has been granted access to the data and if the corresponding revenue can be reliably estimated.

### *Exclusive surveys*

In exclusive surveys, we perform seismic services (acquisition and processing) for a specific customer. We recognize proprietary/contract revenues as the services are rendered. Revenue is recognized using the percentage of completion method (or proportional performance method).

The billings and the costs related to the transit of seismic vessels at the beginning of the survey are deferred and recognized over the duration of the contract by reference to the technical stage of completion.

In some exclusive survey contracts and a limited number of multi-client survey contracts, we are required to meet certain milestones. We defer recognition of revenue on such contracts until all milestones before which the customer is granted a right of cancellation or refund of amounts paid have been achieved.

### *Equipment sales*

We recognize revenues on equipment sales upon delivery to the customer when risks and rewards are fully transferred. Any advance billings to customers are recorded in current liabilities.

### *Software and hardware sales*

We recognize revenues from the sale of software and hardware products following acceptance of the product by the customer at which time we have no further significant vendor obligations remaining. Any advance billings to customers are recorded in current liabilities.

If an arrangement to deliver software, either alone or together with other products or services, requires significant production, modification, or customization of software, the entire arrangement is accounted for as a production-type contract, i.e. using the percentage of completion method.

If the software arrangement provides for multiple deliverables (e.g. upgrades or enhancements, post-contract customer support such as maintenance, or services), the revenue is allocated to the various elements based on specific objective evidence of fair value, regardless of any separate allocations stated within the contract for each element.

Maintenance revenues consist primarily of post contract customer support agreements and are recorded as advance billings to customers and recognized as revenue on a proportional performance basis over the contract period.

### *Other geophysical sales/services*

Revenues from our other geophysical sales/services are recognized as the services are performed and, when related to long-term contracts, using the proportional performance method of recognizing revenues.

### *Customer loyalty programs*

We may grant award credits to our main clients. These award credits are contractually based on cumulative services provided during the calendar year and attributable to future services.



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These credits are considered as a separate component of the initial sale and measured at their fair value by reference to the contractual rates and the forecasted cumulative revenues for the calendar year. These proceeds are recognized as revenue only when the obligation has been fulfilled.

### **5 *Cost of net financial debt***

Cost of net financial debt includes expenses related to financial debt, composed of bonds, the debt component of convertible bonds, bank loans, capital-lease obligations and other financial borrowings, net of income provided by cash and cash equivalents.

Borrowing costs that relate to assets that take a substantial period of time to get ready for use or sale are capitalized as part of the cost of such assets.

### **6 *Income taxes and deferred taxes***

Income taxes includes all tax based on taxable profit.

Deferred taxes are recognized on all temporary differences between the carrying value and the tax value of assets and liabilities, as well as on carry-forward losses, using the balance sheet liability method. Deferred tax assets are recognized only when their recovery is considered as probable.

Deferred tax liabilities are recognized on intangible assets identified and recognized as part of business combinations (technological assets, customer relationships).

Deferred tax assets and deferred tax liabilities are not discounted.

### **7 *Intangible and tangible assets***

In accordance with IAS 16 *Property, Plant and equipment* and IAS 38 *Intangible assets* only items for which cost can be reliably measured and for which the future economic benefits are likely to flow to us are recorded in our consolidated financial statements.

#### *Property, plant and equipment*

Property, plant and equipment are valued at historical cost less accumulated depreciation and impairment losses. Depreciation is generally calculated over the following useful lives:

|   |                |
|---|----------------|
| equipments and tools                            | 3 to 10 years  |
| vehicles  | 3 to 5 years   |
| aircrafts                                       | 5 to 10 years  |
| seismic vessels                                 | 12 to 30 years |
| buildings for industrial use                    | 20 years       |
| buildings for administrative and commercial use | 20 to 40 years |

Depreciation expense is determined using the straight-line method.

We include residual value, if significant, when calculating the depreciable amount. We segregate tangible assets into their separate components if there is a significant difference in their expected useful lives, and depreciate them accordingly.

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### *Lease agreements*

Assets under a finance lease agreement or a long-term lease agreement that transfers substantially all the risks and rewards incidental to ownership to the Group are accounted for as fixed assets at the commencement of the lease term, at amounts equal to the fair value of the leased property or, if lower, the present value of the minimum lease payments, each determined at the inception of the lease. Minimum lease payments are apportioned between the finance charge and the reduction of the outstanding liability and the finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Assets under finance lease are depreciated over the shorter of its useful life and the lease term, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term. Depreciation is determined on the same basis as owned-assets and is included in depreciation expense.

Rent payments under operating leases are recognized as operating expenses on a straight-line basis over the lease term.

### *Goodwill*

Goodwill is determined according to IFRS 3 Revised Business Combinations. Goodwill is not amortized but subject to an impairment test at least once a year at the statement of financial position dates or when a triggering event occurs.

### *Multi-client surveys*

Multi-client surveys consist of seismic surveys to be licensed to customers on a non-exclusive basis. All costs directly incurred in acquiring, processing and otherwise completing seismic surveys are capitalized into the multi-client surveys (including transit costs when applicable). The value of our multi-client library is stated on our statement of financial position at the aggregate of those costs less accumulated amortization or at fair value if lower. We review the library for potential impairment at each statement of financial position date at the relevant level (independent surveys or groups of surveys).

Multi-client surveys are classified into a same category when they are located in the same area with the same estimated sales ratio, such estimates generally relying on the historical patterns.

We amortize the multi-client surveys over the period during which the data is expected to be marketed using an amortization rate applied to recognized revenues.

We use amortization rate of 80% corresponding to the ratio of total estimated costs over total estimated sales, unless specific indications lead to apply a different rate.

For all categories of surveys, starting from data delivery, a minimum straight-line amortization scheme is applied over a five-year to seven-year period, if total accumulated amortization from the applicable amortization rate is below this equivalent minimum level.

Please refer to introduction of note 1 for the application of the amendment of IAS 38 from 1 January 2016.

### *Development costs*

Expenditures on research activities undertaken with the prospect of gaining new scientific or technological knowledge and understanding are recognized in the income statement as expenses as incurred and are presented as Research and development expenses net . Expenditures on development activities, whereby research findings are applied to a plan or design for the production of new or substantially improved products and processes, are capitalized if:

the project is clearly defined, and costs are separately identified and reliably measured,

the product or process is technically and commercially feasible,





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we have sufficient resources to complete development, and

the intangible asset is likely to generate future economic benefits, either because it is useful to us or through an existing market for the intangible asset itself or for its products.

The expenditures capitalized include the cost of materials, direct labor and an appropriate proportion of overhead. Other development expenditures are recognized in the income statement as expenses as incurred and are presented as Research and development expenses net .

Capitalized development expenditures are stated at cost less accumulated amortization and impairment losses.

Capitalized developments costs are amortized over 5 years.

Research and development expenses in our income statement represent the net cost of development costs that are not capitalized, of research costs, offset by government grants acquired for research and development.

*Other intangible assets*

Other intangible assets consist primarily of customer relationships, technology and trade name acquired in business combinations. Customer relationships are generally amortized over periods ranging from 10 to 20 years and acquired technology are generally amortized over periods ranging from 5 to 10 years.

*Impairment*

The carrying values of our assets (excluding inventories, assets arising from construction contracts, non-current assets classified as held for sale in accordance with IFRS 5, deferred tax assets, assets arising from employee benefits and financial assets) are reviewed at each statement of financial position date or if any indication exists that an asset may be impaired, in compliance with IAS 36 Impairment of assets . Factors we consider important that could trigger an impairment review include the following:

significant underperformance relative to expected operating results based upon historical and/or projected data,

significant changes in the manner of our use of the tested assets or the strategy for our overall business, and

significant negative industry or economic trends.

The recoverable amount of tangible and intangible assets is the greater of their net fair value less costs of disposal and value in use.

Goodwill, assets that have an indefinite useful life and intangible assets are allocated to cash generating units or groups of cash generating units. We estimate the recoverable amount of these cash generating units at each statement of financial position closing date and whenever any indication exists that the cash generating unit may be impaired.

We determine the value in use by estimating future cash flows expected from the assets or from the cash generating units, discounted to their present value using the sector weighted average cost of capital (WACC) estimated on a yearly basis by the Group. When the recoverable value retained is a fair value less cost of disposal, the fair value is determined by reference to an active market.

We recognize an impairment loss whenever the carrying amount of an asset exceeds its recoverable amount. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.



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Impairment losses are recognized in the statement of operations. Impairment losses recognized in respect of a group of non-independent assets allocated to a cash-generating unit are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units (group of units) and then, to reduce the carrying amount of the other assets in the unit (group of units) on a pro rata basis provided that the carrying amount of an individual asset is not reduced below its value in use or fair value less costs of disposal.

A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation or amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the income statement unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

Impairment losses recognized on goodwill cannot be reversed.

*Assets held for sale*

Assets classified as assets held for sale correspond to non-current assets for which the net book value will be recovered by a sale rather than by their use in operations. Assets held for sale are valued at the lower of historical cost and fair value less cost to sell.

**8 Investments in companies under equity method**

Under the equity method, the investments in our associates or joint ventures are carried in the statement of financial position at cost plus post acquisition changes in our share of net assets of the associates or joint ventures. Goodwill relating to the associates is included in the carrying amount of the investment and is neither amortized nor individually tested for impairment.

After application of the equity method, we determine whether it is necessary to recognize an additional impairment loss on our investment in the associates. We determine at each reporting date whether there is any objective evidence that the investments in our associates are impaired. If this is the case we calculate the amount of impairment as the difference between the recoverable amount of the associates and their carrying value and usually recognize the amount in the share of profit of an associate in the statement of operations.

Upon loss of significant influence over the associate, we measure and recognize any retaining investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retaining investment and proceeds from disposal is recognized in profit or loss.

From the date when an investment ceases to be an associate or a joint venture and becomes a financial asset we discontinue the use of the equity method. The retained interests are measured at fair value. We recognise in profit or loss any difference between (i) the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture; and (ii) the carrying amount of the investment at the date the equity method was discontinued.

**9 Investments and other financial assets**

Investments and other financial assets include investments in non-consolidated entities, loans and non-current receivables.

*Investments in non-consolidated entities*

In accordance with IAS 39 Financial instruments, we classify investments in non-consolidated entities as available-for-sale and therefore present them on the statement of financial position at their fair value. The fair value for listed securities is their market price at the statement of financial position date. If a reliable fair value cannot be established, securities are valued at historical cost.

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Gains or losses on disposal of impaired investments in non-consolidated entities classified as available for sale are not recognized through profit and loss.

### *Loans and non-current receivables*

Loans and non-current receivables are accounted for at amortized cost.

### *Impairment*

We examine available-for-sale securities and other financial assets at each statement of financial position date to detect any objective evidence of impairment. Where this is the case, we record an impairment loss in the statement of operations.

Where there is objective evidence of impairment of an investment in a non-consolidated entity (for instance in case of significant or prolonged decline of the value of the asset) we record an irreversible impairment loss in the statement of operations.

### *Derecognition*

We derecognize a financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) when:

The rights to receive cash flows from the asset have expired, or

We have transferred the rights to receive cash flows from the asset or have assumed an obligation to pay the received cash flows in full without material delay to a third party under a pass-through arrangement; and either (a) we have transferred substantially all the risks and rewards of the asset, or (b) we have neither transferred nor retained substantially all the risks and rewards of the asset, but have transferred control of the asset.

When we have transferred the rights to receive cash flows from an asset, we evaluate if and to what extent we have retained the risks and rewards of ownership. When we have neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the asset is recognised to the extent of our continuing involvement in the asset. In that case, we also recognise an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that we have retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that we could be required to repay.

## **10 Treasury shares**

We value treasury shares at their cost, as a reduction of shareholders' equity. Proceeds from the sale of treasury shares are included in shareholders' equity and have no impact on the statement of operations.

## **11 Inventories**

We value inventories at the lower of cost (including direct production costs where applicable) and net realizable value.

We calculate the cost of inventories on a weighted average price basis for our Equipment segment and on a first-in first-out basis for Contractual Data Acquisition and Geology, Geophysics & Reservoir ( GGR ) segments.



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The additions and deductions in valuation allowances for inventories and work-in-progress are presented in the consolidated statements of operations as Cost of sales .

### ***12 Trade accounts and Notes receivable***

In the Contractual Data Acquisition and Geology, Geophysics & Reservoir ( GGR ) segments, customers are generally large national or international oil and gas companies, which management believes reduces potential credit risk.

In the Equipment segment, a significant portion of sales is paid by irrevocable letters of credit.

The Group maintains an allowance for doubtful accounts based upon factors surrounding the credit risk of specific customers, historical trends and other information. Credit losses have not been material for the periods presented and have consistently been within management's expectations.

Recoverable costs and accrued profit not billed comprise amounts of revenue recognized under the percentage of completion method on contracts for which billings had not been presented to the contract owners. Such unbilled accounts receivable are generally billed over the 30 or 60 days after services has been delivered.

### ***13 Provisions***

We record a provision when the Group has a present obligation (legal or constructive) as a result of a past event for which it is probable that an outflow of resources embodying economic benefits (that can be reliably determined) will be required to settle the obligation.

#### *Onerous contracts*

We record a provision for onerous contracts equal to the excess of the unavoidable costs of meeting the obligations under the contract over the economic benefits expected to be received under it, as estimated by the Group.

#### *Pension, post-employment benefits and other post-employment benefits*

We record obligations for contributions to defined contribution pension plans as an expense in the income statement as incurred. We do not record any provision for such plans as we have no further obligation.

Our net obligation in respect of defined benefit pension plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods. We perform the calculation by using the projected unit credit method.

That benefit is discounted to determine its present value, and the fair value of any plan assets is deducted.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. Interest is recorded in the profit and loss.

Unvested past services costs are recognized immediately if the benefits have vested immediately following the introduction of, or changes to, a pension plan.

We record actuarial gains and losses on defined benefits plans directly in equity.

**14 Financial debt**

Financial debt is accounted for:

As at the date of issuance, at the fair value of the consideration received, less issuance fees and/or issuance premium;

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Subsequently, at amortized cost, corresponding to the fair value at which it is initially recognized, less repayments at the nominal amount and increased or decreased for the amortization of all differences between this original fair value recognized and the amount at maturity; differences between the initial fair value recognized and the amount at maturity are amortized using the effective interest rate method.

**15 Convertible debt**

The Company recognizes separately the components of convertible debt as respectively a financial liability and an option to the holder of the instrument to convert it into an equity instrument of the Company.

The Company first determines the carrying amount of the liability component by measuring the fair value of a similar liability (including any embedded non-equity derivative features) that does not have an associated equity component.

The carrying amount of the equity instrument represented by the option to convert the instrument into ordinary shares is then determined by deducting the fair value of the financial liability from the fair value of the compound financial instrument as a whole. The carrying amount is presented net of associated deferred taxes.

The sum of the carrying amounts assigned to the liability and equity components on initial recognition is always equal to the fair value that would be ascribed to the instrument as a whole.

**16 Derivative financial instruments**

We use over-the-counter derivative financial instruments to hedge our exposure to foreign exchange fluctuations from operational, financing and investment activities denominated in a currency different from the functional currency. In accordance with our treasury policy, we do not hold or issue derivative financial instruments for trading purposes. However, derivatives that do not qualify for hedge accounting are accounted for as trading instruments in Other financial income (loss) .

Over-the-counter derivatives are entered into in the frame master agreements that provide a right of set-off in the event of default, insolvency or bankruptcy of one of the parties to the agreement (those netting agreements do not fulfill IAS 32 criteria to offset the fair value of derivatives on the balance sheet).

Exchange gains or losses on foreign currency financial instruments that represent the efficient portion of an economic hedge of a net investment in a foreign subsidiary are reported as translation adjustments in shareholder's equity under the line item Cumulative translation adjustments , the inefficient portion being recognized in the statement of operations. The cumulative value of foreign exchange gains and losses recognized directly in equity will be transferred to statement of operations when the net investment is sold.

Derivative financial instruments are stated at fair value. The gain or loss on reassessment to fair value is recognized immediately in the statement of operations. However, where derivatives qualify for cash flow hedge accounting, we account for changes in the fair value of the effective portion of the hedging instruments in shareholder's equity. The ineffective portion is recorded in Other financial income (loss) . Amounts recorded in other comprehensive income are reclassified into the statement of operations when the hedged risks impact the statement of operations.

When derivatives do not qualify for cash flow hedge accounting, we account for changes in the fair value into the statement of operations in Other financial income (loss) .



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### ***17 Cash-flow statement***

The cash flows of the period are presented in the cash flow statement within three activities: operating, investing and financing activities:

#### *Operating activities*

Operating activities are the principal revenue-producing activities of the entity and other activities that are not investing or financing activities.

#### *Investing activities*

Investing activities are the acquisition and disposal of long-term assets and other investments not included in cash equivalents. When a subsidiary is acquired, a separate item, corresponding to the consideration paid net of cash and cash equivalents held by the subsidiary at the date of acquisition, provides the cash impact of the acquisition.

Investments in multi-client surveys are presented net of depreciation and amortization capitalized in multi-client surveys, in order to reflect actual cash outflows. Depreciation and amortization capitalized in multi-client surveys are also restated in operating activities.

#### *Financing activities*

Financing activities are activities that result in changes in the size and composition of the contributed equity and borrowings of the entity.

They include the cash impact of financial expenses.

#### *Cash and cash equivalents*

Cash and cash equivalents in the consolidated statement of financial position comprise cash at banks and on hand and short-term deposits with a maturity of three months or less that are readily convertible to known amounts of cash.

### ***18 Share-based payments, including stock options***

Employees (including senior executives) of the Group receive remuneration in the form of share-based payments. These rights can be settled either in equity (equity-settled transactions) or in cash (cash-settled transactions).

#### *Equity-settled transactions*

We include stock options granted to employees in the financial statements using the following principles: the stock option's fair value is determined on the grant date and is recognized in personnel costs, with a corresponding increase in equity, on a straight-line basis over the period between the grant date and the end of the vesting period. We calculate stock option fair value using the Black-Scholes mathematical model.

#### *Cash-settled transactions*

The cost of cash-settled transactions is measured initially at the grant date using a binomial model. A provision is recognized over the period until the vesting date. This liability is re-measured to fair value at each reporting date up to and including the settlement date, which changes in fair value recognized in the statement of operations.



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**19 Grants**

Government grants, including non-monetary grants at fair value, are not recognized until there is reasonable assurance that the entity will comply with the conditions of the grant and that the grants will be received.

Government grants are recognized as income over the periods necessary to match them with the related costs which they are intended to compensate. They are presented as a reduction of the corresponding expenses in the item Research and development expenses, net in the statement of operations.

Refundable grants are presented in the statement of financial position as Other non-current liabilities .

**20 Earnings per share**

Basic per share amounts are calculated by dividing net income for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share amounts are calculated by dividing the net income attributable to ordinary equity holders of the Company and adjusted for the after-tax amounts of preference dividends, differences arising on the settlement of preferences shares, and other similar effects of preference shares classified as equity, by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of convertible bonds, the exercise of stock options and shares from performance share plans.

**NOTE 2 ACQUISITIONS AND DIVESTITURES*****During 2015***

In accordance with the Framework Agreement signed in late 2013 with Industrialization & Energy Services Company (TAQA), 98% of Ardiseis capital has been brought to Argas by CGG and TAQA (49% by CGG and TAQA, respectively). Through this Agreement, Argas has become the main shareholder of Ardiseis, with Argas and Ardiseis pooling all their resources to create a more efficient and powerful combined Argas Group. The new Argas group has a stronger capital base, covered a larger business scope, and is 51% owned by TAQA and 49% owned by CGG.

On October 31, 2015, CGG sold its Canadian Multi-Client Library and cashed-in the proceeds.

***During 2014***

*Framework agreement with Industrialization & Energy Services Company (TAQA) and sale of 2% of Ardiseis FZCO*

On December 31, 2013, CGG and TAQA entered into a Framework Agreement which strengthens and extends their historical and long-term partnership in the Middle-East.

CGG and TAQA were shareholders of two joint ventures in the Middle East: Argas, a Saudi company established in 1966, covering geophysical activities in the Kingdom of Saudi Arabia (KSA), of which TAQA owned 51% and CGG owned 49%; Ardiseis, a company established in 2006 in Dubai, covering land and shallow water data acquisition activities in the rest of the Middle East, of which CGG owned 51% and TAQA 49%.

Through the Framework Agreement, Argas would become the sole shareholder of Ardiseis, with Argas and Ardiseis pooling all their resources to create a more efficient and powerful combined Argas Group. The new Argas group would have a stronger capital base, covered a larger business scope, and would be 51% owned by TAQA and 49% owned by CGG.

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In relation with this agreement, net assets of Ardiseis were reclassified in Assets held for sales for an amount of US\$22 million as of December 31, 2013 (see note 5).

In June 2014, CGG and Industrialization & Energy Services Company (TAQA) signed a share sale and purchase agreement under which CGG Services UK Ltd, a subsidiary of CGG, sold 2% of the share capital of Ardiseis FZCO to TAQA for a total consideration of US\$1.2 million. As a result of the transaction, CGG owned 49% of Ardiseis FZCO and did not control the company any longer. From June 30, 2014, Ardiseis FZCO was no longer fully consolidated in our consolidated financial statements but was accounted for under the equity method.

The net gain arising from this transaction amounted to US\$11.9 million and was recorded in the line item Other revenues (expenses), net in the 2014 consolidated statement of operations.

### *Agreement with Geokinetics Inc*

On September 30, 2014 CGG sold its North American land contract assets and activities to Geokinetics Inc against a minority equity stake in this company. Our stake in Geokinetics was presented as a non-consolidated investment for US\$49 million in our statement of financial position and was measured at its fair value (see note 7). The net gain arising from this transaction was not significant.

### *Agreement with Alcatel-Lucent*

On October 20, 2014, Sercel and Alcatel-Lucent Submarine Networks (ASN) have signed a binding agreement for the sale of Optoplan AS, a fully consolidated subsidiary of CGG for a total consideration of US\$20.7 million. The closing of the transaction was completed on October 31, 2014.

### *Purchase option over Geomar SAS with Louis Dreyfus Armateurs group (LDA)*

On November 27, 2013, we agreed with LDA to exercise a purchase option on the shares held by LDA in Geomar SAS, the company owning the CGG Alizé vessel. This purchase took effect on April 1, 2014.

This transaction had no impact on the consolidation method of this subsidiary which remains fully consolidated. The change of ownership interests was accounted for as an equity transaction as of December 31, 2013.

## ***During 2013***

### *Acquisition of Fugro's Geoscience Division*

Pursuant to the terms of a Sale and Purchase Agreement (the SPA) between the Company and Fugro NV (Fugro) dated September 24, 2012, we agreed to acquire (the Acquisition) most of the Geoscience division of Fugro, i.e.:

Fugro-Geoteam (specializing in marine streamer seismic data acquisition);

Fugro Seismic Imaging (specializing in seismic data processing services);

Fugro Geophysical and Geological Services (specializing in geographical exploration services);

De Regt Marine Cables (specializing in high-end cables and umbilicals); and

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as well as all related entities and assets, but excluding Fugro's multi-client library and ocean bottom nodes ( OBN ) activity (the acquired activities are referred to herein as the Geoscience Division ).

The Parties had also agreed to establish certain strategic partnerships with Fugro, in particular, to:

Establish a joint venture with Fugro, Seabed Geosolutions BV, to which Fugro would contribute its OBN activity and we would contribute our shallow water, ocean bottom cable ( OBC ) and OBN activities; and

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Enter into certain commercial agreements with Fugro, including (i) a non-exclusive selling and marketing agreement with respect to Fugro's multi-client library, (ii) a technological and commercial agreement providing reciprocal preferred supplier status and (iii) a transitional services agreement (together, the Commercial Agreements).

On January 31, 2013, we completed the acquisition with the exception of the Airborne activity and certain minor assets for which the acquisition took place on September 2, 2013, upon obtaining the main administrative authorizations.

The total purchase price, amounted to US\$1,572 million, leading to a goodwill of US\$721 million.

This transaction was financed with the net proceeds of a 414 million capital increase with the rights issue we conducted in October 2012, with the net proceeds of the 360 million convertible bonds we issued in November 2012, and with a vendor loan from Fugro which was agreed upon to achieve a rapid closing. This vendor loan amounted to 125 million at the closing date, and was extended to 225 million at the date of effective acquisition of the airborne activity.

As of December 31, 2013, we paid a total net consideration of US\$933.0 million for the whole Fugro transaction, after final adjustments, notably for actual levels of working capital, indebtedness and cash position. Moreover, half of the vendor loan is repaid.

Based on the financial information related to entities we acquired (Fugro's Geoscience Division, excluding multi-client survey), the Group operating revenues in 2013 would have been US\$3,875.8 million if the acquisition had taken place on January 1, 2013. The impact on the net income (loss) would have been not significant.

The amounts of net assets acquired and liabilities assumed recognized at the acquisition date are as follows:

|   | <b>Fair value</b><br><b>(in millions of US\$)</b> |
|---|---|
| Cash & cash equivalents   | 28  |
| Current assets (liabilities), net   | 39  |
| Vessels and fixed assets, net <sup>(1)</sup>                                  | 625   |
| Other non-current assets, net   | 12  |
| Intangible assets, net <sup>(1)</sup>   | 94  |
| Customer relationships (weighted-average life of 14 years)                    | 53  |
| Multi-client geological data library (maximum life of 7 years) <sup>(2)</sup> | 39  |
| Financial debt  | (4)   |
| Non-current liabilities   | (35)  |
| <b>Total identifiable net assets acquired</b>                                 | <b>851</b>  |
| <b>Goodwill</b>   | <b>721</b>  |
| <b>Purchase price consideration</b>   | <b>1,572</b>                                      |

<sup>(1)</sup> The fair values of two vessels and their related equipment and technologies were determined by using comparable market data.

<sup>(2)</sup> The fair value of the Robertson's geological data library was determined by using a relief from royalty approach.

The goodwill recognized included intangible assets that did not qualify for separate recognition such as assembled workforce and synergies expected between the business lines of our GGR segment that resulted from the acquisition (see note 19). None of the goodwill recognized is expected to be deductible for income tax purposes.

**Table of Contents***Creation of the joint venture Seabed Geosolutions BV*

The signing of the joint venture Seabed Geosolutions BV between CGG and Fugro took place on February 16, 2013. We hold 40% of the share-capital of Seabed Geosolutions BV. We have accounted for Seabed Geosolutions BV using the equity method since then.

The following table summarizes the consideration received for the contribution of our Shallow water and OBC businesses and the carrying value of the assets contributed:

|   | (in millions of US\$) |
|---|-----------------------|
| <b>Consideration received</b>   |                       |
| Credit note <sup>(1)</sup>  | 281                   |
| Fair value of our shares in Seabed Geosolutions BV <sup>(2)</sup>     | 217                   |
| <b>Total consideration received</b>                                   | <b>498</b>            |
| <b>Carrying value of the contributed assets and liabilities</b>       |                       |
| Cash  | 9                     |
| Goodwill  | 313                   |
| Other assets and liabilities  | 91                    |
| <b>Total carrying value of the contributed assets and liabilities</b> | <b>413</b>            |
| <b>Net gain realized</b>  | <b>85</b>             |

<sup>(1)</sup> This related to the amount due by Fugro and offsets partially the gross cash paid for the acquisition of the Fugro's Geoscience Division (see above)

<sup>(2)</sup> The fair value of our shares in Seabed Geosolutions BV was assessed using a multi-criteria approach based on the present value of discount cash flows and market multiples derived from a set of comparable transactions.

The net gain of US\$84.5 million arising from our contribution to this entity was recorded in the line item Other revenues (expenses) net in our statement of operations.

As of December 31, 2012, in accordance with the terms of the SPA and especially the establishment of the joint venture Seabed Geosolutions BV, we reclassified the contributed assets for US\$76.4 million in assets held for sale in our statement financial position. We also reclassified the goodwill corresponding to contributed businesses for US\$300 million (see note 5).

*Creation of a ship management joint venture with Louis Dreyfus Armateurs group (LDA)*

On April 16, 2013, CGG and Louis Dreyfus Armateurs Group (LDA) created a ship management joint venture, Geofield Ship Managements Services SAS, in which we own 50%. The new joint venture provides maritime ship management services for CGG's high-capacity 3D seismic vessels. We account for this entity using the equity method since then.

*Sale of the Company's shareholding interest in Spectrum ASA*

On February 20, 2013, we sold our 10.14% stake in Spectrum ASA at NOK 47.50 per share. We recognized a US\$19.8 million gain recorded in the line item Other revenues (expenses) net in our consolidated statement of operations.

**Table of Contents****NOTE 3 TRADE ACCOUNTS AND NOTES RECEIVABLE**

Analysis of trade accounts and notes receivables by maturity is as follows:

|   | December 31,          |              |              |
|---|-----------------------|--------------|--------------|
|   | 2015                  | 2014         | 2013         |
|   | (in millions of US\$) |              |              |
| Trade accounts and notes receivable gross current portion           | 662.0                 | 651.9        | 751.1        |
| Less: allowance for doubtful accounts current portion               | (42.3)                | (34.7)       | (29.6)       |
| <b>Trade accounts and notes receivables net current portion</b>     | <b>619.7</b>          | <b>617.2</b> | <b>721.5</b> |
| Trade accounts and notes receivable gross non-current portion       | 0.7                   | 3.0          | 5.2          |
| Less: allowance for doubtful accounts non-current portion           |                       |              | (1.0)        |
| <b>Trade accounts and notes receivables net non-current portion</b> | <b>0.7</b>            | <b>3.0</b>   | <b>4.2</b>   |
| Recoverable costs and accrued profit, not billed                    | 192.1                 | 322.3        | 261.7        |
| <b>Total accounts and notes receivables</b>                         | <b>812.5</b>          | <b>942.5</b> | <b>987.4</b> |

Allowances for doubtful accounts only relate to overdue receivables as of December 31, 2015.

The non-current receivables relate to our Equipment segment as of December 31, 2015, 2014 and 2013.

As of December 31, 2015 the ageing analysis of net trade accounts and notes receivables is as follows:

|             | Not past due          | 30 days | 30 - 60 days | 60 - 90 days | 90 - 120 days | > 120 days | Total        |
|-------------|-----------------------|---------|--------------|--------------|---------------|------------|--------------|
|             | (in millions of US\$) |         |              |              |               |            |              |
| <b>2015</b> | 390.6                 | 98.9    | 26.2         | 17.3         | 24.3          | 63.1       | <b>620.4</b> |
| <b>2014</b> | 326.9                 | 100.6   | 45.4         | 48.3         | 10.6          | 88.4       | <b>620.2</b> |
| <b>2013</b> | 445.3                 | 99.9    | 71.6         | 18.6         | 12.6          | 77.7       | <b>725.7</b> |

**Litigation**

On March 18, 2013, CGG Services SA, a fully owned subsidiary of CGG SA, initiated arbitration proceedings against ONGC, an Indian company, to recover certain unpaid amounts under three commercial contracts entered into by the two entities between 2008 and 2010. The proceedings are on-going. We believe that this arbitration proceeding will allow us to recover the receivables that are recorded on our statement of financial position as unpaid receivables.

**Factoring agreements**

In 2014 and 2013, we entered into several factoring agreements with various banks. We had transferred US\$81.1 million and US\$36.9 million as of December 31, 2014 and 2013 respectively, of notes receivable as part of these agreements. The risks retained by the Group were mainly the risk of payment delay up to 30 days and the risk of commercial litigation. Both were historically low with the transferred clients. As a consequence, the Group retained only non-significant amounts to the extent of its continuing involvement. Related costs recorded in operating income are not significant.

There were no factoring agreements as of December 31, 2015.





**Table of Contents****NOTE 4 INVENTORIES AND WORK IN PROGRESS**

|   | December 31, 2015     |                     |              | December 31, 2014 |                     |              | December 31, 2013 |                     |              |
|---|-----------------------|---------------------|--------------|-------------------|---------------------|--------------|-------------------|---------------------|--------------|
|   | Cost                  | Valuation Allowance | Net          | Cost              | Valuation Allowance | Net          | Cost              | Valuation Allowance | Net          |
|   | (in millions of US\$) |                     |              |                   |                     |              |                   |                     |              |
| Consumables and spares parts            | 15.2                  | (0.6)               | 14.6         | 36.4              | (0.6)               | 35.8         | 60.6              | (0.8)               | 59.8         |
| Raw materials and sub-assemblies        | 76.0                  | (14.9)              | 61.1         | 91.9              | (13.5)              | 78.4         | 121.8             | (16.5)              | 105.3        |
| Work in progress                        | 159.0                 | (25.8)              | 133.2        | 197.0             | (26.4)              | 170.6        | 245.6             | (17.5)              | 228.1        |
| Finished goods                          | 134.5                 | (14.1)              | 120.4        | 143.8             | (11.3)              | 132.5        | 127.1             | (15.1)              | 112.0        |
| <b>Inventories and work in progress</b> | <b>384.7</b>          | <b>(55.4)</b>       | <b>329.3</b> | <b>469.1</b>      | <b>(51.8)</b>       | <b>417.3</b> | <b>555.1</b>      | <b>(49.9)</b>       | <b>505.2</b> |

*Variation of inventories and work in progress*

| <i>Variation of the period</i>        | December 31,          |              |              |
|---------------------------------------|-----------------------|--------------|--------------|
|                                       | 2015                  | 2014         | 2013         |
|                                       | (in millions of US\$) |              |              |
| <b>Balance at beginning of period</b> | <b>417.3</b>          | <b>505.2</b> | <b>419.2</b> |
| Variations                            | (45.0)                | (30.8)       | 60.1         |
| Movements in valuation allowance      | (8.2)                 | (9.5)        | (11.3)       |
| Change in consolidation scope         |                       | (8.0)        | 20.9         |
| Change in exchange rates              | (33.0)                | (39.6)       | 13.8         |
| Others                                | (1.8)                 |              | 2.5          |
| <b>Balance at end of period</b>       | <b>329.3</b>          | <b>417.3</b> | <b>505.2</b> |

In 2014, change in consolidation scope corresponded to inventories and work in progress contributed to Alcatel-Lucent Submarine Networks (ASN) and Geokinetics (see note 2). In 2013, this line item corresponded to inventories and work in progress acquired in the Fugro Geoscience Division.

**NOTE 5 OTHER CURRENT ASSETS AND ASSETS HELD FOR SALE***Other current assets*

|  | December 31,          |              |              |
|--|-----------------------|--------------|--------------|
|  | 2015                  | 2014         | 2013         |
|  | (in millions of US\$) |              |              |
| Personnel and other tax assets                 | 40.8                  | 41.9         | 61.7         |
| Fair value of financial instruments            | 0.3                   | 1.4          | 1.8          |
| Other miscellaneous receivables <sup>(a)</sup> | 43.3                  | 32.1         | 34.4         |
| Supplier prepayments                           | 20.9                  | 33.3         | 52.1         |
| Prepaid expenses                               | 13.9                  | 17.8         | 25.6         |
| <b>Other current assets</b>                    | <b>119.2</b>          | <b>126.5</b> | <b>175.6</b> |

(a) *Includes restricted cash for US\$0.7 million in 2015.*

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**Table of Contents***Assets held for sale*

|   | December 31,          |             |             |
|---|-----------------------|-------------|-------------|
|   | 2015                  | 2014        | 2013        |
|   | (in millions of US\$) |             |             |
| Massy headquarters land   | 7.6                   | 10.7        | 10.7        |
| Ardiseis Net assets related to the framework agreement with TAQA (see note 2) |                       |             | 21.9        |
| Seismic vessels   | 22.0                  | 26.2        |             |
| Equipments and others   | 4.8                   | 1.4         | 5.1         |
| <b>Assets held for sale</b>   | <b>34.4</b>           | <b>38.3</b> | <b>37.7</b> |

In 2015, we sold a part of Massy headquarters, and two of the three seismic vessels that were previously classified as assets held for sale in 2014 as part of our transformation plan.

**NOTE 6 ASSET VALUATION ALLOWANCE**

|   | December 31, 2015                  |             |               |                      |                       |                                |
|---|------------------------------------|-------------|---------------|----------------------|-----------------------|--------------------------------|
|   | Balance at<br>beginning<br>of year | Additions   | Deductions    | Unused<br>Deductions | Others <sup>(a)</sup> | Balance<br>at end<br>of period |
|   | (in millions of US\$)              |             |               |                      |                       |                                |
| Trade accounts and notes receivables    | 34.8                               | 12.2        | (6.4)         |                      | 1.7                   | 42.3                           |
| Inventories and work-in-progress        | 51.7                               | 9.3         | (1.1)         |                      | (4.5)                 | 55.4                           |
| Tax assets                              | 8.0                                | 1.3         | (2.1)         |                      | (0.3)                 | 6.9                            |
| Other current assets                    | 9.8                                | 1.1         | (1.1)         |                      | (2.3)                 | 7.5                            |
| <b>Total assets valuation allowance</b> | <b>104.3</b>                       | <b>23.9</b> | <b>(10.7)</b> |                      | <b>(5.4)</b>          | <b>112.1</b>                   |

<sup>(a)</sup> Includes the effects of exchange rate changes and changes in the scope of consolidation.

|   | December 31, 2014                     |             |               |                      |                       |                                |
|---|---------------------------------------|-------------|---------------|----------------------|-----------------------|--------------------------------|
|   | Balance at<br>beginning<br>of<br>year | Additions   | Deductions    | Unused<br>Deductions | Others <sup>(a)</sup> | Balance<br>at end<br>of period |
|   | (in millions of US\$)                 |             |               |                      |                       |                                |
| Trade accounts and notes receivables    | 30.6                                  | 17.4        | (12.4)        |                      | (0.8)                 | 34.8                           |
| Inventories and work-in-progress        | 49.9                                  | 13.6        | (4.1)         |                      | (7.7)                 | 51.7                           |
| Tax assets                              | 0.1                                   | 7.9         |               |                      |                       | 8.0                            |
| Other current assets                    | 11.2                                  | 2.7         | (3.9)         |                      | (0.2)                 | 9.8                            |
| Loans receivables and other investments | 0.1                                   |             |               |                      | (0.1)                 |                                |
| <b>Total assets valuation allowance</b> | <b>91.9</b>                           | <b>41.6</b> | <b>(20.4)</b> |                      | <b>(8.8)</b>          | <b>104.3</b>                   |

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<sup>(a)</sup> Includes the effects of exchange rate changes and changes in the scope of consolidation.

|   | December 31, 2013                     |             |                                     |                      |                       | Balance<br>at end<br>of period |
|---|---------------------------------------|-------------|-------------------------------------|----------------------|-----------------------|--------------------------------|
|   | Balance at<br>beginning<br>of<br>year | Additions   | Deductions<br>(in millions of US\$) | Unused<br>Deductions | Others <sup>(a)</sup> |                                |
| Trade accounts and notes receivables    | 24.3                                  | 7.9         | (6.1)                               |                      | 4.5                   | 30.6                           |
| Inventories and work-in-progress        | 37.3                                  | 14.2        | (2.9)                               |                      | 1.3                   | 49.9                           |
| Tax assets                              | 1.6                                   |             | (1.5)                               |                      |                       | 0.1                            |
| Other current assets                    | 13.9                                  | 3.9         | (6.6)                               |                      |                       | 11.2                           |
| Loans receivables and other investments | 0.2                                   |             | (0.2)                               |                      | 0.1                   | 0.1                            |
| <b>Total assets valuation allowance</b> | <b>77.3</b>                           | <b>26.0</b> | <b>(17.3)</b>                       |                      | <b>5.9</b>            | <b>91.9</b>                    |

<sup>(a)</sup> Includes the effects of exchange rate changes and changes in the scope of consolidation.

**Table of Contents****NOTE 7 INVESTMENTS AND OTHER FINANCIAL ASSETS**

|                              | December 31,          |              |             |
|------------------------------|-----------------------|--------------|-------------|
|                              | 2015                  | 2014         | 2013        |
|                              | (in millions of US\$) |              |             |
| Non-consolidated investments | 15.3                  | 57.0         | 8.5         |
| Loans and advances           | 65.1                  | 72.5         | 26.5        |
| Deposits and other           | 7.2                   | 12.3         | 12.8        |
| <b>Total</b>                 | <b>87.6</b>           | <b>141.8</b> | <b>47.8</b> |

*Non-consolidated investments*

|  |         | December 31,              |                       |             |            |
|--|---------|---------------------------|-----------------------|-------------|------------|
|  | Country | 2015<br>% of<br>interests | 2015                  | 2014        | 2013       |
|  |         |                           | (in millions of US\$) |             |            |
| <i>Other investments in non-consolidated companies</i> |         |                           |                       |             |            |
| Tronic s Microsystems SA                               | France  | 9.17%                     | 3.4                   | 4.7         | 5.3        |
| Geokinetics Inc.                                       | USA     | 16.00%                    | 9.0                   | 49.0        |            |
| Other investments in non-consolidated companies        |         |                           | 2.9                   | 3.3         | 3.2        |
| <b>Total non-consolidated investments</b>              |         |                           | <b>15.3</b>           | <b>57.0</b> | <b>8.5</b> |

On December 31, 2015, our non-consolidated investments decrease mainly due to a US\$40.0 million depreciation of our financial stake in Geokinetics Inc. During 2015, the Group s shareholding in Tronic s Microsystems SA decreased from 15.43% to 9.17%.

On September 30, 2014, CGG sold its North American land contract assets and activities to Geokinetics Inc. against a minority equity stake in this company. Our stake in Geokinetics is presented as a non-consolidated investment in our statement of financial position since this date. It was measured at its fair value for US\$49 million that was assessed using a market multiples approach.

No restriction or commitment exists between CGG and the non-consolidated investments.

*Loans and advances*

CGG granted a loan amounting to US\$38.0 million as of December 31, 2015 and US\$45.1 million as of December 31, 2014 to Seabed Geosolutions BV. CGG is no more committed to provide additional financial support to the joint venture. Loans and advances also include a loan granted by CGG Holding BV to PTSC CGGV Geophysical Survey Limited for US\$24.0 million as of December 31, 2015, US\$26.7 million as of December 31, 2014 and US\$25.1 million as of December 31, 2013.

**Table of Contents****NOTE 8 INVESTMENTS IN COMPANIES UNDER EQUITY METHOD**

|   | Country / Head office        | 2015<br>% of<br>interests | December 31, |              |              |
|---|------------------------------|---------------------------|--------------|--------------|--------------|
|   |                              |                           | 2015         | 2014         | 2013         |
| (in millions of US\$)                                   |                              |                           |              |              |              |
| <b>Marine acquisition</b>                               |                              |                           |              |              |              |
| CGG Eidesvik Ship Management AS                         | Norway / Bergen              | 49.0%                     | 0.2          | 0.2          | 1.2          |
| Eidesvik Seismic Vessels AS                             | Norway / Bomlo               | 49.0%                     | 19.0         | 16.6         | 14.2         |
| Gardline  | Singapore                    | 49.0%                     | 7.7          | 5.5          | 5.8          |
| GeofieLD Ship Management Services SAS                   | France / Suresnes            | 50.0%                     | (0.1)        | (0.1)        |              |
| Oceanic Seismic Vessels AS                              | Norway / Bomlo               | 49.0%                     | 25.4         | 23.5         | 21.6         |
| PT Elnusa-CGGVeritas Seismic                            | Indonesia / Jakarta          | 49.0%                     | 0.3          | 0.5          | 0.6          |
| PTSC CGGV Geophysical Survey Limited                    | Vietnam / Vung Tau City      | 49.0%                     | 18.9         | 23.9         | 28.9         |
| <b>Land and Multi-Physics acquisition</b>               |                              |                           |              |              |              |
| Ardiseis FZCO <sup>(1)</sup>                            | United Arab Emirates / Dubai |                           |              | 27.4         |              |
| Argas <sup>(1)</sup>                                    | Saudi Arabia / Al-Khobar     | 49.0%                     | 73.4         | 37.2         | 63.3         |
| Seabed Geosolutions BV                                  | The Netherlands / Amsterdam  | 40.0%                     | 53.4         | 4.9          | 193.2        |
| Veri-Illuq Geophysical Ltd.                             | Canada / Calgary             | 49.0%                     | (0.1)        | (0.1)        | (0.1)        |
| Yamoria Geophysical Ltd.                                | Canada / Calgary             | 49.0%                     | (0.3)        | (0.4)        | (0.4)        |
| <b>GGR</b>  |                              |                           |              |              |              |
| Magnitude Microseismic LLC                              | US / Houston                 |                           |              | (4.6)        | (4.1)        |
| Reservoir Evaluation Services LLP                       | Kazakhstan / Almaty          | 36.0%                     | 2.9          | 3.2          | 1.6          |
| <b>Investments in companies under the equity method</b> |                              |                           | <b>200.7</b> | <b>137.7</b> | <b>325.8</b> |

<sup>(1)</sup> From January 1st 2015, ARDISEIS is consolidated under ARGAS (see note 2).

The variation of Investments in companies under equity method is as follows:

|  | December 31, |              |              |
|--|--------------|--------------|--------------|
|  | 2015         | 2014         | 2013         |
| (in millions of US\$)  |              |              |              |
| <b>Balance at beginning of period</b>                            | <b>137.7</b> | <b>325.8</b> | <b>124.5</b> |
| Change in consolidation scope                                    | 4.9          | 29.2         | (13.9)       |
| Investments made during the year                                 | 40.0         | 4.9          | 219.6        |
| Equity in income   | 21.4         | (81.7)       | 0.6          |
| Impairment   |              | (107.0)      |              |
| Dividends received during the period, reduction in share capital | (5.1)        | (30.7)       | (10.0)       |
| Change in exchange rate and other                                | 1.8          | (2.8)        | 5.0          |
| <b>Balance at end of period</b>                                  | <b>200.7</b> | <b>137.7</b> | <b>325.8</b> |

The changes in consolidation scope in 2015 correspond for US\$4.9 million to the gain on disposal of the shares we held in Magnitude Microseismic LLC. In 2014, the changes in consolidation corresponded for US\$27.6 million to the change of consolidation method of Ardiseis in June 2014 (see note 2). In 2013, the changes in consolidation corresponded to the disposal of the remaining shares we held in Spectrum ASA (see note 2). The adoption of IFRS11 in 2013 had no impact on the consolidation perimeter.

The investments in 2015 correspond for US\$40 million to our participation in Seabed Geosolutions BV capital increase through the conversion of part of the existing debt. In 2014, the investments corresponded for US\$4.9 million to our contribution in our joint venture Magnitude. The investments in 2013 corresponded for US\$217 million to our 40% investment in Seabed Geosolutions BV.





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The 2014 impairment corresponded to the impairment of our shares in Seabed Geosolutions BV that is recorded in the line item Other revenues (expenses) net in the consolidated statement of operations (see note 21).

**Main contributive companies under equity method**

The following tables illustrate summarized financial information as of December 31, 2015 of the main contributive entities operating in the Land and Multi-Physics acquisition business:

|                                   | Argas <sup>(1)</sup>  | Seabed<br>Geosolutions<br>BV |
|-----------------------------------|-----------------------|------------------------------|
|                                   | (in millions of US\$) |                              |
| Revenue                           | 240.8                 | 387.7                        |
| Depreciation and amortization     | (32.2)                | (50.7)                       |
| Cost of financial debt            | (1.1)                 | (10.6)                       |
| Tax income (expense)              | (1.8)                 | (12.8)                       |
| <b>Net income (loss)</b>          | <b>20.4</b>           | <b>18.3</b>                  |
| <br>                              |                       |                              |
| Cash and cash equivalents         | 27.1                  | 50.3                         |
| Current assets                    | 169.5                 | 164.2                        |
| Total non-current assets          | 148.0                 | 267.1                        |
| Current financial liabilities     | 19.9                  |                              |
| Current liabilities               | 119.6                 | 158.1                        |
| Non-current financial liabilities | 49.8                  | 95.0                         |
| Non-current liabilities           | 70.6                  | 29.2                         |
| <b>Equity</b>                     | <b>84.7</b>           | <b>199.3</b>                 |

**Dividends paid to CGG**

<sup>(1)</sup> From January 1st 2015, ARDISEIS is consolidated under ARGAS (see note 2).

CGG granted a loan amounting to US\$38 million as of December 31, 2015 to Seabed Geosolutions BV. and US\$45.1 million as of December 31, 2014.

For transactions with investments in companies under the equity method, please see note 27 Related party transactions.

Reconciliation of the summarized financial information above with the carrying amount of the main contributive entities in our statement of financial position and with our share of income as of December 31, 2015 is as follows:

|   | Argas <sup>(1)</sup>  | Seabed<br>Geosolutions<br>BV | Other<br>entities | Total        |
|---|-----------------------|------------------------------|-------------------|--------------|
|   | (in millions of US\$) |                              |                   |              |
| Equity of main contributive entities                    | 84.7                  | 199.3                        |                   |              |
| % of interest   | 49%                   | 40%                          |                   |              |
| % of equity of main contributive entities               | 41.5                  | 79.7                         |                   |              |
| Adjustments and eliminations                            | 31.9                  | (26.3)                       |                   |              |
| <b>Investments in companies under the equity method</b> | <b>73.4</b>           | <b>53.4</b>                  | <b>73.9</b>       | <b>200.7</b> |

<sup>(1)</sup> *From January 1st 2015, ARDISEIS is consolidated under ARGAS (see note 2).*

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|  | Argas <sup>(1)</sup> | Seabed<br>Geosolutions<br>BV<br>(in millions of US\$) | Other<br>entities | Total       |
|--|----------------------|---|-------------------|-------------|
| Net income of main contributive entities   | 20.4                 | 18.3  |                   |             |
| % of interest  | 49%                  | 40%   |                   |             |
| % of income of main contributive entities  | 10.0                 | 7.3   |                   |             |
| Adjustments and eliminations   | (1.8)                |   |                   |             |
| <b>Share of income (loss) in companies accounted for under the equity method</b> | <b>8.2</b>           | <b>7.3</b>  | <b>5.9</b>        | <b>21.4</b> |

<sup>(1)</sup> From January 1st 2015, ARDISEIS is consolidated under ARGAS (see note 2).

**NOTE 9 PROPERTY, PLANT AND EQUIPMENT**

|  | 2015                  |                             | December 31, |                | 2014                        |                | 2013           |
|--|-----------------------|-----------------------------|--------------|----------------|-----------------------------|----------------|----------------|
|  | Gross                 | Accumulated<br>depreciation | Net          | Gross          | Accumulated<br>depreciation | Net            | Net            |
|  | (in millions of US\$) |                             |              |                |                             |                |                |
| Land                                       | 17.1                  |                             | 17.1         | 19.6           |                             | 19.6           | 21.1           |
| Buildings                                  | 228.8                 | (106.0)                     | 122.8        | 248.3          | (106.4)                     | 141.9          | 166.7          |
| Machinery & equipment                      | 989.3                 | (668.8)                     | 320.5        | 1,112.6        | (626.4)                     | 486.2          | 677.6          |
| Vehicles & vessels                         | 597.6                 | (223.8)                     | 373.8        | 682.7          | (181.3)                     | 501.4          | 574.4          |
| Other tangible assets                      | 115.9                 | (85.6)                      | 30.3         | 125.3          | (86.9)                      | 38.4           | 40.5           |
| Assets under constructions                 | 20.7                  |                             | 20.7         | 50.7           |                             | 50.7           | 77.5           |
| <b>Total Property, plant and equipment</b> | <b>1,969.4</b>        | <b>(1,084.2)</b>            | <b>885.2</b> | <b>2,239.2</b> | <b>(1,001.0)</b>            | <b>1,238.2</b> | <b>1,557.8</b> |

*Variation of the period*

|   | 2015                  | December 31,<br>2014 | 2013           |
|---|-----------------------|----------------------|----------------|
|   | (in millions of US\$) |                      |                |
| <b>Balance at beginning of period</b>                       | <b>1,238.2</b>        | <b>1,557.8</b>       | <b>1,159.5</b> |
| Acquisitions  | 78.5                  | 201.0                | 289.5          |
| Depreciation  | (393.6)               | (400.2)              | (482.2)        |
| Disposals   | (13.3)                | (16.7)               | (16.1)         |
| Change in exchange rates                                    | (18.4)                | (25.7)               | 6.4            |
| Change in consolidation scope                               |                       | (41.0)               | 624.1          |
| Reclassification of tangible assets as Assets held for sale | (4.4)                 | (29.6)               | (20.8)         |
| Other   | (1.8)                 | (7.4)                | (2.6)          |
| <b>Balance at end of period</b>                             | <b>885.2</b>          | <b>1,238.2</b>       | <b>1,557.8</b> |

In 2015, the Depreciation line item includes a US\$110 million impairment of vessels and related equipment. The net book value of our owned vessels has been aligned on recoverable value assessed as fair value less cost of disposal. In 2014 and 2013 respectively, it included US\$65 million impairment of marine fixed equipment mainly and US\$105 million of non-recurring impairment of seismic vessels and equipment (see notes 19 and 21).

Disposals of assets mainly relate to marine seismic equipment scrapped or damaged.



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In 2014, the Change in consolidation scope was mainly due to the sale of the North American land contract assets and activities to Geokinetics against a minority equity stake in this company (see note 2). In 2013, it mainly related to the acquisition of the Fugro Geoscience Division.

In 2014, as a consequence of the fleet downsizing plan of our fleet, three seismic vessels have been reclassified as Assets held for sale. In 2013, assets have been reclassified as Assets held for sale for US\$20.8 million in relation to the framework agreement signed with TAQA (see note 2).

**Reconciliation of acquisitions with the consolidated statements of cash flows**

|   | December 31,          |              |              |
|---|-----------------------|--------------|--------------|
|   | 2015                  | 2014         | 2013         |
|   | (in millions of US\$) |              |              |
| Acquisitions of tangible assets, excluding finance lease                                  | 78.5                  | 201.0        | 289.5        |
| Development costs capitalized (see notes 10 and 20)                                       | 41.5                  | 56.8         | 56.9         |
| Additions in other intangible assets, excluding non-exclusive surveys (see note 10)       | 10.6                  | 20.6         | 8.7          |
| Variance of fixed assets suppliers  | 15.0                  | 3.5          | (7.9)        |
| <b>Total purchases of tangible and intangible assets according to cash-flow statement</b> | <b>145.6</b>          | <b>281.9</b> | <b>347.2</b> |

**Land, buildings and geophysical equipment recorded under finance leases**

|   | December 31,          |                             |             |              |                             |             |              |
|---|-----------------------|-----------------------------|-------------|--------------|-----------------------------|-------------|--------------|
|   | 2015                  |                             |             | 2014         |                             |             | 2013         |
|   | Gross                 | Accumulated<br>depreciation | Net         | Gross        | Accumulated<br>depreciation | Net         | Net          |
|   | (in millions of US\$) |                             |             |              |                             |             |              |
| Geophysical equipment and vessels under finance leases          | 7.3                   |                             | 7.3         | 18.2         | (1.4)                       | 16.8        | 24.9         |
| Land and buildings under finance leases                         | 83.3                  | (13.6)                      | 69.7        | 93.5         | (12.4)                      | 81.1        | 96.3         |
| Other tangible assets under finance leases                      |                       |                             |             | 3.7          | (3.7)                       |             |              |
| <b>Total Property, plant and equipment under finance leases</b> | <b>90.6</b>           | <b>(13.6)</b>               | <b>77.0</b> | <b>115.4</b> | <b>(17.5)</b>               | <b>97.9</b> | <b>121.2</b> |

**Repairs and maintenance expenses**

Repairs and maintenance expenses included in cost of operations amount to US\$64.2 million in 2015 due to repairs on seismic vessels. Repairs and maintenance expenses amounted to US\$106.8 million in 2014 and to US\$115.9 million in 2013.

**Table of Contents****NOTE 10 INTANGIBLE ASSETS**

|                                | December 31,          |                                     |                |                |                                     |                | 2013<br>Net    |
|--------------------------------|-----------------------|-------------------------------------|----------------|----------------|-------------------------------------|----------------|----------------|
|                                | 2015<br>Gross         | 2015<br>Accumulated<br>depreciation | Net            | 2014<br>Gross  | 2014<br>Accumulated<br>depreciation | Net            |                |
|                                | (in millions of US\$) |                                     |                |                |                                     |                |                |
| Multi-client surveys Marine    | 4,000.7               | (3,191.5)                           | 809.2          | 3,727.7        | (2,903.9)                           | 823.8          | 668.3          |
| Multi-client surveys Land      | 653.3                 | (535.4)                             | 117.9          | 908.4          | (784.8)                             | 123.6          | 114.9          |
| Development costs capitalized  | 349.4                 | (149.5)                             | 199.9          | 332.4          | (133.1)                             | 199.3          | 205.3          |
| Software                       | 106.0                 | (66.1)                              | 39.9           | 103.2          | (61.3)                              | 41.9           | 33.4           |
| Research Technology            | 86.3                  | (82.1)                              | 4.2            | 89.7           | (81.9)                              | 7.8            | 42.0           |
| Customer relationships         | 248.2                 | (162.8)                             | 85.4           | 250.5          | (113.8)                             | 136.7          | 137.3          |
| Trade names                    | 43.8                  | (31.4)                              | 12.4           | 44.1           | (31.0)                              | 13.1           | 14.9           |
| Other intangible assets        | 98.8                  | (81.0)                              | 17.8           | 117.2          | (89.6)                              | 27.6           | 55.5           |
| <b>Total intangible assets</b> | <b>5,586.5</b>        | <b>(4,299.8)</b>                    | <b>1,286.7</b> | <b>5,573.2</b> | <b>(4,199.4)</b>                    | <b>1,373.8</b> | <b>1,271.6</b> |

| <i>Variation of the period</i>        | December 31,          |                |                |
|---------------------------------------|-----------------------|----------------|----------------|
|                                       | 2015                  | 2014           | 2013           |
|                                       | (in millions of US\$) |                |                |
| <b>Balance at beginning of period</b> | <b>1,373.8</b>        | <b>1,271.6</b> | <b>934.9</b>   |
| Increase in multi-client surveys      | 357.4                 | 713.3          | 572.3          |
| Development costs capitalized         | 41.5                  | 56.8           | 56.9           |
| Other acquisitions                    | 10.6                  | 20.6           | 8.7            |
| Depreciation on multi-client surveys  | (369.5)               | (565.8)        | (398.7)        |
| Other depreciation                    | (113.2)               | (109.0)        | (90.8)         |
| Disposals                             | (6.0)                 | (0.1)          | (0.4)          |
| Change in exchange rates              | (14.2)                | (28.3)         | 2.3            |
| Change in consolidation scope         |                       | 0.2            | 184.9          |
| Other                                 | 6.3                   | 14.5           | 1.5            |
| <b>Balance at end of period</b>       | <b>1,286.7</b>        | <b>1,373.8</b> | <b>1,271.6</b> |

In 2014 and 2013, high level of investments in multi-client surveys was related to ongoing programs in Gulf of Mexico.

In 2015, the Depreciation on multi-client surveys line item includes a US\$41.8 million of impairment of multi-client surveys. In 2014, it included US\$112.7 million of impairment of multi-client surveys notably acquired in Brazil (2007-2009 surveys) and North Sea (see note 21).

In 2015, other depreciations include an impairment of customer relationship for US\$39.7 million mainly. In 2014 and 2013 respectively, other depreciations included US\$21.7 million related to seabed activities and US\$21.0 million of customer relationship impairment (see note 21).

In 2013, change in consolidation scope related to the acquisition of the Fugro Geoscience division and the acquisition of the assets of GRC.

**Table of Contents****Reconciliation of acquisitions with the consolidated statements of cash flows and capital expenditures in note 19**

|  | 2015                  | December 31,<br>2014 | 2013         |
|--|-----------------------|----------------------|--------------|
|  | (in millions of US\$) |                      |              |
| Increase in multi-client surveys   | 357.4                 | 713.3                | 572.3        |
| Multi-client depreciations & amortizations capitalized                     | (72.8)                | (130.0)              | (92.9)       |
| <b>Investment in multi-client surveys according to cash-flow statement</b> | <b>284.6</b>          | <b>583.3</b>         | <b>479.4</b> |

**NOTE 11 GOODWILL**

Analysis of goodwill is as follows:

|   | 2015                  | December 31,<br>2014 | 2013           |
|---|-----------------------|----------------------|----------------|
|   | (in millions of US\$) |                      |                |
| <i>Variation of the period</i>                        |                       |                      |                |
| <b>Balance at beginning of period</b>                 | <b>2,041.7</b>        | <b>2,483.2</b>       | <b>2,415.5</b> |
| Additions   | 1.9                   |                      | 721.6          |
| Impairment  | (803.8)               | (415.0)              | (640.0)        |
| Reclassification to Assets held for sale (see note 5) |                       | (13.7)               | (13.0)         |
| Change in exchange rates                              | (11.1)                | (12.8)               | (0.9)          |
| <b>Balance at end of period</b>                       | <b>1,228.7</b>        | <b>2,041.7</b>       | <b>2,483.2</b> |

Taking into account the long cyclical trough the seismic market is going through, as evidenced during the summer of 2015, the updated bearish forward view on the price of the barrel of oil and the communications of oil and gas majors, CGG has decided on a drastic reduction of its marine fleet down to 5 vessels and the implementation of new adaptation measures throughout the Group. Going forward, the downsized CGG fleet would be dedicated on average two-thirds to multi-client surveys and only one-third to shoot exclusive surveys. The Multi-client CGU includes the marine costs, industrial capital expenditures and capital employed related to multi-client production.

While we usually perform our annual impairment tests as of December 31, the closing of our financial year, the changes mentioned above constituted a triggering factor which led us revising our financial forecasts and reassess the recoverable value of our assets as of September 30, 2015. As of September 30, 2015, we recognized an impairment of goodwill of US\$804 million. We reperformed our annual impairment test for year end closing and no further impairment was booked in December 2015.

We recognized an impairment of US\$415 million as of 31 December 2014 and US\$640 million as of 31 December 2013 resulting from the annual impairment test, which we booked under the line Other revenues (expenses) net in our statement of operations (see note 21).

**Impairment review**

Group management undertakes at least an annual impairment test covering goodwill, intangible assets and indefinite lived assets allocated to the cash generating units to consider whether impairment is required.

The recoverable value retained by the Group corresponds to the value in use of the assets, cash generating units or group of cash generating units, defined as the discounted expected cash flows. In certain occasions, the recoverable value retained is the fair value less costs of disposal, in which case defined by reference to an active market.

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Following the CGG reorganization in four reportable segments in the third quarter of 2015, the cash generating units have been redefined in a consistent way with the new reportable segments. The marine cash generating unit has been split in three: i/ marine exclusive cash generating unit, ii/ marine multi-client, merged into the multi-client cash generating unit, and iii/ marine non-operated resources cash generating unit. The marine exclusive CGU is reported under the Contractual Data Acquisition segment, the marine multi-client has been merged in multi-client CGU and is reported under GGR segment and the marine non-operated resources CGU is reported under the new Non-Operated Resources segment. Please refer to note 19 for further detail.

As a consequence, there are now nine cash generating units. A cash generating unit is a homogeneous group of assets that generates cash inflows that are largely independent of the cash inflows from other groups of assets.

The following table provides the split of the total Group Goodwill per segment:

|   | December 31,          |              |              |
|---|-----------------------|--------------|--------------|
|   | 2015                  | 2014         | 2013         |
|   | (in millions of US\$) |              |              |
| <b>Contractual Data Acquisition<sup>(1)</sup></b> |                       | <b>366</b>   | <b>782</b>   |
| <b>Non-Operated Resources</b>                     |                       |              |              |
| <i>CGU Multi-client</i>                           | 284                   | 447          | 447          |
| <i>CGUs in Subsurface Imaging and Reservoir</i>   | 770                   | 455          | 456          |
| <i>Group of CGUs GGR</i>                          |                       | 590          | 590          |
| <b>GGR</b>  | <b>1,054</b>          | <b>1,492</b> | <b>1,493</b> |
| <b>Equipment</b>                                  | <b>175</b>            | <b>184</b>   | <b>208</b>   |
| <b>Total</b>                                      | <b>1,229</b>          | <b>2,042</b> | <b>2,483</b> |

<sup>(1)</sup> *Contractual Data Acquisition goodwill being carried by Marine cash generating units only in 2013 and 2014.*

The goodwill supported by the group of four CGUs of GGR has been allocated to the CGUs of this group in the third quarter of 2015. The allocation was performed using a relative value approach and was allocated as follows: US\$273 to Multi-client CGU and US\$317 to the CGUs of Subsurface Imaging and Reservoir.

Since 2013, the remaining goodwill in the Contractual Data Acquisition segment has been located within Marine cash generating unit only. Hence, the key assumptions used to determine the recoverable value and the analysis of sensitivities will be detailed only for the Marine cash generating unit and not for the Contractual Data Acquisition group of cash generating units.

**Key assumptions used in the determination of recoverable value**

In determining the asset recoverability through value in use, management makes estimates, judgments and assumptions on uncertain matters. For each cash generating unit, the value in use is determined based on economic assumptions and forecasted operating conditions as follows:

expected cash flows estimated in the 2016 budget and 2017-2018 outlook as presented to the Board of Directors on March 2, 2016,

use of normative cash flows beyond Year 3, the discounted normative cash flows weight more than 80% of the total value in use,

long-term growth rate between 2% and 2.5% regarding the activity,



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discount rates, unchanged compared to 2014, which we consider reflects the respective sector weighted average cost of capital (WACC):

10% for the Equipment segment (corresponding to a pre-tax rate of 14.0%);

8.5% for the Marine exclusive cash generating unit within the Contractual Data Acquisition segment (corresponding to a pre-tax rate of 10.4%);

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9.5% for the cash generating units within the GGR segment (corresponding to a pre-tax rate from 12.9% up to 14.2%). CGG operates in a cyclical market, presently driven down by the drastic drop in oil prices and the significant slowdown of exploration programs, and the low point of the cycle, we are currently in, could last some years. Beyond the sole impact of the change of perimeter and two-third dedication to Multi-client of our marine operated fleet, midterm financial forecasts used notably for normative years have been adjusted to reflect this new market environment.

Our seismic activities (equipment, acquisition and imaging) are strongly correlated to exploration activity and should decline during 2016. More generally, geosciences activity should also decline as oil and gas companies are expected to continue reducing their expenses and cut back investments, which will result in an even more difficult market than the one faced in 2015 for the entire oil and gas sector. It is in this environment that we launched in November 2015 a new step in our Transformation Plan. In 2016 we do not anticipate an improvement in the seismic and geosciences markets compared to 2015.

The Marine cash generating unit is strongly impacted by the deteriorated market conditions, which appear to last far longer than expected before summer 2015. As a consequence of the next phase of our fleet downsizing plan and the difficult market conditions, the impairment test of our Marine cash generating unit triggered a goodwill impairment for US\$365 million as of December 31, 2015. There is no more goodwill located in the marine exclusive CGU (hence no more goodwill in the Contractual Data Acquisition segment) and marine non operated resources CGU (hence no goodwill in the Non-Operated Resources segment).

While the GGR segment remains more resilient than Contractual Data Acquisition in these market conditions, the integration of marine capacity within GGR coupled with the revision of our financial forecasts triggered an impairment of goodwill of US\$439 million. Out of these US\$439 million, US\$436 million are related to Multi-client CGU and are mainly explained by the allocation of US\$273 million of the GGR goodwill described above. Post impairment, the capital employed by the Multi-client cash generating unit amounts to US\$1,344 million as of December-end including US\$284 million of goodwill. Post impairment, the capital employed of the Sub Surface Imaging and Reservoir cash generating units amounts to US\$1,167 million as of December-end including US\$770 million goodwill.

The multi-client business saw investments decrease by approximately 50% in 2015 compared to 2014, as the acquisition of IBALT multi-client program launched in 2012 in the Gulf of Mexico, and based on the StagSeis technology, was completed in mid-October 2014. It should continue to attract increased interest from major oil companies in the region, notably in advance of the many lease block auctions scheduled for the 2015-2018 period, and should generate significant after-sales in future years. For 2016, investments are expected to increase slightly, with a pre-funding rate of over 70%, drawn by the resilient appetite of oil and gas companies for good-quality multi-client seismic data in zones they know well (such as Brazil and the North Sea), which can capitalize on their existing infrastructure and reduce the marginal investment cost. In addition, we should benefit from interest in new prospecting zones, such as the Mexican portion of the Gulf of Mexico, where our expertise is well established.

We estimate that the seismic equipment market will remain low overall, particularly affected by the significant weakness in demand for marine seismic equipment (which could represent only 35% of the equipment market in 2016) and as a result of the very sharp reduction in industrial investments of our main clients and the removal of a number of seismic vessels (including those of the Group). We estimate that the land seismic equipment market could be generally stable in 2016 (but at a low level). Nonetheless, our Sercel subsidiary could be supported by growing sales of the 508XT, its next generation land acquisition system, whose quality and functionality were demonstrated in the field during 2015. In the medium-term, starting in 2017, the land equipment market should be lifted up by the need for better imaging of conventional onshore reservoirs that are currently being intensively exploited (with the increase in volumes produced aiming to offset the drop in prices as best as possible) in order to better control their depletion.

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CGG activity is correlated with exploration budget of oil companies (Majors, National and independents). Even if these later have been overall driven down by the drop of barrel price, a significant portion of CGG activities are not directly correlated with the barrel price and the Group does not use it as a key parameter in its financial forecasts. As described above, CGG does not base its proper recovery, starting progressively from 2017, on specific assumptions regarding the barrel price recovery.

In 2014, a goodwill impairment of US\$415 million was recognized for the Marine cash generating unit. In 2013, a goodwill impairment of US\$582 million and of US\$58 million was recognized respectively for Marine and Land cash generating units.

**Sensitivity to changes in assumptions**

Changing the assumptions selected by Group management, in particular the discount rate and the normative cash flows (based on EBITDAS) could significantly affect the evaluation of the value in use of our cash generating units and, hence, the Group's impairment result. The profile of the business cycle could affect, to a lesser extent compared to the two previous assumptions, the evaluation of the value in use of our cash generating units. The cash flow generated during 2017 (chosen as middle of the three years sequence) is an important assumption.

The following changes to the assumptions used in the impairment test lead to the following:

|                       | Goodwill     | Excess of the expected future Discounted cash-flows over the carrying value of assets including goodwill | Sensitivity on 2017 cash flows |                 | Sensitivity on normative cash flows |                 | Sensitivity on discount rate (after tax) |                     |
|-----------------------|--------------|--|--------------------------------|-----------------|-------------------------------------|-----------------|--|---------------------|
|                       |              |  | Decrease by 10%                | Increase by 10% | Decrease by 10%                     | Increase by 10% | Decrease by 0.25bps                      | Increase by 0.25bps |
|                       |              |  | (in millions of US\$)          |                 |                                     |                 |  |                     |
| CGU Multi-client      | 284          | 34   | (9)                            | +9              | (124)                               | +124            | +56                                      | (52)                |
| CGUs in Subsurface    |              |  |                                |                 |                                     |                 |  |                     |
| Imaging and Reservoir | 770          | 710  | (8)                            | +8              | (161)                               | +161            | +72                                      | (67)                |
| Equipment segment     | 175          | 1,123  | (5)                            | +5              | (161)                               | +161            | +64                                      | (60)                |
| <b>Total</b>          | <b>1,229</b> |  |                                |                 |                                     |                 |  |                     |

**NOTE 12 OTHER CURRENT LIABILITIES**

|   | December 31,          |              |              |
|---|-----------------------|--------------|--------------|
|   | 2015                  | 2014         | 2013         |
|   | (in millions of US\$) |              |              |
| Value added tax and other taxes payable           | 53.6                  | 67.7         | 89.1         |
| Deferred revenue                                  | 100.8                 | 119.0        | 109.3        |
| Fair value of financial instruments (see note 14) | 1.0                   | 2.6          | 1.0          |
| Other liabilities                                 | 43.2                  | 42.5         | 84.5         |
| <b>Other current liabilities</b>                  | <b>198.6</b>          | <b>231.8</b> | <b>283.9</b> |

Other liabilities included an earn-out related to the acquisition of Geophysical Research Corporation, LLC in 2012 amounting to US\$15.7 million as of December 31, 2014. This debt based on the revenues of the entity from January 2012 to January 2015 was paid in February 2015.



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In 2013, other liabilities also included US\$28 million purchase option on the shares held by LDA in Geomar SAS, the company owning the CGG Alizé vessel. This purchase took effect on April 1, 2014 (see note 2).

**NOTE 13 FINANCIAL DEBT**

|   | 2015                  |                | December 31,   |             |                | 2013           |
|---|-----------------------|----------------|----------------|-------------|----------------|----------------|
|   | Current               | Non-current    | Total          | Current     | Non-current    |                |
|   | (in millions of US\$) |                |                |             |                |                |
| High yield bonds                          |                       | 1,438.4        | 1,438.4        |             | 1,731.3        | 1,234.9        |
| Convertible bonds                         |                       | 329.0          | 329.0          |             | 367.0          | 836.6          |
| Term loans <sup>(a)</sup>                 | 3.4                   | 331.2          | 334.6          |             |                |                |
| Credit facilities <sup>(a)</sup>          | 25.0                  | 515.1          | 540.1          |             | 273.0          | 237.2          |
| Bank loans and other loans <sup>(a)</sup> | 34.7                  | 96.4           | 131.1          | 38.7        | 235.6          | 293.5          |
| Finance lease debt                        | 8.6                   | 77.5           | 86.1           | 8.6         | 93.4           | 121.2          |
| <b>Sub-total</b>                          | <b>71.7</b>           | <b>2,787.6</b> | <b>2,859.3</b> | <b>47.3</b> | <b>2,700.3</b> | <b>2,747.6</b> |
| Accrued interests                         | 24.8                  |                | 24.8           | 28.4        |                | 19.7           |
| <b>Financial debt</b>                     | <b>96.5</b>           | <b>2,787.6</b> | <b>2,884.1</b> | <b>75.7</b> | <b>2,700.3</b> | <b>2,743.1</b> |
| Bank overdrafts                           | 0.7                   |                | 0.7            | 2.9         |                | 4.5            |
| <b>Total</b>                              | <b>97.2</b>           | <b>2,787.6</b> | <b>2,884.8</b> | <b>78.6</b> | <b>2,700.3</b> | <b>2,747.6</b> |

<sup>(a)</sup> At December 31, 2015, US\$1,018.9 million (before issuing fees) out of US\$1,005.6 million of loans net of issuing fees (credit facilities, bank loans and other loans) were secured by tangible assets and receivables.

**Financial debt by financing sources**

|                                    | Issuing date | Maturity | Nominal amount<br>Dec 31, 2015<br>(in millions of<br>currency) | Net balance<br>Dec 31, 2015<br>(in millions of<br>US\$) | Interest rate   |
|------------------------------------|--------------|----------|--|---|---|
| High yield bond 2017               | 2007         | 2017     | US\$400  | 8.3   | 7 <sup>3</sup> / <sub>4</sub> %                       |
| High yield bond 2020               | 2014         | 2020     | 400  | 430.5   | 5 <sup>7</sup> / <sub>8</sub> %                       |
| High yield bond 2021               | 2011         | 2021     | US\$650  | 583.6   | 6 <sup>1</sup> / <sub>2</sub> %                       |
| High yield bond 2022               | 2014         | 2022     | US\$500  | 416.0   | 6 <sup>7</sup> / <sub>8</sub> %                       |
| <b>Sub-total High yield bonds</b>  |              |          |  | <b>1,438.4</b>  |   |
| Convertible bond 2019              | 2012         | 2019     | 35   | 33.6  | 1 <sup>1</sup> / <sub>4</sub> %                       |
| Convertible bond 2020              | 2015         | 2020     | 325  | 295.4   | 1 <sup>3</sup> / <sub>4</sub> %                       |
| <b>Sub-total Convertible bonds</b> |              |          |  | <b>329.0</b>  |   |
| <b>Term loans</b>                  | 2015         | 2019     | US\$342  | <b>334.6</b>  | Libor +5 <sup>1</sup> / <sub>2</sub> % <sup>(a)</sup> |
| <b>Credit facilities</b>           |              |          |  | <b>540.1</b>  |   |

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|  |      |      |         |              |                                 |
|--|------|------|---------|--------------|---------------------------------|
| Nordic Credit line (excluding credit facility) | 2014 | 2019 | US\$150 | 118.4        | 4 <sup>2</sup> / <sub>5</sub> % |
| Other bank loans                               |      |      |         | 9.5          |                                 |
| Other loans                                    |      |      |         | 3.2          |                                 |
| <b>Sub-total bank loans and other loans</b>    |      |      |         | <b>131.1</b> |                                 |
| Real estate finance lease                      | 2010 | 2022 | 75      | 61.5         |                                 |
| Other finance lease                            |      |      |         | 24.6         |                                 |
| <b>Sub-total Finance lease debt</b>            |      |      |         | <b>86.1</b>  |                                 |
| <b>Total financial debt, excluding accrued</b> |      |      |         |              |                                 |
| <b>interests and bank overdrafts</b>           |      |      |         |              | <b>2,859.3</b>                  |

<sup>(a)</sup> At December 31, 2015, the term loans bear interests at 6 <sup>1</sup>/<sub>2</sub>%.

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**Table of Contents****Financial debt by currency**

|  | 2015                  | December 31,<br>2014 | 2013           |
|--|-----------------------|----------------------|----------------|
|  | (in millions of US\$) |                      |                |
| US dollar  | 1,873.8               | 1,570.6              | 1,493.1        |
| Euro   | 985.5                 | 1,177.0              | 1,230.3        |
| Other currencies   |                       |                      |                |
| <b>Total financial debt, excluding accrued interests and bank overdrafts</b> | <b>2,859.3</b>        | <b>2,747.6</b>       | <b>2,723.4</b> |

**Financial debt by interest rate**

|  | 2015                  | December 31,<br>2014 | 2013           |
|--|-----------------------|----------------------|----------------|
|  | (in millions of US\$) |                      |                |
| Variable rates (average effective rate December 31, 2015: 5.05%, 2014: 2.82%, 2013: 2.20%) | 783.9                 | 240.1                | 168.2          |
| Fixed rates (average effective rate December 31, 2015: 6.48%, 2014: 6.46%, 2013: 7.20%)    | 2,075.4               | 2,507.5              | 2,555.2        |
| <b>Total financial debt, excluding accrued interests and bank overdrafts</b>               | <b>2,859.3</b>        | <b>2,747.6</b>       | <b>2,723.4</b> |

Variable interest rates are generally based on inter-bank offered rates of the related currency.

**Analysis of financial covenants as of December 31, 2015**

In June 2015, in order to increase our financial flexibility, and following unanimous consent from the 16 different financial institutions involved, we have revised certain terms in several of our credit facilities, namely our French revolving credit facility, our US revolving credit facility, our Nordic term loan and revolving credit facilities and our US\$45 million term loan facility secured by the Geowave Voyager vessel.

Pursuant to such amendments,

- (i) Looking at the financial covenants:

the maximum leverage ratio (defined as total net financial debt to EBITDAS) was increased to a ratio of 4.00x for each rolling 4-quarter period ending on or before June 2016, 3.75x for each such period ending on or before June 2017, 3.50x for each such period ending on or before June 2018, 3.25x for each such period ending on or before June 2019, and 3.00x for each such period thereafter; and

the minimum interest cover ratio (defined as EBITDAS to total interest costs) was reduced from 4.00:1 to 3.00:1.

- (ii) In exchange of extending the security package under the existing US and French RCF facilities, the Group has obtained the ability to raise secured indebtedness ranking pari passu and sharing the same security package. The Group used this ability by issuing on December 22, 2015, the term loans due 2019.

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On November 4, 2015, CGG obtained consent to waive the leverage ratio threshold at year end 2015 under all Credit Facilities which include such financial covenant.

|   | Leverage<br>Ratio <sup>(a)</sup> | Interests Cover<br>Ratio <sup>(b)</sup> | Minimum<br>Liquidity <sup>(c)</sup> |
|---|----------------------------------|---|-------------------------------------|
| French Revolving facility                 | N/A                              | <sup>3</sup> 3.00x                      |                                     |
| US Revolving facility                     | N/A                              | <sup>3</sup> 3.00x                      |                                     |
| US\$250 million Nordic credit facility    | N/A                              | <sup>3</sup> 3.00x                      | > \$ 75m                            |
| US\$45 million Secured Term Loan Facility | N/A                              | <sup>3</sup> 3.00x                      | > \$ 75m                            |

<sup>(a)</sup> Leverage ratio is defined as total net financial debt to EBITDAS

<sup>(b)</sup> Interests cover ratio is defined as EBITDAS to Interests Expenses

<sup>(c)</sup> Minimum liquidity is defined as the available cash held by the Company

EBITDAS is defined as earnings before interest, tax, depreciation, amortization net of amortization costs capitalized to multi-client surveys, and share-based compensation cost. Share-based compensation includes both stock options and shares issued under our performance share allocation plans. For the determination of ratios included in the covenants, EBITDAS is before non-recurring items.

Net financial debt is defined as bank overdrafts, plus current portion of financial debt, plus financial debt less cash and cash equivalents.

All those financial covenants were complied with at December 31, 2015.

In December 2015 we have revised our financial covenants, effective in February 2016 (see note 30).

**Term loans**

On November 19, 2015, CGG S.A. announced that its subsidiary, CGG Holding (U.S.) Inc. (CGG US), launched an Exchange Offer in relation to CGG S.A.'s 7.75% Senior Notes due 2017, 6.50% Senior Notes due 2021 and 6.875% Senior Notes due 2022 (the Notes). CGG US offered senior secured term loans (Term Loans) in exchange for any and all of the 7.75% Senior Notes due 2017 and a combined total of up to \$135 million of the 6.5% Senior Notes due 2021 and/or 6.875% Senior Notes due 2022 if accompanied by the concurrent tender of an equal or greater corresponding amount of the 7.75% Senior Notes due 2017. US\$135 million of the 7.75% Senior Notes due 2017 was outstanding as of September 30, 2015.

On December 18, 2015, CGG announced that:

US\$126.7 million out of US\$135 million outstanding 2017 notes were replaced by a secured term loan due 2019.

US\$45.1 million out of US\$650 million outstanding 2021 notes were replaced by a secured term loan due 2019.

US\$80.4 million out of US\$500 million outstanding 2022 notes were replaced by a secured term loan due 2019.

In addition of the Exchange Offer the \$84.4 million Fugro loan was also replaced by a secured term loan due 2019 amounting to US\$90 million.

The Term Loans will mature on May 15, 2019 and bear an interest, at the option of the Company, of adjusted LIBOR plus 5.50% per annum or adjusted base rate plus 4.50% per annum. Adjusted LIBOR had a floor of 1.00% and adjusted base rate shall not be less than 2.00%.

The term loans are secured indebtedness ranking pari passu with the existing U.S. and French Revolving Credit Facilities sharing the same security package encompassing notably the fleet streamers, the US Multi-Client Library, and the shares of the main Sercel operating entities (Sercel SA and Sercel Inc), and the shares of significant GGR operating entities.





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The outstanding value at December 31, 2015, is US\$334.6 million net of issuing fees.

**High Yield bonds**

Since 2007, CGG SA issued several bonds in US dollar and euros, with maturities 2016, 2017, 2020, 2021 and 2022.

These notes are listed on the Luxembourg Stock Exchange; and are guaranteed on a senior basis by certain of our subsidiaries.

Those bonds include certain restrictive covenants, including limitations on additional indebtedness subscriptions, pledges arrangements, sales and lease-back transactions, issuance and sale of equity instruments and dividends payments by certain subsidiaries of the Group. In addition, the Company is required to maintain a ratio of EBITDAS to gross interest expenses equal to or greater than 3.

***High yield bonds (US\$500 million, 6.875% Senior Notes, maturity 2022)***

Following the debt exchange offer, our outstanding Senior Notes due 2022 is US\$419.6 million (see Term Loans above).

On May 1, 2014, we issued US\$500 million principal amount of our 6.875% Senior Notes due 2022.

The Senior Notes were issued at a price of 100% of their principal amount. We used the net proceeds from the notes to redeem the entire US\$225 million outstanding principal amount of our 9.50% senior notes due 2016 and to repay US\$265 million in principal amount of our 7.75% senior notes due 2017.

***High Yield bonds (US\$650 million, 6.50% Senior Notes, maturity 2021)***

Following the debt exchange offer, our outstanding Senior Notes due 2021 is US\$604.9 million (see Term Loans above).

On May 31, 2011, we issued US\$650 million principal amount of 6.50% Senior Notes due June 1, 2021.

The Senior Notes were issued at a price of 96.45% of their principal amount, resulting in a yield of 7%. We used the net proceeds of the issuance to redeem the remainder of our US\$530 million 7<sup>1</sup>/<sub>2</sub>% Senior Notes due May 2015 and to repay in full the US\$508 million outstanding under our term loan B facility.

***High yield bonds ( 400 million, 5.875% Senior Notes, maturity 2020)***

On April 23, 2014, we issued 400 million (or US\$546.3 million, converted at historical closing exchange rate of US\$1.3658) principal amount of our 5.875% Senior Notes due 2020.

The Senior Notes were issued at a price of 100% of their principal amount. We used the net proceeds from the notes to fully repurchase our 1.75% convertible bonds due 2016 amounting to 360 million. The remaining net proceeds were used to reimburse the 28.1 million installment of the vendor loan granted by Fugro due in 2015.

***High Yield bonds (US\$400 million, 7.75% Senior Notes, maturity 2017)***

Following the debt exchange offer, our outstanding Senior Notes due 2017 is US\$8.3 million (see Term Loans above).

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On June 2, 2014, we redeemed US\$265 million of our 7.75% senior notes due 2017. This redemption was financed through the US\$500 million Senior Notes issuance described above. The notes were redeemed at 101.292% of their principal amount.

On February 9, 2007, we issued US\$400 million of 7.75% Senior Notes due 2017. We used the net proceeds from the notes to repay one part of US\$700 million outstanding under the bridge loan facility used to finance Veritas acquisition.

**High Yield bonds (US\$350 million, 9.50% Senior Notes, maturity 2016)**

On June 2, 2014, we redeemed in full the US\$225 million outstanding principal amount of our 9.50% senior notes due 2016. This redemption was financed through the US\$500 million Senior Notes issuance described above. The notes were redeemed at 102.375% of their principal amount.

On August 21, 2013, we redeemed US\$125 million aggregate principal amount of our US\$350 million 9.50% senior notes due 2016 at a price of 104.75% plus accrued interest.

On June 9, 2009, we issued US\$350 million principal amount of our 9.50% senior notes due May 15, 2016. The Senior Notes were issued at a price of 97.0% of their principal amount, resulting in a yield of 10.125%.

**Convertible bonds****Convertible bonds ( 325 million, 1.75% Senior Notes, maturity 2020)**

In May 2015, CGG initiated a simplified public exchange offer for its outstanding 11,200,995 bonds convertible into and/or exchangeable for new or existing share of the Company (convertible bonds) due 2019, with the intention to issue new convertible bonds due 2020 at a ratio of five 2020 convertible bonds for two 2019 convertible bonds tendered into the offer.

On June 26, 2015, holders exchanged 90.3% of the principal amount of the existing 2019 convertible bonds (or 10,114,014 bonds). In consideration, CGG issued 25,285,035 convertible bonds maturing on January 1, 2020 for a total nominal amount of 325.1 million (or US\$363.7 million converted at the historical closing exchange rate of US\$1.1189).

The 2020 convertible bonds nominal value was set at 12.86 per bond (versus 32.14 for the 2019 convertible bonds). The new bonds bear interest at a rate of 1.75% payable semi-annually in arrears on January 1 and July 1 of each year (versus 1.25% for the 2019 convertible bonds). The bonds entitle the holders to receive new and/or existing CGG shares at the ratio of one share per one bond, subject to adjustments. Under certain conditions, the bonds may be redeemed prior to maturity at our option.

As of June 30, 2015, as a result of this transaction, we derecognized the financial liability and equity components related to the 2019 convertible bonds that were exchanged and we recognized the 2020 convertible bonds at their fair value. The impact of the transaction on the net income of the period was not significant. The impact on equity amounted to US\$8.6 million, net of taxes. The financial liability component was assessed using a 6.63% interest rate and amounted to 265.4 million (or US\$296.9 million).

As of December 31, 2015 the debt related to 2020 convertible bonds amounted to 271.3 million (or US\$295.4 million).

**Convertible bonds (previously 360 million, now 35 million, 1.25% Senior Notes, maturity 2019)**

As a result of the simplified public exchange offer ( See *Convertible bonds 360 million, 1.25% Senior Notes, maturity 2020* above), the outstanding amount of the financial liability that corresponds to the 2019 convertible bonds that were not exchanged amounted to 30.3 million (or US\$34 million) in the consolidated statement of financial position as of December 31, 2015.

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On November 20, 2012, we issued 11,200,995 bonds convertible into and/or exchangeable for new or existing shares of our company to be redeemed on January 1, 2019 for a total nominal amount of \$360 million. We used the net proceeds of the issuance to finance a portion of the \$1.2 billion acquisition price for Fugro Geoscience.

The bonds' nominal value was set at \$32.14 per bond, representing an issue premium of 40% of the CGG's reference share price on the regulated market of NYSE Euronext in Paris. The bonds bear interest at a rate of 1.25% payable semi-annually in arrears on January 1 and July 1 of each year. The bonds entitle the holders to receive new and/or existing CGG shares at the ratio of one share per one bond, subject to adjustments. Under certain conditions, the bonds may be redeemed prior to maturity at our option.

As of November 20, 2012, the financial liability component was US\$359 million (\$277 million) and the equity component was US\$98 million (\$75 million), net of issuing fees. The fair value of the financial liability was assessed using a 5.47% interest rate.

***Convertible bonds (\$360 million, 1.75% Senior Notes, maturity 2016)***

The entire \$360 million principal amount of the 2016 convertible bonds was cancelled by June 30, 2014. On April 24, 2014, we repurchased 81.3% of the principal amount through a reverse book building procedure at a price of \$28.60 per bond for a total amount of \$293 million. In May 2014, we then repurchased 16.8% of the bonds following a tender offer at a price of \$28.60 per bond for a total amount of \$60 million. The early redemption of the remaining 1.9% occurred on June 27, 2014.

Redemption premium and transaction costs were allocated to the liability and equity components at the date of the transaction. The net loss relating to the liability component amounting to US\$37.6 million is recorded in line item "Other financial income (loss)" of our consolidated statement of operations. The negative impact on equity amounts to US\$16.3 million, net of taxes.

Accelerated amortization of deferred expenditures is recorded for US\$2.4 million in the line item "Cost of financial debt net" in our consolidated statement of operations.

On January 27, 2011, we issued 12,949,640 bonds convertible into and/or exchangeable for new or existing shares of our company to be redeemed on January 1, 2016 for a total nominal amount of \$360 million. We used the net proceeds of the issuance to partially redeem our US\$530 million 7.50% Senior Notes due May 2015, allowing us to reduce our cash interest expense.

The bonds' nominal value was set at \$27.80 per bond, representing an issue premium of 25% of the CGG's reference share price on the regulated market of NYSE Euronext in Paris. The bonds bear interest at a rate of 1.75% payable semi-annually in arrears on January 1 and July 1 of each year. The bonds entitle the holders to receive new and/or existing CGG shares at the ratio of one share per one bond, subject to adjustments. Under certain conditions, the bonds may be redeemed prior to maturity at our option.

As of January 27, 2011, the financial liability component was US\$364 million (\$266 million) and the equity component was US\$121 million (\$89 million), net of issuing fees. The fair value of the financial liability was assessed using an 8.15% interest rate.

**Table of Contents****Credit facilities**

Analysis of authorized credit lines as of December 31, 2015 is as follows:

|  | Date | Maturity | Authorized amount<br>(in millions of US\$) | Used amount  | Available amount |
|--|------|----------|--|--------------|------------------|
| US Revolving facility                              | 2013 | 2018     | 165.0                                      | 130.0        | 35.0             |
| French Revolving facility <sup>(1)</sup>           | 2013 | 2018     | 325.0                                      | 324.9        | 0.1              |
| Nordic Revolving facility                          | 2014 | 2019     | 100.0                                      | 100.0        |                  |
| <b>Total credit facilities before issuing fees</b> |      |          | <b>590.0</b>                               | <b>554.9</b> | <b>35.1</b>      |
| Short-term credit lines (bank overdrafts)          |      |          | 4.7  | 0.7          | 4.0              |

<sup>(1)</sup> Authorized amount will decrease to US\$300 million in 2016 and to US\$275 in 2017.

No significant credit line is expected to be renewed within the next twelve months (see note 18). Those credit facilities include certain restrictive covenants the Group is required to adhere to (see covenants table).

Based upon the current level of operations, our planned capital expenditures and our near-to mid-term debt repayment schedule, we believe that cash flow from operations, available cash and cash equivalents, together with liquidity available under our revolving credit facilities (for a total liquidity amounting to US\$420 million available as of December 31, 2015, or US\$791 million on a pro-forma basis including the net proceeds of February 2016 capital increase) will be adequate to fund our operated businesses for the next twelve months.

**US\$165 million Revolving Credit Agreement (US revolving facility)**

During the twelve months ended December 31, 2015, we drew a net amount of US\$55 million from our US revolving facility, leading to an amount outstanding as of December 31, 2015 under this facility of US\$130 million.

On July 15, 2013, we entered into a new US revolving credit facility of up to US\$165 million with a 5-year maturity.

**US\$325 million Revolving Credit Agreement (French revolving facility)**

During the twelve months ended December 31, 2015, we drew a net amount of US\$167 million from our French revolving facility, leading to an amount outstanding as of December 31, 2015 under this facility of US\$325 million.

On July 24, 2014, we extended the maturity of our French revolving credit facility. Our French revolving credit facility is now US\$325 million until July 31, 2016 and US\$275 million until July 31, 2017.

On July 31, 2013, we entered into a new French revolving credit facility of up to US\$325 million with a 3-year maturity with two extension options of one year each.

**Nordic revolving facility**

See bank loans below

**Bank loans**

Our US\$250 million Nordic credit facility and our US\$45 million Secured Term Loan Facility include certain restrictive covenants the Group is required to adhere to (see covenants table above).



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### ***US\$250 million Nordic credit facility***

The outstanding value at December 31, 2015, is US\$215.1 million net of issuing fees.

On December 16, 2014, we completed the amendment and extension of our Nordic credit facility. The credit amount was increased from US\$175 million to US\$250 million and the maturity extended from May 2018 to December 2019. The new amount is split into a US\$100 million authorized revolving facility and a US\$150 million term loan. We entered into an interest rate swap to fix the annual rate at 4.3%.

On July 1, 2013, we entered into a 5-year US\$200 million financing secured by vessel assets, split into two tranches of US\$100 million each, the proceeds of which were used in part to reimburse the 2013 tranche of the vendor loan granted by Fugro. We entered into an interest rate swap to fix the annual effective rate at 4.4%.

### ***US\$25 million streamer financing***

The outstanding value at December 31, 2015, is US\$3.3 million.

On September 29, 2014, the US\$25 million streamer financing line was reduced to US\$12.5 million and further reduced to US\$6.3 million on December 18, 2014, in line with the reduction of the capital expenditures and the fleet.

On December 19, 2013, we signed a loan agreement for a maximum amount of US\$25 million with multiple drawings. This loan is dedicated to finance the acquisition of marine equipment to be delivered in up to twelve monthly lots over a period of one year. On December 30, 2014, we entered into an interest rate swap to fix the annual rate at 3.6%. This loan is to be reimbursed over 5 years after the deadline for drawing.

### ***US\$45 million Secured Term Loan Facility***

The outstanding value at December 31, 2015, is US\$6.1 million net of issuing fees.

On January 13, 2011, Exploration Vessel Resources II AS entered into a US\$45 million credit facility secured by a pledge over the seismic vessel *Geowave Voyager*.

### ***US\$25 million Secured Term Loan Facility***

This facility was fully repaid as of December 31, 2014.

On April 30, 2007, Geomar concluded a credit facility of US\$25 million. The proceeds from this credit facility were used to refinance the seismic vessel CGG Alizé.

## **Other loans**

### ***Vendor loan granted by Fugro***

Following the debt exchange offer, Fugro vendor loan has been fully replaced by secured term loans due 2019 (see above).

On December 22, 2014, Fugro and CGG amended the Vendor loan including to the effect that 50% of the repayment scheduled on January 31, 2016 to be repaid by CGG on or before January 31, 2017 and the other 50% to be repaid on or before January 31, 2018 (i.e. 42.2 million payable on or before each of January 31, 2017 and January 31, 2018).

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On June 27, 2014 we early redeemed the 28.1 million (or US\$38.6 million converted at historical average exchange rate of US\$1.3726) tranche annual repayment due on January 31, 2015. This redemption was financed with a portion of the proceeds from the 400 million Senior Notes due 2020 issued in April 2014.

On August 21, 2013, we repaid an amount of 112.5 million under the vendor loan to Fugro.

In connection with the Fugro's Geoscience Division acquisition, Fugro granted to us, on January 31, 2013, a 125 million vendor loan with a year maturity bearing an interest rate of 5.5% per annum, which was increased to 225 million at the date of effective acquisition of the Airborne business.

**NOTE 14 FINANCIAL INSTRUMENTS**

Because we operate internationally, we are exposed to general risks linked to operating abroad. Our major market risk exposures are changing interest rates and currency fluctuations. We do not enter into or trade financial instruments including derivative financial instruments for speculative purposes. Please also refer to Item 11 of our annual report for qualitative information.

**Foreign currency risk management**

As a company that derives a substantial amount of its revenue from sales internationally, we are subject to risks relating to fluctuations in currency exchange rates. Our revenues and expenses are mainly denominated in US dollars and euros, and to a significantly lesser extent, in Canadian dollars, Brazilian reais, Australian dollars, Norwegian kroner, British pounds and Ren-min-bi Yuan.

**Foreign currency sensitivity analysis**

Fluctuations in the exchange rate of other currencies, particularly the euro, against the US dollar, have had in the past and will have in the future a significant effect upon our results of operations. We attempt to reduce the risks associated with such exchange rate fluctuations through our hedging policy. We cannot assure that we will maintain our profitability level or that fluctuations in the values of the currencies in which we operate will not materially adversely affect our future results of operations.

As of December 31, 2015, we estimate our annual fixed expenses in euros to be approximately 450 million and as a result, an unfavorable variation of US\$0.20 in the average yearly exchange rate between the US dollar and the euro would reduce our operating income and our shareholders' equity by approximately US\$90 million.

The following table shows our exchange rate exposure as of December 31, 2015:

|                                 | Assets  | Liabilities | Currency commitments | Net position before hedging | Off-balance sheet positions | Other hedging instruments | Net position after hedging |
|---------------------------------|---------|-------------|----------------------|-----------------------------|-----------------------------|---------------------------|----------------------------|
| (Converted in millions of US\$) | (a)     | (b)         | (c)                  | (d) = (a) ± (b)             | (e)                         | (f)                       | (g) = (d) + (e) - (f)      |
| US\$ <sup>(1)</sup>             | 1,284.6 | 1,348.3     |                      | (63.7)                      |                             |                           | (63.7)                     |

<sup>(1)</sup> US\$-denominated assets and liabilities in the entities whose functional currency is the euro.

|                                 | Assets | Liabilities | Currency commitments | Net position before hedging | Off-balance sheet positions | Other hedging instruments | Net position after hedging |
|---------------------------------|--------|-------------|----------------------|-----------------------------|-----------------------------|---------------------------|----------------------------|
| (Converted in millions of US\$) | (a)    | (b)         | (c)                  | (d) = (a) ± (b)             | (e)                         | (f)                       | (g) = (d) + (e) - (f)      |
| EUR <sup>(1)</sup>              | 56.7   | 275.8       |                      | (219.1)                     |                             |                           | (219.1)                    |



<sup>(1)</sup> *Euro-denominated assets and liabilities in the entities whose functional currency is the US\$.*

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Our financial debt is partly denominated in euro and converted in US dollars at the closing exchange rate. As of December 31, 2015, our US\$2,500 million of net debt included a part of debt denominated in euro of 883 million based on the closing exchange rate of US\$1.0887. From one year end closing to another, a variation of US\$0.10 in the closing exchange rate between the US dollar and the euro would impact our net debt by approximately US\$88 million.

**Foreign forward exchange contracts**

Forward exchange transactions are aimed at hedging future cashflows against rate fluctuation in relation with awarded commercial contracts.

At December 31, 2015, contracts were outstanding for the US dollar equivalent of US\$77.7 million (notional amount), of which US\$25.7 million against Norwegian kroner, US\$19.1 million against Ren-min-bi Yuan, US\$14.4 million against British pounds, US\$5.1 million against Canadian dollar, US\$5.0 million against Euros, US\$4.6 million against Singapore dollar, US\$2.9 million against Swiss franc, and US\$0.9 million against Australian dollar.

Effects of forward exchange contracts on financial statements are as follows:

|   | December 31,          |       |      |
|---|-----------------------|-------|------|
|   | 2015                  | 2014  | 2013 |
|   | (in millions of US\$) |       |      |
| Carrying value of forward exchange contracts (see notes 5 and 12) | (0.7)                 | (1.2) | 0.8  |
| Gains (losses) recognized in profit and loss (see note 21)        | (2.5)                 | (0.9) | 1.9  |
| Gains (losses) recognized directly in equity                      | 1.1                   | (1.8) |      |

**Interest rate risk management**

Our policy is to manage interest rates through maximization of the proportion of fixed rate debt. As of December 31, 2015, 73% of our debt consisted of fixed-rate bonds, along with some fixed-rate finance leases and fixed-rate medium-term bank credit facilities with variable maturities. This debt is not exposed to interest rate fluctuations. However, drawings under our revolving credit facilities incur interest at variable rates that are reset at each interest period (generally between one and 12 months). Term loans issued December 18, 2015 also incur interest at variable rates. As a result, a portion of our interest expenses vary in line with movements in short-term interest rates. We may use interest rate swaps to adjust interest rate exposure when appropriate based upon market conditions.

**Interest rate sensitivity analysis**

The following table shows our variable interest rate exposure by maturity as of December 31, 2015.

|                     | Financial assets <sup>(a)</sup> |               | Financial liabilities <sup>(a)</sup> |               | December 31, 2015                                      |               | Off-balance sheet position <sup>(d)</sup> |               | Net position after hedging                            |               |
|---------------------|---------------------------------|---------------|--------------------------------------|---------------|--|---------------|---|---------------|---|---------------|
|                     |                                 |               |                                      |               | Net position before hedging <sup>(c) = (a) - (b)</sup> |               |   |               | Net position after hedging <sup>(e) = (c) + (d)</sup> |               |
|                     | Fix rate                        | Variable rate | Fix rate                             | Variable rate | Fix rate   | Variable rate | Fix rate                                  | Variable rate | Fix rate  | Variable rate |
| Overnight to 1 year | 50                              | 160           | 43                                   | 34            | 7  | 126           |   |               | 7   | 126           |
| 1 to 2 years        |                                 |               | 89                                   | 437           | (89)   | (437)         |   |               | (89)  | (437)         |
| 3 to 5 years        |                                 |               | 1,506                                | 350           | (1,506)  | (350)         |   |               | (1,506)   | (350)         |
| More than 5 years   |                                 |               | 454                                  |               | (454)  |               |   |               | (454)   |               |
| <b>Total</b>        | <b>50</b>                       | <b>160</b>    | <b>2,092</b>                         | <b>821</b>    | <b>(2,042)</b>   | <b>(661)</b>  |   |               | <b>(2,042)</b>  | <b>(661)</b>  |

<sup>(a)</sup> *Excluding bank overdrafts, accrued interest, IFRS adjustments and issue premium.*

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Our sources of liquidity include credit facilities and debt securities which are or may be subject to variable interest rates. As a result, our interest expenses could increase if short-term interest rates increase. The sensitivity analysis is based on a net liability exposure of US\$661 million. Our variable interest rate indebtedness carried an average interest rate of 5.1% in 2015, and our investments and other financial assets earned interest at an average rate of 0.9%. Each 100 basis point increase would increase our interest expenses by US\$6.6 million per year and each 100 basis point decrease in this rate would decrease our interest expenses by US\$6.6 million per year.

The following table shows our variable interest rate exposure over our financial assets and liabilities as of December 31, 2015:

|   | Impact on result<br>before<br>tax | December 31, 2015   |        |
|---|-----------------------------------|---|--------|
|   |                                   | Impact on shareholders<br>before tax<br>(in millions of US\$) | equity |
| Impact of an interest rate variation of +1% | (6.6)                             |   | (6.6)  |
| Impact of an interest rate variation of -1% | 6.6                               |   | 6.6    |

**Credit risk management**

We seek to minimize our counter-party risk by entering into hedging contracts only with well rated commercial banks or financial institutions and by distributing the transactions among the selected institutions. Although our credit risk is the replacement cost at the then-estimated fair value of the instrument, we believe that the risk of incurring losses is remote and those losses, if any, would not be material.

Our receivables and investments do not represent a significant concentration of credit risk due to the wide variety of customers and markets in which we sell our services and products and our presence in many geographic areas. Specific procedures have been put in place to monitor customers' payments and reduce risks. In 2015, the Group's two most significant customers accounted for 5.0% and 4.9% of the Group's consolidated revenues compared with 7.1% and 5.2% in 2014 and 5.1% and 3.9% in 2013.

**Liquidity risk management**

Our principal financing needs are for the funding of ongoing operations, capital expenditures, and investments in our multi-client data library on the one hand, and for the funding of our further step of transformation on the other hand.

We intend to fund ongoing operations and debt service requirements through cash generated by operations. Our ability to make scheduled payments of principal, or to pay the interest or additional amounts, if any, or to refinance our indebtedness, or to fund planned capital expenditures will depend on our future performance, which, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. Based upon the current level of operations, our planned capital expenditures and our near-to mid-term debt repayment schedule, we believe that cash flow from operations, available cash and cash equivalents, together with liquidity available under our revolving credit facilities (for a total liquidity amounting to US\$420 million available as of December 31, 2015, or US\$791 million on a pro-forma basis including the net proceeds of February 2016 capital increase) will be adequate to fund our operated businesses for the next twelve months (see note 13).

In order to fund the implementation of a new step of our Transformation Plan a 350 million capital increase operation was launched on the 13th of January (see note 30) and successfully completed on February 5, 2016.

**Table of Contents****Financial instruments by categories in the Statement of financial position**

The impact and the breakdown of the Group's financial instruments in the statement of financial position as of December 31, 2015 are as follows:

|                                  | Fair value hierarchy <sup>(1)</sup> | Carrying Amount | Fair Value     | December 31, 2015              |                           |                    |                         |
|----------------------------------|-------------------------------------|-----------------|----------------|--------------------------------|---------------------------|--------------------|-------------------------|
|                                  |                                     |                 |                | Fair value in income statement | Available-for-sale assets | Loans, receivables | Debts at amortized cost |
| Non-consolidated investments     | Level 3                             | 15.3            | 15.3           |                                | 15.3                      |                    |                         |
| Financial and non-current assets | Level 3                             | 72.3            | 72.3           |                                |                           | 72.3               |                         |
| Notes receivables                | Level 3                             | 812.5           | 812.5          |                                |                           | 812.5              |                         |
| Financial instruments            | Level 2                             | 0.3             | 0.3            |                                |                           |                    | 0.3                     |
| Cash equivalents                 | Level 2                             | 66.8            | 66.8           | 66.8                           |                           |                    |                         |
| Cash                             | Level 2                             | 318.5           | 318.5          | 318.5                          |                           |                    |                         |
| <b>Total assets</b>              |                                     | <b>1,285.7</b>  | <b>1,285.7</b> | <b>385.3</b>                   | <b>15.3</b>               | <b>884.8</b>       | <b>0.3</b>              |
| Financial debts (see note 13)    | Level 2                             | 2,859.3         | 1,835.6        |                                |                           |                    | 2,859.3                 |
| Bank overdraft facilities        | Level 2                             | 0.7             | 0.7            | 0.7                            |                           |                    |                         |
| Notes payables                   | Level 3                             | 267.8           | 267.8          |                                |                           | 267.8              |                         |
| Financial instruments            | Level 2                             | 1.0             | 1.0            |                                |                           |                    | 1.0                     |
| <b>Total liabilities</b>         |                                     | <b>3,128.8</b>  | <b>2,105.1</b> | <b>0.7</b>                     |                           | <b>267.8</b>       | <b>2,859.3</b>          |

<sup>(1)</sup> Level 1 Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

There was no change of fair value hierarchy in 2015 compared to previous years.

Due to their short maturities, the fair value of cash, cash equivalents, trade receivables and trade payables is considered as being equivalent to carrying value.

For bank loans with fixed interest rates, the fair values have been estimated using discounted cash flow (interest payments and reimbursements) analysis based on the Group's incremental borrowing rates for similar types of borrowing arrangements. At December 31, 2015, the rate of 25.9% (source: Thomson Reuters) is used to determine the fair value of high yield bonds, the rate of 26.5% (source: HSBC) is used to determine the fair value of convertible bond due 2020, the rate of 13.4% (source: BNP) is used to determine the fair value of convertible bond due 2019, the rate of 4.5% (source: Nordea bank) is used to determine the fair value of our US\$250 million Nordic credit facility and the rate of 14.9% is used to determine the fair value of our term loans.

The market value of forward sales is assessed based on models commonly used by market participants to price such instruments, using forward rates, available on the financial markets for similar maturities.

**NOTE 15 COMMON STOCK AND STOCK OPTION PLANS**

The Company's share capital at December 31, 2015 consisted of 177,065,192 shares, each with a nominal value of 0.40 and 177,065,192 as of December 31, 2014 and 176,890,866 as of December 31, 2013.

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CGG seeks to continuously enhance its financial structure through the equilibrium between its financial indebtedness and its equity as presented in our consolidated statement of financial position. The Group manages

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its financial structure and operates the adjustments deemed necessary considering the evolution of the financial environment. The managing objectives, policies and procedures have remained unchanged for many reporting periods. Excluding the legal requirements applicable in France, CGG SA is not bound to any requirement in terms of minimal amount of equity.

### **Rights and privileges related to ordinary shares**

Ordinary shares give right to dividend. Ordinary shares registered held for more than two years give a double voting right.

Dividends may be distributed from the statutory retained earnings, subject to the requirements of French law and the Company's articles of incorporation.

Retained earnings available for distribution amounted to 1,650.8 million (US\$ 1,797.2 million) at December 31, 2015. We did not pay any dividend during the years ended December 31, 2015, 2014 and 2013.

### **Issued shares**

In 2015, CGG SA did not issue any share. Please refer to note 30 for details on capital increase completed on February 5, 2016.

### **Stock options**

Pursuant to various resolutions adopted by the Board of Directors, the Group has granted options to purchase Ordinary Shares to certain employees, executive officers and Directors of the Group.

Options granted under the March 2008 option plan, which expires eight years from the date of grant, are vested by one third each year from March 2008 and, once vested, can be exercised at any time. For the French tax residents, the shares resulting from the exercise of those options may not be sold before March 14, 2012. Out of the 1,188,500 options granted in March 2008, 584,742 were granted to the executive officers.

Options granted under March 16, 2009 option plan, have an eight-year duration subject to the requirement, for all French residents, to hold the resulting shares in registered form from their purchase date until March 16, 2013, inclusive, except in limited cases listed in the plan regulations. Rights to these options vest by one-third during each of the first three years of the plan. 1,327,000 stock options were allocated to 149 beneficiaries; including 200,000 stock options to the Chairman and Chief Executive Officer and 125,000 stock options to the Chief Operating Officer.

On January 6, 2010, the Board of Directors allocated 220,000 stock options to one beneficiary pursuant to a shareholders' resolution. The exercise price of the stock options is 14.71. The stock options expire on January 6, 2018. 110,000 of these stock options vested immediately, 55,000 vested as of January 7, 2011 and 55,000 vested as of January 7, 2012.

On March 22, 2010, the Board of Directors allocated:

1,348,150 stock options to 338 beneficiaries pursuant to a shareholders' resolution. The exercise price of the stock options is 19.44. The stock options expire on March 22, 2018. Rights to these options vested by one-third during each of the first three years of the plan;

200,000 stock options to the Chairman and Chief Executive Officer. Their exercise price is 19.44. Rights to these options vest by one-third during each of the first three years of the plan. Such vesting is subject to performance conditions based on the fulfillment of one of the following objectives:

A share price performance objective relative to the share price considering the SBF 120 index;





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A share price performance objective relative to the ADS price considering the PHLX Oil Services Sector<sup>SM</sup> (OSX<sup>SM</sup>) index;  
or

A financial indicator in the form of an EBITDAS objective expressed in US dollars and related to the target for the annual variable part of compensation of the Chairman and Chief Executive Officer.

On October 21, 2010, the Board of Directors allocated 120,000 stock options to three beneficiaries pursuant to a shareholders' resolution. The exercise price of the stock options is 16.88. The plan expires on October 21, 2018. Rights to these options vested by one-third during each of the first three years of the plan.

On March 24, 2011, the Board of Directors allocated:

964,363 stock options to 364 beneficiaries pursuant to a shareholders' resolution. The exercise price of the stock options is 25.48. The stock options expire on March 24, 2019. Rights to these options vest by one-third during each of the first three years of the plan;

66,667 stock options to the Chairman and 133,333 stock options to the Chief Executive Officer. Their exercise price is 25.48. Rights to these options vest by one-third during each of the first three years of the plan. Such vesting is subject to performance conditions based on the fulfillment of one of the following objectives:

A share price performance objective relative to the share price considering the SBF 120 index;

A share price performance objective relative to the ADS price considering the PHLX Oil Service Sector<sup>SM</sup> (OSX<sup>SM</sup>) index; or

A financial indicator in the form of an EBITDAS objective expressed in US dollars and related to the target for the annual variable part of compensation of the Chairman and of the Chief Executive Officer.

The exercise price of each option is the average market value of the share during the 20-day period ending the day before the date the option is allocated.

On June 26, 2012, the Board of Directors allocated:

590,625 stock options to certain employees. Their exercise price is 18.77. The options vest in three batches, in June 2014 (for 50% of the options allocated), June 2015 (for 25% of the options allocated) and June 2016 (for 25% of the options allocated). The options have an eight-year duration.

420,000 stock options to the Executive Committee. Their exercise price is 18.77. The options vest in three batches, in June 2014 (for 50% of the options allocated), June 2015 (for 25% of the options allocated) and June 2016 (for 25% of the options allocated). The options have an eight-year duration. Such vesting is subject to performance conditions based on the fulfillment of the following objectives:

A share price performance objective relative to the share price considering the SBF 120 index;

A share price performance objective relative to the ADS price considering the PHLX Oil Service Sector<sup>SM</sup> (OSX<sup>SM</sup>) index;

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A financial indicator in the form of an EBITDAS objective expressed in US dollars and related to the target for the annual variable part of compensation of the Executive Committee members;

A share price performance objective relative to the share price increase over the vesting period.

200,000 stock options to the Chief Executive Officer and 100,000 to each of the Corporate Officers. Their exercise price is 18.77. The options vest in three batches, in June 2014 (for 50% of the options allocated), June 2015 (for 25% of the options allocated) and June 2016 (for 25% of the options allocated). The options have an eight-year duration. Such vesting is subject to performance conditions based on the fulfillment of the following objectives:

A share price performance objective relative to the share price considering the SBF 120 index;

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A share price performance objective relative to the ADS price considering the PHLX Oil Service Sector<sup>SM</sup> (OSX<sup>SM</sup>) index;

A financial indicator in the form of an EBITDAS objective expressed in US dollars and related to the target for the annual variable part of compensation of the Chief Executive Officer and Corporate Officers;

A share price performance objective relative to the share price increase over the vesting period.

The exercise price of each option is the average market value of the share during the 20-day period ending the day before the date the option is allocated.

On June 24, 2013, the Board of Directors allocated:

1,062,574 stock options to certain employees. Their exercise price is 18.47. The options vest in three batches, in June 2015 (for 50% of the options allocated), June 2016 (for 25% of the options allocated) and June 2017 (for 25% of the options allocated). The options have an eight-year duration.

200,000 stock options to the Chief Executive Officer and 100,000 to each of the Corporate Officers. Their exercise price is 18.47. The options vest in three batches, in June 2015 (for 50% of the options allocated), June 2016 (for 25% of the options allocated) and June 2017 (for 25% of the options allocated). The options have an eight-year duration. Such vesting is subject to performance conditions based on the fulfillment of the following objectives:

A share price performance objective relative to the share price considering the SBF 120 index;

A share price performance objective relative to the ADS price considering the PHLX Oil Service Sector<sup>SM</sup> (OSX<sup>SM</sup>) index;

A financial indicator in the form of an EBITDAS objective expressed in US dollars and related to the target for the annual variable part of compensation of the Chief Executive Officer and Corporate Officers;

A share price performance objective relative to the share price increase over the vesting period.

180,000 stock options to the other Corporate Committee members. Their exercise price is 18.47. The options vest in three batches, in June 2015 (for 50% of the options allocated), June 2016 (for 25% of the options allocated) and June 2017 (for 25% of the options allocated). The options have an eight-year duration. Such vesting is subject to performance conditions based on the fulfillment of the following objectives:

A share price performance objective relative to the share price considering the SBF 120 index;

A share price performance objective relative to the ADS price considering the PHLX Oil Service Sector<sup>SM</sup> (OSX<sup>SM</sup>) index;

A financial indicator in the form of an EBITDAS objective expressed in US dollars and related to the target for the annual variable part of compensation of the Corporate Committee members;

A share price performance objective relative to the share price increase over the vesting period.

The exercise price of each option is the average market value of the share during the twenty-day period ending the day before the date the option is allocated.

On June 26, 2014, the Board of Directors allocated:

1,135,843 stock options to certain employees. Their exercise price is 10.29. The options vest in three batches, in June 2016 (for 50% of the options allocated), June 2017 (for 25% of the options allocated) and June 2018 (for 25% of the options allocated). The options have an eight-year duration.

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200,000 stock options to the Chief Executive Officer and 100,000 to each of the Corporate Officers. Their exercise price is 10.29. The options vest in three batches, in June 2016 (for 50% of the options allocated), June 2017 (for 25% of the options allocated) and June 2018 (for 25% of the options allocated). The options have an eight-year duration. Such vesting is subject to performance conditions based on the fulfillment of the following objectives:

A share price performance objective relative to the share price considering the SBF 120 index;

A share price performance objective relative to the ADS price considering the PHLX Oil Service Sector<sup>SM</sup> (OSX<sup>SM</sup>) index;

A financial indicator in the form of an EBITDAS objective expressed in US dollars and related to the target for the annual variable part of compensation of the Chief Executive Officer and Corporate Officers;

A share price performance objective relative to the share price increase over the vesting period.

120,000 stock options to the other Corporate Committee members. Their exercise price is 10.29. The options vest in three batches, in June 2016 (for 50% of the options allocated), June 2017 (for 25% of the options allocated) and June 2018 (for 25% of the options allocated). The options have an eight-year duration. Such vesting is subject to performance conditions based on the fulfillment of the following objectives:

A share price performance objective relative to the share price considering the SBF 120 index;

A share price performance objective relative to the ADS price considering the PHLX Oil Service Sector<sup>SM</sup> (OSX<sup>SM</sup>) index;

A financial indicator in the form of an EBITDAS objective expressed in US dollars and related to the target for the annual variable part of compensation of the Corporate Committee members;

A share price performance objective relative to the share price increase over the vesting period.

The exercise price of each option is the average market value of the share during the 20-day period ending the day before the date the option is allocated.

On June 25, 2015, the Board of Directors allocated:

1,168,290 options to certain employees. Their exercise price is 6.01. The options vest in three batches, in June 2017 (for 50% of the options allocated), June 2018 (for 25% of the options allocated) and June 2019 (for 25% of the options allocated). The options have an eight-year duration.

220,600 options to the Chief Executive Officer and 111,000 to each of the Senior Executive Vice Presidents. Their exercise price is 6.01. The options vest in three batches, in June 2017 (for 50% of the options allocated), June 2018 (for 25% of the options allocated) and June 2019 (for 25% of the options allocated). Such vesting is subject to performance conditions. The options have an eight-year duration. Such vesting is subject to performance conditions based on the fulfillment of the following objectives:

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A share price performance objective relative to the share price considering the SBF 120 index;

A share price performance objective relative to the ADS price considering the PHLX Oil Service Sector<sup>SM</sup> (OSX<sup>SM</sup>) index;

A financial indicator in the form of an EBITDAS objective expressed in US dollars and related to the target for the annual variable part of compensation of the Chief Executive Officer and Corporate Officers;

A share price performance objective relative to the share price increase over the vesting period.

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159,000 options to the other Corporate Committee members. Their exercise price is 6.01. The options vest in three batches, in June 2017 (for 50% of the options allocated), June 2018 (for 25% of the options allocated) and June 2019 (for 25% of the options allocated). Such vesting is subject to performance conditions. The options have an eight-year duration. Such vesting is subject to performance conditions based on the fulfillment of the following objectives:

A share price performance objective relative to the share price considering the SBF 120 index;

A share price performance objective relative to the ADS price considering the PHLX Oil Service Sector<sup>SM</sup> (OSX<sup>SM</sup>) index;

A financial indicator in the form of an EBITDAS objective expressed in US dollars and related to the target for the annual variable part of compensation of the Corporate Committee members;

A share price performance objective relative to the share price increase over the vesting period.

The exercise price of each option is the average market value of the share during the twenty-day period ending the day before the date the option is allocated.

Information related to options outstanding at December 31, 2015 is summarized below:

| Date of Board of Directors | Resolution | Options granted   | Options outstanding at Dec. 31, 2015 | Exercise price per share ( ) | Expiration date  | Remaining duration |
|----------------------------|------------|-------------------|--------------------------------------|------------------------------|------------------|--------------------|
| March 14, 2008             |            | 1,188,500         | 1,098,122 <sup>(a)</sup>             | 30.95 <sup>(a)</sup>         | March 14, 2016   | 2.4 months         |
| March 16, 2009             |            | 1,327,000         | 828,039 <sup>(a)</sup>               | 8.38 <sup>(a)</sup>          | March 16, 2017   | 14.5 months        |
| January 06, 2010           |            | 220,000           | 231,538 <sup>(a)</sup>               | 13.98 <sup>(a)</sup>         | January 06, 2018 | 24.2 months        |
| March 22, 2010             |            | 1,548,150         | 1,404,079 <sup>(a)</sup>             | 18.47 <sup>(a)</sup>         | March 22, 2018   | 26.7 months        |
| October 21, 2010           |            | 120,000           | 84,194 <sup>(a)</sup>                | 16.05 <sup>(a)</sup>         | October 21, 2018 | 33.7 months        |
| March 24, 2011             |            | 1,164,363         | 1,078,232 <sup>(a)</sup>             | 24.21 <sup>(a)</sup>         | March 24, 2019   | 38.8 months        |
| June 26, 2012              |            | 1,410,625         | 889,876 <sup>(a)</sup>               | 17.84 <sup>(a)</sup>         | June 26, 2020    | 53.9 months        |
| June 24, 2013              |            | 1,642,574         | 1,253,384                            | 18.47                        | June 24, 2021    | 65.8 months        |
| June 26, 2014              |            | 1,655,843         | 1,497,778                            | 10.29                        | June 26, 2022    | 77.9 months        |
| June 25, 2015              |            | 1,769,890         | 1,677,795                            | 6.01                         | June 25, 2023    | 89.9 months        |
| <b>Total</b>               |            | <b>12,046,945</b> | <b>10,043,037</b>                    |                              |                  |                    |

<sup>(a)</sup> Following the capital increase in October 2012, the stock options were adjusted as follows:

| Date of stock options | Adjustment of number of options as of October 23, 2012 | Exercise price before adjustment per share ( ) | Adjusted exercise price per share ( ) |
|-----------------------|--|--|---------------------------------------|
| March 14, 2008        | 1,120,226  | 32.57  | 30.95                                 |

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|                  |                  |       |       |
|------------------|------------------|-------|-------|
| March 16, 2009   | 950,179          | 8.82  | 8.38  |
| January 06, 2010 | 231,538          | 14.71 | 13.98 |
| March 22, 2010   | 1,430,622        | 19.44 | 18.47 |
| October 21, 2010 | 126,291          | 16.88 | 16.05 |
| March 24, 2011   | 1,150,636        | 25.48 | 24.21 |
| June 26, 2012    | 1,483,424        | 18.77 | 17.84 |
| <b>Total</b>     | <b>6,492,916</b> |       |       |

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A summary of the Company's stock option activity, and related information for the years ended December 31, 2015 follows:

|                                      | 2015              |                                 | 2014                                  |                                 | 2013              |                                 |
|--------------------------------------|-------------------|---------------------------------|---------------------------------------|---------------------------------|-------------------|---------------------------------|
|                                      | Number of options | Weighted average exercise price | Number of options                     | Weighted average exercise price | Number of options | Weighted average exercise price |
| <b>Outstanding-beginning of year</b> | <b>10,696,143</b> | <b>19.31</b>                    | <b>10,151,820</b>                     | <b>21.33</b>                    | <b>8,711,012</b>  | <b>21.67</b>                    |
| Granted                              | 1,769,890         | 6.01                            | 1,655,843                             | 10.29                           | 1,642,574         | 18.47                           |
| Exercised                            |                   |                                 |                                       |                                 | (122,561)         | 8.42                            |
| Forfeited                            | (2,422,996)       | 22.75                           | (1,111,520)                           | 24.29                           | (79,205)          | 20.30                           |
|                                      |                   |                                 | (weighted average exercise price in ) |                                 |                   |                                 |
| <b>Outstanding-end of year</b>       | <b>10,043,037</b> | <b>16.14</b>                    | <b>10,696,143</b>                     | <b>19.31</b>                    | <b>10,151,820</b> | <b>21.33</b>                    |
| Exercisable-end of year              | 6,018,303         | 20.11                           | 6,757,509                             | 21.85                           | 6,694,183         | 22.62                           |

The average price of CGG share was 4.84 in 2015, 8.16 in 2014, 17.46 in 2013.

**Performance units****Allocation plan dated June 24, 2013**

On June 24, 2013, the Board of Directors of the Company, upon proposal of the Appointment-Remuneration Committee, implemented a multi-annual bonus system in the form of performance units, replacing the performance shares plans with a twofold objective:

Implement a remuneration mechanism globally harmonized and consistent with the growing internalization of our Group,

Establish a closer link between the remuneration of the main senior executives and the share price performance combined with the economic performance of the Group taken as a whole on a mid-term basis (three years).

The Corporate Committee members (including the Chief Executive Officer and the Corporate Officers) along with the senior executives of the Group and certain employees contributing to the Group performance or with a strong evolution potential within the Group are eligible to the plan.

625,500 performance units were allocated out of which 27,500 were allocated to the Chief Executive Officer, 12,500 were allocated to each of the Corporate Officers, 20,000 were allocated to the other Corporate Committee members and 553,000 were allocated to certain employees.

The performance units vest upon the expiry of a three-year period from the vesting date subject to a presence condition in the Group at the time of vesting and achievement of certain performance conditions. These performance conditions are based on the achievement of Group objectives related to the return on capital employed and statement of financial position structure along with achievement of the segments' financial objectives aligned with the Group strategic orientations over a three-year period.

The number of vested 2013 performance units is determined upon achievement of the Group objectives up to 60% of the global allocation. The balance will be acquired based on the achievement of the segments' objectives.

The valuation of each vested 2013 performance unit shall be equal to the average closing prices of the CGG share on Euronext over the five trading days prior to the vesting date. The vested performance units will be paid half in cash and half in existing CGG shares.



**Table of Contents*****Allocation plan dated June 26, 2014***

On June 26, 2014, the Board of Directors implemented a performance units plan for a maximum amount of 723,800 performance units out of which 27,500 were allocated to the Chief Executive Officer, 12,500 were allocated to each of the Corporate Officers, 20,000 were allocated to the other Corporate Committee members and 651,300 were allocated to certain employees.

The performance units vest upon the expiry of a three-year period from the vesting date subject to a presence condition in the Group at the time of vesting and achievement of certain performance conditions. These performance conditions are based on the achievement of Group objectives related to the return on capital employed and statement of financial position structure along with achievement of the segments' financial objectives aligned with the Group strategic orientations over a three-year period.

The number of vested 2014 performance units is determined upon achievement of the Group objectives up to 60% of the global allocation. The balance will be acquired based on the achievement of the segments' objectives.

The valuation of each vested 2014 performance unit shall be equal to the average closing prices of the CGG share on Euronext over the five trading days prior to the vesting date. The vested performance units will be paid half in cash and half in existing CGG shares.

***Allocation plan dated June 25, 2015***

On June 25, 2015, the Board of Directors implemented a performance units plan for a maximum amount of 712,300 performance units out of which 27,500 were allocated to the Chief Executive Officer, 12,500 were allocated to each of the Corporate Officers, 20,000 were allocated to the other Corporate Committee members and 639,800 were allocated to certain employees.

The performance units vest upon the expiry of a three-year period from the vesting date subject to a presence condition in the Group at the time of vesting and achievement of certain performance conditions. These performance conditions are based on the achievement of Group objectives related to the return on capital employed and statement of financial position structure along with achievement of the segments' financial objectives aligned with the Group strategic orientations over a three-year period.

The number of vested 2015 performance units is determined upon achievement of the Group objectives up to 60% of the global allocation. The balance will be acquired based on the achievement of the segments' objectives.

The valuation of each vested 2015 performance unit shall be equal to the average closing prices of the CGG share on Euronext over the five trading days prior to the vesting date. The vested performance units will be paid half in cash and half in existing CGG shares.

**Compensation cost on stock options, performance shares and units**

The following table lists the assumptions used to value the 2013, 2014 and 2015 options plans, the 2013, 2014 and 2015 performance units allocation plan according to IFRS 2. The Group uses the Black & Scholes model.

|                         | Options granted | Volatility <sup>(1)</sup> | Risk-free rate | Exercise price per share (€) | Estimated Maturity (years) | Fair value per share at the grant date (€) | Dividends yields |
|-------------------------|-----------------|---------------------------|----------------|------------------------------|----------------------------|--|------------------|
| 2013 stock options plan | 1,642,574       | 42%                       | 1.11%          | 18.47                        | 4                          | 5.14                                       | 0.0%             |
| 2014 stock options plan | 1,655,843       | 39%                       | 0.34%          | 10.29                        | 4                          | 3.23                                       | 0.0%             |
| 2015 stock options plan | 1,769,890       | 42%                       | 0.14%          | 6.01                         | 4                          | 1.64                                       | 0.0%             |

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|  | Performance<br>shares<br>granted | Achievement<br>of<br>performance<br>Conditions <sup>(2)</sup> | Fair value per<br>share at the<br>grant date ( \$) | Dividends<br>yields |
|--|----------------------------------|---|--|---------------------|
| 2013 performance units allocation plan | 625,500                          | 0%  | 16.80  | 0.0%                |
| 2014 performance units allocation plan | 723,800                          | 25%   | 10.44  | 0.0%                |
| 2015 performance units allocation plan | 712,300                          | 100%  | 5.48   | 0.0%                |

<sup>(1)</sup> Corresponds to the average of restated historical volatility and implied volatility.

<sup>(2)</sup> Estimated.

<sup>(3)</sup> Corresponds to CGG share price at the date of allocation

According to IFRS 2, fair value of stock options and performance shares and units granted since November 7, 2002 must be recognized as an expense over the life of the plan. Detail of this expense is as follows:

|  | Year                  |            |             |   |            |            |
|--|-----------------------|------------|-------------|---|------------|------------|
|  | IFRS 2 total expense  |            |             | Of which for the executive<br>managers of the Group |            |            |
|  | 2015                  | 2014       | 2013        | 2015  | 2014       | 2013       |
|  | (in millions of US\$) |            |             |   |            |            |
| 2010 stock options plan  |                       |            | 0.6         |   |            | 0.3        |
| 2011 stock options plan  |                       | 0.3        | 1.7         |   | 0.2        | 1.1        |
| 2012 stock options plan  | 0.2                   | 1.8        | 3.8         | (0.2)   | 0.5        | 1.8        |
| 2013 stock options plan  | 1.1                   | 3.5        | 1.8         | 0.1   | 1.1        | 0.6        |
| 2014 stock options plan  | 1.6                   | 1.1        |             | 0.4   | 0.3        |            |
| 2015 stock options plan  | 0.5                   |            |             | 0.1   |            |            |
| 2011 performance shares plan   |                       |            | 1.9         |   |            | 0.5        |
| 2012 performance shares plan   |                       | 1.0        | 1.7         |   | 0.2        | 0.3        |
| 2013 performance units plan paid in shares                                     | (0.8)                 | 0.2        | 0.7         | (0.1)   |            | 0.1        |
| 2014 performance units plan paid in shares                                     | 0.1                   | 0.5        |             |   |            |            |
| 2015 performance units plan paid in shares                                     | 0.4                   |            |             |   |            |            |
| <b>Recognized expense from equity-settled share based payment transactions</b> | <b>3.1</b>            | <b>8.4</b> | <b>12.2</b> | <b>0.3</b>  | <b>2.3</b> | <b>4.7</b> |

**NOTE 16 PROVISIONS**

|  | December 31, 2015                        |              |                      |                        |                                 |                       | Balance<br>at end<br>of period |
|--|--|--------------|----------------------|------------------------|---------------------------------|-----------------------|--------------------------------|
|  | Balance<br>at<br>beginning<br>of<br>year | Additions    | Deductions<br>(used) | Deductions<br>(unused) | Unwinding<br>of the<br>discount | Others <sup>(a)</sup> |                                |
|  |  |              |                      |                        |                                 |                       |                                |
| Provisions for restructuring costs   | 33.1                                     | 168.9        | (44.4)               | (7.2)                  |                                 | (2.0)                 | 148.4                          |
| Provisions for onerous contracts   | 58.4                                     | 15.9         | (47.4)               | (5.4)                  | 0.5                             | 38.4                  | 60.4                           |
| Provisions for litigations   | 1.7                                      | 0.3          | (0.9)                |                        |                                 | (0.2)                 | 0.9                            |
| Other provisions related to contracts                                      | 12.0                                     | 2.1          | (7.5)                |                        |                                 | 1.7                   | 8.3                            |
| Provisions for demobilization costs  | 0.8                                      | 1.5          | (0.8)                |                        |                                 |                       | 1.5                            |
| <b>Total current provisions</b>  | <b>106.0</b>                             | <b>188.7</b> | <b>(101.0)</b>       | <b>(12.6)</b>          | <b>0.5</b>                      | <b>37.9</b>           | <b>219.5</b>                   |
| Provisions for cash-settled share-based payment arrangements (see note 15) | 1.5                                      |              |                      | (0.2)                  |                                 |                       | 1.3                            |

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|  |              |              |                |               |            |               |              |
|--|--------------|--------------|----------------|---------------|------------|---------------|--------------|
| Retirement indemnity provisions                | 73.9         | 6.9          | (13.0)         | (6.9)         |            | (3.0)         | 57.9         |
| Provisions for tax contingencies               | 3.5          | 0.2          | (1.4)          |               |            | (0.5)         | 1.8          |
| Provisions for onerous contracts               | 108.0        | 10.1         |                | (2.5)         | 2.8        | (45.4)        | 73.0         |
| Customers Guarantee provisions                 | 10.8         | 3.5          | (8.7)          |               |            | (0.7)         | 4.9          |
| Provisions for customs and other contingencies | 22.6         | 3.8          | (5.9)          |               |            | (3.5)         | 17.0         |
| <b>Total non-current provisions</b>            | <b>220.3</b> | <b>24.5</b>  | <b>(29.0)</b>  | <b>(9.6)</b>  | <b>2.8</b> | <b>(53.1)</b> | <b>155.9</b> |
| <b>Total provisions</b>                        | <b>326.3</b> | <b>213.2</b> | <b>(130.0)</b> | <b>(22.2)</b> | <b>3.3</b> | <b>(15.2)</b> | <b>375.4</b> |

<sup>(a)</sup> Includes the effects of exchange rates changes, variations in scope, reclassification, and gain (loss) on actuarial changes.

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### **Provision for restructuring costs**

In 2014 and 2015, we recognized provisions for restructuring costs as part of our Group transformation plan. They mainly include redundancy costs and facilities exit costs (see note 21).

### **Provision for onerous contract (short term and long term)**

In 2014 and 2015, we recognized provisions for onerous contracts as part of our marine fleet downsizing plan (see note 21).

### **Customers Guarantee provisions**

It corresponds to the warranty given by Sercel to external clients.

### **Retirement indemnity provisions**

The Group has defined benefit pension plans in France, in the United States, in the UK, and in Mexico.

In addition, a supplemental pension and retirement plan was implemented in December 2004 for the members of the Group's Management Committee and members of the Management Board of Sercel Holding. A contribution amounting to US\$8.3 million was paid in 2015, US\$4.3 million and US\$4.6 million for 2014 and 2013 respectively.

The Group records retirement indemnity provisions based on the following actuarial assumptions:

historical staff turnover and standard mortality schedule;

age of retirement between 60 and 66 years old in France;

actuarial rate and average rate of increase in future compensation;

taxes on supplemental pension and retirement plan;

As of December 31, 2015, the net liability for these plans amounted to US\$57.9 million.

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The status of the retirement indemnity plans is as follows:

|  | December 31,          |              |              | 2012         |
|--|-----------------------|--------------|--------------|--------------|
|  | 2015                  | 2014         | 2013         | (restated)   |
|  | (in millions of US\$) |              |              |              |
| <b><u>Amount recognized in the statement of financial position</u></b>                         |                       |              |              |              |
| Present value of the obligation <sup>(a)</sup>   | 139.1                 | 155.2        | 163.0        | 145.5        |
| Fair value of plan assets  | (81.2)                | (81.3)       | (79.4)       | (72.3)       |
| <b>Deficit (surplus) of funded plans</b>   | <b>57.9</b>           | <b>73.9</b>  | <b>83.6</b>  | <b>73.2</b>  |
| <b>Net liability (asset) recognized in the statement of financial position</b>                 | <b>57.9</b>           | <b>73.9</b>  | <b>83.6</b>  | <b>73.2</b>  |
| <b><u>Amounts recognized in the income statement</u></b>                                       |                       |              |              |              |
| Service cost   | 5.7                   | 5.9          | 5.7          | 4.4          |
| Interest cost (income)   | 1.2                   | 2.3          | 2.2          | 2.5          |
| Effects of curtailments/settlements  | (6.9)                 | (12.4)       | (4.1)        |              |
| Payroll tax  |                       |              |              | 0.1          |
| <b>Net periodic expense (profit)</b>   |                       | <b>(4.2)</b> | <b>3.8</b>   | <b>7.0</b>   |
| <b><u>Movements in the net liability recognized in the statement of financial position</u></b> |                       |              |              |              |
| Net liability at January 1   | 73.9                  | 83.6         | 73.2         | 52.4         |
| Expense as above   |                       | (4.2)        | 3.8          | 7.0          |
| Actuarial (gains)/losses recognized in other comprehensive income <sup>(b)</sup>               | 3.8                   | 13.0         | 6.3          | 14.4         |
| Contributions paid   | (10.0)                | (5.8)        | (6.6)        | (1.4)        |
| Benefits paid by the Company   | (3.0)                 | (3.3)        | (2.1)        | (2.3)        |
| Consolidation scope entries and changes in exchange rates                                      | (6.8)                 | (9.4)        | 8.4          | 2.8          |
| Other  |                       |              | 0.6          | 0.3          |
| <b>Net liability at December 31</b>  | <b>57.9</b>           | <b>73.9</b>  | <b>83.6</b>  | <b>73.2</b>  |
| <b><u>Change in benefit obligation</u></b>   |                       |              |              |              |
| <b>Benefit obligation at January 1</b>   | <b>155.2</b>          | <b>163.0</b> | <b>145.5</b> | <b>115.9</b> |
| Payroll tax adjustment   |                       |              |              | 0.1          |
| Current service cost   | 5.7                   | 5.9          | 6.0          | 4.4          |
| Contributions paid   | 0.4                   | 0.5          | 0.3          | 0.4          |
| Interest cost  | 4.2                   | 5.9          | 5.2          | 5.6          |
| Past service cost  |                       |              | (0.3)        |              |
| Benefits paid from plan  | (12.9)                | (8.4)        | (7.2)        | (2.7)        |
| Actuarial (gains)/losses recognized in other comprehensive income                              | 4.3                   | 19.1         | 7.1          | 16.0         |
| Effects of curtailments/settlements  | (6.9)                 | (16.3)       | (6.4)        |              |
| Consolidation scope entries and changes in exchange rates                                      | (10.9)                | (14.5)       | 12.2         | 5.8          |
| Other  |                       |              | 0.6          |              |
| <b>Benefit obligation at December 31</b>   | <b>139.1</b>          | <b>155.2</b> | <b>163.0</b> | <b>145.5</b> |
| <b><u>Change in plan assets</u></b>  |                       |              |              |              |
| <b>Fair value of plan assets at January 1</b>  | <b>81.3</b>           | <b>79.4</b>  | <b>72.3</b>  | <b>63.5</b>  |
| Interest income  | 3.0                   | 3.6          | 3.0          | 3.1          |
| Contributions paid   | 10.4                  | 6.3          | 6.9          | 1.8          |
| Benefits paid from plan  | (9.9)                 | (5.1)        | (5.1)        | (0.4)        |
| Actuarial gains/(losses) recognized in other comprehensive income                              | 0.5                   | 6.1          | 0.8          | 1.6          |
| Effects of curtailments/settlements  |                       | (3.9)        | (2.3)        |              |
| Consolidation scope entries and changes in exchange rate                                       | (4.1)                 | (5.1)        | 3.8          | 3.0          |
| Other  |                       |              |              | (0.3)        |
| <b>Fair value of plan assets at December 31<sup>(c)</sup></b>                                  | <b>81.2</b>           | <b>81.3</b>  | <b>79.4</b>  | <b>72.3</b>  |

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Key assumptions used in estimating the Group's retirement obligations are:

|  |       |       |       |       |
|--|-------|-------|-------|-------|
| Discount rate <sup>(d)</sup>                                   | 2.00% | 1.50% | 3.00% | 3.00% |
| Average rate of increase in future compensation <sup>(e)</sup> | 2.84% | 3.00% | 3.31% | 3.04% |

<sup>(a)</sup> In 2015 the obligation amounts to US\$139.1 million of which US\$29.1 million for defined benefit plans not covered (US\$46.2 million in 2014, US\$54.3 million in 2013 and US\$46.9 million in 2012). The average duration of the defined benefit plan obligation at the end of the reporting period is 20.3 in 2015, 17.7 years in 2014, 15.3 years in 2013 and 16.6 years in 2012.

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**Table of Contents***(b) Other comprehensive income*

Cumulative actuarial losses recognized in other comprehensive income amount to US\$33.1 million as of December 31, 2015.

Changes in the defined benefit obligation and fair value of plan assets are, as follows:

|  | December 31,          |             |            |
|--|-----------------------|-------------|------------|
|  | 2015                  | 2014        | 2013       |
|  | (in millions of US\$) |             |            |
| <b>Amount recognized in the other comprehensive income</b>                 |                       |             |            |
| Experience adjustment  | 3.2                   | (0.4)       | 4.0        |
| Actuarial changes arising from changes in demographic assumptions          | (1.7)                 |             | 3.1        |
| Actuarial changes arising from changes in financial assumptions            | 2.9                   | 19.5        | (0.1)      |
| Return on plan assets (excluding amounts included in net interest expense) | (0.5)                 | (6.1)       | (0.7)      |
| <b>Sub-total included in the other comprehensive income</b>                | <b>3.9</b>            | <b>13.0</b> | <b>6.3</b> |

*(c) Plan assets*

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

|                   | December 31, |      |      |      |
|-------------------|--------------|------|------|------|
|                   | 2015         | 2014 | 2013 | 2012 |
| Equity securities | 51%          | 48%  | 48%  | 47%  |
| Debt securities   | 19%          | 19%  | 22%  | 22%  |
| Real estate       | 7%           | 8%   | 8%   | 8%   |
| Other             | 23%          | 25%  | 22%  | 23%  |

*(d) Discount rate*

The discount rate for entities belonging to the euro zone is 2.00%. It has been defined by comparison to the following rates at December 31, 2015:

*Bloomberg Corporate 15 years: 2.07%*

*IBoxx 10+ AA: 2.03%*

*IBoxx 10+ AA Financial: 2.33%*

*IBoxx 10+ AA Non Financial: 1.93%*

For entities not included in the euro zone, the discount rates used are 3.60% for the United Kingdom, 4.08% for the United States and 5.75% for Mexico.

An increase of 0.25% of the discount rate would decrease the defined benefit plan (DBO) by US\$5.9 million, and a decrease of the discount rate of 0.25% would increase the DBO by US\$6.3 million.

A variation of 0.25% of the discount rate would have no significant impacts on Service Cost and on Interest Cost (calculated impact is within US\$0.3 million).

*(e) Increase in future compensation*

An increase of 0.25% of the average rate would increase the future compensation by US\$2.4 million, and a decrease of the average rate of 0.25% would decrease the future compensation by US\$2.4 million.

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*A variation of 0.25% of the average rate would have no significant impacts on Service Cost and on Interest Cost (calculated impact is within US\$0.2 million).*

### **NOTE 17 OTHER NON-CURRENT LIABILITIES**

Detail of other non-current liabilities is as follows:

|                                      | <b>December 31,</b>          |             |             |
|--------------------------------------|------------------------------|-------------|-------------|
|                                      | <b>2015</b>                  | <b>2014</b> | <b>2013</b> |
|                                      | <b>(in millions of US\$)</b> |             |             |
| Research and development subsidies   | 1.5                          | 2.7         | 4.2         |
| Profit sharing scheme                | 18.0                         | 28.0        | 37.5        |
| <b>Other non-current liabilities</b> | <b>19.5</b>                  | <b>30.7</b> | <b>41.7</b> |

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**Table of Contents****NOTE 18 CONTRACTUAL OBLIGATIONS, COMMITMENTS AND CONTINGENCIES****Status on contractual obligations**

|                                    | 2015                  | December 31,<br>2014 | 2013           |
|------------------------------------|-----------------------|----------------------|----------------|
|                                    | (in millions of US\$) |                      |                |
| Long-term debt obligations         | 3,585.9               | 3,570.6              | 3,388.8        |
| Finance lease obligations          | 77.3                  | 96.7                 | 120.3          |
| Bareboat agreements <sup>(1)</sup> | 518.3                 | 670.4                | 807.4          |
| Operating leases obligations       | 309.0                 | 382.3                | 403.7          |
| <b>Total obligations</b>           | <b>4,490.5</b>        | <b>4,720.0</b>       | <b>4,720.2</b> |

<sup>(1)</sup> In 2015, the Bareboat agreements amount to US\$518.3 million of which US\$135.6 million for vessels included in the fleet downsizing plan.

The following table presents payments in future periods relating to contractual obligations as of December 31, 2015:

|   | Payments due by period |                |                |                  | Total          |
|---|------------------------|----------------|----------------|------------------|----------------|
|   | Less than<br>1 year    | 2-3 years      | 4-5 years      | After<br>5 years |                |
|   | (in millions of US\$)  |                |                |                  |                |
| <u>Long-term debt obligations:</u>                        |                        |                |                |                  |                |
| Repayments: fixed rates                                   | 34.5                   | 70.4           | 939.5          | 1,024.6          | 2,069.0        |
| Repayments: variables rates <sup>(a)</sup>                | 34.5                   | 436.6          | 350.0          |                  | 821.1          |
| Bonds and facilities interests                            | 150.5                  | 285.2          | 197.2          | 62.9             | 695.8          |
| <b>Total Long-term debt obligations</b>                   | <b>219.5</b>           | <b>792.2</b>   | <b>1,486.7</b> | <b>1,087.5</b>   | <b>3,585.9</b> |
| <u>Finance leases:</u>                                    |                        |                |                |                  |                |
| Finance lease Obligations: fixed rates                    | 13.1                   | 25.9           | 21.1           | 17.2             | 77.3           |
| Finance lease Obligations: variables rates <sup>(a)</sup> |                        |                |                |                  |                |
| <b>Total Finance lease obligations</b>                    | <b>13.1</b>            | <b>25.9</b>    | <b>21.1</b>    | <b>17.2</b>      | <b>77.3</b>    |
| <b>Bareboat agreements</b>                                | <b>129.8</b>           | <b>208.4</b>   | <b>115.9</b>   | <b>64.2</b>      | <b>518.3</b>   |
| <b>Other operating lease agreements</b>                   | <b>74.7</b>            | <b>96.8</b>    | <b>53.0</b>    | <b>84.5</b>      | <b>309.0</b>   |
| <b>Total Contractual Obligations<sup>(b)</sup></b>        | <b>437.1</b>           | <b>1,123.3</b> | <b>1,676.7</b> | <b>1,253.4</b>   | <b>4,490.5</b> |

<sup>(a)</sup> Payments are based on the variable rates applicable as of December 31, 2015.

<sup>(b)</sup> Payments in foreign currencies are converted in US\$ at December 31, 2015 exchange rates.

**Contractual obligations – finance leases**

The Group leases land, buildings and geophysical equipments under finance lease agreements expiring at various dates until 2023.

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The following table presents reconciliation between finance lease obligations and finance lease debts as of December 31, 2015:

|   | Less than<br>1<br>year | 1-5 years<br><br>(in millions of US\$) | After<br>5 years | Total       |
|---|------------------------|--|------------------|-------------|
| <b>Finance lease Obligations</b>        | <b>13.1</b>            | <b>47.0</b>                            | <b>17.2</b>      | <b>77.3</b> |
| Discounting                             | (4.5)                  | (12.5)                                 | (2.8)            | (19.8)      |
| Headquarters purchase option            |                        |  | 28.6             | 28.6        |
| <b>Finance lease debt (see note 13)</b> | <b>8.6</b>             | <b>34.5</b>                            | <b>43.0</b>      | <b>86.1</b> |

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**Table of Contents****Contractual obligations – operating leases**

Operating lease agreements relate primarily to bareboat charter agreements for seismic vessels, geophysical equipments, offices and computer equipments.

Rental expenses were US\$294.8 million in 2015, US\$393.2 million in 2014 and US\$488.8 million in 2013.

**Guarantees**

|   | 2015                  | December 31,<br>2014 | 2013           |
|---|-----------------------|----------------------|----------------|
|   | (in millions of US\$) |                      |                |
| <b><u>Operations</u></b>  |                       |                      |                |
| Guarantees issued in favor of clients (guarantees issued by the Company to mainly support bids made at the subsidiaries level)  | 562.3                 | 457.7                | 789.0          |
| Other guarantees and commitments issued (guarantees issued by the Company on behalf of subsidiaries and affiliated companies in favor of customs or other governmental administrations) | 197.3                 | 139.5                | 215.0          |
| <b><u>Financing</u></b>   |                       |                      |                |
| Guarantees issued in favor of banks (mainly to support credit facilities)   | 23.2                  | 0.7                  | 1.5            |
| <b>Total</b>  | <b>782.8</b>          | <b>597.9</b>         | <b>1,005.5</b> |

The duration of the guarantees and commitments is as follows:

|   | Due date              |              |            |                  |              |
|---|-----------------------|--------------|------------|------------------|--------------|
|   | Less than<br>1 year   | 2-3 years    | 4-5 years  | After<br>5 years | Total        |
|   | (in millions of US\$) |              |            |                  |              |
| <b><u>Operations</u></b>                |                       |              |            |                  |              |
| Guarantees issued in favor of clients   | 475.2                 | 82.3         | 4.3        | 0.5              | 562.3        |
| Other guarantees and commitments issued | 115.6                 | 6.0          | 5.1        | 70.6             | 197.3        |
| <b><u>Financing</u></b>                 |                       |              |            |                  |              |
| Guarantees issued in favor of banks     | 4.5                   | 18.7         |            |                  | 23.2         |
| <b>Total</b>                            | <b>595.3</b>          | <b>107.0</b> | <b>9.4</b> | <b>71.1</b>      | <b>782.8</b> |

**Others**

Commitments issued or received on behalf of related parties are presented in note 8.

The Group has no off-balance sheet obligations under IFRS that are not described above.

**Legal proceedings, claims and other contingencies**

The Group is a defendant in a number of legal proceedings arising in the ordinary course of business and has various unresolved claims pending. The outcome of these lawsuits and claims is not known at this time. The Group believes that the resulting liability, if any, net of amounts recoverable from insurance or other sources will not have a material adverse effect on its consolidated results of operations, financial position or cash flows.

*Requests for information made by the US Department of Commerce's Bureau of Industry and Security*

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In order to provide complete and accurate responses to recent requests for information made by representatives of the US Department of Commerce's Bureau of Industry and Security (BIS), we conducted an

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internal review of the facts surrounding shipments to our vessels operating in or near Cuba. During the course of our review, we discovered that, despite our precautions, some shipments may not have complied fully with our internal policies and possibly violated applicable export controls and sanctions laws. We provided BIS with all of the information it has requested to date and are cooperating fully with it in this matter. We have also informed on a voluntary basis the US Office of Foreign Assets Control. On September 10, 2015, the BIS ended its investigation and issued a warning letter without any financial penalty.

On July 29, 2015, the U.S. Office of Foreign Assets Control (OFAC) issued a pre-penalty notice and on December 15, 2015, a settlement agreement was signed pursuant to which we paid a fine of US\$614,250.

**NOTE 19 ANALYSIS BY OPERATING SEGMENT AND GEOGRAPHIC AREA**

Taking into account the long cyclical trough of the seismic market, which further worsened during the summer of 2015 in the light of an updated bearish forward view on the price of oil, CGG has decided during the third quarter of 2015 to drastically reduce its marine fleet down to 5 vessels mainly dedicated to multiclient production and to implement new adaptation measures throughout the Group. Going forward the downsized CGG fleet would be dedicated on average two-thirds to multi-client surveys and only one-third to shoot exclusive surveys. As a result of the reduction of its fleet, part of the owned assets will not be operated for a certain period of time. The costs of these non-operated resources as well as the costs of the Group Transformation Plan are reported in a new operating and reporting segment. Financial information by segment is reported in accordance with our internal reporting system and provides internal segment information that is used by the chief operating decision maker to manage and measure the performance. Since September 30 2015, we have organized our activities in four segments for our financial reporting. These segments are:

**Contractual Data Acquisition**, which comprises the following operating segments:

- Marine: offshore seismic data acquisition undertaken by us on behalf of a specific client;
- Land and Multi-Physics: other seismic data acquisition undertaken by us on behalf of a specific client.

**Geology, Geophysics & Reservoir ( GGR )**. This operating segment comprises the Multi-client business line (development and management of seismic surveys that we undertake and license to a number of clients on a non-exclusive basis) and the Subsurface Imaging and Reservoir business lines (processing and imaging of geophysical data, reservoir characterization, geophysical consulting and software services, geological data library and data management solutions). Both business lines regularly combine their offerings, generating overall synergies between their respective activities. The GGR segment includes the costs, industrial capital expenditures and capital employed related to the vessels dedicated to the multi-client surveys.

**Equipment**, which comprises our manufacturing and sales activities for seismic equipment used for data acquisition, both on land and marine. We carry out the activity in the Equipment segment through our sub-group Sercel.

**Non-Operated Resources**, which comprises the costs of the non-operated marine resources as well as all the costs of our Transformation Plan (mainly restructuring provisions and provision for onerous contracts). The capital employed of this segment includes the non-operated marine assets and the provisions related to the Group Transformation Plan. In this segment, the recoverable value retained is the fair value less costs of disposal.

As a complement to Operating Income, EBIT may be used by management as a performance indicator because it captures the contribution to our results of the significant businesses that are managed through our joint ventures. We define EBIT as Operating Income plus our share of income in companies accounted for under the equity method.

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Inter-company analytical transactions between segments are made at arm's length prices. They relate primarily to geophysical equipment sales made by the Equipment segment to the Contractual Data Acquisition and GGR segments (with the reference being the spot market). As GGR includes marine capacity dedicated to multi-client surveys, there are no longer any services rendered by Contractual Data Acquisition to GGR for multi-client surveys. Transactions between subsidiaries of the Group are made at market prices.

These inter-segment revenues and the related earnings are eliminated in consolidation in the tables that follow under the column "Eliminations and other".

The inter-segment sales and the related earnings recognized by the Equipment segment are eliminated and presented in the tables that follow as follows: (i) Operating Income and EBIT for our Contractual Data Acquisition and GGR segments are presented after elimination of amortization expenses corresponding to capital expenditures between our Equipment segment and Contractual Data Acquisition and GGR segments; and (ii) capital expenditures for our Contractual Data Acquisition and GGR segments are presented after elimination of inter-segment margin.

Operating Income and EBIT may include non-recurring items, which are disclosed in the reportable segment if material. General corporate expenses, which include Group management, financing, and legal activities, have been included in the column "Eliminations and other" in the tables that follow. The Group does not disclose financial expenses or financial revenues by segment because they are managed at the Group level.

Identifiable assets are those used in the operations of each segment. Unallocated and corporate assets consist of investments and other financial assets and cash and cash equivalents of our consolidated statement of financial position. Due to the constant changes in work locations, the group does not track its assets based on country of origin or ownership.

Capital employed is defined as total assets excluding cash and cash equivalents less (i) current liabilities excluding bank overdrafts and current portion of financial debt and (ii) non-current liabilities excluding financial debt.

The following tables also present operating revenues, Operating Income and EBIT by segment, and operating revenues by geographic area (by location of customers).

In 2015, the Group's two most significant customers accounted for 5.0% and 4.9% of the Group's consolidated revenues compared with 7.1% and 5.2% in 2014 and 5.1% and 3.9% in 2013.



**Table of Contents****Analysis by segment**

|   | 2015   |                         |                |              |                        | Consolidated Total |
|---|--|-------------------------|----------------|--------------|------------------------|--------------------|
|   | Contractual Data Acquisition   | Non Operated Ressources | GGR            | Equipment    | Eliminations And other |                    |
|   | (in millions of US\$,<br>except for assets and capital employed in billions of US\$) |                         |                |              |                        |                    |
| Revenues from unaffiliated customers  | 593.2  |                         | 1,107.6        | 400.1        |                        | 2,100.9            |
| Inter-segment revenues  | 22.3   |                         |                | 37.2         | (59.5)                 |                    |
| <b>Operating revenues</b>   | <b>615.5</b>   |                         | <b>1,107.6</b> | <b>437.3</b> | <b>(59.5)</b>          | <b>2,100.9</b>     |
| Depreciation and amortization (excluding multi-client surveys)                | (653.4)  | (28.6)                  | (586.9)        | (41.7)       |                        | (1,310.6)          |
| Depreciation and amortization of multi-client surveys                         |  |                         | (369.5)        |              |                        | (369.5)            |
| <b>Operating income</b>   | <b>(674.5)</b>   | <b>(235.8)</b>          | <b>(204.0)</b> | <b>25.9</b>  | <b>(69.2)</b>          | <b>(1,157.6)</b>   |
| Share of income in companies accounted for under equity method <sup>(1)</sup> | 21.7   |                         | (0.3)          |              |                        | 21.4               |
| <b>Earnings before interest and tax<sup>(2)</sup></b>                         | <b>(652.8)</b>   | <b>(235.8)</b>          | <b>(204.3)</b> | <b>25.9</b>  | <b>(69.2)</b>          | <b>(1,136.2)</b>   |
| Capital expenditures (excluding multi-client surveys) <sup>(3)</sup>          | 34.3   |                         | 73.2           | 23.1         | 15.0                   | 145.6              |
| Investments in multi-client surveys, net cash                                 |  |                         | 284.6          |              |                        | 284.6              |
| <b>Capital employed</b>   | <b>0.7</b>   | <b>0.1</b>              | <b>2.5</b>     | <b>0.6</b>   |                        | <b>3.9</b>         |
| <b>Total identifiable assets</b>  | <b>0.9</b>   | <b>0.3</b>              | <b>2.9</b>     | <b>0.8</b>   | <b>0.1</b>             | <b>5.0</b>         |

<sup>(1)</sup> Share of operating results of companies accounted for under equity method is US\$38.3 million for the year ended December 31, 2015.

<sup>(2)</sup> At the group level, Operating Income and EBIT before costs related to the Transformation Plan amounted to US\$19.1 million and US\$40.5 million respectively, for the year ended December 31, 2015.

For the year ended December 31, 2015, Contractual Data Acquisition EBIT includes:

- (i) US\$(365.0) million of marine goodwill depreciation;
- (ii) US\$(110.0) million relating to impairment of marine equipment;
- (iii) US\$(33.0) million relating to other intangible assets impairment;
- (iv) US\$(10.9) million relating to tangible assets impairment.

For the year ended December 31, 2015, Non-Operated Resources EBIT includes US\$(207.8) million relating to the Transformation Plan.

For the year ended December 31, 2015, GGR EBIT also includes:

- (i) US\$(438.8) million related to GGR CGUs goodwill depreciation;
- (ii) US\$(41.8) million impairment of multi-client surveys;
- (iii) US\$(11.2) million impairment of intangibles assets.

For the year ended December 31, 2015, eliminations and other includes US\$(38.6) million of general corporate expenses and US\$(30.6) million of intra-group margin.

<sup>(3)</sup> Capital expenditures include capitalized development costs of US\$(41.5) million for the year ended December 31, 2015. Eliminations and other corresponds to the variance of suppliers of assets for the year ended December 31, 2015.

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|   | Contractual<br>Data<br>Acquisition   | Non Operated<br>Resources | 2014 (Restated) |              | Eliminations<br>And other | Consolidated<br>Total |
|---|--|---------------------------|-----------------|--------------|---------------------------|-----------------------|
|   |  |                           | GGR             | Equipment    |                           |                       |
|   | (in millions of US\$,<br>except for assets and capital employed in billions of US\$) |                           |                 |              |                           |                       |
| Revenues from unaffiliated customers  | 1,024.7  |                           | 1,383.5         | 687.2        |                           | 3,095.4               |
| Inter-segment revenues  | 32.2   |                           |                 | 114.7        | (146.9)                   |                       |
| <b>Operating revenues</b>   | <b>1,056.9</b>   |                           | <b>1,383.5</b>  | <b>801.9</b> | <b>(146.9)</b>            | <b>3,095.4</b>        |
| Depreciation and amortization (excluding multi-client surveys)                | (754.5)  | (16.9)                    | (193.5)         | (66.4)       |                           | (1,031.3)             |
| Depreciation and amortization of multi-client surveys                         |  |                           | (565.8)         |              |                           | (565.8)               |
| <b>Operating income</b>   | <b>(653.8)</b>   | <b>(234.9)</b>            | <b>215.1</b>    | <b>142.6</b> | <b>(166.5)</b>            | <b>(697.5)</b>        |
| Share of income in companies accounted for under equity method <sup>(1)</sup> | (76.1)   |                           | (5.6)           |              |                           | (81.7)                |
| <b>Earnings before interest and tax<sup>(2)</sup></b>                         | <b>(729.9)</b>   | <b>(234.9)</b>            | <b>209.5</b>    | <b>142.6</b> | <b>(166.5)</b>            | <b>(779.2)</b>        |
| Capital expenditures (excluding multi-client surveys) <sup>(3)</sup>          | 104.3  |                           | 115.0           | 59.1         | 3.5                       | 281.9                 |
| Investments in multi-client surveys, net cash                                 |  |                           | 583.3           |              |                           | 583.3                 |
| <b>Capital employed</b>   | <b>1.2</b>   | <b>(0.2)</b>              | <b>3.5</b>      | <b>0.7</b>   |                           | <b>5.2</b>            |
| <b>Total identifiable assets</b>  | <b>1.5</b>   |                           | <b>3.8</b>      | <b>1.0</b>   | <b>0.2</b>                | <b>6.5</b>            |

<sup>(1)</sup> Share of operating results of companies accounted for under equity method was US\$(68.2) million for the year ended December 31, 2014.

<sup>(2)</sup> At the group level, Operating Income and EBIT before costs related to the Transformation Plan amounted to US\$241.9 million and US\$160.2 million respectively, for the year ended December 31, 2014.

For the year ended December 31, 2014, Contractual Data Acquisition EBIT included:

(i) US\$(415.0) million of marine goodwill depreciation;

(ii) US\$(64.7) million relating to tangible assets impairment;

(iii) US\$(107.0) million impairment of our investment in the SBGS JV (Seabed Geosolutions BV) accounted for under equity method.

For the year ended December 31, 2014, Non-Operated Resources EBIT included US\$(218.0) million relating to the Transformation Plan.

For the year ended December 31, 2014, GGR EBIT included US\$(113.0) million impairment of multi-client surveys notably in Brazil (2007-2009 surveys) and North Sea.

For the year ended December 31, 2014, Equipment EBIT included a US\$(21.7) million impairment of intangible assets.

For the year ended December 31, 2014, eliminations and other included US\$(65.5) million of general corporate expenses and US\$(101.0) million of intra-group margin.

<sup>(3)</sup> Capital expenditures included capitalized development costs of US\$(56.8) million for the year ended December 31, 2014. Eliminations and other corresponded to the variance of suppliers of assets for the year ended December 31, 2014.

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|   | Contractual<br>Data<br>Acquisition | Non<br>Operated<br>Resources | 2013 (Restated) |   | Eliminations<br>And other | Consolidated<br>Total |
|---|------------------------------------|------------------------------|-----------------|---|---------------------------|-----------------------|
|   |                                    |                              | GGR             | Equipment<br>(in millions of US\$,<br>except for assets and capital employed in billions of US\$) |                           |                       |
| Revenues from unaffiliated customers  | 1,635.5                            |                              | 1,296.0         | 834.3   |                           | 3,765.8               |
| Inter-segment revenues  | 53.3                               |                              |                 | 210.6   | (263.9)                   |                       |
| <b>Operating revenues</b>   | <b>1,688.8</b>                     |                              | <b>1,296.0</b>  | <b>1,044.9</b>  | <b>(263.9)</b>            | <b>3,765.8</b>        |
| Depreciation and amortization (excluding multi-client surveys)                | (976.0)                            |                              | (192.8)         | (44.2)  |                           | (1,213.0)             |
| Depreciation and amortization of multi-client surveys                         |                                    |                              | (398.7)         |   |                           | (398.7)               |
| <b>Operating income</b>   | <b>(781.1)</b>                     | <b>(40.8)</b>                | <b>305.8</b>    | <b>293.0</b>  | <b>(171.8)</b>            | <b>(394.9)</b>        |
| Share of income in companies accounted for under equity method <sup>(1)</sup> | 22.2                               |                              | 0.2             |   | (21.8)                    | 0.6                   |
| <b>Earnings before interest and tax<sup>(2)</sup></b>                         | <b>(758.9)</b>                     | <b>(40.8)</b>                | <b>306.0</b>    | <b>293.0</b>  | <b>(193.6)</b>            | <b>(394.3)</b>        |
| Capital expenditures (excluding multi-client surveys) <sup>(3)</sup>          | 194.3                              |                              | 105.1           | 55.0  | (7.2)                     | 347.2                 |
| Investments in multi-client surveys, net cash                                 |                                    |                              | 479.4           |   |                           | 479.4                 |
| <b>Capital employed</b>   | <b>1.9</b>                         |                              | <b>3.3</b>      | <b>0.9</b>  |                           | <b>6.1</b>            |
| <b>Total identifiable assets</b>  | <b>2.5</b>                         |                              | <b>3.7</b>      | <b>1.2</b>  | <b>0.3</b>                | <b>7.7</b>            |

<sup>(1)</sup> Share of operating results of companies accounted for under equity method was US\$(0.7) million for the year ended December 31, 2013.

<sup>(2)</sup> At the group level, Operating Income and EBIT before costs related to the Transformation Plan amounted to US\$422.5 million and US\$423.1 million respectively, for the year ended December 31, 2013.

For the year ended December 31, 2013, Contractual Data Acquisition EBIT included:

(i) US\$(582.0) million of marine goodwill depreciation;

(ii) US\$(109.1) million of marine assets impairment and provisions for onerous contracts marine;

(iii) US\$(79.0) million of goodwill and assets impairment as a consequence of more overall difficult Land market conditions.

For the year ended December 31, 2013, Non-Operated Resources EBIT included US\$(40.8) million related to the Transformation Plan.

For the year ended December 31, 2013, eliminations and other included US\$(54.0) million of general corporate expenses and US\$(133.1) million of intra-group margin and US\$(6.5) million related to the Fugro Geoscience transaction.

<sup>(3)</sup> Capital expenditures included capitalized development costs of US\$(56.9) million for the year ended December 31, 2013. Eliminations and other corresponded to the variance of suppliers of assets for the year ended December 31, 2013.

**Analysis by geographic area***Analysis of operating revenues by location of customers*

|                                 | 2015           |             | 2014<br>(in millions of US\$) |             | 2013           |             |
|---------------------------------|----------------|-------------|-------------------------------|-------------|----------------|-------------|
|                                 |                |             |                               |             |                |             |
| North America                   | 528.4          | 25.2%       | 781.7                         | 25.3%       | 872.2          | 23.2%       |
| Central and South Americas      | 232.9          | 11.1%       | 366.5                         | 11.8%       | 309.9          | 8.2%        |
| Europe, Africa and Middle East  | 875.6          | 41.7%       | 1,297.8                       | 41.9%       | 1,666.2        | 44.2%       |
| Asia Pacific                    | 464.0          | 22.0%       | 649.4                         | 21.0%       | 917.5          | 24.4%       |
| <b>Total operating revenues</b> | <b>2,100.9</b> | <b>100%</b> | <b>3,095.4</b>                | <b>100%</b> | <b>3,765.8</b> | <b>100%</b> |

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Operating revenue attributed to France is US\$37.8 million for the year ended December 31, 2015.

**Analysis of operating revenues by category**

|                                     | 2015           |             | 2014<br>(in millions of US\$) |             | 2013           |             |
|-------------------------------------|----------------|-------------|-------------------------------|-------------|----------------|-------------|
| Services rendered <sup>(a)</sup>    | 1,451.3        | 69.1%       | 2,241.0                       | 72.4%       | 2,674.8        | 71.1%       |
| Sales of goods                      | 378.3          | 18.0%       | 654.0                         | 21.1%       | 825.7          | 21.9%       |
| After-sales on multi-client surveys | 256.2          | 12.2%       | 185.5                         | 6.0%        | 259.9          | 6.9%        |
| Leases                              | 15.1           | 0.7%        | 14.9                          | 0.5%        | 5.4            | 0.1%        |
| <b>Total operating revenues</b>     | <b>2,100.9</b> | <b>100%</b> | <b>3,095.4</b>                | <b>100%</b> | <b>3,765.8</b> | <b>100%</b> |

<sup>(a)</sup> Included services rendered and royalties.

**NOTE 20 RESEARCH AND DEVELOPMENT EXPENSES**

Analysis of research and development expenses is as follows:

|   | 2015           | December 31,<br>2014<br>(in millions of US\$) | 2013           |
|---|----------------|---|----------------|
| Research and development costs            | (143.1)        | (189.0)                                       | (181.0)        |
| Development costs capitalized             | 41.5           | 56.8  | 56.9           |
| <b>Research and development expensed</b>  | <b>(101.6)</b> | <b>(132.2)</b>                                | <b>(124.1)</b> |
| Government grants recognized in income    | 32.9           | 31.0  | 18.2           |
| <b>Research and development costs net</b> | <b>(68.7)</b>  | <b>(101.2)</b>                                | <b>(105.9)</b> |

Research and development expenditures related primarily to:

for the Contractual Data Acquisition and GGR segments, projects concerning data processing services and marine acquisition; and

for the Equipment segment, projects concerning seismic data recording equipment.

**NOTE 21 OTHER REVENUES AND EXPENSES**

|                                  | 2015    | December 31,<br>2014<br>(in millions of US\$) | 2013    |
|----------------------------------|---------|---|---------|
| Impairment of goodwill           | (803.8) | (415.0)                                       | (640.0) |
| Impairment of assets             | (206.9) | (306.4)                                       | (130.0) |
| Restructuring costs              | (120.8) | (66.4)  | (5.6)   |
| Change in restructuring reserves | (87.0)  | (151.6)                                       | (40.0)  |

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|  |                  |                |                |
|--|------------------|----------------|----------------|
| Other revenues (expenses)                    | 6.2              | 11.3           | (21.8)         |
| <b>Non-recurring revenues (expenses) net</b> | <b>(1,212.3)</b> | <b>(928.1)</b> | <b>(837.4)</b> |
| Exchange gains (losses) on hedging contracts | (2.5)            | (0.9)          | 1.9            |
| Gains (losses) on sales of assets            | 26.5             | 7.1            | 90.3           |
| <b>Other revenues (expenses) net</b>         | <b>(1,188.3)</b> | <b>(921.9)</b> | <b>(745.2)</b> |

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**Year ended December 31, 2015**

*Impairment of goodwill*

In 2015, we recognized a US\$365.0 million of Marine goodwill impairment and a US\$438.8 million impairment on GGR CGUs (see note 11).

*Impairment of assets*

This line item includes:

- (i) a US\$(110.0) million impairment of vessels and related equipment s. The net book value of our owned vessels has been aligned on recoverable value assessed as fair value less cost of disposal;
- (ii) a US\$(41.8) million impairment of multi-client surveys due to specific market conditions; and
- (iii) a US\$(55.1) million impairment of intangible assets mainly.

*Restructuring costs and change in restructuring reserves*

As part of the Group Transformation Plan, we expensed US\$120.8 million in 2015, offset by the use of the corresponding provisions.

We also recognized additional provisions relating to the restructuring part of the further steps of the transformation plan as announced internally and externally in November 2015. This restructuring plan includes the reduction of 930 positions worldwide and across the Group, redundancy costs and further maintenance costs of cold stacked vessels.

*Gains (losses) on sales of assets*

This line item includes gains arising from the sales of some of our assets; and also losses related to marine seismic equipment damaged or scrapped. These costs are fully offset by insurance indemnities included in the line Other non-recurring revenues (expenses) .

**Year ended December 31, 2014**

*Impairment of goodwill*

In 2014, we recognized US\$415.0 million of Marine goodwill impairment as a consequence of the fleet downsizing plan and deterioration of market conditions (see note 11).

*Impairment of assets*

This line item included:

- (i) a US\$(128.7) million impairment related to seabed activities of which US\$(107.0) million is impairment of our investment in the Seabed Geosolutions BV. JV accounted for under the equity method and US\$(21.7) million is impairment of intangible assets;
- (ii) a US\$(112.7) million impairment of multi-client surveys notably in Brazil (2007-2009 surveys) and North Sea; and

(iii) a US\$(65.0) million impairment of marine fixed equipment mainly.  
*Restructuring costs and change in restructuring reserves*

As part of the group transformation plan, we paid US\$66.4 million in 2014, mostly offset by the use of the corresponding provisions. Additional provisions have also been booked for the second step of this plan in the fourth quarter of year 2014 (provisions for onerous contracts mainly).

**Table of Contents***Gains (losses) on sales of assets*

This line item included a net gain arising from the sale of Ardiséis FZCO amounting to US\$11.9 million (see note 2); and losses related to marine seismic equipment damaged or scrapped. These costs were fully offset by insurance indemnities included in the line Other revenues (expenses) .

**Year ended December 31, 2013***Impairment of goodwill*

In 2013, we recognized US\$582.0 million of Marine goodwill impairment as a consequence of the 25% fleet downsizing plan and change of market outlook; and US\$58.0 million of Land goodwill impairment as a consequence of more overall difficult market conditions (see note 11).

*Impairment of assets*

In 2013, we recognized an impairment of vessels and related equipment amounting to US\$105.0 million and an impairment of intangible Land assets for US\$21.0 million.

*Change in restructuring reserves*

This item included a provision for onerous contract of US\$34.0 million as part of our marine fleet downsizing plan (see note 16).

*Other revenues (expenses)*

This line item mainly corresponded to acquisition costs related to the Fugro Geoscience transaction.

*Gains (losses) on sales of assets*

In 2013, we recognized a US\$84.5 million gain arising from our contribution of shallow-water and OBC assets to the Seabed Geosolutions BV. JV that took place on February 16, 2013 between CGG and Fugro (see note 2).

This line item also included a gain amounting to US\$19.8 million arising from the disposal of our remaining shares we held in Spectrum ASA at NOK 47.50 per share (see note 2); and equipment losses mainly relating to the scrap of marine equipment.

**NOTE 22 COST OF FINANCIAL DEBT**

|  | <b>December 31,</b>          |                |                |
|--|------------------------------|----------------|----------------|
|  | <b>2015</b>                  | <b>2014</b>    | <b>2013</b>    |
|  | <b>(in millions of US\$)</b> |                |                |
| Current interest expenses related to financial debt      | (167.4)                      | (180.6)        | (179.4)        |
| Amortization of deferred expenditures on financial debts | (12.8)                       | (21.7)         | (13.9)         |
| Income provided by cash and cash equivalents             | 1.7                          | 1.7            | 1.6            |
| <b>Cost of financial debt, net</b>                       | <b>(178.5)</b>               | <b>(200.6)</b> | <b>(191.7)</b> |

On June 26, 2015, we exchanged 90.3% of the principal amount of the existing 2019 convertible bond (see note 13). Accelerated amortization of deferred expenditures is recorded for US\$4.6 million in line Amortization of deferred expenditures on financial debts .



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On June 2, 2014, we redeemed in full the US\$225 million outstanding principal amount of our 9.50% senior notes due 2016 and US\$265 million of our 7.75% Senior Notes due 2017 (see note 13). Accelerated amortization of deferred expenditures for early repayment is recorded for US\$6.3 million and US\$2.3 million respectively in line Amortization of deferred expenditures on financial debts .

By June 30, 2014, the entire 360 million principal amount of the 2016 convertible bonds was cancelled (see note 13). Accelerated amortization of deferred expenditures is recorded for US\$2.4 million in the line item Amortization of deferred expenditures on financial debts in our consolidated statement of operations.

On August 21, 2013, we redeemed US\$125 million aggregate principal amount of our US\$350 million 9.50% senior notes due 2016 at a price of 104.75% plus accrued interest. Accelerated amortization of deferred expenditures for early repayment is recorded for US\$4.3 million in line Amortization of deferred expenditures on financial debts .

**NOTE 23 OTHER FINANCIAL INCOME (LOSS)**

|                                      | December 31,          |               |               |
|--------------------------------------|-----------------------|---------------|---------------|
|                                      | 2015                  | 2014          | 2013          |
|                                      | (in millions of US\$) |               |               |
| Exchange gains (losses) net          | (20.5)                | 2.2           | (4.6)         |
| Other financial income (expenses)    | (34.0)                | (45.2)        | (17.7)        |
| <b>Other financial income (loss)</b> | <b>(54.5)</b>         | <b>(43.0)</b> | <b>(22.3)</b> |

In 2015, other financial expenses include a US\$40.0 million expense related to an impairment of our shares in Geokinetics Inc (see note 7).

In 2014, other financial expenses included a US\$36.5 million expense related to the early repayment of our 360 million convertible bonds due 2016. These expenses also included a US\$5.2 million premium for the early repayment of our US\$350 million 9.50% senior notes due 2016, and a US\$3.4 million premium for the early repayment of our US\$400 million 7.75% senior notes due 2017.

In 2013, other financial expenses included a US\$3.7 million arrangement fees for a bridge credit facility that was planned to finance a portion of the acquisition of the Fugro Geoscience Division, and a US\$5.9 million expense for the early repayment penalty of our US\$350 million 9.50% Senior Notes due 2016.

**Table of Contents****NOTE 24 INCOME TAXES****Income tax benefit (expense)**

The Company and its subsidiaries compute income taxes in accordance with the applicable tax rules and regulations of the numerous tax authorities where the Group operates. The tax regimes and income tax rates legislated by these taxing authorities vary substantially. In foreign countries, income taxes are often accrued based on deemed profits calculated as a percentage of sales as defined by local government tax authorities.

Due to the mobile nature of seismic acquisition activities, current relationships between the French and foreign components of such tax items are not reliable indicators of such relationships in future periods.

|   | 2015                  | December 31,<br>2014 | 2013          |
|---|-----------------------|----------------------|---------------|
|   | (in millions of US\$) |                      |               |
| <b>France</b>   |                       |                      |               |
| Current income tax expense  |                       |                      |               |
| Adjustments on income tax recognized in the period for prior periods                | (0.6)                 |                      | 5.4           |
| Deferred taxes on temporary differences for the period                              | (15.6)                | (14.2)               | 11.8          |
| Deferred taxes recognized in the period for prior periods <sup>(1)</sup>            | (46.1)                | (38.0)               | (21.6)        |
| Deferred taxes on currency translation  |                       | (12.0)               | 16.6          |
| <b>Total France</b>   | <b>(62.3)</b>         | <b>(64.2)</b>        | <b>12.2</b>   |
| <b>Foreign countries</b>  |                       |                      |               |
| Current income tax expense, including withholding taxes <sup>(2)</sup>              | (39.4)                | (34.3)               | (110.7)       |
| Adjustments on income tax recognized in the period for prior periods <sup>(3)</sup> | (0.9)                 | 36.2                 | 2.8           |
| Deferred taxes on temporary differences for the period                              | 30.0                  | 7.5                  | 21.1          |
| Deferred taxes recognized in the period for prior periods <sup>(4)</sup>            | (2.8)                 | (65.1)               | (6.2)         |
| Deferred taxes on currency translation  | (1.6)                 | (3.9)                | (2.1)         |
| <b>Total Foreign countries</b>  | <b>(14.7)</b>         | <b>(59.6)</b>        | <b>(95.1)</b> |
| <b>Total income tax benefit (expense)</b>   | <b>(77.0)</b>         | <b>(123.8)</b>       | <b>(82.9)</b> |

<sup>(1)</sup> In 2015, includes a reversal of deferred tax assets on French losses carried forward amounting to US\$48.0 million based on a revised 2016-2020 tax planning. In 2014, it included a reversal of deferred tax assets on French losses carried forward amounting to US\$32.0 million; and in 2013, it included a reversal of deferred tax assets on losses carried forward amounting to US\$19.9 million.

<sup>(2)</sup> In 2014, foreign income tax expense is reduced by a carry back of US\$27.0 million in United-States.

<sup>(3)</sup> In 2014, the current foreign income tax is impacted by the change of tax amortization method on assets since January 1, 2013 in several entities.

<sup>(4)</sup> In 2015, includes a reversal on deferred tax asset on losses carried forward amounting to US\$4.0 million based on revised 2016-2020 tax planning for the Norway tax group.

In 2014, deferred taxes liabilities related to multi-client surveys increased by US\$85.0 million due to a change of tax amortization methods. This line also included a valuation allowance on deferred tax asset on losses carried forward amounting to US\$26.7 million for Norway and Australia. Both impacts were partially offset by the recognition of a deferred tax asset on 2013 losses carried forward for the US tax group amounting to US\$48.0 million.

**Table of Contents****Income tax reconciliation**

The reconciliation between income tax expense in the income statement and the theoretical tax charge is detailed below:

|   | 2015                  | 2014             | 2013           |
|---|-----------------------|------------------|----------------|
|   | (in millions of US\$) |                  |                |
| <b>Net income (loss)</b>  | <b>(1,446.2)</b>      | <b>(1,146.6)</b> | <b>(691.2)</b> |
| <b>Income taxes</b>   | <b>(77.0)</b>         | <b>(123.8)</b>   | <b>(82.9)</b>  |
| <b>Net Income (loss) before taxes</b>   | <b>(1,369.2)</b>      | <b>(1,022.8)</b> | <b>(608.3)</b> |
| Equity investment companies income  | 21.4                  | (81.7)           | 0.6            |
| <b>Theoretical tax basis</b>  | <b>(1,390.6)</b>      | <b>(941.1)</b>   | <b>(608.9)</b> |
| Enacted tax rate in France  | 38.00%                | 38.00%           | 38.00%         |
| <b>Theoretical taxes</b>  | <b>528.4</b>          | <b>357.6</b>     | <b>231.4</b>   |
| <i>Differences on tax:</i>  |                       |                  |                |
| Differences in tax rates between France and foreign countries   | 37.1                  | 18.5             | (4.3)          |
| Non-deductible part of dividends  | (1.1)                 | (5.8)            | (4.7)          |
| Adjustments on the tax expense recognized in the period for prior periods <sup>(3)</sup>                          | (2.1)                 | 36.2             | 8.2            |
| Adjustments on the deferred tax expense recognized in the period for prior periods <sup>(4)</sup>                 | 5.2                   | (44.4)           | (5.6)          |
| Valuation allowance on deferred tax assets previously recognized on losses on the French tax group <sup>(1)</sup> | (48.0)                | (32.0)           | (19.9)         |
| Valuation allowance on deferred tax assets previously recognized on losses on foreign entities <sup>(4)</sup>     | (6.1)                 | (26.7)           | (2.4)          |
| Other permanent differences (including withholding taxes) <sup>(2)</sup>  | (342.9)               | (206.8)          | (269.7)        |
| Deferred tax unrecognized on losses of the period on the French tax group <sup>(5)</sup>                          | (173.9)               | (122.0)          | (20.2)         |
| Deferred tax unrecognized on losses of the period on foreign entities <sup>(5)</sup>                              | (73.2)                | (82.5)           | (10.3)         |
| Unrecognized deferred tax on losses of prior periods  | 2.8                   | 1.1              | 3.0            |
| Income tax and deferred tax on Argas net income (equity method company)   | (1.6)                 | (1.1)            | (3.0)          |
| Deferred tax on currency translation adjustments  | (1.6)                 | (15.9)           | 14.6           |
| <b>Income taxes</b>   | <b>(77.0)</b>         | <b>(123.8)</b>   | <b>(82.9)</b>  |

<sup>(1)</sup> <sup>(3)</sup><sup>(4)</sup> See comments on income tax benefit (expense) above.

<sup>(2)</sup> In 2015, permanent differences included US\$365 million impairment of the Marine goodwill and US\$438.8 million related to GGR CGUs goodwill depreciation (see note 21).

In 2014, permanent differences included US\$415 million impairment of the Marine goodwill and US\$107.0 million impairment of our investment in Seabed Geosolutions BV.

In 2013, permanent differences included impairment of Land and Marine goodwill for US\$640 million.

<sup>(5)</sup> Corresponds notably to the French and Norwegian tax groups according to short and medium term uncertainties and revised 2016-2020 tax planning.

**Deferred tax assets and liabilities**

|                                  | December 31,          |             |              |
|----------------------------------|-----------------------|-------------|--------------|
|                                  | 2015                  | 2014        | 2013         |
|                                  | (in millions of US\$) |             |              |
| <b>Total deferred tax assets</b> | <b>52.2</b>           | <b>98.2</b> | <b>222.6</b> |
| Total deferred tax liabilities   | 136.3                 | 153.8       | 148.9        |

|                                  |               |               |             |
|----------------------------------|---------------|---------------|-------------|
| <b>Total deferred taxes, net</b> | <b>(84.1)</b> | <b>(55.6)</b> | <b>73.7</b> |
|----------------------------------|---------------|---------------|-------------|

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**Table of Contents****Net deferred tax assets (liabilities) per nature**

|  | 2015                  | December 31,<br>2014 | 2013          |
|--|-----------------------|----------------------|---------------|
|  | (in millions of US\$) |                      |               |
| Non-deductible provisions (including pensions and profit sharing)                                | 38.5                  | 38.4                 | 50.8          |
| Tangible assets  | 42.5                  | 77.4                 | 93.0          |
| Effect of currency translation adjustment not recognized in income statement                     | (44.5)                | (30.7)               | 6.1           |
| Multi-client surveys (including deferred revenues)   | (185.7)               | (190.2)              | (60.9)        |
| Assets reassessed in purchase accounting of acquisitions   | (64.2)                | (93.1)               | (102.1)       |
| Development costs capitalized  | (25.2)                | (25.7)               | (22.4)        |
| Other deferred revenues  | (3.8)                 | 2.0                  | (7.8)         |
| Convertible bonds and other financial instruments  | 0.8                   | (23.9)               | (42.5)        |
| Other <sup>(a)</sup>   | 49.8                  | 11.8                 | 7.8           |
| <b>Total deferred tax assets net of deferred tax (liabilities) related to timing differences</b> | <b>(191.8)</b>        | <b>(234.0)</b>       | <b>(78.0)</b> |
| Tax losses carried forward   | 107.7                 | 178.4                | 151.7         |
| <b>Total deferred tax assets net of deferred tax (liabilities)</b>                               | <b>(84.1)</b>         | <b>(55.6)</b>        | <b>73.7</b>   |

<sup>(a)</sup> Includes deferred tax assets linked to R&D credits for US\$27.0 million in 2015 and US\$5.4 million in 2014.

**Deferred tax assets (liabilities) per tax group as of December 31, 2015**

|   | France <sup>(1)</sup> | Norway <sup>(1)</sup> | US <sup>(1)</sup> | Other       | Total         |
|---|-----------------------|-----------------------|-------------------|-------------|---------------|
|   | (in millions of US\$) |                       |                   |             |               |
| Net deferred tax assets (liabilities) related to timing differences | (77.1)                |                       | (111.8)           | (2.9)       | (191.8)       |
| Deferred tax assets on losses carried forward                       | 44.5                  | 13.0                  | 30.8              | 19.4        | 107.7         |
| <b>Total deferred tax assets (liabilities)</b>                      | <b>(32.6)</b>         | <b>13.0</b>           | <b>(81.0)</b>     | <b>16.5</b> | <b>(84.1)</b> |

<sup>(1)</sup> The deferred taxes recognized on losses carried forward are recoverable without expiration date.

The deferred tax assets recognized on losses carried forward of the Norwegian and US tax group are based on revised 2016-2020 tax planning.

The Group records valuation allowances on any deferred tax asset recognized on losses carried forward for entities that have a recent history of generating losses and low recovery perspectives or, for which there is a dispute with tax authorities.

**Net operating loss carried forward not recognized as of December 31, 2015**

|                                    | France                | Foreign<br>countries | Total |
|------------------------------------|-----------------------|----------------------|-------|
|                                    | (in millions of US\$) |                      |       |
| Losses scheduled to expire in 2016 |                       | 0.2                  | 0.2   |

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|   |              |              |                |
|---|--------------|--------------|----------------|
| Losses scheduled to expire in 2017 and thereafter |              | 98.2         | 98.2           |
| Losses available indefinitely                     | 908.9        | 121.3        | 1,030.2        |
| <b>Total</b>                                      | <b>908.9</b> | <b>219.7</b> | <b>1,128.6</b> |

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**Tax audit and litigation**

***US***

The tax audit regarding CGG Holding (U.S.) Inc. for the 2007 fiscal year and extended to 2008-2011 is finalized but the procedure is still pending until the conclusions of the CGG Americas litigation.

The Group is litigating the tax authorities' position related to the tax audit of CGG Americas covering fiscal years 2006 and 2007 before the Civil Courts and does not expect any material consequences. All petitions, motions, objections and rebuttals have been filed during 2012. Courts decisions are still pending.

In 2012, CGG Holding (U.S.) Inc. has received a redetermination notice regarding its Texas State tax for the years 2007 and 2008 for US\$3.4 million. The Group is litigating the Texas Comptroller's position before the Civil Courts. Depositions occurred in June 2013 and were favorable to the Company. A favorable decision was rendered in February 2014 and confirmed in October 2014. The Comptroller appealed in November 2014. Hearing took place in November 2015 and the judges' findings are awaited.

No provision is recognized as the Group considers it more likely than not that there will be favorable outcomes from the litigations.

***Brazil***

Municipality of Rio de Janeiro has claimed that services taxes (ISS) are payable for 2001 to 2008 which has been duly disputed. Further to the favorable decisions of the judicial court received by Veritas do Brasil Ltda in 2014, the administrative procedure covering 2001 to May 2003 has been officially terminated in March 2015 and the tax assessment cancelled in January 2016. For years September 2003-2008 (taxes at stake: US\$8.5 million), the administrative procedure is still ongoing and should result in the same cancellation considering that the reassessment is based on the same arguments than those cancelled by the judicial court.

Following a 2012 audit on year 2009, CGG do Brasil Participacoes Ltda was reassessed US\$4.8 million of withholding tax and US\$3.2 million of CIDE (Contribution for Intervening in Economic Domain). The reassessment is disputed. In 2014, the company received and appealed against an unfavorable decision from the Administrative Court.

Following an audit conducted in 2013 and 2014 for the tax years 2009 to 2013, CGG do Brasil Participacoes Ltda received in August 2014 a reassessment of US\$12 million for service tax on charter and services imports. The company's appeal against the reassessment has been rejected in 2015. The company appealed against the negative decision in Jan 2016.

No provision is recognized as the Group considers that the above contingencies should resolve in its favor.

***Peru***

The Peru tax authorities are claiming additional withholding taxes on technical services for 2012 and 2013 for CGG Land (U.S.) Inc Sucursal del Peru for an amount of US\$11 million. The company has disputed the reassessment and the litigation is now at the Fiscal Tribunal stage. As it is more likely than not that the company should prevail at the Tribunal stage, no provision is recognized.

***Middle East***

In Egypt, there are ongoing discussions with the tax authorities on the US\$15 million tax claim, based on revenues earned without any deduction of costs incurred. In 2015, there is an issuance of executive regulations that confirms the deemed profit taxation principle. A provision has been recognized based on the Group's assessment of the potential tax risk.

**Table of Contents****Norway**

In 2015, the Norwegian tax authorities issued a reassessment of US\$26 million against CGG Marine Resources Norge AS which is primarily due to transfer pricing adjustments. The reassessment has been duly disputed. No provision is recognized as the Group has strong grounds to support its position.

**India**

The Group has litigation with Indian Tax authorities regarding the application of the specific regime dedicated to activities in connection with exploration of mineral oil (subject to 4.2% withholding tax) for years 2006 to 2012. Indian Tax Authorities has changed its interpretation indeed, by requesting a 10% withholding tax as fees for technical services.

In January 2012, Delhi Income Tax Appellate Tribunal (ITAT) has confirmed the reassessment. However, the Group considers that the ITAT decision has been based on a wrong interpretation of the law and the facts, and filed an appeal accordingly to the Nainital High Court. The High Court hearing has been constantly adjourned in 2015 and no definite date has been set for the hearing.

The whole industry is concerned. Several judgments were issued in favor of seismic companies, stating that seismic activities are eligible to the specific regime issued from Section 44BB. In 2015, the Supreme Court of India pronounced a ruling on the application of Section 44BB to a non-resident oil field service provider which is binding on all courts in India. The ruling should result in the favorable resolution for most of the ongoing litigations and therefore no provision is recognized.

**NOTE 25 PERSONNEL**

The analysis of personnel is as follows:

|   | Year ended December 31, |              |              |
|---|-------------------------|--------------|--------------|
|   | 2015                    | 2014         | 2013         |
| Personnel employed under French contracts | 1,742                   | 1,901        | 1,960        |
| Personnel employed under local contracts  | 5,535                   | 6,639        | 7,728        |
| <b>Total</b>                              | <b>7,277</b>            | <b>8,540</b> | <b>9,688</b> |
| Including field staff of:                 | 992                     | 1,225        | 1,617        |

The total cost of personnel employed was US\$810.2 million in 2015, US\$1,002.6 million in 2014 and US\$1,142.6 million in 2013.



**Table of Contents****NOTE 26 KEY MANAGEMENT PERSONNEL COMPENSATION**

From February 1<sup>st</sup> 2013, the Corporate Committee ( C-Com ) replaced the Executive Committee. The C-Com is chaired by the Chief Executive officer and is composed of the CEO, three Senior Executive Vice Presidents the Chief Financial Officer and the two Group Chief Operating Officers and the Human Resources Executive Vice President.

The Director fees and C-Com members remuneration were:

|  | Year ended December 31, |           |           |
|--|-------------------------|-----------|-----------|
|  | 2015                    | 2014      | 2013      |
|  | (in US\$)               |           |           |
| Short-term employee benefit paid <sup>(a)</sup>                | 3,458,169               | 4,038,503 | 4,714,636 |
| Directors fees   | 887,344                 | 1,021,984 | 967,542   |
| Long-term employee benefit pension <sup>(b)</sup>              | 37,433                  | 77,848    | 69,015    |
| Long-term employee benefit supplemental pension <sup>(c)</sup> | 832,804                 | 920,437   | 954,088   |
| Share-based payments <sup>(d)</sup>                            | 270,940                 | 2,340,198 | 4,495,433 |

<sup>(a)</sup> Excludes social contributions.

<sup>(b)</sup> Cost of services rendered and interest cost.

<sup>(c)</sup> Cost of services rendered and interest cost on the supplemental pension implemented by the end of 2004.

<sup>(d)</sup> Expense in the income statement related to the stock options and performance shares plans.

**Contractual indemnity in case of termination****Chief Executive Officer**

The Board of Directors of June 4, 2014, having renewed the term of office of Mr. Jean-Georges Malcor for a three-year period, also renewed, for the duration of this office, the terms and conditions of the advantages granted to Mr. Jean-Georges Malcor in case of termination of its term of office as they had previously been approved by the Board of Directors of May 10, 2012 and ratified by the General Meeting of May 3, 2013. These benefits were ratified the General Meeting held on May 29, 2015.

These advantages are the following:

Mr. Jean-Georges Malcor does not benefit from any contractual termination indemnity, except in case of a forced departure relating to a change of control or a change of strategy. Such indemnity shall be equal to the difference between:

- (i) a gross amount of 200% of the gross fixed compensation paid by the Company to Mr. Jean-Georges Malcor during the 12-month period preceding his departure date, to which is added the annual average of the variable compensation paid by the Company to Mr. Jean-Georges Malcor over the 36-month period preceding his departure date, (hereinafter the Reference Annual Compensation ), and
- (ii) any sum to which Mr. Jean-Georges Malcor may be entitled as a result of his departure from the Group, 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 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:

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The average, calculated over the 60 trading days preceding the departure date, of the ratio of the CGG ADS price over the PHLX Oil Service Sector<sup>SM</sup> (OSX<sup>SM</sup>) index shall equal at least two-thirds of the same average ratio over the same 60-day period four years before the date on which Mr. Malcor leaves the Group;

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The average, calculated over the 60 trading days preceding the departure date, of the ratio of the CGG share price over the SBF 120 index shall equal at least two-thirds of the same average ratio over the same 60-day period four years before the date on which Mr. Malcor leaves the Group;

The average margin rate of the Group EBITDAS over the four years preceding the date on which Mr. Malcor leaves the Group 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.

Finally, pursuant to said Article L.225-42-1 of the French Commercial Code in particular, the Board of Directors shall verify prior to the payment of the special severance payment (i) that the performance conditions described above are duly fulfilled and (ii) that the payment of such special termination indemnity complies with the Corporate Governance Code applicable at the date of departure.

### Corporate Officers (*Directeurs Généraux Délégués*)

The benefits granted to Messrs. Frydman and Rouiller in case of their departure from the Group were renewed by the Board of Directors on February 25, 2015 upon renewal of their term of office and will be submitted to the General Meeting of May 29, 2015 for ratification.

The benefits granted to Ms. Zurquiyah in case of departure from the Group were approved by the Board of Directors on July 30, 2015 will be submitted to the General Meeting of May 27, 2016 for ratification.

These benefits include the following:

Messrs. Frydman and Rouiller and Ms. Zurquiyah will benefit from a special termination indemnity in the event of a forced departure relating to a change of control or a change of strategy. The amount of this indemnity is set at the difference between:

- (i) a gross amount of 200% of the gross fixed compensation paid by the Company and/or any of its affiliates during the 12-month period preceding their departure date, to which is added the annual average of the variable compensation paid by the Company and/or any of its affiliates over the 36-month period preceding their departure date (hereinafter the Reference Annual Compensation ), and
- (ii) any amounts to which they may claim entitlement in case of departure from the Group, particularly, the indemnities that could be paid in connection with their non-compete agreement referred to below. The global amount of such special termination indemnity shall not exceed 200% of the Reference Annual Compensation.

In accordance with Article L.225-42-1 of the French Commercial Code, payment of the special termination indemnity is subject to performance conditions to be assessed with regard to the Company's performance based on the fulfillment of at least two of the following three objectives:

The average of the ratio between the CGG ADS price over the PHLX Oil Service Sector<sup>SM</sup> (OSX<sup>SM</sup>) index over the 60 trading days preceding the date of departure shall equal at least two-thirds of the same average ratio assessed over the same period of 60 trading days four years before the beneficiary leaves the Group;

The average of the ratio of the CGG share price over the SBF 120 index over the 60 trading days preceding the date of departure shall equal at least two-thirds of the same average ratio assessed over the same period of 60 trading days four years before the beneficiary leaves the Group;

The average Group EBITDAS margin over the four years preceding the date of departure shall be at least 25%.



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Payment of the full amount of the special termination indemnity is subject to the fulfillment of two conditions out of three. Should only one of the objectives be fulfilled, then the beneficiary would only be entitled to 50% of his/her special termination indemnity.

Finally, pursuant to said Article L.225-42-1 of the French Commercial Code in particular, the Board of Directors shall verify prior to the payment of the special severance payment (i) that the performance conditions described above are duly fulfilled and (ii) that the payment of such special termination indemnity complies with the Corporate Governance Code applicable at the date of departure.

**NOTE 27 RELATED PARTY TRANSACTIONS**

The Group enters into contracts with related parties concluded at arm's length.

|  | 2015                  |                |                       | December 31, 2014 |                    |                | 2013                      |                |                |
|--|-----------------------|----------------|-----------------------|-------------------|--------------------|----------------|---------------------------|----------------|----------------|
|  | Joint Ventures (a)    | Associates (b) | Other Related Parties | Total             | Joint Ventures (a) | Associates (b) | Other Related Parties (c) | Total          | Total          |
|  | (in millions of US\$) |                |                       |                   |                    |                |                           |                |                |
| Sales of geophysical equipment                                     | 1.7                   | 68.8           |                       | 70.5              |                    | 67.8           |                           | 67.8           | 1.4            |
| Equipment rentals and services rendered                            | 12.5                  | 48.0           |                       | 60.5              | 18.8               | 18.0           | 3.5                       | 40.3           | 64.7           |
| <b>Operating Revenue</b>   | <b>14.2</b>           | <b>116.8</b>   |                       | <b>131.0</b>      | <b>18.8</b>        | <b>85.8</b>    | <b>3.5</b>                | <b>108.1</b>   | <b>66.1</b>    |
| Charter expenses   | (29.9)                |                |                       | (29.9)            | (29.9)             |                |                           | (29.9)         | (54.7)         |
| Ship management expenses   | (70.6)                |                |                       | (70.6)            | (110.7)            |                |                           | (110.7)        | (91.6)         |
| Costs of services rendered   | (7.8)                 | (6.8)          |                       | (14.6)            | (24.5)             | (3.2)          |                           | (27.7)         | (53.7)         |
| <b>Cost of operations</b>  | <b>(108.3)</b>        | <b>(6.8)</b>   |                       | <b>(115.1)</b>    | <b>(165.1)</b>     | <b>(3.2)</b>   |                           | <b>(168.3)</b> | <b>(200.0)</b> |
| <b>Other financial income (loss)</b>                               | <b>(1.6)</b>          | <b>3.4</b>     |                       | <b>1.8</b>        |                    |                |                           |                |                |
| Trade accounts and notes receivable, including agency arrangements | 23.1                  | 35.0           |                       | 58.1              | 3.9                | 42.7           |                           | 46.6           | 44.4           |
| Financial assets (see note 7)                                      | 24.0                  | 38.4           |                       | 62.4              | 26.7               | 45.1           |                           | 71.8           | 25.0           |
| <b>Receivables</b>   | <b>47.1</b>           | <b>73.4</b>    |                       | <b>120.5</b>      | <b>30.6</b>        | <b>87.8</b>    |                           | <b>118.4</b>   | <b>69.4</b>    |
| Trade accounts and notes payable, including agency arrangements    | 23.9                  | 55.3           |                       | 79.2              | 21.5               | 60.6           |                           | 82.1           | 42.2           |
| Financial liabilities - Finance lease debt                         | 16.8                  |                |                       | 16.8              | 18.5               |                |                           | 18.5           | 19.9           |
| <b>Payables</b>  | <b>40.7</b>           | <b>55.3</b>    |                       | <b>96.0</b>       | <b>40.0</b>        | <b>60.6</b>    |                           | <b>100.6</b>   | <b>62.1</b>    |
| Future leases commitments  | 236.7                 |                |                       | 236.7             | 269.9              |                |                           | 269.9          | 303.6          |
| Future ship management costs                                       | 97.7                  |                |                       | 97.7              | 162.4              |                |                           | 162.4          | 253.9          |
| <b>Contractual Obligations</b>                                     | <b>334.4</b>          |                |                       | <b>334.4</b>      | <b>432.3</b>       |                |                           | <b>432.3</b>   | <b>557.5</b>   |

(a) Mainly correspond to investments in companies accounted for using the equity method in our Marine acquisition Segment (see note 8);

(b) Mainly correspond to investments in companies accounted for using the equity method in our Land and Multi-Physics acquisition Segment (see note 8);

(c) Correspond to transactions with Louis Dreyfus Armateurs (LDA); LDA was the owner, together with the Group, of Geomar SAS which owned the seismic vessel CGG Alizé. In addition, LDA provided ship management services for a portion of our fleet and Geomar SAS provided vessel charter services to LDA (see note 2).



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No credit facility or loan was granted to the Company by shareholders during the last three years.

**NOTE 28 SUPPLEMENTARY CASH FLOW INFORMATION**

**Operating activities**

In 2015, depreciation and amortization, together with multi-client surveys depreciation, include:

- (i) US\$365.0 million of Marine goodwill impairment as described in note 11;
- (ii) US\$438.8 million impairment on GGR CGUs as described in note 11; and
- (iii) US\$206.9 million of asset impairment as described in note 21.

In 2014, depreciation and amortization, together with multi-client surveys depreciation, included US\$415.0 million of Marine goodwill impairment and US\$306.4 million of asset impairment as described in note 21. In 2013, it included US\$640 million of goodwill impairment and US\$126 million of impairment of other assets.

In 2015 and 2014, variance in provisions mainly relates to restructuring and onerous contracts linked to the transformation plan (see note 16 and 21). In 2015, variance in provision also includes US\$40.0 million of depreciation of our shares in Geokinetics.

In 2013, net gain on disposal of fixed assets included a US\$84.5 million gain arising from our contribution of shallow-water and OBC assets to the joint venture Seabed Geosolutions BV (see note 2).

In 2014, other non-cash items corresponded notably to the elimination of call premiums for early repayment of high yield bonds and 2016 convertible bonds (see note 13).

The impact of changes in exchange rate on financial items corresponded to the elimination of the unrealized exchange gains (losses) resulting from the gross financial debt in US dollars located in those subsidiaries whose functional currency is euro.

**Investing activities**

In 2014, proceeds from disposal of financial assets mainly related to the sale of Optoplan to Alcatel-Lucent Submarine Networks (ASN) (see note 2). In 2013, it mainly related to the sale of our stake in Spectrum ASA.

In 2015, acquisition mainly relates to the earn-out linked to the acquisition of Geophysical Research Corporation, LLC in 2012. In 2013, acquisition is mainly related to the Fugro Geoscience division. Overall, we paid a total net consideration of US\$933.0 million for the whole Fugro transaction.

In 2015 and 2014, variation in loan granted mainly relates to a loan to Seabed Geosolutions BV (see note 8).

**Financing activities**

In 2014, dividends paid and share capital reimbursements to non-controlling interests of integrated entities included the payment of the purchase option on the shares of Geomar SAS (see note 2).

In 2015 and 2014, non-cash investing and financing transactions that are excluded from the consolidated statements of cash flows were not material. In 2013, it mainly related to the creation of the joint venture Seabed Geosolutions BV (see note 2).





**Table of Contents****Cash and cash equivalents**

|   | <b>Year ended December 31,</b> |              |              |
|---|--------------------------------|--------------|--------------|
|   | <b>2015</b>                    | <b>2014</b>  | <b>2013</b>  |
|   | <b>(in millions of US\$)</b>   |              |              |
| Cash  | 318.5                          | 285.0        | 439.9        |
| Cash equivalents (mainly short-term deposits) | 66.8                           | 74.1         | 90.1         |
| <b>Total cash and cash equivalents</b>        | <b>385.3</b>                   | <b>359.1</b> | <b>530.0</b> |

In 2015, Cash and Cash equivalents included trapped cash amounting to US\$91.8 million. Trapped cash means any cash and cash equivalent held by a subsidiary that operates in a country where exchange controls or other legal restrictions apply when the balances are not available for general use by the Group (cash in subsidiaries not available at Group level).

**Table of Contents****NOTE 29 EARNINGS PER SHARE**

|   | 2015 <sup>(3)</sup>                            | Year<br>2014 <sup>(3)</sup> | 2013 <sup>(3)</sup> |
|---|--|-----------------------------|---------------------|
|   | (in millions of US\$, excepted per share data) |                             |                     |
| Net income attributable to shareholders <sup>(a)</sup>  | (1,450.2)                                      | (1,154.4)                   | (698.8)             |
| Less financial expenses on convertible bond, net of tax   | 16.8   | 14.8                        | 36.2                |
| <b>Adjusted net income attributable to shareholders for diluted earnings per shares<sup>(b)</sup></b> | <b>(1,433.4)</b>                               | <b>(1,139.6)</b>            | <b>(662.6)</b>      |
| <b>Effect of dilution</b>   |  |                             |                     |
| Ordinary shares outstanding at the beginning of the year <sup>(c)</sup>                               | 194,577,134                                    | 194,385,567                 | 194,837,610         |
| Weighted average number of ordinary shares outstanding during the year <sup>(d)</sup>                 |  | 103,766                     | 376,664             |
| <b>Weighted average number of ordinary shares outstanding<sup>(e)=(c)+(d)</sup></b>                   | <b>194,577,134</b>                             | <b>194,489,333</b>          | <b>194,214,274</b>  |
| Dilutive potential shares from 2006 stock options   |  |                             | (1)                 |
| Dilutive potential shares from 2007 stock options   |  | (1)                         | (1)                 |
| Dilutive potential shares from 2008 stock options   | (1)  | (1)                         | (1)                 |
| Dilutive potential shares from 2009 stock options   | (1)  | (1)                         | (2)                 |
| Dilutive potential shares from 2010 stock options   | (1)  | (1)                         | (2)                 |
| Dilutive potential shares from 2011 stock options   | (1)  | (1)                         | (1)                 |
| Dilutive potential shares from 2012 stock options   | (1)  | (1)                         |                     |
| Dilutive potential shares from 2013 stock options   | (1)  |                             |                     |
| Dilutive potential shares from 2014 stock options   |  |                             |                     |
| Dilutive potential shares from 2015 stock options   |  |                             |                     |
| <b>Total dilutive potential shares from stock options</b>   |  |                             |                     |
| Dilutive potential shares from 2011 performance shares allocation                                     |  |                             |                     |
| Dilutive potential shares from 2012 performance shares allocation                                     |  |                             | (2)                 |
| Dilutive potential shares from 2013 performance shares allocation                                     | (2)  | (2)                         | (2)                 |
| Dilutive potential shares from 2014 performance shares allocation                                     | (2)  | (2)                         |                     |
| Dilutive potential shares from 2015 performance shares allocation                                     | (2)  |                             |                     |
| <b>Total dilutive potential shares from performance shares allocation</b>                             |  |                             |                     |
| Dilutive potential shares from Convertible bonds maturity 2016  |  |                             | (2)                 |
| Dilutive potential shares from Convertible bonds maturity 2019  | (2)  | (2)                         | (2)                 |
| Dilutive potential shares from Convertible bonds maturity 2020  | (2)  |                             |                     |
| <b>Dilutive weighted average number of shares outstanding adjusted when dilutive<sup>(f)</sup></b>    | <b>194,577,134</b>                             | <b>194,489,333</b>          | <b>194,214,274</b>  |
| <b>Earnings per share</b>   |  |                             |                     |
| <b>Basic<sup>(a)/(e)</sup></b>  | <b>(7.45)</b>                                  | <b>(5.94)</b>               | <b>(3.60)</b>       |
| <b>Diluted<sup>(b)/(f) (4)</sup></b>  | <b>(7.45)</b>                                  | <b>(5.94)</b>               | <b>(3.60)</b>       |

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- (1) Exercise price of these stock options was higher than the average market price of the underlying shares.*
- (2) As our net result was a loss, stock-options, performance shares plans and convertible bonds had an anti-dilutive effect; as a consequence, potential shares linked to those instruments were not taken into account in the dilutive weighted average number of shares or in the calculation of diluted loss per share.*
- (3) As a result of the 5 February 2016 CGG SA capital increase via an offering of preferential subscription rights to existing shareholders, the calculation of basic and diluted earnings per shares for 2015, 2014 and 2013 has been adjusted retrospectively. Number of ordinary shares outstanding has been adjusted to reflect the proportionate change in the number of shares.*
- (4) As our net result was a loss, the restatement of financial expenses on convertible bond, net of tax had an anti-dilutive effect and shouldn't be taken into account in the calculation of diluted loss per share. As a result the formula for the diluted loss per share is (a) / (f).*

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**Table of Contents****NOTE 30 SUBSEQUENT EVENTS****Capital Increase**

CGG increased its share capital through the distribution of preferential subscription rights to existing shareholders launched on 13 January 2016. The final gross proceeds amount to 350,589,080.16, corresponding to the issuance of 531,195,576 new shares. The net proceeds of the issuance amounts to 338 million and will be used to reinforce the shareholders' equity of CGG and improve its liquidity as it finances its Transformation Plan.

The transaction was fully underwritten (excluding the Bpifrance and IFP Energies Nouvelles subscription commitments) by a syndicate of banks. Total demand for this capital increase amounted to approximately 343m, corresponding to a subscription rate of approximately 97.8%. The balance of non-subscribed shares (11,932,486 new shares, which represent approximately 2.2% of the total number of new shares) has been sold in the market by the bank syndicate.

The listing of the new shares on the regulated market of Euronext Paris (Segment B) on the same line as the existing shares (FR0000120164) took place on 5 February 2016. As from that date, the share capital of CGG is composed of 708,260,768 shares with a nominal value of 0.40 each, for a total nominal share capital of 283,304,307.20.

**Revolving Credit Facilities amendment**

We revised our financial covenants, effective on February 4, 2016. Our French revolving facility and our US revolving facility require that we meet the following new ratios, which are tested at the end of each quarter for the rolling 12-month testing period:

maintain a minimum Group Liquidity amount (cash and cash equivalents plus undrawn revolving credit facilities) of US\$175 million at each quarter end;

a maximum leverage ratio (defined as total net financial debt to EBITDAS) of 5.00x for each rolling 12-month period ending in 2016, 4.75x for the rolling period ending in March 2017, 4.25x for the rolling period ending in June 2017, 4.00x for the rolling period ending in September 2017, 3.50x for the rolling period ending in December 2017, 3.25x for the rolling period ending in March 2018 and 3.00x thereafter;

an interest cover ratio (defined as consolidated EBITDAS to total interest costs) above 3:00 to 1:00.

Our Nordic credit facility requires that we meet the following ratios and tests:

cash plus cash equivalents of not less than US\$100 million at all times;

a maximum leverage ratio (defined as total net financial debt to EBITDAS) of 5.00x for each rolling 12-month period ending in 2016, 4.75x for the rolling period ending in March 2017, 4.25x for the rolling period ending in June 2017, 4.00x for the rolling period ending in September 2017, 3.50x for the rolling period ending in December 2017, 3.25x for the rolling period ending in March 2018 and 3.00x thereafter; and

a ratio of EBITDAS to total interest costs of at least 3.00:1.00.

Our French revolving facility amendment has also led to an extension of maturity with a new schedule of the total commitments as follow:

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US\$325 million up to July 2016;

US\$300 million from July 2016 to July 2017; and

US\$275 million from July 2017 to July 2018.

The outstanding amount of our French revolving facility as of December 31, 2015 was US\$325 million.

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**Table of Contents****NOTE 31 LIST OF PRINCIPAL CONSOLIDATED SUBSIDIARIES AS OF DECEMBER 31, 2015**

Subsidiaries are fully consolidated from the date of their acquisition, being the date on which the Group obtains the control.

Dormant subsidiaries of the Group have not been included in the list below.

Percentage of interest generally corresponds to percentage of control in the company.

| Siren                 |  |                          |  |               |
|-----------------------|--|--------------------------|--|---------------|
| Number <sup>(a)</sup> | Companies Names                        | Country of incorporation |  | % of interest |
|                       | CGG Holding BV                         | Netherlands              |  | 100.0         |
|                       | CGG Marine BV                          | Netherlands              |  | 100.0         |
|                       | CGG Data Management (Netherlands) BV   | Netherlands              |  | 100.0         |
|                       | CGG Services (NL) BV                   | Netherlands              |  | 100.0         |
|                       | De Regt Marine Cables BV               | Netherlands              |  | 100.0         |
| 403 256 944           | CGG Services SA                        | France                   |  | 100.0         |
| 410 072 110           | CGG Explo SARL                         | France                   |  | 100.0         |
| 413 926 320           | Geomar SAS                             | France                   |  | 100.0         |
|                       | CGG Electromagnetics (Italy) Srl       | Italy                    |  | 100.0         |
|                       | CGG International SA                   | Switzerland              |  | 100.0         |
|                       | CGG Data Services AG                   | Switzerland              |  | 100.0         |
|                       | CGG Geoscience GmbH                    | Switzerland              |  | 100.0         |
|                       | Wavefield Inseis AS                    | Norway                   |  | 100.0         |
|                       | CGG Marine Resources Norge AS          | Norway                   |  | 100.0         |
|                       | CGG Geo Vessels AS                     | Norway                   |  | 100.0         |
|                       | CGG Services (Norway) AS               | Norway                   |  | 100.0         |
|                       | Exploration Vessel Resources AS        | Norway                   |  | 100.0         |
|                       | Exploration Investment Resources II AS | Norway                   |  | 100.0         |
|                       | Exploration Vessel Resources II AS     | Norway                   |  | 100.0         |
|                       | CGG Services (UK) Limited              | United Kingdom           |  | 100.0         |
|                       | CGG Data Management (UK) Limited       | United Kingdom           |  | 100.0         |
|                       | CGG Jason (UK) Limited                 | United Kingdom           |  | 100.0         |
|                       | CGG NPA Satellite Mapping Limited      | United Kingdom           |  | 100.0         |
|                       | CGG Seismic Imaging (UK) Limited       | United Kingdom           |  | 100.0         |
|                       | Robertson (UK) Limited                 | United Kingdom           |  | 100.0         |
|                       | Robertson Geospec International        | United Kingdom           |  | 100.0         |
|                       | Veritas Caspian LLP <sup>(1)</sup>     | Kazakhstan               |  | 50.0          |
|                       | CGG do Brasil Participações Ltda       | Brazil                   |  | 100.0         |
|                       | Veritas do Brasil Ltda                 | Brazil                   |  | 100.0         |
|                       | LASA Prospeccoes SA                    | Brazil                   |  | 100.0         |
|                       | CGGVeritas Services de Mexico SA de CV | Mexico                   |  | 100.0         |
|                       | CGG Geoscience de Mexico SA de CV      | Mexico                   |  | 100.0         |
|                       | Exgeo CA                               | Venezuela                |  | 100.0         |
|                       | CGG Holding (U.S.) Inc.                | United States of America |  | 100.0         |
|                       | CGG Services (U.S.) Inc.               | United States of America |  | 100.0         |
|                       | CGG Land (U.S.) Inc.                   | United States of America |  | 100.0         |
|                       | Viking Maritime Inc.                   | United States of America |  | 100.0         |
|                       | CGG Canada Services Ltd                | Canada                   |  | 100.0         |
|                       | CGG Services (Canada) ULC              | Canada                   |  | 100.0         |
|                       | Hampson-Russell Limited Partnership    | Canada                   |  | 100.0         |
|                       | CGG Services (Australia) Pty Ltd       | Australia                |  | 100.0         |

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| <b>Siren</b>                |   |                                 |                      |
|-----------------------------|---|---------------------------------|----------------------|
| <b>Number<sup>(a)</sup></b> | <b>Companies Names</b>                          | <b>Country of incorporation</b> | <b>% of interest</b> |
|                             | CGG Ground Geophysics (Australia) Pty Ltd       | Australia                       | 100.0                |
|                             | PT CGG Services Indonesia <sup>(1)</sup>        | Indonesia                       | 95.0                 |
|                             | CGG Services India Private Ltd                  | India                           | 100.0                |
|                             | CGG Technology Services (Beijing) Co. Ltd       | China                           | 100.0                |
|                             | CGG Geoscience (Beijing) Ltd                    | China                           | 100.0                |
|                             | CGG Services (Singapore) Pte Ltd                | Singapore                       | 100.0                |
|                             | CGG Vostok                                      | Russia                          | 100.0                |
|                             | Compagnie Generale de Geophysique (Nigeria) Ltd | Nigeria                         | 100.0                |
|                             | CGG Airborne Survey (Pty) Ltd                   | South Africa                    | 100.0                |
| 866 800 154                 | Sercel Holding SA                               | France                          | 100.0                |
| 378 040 497                 | Sercel SA                                       | France                          | 100.0                |
|                             | Sercel England Ltd                              | United Kingdom                  | 100.0                |
|                             | Sercel-GRC                                      | United States of America        | 100.0                |
|                             | Sercel Inc.                                     | United States of America        | 100.0                |
|                             | Sercel Canada Ltd                               | Canada                          | 100.0                |
|                             | Sercel Australia Pty Ltd                        | Australia                       | 100.0                |
|                             | Hebei Sercel-Junfeng Geophysical <sup>(1)</sup> | China                           | 51.0                 |
|                             | Sercel (Beijing) Technological Services Co. Ltd | China                           | 100.0                |
|                             | Sercel Singapore Pte Ltd                        | Singapore                       | 100.0                |
|                             | De Regt Germany GmbH                            | Germany                         | 100.0                |

<sup>(a)</sup> Siren number is an individual identification number for company registration purposes under French law.

<sup>(1)</sup> % of control for these subsidiaries amount to 100%.

**Non-controlling interests**

The Group does not fully consolidate any significant entity in which it holds less than a majority of voting rights.

Subsidiaries with non-controlling interests do not contribute materially to the activities of the Group, the consolidated net income, cash flows, liabilities or assets as of December 31, 2015. Hebei Sercel-Junfeng Geophysical, a subsidiary of Sercel SA based in China, is the major entity with non-controlling interests.

**Table of Contents****NOTE 32 CONDENSED CONSOLIDATING INFORMATION FOR CERTAIN SUBSIDIARIES**

At December 31, 2015 the obligations to pay our outstanding Senior Notes are guaranteed by certain subsidiaries: CGG Canada Services Ltd, CGG Marine Resources Norge AS, CGG Holding (U.S.) Inc, Alitheia Resources Inc, CGG Land (U.S.) Inc., CGG Services (U.S.) Inc., Veritas Investments Inc., Viking Maritime Inc., CGG Marine BV, CGG Holding BV as the Services guarantors, and Sercel Inc., Sercel Australia Pty Ltd, Sercel Canada Ltd and Sercel GRC as the Equipment guarantors.

The following table presents condensed consolidated financial information in IFRS for the year ended December 31, 2015 for the Company, the Guarantor subsidiaries, the Non-Guarantor subsidiaries and the Eliminations to arrive at CGG on a consolidated basis.

|   | Year ended December 31, 2015 |                     |                       |                |                           | Group Consolidated |
|---|------------------------------|---------------------|-----------------------|----------------|---------------------------|--------------------|
|   | CGG                          | Services Guarantors | Equipment Guarantors  | Non Guarantors | Consolidation Adjustments |                    |
|   |                              |                     | (in millions of US\$) |                |                           |                    |
| Goodwill  |                              | 1,056.0             | 88.1                  | 84.6           |                           | 1,228.7            |
| Intangible assets (including multi-client surveys)                          | 24.9                         | 644.4               | 27.9                  | 866.7          | (277.2)                   | 1,286.7            |
| Property, plant and equipment   | 74.1                         | 341.2               | 38.3                  | 624.9          | (193.3)                   | 885.2              |
| Investment in affiliates  | 2,327.4                      | 2,299.8             | 7.1                   | 588.0          | (5,222.3)                 |                    |
| Other non-current assets  | 1,130.9                      | 524.9               | 4.3                   | 690.3          | (2,009.9)                 | 340.5              |
| Current assets  | 559.2                        | 603.9               | 287.0                 | 1,799.6        | (1,477.8)                 | 1,771.9            |
| <b>Total assets</b>   | <b>4,116.5</b>               | <b>5,470.2</b>      | <b>452.7</b>          | <b>4,654.1</b> | <b>(9,180.5)</b>          | <b>5,513.0</b>     |
| Financial debt (including bank overdrafts, current and non-current portion) | 2,173.6                      | 1,835.9             |                       | 898.0          | (2,022.7)                 | 2,884.8            |
| Other non-current liabilities (excluding financial debt)                    | 51.6                         | 44.0                | 23.9                  | 205.4          | (13.2)                    | 311.7              |
| Current liabilities (excluding current portion of debt)                     | 532.9                        | 613.9               | 58.5                  | 1,489.2        | (1,736.4)                 | 958.1              |
| <b>Total liabilities (excluding equity)</b>                                 | <b>2,758.1</b>               | <b>2,493.8</b>      | <b>82.4</b>           | <b>2,592.6</b> | <b>(3,772.3)</b>          | <b>4,154.6</b>     |
| <b>Equity</b>   | <b>1,358.4</b>               | <b>2,976.4</b>      | <b>370.3</b>          | <b>2,061.5</b> | <b>(5,408.2)</b>          | <b>1,358.4</b>     |
| Operating revenues  | 82.4                         | 701.5               | 140.6                 | 2,713.5        | (1,537.1)                 | 2,100.9            |
| Depreciation and amortization   | 17.8                         | 1,088.3             | 16.9                  | 616.0          | (58.9)                    | 1,680.1            |
| Operating income (loss)   | (261.6)                      | (581.3)             | (0.9)                 | 856.3          | (1,170.1)                 | (1,157.6)          |
| Equity in income of affiliates  | (1,922.9)                    | (155.9)             |                       | 0.5            | 2,078.3                   |                    |
| <b>Net income (loss)</b>  | <b>(1,446.2)</b>             | <b>(503.0)</b>      | <b>6.1</b>            | <b>824.0</b>   | <b>(327.1)</b>            | <b>(1,446.2)</b>   |
| Cash flow from operating activities   | 1,602.0                      | 269.8               | 11.3                  | 869.3          | (2,344.3)                 | 408.1              |
| Cash flow from investing activities   | (1,253.9)                    | (19.4)              | (18.4)                | 938.8          | (70.4)                    | (423.3)            |
| Cash flow from financing activities   | (336.8)                      | (241.3)             |                       | (1,795.2)      | 2,436.1                   | 62.8               |
| Effect of exchange rates on cash  |                              |                     |                       |                | (21.4)                    | (21.4)             |
| Impact of changes in consolidation scope                                    |                              |                     |                       |                |                           |                    |
| <b>Cash at opening</b>  | <b>167.3</b>                 | <b>40.0</b>         | <b>9.4</b>            | <b>142.4</b>   |                           | <b>359.1</b>       |
| <b>Cash at closing</b>  | <b>178.6</b>                 | <b>49.1</b>         | <b>2.3</b>            | <b>155.3</b>   |                           | <b>385.3</b>       |





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The following table presents condensed consolidated financial information in IFRS for the year ended December 31, 2014 for the Company, the Guarantor subsidiaries, the Non-Guarantor subsidiaries and the Eliminations to arrive at CGG on a consolidated basis.

|   | Year ended December 31, 2014 |                     |   |                |                           | Group Consolidated |
|---|------------------------------|---------------------|---|----------------|---------------------------|--------------------|
|   | CGG                          | Services Guarantors | Equipment Guarantors<br>(in millions of US\$) | Non Guarantors | Consolidation Adjustments |                    |
| Goodwill  |                              | 1,797.7             | 90.2  | 153.8          |                           | 2,041.7            |
| Intangible assets (including multi-client surveys)                          | 31.1                         | 722.0               | 28.3  | 870.3          | (277.9)                   | 1,373.8            |
| Property, plant and equipment   | 86.9                         | 552.8               | 51.1  | 796.3          | (248.9)                   | 1,238.2            |
| Investment in affiliates  | 3,878.3                      | 2,172.4             | 7.1   | 438.0          | (6,495.8)                 |                    |
| Other non-current assets  | 1,963.1                      | 548.7               | 5.3   | 253.1          | (2,392.5)                 | 377.7              |
| Current assets  | 376.4                        | 790.2               | 304.0   | 2,902.4        | (2,343.4)                 | 2,029.6            |
| <b>Total assets</b>   | <b>6,335.8</b>               | <b>6,583.8</b>      | <b>486.0</b>                                  | <b>5,413.9</b> | <b>(11,758.5)</b>         | <b>7,061.0</b>     |
| Financial debt (including bank overdrafts, current and non-current portion) | 2,460.2                      | 1,993.1             |   | 756.5          | (2,430.9)                 | 2,778.9            |
| Other non-current liabilities (excluding financial debt)                    | 22.8                         | 117.1               | 23.4  | 267.7          | (26.2)                    | 404.8              |
| Current liabilities (excluding current portion of debt)                     | 1,106.6                      | 761.4               | 95.4  | 1,646.6        | (2,478.9)                 | 1,131.1            |
| <b>Total liabilities (excluding equity)</b>                                 | <b>3,589.6</b>               | <b>2,871.6</b>      | <b>118.8</b>                                  | <b>2,670.8</b> | <b>(4,936.0)</b>          | <b>4,314.8</b>     |
| <b>Equity</b>   | <b>2,746.2</b>               | <b>3,712.2</b>      | <b>367.2</b>                                  | <b>2,743.1</b> | <b>(6,822.5)</b>          | <b>2,746.2</b>     |
| Operating revenues  | 122.8                        | 931.9               | 294.3   | 3,821.5        | (2,075.1)                 | 3,095.4            |
| Depreciation and amortization   | 8.2                          | 915.3               | 15.8  | 617.1          | 40.7                      | 1,597.1            |
| Operating income (loss)   | (179.2)                      | (371.3)             | 57.8  | (265.1)        | 60.3                      | (697.5)            |
| Equity in income of affiliates  | (359.5)                      | (60.2)              |   | (0.1)          | 419.8                     |                    |
| <b>Net income (loss)</b>  | <b>(1,146.6)</b>             | <b>(464.6)</b>      | <b>40.5</b>                                   | <b>(440.6)</b> | <b>864.7</b>              | <b>(1,146.6)</b>   |
| Cash flow from operating activities   | 804.5                        | 389.6               | 32.9  | 96.2           | (459.0)                   | 864.2              |
| Cash flow from investing activities   | (3.1)                        | (483.3)             | (26.0)  | (521.1)        | 140.0                     | (893.5)            |
| Cash flow from financing activities   | (900.6)                      | 40.8                | (1.5)   | 400.7          | 358.1                     | (102.5)            |
| Effect of exchange rates on cash  |                              |                     |   |                | (8.7)                     | (8.7)              |
| Impact of changes in consolidation scope                                    |                              |                     |   |                | (30.4)                    | (30.4)             |
| <b>Cash at opening</b>  | <b>266.5</b>                 | <b>92.9</b>         | <b>4.0</b>                                    | <b>166.6</b>   |                           | <b>530.0</b>       |
| <b>Cash at closing</b>  | <b>167.3</b>                 | <b>40.0</b>         | <b>9.4</b>                                    | <b>142.4</b>   |                           | <b>359.1</b>       |

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The following table presents condensed consolidated financial information in IFRS for the year ended December 31, 2013 for the Company, the Guarantor subsidiaries, the Non-Guarantor subsidiaries and the Eliminations to arrive at CGG on a consolidated basis.

|   | Year ended December 31, 2013 |                     |                       |                |                           | Group Consolidated |
|---|------------------------------|---------------------|-----------------------|----------------|---------------------------|--------------------|
|   | CGG                          | Services Guarantors | Equipment Guarantors  | Non Guarantors | Consolidation Adjustments |                    |
|   |                              |                     |                       |                |                           |                    |
|   |                              |                     | (in millions of US\$) |                |                           |                    |
| Goodwill  |                              | 2,210.6             | 91.6                  | 181.0          |                           | 2,483.2            |
| Intangible assets (including multi-client surveys)                          | 26.3                         | 652.6               | 30.8                  | 759.8          | (197.9)                   | 1,271.6            |
| Property, plant and equipment   | 112.2                        | 740.6               | 39.4                  | 944.4          | (278.8)                   | 1,557.8            |
| Investment in affiliates  | 4,505.2                      | 1,938.0             | 6.1                   | 504.2          | (6,953.5)                 |                    |
| Other non-current assets  | 2,440.2                      | 582.1               | 7.6                   | 482.7          | (2,916.4)                 | 596.2              |
| Current assets  | 359.9                        | 1,080.7             | 300.7                 | 2,847.3        | (2,234.6)                 | 2,354.0            |
| <b>Total assets</b>   | <b>7,443.8</b>               | <b>7,204.6</b>      | <b>476.2</b>          | <b>5,719.4</b> | <b>(12,581.2)</b>         | <b>8,262.8</b>     |
| Financial debt (including bank overdrafts, current and non-current portion) | 2,504.0                      | 2,381.1             | 0.2                   | 734.8          | (2,872.5)                 | 2,747.6            |
| Other non-current liabilities (excluding financial debt)                    | 26.5                         | 98.2                | 24.3                  | 194.7          | (10.6)                    | 333.1              |
| Current liabilities (excluding current portion of debt)                     | 1,023.2                      | 693.7               | 121.8                 | 1,872.0        | (2,418.7)                 | 1,292.0            |
| <b>Total liabilities (excluding equity)</b>                                 | <b>3,553.7</b>               | <b>3,173.0</b>      | <b>146.3</b>          | <b>2,801.5</b> | <b>(5,301.8)</b>          | <b>4,372.7</b>     |
| <b>Equity</b>   | <b>3,890.1</b>               | <b>4,031.6</b>      | <b>329.9</b>          | <b>2,917.9</b> | <b>(7,279.4)</b>          | <b>3,890.1</b>     |
| Operating revenues  | 110.8                        | 914.3               | 440.2                 | 4,539.5        | (2,239.0)                 | 3,765.8            |
| Depreciation and amortization   | 7.2                          | 1,133.6             | 12.5                  | 533.0          | (74.6)                    | 1,611.7            |
| Operating income (loss)   | (108.1)                      | (509.7)             | 120.1                 | 100.1          | 2.7                       | (394.9)            |
| Equity in income of affiliates  | (234.3)                      | 152.9               |                       | 0.2            | 81.2                      |                    |
| <b>Net income (loss)</b>  | <b>(691.2)</b>               | <b>(559.8)</b>      | <b>83.0</b>           | <b>75.3</b>    | <b>401.5</b>              | <b>(691.2)</b>     |
| Cash flow from operating activities   | 798.9                        | 194.3               | 7.8                   | 467.7          | (561.0)                   | 907.7              |
| Cash flow from investing activities   | (1,295.4)                    | (1,452.9)           | (10.5)                | (417.7)        | 1,457.0                   | (1,719.5)          |
| Cash flow from financing activities   | (526.8)                      | 1,283.9             | (2.1)                 | (37.4)         | (914.7)                   | (197.1)            |
| Effect of exchange rates on cash  |                              |                     |                       |                | 21.4                      | 21.4               |
| Impact of changes in consolidation scope                                    |                              |                     |                       |                | (2.7)                     | (2.7)              |
| <b>Cash at opening</b>  | <b>1,289.8</b>               | <b>67.6</b>         | <b>8.8</b>            | <b>154.0</b>   |                           | <b>1,520.2</b>     |
| <b>Cash at closing</b>  | <b>266.5</b>                 | <b>92.9</b>         | <b>4.0</b>            | <b>166.6</b>   |                           | <b>530.0</b>       |