

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
 :
CGG HOLDING (U.S.) INC., *et al.*, : Case No. 17-11637 (MG)
 :
Debtors.¹ : (Jointly Administered)
 :
-----X

**ORDER APPROVING (A) THE ADEQUACY
OF THE DISCLOSURE STATEMENT; (B) SOLICITATION AND
NOTICE PROCEDURES WITH RESPECT TO CONFIRMATION OF THE
JOINT CHAPTER 11 PLAN OF REORGANIZATION OF CGG HOLDING (U.S.)
INC. AND CERTAIN AFFILIATES; (C) THE FORM OF BALLOTS
AND NOTICES IN CONNECTION THEREWITH; (D) THE SCHEDULING OF
CERTAIN DATES WITH RESPECT THERETO; AND (E) RELATED RELIEF**

Upon consideration of the motion (ECF Doc. # 128) (the “Motion”) of CGG Holding (U.S.) Inc. and its affiliated debtors and debtors in possession in the above-captioned cases (the “Debtors”) seeking entry of this order (the “Order”) pursuant to sections 1125, 1126, and 1128 of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.* (the “Bankruptcy Code”), rules 2002, 3016, 3017, 3018, and 3020 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 3017-1, 3018-1, and 3020-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”) (i) approving the *Disclosure Statement for Joint Chapter 11 Plan of Reorganization of CGG Holding (U.S.) Inc. and Certain Affiliates* (ECF Doc. # 240) (as the same may be updated, supplemented, amended and/or otherwise modified from time to time, the “Disclosure Statement”); (ii) approving solicitation and notice

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: CGG Holding (U.S.) Inc. (6762); CGG Holding B.V. (4673); CGG Marine B.V. (1518); CGG Holding I (UK) Limited (2086); CGG Holding II (UK) Limited (2105); CGG Services (U.S.) Inc. (3790); Alitheia Resources Inc. (5147); Viking Maritime Inc. (7405); CGG Land (U.S.) Inc. (2437); Sercel, Inc. (6603); Sercel-GRC Corp. (1837); Sercel Canada Ltd. (9968); CGG Canada Services Ltd. (4132); and CGG Marine Resources Norge AS (7825). The location of the Debtors’ and their non-Debtor affiliates’ global corporate headquarters is Tour Maine-Montparnasse 33, Avenue du Maine, B.P. 191, 75755 Paris Cedex 15, France.

procedures with respect to the *Joint Chapter 11 Plan of Reorganization of CGG Holding (U.S.) Inc. and Certain Affiliates* (ECF Doc. # 239) (as the same may be updated, supplemented, amended and/or otherwise modified from time to time, the “Plan”);² (iii) approving the form of ballots and notices in connection therewith; (iv) scheduling certain dates with respect thereto; and (v) granting related relief, all as set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and sufficient notice of the Motion and the deadline for objecting thereto having been provided; and it appearing that no other or further notice is necessary except as provided herein; and a hearing having been held to consider the relief requested in the Motion (the “Disclosure Statement Hearing”); and the Court having reviewed the Motion, the Disclosure Statement, the papers in support thereof (including the exhibits and supplements to the Disclosure Statement filed prior to the Disclosure Statement Hearing), and no papers in opposition thereto having been filed; however, the United States Trustee and certain other parties having provided comments informally and said comments having been incorporated into the Plan and Disclosure Statement; and upon the record of the Disclosure Statement Hearing and all of the proceedings had before the Court; and the Court having determined that the relief sought in the Motion, as modified, is in the best interests of the Debtors, their estates, their creditors, and all parties in interest, and that the legal and factual bases set forth in the Motion, as modified, establish just cause for the relief granted herein; and after due deliberation thereon; and good and sufficient cause appearing therefor;

² Capitalized terms not defined herein shall have the meaning ascribed to them in the Plan, the Disclosure Statement, the Motion, or the Solicitation Procedures (as defined in the Motion), as applicable.

It is hereby **ORDERED**:

1. The Motion is **GRANTED**, as provided herein.

I. Approval of the Disclosure Statement and the Notice of the Disclosure Statement Hearing.

2. The Disclosure Statement complies with all aspects of section 1125 of the Bankruptcy Code and is hereby approved as containing “adequate information” (as defined by section 1125(a) of the Bankruptcy Code), and no further information is necessary.

3. The Disclosure Statement complies with Bankruptcy Rule 3016(c) and describes, in specific and conspicuous language, the acts to be enjoined and the entities subject to the injunction, exculpation, and release (including third party release) provisions contained in the Plan.

4. The Disclosure Statement complies with all applicable Local Rules.

5. The Disclosure Statement Hearing Notice, in substantially the form attached hereto as Exhibit 2, filed by the Debtors and served upon parties in interest in these Chapter 11 Cases on July 25, 2017 and published in the European edition of the *Wall Street Journal* on July 31, 2017 and the national edition of the *New York Times* on July 28, 2017, constitutes adequate and sufficient notice of the time fixed for filing objections and the hearing to consider approval of the Disclosure Statement in accordance with Bankruptcy Rules 2002 and 3017 and Local Bankruptcy Rule 3017-1, and is hereby approved.

II. Fixing the Voting Record Date.

6. August 28, 2017, shall be the record date (the “Voting Record Date”) for determining: (a) the Holders of Claims entitled to receive a copy of the Solicitation Package; and (b) the Holders of Claims entitled to vote to accept or reject the Plan.

III. Approval of the Form of Ballots.

7. The Ballots, as modified, substantially in the form attached hereto as Exhibits 4-A through 4-D, are hereby approved.

IV. Approval of Solicitation Package and the Procedures for Distribution Thereof.

8. The Solicitation Package, as modified, shall consist of the following materials, the form of each of which, to the extent not otherwise approved herein, is hereby approved:

- a. the Confirmation Hearing Notice, substantially in the form attached hereto as Exhibit 3;
- b. the appropriate Ballots and applicable voting instructions, together with a pre-addressed, postage pre-paid return envelope;
- c. this Order (without exhibits except for Exhibit 1 hereto); and
- d. such other materials as may be ordered or permitted by the Court.

9. The Solicitation Package provides holders of Claims entitled to vote on the Plan with adequate information to make informed decisions with respect to voting on the Plan in accordance with Bankruptcy Rules 2002(b) and 3017(d), the Bankruptcy Code, and the Local Bankruptcy Rules.

10. The Debtors shall transmit the Solicitation Package to those holders of Claims entitled to vote on the Plan as of the Voting Record Date on the Solicitation Commencement Date or as soon thereafter as reasonably practicable.³

³ The Claims and Solicitation Agent is authorized to send Solicitation Packages to Nominees in paper format and/or via electronic transmission in accordance with the customary requirements of each Master Ballot Agent. Each Master Ballot Agent shall then distribute the Solicitation Packages to Beneficial Owners, as appropriate, in accordance with its customary practices. Master Ballot Agents are authorized to collect votes to accept or to reject the Plan from Beneficial Owners in accordance with their customary practices, including the use of a “voting instruction form,” online voting, by phone, facsimile or other electronic means in lieu of a beneficial ballot. For the avoidance of doubt, (i) the Administrative Agents are not Nominees or Master Ballot Agents, (ii) the Debtors shall not distribute the Solicitation Packages (or any Ballots or Beneficial Ballots) to the Administrative Agents, (iii) the Administrative Agents shall not be responsible for the distribution of the Solicitation Packages (or any portion

11. Voting Holders are Holders of Claims in the following Classes (the “Voting Classes”) and are the only creditors entitled to vote to accept or reject the Plan:

<u>Class</u>	<u>Description</u>
3	French RCF Claims
4	US Secured Funded Debt Claims
5	Senior Notes Claims and Senior Notes Accrued Interest Claims

12. Each Administrative Agent is hereby authorized to provide the Claims and Solicitation Agent with an electronic list of the applicable lenders in Classes 3 and 4, listing such lender’s name, mailing address with a contact person, and the amount of the outstanding principal and interest of such lender’s loans, in each case as set forth in the register maintained by such Administrative Agent under the applicable Secured Funded Debt Documents as of the Voting Record Date.

13. The Solicitation Package is not required to include copies of the Disclosure Statement or the Plan, except that the Debtors shall provide each Administrative Agent, Master Ballot Agent and Nominee with a copy of the Plan and Disclosure Statement. In addition, the Debtors are authorized to give notice of the Debtors’ restructuring website at <http://cases.primeclerk.com/CGG> (the “Restructuring Information Website”), where all holders of Claims and Interests can access copies of this Order, the Disclosure Statement, and the Plan (together with all exhibits and annexes thereto). Any party in interest, including any party receiving the Solicitation Package, may request a paper copy of the documents from the Claims and Solicitation Agent by (a) mail to CGG Ballot Processing, c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, NY 10022; (b) telephone at (844) 721-3891 (toll free) or (347) 338-6512 (international); or (c) via email at CGGballots@primeclerk.com. If the Debtors

thereof), and (iv) the Administrative Agents shall not be responsible for the distribution, completion, tabulation, or return of any Ballots or Beneficial Ballots.

receive such a request for a paper copy of the documents, the Debtors will send a copy to the requesting party by overnight delivery at the Debtors' expense.

14. The Debtors and the Solicitation Agent shall use their reasonable best efforts to ensure that notice is provided as set forth herein; provided, that the Debtors and the Solicitation Agent shall be excused from mailing a copy of the Solicitation Package to those entities to whom the Debtors mailed a notice regarding the Disclosure Statement Hearing and such notice was returned by the United States Postal Service or other carrier as undeliverable unless the Debtors, through the Claims and Solicitation Agent, are able to locate accurate addresses for such Entities not less than ten (10) days prior to the Solicitation Commencement Date. If a Holder of a Claim or Interest has changed its mailing address after the Petition Date, the Holder has the burden to advise the Claims and Solicitation Agent of the new address. Failure to distribute Solicitation Packages to such entities will not constitute inadequate notice of the Confirmation Hearing or the Voting Deadline, and is not a violation of Bankruptcy Rule 3017(d).

15. Except to the extent the Debtors determine otherwise, the Debtors are not required to provide a copy of the Solicitation Package to certain holders of Claims that are not classified in accordance with 11 U.S.C. § 1123(a)(1), or who are not entitled to vote because they are Unimpaired or otherwise presumed to accept the Plan. Instead, by the Solicitation Commencement Date, the Debtors shall mail to such parties, in lieu of the Solicitation Package, (a) a copy of the Confirmation Hearing Notice, and (b) the Notice of Non-Voting Status in substantially the form attached to this Order as Exhibit 5 which is hereby approved.

16. The Notices of Non-Voting Status will provide that a copy of the Plan and Disclosure Statement may be viewed on the Restructuring Information Website or a paper copy

of the documents may be requested from the Claims and Solicitation Agent by (a) mail to CGG Ballot Processing, c/o Prime Clerk, Inc., 830 Third Avenue, 3rd Floor, New York, NY 10022; (b) telephone at (844) 721-3891 or (347) 338-6512 (international); or (c) via email at CGGballots@primeclerk.com.

17. To ensure that counterparties to executory contracts and unexpired leases receive notice of assumption or rejection of their contract or lease pursuant to the Plan and the procedures for determining cure amounts with respect to executory contracts and unexpired leases that will be assumed pursuant to the Plan, the Debtors shall provide such parties with a notice, substantially in the form attached hereto as Exhibit 6 (the “Executory Contract and Unexpired Lease Notice”).

V. Voting Deadline for Receipt of Ballots.

18. In order for the votes of holders of Claims in the Voting Classes to accept or reject the Plan, as modified, to be counted, each Voting Holder must properly complete, execute, and deliver its respective Ballot so that it is actually received by the Claims and Solicitation Agent by (a) first class mail; (b) overnight courier; (c) personal delivery, or (d) through online transmission solely via, and in accordance with the instructions set forth on the Claims and Solicitation Agent’s E-Ballot platform on the Restructuring Information Website, in each case no later than 5:00 p.m. prevailing Eastern Time on September 22, 2017 at 5:00 p.m. (prevailing Eastern Time) (the “Voting Deadline”).

19. The period during which the Debtors may solicit votes to accept or reject the Plan, as established by this Order, complies with the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules, and provides sufficient time for creditors to make informed decisions to accept or reject the Plan and submit timely Ballots to the Claims and Solicitation Agent.

20. The Debtors are authorized to extend the Voting Deadline in their sole discretion without further order of the Court.

VI. Approval of Solicitation Procedures.

21. The Solicitation Procedures for the solicitation and tabulation of votes to accept or reject the Plan are incorporated by reference herein and form an integral and indivisible part of this Order, provide for a fair and equitable voting process, and are consistent with sections 1125 and 1126 of the Bankruptcy Code.

22. The Debtors are authorized to solicit, receive, and tabulate votes to accept the Plan in accordance with the Solicitation Procedures, substantially in the form attached hereto as Exhibit 1; provided, however, that the Debtors' right to amend or supplement the Solicitation Procedures is fully reserved if, in the Debtors' business judgment, doing so would better facilitate the solicitation process.

23. With respect to votes cast by Beneficial Owners through international depositories, banks or brokers, or other nominees or agents for international depositories, banks, or brokers, such as Euroclear Bank S.A./N.V. ("Euroclear") or Clearstream Banking, *societe anonyme* ("Clearstream"), the Claims and Solicitation Agent will be authorized to receive one or more Master Ballot(s) from Lucid Issuer Services Limited ("Lucid") reflecting and certifying the votes cast by such Beneficial Owners; provided, however, that Lucid provides sufficient information to the Claims and Solicitation Agent to reconcile such votes against the information provided by Euroclear and Clearstream. The Claims and Solicitation Agent will rely on such Master Ballot(s) submitted by Lucid when tabulating votes. Solicitation Packages may be sent in paper format or via electronic transmission in accordance with the customary practices of each Nominee.

24. The Claims and Solicitation Agent will also provide appropriate Solicitation materials via electronic mail to the Depository Trust Company (the "DTC") with instructions to post such materials on the DTC's Legal Notice System and announce the information to Nominees, as well as other depositaries (as applicable).

VII. Establishing Confirmation Hearing Date, Notice, and Objection Procedures.

25. The Confirmation Hearing will commence at 10:00 a.m. prevailing Eastern Time on October 10, 2017, before the Honorable Martin Glenn, United States Bankruptcy Judge, in the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004. The Confirmation Hearing may be continued from time to time without further notice other than an adjournment announced in open court at the Confirmation Hearing or at any subsequent adjourned Confirmation Hearing.

26. The Debtors shall publish the Confirmation Hearing Notice one time in the following publications in order to provide notification to those entities that may not receive notice by mail: the European edition of the *Wall Street Journal* and the national edition of the *New York Times*.

27. Any objection to Confirmation of the Plan shall: (a) be in writing; (b) comply with the Bankruptcy Rules, the Local Bankruptcy Rules, Chambers' procedures and other case management rules and orders of this court; (c) state the name and address of the objecting party and the nature and amount of the claim against or interest in the estates or property of the Debtors; and (d) state with particularity the legal and factual basis for such objection and, if practicable, a proposed modification to the Plan that would resolve such objection. Responses or objections, if any, also must be filed with the Clerk of the United States Bankruptcy Court for the Southern District of New York, together with proof of service thereon

and served upon each of the following parties so as to be actually received no later than 5:00 p.m. prevailing Eastern Time on September 29, 2017, by:

(i) the Debtors, Attention: Michel Rutgers, CGG Holding B.V., Bordewijklaan 58, 2591XR, The Hague, The Netherlands (email: michel.rutgers@CGG.com; facsimile: +33 70 3046511); Chad Meintel, CGG Holding (U.S.) Inc., 10300 Town Park Drive, Houston, TX 77072 (email: chad.meintel@CGG.com; facsimile: (832) 351-8792); and Richard Kelley, Sercel, Inc., 17200 Park Row, Houston, TX 77084 (email: richard.kelley@sercel.com; facsimile: (281) 647-7269);

(ii) counsel to the Debtors, Paul, Weiss, Rifkind, Wharton & Garrison, LLP, 1285 Avenue of the Americas, New York, New York, 10019, Attention: Alan W. Kornberg, Esq. (e-mail: akornberg@paulweiss.com; facsimile: (212) 492-0209); Brian S. Hermann, Esq. (e-mail: bhermann@paulweiss.com; facsimile: (212) 492-0545); Lauren Shumejda, Esq. (e-mail: lshumejda@paulweiss.com; facsimile: (212) 492-0559); and Claudia R. Tobler, Esq. (e-mail: ctobler@paulweiss.com; facsimile: (202) 204-7354);

(iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Andrea B. Schwartz (e-mail: andrea.b.schwartz@usdoj.gov; facsimile: (212) 668-2361);

(iv) counsel to the administrative agent for the Second Amendment and Restatement of the Multicurrency Revolving Facility Agreement, dated February 4, 2016, as amended from time to time, entered into by CGG S.A. as borrower and certain of the Debtors as guarantors, Ashurst LLP, 18, square Edouard VII, Paris, France 75009, Attention: Amanda Bevan (amanda.bevan@ashurst.com; facsimile: +33 1 53 53 53 54); and Orane Mikolajayk (orane.mikolajayk@ashurst.com; facsimile: +33 1 53 53 53 54) and Ropes & Gray LLP, 1211 Avenue of the Americas, New York, NY 10036, Attention: Mark. R. Somerstein (mark.somerstein@ropesgray.com);

(v) counsel to the administrative agent under the Amended and Restated Credit Agreement, dated January 10, 2016, as amended from time to time, entered into by CGG Holding (U.S.) Inc. as borrower and certain of the Debtors and CGG S.A. as guarantors, Latham & Watkins LLP, 885 3rd Avenue, New York, NY 10022, Attention: Adam Seeto (adam.seeto@lw.com; facsimile: (212) 751-4864);

(vi) counsel to the administrative agent under the Term Loan Credit Agreement, dated November 19, 2015, as amended from time to time, entered into by CGG Holding (U.S.) Inc. as borrower and certain of the Debtors and CGG S.A. as guarantors, Ropes & Gray LLP, 1211 Avenue of the Americas, New York, NY 10036, Attention: Mark. R. Somerstein (mark.somerstein@ropesgray.com);

(vii) counsel to the indenture trustee under each of (a) the 5.875% Senior Unsecured Notes due 2020, issued by CGG S.A. as borrower and guaranteed by each of the Debtors, (b) the 6.5% Senior Unsecured Notes due 2021, issued by CGG S.A. as borrower and guaranteed by each of the Debtors, and (c) the 6.875% Senior Unsecured Notes due 2022, issued

by CGG S.A. as borrower and guaranteed by each of the Debtors, Hogan Lovells US LLP, 875 3rd Avenue, New York, NY 10022, Attention: Robert Ripin (robert.ripin@hoganlovells.com; facsimile: (212) 918-3100);

(viii) counsel to the ad hoc bondholders committee, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019, Attention: John Longmire (jlongmire@wilkie.com; facsimile: (212) 728-8111) and Weston Eguchi (weguchi@wilkie.com; facsimile: (212) 728-8111);

(ix) counsel to the senior lender group, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022, Attention: Stephen Hessler (stephen.hessler@kirkland.com; facsimile: (212) 446-4900) and Anthony Grossi (anthony.grossi@kirkland.com; facsimile: (212) 446-4900);

(x) counsel to DNCA, Orrick Herrington & Sutcliffe LLP, 31, Avenue Pierre 1er de Serbie, Paris 75782 Cedex 16 France, Attention: Saam Golshani (sgolshani@orrick.com); and

(xi) counsel for the Foreign Representative in CGG S.A.'s chapter 15 proceeding, Linklaters LLP, 1345 Avenue of the Americas, New York, New York 10105, Attention: Margot B. Schonholtz, Esq. (margot.schonholtz@linklaters.com), Robert H. Trust, Esq. (robert.trust@linklaters.com), and Christopher J. Hunker, Esq. (christopher.hunker@linklaters.com).

28. Any objection to Confirmation of the Plan not filed and served as set forth herein shall be deemed waived, unless the Court orders otherwise.

29. The procedures set forth herein regarding notice to all parties in interest of the time, date, and place of the Confirmation Hearing and for filing objections or responses to the Plan, provide due, proper and adequate notice and comply with Bankruptcy Rules 2002 and 3017 and the Local Rules.

30. The Debtors may file and serve, as appropriate (with a copy to the Court's chambers), replies or an omnibus reply on or before October 5, 2017, at 5:00 p.m. (prevailing Eastern Time) to any filed objections or responses.

31. Any objection by a counterparty to an Executory Contract or Unexpired Lease to a proposed assumption or related cure amount must be Filed, served and actually received by the Debtors at least seven (7) days before the Confirmation Hearing.

32. If an objection to the proposed assumption and/or to the cure amount is timely filed and received and the parties do not reach a consensual resolution of such objection, a hearing with respect to such objection will be held at the Confirmation Hearing (or at any later hearing scheduled by the Debtors or the Reorganized Debtors).

33. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

34. The Debtors are authorized to make non-material changes to the Plan, the Disclosure Statement, the Solicitation Package (including the Confirmation Hearing Notice and the Ballots), the Notices of Non-Voting Status, and the procedures contained herein and all related documents, after Court approval but before distributing Solicitation Packages to each person in accordance with the Solicitation Procedures, including, without limitation, filling in any missing dates or other missing information, correcting typographical and grammatical errors and making conforming changes among the Disclosure Statement, the Plan, any other materials in the Solicitation Package, the Confirmation Hearing Notice, and/or the Notice of Non-Voting Status prior to distribution of such materials.

35. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

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36. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, or 9014, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

IT IS SO ORDERED.

Dated: August 29, 2017
New York, New York

/s/ Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge

EXHIBIT 1

Solicitation Procedures

Alan W. Kornberg
Brian S. Hermann
Lauren Shumejda
Claudia R. Tobler
PAUL, WEISS, RIFKIND, WHARTON &
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*Counsel to the Debtors
and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	: Chapter 11
	:
CGG HOLDING (U.S.) INC., <i>et al.</i> ,	: Case No. 17-11637
	:
Debtors. ¹	: (Jointly Administered)
	:
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SOLICITATION PROCEDURES

On August 28, 2017, the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) entered the *Order Approving (A) the Adequacy of the Disclosure Statement; (B) Solicitation and Notice Procedures with Respect to Confirmation of the Joint Chapter 11 Plan of Reorganization of CGG Holding (U.S.) Inc. and Certain Affiliates; (C) the Form of Ballots and Notices in Connection Therewith; (D) the Scheduling of Certain Dates with Respect Thereto; and (E) Related Relief* [Docket No. ____] (the “Disclosure Statement Order”) that, among other things, (i) approved the adequacy of the *Disclosure Statement for Joint Chapter 11 Plan of Reorganization of CGG Holding (U.S.) Inc. and Certain Affiliates* [Docket No. 240] (as may be amended from time to time, including all exhibits and supplements thereto, the “Disclosure Statement”) filed in support of the *Joint Plan of Reorganization of CGG Holding (U.S.) Inc. and Certain Affiliates* [Docket No. 239] (as may be amended or supplemented from time to time, including all exhibits and supplements thereto, the “Plan”) and (ii) authorized the above-captioned debtors and debtors in possession (the

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“Debtors”) to solicit acceptances or rejections of the Plan from holders of Impaired Claims who are (or may be) entitled to receive distributions under the Plan.²

THE VOTING RECORD DATE

The Court has approved August 28, 2017, as the record date for purposes of determining which holders of Claims in Classes 3, 4, and 5 are entitled to vote on the Plan (the “Voting Record Date”).

THE VOTING DEADLINE

The Court has approved September 22, 2017, at 5:00 p.m. (prevailing Eastern Time), as the deadline for voting on the Plan (the “Voting Deadline”). The Debtors may extend the Voting Deadline without further order of the Court for any reason deemed appropriate by the Debtors. To be counted as votes to accept or reject the Plan, all Ballots must comply with the tabulation procedures described herein, and be properly executed, completed, and delivered to the Debtors’ Claims and Solicitation Agent by (a) first class mail; (b) overnight courier; (c) personal delivery, or (d) through online transmission solely via, and in accordance with the instructions set forth on Prime Clerk, Inc.’s E-Ballot platform on the Debtors’ restructuring information website (<https://cases.primeclerk.com/CGG>) (the “Restructuring Information Website”), in each case so that they are actually received by the Claims and Solicitation Agent no later than the Voting Deadline.

To be counted as votes, original Ballots must be returned to the following address: CGG Ballot Processing, c/o Prime Clerk, Inc., 830 Third Avenue, 3rd Floor, New York, NY 10022 or Ballots must be properly submitted via, and in accordance with the instructions set forth on, Prime Clerk, Inc.’s E-Ballot platform on the Restructuring Information Website.

FORM, CONTENT AND MANNER OF NOTICES

1. The Solicitation Package.

The following materials shall constitute the solicitation package (the “Solicitation Package”):

- *Notice of (I) Approval of Disclosure Statement, (II) Deadline for Voting on the Joint Plan of Reorganization of CGG Holding (U.S.) Inc. and Certain Affiliates, and (III) Hearing to Consider Confirmation of, and Deadline for Objection to, the Plan (the “Confirmation Hearing Notice”);*
- the appropriate Ballot(s) and applicable voting instructions, together with a pre-addressed, postage pre-paid return envelope;

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Plan or the Debtors’ motion requesting approval of the Disclosure Statement [Dkt. No. 128] (the “Disclosure Statement Motion”).

- the Disclosure Statement Order (without exhibits except for Exhibit 1 thereto); and
- such other materials as may be ordered or permitted by the Court.

2. Distribution of the Solicitation Package.

Copies of the Disclosure Statement Order, the Disclosure Statement, and the Plan may be accessed through the Debtors' Restructuring Information Website, (<https://cases.primeclerk.com/CGG/>).

The Solicitation Package shall be sent in paper form except as otherwise provided in the Order. Any holder of a Claim may obtain a paper copy of documents, including those that are not included in the Solicitation Package, by: (a) writing to the Claims and Solicitation Agent at CGG Ballot Processing, c/o Prime Clerk, Inc., 830 Third Avenue, 3rd Floor, New York, NY 10022, (b) calling the Debtors' restructuring hotline at (844) 721-3891 (toll free) or (347) 338-6512 (international) or (c) via email at CGGballots@primeclerk.com. If the Debtors receive such a request for a paper copy of the documents, the Debtors will send a copy to the requesting party by overnight delivery at the Debtors' expense.³ You may also obtain copies of any pleadings by visiting the Court's website at <http://www.nysb.uscourts.gov/> in accordance with the procedures and fees set forth therein.

The Debtors shall serve, or cause to be served, all of the materials in the Solicitation Package (excluding Ballots) on (i) the U.S. Trustee; (ii) counsel to the French RCF Administrative Agent; (iii) counsel to the US RCF Administrative Agent; (iv) counsel to the TLB Administrative Agent; (v) counsel to the 2020 Senior Notes Trustee; (vi) counsel to the 2021 Senior Notes Trustee; (vii) counsel to the 2022 Senior Notes Trustee; (viii) counsel to the Ad Hoc Senior Noteholder Committee; (ix) counsel to the Ad Hoc Secured Lender Committee; (x) counsel to DNCA; (xi) counsel for the Foreign Representative in CGG S.A.'s chapter 15 proceeding; (xii) the Internal Revenue Service; (xiii) the Securities and Exchange Commission; (xiv) the United States Attorney's Office for the Southern District of New York; (xv) NYS Department of Taxation and Finance; (xvi) those parties who have filed a Notice of Appearance and Request for Papers in these Chapter 11 Cases; and (xvii) the holders of the thirty (30) largest unsecured claims against the Debtors, on a consolidated basis (collectively, the "Notice Parties").

3. Voting Holders.

The Debtors will mail, or cause to be mailed, the Solicitation Package with an appropriate Ballot to holders of Claims, or their Nominees (as described below), in Class 3, Class 4 and Class 5. Claims in Class 3, Class 4 and Class 5 are allowed claims under the Plan.

The amount of the Voting Claims shall be established based on the positions held as of the Voting Record Date, as evidenced (i) by the records of the applicable administrative agent, with respect to Claims in Classes 3 and 4, and (ii) by the records of the applicable indenture

³ The Ballots are not available on the Debtor's Restructuring Information Website. Holders of Claims must contact the Claims and Solicitation Agent directly by writing or by telephone to obtain a Ballot.

trustee or Master Ballot Agent based on the securities position report from DTC, as the case may be, with respect to Claims in Class 5, in each case, as received by the Claims and Solicitation Agent.

4. Form of Notice to Classes Presumed to Accept the Plan.

Certain holders of Claims that are not classified in accordance with 11 U.S.C. § 1123(a)(1) or who are not entitled to vote because they are Unimpaired or otherwise presumed to accept the Plan will receive only: (a) the Confirmation Hearing Notice and (b) the *Notice of Non-Voting Status – Unclassified Claims and Unimpaired Classes*, substantially in the form attached as Exhibit 5 to the Disclosure Statement Order. Such notice will instruct these holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots), the Plan, and the Disclosure Statement.

5. Executory Contracts and Unexpired Leases Notice.

To ensure that counterparties to executory contracts and unexpired leases receive notice of assumption or rejection of their contract or lease pursuant to the Plan and the procedures for determining cure amounts with respect to executory contracts and unexpired leases that will be assumed pursuant to the Plan, in the Notice to Contract and Lease Parties, substantially in the form attached as Exhibit 6 to the Disclosure Statement Order (the “Executory Contract and Unexpired Lease Notice”), which will be served on all executory contract and unexpired lease counterparties, including parties listed on Schedule G of the Schedules, the Debtors shall provide notice of the following procedures:

(a) Automatic Assumption: Pursuant to Article V of the Plan, and except as provided for therein, on the Effective Date, all Executory Contracts or Unexpired Leases will be deemed assumed and assigned to the Reorganized Debtors in accordance with the provisions and requirements of section 365 and 1123 of the Bankruptcy Code. The Confirmation Order shall constitute an order of the Court approving any such assumptions pursuant to sections 365(a) and 1123 of the Bankruptcy Code.

(b) Cure Procedures and Payments Related To Assumption Of Executory Contracts And Unexpired Leases: Any Cure Claims shall be satisfied, pursuant to section 365(b)(1) of the Bankruptcy Code, by payment of the Cure Claim in Cash on the Effective Date or as soon as reasonably practicable thereafter, subject to the limitations described in the Plan, or on such other terms as the parties to such Executory Contracts or Unexpired Leases may otherwise agree.

(c) Cure Notice: At least fourteen (14) calendar days before the Confirmation Hearing, the Debtors shall distribute, or cause to be distributed, Cure Notices of proposed assumption and proposed amounts of Cure Claims to the applicable third parties.

(d) Cure Objections: Any objection by a counterparty to an Executory Contract or Unexpired Lease to a proposed assumption or related cure amount must be Filed, served and actually received by the Debtors at least seven (7) calendar days before the Confirmation Hearing. Any counterparty to an Executory Contract or Unexpired Lease that fails to object timely to the proposed assumption or cure amount will be deemed to have assented to such assumption or cure amount.

(e) In the event of a dispute regarding (1) the amount of any Cure Claim; (2) the ability of the Reorganized Debtors or any assignee to provide “adequate assurance of future performance” (within the meaning of section 365 of the Bankruptcy Code) under the Executory Contract or Unexpired Lease to be assumed; or (3) any other matter pertaining to assumption, the payments on the Cure Claim required by section 365(b)(1) of the Bankruptcy Code shall be made following the entry of a Final Order or orders resolving the dispute and approving the assumption. In any case, if the Court determines that an Allowed Cure Claim with respect to any Executory Contract or Unexpired Lease is greater than the amount set forth in the applicable Cure Notice, the Debtors or Reorganized Debtors, as applicable, will have the right to move to reject such Executory Contract or Unexpired Lease.

(f) Hearing with Respect to Objections: If an objection to the proposed assumption and/or to the cure amount is timely filed and received and the parties do not reach a consensual resolution of such objection, a hearing with respect to such objection will be held at the Confirmation Hearing (or at any later hearing scheduled by the Debtors or the Reorganized Debtors). Objections to the proposed cure amount or assumption of an executory contract or unexpired lease will not be treated as objections to confirmation of the Plan.

(g) General Reservation of Rights: Nothing contained in the Plan shall constitute an acknowledgment by the Debtors that any contract or lease is in fact an Executory Contract or Unexpired Lease or that any Reorganized Debtor has any liability thereunder. If there is a dispute regarding whether a contract or lease is or was executory or unexpired at the time of assumption, the Debtors, or, after the Effective Date, the Reorganized Debtors, shall have thirty (30) calendar days following entry of a Final Order resolving such dispute to alter their treatment of such contract or lease.

6. Publication of Confirmation Hearing Notice.

In addition to the above, the Debtors shall publish the Confirmation Hearing Notice as soon as practicable after the entry of the Disclosure Statement Order in the European edition of the *Wall Street Journal* and the national edition of the *New York Times*, in such format as is reasonable practicable. Additionally, the Confirmation Hearing Notice will be available electronically at the Debtors’ restructuring website, <https://cases.primeclerk.com/CGG>.

VOTING AND GENERAL TABULATION PROCEDURES

7. Holders of Claims Entitled to Vote.

Only Voting Holders are allowed to vote to accept or reject the Plan. The Plan allows the amount of the Voting Claims.

8. General Ballot Tabulation.

The following voting procedures and standard assumptions shall be used in tabulating Ballots submitted by holders of claims in Classes 3 and 4, subject to the Debtors’ right to waive any of the below specified requirements for completion and submission of Ballots so long as such requirement is not otherwise required by the Bankruptcy Code, Bankruptcy Rules, or Local Bankruptcy Rules:

(a) except as otherwise provided herein, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline, the Debtors may, in their sole and absolute discretion, reject such Ballot as invalid and, therefore, decline to count it in connection with Confirmation;

(b) the Claims and Solicitation Agent will date-stamp all Ballots when received. The Claims and Solicitation Agent shall retain the original Ballots and an electronic copy of the same for a period of one (1) year after the Effective Date, unless otherwise ordered by the Court;

(c) the Claims and Solicitation Agent will file with the Court prior to the Confirmation Hearing a signed declaration including a Voting Report. The Voting Report shall, among other things, delineate every irregular Ballot, including, but not limited to, those Ballots that are late, except as otherwise permitted to be tabulated by the Debtors in accordance with subparagraph (j) below, or (in whole or in material part) illegible, unidentifiable, lacking original signatures, lacking necessary information, received via facsimile or electronic mail (other than as properly submitted via Prime Clerk Inc.'s E-Ballot platform in accordance with the instructions set forth thereon), or damaged. The Voting Report shall indicate the Debtors' treatment of such irregular Ballots;

(d) the method of delivery of Ballots to be sent to the Claims and Solicitation Agent is at the election and risk of each holder, and except as otherwise provided, a Ballot will be deemed delivered only when the Claims and Solicitation Agent actually receives the original executed Ballot;

(e) all Ballots must bear the original signature of the submitting party. Delivery of a Ballot to the Claims and Solicitation Agent by facsimile, e-mail, or any other electronic means (other than as properly submitted via Prime Clerk, Inc.'s E-Ballot platform in accordance with the instructions set forth thereon) will not be valid;

(f) no Ballot should be sent to any of the Debtors, the Debtors' agents (other than the Claims and Solicitation Agent), or the Debtors' financial or legal advisors, and if so sent will not be counted;

(g) if multiple Ballots are received from the same holder with respect to the same Claim prior to the Voting Deadline, the last valid Ballot timely received prior to the Voting Deadline will be deemed to reflect that voter's intent and will supersede and revoke any prior Ballot;

(h) except as otherwise provided herein, holders must vote all of their Claims within a particular Class either to accept or reject the Plan and may not split any votes. Accordingly, a Ballot (other than a Master Ballot) that partially rejects and partially accepts the Plan will not be counted. Further, to the extent there are multiple Claims within the same Class, the Debtors may, in their discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes;

(i) a person signing a Ballot in his or her capacity as a trustee, executor, administrator, guardian, attorney in fact, or officer of a corporation or otherwise acting in a fiduciary or representative capacity must indicate such capacity when signing and, if required or

requested by the Claims and Solicitation Agent, the Debtors, or the Court, must submit proper evidence to the requesting party to so act on behalf of such holder;

(j) the Debtors, subject to contrary order of the Court, may waive any defects or irregularities as to any particular Ballot at any time, either before or after the Voting Deadline, and any such waivers will be documented in the Voting Report;

(k) neither the Debtors, the Claims and Solicitation Agent, nor any agent of the Debtors will be under any duty to provide notification of defects or irregularities with respect to Ballots delivered to the Claims and Solicitation Agent, nor will any of them incur any liability for failure to provide such notification. Rather, the Debtors may either disregard defective or irregular Ballots with no further notice, or it may, at its sole discretion, direct the Claims and Solicitation Agent to attempt to have defective Ballots cured by contacting the submitting Creditor;

(l) unless waived or as ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted;

(m) in the event a designation of lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted or rejected;

(n) subject to any contrary order of the Court, the Debtors reserve the absolute right to reject any and all Ballots not in proper form, the acceptance of which, in the opinion of the Debtors or their counsel, would not be in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, or these Solicitation Procedures; provided, however, that any such rejections will be documented in the Voting Report;

(o) the following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (1) any Ballot that is illegible or contains insufficient information to permit the identification of the Creditor; (2) any Ballot cast by an Entity that does not hold a Claim in a Voting Class; (4) any unsigned Ballot lacking an original signature or not otherwise submitted properly via Prime Clerk Inc.'s E-Ballot platform in accordance with the instructions set forth thereon; (5) any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan; (6) any Ballot submitted by any Entity not entitled to vote pursuant to the procedures described herein; (7) any Ballot submitted by a voter who voted other Claims in the same Class differently; (8) any Ballot superseded by another timely valid Ballot; and (9) any non pre-validated Class 5 Beneficial Ballot submitted by the Beneficial Owner directly to the Claims and Solicitation Agent; and

(p) after the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtors.

Procedures for Voting and Tabulation of Ballots from Beneficial Owners⁴

The Debtors will transmit Solicitation Packages to Nominees (or their mailing agents) of Beneficial Owners of Voting Securities as of the Voting Record Date, or a mailing record date, as applicable. Nominees shall be provided with a sufficient quantity of Beneficial Owner Ballots for distribution to their Beneficial Owners. The Nominees are authorized and required to forward Solicitation Packages or otherwise convey the information contained therein through customary means to the Beneficial Owners for voting, and may provide the Beneficial Owners with a return envelope addressed to the Nominee for the return of the Beneficial Owners' votes. Each Nominee (or its mailing agent) may distribute the Solicitation Packages to Beneficial Owners, as appropriate, in accordance with its customary practices. Nominees (or their mailing agents) are authorized to collect votes to accept or to reject the Plan from Beneficial Owners in accordance with their customary practices including the use of a "voting instruction form" in lieu of a Beneficial Owner Ballot, and collecting votes from Beneficial Owners through online voting, by phone, facsimile or other electronic means. The Nominees will then return the Master Ballots reflecting the votes of the Beneficial Owners to the Claims and Solicitation Agent.

Third Party Release, Exculpation, and Injunction Language in Plan

The third party release, exculpation, and injunction language in Article VIII of the Plan is included in the Disclosure Statement. Parties in interest are advised to carefully review and consider the Plan, including the discharge, release, and injunction provisions set forth in Article VIII of the Plan, as their rights may be affected.

Amendments to the Plan and Solicitation Procedures

The Debtors reserve the right to make non-substantive or immaterial changes to the Plan, Disclosure Statement, Ballots, the Confirmation Hearing Notice and the Notices of Non-Voting Status, the procedures contained herein and all related documents, without further order of the Court, including, without limitation, filling in any missing dates or other missing information, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan, any other materials in the Plan, Disclosure Statement, Ballots, Confirmation Hearing Notice and Notices of Non-Voting Status prior to distribution of such materials.

⁴ With respect to votes cast by Beneficial Holders of Class 5 Claims through international depositories, banks, or brokers, or other nominees or agents for international depositories, banks, or brokers, such as Euroclear Bank S.A./N.V. ("Euroclear") or Clearstream Banking, societe anoyne ("Clearstream"), the Claims and Solicitation Agent shall be authorized to receive one or more master ballots from Lucid Issuer Services Limited ("Lucid") reflecting and certifying the votes cast by such Beneficial Holders; *provided, however*, that Lucid provides sufficient information to the Claims and Solicitation Agent to reconcile such votes against the information provided by Euroclear and Clearstream. The Claims and Solicitation Agent shall rely on such master ballots submitted by Lucid when tabulating votes.

EXHIBIT 2

Disclosure Statement Hearing Notice

Alan W. Kornberg
Brian S. Hermann
Lauren Shumejda
Claudia R. Tobler
PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP
1285 Avenue of the Americas
New York, New York 10019
Tel: 212-373-3000
Fax: 212-757-3990

*Counsel to the Debtors
and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x
In re:	: Chapter 11
	:
CGG HOLDING (U.S.) INC., <i>et al.</i> ,	: Case No. 17-11637 (MG)
	:
Debtors. ¹	: (Jointly Administered)
	:
-----	x

**NOTICE OF HEARING TO
CONSIDER APPROVAL OF DISCLOSURE STATEMENT FOR JOINT
PLAN OF REORGANIZATION OF CGG HOLDING (U.S.) INC. AND CERTAIN
AFFILIATES PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. Chapter 11 Cases

On June 14, 2017 (the “Petition Date”), CGG Holding (U.S.) Inc. and certain of its affiliates, the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Court for the Southern District of New York (the “Bankruptcy Court”) thereby commencing the instant cases (the “Chapter 11 Cases”). The Debtors continue to manage and operate their businesses as debtors in possession under sections 1107 and 1108 of the Bankruptcy Code. The Debtors’ Chapter 11 Cases are being jointly

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: CGG Holding (U.S.) Inc. (6762); CGG Holding B.V. (4673); CGG Marine B.V. (1518); CGG Holding I (UK) Limited (2086); CGG Holding II (UK) Limited (2105); CGG Services (U.S.) Inc. (3790); Alitheia Resources Inc. (5147); Viking Maritime Inc. (7405); CGG Land (U.S.) Inc. (2437); Sercel, Inc. (6603); Sercel-GRC Corp. (1837); Sercel Canada Ltd. (9968); CGG Canada Services Ltd. (4132); and CGG Marine Resources Norge AS (7825). The location of the Debtors’ and their non-Debtor affiliates’ global corporate headquarters is Tour Maine-Montparnasse 33, Avenue du Maine, B.P. 191, 75755 Paris Cedex 15, France.

administered for procedural purposes only pursuant to Rule 1015(b) of the Bankruptcy Rules under Case No. 17-11637.

2. Plan and Disclosure Statement

On July 24, 2017 the Debtors filed the *Joint Chapter 11 Plan of Reorganization of CGG Holding (U.S.) Inc. and Certain Affiliates* (as may be amended from time to time), dated July 24, 2017, 2017 [ECF No. ●] (the “Plan”) and the Debtors’ proposed *Disclosure Statement for the Joint Chapter 11 Plan of Reorganization of CGG Holding (U.S.) Inc. and Certain Affiliates*, dated July 24, 2017, 2017 [ECF No. ●] (the “Disclosure Statement”). Also on July 24, 2017, the Debtors filed the *Debtors’ Motion For Entry of an Order Approving (A) the Adequacy of the Disclosure Statement; (B) Solicitation and Notice Procedures with Respect to Confirmation of the Joint Chapter 11 Plan of Reorganization of CGG Holding (U.S.) Inc. and Certain Affiliates; (C) the Form of Ballots and Notices in Connection Therewith; (D) the Scheduling of Certain Dates with Respect Thereto; and (E) Related Relief* (the “Motion”).

3. Disclosure Statement Hearing

A hearing (the “Disclosure Statement Hearing”) will be held before the Honorable Judge Martin Glenn, United States Bankruptcy Judge for the Southern District of New York, in the Bankruptcy Court, One Bowling Green, Courtroom 523, New York, New York 10004, on **August 28, 2017 at 10:00 a.m. (prevailing Eastern time)**, or as soon thereafter as counsel may be heard, to consider the entry of an order finding, among other things, that the Disclosure Statement contains “adequate information” within the meaning of section 1125 of the Bankruptcy Code and approving the Disclosure Statement and certain materials related to solicitation of acceptances of the Plan (the “Solicitation Package”). The Disclosure Statement Hearing may be adjourned from time to time without further notice to creditors or parties in interest other than by an announcement in the Bankruptcy Court of such adjournment on the date scheduled for the Disclosure Statement Hearing or as indicated in any notice of adjournment filed by the Debtors with the Bankruptcy Court.

4. Objections to Disclosure Statement

Any responses or objections to the adequacy of the Disclosure Statement must (a) be in writing; (b) comply with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedures, the Local Bankruptcy Rules for the Southern District of New York, and other case management rules and orders of this Bankruptcy Court; (c) state the name and address of the responding or objecting party and the nature and amount of the claim against in the estates or property of the Debtors; (d) state with particularity the legal and factual basis for such response or objection and, if practicable, a proposed modification that would resolve such objection; (e) be filed with the Clerk of the United States Bankruptcy Court for the Southern District of New York, together with proof of service thereon; and (f) be served by personal service or overnight delivery, so as to be **actually received** no later than **August 22, 2017 at 5:00 p.m. (prevailing Eastern Time)** by:

(i) the Debtors, Attention: Michel Rutgers, CGG Holding B.V., Bordewijklaan 58, 2591XR, The Hague, The Netherlands (email: michel.rutgers@CGG.com;

facsimile: +33 70 3046511); Chad Meintel, CGG Holding (U.S.) Inc., 10300 Town Park Drive, Houston, TX 77072 (email: chad.meintel@CGG.com; facsimile: (832) 351-8792); and Richard Kelley, Sercel, Inc., 17200 Park Row, Houston, TX 77084 (email: richard.kelley@sercel.com; facsimile: (281) 647-7269);

(ii) counsel to the Debtors, Paul, Weiss, Rifkind, Wharton & Garrison, LLP, 1285 Avenue of the Americas, New York, New York, 10019, Attention: Alan W. Kornberg, Esq. (e-mail: akornberg@paulweiss.com; facsimile: (212) 492-0209); Brian S. Hermann, Esq. (e-mail: bhermann@paulweiss.com; facsimile: (212) 492-0545); Lauren Shumejda, Esq. (e-mail: lshumejda@paulweiss.com; facsimile: (212) 492-0559); and Claudia R. Tobler, Esq. (e-mail: ctobler@paulweiss.com; facsimile: (202) 204-7354);

(iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Andrea B. Schwartz (e-mail: andrea.b.schwartz@usdoj.gov; facsimile: (212) 668-2255); and Susan Arbeit (e-mail: susan.arbeit@ust.doj.gov);

(iv) counsel to the administrative agent for the Second Amendment and Restatement of the Multicurrency Revolving Facility Agreement, dated February 4, 2016, as amended from time to time, entered into by CGG S.A. as borrower and certain of the Debtors as guarantors, Ashurst LLP, 18, square Edouard VII, Paris, France 75009, Attention: Amanda Bevan (amanda.bevan@ashurst.com; facsimile: +33 1 53 53 53 54); and Orane Mikolajayk (orane.mikolajayk@ashurst.com; facsimile: +33 1 53 53 53 54) and Ropes & Gray LLP, 1211 Avenue of the Americas, New York, NY 10036, Attention: Mark. R. Somerstein (mark.somerstein@ropesgray.com);

(v) counsel to the administrative agent under the Amended and Restated Credit Agreement, dated January 10, 2016, as amended from time to time, entered into by CGG Holding (U.S.) Inc. as borrower and certain of the Debtors and CGG S.A. as guarantors, Latham & Watkins LLP, 885 3rd Avenue, New York, NY 10022, Attention: Adam Seeto (adam.seeto@lw.com; facsimile: (212) 751-4864);

(vi) counsel to the administrative agent under the Term Loan Credit Agreement, dated November 19, 2015, as amended from time to time, entered into by CGG Holding (U.S.) Inc. as borrower and certain of the Debtors and CGG S.A. as guarantors, Ropes & Gray LLP, 1211 Avenue of the Americas, New York, NY 10036, Attention: Mark. R. Somerstein (mark.somerstein@ropesgray.com);

(vii) counsel to the indenture trustee under each of (a) the 5.875% Senior Unsecured Notes due 2020, issued by CGG S.A. as borrower and guaranteed by each of the Debtors, (b) the 6.5% Senior Unsecured Notes due 2021, issued by CGG S.A. as borrower and guaranteed by each of the Debtors, and (c) the 6.875% Senior Unsecured Notes due 2022, issued by CGG S.A. as borrower and guaranteed by each of the Debtors, Hogan Lovells US LLP, 875 3rd Avenue, New York, NY 10022, Attention: Robert Ripin (robert.ripin@hoganlovells.com; facsimile: (212) 918-3100);

(viii) counsel to the ad hoc bondholders committee, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019, Attention: John Longmire (jlongmire@wilkie.com; facsimile: (212) 728-8111) and Weston Eguchi (weguchi@wilkie.com; facsimile: (212) 728-8111);

(ix) counsel to the senior lender group, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022, Attention: Stephen Hessler (stephen.hessler@kirkland.com; facsimile: (212) 446-4900) and Anthony Grossi (anthony.grossi@kirkland.com; facsimile: (212) 446-4900);

(x) counsel to DNCA, Orrick Herrington & Sutcliffe LLP, 31, Avenue Pierre 1er de Serbie, Paris 75782 Cedex 16 France, Attention: Saam Golshani (sgolshani@orrick.com); and

(xi) counsel for the Foreign Representative in CGG S.A.'s chapter 15 proceeding, Linklaters LLP, 1345 Avenue of the Americas, New York, New York 10105, Attention: Margot B. Schonholtz, Esq. (margot.schonholtz@linklaters.com), Robert H. Trust, Esq. (robert.trust@linklaters.com), and Christopher J. Hunker, Esq. (christopher.hunker@linklaters.com).

ONLY THOSE RESPONSES OR OBJECTIONS THAT ARE TIMELY FILED AND RECEIVED WILL BE CONSIDERED BY THE BANKRUPTCY COURT. OBJECTIONS NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH ABOVE WILL NOT BE CONSIDERED AND WILL BE DEEMED OVERRULED.

5. Copies of the Disclosure Statement and Plan

Upon approval of the Disclosure Statement by the Bankruptcy Court, holders of claims against the Debtors who are entitled to vote on the Plan will receive a Solicitation Package.

Copies of the Disclosure Statement, the Plan, the Motion, the Disclosure Statement Order, and other documents and materials related thereto, including certain solicitation materials, after they are filed, may be obtained from (i) the office of the Clerk of the Bankruptcy Court at One Bowling Green, New York, New York 10004 (the "Clerk's Office") during normal business hours; (ii) the Bankruptcy Court's electronic case filing system at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Bankruptcy Court's website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov); or (iii) the Debtors' notice and claims agent, Prime Clerk, LLC (the "Notice and Claims Agent"), (a) at the Debtors' restructuring website at <https://cases.primeclerk.com/cgg>, (b) upon request by mail to CGG Holding (U.S.) Inc. Ballot Processing c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, NY 10022; or (c) upon request by telephone at 844-721-3891 (toll-free) for U.S.-based parties or 347-388-6512 for international parties or via email at cgginfo@primeclerk.com.

PLEASE NOTE: Neither the staff of the Clerk's Office nor the Notice and Claims Agent can give legal advice.

Dated: [●], 2017
New York, New York

PAUL, WEISS, RIFKIND, WHARTON
& GARRISON LLP

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*Counsel for Debtors and
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EXHIBIT 3

Confirmation Hearing Notice

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*Counsel to the Debtors
and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x
In re:	: Chapter 11
	:
CGG HOLDING (U.S.) INC., <i>et al.</i> ,	: Case No. 17-11637 (MG)
	:
Debtors. ¹	: (Jointly Administered)
-----	x

**NOTICE OF (I) APPROVAL OF DISCLOSURE
STATEMENT, (II) DEADLINE FOR VOTING ON THE JOINT PLAN
OF REORGANIZATION OF CGG HOLDING (U.S.) INC. AND
CERTAIN AFFILIATES, AND (III) HEARING TO CONSIDER
CONFIRMATION OF, AND DEADLINE FOR OBJECTION TO, THE PLAN**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. **Chapter 11 Cases.** On June 14, 2017 (the “Petition Date”), CGG Holding (U.S.) Inc. and certain of its affiliates, the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Court for the Southern District of New York (the “Bankruptcy Court”) thereby commencing the instant cases (the “Chapter 11 Cases”). The Debtors continue to manage and operate their businesses as debtors in possession under sections 1107 and 1108 of the Bankruptcy Code. The Debtors’ Chapter 11 Cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: CGG Holding (U.S.) Inc. (6762); CGG Holding B.V. (4673); CGG Marine B.V. (1518); CGG Holding I (UK) Limited (2086); CGG Holding II (UK) Limited (2105); CGG Services (U.S.) Inc. (3790); Alitheia Resources Inc. (5147); Viking Maritime Inc. (7405); CGG Land (U.S.) Inc. (2437); Sercel, Inc. (6603); Sercel-GRC Corp. (1837); Sercel Canada Ltd. (9968); CGG Canada Services Ltd. (4132); and CGG Marine Resources Norge AS (7825). The location of the Debtors’ and their non-Debtor affiliates’ global corporate headquarters is Tour Maine-Montparnasse 33, Avenue du Maine, B.P. 191, 75755 Paris Cedex 15, France.

Bankruptcy Rules under Case No. 17-11637.

2. **Approval of Disclosure Statement.** On July 24, 2017, the Debtors filed the *Joint Chapter 11 Plan of Reorganization of CGG Holding (U.S.) Inc. and Certain Affiliates* (as may be amended from time to time, the “Plan”). Also on July 24, 2017, the Debtors filed the proposed *Disclosure Statement for the Joint Chapter 11 Plan of Reorganization of CGG Holding (U.S.) Inc. and Certain Affiliates* (as amended from time to time, the “Disclosure Statement”). By order dated August 28, 2017 [ECF No. ●] (the “Disclosure Statement Approval Order”), the Bankruptcy Court approved (i) the adequacy of the amended Disclosure Statement [ECF No. 240]; (ii) certain key dates relating to confirmation of the Plan [ECF No. 239]; (iii) procedures for solicitation and tabulation of votes to accept or reject the Plan; (iv) forms of ballots and notices to be distributed in connection with solicitation; and (v) procedures for notice of a confirmation hearing and filing objections to confirmation of the Plan.

3. **Record Date for Voting Purposes.** Only creditors who hold claims in Classes 3, 4 and 5² as of August 28, 2017 (the “Voting Record Date”) are entitled to vote on the Plan.

4. **Voting Deadline.** All votes to accept or reject the Plan must be *actually received* by the Debtors’ claims agent, Prime Clerk LLC (the “Notice and Claims Agent”) by no later than **September 22, 2017 at 5:00 p.m. (prevailing Eastern Time)** (the “Voting Deadline”). All Ballots must be properly executed, completed, and timely delivered to the Notice and Claims Agent in accordance with the instructions included with the Ballot. Any failure to follow the voting instructions included with your Ballot may disqualify your Ballot and your vote.

5. **Entitlement to Vote on the Plan.** Only holders of Claims in the following Classes are entitled to vote to accept or reject the Plan: **Classes 3 (French RCF Claims), 4 (US Secured Funded Debt Claims), and 5 (Senior Notes Claims and Senior Notes Accrued Interest Claims)**. Holders of Claims in the following Classes are not entitled to vote on the Plan: Classes 1, 2, 6, 7, and 8.

6. **Confirmation Hearing.** A hearing to consider confirmation of the Plan (the “Confirmation Hearing”) will be held before the Honorable Judge Martin Glenn, United States Bankruptcy Judge for the Southern District of New York, in the Bankruptcy Court, One Bowling Green, Courtroom 523, New York, New York 10004, on **October 10, 2017 at 10:00 a.m. (prevailing Eastern Time)**, or as soon thereafter as counsel may be heard. The Confirmation Hearing may be adjourned from time to time without further notice to creditors or parties in interest other than by an announcement in open court or as indicated in any notice of agenda of matters scheduled for a particular hearing that is filed with the Bankruptcy Court, and the Plan may be further modified, if necessary, prior to, during, or as a result of the Confirmation Hearing, without further notice to parties in interest.

7. **Discharge, Release, and Injunction Language in the Plan.** **YOU ARE ADVISED TO CAREFULLY REVIEW AND CONSIDER THE PLAN, INCLUDING THE DISCHARGE, RELEASE, AND INJUNCTION PROVISIONS SET FORTH IN ARTICLE VIII OF THE PLAN, AS YOUR RIGHTS MAY BE AFFECTED. IN**

² Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Plan.

PARTICULAR, THE PLAN PROVIDES FOR CERTAIN RELEASES TO BE GRANTED BY HOLDERS OF FRENCH RCF CLAIMS, US SECURED FUNDED DEBT CLAIMS, SENIOR NOTES CLAIMS AND SENIOR NOTES ACCRUED INTEREST CLAIMS.

8. **Objections to Confirmation.** Section 1128(b) of the Bankruptcy Code provides that any party in interest may object to the confirmation of a plan. Any objection to confirmation of the Plan must (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Rules; (c) set forth the name of the objector, the nature and amount of Claims held or asserted by the objector against the Debtors' estates or properties, and the basis for the objection and the specific grounds therefore, (d) be filed with the Bankruptcy Court either electronically, through PACER and the Bankruptcy Court's Electronic Case Filing System in accordance with General Order M-399 (which can be found at <http://nysb.uscourts.gov>) or by mail, courier, or messenger to the Bankruptcy Court's clerk at the following address: United States Bankruptcy Court, One Bowling Green, New York, NY 10004, with a hard copy to the Bankruptcy Court's chambers, together with proof of service thereof, and (e) be served in accordance with General Order M-399 so as to be *actually received* no later than **5:00 p.m. (prevailing Eastern Time) on September 29, 2017** by the following parties:

(i) the Debtors, Attention: Michel Rutgers, CGG Holding B.V., Bordewijklaan 58, 2591XR, The Hague, The Netherlands (email: michel.rutgers@CGG.com; facsimile: +33 70 3046511); Chad Meintel, CGG Holding (U.S.) Inc., 10300 Town Park Drive, Houston, TX 77072 (email: chad.meintel@CGG.com; facsimile: (832) 351-8792); and Richard Kelley, Sercel, Inc., 17200 Park Row, Houston, TX 77084 (email: richard.kelley@sercel.com; facsimile: (281) 647-7269);

(ii) counsel to the Debtors, Paul, Weiss, Rifkind, Wharton & Garrison, LLP, 1285 Avenue of the Americas, New York, New York, 10019, Attention: Alan W. Kornberg, Esq. (e-mail: akornberg@paulweiss.com; facsimile: (212) 492-0209); Brian S. Hermann, Esq. (e-mail: bhermann@paulweiss.com; facsimile: (212) 492-0545); Lauren Shumejda, Esq. (e-mail: lshumejda@paulweiss.com; facsimile: (212) 492-0559); and Claudia R. Tobler, Esq. (e-mail: ctobler@paulweiss.com; facsimile: (202) 204-7354);

(iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Andrea B. Schwartz (e-mail: andrea.b.schwartz@usdoj.gov; facsimile: (212) 668-2361);

(iv) counsel to the administrative agent for the Second Amendment and Restatement of the Multicurrency Revolving Facility Agreement, dated February 4, 2016, as amended from time to time, entered into by CGG S.A. as borrower and certain of the Debtors as guarantors, Ashurst LLP, 18, square Edouard VII, Paris, France 75009, Attention: Amanda Bevan (amanda.bevan@ashurst.com; facsimile: +33 1 53 53 53 54); and Orane Mikolajayk (orane.mikolajayk@ashurst.com; facsimile: +33 1 53 53 53 54) and Ropes & Gray LLP, 1211 Avenue of the Americas, New York, NY 10036, Attention: Mark. R. Somerstein (mark.somerstein@ropesgray.com);

(v) counsel to the administrative agent under the Amended and Restated Credit Agreement, dated January 10, 2016, as amended from time to time, entered into by CGG

Holding (U.S.) Inc. as borrower and certain of the Debtors and CGG S.A. as guarantors, Latham & Watkins LLP, 885 3rd Avenue, New York, NY 10022, Attention: Adam Seeto (adam.seeto@lw.com; facsimile: (212) 751-4864);

(vi) counsel to the administrative agent under the Term Loan Credit Agreement, dated November 19, 2015, as amended from time to time, entered into by CGG Holding (U.S.) Inc. as borrower and certain of the Debtors and CGG S.A. as guarantors, Ropes & Gray LLP, 1211 Avenue of the Americas, New York, NY 10036, Attention: Mark. R. Somerstein (mark.somerstein@ropesgray.com);

(vii) counsel to the indenture trustee under each of (a) the 5.875% Senior Unsecured Notes due 2020, issued by CGG S.A. as borrower and guaranteed by each of the Debtors, (b) the 6.5% Senior Unsecured Notes due 2021, issued by CGG S.A. as borrower and guaranteed by each of the Debtors, and (c) the 6.875% Senior Unsecured Notes due 2022, issued by CGG S.A. as borrower and guaranteed by each of the Debtors, Hogan Lovells US LLP, 875 3rd Avenue, New York, NY 10022, Attention: Robert Ripin (robert.ripin@hoganlovells.com; facsimile: (212) 918-3100);

(viii) counsel to the ad hoc bondholders committee, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019, Attention: John Longmire (jlongmire@wilkie.com; facsimile: (212) 728-8111) and Weston Eguchi (weguchi@wilkie.com; facsimile: (212) 728-8111);

(ix) counsel to the senior lender group, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022, Attention: Stephen Hessler (stephen.hessler@kirkland.com; facsimile: (212) 446-4900) and Anthony Grossi (anthony.grossi@kirkland.com; facsimile: (212) 446-4900);

(x) counsel to DNCA, Orrick Herrington & Sutcliffe LLP, 31, Avenue Pierre 1er de Serbie, Paris 75782 Cedex 16 France, Attention: Saam Golshani (sgolshani@orrick.com); and

(xi) counsel for the Foreign Representative in CGG S.A.'s chapter 15 proceeding, Linklaters LLP, 1345 Avenue of the Americas, New York, New York 10105, Attention: Margot B. Schonholtz, Esq. (margot.schonholtz@linklaters.com), Robert H. Trust, Esq. (robert.trust@linklaters.com), and Christopher J. Hunker, Esq. (christopher.hunker@linklaters.com).

ONLY THOSE RESPONSES OR OBJECTIONS THAT ARE TIMELY FILED AND RECEIVED WILL BE CONSIDERED BY THE BANKRUPTCY COURT. OBJECTIONS NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH ABOVE WILL NOT BE CONSIDERED AND WILL BE DEEMED OVERRULED.

9. **Executory Contracts and Unexpired Leases.** Pursuant to Article V of the Plan, except as otherwise provided therein, on the Effective Date all Executory Contracts or Unexpired Leases will be deemed assumed and assigned to the Reorganized Debtors in accordance with the provisions and requirements of section 365 and 1123 of the Bankruptcy Code.

10. **Copies of the Disclosure Statement and Plan.** Copies of the Disclosure Statement, the Plan, the Disclosure Statement Order, and certain materials in the Solicitation Package may be obtained from (i) the office of the Clerk of the Bankruptcy Court at One Bowling Green, New York, New York 10004 (the “Clerk’s Office”) during normal business hours; (ii) the Bankruptcy Court’s electronic case filing system at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Bankruptcy Court’s website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov); or (iii) the Notice and Claims Agent (a) at the Debtors’ restructuring website at <https://cases.primeclerk.com/cgg>, (b) upon request by mail to CGG Holding (U.S.) Inc. Ballot Processing c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, NY 10022, or (c) upon request by telephone at 844-721-3891 (toll-free) for U.S.-based parties or 347-388-6512 for international parties or via email at cgginfo@primeclerk.com. If you have any questions regarding the procedures and requirements for voting on the Plan and/or for objection to the Plan, or if you would like paper copies of the Disclosure Statement, the Plan, and the Disclosure Statement Order, you may contact the Notice and Claims Agent. If the Debtors receive such a request for a paper copy of the documents, the Debtors will send a copy to the requesting party by overnight delivery at the Debtors’ expense.

PLEASE NOTE: Neither the staff of the Clerk’s Office nor the Notice and Claims Agent can give legal advice.

Dated: August 28, 2017
New York, New York

PAUL, WEISS, RIFKIND, WHARTON
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*Counsel to the Debtors and
Debtors in Possession*

EXHIBIT 4

Forms of Ballots for Claims

EXHIBIT 4-A

Form of Ballot for Class 3 French RCF Claims

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

CGG HOLDING (U.S.) Inc., *et al.*,

Debtors.¹

Chapter 11

Case No. 17-11637 (MG)

(Jointly Administered)

**BALLOT FOR VOTING TO ACCEPT OR REJECT THE JOINT CHAPTER 11 PLAN OF
REORGANIZATION OF CGG HOLDING (U.S.) AND CERTAIN AFFILIATES**

CLASS 3—BALLOT FOR HOLDERS OF FRENCH RCF CLAIMS

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), are soliciting votes with respect to the *Joint Chapter 11 Plan of Reorganization of CGG Holding (U.S.) and Certain Affiliates* (as may be amended from time to time, the “Plan”) as set forth in the *Disclosure Statement for Joint Chapter 11 Plan of Reorganization of CGG Holding (U.S.) and Certain Affiliates* (as may be amended from time to time, the “Disclosure Statement”). The Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [●] (the “Disclosure Statement Order”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Class 3 ballot (this “Class 3 Ballot”) because you are a Holder of a French RCF Claim in Class 3 as of **August 28, 2017** (the “Voting Record Date”). Accordingly, you have a right to vote to accept or reject the Plan.

The rights and treatment for each Class are described in the Disclosure Statement, which was included in the package (the “Solicitation Package”) you are receiving with this Master Ballot (as well as the Plan, Disclosure Statement Order, and certain other materials). If you received Solicitation Package materials in electronic format and desire paper copies, or if you need to obtain additional Solicitation Packages, you may obtain them from (a) Prime Clerk LLC (the “Claims and Solicitation Agent”) at no charge by: (i) accessing the Debtors’ restructuring website at <https://cases.primeclerk.com/CGG>; (ii) writing to the Claims and Solicitation Agent at CGG Ballot Processing, c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, NY 10022; (iii) calling the Claims and Solicitation Agent at (844) 721-3891 (toll free) or (347) 338-6512 (international); or (iv) emailing CGGballots@primeclerk.com; or (b) for a fee via PACER at <http://www.nysb.uscourts.gov>.

This Class 3 Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Class 3 Ballot in error,

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number or foreign jurisdictional equivalent, where applicable, are as follows: CGG Holding (U.S.) Inc. (6762); CGG Holding B.V. (0546); CGG Marine B.V. (6386); CGG Holding I (UK) Limited (3009); CGG Holding II (UK) Limited (1926); CGG Services (U.S.) Inc. (3790); Alitheia Resources Inc. (5147); Viking Maritime Inc. (7405); CGG Land (U.S.) Inc. (2437); Sercel Inc. (6603); Sercel-GRC Corp. (1837); Sercel Canada Ltd. (0001); CGG Canada Services Ltd. (4132); and CGG Marine Resources Norge AS (4989). The location of the Debtors’ and their non-Debtor affiliates’ global corporate headquarters is Tour Maine-Montparnasse 33, Avenue du Maine, B.P. 191, 75755 Paris Cedex 15, France.

or if you believe that you have received the wrong ballot, please contact the Claims and Solicitation Agent *immediately* at the address, telephone number, or email address set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in Class 3, French RCF Claims, under the Plan. If you hold Claims in more than one Class, you will receive a ballot for each Class in which you are entitled to vote.

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Voting Record Date, the undersigned was the holder of French RCF Claims in the following aggregate amount (based on unpaid principal and participations in issued but undrawn letters of credit) (insert amount in box below):

\$ _____

Item 2. Vote on Plan.

The holder of the Class 3 French RCF Claims against the Debtors set forth in Item 1 votes to (please check one):

<input type="checkbox"/> ACCEPT (vote FOR) the Plan	<input type="checkbox"/> REJECT (vote AGAINST) the Plan
--	--

Your vote on the Plan will be applied to each applicable Debtor in the same manner and in the same amount as indicated in Item 1 and Item 2 above.

Item 3. IMPORTANT INFORMATION REGARDING THIRD PARTY RELEASES.

Optional Release Election. The Plan contains a series of releases that are part of the overall restructuring set forth in the Plan and described in greater detail in the Disclosure Statement. In that respect, parties should be aware that, if the Plan is confirmed and the Effective Date occurs, certain parties will be getting releases and certain parties will be giving releases as set forth in Article VIII of the Plan and as further described in Section V.A.18.d of the Disclosure Statement. For your convenience, excerpts of the release provisions from the Plan are set forth below, however, you should carefully read the enclosed Disclosure Statement and Plan with respect to the releases.

IF YOU VOTE TO ACCEPT THE PLAN, YOU SHALL BE DEEMED TO HAVE CONSENTED TO THE PLAN'S RELEASE DESCRIBED IN THIS ITEM 3 BELOW.

IF YOU DO NOT CONSENT TO THE RELEASES CONTAINED IN THE PLAN AND THE RELATED INJUNCTION, YOU MAY ELECT TO OPT-OUT AND NOT GRANT SUCH RELEASES BUT ONLY IF YOU (1) VOTE TO REJECT THE PLAN IN ITEM 1 ABOVE AND (2) CHECK THE BOX IMMEDIATELY FOLLOWING THIS PARAGRAPH. ACCORDINGLY, IF YOU (I) DO NOT VOTE EITHER TO ACCEPT OR REJECT THE PLAN OR (II) VOTE TO REJECT THE PLAN AND DO NOT CHECK THE BOX IN ITEM 3 BELOW, YOU SHALL BE DEEMED TO HAVE CONSENTED TO THE PLAN'S RELEASE PROVISION DESCRIBED IN THIS ITEM 3 BELOW AND BE BOUND BY IT.

REGARDLESS OF WHETHER YOU ELECT TO OPT OUT OF THE PLAN'S RELEASE PROVISIONS, YOUR RECOVERY UNDER THE PLAN REMAINS UNAFFECTED.

The holder of the Class 3 French RCF Claim set forth in Item 1 elects to (optional):

<input type="checkbox"/> The undersigned has elected not to vote on the Plan or has voted to reject the Plan in Item 2 and elects <u>not</u> to grant the releases described in Item 3.

Article VIII.D of the Plan contains the following provision:

Except as otherwise provided in this Plan, for good and valuable consideration, as of the Effective Date and to the fullest extent authorized by applicable law, each Releasing Party, to the fullest extent allowed by applicable law, expressly, unconditionally, generally and individually and collectively with the Releasing Parties releases, acquits and discharges the Released Parties from any and all Released Claims; provided, however, that nothing in the foregoing shall result in any of the Debtors' officers and directors waiving any indemnification Claims against the Debtors or any of their insurance carriers or any rights as beneficiaries of any insurance policies, which indemnification obligations and insurance policies shall be assumed by the Reorganized Debtors. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release any post-Effective Date obligations of any party or Entity under this Plan, any of the

Restructuring Transactions or any document, instrument or agreement (including those set forth in the Plan Supplement) executed to implement this Plan.

Entry of the Confirmation Order shall constitute the Court's approval, pursuant to Bankruptcy Rule 9019, of the Third-Party Release, which includes, by reference, each of the related provisions and definitions contained herein, and, further, shall constitute the Court's finding that the Third Party Release is: (1) consensual; (2) essential to the confirmation of this Plan; (3) given in exchange for the good and valuable consideration provided by the Released Parties; (4) a good faith settlement and compromise of the Claims released by the Third-Party Release; (5) in the best interests of the Debtors and their Estates; (6) fair, equitable, and reasonable; (7) given and made after due notice and opportunity for hearing; and (8) a bar to any of the Releasing Parties asserting any claim or Cause of Action released pursuant to the Third-Party Release.

UNDER THE PLAN, "*RELEASING PARTIES*" MEANS: (a) ANY RELEASED PARTY; (b) ALL HOLDERS OF CLAIMS AND INTERESTS THAT ARE DEEMED TO ACCEPT THIS PLAN; (c) ALL HOLDERS OF CLAIMS WHO EITHER (I) VOTE TO ACCEPT OR (II) RECEIVE OR ARE DEEMED TO RECEIVE A BALLOT BUT ABSTAIN FROM VOTING ON THIS PLAN; (d) ALL HOLDERS OF CLAIMS ENTITLED TO VOTE WHO VOTE TO REJECT THIS PLAN THAT DO NOT ELECT ON THEIR BALLOT TO OPT-OUT OF THE RELEASE GRANTED PURSUANT TO ARTICLE VIII.D OF THIS PLAN; (e) ALL OTHER HOLDERS OF CLAIMS TO THE EXTENT PERMITTED BY LAW; AND (f) WITH RESPECT TO THE FOREGOING CLAUSES (A) THROUGH (E), EACH SUCH ENTITY AND ITS CURRENT AND FORMER AFFILIATES, AND EACH SUCH ENTITY AND ITS CURRENT AND FORMER AFFILIATES' CURRENT AND FORMER DIRECTORS, MANAGERS, OFFICERS, PRINCIPALS, MEMBERS, EMPLOYEES, EQUITY HOLDERS (REGARDLESS OF WHETHER SUCH INTERESTS ARE HELD DIRECTLY OR INDIRECTLY), PREDECESSORS, SUCCESSORS, ASSIGNS, SUBSIDIARIES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS (INCLUDING BOTH GENERAL AND LIMITED PARTNERS), ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, INVESTMENT ADVISORS, CONSULTANTS, REPRESENTATIVES AND OTHER PROFESSIONALS.

Item 4. Certifications.

By signing this Class 3 Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors:

- (a) that, as of the Voting Record Date, either: (i) the Entity is the holder of the French RCF Claims being voted; or (ii) the Entity is an authorized signatory for an Entity that is a Holder of the French RCF Claims being voted;
- (b) that the Entity (or in the case of an authorized signatory, the holder) has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the Entity has cast the same vote with respect to all French RCF Claims in a single Class; and
- (d) that no other Class 3 Ballots with respect to the amount of the French RCF Claims identified in Item 1 have been cast or, if any other Class 3 Ballots have been cast with respect to such French RCF Claims, then any such earlier Class 3 Ballots are hereby revoked.

Name of Holder:	_____
	(Print or Type)
Signature:	_____
Name of Signatory:	_____
	(If other than holder)
Title:	_____
Address:	_____

Telephone Number:	_____
Email:	_____
Date Completed:	_____

PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT (WITH AN ORIGINAL SIGNATURE) *PROMPTLY* VIA FIRST CLASS MAIL (OR THE ENCLOSED REPLY ENVELOPE PROVIDED), OVERNIGHT COURIER, OR HAND DELIVERY TO:

**CGG Holding (U.S.) Inc.
c/o Prime Clerk LLC
830 Third Avenue, 3rd Floor
New York, NY 10022**

In addition, to submit your Ballot via the Claims and Solicitation Agent's online portal, please visit <https://cases.primeclerk.com/CGG>. Click on the "Submit E-Ballot" section of the website and follow the instructions to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot ID#: _____

The Claims and Solicitation Agent's online portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email or other means of electronic transmission will not be counted.

Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot ID# you receive, as applicable.

Creditors who cast a Ballot using the Claims and Solicitation Agent's online portal should NOT also submit a paper Ballot.

<p>IF THE NOTICE AND CLAIMS AGENT DOES NOT <i>ACTUALLY RECEIVE</i> THIS CLASS 3 BALLOT ON OR BEFORE SEPTEMBER 22, 2017, AT 5:00 P.M., PREVAILING EASTERN TIME, (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR VOTE TRANSMITTED BY THIS CLASS 3 BALLOT MAY BE COUNTED TOWARD CONFIRMATION OF THE PLAN ONLY IN THE DISCRETION OF THE DEBTORS.</p>
--

Class 3 — French RCF Claims

INSTRUCTIONS FOR COMPLETING THIS CLASS 3 BALLOT

1. The Debtors are soliciting the votes of Holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Class 3 Ballot or in these instructions (the “**Ballot Instructions**”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Class 3 Ballot. **PLEASE READ THE PLAN AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of Claims in at least one class of creditors that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code. Please review the Disclosure Statement for more information.
3. To ensure that your Class 3 Ballot is counted, you **must either**: (a) complete and submit this hard copy Class 3 Ballot or (b) vote through the Debtors’ online balloting portal accessible through the Debtors’ case website <https://cases.primeclerk.com/CGG>. **Ballots will not be accepted by facsimile or other electronic means (other than the online portal).**
4. **Use of Hard Copy Ballot.** To ensure that your hard copy Class 3 Ballot is counted, you must: (a) complete your Class 3 Ballot in accordance with these instructions; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Class 3 Ballot; and (c) clearly sign and return your original Class 3 Ballot in the enclosed pre-addressed, pre-paid envelope or via first class mail, overnight courier, or hand delivery to CGG (U.S.) Ballot Processing, c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, NY 10022 in accordance with paragraph 6 below.
5. **Use of Online Ballot Portal.** To ensure that your electronic Class 3 Ballot is counted, please follow the instructions of the Debtors’ case administration website at <https://cases.primeclerk.com/CGG>. You will need to enter your unique E-Ballot identification number indicated above. The online balloting portal is the sole manner in which Ballots will be accepted via electronic or online transmission. **Ballots will not be accepted by facsimile or electronic means (other than the online portal).**
6. Your Class 3 Ballot **must** be returned to the Claims and Solicitation Agent so as to be **actually received** by the Claims and Solicitation Agent on or before the Voting Deadline. **The Voting Deadline is September 22, 2017, at 5:00 p.m.**, prevailing Eastern Time.
7. If a Class 3 Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it may be counted only in the sole and absolute discretion of the Debtors. Additionally, **the following Class 3 Ballots will not be counted**:
 - (a) any Class 3 Ballot that partially rejects and partially accepts the Plan;
 - (b) Class 3 Ballots sent to the Debtors, the Debtors’ agents (other than the Claims and Solicitation Agent) or the Debtors’ financial or legal advisors;
 - (c) Class 3 Ballots sent by facsimile or any electronic means other than via the online portal;
 - (d) any Class 3 Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
 - (e) any Class 3 Ballot cast by an Entity that does not hold a Claim in Class 3;
 - (f) any Class 3 Ballot submitted by a holder not entitled to vote pursuant to the Plan;
 - (g) any unsigned Class 3 Ballot;
 - (h) any non-original Class 3 Ballot; and/or
 - (i) any Class 3 Ballot not marked to accept or reject the Plan or any Class 3 Ballot marked both to accept and reject the Plan.
8. The method of delivery of Class 3 Ballots to the Claims and Solicitation Agent is at the election and risk of each holder of a French RCF Claim. Except as otherwise provided herein, such delivery will be deemed made only

when the Claims and Solicitation Agent **actually receives** the originally executed Class 3 Ballot. In all cases, holders should allow sufficient time to assure timely delivery.

9. If multiple Class 3 Ballots are received from the same holder of a French RCF Claim with respect to the same French RCF Claim prior to the Voting Deadline, the latest, timely received, and properly completed Class 3 Ballot will supersede and revoke any earlier received Class 3 Ballots.
10. You must vote all of your French RCF Claims within Class 3 either to accept or reject the Plan and may **not** split your vote. Further, if a holder has multiple French RCF Claims within Class 3, the Debtors may, in their discretion, aggregate the Claims of any particular holder with multiple French RCF Claims within Class 3 for the purpose of counting votes.
11. This Class 3 Ballot does **not** constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
12. **Please be sure to sign and date your Class 3 Ballot.** If you are signing a Class 3 Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Claims and Solicitation Agent, the Debtors, or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Class 3 Ballot.
13. If you hold Claims in more than one Class under the Plan you may receive more than one ballot coded for each different Class. Each ballot votes **only** your Claims indicated on that ballot, so please complete and return each ballot that you received.

PLEASE MAIL YOUR CLASS 3 BALLOT PROMPTLY

**IF YOU HAVE ANY QUESTIONS REGARDING THIS CLASS 3 BALLOT,
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,
PLEASE CALL THE RESTRUCTURING HOTLINE AT: (844) 721-3891 (TOLL FREE) OR (347) 338-6512
(INTERNATIONAL) OR EMAIL CGGBALLOTS@PRIMECLERK.COM.**

**IF THE NOTICE AND CLAIMS AGENT DOES NOT *ACTUALLY RECEIVE* THIS CLASS 3 BALLOT ON
OR BEFORE THE VOTING DEADLINE, WHICH IS ON SEPTEMBER 22, 2017, AT 5:00 P.M.,
PREVAILING EASTERN TIME, (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR
VOTE TRANSMITTED HEREBY MAY BE COUNTED ONLY IN THE DISCRETION OF THE
DEBTORS.**

EXHIBIT 4-B

Form of Ballot for Class 4 US Secured Funded Debt Claims

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

CGG HOLDING (U.S.) Inc., *et al.*,

Debtors.²

Chapter 11

Case No. 17-11637 (MG)

(Jointly Administered)

**BALLOT FOR VOTING TO ACCEPT OR REJECT THE JOINT CHAPTER 11 PLAN OF
REORGANIZATION OF CGG HOLDING (U.S.) AND CERTAIN AFFILIATES**

CLASS 4—BALLOT FOR HOLDERS OF US SECURED FUNDED DEBT CLAIMS

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), are soliciting votes with respect to the *Joint Chapter 11 Plan of Reorganization of CGG Holding (U.S.) and Certain Affiliates* (as may be amended from time to time, the “Plan”) as set forth in the *Disclosure Statement for Joint Chapter 11 Plan of Reorganization of CGG Holding (U.S.) and Certain Affiliates* (as may be amended from time to time, the “Disclosure Statement”). The Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [●] (the “Disclosure Statement Order”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Class 4 ballot (this “Class 4 Ballot”) because you are a Holder of a US Secured Funded Debt Claim in Class 4 as of August 28, 2017 (the “Voting Record Date”). Accordingly, you have a right to vote to accept or reject the Plan.

The rights and treatment for each Class are described in the Disclosure Statement, which was included in the package (the “Solicitation Package”) you are receiving with this Master Ballot (as well as the Plan, Disclosure Statement Order, and certain other materials). If you received Solicitation Package materials in electronic format and desire paper copies, or if you need to obtain additional Solicitation Packages, you may obtain them from (a) Prime Clerk LLC (the “Claims and Solicitation Agent”) at no charge by: (i) accessing the Debtors’ restructuring website at <https://cases.primeclerk.com/CGG>; (ii) writing to the Claims and Solicitation Agent at CGG Ballot Processing, c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, NY 10022; (iii) calling the Claims and Solicitation Agent at (844) 721-3891 (toll free) or (347) 338-6512 (international); or (iv) emailing CGGballots@primeclerk.com; or (b) for a fee via PACER at <http://www.nysb.uscourts.gov>.

This Class 4 Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Class 4 Ballot in error,

2 The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number or foreign jurisdictional equivalent, where applicable, are as follows: CGG Holding (U.S.) Inc. (6762); CGG Holding B.V. (0546); CGG Marine B.V. (6386); CGG Holding I (UK) Limited (3009); CGG Holding II (UK) Limited (1926); CGG Services (U.S.) Inc. (3790); Alitheia Resources Inc. (5147); Viking Maritime Inc. (7405); CGG Land (U.S.) Inc. (2437); Sercel Inc. (6603); Sercel-GRC Corp. (1837); Sercel Canada Ltd. (0001); CGG Canada Services Ltd. (4132); and CGG Marine Resources Norge AS (4989). The location of the Debtors’ and their non-Debtor affiliates’ global corporate headquarters is Tour Maine-Montparnasse 33, Avenue du Maine, B.P. 191, 75755 Paris Cedex 15, France.

or if you believe that you have received the wrong ballot, please contact the Claims and Solicitation Agent *immediately* at the address, telephone number, or email address set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in Class 4, US Secured Funded Debt Claims, under the Plan. If you hold Claims in more than one Class, you will receive a ballot for each Class in which you are entitled to vote.

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Voting Record Date, the undersigned was the holder of US Secured Funded Debt Claims in the following aggregate amount (based on unpaid principal and participations in issued but undrawn letters of credit) (insert amount in box below):

\$ _____

Item 2. Vote on Plan.

The holder of the Class 4 US Secured Funded Debt Claims against the Debtors set forth in Item 1 votes to (please check one):

<input type="checkbox"/> ACCEPT (vote FOR) the Plan	<input type="checkbox"/> REJECT (vote AGAINST) the Plan
--	--

Your vote on the Plan will be applied to each applicable Debtor in the same manner and in the same amount as indicated in Item 1 and Item 2 above.

Item 3. IMPORTANT INFORMATION REGARDING THIRD PARTY RELEASES.

Optional Release Election. The Plan contains a series of releases that are part of the overall restructuring set forth in the Plan and described in greater detail in the Disclosure Statement. In that respect, parties should be aware that, if the Plan is confirmed and the Effective Date occurs, certain parties will be getting releases and certain parties will be giving releases as set forth in Article VIII of the Plan and as further described in Section V.A.18.d of the Disclosure Statement. For your convenience, excerpts of the release provisions from the Plan are set forth below, however, you should carefully read the enclosed Disclosure Statement and Plan with respect to the releases.

IF YOU VOTE TO ACCEPT THE PLAN, YOU SHALL BE DEEMED TO HAVE CONSENTED TO THE PLAN'S RELEASE DESCRIBED IN THIS ITEM 3 BELOW.

IF YOU DO NOT CONSENT TO THE RELEASES CONTAINED IN THE PLAN AND THE RELATED INJUNCTION, YOU MAY ELECT TO OPT-OUT AND NOT GRANT SUCH RELEASES BUT ONLY IF YOU (1) VOTE TO REJECT THE PLAN IN ITEM 1 ABOVE AND (2) CHECK THE BOX IMMEDIATELY FOLLOWING THIS PARAGRAPH. ACCORDINGLY, IF YOU (I) DO NOT VOTE EITHER TO ACCEPT OR REJECT THE PLAN OR (II) VOTE TO REJECT THE PLAN AND DO NOT CHECK THE BOX IN ITEM 3 BELOW, YOU SHALL BE DEEMED TO HAVE CONSENTED TO THE PLAN'S RELEASE PROVISION DESCRIBED IN THIS ITEM 3 BELOW AND BE BOUND BY IT.

REGARDLESS OF WHETHER YOU ELECT TO OPT OUT OF THE PLAN'S RELEASE PROVISIONS, YOUR RECOVERY UNDER THE PLAN REMAINS UNAFFECTED.

The holder of the Class 4 US Secured Funded Debt Claim set forth in Item 1 elects to (optional):

<input type="checkbox"/> The undersigned has elected not to vote on the Plan or has voted to reject the Plan in Item 2 and elects <u>not</u> to grant the releases described in Item 3.

Article VIII.D of the Plan contains the following provision:

Except as otherwise provided in this Plan, for good and valuable consideration, as of the Effective Date and to the fullest extent authorized by applicable law, each Releasing Party, to the fullest extent allowed by applicable law, expressly, unconditionally, generally and individually and collectively with the Releasing Parties releases, acquits and discharges the Released Parties from any and all Released Claims; provided, however, that nothing in the foregoing shall result in any of the Debtors' officers and directors waiving any indemnification Claims against the Debtors or any of their insurance carriers or any rights as beneficiaries of any insurance policies, which indemnification obligations and insurance policies shall be assumed by the Reorganized Debtors. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release any post-Effective Date obligations of any party or Entity under this Plan, any of the

Restructuring Transactions or any document, instrument or agreement (including those set forth in the Plan Supplement) executed to implement this Plan.

Entry of the Confirmation Order shall constitute the Court's approval, pursuant to Bankruptcy Rule 9019, of the Third-Party Release, which includes, by reference, each of the related provisions and definitions contained herein, and, further, shall constitute the Court's finding that the Third Party Release is: (1) consensual; (2) essential to the confirmation of this Plan; (3) given in exchange for the good and valuable consideration provided by the Released Parties; (4) a good faith settlement and compromise of the Claims released by the Third-Party Release; (5) in the best interests of the Debtors and their Estates; (6) fair, equitable, and reasonable; (7) given and made after due notice and opportunity for hearing; and (8) a bar to any of the Releasing Parties asserting any claim or Cause of Action released pursuant to the Third-Party Release.

UNDER THE PLAN, "*RELEASING PARTIES*" MEANS: (a) ANY RELEASED PARTY; (b) ALL HOLDERS OF CLAIMS AND INTERESTS THAT ARE DEEMED TO ACCEPT THIS PLAN; (c) ALL HOLDERS OF CLAIMS WHO EITHER (I) VOTE TO ACCEPT OR (II) RECEIVE OR ARE DEEMED TO RECEIVE A BALLOT BUT ABSTAIN FROM VOTING ON THIS PLAN; (d) ALL HOLDERS OF CLAIMS ENTITLED TO VOTE WHO VOTE TO REJECT THIS PLAN THAT DO NOT ELECT ON THEIR BALLOT TO OPT-OUT OF THE RELEASE GRANTED PURSUANT TO ARTICLE VIII.D OF THIS PLAN; (e) ALL OTHER HOLDERS OF CLAIMS TO THE EXTENT PERMITTED BY LAW; AND (f) WITH RESPECT TO THE FOREGOING CLAUSES (A) THROUGH (E), EACH SUCH ENTITY AND ITS CURRENT AND FORMER AFFILIATES, AND EACH SUCH ENTITY AND ITS CURRENT AND FORMER AFFILIATES' CURRENT AND FORMER DIRECTORS, MANAGERS, OFFICERS, PRINCIPALS, MEMBERS, EMPLOYEES, EQUITY HOLDERS (REGARDLESS OF WHETHER SUCH INTERESTS ARE HELD DIRECTLY OR INDIRECTLY), PREDECESSORS, SUCCESSORS, ASSIGNS, SUBSIDIARIES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS (INCLUDING BOTH GENERAL AND LIMITED PARTNERS), ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, INVESTMENT ADVISORS, CONSULTANTS, REPRESENTATIVES AND OTHER PROFESSIONALS.

Item 4. Certifications.

By signing this Class 4 Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors:

- (a) that, as of the Voting Record Date, either: (i) the Entity is the holder of the US Secured Funded Debt Claims being voted; or (ii) the Entity is an authorized signatory for an Entity that is a Holder of the US Secured Funded Debt Claims being voted;
- (b) that the Entity (or in the case of an authorized signatory, the holder) has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the Entity has cast the same vote with respect to all US Secured Funded Debt Claims in a single Class; and
- (d) that no other Class 4 Ballots with respect to the amount of the US Secured Funded Debt Claims identified in Item 1 have been cast or, if any other Class 4 Ballots have been cast with respect to such US Secured Funded Debt Claims, then any such earlier Class 4 Ballots are hereby revoked.

Name of Holder:	_____
	(Print or Type)
Signature:	_____
Name of Signatory:	_____
	(If other than holder)
Title:	_____
Address:	_____

Telephone Number:	_____
Email:	_____
Date Completed:	_____

PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT (WITH AN ORIGINAL SIGNATURE) *PROMPTLY* VIA FIRST CLASS MAIL (OR THE ENCLOSED REPLY ENVELOPE PROVIDED), OVERNIGHT COURIER, OR HAND DELIVERY TO:

**CGG Holding (U.S.) Inc.
c/o Prime Clerk LLC
830 Third Avenue, 3rd Floor
New York, NY 10022**

In addition, to submit your Ballot via the Claims and Solicitation Agent's online portal, please visit <https://cases.primeclerk.com/CGG>. Click on the "Submit E-Ballot" section of the website and follow the instructions to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot ID#: _____

The Claims and Solicitation Agent's online portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email or other means of electronic transmission will not be counted.

Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot ID# you receive, as applicable.

Creditors who cast a Ballot using the Claims and Solicitation Agent's online portal should NOT also submit a paper Ballot.

<p>IF THE NOTICE AND CLAIMS AGENT DOES NOT <i>ACTUALLY RECEIVE</i> THIS CLASS 4 BALLOT ON OR BEFORE SEPTEMBER 22, 2017, AT 5:00 P.M., PREVAILING EASTERN TIME, (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR VOTE TRANSMITTED BY THIS CLASS 4 BALLOT MAY BE COUNTED TOWARD CONFIRMATION OF THE PLAN ONLY IN THE DISCRETION OF THE DEBTORS.</p>
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Class 4 — US Secured Funded Debt Claims

INSTRUCTIONS FOR COMPLETING THIS CLASS 4 BALLOT

14. The Debtors are soliciting the votes of Holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Class 4 Ballot or in these instructions (the “**Ballot Instructions**”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Class 4 Ballot. **PLEASE READ THE PLAN AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
15. The Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of Claims in at least one class of creditors that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code. Please review the Disclosure Statement for more information.
16. To ensure that your Class 4 Ballot is counted, you **must either**: (a) complete and submit this hard copy Class 4 Ballot or (b) vote through the Debtors’ online balloting portal accessible through the Debtors’ case website <https://cases.primeclerk.com/CGG>. **Ballots will not be accepted by facsimile or other electronic means (other than the online portal).**
17. **Use of Hard Copy Ballot.** To ensure that your hard copy Class 4 Ballot is counted, you must: (a) complete your Class 4 Ballot in accordance with these instructions; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Class 4 Ballot; and (c) clearly sign and return your original Class 4 Ballot in the enclosed pre-addressed, pre-paid envelope or via first class mail, overnight courier, or hand delivery to CGG (U.S.) Ballot Processing, c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, NY 10022 in accordance with paragraph 6 below.
18. **Use of Online Ballot Portal.** To ensure that your electronic Class 4 Ballot is counted, please follow the instructions of the Debtors’ case administration website at <https://cases.primeclerk.com/CGG>. You will need to enter your unique E-Ballot identification number indicated above. The online balloting portal is the sole manner in which Ballots will be accepted via electronic or online transmission. **Ballots will not be accepted by facsimile or electronic means (other than the online portal).**
19. Your Class 4 Ballot **must** be returned to the Claims and Solicitation Agent so as to be **actually received** by the Claims and Solicitation Agent on or before the Voting Deadline. **The Voting Deadline is September 22, 2017, at 5:00 p.m.**, prevailing Eastern Time.
20. If a Class 4 Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it may be counted only in the sole and absolute discretion of the Debtors. Additionally, **the following Class 4 Ballots will not be counted**:
 - (j) any Class 4 Ballot that partially rejects and partially accepts the Plan;
 - (k) Class 4 Ballots sent to the Debtors, the Debtors’ agents (other than the Claims and Solicitation Agent) or the Debtors’ financial or legal advisors;
 - (l) Class 4 Ballots sent by facsimile or any electronic means other than via the online portal;
 - (m) any Class 4 Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
 - (n) any Class 4 Ballot cast by an Entity that does not hold a Claim in Class 4;
 - (o) any Class 4 Ballot submitted by a holder not entitled to vote pursuant to the Plan;
 - (p) any unsigned Class 4 Ballot;
 - (q) any non-original Class 4 Ballot; and/or
 - (r) any Class 4 Ballot not marked to accept or reject the Plan or any Class 4 Ballot marked both to accept and reject the Plan.
21. The method of delivery of Class 4 Ballots to the Claims and Solicitation Agent is at the election and risk of each holder of a US Secured Funded Debt Claim. Except as otherwise provided herein, such delivery will be deemed

made only when the Claims and Solicitation Agent *actually receives* the originally executed Class 4 Ballot. In all cases, holders should allow sufficient time to assure timely delivery.

22. If multiple Class 4 Ballots are received from the same holder of a US Secured Funded Debt Claim with respect to the same US Secured Funded Debt Claim prior to the Voting Deadline, the latest, timely received, and properly completed Class 4 Ballot will supersede and revoke any earlier received Class 4 Ballots.
23. You must vote all of your US Secured Funded Debt Claims within Class 4 either to accept or reject the Plan and may **not** split your vote. Further, if a holder has multiple US Secured Funded Debt Claims within Class 4, the Debtors may, in their discretion, aggregate the Claims of any particular holder with multiple US Secured Funded Debt Claims within Class 4 for the purpose of counting votes.
24. This Class 4 Ballot does **not** constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
25. **Please be sure to sign and date your Class 4 Ballot.** If you are signing a Class 4 Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Claims and Solicitation Agent, the Debtors, or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Class 4 Ballot.
26. If you hold Claims in more than one Class under the Plan you may receive more than one ballot coded for each different Class. Each ballot votes **only** your Claims indicated on that ballot, so please complete and return each ballot that you received.

PLEASE MAIL YOUR CLASS 4 BALLOT PROMPTLY

**IF YOU HAVE ANY QUESTIONS REGARDING THIS CLASS 4 BALLOT,
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,
PLEASE CALL THE RESTRUCTURING HOTLINE AT: (844) 721-3891 (TOLL FREE) OR (347) 338-6512
(INTERNATIONAL) OR EMAIL CGGBALLOTS@PRIMECLERK.COM.**

**IF THE NOTICE AND CLAIMS AGENT DOES NOT *ACTUALLY RECEIVE* THIS CLASS 4 BALLOT ON
OR BEFORE THE VOTING DEADLINE, WHICH IS ON SEPTEMBER 22, 2017, AT 5:00 P.M.,
PREVAILING EASTERN TIME, (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR
VOTE TRANSMITTED HEREBY MAY BE COUNTED ONLY IN THE DISCRETION OF THE
DEBTORS.**

Exhibit 4-C

**Form of Beneficial Ballot for Class 5 Senior Notes Claims and Senior Notes Accrued
Interest Claims**

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

CGG HOLDING (U.S.) Inc., *et al.*,

Debtors.¹

Chapter 11

Case No. 17-11637 (MG)

(Jointly Administered)

**BENEFICIAL BALLOT FOR VOTING TO ACCEPT OR REJECT THE JOINT CHAPTER 11 PLAN OF
REORGANIZATION OF CGG HOLDING (U.S.) AND CERTAIN AFFILIATES**

**CLASS 5—BALLOT FOR HOLDERS OF SENIOR NOTES CLAIMS AND SENIOR NOTES ACCRUED
INTEREST CLAIMS**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), are soliciting votes with respect to the *Joint Chapter 11 Plan of Reorganization of CGG Holding (U.S.) and Certain Affiliates* (as may be amended from time to time, the “Plan”) as set forth in the *Disclosure Statement for Joint Chapter 11 Plan of Reorganization of CGG Holding (U.S.) and Certain Affiliates* (as may be amended from time to time, the “Disclosure Statement”). The Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [●] (the “Disclosure Statement Order”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Class 5 ballot for Beneficial Holders² (the “Class 5 Beneficial Holder Ballot”) because you are a Beneficial Holder of a Senior Notes Claim or a Senior Notes Accrued Interest Claim in Class 5 as of August 28, 2017 (the “Voting Record Date”). Accordingly, you have a right to vote to accept or reject the Plan. You can cast your vote through this Class 5 Beneficial Holder Ballot and return it to your broker, bank, or other nominee, or the agent of a broker, bank, or other nominee (each of the foregoing, a “Nominee”), in accordance with the instructions provided by your Nominee, who will then submit a master ballot (the “Master Ballot”) on behalf of the Beneficial Holders of Class 5 Claims.

Your rights are described in the Disclosure Statement, which was included in the package (the “Solicitation Package”) you are receiving with this Class 5 Ballot (as well as the Plan, Disclosure Statement Order, and certain other materials). If you received Solicitation Package materials in electronic format and desire paper

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number or foreign jurisdictional equivalent, where applicable, are as follows: CGG Holding (U.S.) Inc. (6762); CGG Holding B.V. (0546); CGG Marine B.V. (6386); CGG Holding I (UK) Limited (3009); CGG Holding II (UK) Limited (1926); CGG Services (U.S.) Inc. (3790); Alitheia Resources Inc. (5147); Viking Maritime Inc. (7405); CGG Land (U.S.) Inc. (2437); Sercel Inc. (6603); Sercel-GRC Corp. (1837); Sercel Canada Ltd. (0001); CGG Canada Services Ltd. (4132); and CGG Marine Resources Norge AS (4989). The location of the Debtors’ and their non-Debtor affiliates’ global corporate headquarters is Tour Maine-Montparnasse 33, Avenue du Maine, B.P. 191, 75755 Paris Cedex 15, France.

² A “Beneficial Holder” means a beneficial owner of publicly-traded securities whose claims have not been satisfied prior to the Voting Record Date (as defined herein) pursuant to Bankruptcy Court order or otherwise, as reflected in the records maintained by the Nominees holding through DTC.

copies, or if you need to obtain additional Solicitation Packages, you may obtain them from (a) Prime Clerk LLC (the “Claims and Solicitation Agent”) at no charge by: (i) accessing the Debtors’ restructuring website at <https://cases.primeclerk.com/CGG>; (ii) writing to the Claims and Solicitation Agent at CGG Ballot Processing, c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, NY 10022; (iii) calling the Claims and Solicitation Agent at (844) 721-3891 (toll free) or (347) 338-6512 (international); or (iv) emailing CGGballots@primeclerk.com; or (b) for a fee via PACER at <http://www.nysb.uscourts.gov>.

This Class 5 Beneficial Holder Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Class 5 Beneficial Holder Ballot in error, or if you believe that you have received the wrong ballot, please contact the Claims and Solicitation Agent *immediately* at the address, telephone number, or email address set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim. Your Claim has been placed in Class 5, Senior Notes Claims and Senior Notes Accrued Interest Claims, under the Plan. If you hold Claims in more than one Class, you will receive a ballot for each Class in which you are entitled to vote.

In order for your vote to count, your Nominee must receive this Class 5 Beneficial Holder Ballot in sufficient time for your Nominee to include your vote on a Master Ballot that must be received by the Claims and Solicitation Agent on or before the Voting Deadline, which is September 22, 2017 at 5:00 p.m., prevailing Eastern Time. Please allow sufficient time for your vote to be included on the Master Ballot completed by your Nominee. If a Master Ballot recording your vote is not received by the Voting Deadline, and if the Voting Deadline is not extended, your vote will not count.

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Voting Record Date, the undersigned was the beneficial holder of Senior Notes Claims and Senior Notes Accrued Interest Claims in the following aggregate unpaid principal amount (insert amount in box below, unless otherwise completed by your Nominee):

\$ _____

Item 2. Vote on Plan.

The Beneficial Holder of the Class 5 Senior Notes Claim and Senior Notes Accrued Interest Claim against the Debtors set forth in Item 1 votes to (please check one):

<input type="checkbox"/> <u>ACCEPT</u> (vote FOR) the Plan	<input type="checkbox"/> <u>REJECT</u> (vote AGAINST) the Plan
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Your vote on the Plan will be applied to each applicable Debtor in the same manner and in the same amount as indicated in Item 1 and Item 2 above.

Item 3. IMPORTANT INFORMATION REGARDING THIRD PARTY RELEASES.

Optional Release Election. The Plan contains a series of releases that are part of the overall restructuring set forth in the Plan and described in greater detail in the Disclosure Statement. In that respect, parties should be aware that, if the Plan is confirmed and the Effective Date occurs, certain parties will be getting releases and certain parties will be giving releases as set forth in Article VIII of the Plan and as further described in Section V.A.18.d of the Disclosure Statement. For your convenience, excerpts of the release provisions from the Plan are set forth below, however, you should carefully read the enclosed Disclosure Statement and Plan with respect to the releases.

IF YOU VOTE TO ACCEPT THE PLAN, YOU SHALL BE DEEMED TO HAVE CONSENTED TO THE PLAN'S RELEASE DESCRIBED IN THIS ITEM 3 BELOW.

IF YOU DO NOT CONSENT TO THE RELEASES CONTAINED IN THE PLAN AND THE RELATED INJUNCTION, YOU MAY ELECT TO OPT-OUT AND NOT GRANT SUCH RELEASES BUT ONLY IF YOU (1) VOTE TO REJECT THE PLAN IN ITEM 1 ABOVE AND (2) CHECK THE BOX IMMEDIATELY FOLLOWING THIS PARAGRAPH. ACCORDINGLY, IF YOU (I) DO NOT VOTE EITHER TO ACCEPT OR REJECT THE PLAN OR (II) VOTE TO REJECT THE PLAN AND DO NOT CHECK THE BOX IN ITEM 3 BELOW, YOU SHALL BE DEEMED TO HAVE CONSENTED TO THE PLAN'S RELEASE PROVISION DESCRIBED IN THIS ITEM 3 BELOW AND BE BOUND BY IT.

REGARDLESS OF WHETHER YOU ELECT TO OPT OUT OF THE PLAN'S RELEASE PROVISIONS, YOUR RECOVERY UNDER THE PLAN REMAINS UNAFFECTED.

The holder of the Class 5 Senior Notes Claim and Senior Notes Accrued Interest Claim set forth in Item 1 elects to (optional):

The undersigned has elected not to vote on the Plan or has voted to reject the Plan in Item 2 and elects not to grant the releases described in Item 3.

Article VIII.D of the Plan contains the following provision:

Except as otherwise provided in this Plan, for good and valuable consideration, as of the Effective Date and to the fullest extent authorized by applicable law, each Releasing Party, to the fullest extent allowed by applicable law, expressly, unconditionally, generally and individually and collectively with the Releasing Parties releases, acquits and discharges the Released Parties from any and all Released Claims; provided, however, that nothing in the foregoing shall result in any of the Debtors' officers and directors waiving any indemnification Claims against the Debtors or any of their insurance carriers or any rights as beneficiaries of any insurance policies, which indemnification obligations and insurance policies shall be assumed by the Reorganized Debtors. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release any post-Effective Date obligations of any party or Entity under this Plan, any of the Restructuring Transactions or any document, instrument or agreement (including those set forth in the Plan Supplement) executed to implement this Plan.

Entry of the Confirmation Order shall constitute the Court's approval, pursuant to Bankruptcy Rule 9019, of the Third-Party Release, which includes, by reference, each of the related provisions and definitions contained herein, and, further, shall constitute the Court's finding that the Third Party Release is: (1) consensual; (2) essential to the confirmation of this Plan; (3) given in exchange for the good and valuable consideration provided by the Released Parties; (4) a good faith settlement and compromise of the Claims released by the Third-Party Release; (5) in the best interests of the Debtors and their Estates; (6) fair, equitable, and reasonable; (7) given and made after due notice and opportunity for hearing; and (8) a bar to any of the Releasing Parties asserting any claim or Cause of Action released pursuant to the Third-Party Release.

UNDER THE PLAN, "*RELEASING PARTIES*" MEANS: (a) ANY RELEASED PARTY; (b) ALL HOLDERS OF CLAIMS AND INTERESTS THAT ARE DEEMED TO ACCEPT THIS PLAN; (c) ALL HOLDERS OF CLAIMS WHO EITHER (I) VOTE TO ACCEPT OR (II) RECEIVE OR ARE DEEMED TO RECEIVE A BALLOT BUT ABSTAIN FROM VOTING ON THIS PLAN; (d) ALL HOLDERS OF CLAIMS ENTITLED TO VOTE WHO VOTE TO REJECT THIS PLAN THAT DO NOT ELECT ON THEIR BALLOT TO OPT-OUT OF THE RELEASE GRANTED PURSUANT TO ARTICLE VIII.D OF THIS PLAN; (e) ALL OTHER HOLDERS OF CLAIMS TO THE EXTENT PERMITTED BY LAW; AND (f) WITH RESPECT TO THE FOREGOING CLAUSES (A) THROUGH (E), EACH SUCH ENTITY AND ITS CURRENT AND FORMER AFFILIATES, AND EACH SUCH ENTITY AND ITS CURRENT AND FORMER AFFILIATES' CURRENT AND FORMER DIRECTORS, MANAGERS, OFFICERS, PRINCIPALS, MEMBERS, EMPLOYEES, EQUITY HOLDERS (REGARDLESS OF WHETHER SUCH INTERESTS ARE HELD DIRECTLY OR INDIRECTLY), PREDECESSORS, SUCCESSORS, ASSIGNS, SUBSIDIARIES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, PARTNERS (INCLUDING BOTH GENERAL AND LIMITED PARTNERS), ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, INVESTMENT ADVISORS, CONSULTANTS, REPRESENTATIVES AND OTHER PROFESSIONALS.

Item 4. Other Class 5 Beneficial Holder Ballots Submitted. By returning this Beneficial Holder Ballot, the Holder of the Class 5 Senior Notes Claims and Senior Notes Accrued Interest Claims identified in Item 1 certifies that (a) this Beneficial Holder Ballot is the only Beneficial Holder Ballot submitted for Notes Claims owned by such holder, except as identified in the following table, and (b) *all* Beneficial Holder Ballots submitted by the holder indicate the same vote to accept or reject the Plan that the holder has indicated in Item 2 of this Beneficial Holder Ballot (please use additional sheets of paper if necessary):

**ONLY COMPLETE THIS TABLE IF YOU HAVE VOTED OTHER
CLASS 5 SENIOR NOTES CLAIMS AND SENIOR NOTES ACCRUED INTEREST CLAIMS ON OTHER
BENEFICIAL HOLDER BALLOTS**

Account Number	Name of Registered Holder or Nominee	Principal Amount of Other Class 5 Senior Notes Claims and Senior Notes Accrued Interest Claims	CUSIP of Other Class 5 Senior Notes Claims and Senior Notes Accrued Interest Claims
		\$	
		\$	
		\$	
		\$	

Item 5. Certifications.

By signing this Class 5 Beneficial Holder Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors:

- (a) that, as of the Voting Record Date, either: (i) the Entity is the holder of the Senior Notes Claims and Senior Notes Accrued Interest Claims being voted; or (ii) the Entity is an authorized signatory for an Entity that is a holder of such Claims being voted;
- (b) that the Entity (or in the case of an authorized signatory, the holder) has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the Entity has cast the same vote with respect to all Senior Notes Claims and Senior Notes Accrued Interest Claims in a single Class; and
- (d) that no other Class 5 Beneficial Holder Ballots with respect to the amount of the Senior Notes Claims and Senior Notes Accrued Interest Claims identified in Item 1 have been cast or, if any other Class 5 Beneficial Holder Ballots have been cast with respect to such Senior Notes Claims and Senior Notes Accrued Interest Claims, then any such earlier Class 5 Beneficial Holder Ballots are hereby revoked.

Name of Holder:	
	(Print or Type)
Signature:	
Name of Signatory:	
	(If other than holder)
Title:	
Address:	
Telephone Number:	
Email:	
Date Completed:	

PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT *PROMPTLY* IN THE ENVELOPE PROVIDED OR OTHERWISE IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED BY YOUR NOMINEE.

<p>IF THE NOTICE AND CLAIMS AGENT DOES NOT <i>ACTUALLY RECEIVE</i> THE CLASS 5 MASTER BALLOT SUBMITTED ON YOUR BEHALF WHICH REFLECTS YOUR VOTE ON OR BEFORE SEPTEMBER 22, 2017, AT 5:00 P.M. PREVAILING EASTERN TIME, (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR VOTE TRANSMITTED BY THIS CLASS 5 BENEFICIAL HOLDER BALLOT MAY BE COUNTED TOWARD CONFIRMATION OF THE PLAN ONLY IN THE DISCRETION OF THE DEBTORS.</p>
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Class 5 — Senior Notes Claims and Senior Notes Accrued Interest Claims

INSTRUCTIONS FOR COMPLETING THIS CLASS 5 BENEFICIAL HOLDER BALLOT

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Class 5 Beneficial Holder Ballot or in these instructions (the “**Ballot Instructions**”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Class 5 Beneficial Holder Ballot. **PLEASE READ THE PLAN AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of Claims in at least one class of creditors that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code. Please review the Disclosure Statement for more information.
3. Unless otherwise instructed by your Nominee, to ensure that your vote is counted, you must submit your Class 5 Beneficial Holder Ballot to your Nominee so that your Nominee can submit a Master Ballot that reflects your vote so that the Master Ballot is actually received by the Claims and Solicitation Agent by the Voting Deadline. You may instruct your Nominee to vote on your behalf in the Master Ballot as follows: (a) complete the Class 5 Beneficial Holder Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Class 5 Beneficial Holder Ballot; and (c) sign and return the Class 5 Beneficial Holder Ballot to your Nominee in accordance with the instructions provided by your Nominee. The Voting Deadline for the receipt of Master Ballots by the Claims and Solicitation Agent is **September 22, 2017, at 5:00 p.m.**, prevailing Eastern Time. Your completed Class 5 Beneficial Holder Ballot must be received by your Nominee in sufficient time to permit your Nominee to deliver your votes to the Claims and Solicitation Agent on or before the Voting Deadline.
4. **The following Class 5 Ballots submitted to your Nominee will *not* be counted:**
 - (a) any Class 5 Beneficial Holder Ballot that partially rejects and partially accepts the Plan;
 - (b) Class 5 Beneficial Holder sent to the Debtors, the Debtors’ agents, any indenture trustee, or the Debtors’ financial or legal advisors;
 - (c) Class 5 Beneficial Holder Ballots sent by facsimile or any electronic means other than in accordance with the instructions of your Nominee;
 - (d) any Class 5 Beneficial Holder Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
 - (e) any Class 5 Beneficial Holder Ballot cast by an Entity that does not hold a Claim in Class 5;
 - (f) any unsigned Class 5 Beneficial Holder Ballot;
 - (g) any Class 5 Beneficial Holder Ballot submitted by a holder not entitled to vote pursuant to the Plan.
 - (h) any non-original Class 5 Beneficial Holder Ballot; and/or
 - (i) any Class 5 Beneficial Holder Ballot not marked to accept or reject the Plan or any Class 5 Ballot marked both to accept and reject the Plan.
5. If your Class 5 Beneficial Holder Ballot is not received by your Nominee in sufficient time to be included on a timely submitted Master Ballot, it will not be counted unless the Debtors determine otherwise. In all cases, Beneficial Holders should allow sufficient time to assure timely delivery of your Class 5 Beneficial Holder Ballot to your Nominee. No Class 5 Beneficial Holder Ballot should be sent to any of the Debtors, the Debtors’ agents, the Debtors’ financial or legal advisors, and if so sent will not be counted.
6. If you deliver multiple Class 5 Beneficial Holder Ballots to the Nominee with respect to the same Claim prior to the Voting Deadline, the last received valid Class 5 Beneficial Holder Ballot timely received will supersede and revoke any earlier received Class 5 Beneficial Holder Ballots.

7. You must vote all of your Claims within Class 5 either to accept or reject the Plan and may **not** split your vote. Further, if a holder has multiple Claims within Class 5, the Debtors may, in their discretion, aggregate the Claims of any particular holder with multiple Claims within Class 5 for the purpose of counting votes.
8. This Class 5 Beneficial Holder Ballot does **not** constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
9. **Please be sure to sign and date your Class 5 Beneficial Holder Ballot.** If you are signing a Class 5 Beneficial Holder Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Claims and Solicitation Agent, the Debtors, or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Class 5 Beneficial Holder Ballot.
10. If you hold Claims in more than one Class under the Plan you may receive more than one ballot coded for each different Class. Each ballot votes **only** your Claims indicated on that ballot, so please complete and return each ballot that you receive.
11. The Class 5 Beneficial Holder Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtors nor the Claims and Solicitation Agent will accept delivery of any such certificates or instruments surrendered together with a ballot.

PLEASE RETURN YOUR CLASS 5 BENEFICIAL HOLDER BALLOT PROMPTLY IN THE ENVELOPE PROVIDED OR OTHERWISE IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED BY YOUR NOMINEE.

IF YOU HAVE ANY QUESTIONS REGARDING THIS CLASS 5 BENEFICIAL HOLDER BALLOT, THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING, PLEASE CALL THE RESTRUCTURING HOTLINE AT: (844) 721-3891 (TOLL FREE) OR (347) 338-6512 (INTERNATIONAL) OR EMAIL CGGBALLOTS@PRIMECLERK.COM.

IF THE NOTICE AND CLAIMS AGENT DOES NOT *ACTUALLY RECEIVE* THE CLASS 5 MASTER BALLOT FILED ON YOUR BEHALF ON OR BEFORE SEPTEMBER 22, 2017, AT 5:00 P.M., PREVAILING EASTERN TIME, AND IF THE VOTING DEADLINE IS NOT EXTENDED, YOUR VOTE TRANSMITTED BY THIS CLASS 5 BENEFICIAL HOLDER BALLOT MAY BE COUNTED TOWARD CONFIRMATION OF THE PLAN ONLY IN THE DISCRETION OF THE DEBTORS.

EXHIBIT A

Your Nominee may have checked a box below to indicate the CUSIP to which this Beneficial Holder Ballot pertains, or otherwise provided that information to you on a label or schedule attached to the Beneficial Holder Ballot:

Class 5 (Senior Notes Claims and Senior Notes Accrued Interest Claims)		
<input type="checkbox"/>		
<input type="checkbox"/>		

Exhibit 4-D

**Form of Master Ballot for Class 5 Senior Notes Claims and Senior Notes Accrued Interest
Claims**

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

CGG HOLDING (U.S.) Inc., *et al.*,

Debtors.¹

Chapter 11

Case No. 17-11637 (MG)

(Jointly Administered)

**MASTER BALLOT FOR VOTING TO ACCEPT OR REJECT THE JOINT CHAPTER 11 PLAN OF
REORGANIZATION OF CGG HOLDING (U.S.) AND CERTAIN AFFILIATES**

**CLASS 5 HOLDERS OF SENIOR NOTES CLAIMS AND SENIOR NOTES ACCRUED INTEREST
CLAIMS**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), are soliciting votes with respect to the *Joint Chapter 11 Plan of Reorganization of CGG Holding (U.S.) and Certain Affiliates* (as may be amended from time to time, the “Plan”) as set forth in the *Disclosure Statement for Joint Chapter 11 Plan of Reorganization of CGG Holding (U.S.) and Certain Affiliates* (as may be amended from time to time, the “Disclosure Statement”). The Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [●] (the “Disclosure Statement Order”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this master ballot (the “Master Ballot”) because you are the Nominee (as defined below) of a Beneficial Holder² of Class 5 Senior Notes Claim or a Senior Notes Accrued Interest Claim as August 28, 2017 (the “Voting Record Date”).

This Master Ballot is to be used by you as a broker, bank, or other nominee; or as the agent of a broker, bank, or other nominee (each of the foregoing, a “Nominee”); or as the proxy holder of a Nominee for certain Beneficial Holders’ Class 5 Senior Notes Claims and Senior Notes Accrued Interest Claims (the “Class 5 Claims”), to transmit to the Claims and Solicitation Agent (as defined below) the votes of such Beneficial Holders in respect of their Class 5 Claims to accept or reject the Plan. This ballot may not be used for any purpose other than for submitting votes with respect to the Plan.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number or foreign jurisdictional equivalent, where applicable, are as follows: CGG Holding (U.S.) Inc. (6762); CGG Holding B.V. (0546); CGG Marine B.V. (6386); CGG Holding I (UK) Limited (3009); CGG Holding II (UK) Limited (1926); CGG Services (U.S.) Inc. (3790); Alitheia Resources Inc. (5147); Viking Maritime Inc. (7405); CGG Land (U.S.) Inc. (2437); Sercel Inc. (6603); Sercel-GRC Corp. (1837); Sercel Canada Ltd. (0001); CGG Canada Services Ltd. (4132); and CGG Marine Resources Norge AS (4989). The location of the Debtors’ and their non-Debtor affiliates’ global corporate headquarters is Tour Maine-Montparnasse 33, Avenue du Maine, B.P. 191, 75755 Paris Cedex 15, France.

² A “Beneficial Holder” means a beneficial owner of publicly-traded securities whose claims have not been satisfied prior to the Voting Record Date (as defined herein) pursuant to Bankruptcy Court order or otherwise, as reflected in the records maintained by the Nominees holding through DTC.

The rights and treatment for each Class are described in the Disclosure Statement, which was included in the package (the "Solicitation Package") you are receiving with this Master Ballot (as well as the Plan, Disclosure Statement Order, and certain other materials). If you received Solicitation Package materials in electronic format and desire paper copies, or if you need to obtain additional Solicitation Packages, you may obtain them from (a) Prime Clerk LLC (the "Claims and Solicitation Agent") at no charge by: (i) accessing the Debtors' restructuring website at <https://cases.primeclerk.com/CGG>; (ii) writing to the Claims and Solicitation Agent at CGG Ballot Processing, c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, NY 10022; (iii) calling the Claims and Solicitation Agent at (844) 721-3891 (toll free) or (347) 338-6512 (international); or (iv) emailing CGGballots@primeclerk.com; or (b) for a fee via PACER at <http://www.nysb.uscourts.gov>.

This Master Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Master Ballot in error, please contact the Claims and Solicitation Agent *immediately* at the address, telephone number, or email address set forth above.

YOUR VOTE ON THIS MASTER BALLOT FOR CERTAIN BENEFICIAL HOLDERS OF SENIOR NOTES CLAIMS AND SENIOR NOTES ACCRUED INTEREST CLAIMS IN CLASS 5 SHALL BE APPLIED TO EACH DEBTOR AGAINST WHOM SUCH BENEFICIAL HOLDERS HAVE A CLASS 5 CLAIM.

You are authorized to collect votes to accept or to reject the Plan from Beneficial holders in accordance with your customary practices, including the use of a "voting instruction form" in lieu of (or in addition to) a Beneficial Holder Ballot, and collecting votes from Beneficial holders through online voting, by phone, facsimile, or other electronic means.

The Court may confirm the Plan and thereby bind all Holders of Claims and Interests. To have the votes of your Beneficial Holders count as either an acceptance or rejection of the Plan, you must complete and return this Master Ballot so that the Claims and Solicitation Agent *actually receives* it on or before the Voting Deadline.

THE VOTING DEADLINE IS SEPTEMBER 22, 2017, AT 5:00 P.M., PREVAILING EASTERN TIME.

Item 1. Certification of Authority to Vote.

The undersigned certifies that, as of the Voting Record Date, the undersigned (please check the applicable box):

- Is a broker, bank, or other nominee for the Beneficial Holders of the aggregate principal amount of the Class 5 Claims listed in Item 2 below, and is the record holder of such bonds, or
- Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the aggregate principal amount of Class 5 Claims listed in Item 2 below, or
- Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee, or a beneficial owner, that is the registered holder of the aggregate principal amount of Class 5 Claims listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Plan, on behalf of the Beneficial Holders of the Class 5 Claims described in Item 2.

Item 2. Class 5 Claims Vote on Plan

The undersigned transmits the following votes, and releases of Beneficial Holders of Class 5 Claims and certifies that the following Beneficial Holders of Class 5 Claims, as identified by their respective customer account numbers set forth below, are the Beneficial Holders of such Claims as of the Voting Record Date and have delivered to the undersigned, as Nominee, ballots (the "Ballots") casting such votes.

Indicate in the appropriate column below the aggregate principal amount voted for each account or attach such information to this Master Ballot in the form of the following table. Please note that each holder must vote all such Beneficial Holder's Class 5 Claims to accept or reject the Plan and may not split such vote. Any Beneficial Holder Ballot executed by the Beneficial Holder that does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and a rejection of the Plan will not be counted. If the Beneficial Holder has checked the box on Item 3 of the Beneficial Holder Ballot pertaining to the releases by Holders of Claims and Interests, as detailed in Article VIII.D of the Plan, please place an X in the Item 3 column below.

Your Customer Account Number for Each Beneficial Holder of Class 5 Claims	Principal Amount Held as of Voting Record Date	Item 2			Item 3
		Indicate the vote cast on the Beneficial Holder Ballot by checking the appropriate box below.			
		Accept the Plan	or	Reject the Plan	
1	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
2	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
3	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
4	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
5	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
6	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
TOTALS	\$				

Item 3. Other Class 5 Ballots Submitted by Beneficial Holders. The undersigned certifies that it has transcribed in the following table the information, if any, provided by the Beneficial Holders in Item 5 of the Beneficial Holder Ballot:

YOUR customer account number and/or Customer Name for each Beneficial Holder who completed Item 5 of the Beneficial Holder Ballot.	Transcribe from Item 4 of the Beneficial Holder Ballot			
	Account Number	Name of Registered Holder or Nominee	Principal Amount of other Class 5 Senior Notes Claims and Senior Notes Accrued Interest Claims	CUSIP of other Class 5 Senior Notes Claims and Senior Notes Accrued Interest Claims Votes
1.			\$	
2.			\$	
3.			\$	
4.			\$	
5.			\$	

Item 4. Certifications.

Upon execution of this Master Ballot, the undersigned certifies that:

- it has received a copy of the Disclosure Statement, the Plan, the Master Ballots, the Beneficial Holder Ballots, and the remainder of the Solicitation Package and has delivered the same to the Beneficial Holders of the Class 5 Claims listed in Item 2 above;

- it has received a completed and signed Beneficial Holder Ballot from each Beneficial Holder listed in Item 2 of this Master Ballot;
- it is the registered holder of all Class 5 Claims listed in Item 2 above being voted, or
- it has been authorized by each Beneficial Holder of Class 5 Claims listed in Item 2 above to vote on the Plan;
- no other Master Ballots with respect to the same Class 5 Claims identified in Item 2 have been cast or, if any other Master Ballots have been cast with respect to such Claims, then any such earlier Master Ballots are hereby revoked;
- it has properly disclosed: (a) the number of Beneficial Holder of Class 5 Claims who completed the Beneficial Holder Ballots; (b) the respective amounts of the Class 5 Claims owned, as the case may be, by each Beneficial Holder of Class 5 Claims who completed a Beneficial Holder Ballot; (c) each such Beneficial Holder of Class 5 Claims' respective vote concerning the Plan; (e) each such Beneficial Holder of Class 5 Claims' certification as to other Class 5 Claims voted; and (f) the customer account or other identification number for each such Beneficial Holder of Class 5 Claims; and
- it will maintain ballots and evidence of separate transactions returned by Beneficial Holder of Class 5 Claims (whether properly completed or defective) for at least one (1) year after the Effective Date of the Plan and disclose all such information to the Bankruptcy Court or the Debtors, if so ordered.

Name of Nominee: _____
(Print or Type)

Participant Number: _____

Name of Proxy Holder or Agent for Nominee (if applicable): _____
(Print or Type)

Signature: _____

Name of Signatory: _____

Title: _____

Address: _____

Date Completed: _____

Email Address: _____

**PLEASE COMPLETE, SIGN, AND DATE THIS MASTER BALLOT AND
RETURN IT *PROMPTLY* IN THE ENVELOPE PROVIDED VIA FIRST CLASS MAIL, OVERNIGHT
COURIER, HAND DELIVERY, OR VIA ELECTRONIC MAIL SERVICE TO:**

**CGG Holding (U.S.)
c/o Prime Clerk LLC
830 Third Avenue, 3rd Floor
New York, NY 10022
CGGballots@primeclerk.com**

IF THE NOTICE AND CLAIMS AGENT DOES NOT ***ACTUALLY RECEIVE***
THIS CLASS 5 MASTER BALLOT **ON OR BEFORE SEPTEMBER 22, 2017, AT 5:00 P.M.**, PREVAILING
EASTERN TIME, (AND IF THE VOTING DEADLINE IS NOT EXTENDED), THE VOTES TRANSMITTED
BY THIS CLASS 5 MASTER BALLOT MAY BE COUNTED TOWARD CONFIRMATION
OF THE PLAN ONLY IN THE DISCRETION OF THE DEBTORS.

Class 5 — Senior Notes Claims and Senior Notes Accrued Interest Claims

INSTRUCTIONS FOR COMPLETING THIS MASTER BALLOT

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Master Ballot or in these instructions (the “**Ballot Instructions**”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Master Ballot. **PLEASE READ THE PLAN AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS MASTER BALLOT.**
2. The Plan can be confirmed by the Court and thereby made binding upon the holders if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of Claims in at least one class of creditors that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code. Please review the Disclosure Statement for more information.
3. You should immediately distribute the Beneficial Holder Ballots and the Solicitation Package to all Beneficial Holders of Class 5 Claims and take any action required to enable each such Beneficial Holder to vote timely the Claims that it holds. You may distribute the Solicitation Packages to Beneficial Holders, as appropriate, in accordance with your customary practices. You are authorized to collect votes to accept or to reject the Plan from Beneficial Holders in accordance with your customary practices, including the use of a “voting instruction form” in lieu of (or in addition to) a beneficial ballot, and collecting votes from Beneficial Holders through online voting, by phone, facsimile, or other electronic means. Any Beneficial Holder Ballot returned to you by a Beneficial Holder of a Class 5 Claim shall not be counted for purposes of accepting or rejecting the Plan until you properly complete and deliver, to the Claims and Solicitation Agent, a Master Ballot that reflects the vote of such Beneficial Holders by **September 22, 2017, at 5:00 p.m.**, prevailing Eastern Time or otherwise validate the Master Ballot in a manner acceptable to the Claims and Solicitation Agent.
4. If you are transmitting the votes of any Beneficial Holder of Class 5 Claims other than yourself, you may either:
 - (a) “Pre-validate” the individual Class 5 Senior Notes Claims and Senior Notes Accrued Interest Claims Ballot contained in the Solicitation Package and then forward the Solicitation Package to the Beneficial Holder of the Class 5 Claim for voting within five (5) Business Days after the receipt by such Nominee of the Solicitation Package, with the Beneficial Holder then returning the individual Beneficial Holder Ballot directly to the Claims and Solicitation Agent in the return envelope to be provided in the Solicitation Package. A Nominee “pre-validates” a Beneficial Holder’s Ballot by signing the Beneficial Holder Ballot and including their DTC participant number; indicating the account number of the Beneficial Holder and the principal amount of Class 5 Claim held by the Nominee for such Beneficial Holder; and then forwarding the Beneficial Holder Ballot together with the Solicitation Package to the Beneficial Holder. The Beneficial Holder then completes the information requested on the Beneficial Holder Ballot and returns the Beneficial Holder Ballot directly to the Claims and Solicitation Agent. A list of the Beneficial Holders to whom “pre-validated” Beneficial Holder Ballots were delivered should be maintained by Nominees for inspection for at least one year from the Effective Date; OR
 - (b) Within five (5) Business Days after receipt by such Nominee of the Solicitation Package, forward the Solicitation Package to the Beneficial Holder of the Class 5 Claim for voting along with a return envelope provided by and addressed to the Nominee, with the Beneficial Holder then returning the individual Beneficial Holder Ballot to the Nominee. In such case, the Nominee will tabulate the votes of its respective owners on a Master Ballot that will be provided to the Nominee separately by the Claims and Solicitation Agent, in accordance with any instructions set forth in the instructions to the Master Ballot, and then return the Master Ballot to the Claims and Solicitation Agent. The Nominee should advise the Beneficial Holder to return

their individual Beneficial Holder Ballots to the Nominee by a date calculated by the Nominee to allow it to prepare and return the Master Ballot to the Claims and Solicitation Agent so that the Master Ballot is actually received by the Claims and Solicitation Agent on or before the Voting Deadline.

5. With regard to any Beneficial Holder Ballots returned to you by a Beneficial Holder, you must: (a) compile and validate the votes and other relevant information of each such Beneficial Holder on the Master Ballot using the customer name or account number assigned by you to each such Beneficial Holder; (b) execute the Master Ballot; (c) transmit such Master Ballot to the Claims and Solicitation Agent by the Voting Deadline; and (d) retain such Beneficial Holder Ballots from Beneficial Holders, whether in hard copy or by electronic direction, in your files for a period of one year after the Effective Date of the Plan. You may be ordered to produce the Beneficial Holder Ballots to the Debtors or the Bankruptcy Court.
6. The Master Ballot **must** be returned to the Claims and Solicitation Agent so as to be **actually received** by the Claims and Solicitation Agent on or before the Voting Deadline. **The Voting Deadline is September 22, 2017, at 5:00p.m.**, prevailing Eastern Time.
7. If a Master Ballot is received **after** the Voting Deadline and if the Voting Deadline is not extended, it may be counted only in the discretion of the Debtors. Additionally, **the following Master Ballots will not be counted:**
 - (a) any Master Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
 - (b) any Master Ballot cast by a Party that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - (c) any Master Ballot sent by facsimile or any electronic means other than electronic mail;
 - (d) any unsigned Master Ballot;
 - (e) any Master Ballot that does not contain an original signature provided however, that any Master Ballot submitted via electronic mail shall be deemed to contain an original signature;
 - (f) any Master Ballot not marked to accept or reject the Plan; and
 - (g) any Master Ballot submitted by any party not entitled to cast a vote with respect to the Plan.
8. The method of delivery of Master Ballots to the Claims and Solicitation Agent is at the election and risk of each Nominee of Class 5 Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Claims and Solicitation Agent **actually receives** the originally executed Master Ballot. In all cases, Beneficial Holders and Nominees should allow sufficient time to assure timely delivery.
9. If a Beneficial Holder or Nominee holds a Claim in a Voting Class against multiple Debtors, a vote on their Ballot will apply to all Debtors against whom such Beneficial Holder or Nominee has a Claim, as applicable, in that Voting Class.
10. If multiple Master Ballots are received from the same Nominee with respect to the same Beneficial Holder Ballot belonging to a Beneficial Holder of a Claim prior to the Voting Deadline, the latest, timely received, and properly completed Master Ballot will supersede and revoke any earlier received Master Ballots.
11. The Master Ballot does **not** constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
12. **Please be sure to sign and date the Master Ballot.** You should indicate that you are signing a Master Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity and, if required or requested by the Claims and Solicitation Agent, the Debtors, or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such Beneficial Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Master Ballot.

13. If you are both the Nominee and the Beneficial Holder of any of the Class 5 Claims and you wish to vote such Class 5 Claims, you may return a Beneficial Holder Ballot or Master Ballot for such Class 5 Claims and you must vote your entire Class 5 Claims to either to accept or reject the Plan and may not split your vote. Accordingly, a Beneficial Holder Ballot, other than a Master Ballot with the votes of multiple Beneficial Holders, that partially rejects and partially accepts the Plan will not be counted.
14. For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate Claims held by a single creditor in a particular Class will be aggregated and treated as if such creditor held one Claim in such Class, and all votes related to such Claim will be treated as a single vote to accept or reject the Plan; *provided, however*, that if separate affiliated entities hold Claims in a particular Class, these Claims will not be aggregated and will not be treated as if such creditor held one Claim in such Class, and the vote of each affiliated entity may be counted separately as a vote to accept or reject the Plan.
15. The following additional rules shall apply to Master Ballots:
 - (a) Votes cast by Beneficial Holders through a Nominee will be applied against the positions held by such entities in the Class 5 Claims as of the Record Voting Date, as evidenced by the record and depository listings.
 - (b) Votes submitted by a Nominee, whether pursuant to a Master Ballot or pre-validated holder Ballots, will not be counted in excess of the record amount of the Class 5 Claims held by such Nominee;
 - (c) To the extent that conflicting votes or “over-votes” are submitted by a Nominee, whether pursuant to a Master Ballot or pre-validated holder Beneficial Holder Ballots, the Claims and Solicitation Agent will attempt to reconcile discrepancies with the Nominee;
 - (d) To the extent that over-votes on a Master Ballot or pre-validated holder Beneficial Holder Ballots are not reconcilable prior to the preparation of the vote certification, the Claims and Solicitation Agent will apply the votes to accept and reject the Plan in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballot or pre-validated holder Ballots that contained the over-vote, but only to the extent of the Nominee’s position in Class 5 Claims; and
 - (e) For purposes of tabulating votes, each holder holding through a particular account will be deemed to have voted the principal amount relating its holding in that particular account, although the Claims and Solicitation Agent may be asked to adjust such principal amount to reflect the claim amount.

PLEASE RETURN YOUR MASTER BALLOT PROMPTLY

**IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT,
THESE VOTING INSTRUCTIONS, OR THE PROCEDURES FOR VOTING,
PLEASE CALL THE RESTRUCTURING HOTLINE AT: (844) 721-3891 (TOLL FREE) OR (347) 338-6512
(INTERNATIONAL) OR EMAIL [HTTPS://CASES.PRIMECLERK.COM/CGG](https://cases.primeclerk.com/cgg).**

**IF THE NOTICE AND CLAIMS AGENT DOES NOT *ACTUALLY RECEIVE* THIS MASTER BALLOT
ON OR BEFORE THE VOTING DEADLINE, WHICH IS SEPTEMBER 22, 2017, AT 5:00 P.M.
PREVAILING EASTERN TIME, (AND IF THE VOTING DEADLINE IS NOT EXTENDED), THE VOTES
TRANSMITTED HEREBY MAY BE COUNTED ONLY IN THE DISCRETION OF THE DEBTORS.**

EXHIBIT A

Please check ONE box below to indicate the CUSIP to which this Master Ballot pertains (or clearly indicate such information directly on the Master Ballot or on a schedule thereto):

Class 5 (Senior Notes Claims and Senior Notes Accrued Interest Claims)		
<input type="checkbox"/>		
<input type="checkbox"/>		

EXHIBIT 5

Notice of Non-Voting Status for Unimpaired Classes

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*Counsel to the Debtors
and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	X
In re:	: Chapter 11
	: :
CGG HOLDING (U.S.) INC., <i>et al.</i> ,	: Case No. 17-11637 (MG)
	: :
Debtors. ¹	: (Jointly Administered)
	: :
-----	X

**NOTICE OF NON-VOTING STATUS TO
UNCLASSIFIED CLAIMS AND UNIMPAIRED CLASSES**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. Approval of Disclosure Statement

On July 24, 2017, the Debtors filed the *Joint Chapter 11 Plan of Reorganization of CGG Holding (U.S.) Inc. and Certain Affiliates* (as may be amended from time to time, the “Plan”). Also on July 24, 2017, the Debtors filed the proposed *Disclosure Statement for the Joint Chapter 11 Plan of Reorganization of CGG Holding (U.S.) Inc. and Certain Affiliates* (as amended from time to time, the “Disclosure Statement”). By order dated August 28, 2017 [ECF No. ●] (the “Disclosure Statement Approval Order”), the Bankruptcy Court approved (i) the adequacy of the Disclosure Statement [ECF No. 240]; (ii) certain key dates relating to confirmation of the Plan [ECF No. 239]; (iii) procedures for solicitation and tabulation of votes to accept or reject the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: CGG Holding (U.S.) Inc. (6762); CGG Holding B.V. (4673); CGG Marine B.V. (1518); CGG Holding I (UK) Limited (2086); CGG Holding II (UK) Limited (2105); CGG Services (U.S.) Inc. (3790); Alitheia Resources Inc. (5147); Viking Maritime Inc. (7405); CGG Land (U.S.) Inc. (2437); Sercel, Inc. (6603); Sercel-GRC Corp. (1837); Sercel Canada Ltd. (9968); CGG Canada Services Ltd. (4132); and CGG Marine Resources Norge AS (7825). The location of the Debtors’ and their non-Debtor affiliates’ global corporate headquarters is Tour Maine-Montparnasse 33, Avenue du Maine, B.P. 191, 75755 Paris Cedex 15, France.

Plan; (iv) forms of ballots and notices to be distributed in connection with solicitation; and (v) procedures for notice of a confirmation hearing and filing objections to confirmation of the Plan.

2. Notice of Non-Voting Status

UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST THE DEBTORS ARE (A) UNCLASSIFIED PURSUANT TO SECTION 1123(A)(1) OF THE BANKRUPTCY CODE OR (B) NOT IMPAIRED. SUCH CLAIMS WILL BE PAID IN FULL OR REINSTATED UNDER THE PLAN, IN ACCORDANCE WITH THE TERMS THEREOF. THEREFORE, PURSUANT TO SECTION 1126(F) OF THE BANKRUPTCY CODE, YOU ARE (I) DEEMED TO HAVE ACCEPTED THE PLAN AND (II) NOT ENTITLED TO VOTE ON THE PLAN. ACCORDINGLY, THIS NOTICE AND THE CONFIRMATION HEARING NOTICE ARE BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY.

3. Additional Information

If you have any questions about the status of your claim(s), or wish to request a copy of the Plan and Disclosure Statement at no cost to you, please contact the Debtors' administrative agent, Prime Clerk, LLC (the "Notice and Claims Agent") at CGG Holding (U.S.) Inc. Ballot Processing c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, NY 10022, or by telephone at 844-721-3891 (toll-free) for U.S.-based parties or 347-388-6512 for international parties or via email at cgginfo@primeclerk.com. Please note that the Notice and Claims Agent is not authorized to, and will not, provide legal advice.

Copies of the Disclosure Statement, the Plan, and related materials may also be obtained from (i) the office of the Clerk of the Bankruptcy Court at One Bowling Green, New York, New York 10004 (the "Clerk's Office") during normal business hours; (ii) the Bankruptcy Court's electronic case filing system at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Bankruptcy Court's website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov); and (iii) at the Debtors' restructuring website at <https://cases.primeclerk.com/cgg>.

EXHIBIT 6

Executory Contract and Unexpired Lease Notice

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*Counsel to the Debtors and
Debtors in Possession*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	X
In re:	: Chapter 11
	: :
CGG HOLDING (U.S.) INC., <i>et al.</i> ,	: Case No. 17-11637 (MG)
	: :
Debtors. ¹	: (Jointly Administered)
	: :
-----	X

NOTICE TO CONTRACT AND LEASE PARTIES

PLEASE TAKE NOTICE OF THE FOLLOWING:

On August 28, 2017, the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) entered an order approving the adequacy of the *Disclosure Statement for the Joint Chapter 11 Plan of Reorganization of CGG Holding (U.S.) Inc. and Certain Affiliates* [ECF No. 240] (as may be amended from time to time and including all exhibits and supplements thereto, the “Disclosure Statement,” and the order approving the same, the “Disclosure Statement Order”) filed by CGG Holding (U.S.) Inc. and certain of its affiliates as debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”) for use by the Debtors in soliciting acceptances and rejections of the *Joint Chapter 11 Plan of Reorganization of CGG Holding (U.S.) Inc. and Certain Affiliates* [ECF No. 239] (as may be amended or supplemented from time to time, and including all exhibits and supplements thereto, the “Plan”) from holders of impaired claims.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: CGG Holding (U.S.) Inc. (6762); CGG Holding B.V. (4673); CGG Marine B.V. (1518); CGG Holding I (UK) Limited (2086); CGG Holding II (UK) Limited (2105); CGG Services (U.S.) Inc. (3790); Alitheia Resources Inc. (5147); Viking Maritime Inc. (7405); CGG Land (U.S.) Inc. (2437); Sercel, Inc. (6603); Sercel-GRC Corp. (1837); Sercel Canada Ltd. (9968); CGG Canada Services Ltd. (4132); and CGG Marine Resources Norge AS (7825). The location of the Debtors’ and their non-Debtor affiliates’ global corporate headquarters is Tour Maine-Montparnasse 33, Avenue du Maine, B.P. 191, 75755 Paris Cedex 15, France.

Pursuant to Article V of the Plan, except as otherwise provided therein, on the Effective Date² of the Plan, all of the Debtors' executory contracts or unexpired leases ("Executory Contracts and Unexpired Leases") will be deemed assumed and assigned to the Reorganized Debtors in accordance with the provisions and requirements of section 365 and 1123 of the Bankruptcy Code. The Confirmation Order shall constitute an order of the Bankruptcy Court approving such assumptions pursuant to sections 365(a) and 1123 of the Bankruptcy Code.

YOU ARE RECEIVING THIS NOTICE BECAUSE THE DEBTORS' RECORDS INDICATE THAT YOU ARE A COUNTERPARTY TO AN EXECUTORY CONTRACT OR UNEXPIRED LEASE WITH THE DEBTORS THAT HAS NOT BEEN ASSUMED OR REJECTED AS OF THE DATE HEREOF.

A. Cure Procedures and Payments related to Assumption

Pursuant to section 365(b) of the Bankruptcy Code, in connection with assumption and assignment of the Executory Contracts and Unexpired Leases, any monetary claims based on the Debtors' default under the Executory Contracts or Unexpired Leases (as defined in the Plan, "Cure Claims") shall be paid in full in cash on the Effective Date of the Plan or as soon as reasonably practicable thereafter, subject to the limitations described in the Plan, or on such other terms as the parties to such Executory Contract or Unexpired Leases may otherwise agree.

B. Cure Notices; Objection Procedures

The Disclosure Statement Order approved cure procedures for the Executory Contracts and Unexpired Leases to be assumed and reinstated pursuant to the Plan.

At least fourteen (14) calendar days before the Confirmation Hearing, the Debtors shall distribute, or cause to be distributed, notices (the "Cure Notices") to each counterparty regarding the proposed assumption and amounts that the Debtors believe are necessary to satisfy the Cure Claims for the applicable Executory Contract or Unexpired Lease in accordance with the Bankruptcy Code. Any objection by a counterparty to an Executory Contract or Unexpired Lease to a proposed assumption or related cure amount must be Filed, served and actually received by the Debtors as set forth in the Cure Notices at least seven (7) calendar days before the Confirmation Hearing. Any counterparty to an Executory Contract or Unexpired Lease that fails to object timely to the proposed assumption or cure amount will be deemed to have assented to such assumption or cure amount.

If an objection to the proposed assumption, the cure amount, or any other matter pertaining to assumption of an Executory Contract or Unexpired Lease (including the ability of the Reorganized Debtors or any assignee to provide "adequate assurance of future performance" within the meaning of section 365 of the Bankruptcy Code) is timely filed and received, and the parties do not reach a consensual resolution of such objection, a hearing with respect to such objection will be held at the Confirmation Hearing (or at any later hearing scheduled by the Debtors or the Reorganized Debtors). Objections to the proposed cure amount or assumption of an executory contract or unexpired lease will not be treated as objections to confirmation of the

² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Plan.

Plan. Payments on the Cure Claim shall be made only following the entry of an order resolving such dispute and approving the assumption.

If the Bankruptcy Court determines that an Allowed Cure Claim with respect to any Executory Contract or Unexpired Lease is greater than the amount set forth in the applicable Cure Notice, the Debtors or Reorganized Debtors, as applicable, will have the right to move to reject such Executory Contract or Unexpired Lease.

C. Assumption of Executory Contracts and Unexpired Leases under the Plan

Assumption of any Executory Contract or Unexpired Lease pursuant to the Plan or otherwise shall result in the full release and satisfaction of any Claims or defaults, whether monetary or nonmonetary, including defaults of provisions restricting the change in control or ownership interest composition or other bankruptcy-related defaults, arising under any assumed Executory Contract or Unexpired Lease at any time before the date that the Debtors assume such Executory Contract or Unexpired Lease.

Nothing contained in the Plan shall constitute an admission by the Debtors that any contract or lease is in fact an Executory Contract or Unexpired Lease or that any Reorganized Debtor has any liability thereunder. If there is a dispute regarding whether a contract or lease is or was executory or unexpired at the time of assumption, the Debtors, or, after the Effective Date, the Reorganized Debtors shall have thirty (30) calendar days following entry of a Final Order resolving such dispute to alter their treatment of such contract or lease.

D. Additional Information

The treatment of Executory Contracts and Unexpired Leases is more fully described in Article V of the Plan.

Copies of the Disclosure Statement, the Plan, the Disclosure Statement Order, and certain materials in the Solicitation Package may be obtained from (i) the office of the Clerk of the Bankruptcy Court (the “Clerk’s Office”) during normal business hours; (ii) the Bankruptcy Court’s electronic case filing system at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Bankruptcy Court’s website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov); or (iii) the Debtors’ claims and solicitation agent, Prime Clerk, Inc. (the “Claims and Solicitation Agent”) (a) at the Debtors’ restructuring website at <https://cases.primeclerk.com/CGG>, (b) upon request by mail to CGG Ballot Processing, c/o Prime Clerk, Inc., 830 Third Avenue, 3rd Floor, New York, NY 10022, or (c) upon request by telephone at (844) 721-3891 (toll free) or (347) 338-6512 (international) or via email at CGGballots@primeclerk.com. If the Debtors receive such a request for a paper copy of the documents, the Debtors will send a copy to the requesting party by overnight delivery at the Debtors’ expense.