

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

EPAS ID: PAT4418688

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
CGG SERVICES SA	11/07/2016
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	CGG SERVICES SAS
<b>Street Address:</b>	27 AVENUE CARNOT
<b>City:</b>	MASSY CEDEX
<b>State/Country:</b>	FRANCE
<b>Postal Code:</b>	91341
<b>PROPERTY NUMBERS Total: 1</b>	
<b>Property Type</b>	<b>Number</b>
<b>Application Number:</b>	15527122
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(888)232-9785
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>	
<b>Phone:</b>	5403611863
<b>Email:</b>	amanda@ppblaw.com
<b>Correspondent Name:</b>	PATENT PORTFOLIO BUILDERS
<b>Address Line 1:</b>	P.O. BOX 7999
<b>Address Line 4:</b>	FREDERICKSBURG, VIRGINIA 22404
<b>ATTORNEY DOCKET NUMBER:</b>	0336-512-4/100882
<b>NAME OF SUBMITTER:</b>	AMANDA GOODE
<b>SIGNATURE:</b>	/AMANDA GOODE/
<b>DATE SIGNED:</b>	05/17/2017
<b>Total Attachments: 10</b>	
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**CGG SERVICES SAS**

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A FRENCH SIMPLIFIED JOINT-STOCK COMPANY (*SOCIETE PAR ACTIONS SIMPLIFIEE*)  
WITH CAPITAL OF €10,000,000  
Registered office 27 AVENUE CARNOT – 91300 MASSY  
EVRY TRADE AND COMPANIES REGISTER NUMBER 403 256 944

Articles of Association updated on November 7, 2016

## **ARTICLE 1 FORM**

1.1 The company was incorporated in the form of simplified joint-stock company [S.A.S.] on 26 December 1995.

1.2 By decision of an extraordinary general meeting of the partners on 28 November 2006, the company was transformed into a private limited company [S.A.] with a Board of Directors. The company, in its new form, is governed by the statutory and regulatory provisions applicable to public limited companies, as well as by these articles of association.

1.3 By decision of an extraordinary general meeting of shareholders on 7 November 2016, the company was transformed into a simplified joint-stock company [S.A.S.]. The company, in its new form, is governed by the statutory and regulatory provisions applicable, as well as by these articles of association.

## **ARTICLE 2 CORPORATE NAME**

The corporate name of the Company is: CGG SERVICES SAS.

All instruments or documents issued by the company for the attention of third parties, in particular various forms of letters, invoices, notices and publications, must state the corporate name, immediately preceded or followed by the legible French-language words "*Société par actions simplifiée*" or the initials "SAS", the amount of the share capital and the registration number with the trade and companies register.

## **ARTICLE 3 REGISTERED OFFICE**

The Company's registered office is established at: 27 avenue Carnot, 91300 Massy, France.

The registered office may be transferred to any other place pursuant to a decision by the Chairman, subject to approval by the sole shareholder, or, if there is more than one shareholder, collective approval by the shareholders. If the Chairman decides to transfer the registered office, she/he shall be authorised to amend the by-laws accordingly.

## **ARTICLE 4 TERM OF EXISTENCE OF THE COMPANY**

Except in the event of extension or early winding-up, the Company shall exist for 99 years as from the date of its registration with the Trade and Companies Register.

## **ARTICLE 5 CORPORATE PURPOSE**

The company has the following purposes in France and abroad:

- the direct or sub-contracted performance of any type of geophysical studies (land, marine, etc.) whether standard or otherwise;

- the direct or sub-contracted processing and/or pre-processing of data thus acquired;
- acquisition and marketing on its own account of any seismic data (land, marine, etc.);
- obtaining, acquiring, transferring, operating any know-how licences, patents and software relating to such operations;
- providing all services relating to the above purposes;
- operating, in any capacity and under any conditions whatsoever, any business relating to the geophysical study of the subsoil, in all countries, on behalf of third parties or on its own account;
- direct or indirect holding, whether majority or otherwise, in any business, corporation or company the purpose of which is to benefit that of the present company,

and more generally, any industrial, commercial mining or financial, property or real-estate operations relating directly or indirectly to the above purpose, without any limitations or reserves”.

## **ARTICLE 6 CONTRIBUTION - CAPITAL - SHARES - RIGHTS ATTACHED TO THE SHARES**

### **Contributions**

When the Company was incorporated, CGG made a cash contribution to the Company of FRF 249,900 (two hundred and forty-nine thousand nine hundred French francs), which amount was paid up in full and deposited in the name of the Company, which was in the process of incorporation at the time, in a special account that was opened with Bank Neuflyze, Schlumberger et Mallet. The subscriber’s payments were evidenced by a certificate that was drawn up in accordance with the law and issued by said bank.

CGG Explo made a cash contribution to the Company of FRF 100 (one hundred French francs), which amount was paid up in full and deposited in the name of the Company, which was in the process of incorporation at the time, in a special account that was opened with Bank Neuflyze, Schlumberger et Mallet. The subscriber’s payments were evidenced by a certificate that was drawn up in accordance with the law and issued by said bank.

### **Share capital - shares**

The share capital, fully paid-up, is set at €10,000,000 (ten million euros). It is divided into 250,000,000 (two hundred and fifty million) shares with a par value of €0.04 (four cents) each, all of the same class.

All shares are issued in registered form.

By holding a share, each shareholder is deemed to have automatically accepted the articles of association and to have agreed to abide by resolutions adopted by the sole shareholders, or if there is more than one shareholder, collective shareholders resolutions.

Shares shall be registered in an account opened with the Company on the terms and conditions and in accordance with the procedures provided for in the statutory and regulatory provisions in force.

A shares registration certificate may be issued to shareholders, on request.

**ARTICLE 7 SHARE TRANSFERS**

Ownership of shares shall result from their registration in an individual account, in the name of the holder, in the registers that the Company keeps at the registered office for this purpose.

Share transfers shall be effected vis-à-vis third parties and the Company by movements from one account to another.

**ARTICLE 8 APPOINTMENT OF THE CHAIRMAN**

The Company shall be managed and represented by a Chairman, who may be a legal person or a natural person, of French or foreign citizen and a shareholder or non-shareholder of the Company.

The Chairman shall be appointed by a decision of the sole shareholder or, if there is more than one shareholder, by a collective shareholders' decision of the Company.

**ARTICLE 9 TERM OF OFFICE OF THE CHAIRMAN**

The Chairman shall perform his/her duties for a limited or unlimited term of office, as decided by the sole shareholder or, if there is more than one shareholder, by the shareholders at the time of his/her appointment. The Chairman may only be removed by a decision of the sole shareholder or, if there is more than one shareholder, by a collective shareholders' decision.

**ARTICLE 10 REMUNERATION OF THE CHAIRMAN**

In consideration for the assignments entrusted to him/her, the Chairman may receive, for his/her duties as Chairman, remuneration that shall be determined on a discretionary basis by a decision of the sole shareholder or, if there is more than one shareholder, by a collective shareholders' decision.

**ARTICLE 11 POWERS OF THE CHAIRMAN**

Under all circumstances, the Chairman shall be vested with all the powers needed to represent and manage the company, except as otherwise specifically stipulated at the time of his/her appointment, and with the exception of the decisions for which the provisions of the law or the present by-laws confer exclusive authority on the sole shareholder or, if there is more than one shareholder, on the shareholders.

**ARTICLE 12 APPOINTMENT OF THE CHIEF EXECUTIVE OFFICER**

The Company may also be managed by one or more natural or legal persons who shall have the title of chief executive officer. The chief executive officer shall be appointed by the sole shareholder or, if there is more than one shareholder, by collective shareholders' decisions. Chief executive officers who are natural persons may hold an employment contract with the Company.

**ARTICLE 13 CHIEF EXECUTIVE OFFICER'S TERM OF OFFICE**

The chief executive officer shall perform his/her duties for a limited or unlimited term of office, as decided by the sole shareholder or, if there is more than one shareholder, by the shareholders at the time of his/her appointment. The chief executive officer may be removed from office at any time, without the need for a reason, by a decision of the sole shareholder, or, if there is more than one shareholder, by a collective shareholders' decision that is recorded in minutes. The chief executive officer shall not be entitled to any compensation of any kind whatsoever when he/she stands down from office, regardless of the reason therefor or the form therefor.

**ARTICLE 14 CHIEF EXECUTIVE OFFICER'S POWERS**

The chief executive officer shall have the same management and representation powers as the Chairman, subject to any restriction contained in the decision appointing him/her or in a subsequent decision.

**ARTICLE 15 CHIEF EXECUTIVE OFFICER'S REMUNERATION**

In consideration for the mission assigned to him/her, the chief executive officer may receive, for his/her duties as chief executive officer, remuneration that shall be determined on a discretionary basis by a decision of the sole shareholder or, if there is more than one shareholder, by a collective shareholders' decision.

**ARTICLE 16 WORKS COUNCIL**

I - If there is a works council, works council representative shall exercise the rights provided for by Articles L. 2323-62 to L. 2323-66 of the French Employment Code (*Code du Travail*) vis-à-vis the Chairman.

II - For the purposes of Articles L. 2323-67 and R. 2323-14, R. 2323-15 and R. 2323-16 of the French Employment Code (*Code du Travail*):

- (a) If the shareholders are consulted in a general meeting, the draft resolutions referred to in Articles L. 2323-67, R. 2323-14, R. 2323-15 and R. 2323-16 of the French Employment Code must be sent to the Chairman, at the registered office, by registered post with acknowledgment of receipt, within the period stipulated in Article R. 2323-14.
- (b) If no shareholders consultation at a general meeting is planned, the works council shall send the draft resolutions to the Chairman at the registered office by letter sent by registered post with acknowledgment of receipt and the said draft resolutions shall be submitted at the first shareholder consultation following the expiry of a period of 25 days commencing on the date of receipt, regardless of the method of consultation used

(consultation by correspondence, unanimous decision by the shareholders or sole shareholder's decision by signature of a private instrument).

- (c) Each request shall be sent by the works council, represented by one of its members specifically authorised for the said purpose by a works council decision, and must obligatorily be accompanied by (i) the list of items that the works council wishes to add to the agenda, (ii) the wording of the draft resolutions, (iii) an explanation of the reasons for these resolutions, as well as (iv) of copy of the authority granted to the works council's representative in accordance with the above-mentioned provisions.

III - The works council must be informed of collective decisions under the same conditions as the shareholders.

#### **ARTICLE 17 AUDITORS**

One or more principal and deputy statutory auditors shall be appointed and shall perform their audit assignment in accordance with the law and the regulations in force.

#### **ARTICLE 18 FISCAL YEAR**

Each fiscal year shall last for one year, which shall start on 1 January and end on 31 December of each year.

#### **ARTICLE 19 APPROVAL OF THE FINANCIAL STATEMENTS**

The management report, the annual financial statements and, as applicable, the group management report and the consolidated financial statements, shall be prepared by the Chairman. The annual financial statements and, as applicable, the consolidated financial statements, shall be approved by the sole shareholder or, if there is more than one shareholder, by a collective shareholders' decision, after consulting the Chairman's management report and the auditors' reports, within six months of the close of the fiscal year.

#### **ARTICLE 20 DECISIONS**

Only the sole shareholder, or the shareholders, if there is more than one shareholder, shall have authority to make all decisions for which authority is conferred on them by law and, in particular:

- decisions to approve the annual financial statements and, as applicable, the consolidated financial statements;
- decisions to increase, redeem or reduce the capital;



- decisions to convert the Company into another form of company or partnership, or to wind up the Company, as well as decisions on all the liquidation rules and the liquidator's powers;
- merger, spin-off or hive-down decisions, unless the law provides that these operations do not have to be approved by the sole shareholder or, if there is more than one shareholder, by a collective shareholders' decision, in particular pursuant to the provisions of Articles L.236-11 and L.236-11-1 of the French Commercial Code;
- decisions to extend the Company's term of existence;
- decisions concerning the appointment, the removal from office and the remuneration of the Chairman and of the chief executive officer;
- decisions to appoint the auditors during the life of the Company;
- decisions to approve regulated agreements.

All other decisions shall fall within the scope of the Chairman's powers.

If there is more than one shareholder, unless otherwise provided for by a mandatory provision of law, collective decisions by the shareholders shall be taken on the majority of the votes held by the shareholders who are present or represented.

#### **ARTICLE 21 METHODS FOR CONSULTING THE SOLE SHAREHOLDER OR THE SHAREHOLDERS**

If the Company only has one shareholder, the sole shareholder's decisions may be expressed in the form of a private instrument signed by the sole shareholder or through a meeting.

If there is more than one shareholder, collective decisions shall be taken in a **meeting** or via a **consultation by correspondence**. They may also be expressed in a **private instrument that is signed by all the shareholders**. All means of communication – video, email, fax, etc. – may be used to take decisions.

If there is more than one shareholder, each shareholder shall be entitled to participate in decisions in his/her own right or via the proxy of his/her choice. Each share grants the right to one vote. The voting right attached to shares is proportional to the fraction of the capital that they represent. For all decisions, a meeting shall be held as of right if a request for a meeting is made by one or more shareholders who represent more than 50% of the share capital and voting rights.

### Meetings

Meetings shall be convened by the Chairman or by a court-appointed representative if the Chairman fails to convene a meeting when required. One or more shareholders who represent more than 50% of the share capital and voting rights may also convene a meeting. If the Chairman does not convene the meeting, the Chairman must be informed that a meeting is being held and convened to said meeting.

Meetings may be convened by all means, but must be convened at least eight (8) days before the meeting date. The convening notice shall include the agenda. A convening notice is not required if all the shareholders are present or represented.

Meetings shall be chaired by the Chairman or, if not, by a chair voted by the meeting.

A shareholders' meeting may only vote if the shareholders who are present or represented hold more than 50% of the Company's capital and voting rights.

An attendance sheet shall be kept for each meeting and minutes shall be drawn up to record the meeting, which shall be signed by the chair and by the shareholder(s) who represent more than 50% of the share capital and voting rights.

### Consultation via correspondence

In the event of a consultation via correspondence, the wording of the proposed resolutions, as well as the documents that are needed to inform the shareholders, shall be sent to each shareholder by any means. The shareholders shall have a minimum of fifteen (15) days, as from receipt of the draft resolutions, in which to make their vote known. A vote may be cast by any means. All shareholders who have not answered within thirty (30) days as from the sending of the documents needed for their information shall be deemed to have abstained.

In the event of a consultation via correspondence, the shareholders' decision can only be adopted if the shareholders who answered the consultation hold more than 50% of the company's capital and voting rights.

The consultation shall be mentioned in minutes that are drawn up and signed by the Chairman, which shall also contain each shareholder's answer.

### Private instruments

The shareholders' decisions may also be expressed in the form of a private instrument that is signed by all the shareholders.

## **ARTICLE 22 INVOLVEMENT OF THE AUDITORS IN THE CONSULTATION OF THE SHAREHOLDERS -- INFORMATION OF THE AUDITORS**

For all consultations of the shareholders that require the involvement of the auditor, the auditor shall be duly informed of the date on which the sole shareholder or, if there is more than one shareholder, the body of the shareholders, must vote and the nature of the decisions that are submitted for their approval, within a timeframe determined in agreement with the auditor that allows the latter to prepare the requisite reports.

#### **ARTICLE 23 RIGHT OF DISCLOSURE AND RIGHT TO INFORMATION**

For all decisions by the sole shareholder or, if there is more than one shareholder, collective decisions for which the provisions of law require the Chairman and/or the auditors to draw up one or more reports, the Chairman shall disclose the report(s) by the Chairman or auditor(s) to the sole shareholder or, if there is more than one shareholder, to the shareholders, at the latest at the same time as the consultation via correspondence, the signature of the instrument or the meeting.

The sole shareholder or, if there is more than one shareholder, the shareholders, may, provided that the smooth running of the Company is not adversely affected, consult, at the Company's registered office, and if need be make copies of, the annual financial statements, the consolidated financial statements, if any, the corporate ledgers, the share accounts and reports, for the last three completed financial years, by the Chairman and the auditors and, for decisions by the sole shareholder or, if there is more than one shareholder, the collective decision to be taken on the annual financial statements, the individual financial statements and, as applicable, the consolidated financial statements for the last completed financial year.

#### **ARTICLE 24 MINUTES**

The minutes of the decisions of the sole shareholder or, if there is more than one shareholder, the collective decisions of the shareholders, shall be transcribed in a special register with indelibly stamped and numbered pages. Once transcribed in said register, said minutes shall be signed by the Chairman. The copies of or excerpts from said minutes that are to be produced in court or elsewhere must be certified by the Chairman or the Chief Executive Officer in order to be valid.

#### **ARTICLE 25 SHAREHOLDERS' RIGHTS**

Each of the shares benefits from the same rights to the fraction of the profits, reserves and liquidating dividend that it represents and is entitled to the same redemption of the capital that it represents, unless losses, if any, are borne in the same proportions.

The profits, reserves and liquidating dividend shall be allocated in accordance with the provisions of the law and the stipulations of the present by-laws.

The balance of the profit, after the various amounts are deducted pursuant to the provisions of the law, shall, in whole or in part and at the discretion of the sole shareholder or, if there is more than one shareholder, of the shareholders, expressed as a vote on a proposal by the Chairman, either be distributed to all the shares, or allocated to one or more extraordinary, general or special reserve funds that will not accrue interest. The sole shareholder or, if there is more than one shareholder, the body of the shareholders may also decide to pay out all monies drawn from the retained earnings and reserves that are available to the sole shareholder or, if there is more than one shareholder, the body of the shareholders, and shall explicitly state the reserve accounts from which said monies shall be deducted.

**ARTICLE 26 PAYMENT OF DIVIDENDS**

The rules governing the payment of dividends shall be determined by a decision of the sole shareholder, or, if there is more than one shareholder, by a collective shareholders' decision or, in the last resort, by the Chairman.

**ARTICLE 27 WINDING-UP**

At the end of the Company's term of existence or, in the event of early winding-up and provided that the Company has more than one shareholder or a sole shareholder who is a natural person, the sole shareholder who is a natural person or the shareholders shall decide on the method of liquidation and shall appoint one or more liquidators, whose powers they shall specify, and who shall perform their duties in accordance with the provisions of the law in force.

If the Company has a sole shareholder who is a legal person, the winding-up of the Company shall not be followed by liquidation. In this case, the winding-up shall be brought about by the transfer of the Company's entire assets and liabilities to the sole shareholder under the conditions provided for in Article 1844-5 of the French Civil Code.

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**By-laws updated on 7 November 2016**

**Certified true translation from French**



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**Olivier GOURAND**  
Chief Executive Officer