

# Notice and information brochure Annual General Meeting



## Compagnie Générale de Géophysique-Veritas

Thursday, May 10, 2012 at 9:30 am

Auditorium Etoile Saint-Honoré  
21-25 rue Balzac  
75008 Paris

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**NOTICE OF ANNUAL GENERAL MEETING**

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Dear Shareholders,

The Board of Directors is pleased to convene you to the next Annual General Meeting of COMPAGNIE GENERALE DE GEOPHYSIQUE – VERITAS (CGGVeritas) to be held:

**On Thursday, May 10, 2012  
At 9.30 am  
In the Auditorium du Centre Etoile Saint Honoré,  
21-25 rue Balzac, Paris 75008.**

The Shareholders' General Meeting is a key moment in the life of a company. It allows you, as Shareholders, to get some information, to discuss with the management team and to take part in the corporate governance through the vote on the resolutions submitted to you.

You will find in this notice and information brochure all relevant and practical information you may need to participate.

In the meantime, the Board of Directors thanks you for your trust and your loyalty to the CGGVeritas Group.

## **HOW TO PARTICIPATE AND VOTE AT THE ANNUAL GENERAL MEETING**

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### **PRIOR CONDITIONS**

Pursuant to the provisions of section R.225-85 of the French Commercial Code, in order to attend this Annual General Meeting or to be represented, Shareholders must have their shares registered in their name or in the name of the financial intermediary registered on their behalf either in the shareholder account administered by our agent or in a bearer shares account maintained by an accredited financial intermediary, on the 3<sup>rd</sup> business day prior to the date of the General Meeting at 12:00 a.m. (Paris time). The 3<sup>rd</sup> business day prior to the Annual General Meeting at 12:00 a.m. will be May 7, 2012 at 12:00 a.m. (Paris time). Only Shareholders able to confirm their shareholding at 12:00 a.m. (Paris time), on May 7, 2012, pursuant to the conditions set forth by section R.225-85 of the French Commercial Code, may participate in the Annual General Meeting.

The registration of the shares in bearer shares accounts maintained by financial intermediaries is evidenced by a statement of holdings delivered by the financial intermediary and attached to the postal voting form, proxy forms or admission card's request issued in the name of the Shareholder or on its behalf by the financial intermediary.

Such a statement of holdings is also delivered to Shareholders willing to attend the Annual General Meeting in person but who have not received an admission card 3 business days prior to the date of the Annual General Meeting at 12:00 a.m., Paris time.

**Holders of American Depositary Receipts evidencing American Depositary Shares ("ADSs") willing to attend and/or vote at this Meeting must follow the instructions sent to them by Bank of New York Mellon, acting as depositary of the ADSs.**

### **PROCEDURE FOR TAKING PART IN THE MEETING**

#### **If you wish to attend the Meeting**

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**Any Shareholder has the right to participate to this General Meeting, regardless of the number of shares held.**

Shareholders who wish to attend the Meeting in person should ask for an admission card which is mandatory to be allowed to participate and to vote at the Annual General Meeting:

- Check **Box A**, date and sign the voting form here attached, and
- Send the voting form duly completed and signed to :
  - For Shareholders whose shares are under registered form: BNP Paribas Securities Services – Service

Assemblées Générales – CTS  
Assemblées – Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin cedex, or by fax at +33.1.40.14.58.90;

- For Shareholders whose shares are held under the bearer form or under the registered form but through an accredited financial intermediary: to their accredited financial intermediary which will deliver a statement of holdings as of the date mentioned above.

The admission card, mandatory to be entitled to participate to the Meeting, will be sent to the Shareholder's personal address.

#### **If you are unable to attend the Meeting in person**

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- Each Shareholder who cannot attend this Meeting personally can choose between the three voting methods as indicated on the next page. No electronic vote will be put in place for this General Meeting.

Therefore, no internet website as provided for by section R.225-61 of the French Commercial Code will be made available for this purpose.

## HOW TO PARTICIPATE AND VOTE AT THE ANNUAL GENERAL MEETING

### 1. Vote by proxy

Any Shareholder can be represented by another Shareholder, by his/her spouse or by the partner with whom a civil solidarity pact (“PACS”) has been signed, or any other legal or natural person of his/her choice, by checking **Box B** of the voting form. In accordance with section R.225-79 of the French Commercial Code, an appointment or cancellation of a proxy may be notified electronically under the following conditions:

- **Shareholders whose shares are under registered form** shall send an e-mail to the following address:

[paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com) and specify their name, first name, address and identification number with BNP Paribas Securities Services and the name and first name of the appointed or cancelled proxy;

- **Shareholders whose shares are held under the bearer form or under the registered form but through an accredited financial**

**intermediary** shall send an e-mail to the following address:

[paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com) and specify their name, first name, address and full bank details along with the name and first name of the appointed or cancelled proxy; then they shall request the financial intermediary maintaining their account to send a written confirmation to BNP Paribas Securities Services – CTS Assemblées Générales – Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin cedex.

Only notifications of appointment or cancellation of proxies, duly signed, completed and received on May 9, 2012 at the latest will be taken into account. In addition, only notifications of appointment or cancellation of proxies may be sent to the abovementioned electronic address. Requests or notifications relating to any other topics will not be taken into account nor processed.

### 2. Give authority to the Chairman of the Meeting

The Shareholders may also send a voting form without completing the proxy to BNP Paribas Securities Services – Service Assemblées Générales – CTS Assemblées – Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin cedex or by fax

at +33.1.40.14.58.90. In such a case, a positive vote will be casted in favor of all resolutions agreed by the Board (check **Box B** of the voting form).

### 3. Vote by post

The Shareholders may finally cast a postal vote as well (check **Box B** of the voting form). Shareholders casting postal votes will not

have the right to participate in the Meeting in person or to appoint a proxy.

### 4. General information

In accordance with the regulations in force, Shareholders are reminded that:

- Shareholders who wish to obtain proxy and voting forms and admission cards must send their request to BNP Paribas Securities Services at the abovementioned address or by fax at +33.1.40.14.58.90;
- In order to allow time for such forms to be issued, requests must be received at the Company's registered office or by

BNP PARIBAS Securities Services at the above mentioned address or by fax at +33.1.40.14.58.90, no later than 6 days prior to the date of the Meeting.

- The duly completed form must be returned to the Company's registered office or to BNP PARIBAS Securities Services, at the latest on the day preceding the date of the meeting.

HOW TO PARTICIPATE AND VOTE AT THE ANNUAL GENERAL MEETING

- Holders of shares in the bearer form must attach to the form a statement of holdings delivered by the financial intermediary evidencing the registration of their shares.

How to fill in the voting form?

**To attend the General Meeting and receive your admission card: Check Box A**

**To vote by post: Check Box B and fill in the table**

**To give authority to the Chairman of the Meeting: Check Box C**

**To vote by proxy: Check Box D and fill in with the relevant information**

IMPORTANT : avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso / Before selecting, please refer to instructions on reverse side.

**CGG VERITAS**  
**COMPAGNIE GENERALE DE GEOPHYSIQUE-VERITAS**  
 S.A. au Capital de 60 744 772 €  
 Siège social :  
 Tour Maine-Montparnasse  
 33, avenue du Maine-75015 PARIS  
 RCS Paris 969 202 241

**ASSEMBLEE GENERALE ANNUELLE** convoquée le 10 mai 2012 à 9 h 30,  
 Auditorium Etoile Saint Honoré, 21-25 rue Balzac - 75008 PARIS

**ANNUAL GENERAL MEETING** to be held on May 10th, 2012 at 9:30 a.m.,  
 Auditorium Etoile Saint Honoré, 21-25 rue Balzac - 75008 PARIS

**CADRE RÉSERVÉ À LA SOCIÉTÉ / For Company's use only**

Identifiant / Account

Nombre / Number of shares

Nombre de voix / Number of voting rights

Nominatif / Registered / Porteur / Bearer

Vote simple / Single vote / Vote double / Double vote

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST										JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE		JE DONNE POUVOIR A :	
Cf. au verso renvoi (2) - See reverse (2)										cf. au verso renvoi (3)		cf. au verso renvoi (4)	
Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration, à l'EXCEPTION de ceux que je signale en noirissant comme ceci ■ la case correspondante et pour lesquels je vote NON ou je m'abstiens.					Sur les projets de résolutions non agréés par le Conseil d'Administration, je vote en noirissant comme ceci ■ la case correspondant à mon choix.					I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING		I HEREBY APPOINT see reverse (4)	
I vote YES all the draft resolutions approved by the Board of Directors EXCEPT those indicated by a shaded box - like this ■, for which I vote NO or I abstain.					On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this ■.					See reverse (3)		M., M <sup>me</sup> ou M <sup>lle</sup> , Raison Sociale / Mr, Mrs. or Miss, Corporate Name	
1	2	3	4	5	6	7	8	9	A	F			
10	11	12	13	14	15	16	17	18	B	G			
19	20	21	22	23	24	25	26	27	C	H			
28	29	30	31	32	33	34	35	36	D	J			
37	38	39	40	41	42	43	44	45	E	K			

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting

- Je donne pouvoir au Président de l'A.G. de voter en mon nom. / I appoint the Chairman of the general meeting to vote on my behalf ...

- Je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (it equivalent to a vote NO) .....

- Je donne procuration (cf. au verso renvoi 4) à M., Mine ou M<sup>lle</sup>, Raison Sociale, pour voter en mon nom / I appoint per reverse (4) Mr, Mrs or Miss, Corporate Name to vote on my behalf

Pour être prise en considération, toute formule doit parvenir au plus tard :  
 In order to be considered, this completed form must be returned at the latest:

sur 1<sup>ère</sup> convocation / on 1st notification      sur 2<sup>ème</sup> convocation / on 2nd notification

9 mai 2012 / May 9th, 2012

**IN ANY CASE, DO NOT FORGET TO DATE AND SIGN HERE**

Date & Signature

**Indicate or check your name, first name and address here**

Nom, Prénom, Adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement) / Name, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary)

Cf. au verso renvoi (1) - See reverse (1)

À / to BNP PARIBAS SECURITIES SERVICES, OTS Assemblées, Grands Moulins de Pantin - 93761 PANTIN Cedex

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**HOW TO PARTICIPATE AND VOTE AT THE ANNUAL GENERAL MEETING**

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**WRITTEN QUESTIONS**

In accordance with section R.225-84 of the French Commercial Code, any Shareholder may submit written questions to the Board of Directors as from the date of publication of the present notice of Meeting. Such questions must be sent to the Company by registered letter with acknowledgment of receipt

together with a statement of holdings evidencing the registration of the shares no later than the 4<sup>th</sup> business day preceding the Annual General Meeting, i.e. May 3, 2012. Any questions submitted will be answered during the Meeting itself.

**DOCUMENTATION MADE AVAILABLE TO SHAREHOLDERS**

The documents set forth by section R.225-73-1 of the French Commercial Code have been published on the Company's website [www.cggveritas.com](http://www.cggveritas.com), 21 days preceding the Annual General Meeting, i.e. on April 19, 2012.

All documents and information listed in sections L.225-115 and R.225-83 of the

French Commercial Code have been made available for consultation by Shareholders at the Company's headquarters, Tour Maine Montparnasse, 33 avenue du Maine, 75015 Paris as from the date of the notice calling the Annual General Meeting and during 15 days prior to the Annual General Meeting.



**ADMINISTRATION, MANAGEMENT AND CONTROL AS OF MARCH 31, 2012**

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**BOARD OF DIRECTORS**

**Mr. Robert BRUNCK**  
Chairman of the Board of Directors

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**Mrs. Hilde MYRBERG**  
Director\*

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**Mr. Jean-Georges MALCOR**  
Director and Chief Executive Officer

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**Mr. Denis RANQUE**  
Director

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**Mr. Olivier APPERT**  
Director

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**Mr. Robert SEMMENS**  
Director

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**Mr. Loren CARROLL**  
Director\*

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**Mrs. Kathleen SENDALL**  
Director\*

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**Mr. Rémi DORVAL**  
Director\*

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**Mr. Daniel VALOT**  
Director\*

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**Mrs. Gilberte LOMBARD**  
Director\*

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**Mr. David WORK**  
Director\*

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**Mr. Jean DUNAND**  
Director\*

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**Mr. Terence YOUNG**  
Director\*

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\* *Independent Directors*

**BOARD COMMITTEES**

**Appointment - Remuneration Committee**

- Mr. Rémi DORVAL (Chairman)\*
- Mr. Olivier APPERT
- Mrs. Hilde MYRBERG\*
- Mr. Robert SEMMENS
- Mr. David WORK\*

**Technology Committee**

- Mr. Robert BRUNCK (Chairman)
- Mr. Denis RANQUE
- Mrs. Kathleen SENDALL\*
- Mr. David WORK\*
- Mr. Terence YOUNG\*

**Audit Committee**

- Mr. Jean DUNAND (Chairman)\*
- Mr. Loren CARROLL\*
- Mr. Rémi DORVAL\*
- Mrs. Gilberte LOMBARD\*
- Mr. Daniel VALOT\*

**HSE/Sustainable development Committee**

- Mrs. Kathleen SENDALL (Chairman)\*
- Mrs. Hilde MYRBERG\*
- Mr. David WORK\*
- Mr. Terence YOUNG\*

**Strategic Committee**

- Mr. Robert BRUNCK (Chairman)
- Mr. Olivier APPERT
- Mr. Denis RANQUE
- Mr. Robert SEMMENS

\* *Independent Directors*

**ADMINISTRATION, MANAGEMENT AND CONTROL AS OF MARCH 31, 2012**

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**EXECUTIVE COMMITTEE**

**Mr. Jean-Georges MALCOR**

Chief Executive Officer

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**Mr. Stéphane-Paul FRYDMAN**

Senior Executive Vice President,  
Executive Vice-President, Finance

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**Mr. Pascal ROUILLER**

Senior Executive Vice President,  
Executive Vice-President, Equipment Division

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**Mr. Thierry BRIZARD**

Executive Vice-President, Technology

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**M. Gérard CHAMBOVET**

Executive Vice-President, General Secretary

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**Mr. Thierry LE ROUX**

Executive Vice-President, Business  
Development

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**Mr. Lionel LHOMMET**

Executive Vice-President, Geomarkets & Global  
Marketing

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**Mr. Stéphan MIDENET**

Executive Vice-President, Land Division

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**Mr. Colin MURDOCH**

Executive Vice-President, Processing, Imaging  
& Reservoir Division

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**Mr. Benoit RIBADEAU-DUMAS**

Executive Vice-President, Marine Division

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**Mr. Dominique ROBERT**

Executive Vice-President, Special Advisor to the  
Chief Executive Officer

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**Mr. Pascal ROSSET**

Executive Vice-President, Human Resources

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**Mrs. Eva RUDIN**

Executive Vice-President, Global Operational  
Excellence

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**Mr. Luc SCHLUMBERGER**

Executive Vice-President, Multi-Client & New  
Ventures Division

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**AUDITORS**

**Ernst & Young**

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Tour First – 1 place des Saisons  
TSA 14444  
92037 Paris La Défense Cedex  
Represented by Mr. Pierre Jouanne and  
Mr. Nicolas Pfeuty

**Mazars**

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61, rue Henri Regnault  
92400 Courbevoie  
Represented by Mr. Xavier Charton and  
Mr. Jean-Marc Deslandes

**DEPUTY AUDITORS**

**Auditex**

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Tour First – 1 place des Saisons  
TSA 14444  
92037 Paris La Défense Cedex

**Mr. Patrick de Cambourg**

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1, rue André Colledeboeuf  
75 016 Paris

**AGENDA OF THE ANNUAL GENERAL MEETING**

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- 1.** Report of the Board of Directors and Auditors' reports, and approval of the statutory accounts of the Company for fiscal year 2011;
- 2.** Allocation of earnings;
- 3.** Approval of the consolidated financial statements for fiscal year 2011;
- 4.** Renewal of the term of Mr. Robert BRUNCK as Director;
- 5.** Renewal of the term of Mr. Olivier APPERT as Director;
- 6.** Renewal of the term of Mr. Daniel VALOT as Director;
- 7.** Allocation of Directors' fees for fiscal year 2012;
- 8.** Delegation of powers and authority to the Board of Directors to trade in Company's shares;
- 9.** Approval of the financial related-party agreements falling within the scope of section L.225-38 of the French Commercial Code;
- 10.** Approval of the related-party agreements in relation with the compensation of the senior executive officers ("*mandataires sociaux*"), falling within the scope of section L.225-38 of the French Commercial Code;
- 11.** Approval of the related-party agreement falling within the scope of section L.225-42-1 of the French Commercial Code, between the Company and Mr. Stéphane-Paul FRYDMAN;
- 12.** Approval of the related-party agreement falling within the scope of section L.225-42-1 of the French Commercial Code between the Company and Mr. Pascal ROUILLER;
- 13.** Powers for publicity formalities.

The notice of meeting including the draft resolutions submitted to this General Meeting was published in the French *Bulletin des Annonces Légales Obligatoires* dated March 30, 2012, n°39.

**REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED FOR THE SHAREHOLDERS' APPROVAL AT THE GENERAL MEETING**

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**Approval of the 2011 financial statements of the mother company CGG Veritas SA**

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The purpose of the **1<sup>st</sup> resolution** is to approve the financial statements of CGG Veritas SA for the fiscal year ended December 31, 2011. The annual financial statements for the fiscal year ended 2011 together with their appendixes and the annual management report (online on the Company's website at [www.cggveritas.com](http://www.cggveritas.com) and available at the registered office of the Company on request) were approved by the Board of Directors on February 29, 2012 pursuant to section L.232-1 of the French Commercial Code.

The CGGVeritas Group consists of a mother company, CGG Veritas SA and its operational subsidiaries. Apart from determining the Group strategy and policies, the scope of

activity of the mother company is mostly focused on the operational and financial organization at the Group level and the holding the operational subsidiaries and controlling them (a pure holding company role).

The profit for fiscal year 2011 amounts to €557,170,625.14.

This result corresponds to a net loss of €22 million before taking into account a net amount of €579 million of dividends paid by our subsidiaries. This net dividend amount can be split into a cash portion of €111 million corresponding to internal cash management and a non cash portion of €468 million resulting from a transfer of shareholding interests within the Group.

**Allocation of results of the mother company CGG Veritas SA**

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The purpose of the **2<sup>nd</sup> resolution** is to allocate the 2011 profit of CGG Veritas SA indicated in the 1<sup>st</sup> resolution. We propose to

allocate this profit of €557,170,625.14 to the carry forward account, which will amount to €456,545,911.59 after such allocation.

**Approval of the consolidated financial statements of the CGGVeritas Group**

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The purpose of the **3<sup>rd</sup> resolution** is to approve the CGGVeritas Group's consolidated financial statements which show a net loss of €9.2 million. The consolidated financial statements for the fiscal year ended 2011

together with their appendixes and the annual management report were approved by the Board of Directors on February 29, 2012 pursuant to section L.232-1 of the French Commercial Code.

**Renewal of Directors' term of office**

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The purpose of the **4<sup>th</sup> resolution** is to renew the term of office of Mr. Robert Brunck.

**Mr. Brunck** was appointed Director of the Company for the first time on September 9, 1998.

He has been Chairman and Chief Executive Officer of the Company from May 20, 1999 to June 30, 2010, date on which the positions of Chairman of the Board and Chief Executive Officer were split.

Since June 30, 2010, Mr. Brunck is the Chairman of the Board. He is also Chairman

of CGGVeritas Strategic Committee and Technology Committee. He owns 172,890 shares of the Company. The Board of Directors proposes to renew the office of Mr. Brunck as Director of the Company for a 4-year period.

Finally, it should be noted that the Board of Directors is willing to keep this split between the positions of Chairman of the Board and Chief Executive Officer.

**The credential of Mr. Robert BRUNCK is detailed hereafter.**

**REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED FOR THE SHAREHOLDERS' APPROVAL AT THE GENERAL MEETING**

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Mr. Robert Brunck was born on June 11, 1949.

Mr. Brunck is a graduate of the *Ecole Polytechnique* and *Ecole Supérieure des Mines de Paris*.

Mr. Brunck joined Compagnie Générale de Géophysique (CGG) as Executive Advisor to the President and Chief Operating Officer in 1985. He was appointed Senior Vice President in 1987, Vice President of Financial and Legal Affairs in 1989 and Executive Vice President in 1991.

In 1995, he held the position of Senior Executive Vice President and Chief Operating Officer of Compagnie Générale de Géophysique. He was appointed Vice Chairman-President and Director of the Board in September 1998 and then Chairman and Chief Executive Officer on May 20, 1999.

Before joining the CGG Group, he was Manager of the French Transport Equipment Centre (CERT) of the Production and Transport Division of EDF (1979-1985) and before Head of the Division for "Energy, Subsurface", assigned to the Regional Industry and Research Department for the Alsace region (1975-1979).

The other positions held by Mr. Robert Brunck are the following:

**Positions within the Group:** None

**Positions held in other companies:**

- French institutions and companies:
  - o Director of *Centre Européen d'Education Permanente (CEDEP)*
  - o Chairman of *Association pour la Recherche et le développement des Méthodes et Processus industriels (ARMINES)*
  - o Director of *Ecole Nationale Supérieure de Géologie (ENSG)*
  - o Director of *Bureau de Recherches Géologiques et Minières (BRGM)*
  - o Director of *Groupement des Entreprises Parapétrolières et Paragazières - Association Française des Techniciens du Pétrole (GEP-AFTP)*

- o Director and Member of the Appointment and Remuneration Committee of Nexans (company listed on Euronext Paris)

The purpose of the **5<sup>th</sup> resolution** is to renew the term of office of Mr. Olivier Appert.

**Mr. Appert** has been a Director of the Company since May 15, 2003.

Mr. Appert is a member of our Board in his capacity as position as Chairman of IFP Energies Nouvelles, one of the main Shareholders of our Company. As a result and in accordance with the corporate governance code of listed companies, Mr. Appert cannot be considered as independent.

The Board of Directors proposes that his term of office be renewed for a 4-year period.

**The credential of Mr. Olivier Appert is detailed hereafter.**

Mr. Oliver Appert was born on April 9, 1949.

He has been Chairman of IFP Energies Nouvelles since April 2003. Previously, he has been Director of Long-term Cooperation and Energy Policy Analysis at the International Energy Agency (1999-2003). From 1994 to 1999, he held technical and financial responsibilities within IFP and its subsidiary ISIS.

Previously, he held several positions in the French Ministry for Industry and at the Prime Minister's Cabinet. He has been responsible for the strategy in TRT, a subsidiary of the Philips Group (1987-1989). He began his career in 1974 in the Administration in various positions where he was responsible for energy and industrial development.

Former student of the French *École Polytechnique*, Mr. Olivier Appert is a Civil Engineer.

Mr. Olivier Appert is also a member of CGGVeritas Strategic Committee and Appointment-Remuneration Committee. He owns 1,848 shares of the Company.

**REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED FOR THE SHAREHOLDERS' APPROVAL AT THE GENERAL MEETING**

The other positions held by Mr. Olivier Appert are the following:

**Positions within the Group:** None

**Positions held in other companies:**

- French institutions and companies:
  - o Chairman of IFP Energies Nouvelles
  - o Director, Member of the Strategic Committee and of the Ethics & Governance Committee of Technip (company listed on Euronext Paris)
  - o Director of *Institut de Physique du Globe de Paris* (IPGP)
  - o Director of Storengy

The purpose of the **6<sup>th</sup> resolution** is to renew the term of office of Mr. Daniel Valot.

**Mr. Valot** has been a Director of the Company since March 14, 2001.

The experience acquired by Mr. Daniel Valot during his career in the oil and oil services industries is a real asset for our Board of Directors of CGGVeritas which therefore proposes to renew his office term. In accordance with the corporate governance code of listed companies, the Board of Directors confirmed that Mr. Daniel Valot qualified as independent since, in particular, he had not hold his Director position for more than 12 years which is the maximum set by the corporate governance code of listed companies.

The Board of Directors proposes that his term of office be renewed for a 4-year period.

**The credential of Mr. Daniel Valot is detailed hereafter.**

Mr. Daniel Valot was born on August 24, 1944.

Mr. Daniel Valot graduated from the *Institut d'Etudes Politiques* (Paris) and the *Ecole Nationale d'Administration*. He started his career as auditor at the General Accounting Office (*Cour des Comptes*). In 1981, he joined the TOTAL Group where he held the successive positions of Deputy Finance Manager, Finance Manager for TOTAL

Chemical Division Chairman, Chief Executive Officer of TOTAL Petroleum North America, then President, TOTAL Exploration and Production and was a member of TOTAL Executive Committee from 1995 to 1999. He was Chairman and Chief Executive Officer of Technip from September 1999 until April 2007.

Mr. Daniel Valot is also a member of CGGVeritas Audit Committee. He owns 1,935 shares of the Company.

The other positions held by Mr. Daniel Valot are the following:

**Positions within the Group:** None

**Positions held in other companies:**

- French institutions and companies:
  - o Director, Member of the Strategy Committee, Audit Committee, Compensation and Nomination Committee and Risk Committee of SCOR (company listed on Euronext Paris)
  - o Director of Dietswell

If these Directors' appointments are approved by this General Meeting, the Board of Directors will consist of 14 members out of which 9 are independent:

- Robert Brunck,
- Jean-Georges Malcor,
- Olivier Appert,
- Loren Carroll\*,
- Rémi Dorval\*,
- Jean Dunand\*,
- Gilberte Lombard\*,
- Hilde Myrberg\*,
- Denis Ranque,
- Kathleen Sendall\*,
- Robert Semmens,
- Daniel Valot\*,
- David Work\*,
- Terence Young\*.

\* *Independent Director*

**REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED FOR THE SHAREHOLDERS' APPROVAL AT THE GENERAL MEETING**

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**Directors' compensation**

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The purpose of the **7<sup>th</sup> resolution** is to approve the amount of Directors' fees for fiscal year 2011 which remains unchanged compared to 2011. This amount is kept at €730,000, including €120,000 as a special allocation to Directors that are residing out of France and €30,000 for Audit Committee members.

We remind you that Directors' fees are allocated on the basis of the following rules which also remain unchanged:

- ✓ A basic amount of €580,000 for all the Directors entitled to receive Directors' fees divided into a fixed and variable component on the basis of two-thirds (i.e. €386,666) of the basic amount for function and one-third (i.e. €193,333) for attendance at meetings; and
- ✓ An additional allocation of €150,000 including €120,000 for foreign Directors and €30,000 for the members of the Audit Committee:

- €20,000 to each Director residing outside of France, which corresponds to an aggregate amount of €120,000;
- €10,000 for the Chairman of the Audit Committee;
- €5,000 to each member of the Audit Committee (other than the Chairman) which represents an aggregate amount of €20,000.

The gross amount of Directors' fees paid to each of our Directors by the Company and/or one of its subsidiaries, in 2011 and 2010, is set forth in paragraph 13.3. of the management report.

Please note that Messrs. Brunck and Malcor, respectively Chairman of the Board and Chief Executive Officer, will not receive any Directors' fees in 2012 for their Director position.

**Share buyback program**

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The purpose of the **8<sup>th</sup> resolution** is to authorize the Board of Directors to purchase a maximum number of shares up to 10% of the total number of shares comprising the outstanding share capital (i.e. for information purposes 14,386,193 shares to be purchased on the date of the last registered capital on December 31, 2011, taking into account the 800,000 shares already held by the Company on that date). This authorization would cancel and supersede the authorization previously given by the Combined General Meeting of May 4, 2011, and would be

granted for an 18-month period. The maximum purchase price is set at €40 and is identical to the purchase price of the authorization granted on May 4, 2011. It will not be possible to use this authorization during a take-over bid.

The objectives of the share buy-back program are detailed in the resolution submitted for your approval. No share buy-back program has been implemented by the Company in 2011.

**Related party agreements**

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The **9<sup>th</sup> resolution** deals with the financial agreements falling into the scope of the article L.225-38 of the French Commercial Code on related party agreements.

The purpose of this resolution is to approve these new agreements entered into between January 1, 2011 and February 29, 2012

and the statutory auditors' special report (online on the Company's website at [www.cggveritas.com](http://www.cggveritas.com) and available at the registered office of the Company on request) which also includes the agreements that have been authorized over the last fiscal years and were still in effect in 2011.

**REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED FOR THE SHAREHOLDERS' APPROVAL AT THE GENERAL MEETING**

The only new agreement entered into between January 1, 2011 and February 29, 2012 relates to the sale of 2D multi-client surveys from CGGVeritas Services SA to CGG Veritas SA, for an amount corresponding to their net book value, i.e. US\$2,413 million. This sale took place in the scope of our partnership with the Norwegian company Spectrum ASA.

The **10<sup>th</sup> resolution** deals with the new agreements related to the senior executive officers' ("mandataires sociaux") compensation, falling into the scope of the article L.225-38 of the French Commercial Code and concluded between January 1, 2011 and February 29, 2012, as well as the statutory auditors' special report (online on the Company's website at [www.cggveritas.com](http://www.cggveritas.com) and available at the registered office of the Company on request) which also includes the agreements previously approved by the General Meeting but which were still effective in 2011.

The purpose of this resolution is to approve these new agreements and the statutory auditors' special report.

These agreements are the following:

**1. Individual benefit plan**

In addition to the authorization given by the Board of Directors on June 30, 2010 with respect to the individual benefit plan of Mr. Jean-Georges Malcor, on November 30, 2011, pursuant to the procedure applicable to related-parties agreement set forth by section L.225-38 and seq. of the French Commercial Code, the Board of Directors authorized the final conclusion of an individual benefit plan for Mr. Jean-Georges Malcor. For the subscription of this contract under the final conditions determined by the insurance company, the Company will make an additional single payment of €40,000 for the whole duration of the plan.

This new contract was entered into on December 20, 2011 and will expire on December 31, 2014. It replaces the one which had become effective in September 2011 and was authorized on June 30, 2010.

**2. The three next agreements relate to Messrs. Stephane-Paul Frydman and Pascal Rouiller who were appointed as Senior Executive Vice-Presidents (Directeurs Généraux Délégués) on February 29, 2012.**

**The credentials of Messrs. Frydman and Rouiller are set forth below:**

**Stéphane-Paul Frydman**, 48, joined CGG in 2002. He began his career working for the French ministry of industry and for the French ministry of finances from 1992 to 1997, then as industrial advisor to the French minister of the economy & finances from 1997 to 2000. In 2000, he joined Butler Capital Partners, a private equity firm as an investor officer. In 2002, Stéphane-Paul joined CGG as Vice President in charge of corporate financial affairs. In 2005, he became Group controller and treasurer before being appointed as Chief Financial Officer in 2007 for the CGGVeritas Group. Stéphane-Paul Frydman is a member of the CGGVeritas Executive Committee.

**Pascal Rouiller**, 58, joined CGG in 1979 as field engineer. In 1981, he became supervisor for land operations in Indonesia and Singapore. In 1985, he was appointed Senior Vice President for Land operations in Asia Pacific and, from 1992 to 1995, Vice President for CGG's Asia-Pacific region. In 1995, Pascal Rouiller was appointed marketing and sales Senior Vice President of Sercel (CGGVeritas' world-leading equipment division). He served as Chief Operating Officer of the Sercel Group between 1996 and 2005. Pascal Rouiller has been Chief Executive Officer of Sercel since 2005 and is a member of the CGGVeritas Executive Committee.

**2.1. Supplementary retirement plan**

On February 29, 2012, the Board of Directors authorized the Company to apply the benefit of the supplementary retirement plan implemented on January 1, 2005 and applicable in particular to the members of the Group's Executive Committee, to Messrs. Frydman and Rouiller. This is an additive defined benefit plan with a cap. Accruals are acquired per year of services, with a ceiling of 20 years.



**REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED FOR THE SHAREHOLDERS' APPROVAL AT THE GENERAL MEETING**

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This plan is described in paragraph 14.8 of the management report.

2.2. Collective benefit plan

On February 29, 2012, the Board of Directors approved the application of the collective benefit plan between the Company and SWISS LIFE and applicable to all the employees of the Group, to Messrs. Frydman and Rouiller, under the same conditions as for the employees of the Group.

2.3. Non-compete agreement

On February 29, 2012, the Board of Directors approved a non-compete agreement to be entered into between the Company and Messrs. Frydman and Rouiller. This non-compete agreement applies to any geophysical data acquisition, processing or interpretation services or the provision of equipment or products designed for the acquisition, processing or interpretation of geophysical data and requesting the contribution of Messrs. Frydman and Rouiller to projects or activities in the same field as those in which they have been involved within the CGGVeritas Group.

In consideration of this non-compete agreement, valid for 18 months as from the date on which Messrs. Frydman and Rouiller would leave the Group, they would receive a compensation corresponding to 100% of their annual reference remuneration as defined in their protection letter.

The amount to be paid pursuant to this non-compete agreement is included in the 200% threshold of the special termination indemnity referred to below.

The **11<sup>th</sup> and 12<sup>th</sup> resolutions** deal more particularly with the agreement entered into by and between the Company and Messrs. Frydman and Rouiller, respectively, (hereinafter the "Beneficiaries") with respect

to the payment of a special termination indemnity in case of forced departure relating to a change of control or a change of strategy.

Pursuant to section L.225-42-1 of the French Commercial Code, the Board of Directors, in its meeting held on February 29, 2012, approved the amendments made to the protection letter governing the terms and conditions of the payment of a special termination indemnity in case of forced departure relating to a change of control or a change of strategy.

The aggregate amount that could be paid to the Beneficiaries should they leave the Group (including the special termination indemnity and the indemnity to be paid pursuant to his non-compete agreement) **shall not exceed 200% of their Reference Annual Compensation defined here below.**

The special termination indemnity shall equal to the **difference** between:

- a) a gross amount of 200% of the gross fixed compensation paid by the Company to the Beneficiaries during the 12-month period preceding their departure date, to which is added the annual average of the variable compensation paid by the Company to the Beneficiaries over the 36-month period preceding their departure date (*the gross fixed compensation and the average variable compensation referred to above are hereinafter defined as the "Reference Annual Compensation"*); and
- b) any sum to which the Beneficiaries may be entitled as a result of such termination, including any sums to be paid further to the application of their non-compete agreement.

**REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED FOR THE SHAREHOLDERS' APPROVAL AT THE GENERAL MEETING**

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Pursuant to section L.225-42-1 of the French Commercial Code, the payment of the special termination indemnity referred to hereinabove shall remain subject to the achievement of the following **performance conditions**, related to the Company's performance:

- The average, over the 60 trading days preceding the departure date, of the ratio between the CGGVeritas ADS price over the PHLX Oil Service Sector<sup>SM</sup> (OSX<sup>SM</sup>) index shall equal at least two-third of the same average ratio over the same 60-day period 4 years before the date on which the Beneficiaries leave the Group;
- The average, over the 60 trading days preceding the departure date, of the ratio between the CGGVeritas share price over SBF 120 index shall equal at least two-third of the same average ratio over the same 60-day period 4 years before the date on which the Beneficiaries leave the Group;

- The average margin rate of the Group EBITDAS over the 4 years preceding the date on which the Beneficiaries leave the Group, shall be at least 25%.

Payment of the full amount of the special termination indemnity is subject to the fulfillment of 2 conditions out of 3. In case only one condition is fulfilled, then the Beneficiaries will be entitled to receive only 50% of the said special termination indemnity.

The provisions applicable to the payment of this special termination indemnity to the Senior Executive Vice Presidents are identical to those applicable to the special termination indemnity of Mr. Malcor, Chief Executive Officer, which was approved by the Annual General Meeting held on May 4, 2011.

### **Powers**

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The **13<sup>th</sup> resolution** is a standard resolution granting necessary powers to proceed with

publication and formalities required by French law after the meeting.

**DRAFT RESOLUTIONS PROPOSED TO THE SHAREHOLDERS**

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**First resolution**

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Upon the presentation of the management report of the Board of Directors and the reports of the Statutory Auditors, voting under the conditions of quorum and majority required for ordinary general meetings, the Shareholders hereby approve the financial statements for fiscal year 2011 as they have

been presented in the said reports and which show a net profit of €557,170,625.14 (five hundred and fifty seven million one hundred seventy thousand six hundred twenty five euros and fourteen cents) as well as all transactions recorded in such financial statements and summarized in such reports.

**Second resolution**

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Voting under the conditions of quorum and majority required for ordinary general meetings, the Shareholders approve the proposal of the Board of Directors and decide to allocate the net profit of €557,170,625.14 (five hundred and fifty seven million one hundred seventy thousand six hundred twenty five euros and fourteen cents) for 2011 to the carry forward account, which will amount

to €456,545,911.59 (four hundred and fifty-six million five hundred and forty-five thousand nine hundred and eleven euros and fifty nine cents) after such allocation.

Pursuant to the provisions of article 243bis of the “Code Général des Impôts”, the General Meeting acknowledges that no dividends were distributed over the last three financial years.

**Third resolution**

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Upon the presentation of the management report of the Board of Directors and the reports of the Statutory Auditors, voting under the conditions of quorum and majority required for ordinary general meetings, the Shareholders approve the consolidated

financial statements for 2011 as they have been presented in such reports and which show a net loss of €9.2 million as well as all transactions recorded in such financial statements and summarized in such reports.

**Fourth resolution**

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Voting under the conditions of quorum and majority required for ordinary general meetings, the Shareholders approve the renewal of the term of office as Director of Mr. Robert BRUNCK. Such term of office which would expire at the end of this General

Meeting is renewed for a four-year period and will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2015.

**Fifth resolution**

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Voting under the conditions of quorum and majority required for ordinary general meetings, the Shareholders approve the renewal of the term of office as Director of Mr. Olivier APPERT. Such term of office which would expire at the end of this General

Meeting is renewed for a four-year period and will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2015.

**DRAFT RESOLUTIONS PROPOSED TO THE SHAREHOLDERS**

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**Sixth resolution**

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Voting under the conditions of quorum and majority required for ordinary general meetings, the Shareholders approve the renewal of the term of office as Director of Mr. Daniel VALOT. Such term of office which would expire at the end of this General

Meeting is renewed for a four-year period and will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2015.

**Seventh resolution**

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Voting under the conditions of quorum and majority required for ordinary general meetings, the Shareholders set the aggregate

Directors' fees to be allocated to the Directors of the Company for fiscal year 2012 at €730,000.

**Eighth resolution**

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Upon presentation of the report of the Board of Directors, voting under the conditions of quorum and majority required for ordinary general meetings, the Shareholders authorize the Board of Directors, pursuant to article L.225-209 and seq. of the French Commercial Code, to purchase, sell and transfer Company shares under the conditions set forth herein under.

These transactions may be carried out at any time but not during a take-over bid process, in accordance with the applicable regulations. The maximum purchase price per share shall be forty (40) euros (acquisition costs excluded), subject to any adjustments to be made in connection of transactions carried out on the share capital of the Company and/or the par-value of the shares.

In case of increase of capital by incorporation of reserves, issue of performance shares, division or regrouping of par-value of the shares, the above mentioned price shall be adjusted by a multiplying factor equal to the number of shares forming the share capital before the transaction divided by such number after the transaction. The maximum number of shares that the Company may hold shall not exceed at any time 10 % of the capital. For information only, as of December 31, 2011, the Company held eight hundred thousand (800,000) treasury shares out of an aggregate amount of the one hundred and fifty one million eight hundred and sixty one thousand nine hundred and thirty two

(151,861,932) shares constituting the Company share capital. In such conditions, the maximum amount of shares that the Company could purchase would be 14,386,193 (fourteen million three hundred eight six thousand one hundred ninety three) shares, corresponding to a maximum investment of €575,447,728 (five hundred seventy five million four hundred forty seven thousand seven hundred twenty eight euros). Notwithstanding the above, pursuant to article L.225-209, paragraph 6, of the French Commercial Code, the number of shares to be acquired in order to be kept and delivered in the future in payment or exchange in the scope of a merger, demerger or contribution in kind shall not exceed 5% of the share capital.

The objectives of this share purchase program are, by order of priority, the following:

- to support liquidity of our shares through a liquidity contract entered into with an investment service provider in compliance with the Code of Practice of the *Association Française des Marchés Financiers*,
- to deliver shares in the scope of securities giving access, immediately or in the future, to shares by redemption, conversion, exchange, presentation of a warrant or by any other means,

**DRAFT RESOLUTIONS PROPOSED TO THE SHAREHOLDERS**

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- to deliver, immediately or in the future, shares in exchange in the scope of external growth within the limit of 5% of the share capital,
- to allocate shares to employees and officers of the Company affiliated companies within the meaning of article L.225-180 of the French Commercial Code, especially in the scope of options to purchase shares of the Company,
- to deliver shares for no consideration to executive officers and employees pursuant to articles L.225-197-1 and seq. of the French Commercial Code,
- to cancel the shares through a capital reduction, subject to a decision of, or an authorization, by the extraordinary general meeting.

In accordance with such objectives, the treasury shares so acquired may be either kept, cancelled, sold or transferred. The shares may be acquired, sold or transferred,

on one or several occasions, by any means, including by individual agreement or stock market purchase, by an offer to buy, or by block of shares and at any moment, but not during a take-over bid. The maximum amount of share capital that can be purchased or transferred as block of shares can reach the whole amount of this program.

The Shareholders grant all necessary powers to the Board of Directors to adjust the price per share and the maximum number of shares to be acquired based on the variation of the number or value of the shares.

This authorization, which supersedes all prior authorizations relating to the purchase of Company shares, cancels and replaces, for its non-used portion, the authorization granted to the Board of Directors by the General Meeting held on May 4, 2011, in its ninth resolution. This authorization shall remain valid until the shareholders decide otherwise and for a maximum period of eighteen (18) months from this day.

**Ninth resolution**

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Upon presentation of the special report of the Statutory Auditors on the agreements falling within the scope of article L.225-38 of the French Commercial Code, voting under the conditions of quorum and majority required

for ordinary general meetings, the Shareholders acknowledge the content of this report and approve the financial agreements referred to therein.

**Tenth resolution**

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Upon presentation of the special report of the Statutory Auditors on the agreements falling within the scope of article L. 225-38 of the French Commercial Code, voting under the conditions of quorum and majority required for ordinary general meetings, the

Shareholders acknowledge the content of this report and approve the agreements relating to the executive officers' (*mandataires sociaux*) compensation referred to therein.

**Eleventh resolution**

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Upon presentation of the special report of the Statutory Auditors on the agreements falling within the scope of article L.225-38 of the French Commercial Code, voting under the conditions of quorum and majority required for ordinary general meetings and pursuant to articles L.225-38 and L.225-42-1 of the French Commercial Code, the Shareholders approve the agreement concluded between

the Company and Mr. Stéphane-Paul FRYDMAN, Senior Executive Vice President of the Company, referred to in the above mentioned report, and relating to the special termination indemnity to be paid to Mr. Stéphane-Paul FRYDMAN in case of forced departure relating to a change of control or a change of strategy.

**DRAFT RESOLUTIONS PROPOSED TO THE SHAREHOLDERS**

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The indemnity global amount shall not exceed 200% of the reference annual compensation.

Such indemnity shall be equal to the difference between:

(a) a gross amount of 200% of the last reference annual compensation received by Mr. Stéphane-Paul FRYDMAN, i.e. the global amount of the gross fixed compensation paid by the Company to Mr. FRYDMAN during the 12-month period preceding the date on which the period of notice ends, to which is added the annual average of the variable compensation paid by the Company to Mr. FRYDMAN with respect to the fiscal years closed during the 36-month period preceding the date on which this period of notice ends and

(b) any sum to which Mr. Stéphane-Paul FRYDMAN may be entitled as a result of such forced departure, including any sums to be paid in addition pursuant to his non-compete agreement.

Pursuant to article L.225-42-1 of the French Commercial Code, the payment of the special termination indemnity referred to hereinabove shall remain subject to the achievement of the

**Twelfth resolution**

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Upon presentation of the special report of the Statutory Auditors on the agreements falling within the scope of article L. 225-38 of the French Commercial Code, voting under the conditions of quorum and majority required for ordinary general meetings and pursuant to articles L.225-38 and L.225-42-1 of the French Commercial Code, the Shareholders approve the agreement concluded between the Company and Mr. Pascal ROUILLER, Senior Executive Vice President of the Company, referred to in the above mentioned report, and relating to the special termination indemnity to be paid to Mr. Pascal ROUILLER in case of forced departure relating to a change of control or a change of strategy.

The indemnity global amount shall not exceed 200% of the reference annual compensation.

following performance conditions related to the Company's performance:

- The average, over the 60 trading days preceding the date of departure, of the ratio between the CGGVeritas ADS price over the PHLX Oil Service Sector<sup>SM</sup> (OSX<sup>SM</sup>) index shall equal at least two-third of the same average ratio assessed over the same period of 60 trading days 4 years before Mr. FRYDMAN leaves the Group;
- The average, over the 60 trading days preceding the date of departure, of the ratio between the CGGVeritas share price over SBF 120 index shall equal at least two-third of the same average ratio assessed over the same period of 60 trading days 4 years before Mr. FRYDMAN leaves the Group;
- The average margin rates of the Group EBITDAS over the 4 years preceding the date of departure shall be at least 25%.

Payment of the full amount of the special termination indemnity is subject to the fulfillment of 2 conditions out of 3. In case only one condition is fulfilled, then Mr. Stéphane-Paul FRYDMAN will be entitled to receive only 50% of the said special termination indemnity.

Such indemnity shall be equal to the difference between:

(a) a gross amount of 200% of the last reference annual compensation received by Mr. Pascal ROUILLER, i.e. the global amount of the gross fixed compensation paid by the Company to Mr. ROUILLER during the 12-month period preceding the date on which the period of notice ends, to which is added the annual average of the variable compensation paid by the Company to Mr. ROUILLER with respect to the fiscal years closed during the 36-month period preceding the date on which this period of notice ends, and

(b) any sum to which Mr. Pascal ROUILLER may be entitled as a result of such forced departure, including any sums to be paid in addition pursuant to his non-compete agreement.

**DRAFT RESOLUTIONS PROPOSED TO THE SHAREHOLDERS**

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Pursuant to article L.225-42-1 of the French Commercial Code, the payment of the special termination indemnity referred to hereinabove shall remain subject to the achievement of the following performance conditions related to the Company's performance:

- The average, over the 60 trading days preceding the date of departure, of the ratio between the CGGVeritas ADS price over the PHLX Oil Service Sector<sup>SM</sup> (OSX<sup>SM</sup>) index shall equal at least two-third of the same average ratio assessed over the same period of 60 trading days 4 years before Mr. ROUILLER leaves the Group;
- The average, over the 60 trading days preceding the date of departure, of the ratio

between the CGGVeritas share price over SBF 120 index shall equal at least two-third of the same average ratio assessed over the same period of 60 trading days 4 years before Mr. ROUILLER leaves the Group;

- The average margin rates of the Group EBITDAS over the 4 years preceding the date of departure shall be at least 25%.

Payment of the full amount of the special termination indemnity is subject to the fulfillment of 2 conditions out of 3. In case only one condition is fulfilled, then Mr. Pascal ROUILLER will be entitled to receive only 50% of the said special termination indemnity.

**Thirteenth resolution**

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The Shareholders grant full powers to bearers of a copy or an extract of these minutes to

fulfill all legal registration or publicity formalities.

**REQUEST FOR DOCUMENTS AND INFORMATION**

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**REQUEST FOR ADDITIONAL DOCUMENTATION**  
To be sent to **CGG Veritas**  
Legal Department  
Tour Maine Montparnasse – 33 avenue du Maine – 75015  
**PARIS**

I, the undersigned:

\_\_\_\_\_  
(Name & Surname)

\_\_\_\_\_  
(Address)

Owner of \_\_\_\_\_ share(s):

- under registered form,
- under the bearer form or under the registered form but through an accredited financial intermediary<sup>1</sup> \_\_\_\_\_

\_\_\_\_\_  
Hereby request the Company **CGG VERITAS** to send me, in view of the Annual General Meeting of Shareholders to be held on May 10, 2012, the documents listed in section R. 225-83 of the French Commercial code.

These documents are also available on the Company's website ([www.cggveritas.com](http://www.cggveritas.com)).

In \_\_\_\_\_, on \_\_ / \_\_ / 2012

**NOTA : "In accordance with the provisions of paragraph 3 of article R.225-88 of the French Commercial Code, any registered Shareholder may, by a single request, obtain from the Company the documents referred to in article R.225-83 of said Code on the occasion of each of the Meetings to be held after the abovementioned Meeting. "**

\_\_\_\_\_  
<sup>1</sup> Indication of the bank, the financial institution or the on-line broker, etc. account-keeper (the shareholder has to attest of such quality by sending a statement of holdings delivered by the authorized financial intermediary).



**PRACTICAL INFORMATION – ACCESS MAP**

**To go to the Auditorium of Centre Etoile Saint Honoré**

Address: **21-25 rue Balzac, Paris 8<sup>e</sup>**

**By public transportation:**

- Metro 1, station George V / Metro 2, station Ternes / Metro 6, station Charles-de-Gaulle-Etoile
- \* RER A, station Charles-de-Gaulle-Etoile
- \* Bus 22 / 31/ 43 / 52 / 93

**By car:** Parking with direct access (entrance 6 bis, avenue Bertie-Albrecht) or Public parking Avenue Hoche



**To get additional information**

You can be provided with any document relating to the Annual General Meeting of Shareholders:

- \* On the Company's website: [www.cggveritas.com](http://www.cggveritas.com)
- \* At the Company's registered office: CGGVeritas, Legal Department, Tour Maine Montparnasse, 33 avenue du Maine, 75015 Paris
- \* By the Company's Investors Relations' Department:
  - By email : [invrelparis@cggveritas.com](mailto:invrelparis@cggveritas.com)
  - By phone : +33.1.64.47.38.31

