PRESENTATION OF THE RESOLUTIONS TO BE SUBMITTED FOR THE SHAREHOLDERS' APPROVAL AT THE COMBINED GENERAL MEETING OF APRIL 29, 2008

Twenty-five resolutions are submitted for approval at the Shareholders' Combined General Meeting of April 29, 2008. The Board of Directors asks the shareholders to approve **10 resolutions at the Ordinary General Meeting** and **15 resolutions at the Extraordinary General Meeting**.

Resolutions falling under the authority of the Ordinary General Meeting (resolutions n°1 to 10)

✓ Approval of the 2007 financial statements of the mother company CGG Veritas SA

The purpose of the **1st resolution** is to approve the financial statements of CGG Veritas SA for the fiscal year ended December 31, 2007. The annual financial statements for the fiscal year ended 2007 together with their appendices and the annual management report were finalized at the Board meeting on February 27, 2008 pursuant to article L. 232-1 of the French Commercial Code.

The CGGVeritas Group consists of a mother company, CGG Veritas SA and operational subsidiaries. The industrial activities of the Company were retroactively contributed, as of January 1, 2007, to an operational subsidiary, CGG Services. Apart from determining the Group strategy and policies, the scope of activity of the mother company is now limited to operational and financial organization at the Group level, holding the operational subsidiaries and controlling them (a pure holding company role). The operating income amounted to € 68 million mainly because of overheads costs amounting to € 21 million, fees linked to the Veritas acquisition amounting € 38 million and actuarial costs (supplement retiring plan) of € 7 million.

Consequently, net result for 2007 is a loss of € 55,104,307.

✓ Allocation of earnings of the mother company CGG Veritas SA

The purpose of the **2nd resolution** is to allocate the 2007 result of CGG Veritas SA indicated in the first resolution. We propose to allocate this loss of € 55,104,307 to the carry forward account, which will amount to € (2,477,214) after such allocation.

✓ Approval of the consolidated financial statements of the CGGVeritas Group

The purpose of the **3rd resolution** is to approve the CGGVeritas Group's consolidated financial statements which show a net income of € 249.6 million. The consolidated financial statements for the fiscal year ended 2007 together with their appendices and the annual management report were finalized at the Board meeting on February 27, 2008 pursuant to article L. 232-1 of the French Commercial Code.

✓ Renewal of the directors' term of office

The purpose of the **4th and 5th resolutions** is to renew the terms of office of Messrs. Robert BRUNCK, Chairman and Chief Executive Officer, and Olivier APPERT. The term of office would be renewed for a four-year period, provided the 23rd resolution, which aims at reducing the directors' term of office from six to four years, is approved. The reduction of the term of office would not apply to current terms. The credentials of Messrs. BRUNCK and APPERT proposed to be re-appointed are detailed hereafter. The list of all other positions they hold is available in the *management report*.

Mr. 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 COO 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 COO of Compagnie Générale de Géophysique. He was appointed Vice Chairman-President and Director of the Board in September 1998 and then Chairman and CEO on May 20, 1999. He is also a member of the Supervisory Board of Sercel Holding and Chairman of the Board of CGG Americas.

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 Head of the Division for "Energy, Subsurface", assigned to the Regional Industry and Research Department for the Alsace region (1975-1979).

Mr. APPERT was born on April 9, 1949.

On April 2003, Mr. APPERT was appointed Chairman and CEO of the *Institut Français du Pétrole* (IFP). Before, he worked as Director of the International Energy Agency's Long-Term Cooperation and Policy Analysis Directorate since 1st October 1999. Prior to that, from 1998 to 1999, he was the Senior Executive Vice-President of ISIS, a technology holding company publicly listed subsidiary of the *Institut Français du Pétrole* (IFP). From 1989 to 1994, he headed the oil and gas department of the French Industry Ministry. Mr. APPERT also served in the private sector from 1986 to 1989 as Vice-President of the Philipps group for mobile radio activity and strategy. He was Executive Director of the French Industry Minister's cabinet from 1984 to 1986 and was a member of Prime Minister Mauroy's cabinet from 1981 to 1984.

Mr. APPERT is a graduate of the *Ecole Polytechnique* and *Ecole des Mines*.

✓ Directors' compensation

The purpose of the **6th resolution** is to set the amount of directors' fees. We propose to renew the amount allocated to the directors' aggregate compensation for fiscal year 2008 which was set at € 580,000 for fiscal year 2007.

✓ Share buy-back program

The purpose of the **7th 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 2,702,306 as at the date of the last registered capital on December 31, 2007). This authorization would cancel and supersede the authorization previously given by the Combined General Meeting of May 10, 2007. The maximum purchase price is set at € 300 (compared to €250 as per the authorization granted on May 10, 2007) in order to take into consideration stock price evolution. 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 at the present meeting. The management report and the special report of the Board of Directors on the purchase of treasury shares by the Company[1] shall inform you of the use (since January 1, 2007) of such authorizations granted by the previous general meetings. These authorizations were only used through a liquidity contract.

✓ Related party agreements

The **8th resolution** deals with the related party agreements between the Company and its executive officers or a company with which the Company has common executive officers. The purpose of this resolution is to approve these new agreements and the statutory auditors' special report[1] related to them. Most of these agreements are connected to the guarantees that have been issued by certain companies of the group to secure the obligations of CGG Veritas SA under the various financing agreements that are currently in force.

✓ Agreements related to the protection letters (article L. 225-42-1 of the French Commercial Code)

Pursuant to the provisions of Article L. 225-42-1 of the French Commercial Code as amended by the law No. 2007-1223 of August 21, 2007 known as "TEPA Law", the Board of Ddirectors on February 27, 2008 determined the performance conditions to which the special severance indemnity to be paid to Mr. BRUNCK and Mr. LE ROUX, respectively Chairman and CEO and Chief Operating Officer of the company, pursuant to their protection letter dated March 8, 2006, will be subject.

Payment of the special severance indemnity mentioned hereinabove as well as the ability to exercise by anticipation all stock-options whether vested or not that have been allocated to them pursuant to the stock-options plans that are currently in force are from now on subject to a performance condition assessed in comparison with the performance of the Company, on the basis of the fulfillment of at least one of the three following objectives:

- a share price performance objective relative to the share price considering the SBF 120 index;

[1] Available at the registered office of the Company on request

- a share price performance objective relative to the ADS price considering the PHLX Oil Service Sector^{SM} (OSX^{SM});
- a financial indicator objective of EBIT expressed in USD and related to the target for the annual variable part of the compensation of Messrs. BRUNCK and LE ROUX.

Finally, in order to take into account the evolution of practices with respect thereof in comparable companies, the amount of the special severance indemnity has been reduced form 250% to 200% of the annual reference compensation defined hereinabove.

This special severance indemnity is a ceiling and is a flat-rate payment paid in lieu of all sums irrespective to which Messrs. BRUNCK and LE ROUX may be entitled as a consequence of the severance including the severance payment due to you by law and under collective bargaining agreements, compensation in lieu of notice and pay in lieu of vacation.

The purpose of the 9th and 10th resolutions is to approve these new provisions.

Resolutions falling under the authority of the Extraordinary General Meeting (resolutions n°11 to 25)

✓ Financial delegations and authorizations

The purpose of the resolutions 11 to 16 and of the 22nd resolution is to implement the delegations which would enable the Board of Directors to have full powers, as the case may be, to rapidly raise the financial resources in order to implement the Group's strategy. These authorizations would enable the Board of Directors to proceed with share capital increases with or without subscription rights based on the opportunities offered by the financial markets in the best interests of the Company and its shareholders.

- Share capital increase with or without preemptive right

The purpose of the **11th resolution** is to grant a global delegation to the Board of Directors to issue shares or any other securities giving access to the capital with preferential subscription right maintained and increase CGG Veritas' capital within the limit of a nominal amount of capital increase of € fifty-four (54) million. It will not be possible to use this authorization during a take-over bid.

The purpose of the **12th resolution** is to grant a global delegation to the Board of Directors to issue shares or any other securities giving access to the capital with preferential subscription right waived and to increase CGG Veritas' capital within the limit of a nominal amount of capital increase of € eight (8) million, i.e. **15% of the share capital** as at the date of the present meeting. It will not be possible to use this authorization during a take-over bid.

Attention of the shareholders is drawn to the fact that the potential drawbacks which would arise from a share capital increase without preferential right are set off by the possibility for the Board of Directors to grant the shareholders a priority subscription period.

In case the preferential subscription right is waived, we submit for your approval the authorization granted to the Board of Directors, within the limit of 10% of the capital as at the date of the decision of the share capital increase per year, to set the issue price. Such price shall be determined on the basis of the weighted average closing market price of the share on Euronext Paris SA during the last twenty trading days preceding the date on which the price is set (**13th resolution**).

In addition, we propose the shareholders to authorize the Board of Directors, in the event of a capital increase with preferential rights maintained or waived, to increase the number of shares to be issued to meet the surplus demand within 30 days as from the end of the subscription period. The additional share capital increase shall not exceed 15% of the initial issue and shall be completed at the same issue price (**14th resolution**). This authorization, subject to your approval, is proposed for sound management and stock price stabilization purposes. It will not be possible to use this authorization during a take-over bid.

- Share capital increase by incorporation of reserves, profits or share premiums

We submit for your approval the authorization given to the Board of Directors to increase the share capital by incorporation of reserves, profits or share premiums within the limit of a nominal amount of capital increase of € ten (10) million, i.e. **18% of the share capital** as at the date of the present meeting (**15th resolution**). It will not be possible to use this authorization during a take-over bid.

- Share capital increase in consideration of contributions in kind

The purpose of the **16th resolution** is to authorize the Board of Directors to increase the share capital up to 10% in consideration of contributions in kind made to the Company and consisting of equity securities or securities giving access to the capital. Ordinary shares or securities giving access to the Company's capital would be issued without preferential subscription right which we ask you to waive. Notwithstanding the legal threshold of 10% of the capital, the capital increases in application of the present delegation shall not exceed the ceiling set forth in the 12th resolution submitted for your approval at the present meeting, i.e. € eight (8) million. It will not be possible to use this authorization during a take-over bid.

- Issue of securities giving rights to the allocation of debt securities

The purpose of the **22nd resolution** is to authorize the Board of Directors to decide the issue of securities giving right to debt securities, inter alia, bonds with warrants giving right to subscribe to bonds or warrants giving right to subscribe to bonds. The amount of debt securities likely to be issued in the scope of this delegation shall not exceed € six hundred (600) million or its equivalent in foreign currencies or unit of account, such amount being allocated to the level of € six hundred (600) million relating to debt securities provided for in the 11th resolution. It will not be possible to use this authorization during a take-over bid.

All these delegations and authorizations, submitted for your approval, would be granted for a twenty-six-month period from the date of the present meeting. They would cancel and supersede all the delegations and authorizations previously granted to the same effect.

The use of the financial delegations and authorizations currently in force during fiscal year 2007 are summarized in a table appended hereto.

✓ **Stock-options, performance shares and employee shareholding**

The purpose of the **17th resolution** is to renew the authorization previously granted to the Board of Directors, for **twenty-six months**, to increase the share capital by issuing shares which subscription will be reserved to employees of the Company and those of its subsidiaries which are members of an employee savings plan (*Plan d'Epargne d'Entreprise* "PEE"), up to a maximum nominal amount of capital increase of € 2.5 million, i.e. **4.5% of the share capital**. It will not be possible to use this authorization during a take-over bid.

As of December 31, 2007, the employees held under the PEE 0.06% of the share capital and 0.12% of the voting rights.

The Group remuneration policy includes for some employees a short-term and/or long-term component (performance shares and/or stock-options) combined with the aim of motivating the most talented employees, who are key to the achievement of strategic objectives for the Group, and sharing the success of the Group.

These programs also aim at developing a feeling of ownership for a significant number of employees while reconciling their interests with the interests of the Company's shareholders by making them more aware of changes in the stock price, both up and down.

In the 18th and 19th resolutions we propose the shareholders to approve the stock-options and performance shares grants in order to carry on with this policy.

In this perspective, the **18th resolution** deals with the options to subscribe for or purchase shares. We propose the shareholders to authorize the Board of Directors to grant options to subscribe for or purchase in favor of employees and executive officers (*mandataires sociaux*) of the Group. It will not be possible to use this authorization during a take-over bid.

The total number of shares may not grant entitlement to a number of shares exceeding **5% of the share capital** (percentage unchanged from previous granted authorization) on the date of allocation of the options by the Board of Directors. The subscription or purchase price is determined, as the case may be, in conformity with French law requirements, but **without any possible discount** (as provided under the 18th resolution). The authorization would be granted for **thirty-eight months**.

Key information related the stock option plans in force as at December 31, 2007 is detailed in the table below:

	2000 Plan	**2001 Plan**	**2002 Plan**	**2003 Plan**	**2006 Plan**	**2007 Plan**	**Total**
Exercise price per share	€ 45.83	€ 65.39	€ 39.92	€ 14.53 €	€ 131.26 €	€151.98	-
Expiration date	17/01/2008	13/03/2009	14/05/2010	14/05/2011	10/05/2014	23/03/2015	-
Number of beneficiaries	129	144	172	176	171	145	-
Options outstanding as at December 31, 2007	7,231	74,800	53,310	80,246	195,163	250,450	661,200

In the **19th resolution** the performance conditions, which the authorization to grant performance shares to employees and executive officers of the Group is based on, are twofold: the achievement of objectives related to (i) a net earning per share and (ii) an operating income set forth by the Board of Directors. This authorization would be granted for **thirty-eight months** and may not exceed **1% of the share capital**. It will not be possible to use this authorization during a take-over bid.

For information purposes, the terms of the plans dated May 11, 2006 and March 23, 2007 are described below:

	Plan of May 11, 2006	**Plan of March 23, 2007**
Number of performance shares	53,200	81,750
Number de beneficiaries	171	251
Allocation Date	May 11, 2006	March 23, 2007
Final Allocation Date	May 11, 2008	March 23, 2009
Expiration of the retention period	May 11, 2010	March 23, 2011
Performance conditions	• Net earning per share	• Net earning per share • Operating income
Validation of achievement of performance conditions	Board of Directors	Board of Directors

Further to the approval of the 21st resolution allowing the par value to be divided by five the Board of Directors shall proceed with all necessary adjustments to come into effect on the date of its implementation.

✓ Capital reduction

In the **20th resolution** we propose the shareholders to authorize the Board of Directors, for **twenty-six months**, to reduce the share capital through the cancellation of shares owned by the Company in connection with its share buy-back program described in details in the 7th resolution.

The modification of the Company's share capital and of the Company's by-laws accordingly by reason of the cancellation of shares may be authorized only by the Extraordinary General Meeting. This authorization, which purpose is to delegate to the Board of Directors the power to reduce the share capital, would cancel and supersede the authorization previously given by the Combined General Meeting of May 10, 2007.

✓ Five-for-one stock split

In the **21st resolution** the Board of Directors asks the shareholders to approve the five-for-one stock split, from € 2 to € 0.40, the nominal value of the amount of the share capital itself remaining unchanged.

This split would allow the Company to widen the retail investor base of its stock and would also bring its share price closer to its peers. In addition, it would allow the Company to align the ADS on the share, our existing deposit agreement stating five ADS equal to one share. Stock-splits are now very widely used by listed companies and usually contribute to a better liquidity. They are seen as a signal to the market that share price is expected to continue its appreciation in the future.

Consequently, article 6-1 of the Company's by-laws related to the par value and the number of shares making up the capital shall be amended accordingly.

✓ Amendment of article 8-4 of the by-laws

In the **23rd resolution**, the Board of Directors asks the shareholders to amend the Company's by-laws relating to the directors' term of office. In order to be compliant with the best corporate governance practices, we propose the shareholders to approve the reduction of the directors' term of office from six to four years. This reduction would apply to the terms of Messrs. BRUNCK and APPERT which expire at the present meeting. The current terms would expire at the end of the six-year period initially set up and would be reduced to four years when renewed.

✓ Amendment of article 14-6 of the by-laws

The purpose of the **24th resolution** is to suggest you to amend the Company's by-laws so as to introduce:

(i) the option of using an electronic voting form, if the Board of Directors so decides when the General Meeting is called, and

(ii) the possibility to take voting forms into consideration up to one day prior to the General Meeting, contrary to three days as currently provided under the Company's by-laws.

So as to be in harmony with the provisions of the *décret* n°2006-1566 of December 11, 2006 related to the electronic signature for proxy and postal voting forms, the Board of Directors additionally asks the shareholders to amend the Company's by-laws.

The purpose of this amendment is to implement electronic signature through a secured identification process, by using an identification code and a password for instance.

✓ Powers

The **25th resolution** is a standard resolution granting necessary powers to proceed with publication and formalities required by French law after the meeting.

Summary of the financial delegations and authorizations submitted for shareholders' approval at the Combined General Meeting of April 29, 2008 and the use of those in force during 2007 fiscal year

Share capital increases

	Authorizations in force				Authorizations submitted for shareholders' approval at the Combined General Meeting of April 29, 2008		
	Resolution number - GM	Period and time limit	Maximum authorized amount	Use of the authorization of December 31, 2007	Resolution number	Period	Maximum amount
Delegation of authority to the Board of Directors to increase the share capital through the issue of shares, or any other securities giving access to the share capital, with preferential subscription rights in favor of holders of existing shares	14th - 2007	26 months (July 2009)	€ 54 million (1)	None	11th	26 months	€ 54 million (1)
Delegation of authority to the Board of Directors to increase the share capital through the issue of shares, or other securities, without preferential subscription rights in favor of the holders of existing shares	Not applicable	Not applicable	Not applicable	Not applicable	12th	26 months	€ 8 million
Delegation of authority to the Board of directors in order to increase the share capital by incorporation of reserves, profits or premiums	18th - 2007	26 months (July 2009)	€ 10 million (2)	None	15th	26 months	€ 10 million (4)
Authorization given to the Board of Directors to increase the capital in order to compensate for contributions in kind	19th - 2007	26 months (July 2009)	10% of the share capital as of the date of the Board of Directors' decision	None	16th	26 months	10% of the share capital as of the date of the Board of Directors' decision (5)
Delegation of authority to issue securities giving right to debt securities	22nd - 2007	26 months (July 2009)	€ 400 million	None	22nd	26 months	€ 600 million
Authorization to increase the capital, reserving the subscription of the shares to be issued to members of a Company Savings Plan ("Plan d'Epargne Entreprise")	21st - 2007	26 months (July 2009)	€ 2.5 million (3)	None	17th	26 months	€ 2.5 million (6)

Stock-options and performance shares

	Authorizations in force				Authorizations submitted for shareholders' approval at the Combined General Meeting of April 29, 2008		
	Resolution number - GM	Period and time limit	Maximum authorized amount	Number of options/ performance shares granted as of December 31, 2007	Resolution number	Period	Maximum amount
Stock-options	23rd - 2007	38 months (July 2010)	The total number of options granted and not yet exercised may not represent more than 5% of the share capital. No discount.	Not applicable	18th	38 months	The total number of options granted and not yet exercised may not represent more than 5% of the share capital. No discount.
Performance shares	19th - 2006	38 months (July 2009)	The total number of performance shares granted may not represent more than 1% of the share capital	Allocation of - 53,200 performance shares on May 11, 2006 - 81,750 performance shares on March 23, 2007	19th	38 months	The total number of performance shares granted may not represent more than 1% of the share capital

Share buy-back program

	Authorization in force				Authorization submitted for shareholders' approval at the Combined General Meeting of April 29, 2008		
	Resolution number - GM	Period and time limit	Maximum authorized amount	Use of the authorization of December 31, 2007	Resolution number	Period	Maximum amount
Share repurchase	12th - 2007	18 months (November 2008)	Limit provided by law Maximum purchase price : € 250	Implementation through the liquidity contract with Rotschild Cie and CA Cheuvreux	7th	18 months	Limit provided by law Maximum purchase price : € 300

Capital reduction by canceling shares

	Authorization in force				Authorization submitted for shareholders' approval at the Combined General Meeting of April 29, 2008		
	Resolution number - GM	Period and time limit	Maximum authorized amount	Use of the authorization of December 31, 2007	Resolution number	Period	Maximum amount
Share cancellation	25th - 2007	26 months (July 2009)	10% of the share capital	August 2007 - Cancellation of 4202 shares amounting to a capital reduction of € 8,404	20th	26 months	10% of the share capital

(1) Aggregate ceiling for share capital increases, any operations considered
(2) Within the limit of the aggregate ceiling of € 54 million set forth by the 14th resolution
(3) Within the limit of the aggregate ceiling of € 54 million set forth by the 14th resolution
(4) Within the limit of the aggregate ceiling of € 54 million set forth by the 11th resolution
(5) Within the limit of the aggregate ceiling of € 8 million set forth by the 12th resolution
(6) Within the limit of the aggregate ceiling of € 54 million set forth by the 11th resolution