



**Société Anonyme with a share capital of € 60,247,083**  
**Registered office: Tour Maine Montparnasse, 33 avenue du Maine, 75015 Paris**  
**Paris Trade and Company Register No.: 969 202 241**

**Statement on the allocation of stock-options and performance shares to the Chief Executive Officer and Chief Operating Officer of CGG Veritas**

Paris, March 20, 2009

The Board of Directors of CGG Veritas met on March 16, 2009, to decide in particular upon the allocation of stock-options and performance shares to its Chief Executive Officer and Chief Operating Officer (the "Executive Officers"), in the scope of the new AFEP/MEDEF recommendations, incorporated into the AFEP/MEDEF corporate governance code of December 2008.

These allocations were decided as follows upon proposal of the Appointment-Remuneration Committee:

***Allocation of stock-options:***

The Board of Directors decided to allocate:

- 200,000 stock-options to Robert Brunck, Chief Executive Officer, and
- 125,000 stock-options to Thierry Le Roux, Chief Operating Officer.

These allocations to the Executive Officers represent 0.22% of the share-capital.

Rights to these options vest by third during the first three years of the plan. Such vesting is subject to performance conditions based on the fulfillment of one of the following objectives:

- A share price performance objective relative to the share price considering the SBF 120 index;
- A share price performance objective relative to the ADS price considering the PHLX Oil Services Sector <sup>SM</sup> (OSX <sup>SM</sup>) index;
- A financial indicator of EBIT objective expressed in US\$ and related to the target for the annual variable part of compensation of the Executive Officers.

It is specified that the subscription price of these options is set at €8.82, corresponding to the average of the opening share market price over the twenty stock market sessions preceding the Board of Directors' meeting held on March 16, 2009.

The options have an eight-year duration subject to a holding requirement of the resulting shares under the registered form from their purchase date until March 16, 2013 inclusive, for all French residents, except in limited cases listed in the plan regulation.

Unless in specific cases listed in the plan regulation (disability, dismissal other than for serious or gross misconduct...), all vested rights are lost upon departure from the group if they have not been exercised before expiry of the notice period.

Finally, pursuant to section L.225-185 of the commerce code, the Board of Directors decided that the number of shares resulting from the exercise of stock-options that the Executive Officers are to keep under the registered form during their term should represent 20% of the net gain made by each beneficiary on the purchase price when exercising the options allocated by the Board of Directors on March 16, 2009.

***Allocation of performance shares***

The Board of Directors decided to allocate:

- 27,500 performance shares to Robert Brunck, Chief Executive Officer, and
- 17,500 performance shares to Thierry Le Roux, Chief Operating Officer.

These allocations to the Executive Officers represent 0.03% of the share-capital.

Pursuant to section L.225-197-1 of the commerce code, the Board of Directors resolved to set the number of allocated shares that each Executive Officer must keep under the registered form during his term at 10% of the total number of shares allocated by the board of directors to each Executive Officer. In addition, the Board of Directors also resolved that the number of shares that each Executive Officer has to purchase at the end of the availability period of the performance shares so allocated should be set at one (1) shares to be acquired for twenty (20) allocated shares.

The performance shares will be finally allocated to the Executive Officers on the latest of those two dates: either March 16, 2011, or the date of the shareholders' meeting convened to approve the financial statements of fiscal year 2010 (the "availability period"), provided that the Board of Directors decides that the performance conditions set forth in the plan regulation are fulfilled. These performance conditions are based on the achievement of objectives of earning per share and EBIT over fiscal years 2009 and 2010.

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