

**PRESENTATION OF THE RESOLUTIONS TO BE SUBMITTED FOR THE  
SHAREHOLDERS' APPROVAL AT THE COMBINED GENERAL MEETING OF  
APRIL 29, 2009**

**Twenty resolutions** are submitted for approval at the Shareholders' Combined General Meeting of April 29, 2009. The Board of Directors asks the shareholders to approve **10 resolutions at the Ordinary General Meeting** and **10 resolutions at the Extraordinary General Meeting**.

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

✓ **Approval of the 2008 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, 2008. The annual financial statements for the fiscal year ended 2008 together with their appendices and the annual management report<sup>1</sup> were finalized at the Board meeting on February 25, 2009 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 for fiscal year 2008 amounted to € (32) million. Consequently, net result for 2008 is a loss of € 100,564,482.76.

✓ **Allocation of earnings of the mother company CGG Veritas SA**

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The purpose of the **2<sup>nd</sup> resolution** is to allocate the 2008 result of CGG Veritas SA indicated in the first resolution. We propose to allocate this loss of € 100,564,482.76 to the carry forward account, which will amount to € (103,041,697.06) 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 income of € 340 million. The consolidated financial statements for the fiscal year ended 2008 together with their appendices and the annual management report were finalized at the Board meeting on February 25, 2009 pursuant to article L. 232-1 of the French Commercial Code.

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<sup>1</sup> 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

✓ **Renewal of the directors' term of office and appointment of a new director**

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The purpose of the **4<sup>th</sup> resolution** is to renew the term of office of Mr. Yves LESAGE. His term of office would be renewed for a four-year period. The credential of Mr. Yves LESAGE proposed to be re-appointed is detailed hereafter. The list of all other positions he holds is available in the management report.

**Mr. LESAGE was born on August 22, 1937.**

M. LESAGE is engineer of the *Mines*. He was Directeur Europe of the *Société Nationale Elf Aquitaine* from 1984 to 1986. From 1986 to 1989, he was Chief Executive Officer of the *Société Nationale Elf Aquitaine Production* and became Chairman and Chief Executive Officer of this company in 1989. In 1995 Mr. LESAGE became Chairman and Chief Executive Officer of CGG. He has been our Honorary Chairman since 1999.

The purpose of the **5<sup>th</sup> resolution** is to appoint Mr. Anders FARESTVEIT as director. His term of office would be of four years. The credential of Mr. Anders FARESTVEIT proposed to be nominated is detailed hereafter.

**Mr. FARESTVEIT was born on May 22, 1938.**

Mr. FARESTVEIT received his Master of Science from the University of Bergen in 1965. He started his career as director in Geoteam's geophysical department. In 1973, Mr. FARESTVEIT was one of the founders of Geco (now named WesternGeco) where he held the position as Managing Director. In 1987, Schlumberger acquired Geco and Mr. FARESTVEIT assumed the position as the Managing Director of Schlumberger Norway, retiring in 1998. He was appointed an Honorary Doctor at the University of Bergen in 1996 and was awarded an Honorary Membership in the Society of Exploration Geophysicists in 1997. Mr. FARESTVEIT currently serves on the board of Nordic Drilling, Anfar Invest, Marine Services and Grünerstiftelsen. He was one of the founders of InSeis in 2001 and Wavefield Inseis in 2006 where he served as chairman (working) until 21 January 2009.

✓ **Directors' compensation**

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The purpose of the **6<sup>th</sup> resolution** is to set the amount of directors' fees. We propose to set the amount allocated to the directors' aggregate compensation at € 640,000 for fiscal year 2009.

✓ **Share buy-back program**

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The purpose of the **7<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 14,976,235 shares as at the date of the last registered capital on December 31, 2008). This authorization would cancel and supersede the authorization previously given by the Combined General Meeting of April 29, 2008. The maximum purchase price is set at € 40 (compared to € 300 as per the authorization granted on April 29, 2008) 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 shall inform you of the use (since

January 1, 2008) of such authorizations granted by the previous general meetings. These authorizations were only used through a liquidity contract.

✓ **Related party agreements**

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The **8<sup>th</sup> 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<sup>1</sup> 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)**

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Pursuant to Article L.225-42-1 of the Commercial Code, we request you to approve the amendments to the employment contract of Messrs. BRUNCK and LE ROUX, respectively.

Pursuant to the provisions of the aforementioned article, this amendment was approved by the board of directors on February 25, 2009 in accordance with the procedure applicable to the related-party agreements and provided for by Article L.225-38 *et seq.* of the Commercial Code.

The purpose of these new amendments is to comply with the recommendations on compensation of executive officers of listed companies issued by the AFEP-MEDEF on October 6, 2008 and incorporated in the consolidated into the AFEP-MEDEF corporate governance code of December 2008.

The purpose of the **9<sup>th</sup>** and **10<sup>th</sup>** resolutions is to approve these new provisions.

**Resolutions falling under the authority of the Extraordinary General Meeting  
(resolutions n°11 to 20)**

✓ **Financial delegations and authorizations**

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The purpose of the resolutions 11 to 16 and of the 19<sup>th</sup> 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 **11<sup>th</sup> 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 € thirty (30) million, i.e. **50% 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.

The purpose of the **12<sup>th</sup> 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 € nine (9) 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 (**13<sup>th</sup> 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 (**14<sup>th</sup> 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. approximately **16% of the share capital** as at the date of the present meeting (**15<sup>th</sup> 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 **16<sup>th</sup> 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 12<sup>th</sup> resolution submitted for your approval at the present meeting, i.e. € nine (9) 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 **19<sup>th</sup> 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 11<sup>th</sup> 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 2008 is summarized in a table appended hereto.

#### ✓ **Employee shareholding**

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The purpose of the **17<sup>th</sup> 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% of the share capital**. It will not be possible to use this authorization during a take-over bid.

**As of December 31, 2008, the employees held under the PEE 0.05% of the share capital and 0.11% of the voting rights.**

✓ **Capital reduction**

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In the **18<sup>th</sup> resolution** we propose the shareholders to authorize the Board of Directors, for **eighteenth 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 7<sup>th</sup> 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 April 29, 2008.

✓ **Powers**

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The **20<sup>th</sup> resolution** is a standard resolution granting necessary powers to proceed with publication and formalities required by French law after the meeting.

✓ **Resolutions not approved by the Board of Directors**

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(Please see addendum to the management report for further details)

- Resolution A relating to the validity period of the resolutions on the allocation of stock-options and performance shares to the Chief Executive Officer and the Chief Operating Officer and employees.
- Resolution B relating to the information to be given in the resolutions submitted to the vote of the shareholders' meeting with respect to the number of stock-options and shares of a proposed allocation to the employees and the Chief Executive Officer and the Chief Operating Officer.

**Summary of the financial delegations and authorizations submitted for shareholders' approval at the Combined General Meeting of April 29, 2009 and the use of those in force during 2008 fiscal year**

**Share capital increases**

	Authorizations in force during 2008 fiscal year				Authorizations submitted for shareholders' approval at the Combined General Meeting of April 29, 2009		
	Resolution number - GM	Period and time limit	Maximum authorized amount	Use of the authorization of December 31, 2008	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	14 <sup>th</sup> - 2007	26 months (July 2009)	€ 54 million	None	11 <sup>th</sup>	26 months	€ 30 million
	11 <sup>th</sup> - 2008	26 months (June 2010)	€ 54 million	None			
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	12 <sup>th</sup> - 2008	26 months (June 2010)	€ 8 million	Share capital increase of €5,170,299 decided on December 17, 2008	12 <sup>th</sup>	26 months	€ 9 million
Delegation of authority to the Board of directors in order to increase the share capital by incorporation of reserves, profits or premiums	18 <sup>th</sup> - 2007	26 months (July 2009)	€ 10 million	None	15 <sup>th</sup>	26 months	€ 10 million
	15 <sup>th</sup> - 2008	26 months (June 2010)	€ 10 million	None			
Authorization given to the Board of Directors to increase the capital in order to compensate for contributions in kind	19 <sup>th</sup> - 2007	26 months (July 2009)	10% of the share capital as of the date of the Board of Directors' decision	None	16 <sup>th</sup>	26 months	10% of the share capital as of the date of the Board of Directors' decision
	16 <sup>th</sup> - 2007	26 months (June 2010)	10% of the share capital as of the date of the Board of Directors' decision	None			
Delegation of authority to issue securities giving right to debt securities	22 <sup>nd</sup> - 2007	26 months (July 2009)	€ 400 million	None	19 <sup>th</sup>	26 months	€ 600 million
	22 <sup>nd</sup> - 2008	26 months (June 2010)	€ 600 million	None			
Authorization to increase the capital, reserving the subscription of the shares to be issued to members of a Company Savings Plan ("Plan d'Épargne Entreprise")	21 <sup>st</sup> - 2007	26 months (July 2009)	€ 2.5 million	None	17 <sup>th</sup>	26 months	€ 2.5 million
	17 <sup>th</sup> - 2008	26 months (June 2010)	€ 2.5 million	None			

**Stock-options and performance shares**

	Authorizations in force during 2008 fiscal year				Authorizations submitted for shareholders' approval at the Combined General Meeting of April 29, 2009		
	Resolution number - GM	Period and time limit	Maximum authorized amount	Number of options/ performance shares granted as of December 31, 2008	Resolution number	Period	Maximum amount
Stock-options	23 <sup>rd</sup> - 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.	Allocation of 1,188,500 options on March 14, 2008			N/A
	18 <sup>th</sup> - 2008	38 months (June 2011)	The total number of options granted and not yet exercised may not represent more than 5% of the share capital. No discount.	None			
Performance shares	19 <sup>th</sup> - 2006	38 months (July 2009)	The total number of performance shares granted may not represent more than 1% of the share capital	Allocation of 459,250 performance shares on March 14, 2008			N/A
	19 <sup>th</sup> - 2008	38 months (June 2011)	The total number of performance shares granted may not represent more than 1% of the share capital	None			

**Share buy-back program**

	Authorization in force during 2008 fiscal year				Authorization submitted for shareholders' approval at the Combined General Meeting of April 29, 2009		
	Resolution number - GM	Period and time limit	Maximum authorized amount	Use of the authorization of December 31, 2008	Resolution number	Period	Maximum amount
Share repurchase	12 <sup>th</sup> - 2007	18 months (November 2008)	Limit provided by law Maximum purchase price : € 250	Implementation through the liquidity contract with Rothschild Cie and CA Cheuvreux	7 <sup>th</sup>	18 months	Limit provided by law Maximum purchase price : € 40
	7 <sup>th</sup> - 2008	18 months (October 2009)	Limit provided by law Maximum purchase price : € 300	Implementation through the liquidity contract with CA Cheuvreux			

**Capital reduction by canceling shares**

	Authorization in force during fiscal year 2008				Authorization submitted for shareholders' approval at the Combined General Meeting of April 29, 2009		
	Resolution number - GM	Period and time limit	Maximum authorized amount	Use of the authorization of December 31, 2008	Resolution number	Period	Maximum amount
Share cancellation	25 <sup>th</sup> - 2007	26 months (July 2009)	10% of the share capital	None	18 <sup>th</sup>	26 months	10% of the share capital
	20 <sup>th</sup> - 2008	26 months (June 2010)	10% of the share capital	July 30, 2008 Cancellation of 13,264 shares November 6, 2008 Cancellation of 12,231 shares			