

## **Veritas DGC Inc. And Seismic Micro-Technology, Inc. Announce Signing Of Letter Of Intent To Sell Software Assets Of RC2 And Hot Engineering**

HOUSTON, Jul 23, 2003 -- Veritas DGC Inc. (NYSE:VTS)(TSE:VTS) and Seismic Micro-Technology, Inc. ("SMT") of Houston, Texas, announced today that Veritas's Reservoir Characterization Research and Consulting, Inc. ("RC)2") subsidiary has entered into a letter of intent with SMT to sell to SMT certain software owned by (RC)2 and (RC)2's subsidiary, HOT Engineering GmbH of Austria. Under the terms of the letter, SMT will acquire the software developed and marketed by (RC)2 and HOT and certain related trade names and trademarks. Under the terms of the letter of intent, SMT is expected to pay (RC)2 and HOT a cash payment of \$2.0 million plus a percentage of the revenues from the sale of (RC)2 and HOT software over a four-year period. SMT will also assume certain maintenance and support obligations for the software and grant Veritas and its subsidiaries a royalty-free license to continue use of all SMT software including the software being sold. Closing of the transaction is contingent on the approval of each company's board of directors, completion of due diligence and negotiation of definitive agreements and is expected to occur in mid September.

Veritas expects that the transaction will result in a charge based upon the difference between the ultimate sales value and its current carrying value of the (RC)2 and HOT software businesses, plus certain costs, such as professional fees and severance, related to the sale and its exit from the businesses. Veritas expects to take this charge in its fourth fiscal quarter, which ends July 31, 2003.

Veritas will continue to offer reservoir consulting and training services to the petroleum industry worldwide through its Veritas Exploration Services and HOT affiliates, utilizing the (RC)2 and HOT software as integral parts of those services.

This press release contains forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These statements are based on management's current expectations and beliefs and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. These statements are not guarantees of future performance, involve certain risks, uncertainties, and assumptions that are difficult to predict, and are based upon assumptions as to future events that may not prove accurate. Therefore, actual outcomes and results may differ materially from what is expressed herein. Factors discussed in Veritas' periodic filings with the SEC, including its Annual Reports on Form 10-K, most recent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, could cause actual results to differ materially from those described in the forward-looking statements. Veritas is under no obligation to (and expressly disclaims any such obligation to) update or alter its forward-looking statements whether as a result of new information, future events or otherwise.

Veritas DGC Inc., headquartered in Houston, Texas, is a leading provider of integrated geological and reservoir technologies to the petroleum industry worldwide.

Seismic Micro-Technology, headquartered in Houston, Texas, is a software development company involved in the development and marketing of interpretation software in geology, geophysics, and engineering as it relates to the oil and gas industry.

SOURCE: Veritas DGC Inc.

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