



**REPORT OF THE CHAIRMAN ON BOARD OF DIRECTORS' COMPOSITION, PREPARATION AND ORGANIZATION OF THE BOARD OF DIRECTORS' WORK, ON INTERNAL CONTROL AND RISK MANAGEMENT**

**Compagnie Générale de Géophysique - Veritas**  
**A French Public Limited Company with registered capital of € 70,556,890**  
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In accordance with article L.225-37 of the French commercial code, the purpose of this document is to report on the composition, the conditions of preparation and organization of the meeting of the Board of Directors, on the limitations of the authority of the management as well as the internal control and risk management procedures put in place within Compagnie Générale de Géophysique – Veritas (hereinafter referred to as "the Company") and its consolidated subsidiaries (hereinafter collectively referred to as the "Group"). The Board of Directors approved this report in its session of February 27, 2013.

This report informs shareholders of the oversight assured by General Management and the Board of Directors of the activities of the Company. Such oversight involves assuring:

- on the one hand, that acts of management and transactions and the behavior of personnel adhere to guidelines established by corporate governance bodies, applicable laws and regulations, standards, and internal rules and procedures of the Company;
- on the other hand, that the accounting, finance and management information, provided to corporate governance bodies offers a reliable and sincere presentation of the activity and situation of the Company and the consolidated group.

One of the objectives is to anticipate and manage risks resulting from the activity of the Company and risks of errors or fraud, particularly in accounting and finance.

However, as with all control systems, there is no absolute guarantee that such risks can be entirely eliminated.

In accordance with article L. 225-37 of the French commercial code, this report is divided into three sections:

- Board of Directors' composition and preparation and organization of the Board of Directors' work (I),
- limitations imposed on Management authority (II),
- procedures of internal control and risk management implemented by the Company (III).

## **I. Board of Directors' composition and preparation and organization of the Board of Directors' work**

### I.1. Code of corporate governance applied by the Company:

In accordance with the Board of Directors' resolution of December 19, 2008, the Company complies with the AFEP-MEDEF code of corporate governance for listed companies (the "AFEP-MEDEF Code"). This code is available on the website of the MEDEF ([www.medef.fr](http://www.medef.fr)).

- The Company complies with the provisions of the AFEP-MEDEF Code except with respect to the current supplementary pension plan. This exception is described in paragraph I.6.

I.2. Composition of the Board of Directors as of the date of the present report:

Since the General Meeting held to approve the 2007 financial statements, the Directors are appointed for a four-year term. However, the terms of Directors that are currently in force remain as initially set until expiration of their term.

Name	Age	Positions	Initially appointed	Director's term expires
<b>Robert BRUNCK</b> <sup>(2)(4)</sup> Nationality : French	63	Chairman of the Board of Directors <sup>(**)</sup>	May 20, 1999 (director since September 9, 1998)	2016 General Meeting
<b>Jean-Georges MALCOR</b> Nationality : French	56	Chief Executive Officer <sup>(**)</sup> and director	May 4, 2011	2015 General Meeting
<b>Olivier APPERT</b> <sup>(2)(3)</sup> Nationality : French	63	Director	May 15, 2003	2016 General Meeting
<b>Loren CARROLL</b> <sup>(1)(*)</sup> (independent director) Nationality: American	69	Director	January 12, 2007	2013 General Meeting
<b>Rémi DORVAL</b> <sup>(1)(3)(4)</sup> (independent director) Nationality : French	61	Director	March 8, 2005	2014 General Meeting
<b>Jean DUNAND</b> <sup>(1)</sup> (independent director) Nationality : French	72	Director	September 8, 1999	2013 General Meeting
<b>Agnès LEMARCHAND</b> <sup>(3)(5)(*)</sup> (independent director) Nationality : French	58	Director	September 21, 2012	2013 General Meeting
<b>Gilberte LOMBARD</b> <sup>(1)</sup> (independent director) Nationality : French	68	Director	May 4, 2011	2015 General Meeting
<b>Hilde MYRBERG</b> <sup>(3)(4)</sup> (independent director) Nationality :Norwegian	55	Director	May 4, 2011	2015 General Meeting
<b>Robert F. SEMMENS</b> <sup>(2)(3)</sup> Nationality: American	55	Director	December 13, 1999	2015 General Meeting
<b>Kathleen SENDALL</b> <sup>(4)(5)</sup> (independent director) Nationality: Canadian	59	Director	May 5, 2010	2014 General Meeting
<b>Daniel VALOT</b> <sup>(1)(2)(5)</sup> (independent director) Nationality : French	68	Director	March 14, 2001	2016 General Meeting
<b>Terence YOUNG</b> <sup>(4)(5)(*)</sup> (independent director) Nationality: American	66	Director	January 12, 2007	2013 General Meeting

<sup>(1)</sup> member of the Audit Committee

<sup>(2)</sup> member of the Strategic Committee

<sup>(3)</sup> member of the Appointment & Remuneration Committee

<sup>(4)</sup> member of the Technology Committee

<sup>(5)</sup> member of the HSE/Sustainable Development Committee

<sup>(\*)</sup> the renewal of this office will be submitted to the approval of general meeting of shareholders of May 3, 2013

<sup>(\*\*)</sup> the term of office was renewed by the Board of Directors on May 10, 2012 until the general meeting to be held in 2014

The positions held by the members of the Board of Directors in other companies are provided in paragraph 13.1.2. of the management report. The allocation rules of directors' fees and the amount paid to each director for 2012 are set forth in paragraph 13.3 of the management report.

Independent directors:

The Board reviews the qualification of the directors as independent on an annual basis before release of the "*Document de Référence*." Thus, in its meeting held on February 29, 2012, the Board resolved that nine out of the fourteen directors who were sitting on the Board at that time qualified as independent (i.e. half of the board members which is compliant with the recommendation of the AFEP-MEDEF Code<sup>1</sup>. Those directors are Mrs. Gilberte Lombard, Hilde Myrberg and Kathleen Sendall and Messrs. Loren Carroll, Rémi Dorval, Jean Dunand, Daniel Valot, David Work and Terence Young. In addition, Mrs Agnès Lemarchand, coopted by the Board of Directors on September 21, 2012 in replacement of Mr David Work, is also independent.

In accordance with the criteria established by the AFEP-MEDEF Code<sup>2</sup>, those directors do not maintain any relationship with the Company, its Group or management which could impair their freedom of judgment.

Since November 9, 2012, Mr. Daniel Valot sits on the Board on behalf of the *Fonds Stratégique d'Investissements*, replacing Denis Ranque. He does not any longer qualify as independent.

Nevertheless, and as an exception to the AFEP-MEDEF Code, the Board of Directors estimated that:

- (i) the fact that Messrs. Loren Carroll, David Work and Terence Young were directors of CGGVeritas Holding (US) Inc. (previously named Veritas DGC Inc.), one of the consolidated subsidiaries of the Group, over the past 5 years, did not impair their qualification as independent since they were already qualified as such in this entity;

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<sup>1</sup> The AFEP-MEDEF Code recommends that independent directors should account for half the members of the Board of Directors in widely-held corporations without controlling shareholders.

<sup>2</sup> Note that the criteria set by the AFEP-MEDEF Code so as to establish the independence of directors are the following:

- not to be an employee or an executive director of the corporation, or an employee or director of its parent or a company that it consolidates, and not having been in such a position for the previous five years;
- not to be an executive director of a company in which the corporation holds a directorship, directly or indirectly, or in which an employee appointed as such or an executive director of the corporation (currently in office or having held such office going back five years) is a director;
- not to be a customer, supplier, investment banker or commercial banker:
  - that is material for the corporation or its group;
  - or for a significant part of whose business the corporation or its group accounts ;
- not to be related by close family ties to an executive director ;
- not to have been an auditor of the corporation within the past five years ;
- not to have been a director of the corporation for more than twelve years.
- As regards directors representing major shareholders of the corporation or its parent, these may be considered as being independent, provided that they are not involved in the control of the corporation. In excess of a 10% holding of stock or votes, the Board, upon a report from the appointments committee, should systematically review the qualification of a director as an independent director, having regard to the make-up of the corporation's capital and the existence of a potential conflict of interest.

(ii) the fact that Messrs. Carroll, Dorval and Valot had been members of the Supervisory Board of CGGVeritas Holding B.V, a wholly-owned subsidiary of the Company, until September 1, 2010, does not impair their independence (at the date of this report, these directors no longer hold any position in a Group subsidiary).

**Update on the Company's application of the principle of a balanced representation of men and women on the board of directors:**

Pursuant to a law dated January 27, 2011 and the AFEP-MEDEF Code, the board of directors has taken the initiative to better balance the women and men representation in the board. As a result, Ms Kathleen Sendall was appointed as director of the Company by the shareholders' meeting held on May 5, 2010 and Ms. Gilberte Lombard and Ms. Hilde Myrberg by the shareholders' meeting held on May 4, 2011 and Mrs Agnès Lemarchand was coopted by the Board of Directors on September 21, 2012. The number of women in the board is now exceeding 30%.

**Evaluation of the Board's activities:**

The Board of Directors organizes an annual evaluation of its activities and of its Committees. It is a self-evaluation analyzed by an outside consultant and completed every three year by a more in-depth evaluation which includes individual interviews with the outside consultant. In 2011, a full evaluation was performed to take into account the appointment of five new directors over the two preceding years and the changes in the governance of the group which occurred at the end of the first semester 2010. In 2012, a self-evaluation was performed and completed by individual interviews of the Chairman of the Board, the Chief Executive Officer and the Chairman of each committee with the outside consultant.

The directors have favorably assessed the way the Board meetings have been organized in 2012 in order to keep an appropriate balance between the presentations and the discussions with general management. They underlined their satisfaction as to the contribution of the Board committees to the Board work.

They wish to be able to devote more time during their next seminars to examine each division's strategy. They also wish to deepen their review of risk analysis and anticipation and, pay particular attention to the succession planning and the recruitment of talents. Finally, the Board also wishes that, to the extent possible, the documentation package for each Board and Committees' meeting be more concise and put at their disposal far in advance before each meeting.

**Rules applicable to the transactions carried out on the Company's shares by directors:**

The directors may be led to hold information relative to the Company that has come to their attention because of their position as director and which, if made public, might have an appreciable effect on the Company's share price. The significant character of a piece of information is normally related to the influence it may have on the financial results of the listed Company. A significant piece of information can relate to operating revenues, financial or budgetary estimates, investments, acquisitions or divestments, main discoveries, stops of important manufacturing units, launching or withdrawal of products, significant changes in shareholding or management, transactions affecting the capital, the dividend, the appearance or the settlement of a dispute, etc.

In such a case, the internal regulations provide that the directors must refrain:

- from exploiting such information in their own behalf or in behalf of others, directly or through an intermediary, by purchasing or selling the Company's securities or financial products connected with the said issue.
- from communicating the said information for purposes other than and for an activity other than the one in connection with which it is held.

In addition to the above, directors must abstain from carrying-out any transaction on the Company's shares, of whatever nature, during the 30-calendar days preceding the publication of quarterly, semiannual or annual results and until the day after the publication date. Such publications occur the last week of February, mid-May, the last week of July and mid-November.

In case of doubt, the directors are invited to contact the Group Chief Financial Officer.

Pursuant to the provisions of the general regulation of the *Autorité des Marchés Financiers*, the directors must notify directly to the *Autorité des Marchés Financiers* any transactions that they may carry out on the Company's shares, within 5 trading days as from the date on which they carried out such transactions. The obligation to notify such transactions is the direct responsibility of each director.

#### 1.3. Preparation of meetings and information to be provided to directors:

The operating procedure of the Board is governed by internal rules and regulations (hereafter the "Internal rules and regulations of the Board of Directors") which are available on the Company's website ([www.cgg.com](http://www.cgg.com)). Their main provisions are summarized below.

In preparation of every Board meeting, the Secretary of the Board sends directors a file which includes all useful information concerning the items of business on the meeting agenda. This file is sent to directors within one week before the meeting to enable them to study its content. .

Furthermore, directors are kept informed and consulted by the Chief Executive Officer between Board meetings about all events or operations of importance to the Company.

A draft version of press releases related to quarterly, semiannual and annual financial statements and all events or operations of importance for the Company are sent to directors sufficiently in advance of their publication so they can transmit their comments to the Chief Executive Officer. Other press releases are systematically sent to them at the same time they are published by the Company.

In general, the Chairman of the Board ensures that directors are able to fulfill their duties. For this purpose, he assures that each of them receives the documents and information necessary to perform their duties. In addition, board members usually meet for a two-day annual seminar generally held close to one of our operational sites. The agenda of this seminar is determined by the Chairman of the Board upon proposal of the Chief Executive Officer, in close cooperation with the chairman of each Board committee.

#### 1.4. Board meetings:

At every meeting, the Board is informed of the evolution of the operating and financial performance of the main segments of the Group since the last meeting.

This information per segment is supplemented by a particular review of the consolidated financial situation of the Group in terms of debt, cash flow and financial resources available available on a short-term basis and in the light of forecasts.

All transactions with a material impact on the strategy of the Group such as acquisitions, partnerships, disposals or strategic investments are subject to the prior authorization of the Board after the Strategic Planning Committee has issued its recommendation. The Board is regularly informed on the progress of the transaction in question.

The Board of Directors meets at least four times per year in the presence of the statutory auditors.

Pursuant to the Internal Rules and Regulations of the Board of Directors, directors may participate in Board proceedings through videoconferences or telephone conferencing provided such telecommunication means permit the identification of participants and allow them to effectively participate to the meeting in the conditions set forth in article L.235-37 of the French commercial code. They are in such cases counted as present for the calculation of the quorum and majority in accordance with the rules of the Board of Directors. However, pursuant to law the said procedure may not be used in connection with the following decisions:

- establishment of the annual financial statements and of the management report;
- establishment of the consolidated financial statements and of the report concerning management of the group, if that is not included in the annual management report.

In addition, the Board of Directors decided that this restriction would also apply to decisions relating to the establishment of the half-year financial statements and related Board report.

#### 1.5. Activity of the Board of Directors:

Pursuant to article L.225-35 of the French commercial code, the Board of Directors determines the broad lines of the Company's business and sees to their implementation. Subject to the powers expressly granted to shareholders' meetings, and within the limits of the corporate purpose, it reviews any question relating to the conduct of the Company's business and decides all pertinent issues through its deliberations.

The Board of Directors carries out any controls and checks it deems appropriate.

In 2012, the Board of Directors of the Company met ten times. The average attendance rate of directors at these meetings was 93%.

During these meetings, the Board, among others, approved the Company's annual financial statements and the 2011 consolidated annual financial statements and reviewed the interim quarterly and half-year results for fiscal year 2012. The 2013 pre- budget was also reviewed by the Board.

The Board also convened the general meeting of shareholders held on May 2012 and approved the reports and resolutions to be submitted to shareholders' approval.

The Board approved the modification of the composition of some committees, reviewed the qualification of directors as independent, modified its internal rules and regulations, and acknowledged the presentation relating to the Company's policy relating to the comparative general conditions of employment and training of women and men in the group (Article L.2323-47 of the French Labour Code) and the plan for gender equality at work.

The Board approved the appointment of two Corporate Officers ("*Directeurs Généraux Délégués*") and determined the compensation package of the senior executive officers.

The Board also decided to implement (i) a stock-options plan for certain employees of the Group and a specific plan for the four senior executive officers and the members of the executive committee, subject to performance conditions in conformity with the AFEP-MEDEF Code, and (ii) a performance shares plan for certain employees of the Group and the senior executive officers. The Board also determined that the performance conditions set out in the performance share allocation plan dated March 22, 2010 were partially met and finally allocated such shares. He also determined that the performance conditions set out by the stock option plans dated March 16, 2009, March 22, 2010 and March 24, 2011 applicable to the senior executive officers were met. The Board also reviewed the plan to implement a dual long-term cash and share incentive plan that is likely to replace the current performance share plans.

With respect to financial and strategic transactions, the Board also authorized (i) the submission of a final binding offer for Fugro N.V. 's Geoscience Division and the signature of relevant acquisition documents, (ii) the capital increase in cash with preferential subscription rights for holders of existing shares, (iii) the issuance of bonds convertible into and/or exchangeable for new or existing shares without preferential subscription rights, (iv) the amendments to the French and US revolving credit agreements.

Finally, the Board also approved the designation of a new guarantor under the French and US revolving credit agreements.

#### 1.6. Committees established by the Board of Directors:

The Internal rules and regulations of the Board of Directors define the composition, duties and operating procedures of the Strategic Planning, Technology and HSE/Sustainable Development Committees. The Audit Committee and the Appointment and Remuneration Committee have their own charter. They are appended to the Internal Rules and Regulations of the Board of Directors and are available on the Company's website ([www.cgg.com](http://www.cgg.com)).

##### **1.6.1. Appointment-Remuneration Committee:**

###### a) Responsibilities:

The responsibilities of this Committee in terms of propositions and/or recommendations to be made to the Board of Directors relate to:

1. the compensation to be paid to the senior executive officers ( "*mandataires sociaux*") to be appointed from time to time, including the procedures for setting the variable part thereof and the grant of possible benefits in kind;
2. all provisions relative to the retirement of the senior executive officers considered as "*mandataires sociaux*";
3. for the "*mandataires sociaux*", the deferred elements of the compensation packages (pension, severance payment) to be submitted to the shareholders' annual meeting;

4. the evaluation of financial consequences on the Company's financial statements of all compensation elements for *mandataires sociaux*;
5. the contracts between the Company and a "*mandataire social*";
6. the possible candidacies for filling director's positions, positions as senior executive officer considered as "*mandataire social*" or positions as a member of a Board Committee.
7. the periodical review of the independence of Board members;
8. the Directors' fees level and their allocation rules;
9. the realization of capital increases reserved for the employees; and
10. the installation of cash and/or share compensation plans.

In addition to the assignments here above described, this Committee is also in charge of:

1. examining compensation of the Executive Committee members and its evolution;
2. carrying out performance evaluation of the Board and its Committees;
3. carrying out performance evaluation of the Chairman of the Board and the Chief Executive Officer;
4. reviewing the succession planning process of Executive Committee members;
5. ensuring compliance of compensation and benefits policies with all applicable regulations;
6. reviewing the compensation data and other related information to be publicly disclosed by the Company in its annual reports and any other reports to be issued pursuant to applicable laws and regulations; and
7. approving the policy and process of verifying and reimbursing expenses of the members of the Board and the senior executive officers ("*mandataires sociaux*").

The Committee may also consider any question submitted to it by the Chairman in connection with one of the matters mentioned above.

The work of the Committee is recorded in its minutes. In addition, the Chairman of the Committee submits a report to the Board of Directors whenever the Board of Directors must make a decision relating to the appointment of a senior executive officer or a remuneration issue.

The Board of Directors reviews the operating procedures of the Appointment-Remuneration Committee during its annual review of its own performance as well as every three years when performing a more thorough review through individual interviews with an external consultant.

#### b) Composition:

As of the date of this report, the members of the Committee are as follows:

Rémi Dorval (Chairman)<sup>(\*)</sup>  
Olivier Appert  
Robert Semmens  
Agnès Lemarchand<sup>(\*)</sup>  
Hilde Myrberg<sup>(\*)</sup>

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<sup>(\*)</sup> independent director

In compliance with the AFEP-MEDEF Code, this Committee is composed of a majority of independent directors.

c) Activity:

In 2012, this Committee met seven times. The average meeting attendance rate was 91%.

During these meetings, the Committee examined, inter alia, (i) the remuneration of the Chairman of the Board and the Chief Executive Officer and their 2012 objectives, (ii) the revision of the protection letter for the Chief Executive Officer, (iii) the appointment of two Senior Executive Vice Presidents, their protection letter and their compensation, (iv) the amount of the directors' fees and their allocation rules, (v) the policy governing allocation of performance shares and stock-options within the Group<sup>3</sup>, (vi) the report on the qualification of directors as independent prior to its submission to the Board of Directors, (vii) the paragraphs in the annual reports' (including the management report, *Document de Référence* and annual report on Form 20-F) regarding the compensation of the *mandataires sociaux*, (viii) the 2012 bonus plans, (ix) the succession planning of Executive Committee members, (x) the implementation of the evaluation process for the Board, the Chairman and the Chief Executive Officer, (xi) the composition of board Committees and (xii) the new organization of the group in the perspective of the integration of Fugro's Geoscience Division.

Principles and rules to determine the remuneration of the executive officers:

Pursuant to article L. 225-37 of the French commercial code, it is specified that the compensation of the Chief Executive Officer and the Corporate Officers are determined by the Board of Directors upon proposal of the Appointment-Remuneration Committee. Such aggregate compensation includes a fixed element and a bonus. The bonus for a given fiscal year is determined and paid during the first semester of the following fiscal year.

Since January 1, 2012, the Chairman of the Board no longer receives a bonus.

For fiscal year 2012, this variable part of the remuneration of:

- Jean-Georges Malcor, Chief Executive Officer, is based on the achievement of personal objectives (representing one-third of the bonus) and financial objectives (representing two-thirds of the bonus). The financial objectives relate to the Group revenues (weighted 30%), the Group OPINC (weighted 35%), the Group EBITDA less CAPEX (weighted 20%) and the Group free cash flow (weighted 15%). His target bonus is set at 100% of his fixed compensation.
- Stéphane-Paul Frydman, Senior Executive Vice-President, is based on the achievement of personal objectives (representing half of the bonus) and financial objectives (representing half of the bonus). The financial objectives relate to the Group revenues (weighted 30%), the Group OPINC (weighted 35%), the Group EBITDA less CAPEX (weighted 20%) and the Group free cash flow (weighted 15%). His target bonus is set at 60% of his fixed compensation.
- Pascal Rouiller, Senior Executive Vice-President is based on the achievement of personal objectives (representing half of the bonus) and financial objectives (representing half of the bonus). The financial objectives relate to the Group OPINC (weighted 25%) and to the Equipment Division OPINC (weighted 20%), the Group EBITDA less CAPEX (weighted 10%) and the Division Equipment EBITDA less CAPEX (weighted 10%) and the Group free cash flow (weighted 15%) and the Equipment Division production (weighted 20%). His target bonus is set at 60% of his fixed compensation.

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<sup>3</sup> The description of the stock-options and performance shares plans implemented in 2012 are set forth in paragraph 17 of the management report.

In addition, the Company complies with the provisions of the AFEP-MEDEF Code relating to the remuneration of the senior executive officers with the following exception relating to the supplementary pension plan: in some particular circumstances (in the event of the death, incapacity or dismissal of the beneficiary, except in case of gross or serious misconduct, after reaching the age of 55 and not followed by any other professional activity) a senior executive officer may still benefit from the supplementary pension plan in effect even though he is no longer an employee of the Group. Taking into consideration circular no. 105/2004 issued by the French Social Security Department on March 8, 2004, these exceptions are maintained with regard to the following elements:

- the current supplementary pension plan may continue to apply on a uniform and identical basis to all the other executive officers also benefiting from this plan without further consequences; and
- given the seniority of certain beneficiaries of this plan and in light of their service over the years, it would be unjustified for them to lose the benefit of the pension commitments made by the Company solely because of a departure arising under very special circumstances (death, disability) or occurring shortly before retirement, making it difficult to find further employment (dismissal without gross and serious misconduct, after the age of 55, not followed by any other professional activity).

A detailed description of the compensations paid in 2012 to the senior executive officers are set forth in paragraph 14 of the management report. Information relating to deferred severance indemnity and supplementary retirement plan are also included.

#### **1.6.2. Strategic planning Committee:**

##### a) Responsibilities:

The responsibilities of the Strategic Planning Committee relate to the following:

- business plans and budgets,
- strategic options for the Company,
- organic development, and
- projects related to financial transactions.

This Committee customarily meets before each Board meeting and more often if necessary.

##### b) Composition:

As of the date of this report, the members of the Committee are as follows:

Robert Brunck (Chairman)  
Olivier Appert  
Robert Semmens  
Daniel Valot

##### c) Activity:

During 2012, the Strategic Planning Committee met nine times. The average attendance rate of Committee members was 94%.

During these meetings, the Committee was consulted regarding, inter alia, (i) the 2012-2013 forecasts, (ii) the marine strategy and the fleet evolution, (iii) the reservoir strategy, (iv) the 2013 pre-budget, (v) the acquisition of Fugro's Geoscience Division and (vi) the Group branding and the review of the Group missions and values in the perspective of the integration of Fugro's Geoscience Division.

### **I.6.3. HSE/Sustainable Development Committee**

#### **a) Responsibilities:**

The Committee's assignments are the following:

- To determine the main areas for the improvement of HSE performance on an ongoing basis and to assess on a regular basis the progress made by the Group by comparison with other companies in the industry;
- To review the high-rated risks established or not (HPI), to examine their causes and the related mitigation actions;
- To monitor any major HSE crisis and the related mitigation actions;
- To keep the Board of Directors informed of the measures taken by the Group in relation to HSE as well as the Group's initiatives with respect to sustainable development.

#### **b) Composition:**

As of the date of this report, the members of the Committee are as follows:

Kathleen Sendall<sup>(\*)</sup>, (Chairman)  
Agnès Lemarchand<sup>(\*)</sup>  
Daniel Valot  
Terence Young<sup>(\*)</sup>

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<sup>(\*)</sup>independent director

#### **c) Activity:**

In 2012, the Committee met twice. The attendance rate of Committee members was 100%.

During these meetings, the committee reviewed the following items: (i) the new organization of the HSE/Sustainable Development department, (ii) the high potential incidents that occurred in the Land and Marine acquisition divisions as well the group HSE indicators, (iii) the conclusions of the external audit that was launched to assess the quality of the Group's governance in terms of management of industrial risks in order to propose ways of improvement with a continuous progress approach, (iv) the HSE good practices implemented within the Group and the actions implemented in terms of sustainable development

### **I.6.4. Audit Committee:**

#### **a) Responsibilities:**

Pursuant to its Charter, the Audit Committee is responsible for assisting the Board of Directors and, as such for preparing its assignments.

In the scope of the duties of the Audit Committee as defined by law, the Audit Committee shall, inter alia:

- a. monitor the financial reporting process;
- b. monitor the effectiveness of the Company's internal control and risk management systems;
- c. monitor the statutory audit of the annual and consolidated accounts;
- d. review and monitor the independence of the statutory auditors.

In this scope, the Committee is specifically in charge of:

- Assignments relating to accounts and financial information:
  - Reviewing and discussing with management and the statutory auditors the following items:
    - the consistency and appropriateness of the accounting methods adopted for establishment of the corporate and consolidated financial statements,
    - the consolidation perimeter,
    - the draft annual and consolidated accounts, semi-annual and quarterly consolidated financial statements along with their notes, and especially off-balance sheet arrangements,
    - the quality, comprehensiveness, accuracy and sincerity of the financial statements of the Group,
  - Hearing the statutory auditors report on their review, including any comments and suggestions they may have made in the scope of their audit.
  - Examining the draft press releases related to the Group financial results and proposing any modifications deemed necessary,
  - Reviewing the "Document de Référence" and the annual report on Form 20-F,
  - Raising any financial and accounting question that appears important to it.
- Assignments relating to risk management and internal control:
  - Reviewing with the management (i) the Company's policy on risk management, (ii) the analysis made by the Company of its major risks (risk mapping) and (iii) the programs put in place to monitor them,
  - Reviewing with the management (i) the role and responsibilities with respect to internal control; (ii) the principles and rules of internal control defined by the Company on its general internal control environment (governance, ethics, delegation of authority, information systems...) and on the key processes (treasury, purchase, closing of the accounts, fixed assets...), (iii) the internal control quality as perceived by the Company and (iv) significant deficiencies, if any, identified by the Company or reported by the external auditors (article L.823-16 of the French Commercial Code) as well as the corrective actions put into place,
  - Reviewing (i) the Report of the Chairman on Board of Directors' Composition, Preparation and Organization of the Board of Directors' Work, and Internal Control and Risk Management and (ii) the conclusions of the external auditors on this report.

- Assignments relating to internal audit:
  - Reviewing with management:
    - the organization and operation of the internal audit,
    - the activities and in particular the missions proposed in the scope of the internal audit plan approved by management and presented to the Committee,
    - results of internal audit reviews.
- Assignments relating to external audit:
  - Reviewing with the statutory auditors their annual audit plan,
  - Hearing, if necessary, the statutory auditors without management being present,
  - Monitoring the procedure for selection of the auditors and issuing a recommendation to the Board of Directors on the statutory auditors whose appointment is to be submitted to the shareholders' meeting,
  - Monitoring the independence of the statutory auditors on annual basis,
  - Discussing, possibly individually the audit work with the statutory auditors and management and reviewing regularly with management the auditors' fees. Within the framework of a procedure that it determines annually, the Committee has sole authority to authorize performance by the auditors and/or by the members of their network of services not directly relating to their auditing mission,
- Other assignments:
  - Reviewing with management and, when appropriate, the external auditors the transactions binding directly or indirectly the Company and its executive officers,
  - Handling, anonymously, any feedback concerning a possible internal control problem or any problem of an accounting and financial nature.

Finally, the management of the Company must report to the Committee any suspected fraud of a significant amount so that the Committee may proceed with any verification that it deems appropriate.

The following persons attend the Committee meetings: the Chairman of the Board of Directors, the Chief Executive Officer, the Senior Executive Vice Presidents, the relevant members of the Executive Committee, the Chief Executive Officer, the Senior Vice President Group Chief Accounting Officer, the auditors, the Senior Vice-President Internal Audit, and any person whom the Committee wishes to hear.

Minutes of each meeting are taken. Furthermore, the Chairman of the Committee reports on its work at every Board of Directors' meeting. This report is recorded in the minutes of the Board of Directors' meeting.

b) Composition:

As of the date of the present report, the members of the Committee are as follows:

Jean Dunand (Chairman) (\*)

Loren Carroll (\*)

Rémi Dorval (\*)

Gilberte Lombard (\*)

Daniel Valot

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(\*) independent director

J. Dunand was appointed as Financial Expert by the Board of Directors in 2003 pursuant to section 407 of Sarbanes Oxley Act.

Both J. Dunand and L. Carroll qualify as independent members of the Committee with specific competences in financial and accounting matters pursuant to article L.823-19 of the French Commercial Code.

During the years he spent at the Total Group, Mr. Dunand developed an extensive financial and accounting expertise through the various positions he has held, especially as CFO of several Total subsidiaries located in countries where the Group also operates. Mr. Carroll, through the positions he held over 15 years within Arthur Andersen, developed an extensive accounting and auditing practice, especially for public companies. He then became Chief Financial Officer of Smith International, a supplier of products and services to the oil and gas, petrochemical, and other industrial markets. Within Smith International, he was in charge of investor relations, supervision of financial activities of Public Corporation (NYSE) and merger, acquisitions and strategic development. Both Mr. Dunand and Mr. Carroll are therefore very familiar with the financial and accounting specificities of our industrial sector and those linked to our international activities.

In compliance with the provisions of the AFEP-MEDEF Code, two thirds of the Committee is composed of independent directors. The committee has relied upon the report issued by the French Autorité des Marchés Financiers on audit committees.

c) Activity:

In 2012, the Committee met eight times with an average attendance rate of committee members of 92.50%.

During these meetings, the Committee reviewed draft versions of the annual consolidated financial statements for 2011, and the consolidated financial statements for the first quarter, the first semester and the third quarter of 2012. It also reviewed the 2012 forecasts. The Committee also provided to the Board its recommendations concerning these financial statements. The Committee reviewed the Chairman's report on Board of Directors' Composition, Preparation and Organization of the Board of Directors' Work and on Internal Control and Risk Management, the annual report on Form 20-F and the Document de Référence.

The Committee also met with the external auditors without management present. During this meeting, the auditors and the Committee had an overview of the audit work performed for the closing of the 2011 financial statements.

The Committee also approved and implemented the annual review plan of the main risks of the Group and of certain specific risks that it determined. In this scope, in particular, the committee reviewed the insurance policy of the group, the financial information systems and the information security.

The Committee also examined the work to be performed by the statutory auditors in the scope of their audit on the 2012 financial statements and approved their fee estimates for this work. In compliance with the Committee's procedures for its prior approval of non-audit services provided by the members of our auditors' network, the Committee reviewed such services performed in 2012 and approved them as necessary.

The Committee reviewed the activities of the internal audit team, which acts according to a plan established by the Executive Committee and presented to the Committee. This plan is established in light of perceived operational and financial risks with the goal of systematically reviewing the major entities of each business division every three years.

The Committee was also kept regularly informed on the assessment of internal control procedures pursuant to section 404 of the Sarbanes-Oxley Act and of the results thereof. The external auditors and the internal audit presented their respective conclusions.

The Committee also followed the evolution of the Group's legal perimeter and, in particular the rationalization program for the Group's legal structures.

In addition, at year end the Committee carried out a detailed review of the multi-client library and was regularly kept informed of the Group's situation with respect to cash, debt, cash flow forecasts and the Group's hedging policy.

Finally, the Committee was consulted regarding the consequences of Fugro's Geoscience Division acquisition on accounting.

#### **I.6.5. Technology Committee:**

##### **a) Responsibilities:**

The Committee is responsible for assisting the Board in reviewing:

- the technology offer from competitors and other oil service companies,
- the Group's development strategy in reservoir imaging including seismic and opportunities in other oilfield services and products,
- the main development programs in services and equipment,
- R&D budgets,
- the protection of intellectual property.

The Technology Committee usually meets twice a year.

b) Composition:

As of the date of this report, the members of the Committee are as follows:

Robert Brunck (Chairman)  
Rémi Dorval (\*)  
Hilde Myrberg (\*)  
Kathleen Sendall (\*)  
Terence Young (\*)

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(\*) independent director

c) Activity:

In 2012, the Committee met twice with an attendance rate of 100%.

During these meetings, the Committee reviewed the strategic actions plans in technology and Intellectual Property, the latest technological developments of the Group divisions, and certain specific technological projects.

I.7. Shareholders' attendance conditions at the shareholders' general meeting:

Subject to the provisions of articles L.225-104 and seq. of the French commercial code, the shareholders' attendance conditions at the shareholders' general meeting are set forth in articles 14, 15, and 16 of the Company's by-laws.

I.8. Information likely to have an influence in case of take-over bid:

Information set forth in article L.225-100-3 of the French commercial code related to the information likely to have an influence in case of take-over bid are described in paragraph 20 of the management report.

**II. Limitations imposed on the powers of the Chief Executive Officer**

II.1. General management organization:

II.1.1. Split of the Chairman and Chief Executive Officer positions:

When Jean-Georges Malcor joined the General management of the Group in January 2010, it was announced that the positions of Chairman of the Board and Chief Executive Officer would be split during the year. This split was effective as of June 30, 2010. Since that date, Jean-Georges Malcor has been Chief Executive Officer of the Company while Robert Brunck has remained Chairman of the Board.

During its meeting on May 10, 2012, the Board of Directors re-elected Mr. Brunck to his position as Chairman and Mr. Malcor to his position as Chief Executive Officer for a two-year period, i.e. until the shareholders' meeting to be convened to approve the 2013 financial statements.

Since February 29, 2012, the Chief Executive Officer has been assisted by Corporate Officers ("*Directeurs Généraux Délégués*") who are appointed for a three-year period. They are respectively in charge of Strategy, Legal and Investor Relations and Risk Management, HSE and Sustainable Development.

#### II.1.2. Role of the Chairman of the Board of Directors:

In conformity with article L. 225-51 of the commercial code, the Chairman of the Board of Directors organizes and animates the work to be performed by the Board and reports to the shareholders' meeting on the work performed by the Board. The Chairman of the Board of Directors also makes sure the corporate bodies of the Company work appropriately and that the directors are in a position to adequately perform their duties.

#### II.2. Limitations of authority of the Chief Executive Officer:

The Board of Directors imposed no restrictions on the powers of the Chief Executive Officer (*Directeur Général*). In consequence, in accordance with the law and article 10 of the Company's articles of association, the Chief Executive Officer is vested with the broadest powers to act in all circumstances in the name of the Company.

### **III. Internal control and risk management procedures implemented by the Company**

The Company's internal control and risk management, effected by the Board of Directors, the management and by other personnel is designed to provide reasonable assurance regarding the achievement of objectives in the following areas:

- completion and optimization of operations, including the safeguarding of resources,
- the reliability and sincerity of financial information, and
- compliance with applicable laws and regulations.

The principal objective of our Internal Control and Risk Management systems and processes is to identify and control risks related to the activities of the Company, as well as the risks related to errors in accounting and financial reporting.

The Company is listed both in France and in the US and is therefore subject to both the Sarbanes-Oxley Act and the French "*Loi de Sécurité Financière*". In the scope of implementation of the recommendations and provisions of the Sarbanes-Oxley Act relating to internal control, the Company decided to apply the COSO internal control integrated framework, established by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The *Autorite des Marchés Financiers (AMF)* has subsequently integrated the principle elements of COSO in its frame of reference.

Pursuant to the Sarbanes-Oxley Act, the Company must include in its report on Form 20-F (the "20-F Report") filed with the Securities Exchange Commission, a management report on internal control over financial reporting. This report along with the opinion of the auditors on the Company's internal control will be included in item 15 of the 20-F Report for fiscal year 2012. A translation of this item 15 into French will be included in the "*Document de Référence*" for fiscal year 2012.

### **III.1. Control Environment:**

The control environment is the foundation of all the components of internal control and risk management of the Group, providing discipline and structure. The discussion below describes the Group's Charts and Codes setting its expectations in integrity and ethics, it describes how the Group is organized and structured to assure internal control and risk management, and it describes how authority and responsibilities are delegated in the Group.

#### III.1.1. Integrity and Ethics

The Company's standards and expectations in integrity and ethics are codified in its Chart of Ethics, in its Statement of Values and in its Code of Business Conduct that apply to all employees of our Group. These documents are widely distributed globally in the Group and they are also available to all staff on the Group's employee internet portal, *InSite*.

In addition, pursuant to section 406 of the Sarbanes Oxley Act, on December 10, 2003, the Board of Directors implemented a code of ethics which is applicable to the Chairman, the Chief Executive Officer and the members of the Executive Committee and the Disclosure Committee. This code defines rules of conduct and integrity which the persons must follow in the performance of their function and obligations relating to disclosure. This Chart remains in full force and vigor.

#### Values and Chart of Ethics

The Group has developed and communicated widely to all its employees a statement of its Values – *Our Values*. This statement of values centers around the Group and its employees' commitment: *focus on performance, passion for innovation, powered by people and delivered with integrity*.

The Group's chart of ethics represents a commitment by the Group to its clients, its shareholders, its employees and its partners to comply with local laws and regulations and to respect the principles of its Code of Business Conduct.

#### Code of Business Conduct

The Group's Code of Business Conduct is a guide to appropriate conduct. In conjunction with the Group's statement of Mission, Vision and values it provides a framework for all employees to perform their jobs with integrity. The Business Code of Conduct addresses compliance with laws and regulations, prevention of conflicts of interest, respect for persons and the environment, protection of the Group's assets, financial security and transparency, internal verification and the role of Internal Audit.

To support the Business code of conduct, the Group has established an Ethics Committee which can be contacted anonymously by employees concerning issues related to conduct. The Group has also established a global ethics alert phone line, *Ethics Alert*, which is operational 24 hours, 7 days a week. This reporting line is in compliance with SOX and with CNIL (*Commission Nationale de l'Informatique et des Libertés*) recommendations.

#### III.1.2. Organization of the Group

The Group's organizational structure provides the framework within which its activities for achieving its entity-wide objectives are planned, executed, controlled and monitored. Within this framework, key areas of authority and responsibility, as well as appropriate lines of reporting, are established. The organizational structure relative to internal control and risk management is described below.

The structure and responsibility of the Board of Directors having been described in Section I, it will not be described further in this section.

In 2012, the Group was structured in:

- Five Divisions, along the primary axes of our business, each responsible for its positioning, its operations and its financial performance, i.e. the Marine Acquisition Division, Land Acquisition Division, Data Processing and Imaging and Reservoir Division, Multi-Client and New Ventures Division, and Equipment Division;
- Five Functions, at the Group level, ensure a global transverse approach and provide support across all activities, i.e. : the Finance Function, the Human Resources Function, the Global Operational Excellence Function, the Geomarkets and Global Marketing Function and the Technology Function. Each Division and each Function were managed by a member of the Executive Committee;
- Six transverse Departments respectively in charge of Internal Audit, Legal Affairs, Communication, Investor Relations, Strategy and Risk Management, Health, Safety and Environment, Sustainable Development and Social Responsibility.

Since February 1, 2013, the Group has implemented a new organization which main outlines are described in paragraph III.1.2.2. of this report. However, the base year for this report being fiscal year 2012, it will focus on the organization in place during this fiscal year.

#### III.1.2.1. Organization of the Group in 2012

##### **The Chief Executive Officer:**

The Chief Executive Officer is given wide authority by the Board of Directors of the Company to manage the Company. The Chief Executive Officer has ultimate ownership and responsibility for the internal control and risk management system. He ensures the existence of a positive control environment, and he is responsible for seeing that all components of internal control and risk management are in place. The Chief Executive Officer provides leadership and direction to the Executive Committee.

Since February 29, 2012, the Chief Executive Officer has been assisted by two Senior Executive Vice Presidents who are appointed for a three-year period. They are respectively in charge of Strategy, Legal and Investor Relations and Risk Management, HSE and Sustainable Development.

##### **The Executive Committee (COMEX):**

The Executive Committee assembles around the Chief Executive Officer, the Senior Executive Vice Presidents and the Executive Vice Presidents of each Division and each Function. The Executive Committee shapes the values, principles and major operating policies that form the foundation of the Group's internal control system. The Executive Committee takes actions concerning the Group's organizational structure, content and communications of key policies and the planning and reporting systems the Group will use. The Executive Committee monitors and controls the performance of each Company activity as well as the execution of the Group's strategy, plans and projects across its Divisions and Functions.

The Executive Committee is directly responsible for internal control and risk management in the Group. It defines the orientations for internal control and it oversees its implementation. These obligations are cascaded through the organization in each Division and each Function.

The Chief Executive Officer and the Corporate Officers' responsibilities are cascaded to the EVPs of each Division and Function and to the Managers of transverse departments. Thus EVPs and their Senior Managers have responsibility for internal control and risk management related to their unit's objectives. They guide the development and implementation of internal control policies and procedures that address their unit's objectives and ensure that these are consistent with the Group's objectives.

In exercising their transverse roles, Functions and departments play pivotal roles in internal control and risk management.

### The Functions:

#### **Finance Function:**

In the Finance Function, the following Departments play critical roles in internal control and risk management:

Financial Controller - oversees the budgeting process as well as the monthly, quarterly and annual financial reporting. He prepares financial forecasts and assures on a regular basis, with the financial controllers of the Divisions, oversight of the Group's operations.

Accounting and Consolidation – Prepares consolidated accounts. Elaborates and cascades through the organization accounting procedures and assures on a continual basis their adequacy relative to legal and regulatory reporting requirements. This Department also has oversight of Internal Control in the Group. It oversees the implementation of process and good practice to assure the effectiveness of Internal Control across the Group. This oversight is carried out under the Group's Chief Compliance Officer.

Treasury – The Treasury Department manages risks associated with currency fluctuations, credit and counterparty risks and commercial political risks. Treasury also manages the available funds and their investment.

The Executive Vice President Finance manages the Function and serves as the Group's Chief Financial Officer. The Group has established a Treasury Committee which meets on a monthly basis to review the Company's financial situation.

The Finance Function carries out its missions according to the directives established by the Executive Committee in the *Financial Security Policy* and the *2011 Financial Security Objectives*.

#### **Human Resources Function:**

The Human Resources Function plays a key role in Internal Control and Risk Management. As a driver and center of expertise in recruitment, development and the motivation of the Group's employees, it assists the Group's in meeting its objectives.

The Human Resources Function develops and assures a coherent global vision in each HR area and thereby contributes to the attractiveness of the Group through employees' development, commitment and recognition.

Human Resources supports the Group's change management efforts, anticipating the Group's needs and assuring that competent, talented employees are available to fill the Group's needs and development.

Recruitment – Global recruitment is managed by a cell of professionals dedicated to putting in place processes and tools to assure that the Group is well positioned to attract talent and to assure that open positions are communicated throughout the Group. Human Resources Department supports Divisions and Functions in their recruitment and assessment efforts for specific posts in their countries of operations.

Development – Four key processes are structured to support individual development, allow performance improvement and anticipate any career or organization change: position and competency mapping, employee performance reviews and assessments, talent reviews and career plan reviews.

- The Group's positions, and functions, are mapped in the *Magellan* system on 9 levels in order to clarify the assessment of the Group's needs and ensure coherence between Divisions, Functions, on one hand, regions and countries on the other hand. The system also structures and facilitates the identification of development and competency requirements for specific positions.
- Individual performance evaluations are conducted globally, throughout the Group, based on an intranet based toolset provided by Human Resources department. Evaluations of performance and competency are reviewed between managers or supervisors and their direct reports.
- Employees identified to have a significant potential for managerial or technical development are further evaluated and reviewed by the Group's senior management in Talent Review meetings.

Training – CGG University organizes training programs to respond to the needs of the organization. The University acts either alone or in partnership with external consultants for training session in particular in the areas of leadership, safety and acquisition of technical expertise. Training is made available to all levels from new hires to experienced senior managers. Specific training modules are offered on *Internal Control* and on *Governance and Performance*.

Succession Planning – The future needs of the organization and the potential of the Group's employees are reconciled through a succession planning exercise carried out in each Function and each Division. These reviews are consolidated by Human Resources to provide a global view of the Group's needs in key areas and to identify development and training required to prepare its employees for future responsibilities.

Compliance – Human Resources professionals follow-up local laws and regulations in their domain and ensure with concerned parties that the Group remains in compliance.

#### **Global Operational Excellence Function:**

The Global Operational Excellence Function plays an important role with respect to the optimization of resources, participate in the reliability and security of information and ensure compliance with applicable laws and regulations in its area of expertise. The following departments play key roles in Internal Control and Risk management.

Trade Compliance - The Trade Compliance department is set up to ensure that all levels of the Group are aware of and take the necessary steps to comply with laws and regulations regarding the export, re-export, import and transit of controlled goods and technologies. It plays a consulting role to operations and assists operations with import & export licenses and documentation.

Information Security - The Group's Information Security Department puts in place a global framework to protect information. It sets standards and implements process to assure the availability, integrity, security and reliability of information systems in the Group.

The Information Security Department carries out its mission according to the directives established by the Executive Committee in the *Information Security Policy*.

Global Sourcing and Supply Chain Department - The Global Sourcing and Supply Chain department oversees the purchasing of all equipment, parts, supplies and services of the Group. It oversees quality and delivery of equipment, supplies and services in close cooperation with the Divisions and Functions, it manages and develops the Group's relationships with suppliers to optimize their performance and the Group's total cost of ownership while maintaining standards of quality and delivery.

Global Sourcing and Supply Chain oversees key processes including the creation of a new supplier, approved supplier list, sourcing and validation of supplier bids and contracts.

The Global Sourcing and Supply Chain Department carries out its mission under the *Purchasing Code of Conduct* and the *Selling to Sercel* directives. The *Purchasing Code of Conduct* is always included in the Group documentation for tender offers.

Quality Department - The Group's Quality Department focuses on a systematic approach to the management of key processes, thereby identifying and structuring the mitigation of process risk. It supports the Group's Divisions in this respect and helps reducing or eliminating the cost of non-quality, thus playing a critical role in the optimization of resources and operations.

The Quality Department carries out its mission according to the directives of the Executive Committee in the *Quality Policy* and in the *2011 Quality Objectives*.

#### Transverse Group Departments:

##### Internal Audit

The Group Internal Audit has direct access to the Executive Committee and to the Board's Audit Committee; it assists them in carrying out their oversight responsibilities on the effectiveness of the Group's risk management, internal control and enterprise governance. As of the date of this report, the Corporate Internal Audit function was staffed with nine auditors, reporting to the SVP Internal Audit.

Internal Audit evaluates internal controls on the basis of the COSO framework and tools and in compliance with the code of conduct of the Institute of Internal Auditors.

Internal Audit planning is based on a three-year cycle to ensure a timely review of the Group's significant entities. Priorities are established based on current operations and the supposed level of risk. The annual internal audit plan is defined by the Corporate Internal Audit department, approved by the Executive Committee and presented to the Audit Committee.

Internal Audit conducts financial and accounting audits as well as operational and compliance audits. Recommendations issued as a result of the audits are approved by the Executive Committee and the associated action plans are carried out by line management and monitored by Internal Audit until all open issues have been resolved. Also included in the scope of Internal Audit is the performance of conformity tests of internal controls as they relate to the Sarbanes-Oxley Act requirements.

Over the past three years, the units audited have accounted for approximately 90% of the average revenues of the Group. In 2012, the internal audit activities, excluding those linked to Sarbanes-Oxley, were mostly dedicated to the major scope of activities of the Group, in particular land acquisition and the management of seismic acquisition projects, imaging and the development of equipment and software and the entities considered as being a priority based on the assessments of risks exposure such as partnerships. The annual budget of Internal Audit is close to 0.1% of the Group revenues which is in compliance with the standards existing for companies in the same industrial sector.

### Investor Relations

This Department is mainly in charge of the relations and communication of the Group with the investor and shareholder community. Its missions include particularly the preparation of press releases related to the annual, semi-annual and quarterly financial results, the organization of roadshows and participation to investor conferences.

### Group Legal Department

The Group Legal Department provides legal support to the Functions as well as to the other transverse Group Departments and to the Company's Divisions and Geomarkets various entities. It has oversight of Group compliance and more specifically on external reporting including filings and relations with market authorities. It oversees safeguarding of financial covenants and compliance with local regulations. The Legal department provides support for mergers and acquisitions, financing, and corporate law.

Group Legal ensures the legal management of the top holding Company of the Company, listed on Euronext and the New York Stock Exchange. It acts in the role of Corporate Secretary for the Board of Directors and its Committees as well as in Shareholders' meetings. It assists management with the definition and implementation of corporate governance principles in line with best practices in the financial markets where the Company is listed. Group Legal oversees the establishment and maintenance of the list of Insiders.

The Group Legal Department oversees the delegation of authority and delegation of powers in the Company, assuring their adaptation in the event of changes in the organization.

The Group Legal Department provides functional management of the Group's legal entities and branches, as well as the trademark portfolio of the Group.

Group Legal plays an active role in operations providing support to the Divisions and Geomarkets in their day to day business to ensure:

- Timely delivery of business oriented solutions to operations;
- Prevention and management of legal risks;
- Compliance with laws and regulations and Company policies and instructions.

Group Legal drives the Company's bid and contract review process assuring that major risks related to bids and contracts, with both clients and sub-contractors, contain terms which protect the Company.

The Department reports to the Senior Executive Vice President in charge of Strategy, Legal and Investor relations.

#### Risk Management, Health, Safety & Environment, Sustainable Development and Social Responsibility (HSE)

The HSE management system provides governance, develops process and procedures in the areas of employee and stakeholder health, safety, environment and the security of our operations. The HSE organizations provides oversight in these areas across all of the Group's operations

The HSE organization also addresses the Group's reputation risk through its Social Responsibility (SR) and Sustainable Development (SD) programs.

The HSE, SD & SR Department carries out its missions according to directives established by the Executive Committee in the *Quality, Health, Safety and Environment Policy, as well as* in specific policies addressing *Health and Wellness, Sustainable Development, Environment, and Security*. Annual objectives applicable to all Company activities are set in the *2012 Health, Safety and Environment Objectives* and in the *2012 Sustainable Development and Social Responsibility Objectives*. These *objectives* are reviewed on an annual basis.

The missions of the Department in terms of Group risk management are described below under Risk Management.

The Department reports to the Senior Executive Vice President in charge of Risk Management, HSE and Sustainable Development.

#### Group Communication

This Department oversees the Company's communication processes and culture. It develops mechanisms to strengthen two way internal communication. Group Communication is in charge of the Group internal communication, and in this scope manages the Group intranet. The Department regularly measures the quality of internal communications through a global survey of the Group's staff. This Department also oversees the Group's external communications, in particular commercial press releases, to assure their accurate and timely communication.

Group Communications carries out its mission according to the directives established by the Executive Committee in the *Media Release and Financial Communications Policy, the News Release Procedure* and the *Press Release Procedure*.

#### III.1.3.2. Group Organization as from February 1, 2013 :

As from February 1, 2013, following the acquisition of Fugro's Geoscience Division, a new operational structure has been put in place in order to align the management structure with the Group's new size and development strategy. The Group is now organized around three Divisions including ten Business Lines and with six Corporate Functions and five Group Departments.

The three new Divisions cover better the exploration to production value chain which offers the Group many new opportunities to create value for its shareholders, clients, employees and partners.

The Divisions and Business Lines are the following:

- Equipment Division: this Division includes all the Sercel business entities, such as Metrolog, CGR, Optoplan and De Regt.
- Acquisition Division : this Division brings together the activities of the following Business Lines :
  - o Marine Acquisition (including Marine Gravity Magnetic Services),
  - o Land Acquisition (including Land EM and General Geophysics),
  - o Airborne Geophysics (The acquisition of this Business Line will be closed only when all operating licenses and authorizations are received)
- Geology, Geophysics and Reservoir Division (GGR) : this Division brings together the activities of the following existing Business Lines :
  - o Multi-Client and New ventures,
  - o Processing and Imaging,
  - o Jason,
  - o Hampson-Russell
  - o Robertson
  - o Data Management Services
- The Functions are the following :
  - o Finance,
  - o Human Resources,
  - o General Secretary,
  - o Global Operational Excellence,
  - o Geomarket Sales & Marketing, and
  - o Technology.
- The Group Departments are the following :
  - o Internal Audit,
  - o Risk Management, HSE and Sustainable Development,
  - o Strategy, Integration and Partnerships,
  - o Investor relations, and
  - o Communication

#### Group Governance Structure:

To achieve the goals set by the Board of Directors, the Chief Executive Officer manages the organization through senior executives and through three main committees:

#### Corporate Committee (C-Com)

The C-Com is chaired by the Chief Executive Officer and brings together the two corporate officers of the Group and the Senior Executive Vice Presidents of the Divisions. It is a decision body which meets every month for the review and general conduct of the business. The members are interfacing regularly with the Board, the market and participate in the financial and business roadshows.

#### Executive Committee (E-Com)

E-Com meets every month and supports the C-Com. E-Com brings together the members of the C-Com and the Senior Executive Vice Presidents of the Functions. It is mainly a body discussion and

proposition between the Divisions and Functions for the Group, but also a body to validate all projects and decisions with transverse impacts. It will in particular:

- Monitor and follow the execution of decisions taken at the C-Com level,
- Insure Group transverse initiatives consistency through the three Divisions;
- Monitor and follow the management of the support functions and shared services.

#### Management Committee (M-Com)

The M-Com meets twice every quarter in order to exchange and discuss Group performance, business and budget information and discuss specific matters of Group interest as requested. One of these meetings is aligned on the quarterly business review to prepare external market communication.

The M-Com brings together the members of the C-Com and E-Com as well as the Business Lines and Group Departments heads.

### **III.2. Risk Management**

The Group has put in place organization, process and procedure as well as working practices to manage risks across the organization. The management of risk is fully integrated in the decision making process in the Group. The Group identifies and evaluates the principal risks that can impact the Group's operational and financial objectives or compromise compliance with laws and regulations. The Group manages risk through robust management systems, departments focused on specific risk areas and through cross Group processes.

The transverse Department Risk Management, Health, Safety, Environment, Sustainable Development and Social Responsibility has established a risk management framework for the Group; it animates the implementation of this framework. Through the framework it provides a risk management methodology and identifies high level risks in the Group and defines, with Divisions and Functions, control and mitigation measures to manage these risks. It works through the Functional departments, the transverse Group Departments and through the Divisions, as described above, on the implementation of risk controls. It monitors the implementation and effectiveness of controls and provides to the Executive Committee a view of the high level risks faced by the Group.

The Group has implemented risk management flows throughout the organization to identify, assess and control risks:

- the identification of events that can have an impact on the Group comprises a combination of techniques and supporting tools including event inventories, internal analyses, risk interviews, process flow analysis, leading event indicators and loss event data methodologies.
- Risk assessments are conducted to determine the extent to which potential events may have an impact on the Group. Risks are evaluated in terms of impact and probability. In assessing risks, managers consider impacts on people, environment, financial situation, accounts, strategic and other business objectives, compliance with laws and regulations and the Group's reputation. The Group's risk assessment methodology comprises a combination of qualitative and quantitative techniques.
- Risks are controlled through robust processes allowing their avoidance, reduction, sharing or acceptance. The Group employs comprehensive processes to reduce risk probability or risk severity or both. Control activities flow from policies and procedures established to manage risks.

Control activities occur throughout the organization at all levels and in all functions. Group policies, objectives, management instructions and procedures are available to all personnel in the *Document Management System (DMS)* available on the intranet.

The Group's Insurance department reports to the transverse department Risk management, Health, Safety, Environment, Sustainable Development and Social Responsibility to assure an integrated approach to risk in the Group. A robust Insurance program has been implemented at the Group level to share or transfer risk. Each high level risk is evaluated to determine whether the risk can be transferred through insurance policies within a practical cost structure.

#### Risk Map

One of the products of the Group's risk management program is the Risk Map. The Risk Map is a management tool which provides a shared view in the Group of the risks that have the potential of material impact on the Group. The risks in the Risk Map are organized by risk family: Operational risks, Technology risks, Accounting and Financial risks, HR risks and Communications risks.

The Risk Map is presented to both the Executive Committee (COMEX) and to the Board's Audit Committee on an annual basis.

### **III.3. Internal Control**

The Group has an internal control department whose role is to support the organization in implementing and maintaining effective processes, and to ensure that that controls effectively mitigate the risks identified. It also maintains our internal control framework and coordinates the evaluation system of internal control over financial reporting (section 404 of the Sarbanes-Oxley Act).

In 2012, the Internal Control department produced a guide based on the COSO internal control framework in order to provide Group staff with a single source of internal control guidance. This guide was rolled-out across all sites, divisions and support functions and aims at improving the Group risks management.

### **III.4. Financial Security Management**

Specific processes and controls have been put in place by the Group to assure that financial reporting is reliable and pertinent.

#### Financial information

- Key processes such as the preparation of consolidated financial statements, documents for the Board of Directors and the Audit Committee, preparation of budgets, etc., are formally described.
- Instructions of the Executive Committee with respect to Financial Security principles and objectives are regularly renewed to remind all financial and operational managers of each unit, the importance of internal control and the necessity to constantly see to its implementation, based on annual objectives and training at demand.
- The Group has an accounting manual which sets forth its accounting practices, instructions and reporting rules. The accounting manual applies to all Group entities and is designed to ensure that the accounting rules are applied across the Group in a reliable and homogeneous way. It details procedures for closing the books, preparation of the income statement, balance sheet, cash flow

statement as well as the consolidation process. Additionally, it outlines the principles for producing the notes to the consolidated financial statements.

- To limit risks of fraud, processes of segregation of duties are in place from approval of the orders to payment of the vendors and suppliers.
- All Group entities process consolidated accounts in the format chosen by the Group using a standardized package. All reclassifications from the corporate accounts to the consolidated accounts are documented using a specific standard format.
- Intercompany transactions are carried out in various areas (different services, geophysical equipment sales, software licenses). The corresponding fees vary according to the nature of the transaction and in compliance with market conditions and transfer pricing policy.

Management software packages implemented within the Company in finance, logistics and procurement are critical organizational components of the internal control system as they define in detail the processes to be applied in each of these areas.

#### **Information technology infrastructure and information systems security**

- Access to the internal networks of the Group's companies and information systems are regulated.
- The networks are protected by firewalls and antivirus systems. External access is possible through secure and encrypted connections.
- Users are duly authenticated before being granted access to the system.
- Data backup, archiving and recovery systems have been put into place. Procedures are created, modified and updated by competent personnel and approved by the appropriate management. Once a year, an internal audit is carried out to test the effectiveness of such procedures, including some intrusion tests with assistance of external IT experts.

#### **Control of the disclosure of information externally**

- The Group has a procedure which outlines rules for preparing, validating and approving press releases.
- The Group follows a pre-determined process for the preparation and distribution of its regulatory documents.

#### **Disclosure Committee**

Within the framework of the implementation of the Sarbanes-Oxley Act, the Chief Executive Officer and Chief Financial Officer of the Group created a Disclosure Committee in February 2003 to assure they will be able to properly issue the certificate provided for by section 302 of the Sarbanes-Oxley Act which must accompany annual financial statements filed by the Company with the Securities and Exchange Commission.

The principle functions of this Committee are to:

- analyze the importance of information and determine the appropriateness of a disclosure, and if so according to what schedule, and to this purpose:
  - review all information to be published and their draft wording,
  - oversee disclosure procedures and coordinate disclosures to external parties (shareholders, market authorities, investors, the press etc.).
- provide guidelines for internal control procedures to ensure the reporting of material information to be disclosed within the framework of quarterly, semiannual or annual communications to market authorities or destined for financial markets,
- inform the Chief Executive Officer and the Group Chief Financial Officer of any changes, deficiencies or material weaknesses pointed out by the Committee in the process of the reporting of information.

In 2012, the Committee was chaired by the Senior Vice President, Group Chief Accounting Officer and composed as follows:

- Executive Vice President, Land Division
- Executive Vice President , Marine Division
- Executive Vice President, Processing, Imaging and Reservoir Division
- Executive Vice President, Multi-Client and New Ventures Division
- Executive Vice President, Equipment Division
- Financial Controller, Equipment Division
- Group Financial Controller
- Senior Vice President, Group Internal Audit
- Senior Vice President, Investor Relations
- Senior Vice President, Group Communication
- Senior Vice President, Group Tax Director
- Senior Vice President, Group General Counsel

The Committee meets quarterly before periodic disclosures of the Company are published. A self-evaluation is performed each year and is adjusted for ongoing improvement of the Committee functioning.

#### **Delegation of powers and areas of responsibility**

Delegations of Power are authorized by the Chief Executive Officer and the Senior Executive Vice Presidents and cascaded to successive levels of management through a formal, documented process that clarifies the responsibilities related to the delegation. The approval of offers and contracts as well as capital expenses and operating expenses are controlled through these delegations. Approval levels for investments, leases, sale-and-lease back transactions and other expenses are also defined.

Delegations of Authority are carried out according to directives established by the Executive Committee in the *General Instruction on Delegation of Authority and Delegation of Powers*.

The process for preparing offers, and controlling and approving contracts signed between the Group's legal entities on the one hand, and its customers, partners and subcontractors on the other hand, is managed through the bid and tender review process. The process includes authorization rules to be applied with respect to contractual commitments and in particular the limits where a prior review and authorization by the Executive Committee is required. This review process cuts across all Functions that contribute to the control of risks in bid and contract review including the Legal Department, the Tax department, Treasury, and the HSE Department.

### **III.5. Control activities**

Processes implemented by the Group to identify necessary control procedures are based on risk assessments and on the necessary processes required to fulfill the Group's objectives.

#### Internal control procedures

Control procedures of the Group are implemented according to the hierarchical levels of personnel involved and the principles of materiality and the separation of functions. Control procedures are implemented in light of the identification of risks.

#### System of evaluation of Internal Control

Internal Control in the Group is evaluated through self-assessment tools and through internal audits.

Financial security annual objectives are set requiring self-assessments of all active Company entities using the *Internal Control Assessment Form (ICAF)*. This questionnaire includes approximately 40 prerequisites defined for operating Divisions and support Functions. On an annual basis, the results of these reviews are consolidated, assessed and distributed to relevant managers; through these assessments, Internal Control improvement areas are identified.

Internal Control is continuously evaluated through a program of internal audits. In 2012, more than 50 audits were conducted by the Group Internal Audit Department in addition to SOX testing, 19 were compliance and/or operational audits, 10 were financial audits and 23 general audits (financial and operational and performance). Audit findings and recommendations are in each case reviewed with relevant managers and are presented to the executive management of the Division if necessary, and action plans are agreed to assure continuous improvement. Audit reports and action plans are submitted to the Executive Committee. Every month members of the Executive Committee receive the Internal Audit dashboard to monitor progress on improvement actions.

Areas of improvement from ICAF assessments and from internal audits form the base of annual strategic plans (organizational changes) and annual Financial Security objectives.

Furthermore, hub-level controllers were put in place to assure better control of far reaching geographies.

#### Financial and accounting controls

Internal control procedures in force in the Group are designed principally to ensure that accounting, financial and management information communicated to corporate bodies of the Group provide a fair presentation of the activity and situation of the Group.

- The financial statements of all the Group's subsidiaries are reviewed by the Finance Function. Physical inventories are carried out on a regular basis at each site, comparing the balance sheet values of inventories with those of the physical inventories. Variances noted are then corrected.
- Access to the accounting information systems is formally restricted in accordance with the function and responsibilities of each user.
- Current management information systems make it possible to record transactions in a complete and exact manner, to trace them and regularly back them up.
- All Intercompany transactions are documented and reconciled on given dates according to the transactions.
- The Company monitors its off-balance sheet commitments.
- Comparisons and reconciliations are performed at various levels, particularly between reporting and consolidation. The consolidated financial statements are reviewed by the Chief Financial Officer at corporate level and the Chief Financial Officers of the divisions.

In accordance with requirements of the Sarbanes-Oxley Act, the Group has a system to evaluate the effectiveness of internal controls over financial reporting.

The Executive Committee fully supports this project as a contribution to a proper business control, which is also in line with the implementation of values and the application of the financial security program with our personnel.

### **III.6. Information and Disclosure**

The Group's ability to meet its objectives depends on effective dissemination of information at all levels of the Group.

Quality standards, security requirements or legal and professional obligations demand that the procedures be documented and accessible. The Group encourages the sharing of knowledge and best practices. An intranet site provides all personnel with access to charters, Group policies, annual objectives, general instructions, procedures, standards and other documents on which the Group's Management System is based. Generally, the internet site of the Group allows the achievement of a better communication and cooperation between the Group entities and the operating and support functions.

The Group organizes annual seminars for the Board members, for the Executive Committee, for Senior Management and for key managers around the globe.

The Group has implemented a weekly, monthly and quarterly reporting system according to the hierarchical levels and relevance, to obtain and exchange information necessary to carry out, manage and control operations. The data distributed concerns operations, finance, or legal and regulatory compliance issues. It includes not only data produced by the Group but also data related to the external environment.

Senior management evaluates the performance of the Group on the basis of both internal and external information.

### **III.7. Monitoring and Management Review**

The Group's business environment is by nature continuously changing and evolving. As a result, the internal control system is continuously adapted taking into account the environmental conditions and past experience.

Operations are managed and evaluated against performance criteria on a day to day basis and monitored by successive levels of management in the organization, finally being reviewed by the Executive Committee. Management carries out periodic evaluations, taking into account the nature and importance of any changes which may have occurred.

The Senior Vice President Internal Audit, Financial Security and Internal Control and the Senior Vice President Risk Management, HSE and Sustainable Development met every month for information and mutual coordination.

The monitoring of risks is built into our business review processes at the project level, at the Division level and at the Executive Committee (COMEX) level. Key indicators have been identified to signal risk environment changes and adverse trends. These are reviewed in management meetings at each level. Functions and transverse Group Departments assist Divisions in monitoring these indicators and when necessary focus attention on specific Group risks.

The Group has implemented a global incident monitoring system for round the clock alerts; actual incidents and High Potential Incidents (HPIs) anywhere in our operations are reported within 24 hours to the relevant management level through our internet based system PRISM.

The Executive Committee regularly reviews the Group's key risks and the measures put in place to control these risks. The Executive Committee reviews the Group's Risk Map annually as well as the Insurance policies put in place to transfer the Group's risks. The Executive Committee establishes a schedule of key risks which it reviews in more depth during the year.

The Board, through its Committees regularly reviews key risks faced by the Group. The Board receives annually a mapping of the key risks facing the Group and is informed on the organization of the Group's risk management program as well as on the key risk controls put in place. Through the Audit Committee, the HSE and sustainable development Committee, the Technology Committee, the Appointment and Remuneration Committee and the Strategic Committee, specific risks in the domain of each Committee are reviewed.

### **III.8. Reasonable Assurance**

Every system of internal control, however well-designed and effective, has inherent limitations. Notably, there is an inherent risk that controls may be circumvented or bypassed. This means that the internal control system can offer only a reasonable assurance as to the reliability and sincerity of financial statements. Furthermore, the effectiveness of internal control procedures may vary over time, in response to new circumstances.

In order to evaluate the effectiveness of internal control procedures on a regular and formal basis and beyond the related actions undertaken by the internal audit management, the Group has put in place a tool for internal control self-evaluation for all units of the Group. At the Corporate level a compliance officer has been appointed thus showing the Group commitment to good corporate governance rules.