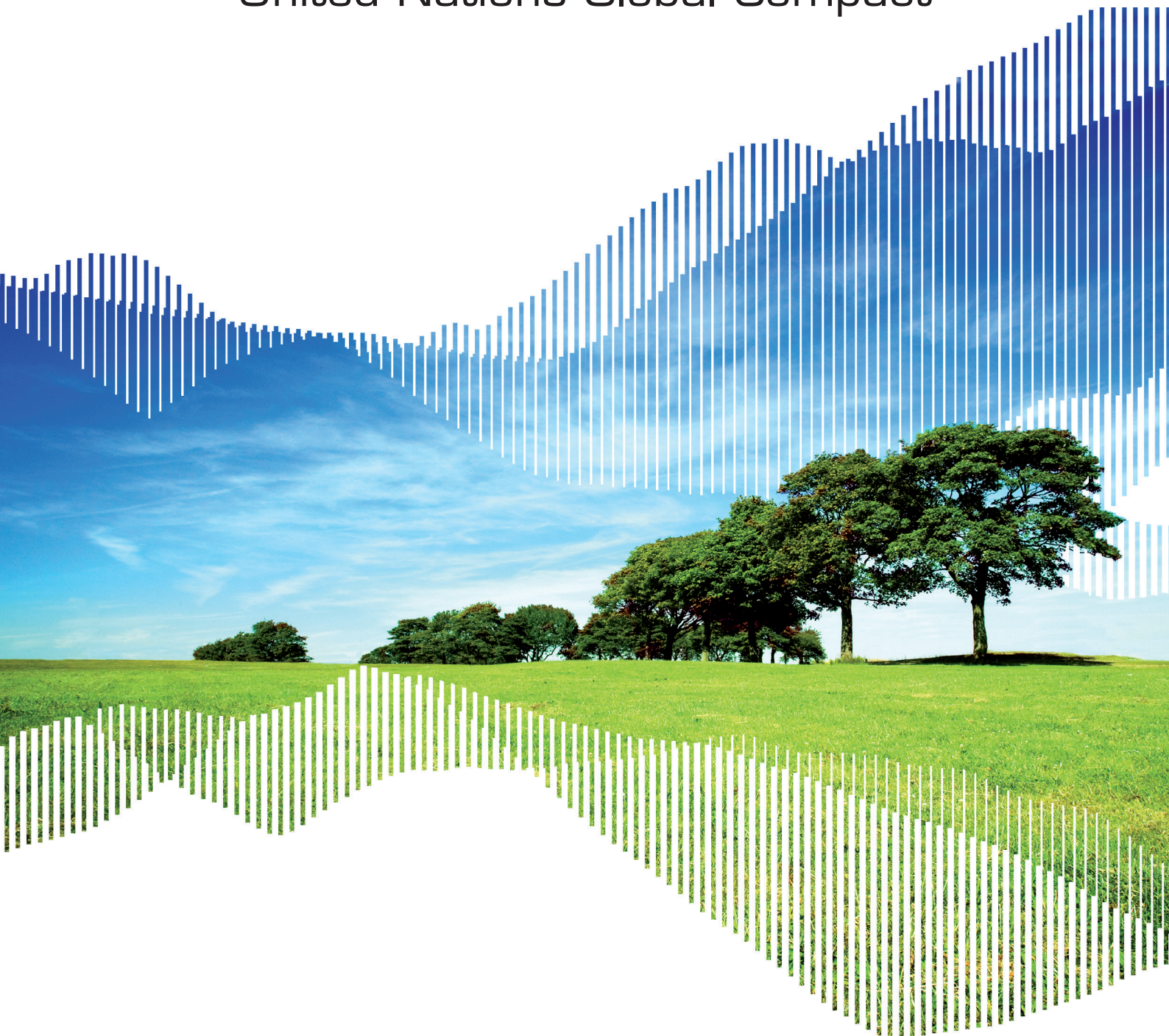


1st Communication on Progress

United Nations Global Compact



PRISM
our time. our planet. our vision.



Paris, September 2009

United Nations
Global Compact
New York
The United States

Dear Sirs and Madams,

Since its foundation in 1931, Compagnie Générale de Géophysique – Veritas («CGGVeritas») has undergone far-reaching changes and seen steady development in its size, its businesses and its practices and performances in the economic, environmental and social spheres.

Maintaining stringent ethical standards has always been a priority for us. Ethics are core to our Vision and Values and underpin our long-term growth.

CGGVeritas has constantly striven to improve its staff's safety and health, and protect the environment and any third-parties that could be directly or indirectly affected by its operations. To do so, we have established and regularly update our policies, procedures and objectives.

CGGVeritas has embarked on this continuous improvement initiative in the firm belief that its operations and development are compatible with and supported by protecting the environment and maintaining harmonious relationships with all stakeholders.

We also believe that the Group's employees are the main stakeholders and are critical to the success of the development, reinforcement, effectiveness and long-term viability of our initiative.

In September 2007, we signed the United Nations Global Compact. This commitment reflects our efforts to promote the sustainable development of our planet and our belief that involving our people in these principles guarantees the lasting application of these efforts.

It gives me great pleasure to renew CGGVeritas' commitment to upholding the Global Compact's founding principles, and present our latest initiatives and the action plans we intend to carry out in support of our commitments.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Brunck", written over a horizontal line.

Robert Brunck
Chairman of the Board and Chief Executive Officer
CGGVeritas

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1. INTRODUCTION TO OUR CSR INITIATIVES

Before presenting the measures and initiatives taken by CGGVeritas to fulfil some of the Global Compact principles, we would like to briefly present areas that, while not within the scope of the Global Compact, are also a focus of our attention. We are endeavouring to improve in every area in which our operations might have an impact. We have formalized this into our Sustainable Development Policy (Appendix 1) and maintain the momentum by setting annual objectives (Appendix 2).

KEEPING OUR STAFF SAFE AND IN GOOD HEALTH

To keep our staff safe, we apply the highest standards in our industry. In a drive for continuous improvement, we seek to control and reduce risk as far as possible. These requirements apply to not only our staff but also any other persons who might be involved in or affected by our operations, including our subcontractors, our customers and neighbouring communities.

Protecting our staff's health and preventing health hazards are two of our top priorities and an integral part of our occupational health and well-being management system in every country in which we operate (see Appendix 3: Health and Well-being Policy and Objectives).

FOSTERING STAFF DEVELOPMENT

The strength of our Group lies in the diversity of its staff and their talents. Our capacity for innovation is one of the keys to our performance.

It is closely linked to skills development, which is another of our main concerns. Our training policy, implemented by the "CGGVeritas University", gives each and every staff member an opportunity to develop and fosters the emergence of future experts and leaders.

CONTRIBUTING TO ECONOMIC AND SOCIAL DEVELOPMENT

CGGVeritas bases its development on building up local labour pools. In the Services area, we forge long-term partnerships with local partners and employ local staff, whom we train in our lines of business and in managing the environment and occupational health and safety. Some of these partnerships have been in existence for over 50 years. Likewise, Sercel mainly employs staff from the countries in which it operates, thereby helping to share knowledge and develop industrial relations with local businesses.

In addition to running training courses for its clients' staff, CGGVeritas University has established a number of partnerships with universities and training centres, under which scholarships are awarded, students have access to our technology and Group experts are involved as teachers and lecturers.

In 2009, CGGVeritas will pursue its commitment to promoting education in countries in which the Group operates. It will also continue to play a role in the various programmes launched by international geophysical associations in this area. CGGVeritas is one of the main sponsors of the student foundations run by the EAGE (European Association Geoscientists and Engineers), the IAGC (International Association of Geophysical Contractors) and EYF (Energize Your Future).

CONTRIBUTING TO COMMUNITY PREVENTION AND INFORMATION INITIATIVES

2008 was declared the “International Year of Planet Earth” by the United Nations Educational Scientific and Cultural Organization (UNESCO) and the International Union of Geological Sciences (IUGS). CGGVeritas, as the world’s leading geophysical company, sponsored this initiative and took part in many of the associated events, such as exhibitions and conferences. These events focused on how geosciences can help tackle the problems facing the planet and helped raise public awareness of the various facets of sustainable development.

ENCOURAGING INITIATIVES BY OUR STAFF

CGGVeritas provides financial support for the Hand&Hearts Foundation in the USA, which finances development-aid projects in Latin America and sends volunteers to take part in them. Several Group employees have gone to volunteer their help to associations through this arrangement.

In France, we are partners of the “Fondation de la 2^e Chance”, which aims to assist people living in unstable situations and give them human and financial support with carrying out a realistic, lasting professional project (such as obtaining a qualification, or setting up or taking over a business).

We also encourage staff initiatives geared towards sustainable development. Many employees take part in events or are members of associations involved in the sustainable development or charity sectors. CGGVeritas has provided financial backing for some of these initiatives around the world.

For example, a group of CGGVeritas volunteers has been formed in Mexico, where it is promoting environmental protection by teaching Tabasco communities about recycling and composting.

In December 2007, CGGVeritas collected donations from its staff to help families hit by the floods in Villahermosa (Mexico). Numerous employees from our Villahermosa site joined the teams of volunteers helping disaster-stricken inhabitants.

CGGVeritas employees also get involved in humanitarian causes by taking part in charity fund-raising events.

In the United States, a growing number of employees take part in the hugely popular annual MS150 cycle challenge, held to raise money for people suffering from multiple sclerosis. In France, employees took part in a foot race in the “La Défense” business district of Paris, organised for the “Action Contre la Faim” association.

CGGVeritas also encourages individual initiatives. We have, for instance, subsidised an NGO known as Taratibu, which was set up by one of our staff members with a view to protecting a nature reserve in Mozambique, while using eco- and scientific tourism to help develop the local economy.

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2. COMMUNICATION ON PROGRESS

Our Vision is that our Values (“Our focus on performance and passion for innovation are powered by people and delivered with integrity”) and our Ethics will make us the leading international partner for the sustainable development of natural resources using geophysics.

Underlying CGGVeritas’ development is a Charter of Ethics that governs:

- ⌚ Working conditions and the working environment
- ⌚ The environment and reducing the impact of our activities on the environment
- ⌚ Social aspects: *“We are attentive to the quality of human relations within our work teams and we comply with regulations aimed at preventing any act of discrimination or harassment”.*

Our Vision, Values and Charter of Ethics (Appendix 6) have been widely distributed among the staff and discussed at the “All on Board” staff seminars run at our various sites around the world in 2008.

In September 2009, CGGVeritas will draw up and publish a Code of Business Conduct adapted to the new perimeter of the Group (Appendix 7). This code expands on the principles contained in the Charter of Ethics and sets out the Group’s undertaking to uphold the principles and rules laid down by the International Labour Organisation.

Since joining the Global Compact in 2007, we have integrated the 10 principles and we have focused our efforts to improve on some of them.

Naturally, we support the Global Compact in its entirety and fully abide by all of its founding principles, which will continue to be translated into priorities and action plans in the future (see Chapter 3 below).

HUMAN RIGHTS

Businesses should

- ⌚ **Principle 1 : “support and respect the protection of internationally proclaimed human rights; and”**
- ⌚ **Principle 2 “ make sure that they are not complicit in human rights abuses.”**

With a view to extending our initiative to our entire sphere of influence, we ask the Group’s subcontractors and suppliers to apply the fundamental principles of our Charter of Ethics, our Code of Business Conduct and our policy on quality, health and safety, and environmental protection, and to comply with:

- ⌚ The Guide to Relations between Sercel and its Suppliers, also called “Selling to Sercel” (in French, “Vendre à Sercel”) (Appendix 4.a)
- ⌚ Or the Purchasing Code of Conduct (**Code de Conduite des Achats**) for the Services business (Appendix 4.b).

The “Selling to Sercel” handbook was brought out in France in 2005 and has been signed by nearly 90% of Sercel’s main suppliers in France. Since then, Sercel has been gradually phasing it in at all of its facilities.

Every Sercel buyer also undertakes to adopt an irreproachable conduct and ethics with regard to suppliers (Purchasing Ethics: Appendix 4.c).

Lastly, the Sercel document states that: *“We refuse to work with any supplier proposing deals that are illegal, unfair, or which do not comply with labour law, fundamental human rights or especially the rights of children”*.

A Purchasing Code of Conduct was drawn up for the Services business in 2008, based on international human rights standards and the standards laid down by the International Labour Organisation. The code sets out the current regulations governing:

- Freedom of association and freedom to engage in collective bargaining
- Forced labour
- Child labour
- Discrimination
- Working hours and pay
- Occupational health and safety

This Purchasing Code of Conduct includes training of Buyers to recognise its benefits and know how to use it. Suppliers and subcontractors are being informed and given awareness training in the areas covered by the code.

A **Memorandum of Understanding** has also been drawn up to explicitly bind our suppliers, subcontractors and service providers to abide by the Purchasing Code of Conduct.

We reserve the right to audit our suppliers, service providers and subcontractors to evaluate their compliance with the Purchasing Code of Conduct. To this end, we have begun by drawing up a **social and environmental questionnaire** designed to assess their performance in the following areas:

- Environment
- **Social**
- Health and safety
- Industrial relations

We have also started to update the list of partners (suppliers, service providers and subcontractors) used in Geophysical Services. Once this has been completed, we will launch a campaign to audit our partners and, if necessary, raise their awareness of sustainable development. We will also insert a clause in our contracts with them, **committing them to comply with the Purchasing Code of Conduct**.

Lastly, in order to roll out the initiative in progressive stages, we have identified **the suppliers, subcontractors and service providers that represent high stakes in terms of sustainable development and corporate social responsibility**:

- Fuel suppliers and carriers
- Temping agencies
- Ship owners and managers
- Facilities managers
- Travel agencies

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☛ Principle 7 “Businesses should support a precautionary approach to environmental challenges.”

Before each study we conduct on land or at sea, we do an impact study on the zone and assess the environmental risks involved. These impact studies establish the potential impact of our studies on the environment and help us calculate the material and human resources required in our teams and the technical parameters of the study, based on these risks.

A few examples will show the extent of the precautions taken to avoid environmental risks.

In zones that are protected because of their plant and animal life, we comply with the regulations and the precautionary principles laid down in the industry , to minimise the impact of our operations and avoid working in the more sensitive zones.

In compliance with the rules of the OGP (International Association of Oil and Gas Producers) and the IAGC (International Association of Geophysical Contractors) , if our work requires us to go through planted areas (forests or crops), we undertake to replant trees at the end of our operations or, in the case of crops, to give the owner or farmer of the land fair compensation.

At sea, if there is a possibility that marine mammals are present, special preventive and protective measures are taken: constant surveillance of the zone from the bridge by one or more marine fauna experts, electronic and acoustic detection, progressive start-up of air sources, and a halt in operations when marine mammals are known to be close.

☛ Principle 8 “Businesses should undertake initiatives to promote greater environmental responsibility.”

Because we operate in some of the most varied natural sites, managing the environmental impact of our operations is part and parcel of our culture and our risk-management tools. We have a formal environmental policy (Appendix 5), we set Group environmental objectives every year and we have developed a number of tools, such as a system for environmental management and environmental risk analysis.

CGGVeritas uses an integrated management system (IMS) known as **PRISM (Personal Responsibility for Integrated Sustainability Management)**, which is based on sustainable development principles.

PRISM sets CGGVeritas off from other companies by giving it the means to measure and continually improve the effects of its operations in three key areas, namely environmental protection, social progress and development.

All of our discharges and waste are measured and fully treated to the most stringent environmental standards.

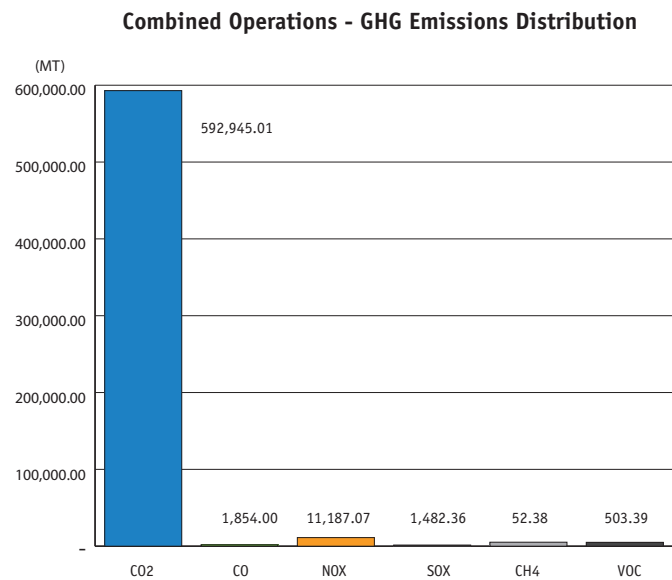
To monitor changes in our environmental impact, we complete various **environmental indicators** for each business and each site. We consolidate these indicators at Group level every year. Those consolidated indicators are set forth below. The advantage of a system like this is that we can track changes in our discharges, emissions and waste. This lets us measure the effectiveness of the measures introduced to limit our consumption and emissions.

GREENHOUSE GAS EMISSIONS

CGGVeritas reporting of the quantity of CO₂e¹ emissions will encompass our onshore and offshore operations combined. Emissions are reported in metric ton (M/T). The quantities submitted are direct emissions on a global scale.

The 2008 the total quantity of CO₂e emissions represented 592,945.01 M/T. Marine operations accounted for 89.44% of the total emissions while land operations represented 10.56%. 95% of land emissions are generated by diesel powered engines.

GHG direct emissions of Marine and Land acquisition combined



Total Combined GHG emissions - Year 2008			
Total GHG emissions:			608,024.21 M/T
CHG	Qty (M/T)	GHG	Qty (M/T)
CO ₂	592,945.01	SO _x	1,482.36
CO	1,854.00	CH ₄	52.38
NO _x	11,187.07	VOC	503.39

¹ Carbon dioxide equivalent, CO₂e, is an internationally accepted measure that expresses the amount of global warming of greenhouse gases (GHGs) in terms of the amount of carbon dioxide (CO₂) that would have the same global warming potential. Examples of such GHGs are methane, perfluorocarbons and nitrous oxide.

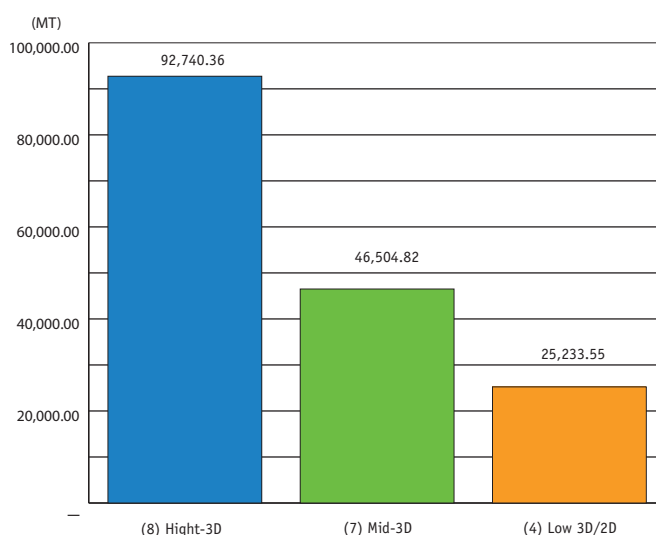
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GHG emissions sources from combined operations

Marine – Emission source	Qty (M/T)	Land – Emission source	Qty (M/T)
Vessels using MDO fuel	158,781.63	Diesel powered engines	15,053.41
Vessels using HFO fuel	5,697.10	Gasoline powered engines	1,672.68
Incinerators	2,739.03	Kerosene powered engines	1,002.78
		Incinerators	1,831.19

Fuel consumption by Vessel Class



Marine acquisition - GHG emissions

Marine operations - Year 2008					
GHG	Total Qty (M/T)	Vessels	Emission factor	Incinerators	Emission factor
CO ₂	530,352.83	526,331.93	3.2	4,020.90	1.468
CO	1,325.88	1,315.83	0.008	10.05	0.00367
NO _x	10,443.78	9,704.24	0.059	739.54	0.27
SO _x	1,325.88	1,315.83	0.008	10.05	0.00367
CH ₄	47.88	44.41	0.00027	3.47	0.001268
VOC	397.76	394.75	0.0024	3.01	0.0011

Land acquisition - GHG emissions

Land operations - Year 2008					
GHG	Total Qty (M/T)	Transportation	Emission factor	Incinerators	Emission factor
CO ₂	62,592.19	56,732.38	3.2	5,859.81	1.468
CO	528.12	478.68	0.027	49.44	0.00367
NO _x	673.70	743.28	0.038	69.59	0.27
SO _x	156.48	141.83	0.027	14.65	0.00367
CH ₄	4.50	4.08	0.00023	0.42	0.001268
VOC	105.62	95.74	0.0054	9.89	0.0011

WATER CONSUMPTION

Water consumption for the land crews operating in isolated locations (desert, jungle...) amounts to 163,368.75 cu. m in 2008. Data relating to crews operating in urban areas are not included.

For the offshore operations, water consumptions tracking falls under the responsibility of vessel maritime managers are not consolidated at this stage.

MANAGEMENT OF BLACK AND GREY WATERS

On land, black and grey waters generated by the land crews are treated offsite (99.67%) or when operating in isolated locations are treated and disposed onsite (0.33%). In marine, since vessels are equipped with onboard permanent water treatment units, most used waters is treated/ disposed onsite (99.02%) and occasionally treated in offsite facilities (0.98%).

Management of used waters	Qty (cu. m)	
ONSITE TREATMENT – DISPERSION	99,833.59	
OFFSITE TREATMENT (FACILITIES)	21,559.45	Waste Management

PRODUCT USE AND DISPOSAL

Everywhere we operate, on our vessels and land crews, we have implemented a waste management system. It prioritizes the management of waste according to the following hierarchy: waste reductions, reuse, recycle, treat or dispose to certified facilities and dispose by incineration. It must be noted that our operations, especially in land, often take place in remote location and in areas where certified facilities for waste treatment or disposal are not available.

Moreover, all our sites progressively adopt the selective sorting of the used paper, batteries and toner and the use of recycled or PEFC labeled paper.

13 of our main sites out of 16 principle sites have adopted selective sorting (i.e. more than 80% of those sites).

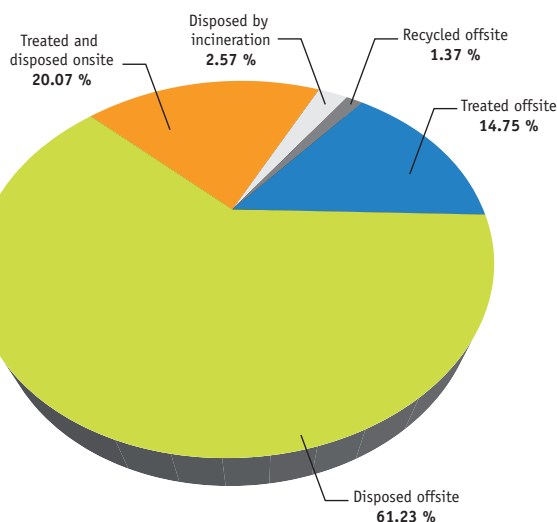
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WASTE MANAGEMENT DISTRIBUTION

Overall operations Waste Management Distribution - Year 2008			
	M/T		M/T
Recycled offsite	2,440.75	Treated and disposed onsite	35,665.32
Treated offsite	1,833,394.61	Disposed by incineration	4,570.22
Disposed offsite	2,060,688.85		

Combined operations - waste management



INCIDENTS AND RESIDUAL SPILLS

Land acquisition

On land, all our environmental incidents were negligible, resulting in a low environmental impact with temporary effect on the natural environment. Most of our incidents occurred during fuel handling activities. As part of our standard practices, we are committed to clean up 100% of our spillage by sending contaminated ground to offsite facilities for proper treatment and disposal.

Land Acquisition Spill Distribution (cu. m)					
	2007	2008		2007	2008
Diesel fuel	0.5	0.01	Engine oil	0.13	
Aviation fuel	0.05		Hydraulic oil	0.39	
Antifreeze	0.05				
TOTAL	2007		1.12(CU.M)	2008	0.01(cu.m)

Marine acquisition

In marine, our environmental incidents were also negligible except two incidents. On both occurrences, streamers entanglement resulted in a short-term minor environmental impact (1.28 and 3.6 cubic meters of ISOPAR M respectively). Tests conducted by TECAM – TECNOLOGIA AMBIENTAL LTDA laboratory - in 1999 on the ISOPAR M biodegradability in marine water environment indicated quick product degradation completed in approximately 8 days of exposure.

Marine acquisition spill distribution (cu. m)					
	2007	2008		2007	2008
Marine Diesel Oil (MDO)	1.40		Grey Water		
Hydraulic oil	0.44		ISOPAR M		4.88
Engine oil	0.57				
TOTAL	2007		8.59 (CU. M)	2008	4.88 (CU. M)

Lastly, all of our investment projects, such as those associated with **property** or building new seismic vessels, also incorporate **the most stringent environmental standards** right from the design stage:

- New headquarters are currently being built for CGGVeritas Services in Massy. They are certified to France's "HQE" green building standard - a voluntary initiative that addresses the environmental quality of new-build or rehabilitation operations.
- A new building recently constructed in Houston is certified to the "LEED" (Leadership in Energy and Environmental Design) standard issued by the US Green Building Council.
- The vessels currently under construction meet the highest level of DNV certification for green vessels.
- **Principle 9 "Businesses should encourage the development and diffusion of environmentally friendly technologies."**

Sercel has developed a **new generation of streamers** that use solid technology and deliver far better environmental performances than conventional liquid-filled streamers containing ISOPAR M.

After a heavy investment programme, over 60% of the CGGVeritas Services fleet is now equipped with solid streamers, setting it apart from the rest of the industry.

Since 2007, CGGVeritas has been a member of the International Petroleum Industry Environmental Conservation Association's Biodiversity Working Group (IPIECA-BDWG), working with our clients to develop tools that will enable us to better assess and manage biodiversity during our operations.

Using equipment and software that give us an increasingly detailed knowledge of geology and backed by recognised expertise in geophysical techniques, we are also participating in various projects geared towards meeting the ecological challenges of our times. Generally speaking, our know-how is made available to industrialists to help them make better use of natural resources over time. It is also used, though, to test surveillance methods for subsoil CO₂ storage, monitor changes in ground water levels and underground water courses, or detect tsunamis (in Indonesia, for example) so that the consequences can be averted.

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☛ Principle 10 “Businesses should work against corruption in all its forms, including extortion and bribery.”

CGGVeritas distributes its **Charter of Ethics** widely, both within and outside the company. The Charter stipulates that:

- ☛ “We avoid conflicts of interest, especially in our relationships with our clients, suppliers, competitors or partners”.
- ☛ “We keep our commitments to them and we base our relationship on fair business practices.”
- ☛ “We do not receive or give gifts or invitations that do not conform to good business ethics and we reject any form of corruption.”

This Charter of Ethics is present, in the form of a triptych, on all of our employees’ desktops. You will find the triptych in Appendix 6. The Charter of Ethics is also sent out with calls for tenders and available on the company’s website at the following address:

<http://www.cggveritas.com/default.aspx?cid=126&lang=1>

This commitment is reinforced by the **Code of Business Conduct**, which:

- ☛ expands on the principles set out in the Charter of Ethics, and
- ☛ clearly defines the rules drawn up to combat corruption and fraud of any kind

ANTI-CORRUPTION RULES

CGGVeritas rejects any form of corruption. CGGVeritas specifically undertakes not to use corruption “in order to obtain or retain a contract or other improper advantage in international business transactions,” under the terms of the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, national texts applicable in the matter (including the Foreign Corrupt Practices Act in the USA) and Principle 10 of the UNGC. For further information on the OECD convention, see: <http://www.oecd.org>.

The CGGVeritas Code of Business Conduct also develops other principles and rules, in particular concerning compliance with rules on insider trading and rules aimed at preventing conflicts of interests (ties with competitors, suppliers, clients, fair trade, pay, rewards, benefits, gifts, and public activities).

An **Ethics Committee** reporting directly to the Chairman and CEO has been formed to monitor implementation of the tools designed to ensure ethical practices and operations within CGGVeritas. There are 4 members sit on the Ethics Committee. It meets regularly and belongs to networks of ethics committees from other companies.

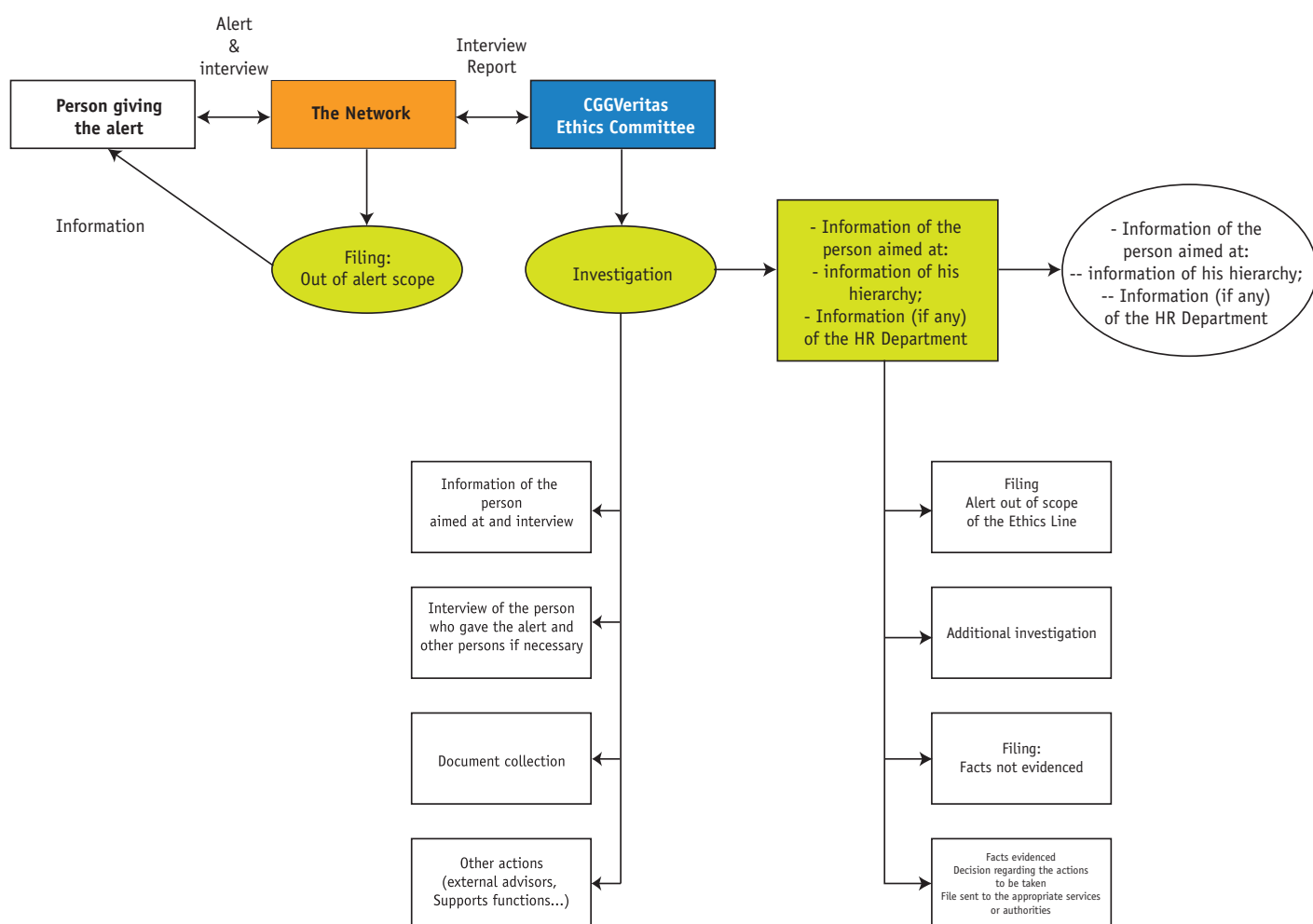
The committee has been given the following tasks:

- ☛ Draw up a Code of Business Conduct for CGGVeritas and ensure that it is distributed and understood within the Group
- ☛ Update the Code and issue recommendations on ethics and conduct whenever it deems it necessary
- ☛ Draw management’s attention to any risk it may have identified of a breach of the main ethical principles
- ☛ Provide a confidential answer to any question from staff or affiliates of the Group about how to apply the principles of individual conduct laid down by this Code in a specific situation
- ☛ Prepare any spoken or written communications about the Group’s ethics, in liaison with the entity or entities concerned

In addition to the existing reporting channels (line management, HR, Ethics Committee, outside authorities), a **whistleblowing system** has been set up to allow any CGGVeritas employee to phone in and report workplace conduct that infringes accounting or financial rules, or instances of corruption. The system is managed by a specialised outsourcer (The Network Inc, Georgia, USA). Outsourcing the system has the following advantages:

- It provides a confidential, objective, unbiased means of collecting reports, easing the inhibition or reticence employees might feel about talking about real or supposed difficulties or irregularities in their entity;
- The system is available 24 hours a day and 7 days a week
- Calls are toll-free
- The specialised outsourcer's English-speaking interviewer can call in an interpreter if necessary
- The specialised outsourcer's interviewer has experience of this type of report and situation, guaranteeing the quality of the interview and the information collected

Flowchart of the whistleblowing process:



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In February 2008, CGGVeritas' main senior managers took part in an **anti-corruption** session that covered the following points: the risks entailed in corruption, national and international legislation on corruption, CGGVeritas' in-house anti-corruption rules and rules on selecting, auditing and monitoring sales consultants.

In addition to this introductory training:

- A training course on financial security was run in 2007 and 2008, covering corruption and fraud, among other subjects.

This training course targeted the Group's 250 main managers, all of whom have now completed the course.

- A **"Governance and Performance" training course** was designed to raise awareness among CGGVeritas' main managers of good governance rules and the risks inherent in non-compliance with the legislation or the Code of Business Conduct.

The training course covers the criminal and civil liability of companies and their executives; financial, fiscal and social risks; and best practices for minimising these risks (compliance with the legislation and the Code of Business Conduct).

During the training course, managers work on practical examples to add a practical dimension to the theoretical aspects.

The training course, initiated in November 2008, is intended to address the Group's senior managers in 2008 and 2009. It will then be extended to the Group's other 200 main managers. To date, around 45 senior managers have completed the course.

The course will also be made available to the entire staff over the Group's Intranet, in the form of e-learning modules or a multimedia tool.

CGGVeritas has also set up a Group **internal control system** to provide reasonable assurance that objectives in the following categories are being attained:

- The performance and optimisation of operations, including the protection of assets
- The accuracy of financial information
- Legal and regulatory compliance

All Group employees and affiliates are an integral part of the internal control system and must collaborate with it openly.

The Group naturally has an **Internal Audit structure** with its own code of practice. It operates independently and objectively, and reports to the Group's general management and the Board of Directors' Audit Committee.

Internal Audit regularly reviews all major Group business units. Priorities are set on the basis of ongoing operations and risk levels. The annual plan is defined by the Executive Committee and presented to the Board of Directors' Audit Committee. The Group's Internal Audit department carries out audits aimed at preventing or detecting any fraudulent act.

Internal Control and Internal Audit are therefore playing a growing role in raising awareness of, preventing and detecting corruption, fraud and malfeasance of any kind.

Lastly, a **Fraud Risk Assessment Tool** has been developed for each entity. This tool complements the internal control system and is also a risk management tool.

3. OUTLOOK AND PRIORITIES FOR THE FUTURE

CGGVeritas has always striven to respect fundamental human rights in the conduct of its operations. We also ensure that our operating partners respect these principles.

However, to date not all of these best practices have been translated into procedures, guidelines or other internal tools. Accordingly, a study has been completed and a consecutive actions plan is in progress.

In particular, we are currently developing internal tools to assess the social impact of our operations, and a guide to relations with social stakeholders. Additionally, an awareness-raising session on the risks associated with human rights will be added to a selection of internal training courses at CGGVeritas University. A pilot awareness-raising session has already been conducted for operational health and safety staff at the beginning of 2008. The session sets out to explain human rights, the risks entailed for CGGVeritas and how to avert these risks by adopting best practices.

CGGVeritas also strives to comply with all current national and international regulations on labour standards and in particular the International Labour Organisation's conventions. In this respect, the Code of Business Conduct states that: *"CGGVeritas recognises the benefits of working in a positive environment and accordingly supports the principles of the International Labour Organisation and requires its subcontractors and other suppliers to abide by the same principles"*.

This undertaking is also made explicit both within and outside the company in the Sustainable Development Policy, which sets out CGGVeritas' undertakings with regard to social progress:

- Encourage employees' freedom of association and collective bargaining
- Stamp out discrimination in employment and recruitment
- No support for or tolerance of forced labour or child labour
- Initiatives to promote employment, skills transfer and training for the local labour force, in order to contribute to local development

We plan to apply and expand the principles of our Sustainable Development Policy for each of the Principles 3, 4, 5 and 6 of the Global Compact, through an action plan to be rolled out within CGGVeritas. This action plan will consist in incorporating integrated social indicators into the PRISM database, so that we can assess these areas on an international scale and bring in corrective measures for each site where and when necessary.

In addition, our actions and practices to promote workplace diversity and combat discrimination will be set down formally in writing and translated into an action plan and an awareness-raising campaign.

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4. APPENDICES

APPENDIX 1: Sustainable Development Policy

APPENDIX 2: QHSE – SD Objectives

APPENDIX 3: Health and Well-being Policy and Objectives

APPENDIX 4:

- 4.a: Selling to Sercel
- 4.b: Purchasing Code of Conduct for the Services Business
- 4.c: Purchasing Ethics

APPENDIX 5: Environmental Policy

APPENDIX 6: Triptych

APPENDIX 7: Code of Business Conduct

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APPENDIX 1: SUSTAINABLE DEVELOPMENT POLICY

APPENDIX 2: QHSE – SD OBJECTIVES

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PRISM POLICY

SUSTAINABLE DEVELOPMENT

CGGVeritas is committed to Sustainable Development through a balanced approach to economic development, social progress and responsible environmental management. CGGVeritas believes that these fundamental elements can coexist to provide a balanced, livable, fair and viable outcome for the human and natural environments, both for today and for future generations. CGGVeritas' commitment to Sustainable Development is reaffirmed through its Mission, Code of Ethics, Vision and Values and also by its policies and practices related to occupational health and wellness, safety, security, respect for the environment, fair business practices, and its Code of Business Conduct.

CGGVeritas believes that sustainable development involves all internal and external stakeholders (employees, managers, shareholders, customers, suppliers, communities and the public). The company expects the involvement and commitment of all staff and management to support and promote Sustainable Development. Line management has responsibility for achieving specific objectives which support this Policy.

CGGVeritas is a member of the United Nation Global Compact (UNGC) and recognizes ten principles which are derived from the Universal Declaration of Human Rights; The International Labor Organization's Declaration on Fundamental Principles and Rights at Work; The Rio Declaration on Environment and Development; and The United Nations Convention against Corruption. To support Sustainable Development CGGVeritas is committed to these principles:

Economic Development:

- Establishing clear and transparent organizational governance;
- Maintaining fair operating practices;
- Actively working against corruption whenever it may be observed.

Social Progress:

- Encouraging freedom of association and collective bargaining by employees;
- Eliminating discrimination with respect to employment and occupation;
- Not supporting or condoning forced or child labor;
- Undertaking employment, skills transfer and training of the local workforce in order to contribute to local development;
- Establishing and maintaining partnerships with local organizations and global institutions acting in the social area (housing, health, diseases, hunger etc);
- Investing or taking part in projects with social goals such as improvement of living conditions in communities in which we work.

Environmental Protection:

- Respecting and protecting the biodiversity where CGGVeritas operates;
- Adopting a proactive approach by promoting initiatives to encourage environmental stewardship and responsibility;
- Encouraging development, diffusion and use of environmentally friendly technology;
- Establishing and maintaining compliance with all applicable legislation, regulatory requirements and industry standards for the protection of the environment;
- Developing and maintaining open and constructive relationship with environmental groups, institutions, agencies, customers, communities and employees in the countries of its activities;
- Conducting project environmental risk assessments and measuring and reporting its environmental performance;
- Adopting waste management strategies.

CGGVeritas strives to continually improve Sustainability performance through periodic reviews of CGGVeritas' Sustainable Development Policy and the Sustainable Development Management System (PRISM).

Paris, January 2009



Robert Brunck
Chairman and CEO

HEALTH, SAFETY ENVIRONMENT (HSE) & SOCIAL RESPONSIBILITY

CGGVeritas is committed to eliminating fatalities and events which cause serious injuries to our people. The 2009 objectives are set as minimum expectations in order to support this commitment and to continuously improve HSE performance.

RESULTS - KPI lagging indicators

No fatalities - No disabilities	
Lost Time Injury Frequency Rate (LTIFR)	< 0.30*
Total Recordable Case Frequency (TRCF)	< 3.00*
Seriousness Rate	< 0.005
Environmental Disturbance Frequency (ENDF)	< 0.40
Motor Vehicle Crash (MVC) Rate	< 1.00

*Where operational entities did not achieve a frequency rate similar to Services overall, a 20% improvement compared to 2008 results is expected.

Leadership - Management Recommitment:

A program of **management re-commitment** will be established by clearly defining **accountabilities** and **responsibilities for HSE**. This program will encompass:

- Individual proactive objectives and indicators for **visible line management leadership** in the field;
- Systematic upstream **project risk assessment** at project management level;
- Reinforcement of controls and monitoring** of actions through continuation of line management visits to field units, cross audits and task observation program.

Monthly and quarterly targets will be established for field visits and cross audits, completion of task observations and achievement of leading objectives which will be specified in the management objectives.

People - Behavior:

The Marine behavior program implemented to enhance **employee's awareness** will be pursued and a similar program will be implemented in Land. The program will incorporate, as a minimum:

- Induction** training and mentoring;
- Hazard recognition**;
- Risk awareness** and assessment and project specific hazard awareness.

Targets will include full implementation as measured at sites (vessels and land crews) with respect to participation levels and the number and quality of observations.

PRISM Enhancements:

PRISM and Business Excellence (BE) will continue to provide the framework and the mechanism respectively to promote excellence in HSE.

- Effectiveness
Deployment of PRISM Phase Two will provide Project, Health and Environment Risk assessments and additionally Office PRISM will be completed by the end of 2009;
- Simplification and clarity of reporting
Maintain reporting integrity including risk assessments

and monitor the effectiveness of notifications especially related to HPIs. Actions related to HPIs will be monitored and action close out must be 80% or better before the specified due by date;

- Continue training users in PRISM and the management system.

Key Critical Processes:

- Transportation by Vehicle
The transportation by vehicle program across all Services locations shall continue to incorporate the following:
 - Installation and effectiveness of **speed monitoring devices**;
 - Install **speed limiting devices** in field vehicles;
 - Driver selection** and defensive driver **training**;
 - Consistent and effective **journey management**, establishment of **prevailing safety influence** at project level.

All CGGVeritas vehicles will comply with the transportation by vehicle policy.

- HSE Project Management Principles (PMPs)
 - HSE project management principles will be deployed across Services by the end of 2009.

Sustainable Development Initiatives:

- Security & Business Continuity Planning
 - Security plans** for Level two countries will be reviewed and updated;
 - Business Continuity Plans** will be reviewed and updated or implemented where not in existence.
- Health and Wellness
 - Health risk and wellness** assessment and awareness programs to prevent diseases will be deployed in major sites where such programs do not exist;
- Environment
 - Reduce, reuse, recycle** campaign to raise individual awareness of environment and energy issues at Office sites;
- Social Responsibility
 - Education programs** for children will be implemented in selected countries where operations are conducted.

All targets & objectives include the performance of our contractors.



Thierry le Roux
President and Chief Operating Officer
January 2009



PRISM POLICY

HEALTH AND WELLNESS

CGGVeritas recognizes that health and wellness at the workplace are the collective responsibility of governments, communities, employers, employees, and individuals. Line management has responsibility for achieving specific objectives which support this Policy.

In order to support this policy, CGGVeritas is committed to:

Compliance:

- Maintain compliance with applicable legislation, regulatory requirements, and industry standards for the promotion of health and wellness at the workplace.

Relationships with other parties:

- Develop and maintain open and constructive relationships with international health organizations, occupational health agencies, customers, local government agencies, local communities, and health service providers in the countries where we work.

Risk Management:

- Conduct health risk assessments in order to identify and assess health risks and reduce this risk to a level as low as is reasonably practicable;
- Support and encourage employees to participate in activities which promote health and wellness;
- Promote health impact assessment whenever the local community, contracted workers, and their families are potentially impacted by a project;
- Proactively respond to local, country and global health issues in a timely fashion;
- Allocate resources to design adequate emergency response plans.

Wellness Practices:

- Promote wellness best practices in the context of CGGVeritas' business activities;
- Maintain and enforce no-smoking and substance abuse policies;
- Support public health campaigns.

Education:

- Train, inform and mobilize CGGVeritas employees and contractors to ensure that their activities are conducted in a healthy manner;
- Develop employee awareness of health and wellness issues and their individual responsibilities with respect to this policy.

Management review:

- Strive to continually improve health performance through periodic reviews of CGGVeritas' Health Policy and the Health Management System within the Sustainable Development Management System (PRISM);
- Monitor health performance indicators to follow up and continuously improve;
- Publish information about health performance as part of the CGGVeritas annual report.

Paris, January 2009

A handwritten signature in blue ink, appearing to read "Brunck".

Robert Brunck
Chairman and CEO

APPENDIX 4.A: SELLING TO SERCEL

Ahead of the CurveSM

Selling to Sercel

Guide to the Relations Between Sercel and its Suppliers

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Rev 1/12/2005

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Rev 1/12/2005

Introduction

Sercel's success has developed due to its top-level expertise and to the values which have forged its identity: performance culture, sense of results, reactivity, integrity.

The performance of our suppliers has been a major factor in this development.

We wish to consolidate this relationship by ensuring that you have a sound knowledge of the fundamental elements of our company: our market, our purchasing policy, our Ethic, and by describing our requirements regarding logistics, partnership and Quality.

This document was produced for this purpose. Please read it carefully and inform us of any comments you may have.

Our Market

Sercel is an equipment manufacturer for the Geophysical Industry and therefore develops seismic prospecting systems used by its clients to find Oil and Gas reserves. 1

Sercel is the World Leader in this market and accompanies the permanent development in geophysical exploration techniques, keeping one step ahead of these changes by favouring the emergence of new technologies.

This sector of activity is sensitive to events which affect the Oil market. We therefore have to meet high and unforeseen fluctuations in our clients' demands.

Our clients work in extreme operating conditions and have demanding productivity requirements. Also, our products are designed to meet these constraints and we are uncompromising in terms of their quality and reliability.

Purchasing Policy

The Purchasing Department represents the Company with respect to its suppliers. It is committed to Sercel's performance and contributes to its competitiveness.

Our Purchasing policy is determined by Sercel's objectives and the features of our markets: clients and suppliers.

Supplier selection and evaluation is based on objective criteria: adapted logistics, involvement in the design and quality of our products, reactivity, efficient communications, confidentiality and economic competitiveness.

Our Purchasing approach is not opportunistic and aims to establish lasting relations with our partners.

Our regular production growth and our market prospects known at this time allow us to consolidate our commitment to our best suppliers, matching the supplier's involvement in our objectives.

We can only develop our collaboration with the suppliers who assume their responsibilities and show a high reactivity in the face of all types of problems.

The Purchasing Department is your essential and privileged contact in the development of your relations with Sercel. You must contact this department in priority before approaching the Company's other departments.

We are anxious to respect and protect the implantation work, we assure a majority market share to the supplier who proposed the component which efficiently meets the requirements of our applications. The protection of the implantation work shall be effective for the first three years of series production of our equipment, where the offer is globally comparable in terms of Price, Quality and Service.

Ethic

We wish to be worthy of our profession of Purchaser from all points of view and be a reference in terms of Ethics in relations with our suppliers.

We formally adhere to Sercel's ethical charter, which obliges us to respect the agreements made with our suppliers, to adopt a loyal attitude and to take our decisions equitably with objectivity, and transparency.

We apply the rules of the **Reciprocal independence agreement** between Sercel and its suppliers.

By using Benchmarking we endeavour to set the standards for our professional practices and check our organization's performance.

To avoid all consequences linked with the fortuitous and slow discovery by Sercel of practices noncompliant with the rules of Ethic and of Independence described in this document, each supplier entering into business relations with Sercel undertakes to notify Sercel, without delay, of all drifts observed, by contacting the Purchasing Department, the General Management or the Human Resources Department, according to preference.

Independence

To guarantee our independence, we require that each supplier entering into business relations with Sercel undertakes to respect the following rules:

- The supplier shall refuse all payments from Sercel where the order has not been executed in compliance with the terms and conditions described, he shall refuse all substantial gifts, all loans or other solicitations from a Sercel employee, whoever he may be.
- The supplier shall certify that no Sercel employee has interests in the supplier's companies other than shares quoted on a recognized financial market, nor has a significant involvement or significant authority in the supplier's organization.
- The supplier shall not give gifts, loans, entertainments or any other objects to Sercel's employees, agents or representatives, other than (i) those linked with normal professional practices, (ii) those of a minimal value, (iii) those which can in no way be considered as an act of corruption or of disguised payment, (iv) or those which do not contravene any laws or regulations in force. This obligation applies both to the employees themselves and to their families and/or all third parties concerned following an agreement between the supplier and Sercel.

- The supplier and his subcontractors shall respect all the applicable laws and regulations when providing a service or producing a product for Sercel. Whatever the terms of the agreements signed between Sercel and the supplier, these shall in no way be interpreted or give rise to provisions implying that Sercel, its suppliers or subcontractors contravene in any way whatsoever, either directly or indirectly, the laws applicable to them, including the US anti-boycott laws and regulations applicable to exports, and the French laws against illegal working.
- The supplier must not give, pay, transfer or promise sums of money or objects of value, in direct or indirect form, to any civil servant in the exercise of his duties in order to obtain unjustified advantages in the execution of the agreements between Sercel and the supplier throughout the period of application of these agreements.

If errors are discovered in the supplier's invoicing process, the supplier and Sercel shall examine these errors together. Where necessary, the supplier shall immediately adjust the invoices concerned and pay back the excess payment to Sercel.

Logistics

The supplier's tracking of our orders shall be irreproachable:

- Designation of the persons responsible for booking and tracking our orders
- Acknowledgement of receipt of our orders within 7 days of placing the order
- Rigorous incorporation of the indices of our specifications
- Knowledge of and following-up of the delivery dates
- Delivery of the specified quantity within the planned deadline
- Measurement of the logistics performance and follow-up of the corrective actions

You must immediately inform our order tracking cell of any order difficulties or delays, and have a systematic preventive approach to these difficulties.

Except where otherwise specified in writing by a document signed by Sercel, all special logistics measures (storage of components, or anticipated production) taken at the supplier's initiative alone, shall be under his sole responsibility and thus shall in no way be considered to be an undertaking by Sercel either with respect to the order or with

respect to the payment of these components or products.

Similarly, all the information communicated by Sercel with respect to its projected component requirements must only be considered as forecasts and not contractual agreements or orders on behalf of Sercel. Only the reception of a formal order or a jointly signed approval or contract can be considered to be formal undertakings by Sercel and give rise to invoicing, with the reserve that the service is provided in compliance with the terms of the order.

Partnership

Our electronic equipment has a lifetime of approximately ten years, after a design cycle of several years. Maintaining top level performance therefore requires high technological anticipation and monitoring of the development of the components used.

Our suppliers must be partners involved in this approach and show a high capacity to advise and inform our designers in their choice of technologies, to propose the components for our future applications, to monitor, guarantee and ensure their long life, assist us in the case of obsolescence and propose solutions for the development of our current applications.

You must work closely with our design teams by the prior association of the Purchasing Department with all your actions. To optimize these actions, your documentation and your test samples must be sent to our Purchasing Marketing cell or to the buyer concerned. We shall thus ensure that your technical offer has the widest distribution and an organized follow-up for our tests.

Widening of our sourcing is a major criterion in the selection of our components. Therefore a technical offer providing the possibility of a dual source shall be systematically preferred to a single sourcing situation. This second source possibility is fundamental for us, more for supply security reasons than for competitive bidding.

The following examples shall thus be considered to be comparable and acceptable multi-sourcing situations:

- Offer from a same manufacturer including several compatible references which can be used as a fallback solution,
- Justification of multi-site production,
- Offer of a subcontracting agreement or of productions shared under licence.

Quality

Our equipment is used in extreme environment conditions and subject to mechanical loadings linked with its handling and transport in cross-country vehicles. The whole range of climatic conditions found on the world's surface are likely to be encountered. Some equipment is also subject to marine environment and high pressure constraints.

The components we use are chosen, specified, and qualified to meet these constraints. They must be compliant with their quality and reliability specifications, whether these specifications are general or specific to Sercel.

It is our suppliers' responsibility to ensure that the components delivered meet their specifications and the quality standards applicable to them.

Our reference quality level for deliveries is NQA 0.15 NII.

We expect our suppliers to be a driving force for the continuous improvement in the quality of our products.

Given the impact on our production plan and on the our equipment quality, a high reactivity shall be required in the organization of the processing of noncompliances:

- Recording the noncompliance and providing a plan of action within 48 hours
- Replacing noncompliant components
- Traceability of the noncompliance detected and impact on the in-process components
- Contacting the experts in charge of the noncompliance
- Evaluating the risk on the reliability of the products delivered to our clients
- Monitoring of corrective actions
- Bearing the financial impact

In certain cases where components are procured from distributors we will have to contact the manufacturers directly with the distributor's support and assistance.

You must, of course, guarantee the traceability of the products delivered.

Competitiveness

Since our production volumes have allowed us to reach the highest level of automatic control and productivity, the components represent a major proportion of our production costs.

Each generation change of a Sercel product is accompanied by a multiplicative factor on our annual production volumes. This trend should persist in the future generations, for technological reasons (reduction in inter-trace distance, integration of sensors, development of 3D technologies) with the reserve that the overall operating costs remain stable, which implies a drastic reduction in the cost of our bills of materials.

Our suppliers' involvement in this approach is essential: accompanying us toward the most cost-effective technologies, implication in design-to-cost, cost-effective procurement measures and, of course, long-term access to the best price level.

Therefore we must benefit from the best economic conditions in the components' market, for the volumes which concern us.

The allocation of market shares among competitive suppliers shall be assessed according to the offer's global pertinence for each technological family and, for a defined market share, for annual order bookings.

For comparable offers, preference shall be given by assessing the following criteria:

- First supplier who proposed the implantation of a component fulfilling the desired function
- Regularly competitive offers
- Quality, reactivity and efficiency of the corrective actions
- The most efficient supplier in terms of logistics
- Manufacturer delivering directly compared to a distributor
- Proportion of Sercel work in the supplier's activity

Communications

We wish to develop efficient communications tools with our suppliers in order to make our exchanges more secure and fluid and simplify our administrative processes.

A secure "Supplier Extranet" has been developed for this purpose and must eventually become the unique exchange protocol with our suppliers. We invite our new suppliers to adopt this protocol as soon as possible.

The information we provide you with is confidential and we would ask you to guarantee this confidentiality by providing an adapted organization.

The collaboration between Sercel and the supplier must not give rise to publicity or public communication without Sercel's prior written approval. Where necessary you will be proposed a specific confidentiality agreement.

Industrial risk

The strategic importance of certain components in our equipment leads us to be vigilant with respect to the serious consequences which could be caused by an industrial disaster arising at one of our suppliers.

This risk situation is declared to be particularly critical on our most advanced technologies when the recovery time is long enough to endanger our organization.

The development of our business relations requires a joint analysis of these risks to ensure our relations develop in the best possible conditions.

In this context we may submit an analysis grid to you. This grid will allow us to evaluate the level of risk within your own organization, or for the companies you represent.

After analyzing your answers to this questionnaire we must together examine the prevention means to be taken if the risks run by your industrial structure are found to be significant.

Invoicing and payment

Your invoices must bear the Sercel order number and be sent to the address of the Suppliers' Accounts Department of the facility which placed the order.

All the invoices for deliveries made in advance with respect to the requested delivery time shall be considered to be payable at the due date linked with the delivery date indicated on the order, except where expressly requested by Sercel.

We are anxious to develop our partnership and shall use a system of commercial bank transfers at the due date (VCOM). This method of payment, which is becoming systematic in our company, has several advantages:

- Certainty of payment date (no delay due to postal problems)
- Security of payment means (no loss or theft)
- Possibility to realize your receivables, at advantageous conditions, from a bank (replaces discounting of truncated bill of exchange)
- Optimization of your cash flow (gain in value date)
- Simplified administrative processing (no more bank deposits)
- Details of each payment for a given due date notified in advance by our bank

In addition to the mandatory legal details and to enable us to establish our Intrastat Declarations (DEB) in the context of our intra-EU acquisitions, please indicate the following items:

- Parts list
- Net weight
- Incoterm
- Method of transport
- Country of origin of the goods

For all further information please contact our Suppliers' Accounts Department.

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APPENDIX 4.B: PURCHASING CODE OF CONDUCT FOR THE SERVICES BUSINESS

Purchasing Code of Conduct

CGGVeritas strives to conduct its business everywhere, and at all times, in accordance with locally applicable laws and regulations as well as other rules and values that have forged its identity. Moreover, CGGVeritas is committed to respecting international human rights conventions, International Labor Organization (ILO) conventions and United Nations Global Compact (UNGC) principles.

CGGVeritas recognizes that there are differences in laws and economic conditions that affect business practices around the world. Thus, with this in mind, we require that our suppliers and sub-contractors act in compliance with the following principles:

I. Business Ethics

1. Conflict of interest

CGGVeritas wants to avoid situation with potential conflict of interest and therefore recommends these following principles to be accepted by its suppliers and contractors.

CGGVeritas' employees, especially those responsible for procurement, must avoid getting jobs, affiliations, memberships, personal relationships or investments with any kind of organization that could lead him to be in a position where its loyalty towards CGGVeritas could be affected.

An employee of CGGVeritas, especially those responsible for procurement, should avoid:

- To invest personally (or through one of his close relatives) into one of CGGVeritas competitors, suppliers or customers
- To be employed simultaneously by CGGVeritas and by one of its competitors, suppliers or customers
- To be part of the board (or through one of its close relatives) of one of CGGVeritas' competitors, suppliers or customers
- To be involved in a business relationship where close relatives are also involved (working for a competitor, supplier or

customer), especially if the relevant employee has the power to influence the business relationship

- To accept gifts and entertainments (for him or through one of his close relatives) from business partners, including suppliers and contractors, especially if it involves parties engaged in a tender or in a competitive bid. Some gifts and entertainments can be accepted if they are moderate, occasional, and if the intent is only to build a normal relationship or offer normal courtesy.

A close relative is considered to be a person from your family (spouse, parent, child, sibling, grandparent, grandchild, mother/father in law, domestic partners) or people living with you and/or members financially dependent from you.

2. Fight against corruption

CGGVeritas rejects all forms of corruption and expects the same behavior from its business partners.

Suppliers and sub-contractors should reject corruption in all its forms and pledge that they will never resort to corruption « in order to obtain or retain business or other improper advantage in the conduct of international business”, in accordance with the terms of the OECD convention on preventing bribery of foreign public officials, the OECD guideline for multinational enterprises, and Principle 10 of the UNGC.

Suppliers' and sub-contractors' employees may not accept or offer gifts, remuneration, or other benefits of any great value to a client, supplier or competitor. Only gifts or benefits of nominal value, not paid in cash, and consistent with accepted practices and the provisions relating to the fight against corruption may be accepted or offered.

II. Environment

As part of our commitment to sustainable development, CGGVeritas has implemented an environmental policy and management processes for conducting its activities.

These processes include the protection of the biodiversity, waste management, the prevention of oil spills and discharges, the monitoring of greenhouse gas emissions, energy consumption and water treatment.

Before conducting new projects, CGGVeritas or its business partners, conduct Environmental Impact/Risk Assessment and project mitigation measures.

CGGVeritas and every employees act in compliance with national and local regulation related to environment.

CGGVeritas encourages its suppliers to manage environmental matters in the same way, with liability and accountability. Moreover, CGGVeritas expects its suppliers to make efforts to reduce their water, energy and natural resources consumptions.

1. Compliance with regulation

Suppliers must demonstrate their compliance with national and local laws, rules and regulations relating to environmental protection in all places where they operate.

Suppliers must possess any authorization and forms required by law.

2. Emissions and Effluents

Suppliers should strive to monitor, control and treat their emissions and effluents before their rejection in the environment.

Suppliers should strive to decrease their emissions, and particularly greenhouse gas emissions and effluents in the air, the ground and in water.

3. Waste

Suppliers should establish waste management processes and handle, store, and transport wastes in an environmentally safe manner, particularly with respect to hazardous wastes.

Suppliers should strive to reuse and recycle wastes whenever and wherever possible.

Suppliers should ensure that hazardous wastes are correctly eliminated in appropriate certified treatment facilities.

4. Chemicals

Suppliers must handle chemicals in a safe way, particularly those presenting a potential hazard for the environment.

Suppliers should identify, tag, and segregate chemicals in order to prevent potential pollution accidents.

Suppliers should establish MSDS (Material Safety Data Sheets) in order to efficiently manage any accident concerning chemicals.

III. Social

As part of our commitment to sustainable development, CGGVeritas has implemented in all its business activities socially responsible management processes: to ensure high hygiene and security standards for its employees, and to promote good relationships with local communities.

1. Freedom of Association and Collective Bargaining

Reference: ILO Convention n°87 Freedom of association and protection of the right to organize convention and n°98 concerning the application of the principle of the right to organize and to bargain collectively, Principle 3 of UNGC

Suppliers and sub-contractors have to comply with applicable local regulation related to the right to form associations and engage in collective bargaining.

Suppliers and sub-contractors must respect employees' right to join or form a labor union without fear of reprisal, intimidation or harassment. Moreover, suppliers and sub-contractors strive to ensure that employees are able to communicate freely about work conditions and remuneration.

2. Forced Labor

Reference: ILO Convention n° 29 concerning forced labor and ILO convention n°105 on abolition of forced labour, Principle 1, 2 & 4 of UNGC

Suppliers and sub-contractors must prohibit physical abuse of employees and the use of all forms of forced labor, including prison, indentured labor, bonded labor, military labor, or slave labor.

Employees have the right to resign within respect of contractual notice.

Retention of employees' personal documents (identity card, passport etc.) is strictly forbidden.

3. Child Labor

Reference: ILO Convention n° 138 on minimum age and ILO convention n°182 on worst form of child labor, principle 5 of UNGC

Suppliers and sub-contractors must respect the minimum age provision of applicable regulation. This minimum age must not be lower than 15 years of age, whatever the type of activity.

4. Discrimination

Reference: ILO Convention n° 100 on equal remuneration principle, ILO convention n°111 on discrimination in respect with employment and occupation, principle 6 of UNGC

Suppliers and sub-contractors must ensure that workplaces are free from all kinds of discrimination (race, color, age, sexual orientation, marital status, political opinions, religion, etc.). Every employee and affiliate must treat his or her colleagues with respect, bearing in mind cultural differences.

5. Work Hours and Wages

Reference: ILO Convention n°95 on protection of wages, ILO Convention n°131 on minimum wages fixing

Suppliers and sub-contractors must comply with the applicable wage, work hours, overtime and benefits laws for all employees, including apprentices and trainees.

In the absence of applicable regulation, ILO conventions are to be respected: work time cannot exceed 60 hours per week and there is at minimum one day off per week.

Deduction on wages for disciplinary reasons is forbidden.

6. A Safe and Healthy Workplace

Suppliers and sub-contractors should strive to provide employees with a secure, safe, and healthy workplace by maintaining optimal work conditions and adopting a preventive approach to risk management.

Suppliers and sub-contractors should identify any risks (chemical, physical and biological) and plan necessary mitigation measures for employees' safety at work.

Suppliers and sub-contractors should implement Health and Safety management systems which respect the applicable local regulation.

APPENDIX 4.C: PURCHASING ETHICS

Purchasing Ethics

The respect of Purchasing Ethics is a matter of professional honour.

In all circumstances, Sercel buyers are committed to adopting conduct and ethics that are beyond reproach.

This ethical code is based on a few fundamental principles :

- Loyalty towards our suppliers and keeping our word
- Respectful attitude and language, without abusing our position of power
- Impartiality in our decisions, with respect for commercial confidentiality, and without personal consideration.
- Equality of treatment, whether it is a spot affair, or a more long-term arrangement

Our suppliers are requested to apply these rules in their attitude towards their competitors.

We refuse to collaborate with any supplier offering us transactions that are illegal, inequitable, or which fail to respect employment law, fundamental human rights, and, in particular, the rights of children.

We request that our suppliers refrain from using any kind of gifts at all for the purposes of inducement. Only promotional objects carrying the supplier's brand-name and of very low market value may be accepted. No compensation will be made.

Each of us will refuse any other inducement.

All members of the Purchasing Team formally approve these rules and promise to respect them.

They are applicable to all the company's employees.

APPENDIX 5: ENVIRONMENTAL POLICY

CGGVeritas recognizes that active concern and responsibility for the environment is an integral part of the way in which we conduct business. CGGVeritas recognizes that environmental protection is the collective responsibility of governments, businesses, communities and individuals.

CGGVeritas believes that economic growth, social responsibility and responsible management of the environment are the foundations of sustainable development for present and future generations. Line management has responsibility for achieving specific objectives which support this Policy.

CGGVeritas is committed to continually improving its environmental performance and the prevention of pollution by undertaking the following:

Compliance:

- Establish and maintain compliance, as a minimum, with all applicable legislation, regulatory requirements and industry standards for the protection of the environment.

Relationships with other parties:

- Develop and maintain open and constructive relationships with environmental groups, regulatory agencies, customers, institutions, communities and employees in the countries of its activities.

Risk Management:

- Conduct project specific environmental risk assessments (ERAs), consistent with ISO 14000 standards, to identify actual and potential environmental aspects and impacts and assess their significance;
- Where significant potential impacts exist, develop, implement and maintain, in conjunction with appropriate authorities, a project specific environmental management plan;
- Develop emergency response plans for environmental incidents to mitigate potential environmental impact. Involve contractors in development of these plans as appropriate;
- Measure environmental performance throughout the life cycle of each project;
- Work with contractors to develop Environmental awareness.

Environmental Practices:

- Promote environmental best practices within CGGVeritas activities, including the sharing of experience and the continued support of research and development in environmental improvement initiatives;
- Adopt waste management strategies that promote waste minimization (reduce, re-use and recycle) and pursue initiatives aimed at reducing atmospheric emissions;
- Respect and protect environmentally sensitive areas and zones where endangered species are present.

Education:

- Train, inform and mobilize CGGVeritas employees and contractors to ensure its activities are conducted in an environmentally responsible manner;
- Develop employees' awareness of environmental issues and their responsibilities under this policy.

Management review:

- Strive to continually improve CGGVeritas environmental performance by periodically reviewing its Environmental policy and the Environmental Management System within our Sustainable Development Management System (PRISM);
- Publish information about environmental performance as part of the CGGVeritas annual report.

Paris, January 2009



Robert Brunck
Chairman and CEO

APPENDIX 6: TRIPTYCH



Our Mission

Imaging tomorrow what cannot be seen today

- ➔ Provide our clients with the ability to visualize the subsurface through geophysics.
- ➔ Drive the advance of geophysics through innovation and integration of leading technologies.
- ➔ Effectively implement these technologies with competent personnel working in a learning environment.
- ➔ Create superior value for our stakeholders in a sustainable, safe and responsible manner.

Our Vision

To be the international leading partner in developing natural resources through geophysics

- ➔ Be the industry benchmark.
- ➔ Deliver breakthrough technologies and innovative solutions.
- ➔ Attract, develop and recognize talent.
- ➔ Promote a culture of performance creating long-term value.

The world's leading international geophysical company



Our Values

Focus on Performance

- ➔ We operate with a long-term view and deliver superior results.
- ➔ We focus on the customer, pursue excellence and continuously improve.
- ➔ We are individually committed to company-wide success.
- ➔ We deliver quality in a sustainable, safe and environmentally responsible manner.

Passion for Innovation

- ➔ We believe innovation is core to our Company.
- ➔ We say what we think and know that being challenged is essential to progress.
- ➔ We delegate and empower people to make decisions and encourage initiative.
- ➔ We drive the advance of technology.

Powered by People

- ➔ We strive to excel and have a passion for what we do.
- ➔ We recognize and reward individual commitment and performance.
- ➔ We believe teamwork is our driving force and value global diversity.
- ➔ We seek and provide opportunities for personal development and professional advancement.

Delivered with Integrity

- ➔ We lead by example.
- ➔ We take responsibility for our actions, are accountable, and honor our commitments.
- ➔ We build trust through listening, being open, honest and consistent—we do what we say.
- ➔ We support and apply decisions once they are made.

Our focus on performance and passion for innovation are powered by people and delivered with integrity



Our Ethics

The development of the CGGVeritas Group is constructed on the foundation of its values and ethics. This represents a commitment by CGGVeritas to its clients, its shareholders, its employees and its partners to comply with laws and regulations and to respect the principles of its code of business conduct.

- ➔ We contribute individually and collectively to the continued improvement of the health, safety and security of our working environment.
- ➔ We respect environmental standards and strive to minimize the impact of our activities.
- ➔ We protect the Group's assets and we fulfil our obligations concerning confidentiality.
- ➔ We avoid conflicts of interest, especially in our relationships with our clients, suppliers, competitors or partners. We keep our commitments to them and we base our relationship on fair business practices.
- ➔ We comply in all circumstances with rules controlling insider trading.
- ➔ We do not receive or give gifts or invitations, which do not conform to good business ethics and we reject any form of corruption.
- ➔ We are attentive to the quality of human relations within our work places and we comply with regulations which seek to combat discrimination or harassment.
- ➔ We produce financial statements that reflect the company's situation fairly, and we communicate in a reliable, open and transparent way.

Any difficulty in applying these rules must be brought to the attention of the Ethics Committee.

Robert Brunck, Chairman & CEO

A commitment to clients, shareholders, employees and partners

APPENDIX 7: CODE OF BUSINESS CONDUCT



Business Code of Conduct

Business Code of Conduct



Letter from the Chairman

Dear Colleague:

Strong values are the foundation for all good decisions. This statement rings true and it is on this basis that we present you with an updated CGGVeritas Business Code of Conduct. Much of our business is based on our integrity. Because our success is so closely related to our reputation, it's up to each one of us together to protect that reputation.

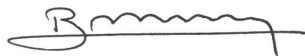
It influences how customers feel about our products and services, and how shareholders perceive us as an investment. We have seen many examples in recent years of great companies with once solid reputations tarnished forever by unethical actions of a few people or even just one person.

Acting with integrity is about more than our Company's image and reputation, or avoiding legal issues. It's about sustaining a place where we are proud to work. Ultimately, it's about each of us knowing that we have done what's right. Conducting our business as true professionals, treating each other and our customers with respect and assuming our responsibilities: simply put, this means doing our job properly.

The Business Code of Conduct is our guide to appropriate conduct. Our intent is that this Code of Conduct, together with our other company guidelines, such as our mission, vision and values, will help guide each of us as we work towards delivering our products and services with integrity.

Keep the Code with you and refer to it often. If you have questions, ask for guidance. With your help, our reputation as a company of high integrity that delivers consistently strong performance will endure far into the future. Thank you for your support and your personal engagement.

Sincerely,

A handwritten signature in dark ink, appearing to read 'Brunck', with a long horizontal line extending to the right.

Robert Brunck
Chairman and CEO

Business Code of Conduct

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Introduction

Why does CGGVeritas have a code of conduct?

The code is not entirely new – it updates, revises and summarizes, in one universal framework, CGGVeritas' standards for employee conduct, helping us to act consistently with group values.

The code is a reference to important information you need to know – including where to get additional help. However, the code cannot address every situation. Nor does it serve as a substitute for your individual responsibility for exercising good judgment and common sense, so that your actions never damage CGGVeritas' hard-earned reputation for integrity.

Does the code explain all the standards I need to know?

The code is a starting point. The code cannot describe every law, regulation or CGGVeritas policy that may apply to you. The company has additional standards, instructions and processes to further implement the principles in the code. Make sure you know the rules that do apply to you. You can find more on InSite under Policies and Procedures.

What about different laws in different countries?

CGGVeritas is a global company, and that means our employees are subject to the laws and regulations of different countries. Each of us is responsible for knowing and following the laws that apply to us where we live and work.

The code establishes principles for business conduct applicable throughout the group, regardless of location. Where differences exist as the result of local customs, norms, laws or regulations, you must apply either the code or local requirements – whichever sets the highest standard of behavior. If you have any questions, you may seek guidance from management or our Ethics Committee members.

Who must follow this code?

All employees must adhere to the principles and requirements contained in this code and should consult the code for guidance when acting on behalf of CGGVeritas.

Employees must not use a contractor, agent, consultant or other third party to perform any act which conflicts with this code. Employees who engage third parties such as contractors, agents or consultants to work on behalf of CGGVeritas must seek to ensure that these parties are made aware of the code and should seek their co-operation in adhering to the code – including, where possible, a contractual requirement to act consistently with the code when working on our behalf. You must report any breaches or

inconsistent behavior by these third parties. In joint operations, where we are the operator, we will apply our code principles directly; where we are not the operator, we will seek to influence our joint venturers to adopt similar principles. If the code is violated, disciplinary or legal action may need to be taken.

The duties of those who supervise others

Those who supervise others have additional responsibilities under the code. They must:

- Promote compliance and ethics by example – in other words, show by their behavior what it means to act with integrity
- Make sure that those who report to them understand the code's requirements and have the resources to meet them. Organize appropriate training if necessary
- Monitor compliance and ethics of the people they supervise
- Use reasonable care to monitor third parties acting on behalf of CGGVeritas to ensure that they work in a manner consistent with the code
- Enforce the code consistently.
- Support employees who, in good faith, raise questions or concerns.

Your personal commitment to doing what's right

This code represents a commitment to doing what is right. By working for CGGVeritas, you are agreeing to uphold this commitment. Understand the requirements of the code and the standards, instructions and processes that apply to your job – and always follow them. Those who fail to follow the code put themselves, their co-workers, and CGGVeritas at risk.

Asking questions and raising concerns

You must report any breaches or potential breaches of CGGVeritas' compliance and ethics commitments of which you become aware – whether these relate to yourself, direct reports or others. You must similarly seek advice if you are ever unsure about the proper course of action. If you are in any doubt about whether to speak up, ask yourself some simple questions:

- Is the action you are concerned about legal?
- Does it comply with the CGGVeritas code of conduct?
- Is it in line with CGGVeritas' company values?
- Does it expose CGGVeritas to any unacceptable risks?

Code of Conduct

Introduction

- Does it match our commitments and guarantees that we have made to others?
- What would others think about this action – your manager, colleagues or family?
- How would this look if reported in the newspapers?
- Does it feel right? It may seem easier to keep silent or look the other way. But our commitment to integrity means we must never ignore a legal or ethical issue that needs to be addressed.

Where to go for help

Your line management is usually a good place to start with a legal or business conduct issue. You may also get help or advice from:

- Your HR representative.
- CGGVeritas legal (Corporate/Services or Sercel)

However, if you are ever uncomfortable using one of these resources, you may also contact the CGGVeritas Ethics Committee or ethics hotline, as described below.

The CGGVeritas EthicsAlert line

If you ever feel unsure about where to go for help, or are uncomfortable using one of the other resources identified in the code, CGGVeritas has the Ethics Committee and an additional resource that can help – ‘EthicsAlert’. The purpose of EthicsAlert is to answer questions and respond to concerns about compliance, ethics and the requirements described in this code. The EthicsAlert telephone line is operated by an independent company that helps businesses respond to questions and concerns about compliance and ethics. Please keep in mind that the ethics line is limited to SOX (financial, accounting and banking) and corruption matters and that calls for other matters will be re-directed to the Ethics Committee. All other issues should be brought directly to the Ethics Committee.

The line operates 24 hours a day/seven days a week and also has translation services available at all times. A full list of local telephone numbers can be accessed below and on InSite at <http://insite/ethics> The Ethics Committee’s email is: ethicscommittee@cggveritas.com

First dial the appropriate ATT Service Access Code for your country of residence, shown in the table below, then the following toll-free number: 800-736-0460

The call is free of charge and is not recorded.

Country	ATT Service Access Code	Toll-free number
Angola	808-000-011	800-736-0460
Argentina	0-800-555-4288	800-736-0460
	0-800-222-1288	800-736-0460
Australia	1-800-551-155	800-736-0460
	1-800-881-011	800-736-0460
Austria	0-800-200-288	800-736-0460
Brazil	0-800-890-0288	800-736-0460
Bolivia	800-101-110	800-736-0460
	800-101-111	800-736-0460
Canada	800-736-0460	
China South	108-10	800-736-0460
China	10-811	800-736-0460
North, Beijing	108-888	800-736-0460
Columbia	01-800-911-0010	800-736-0460
France	0-800-99-0011	800-736-0460
	0-805-701-288	800-736-0460
Germany	0-800-225-5288	800-736-0460
India	000-117	800-736-0460
Indonesia	001-801-10	800-736-0460
Italy	800-172-444	800-736-0460
Kazakhstan	8-800-121-4321	800-736-0460
Malaysia	1-800-80-0011	800-736-0460
Mexico	01-800-288-2872	800-736-0460
	01-800-112-2020	800-736-0460
Norway	800-190-11	800-736-0460
Peru	0-800-50-288	800-736-0460
	0-800-70-088	800-736-0460
Russia	8-10-800-110-1011	800-736-0460
Moscow	755-5042	800-736-0460
Singapore	800-011-1111	800-736-0460
	800-001-0001	800-736-0460
South Africa	0-800-99-0123	800-736-0460
Spain	900-99-0011	800-736-0460
Switzerland	0-800-890011	800-736-0460
Thailand	1-800-0001-33	800-736-0460
U.A.E.	0-800-121	800-736-0460
U.S.A.	800-736-0460	
United Kingdom	0-800-89-0011	800-736-0460
	0-500-89-0011	800-736-0460
	0-800-013-0011	800-736-0460
Venezuela	0-800-225-5288	800-736-0460

Code of Conduct

Introduction

What happens when I call EthicsAlert – can I call anonymously?

EthicsAlert is operated by an independent third party company. If you call EthicsAlert the independent operator will listen and make a detailed summary of your call. The person taking your call will then forward your question or concern, with strict confidentiality, to the appropriate individual within CGGVeritas to look into the matter, as described below. Concerns will be addressed by the CGGVeritas Ethics Committee members who act independently to ensure a fair and consistent approach. If you wish, your call to EthicsAlert can be made anonymously. Of course, giving your name can often help investigators look into the matter, and as explained below, CGGVeritas has an unwavering policy against retaliation for raising a good-faith concern under this code.

Every effort will be made to give your call a quick response and to deal with your question or concern promptly, especially when circumstances make it time critical. The Ethics Committee oversees the integrity of the EthicsAlert program by monitoring responses to questions and concerns to ensure these are handled fairly.

Retaliation will not be tolerated

Any employee, who in good faith seeks advice, raises a concern or reports misconduct is following our Code of Conduct – and is doing the right thing. CGGVeritas will not tolerate retaliation against that person.

We take claims of retaliation seriously. Allegations of retaliation will be investigated and appropriate action taken. Anyone responsible for reprisals against individuals who report in good faith suspected misconduct or other risks to the business will be subject to disciplinary action up to and including dismissal.

If you suspect that you or someone you know has been retaliated against for raising a compliance or ethical issue, immediately contact the Ethics Committee.

What is the role of the CGGVeritas Ethics Committee?

CGGVeritas has established an Ethics Committee composed of senior managers who act independently. Making sure the code of conduct is followed is the overall responsibility of CGGVeritas' leadership and of each individual employee. The Ethics Committee requires the commitment and support of everyone who works for CGGVeritas – to ensure that the code of conduct lives and breathes in everything we do.

- Seeks to prevent unlawful or unethical business conduct and to detect it if it occurs.

- Continuously assesses compliance risks and ensures that internal controls are responsive to these risks.
- Provides support to help employees comply with the code of conduct and applicable laws.
- Provides and oversees compliance training and communications.
- Oversees internal investigation processes.
- Reviews and promotes consistent disciplinary procedures for breaches of the code and the incorporation of compliance and ethics into performance appraisal processes.
- Provides independent reports on compliance performance to the Group's Chief Executive Officer and board committee.

Contact information for
the Ethics Committee can be accessed at:

ethicscommittee@cggveritas.com, or individually:

Gerard Chambovet – **gerard.chambovet@cggveritas.com**

Pascal Rosset – **pascal.rosset@cggveritas.com**

Raymond Basset – **raymond.basset@sercel.com**

Luc Schlumberger – **luc.schlumberger@cggveritas.com**

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Business Code of Conduct

I Compliance with laws and regulations

GENERAL PRINCIPLES

Given its presence in numerous countries around the world, CGGVeritas is subject to a wide range of laws and regulations. Each Employee or Representative must comply with applicable laws and regulations under all circumstances, specifically with regard to the environment, competitive practices, trade practices and taxes and contributions.

In addition, since CGGVeritas is listed on stock exchanges in both France and the United States, it must ensure compliance by each of its component entities with the rules to which it is subject as a listed issuer, regardless of the country in which the entity in question is located.

Each Employee or Representative is asked to acquire the necessary understanding of the mandatory rules that must be observed as part of his or her job responsibilities and, if there is any uncertainty, to consult his or her supervisors, who will indicate the course of action to be taken.

In addition, each Employee or Representative is required to carry out in good faith and comply with any commitment made in the course of his or her relationship with clients, suppliers or other CGGVeritas partners. He or she must treat these partners and suppliers fairly, based on criteria of objectivity and transparency.

RULES RELATING TO THE FIGHT AGAINST CORRUPTION

CGGVeritas rejects corruption in all its forms. In particular, CGGVeritas pledges that it will never resort to corruption 'in order to obtain or retain business or other improper advantage in the conduct of international business', in accordance with the terms of the OECD convention on combating bribery of foreign public officials and related national legislation (including the Foreign Corrupt Practises Act of the USA) and Principle 10 of the UNGC. For more information on the OECD convention, refer to www.oecd.org.

COMPLIANCE WITH RULES REGARDING INSIDER TRADING

Legislation governing financial markets where CGGVeritas is listed strictly regulates the right to trade in the market by employees who, in the performance of their professional duties or responsibilities, obtain privileged information regarding the current financial situation or prospects of the CGGVeritas Group. Information is normally considered significant on the basis of its impact on the financial results of the listed company. Significant information may relate to sales, the order book, the financial or budgetary outlook, investments, acquisitions or disinvestments, technological developments (e.g. patent applications currently being prepared), possible restructuring or reorganization, the introduction or withdrawal of products or services, significant

changes in shareholding or management team, transactions affecting the company's capital, dividends, or the unexpected emergence or settlement of a dispute, etc.

A list of permanent insiders is regularly updated by the office of the Chief Financial Officer. In addition, a list of insiders is prepared for each specific project, and each person appearing on the list will be required to sign an agreement requiring him or her to maintain the confidentiality of information relating to the project in question and to comply with rules and regulations applicable to insiders.



Consequently, relevant personnel must refrain from taking any action with regard to CGGVeritas securities either directly or via an intermediary before this information has been made public. Failure to comply with applicable legislation in this regard is punishable by both civil and criminal penalties. Only after this information has been made public are these individuals once again free to act.

COMPLIANCE WITH ANTITRUST LAWS AND REGULATIONS

Most countries have laws and regulations designed to encourage fair competition and prohibit certain practices that could restrict the development of trade (such as unlawful agreements between suppliers). Group Employees and Representatives must know and observe these laws and regulations; failure to do so could have serious consequences for the Group as well as for the entities in question. These laws and regulations are often complex, and in the event of uncertainty, Employees should obtain more information from the personnel within the Group who are knowledgeable in this area.

II Prevention of conflicts of interest



TIES WITH A COMPETITOR, CLIENT OR SUPPLIER

A situation of conflict of interest arises when the private interests of an Employee or Representative or those of his or her friends or relatives interfere or could interfere directly or indirectly with the interests of CGGVeritas or a client or supplier of CGGVeritas.

Consistent with these principles, constitute a situation of conflict of interest :

- The fact of conducting private transactions with clients, suppliers, partners or competitors unless they have notified and received approval from the proper personnel.
- The fact of having financial interest in or conducting private transactions with clients, suppliers, partners or competitors unless they have notified and received approval from the proper personnel.
- The fact of having relationships that yield privileged information or entail the use of influence, notably in the following cases:
 - (i) The direct or indirect holding of shares issued by a client, supplier, partner or competitor.
 - (ii) The acceptance or solicitation of loans, advances, guarantees or other services provided by a third party outside the Group in order to influence a decision by the Group.
 - (iii) Work conducted for a Group supplier, client or competitor simultaneous with working with the Group.

FAIR TRADE

CGGVeritas Employees or Representatives should abide by the rules of fair trade, particularly with regard to clients and suppliers, to the mutual benefit of all parties. Such a policy will ensure an atmosphere of trust that is conducive to a long-term relationship.

Our relationship with our customers and our ability to satisfy their needs are a cornerstone of our Group culture. We are committed to providing our clients with state-of-the-art technological products and services that provide the best value in terms of price, quality, delivery time, safety and respect for the environment.

REMUNERATION, GIFTS AND BENEFITS

No Employee or Representative may accept or offer gifts, remuneration or other benefits to a client, supplier or competitor. Only gifts or benefits of small value not paid in cash and consistent with accepted practices and with provisions relating to the fight against corruption may be accepted or offered.

Employees and Representatives should contact their direct supervisor if there is any uncertainty.

Under no circumstances may an Employee or Representative solicit a gift or other benefit.

PUBLIC ACTIVITIES

CGGVeritas respects the right of its employees to express themselves and voice their opinions and their right to participate in public life as citizens.

Solely in order to avoid any conflict of interest, Employees or Representatives shall refrain from involving the Group in their public or political activities, from committing the Group's resources in support of political candidates or parties and from taking part in any decision by a public agency or other government body regarding the Group.

Business Code of Conduct

III Respect for persons and the environment



HEALTH, SAFETY AND THE ENVIRONMENT

Health and safety

The health and safety of Employees and Representatives is a priority for the CGGVeritas Group. Each Employee and Representative has the right to work in a safe environment and under healthy working conditions as well as a responsibility to contribute to such an environment through responsible behaviour. The Group's policy in this area applies to all Employees or Representatives and subcontractors and relies on a system of health, safety and environmental management that incorporates a preventive approach to risk management. This policy must be supported without exception by every Employee and Representative through exemplary behavior and shared vigilance.

Security

The CGGVeritas Group is committed to providing a secure working environment by mobilizing resources and implementing procedures designed to protect its Employees and Representatives, its assets and its operations from the risk of accidents, loss or damage resulting from criminal, hostile or malevolent activity. Each employee and affiliate is responsible for ensuring that security-related risks in his or her environment are properly identified.

Environment

As part of our commitment to sustainable development, CGGVeritas has implemented an environmental policy and management processes for conducting its activities.

These processes include protecting biodiversity, waste management, prevention of oil spills and discharges, and monitoring of greenhouse gas emissions, energy consumption and water treatment.

Respect for environmental laws, regulations and norms, minimizing impact of the Group's activities on the environment, and effective waste management must be taken into account in the decisions and actions of each Employee and Representative and must be integrated from conception in the management of our projects.

CGGVeritas encourages its suppliers and subcontractors to manage environmental matters in the same way, with liability and accountability. Moreover, CGGVeritas expects its suppliers and subcontractors to make efforts to reduce their consumption of water, energy and natural resources.

PROMOTION AND IMPLEMENTATION OF THE FUNDAMENTAL PRINCIPLES AND RIGHTS AT WORK

CGGVeritas recognizes the benefits of working in a positive environment. CGGVeritas therefore adheres to the principles of the International Labour Organization and expects its subcontractors and suppliers to respect the same principles.

IV Protection of Group assets

TRUTHFULNESS AND PROTECTION OF INFORMATION

In order to ensure the protection of the Group's assets, Employees or Representatives must, within the scope of their responsibilities, assure the accuracy and reliability of information they transmit to authorized recipients. Moreover, they must take the necessary steps to protect the confidentiality of information to which they have access as part of their professional duties and responsibilities. Employees and Representatives must comply with the obligation to refrain from disclosing confidential information either orally, in writing or by electronic means without the express authorization of their supervisors. This obligation remains in force even after the Employee or Representative's departure from the Group.

The obligation of confidentiality applies both to information that CGGVeritas receives from its clients and to information that belongs to CGGVeritas itself. As a general rule, CGGVeritas must maintain the confidentiality of any information that it receives from its clients and any information of which it is apprised as a result of its relationship with its clients.

Confidential CGGVeritas information such as:

- (i) Proposals or projects regarding new products
- (ii) Unpublished or trademarked information regarding product design and performance, research, development, manufacture, distribution, marketing and sales
- (iii) Information provided to clients, sales, purchase orders and sales terms and conditions
- (iv) Principal contracts
- (v) Proposed acquisitions or joint ventures
- (vi) The contents of files pertaining to legal actions, and in particular legal actions relating to intellectual property.

constitutes an essential advantage that must be preserved and protected by all Employees and Representatives within the Group. This information is the property of CGGVeritas and may be used only with appropriate authorization in the performance of the employee's or affiliate's duties and responsibilities.

Similarly, Group Employees and Representatives must refrain from disclosing any confidential information belonging to a former employer.

PROTECTION OF THE GROUP'S PROPERTY AND RESOURCES

As part of their duties, CGGVeritas Employees and Representatives have access to the use of assets belonging to the Group. These assets must be managed for the sole benefit of the Group. In addition, CGGVeritas Employees and Representatives must protect these assets against deterioration, loss or destruction.

Specifically, these goods and resources include intellectual property rights such as trade secrets, patents and trademarks as well as the Group's installations, facilities, equipment and financial resources.



USE OF INFORMATION TECHNOLOGY

Unlicensed software may not be used on the Group's computers. Employees and Representatives are prohibited from downloading information from the Internet that has no bearing on their professional activity.

A General Instruction, available on the CGGVeritas intranet, defines the rules for proper use of computer resources.

Business Code of Conduct

V Financial security and transparency



French law and current US regulations require that CGGVeritas provide, in accordance with a fixed timetable, complete, impartial, accurate and intelligible information regarding the Group's financial situation in the reports and documents that it files with France's securities regulatory agency, the Autorité des Marchés Financiers (AMF), or with the US Securities and Exchange Commission (SEC), as well as in any public communication that CGGVeritas may make.

Each Employee or Representative involved in the recording of accounting transactions must assure that these transactions are honestly reported in the accounts of Group entities in accordance with current accounting principles and procedures. In addition, financial information transmitted for the purposes of financial reporting must offer a basis for making a precise and pertinent assessment of the financial situation of the relevant entity.

The accounting and financial rules and procedures applicable within the Group are accessible on the CGGVeritas intranet site.

VI Internal verification and the role of the Internal Audit department



The purpose of the Group's internal audit system is to provide a reasonable assurance that the Group's objectives in the following areas are being met:

- Performance and optimization of operations, including asset protection
- The reliability of financial information
- Compliance with current laws and regulations.

All Group Employees and Representatives are an integral part of the internal control system and should contribute to its functioning. They must demonstrate that any information requested of them is transmitted in a completely transparent manner and they must in no way hamper the performance of audits that may be conducted by internal or external auditors. The Board of Directors, managers, internal auditors and other members of the workforce actively contribute to the effectiveness of the internal audit system.

The Group has an Internal Audit structure, with its own charter, that operates independently and objectively and reports to the Group's General Management and to the Audit Committee of the Board of Directors. The Internal Audit department evaluates internal auditing using the general outline and tools defined by COSO (Committee Of Sponsoring Organizations of the Treadway Commission) and complies with the code of professional ethics developed by the Internal Audit Institute.

The Internal Audit department reviews each major Group entity on a regular basis. Priority is determined on the basis of operations in progress and levels of risk. The Annual Audit Plan is defined by the CGGVeritas Executive Committee and presented to the Audit Committee of the Board of Directors. The Group's Internal Audit department conducts financial and accounting audits as well as operational audits. Recommendations that result from these audits are validated by the Group's Executive Committee and the related action plans are monitored by Internal Audit until issues requiring action have been resolved.

Business Code of Conduct

VII Archiving



Any Employee or Representative who, by virtue of his or her professional activities, comes into the possession of documents that must be archived in accordance with internal or external regulations must comply strictly with established rules governing archiving, and in particular those relating to legal archiving timeframes. The unauthorized destruction of such documents constitutes a serious violation of these rules. In the event of pending or foreseeable court action, the destruction of archives, even in accordance with prevailing internal or external regulations, is strictly prohibited.

VIII Creation of an Ethics Committee



An Ethics Committee reporting directly to the Chairman has been established within CGGVeritas with the following responsibilities:

- To prepare the present Code and to ensure that it is appropriately disseminated within the Group and understood by Group employees.
- To update the Code as appropriate and make such recommendations with regards to ethics and professional conduct as it deems necessary.
- To draw the attention of Group management to the risks of any eventual failure to apply major ethical principles.
- To respond on a confidential basis to any question raised by Group Employees or Representatives regarding the application of guidelines for individual behaviour set forth in this Code concerning specific situations.
- To prepare, in co-operation with the relevant entities, any communication, either written or verbal, relating to the Group's ethics.

The present Code of Conduct is applicable to all the entities of the CGGVeritas group in the world, subject to the adjustments necessary to comply with the local rules and regulations.