



2nd Communication on Progress

United Nations Global Compact - September 2010



PRISM
our time. our planet. our vision.



Paris, September 2010

United Nations
Global Compact
New York
United States
of America

Dear Sir / Madam,

In September 2007, CGGVeritas signed the United Nations Global Compact.

Since then, all CGGVeritas policies and annual objectives have been updated to include the Global Compact principles and our action plans focused on Sustainable Development and Social Responsibility.

This reflects our strong belief that CGGVeritas should actively participate in the sustainable development of our planet by optimizing the long-term management and preservation of global natural resources. All of our ongoing activities across the globe are conducted in a respectful manner.

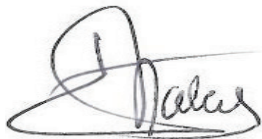
Each year, CGGVeritas makes efforts to progress and strengthen the impact of the different founding principles of the Global Compact.

The involvement of all our employees allows for the successful implementation of our commitments under the Global Compact. Our line management is accountable to achieve our Sustainable Development and Social Responsibility objectives.

Communicating our policies and annual objectives to all our sites; raising awareness; providing training programs; and sharing good practices are critical to ensuring the broader mobilization of our employees toward these goals.

I am pleased to renew the commitments of CGGVeritas under the Global Compact founding principles and present hereafter the most recent initiatives and action plans we have implemented.

Yours faithfully,

A handwritten signature in dark ink, appearing to read "J. Malcor", written over a horizontal line.

Jean-Georges Malcor
Chief Executive Officer
CGGVeritas

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Global Compact

Second Communication on Progress

Table of Contents:

Page 5

I. CGGVERITAS in 2009

Page 6

II. Sustainable Development and Social Responsibility (SD/SR) at CGGVeritas.

Page 6

A. SD/SR organization and documents

Page 7

B. Contribution of CGGVeritas to main Sustainable Development stakes

Page 7

1. Economic Development

Page 8

2. Social Progress - Community Involvement

Page 11

3. Environmental Protection

Page 11

4. The Sercel SD Program

Page 12

C. Communication on Progress

Page 12

1. Human Rights (principles 1 and 2)

Page 12

2. Labor Standards

- Principle 3: Freedom of Association and Effective Recognition of the Right to Collective Bargaining
- Principle 6: Elimination of Discrimination in Respect of Employment and Occupation

Page 14

3. Environment

- Principle 7: Precautionary Approach to Environmental Challenges
- Principle 8: Initiatives to Promote Greater Environmental Responsibility
- Principle 9: Development and Diffusion of Environmentally Friendly Technologies

Page 24

4. Anti-Corruption (principle 10)

Page 26

III. Outlook and priorities for the future

Page 27

IV. Appendices

I. CGGVERITAS in 2009

CGGVeritas resulted from the merger between Compagnie Générale de Géophysique and Veritas DGC in 2007. CGGVeritas has more than **7,500 employees worldwide**. The holding company is incorporated in France and listed on the New York and Paris Stock Exchanges. The main premises of the Group are located in Paris, Nantes, Houston, Calgary, Singapore, Bergen and London, and CGGVeritas operates through more than **70 offices** and field locations worldwide.

The CGGVeritas Group operates through **two activities: Equipment Manufacturing and Geophysical Services**.

Equipment Manufacturing (Sercel)

Sercel is the leading provider of seismic acquisition equipment and technology. Sercel develops and markets geophysical equipment, including high-tech, integrated electronic recording systems, cables, sensors, streamers, vibrators and seismic sources for exploration in land, transition zone, ocean bottom, marine and downhole environments. From its headquarters in Nantes, France, and its 17 other locations around the globe, Sercel is in the leading position to satisfy the industry's needs for seismic acquisition equipment.

Geophysical Services ("Services")

With marine, land, shallow water, and seabed crews operating around the globe, the Group is recognized for conducting geophysical data acquisition projects in any environment and providing high-end data processing & imaging to deliver images of the subsurface. **Marine Acquisition, Land Acquisition, Data Processing & Imaging, and Multi-Client surveys are the main segments of activity:**

- **Marine Acquisition, Land Acquisition, and Multi-Client Surveys:** Acquisition of geophysical data either at sea ("Marine") or on land or in shallow water ("Land").

These activities can be conducted on behalf of (a) Oil and Gas Companies, (b) CGGVeritas constituting a data library to be sold to the industry ("Multi-Client") or (c) clients of other industries (mines, civil engineering, etc.).

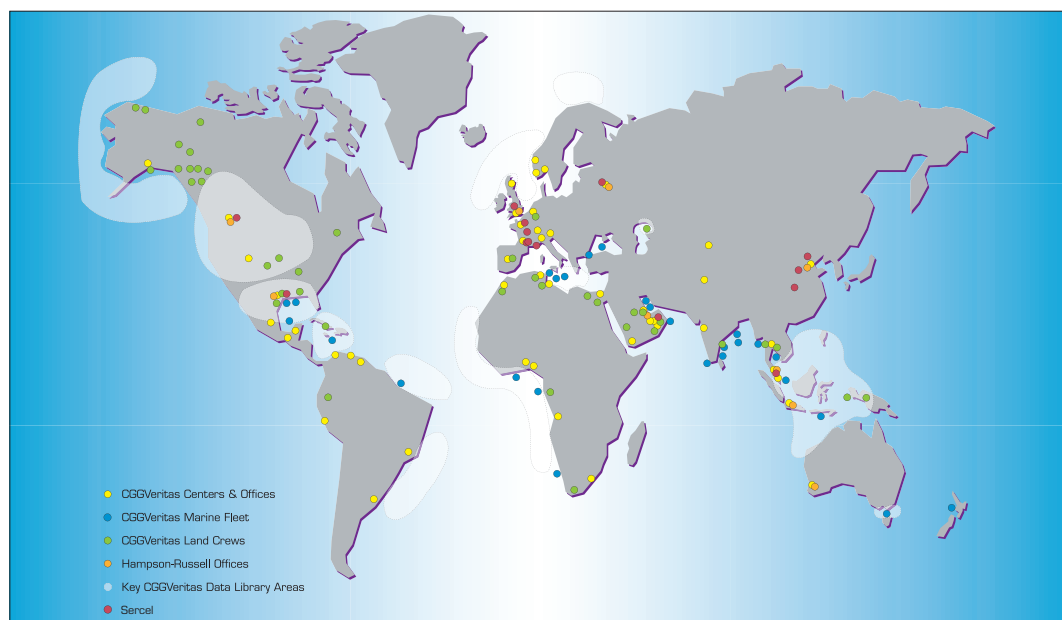
- **Data Processing & Imaging:** Processing the said acquired data in processing centers ("Processing").

These activities can be conducted in (a) CGGVeritas-owned centers or (b) client premises whereby the CGGVeritas resources are fully dedicated to such clients.

The CGGVeritas website (www.cggveritas.com) contains additional information regarding the Group's activities and its key figures.

A worldwide footprint

This map displays the main CGGVeritas sites of operation on December 31, 2009.



II. Sustainable Development and Social Responsibility (SD/SR) at CGGVeritas

A. SD/SR organization and documents

CGGVeritas is committed to Sustainable Development (SD) and Social Responsibility (SR) through a balanced approach to economic development, social progress, and responsible environmental management. Beyond that, CGGVeritas strongly believes that this approach provides a source of technical and business innovation which leads to competitive advantage.

The Sustainable Development/Social Responsibility founding documents

Within this framework, CGGVeritas strives to respect Sustainable Development and Social Responsibility principles by integrating them into its activities. Thus, this commitment is formalized in internal policies and documents: the **Group Vision and Values** (Appendix 1), the **Chart of Ethics** (Appendix 2), the **Business Code of Conduct** (Appendix 3), the **Sustainable Development Policy** (Appendix 4) as well as other policies regarding, for example, **Environment** (Appendix 5), **Health and Wellness** (Appendix 6), **Quality** (Appendix 7), **HSE** (Appendix 8), **Security** (Appendix 9), and **Financial Security** (Appendix 10).

The 2010 Group SD Objectives

To focus line management and all employees around the SD priorities, CGGVeritas has defined the 2010 Group¹ annual SD/ SR Objectives. These objectives are widely distributed to employees, displayed in all sites and crews, and available on the Group's intranet.

The main objectives for 2010 are:

- Encouraging executive, line management, and employee commitment to SD
- Raising employee awareness about SD/SR
- Encouraging employee initiatives
- Developing internal processes structuring SD initiatives
- Working with local communities for planning and implementing SD/SR projects
- Monitoring best practices and SD/SR indicators (economic, social, and environmental)
- Reinforcing communication on SD/SR initiatives to internal and external stakeholders

The Sustainable Development/Social Responsibility Steering Committee

To better monitor SD/SR at the Group level, CGGVeritas has created in 2009 a **Group SD Steering Committee** comprised of the Group Senior Executive Vice President, the Presidents of Sercel and Services, and the managers in charge of SD/SR departments for Sercel and Services.

The main attributions of this committee are to identify yearly plans, priorities, and objectives and follow the implementation of action plans defined by each department. It also validates specific SD/SR initiatives presented by the SD/SR department. The SD/SR Steering Committee **meets at least quarterly** and reports to the **Executive Committee**.

A **Group Executive Committee** meeting dedicated to SD/SR is held every six months to review the implementation of the CGGVeritas Sustainable Development Policy and Objectives.

A global network of SD/SR local correspondents

From the beginning of 2010, a network of **SD/SR local correspondents** has been developed and organized by country. These correspondents ensure the respect of the internal SD/SR Policies and Processes. They are also in charge of **reporting and building awareness around local SD/SR initiatives**.

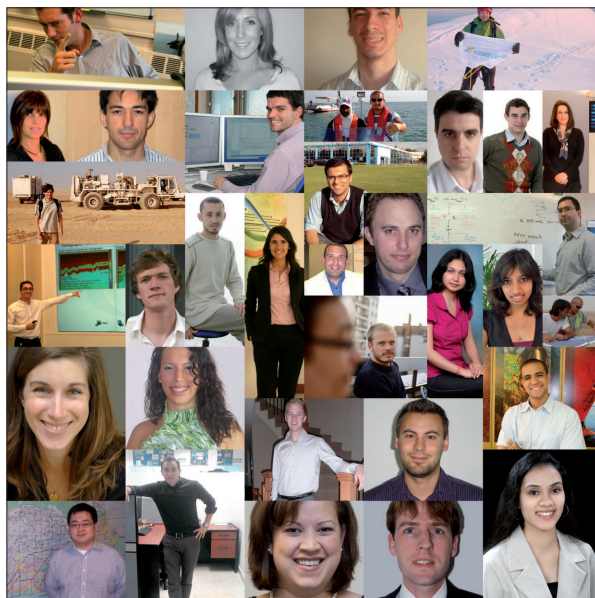
The CGGVeritas SD Think Tank: a brainstorming group for Sustainable Development

As part of "Energise Your Future", this project was initiated by young talents to encourage SD/SR proposals focusing on the sustainability of the oil and gas industry. This initiative and proposal for the setting up of a **Think Tank dedicated to Sustainable Development** was encouraged by the CGGVeritas Executive Committee. As a first step, this informal network will be championed by members of the "Energise Your Future" team and

¹The notion of Group means: the Geophysical Services and their entities (Services), the equipment activities and their entities (Sercel), and the holding company (Corporate).

the Sustainable Development department. As a second step, it will be opened to other employees. The group will generate and propose ideas for Sustainable Development projects and, when feasible, participate in implementing the ideas in their location.

Energise Your Future



B. Contribution of CGGVeritas to Main Sustainable Development Stakes

CGGVeritas strives to contribute to the following three main sustainable development stakes: Economic Development, Social Progress, and Environmental Protection. This contribution is aimed at taking into consideration internal and external stakeholders' expectations: namely, those of clients, contractors, staff, shareholders, and the communities nearby our activities and the environment in general.

We will particularly focus herein on initiatives related to our employees, local communities, contractors, and the environment.

1. Economic Development

Our clients

CGGVeritas leadership is based on our clients' satisfaction. We are monitoring and setting up both quantitative and qualitative targets to improve client satisfaction.

For most of the contracts undertaken in Services, performance reviews are conducted with clients after completion of the services to obtain their feedback on the quality of services delivered and to take into account their requests for improvement.

Corrective actions resulting from such reviews are followed through PRISM, our management system for Quality, HSE, and SD/SR.

Local employment and purchasing

CGGVeritas promotes the setting up of **long-term partnerships** with local companies to conduct our activities. This allows development of local employment and skills, business opportunities, and contribution to long-term economic development. This approach also leads to fair trade and revenues for the stakeholders in the communities nearby our operations (local staff, suppliers, and contractors, etc.).

Accordingly, the contribution made by CGGVeritas is built on three levels: local employment, local purchasing, and contribution to local development of host communities through education.

Local employment

CGGVeritas operates worldwide, which provides us with a broad and deep set of skills.

In all activities, long-term partnerships with local partners have been forged and we provide opportunities for employment, as well as training and skills development for local staff. Some of our partnerships have existed for more than 50 years.

Furthermore, CGGVeritas increasingly recruits locally. Processing centers and manufacturing factories mainly employ local staff, namely: in India, 96% of the staff is national; the percentage reaches 93% in Argentina, 83 % in Brazil and 82% in Mexico.

The nature of our land seismic acquisition activities and the fact that we operate in various environments (desert, jungles, urban, and rural) strengthen labor markets and provide job opportunities for local communities. This also enables the sharing of skills and know-how. Cooperation between local and international staff is further reinforced by the training programs provided by the Group.

Local purchasing

Whenever and wherever possible, CGGVeritas encourages local purchasing in order to participate in the local economy, thus contributing to the well-being of the communities with which we work.

Encouraging partnerships with universities and training centers

This specific area is developed in the "Social Progress" section.

2. Social Progress

Our staff

Keeping our staff safe

Safety of our employees is our first priority. CGGVeritas strives to provide work conditions that protect the health, safety, and security of our employees, visitors, contractors, and the general population. CGGVeritas applies **the highest standards of HSE** (Health, Safety, and Environment) to provide a safe environment to our staff and control and reduce the risks as far as possible.

CGGVeritas has developed and implemented and now continuously maintains and improves its **Sustainable Development Management System (PRISM²)** including its integral components of Quality, Health, Safety, Environment, and Security.

We also promote and maintain awareness of workplace hazards, the risks associated with them, and the actions to make the risks as low as reasonably practicable. In this regard, objectives and Key Performance Indicators are regularly reviewed.

PRISM is also a reporting system that allows communication between all sites and field crews; makes possible exchange of data and best practices; enables analysis of incidents, potential incidents and non-conformities; and allows us to forward recommendations to prevent recurrence across the Group.

The HSE teams regularly conduct audits complemented by management inspections of our activities and, where applicable, contractor facilities. Root cause analyses are conducted on all High Potential events (near-misses or accidents) and the recommendations from the events are incorporated into company practices to prevent reoccurrence.

We continue monitoring areas with high Security risk profiles. We include our Security process in our PRISM management system and challenge and revise our Security plans for countries with a high potential Security risk threshold.

A major focus this year among **Health** issues was pandemic planning and business continuity planning in the event of a H1N1 pandemic. The Group standardized its approach to field medical services, including facilities, pharmacy, and the level of specified medical training, based on a risk assessment approach.

To continue instilling our safety standards in the Group, CGGVeritas allocates resources to address health and safety issues:

- Senior managers have annual leading HSE objectives (linked with their individual bonuses).
- Every employee is trained to respect internal HSE standards and requirements and promote Health and Safety in the workplace.
- HSE data is very closely monitored through our internal database PRISM (Personal Responsibility for Integrated Sustainability Management): every crew and site is requested to keep it updated with their HSE indicators.

.....
¹PRISM: Personal Responsibility for Integrated Sustainability Management.

Key Figures

- The **HSE management system** covers **100% of the Group's employees**.
- The **HSE management system** covers **100% of subcontracted workforce** in Services.
- All employees have been trained in HSE practices.

Developing staff skills

Every year, all permanent employees have a face-to-face meeting with their manager to review their performance through the “**Annual Performance Review**”. These reviews are documented online and the data is electronically stored for management and HR analysis and follow-up.

The leadership model of CGGVeritas under which the personnel and particularly the managers are evaluated is based on **five** families of competences: **People leadership, Teamwork & cooperation, Strategic leadership, Performance orientation, and Technical expertise**.

All permanent employees are asked once a year to express their **needs for their development** and career expectations. The Group provides an internal solution for skills development through CGGVeritas University. CGGVeritas University was built to provide education in technical and leadership matters both to our employees and other stakeholders within the oil and gas industry. The main CGGVeritas University sites are located in Massy (France), London, Houston, Villahermosa, and Singapore.

Community involvement

Our community-focused initiatives are either directly linked to CGGVeritas stakeholders (employees, local communities, etc.) or activities. As a consequence, our community-focused projects are located in countries where our employees live and work.

CGGVeritas encourages initiatives that directly involve staff: such as **volunteering and participation in fund-raisers or cultural events**. Contributions to specific projects are also encouraged, especially when related to **education, healthcare, or international solidarity**.

To better monitor **Community Involvement Initiatives** at the Group level, internal sponsorship and reporting processes have been strengthened and formalized in early 2010. This global reporting and validation process is managed through the network of SD/SR correspondents.

Focus on educational initiatives

In 2009 and 2010, CGGVeritas has continued its efforts to support education. Several **partnerships with universities and training centers** were established, to provide scholarships and access to our technology and experts who participated as teachers and lecturers.

As an example, CGGVeritas established partnerships in **Mexico** with several universities during the last two years and donated computers and workstations to universities. We also hired trainees and subsidized several students for their last year of studies.

In **North America**, CGGVeritas sponsorship includes the applied research group, « CREWES », at Calgary University and the Claerbout Fellowships at Stanford University and the Colorado School of Mines.

In **France**, CGGVeritas experts collaborate with many French universities (IFP, Geole Nancy, etc.) and the Group provides financial support for several students during their PhDs.

CGGVeritas also encourages **internships** throughout its activities and locations to enable students to gain a first work experience and promote the transfer of skills.

Other local initiatives contribute to **local education** in communities surrounding our activities. For example, in **Argentina**, the CGGVeritas processing center donates hardware, workstations, and video monitors to educational institutions and the engineering school of Universidad de Buenos Aires. In **Gabon**, in 2009, the Group bought school equipment for rural schools in the vicinity of our land operations. In **Thailand**, the CGGVeritas processing center regularly donates funds and equipment to local schools. In **Mexico**, CGGVeritas equipped an orphanage with computers and organized weekly computer courses for the children.



Global Compact

Second Communication on Progress - September 2010

Healthcare

On land and marine surveys, CGGVeritas tries to answer the cry for help from local communities. CGGVeritas has provided free access to **its crew clinic or dedicated helicopters to help people who need healthcare**. This has been the case in Gabon and in Senegal in 2009.

CGGVeritas supports initiatives in health issues across the World. Here are a few examples: Canada launched the **"Life Bus"** initiative in which every few months a bus picks up and drop offs all donors from our offices to a blood clinic. In the USA, a growing number of employees take part in the hugely popular annual **MS150 cycle challenge** to raise money for people suffering from multiple sclerosis. In the UK, some women employees took part in the 2009 annual **'Race for Life'** to raise money for **Cancer Research** in the UK.

Staff participation in charities

CGGVeritas encourages individual initiatives by our employees. In almost all sites, staff participate in charities.

In **Canada**, the CGGVeritas subsidiary hosts a program where teams of employees can volunteer during their working hours at the Calgary Inter-Faith Food Bank.

In the **USA**, CGGVeritas provides financial support for the Habitat for Humanity association, which finances development-aid projects in Latin America and send volunteers to participate onsite.

In **France**, employees took part in a foot race in June 2010 in "La Défense" business district of Paris, organised by the "Action Against Hunger" NGO.

CGGVeritas has signed a partnership with **"Planète Urgence"** for **"Solidarity Leaves"** including our Services and Sercel entities. This scheme allows our French employees to volunteer in humanitarian projects during their vacations. CGGVeritas finances 2/3 of their plane ticket and the full cost of their mission.

In **India**, our staff competed in the **2010 Mumbai Marathon** (Asia's largest) with over 38,000 participants to support a worthy cause: 'Empower the Future - Educate both Girls and Boys'.

In **Mexico**, a local volunteer organization made up of CGGVeritas employees or their spouses is taking the lead to work with the local government and communities to initiate several environmental protection programs (recycling, composting, etc.).

Partnerships

CGGVeritas is one of the **main sponsors** of the student foundations run by the **SEG** (Society of Exploration Geophysicists), **EAGE** (European Association of Geoscientists and Engineers), **IAGC** (International Association of Geophysical Contractors), and **EYF** (Energise Your Future).

CGGVeritas also supports other **charitable partnerships**.

In **Brazil**, CGGVeritas has signed a partnership with the **"Gol Del Letra"** foundation to support education of underprivileged children in Brazil.

In **India**, a CGGVeritas subsidiary has signed a one-year partnership to fund the 2009/2010 academic year of a **Muktangan school**. The Muktangan association has developed an innovative scholastic model, accredited by the Indian government, that targets education for underprivileged children and the empowerment of women.

In **France**, CGGVeritas is an active member of the **"Fondation de la deuxième chance"** (F2C) which aims to assist people living in unstable situations and provide them human and



financial support in carrying out a realistic, sustainable professional project or business. In June 2010, the CGGVeritas Massy site was designated a “Site Relais” (regional site) for the foundation to cover the Essonne region. CGGVeritas encourages its senior staff, pre-retirees, and retirees to volunteer their time and energies to this organization.

International solidarity

As a firm believer in the utility of **international solidarity** by global economic players, CGGVeritas has contributed in 2009 and 2010 to several causes.

In this spirit, CGGVeritas has conducted, at its cost, a seismic survey offshore **Sumatra** to investigate tsunami prediction and improve the understanding of the mechanics of **tsunami generation**. This project was carried out jointly with Indonesian governmental research entities (BPPT, LIPI, and MGI), as well as the French Institut Physique du Globe de Paris (IPGP).

In Indonesia, a CGGVeritas subsidiary has donated funds to **Care Indonesia NGO** to support the emergency response and reconstruction of the area after the October 2009 earthquakes.

CGGVeritas has also supported **Care NGO** after the January 2010 earthquake in **Haiti**. A global fundraising call was launched, and **CGGVeritas matched the global amount raised**. Those funds have participated in the financing of the emergency response and will serve in the future for the ongoing reconstruction needs.

3. Environmental Protection

This part is detailed in part C: Communication On Progress, principles 7, 8, 9.

4. The Sercel SD Program

SERCEL conducts its business activities with economic and environmental issues in mind. Today, SERCEL fully incorporates the three sustainable development challenges into its business approach:

- Long-term economic growth
- Environmental protection
- Contribution to social progress

The four Sustainable Development and Corporate Social Responsibility objectives for Sercel are to:

- **Encourage product innovation** from a Sustainable Development perspective
- **Reduce Sercel’s environmental impact** and costs
- **Ensure the respect of human and labor right principles** and anticorruption policies
- **Develop Human Resource management** and projects within communities to improve social conditions (education, environment, etc.)

Several action plans have been launched early in 2010 with clear objectives and guidelines to:

- Encourage **design of products** that incorporate Sustainable Development principles
- Optimize our **transport and packaging** to reduce our environmental footprint
- Enhance our products’ **end-of-life management** by offering recycling capabilities
- **Communicate** externally about our environmentally friendly products and policies
- Reduce the environmental impact of our **offices and factories**
- Implement a **Green-IT** approach
- Develop a sustainable **purchasing policy**
- Pursue a non-discrimination recruitment policy
- Encourage **targeted projects** with social goals to which employees can contribute
- Promote active human resources management by encouraging **employee development**

A Steering Committee monitors the program and will communicate regularly on progress.



C. Communication on Progress

1. Human Rights

Principle 1: Businesses should support and respect the protection of internationally proclaimed human rights.

Principle 2: Businesses should make sure that they are not complicit in human rights abuses.

CGGVeritas continues to implement its best practices regarding purchasing (through the following documents: “**Selling to Sercel**” and “**Purchasing Code of Conduct**” for the Services business (including a Memorandum of Understanding).

These documents and practices aim to ensure that the **Group’s subcontractors and suppliers** apply the fundamental principles of our Chart of Ethics, the international labor regulation, our Code of Business Conduct, and our policy on quality, health and safety, and environmental protection.

In 2009, a **Memorandum of Understanding** was sent to the 250 main suppliers and services providers.

The Purchasing Code of Conduct is now included in all Services calls for tenders and contracts and Ethics provisions are now part of the General Terms of Use.

These documents and additional information were detailed and made available in the first Communication on Progress in 2009.

2. Labor Standards

Principle 3: Businesses should uphold the Freedom of Association and the effective recognition of the right to collective bargaining

Our **leadership** is mainly powered by our employees to whom we offer an environment for discussion between management and employees regarding **employment and working conditions issues**.

According to its PRISM Policy Sustainable Development, CGGVeritas encourages the **freedom of association and collective bargaining** by employees (refer to the attached Prism Policy Sustainable Development).

We recognize the **International Labor Organization Convention** n° 98, regarding the right for the employees to form an association and to be represented by formal bodies, should they decide to do so, in the countries listed in the ILO Convention n° 98.

Formal social dialog is ruled by each country’s legislation.

Compliance with local rules and regulations is the responsibility of the local management with the assistance of the local HR managers. Moreover, it is their responsibility to comply with Group policies and to report, through their organizations, to the Group HR Executive Vice President.

Freedom of association - key figures

- More than **50% of CGGVeritas worldwide permanent staff** are covered by **collective agreements** on working conditions in our Services entity (France, Norway, and CGGVeritas International Switzerland)
- The Group considers that around **50% of its worldwide employees are represented by active and formal bodies or delegates**:
 - Especially in the main countries of the Group’s employment: namely, **France, the United Kingdom, Norway, Switzerland, Venezuela, Singapore, and Indonesia**.
 - In some countries, such representative structures do not exist but collective bargaining agreement is discussed with the Ministry of Labor, such as in Oman.
 - In other countries, agreements are regulated by the authorities, such as in Russia.

Whether collective agreements and formal representative bodies are in place or not, tools have been set up to allow open dialog between employees and the Group entities:

- **Meetings between Managers and their staff** are organized on a regular basis.
- Senior management is requested to visit operation sites regularly.
- **Annual interviews** take place between each employee and their manager (please refer to page 9).
- CGGVeritas carries out a global staff satisfaction survey called **"Your Voice"** on an annual basis. These surveys enable employees to express their opinions, expectations, and feedback in many areas of management. These surveys also allow management to analyze the perception of staff as input for guiding decisions for continued improvement.

	Pegasus³ Wave 1	Pegasus Wave 2	Your Voice⁴ Wave 1	Your Voice Wave 2
When	May 2007	October 2007	Oct/Nov 2008	Nov/Dec 2009
Number of respondents	496	531	3 393	4090
Response rate	Sample	Sample	61%	65%
Pride in CGGVeritas	44%	71%	74%	72%

Principle 6: the elimination of discrimination in respect of employment and occupation.

Prevention against discrimination is entirely part of our Group and culture. Applicable rules are stated in several internal documents:

- Our Chart of Ethics states and has stated in the past that **"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"**.
- The CGGVeritas Business Code of Conduct similarly refers to the **respect of the International Labor Organization conventions**.

In addition, **the Group Sustainable Development Policy** stipulates that CGGVeritas is committed to "Eliminating discrimination with respect to employment and occupation."

- **Specific training programs** have been deployed in North America regarding discrimination and its prevention.
- CGGVeritas has a **system for monitoring equal opportunities**. In 2005, Compagnie Générale de Géophysique created a commission in France (with social partners) dedicated to professional equality for men and women. A report on remunerations showed that there were pay differentials between men and women with more than five years' seniority. Following this study, CGGVeritas has established a wage adjustment program for women in this category.
- In May 2010, a woman has been nominated for and elected to the CGGVeritas Board of Directors.
- Finally, CGGVeritas has developed **intercultural awareness programs** to allow its employees to improve work relations in an international context ("Working with Americans", "Working with Chinese", "Working in a Multi-Cultural Company", etc.).

Our tools to prevent discrimination will be reinforced in 2010 and 2011. Training programs customized to promote the prevention against discrimination are an integral part of the Group's objectives.

CGGVeritas is preparing these awareness programs:

- for its **worldwide Human Resources network**, a program focusing on compliance with the **law, good practices, and management of grievances**. This program will allow this network to implement Group policies and local regulations and efficiently assist managers.
- for its **managers throughout the World**, a program focusing on a general awareness of these issues and the related good practices to adopt.

In addition to these training programs, we will issue reminders via HR meetings with employees, opinion surveys, posters to display in HR and recruitment rooms, and interview and management guides.

A Steering Committee including members from Sercel and Services will make sure that we achieve this objective which requires strong, proactive cooperation between the Human Resources and the Sustainable Development / Social Responsibility teams.

³Pegasus: Name of the survey

⁴Your Voice: Name of the survey

Global Compact

Second Communication on Progress - September 2010

In the event of alleged or actual discrimination, any employee may report the issue to their Line Management, Human Resources Department, the CGGVeritas Ethics Committee, or any of its members, who will investigate the case and recommend the measures to be taken, if necessary.

Key figures and social indicators for 2009

Since 2009, social indicators are fully consolidated. The new Group HR management system will enable CGGVeritas to monitor each year its own progress and notably regarding discrimination matters.

General indicators

- Group workforce composition for the past two years:
 - 2008: **7,770 employees** with permanent contracts
 - 2009: **7,509 employees** with permanent contracts
- The difference between 2008 and 2009 results from the fact that:
 - 372 employees joined the Group and 719 left, i.e., a net reduction of 347 employees
 - 86 temporary contracts at the end of 2008 were transformed into permanent contracts in 2009
- The **turnover** represents **9%** of employees with permanent contracts.

Diversity indicators

- **1,471 persons** in Services are considered “**managers**” (including managers, executives, and supervisors), 168 managers of the total 1,471 are women, in the Services entity
- Globally, women represent 1,828 out of 7,509 employees
- **98 different nationalities** are represented in the Group
- **Age pyramid:**

Age between	<25	25-30	30-35	35-40	40-45	45-50	50-55	55-60	>60	TOTAL
Total Group	174	1,150	1,291	1,192	1,013	988	852	586	263	7,509

Skills development

- **100%** of permanent employees have an **annual interview** with their managers in Services
- **100%** of permanent employees have been offered at least **one training opportunity** in 2008
- About **50% of staff** has participated in one or more training sessions at CGGVeritas University or an external training facility
- In 2009, in the Services entity, **16,772 training days were offered by CGGVeritas University**, including 3,094 training days dedicated to management programs; 13,678 training days dedicated to technical programs, of which 1,814 days for external clients; and 1,214 training days dedicated to specific health, security, and environment programs. These numbers exclude the other training programs provided by the local Human Resource departments in the different countries (foreign language training, software training, etc.).

Work Conditions

- **100% of permanent employees** are covered by **retirement & saving** plans in the Services and Corporate entities
- **100% of permanent employees** of the Group are covered by a **social insurance plan (health, death, and disability)**.

3. Environment

Principle 7: businesses should support a precautionary approach to environmental challenges

CGGVeritas, as a global participant in the oilfield services industry, recognizes that concern for the environment and quality of life is an integral part of how we conduct our business.

Our public commitment, defined within our environmental policy, means that we are committed to reduce our environmental footprint and continually improve our environmental performance.

CGGVeritas is committed to participating in sustainable development initiatives by helping to protect the environment and complying fully with applicable environmental regulations in the countries in which we operate throughout the world.

Our international activities have a limited impact on the environment and should not create significant environmental hazards or risks. We continuously monitor and accurately report environmental impacts of our activities, however low they be.

Energy consumption, GHG emission, and water and waste management

Introduction

Wavefield Inseis ASA integration

In 2009, the integration of Wavefield Inseis ASA fleet into CGGVeritas created the world's largest and most versatile seismic fleet of 21 vessels (14 high-capacity 3D vessels and 7 lower-capacity 3D/2D vessels).

Reporting procedures

CGGVeritas assesses its emissions in accordance with the International Oil and Gas Producers (OGP) guidelines and the United Kingdom Offshore Operators Association (UKOOA) Guidelines.

We report on our emissions data for the Carbon Disclosure Project (CDP). The methodology used for reporting meets the criteria set by the GHG (Greenhouse Gas) protocol.

CGGVeritas reporting of the quantity of CO₂e⁵ emissions will encompass our combined onshore and offshore operations. Emissions are reported in metric ton (M/T). The quantities submitted are direct emissions on a global scale.

As part of Sercel's 2010 Sustainable Development Program, renewed initiatives have been implemented to improve the reporting of energy use and waste disposal. This information will enable Sercel to give more accurate figures on its Greenhouse Gas Emissions in 2010. Additional information will also be gathered on waste management.

Data reporting changes

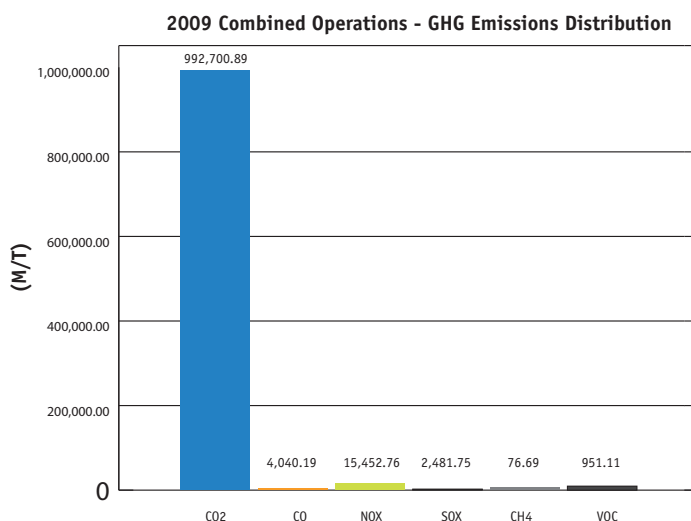
During 2009, CGGVeritas completed its transition to PRISM, a unique integrated reporting tool for its land and marine operations. PRISM is progressively replacing the remaining legacy reporting tools (CGG and Veritas) and should deliver greater data accuracy.

The deployment of PRISM for the Wavefield Inseis ASA fleet is scheduled for 2010, and environmental data was sourced from a legacy system for 2009.

Greenhouse gas emissions

In 2009, the total quantity of CO₂e emissions represented 992,700.89 M/T. Marine operations accounted for 60.85% of the total emissions, while land operations represented 39.15%.

GHG direct emissions of combined Marine and Land acquisition:



⁵Carbon 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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Second Communication on Progress - September 2010

Total Combined GHG emissions - Year 2009			
Total GHG emissions:			M/T
CHG	Qty (M/T)	GHG	Qty (M/T)
CO ₂	992,700.89	SO _x	2,481.75
CO	4,040.19	CH ₄	76.69
NO _x	15,452.76	VOC	951.11

GHG emissions sources from combined operations - Year 2009			
Marine – Emission source	Qty (M/T)	Land – Emission source	Qty (M/T)
Vessels using MDO fuel	167,036.53	Diesel-powered engines	14,137.72
Vessels using HFO fuel	20,967.40	Gasoline-powered engines	72,910.99
Incinerators	1,636.48	Jet fuel engines	34,102.09
		Incinerators	683.51

Impact on figures of the new centralized reporting system (PRISM)

New Land and Marine centralized reporting system (PRISM)

Marine operations

During 2009, the implementation of our new reporting system (PRISM) did not affect the 2009 emissions figures because the Marine reporting scope remained similar to those of 2008 (fuel consumption and incineration). The overall Marine GHG emissions are therefore comparable with 2008 figures.

Land operations

During 2009, the implementation of our new reporting system (PRISM) for Land operations gave us the opportunity to significantly expand our reporting scope. We successfully implemented the following:

- Replacement of legacy reporting systems by one common and integrated system (PRISM)
- Standardization of reporting units
- Fine-tuning of Land transportation emissions tracking by using direct-consumption input instead of distance-driven input.
- Expansion of our direct consumption tracking to include field operations activities, emissions generated by our Land vibroseis activities, and fuel consumption for remote camps (all powered equipment, such as generators, etc.)

Emissions reporting results

Marine operations

The acquisition of Wavefield Inseis (five High-Capacity 3D Vessels and three Low-Capacity 3D / 2D Vessels) increased the CGGVeritas fleet from 19 vessels to 27. The fleet was reduced throughout the year from 27 to 21 by the end of 2009 when Low or Medium-Capacity vessels were retired.

The overall 2009 Marine GHG emissions have increased by 14% compared to 2008, although the net fleet production hours have increased by 24% compared to 2008.

Marine Emissions Data Comparison - Old vs. New reporting scope - 2008/2009			
Greenhouse Gas	2008 (old reporting system)	2009 (old reporting system)	2009 (new reporting system)
CO ₂	530,352.83	604,014.93	604,014.93
CO	1,325.88	1,510.04	1,510.04
NO _x	10,443.78	11,534.08	11,534.08
SO _x	1,325.88	1,510.04	1,510.04
CH ₄	47.88	52.84	52.84
VOC	397.76	453.01	453.01

Land operations

2009 reported figures for GHG emissions seem to show a very significant increase from 2008 figures. This is largely due to the use of fuel direct-consumption input instead of distance-driven input for the Land transportation emissions, and to the voluntary expansion of our reporting scope, using the new PRISM reporting system.

In the table below and for comparison only, we have estimated the 2009 emissions for Land transportation using the former reporting system, based upon the 12% increase of kilometers driven which was registered between 2008 and 2009.

Land Emissions Comparison - Old vs. New reporting scope - 2008/2009			
Greenhouse Gas	2008 (old reporting system)	2009 (old reporting system)	2009 (new reporting system)
CO ₂	62,592.19	70,103.25	388,685.96
CO	528.12	591.54	2,530.15
NO _x	673.70	754.54	3,918.67
SO _x	156.48	175.26	971.71
CH ₄	4.50	5.04	23.85
VOC	105.62	118.29	498.10

Going forward

Given the broader coverage of our reporting capability, we now have the ability to measure much more accurately all emissions. As a result, this data will allow our Group to better identify areas where emissions reduction will be the most effective.

The next step in our commitment to accurately assess our environmental footprint is to implement our integrated reporting system in our offices, data processing centers, and manufacturing plants worldwide. We expect that this reporting solution will be completed by the end of 2010.

Water consumption

The water consumption for land crews which have operated in isolated locations (desert, jungle, etc.) amounts to 137,574.66 m³. Data relating to crews operating in urban areas is not included in this report.

Global Compact

Second Communication on Progress - September 2010

For offshore operations, water consumption tracking falls under the responsibility of vessel maritime crews and the associated data is not consolidated at this stage.

Management of black and grey waters

On land surveys, black and grey waters generated by the land crews are treated and disposed offsite (69.88%) or when operating in isolated locations, the waters are treated and disposed onsite (30.12%). Since our marine vessels are equipped with onboard permanent water treatment units, most wastewater is treated or disposed onsite (97.04%) and only occasionally treated in offsite facilities (2.96%).

Waste management distribution

Management of Waste Water	Qty (m ³)	
onsite treatment/disposal	19,239.77	(43.85%)
offsite treatment (facilities)	24,639.15	(56.15%)

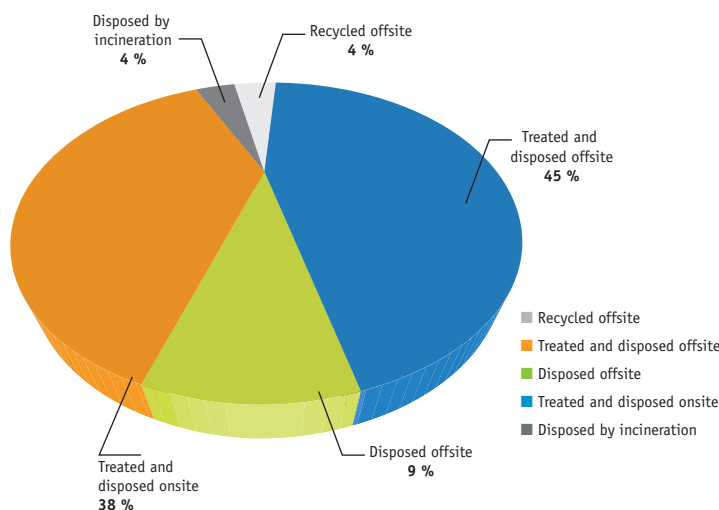
Waste Management

Product use and disposal

Wherever we operate our vessels and land crews, we implement a waste management system. This system prioritizes waste management according to the following hierarchy: waste reduction, reuse, recycling, treating or disposing in certified facilities, and disposing by incineration. Our operations, especially for land crews, often take place in remote locations and areas where certified facilities for waste treatment or disposal are not available.

Overall operations Waste Management Distribution			Year 2009
			M/T
Recycled offsite	1,197.91	Treated and disposed onsite	21,574.56
Treated and disposed offsite	25,190.66	Disposed by incineration	2,320.00
Disposed offsite	4,996.61		

2009 - Combined Waste Management Distribution

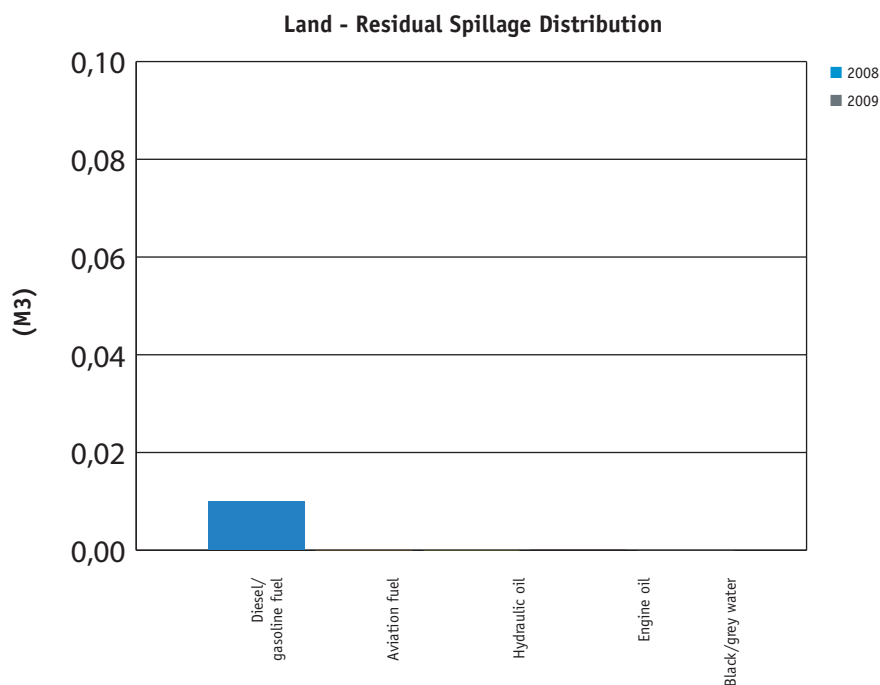


Incidents and Residual Spills

Land acquisition

No recordable environmental disturbances occurred in 2009 on our land surveys, and all of our environmental incidents resulted in a negligible impact on the natural environment. As part of our standard practices, we are committed to cleaning up 100% of our spillage by sending contaminated ground to offsite facilities for proper treatment and disposal.

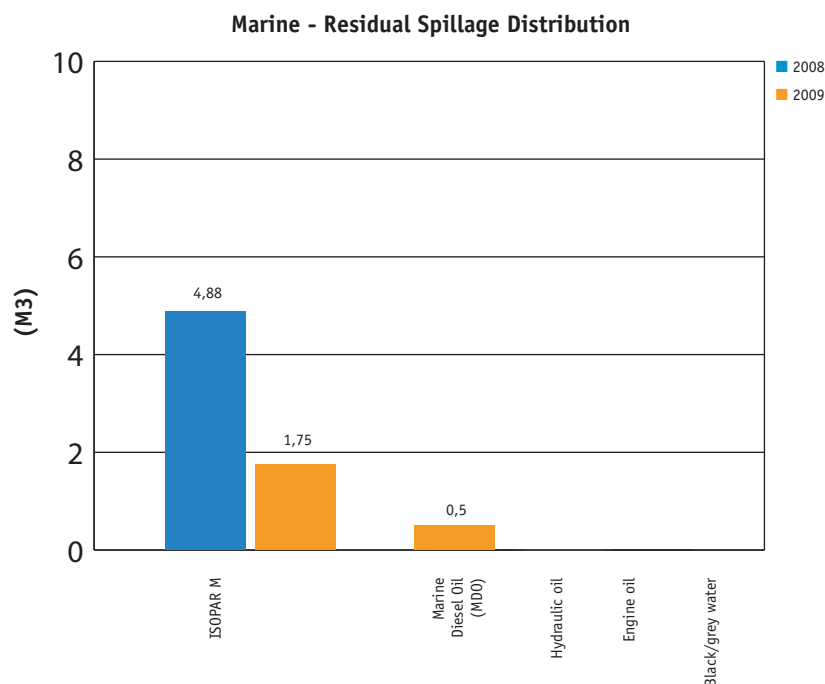
Land Acquisition Spill Distribution (m³)			Total = 0.00 (m³)
Diesel fuel	-	Engine oil	-
Aviation fuel	-	Hydraulic oil	-
Antifreeze	-		



Marine acquisition

In marine operations, our environmental incidents were also negligible, except for three minor incidents. Two of the incidents were caused by streamer entanglement and resulted in a short-term minor environmental impact (1.4 and 0.35 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 eight days of exposure. The third occurrence was a loss of 0.5 m³ of marine diesel fuel (MDO) from one of our 2D seismic vessels.

Marine Acquisition Spill Distribution (m³)			Total = 2.25(m³)
Marine Diesel Oil (MDO)	0.5	Grey Water	-
Hydraulic Oil	-	ISOPAR M	1.75
Engine Oil	-		

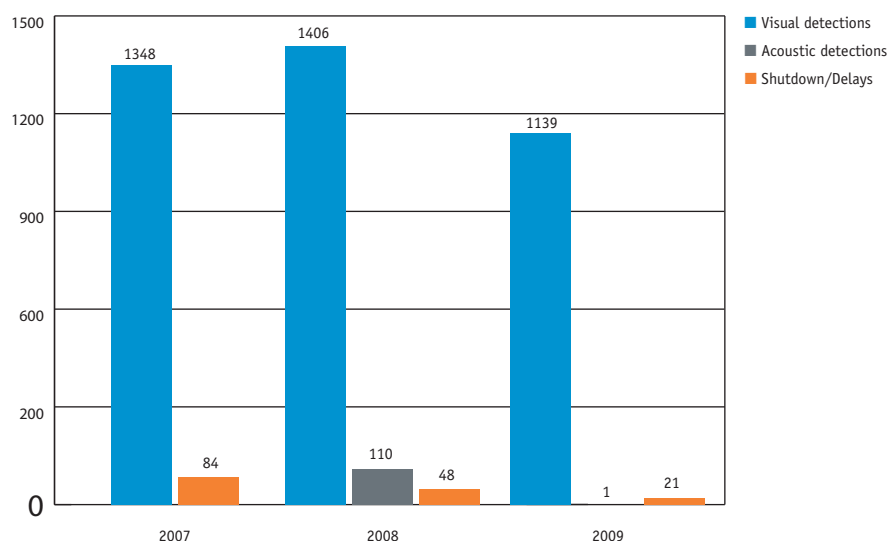


Measures to limit impact on the natural environment and protected animal and plant species

Biodiversity loss due to competing land use or marine ecosystems disturbance is a global environmental challenge for our society today. We recognize the importance of **protecting biodiversity**, especially when operating in sensitive environments. Since 2007, CGGVeritas has been part of the **International Petroleum Industry Environmental Conservation Association Biodiversity Working Group (IPIECA - BDWG)** to collectively engage with our clients in developing tools to better evaluate and manage biodiversity in our operations. As an example, monitoring protected species is part of our daily duties in marine acquisition. Onboard dedicated **marine fauna** observers insure compliance with applicable regulations stipulated by the country or specific region where our vessels operate. In 2009, **1,139 marine mammal and sea turtle** visual detections were recorded during our seismic survey acquisitions worldwide. The visual detections generated **21 delayed energy source ramp-ups and shutdowns** as part of required mitigation measures. These measures allow sufficient time for the animals to leave the immediate vicinity of our operations. Ramp-up procedures, also called soft-start, are used as a standard practice to warn marine mammals and sea turtles of our presence before seismic surveying can begin.

Marine Fauna mitigation measure summary			Year 2009
Total visual detections			1,139
Delay ramp-up and shutdown	21	Operational downtime	231 hours 40 minutes
Total acoustic detections			1
Delay ramp-up and shutdown	0	Operational downtime	0

Marine Fauna Mitigation Measure Summary



Principle 8: undertake initiatives to promote greater environmental responsibility

Operating Best Practices

Scientific research continues to improve our understanding of climate change and how it responds to human activities. One major emerging environmental challenge faced by society is the reduction of greenhouse gas (GHG) emissions. CGGVeritas continually looks for innovative ways to minimize emissions through better operating practices and technological innovations.

Whenever possible, we are committed to using diesel rather than gasoline to deliver better fuel economy and reduced GHG emission for our onshore operations. Today, 95% of our vehicle fleet uses diesel engines. Onsite mechanics ensure proper engine maintenance. Each driver is accountable for their vehicle and must conduct a documented daily vehicle inspection.

For offshore operations, our fleet of 21 vessels is composed of 14 high-capacity 3D and 7 mid-capacity 3D/small 3D/2D acquisition vessels. Together with our fleet managers, the company has implemented a control process to ensure full **compliance of our fleet with MARPOL Annex VI** of the international convention on the prevention of pollution from ships which regulates NOX, SO, and CO₂ for new vessels built or modified as of 2000.

Our vessels use marine diesel oil (MDO) exclusively with the exception of two 3D vessels, which use a combination of marine diesel oil (MDO) and heavy fuel oil (HFO). The significant advantage of using MDO over HFO is the higher heat value of diesel oil, which means lower fuel consumption. The typical heat value for MDO is approximately 42 MJ/kg and for HFO, approximately 40 MJ/kg, a difference that represents a theoretical reduction in fuel consumption of 5%. Furthermore, diesel oil properties with lower viscosity and less particle content signifies less friction in the engine's moving parts, which in turn leads to reduced fuel consumption. Our shipowners also warrant and ensure that their ships comply with MARPOL conventions.

Bunkering activities or fuel transfer

In 2009, our marine fleet successfully completed **305 bunkering operations** at sea and **1,378 in port for a total of 141,478.55 m³** of fuel transferred without incident.

Fuel additive

One of our vessels is currently testing a bio fuel additive (Xbee) for a period of six months to assess the fuel consumption and GHG emission reduction, as well as the elimination of deposits and bacteria in the fuel that will reduce maintenance cost. This bio-additive agent has already been tested by several marine companies in France, Spain, Portugal, and Switzerland such as Brittany Ferries, CETMEF (Centre d'Etudes Techniques Maritimes et Fluviales), and ABC Maritime. According to historical results of emissions measurement, the average CO₂ emission reduction rate was 10% while the average fuel consumption was reduced by 3%-7%.

"Assessment of CO₂ emissions in CGGVeritas" studies

CGGVeritas conducted an internship study to assess the current status of its carbon dioxide (CO₂) emissions and evaluate its strengths and weaknesses concerning all activities of the company - marine and land acquisition, data processing, and services.

The first part of the study focused on the following:

- A benchmark was conducted to better understand the perceptions of external stakeholders.
- Client, supplier, and competitor strategies on the subject of CO₂ emissions were reviewed.
- Internal and external interviews were conducted.
- A sample group of 291 people was surveyed to better understand the perceptions of internal stakeholders.

While the second part of the study focused on fuel consumption reduction opportunities:

- **Propeller design**
- **Cleaner engines**
- **Exhaust gas recovery systems**
- **Hull painting or coating**
- **Fuel additives**
- **Deflector design**

Emergency preparedness and response

In line with our integrated QHSE Management System, all of our operational sites have implemented Emergency Response Plans (ERP) to deal with a wide range of possible emergency scenarios, such as: oil spills, fires, and emergency helicopter landings. These plans are tested periodically in drills to ensure their effectiveness throughout the duration of each project. For example, every three days, a pollution drill is conducted on one of our twenty vessels.

Marine Operations - Emergency Preparedness			Year 2009
Pollution drills	134	Emergency steering	64
Fire drills	458	Emergency towing	48
H2S/Chemical	7	Blackout	11

Principle 9: encourage the development and diffusion of environmentally friendly technologies

Technological initiatives

Solid streamer technology

Currently, 65% of our marine fleet is equipped with solid streamer technology, while the remaining vessels use fluid-filled streamers containing ISOPAR M. We plan to increase our solid streamer fleet capacity. All high-capacity 3D vessels should be equipped with solid streamers by 2010.

Steps taken for an evaluation and certification of the Group regarding the environment

No steps have currently been taken for the certification of our Group regarding the environment. However, our operations are **compliant with ISO 14001 standards**.

Measures taken to ensure, if necessary, compliance of the company's activities with applicable laws and regulations

The majority of our operations are subject to an impact assessment carried out by our clients before our work starts in accordance with local regulation. Experts representing local authorities visit our sites when we are operating. When operations are over, our sites are restored.

As stated in our environmental policy, we undertake the following actions:

- Conduct project-specific environmental risk assessments, consistent with ISO 14000 standards, to identify current and potential environmental impacts and assess their significance

- Where significant impacts potentially exist, develop, implement, and maintain, in conjunction with appropriate authorities, a project-specific environmental management plan
- Develop emergency response plans for potential environmental incidents to mitigate environmental impact
- Measure environmental performance throughout the life cycle of each project
- Commit funds to prevent the consequences of the company's activities on environment

Technological innovations

We have engaged a fleet renewal program with new **X-Bow® Design vessels**, compliant with the most stringent requirements related to environmental protection. These vessels comply with the **DNV "Clean Design" Class with specific requirements** for emissions to air from energy producers; cargo handling systems and service systems on the ship; requirements for discharge to sea from energy producers; **waste and sewage** systems; antifouling systems; ballast water systems; handling systems; and hydraulics.

A dedicated team, closely liaising with the Executive Committee, controls from the headquarters of our operations and from all operation centers, the HSE aspects of our operations and assists our Divisions in the implementation of our Policies and Standards. The HSE team includes an Environmental Manager.

Our PRISM HSE Management System serves to record and share all safety and environmental incidents and allows the consolidation of our performance in these areas.

The CGGVeritas policies, which are widely communicated to our staff, emphasize the necessity to recognize and manage environmental risk, comply with laws and regulations, and train all parties involved in the environment stakes.

Several experimental actions are currently being carried out by the Company to continue reducing the impact of its activities on the environment.

2009 Passive Acoustic Monitoring (PAM) field trial in a multi-vessel operation

CGGVeritas, in collaboration with its clients, is currently conducting in the Gulf of Mexico the largest deployment of PAM on any commercial seismic program. The aim of the program is to allow nighttime ramp-up of operations in the event of unplanned silent periods during conditions of poor visibility.

The objective of the PAM experiment is to determine the effectiveness of this technique on multiple vessels using existing telemetry technology for wide-azimuth operations where more than one vessel is used in the acquisition program.

This field trial was made possible with the permission and support of the U.S. regulators (Mineral Management Services – MMS).

2009 Passive Acoustic Monitoring (PAM) field trial in Arctic waters – Beaufort Sea

To honor commitments to protect Beaufort marine mammals, a new Passive Acoustic Monitoring (PAM) system was trialed on one of the support vessels. During the survey, tests were performed to demonstrate the ability of the next generation of PAM systems, based on vector sensor technology (triangulation based on a single towed array) in the vicinity of a seismic vessel.

A specific objective was to test the effectiveness of the system at detecting lower-frequency cetacean calls (in particular, bowhead whales) in the presence of seismic sound and determine the optimum towing configuration.

2009 Sound Source Verification (SSV) in Arctic waters – Beaufort Sea

The purpose of this study is to measure sound levels produced by seismic airgun array operations during an Arctic waters seismic survey. The field study is the second part of an overall acoustics program that included pre-season computer modeling.

The modeling study provided predictions of sound levels and distances from the survey operations at which sound levels were expected to reach thresholds representative of behavioral reaction by marine mammals. The purpose of the field measurement program is to validate the model predictions and provide confirmation that the exclusion zone radius is appropriate. As a result of this study, the Canadian Department of Fisheries and Oceans approved a reduction in the Safety Radius for water depths of 50-100m for this particular seismic set-up. This was the first time that such a reduction has been approved by regulators.

Sound and marine life research initiatives

CGGVeritas is an active participant of the International Association of Oil and Gas Producers Joint Industry Program (OGP JIP) - **E&P Sound and Marine Life Program**. "The overarching objective of the joint industry program is to identify specific, operationally focused questions that relate to the effects of sound generated by the offshore E&P industry on marine life and to pursue a research program that will test scientific

hypotheses and produce the data needed to address these questions.” (OGP JIP website).

The program objective aims to:

- Gain a more comprehensive understanding of the potential environmental risks from oil and gas operations
- Inform public decision-makers and update regulatory development processes that affect our operations globally
- Determine the basis for mitigation measures that are protective of marine life, cost-effective, and credible for outside stakeholders
- Participate in planning for efficient and environmentally protective E & P project development

Experts from CGGVeritas contributed in the following research projects:

Marine energy source characterization

The objective of this research is to better define the output from marine energy sources and how the sound produced by these energy sources propagates. Research output will include models that will be used to assess exposure for specific species. These models have the potential to enhance project risk assessment.

Marine mammal observers data analysis

A frequent monitoring method employed during marine seismic surveys is the use of Marine Mammal Observers (MMOs). MMOs sight marine mammals and other marine life in the vicinity of our operations and alert the vessel operators to the presence of mammals of interest. The focus of this research project is the analysis of data collected by MMOs, along with other operational data. This data may provide additional insight related to marine mammal distribution abundance, movement and habitat utilization activity (baseline or life-history data), and their reaction to anthropogenic activities.

Behavioral reactions of marine life and biological significance

Research in this area is designed to understand behavioral responses of marine life to seismic sound sources and how these relate to biological significance. Results from these studies have the potential to improve project risk assessment.

Equipment technology

This project concerns the reduction of the global footprint of seismic operations.

The introduction of the Sercel Unite cableless system allows Land seismic operations to be performed in sensitive environments by minimizing their footprint. Seismic crews would no longer need to deploy hundreds of kilometers of cables in the field.

Green oil use in marine energy sources

Marine energy sources that use oil for their lubrication now use green oils on specific vessels, thus improving seawater protection. These oils are biodegradable and non-toxic.

4. Anti-Corruption

Principle 10: businesses should work against corruption in all its forms, including extortion and bribery

We focused last year on these important matters in our first Communication on Progress. **Fighting against corruption remains a priority for the Group**, and CGGVeritas is firmly continuing to implement its Chart of Ethics, its Code of Business Conduct and its Financial Security Policy, whose terms:

- result from the OECD convention and the US Foreign Corrupt Practices Act
- state that:

“We avoid conflicts of interest, especially in our relationships with our clients, suppliers, competitors and 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”

During the period covered by the present Communication, **no actual or alleged bribery related practice has been reported or detected.**

Three internal bodies are involved in the prevention of bribery and frauds:

1. Audit Committee

In the scope of the duties of the Audit Committee as defined by law, the Audit Committee (composed of four Board members, of which three are independent) shall, inter alia:

- monitor the financial reporting process
- monitor the effectiveness of the company's internal control and risk management systems
- monitor the statutory audit of the annual and consolidated accounts
- review and monitor the independence of the statutory auditors

2. Disclosure Committee

The principle functions of this internal Disclosure Committee are to:

- analyze the importance of information and determine the appropriateness of a disclosure, and if so, according to what schedule
- provide guidelines for internal control procedures to ensure the reporting of material information to be disclosed within the framework of quarterly, semiannual, or annual communications to market authorities or destined for financial markets
- inform the Chairman and CEO and the Group Chief Financial Officer of any changes, deficiencies, or material weaknesses pointed out by the Committee in the process of the reporting of information

3. Ethics Committee

CGGVeritas has established an Ethics Committee composed of senior managers who act independently. Insuring that the code of conduct is followed is the overall responsibility of the CGGVeritas leadership and of each individual employee. The Ethics Committee requires the commitment and support of everyone who works for CGGVeritas.

Internal Control

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

- performance and optimization of operations, including the protection of assets
- accuracy of financial information
- legal and regulatory compliance

The Financial Security Management System (FSMS)

The FSMS is a key package to assist Managers in detecting, controlling, and reducing their risks and complying with regulations, including the Sarbanes-Oxley legislation (and specifically, by using the Internal Control Assessment Form).

Line management is responsible for compliance with these regulations, including fraud and corruption issues.

The FSMS and its implementation may be audited by the internal and statutory auditors.

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

CGGVeritas has a Corporate Internal Audit organization which reports directly to the Executive Committee of the Company and the Audit Committee. The Corporate Internal Audit function is staffed with four personnel members and functions independently and objectively, based on its charter. The Equipment division (Sercel) and the Services division also have their own Internal Audit organization with, respectively, two and six staff members reporting functionally to the Corporate Internal Audit Senior Vice President.

Reporting process for frauds and sanctions

Incidents having a tangible negative impact on reputation, financial performance, or both, including non-compliance with financial policies or objectives are systematically reported. The system defining the incident level of seriousness and related reporting process is detailed in the "Financial Security Management System" document.

Fraud or unethical business conduct is reported to the Disclosure Committee. When necessary, an inquiry is conducted by the internal audit team, an external agency, or both. If fraud or non-compliance is confirmed, this event leads systematically to a dismissal and corrective action plans.

Global Compact

Second Communication on Progress - September 2010

In addition to the existing reporting channels (line management, HR, Ethics Committee, and outside authorities), a whistle blowing system has been set up to allow any CGGVeritas employee to call in and report workplace conduct that infringes accounting or financial rules or instances of corruption. The system is managed by a specialized outsourced company (The Network Inc., Georgia, U.S.A.).

Training management on regulation, internal rules, and risks linked to corruption

As mentioned in the first Communication on Progress (2009), in February 2008, key CGGVeritas 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:

- Training courses on **financial security** were run in 2007, 2008, and 2009 covering corruption and fraud, amongst other subjects. These training courses targeted the Group's leadership team, (approximately 250 managers) all of whom have now completed the course.

New training sessions for the operational, financial, and accounting managers and their direct reports are part of the 2010 objectives.

- A **"Governance and Performance" training course** was designed to raise awareness among the CGGVeritas leadership team of good governance rules and the risks inherent in non-compliance with legislation or the Code of Business Conduct. All senior managers attended this course in 2009.

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

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.

III. Outlook and priorities for the future

In 2011, the Group will continue to deploy the action plans launched in 2009 and 2010 and take new initiatives.

Fight against discrimination

Risk analysis and assessment of good practices in countries where we operate have been completed. Areas of improvement will be defined from these analyses.

In 2011, the second step will be deployed by developing and implementing tools and processes to improve the prevention of discrimination within the Group. This step will include communication to raise awareness amongst the HR network and managers. This step will be completed before the end of 2011.

Implementation of Dialogue with Local Communities Guidelines

In 2010, we have conducted an internal global survey to build a "Dialogue with Local Communities Guidelines" which fits our stakes and translates our internal best practices. In 2011, we will focus on the distribution of these guidelines to all managers and ensure their implementation, including:

- training and support to the managers and operational managers who will use the guidelines
- setting up of a reporting process to ensure compliance of the practices with the guidelines

Human rights

After assessment of the Group stakes and risks, we plan to define and launch actions in relation with principles 1 and 2.

Environment

We plan to launch ISO 14000 certification in some pilot entities.

EcoGuide

In 2010, CGGVeritas plans to distribute to its employees an Ecoguide to promote environment-friendly behavior for all employees.

IV. APPENDICES

APPENDIX 1: Group Vision and Values

APPENDIX 2: Chart of Ethics

APPENDIX 3: Business Code of Conduct

APPENDIX 4: Sustainable Development Policy

APPENDIX 5: Environment

APPENDIX 6: Health and Wellness

APPENDICES 7 & 8: Quality, HSE

APPENDIX 9: Security

APPENDIX 10: Financial Security

APPENDICES 1 & 2: Group Vision and Values, Chart of Ethics



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 3: Business Code of 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.

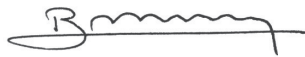
It influences how customers feel about our products and services, and how shareholders perceive us as an investment. We have seen many examples in recent years of great companies with once solid reputations tarnished forever by unethical actions of a few people or even just one person.

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 black ink, appearing to read 'Brunck', with a long horizontal line extending to the right.

Robert Brunck
Chairman and CEO

Business Code of Conduct

Contents

I. COMPLIANCE WITH LAWS AND REGULATIONS.....	page 10
General principles	
Rules relating to the fight against corruption	
Compliance with rules regarding insider trading	
Compliance with antitrust laws and regulations	
II. PREVENTION OF CONFLICTS OF INTEREST	page 11
Ties with a competitor, client or supplier	
Fair trade	
Remuneration, gifts and benefits	
Public activities	
III. RESPECT FOR PERSONS AND THE ENVIRONMENT.....	page 12
Health, safety and the environment	
Promotion and implementation of the fundamental principles and rights at work	
IV. PROTECTION OF GROUP ASSETS	page 13
Truthfulness and protection of information	
Protection of the Group's property and resources	
Use of information technology	
V. FINANCIAL SECURITY AND TRANSPARENCY	page 14
VI. INTERNAL VERIFICATION AND THE ROLE OF THE INTERNAL AUDIT DEPARTMENT.....	page 15
VII. ARCHIVING.....	page 16
VIII. CREATION OF AN ETHICS COMMITTEE	page 17

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 Practices 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.

APPENDIX 4: Sustainable Development Policy

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 2010



Robert Brunck
Chairman and CEO

APPENDIX 5: Environment

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 2010



Robert Brunck
Chairman and CEO

APPENDIX 6: 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 2010

A blue ink signature of Robert Brunck.

Robert Brunck
Chairman and CEO

APPENDICES 7 & 8: Quality, HSE

PRISM POLICY

QHSE

(QUALITY, HEALTH, SAFETY AND ENVIRONMENT)

CGGVeritas is committed to achieving and maintaining excellence in all aspects of its activities. CGGVeritas recognizes and accepts the mandate to conduct its activities with integrity in a responsible and sustainable manner. CGGVeritas will provide a system of work in order to protect the health, safety and security of its employees, visitors, contractors and the public and at the same time to minimize the impact of its activities on the environment. CGGVeritas recognizes that all incidents are preventable.

To achieve excellence in our business and work environment, the commitment and cooperation of all management, staff, contractors and visitors is essential. Line management has responsibility for achieving specific objectives which support this Policy.

In order to support this policy CGGVeritas will:

- Develop, implement, maintain and improve the Sustainable Development Management System (PRISM) including its integral components of Quality, Health, Safety, Environment and Security;
- Comply with local and international regulations and commit to industry standards and best practices;
- Promote and maintain awareness of workplace hazards, the risks associated with them and the techniques to render risks as low as reasonably practicable;
- Ensure that employees are competent to conduct their specified tasks;
- Set objectives, regularly review performance, specify Key Performance Indicators and recognize excellence;
- Maintain a reporting system that allows analysis of incidents, potential incidents and non-conformities and which disseminates recommendations to prevent recurrence across the Company;
- Conduct regular audits and inspections of company, and where applicable, contractor facilities;
- Demonstrate continuous improvement.

CGGVeritas will allocate sufficient resources to achieve these objectives, and all employees and contractors will be required to:

- Comply with relevant standards specified by statute, industry or the Sustainable Development Management System (PRISM);
- Accept responsibility for protecting themselves, fellow employees, visitors and members of the public who may be affected by their activities;
- Contribute to the planning process and actively participate in assisting the company to achieve its objectives;
- Actively participate in the reporting and subsequent investigation of all accidents, incidents, hazards and near misses that have the potential to impact on CGGVeritas operations;
- Proactively propose opportunities for improvement and communicate them as appropriate.

Paris, January 2010



Robert Brunck
Chairman and CEO

APPENDIX 9: Security

CGGVeritas is fully committed to providing a secure working environment by protecting its employees, its contractors, its assets and its operations against the risk of injury, loss or damage from criminal, hostile and malicious acts. Line management has responsibility for achieving specific objectives which support this Policy. In order to support this policy CGGVeritas are committed to:

Compliance:

- Ensure that the security management systems of CGGVeritas, its contractors, and clients are aligned.

Relationships:

- Engage in appropriate information sharing with government agencies such as embassies and consulates in countries where CGGVeritas operates;
- Utilize the services of external expertise through companies who have expertise in the security area;
- Engage in open dialogues and consultation with local communities to ensure that potential issues arising from seismic operations are identified and associated risks addressed in a timely fashion.

Risk Management:

- Develop a security risk assessment and management process to ensure security risks are well identified at planning and prior to project implementation. This includes utilizing references to industry guidelines and statements of principles on assessment and sharing of security risks;
- Ensuring that emergency response plans for security incidents are clearly defined and maintained and that drills are regularly conducted according to the security risk level in the country of operation;
- Utilize the Traveler Locator Services (TLS) to provide advanced notification of proposed travel to countries with a high security profile for the purpose of advising and notifying employees.

Practices:

- Assess the security measures in place through specific audits and regular reviews at all levels of the organization;
- Operate and regularly maintain security equipment so that it is fit for purpose.

Education:

- Communicate to all employees in a timely fashion, of any security threats or situations, and follow appropriate emergency or evacuation plans to ensure their safety;
- Train, inform and mobilize CGGVeritas employees and contractors to ensure activities and processes associated with Security are conducted in an approved manner.

Management review:

- Regularly examine security management performance with the aim of ensuring continuous and sustainable improvement in the management of security;
- Conduct regular reviews of security plans;
- Report, investigate and analyze security incidents, take appropriate improvement actions as required, and disseminate recommendations to prevent reoccurrence across the Company;
- Integrate security into the Sustainable Development Management System (PRISM) and ensure that Security is considered as a cornerstone of any project.

Paris, January 2010



Robert Brunck
Chairman and CEO

APPENDIX 10: Financial Security

CGGVeritas is committed to operate in compliance with its Chart of Ethics and in accordance with its Business Code of Conduct. Therefore **CGGVeritas** is engaged to provide, within the required time limits, complete, impartial, exact and understandable financial information in all its public communications and in the documents it files with the French Financial Market Authority (AMF) and with the American Securities and Exchange Commission (SEC).

Consequently, the entities of **CGGVeritas** are committed to ensure that all transactions are checked, are precisely and accurately recorded in the Company's accounts, in accordance with the procedures in force, and subject to audit.

All entities therefore commit to continuously improve our financial security, in particular by:

- Respecting current laws and regulations (e.g. Sarbanes-Oxley, Loi de Sécurité Financière);
- Promoting a conviction that all failures in the field of financial security can be avoided;
- Reporting and communicating in a clear manner, especially by reporting all issues that could affect the Company's public communications and disclosures;
- Establishing an efficient control environment.

Based on these commitments, CGGVeritas shall:

- Demonstrate active involvement across line management and functional lines;
- Define clear objectives and monitor their achievement;

- Define employee responsibilities in the area of financial security, and provide the appropriate training;
- Supply adequate resources;
- Evaluate sensitive issues, assess related risks, and implement the necessary controls and other measures;
- Implement and strictly enforce rules and procedures, report difficulties and failures, and undertake corrective actions designed to ensure continuous improvement of Financial Security;
- Regularly assess the effectiveness and progress of Financial Security using key indicators, audits and executive reviews, and take any necessary corrective measures.

The personal involvement of each of us in the application of these principles is fundamental for CGGVeritas to operate in a proper financial security environment, which is suitable to building sustainable and reliable relationships with its customers, shareholders, employees and partners.

February 2010



Robert Brunck
President and CEO

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