

Notice and Information Brochure

Combined General Meeting

Compagnie Générale de Géophysique-Veritas

Friday, May 3, 2013 at 9:30 am
Centre Eurosites George V
28 avenue George V
75008 Paris

Passion for Geoscience
cgg.com



SUMMARY

Notice of the 2013 Combined General Meeting	3
How to participate and vote at the Combined General Meeting	4
Prior conditions	4
Procedure for taking part in the Combined General Meeting.....	4
Written questions	7
Documentation made available to the Shareholders	7
Administration, Management and Control as of March 31, 2013	8
Board of Directors	8
Board Committees	8
Corporate Committee	9
Auditors	9
Agenda of the Combined General Meeting	10
Report of the Board of Directors on the draft resolutions	12
Draft resolutions	24
Request for additional documents and information	40
Practical information – Access map	41
Appendix 1: Stock-option plans in force as of March 31, 2013	43
Appendix 2: Summary of the financial delegations and authorizations submitted for shareholders’ approval at the Combined General Meeting of May 3, 2013 and use of those in force during the 2012 fiscal year	44

NOTICE OF THE 2013 COMBINED GENERAL MEETING

Dear Shareholders,

The Board of Directors is pleased to convene you to the next Combined General Meeting of COMPAGNIE GENERALE DE GEOPHYSIQUE – VERITAS (CGGVeritas) to be held:

**On Friday, May 3, 2013
At 9.30 am
In the Centre Eurosites George V,
28 avenue George V, Paris 75008.**

The Shareholders' General Meeting is a key moment in the life of a company. It allows you, as Shareholders, to get some information, to discuss with the management team and to take part in the corporate governance through the vote on the resolutions submitted to you.

You will find in this notice and information brochure all relevant and practical information you may need to participate.

In the meantime, the Board of Directors thanks you for your trust and your loyalty to the CGG Group.

HOW TO PARTICIPATE AND VOTE AT THE COMBINED GENERAL MEETING

PRIOR CONDITIONS

Pursuant to the provisions of section R.225-85 of the French Commercial Code, in order to attend this Combined General Meeting or to be represented, Shareholders must have their shares registered in their name or in the name of the financial intermediary registered on their behalf either in the shareholder account administered by our agent or in a bearer shares account maintained by an accredited financial intermediary, on the 3rd business day prior to the date of the General Meeting at 12:00 a.m. (Paris time). The 3rd business day prior to the Combined General Meeting at 12:00 a.m. will be April 29, 2013 at 12:00 a.m. (Paris time). Only Shareholders able to confirm their shareholding at 12:00 a.m. (Paris time), on April 29, 2013, pursuant to the conditions set forth by section R.225-85 of the French Commercial Code, may participate in the Combined General Meeting.

The registration of the shares in bearer shares accounts maintained by financial intermediaries is evidenced by a statement of holdings delivered by the financial intermediary and attached to the postal voting form, proxy forms or admission card's request issued in the name of the Shareholder or on its behalf by the financial intermediary.

Such a statement of holdings is also delivered to Shareholders willing to attend the Combined General Meeting in person but who have not received an admission card 3 business days prior to the date of the Combined General Meeting at 12:00 a.m., Paris time.

Holders of American Depositary Receipts evidencing American Depositary Shares ("ADSs") willing to attend and/or vote at this Meeting must follow the instructions sent to them by Bank of New York Mellon, acting as depositary of the ADSs.

PROCEDURE FOR TAKING PART IN THE MEETING

If you wish to attend the Meeting

Any Shareholder has the right to participate to this General Meeting, regardless of the number of shares held.

Shareholders who wish to attend the Meeting in person should ask for an admission card which is mandatory to be allowed to participate and to vote at the Combined General Meeting:

- Check **Box A**, date and sign the voting form here attached, and
- Send the voting form duly completed and signed to:
 - **For Shareholders whose shares are under registered form:** BNP Paribas Securities Services – Service

Assemblées Générales – CTS
Assemblées – Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin cedex, or by fax at +33.1.40.14.58.90;

- **For Shareholders whose shares are held under the bearer form or under the registered form but through an accredited financial intermediary:** to their accredited financial intermediary which will deliver a statement of holdings as of the date mentioned above.

The admission card, mandatory to be entitled to participate to the Meeting, will be sent to the Shareholder's personal address.

If you are unable to attend the Meeting in person

- Each Shareholder who cannot attend this Meeting personally can choose between the three voting methods as indicated on the next page. No electronic vote will be put in place for this General Meeting.

Therefore, no internet website as provided for by section R.225-61 of the French Commercial Code will be made available for this purpose.

HOW TO PARTICIPATE AND VOTE AT THE COMBINED GENERAL MEETING

1. Vote by proxy

Any Shareholder can be represented by another Shareholder, by his/her spouse or by the partner with whom a civil solidarity pact (“PACS”) has been signed, or any other legal or natural person of his/her choice, by checking **Box B** of the voting form. In accordance with section R.225-79 of the French Commercial Code, an appointment or cancellation of a proxy may be notified electronically under the following conditions:

- **Shareholders whose shares are under registered form** shall send an e-mail to the following address:

paris.bp2s.france.cts.mandats@bnpparibas.com and specify their name, first name, address and identification number with BNP Paribas Securities Services and the name and first name of the appointed or cancelled proxy;

- **Shareholders whose shares are held under the bearer form or under the registered form but through an accredited financial**

intermediary shall send an e-mail to the following address:

paris.bp2s.france.cts.mandats@bnpparibas.com and specify their name, first name, address and full bank details along with the name and first name of the appointed or cancelled proxy; then they shall request the financial intermediary maintaining their account to send a written confirmation to BNP Paribas Securities Services – CTS Assemblées Générales – Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin cedex.

Only notifications of appointment or cancellation of proxies, duly signed, completed and received on May 2, 2013 at the latest will be taken into account. In addition, only notifications of appointment or cancellation of proxies may be sent to the abovementioned electronic address. Requests or notifications relating to any other topics will not be taken into account nor processed.

2. Give authority to the Chairman of the Meeting

The Shareholders may also send a voting form without completing the proxy to BNP Paribas Securities Services – Service Assemblées Générales – CTS Assemblées – Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin cedex or by fax

at +33.1.40.14.58.90. In such a case, a positive vote will be casted in favor of all resolutions agreed by the Board (check **Box B** of the voting form).

3. Vote by post

The Shareholders may finally cast a postal vote as well (check **Box B** of the voting form). Shareholders casting postal votes will not

have the right to participate in the Meeting in person or to appoint a proxy.

4. General information

In accordance with the regulations in force, Shareholders are reminded that:

- Shareholders who wish to obtain proxy and voting forms and admission cards must send their request to BNP Paribas Securities Services at the abovementioned address or by fax at +33.1.40.14.58.90;
- In order to allow time for such forms to be issued, requests must be received at the Company's registered office or by

BNP PARIBAS Securities Services at the above mentioned address or by fax at +33.1.40.14.58.90, no later than 6 days prior to the date of the Meeting.

- The duly completed form must be returned to the Company's registered office or to BNP PARIBAS Securities Services, at the latest on the day preceding the date of the meeting.

HOW TO PARTICIPATE AND VOTE AT THE COMBINED GENERAL MEETING

- Holders of shares in the bearer form must attach to the form a statement of holdings

delivered by the financial intermediary evidencing the registration of their shares.

How to fill in the voting form?

To attend the General Meeting and receive your admission card:
Check Box A

To vote by post:
Check Box B and fill in the table


To give authority to the Chairman of the Meeting:
Check Box B

To vote by proxy:
Check Box B and fill in with the relevant information

IMPORTANT : avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso / Before selecting, please refer to instructions on reverse side.

A. QUELLE QUE SOIT L'OPTION CHOISE, NOIRER COMME CECI ■ LA OU LES CASES CORRESPONDANTES, DATER ET SIGNER AU BAS DU FORMULAIRE / WHICHEVER OPTION IS USED, SHADE BOX(ES) LIKE THIS ■, DATE AND SIGN AT THE BOTTOM OF THE FORM.
Je desire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire / I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.

B. J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.



COMPAGNIE GENERALE DE GEOPHYSIQUE-VERITAS
Société anonyme au capital de 70 556 890 Euros
Siège Social : Tour Maine-Montparnasse 75015 PARIS
RCS PARIS 969 202 241

ASSEMBLEE GENERALE MIXTE
Convoquée le 3 mai 2013, à 9h30 à l'auditorium Eurosites George V
28, avenue George V - 75008 PARIS

COMBINED GENERAL MEETING
To be held on May 3rd, 2013 at 9:30 am at auditorium Eurosites George V
28, avenue George V - 75008 PARIS

CADRE RESERVE A LA SOCIETE / For Company's use only

Identifiant / Account

Nombre d'actions / Number of shares

Nombre de voix / Number of voting rights

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
cf. au verso recto (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou la Gérance, à l'EXCEPTION de ceux que je signale en notifiant comme ceci ■ la case correspondante et pour lesquels je vote NON ou je m'abstiens.
I vote YES all the draft resolutions approved by the Board of Directors EXCEPT those indicated by a shaded box - like this ■, for which I vote NO or I abstain.

1	2	3	4	5	6	7	8	9
10	11	12	13	14	15	16	17	18
19	20	21	22	23	24	25	26	27
28	29	30	31	32	33	34	35	36
37	38	39	40	41	42	43	44	45

Sur les projets de résolutions non agréés par le Conseil d'Administration ou la Gérance, je vote en notifiant comme ceci ■ la case correspondant à mon choix.
On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this ■.

	Oui	Non/No	Oui	Non/No	
A	Yes	Abs/Abs	F	Yes	Abs/Abs
B			G		
C			H		
D			J		
E			K		

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting:
- Je donne pouvoir au Président de l'A.G. de voter en mon nom. / I appoint the Chairman of the general meeting to vote on my behalf...
- Je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (it equivalent to a vote NO).....
- Je donne procuration (cf. au verso recto (4) à M., Mme ou Mlle, Raison Sociale, pour voter en mon nom / I appoint (see reverse (4) Mr, Mrs or Miss, Corporate Name to vote on my behalf

Pour être prise en considération, toute formule doit parvenir au plus tard :
in order to be considered, this completed form must be returned at the latest:
sur 1^{ère} convocation / on 1st notification: 2 mai 2013, 15 heures / May 2nd 2013 at 3 pm
sur 2^{ème} convocation / on 2nd notification

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
cf. au verso recto (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

JE DONNE POUVOIR A : cf. au verso recto (4)
I HEREBY APPOINT : see reverse (4)
M., Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
Adresse / Address


ATTENTION : S'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque.
CAUTION : If it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, Prénom, Adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement)
- Surname, First name, address of the shareholder (if this information is already supplied, please verify and correct if necessary)
cf. au verso recto (1) - See reverse (1)

IN ANY CASE, DO NOT FORGET TO DATE AND SIGN HERE

Indicate or check your name, first name and address here

Date & Signature



HOW TO PARTICIPATE AND VOTE AT THE COMBINED GENERAL MEETING

WRITTEN QUESTIONS

In accordance with section R.225-84 of the French Commercial Code, any Shareholder may submit written questions to the Board of Directors as from the date of publication of the present notice of Meeting. Such questions must be sent to the Company by registered letter with acknowledgment of receipt

together with a statement of holdings evidencing the registration of the shares no later than the 4th business day preceding the Combined General Meeting, i.e. April 26, 2013. Any questions submitted will be answered during the Meeting itself.

DOCUMENTATION MADE AVAILABLE TO SHAREHOLDERS

The documents set forth by section R.225-73-1 of the French Commercial Code have been published on the Company's website www.cgg.com, 21 days preceding the Combined General Meeting, i.e. on April 12, 2013.

All documents and information listed in sections L.225-115 and R.225-83 of the French Commercial Code have been made available for consultation by Shareholders at the Company's headquarters, Tour Maine Montparnasse, 33 avenue du Maine, 75015 Paris as from the date of the notice calling the Combined General Meeting and during 15 days prior to the Combined General Meeting.

ADMINISTRATION, MANAGEMENT AND CONTROL AS OF MARCH 31, 2013

BOARD OF DIRECTORS

Mr. Robert BRUNCK
Chairman of the Board of Directors

Mr. Jean-Georges MALCOR
Director and Chief Executive Officer

Ms. Gilberte LOMBARD
Director*

Mr. Olivier APPERT
Director

Ms. Hilde MYRBERG
Director*

Mr. Loren CARROLL
Director*

Mr. Robert SEMMENS
Director

Mr. Rémi DORVAL
Director*

Ms. Kathleen SENDALL
Director*

Mr. Jean DUNAND
Director*

Mr. Daniel VALOT
Director

Ms. Agnès LEMARCHAND
Director*

Mr. Terence YOUNG
Director*

* *Independent Directors*

BOARD COMMITTEES

Remuneration-Compensation Committee

- Mr. Rémi DORVAL (Chairman)*
- Mr. Olivier APPERT
- Ms. Agnès LEMARCHAND*
- Ms. Hilde MYRBERG*
- Mr. Robert SEMMENS

Strategic Planning Committee

- Mr. Robert BRUNCK (Chairman)
- Mr. Olivier APPERT
- Mr. Robert SEMMENS
- Mr. Daniel VALOT

Audit Committee

- Mr. Jean DUNAND (Chairman)*
- Mr. Loren CARROLL*
- Mr. Rémi DORVAL*
- Ms. Gilberte LOMBARD*
- Mr. Daniel VALOT

Technologic Committee

- Mr. Robert BRUNCK (Chairman)
- Mr. Rémi DORVAL*
- Ms. Hilde MYRBERG*
- Ms. Kathleen SENDALL*
- Mr. Terence YOUNG*

HSE/Sustainable Development Committee

- Ms. Kathleen SENDALL (Chairman)*
- Ms. Agnès LEMARCHAND*
- Mr. Daniel VALOT
- Mr. Terence YOUNG*

* *Independent Directors*

ADMINISTRATION, MANAGEMENT AND CONTROL AS OF MARCH 31, 2013

CORPORATE COMMITTEE

Mr. Jean-Georges MALCOR

Chief Executive Officer

Senior Executive Vice President, Acquisition Division

Mr. Stéphane-Paul FRYDMAN

Corporate Officer,
Senior Executive Vice President, Finance
Function

Mr. Pascal ROUILLER

Corporate Officer,
Senior Executive Vice President, Equipment
Division

Mr. Benoit RIBADEAU-DUMAS

Deputy Senior Executive Vice President,
Acquisition Division

Ms. Sophie ZURQUIYAH

Senior Executive Vice President, Geology,
Geophysics & Reservoir Division

AUDITORS

Statutory Auditors

Ernst & Young

Tour First – 1 place des Saisons
TSA 14444
92037 Paris La Défense Cedex
Represented by Mr. Pierre Jouanne and
Mr. Laurent Vitse

Mazars

61, rue Henri Regnault
92400 Courbevoie
Represented by Mr. Xavier Charton and
Mr. Jean-Marc Deslandes

Alternate Auditors

Auditex

Tour First – 1 place des Saisons
TSA 14444
92037 Paris La Défense Cedex

Mr. Patrick de Cambourg

1, rue André Colledeboeuf
75 016 Paris

AGENDA OF THE COMBINED GENERAL MEETING

FALLING UNDER THE AUTHORITY OF AN ORDINARY GENERAL MEETING

- ✓ Report of the Board of Directors and Auditors' reports, and approval of the statutory accounts of the Company for fiscal year 2012;
- ✓ Allocation of earnings;
- ✓ Approval of the consolidated financial statements for fiscal year 2012;
- ✓ Renewal of the term of Mr. Loren CARROLL as Director;
- ✓ Renewal of the term of Mr. Terence YOUNG as Director;
- ✓ Ratification of the cooptation of Ms. Agnès LEMARCHAND;
- ✓ Renewal of the term of Ms. Agnès LEMARCHAND as Director;
- ✓ Renewal of the term of Ernst & Young, statutory auditor;
- ✓ Renewal of the term of Mazars, statutory auditor;
- ✓ Renewal of the term of Auditex, alternate statutory auditor;
- ✓ Renewal of the term of Patrick de Cambourg, alternate statutory auditor;
- ✓ Allocation of Directors' fees for fiscal year 2013;
- ✓ Delegation of powers and authority to the Board of Directors to trade in Company's shares;
- ✓ Approval of the financial related-party agreements falling within the scope of section L.225-38 of the French Commercial Code;
- ✓ Approval of the related-party agreements in relation with the compensation of the Senior Executive Officers ("*mandataires sociaux*"), falling within the scope of section L.225-38 of the French Commercial Code;
- ✓ Approval of the related-party agreement falling within the scope of section L.225-42-1 of the French Commercial Code, between the Company and Mr. Jean-Georges MALCOR.

FALLING UNDER THE AUTHORITY OF AN EXTRAORDINARY GENERAL MEETING

- ✓ Reports of the Board of Directors and Auditors' reports;
- ✓ Change of Company name;
- ✓ Delegation of authority to the Board of Directors to increase the share capital through the issue of shares, or any other securities giving access to share capital, with preferential subscription rights in favor of holders of existing shares;
- ✓ Delegation of authority to the Board of Directors to increase the share capital through the issue of shares, or any other securities giving access to share capital, without preferential subscription rights in favor of holders of existing shares through a public offer;
- ✓ Delegation of authority to the Board of Directors to increase the share capital through the issue of shares, or any other securities giving access to share capital, without preferential subscription rights in favor of holders of existing shares to be exclusively made by private placement;
- ✓ Authorization given to the Board of Directors to determine the issue price in case of issue without any preferential right pursuant to the 19th and 20th resolutions, within an annual limit of 10% of the share capital;
- ✓ Delegation to the Board of Directors in order to increase the number of shares issued pursuant to the 18th, 19th and 20th resolutions;

AGENDA OF THE COMBINED GENERAL MEETING

- ✓ Delegation of authority to the Board of Directors to increase the share capital through the incorporation of reserves, profits or premiums;
- ✓ Authorization given to the Board of Directors to increase the share capital in consideration of contributions in kind within a limit of 10% of the share capital;
- ✓ Delegation of authority to the Board of Directors to increase the capital by issue of shares or securities giving access to the share capital of the company, to members of a Company Savings Plan;
- ✓ Authorization given to the Board of Directors to grant stock options to the employees of the Company and its subsidiaries – excluding the Senior Executive Officers (“*mandataires sociaux*”) and the other members of the Corporate Committee of the Company;
- ✓ Authorization given to the Board of Directors to grant stock options to the Senior Executive Officers (“*mandataires sociaux*”) and the other members of the Corporate Committee of the Company;
- ✓ Authorization and delegation to the Board of Directors in order to reduce the share capital by canceling shares purchased pursuant to the authorization of purchase of its own shares by the Company;
- ✓ Delegation of authority to issue securities giving rights to receive debt securities;
- ✓ Powers for publicity formalities.

The notice of meeting including the draft resolutions submitted to this General Meeting was published in the French *Bulletin des Annonces Légales Obligatoires* dated March 25, 2013, n°36.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED FOR THE SHAREHOLDERS' APPROVAL AT THE COMBINED GENERAL MEETING

RESOLUTIONS FALLING UNDER THE AUTHORITY OF THE ORDINARY GENERAL MEETING

Approval of the 2012 financial statements of the mother company CGG Veritas SA

The purpose of the **1st resolution** is to approve the financial statements of CGG Veritas SA for the fiscal year ended December 31, 2012. The annual financial statements for the fiscal year ended 2012 together with their appendixes and the annual management report (online on the Company's website at www.cgg.com and available at the registered office of the Company on request) were approved by the Board of Directors on February 27, 2013 pursuant to article L.232-1 of the French Commercial Code.

The CGG Group consists of a mother company, CGG Veritas SA and its operational

subsidiaries. apart from determining the Group strategy and policies, the scope of activity of the mother company is mostly focused on the operational and financial organization at the Group level and the holding the operational subsidiaries and controlling them (a pure holding company role).

The operating profit for fiscal year 2012 amounts to €149,612,367.74.

The annual accounts of the Company are further developed in paragraph 2 of the management report.

Allocation of results of the mother company CGG Veritas SA

The purpose of the **2nd resolution** is to allocate the 2012 profit of CGG Veritas SA indicated in the 1st resolution. We propose to allocate this profit of €149,612,367.74 to the carry forward account, which will amount to €605,177,067.61 after such allocation.

Pursuant to section 243bis of the *Code Général des Impôts*, we remind you that no distribution of dividends has taken place of the last three fiscal years.

Approval of the consolidated financial statements of the CGG's Group

The purpose of the **3rd resolution** is to approve the CGG Group's consolidated financial statements which show a net profit of US\$91.4 million. The consolidated financial statements for the fiscal year ended 2012 together with their appendixes and the annual management report were approved by the Board of Directors on February 27, 2013

pursuant to article L.232-1 of the French Commercial Code.

The consolidated accounts of the group are further developed in paragraph 2 of the management report.

Renewal of Directors' term of office

The purpose of the **4th resolution** is to renew the term of office of Mr. Loren CARROLL. His term of office would be renewed for a four-year period.

Mr. CARROLL was appointed for the first time on January 12, 2007. He is also a member of the Audit committee. He holds 500 ADS of the Company.

During its meeting of February 27, 2013, the Board of Directors confirmed that, pursuant

to the AFEP-MEDEF code of corporate governance for listed companies, Mr. CARROLL did not maintain any relationship with the Company, its Group or management which could impair his freedom of judgment and therefore qualified as independent director.

The Board of Directors submits to the general meeting the renewal of the term of Mr. CARROLL for a four-year period.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED FOR THE SHAREHOLDERS' APPROVAL AT THE COMBINED GENERAL MEETING

The credential of Mr. Loren CARROLL is detailed hereafter.

Mr. CARROLL was born on August 31, 1943. He holds a bachelor of Science in accountancy from the California State University.

Mr. CARROLL joined Smith International in December 1984 as Vice President and Chief Financial Officer. In January 1988, he was appointed Executive Vice President and Chief Financial Officer of Smith International and served in that capacity until March 1989. He then rejoined Smith International in 1992 as Executive Vice President and Chief Financial Officer. Until his retirement in April 2006, he was President and Chief Executive Officer of M-I Swaco L.L.C. and was also Executive Vice President of Smith International, Inc. Smith International held a 60% interest in M-I Swaco L.L.C. Mr. CARROLL is currently a financial and strategic business consultant.

The other positions held by Mr. CARROLL are as follows:

Positions within the Group: None

Positions held in other companies:

Foreign companies:

- Director, Member of the Compensation Committee, member of the Audit Committee and Chairman of the Nominating and Corporate Governance Committee of Forest oil Corporation, USA (*company listed on the New York Stock Exchange*)
- Lead Director, Chairman of the Nominating and Corporate Governance Committee and member of the Compensation Committee of KBR Inc., USA (*company listed on the New York Stock Exchange*)

The purpose of the **5th resolution** is to renew the term of office of Mr. Terence YOUNG. His term of office would be renewed for a four-year period.

Mr. YOUNG was appointed for the first time on January 12, 2007. He is also a member of the Technology Committee and of the Health, Safety and Environment/Sustainable

Development committee. He holds 500 ADS of the Company.

During its meeting of February 27, 2013, the Board of Directors confirmed that, pursuant to the AFEP-MEDEF code of corporate governance for listed companies, Mr. YOUNG did not maintain any relationship with the Company, its Group or management which could impair his freedom of judgment and therefore qualified as independent director.

The Board of Directors submits to the general meeting the renewal of the term of Mr. YOUNG for a four-year period.

The credential of Mr. Terence YOUNG is detailed hereafter.

Mr. YOUNG was born on August 28, 1946. He graduated from the Colorado School of Mines.

From 1969 to 1974, Mr. YOUNG was a pilot and flight instructor in the United States Navy and from 1979 to 1982, he served as assistant professor, Colorado School of Mines. From 1982 to 1983, he served as a research geophysicist with Compagnie Générale de Géophysique. From 1983 until 2000, Mr. YOUNG was employed by Mobil Research and Development Corporation in a variety of roles, the last of which was as a visiting scholar at the Institute for Statistics and Its Applications, Carnegie Mellon University. Since 2000, Mr. YOUNG is currently a professor and head of the Department of Geophysics at the Colorado School of Mines.

Mr. YOUNG does not held any other positions within the Group or outside.

The purpose of the **6th and 7th resolutions** is to ratify the appointment of Ms. Agnès LEMARCHAND and to renew her term of office. Ms. LEMARCHAND holds 500 shares of the Company.

Ms. LEMARCHAND has been a director of the Company since September 21, 2012. She was appointed for the remainder of the term of Mr. David Work. She is also a member of the Appointment and remuneration committee and of the Health, Safety and Environment/Sustainable Development committee.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED FOR THE SHAREHOLDERS' APPROVAL AT THE COMBINED GENERAL MEETING

During its meeting of February 27, 2013, the Board of Directors confirmed that, pursuant to the AFEP-MEDEF code of corporate governance for listed companies, Ms. LEMARCHAND did not maintain any relationship with the Company, its Group or management which could impair his freedom of judgment and therefore qualified as independent director.

The Board of Directors submits to the general meeting the renewal of the term of Ms. LEMARCHAND for a four-year period.

The credential of Ms. Agnès LEMARCHAND is detailed hereafter.

Ms. LEMARCHAND was born on December 29, 1954. She graduated from ENSCP (French engineering school), obtained a Master degree from MIT (chemical engineering) and an MBA from INSEAD.

She started her career as a development engineer and production manager within Rhone-Poulenc Santé. In 1986, she was appointed Chief Executive Officer of *Industrie Biologique Française*, a company of the Rhone Poulenc Group in the US. In 1992, she joined the group *Ciments Français* as Chief Executive Officer of Prodicat. In 1997, she joined the Lafarge Group. From 1999 to 2004, she was Chief Executive Officer of Lafarge Lime, the lime business worldwide for Lafarge. In 2005, she led an MBO on the UK lime business and founded Steetley Dolomite Ltd of which she still is Executive Chairman.

The other positions held by Ms. Agnès LEMARCHAND are as follows:

Positions within the Group: None

Positions held in other companies:

French institutions and companies:

- Member of the Supervisory Board, Member of the Appointment-Remuneration Committee, Member of the Strategic Committee of AREVA (*company listed on Euronext Paris*)
- Member of the Supervisory Board, member of the Appointment-Remuneration Committee, member of the Strategic Committee of Mersen (previously Carbone Lorraine) (*company listed on Euronext Paris*)
- Member of the Supervisory Board, representative of the FSI, member of the Audit Committee, member of the Remuneration Committee of SICLAE
- Member of the French *Conseil Economique et Social et Environnemental* (section for economic activities)

Foreign companies:

- Executive Chairman of Steetley Dolomite Limited (UK)

If these Directors' appointments are approved by this General Meeting, and considering the expiration of the term of Mr. Jean Dunand's office, the Board of Directors will consist of 12 members out of which 7 are independent:

Robert Brunck, Chairman of the Board
Jean-Georges Malcor, Chief Executive Officer,
Olivier Appert,
Loren Carroll (*independent director*),
Rémi Dorval (*independent director*),
Agnès Lemarchand (*independent director*),
Gilberte Lombard (*independent director*),
Hilde Myrberg (*independent director*),
Kathleen Sendall (*independent director*),
Robert Semmens,
Daniel Valot,
Terence Young (*independent director*).

Renewal of the statutory auditors and their alternates

The purpose of the **8th, 9th, 10th and 11th resolutions** is to renew, for a six-year period, the term of:

- The statutory auditors of the Company, i.e. Ernst & Young and Mazars; and
- Their alternates, i.e. Auditex and Patrick de Cambourg, respectively.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED FOR THE SHAREHOLDERS' APPROVAL AT THE COMBINED GENERAL MEETING

Directors' compensation

The purpose of the **12th resolution** is to approve the amount of Directors' fees for fiscal year 2013 which is unchanged compared to 2012. The amount remains set at €730,000, including €120,000 as a special allocation to Directors that are residing out of France and €30,000 for the Audit Committee members.

We remind you that Directors' fees are allocated on the basis of:

- a basic amount of €580,000 for all Directors entitled to receive fees divided into a fixed and variable component on the basis of two-thirds of the basic amount (i.e. €386,666) for function and one-third (i.e. €193,333) for attendance at meetings, and
- An additional €150,000 additional allocation to foreign Directors up to €120,000 and to members of the Audit

Committee up to €30,000, allocated as follows:

- o €20,000 to each Director residing outside of France, which corresponds to an aggregate amount of €120,000;
- o €10,000 for the Chairman of the Audit Committee;
- o €5,000 to each member of the Audit Committee (other than the Chairman) which represents an aggregate amount of €20,000.

The gross amount of Directors' fees paid to each of our Directors in 2012 and 2011 is indicated in paragraph 13.3 of the management report.

Messrs. BRUNCK and MALCOR do not receive any fees.

Share buyback program

The purpose of the **13th resolution** is to authorize the Board of Directors to purchase a maximum number of shares up to 10% of the total number of shares comprising the outstanding share capital (i.e. for information purposes 16,839,222 shares to be purchased on the date of the last registered capital on December 31, 2012, taking into account the 800,000 shares already held by the Company on that date). This authorization would cancel and supersede the authorization previously given by the General Meeting of May 10, 2012, and would be granted for an 18-month period. The maximum purchase price is set at €40 and is identical to the purchase price of the authorization granted on May 10, 2012. It will not be possible to use this authorization during a take-over bid.

The main objectives of the share buy-back program are the following:

- to support liquidity of our shares through a liquidity contract entered into with an investment service provider in compliance with the Code of Practice of the French *Autorité des Marchés Financiers*;
- to deliver shares in the scope of securities giving access, immediately or in the future,

to shares by redemption, conversion, exchange, presentation of a warrant or by any other means;

- to deliver, immediately or in the future, shares in exchange in the scope of external growth within the limit of 5% of the share capital;
- to allocate shares to employees and officers of the Company affiliated companies within the meaning of article L.225-180 of the French Commercial Code, especially in the scope of options to purchase shares of the Company;
- to deliver shares for no consideration to employees and senior executive officers, including in the framework of employee shareholding plans. These annual plans would not represent more than 0.21% of the Company's share capital for all employees or more than 0.02% of the Company's share capital for the members of the Corporate Committee (including the senior executive officers). These non-dilutive plans would be subject to cumulative presence and performance conditions evaluated over a three-year period, without any intermediate vesting period.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED FOR THE SHAREHOLDERS' APPROVAL AT THE COMBINED GENERAL MEETING

These performance plans will rely in particular on one objective linked to the return on capital employed and one linked to the balance sheet structure. These shares will not be allocated under the specific regime provided for by section L.225-197-1 of the French Commercial Code. This is motivated by the fact that we want to put in place a global and harmonized long term remuneration policy

(alignment of French and non-French beneficiaries) and favor an alignment with the interest of the shareholders. Since 2006, the Group has largely developed internationally;

- cancel the shares through a capital reduction, subject to a decision of, or an authorization, by the extraordinary general meeting.

Related party agreements

The **14th resolution** deals with the financial agreements falling into the scope of the article L. 225-38 of the French Commercial Code on related party agreements, entered into between January 1, 2012 and February 27, 2013. The purpose of this resolution is to approve these new agreements and the statutory auditors' special report (online on the Company's website at www.cgg.com and available at the registered office of the Company on request) related to them. These agreements are mostly related to the financing of the acquisition of the Fugro geoscience division.

1. Bridge loan agreement up to €700 million for the partial financing of the acquisition of the Geoscience Division of Fugro

The two Corporate Officers of the Company are concerned by this transaction since:

- Stéphane-Paul Frydman is also a Director of CGGVeritas Holding (US) Inc. ; and
- Pascal Rouiller is Chairman of the Board of Sercel Australia Pty. Ltd, Director and President of Sercel Canada Ltd., Director and CEO of Sercel Inc. and Vice-President of Sercel-GRC Corp.

It was subsequently decided that this agreement would not be put in place and would be replaced by a vendor loan entered into directly between the Company and Fugro N.V.

2. Waiver request under the French and US revolving credit facility agreement and amendment to the French revolving facility agreement

The two Corporate Officers of the Company are concerned by this transaction since:

- Stéphane-Paul Frydman is also a Director of CGGVeritas Holding (US) Inc. ; and
- Pascal Rouiller is Chairman of the Board of Sercel Australia Pty. Ltd, Director and President of Sercel Canada Ltd., Director and CEO of Sercel Inc. and Vice-President of Sercel-GRC Corp.

The consent under the US revolving credit facility was issued on December 11, 2012 and the amendment to the French revolving credit agreement was signed on December 21, 2012.

3. Loan agreement with Fugro N.V. for up to €335 million guaranteed by the group entities which are guarantors (currently or in the future) under the 9½% Senior Notes due 2016", "7¾% Senior Notes due 2017" and "6½% Senior Notes due 2021"

The two Corporate Officers of the Company are concerned by this transaction since:

- Stéphane-Paul Frydman is also a Director of CGGVeritas Holding (US) Inc. ; and
- Pascal Rouiller is Chairman of the Board of Sercel Australia Pty. Ltd, Director and President of Sercel Canada Ltd., Director and CEO of Sercel Inc. and Vice-President of Sercel-GRC Corp.

This loan agreement was signed on January 31, 2013.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED FOR THE SHAREHOLDERS' APPROVAL AT THE COMBINED GENERAL MEETING

4. Warrant agreement between Fugro Consultant International, CGG Veritas SA and Seabed Geosolutions BV

The agreement provides for the issue of a warrant to Fugro which would entitle Fugro to subscribe new shares of Seabed Geosolutions BV (and as result dilute the shareholding interest of CGG Veritas SA in Seabed Geosolutions BV). This right will only be exercisable by Fugro in case of an event of default under the loan agreement referred to in paragraph 3 above.

- o Jean-Georges Malcor, Chief Executive Officer of the Company is concerned by this agreement since he is also a Director of Seabed Geosolutions BV.

This agreement was signed on February 16, 2013.

5. Contribution of the shares held by CGGVeritas SA in CGGVeritas Services (Norway) AS to Seabed Geosolutions BV

- o Jean-Georges Malcor, Chief Executive Officer of the Company is concerned by this agreement since he is also a Director of Seabed Geosolutions BV.

This contribution agreement was signed on February 16, 2013.

6. Amendment to the loan agreement with Fugro N.V. (see paragraph 3)

The two Corporate Officers of the Company are concerned by this transaction since:

- o Stéphane-Paul Frydman is also a Director of CGGVeritas Holding (US) Inc. ; and
- o Pascal Rouiller is Chairman of the Board of Sercel Australia Pty. Ltd, Director and President of Sercel Canada Ltd., Director and CEO of Sercel Inc. and Vice-President of Sercel-GRC Corp.

This agreement was signed on March 15, 2013.

The **15th resolution** deals with the new agreements related to the senior executive officers' ("mandataires sociaux")

compensation, falling into the scope of the section L. 225-38 of the French Commercial Code and concluded between January 1, 2012 and February 27, 2013, as well as the statutory auditors' special report (online on the Company's website at www.cgg.com and available at the registered office of the Company on request) which also includes the agreements previously approved by the General Meeting but which were still effective in 2012. The purpose of this resolution is to approve these new agreements and the statutory auditors' special report.

These agreements are the following:

1. Supplementary retirement plan applied to Messrs. Stéphane-Paul Frydman and Pascal Rouiller (Corporate Officers - Directeurs Généraux Délégués)

On February 29, 2012, the Board of Directors authorized the Company to apply the benefit of the supplementary retirement plan implemented on January 1, 2005 and applicable in particular to the members of the Group's Executive Committee, to Messrs. Frydman and Rouiller. This is an additive defined benefit plan with a cap. Accruals are acquired per year of services, with a ceiling of twenty years.

This plan is described in paragraph 14.8 of the management report.

This agreement was approved by the General Meeting held on May 10, 2012.

2. Collective benefit plan applied to Messrs. Stéphane-Paul Frydman and Pascal Rouiller (Corporate Officers - Directeurs Généraux Délégués)

On February 29, 2012, the Board of Directors approved the application of the collective benefit plan between the Company and SWISS LIFE and applicable to all the employees of the Group, to Messrs. Frydman and Rouiller, under the same conditions as for the employees of the Group.

This agreement was approved by the General Meeting held on May 10, 2012.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED FOR THE SHAREHOLDERS' APPROVAL AT THE COMBINED GENERAL MEETING

3. Special termination indemnity to be paid to Messrs. Stéphane-Paul Frydman and Pascal Rouiller (Corporate Officers - Directeurs Généraux Délégués) in case of forced departure relating to a change of control or a change of strategy

Pursuant to section L.225-42-1 of the French Commercial Code, the Board of Directors, in its meeting held on February 29, 2012, approved the amendments made to the protection letter governing the terms and conditions of the payment of a special termination indemnity in case of forced departure relating to a change of control or a change of strategy.

The aggregate amount that could be paid to the Beneficiaries should they leave the Group (including the special termination indemnity and the indemnity to be paid pursuant to his non-compete agreement) shall not exceed 200% of their Reference Annual Compensation defined here below.

The special termination indemnity shall equal to the difference between:

- a) a gross amount of 200% of the gross fixed compensation paid by the Company to the Beneficiaries during the twelve-month period preceding their departure date, to which is added the annual average of the variable compensation paid by the Company to the Beneficiaries over the thirty-six-month period preceding their departure date (the gross fixed compensation and the average variable compensation referred to above are hereinafter defined as "the Reference Annual Compensation"); and
- b) any sum to which the Beneficiaries may be entitled as a result of such termination, including any sums to be paid further to the application of their non-compete agreement.

The indemnity global amount shall not exceed 200% of the Reference Annual Compensation.

Pursuant to section L.225-42-1 of the French Commercial Code, the payment of the special termination indemnity referred to hereinabove shall remain subject to the achievement of the

following performance conditions, related to the Company's performance:

- The average, over the 60 trading days preceding the departure date, of the ratio between the CGG ADS price over the PHLX Oil Service SectorSM (OSXSM) index shall equal at least two-third of the same average ratio over the same sixty-day period 4 years before the date on which the Beneficiaries leave the Group;
- The average, over the 60 trading days preceding the departure date, of the ratio between the CGG share price over SBF 120 index shall equal at least two-third of the same average ratio over the same sixty-day period 4 years before the date on which the Beneficiaries leave the Group;
- The average margin rate of the Group EBITDAS over the 4 years preceding the date on which the Beneficiaries leave the Group, shall be at least 25%.

Payment of the full amount of the special termination indemnity is subject to the fulfillment of 2 conditions out of 3. In case only one condition is fulfilled, then the Beneficiaries will be entitled to receive only 50% of the said special termination indemnity.

These agreements were approved by the General Meeting held on May 10, 2012.

4. Non-compete agreement of Messrs. Stéphane-Paul Frydman and Pascal Rouiller (Corporate officers - Directeurs Généraux Délégués)

On February 29, 2012, the Board of Directors approved a non-compete agreement to be entered into between the Company and Messrs. Frydman and Rouiller.

In consideration of this non-compete agreement valid for 18 months as from the date on which Messrs. Frydman and Rouiller would leave the Group they would receive a compensation corresponding to 100% of their annual reference remuneration as defined in their protection letter.

The amount to be paid pursuant to this non-compete agreement is included in the 200% threshold of the special termination indemnity referred to below.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED FOR THE SHAREHOLDERS' APPROVAL AT THE COMBINED GENERAL MEETING

These agreements were approved by the General Meeting held on May 10, 2012.

The **16th resolution** deals more particularly with the agreement entered into by and between the Company and Mr. Malcor, Chief Executive Officer of the Company, with respect to the payment of a special termination indemnity in case of forced departure relating to a change of control or a change of strategy. On May 10, 2012, the Board of Directors renewed the term of office of Mr. Malcor as Chief Executive of the Company for 2 years.

Accordingly, the Board renewed this special termination indemnity agreement under the same conditions as the existing ones which had already been ratified by the General Meeting on May 10, 2012. This agreement is detailed in the paragraph 14.3.1. of the management report.

Pursuant to section L.225-42-1 of the French Commercial Code, the provisions of the protection letter will have to be submitted again to the approval of this general meeting as a result of the renewal of the term of office of Mr. Malcor.

RESOLUTIONS FALLING UNDER THE AUTHORITY OF THE EXTRAORDINARY GENERAL MEETING

Change of the name of the Company

On January 31, upon the announcement of the closing of the acquisition of the Geoscience Division of Fugro, the Group also announced that its brand name would be simplified to CGG. This new brand is international, easy to say and is known by the industry. This change was made immediately effective.

In addition, since February 1, the Group has "CGG" as a new and unique ticker symbol on the Euronext Paris SA and the New York Stock Exchange.

The logo, strongly recognized and appreciated, is modernized to better reflect the Group's high-tech and market-leading positions.

In this context, we submit to the approval of the general meeting the change of the name of the Company which currently is "Compagnie Générale de Géophysique-Veritas" into "CGG" (**17th resolution**).

Financial delegations and authorizations

The purpose of the **resolutions 18 to 24 and of the 29th resolution** is to implement the delegations which would enable the Board of Directors to have full powers, as the case may be, to rapidly raise the financial resources which could be necessary to face potential needs for the Group's development and/or for external growth opportunities.

These authorizations would enable the Board of Directors to proceed with share capital increases with or without subscription rights based on the opportunities offered by the financial markets in the best interests of the Company and its shareholders.

• Share capital increase with or without preemptive right

The purpose of the **18th resolution** is to grant a global delegation to the Board of Directors to issue shares or any other securities giving access to the capital with preferential subscription right maintained and increase the Company's capital within the limit of a nominal amount of capital increase of €35 million i.e. **50% of the share capital** as at the date of the present Meeting. It will not be possible to use this authorization during a take-over bid.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED FOR THE SHAREHOLDERS' APPROVAL AT THE COMBINED GENERAL MEETING

The purpose of the **19th resolution** is to grant a global delegation to the Board of Directors to issue shares or any other securities giving access to the capital with preferential subscription right waived through a public offer and to increase the Company's capital within the limit of a nominal amount of capital increase of €9 million i.e. **12.5% of the share capital** as at the date of the present Meeting. It will not be possible to use this authorization during a take-over bid.

Attention of the shareholders is drawn to the fact that the potential drawbacks which would arise from a share capital increase without preferential right are set off by the possibility for the Board of Directors to grant the shareholders a priority subscription period.

The price of the shares issued in these conditions will be at least equal to the volume-weighted average quoted price of the share on Euronext Paris SA over the three trading days preceding the setting of the issue price minus a maximum discount of 5% (article L.225-136 1° and article R.225-119 of the French Commercial Code). The issue price of other securities giving access to share capital, will be such that the sum received immediately by the Company, increased, if relevant, by the sum it is likely to receive subsequently, is, for each equity security issued as a result of the issue of these securities, at least equal to the issue price defined here above.

It is specified that the aggregate amount of debt securities that may be issued, granting their holders an immediate or deferred access to a portion of the share capital of the Company, shall not exceed €1.2 billion pursuant to the **18th resolution** and €360 million pursuant to the **19th resolution**, or their equivalent in any other currency or monetary unit determined by reference to several foreign currencies on the date of issue

The purpose of the **20th resolution** is to grant a delegation to the Board of Directors to increase the share capital without preferential subscription right by private placement only, within the limit of 15% of the share capital. This amount would be included into the global amount as determined by the 18th and 19th

resolutions related to the increase of share capital without preferential subscription right. It will not be possible to use this authorization during a take-over bid.

In case the preferential subscription right is waived, we submit for your approval the authorization granted to the Board of Directors to set the issue price, within the limit of 10% of the capital as at the date of the decision of the share capital increase per year. Such price shall not be inferior to the volume-weighted average quoted price of the share on Euronext Paris SA over the trading day preceding the setting of the issue price minus a maximum discount of 5% (**21st resolution**).

In addition, we propose the shareholders to authorize the Board of Directors, in the event of a capital increase with preferential rights maintained or waived, to increase the number of shares to be issued to meet the surplus demand within 30 days as from the end of the subscription period. The additional share capital increase shall not exceed 15% of the initial issue and shall be completed at the same issue price (**22nd resolution**). This authorization, subject to your approval, is proposed for sound management and stock price stabilization purposes. It will not be possible to use this authorization during a take-over bid.

- Share capital increase by incorporation of reserves, profits or share premiums

We submit for your approval the authorization given to the Board of Directors to increase the share capital by incorporation of reserves, profits or share premiums within the limit of a nominal amount of €10 million i.e. approximately **14.2% of the share capital** as at the date of the present General Meeting (**23rd resolution**). It will not be possible to use this authorization during a take-over bid.

- Share capital increase in consideration of contributions in kind

The purpose of the **24th resolution** is to authorize the Board of Directors to increase the share capital up to 10% in consideration of contributions in kind made to the Company and consisting of equity securities or securities giving access to the capital.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED FOR THE SHAREHOLDERS' APPROVAL AT THE COMBINED GENERAL MEETING

Ordinary shares or securities giving access to the Company's capital would be issued without preferential subscription right which we ask you to waive. Notwithstanding the legal threshold of 10% of the capital, the capital increased in application of the present delegation shall not exceed the ceiling set forth in the **19th resolution** submitted for your approval at the present meeting, i.e. €9 million. It will not be possible to use this authorization during a take-over bid.

• Issue of securities giving rights to the allocation of debt securities

The purpose of the **29th resolution** is to authorize the Board of Directors to decide the issue of securities giving right to debt securities, inter alia, bonds with warrants giving right to subscribe to bonds or warrants giving right to subscribe to bonds. The

amount of debt securities likely to be issued in the scope of this delegation shall not exceed €1.2 billion or its equivalent in foreign currencies or unit of account, such amount being allocated to the level of €1.2 billion relating to debt securities provided for in the 18th resolution. It will not be possible to use this authorization during a take-over bid.

All these delegations and authorizations, submitted for your approval, would be granted for a 26-month period from the date of the present General Meeting. They would cancel and supersede all the delegations and authorizations previously granted to the same effect.

The use of the financial delegations and authorizations currently in force during fiscal year 2012 is summarized in a table appended hereto.

Stock-options, performance shares and employee shareholding

Employee savings plan

The purpose of the **25th resolution** is to renew the authorization previously granted to the Board of Directors, for **26 months**, to increase the share capital by issuing shares which subscription will be reserved to employees which are members of an employee savings plan (*Plan d'Epargne d'Entreprise* "PEE"), up to a maximum nominal amount of capital increase of €2.5 million, i.e. **3.5% of the share capital**. It will not be possible to use this authorization during a take-over bid.

As of December 31, 2012, the employees held under the PEE 0.04% of the share capital and 0.08% of the voting rights.

The Group remuneration policy includes for some employees a medium-term and/or long-term component (performance shares and/or stock-options) combined with the aim of motivating the most talented employees, who are key to the achievement of strategic objectives for the Group, and sharing the success of the Group.

These programs also aim at developing a feeling of ownership for a significant number of employees while reconciling their interests

with the interests of the Company's shareholders by making them more aware of changes in the stock price, both up and down.

Allocation of stock-options

In the **26th and 27th resolutions**, we propose the shareholders to authorize the Board of Directors to allocate stock-options and performance shares. None of these authorizations may be used during a take-over bid process.

Stock-options and performance shares are allocated on an annual basis, usually in June, after the publication of the financial statements of the preceding fiscal year and out of the periods mentioned in article L.225-177 of the French Commercial Code. The terms and conditions of these allocations are determined by the Board of Directors (which has a majority of independent Directors) upon proposal of the Appointment-Remuneration Committee (the Chairman of the committee as well as a majority of its members are independent Directors).

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED FOR THE SHAREHOLDERS' APPROVAL AT THE COMBINED GENERAL MEETING

Allocation of stock-options to employees of the group (other than the Chief Executive Officer, the Corporate Officers and the other members of the Corporate Committee) (26th resolution)

Duration of the authorization: 26 months;
Limits: 1.32% of the share-capital on the date of which the stock-options are granted without exceeding 0.85% over 12 months.

Terms and conditions of the allocation:

- No discount on the exercise price;
- No possible amendments to the initial terms and conditions of the allocation;
- Validity period of the options: 6 to 8 years
- Options partially vested after 2 years and fully vested after 4 years
- Rights to the options are lost in case of resignation or dismissal for gross or serious misconduct
- Minimum number of beneficiaries: 350

Allocation of stock-options to the Chief Executive Officer, the Corporate Officers and the two other members of the Corporate Committee (27th resolution)

- Duration of the authorization: 26 months;
- Cap: 0.68% of the share-capital on the date of which the stock-options are granted without exceeding 0.43% over 12 months;
- Specific cap imposed upon the allocation to the Chief Executive Officer and the two Corporate Officers: these allocations shall not exceed 25% of the allocations implemented pursuant the 26th and 27th resolutions.

Performance conditions:

Stock-options allocated to the Chief Executive Officer, the Corporate Officers and the two other members of the Corporate Committee shall be subject to the following performance conditions:

- The average, over the 60 trading days preceding the date of allocation, of the ratio between the CGG ADS price over the PHLX Oil Service SectorSM (OSXSM) index

shall equal at least two-third of the same average ratio over the same period of 60 trading days 3 years before the vesting date;

- The average, over the 60 trading days preceding the date of allocation, of the ratio between the CGG share price over SBF 120 index shall equal at least two-third of the same average ratio over the same period of 60 trading days 3 years before the vesting date;
- Over the vesting period, the market price of the CGG share shall have increased by 8% on an annual basis;
- The Group results in average over a period of 3 years preceding the vesting date shall reach at least 90% of the average EBITDAS annual targets as determined by the Board of Directors.

These performance conditions are included in the resolution.

Demanding nature of the performance conditions:

The Board of Directors has determined to keep the demanding nature of these conditions that had been reinforced in 2011. Indeed, since 2011, these conditions apply on a cumulative basis and the fulfillment of each of these conditions entitles each beneficiary to receive 25% of their global allocation. In addition, the Board has also kept an ambitious achievement level for each of these conditions.

Other allocation conditions:

The other conditions are identical to those of the allocation to employees, i.e.:

- No discount on the exercise price;
- No possible amendments to the initial terms and conditions of the allocation;
- Validity period of the options: 6 to 8 years;
- Options partially vested after 2 years and fully vested after 4 years;
- Rights to the options are lost in case of resignation or dismissal for gross or serious misconduct.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED FOR THE SHAREHOLDERS' APPROVAL AT THE COMBINED GENERAL MEETING

Key information related the stock option plans in force as at March 31, 2013 as well as the number of beneficiaries concerned by these allocations are detailed in the table below (Appendix 1). The description of allocations of stock-options in favor of executive officers

(*mandataires sociaux*) is detailed in the paragraph 14.2.1 of the management report. As of March 31, 2013, the exercise price for the plans implemented in 2006, 2007, 2008, March 2010 and 2011 exceeds our share market price.

Capital reduction

In the **28th resolution**, we propose the shareholders to authorize the Board of Directors, for **18 months**, to reduce the share capital through the cancellation of shares owned by the Company in connection with its share buy-back program described in details in the 13th resolution.

The modification of the Company's share capital and of the Company's by-laws accordingly by reason of the cancellation of shares may be authorized only by the Extraordinary General Meeting. This authorization, which purpose is to delegate to the Board of Directors the power to reduce the share capital, would cancel and supersede the authorization previously given by the Combined General Meeting of May 4, 2011.

Powers

The **30th resolution** is a standard resolution granting necessary powers to proceed with publication and formalities required by French law after the meeting.

The tables summarizing the financial delegations and authorizations proposed to the shareholders during the General Meeting of May 3, 2013 and the use of those during the 2012 fiscal year are introduced below (Appendix 2).

DRAFT RESOLUTIONS PROPOSED TO THE SHAREHOLDERS

FALLING UNDER THE AUTHORITY OF THE ORDINARY GENERAL MEETING

First resolution

Upon the presentation of the management report of the Board of Directors and the reports of the Statutory Auditors, voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders hereby approve the financial

statements for fiscal year 2012 as they have been presented in the said reports and which show a net profit of €149,612,367.74 as well as all transactions recorded in such financial statements and summarized in such reports.

Second resolution

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders approve the proposal of the Board of Directors and decide to allocate the net profit of €149,612,367.74 for 2012 to the Legal reserve and Carry forward account, which will

amount to €605,177,067.61 after such allocation.

Pursuant to the provisions of article 243bis of the French *Code Général des Impôts*, the General Meeting acknowledges that no dividends were distributed over the last three financial years.

Third resolution

Upon the presentation of the management report of the Board of Directors and the reports of the Statutory Auditors, voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders approve the consolidated

financial statements for 2012 as they have been presented in such reports and which show a net profit of US\$ 91.4 million as well as all transactions recorded in such financial statements and summarized in such reports.

Fourth resolution

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders approve the renewal of the term of office as Director of Mr. Loren CARROLL. Such term of office which would expire at the end of this General

Meeting is renewed for a four-year period and will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2016.

Fifth resolution

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders approve the renewal of the term of office as Director of Mr. Terence YOUNG. Such term of office which would expire at the end of this General

Meeting is renewed for a four-year period and will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2016.

DRAFT RESOLUTIONS PROPOSED TO THE SHAREHOLDERS

Sixth resolution

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders ratify the cooptation as Director of Ms. Agnès LEMARCHAND decided by the Board of Directors on September 21, 2012, in replacement of Mr. David WORK, for the

remainder of the term of office of her predecessor, i.e. until the end of the General Meeting to be held to approve the financial statements for fiscal year ending December 31, 2012.

Seventh resolution

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders approve the renewal of the term of office as Director of Ms. Agnès LEMARCHAND. Such term of office which would expire at the end of this

General Meeting is renewed for a four-year period and will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2016.

Eighth resolution

Voting under the conditions of quorum and majority required for ordinary general meetings, the General Meeting decides to renew the term of office of Ernst & Young, statutory auditor, which expires at the end of the present General Meeting, for a six-year

period. The term of office of Ernst & Young will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2018.

Ninth resolution

Voting under the conditions of quorum and majority required for ordinary general meetings, the General Meeting decides to renew the term of office of Mazars, statutory auditor, which expires at the end of the

present General Meeting, for a six-year period. The term of office of Mazars will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2018.

Tenth resolution

Voting under the conditions of quorum and majority required for ordinary general meetings, the General Meeting decides to renew the term of office of AUDITEX, alternate statutory auditor, which expires at the end of the present General Meeting, for a

six-year period. The term of office of AUDITEX will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2018.

Eleventh resolution

Voting under the conditions of quorum and majority required for ordinary general meetings, the General Meeting decides to renew the term of office of Mr. Patrick de Cambourg, alternate statutory auditor, which expires at the end of the present General

Meeting, for a six-year period. The term of office of Mr. Patrick de Cambourg will expire at the end of the General Meeting to be held to approve the financial statements of the fiscal year ending December 31, 2018.

DRAFT RESOLUTIONS PROPOSED TO THE SHAREHOLDERS

Twelfth resolution

Voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders set the aggregate Directors' fees to be allocated to the Directors of the Company for 2013 fiscal

year at €730,000 (seven hundred thirty thousand euros).

Thirteenth resolution

Upon presentation of the report of the Board of Directors, voting under the conditions of quorum and majority required for ordinary general meetings, the shareholders authorize the Board of Directors, pursuant to article L.225-209 and seq. of the French Commercial Code and to the European Commission regulation N° 2273/2003, with the ability to subdelegate, to purchase, sell and transfer Company shares under the conditions set forth herein under.

These transactions may be carried out at any time but not during a take-over bid process, in accordance with the applicable regulations. The maximum purchase price per share shall be forty €40 (acquisition costs excluded), subject to any adjustments to be made in connection of transactions carried out on the share capital of the Company and/or the par-value of the shares.

In case of increase of capital by incorporation of reserves, issue of performance shares, division or regrouping of par-value of the shares, the above mentioned price shall be adjusted by a multiplying factor equal to the number of shares forming the share capital before the transaction divided by such number after the transaction.

The maximum number of shares that the Company may hold shall not exceed at any time 10 % of the capital. For information only, as of December 31, 2012, the Company held 800,000 treasury shares out of an aggregate amount of the 176,392,225 shares constituting the Company share capital. In such conditions, the maximum amount of shares that the Company could purchase would be 16,839,222 shares, corresponding to a maximum investment of €673,568,880. Notwithstanding the above, pursuant to article L.225-209, paragraph 6,

of the French Commercial Code, the number of shares to be acquired in order to be kept and delivered in the future in payment or exchange in the scope of a merger, demerger or contribution in kind shall not exceed 5% of the share capital.

The objectives of this share purchase program are the following:

- to support liquidity of our shares through a liquidity contract entered into with an investment service provider in compliance with the Code of Practice of the French *Autorité des Marchés Financiers*,
- to deliver shares in the scope of securities giving access, immediately or in the future, to shares by redemption, conversion, exchange, presentation of a warrant or by any other means,
- to deliver, immediately or in the future, shares in exchange in the scope of external growth within the limit of 5% of the share capital,
- to allocate shares to employees and officers of the Company affiliated companies within the meaning of article L.225-180 of the French Commercial Code, especially in the scope of options to purchase shares of the Company,
- to deliver shares for no consideration to employees and senior executive officers, including in the framework of employee shareholding plans. These annual plans would not represent more than 0.21% of the Company's share capital for all employees or more than 0.02% of the Company's share capital for the members of the Corporate Committee (including the senior executive officers). These plans would be subject to cumulative presence and performance conditions evaluated over a three-year period,

DRAFT RESOLUTIONS PROPOSED TO THE SHAREHOLDERS

- cancel the shares through a capital reduction, subject to a decision of, or an authorization, by the extraordinary general meeting.

In accordance with such objectives, the treasury shares so acquired may be either kept, cancelled, sold or transferred. The shares may be acquired, sold or transferred, on one or several occasions, by any means, including by individual agreement or stock market purchase, by an offer to buy, or by block of shares and at any moment, but not during a take-over bid. The maximum amount of share capital that can be purchased or transferred as block of shares can reach the whole amount of this program.

Fourteenth resolution

Upon presentation of the special report of the Statutory Auditors on the agreements falling within the scope of article L.225-38 of the French Commercial Code, voting under the conditions of quorum and majority required

The shareholders grant all necessary powers to the Board of Directors, with ability to sub-delegate, to adjust the price per share and the maximum number of shares to be acquired based on the variation of the number or value of the shares.

This authorization, which supersedes all prior authorizations relating to the purchase of Company shares, cancels and replaces, for its non-used portion, the authorization granted to the Board of Directors by the Annual General Meeting held on May 10, 2012, in its 8th resolution. This authorization shall remain valid until the shareholders decide otherwise and for a maximum period of 18 months from this day.

for ordinary general meetings, shareholders acknowledge the content of this report and approve the financial agreements referred to therein.

Fifteenth resolution

Upon presentation of the special report of the Statutory Auditors on the agreements falling within the scope of article L.225-38 of the French Commercial Code, voting under the conditions of quorum and majority required for ordinary general meetings, shareholders

acknowledge the content of this report and approves the agreements relating to the executive officers' (*mandataires sociaux*) compensation referred to therein.

Sixteenth resolution

Having heard the special report of the Statutory Auditors on the agreements falling within the scope of article L. 225-38 of the French Commercial Code, the General Meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings and pursuant to articles L.225-38 and L.225-42-1 of the French Commercial Code, approves the agreement concluded between the Company and Mr. Jean-Georges MALCOR, Chief Executive Officer of the Company, referred to in the above mentioned report, and relating to the special termination indemnity to be paid to Mr. Jean-Georges MALCOR in case of forced departure relating to a change of control or a change of strategy (the "Triggering Event").

Such indemnity shall be equal to the difference between:

- (a) a gross amount of 200% of the reference annual compensation received by Mr. Jean-Georges MALCOR, i.e. the global amount of the gross fixed compensation paid by the Company to Mr. MALCOR during the twelve-month period preceding the date on which the period of notice ends, to which is added the annual average of the variable compensation paid by the Company to Mr. MALCOR (i) with respect to the fiscal years closed during the thirty-six month-period preceding the date on which this period of notice ends or (ii) over the full years of presence in the Company starting as from January 1, 2010, in case the Triggering Event takes place less than thirty-six months after he joined the Company; and

DRAFT RESOLUTIONS PROPOSED TO THE SHAREHOLDERS

(b) any sum to which Mr. Jean-Georges MALCOR may be entitled as a result of such forced departure, including any sums to be paid further to the application of his non-compete commitment.

The indemnity global amount shall not exceed 200% of the reference annual compensation.

Pursuant to article L.225-42-1 of the French Commercial Code, the payment of the special termination indemnity referred to hereinabove shall remain subject to the achievement of the following performance conditions related to the Company's performance:

- The average, over the 60 trading days preceding the date of departure, of the ratio between the CGG ADS price over the PHLX Oil Service SectorSM (OSXSM) index shall equal at least two-third of the same average ratio assessed over the same period of 60 trading days (i) 4 years before Mr. MALCOR leaves the Group or (ii) as of January 1, 2010 in case Mr. MALCOR leaves the Group before he

reaches a four-year seniority in the Company;

- The average, over the 60 trading days preceding the date of departure, of the ratio between the CGG share price over SBF 120 index shall equal at least two-third of the same average ratio 4 years before or (ii) as of January 1, 2010 in case the Triggering Event takes place before Mr. MALCOR reaches a four-year seniority in the Company;
- The average margin rates of the Group EBITDAS over (i) the 4 years preceding the date of departure or (ii) over a period starting as from January 1, 2010 in case the Triggering Event takes place before Mr. MALCOR reaches a four-year seniority in the Company, shall be at least 25%.

Payment of the full amount of the special termination indemnity is subject to the fulfillment of 2 conditions out of 3. In case only one condition is fulfilled, then Mr. Jean-Georges MALCOR will be entitled to receive only 50% of the said special termination indemnity.

FALLING UNDER THE AUTHORITY OF THE EXTRAORDINARY GENERAL MEETING

Seventeenth resolution

After reviewing the report of the Board of Directors, the General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, decides to change the Company's name to "CGG".

Accordingly, Article 3 of the bylaws of the Company entitled "Corporate name" shall be drafted as follows:

"The Company shall have the corporate name of: CGG"

Eighteenth resolution

After reviewing the report of the Board of Directors and the special report of the Statutory Auditors, the General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, hereby delegates to the Board of Directors, pursuant to articles L.225-129-2, L.228-91 and L.228-92 of the French Commercial Code, its authority to carry out an increase in capital, on one or several occasions, in the proportion and at the time determined by the Board, in France and abroad, subject to the preferential right to subscribe in favor of the holders of existing shares:

- a) by issuing shares in accordance with article 6 of the Company's by-laws;
- b) by issuing securities, giving the right to their holder by any means, immediately or in the future, at the option of the Company and/or the holder, through conversion, exchange, redemption, exercise of warrants or any other means to the transfer in his favor, at any time or upon set dates, to receive equity securities of the Company, outstanding or to be issued at a later date. These securities may be bonds or be associated with the issue of bonds, or even provide for the issue of bonds as intermediate securities.

DRAFT RESOLUTIONS PROPOSED TO THE SHAREHOLDERS

They may be issued in the form of subordinated securities with a fixed or undetermined duration, and may be denominated in Euros, in foreign currencies or in any monetary units determined by reference to several currencies;

c) by implementing (a) and (b) simultaneously.

The General Meeting decides that the nominal aggregate amount of the capital increases which may result either immediately or in the future from the issues authorized and delegated hereby, may not exceed €35 million (i.e. as of the date of this general meeting, 50% of the share capital, corresponding to the issue of 87,500,000 new ordinary shares) to which will be added, as the case may be, any additional number of shares to be issued in accordance with laws, regulations or, as the case may be, contractual provisions, in order to protect the rights of holders of the securities granting access to shares of the Company. It is specified that the aggregate amount of debt securities that may be issued pursuant to this resolution shall not exceed one €1.2 billion or its equivalent in any other currency or monetary unit determined by reference to several foreign currencies on the date of issue.

The General Meeting decides that the issue price of said securities will be paid up either in cash or by means of an offset with certain, due and payable receivables or, in whole or in part, by capitalization of reserves, profits or issue premium. However, in the event of the issue of securities represented by warrants, the said issue may take place either through an offer to subscribe under the foregoing conditions or through a free allocation of such warrants to the holders of existing shares.

Holders of existing shares, at the time of the issue of securities referred to in (a) and (b) above, shall have an irreducible preferential right to subscribe for the new securities so issued, in proportion to the number of shares they then own, the Board of Directors shall set on the occasion of each issue pursuant to the applicable statutory provisions, the conditions and limits under which the shareholders may exercise their irreducible right to subscribe.

The Board of Directors may institute for the benefit of the shareholders a reducible right to subscribe, proportional to their rights and within the limits of their request.

If the irreducible rights to subscribe and, where appropriate, the reducible rights to subscribe, do not cover the whole of an issue of shares and securities, the Board of Directors may decide to offer all or part of them in a public offering.

As the case may be, the issue of securities giving access to the share capital of the Company includes as of right, in favor of the subscribers to securities, the waiver by the holders of existing shares of their preferential right to subscribe to securities representing a share of the capital to which the said securities will give immediate or deferred access.

The extraordinary general meeting authorizes the Board of Directors to charge the expenses relating to the capital increases to the issue premium of such capital increases and to deduct from such premiums the amounts necessary to raise the legal capital reserve to the statutory one tenth of the new stated capital after each capital increase.

The present authorization, which supersedes all prior authorizations relating to the issue, with preferential subscription rights, of shares and/or securities, granting their holders an immediate or deferred access to a portion of the share capital of the Company, cancels and replaces, for its non-used portion, the authorization granted to the Board by the Combined General Meeting held on May 4, 2011 in its 13th resolution. This authorization shall remain valid for a period of 26 months from the date of this Meeting.

DRAFT RESOLUTIONS PROPOSED TO THE SHAREHOLDERS

Nineteenth resolution

After reviewing the report of the Board of Directors and the special report of the Statutory Auditors, the General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, hereby delegates to the Board of Directors, pursuant to articles L.225-129-2, L.225-135, L.225-136, L.228-91 and L.228-92 of the French Commercial Code, its authority to decide and to carry out, on one or several occasions, in proportion and time period determined by the Board, in France and abroad, without preferential subscription rights, increase in capital through the issue of securities through a public offer.

These securities may be issued in the form of:

- a) new shares in accordance with article 6 of the Company's by-laws;
- b) by issuing securities, giving the right to their holder by any means, immediately or in the future, at the option of the Company and/or the holder, through conversion, exchange, redemption, exercise of warrants or any other means to the transfer in his favor, at any time or upon set dates, to receive equity securities of the Company, outstanding or to be issued at a later date, by public offer (i.e. any offer including a public offer). These securities may be bonds or be associated with the issue of bonds, or even provide for the issue of bonds as intermediate securities and the subscription of these securities will be paid up either in cash or by an offset with receivables). They may be issued in the form of subordinated securities with a fixed or undetermined duration, and may be denominated in Euros, in foreign currencies or in any monetary units determined by reference to several currencies;
- c) by implementing a) and b) simultaneously.

Those securities may be issued in order to compensate shares in the course of a public offer of exchange which concerns shares conforming to the conditions specified under article L.225-148 of the French Commercial Code and within the limits set forth by this resolution.

The General Meeting decides that the nominal amount of the capital increases which may result either immediately or in the future from the issues authorized and delegated hereby, may not exceed €9 million (i.e. as of the date of this General Meeting, 12.5% of the share capital corresponding to the issue of 22,500,000 new ordinary shares) such amount being included into the aggregate amount as determined for general increase in capital pursuant to the 18th resolution, to which will be added, as the case may be, any additional number of shares to be issued in order to protect, in accordance with the laws, regulations or, as the case may be, contractual provisions, the rights of holders of the securities granting access to shares of the Company. It is specified that the aggregate amount of debt securities that may be issued pursuant to this resolution shall not exceed €360 million or its equivalent in any other currency or monetary unit determined by reference to several foreign currencies on the date of issue, such amount being included into the aggregate amount relating to debt securities, as determined in the 18th resolution.

The General Meeting decides that:

- a) the issue price of the shares shall be determined pursuant to article L.225-136 1°, first paragraph and article R.225-119 of the French Commercial Code;
- b) the issue price of securities giving access to share capital, will be such that the sum received immediately by the Company, increased, if relevant, by the sum it is likely to receive subsequently, is, for each equity security issued as a result of the issue of these securities, at least equal to the issue price defined in paragraph a) above.

Pursuant to article L.225-135 of the French Commercial Code, the Board of Directors may grant a priority subscription period to shareholders to subscribe to the securities, for which the Board of Directors will determine the terms and conditions of exercise, without giving rise to the creation of negotiable rights.

DRAFT RESOLUTIONS PROPOSED TO THE SHAREHOLDERS

As the case may be, the issue of securities giving access to the share capital includes as of right, in favor of the subscribers to securities, the waiver by the holders of existing shares of their preferential right to subscribe to securities representing a share of the capital to which the said securities will give immediate or deferred access.

The extraordinary general meeting authorizes the Board of Directors to charge the expenses relating to the capital increases to the issue premium of such capital increases and to deduct from such premiums the amounts necessary to raise the legal capital reserve to the statutory one tenth of the new stated capital after each capital increase.

The present authorization, which supersedes all prior authorizations relating to the issue, without preferential subscription rights, of shares and/or securities granting their holders an immediate or deferred access to a portion of the share capital of the Company through a public offer, cancels and replaces, for its non-used portion, the authorization granted to the Board by the Combined General Meeting held on May, 2011, in its 14th resolution. This authorization shall remain valid for a period of 26 months from the date of the present Meeting.

Twentieth resolution

After reviewing the report of the Board of Directors and the special report of the Statutory Auditors, the General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, hereby delegates to the Board of Directors, pursuant to the French Commercial Code provisions, including its articles L.225-129-2, L.225-135, L.225-136, and L.228-92, and article L.411-2.-II of the French Monetary-Financial Code, its authority to decide and to carry out, on one or several occasions, in proportion and time period determined by the Board, in France and abroad, increase in capital through the issue of securities exclusively made by an offer mentioned in article L.411-2.-II of the French Monetary-Financial Code and decides to suppress the shareholders' preferential subscription rights to those securities.

These securities may be issued in the form of:

- a) new shares in accordance with article 6 of the Company's by-laws;
- b) by issuing securities, giving the right to their holder by any means, immediately or in the future, at the option of the Company and/or the holder, through conversion, exchange, redemption, exercise of warrants or any other means to the transfer in his favor, at any time or upon set dates, to receive equity securities of the Company, outstanding or to be issued

at a later date. These securities may be bonds or be associated with the issue of bonds, or even provide for the issue of bonds as intermediate securities and the subscription of these securities may be operated either in cash or by an offset of receivables. They may be issued in the form of subordinated securities with a fixed or undetermined duration, and may be denominated in Euros, in foreign currencies or in any monetary units determined by reference to several currencies;

- c) by implementing a) and b) simultaneously.

The General Meeting decides that the nominal amount of the capital increases which may result either immediately or in the future from the issues authorized and delegated hereby and those mentioned in the 19th resolution, may not exceed €9 million (i.e. as of the date of this general meeting, 12.5% of the share capital corresponding to the issue of 22,500,000 new ordinary shares) such amount being included into the amount as determined for general increase in capital pursuant to the 18th and 19th resolutions, to which will be added, as the case may be, any additional number of shares to be issued in order to protect, in accordance with the laws, regulations or, if necessary, contractual provisions, the rights of holders of the securities granting access to shares of the Company.

DRAFT RESOLUTIONS PROPOSED TO THE SHAREHOLDERS

It is specified that the aggregate amount of debt securities that may be issued pursuant to this resolution shall not exceed €360 million or its equivalent in any other currency or monetary unit determined by reference to several foreign currencies on the date of issue, such amount being included into the maximum amounts relating to debt securities, as determined in the 18th and 19th resolutions.

The General Meeting decides that:

- a) the issue price of the shares shall be determined pursuant to article L.225-136 1°, first paragraph and article R.225-119 of the French Commercial Code;
- b) the issue price of securities giving access to share capital, will be such that the sum received immediately by the Company, increased, if relevant, by the sum it is likely to receive subsequently, is, for each equity security issued as a result of the issue of these securities, at least equal to the issue price defined in paragraph a) above.

Pursuant to article L.225-135 of the French Commercial Code, the Board of Directors may grant a priority subscription period to shareholders to subscribe to the securities, for which the Board of Directors will determine the terms and conditions of

exercise, without giving rise to the creation of negotiable rights.

As the case may be, the issue of securities giving access to the share capital includes as of right, in favor of the subscribers to securities, the waiver by the holders of existing shares of their preferential right to subscribe to securities representing a share of the capital to which the said securities will give immediate or deferred access.

The extraordinary general meeting authorizes the Board of Directors to charge the expenses relating to the capital increases to the issue premium of such capital increases and to deduct from such premiums the amounts necessary to raise the legal capital reserve to the statutory one tenth of the new stated capital after each capital increase.

The present authorization, which supersedes all prior authorizations relating to the issue, without preferential subscription rights, of shares and/or securities granting their holders an immediate or deferred access to a portion of the share capital of the Company by private placement, cancels and replaces, for its non-used portion, the authorization granted to the Board by the Combined General Meeting held on May 4, 2011, in its 15th resolution. This authorization shall remain valid for a period of 26 months from the date of the present Meeting.

Twenty-first resolution

The General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, pursuant to article L 225-136 1°, second paragraph of the French Commercial Code, hereby authorizes the Board of Directors for each capital increase by public offering or private placement decided pursuant to the 19th and 20th resolutions to determine the issue price, within an annual limit of 10% of the share capital at the time of the issue (it being specified that this limit will be determined at any time after this meeting), which shall not be less than the volume-weighted average quoted price of the share on Euronext Paris SA over the trading day preceding the determination of the issue price less a maximum discount of 5%.

The issue price of any security giving access to the share capital shall be determined so as to ensure that any sum received immediately by the Company increased, as the case may be, by any sum that the Company may perceive subsequently, be at least equal to the share price issue defined hereinabove, for any share issued as a consequence of the issue of such securities.

The amount of such capital increase shall be included into the maximum amount set forth by the 19th and 20th resolutions and the maximum aggregate amount set forth by the 18th resolution.

DRAFT RESOLUTIONS PROPOSED TO THE SHAREHOLDERS

The present authorization, which supersedes all prior authorizations relating to the determination of the issue price in case of issue without any preferential right by public offer or private placement, cancels and

replaces the authorization granted to the Board by the Combined General Meeting held on May 4, 2011, in its 16th resolution. This authorization shall remain valid for a period of 26 months from the date of this Meeting.

Twenty-second resolution

The General Meeting deciding under the quorum and majority requirements for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors, resolves that, for each issue carried out pursuant to the 18th, 19th and 20th resolutions, the Board of Directors shall be entitled, as the case may be, within the limits applicable to each of these resolutions, to increase the number of shares for each issue within 30 days from the date of the closing date of the subscription period within the limit of 12.5% of the initial issue and at the same issue price as for the initial issue.

The present authorization, which supersedes all prior authorizations relating to the increase of the number of shares issued pursuant to the 18th, 19th and 20th resolutions, cancels and replaces the authorization granted to the Board by the Combined General Meeting held on May 4, 2011, in its 17th resolution. This authorization shall remain valid for a period of 26 months from the date of this Meeting.

Twenty-third resolution

The General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors, pursuant to article L.225-130 the French Commercial Code:

1. Delegates to the Board of Directors the authority its authority to carry out, on one or several occasions, in proportion and time period determined by the Board by incorporation of reserves, profits of issue premiums through the issue of shares for no consideration and/or increase of the par value of the existing shares;
2. Resolves that the amount of such capital increase shall not exceed a nominal value of €10 million or its equivalent, it being specified that such amount is included into the aggregate maximum amount of €35 million referred to in the 18th resolution;

3. Resolves that in the case of an increase in capital through the issue of performance shares and pursuant to article L.225-130 of the French Commercial Code, the Board of Directors shall be entitled to decide that the fractioned allocation rights will not be negotiable and that the corresponding shares will be sold, the proceeds of such sale being allocated to the beneficiaries of such rights pursuant as provided by the law.

The present delegation, which supersedes all prior delegations relating to the increase of share capital by incorporation of reserves, profits or share premiums, cancels and replaces the authorization granted to the Board by the Combined General Meeting held on May 4, 2011, in its 18th resolution. This authorization shall remain valid for a period of 26 months from the date of this Meeting.

DRAFT RESOLUTIONS PROPOSED TO THE SHAREHOLDERS

Twenty-fourth resolution

The General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors and the special report of the auditors, pursuant to article L. 225-147 of the French Commercial Code:

1. Authorizes the Board of Directors, upon review of the report of the independent appraiser, to increase, on one or several occasions, the share capital in consideration of contributions in kind made to the Company and consisting of shares or securities giving access to share capital;
2. Resolves that the aggregate nominal value of the ordinary shares that could be issued pursuant to such authorization shall not exceed 10% of the existing share capital at the time of the capital increase;
3. Notes that the current authorization includes the waiver by the holders of existing shares of their preferential right to subscribe to shares or securities giving

access to the issued capital in consideration of contributions in kind;

4. Resolves that the amount of the capital increases carried out pursuant to this resolution shall be included into the aggregate amount determined by the 19th resolution;
5. Grants full power grants full powers to the Board of Directors, with the authority to sub-delegate such powers according to the applicable law under terms provided for by law, to implement, on one or several occasions, the authorization granted hereby.

The present authorization, which supersedes all prior authorizations relating to the increase of share capital in consideration of contributions in kind, cancels and replaces the authorization granted to the Board by the Combined General Meeting held on May 4, 2011, in its 19th resolution. This authorization shall remain valid for a period of 26 months from the date of this Meeting.

Twenty-fifth resolution

After reviewing the report of the Board of Directors and the special report of the Statutory Auditors, the General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, and pursuant to article L.3332-1 and seq. of the French Labor Code and articles L.225-129-2 and L.225-138-1 of the French Commercial Code:

1. Delegates its authority to the Board of Directors, for a period of twenty-six months, to carry out, on one or several occasions, on its own initiative, capital increases within a limit of a maximum nominal value of €2.5 million not taking into account any adjustment that may be necessary in accordance with the law, such amount being included into the aggregate amount set forth in the eighteenth resolution, through the issue of shares or other securities with deferred access to the share capital, to which the subscription will be reserved to those members of the Company Savings Plan of the Company and of French or foreign

companies of the Group who furthermore fulfill the conditions set out by the Board of Directors, in accordance with the law;

2. Decides that the Board of Directors shall be entitled to grant performance shares or other free securities giving access to the share capital, provided that the total advantage resulting therefrom and, as the case may be, from the discount on the share subscription price, shall not exceed the limits provided for by the statutory and legal provisions;
3. Decides that the issue price for the new shares and for the securities with deferred access to the share capital will be set by the Board of Directors in accordance with statutory and legal provisions;
4. Decides that the characteristics of the securities with deferred access to the share capital will be determined by the Board of Directors in accordance with the law;

DRAFT RESOLUTIONS PROPOSED TO THE SHAREHOLDERS

5. Decides to waive the preferential rights of the shareholders to subscribe to newly issued shares in favor of the members of the Company Savings Plan;
6. Decides in the event of capital increases performed in accordance with the delegations granted to the Board of Directors by this General Meeting under the 18th and 19th resolutions and except when such increase result from the prior issue of securities giving access to a portion of the share capital, that the Board of Directors shall have to deliberate on the opportunity to perform a capital increase reserved to the employees mentioned under point 1 above and under the terms and conditions mentioned in the article L.3332-18 of the French Labor Code, up to a nominal amount of €2.5 million, such amount being included into the aggregate global amount set forth by the 18th resolution.

The General Meeting grants all powers to the Board of Directors to implement the present delegation of powers and authority and in particular to grant deferred payment of shares and as the case may be, for the securities with deferred access to the share capital, set the modalities and conditions of the operations and set the dates and terms of the issues which will be carried out by virtue of the present authorization, set the opening and

closing dates for the subscriptions, the dates at which shares will give right to dividends, the terms for full payment of shares and other securities with deferred access to the share capital, request the admission and listing of securities on such markets as it may decide to record the effectiveness of the capital increases for the number of shares which will actually be subscribed, to carry out, either directly or by proxy, all operations and administrative formalities relating to the capital increases and, at its sole discretion and if it deems appropriate, to charge the expenses related to the capital increases to the amount of issue premiums pertaining to these capital increases and to deduct from this amount the sums required to raise the legal capital reserve to one tenth of the new capital after each increase.

The present delegation, which supersedes all prior delegations relating to the increase of share capital by issue of shares or securities giving access to the share capital of the Company, to the members of a Company Savings Plan ("*Plan d'Epargne Entreprise*"), cancels and replaces the authorization granted to the Board by the Combined General Meeting held on May 4, 2011, in its 20th resolution. This authorization shall remain valid for a period of 26 months from the date of this Meeting.

Twenty-sixth resolution

After reviewing the report of the Board of Directors and the special report of the Statutory Auditors, the General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, and pursuant to articles L.225-177 and seq. of the French Commercial Code:

1. Authorizes the Board of Directors to allocate, on one or more occasions, to the Company's employees and to employees of the companies affiliated to the Company within the meaning of article L.225-180 of the French Commercial Code (excluding the Chief Executive Officer and the other members of the Corporate Committee), or certain categories among them, options to subscribe new shares to be issued by the Company through share capital increases or to purchase existing shares of the

Company resulting from repurchases carried out by the Company in accordance with legal provisions;

2. Resolves that the options that may be allocated by the Board of Directors pursuant to this authorization may not give the right to purchase or subscribe a total number of shares greater than 1.32% of the share capital at the date on which the Board of Directors decides to allocate such options, and without exceeding 0.85% of the share-capital over a twelve-month period, it being specified that (i) these amounts do not take into account the adjustments that may be carried out in accordance with legislative and regulatory provisions and that (ii) these amounts will not be included in the global amount set forth in the 18th resolution;

DRAFT RESOLUTIONS PROPOSED TO THE SHAREHOLDERS

3. Resolves that the subscription or purchase price, as the case may be, will be set by the Board of Directors without any discount, according to the terms and within the limits authorized by the legislation in force on the day on which the options are allocated;
4. Resolves that the validity of the options will range from 6 to 8 years from the date of their allocation by the Board of Directors;
5. Resolves that the options will vest partially after 2 years and fully after 4 years;
6. Acknowledges that the present authorization includes as of right, in favor of the beneficiaries of the options to subscribe to new shares, the waiver by the shareholders of their preferential right to subscribe to shares which will be issued as the options are exercised;
7. Resolves that the beneficiaries' right over the options will be lost in the event of resignation or dismissal for wrongful or gross misconduct (*faute grave* or *faute lourde*);
8. Resolves that the initial conditions of allocation may not be amended afterwards;
9. Grants full powers to the Board of Directors, with the authority to sub-delegate within the conditions provided for by applicable law, to implement the present authorization, to decide, in particular, on the date or dates of

implementation and the terms and conditions under which the options are allocated and exercised, to proceed with the necessary adjustments in the event of financial operations being conducted after the allocation of options, to temporarily suspend the exercise of the options in the event of financial operations being conducted which involve a separation of a right, to allocate, if it deems it appropriate, the expenses related to the capital increases to the amount of issue premiums pertaining to these capital increases and deduct from this amount the amount required to raise the legal capital reserve to one tenth of the new capital after each increase, to record consecutive increases in share capital, to request the admission to listing of securities on such regulated markets as it may decide, to amend the by-laws accordingly with respect to the amount of capital and the number of shares which represent it.

In accordance with the provisions of Article L.225-184 of the French Commercial Code, each year the Board of Directors will inform the General Meeting of the transactions carried out pursuant to the present resolution.

The present authorization cancels and replaces, for its non-used portion, the authorization granted to the Board by the Combined General Meeting held on May 4, 2011 in its 21st resolution. This authorization is valid for a period of 26 months from the date of this Meeting.

Twenty-seventh resolution

After reviewing the report of the Board of Directors and the special report of the Statutory Auditors, the General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, and pursuant to articles L.225-177 and seq. of the French Commercial Code:

1. Authorizes the Board of Directors to allocate, on one or more occasions, to the Senior Executive Officers (Chief Executive Officer and Corporate Officers)

and to the other members of the Corporate Committee of the Company, options to subscribe new shares to be issued by the Company through share capital increases or to purchase existing shares of the Company resulting from repurchases carried out by the Company in accordance with legal provisions;

DRAFT RESOLUTIONS PROPOSED TO THE SHAREHOLDERS

2. Resolves that the options that may be allocated by the Board of Directors pursuant to this authorization may not give the right to purchase or subscribe a total number of shares greater than 0.68% of the share capital at the date on which the Board of Directors decides to allocate such options, and without exceeding 0.43% of the share-capital over a twelve-month period, it being specified that (i) these amounts do not take into account the adjustments that may be carried out in accordance with legislative and regulatory provisions and that (ii) these amounts will not be included in the global amount set forth in the 18th resolution.

For the Senior Executive Officers, the options granted pursuant to this resolution will not exceed 25% of the total number of options which may be allocated under the 26th and 27th resolutions.

3. Resolves that the subscription or purchase price, as the case may be, will be set by the Board of Directors without any discount, according to the terms and within the limits authorized by the legislation in force on the day on which the options are allocated;

4. The final allocation of the options will be subject to the fulfillment of the conditions described below:

- The average, over the 60 trading days preceding the date of allocation, of the ratio between the CGG ADS price over the PHLX Oil Service SectorSM (OSXSM) index shall equal at least two-third of the same average ratio over the same period of 60 trading days 3 years before the vesting date;
- The average, over the 60 trading days preceding the date of allocation, of the ratio between the CGG share price over SBF 120 index shall equal at least two-third of the same average ratio over the same period of 60 trading days 3 years before the vesting date;
- Over the vesting period, the market price of the CGG share shall have increased at least by 8% on an annual basis;
- The Group results in average over a period of 3 years preceding the vesting date shall reach at least 90% of the average EBITDAS annual targets as determined by the Board of Directors;

5. Resolves that the validity of the options will range from 6 to 8 years from the date of their allocation by the Board of Directors;

6. Resolves that the options will vest partially after 2 years and fully after 4 years;

7. Acknowledges that the present authorization includes as of right, in favor of the beneficiaries of the options to subscribe to new shares, the waiver by the shareholders of their preferential right to subscribe to shares which will be issued as the options are exercised;

8. Resolves that the beneficiaries' right over the options will be lost in the event of resignation or dismissal for wrongful or gross misconduct (*faute grave* or *faute lourde*);

9. Resolves that the initial conditions of allocation may not be amended afterwards;

10. Grants full powers to the Board of Directors, with the authority to sub-delegate within the conditions provided for by applicable law, to implement the present authorization, to decide, in particular, on the date or dates of implementation and the terms and conditions under which the options are allocated and exercised, to proceed with the necessary adjustments in the event of financial operations being conducted after the allocation of options, to temporarily suspend the exercise of the options in the event of financial operations being conducted which involve a separation of a right, to allocate, if it deems it appropriate, the expenses related to the capital increases to the amount of issue premiums pertaining to these capital increases and deduct from this amount the amount required to raise the legal capital reserve to one tenth of the new capital after each increase, to record consecutive increases in share capital, to request the admission to listing of securities on such regulated markets as it may decide, to amend the by-laws accordingly with respect to the amount of capital and the number of shares which represent it.

DRAFT RESOLUTIONS PROPOSED TO THE SHAREHOLDERS

In accordance with the provisions of Article L.225-184 of the French Commercial Code, each year the Board of Directors will inform the General Meeting of the transactions carried out pursuant to the present resolution.

The present authorization cancels and replaces, for its non-used portion, the authorization granted to the Board by the Combined General Meeting held on May 4, 2011, in its 22nd resolution. This authorization is valid for a period of 26 months from the date of this Meeting.

Twenty-eighth resolution

After reviewing the report of the Board of Directors and the special report of the Statutory Auditors the General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, authorizes the Board of Directors to reduce the share capital, on one or several occasions, in proportion and at time period determined by the Board, by canceling any quantity of treasury shares as it may decide within the limits set forth by law, according to articles L.225-209 and seq. of the French Commercial Code.

The maximum number of shares that may be cancelled over a twenty-four-month period is 10% of the shares forming the share capital of the Company, being specified that such limit applies to the amount of the share capital as it may have been adjusted after this general meeting in consideration of

transactions carried out on such share capital.

The General Meeting grants all powers to the Board of Directors, with faculty to sub-delegate, to carry out any and all cancellation of shares and reduction of share capital pursuant to this authorization, modify accordingly the by-laws and carry out all formalities.

The present authorization, which supersedes all prior authorizations relating to the reduction of share capital by cancelling shares purchased by the Company, cancels and replaces the authorization granted to the Board by the Combined General Meeting held on May 4, 2011, in its 25th resolution. This authorization is valid for a period of 18 months from the date of this Meeting.

Twenty-ninth resolution

The General Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, and pursuant to articles L.225-129-2 and L.228-92 of the French Commercial Code:

1. Delegates to the Board of Directors the authority to issue, on one or several occasions, in France or abroad, in euros, foreign currencies or any other monetary units determined by reference to foreign currencies, securities entitling their holders to receive debt securities, in particular bonds with a warrant for a bond's subscription or warrants to subscribe bonds,

2. Resolves moreover that the amount of debt securities that may be issued in the scope of this delegation shall not exceed €1.2 billion or its equivalent in foreign currencies, or monetary units, such amount being included on the €1.2 billion aggregate ceiling set forth in the 18th resolution in relation to debt securities. The Board of Directors shall notably determine the issue price, the interest rate, variable or fixed, of the debt securities, the payment dates, the conditions under which such securities will be redeemed, with or without premium and the conditions of their early redemption according to market conditions.

DRAFT RESOLUTIONS PROPOSED TO THE SHAREHOLDERS

The present delegation, which supersedes all priori delegations relating to the issue of securities giving rights to receive debt securities, cancels and replaces the authorization granted to the Board by the

Combined General Meeting held on May 4, 2011, in its 26th resolution. This authorization shall remain valid for a period of 26 months from the date of this Meeting.

Thirtieth resolution

The General Meeting grants full powers to bearers of a copy or an extract of these minutes to fulfil all legal registration or publicity formalities.

REQUEST FOR ADDITIONAL DOCUMENTS AND INFORMATION

REQUEST FOR ADDITIONAL DOCUMENTATION
To be sent to CGG Veritas
Legal Department
Tour Maine Montparnasse – 33 avenue du Maine
75015 PARIS

I, the undersigned:

(Name & Surname)

(Address)

Owner of _____ share(s):

- under registered form,
- under the bearer form or under the registered form but through an accredited financial intermediary¹ _____

Hereby request the Company **CGG VERITAS** to send me, in view of the Combined General Meeting of Shareholders to be held on May 3, 2013, the documents listed in section R.225-83 of the French Commercial code.

These documents are also available on the Company's website (www.cgg.com).

In _____, on __ / __ / 2013

NOTA : "In accordance with the provisions of paragraph 3 of article R.225-88 of the French Commercial Code, any registered Shareholder may, by a single request, obtain from the Company the documents referred to in article R.225-83 of said Code on the occasion of each of the Meetings to be held after the abovementioned Meeting. "

¹ Indication of the bank, the financial institution or the on-line broker, etc. account-keeper (the shareholder has to attest of such quality by sending a statement of holdings delivered by the authorized financial intermediary).

PRACTICAL INFORMATION – ACCESS MAP

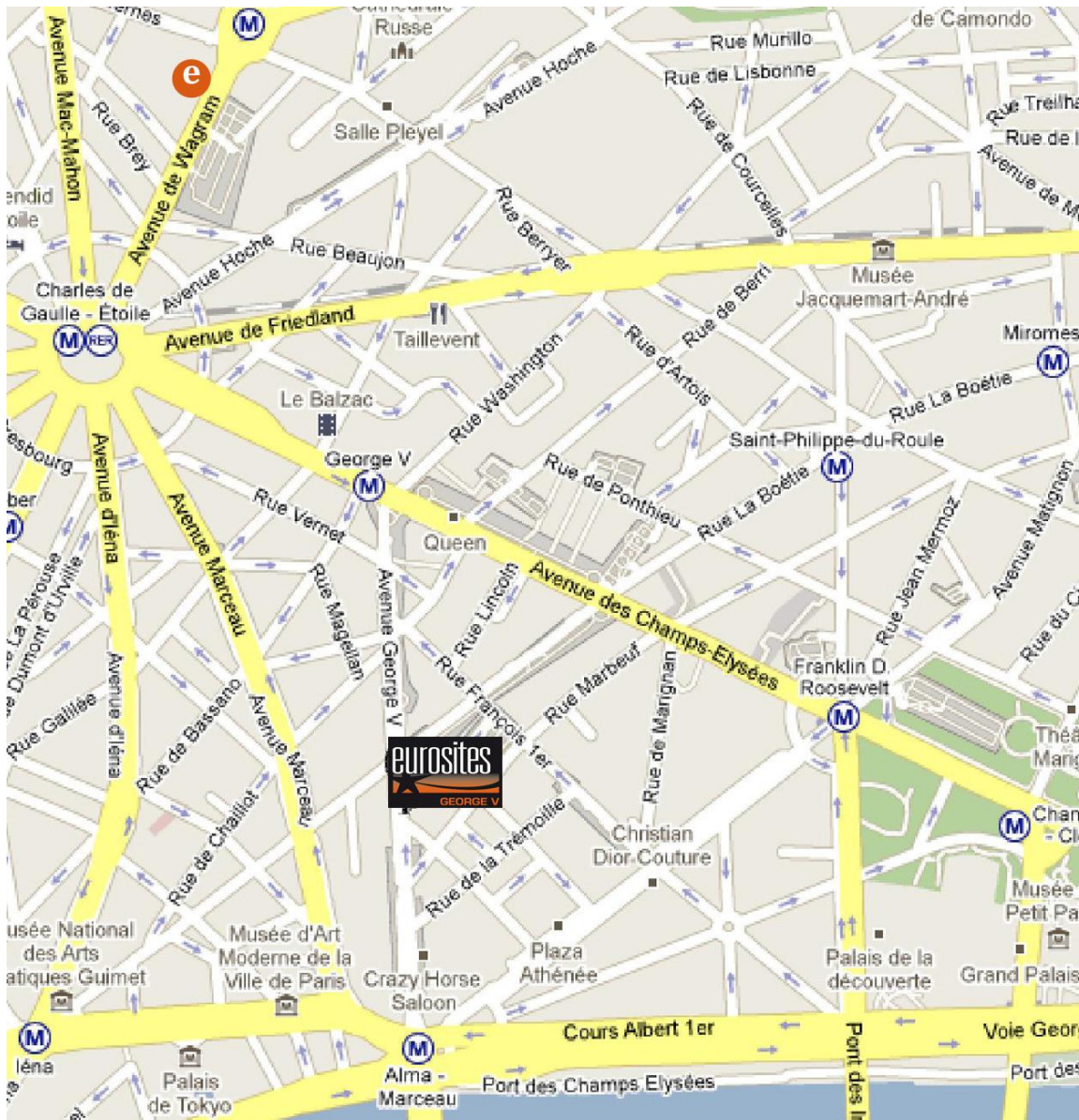
To go to the Auditorium of Centre Eurosites George V

Address: **28 avenue Georges V, Paris 8^{ème}**

By public transportation:

- * Metro 1, *George V* station / Metro 9, *Alma Marceau* station
- * Bus 32, 42, 63, 72, 73, 80 and 92

By car: Parking *Vinci Champs Elysées* and *Alma Marceau George V*



PRACTICAL INFORMATION – ACCESS MAP

To get additional information

You can be provided with any document relating to the Combined General Meeting of Shareholders:

- * On the Company's website: www.cgg.com
- * At the Company's registered office: CGGVeritas, Legal Department, Tour Maine Montparnasse, 33 avenue du Maine, 75015 Paris
- * By the Company's Investors Relations' Department:
 - o By email: invrelparis@cgg.com
 - o By phone: +33.1.64.47.38.31

Notice & Information Brochure – Combined General Meeting – 2013

APPENDIX 1: STOCK-OPTIONS PLANS IN FORCE AS OF MARCH 31, 2013

	2006 Plan	2007 Plan	2008 Plan	2009 Plan	2010 Plans			2011 plan	2012 plan	Total
Date of the Board of Directors' meeting	05/11/2006	03/23/2007	03/14/2008	03/16/2009	01/06/2010	03/22/2010	10/21/2010	03/24/2011	06/26/2012	
Number of beneficiaries	171	145	130	149	1	339	3	366	413	
Total number of shares ⁽¹⁾ that can be subscribed,	1,012,500	1,308,750	1,188,500	1,327,000	220,000	1,548,150	120,000	1,164,363	1,410,625	9,299,888
Out of which the number can be exercised by:										
<i>Executive Officers :</i>										
<i>Robert Brunck</i>	150,000	200,000	200,000	200,000	0	200,000	0	66,667	0	1,016,667
<i>Jean-Georges Malcor</i>	—	—	—	—	220,000	162,500	0	133,333	200,000	715,833
<i>Stéphane-Paul Frydman</i>	50,000	50,000	40,000	40,000	—	60,000	—	45,000	100,000	385,000
<i>Pascal Rouiller</i>	50,000	50,000	40,000	40,000	—	60,000	—	45,000	100,000	385,000
Start date of options exercise	05/12/2007	03/24/2008	03/15/2009	03/17/2010	01/07/2010	03/23/2011	10/22/2011	03/25/2012	06/26/2014	
Expiration date	05/15/2011	03/23/2015	03/14/2016	03/16/2017	01/06/2018	03/22/2018	10/21/2018	03/24/2019	06/26/2020	
Subscription price (in €) ^{(1)(2) (4)}	26.26	30.4	32.57	8.82	14.71	19.44	16.887	24,21	17,84	
Exercise rules (when the plan provides for several batches of options)	- Options accrue rights by fourth every year during the first four years; - prohibition to sell or transfer shares before May 12, 2010.	- Options accrue rights by third every year during the first three years; - prohibition to sell or transfer his shares before March 24, 2011 for French tax residents.	- Options accrue rights by third every year during the first three years; - prohibition to sell or transfer his shares before March 15, 2012 for French tax residents.	- Options accrue rights by third every year during the first three years; - prohibition to sell or transfer his shares before March 17, 2013 for French tax residents.	- Options accrue rights by half immediately and by fourth every year during the two following years; - prohibition to sell or transfer his shares before January 7, 2014.	- Options accrue rights by third every year during the first three years; - prohibition to sell or transfer his shares before March 23, 2014 for French tax residents.	- Options accrue rights by third every year during the first three years; - prohibition to sell or transfer his shares before October 21, 2014 for French tax residents.	- Options accrue rights by third every year during the first three years; - prohibition to sell or transfer his shares before March 24, 2011 for French tax residents.	- Options accrue rights in three batches (50% after 2 years, 25% after 3 years and 25% after 4 years) - prohibition to sell or transfer his shares before June 26, 2016 for French tax residents.	
Number of shares subscribed as at March 31, 2013 ⁽³⁾	2,500	2,000	0	391,922	0	38,382	0	0	0	434,804
Cumulated number of stock-options which were cancelled or lapsed ⁽³⁾	15,861	93,050	124,160	89,675	0	101,939	0	71,682	825	497,192
Remaining stock-options as at March 31, 2013 ⁽⁴⁾	1,001,048	1,221,425	1,120,226	889,067	231,538	1,426,223	126,291	1,150,227	1,483,484	8,649,479
Out of which the remaining number is held by:										
<i>Executive officers</i>										
<i>Robert Brunck</i>	157,864	210,490	210,489	189,429	—	210,493	—	70,165	0	1,048,930
<i>Jean-Georges Malcor</i>	—	—	—	—	231,538	171,026	—	140,329	210,484	753,377
<i>Stéphane-Paul Frydman</i>	52,622	52,623	42,098	37,072	—	63,149	—	47,361	105,243	400,168
<i>Pascal Rouiller</i>	52,622	52,623	42,098	0	—	63,149	—	47,361	105,243	363,096

⁽¹⁾ Considering the adjustments done further to the five-for-one stock split effective as of June 3, 2008.

⁽²⁾ The subscription price corresponds to the average of the opening share prices of the share on the last twenty trading days prior to the meeting of the Board of Directors granting the options.

⁽³⁾ Without taking into account the various adjustments that have occurred after the implementation of the plans.

⁽⁴⁾ Considering the adjustments done further to the capital increase of October 23, 2012.

APPENDIX 2: SUMMARY OF THE FINANCIAL DELEGATIONS AND AUTHORIZATIONS SUBMITTED FOR SHAREHOLDERS' APPROVAL AT THE COMBINED GENERAL MEETING OF MAY 3, 2013 AND USE OF THOSE IN FORCE DURING THE 2012 FISCAL YEAR

Share capital increases

	Authorizations in force during 2012 fiscal year				Authorizations submitted for shareholders' approval at the General Meeting of May 3, 2013		
	Resolution number - GM	Period	Maximum authorized amount	Use of the authorization in 2012	Resolution number	Period	Maximum amount
Increase of share capital through the issue of shares, or any other securities giving access to the share capital, with preferential subscription rights in favor of holders of existing shares	13 th - 2011 ⁽²⁾	26 months	€ 30 million ⁽¹⁾	Oct. 23, 2012: Capital increase amounting to €9,731,984 by issuance of 24,329,960 shares.	18 th	26 months	€ 35 million ⁽¹⁾
Increase of share capital through the issue of shares, or other securities, without preferential subscription rights in favor of the holders of existing shares through a public offer	14 th - 2011 ⁽²⁾	26 months	€ 9 million ⁽³⁾	None	19 th	26 months	€ 9 million ⁽⁴⁾
Increase of share capital through the issue of shares, or other securities, without preferential subscription rights in favor of the holders of existing shares made by private placement	15 th - 2011	26 months	€ 9 million ⁽³⁾	Nov. 20, 2012: Issuance of 11,200,995 bonds convertible into and/or exchangeable for new or existing shares for a global amount of €259,999,979.30. The maturity date of the loan is January 1, 2019.	20 th	26 months	€ 9 million ⁽⁴⁾
Increase of the number of shares issued pursuant to the three resolutions listed above	17 th - 2011 ⁽²⁾	26 months	15% of the initial issue	None	22 nd	26 months	12.5% of the initial issue
Increase of share capital by incorporation of reserves, profits or premiums	18 th - 2011 ⁽²⁾	26 months	€ 10 million ⁽³⁾	None	23 rd	26 months	€ 10 million ⁽⁴⁾
Increase of capital in order to compensate for contributions in kind	19 th - 2011 ⁽²⁾	26 months	10% of the share capital as of the date of the Board of Directors' decision	None	24 th	26 months	10% of the share capital as of the date of the Board of Directors' decision
Issuance of securities giving right to debt securities	26 th - 2011 ⁽²⁾	26 months	€ 1,2 billion	None	29 th	26 months	€ 1,2 billion
Increase of capital, reserving the subscription of the shares to be issued to members of a Company Savings Plan ("Plan d'Épargne Entreprise")	20 th - 2011 ⁽²⁾	26 months	€ 2.5 million ⁽³⁾	None	25 th	26 months	€ 2.5 million ⁽⁴⁾

⁽¹⁾ Aggregate ceiling for share capital increases, any operations considered, to the exception of stock-options and performance shares allocations

⁽²⁾ Cancels and replaces, for the non used portion, the resolutions voted in this respect during the previous General Meetings

⁽³⁾ Within the limit of the aggregate ceiling of € 30 million

⁽⁴⁾ Within the limit of the aggregate ceiling of € 35 million

Stock-options, performance shares and free shares

	Authorizations in force during 2012 fiscal year				Authorizations submitted for shareholders' approval at the General Meeting of May 3, 2013		
	Resolution number - GM	Period	Maximum authorized amount	Use of the authorization in 2012	Resolution number	Period	Maximum amount
Stock-options	21 st (2) - 2011 / Allocation to the employees (excluding the Chief Executive Officer and the members of the Executive Committee)	26 months	0.81% of the share capital as of the date the Board of Directors' decision. No discount.	June 26, 2012: Allocation of 590,625 options ⁽³⁾	26 th / Allocation to the employees (excluding the Chief Executive Officer and the other members of the Corporate Committee)	26 months	0.81% of the share capital as of the date the Board of Directors' decision. No discount.
	22 nd (2) - 2011 / Allocation to the Chief Executive Officer and the members of the Executive Committee	26 months	1.2% of the share capital as of the date the Board of Directors' decision. No discount.	June 26, 2012: Allocation of 820,000 options ⁽³⁾	27 th / Allocation to the Chief Executive Officer and the other members of the Corporate Committee	26 months	1.2% of the share capital as of the date the Board of Directors' decision. No discount.
Performance shares	23 rd (2) - 2011 / Allocation to the employees (excluding the Chief Executive Officer and the members of the Executive Committee)	26 months	0.53% of the share capital as of the date the Board of Directors' decision. No discount.	June 26, 2012: Allocation of 409,550 performance shares ⁽³⁾	N/A	N/A	N/A
	24 th (2) - 2011 / Allocation to the Chief Executive Officer and the members of the Executive Committee	26 months	0.14% of the share capital as of the date the Board of Directors' decision. No discount.	June 26, 2012: Allocation of 107,000 performance shares ⁽³⁾	N/A	N/A	N/A
Free shares	20 th - 2010	38 months	0,5% of the share capital as of the date the Board of Directors' decision.	None	N/A	N/A	N/A

⁽²⁾ Cancels and replaces, for the non used portion, the resolutions voted in this respect during the previous General Meetings

⁽³⁾ Before adjustments relating to the share capital increase dated October 23, 2012

APPENDIX 2: SUMMARY OF THE FINANCIAL DELEGATIONS AND AUTHORIZATIONS SUBMITTED FOR SHAREHOLDERS' APPROVAL AT THE COMBINED GENERAL MEETING OF MAY 3, 2013 AND USE OF THOSE IN FORCE DURING THE 2012 FISCAL YEAR

Share buy-back program

	Authorization in force during 2012 fiscal year				Authorization submitted for shareholders' approval at the General Meeting of May 3, 2013		
	Resolution number - GM	Period	Maximum authorized amount	Use of the authorization in 2012	Resolution number	Period	Maximum amount
Share repurchase	9 th - 2011 ⁽²⁾	18 months	Limit provided by law. Maximum purchase price : € 40	None	13 th	18 months	Limit provided by law. Maximum purchase price : € 40

⁽²⁾ Cancels and replaces, for the non used portion, the resolutions voted in this respect during the previous General Meetings

Capital reduction by canceling shares

	Authorization in force during 2012 fiscal year				Authorization submitted for shareholders' approval at the General Meeting of May 3, 2013		
	Resolution number - GM	Period	Maximum authorized amount	Use of the authorization in 2012	Resolution number	Period	Maximum amount
Share cancellation	25 th - 2011 ⁽²⁾	18 months	10% of the share capital	None	28 th	26 months	10% of the share capital

⁽²⁾ Cancels and replaces, for the non used portion, the resolutions voted in this respect during the previous General Meetings

