

## Annex A – Form of Deposit Certification

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The Bank of New York Mellon, ADR Depository  
101 Barclay Street, 22W  
New York, New York 10286

Attention: Depository Receipt Division

Dear Sir or Madam:

In connection with (i) our deposit today of ordinary shares, €0.01 nominal value per share (“Deposited Shares”), of CGG S.A., a French *société anonyme* (the “Company”), in exchange for American Depositary Shares (“ADSs”) to be issued pursuant to the amended and restated deposit agreement dated as of January 11, 2007 (the “Deposit Agreement”), among the Company (formerly known as Compagnie Générale de Géophysique Veritas), The Bank of New York Mellon (formerly known as The Bank of New York), as depository, and the Owners and Holders of ADSs issued thereunder, or (ii) the pre-release to us today of ADSs in accordance with the terms thereof (such shares in satisfaction of the pre-release also being “Deposited Shares” for purposes of this letter), the undersigned certifies that:

- (1) the undersigned is not the Company or an Affiliate (as such term is defined in Regulation D under the U.S. Securities Act of 1933, as amended) of the Company and, if acting on behalf of another person, such person is not the Company and has confirmed that it is not an Affiliate of the Company or acting on behalf of the Company or an Affiliate of the Company;

and

- (2) either (a) the undersigned or, if the undersigned is acting on behalf of another person, such other person has owned the Deposited Shares for at least one year prior to the date hereof;

OR

(b) the undersigned or, if the undersigned is acting on behalf of another person, such other person acquired the Deposited Shares through the facilities of Euronext Paris by means of a customary brokerage transaction;

OR

(c) the undersigned or, if the undersigned is acting on behalf of another person, such other person (i) acquired the Deposited Shares from the Company in an “offshore transaction” meeting the requirements of Regulation S of the United States Securities Act of 1933, as amended and (ii) has owned the Deposited Shares for at least 40 days prior to the date hereof.

In addition, the undersigned understands (and, if acting on behalf of another person, that person understands) that (X) under the terms of the Deposit Agreement, any person making a

deposit of Deposited Shares is deemed to represent and warrant that (i) such Deposited Shares and the certificates therefor are duly authorized, validly issued, fully paid, non-assessable and the person making such deposit is duly authorized so to do and (ii) such Shares are not, and the ADSs issuable upon deposit will not be, Restricted Securities (as defined in the Deposit Agreement).

[Name of Depositor]

By \_\_\_\_\_

(Authorized Signature)

Name:

Title: