

The Depository Trust Company

IMPORTANT

B#: 0524-06

DATE: December 27, 2006

TO: All Participants

CATEGORY: Proxy

FROM: Oma Khan, Manager

ATTENTION: Proxy Manager

SUBJECT: Compagnie Generale De Geophysique
American Depositary Shares
CUSIP #204386106

The Bank of New York (“BNY”), Depository for the above captioned American Depositary Shares, has advised DTC that Compagnie Generale De Geophysique the issuer of the Ordinary shares underlying these ADS’s, is holding a combined Ordinary & Extraordinary General Meeting of Shareholders on January 9, 2007. Compagnie Generale De Geophysique advises BNY that under the French Company Law, in order to vote your ADS for the General Meeting, an owner will be required, subject to applicable provisions of French Company Law, the status of the Company, and the relevant Deposit Agreement relating to the ADS’s to comply with the following conditions to vote their shares.

To enable U.S. holders of Compagnie De Geophysique ADSs to vote at the meeting, BNY has established a record date of December 14, 2006. Persons who hold Compagnie De Geophysique ADS’s on December 14, 2006 and on the day of the meeting and wish to vote the Shares underlying their ADSs (subject to any applicable requirements or restrictions under French Law or under the Company’s, Articles of Association) may provide instructions to The Bank of New York by January 2, 2006. Participants should obtain the voting instruction forms for that purpose from The Bank of New York by calling (212) 815-2367. In addition, Participants must follow the procedure described below.

To provide BNY with assurance that ADSs on which it has received voting instructions from a Participant will still be held in that Participant's account on the meeting date, DTC has agreed to segregate positions on which voting instructions have been filed under a separate contra-CUSIP number, The number to be used for this purpose is (204386999). A Participant filing voting instructions with BNY on a position in its DTC account will be asked to provide BNY as a part of those instructions a letter authorizing DTC to have its nominee, Cede & Co., execute a proxy on the Participant's behalf and to take certain other actions (described below). The form of the authorization letter and the proxy are attached, extra copies will be available from The Bank of New York.

BNY will advise DTC of all voting instructions received under this procedure and provide DTC with the proxy forms and the authorization letters signed by Participants relating to those instructions. For each such instruction, DTC will then execute the proxy, temporarily deduct the position being voted from the Participant's holdings under the Compangie Generale DeGeophysique ADSs CUSIP (204386106), temporarily credit the position to an account maintained for BNY, ADS Contra-CUSIP #(204386999). DTC will return this position to the Participant's account under the base CUSIP numbers upon instructions from BNY once the blocking process has been completed. This should occur on January 10, 2007.

Inquiries regarding this notice should be directed to Kathy Caziarc at (813) 470-1115.

Oma Khan
Manager

VIA FACSIMILE (212) 571-3050

THE BANK OF NEW YORK, AS DEPOSITARY ("BNY")
101 BARCLAY STREET, 22 WEST
NEW YORK, NY 10286
ATTN: Lance Miller Telephone (212) 815-2367
ADR DEPARTMENT

FOR PURPOSES OF ATTENDING THE ANNUAL & EXTRAORDINARY MEETING OF SHAREHOLDERS OF COMPANGIE GENERALE DE GEOPHYSIQUE, A CORPORATION ORGANIZED UNDER THE LAWS OF FRANCE ("THE COMPANY"), TO BE HELD IN FRANCE, ON JANUARY 9, 2007. (THE "MEETING").

CEDE & CO., THE NOMINEE OF THE DEPOSITORY TRUST COMPANY, ('DTC') CERTIFIES THAT ON THE INSTRUCTIONS OF THE PARTICIPANT NAMED BELOW, DTC HAS DELIVERED TO A DTC ACCOUNT MAINTAINED ON BEHALF OF "BNY" THE NUMBER OF AMERICAN DEPOSITARY RECEIPTS ('ADSs'), SPECIFIED BELOW, WHICH ADSs REPRESENT AMERICAN DEPOSITARY SHARES OF THE COMPANY, UNTIL "BNY" ADVISES DTC THAT THE MEETING HAS CONCLUDED. CEDE & CO. HEREBY APPOINTS SUCH PARTICIPANTS AS ITS AGENT AND PROXY TO GIVE OR CONFIRM ALL SUCH INSTRUCTIONS TO "BNY" AS MAY BE NECESSARY OR APPROPRIATE TO IDENTIFY THE BENEFICIAL OWNER (S) OF THE NUMBER OF ADSs SPECIFIED BELOW AND TO ENABLE THE PARTICIPANT OR THE BENEFICIAL OWNER (S) OF THE ADR'S REPRESENTED BY THE ADS's SPECIFIED BELOW TO ATTEND AND ADDRESS THE MEETING AND VOTE THEREAFTER.

THIS PROXY IS REVOCABLE ANY TIME AND IN ANY MANNER, INCLUDING BUT NOT LIMITED TO THE FILING BY CEDE & CO., WITH "BNY" OF AN INSTRUMENT SIMILAR TO THIS INSTRUMENT RELATING TO THE VOTING OF ADRS SPECIFIED BELOW AT THE MEETING. THE FILING OF WHICH INSTRUMENT SHALL REVOKE ALL THE AGREEMENTS AND INSTRUCTIONS SPECIFIED HEREIN.

NAME OF PARTICPANT

NUMBER OF AMERICAN DEPOSITARY RECEIPTS

Dated _____

Facsimile Signature of CEDE

(PARTICIPANT LETTERHEAD)

_____, 200

The Depository Trust Company
55 Water Street – 25th Floor
New York, NY 10041

RE: Compangie Generale DeGeophysique cusip # 204386106

DTC Account #: _____

Number of ADSs _____

Gentlemen:

In order to enable the beneficial owner (s) of the number of specified above (the ‘Deposited ADSs) of Compangie Generale DeGeophysique, American Depository Receipts to vote at the Ordinary and Extraordinary General Meeting of Shareholders Meeting of Compangie Generale DeGeophysique scheduled to be held on January 9, 2007 please take the following actions:

(1) Have your nominees, Cede & Co., complete and sign the attached Proxy with respect to the deposited ADSs and make the signed Proxy available for pick-up by The Bank of New York(“BNY”) and

(2) Deliver the Deposited ADSs from the undersigned’s above-referenced account to an account with you maintained on behalf of “BNY” until “BNY” instructs you to return the Deposited ADS’s to the undersigned’s above-referenced account.

The undersigned certifies to you that the Deposited ADSs were on December 14, 2006 and are on the date hereof, on deposit in the undersigned’s above-referenced account.

Very truly yours,

(Print Participant’s Name)

(Signature) and (Medallion Stamp)

(Print Name)
