

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re: :  
: Chapter 11  
:   
Velti Inc., *et al.*,<sup>1</sup> : Case No. 13-12878 (PJW)  
:   
: (Jointly Administered)  
Debtors. :  
: **Re: Docket No. 356**  
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**NOTICE OF (I) APPROVAL OF THE  
DISCLOSURE STATEMENT, (II) ESTABLISHMENT OF  
SOLICITATION AND VOTING PROCEDURES, (III) SCHEDULING A  
CONFIRMATION HEARING, AND (IV) ESTABLISHMENT OF NOTICE AND  
OBJECTION PROCEDURES FOR CONFIRMATION OF THE PROPOSED PLAN**

TO ALL PARTIES IN INTEREST WITH RESPECT TO VELTI INC. AND CERTAIN OF ITS AFFILIATES (THE “DEBTORS”), PLEASE TAKE NOTICE THAT:

**Approval of Disclosure Statement.** By order dated April 10, 2014 (the “Disclosure Statement Order”), the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) approved the *Disclosure Statement for Debtors’ Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”). The Disclosure Statement Order authorizes Velti Inc. and certain of its affiliates (the “Debtors”) to solicit votes to accept or reject *The Debtors’ Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* (the “Proposed Plan”).

**Confirmation Hearing.** The Bankruptcy Court shall hold a hearing (the “Confirmation Hearing”) to consider the confirmation of the Proposed Plan on **May 29, 2014 at 9:30 a.m. (prevailing Eastern Time)**, before The Honorable Peter J. Walsh, United States Bankruptcy Judge, in Courtroom #2 of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 4th Floor, Wilmington, Delaware 19801. The Confirmation Hearing may be continued from time to time without further notice other than the announcement in open court

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<sup>1</sup> The Debtors are the following six entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Velti Inc. (4475), Air2Web, Inc. (5572), Air2Web Interactive, Inc. (2364), Velti North America, Inc. (8900), Velti North America Holdings, Inc. (3953) and Velti US Holdings, Inc. (8299). The mailing address of each of the Debtors, solely for purposes of notices and communications, is 201 California Street, 14th Floor, San Francisco, California 94111.

of the adjourned date(s) at the Confirmation Hearing or any continued hearing or as indicated in any notice of agenda of matters scheduled for hearing filed with the Bankruptcy Court. The Debtors may modify the Proposed Plan, if necessary, prior to, during, or as a result of the Confirmation Hearing in accordance with the terms of the Proposed Plan without further notice.

**Voting Procedures.** Certain holders of impaired claims against the Debtor's estate as of **April 10, 2014** (the "Voting Record Date") are entitled to vote. If you hold such a claim, you will receive a solicitation package which shall include a copy of (i) this Notice, (ii) a CD-ROM containing the Disclosure Statement, with the Proposed Plan attached to it and the Disclosure Statement Order, and (iii) one or more ballots. Please review the ballot(s) and the attached instructions for how to vote on the Proposed Plan. Failure to follow the voting instructions may disqualify your vote.

**Voting Deadline.** The deadline to vote on the Proposed Plan is **May 20, 2014 at 5:00 p.m. (EDT)** (the "Voting Deadline"). The Debtors' voting agent (the "Voting Agent") **must receive** your ballot with an original signature by the Voting Deadline, otherwise your vote will not be counted.

**Parties in Interest Not Entitled to Vote.** Holders of equity interests in the Debtors' estate and holders of Other Secured Claims in Class 2 are not entitled to vote. If you hold such an equity interest or claim, you will receive a notice of your non-voting status.

**Objections to Confirmation.** Objections or responses to confirmation of the Proposed Plan, if any, must (i) be in writing; (ii) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules for the United States Bankruptcy Court for the District of Delaware; (iii) set forth the name of the objecting party, the nature and amount of claims or equity interests held or asserted by the objecting party against the Debtors' estates or property and (iv) provide the basis for the objection and the specific grounds therefore.

All objections and responses to the confirmation of the Proposed Plan must be filed with the Bankruptcy Court, together with proof of service, and served, so as to be received no later than **4:00 p.m. (EDT)** on **May 22, 2014**, upon: (i) the Debtors: Velti Inc. (Attn: Sally J. Rau), 201 California Street, 14<sup>th</sup> Floor, San Francisco, California 94111; (ii) counsel to the Debtors: DLA Piper LLP (US) (Attn: Chun I. Jang, Esq.), 203 N. LaSalle Street, Suite 1900, Chicago, Illinois 60601 and DLA Piper LLP (US) (Attn: Stuart M. Brown, Esq.), 1201 North Market Street, Suite 2100, Wilmington, Delaware 19801; (iii) counsel to the Committee: McGuireWoods LLP (Attn: Douglas M. Foley, Esq.), 2001 K Street N.W., Suite 400, Washington, D.C. 20006 and Morris, Nichols, Arsht & Tunnell LLP, 1201 North Market Street, Suite 1600, Wilmington, Delaware 19801 (Attn: William M. Alleman, Jr., Esq.); and (iv) the U.S. Trustee (Attn: Benjamin A. Hackman, Esq.), 844 King Street, Room 2207, Lockbox 35, Wilmington, Delaware 19801.

Pursuant to Bankruptcy Rule 3020(b), if no objection to confirmation of the Proposed Plan is timely filed, the Bankruptcy Court may determine that the Proposed Plan has been proposed in good faith and not by any means forbidden by law without receiving evidence on such issues.

If any creditor seeks to challenge the allowance or disallowance of its claim for voting purposes in accordance with Paragraph 5 of the Disclosure Statement Order, such creditor or equity interest holder shall file with this Court a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim for voting purposes in a different amount (a “Rule 3018(a) Motion”). Upon the filing of any such motion, such creditor’s Ballot shall be counted in accordance with the guidelines set forth in Paragraph 5 of the Disclosure Statement Order unless temporarily allowed in a different amount by an order of this Court entered prior to or concurrent with entry of an order confirming the Proposed Plan. Any Rule 3018(a) Motion must be filed no later than **5:00 p.m. (EDT) on May 20, 2014**.

**Additional Information.** For more information about the solicitation procedures, please contact the Debtors’ counsel by phone at (312) 368-7234, or by email to jim.irving@dlapiper.com. To obtain a copy of the Disclosure Statement Order, the Disclosure Statement, the Proposed Plan, or any related documents, please contact the Voting Agent or visit <http://www.bmcgroup.com/velti>. **Please note that the Voting Agent is not permitted to give legal advice.**

**Key Dates.** Some of the key dates and deadlines related to the Proposed Plan are:

<b>Event</b>	<b>Date</b>
Voting Record Date	April 10, 2014
Solicitation Date	April 15, 2014
Deadline to Object to Claims for Voting Purposes	May 15, 2014
Rule 3018(a) Motion Deadline	May 20, 2014
Voting Deadline	May 20, 2014
Confirmation Objection Deadline	May 22, 2014
Debtor’s Deadline to Reply to Objections to Confirmation	May 26, 2014
Confirmation Hearing	May 29, 2014 at 9:30 a.m. (EDT)

**Article VII of the Proposed Plan addresses the treatment of executory contracts and unexpired leases. Pursuant to Article VII.A of the Proposed Plan, as of the date on which the Proposed Plan becomes effective (the “Effective Date”), all executory contracts and unexpired leases not previously assumed and assigned pursuant to an order of the Bankruptcy Court shall be deemed rejected by the Debtors. Pursuant to Article VII.B of the Proposed Plan, claims created by the rejection of executory contracts pursuant to the Proposed Plan, or the expiration or termination of any executory contract or unexpired lease after the entry of an order confirming the Proposed Plan but before the Effective Date, must be filed with the Bankruptcy Court and served on the appropriate parties no later than thirty (30) days after the Effective Date of the Proposed Plan.**

**Article IX of the Proposed Plan contains certain injunction, exculpation and release provisions, including, without limitation, an injunction which, if the Proposed Plan is confirmed, prevents, among other things, any holder of any claim or equity interest or any other party in interest in the Debtors’ chapter 11 cases from directly or indirectly**

**commencing or continuing, in any manner, any action or other proceeding of any kind against the Debtors and certain other parties, enforcing judgments related to such claims or interests, or interfering in any way with the Proposed Plan.**

Dated: April 12, 2014  
Wilmington, Delaware

Respectfully submitted,

/s/ Stuart M. Brown

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-and-

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ATTORNEYS FOR DEBTORS AND DEBTORS IN  
POSSESSION