IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
Velti Inc., *et al.*,[1]	:	Case No. 13-12878 (PJW)
	:	(Jointly Administered)
Debtors.	:	**Re: Docket Nos. 10 & 78**

NOTICE OF SALE PROCEDURES,
AUCTION DATE AND SALE HEARING

PLEASE TAKE NOTICE that, on November 4, 2013, the above-captioned Debtors and Debtors in possession (the "Debtors") filed the Motion of the MMBU Debtors and Debtors In Possession Pursuant to Sections 105(A), 363 and 365 of the Bankruptcy Code for an Order (I)(A) Approving Bidding Procedures in Connection with the Sale of Substantially All of the MMBU Debtors' Assets, Including As Related to the MMBU Business; (B) Approving Stalking Horse Purchaser and Expense Reimbursement; (C) Scheduling the Related Auction and Hearing to Consider Approval of Sale; (D) Approving Procedures Related to the Assumption of Certain Executory Contracts and Unexpired Leases; (E) Approving the Form and Manner of Notice Thereof; And (F) Granting Related Relief; and (II)(A) Authorizing the Sale of Substantially All of The MMBU Debtors' Assets, Including as Related to the MMBU Business Pursuant to Successful Bidder's Asset Purchase Agreement Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (C) Granting Related Relief [Docket No. 10] (the "Motion").[2] The MMBU Debtors seek, among other things, to sell certain tangible and intangible assets related to the business (the "Purchased Assets") to the successful bidder (the "Successful Bidder"), at an auction free and clear of all liens, claims, encumbrances and other interests pursuant to sections 363 and 365 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that, on November 20, 2013, the Bankruptcy Court entered an order [Docket No. 78] (the "Bidding Procedures Order") approving the Motion

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[1] 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 Spear Tower, 1 Market Street Suite 1400, San Francisco, California 94105.

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

and the bidding procedures (the "Bidding Procedures"), which set the key dates and times related to the Sale of the Purchased Assets. All interested bidders should carefully read the Bidding Procedures Order and the Bidding Procedures. To the extent that there are any inconsistencies between the Bidding Procedures Order (including the Bidding Procedures) and the summary description of its terms and conditions contained in this Notice, the terms of the Bidding Procedures Order shall control.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Bidding Procedures, an auction (the "Auction") to sell the Purchased Assets will be conducted on **December 18, 2013** starting at 10:00 a.m. (prevailing Eastern Time) (the "Auction Date") at the offices of DLA Piper LLP (US), 1251 Avenue of the Americas, 27th Floor, New York, NY 10020, or at such other location as shall be identified in a notice filed with the Bankruptcy Court at least 24 hours before the Auction.

PLEASE TAKE FURTHER NOTICE that, the Auction shall be open to the MMBU Debtors, the Official Committee of Unsecured Creditors (the "Committee"), the Stalking Horse Purchaser, the Qualified Bidders and any party in interest that has provided written notice to the MMBU Debtors' counsel at least five (5) business days in advance of the Auction of his, her, or its intent to attend the Auction.

PLEASE TAKE FURTHER NOTICE that, a hearing will be held to approve the sale of the Purchased Assets to the Successful Bidder (the "Sale Hearing") before the Honorable Peter J. Walsh, United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801, 6th Floor, Courtroom 2, on **December 20, 2013 at 11:00 a.m. (prevailing Eastern Time)**, or at such time thereafter as counsel may be heard or at such other time as the Bankruptcy Court may determine. The Sale Hearing may be adjourned from time to time without further notice to creditors or parties in interest other than by announcement of the adjournment in open court on the date scheduled for the Sale Hearing. Objections to the Sale (x) to the Stalking Horse Purchaser shall be filed and served **no later than 4:00 p.m. (prevailing Eastern Time) on December 13, 2013**, on: (a) counsel to the MMBU Debtors: DLA Piper LLP (US), 203 N. LaSalle Street, Suite 1900, Chicago, IL 60601 (Fax: 312-236-7516) (Attn: Richard A. Chesley, Esq. (richard.chesley@dlapiper.com) and Matt Murphy, Esq. (matt.murphy@dlapiper.com)) and DLA Piper LLP (US), 1201 North Market Street, Suite 2100, Wilmington, Delaware 19801 (Fax: 302-394-2341) (Attn: Stuart M. Brown, Esq. (stuart.brown@dlapiper.com)); (b) counsel to the Stalking Horse Purchaser: Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, NY 10017 (Fax: 212-455-2502) (Attn: Sandy Qusba, Esq. (squsba@stblaw.com) and Morris Massel, Esq. (mmassel@stblaw.com)); (c) counsel to the Committee: McGuirewoods LLP, 7 Saint Paul Street, Suite 1000, Baltimore, Maryland 21202-1671 (Fax: 410-659-4488) (Attn: James E. Van Horn, Esq. (jvanhorn@mcguirewoods.com)) and McGuirewoods LLP, 1750 Tysons Boulevard, Suite 1800, Tysons Corner, Virginia 22102-4215 (Fax: 703-712-5365) (Attn: David I. Swan, Esq. (dswan@mcguirewoods.com)) and Morris Nichols Arsht & Tunnell LLP, 1201 North Market Street, Suite 1600, Wilmington, Delaware 19801 (Fax: 302-658-3989) (Attn: Gregory W. Werkheiser, Esq. (gwerkheiser@mnat.com) and William M. Alleman, Jr., Esq. (walleman@mnat.com)); and (d) the Office of the United States Trustee (the "US Trustee"): US Trustee, 844 King Street, Suite 2207, Lockbox #35, Wilmington, Delaware, 19899-0035 (Fax: 302-573-6497) (Attn: Benjamin A. Hackman, Esq. (benjamin.a.hackman@usdoj.gov)).

PLEASE TAKE FURTHER NOTICE that, a chart listing the following important dates is attached hereto as Exhibit A: Bid Deadline, Cure Objection Deadline, Assignment Objection Deadline, Auction Date, Sale Objection Deadline, and Sale Hearing.

PLEASE TAKE FURTHER NOTICE that, this Notice of Sale Procedures, Auction Date and Sale Hearing is subject to the full terms and conditions of the Motion, Bidding Procedures Order and Bidding Procedures, which shall control in the event of any conflict, and the MMBU Debtors encourage parties in interest to review such documents in their entirety. A copy of the Motion, Bidding Procedures and/or Bidding Procedures Order may be obtained from BMC Group through its website at www.bmcgroup.com/velti, by submitting a written request to BMC Group, c/o Velti Inc. Claims Processing, PO Box 3020, Chanhassen, MN 55317, by calling the following toll-free number: (888) 909-0100, or by emailing bmc-velti@bmcgroup.com.

Dated: November 21, 2013
Wilmington, Delaware

Respectfully submitted,

/s/ Stuart M. Brown

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PROPOSED ATTORNEYS FOR DEBTORS AND DEBTORS IN POSSESSION