

VEUNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re VELTI PLC SECURITIES) Master File No. 3:13-cv-03889-WHO
LITIGATION)
)
) (Consolidated with Case Nos.
) 3:13-cv-03954-WHO
This Document Relates To:) 3:13-cv-04140-WHO
) 3:13-cv-04606-WHO
) 3:14-cv-00372-WHO)
)
ALL ACTIONS.)
)
) CLASS ACTION

PROOF OF CLAIM AND RELEASE FOR
SETTLEMENT WITH REMAINING
DEFENDANTS

II. GENERAL INSTRUCTIONS

1. Unless you already submitted a valid and timely Proof of Claim in connection with the Partial Settlement, to recover as a member of the Settlement Class⁴ based on your claims in the action entitled *In re Velti plc Securities Litigation*, Civil Action No. 3:13-cv-03889-WHO (the “Action”), you must complete and, on pages 19-23 hereof, sign this Proof of Claim and Release (“Claim Form”). If you submit a Proof of Claim for this Settlement but did not submit one for the Partial Settlement, your Proof of Claim submitted for this Settlement will be used for the Partial Settlement as well. If you fail to file a properly addressed (as set forth in paragraph 3 below) Proof of Claim and Release, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed Settlement of the Action.

2. Submission of this Proof of Claim and Release, however, does not assure that you will share in the proceeds of the Settlement of the Action.

3. **IF YOU CHOOSE TO SUBMIT THE COMPLETED PROOF OF CLAIM ELECTRONICALLY, IT MUST BE SUBMITTED BEFORE MIDNIGHT PST (OR PDT) ON JANUARY 18, 2017 TO info@strategicclaims.net.**

4. **IF YOU DO NOT CHOOSE TO SUBMIT THE COMPLETED AND SIGNED PROOF OF CLAIM ELECTRONICALLY, YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM POSTMARKED ON OR BEFORE JANUARY 18, 2017, ADDRESSED AS FOLLOWS:**

In re Velti plc Securities Litigation
Claims Administrator
c/o Strategic Claims Services
P.O. Box 230
600 N. Jackson Street, Suite 3
Media, PA 19063

If you are NOT a member of the Settlement Class (as defined in the Notice of Pendency and Proposed Settlement of Class Action with Remaining Defendants (the “Notice”)), DO NOT submit a Proof of Claim and Release form.

⁴ All capitalized terms not defined herein have the same meaning as set forth in the Stipulation and Agreement of Settlement with Remaining Defendants dated July 28, 2016 (the “Settlement” or “Settlement Agreement”), which can be viewed at www.veltisecuritieslitigation.com.

5. **If you are a member of the Settlement Class and you do not timely request exclusion in connection with the proposed Settlement, you will be bound by the terms of any judgment entered in the Action, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE FORM.**

III. CLAIMANT IDENTIFICATION

If you purchased or otherwise acquired the Shares of Velti plc (“Velti” or the “Company”) between January 27, 2011 and August 20, 2013, inclusive, and held the Shares in your name, you are the beneficial purchaser as well as the record purchaser. If, however, you purchased Velti Shares that were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser and the third party is the record purchaser.

Use Part I of this form entitled “Claimant Identification” to identify each purchaser of record (“Nominee”), if different from the beneficial purchaser of the Shares which form the basis of this claim. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OF THE SHARES UPON WHICH THIS CLAIM IS BASED.**

All joint purchasers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

If you are acting in a representative capacity on behalf of a Settlement Class Member (for example, as an executor, administrator, trustee, or other representative), you must submit evidence of your current authority to act on behalf of that Settlement Class Member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.

IV. CLAIM FORM

Use Part II of this form entitled “Schedule of Transactions in Velti Shares” to supply all required details of your transaction(s) in Velti Shares. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

On the schedules, provide all of the requested information with respect to *all* of your purchases of Velti Shares between January 27, 2011 and August 20, 2013, inclusive, and *all* of your sales of Velti Shares between January 27, 2011 and August 20, 2013, inclusive, whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to *all* of the Velti Shares you held at the close of trading on August 20, 2013. Failure to report all such transactions may result in the rejection of your claim.

List these transactions separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

The date of covering a “short sale” is deemed to be the date of purchase of Velti Shares. The date of a “short sale” is deemed to be the date of sale of Velti Shares.

Copies of stockbroker confirmation slips, stockbroker statements, or other documents evidencing your transactions in Velti Shares should be attached to your claim. If any such documents are not in your possession, please obtain a copy or equivalent documents from your broker because these documents are necessary to prove and process your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

In re Velti plc Securities Litigation,
Civil Action No. 3:13-cv-0889-WHO

PROOF OF CLAIM AND RELEASE

Must Be Postmarked No Later Than:

January 18, 2017

Or Submitted Electronically to info@strategicclaims.net No Later Than:

January 18, 2017

Please Type or Print

PART I: CLAIMANT IDENTIFICATION

--

Beneficial Owner's Name (First, Middle, Last)

--

Street Address

--	--

City

State or Province

--	--

Zip Code or Postal Code

Country

--

Social Security Number or Taxpayer Identification Number

- Individual
 Corporation/Other

--	--

Area Code

Telephone Number (work)

--	--

Area Code

Telephone Number (home)

--

Record Owner's Name (if different from beneficial owner listed above)

Check appropriate box (check only one box):

- | | | |
|---|--|---------------------------------------|
| <input type="checkbox"/> Individual/Sole Proprietor | <input type="checkbox"/> Joint Owners | <input type="checkbox"/> Pension Plan |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Partnership | <input type="checkbox"/> Trust |
| <input type="checkbox"/> IRA | <input type="checkbox"/> Other (describe: _____) | |

NOTE: Separate Claim Forms should be submitted for each separate legal entity (e.g., a claim from Joint Owners should not include separate transactions of just one of the Joint Owners, an Individual should not combine his or her IRA transactions with transactions made solely in the Individual's name).

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request to, or may be requested to, submit information regarding their transactions in electronic files. **All claimants MUST submit a manually signed paper Proof of Claim and Release form listing all their transactions, whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at (866) 274-4004 or visit the website at www.veltisecuritieslitigation.com to obtain the required file format.** No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgement of receipt and acceptance of electronically submitted data.

PART II: SCHEDULE OF TRANSACTIONS IN VELTI SHARES

A. Purchases of Velti Shares between January 27, 2011 and August 20, 2013, inclusive:

Trade Date Mo. Day Year	Number of Shares Purchased or Acquired	Total Purchase or Acquisition Price
1. _____	1. _____	1. _____
2. _____	2. _____	2. _____
3. _____	3. _____	3. _____

IMPORTANT: Identify by number listed above all purchases in which you covered a "short sale":

B. Sales of Velti Shares between January 27, 2011 and August 20, 2013, inclusive:

Trade Date Mo. Day Year	Number of Shares Sold	Total Sales Price
1. _____	1. _____	1. _____
2. _____	2. _____	2. _____
3. _____	3. _____	3. _____

C. Number of Velti Shares held at the close of trading on August 20, 2013:

_____.

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS PLEASE PHOTOCOPY THIS PAGE, WRITE YOUR NAME ON THE COPY AND CHECK THIS BOX: .

IF YOU DO NOT CHECK THIS BOX THESE ADDITIONAL PAGES MAY NOT BE REVIEWED.

V. RELEASE OF CLAIMS AND SIGNATURE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release and discharge from the Released Claims each and all of the Released Persons as provided in the Settlement Agreement.

2. "Related Persons" means, with respect to the Released Defendants, each and all of their respective present or former parents, subsidiaries, affiliates, successors and assigns and each and all of their respective present or former officers, directors, employees, partners, principals, employers, attorneys, accountants, financial advisors, commercial bank lenders, insurers (including Released Defendants' insurers and those insurers' respective businesses, affiliates, subsidiaries, parents and affiliated corporations, divisions, predecessors, shareholders partners, joint venturers, principals, insurers, reinsurers, successors and assigns, and their respective past and present employees, officers, directors, attorneys, accountants, auditors, agents and representatives), reinsurers, investment bankers, representatives, heirs, executors, administrators, successors, affiliates, agents, spouses, associates and assigns of each of them or any trust of which any Released Defendant and/or their Related Persons is the settlor or which is for the benefit of any Released Defendant and/or their Related Persons and/or member(s) of his or her family and any entity in which any such Released Defendant and/or their Related Persons has a controlling interest.

3. "Released Claims" means any and all claims (including Unknown Claims as defined in ¶1.28 of the Settlement Agreement), demands, rights, liabilities, and causes of action of every nature and description whatsoever, whether known or unknown, contingent or absolute, mature or immature, discoverable or undiscoverable, whether concealed or hidden, suspected or unsuspected, whether arising under federal, state, common or foreign law, which now exist, or heretofore may have existed, asserted or that should have been asserted by Plaintiffs or any Settlement Class Member against the Released Persons, arising out of: (a) the purchase or acquisition of Velti Shares during the Class Period; (b) the underwriting of Velti's January 2011 initial public offering or June 2011 secondary public offering and Baker Tilly's consent(s) to be named as an expert in those registration statements; and (c) the facts, events, transactions, statements, disclosures, acts, omissions, or failures to act that were or should have been alleged in the Action. The Released Claims extend only to any and/or all Released Defendants and any and/or all of their Related Persons. "Released Claims" includes "Unknown Claims" as defined in ¶1.28 of the Settlement Agreement.

4. "Released Persons" means each and all of Released Defendants in their individual and corporate capacities and each and all of their Related Persons.

5. "Unknown Claims" means any Released Claims which Plaintiffs or any Settlement Class Member does not know or suspect to exist in his, her or its favor at the time of the release of the Released Persons which, if known by him, her or it, might have affected his, her or its settlement with and release of the Released Persons, or might have affected his, her or its decision not to object to this Settlement. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, Plaintiffs shall expressly and each of the Settlement Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived to the fullest extent permitted by law the provisions, rights, and benefits of California Civil Code §1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

Plaintiffs shall expressly and each of the Settlement Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable, or equivalent to California Civil Code §1542. Plaintiffs and Settlement Class

Members may hereafter discover facts in addition to or different from those which he, she or it now knows or believes to be true with respect to the subject matter of the Released Claims, but Plaintiffs shall expressly, and each Settlement Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct that is negligent, intentional, with or without malice, or a breach of any duty, law, or rule, without regard to the subsequent discovery or existence of such different or additional facts. Plaintiffs acknowledge, and the Settlement Class Members shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the Settlement of which this release is a part.

6. This release shall be of no force or effect unless and until the Court approves the Settlement Agreement and the Settlement becomes effective on the Effective Date.

SIGNATURE AND CERTIFICATIONS

By signing and submitting this Claim Form, the Claimant(s) or the person(s) who represent(s) the Claimant(s) certifies, as follows:

1. I (We) submit this Claim Form under the terms of the Stipulation described in the Notice;
2. I (We) also submit to the jurisdiction of the United States District Court for the Northern District of California, with respect to my (our) claim as a Settlement Class Member and for purposes of enforcing the release set forth herein;
3. I (We) further acknowledge that I (we) am (are) bound by and subject to the terms of any judgment that may be entered in the Action;
4. I (We) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so;
5. I (We) have not submitted any other claim covering the same purchases or acquisitions of the Shares and alleging the Released Claims (including Unknown Claims) and know of no other person having done so on my (our) behalf;
6. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever release, relinquish, waive, discharge and dismiss each and every Released Claim (including Unknown Claims) against each and all the Released Persons as defined above;
7. That the Claimant(s) is a (are) Settlement Class Member(s), as defined herein and in the Notice;
8. That I (we) have not filed a request for exclusion from the Settlement Class, and that I (we) do not know of any request for exclusion from the Settlement Class filed on my (our) behalf with respect to my (our) transactions in the Shares at issue herein;
9. That I (we) own(ed) the Shares identified in the Proof of Claim Form, or that, in signing and submitting this Claim Form, I (we) have the authority to act on behalf of the owner(s) thereof;
10. That Claimant(s) may be eligible to receive a distribution from the Net Settlement Fund;
11. That I (we) agree to furnish such additional information with respect to this Claim Form as the parties, the Claims Administrator or the Court may require;
12. That I (we) waive trial by jury for claims against the Released Parties, to the extent it exists, and agree to the Court's summary disposition of the determination of the validity or amount of the claim made by this Claim Form;
13. That I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof;
14. That I (we) have included information requested above about all of my (our) transactions in the Shares during the Class Period and as otherwise requested in this Claim Form; and

15. That I (we) certify that I am (we are) not subject to backup withholding under the provisions of Section 3406(a)(1)(c) of the Internal Revenue Code.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike the language that you are not subject to backup withholding in the certification above. The Internal Revenue Service does not require your consent to any provision other than the certification required to avoid backup withholding.

I (We) declare, under penalty of perjury under the laws of the United States of America, that the statements made and answers given in this Claim Form are true and correct and that the documents submitted herewith are true and genuine.

Signature of Claimant

Print Name of Claimant

Date

Signature of Joint Claimant, if any

Date

If Claimant is other than an individual, or is not the person completing this form, the following also must be provided:

Signature of Person Completing Form

Print Name of Person Completing Form

Date

Capacity of Person Signing (Executor, President, Trustee, etc.)

**ACCURATE CLAIMS PROCESSING TAKES A
SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

16. Please sign the above release and declaration.
17. Remember to attach supporting documentation, if available.
18. Do not send original stock certificates.
19. Keep a copy of your claim form for your records.
20. If you desire an acknowledgment of receipt of your claim form, please send it Certified Mail, Return Receipt Requested.
21. If you move, please send us your new address.

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c/o Strategic Claims Services
600 N. Jackson Street, Suite 3
Media, PA 19063

PLEASE FORWARD – IMPORTANT LEGAL NOTICE