



VELTI PLC

CORPORATE GOVERNANCE GUIDELINES

These Corporate Governance Guidelines (the "**Guidelines**") were adopted by the Board of Directors (the "**Board**") of Velti plc (the "**Company**") on March 23, 2010 to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its shareholders, and shall become effective immediately upon the completion of the Company's initial public offering of its ordinary shares, in the United States. These Guidelines must be read in the context of the Company's Articles of Association, as amended and restated from time to time, other corporate governance documents and all applicable laws and regulations. These Guidelines do not constitute a set of legally binding obligations, and are subject to modification by the Board from time to time as the Board may deem appropriate in the best interests of the Company and its shareholders or as required by applicable laws and regulations.

These Guidelines shall be made available on the Company's website at www.velti.com and to any shareholder who otherwise requests a copy. The Company will disclose the foregoing in its annual report on Form 20-F filed with the U.S. Securities and Exchange Commission ("**SEC**").

Director Qualification Standards.

The Nominating and Corporate Governance Committee (the "**Nominating Committee**") is responsible for reviewing with the Board from time to time the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board. This assessment should include issues of diversity, age, skills (such as understanding of technology, finance and marketing), business experience and expected contributions to the Board - all in the context of an assessment of the perceived needs of the Board at that point in time. Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of our shareholders. They must also have an inquisitive and objective perspective and mature judgment. The Nominating Committee's goal should be to assemble a Board of Directors that brings to the Company a variety of perspectives and skills derived from high quality business and professional experience. Directors should have experience in positions with a high degree of responsibility, be leaders in the companies or institutions with which they are affiliated, and be selected based upon contributions they can make. Directors must have sufficient time available in the judgment of the Nominating Committee to perform all Board and Committee responsibilities. Board members are expected to prepare for, attend, and participate in all Board and applicable Committee meetings.

Criteria for Director Selection

The Corporate Governance and Nominating Committee will recommend to the Board criteria for the selection of directors and periodically review the criteria adopted by the Board. The Board shall seek members from diverse professional backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity. Directors should have experience in positions with a high degree of responsibility, be leaders in the companies or

institutions with which they are affiliated, and be selected based upon the contributions they can make.

Director Independence

The Board believes that, as a matter of policy and consistent with applicable laws, rules and regulations, the Board should consist of a majority of independent outside directors. In making a determination regarding a director's independence, the Board shall consider all relevant facts and circumstances, including the director's commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships, and such other criteria as the Board may, in its discretion, determine relevant. A majority of the members of the Board shall satisfy the independence requirements of the NASDAQ Stock Market, Inc. ("**NASDAQ**") relating to directors. A director is independent if the Board has made an affirmative determination that such director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). The Board annually will review each director's relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). Subsequent to such review, any director determined by the Board not to have a material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) may be deemed to be an independent director. The Company shall disclose in its annual report on Form 20-F the basis upon which it has determined that a relationship is not material.

Members of the audit committee must meet additional independence requirements as follows:

- a member may not have received any consulting, advisory or other compensatory fees from the Company, or any subsidiary thereof, other than for board or board committee services;
- a member may not be an "affiliated person" of the Company or any of its subsidiaries (as defined by the Securities and Exchange Commission), other than as a director of the Company; and
- a member may not have participated in the preparation of the financial statements of the Company or any current subsidiary at any time during the past three years.

For purposes hereof, "family members" shall mean a director's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in a director's home.

Limits on Director Outside Activities

Directors must be willing to devote sufficient time to carry out their duties and responsibilities effectively, and should be committed to serve on the Board for an extended period of time. Each Board member is expected to ensure that other existing and planned future commitments do not conflict with or materially interfere with the member's service as a director. Directors are expected to avoid any action, position or interest that conflicts with an interest of the Company, or gives the appearance of a conflict.

Directors who also serve as CEOs or in equivalent positions should not serve on more than two boards of public companies in addition to the Board, and other directors should not serve on more than five other boards of public companies in addition to the Company's board. Current positions in excess of these limits may be maintained unless the Board determines that doing so would impair the director's service on the Company's board.

Change in Director Responsibilities

Directors should offer their resignation in the event of any significant change in their personal circumstances, including a change in their principal job responsibilities.

Retirement Age

The Board does not believe that a fixed retirement age for directors is appropriate.

Term Limits

The Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole.

Size of Board

The Articles of Association of the Company provide that, unless otherwise determined by the Company by ordinary resolution from time to time, the number of directors shall not be less than two (2) or more than twelve (12). The Board currently has seven (7) members, and believes that this is an appropriate size based on the Company's present circumstances. The Board periodically shall review the size of the Board, and, subject to the provisions of the Articles of Association of the Company, shall determine the size that is optimal going forward.

Separation of Chairman and CEO

The Board elects its Chairman and appoints the Company's Chief Executive Officer according to its view of what is best for the Company at any given time. The Board does not believe there should be a fixed rule as to whether the offices of Chairman and CEO should be vested in the same person or two different people, or whether the Chairman should be an employee of the Company or should be elected from among the non-employee directors. The needs of the Company and the individuals available to play these roles may dictate different outcomes at different times, and the Board believes that retaining flexibility in these decisions is in the best interests of the Company.

Executive Sessions of Independent Directors

The Company's non-management directors will meet at regularly scheduled executive sessions outside the presence of management not less frequently than two (2) times per year. Non-management directors are all those who are not executive officers (but non-management

directors includes such directors who are not independent by virtue of a material relationship, former status or family membership, or for any other reason).

If the Company's non-management directors include directors who do not satisfy the independence requirements of NASDAQ relating to directors, then the Company's independent directors will also meet separately from the other non-management directors in an executive session to be held at least once per year.

Board Access to Management

The independent members of the Board shall have access to, and are encouraged to contact, Company employees in order to obtain the information necessary to fulfill their duties. The Board may establish a process for such inquiries. Management is encouraged to invite Company employees to Board meetings where management participation will provide the Board with additional insight into the matters being considered.

Retention of Advisors/Consultants

Directors will have complete access, as necessary and appropriate, to the Company's outside advisors as they deem necessary and appropriate. The Board and each committee of the Board shall have the authority to retain outside financial, legal or other advisors as they deem appropriate, and shall have the authority to obtain advice, reports or opinions from internal and external counsel and advisors, without consulting with or obtaining approval from any officer of the Company.

Board and Committee Evaluation

The Board and each committee will perform an annual self-evaluation. At each such evaluation, the directors will be requested to provide their assessments of the effectiveness of the Board and the committees on which they serve, based upon criteria developed by the Nominating Committee. The assessments will be summarized by the Nominating Committee, or at its discretion, by an independent consultant and reported for discussion to the full Board and the committees.

Communications with Directors

Shareholders and other interested parties may communicate with any and all company directors by transmitting correspondence by mail, facsimile or email, addressed as follows:

Chairman of the Board
or Board of Directors
or [individual director]
c/o Corporate Secretary
Velti plc
[Address]
[Address]; or
Fax: [____];or
Email Address: [_____]

The Corporate Secretary shall maintain a log of such communications and transmit as soon as practicable such communications to the identified director addressee(s), unless there are safety or security concerns that mitigate against further transmission of the communication, as determined by the Corporate Secretary. The Board of Directors or individual directors so addressed shall be advised of any communication withheld for safety or security reasons as soon as practicable. The Corporate Secretary shall relay all communications to directors absent safety or security issues.

Director Attendance at Annual Meetings of Shareholders

The Company will make every effort to schedule its annual meeting of shareholders at a time and date to maximize attendance by directors taking into account the directors' schedules. All directors shall make every effort to attend the company's annual meeting of shareholders.

Director Compensation

The Board will be responsible for setting director compensation. The Compensation Committee will periodically review the compensation of the Company's directors and make recommendations to the Board with respect thereto. On an annual basis, the Compensation Committee shall review the compensation for non-employee directors. The Compensation Committee shall be responsible for recommending changes to the Board of Directors in the compensation for non-employee directors, and shall be guided by the following goals:

- directors should be fairly compensated for the work required in discharge of their duties;
- compensation should align the directors' interests with the long-term interests of shareholders; and
- the compensation policy should be easy for shareholders to understand.

Director Orientation and Continuing Education

Upon request by the Board of Directors, the Nominating Committee shall develop and maintain an orientation and continuing education program for new directors that will comply with any continuing education requirements developed by the NASDAQ.

Committees

The Board will at all times have an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. All members of these committees will be independent directors under the criteria established by the NASDAQ Stock Market. The Board may from time to time establish additional committees as necessary or appropriate. Committee members will be appointed by the Board upon the recommendation of the Nominating Committee. Consideration should be given to rotating committee members periodically, but rotation should not be mandated as a policy.

Each committee will have its own charter. The charters will set forth the purposes of the committees as well as qualifications for committee membership. The charters shall be posted on the Company's website.

The Chairman of each committee, in consultation with the committee members and senior management, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chairman of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda.

CEO Evaluation

The Compensation Committee will, at least annually, (i) review and approve corporate goals and objectives relevant to the compensation of the CEO, (ii) evaluate the performance of the CEO in light of those goals and objectives, (iii) report the results of such evaluation to the Board and (iv) have the authority, either as a committee or together with the other independent directors (as directed by the Board), to determine the CEO's compensation level based on this evaluation.

Succession Planning

The Nominating Committee shall conduct a periodic review of the Company's succession planning, including policies and principles for CEO selection and succession in the event of an emergency or the retirement of the CEO. The Nominating Committee shall report its recommendation to the Board. The Nominating Committee shall evaluate and nominate potential successors to the Board as required by circumstances.