



JOHN M. SEAMAN

ABRAMS & BAYLISS LLP
20 MONTCHANIN ROAD, SUITE 200
WILMINGTON, DE 19807
MAIN: 302-778-1000
FAX: 302-778-1001

DIRECT DIAL NUMBER
302-778-1152
SEAMAN@ABRAMSBAYLISS.COM

September 28, 2022

VIA OVERNIGHT MAIL

Solfice Research, Inc. (d/b/a Civil Maps)
2720 Taylor St., Suite 320
San Francisco, California 94133
Attn: Stefan Safko
Chief Executive Officer

VIA HAND DELIVERY

Solfice Research, Inc.
c/o National Registered Agents, Inc.
1209 Orange St.
Wilmington, Delaware 19801
Attn: Stefan Safko
Chief Executive Officer

Re: Demand to Inspect Books and Records Pursuant to Section 220 of the Delaware General Corporation Law

Dear Mr. Safko:

This firm and the law firm of McMahon Serepca LLP are counsel to Sravan Puttagunta, Anuj Gupta and Jason Creadore (the “Clients”), record holders of 2,933,333, 1,191,666 and 349,999 shares of common stock of Solfice Research, Inc. (“Solfice” or the “Company”), respectively. On behalf of our Clients, we hereby demand that the Company permit our Clients to inspect certain books and records of the Company pursuant to Section 220 of the Delaware General Corporation Law.¹ Attached hereto as Exhibits A-C are powers of attorney authorizing Abrams & Bayliss LLP to act on behalf of the Clients in connection with this demand.

I. THE PURPOSE OF THE DEMAND

Through this demand, the Clients seek to inspect books and records of the Company pursuant to Section 220(b) of the Delaware General Corporation Law (“Section 220”). The Clients seek inspection for the following purposes:

¹ Based on 6,795,668 shares of Solfice common stock outstanding, the Clients’ ownership stake represents approximately 65.8% of the Company’s currently issued and outstanding shares of common stock. This figure does not include any shares of Founders Preferred stock owned by the Clients.

Solfice Research, Inc.
c/o Stefan Safko
September 28, 2022
Page 2

- (i) to investigate possible breaches of fiduciary duty, mismanagement, corporate waste, unfair business practices, and improper influence and conduct by the officers and directors members of the Company in connection with the Company's negotiation, execution and approval of the Asset Purchase Agreement by and among Solfice Research, Inc., Luminar Technologies, Inc. and Condor Acquisition Sub II, Inc. (the "APA"), which was approved by the Board on June 15, 2022, and the transaction contemplated thereby (the "Asset Sale");
- (ii) to investigate the negotiation process, the valuation process (collectively, ("Asset Sale Review Process"), the timing of the APA and the terms of employment the Buyer offered to those Company employees that were selected to remain;
- (iii) to consider any remedies to be sought in respect of the foregoing, including but not limited to potential derivative litigation or other corrective measures;
- (iv) to evaluate the independence and disinterestedness of the members of the Board and its advisors;
- (v) to communicate with other Company stockholders regarding matters relating to their interests as stockholders and as to each of the above topics, so that stockholders may effectively address any mismanagement or improper conduct, including, without limitation, through litigation or by other corrective measures;
- (vi) to evaluate the completeness and accuracy of the Company's disclosures concerning the Asset Sale; and
- (vii) to value Solfice's common stock.

Each of these is a proper purpose under Delaware law that is reasonably related to the Clients' interests as stockholders of the Company.

II. THE BACKGROUND FOR THE DEMAND

The Asset Purchase Agreement

In June 2022, the Company entered into the APA. Pursuant to the APA:

- Condor Acquisition Sub II, Inc. ("Buyer"), a Delaware Corporation affiliated with Luminar Technologies, Inc. ("Parent" and together with Buyer, "Luminar Technologies"), agreed to purchase substantially all of the Company's assets for

Solfice Research, Inc.
c/o Stefan Safko
September 28, 2022
Page 3

\$10,595,000, subject to adjustment and the assumption of certain “Assumed Liabilities.” This price implied a valuation of approximately \$0.61 per share of Common Stock on a fully diluted basis.

- Solfice agreed to sell its most valuable assets, including “all Seller IP in which Seller has or purports to have an ownership interest”; “all Seller IT systems in which Seller has or purports to have an ownership interest; all furniture, fixtures, equipment, machinery, tools, vehicles, office equipment, supplies, computers, telephones, and other tangible personal property of the Seller”; and “originals . . . of all books and records . . . to the extent such Books and Records relate to the Purchased Assets.”
- Stefan Safko, the Company’s Chief Executive Officer, Scott Harvey, the Company Chief Technology Officer, and Satya Vakkaleri, VP of Product Management – the Company’s “Key Employees” – agreed to accept offers of employment with Buyer as a condition to closing.

On June 15, 2022, the Company completed the Asset Sale. On June 22, 2022, pursuant to Section 228(e) of the Delaware General Corporation Law, the Company notified its stockholders that the holders of a majority of the voting power of all outstanding shares of capital stock of the Company entitled to vote approved the APA by written consent. The notice attached an unexecuted version of the APA.

Based on their review of the APA, our Clients believe the price and other material terms of the APA are unfair to the Company and its stockholders. The Clients also believe that the Board failed to conduct an adequate strategic review process, failed to negotiate adequate terms, and may have rejected superior offers put forth by other interested parties for self-interested reasons.

The Company Has Received Multiple Superior Proposals

The Company’s negotiations with Luminar Technologies are concerning. Prior to signing the APA, the Company received multiple superior proposals to acquire the Company.

In 2016-2017, Ford Motor Company offered to purchase the Company for \$100 million.

In 2018, the Company completed its Series A funding at a \$90 million pre-money valuation.

In 2021, TomTom, a leader in the digital mapping industry, indicated that it was willing to pay \$50 million for a majority stake in the Company. A former employee, Abhishek Arorra

Solfice Research, Inc.
c/o Stefan Safko
September 28, 2022
Page 4

confirmed TomTom's interest in making an investment at this level. Robert Rossi, the former SVP of Engineering at TomTom, informed Mr. Gupta that Company management had rejected TomTom's offer.

On December 7, 2021, Luminar Technologies sent the Company's management a term sheet contemplating the acquisition of 100% of the equity interests in the Company for **\$12.5 million** in consideration—*i.e.*, an **18%** increase over the purchase price contemplated by the APA. Specifically, the December 7, 2021 term sheet provided that:

- The Total Consideration will consist entirely of shares of Buyer's publicly traded common stock ("Buyer Shares") with a total value of \$12.5 million (the "Total Consideration"). The Total Consideration will be paid 50% at closing of the transaction and, subject to the continued employment of certain key employees, 25% at the first-year anniversary of the Transaction and 25% at the second-year anniversary of the Transaction.

On December 9, 2021, Luminar Technologies sent the Company's management a term sheet contemplating **\$20 million** in consideration—roughly **double** the purchase price the Board eventually accepted. Specifically, the December 9, 2021 term sheet provided that:

- At the closing of the Proposed Transaction, all of the outstanding capital stock of the Company (including stock held by Acquirer), and any outstanding options, warrants or other rights to acquire capital stock of the Company (on a fully diluted basis) will be converted into the right to receive \$20,000,000.00 (twenty million dollars) in shares of common stock of Acquirer, in the aggregate.

Based on information available to the Clients to date, the Clients believe that the price and other material terms of the APA were far inferior to those previously considered and were unfair to the Company and its stockholders. Additionally, the Clients believe that Luminar Technologies was not the only potential offeror to approach the Board.

The APA Review Process Appears To Have Been Flawed

Based on the information available to date, the Clients believe that the Board's approval of the APA was the product of a flawed process.

- Prior to signing the APA, the Company received at least two superior bids to acquire all or substantially all of the Company's assets. Luminar Technologies' December 9, 2021 proposal, for example, would have resulted in approximately **twice** the consideration the Company's stockholders ultimately received.

Solfice Research, Inc.
c/o Stefan Safko
September 28, 2022
Page 5

- The Board failed to conduct a meaningful strategic review process to ensure that the Asset Sale was in the best interests of the Company's stockholders.
- Stefan Safko, the Company's Chief Executive Officer, Scott Harvey, the Company Chief Technology Officer, and Satya Vakkaleri, VP of Product Management – each of whom played a critical role in negotiations with Luminar Technologies in connection with a potential transaction – had actual or potential conflicts of interest by virtue of their respective offers of employment with Luminar Technologies. These post-closing employment arrangements – which were an express condition of closing – appear to have compromised management's ability to negotiate a value maximizing transaction. Moreover, during a December 7, 2019 Zoom meeting, Mr. Safko informed the Clients that he was coordinating the Asset Sale with a friend at Luminar Technologies, who was doing him a personal favor by acquiring the Company.
- The Board was controlled by the Company's preferred stockholders.
- Previous instances of failed attempts to improperly effectuate a recapitalization that would dilute the equity held by the original founders casts doubt on whether this APA review process adhered to necessary corporate rules and formalities.
- The Board appears to have withheld material information from the Company's stockholders. For example, despite asking Mr. Puttagunta to enter into a voting agreement requiring him to vote his shares of Company stock in favor of the Asset Sale, the Board inexplicably refused to provide the closing documents and other information pertinent to the transaction.

The Company Appears to Have a History of Withholding Material Information from Common Stockholders

The Company's acceptance of Luminar Technologies' financially inferior offer appears to be part of a pattern in which the Board has elevated the interests of the Company's preferred stockholders over the interests of the Company's common stockholders.

- For example, on December 17, 2019, Mr. Puttagunta – then a director of Solfice Research India Private Limited, the Company's Indian subsidiary – submitted a formal request for information. Mr. Safko, the Company's CEO, acknowledged the request later that day. Despite the request and acknowledgment, this led to a series of missed obligations and silence from the Board. These actions included:

Solfice Research, Inc.
c/o Stefan Safko
September 28, 2022
Page 6

- a Zoom meeting between Mr. Puttagunta, common stockholders, and the Board on March 30, 2020 to address the demands laid out in the December 17, 2019 request;
- a mutually agreed-upon rescheduling of the March 30 meeting to the later date of 6 April, 2020 to accommodate the Board's schedule;
- the Board's unexplained failure to attend the re-scheduled Zoom meeting on April 6, 2020;
- the Board's inexplicable decision to withhold materials relevant to the financing and ownership structure of the Company, such as the simple agreement on future equity ("SAFE") documents executed after March 2019, employee incentive plan documentation related to company officers Scott Harvey and Stefan Safko, and materials concerning proposed restructuring that would affect common stockholders.

III. THE REQUESTED INFORMATION

In accordance with Section 220(b), the Company must produce for inspection the books and records requested in the possession of the Company, its subsidiaries, affiliates, directors, advisors, agents, or any other person or entity subject to the Company's control. This includes, but is not limited to, any books and records stored on the office or other computers utilized by any Board member and any server maintained by the Company, in addition to any other locations where information is stored or maintained. The Clients hereby demand, under oath, that they and their attorneys, representatives, and agents be given, during regular business hours, the opportunity to inspect or receive from the Company the following books and records and to make copies or extracts therefrom:

Books and Records Related to the Deal Review Process

1. Selected Books and Records reflecting communications between the Company or any advisor acting on its behalf, on the one hand, and Luminar Technologies and any other person or entity that indicated interest in acquiring all or substantially all of the Company's assets or any other strategic transaction with the Company, including binding and non-binding indications of interest, term sheets, draft acquisition agreements or other documents reflecting interest in the Company or any summaries thereof.
2. Copies of any confidentiality agreements entered into between the Company and Luminar Technologies, any other person or entity that indicated interest in acquiring all or

Solfice Research, Inc.
c/o Stefan Safko
September 28, 2022
Page 7

substantially all of the Company's assets or any other strategic transaction with the Company, as well as any communications related thereto.

3. Selected Books and Records concerning the Board's evaluation and approval of the APA, including but not limited to, Books and Records concerning (i) the December 7, 2021 term sheet; (ii) the December 9, 2021 term sheet; and (iii) the terms of the Asset Sale.
4. Selected Books and Records concerning the Board's urgency to complete the transaction and dissolve the Company.
5. Selected Books and Records concerning the Board's evaluation of the Company's assets, liabilities, and reserves for future claims in connection with the Board's adoption of the Plan of Liquidation.
6. Selected Books and Records concerning any actual or potential strategic review process.
7. Selected Books and Records concerning the Board's decision to establish or not establish a transaction committee in connection with the Board's negotiation of the Asset Sale.
8. Selected Books and Records concerning any discussion by or among the Board, its representatives, or its advisors concerning the impact on the Company or its stockholders of entering the APA.

Solfice Research, Inc.
c/o Stefan Safko
September 28, 2022
Page 8

Books and Records Related to Valuation

9. Any financial analyses provided to the Board (including any committee thereof) that addresses the current or future value of the Company and/or the Common Stock. For this demand, the relevant time period is March 10, 2019 through June 22, 2022.

Books and Records Related to Luminar Technologies Employment Agreements

10. Selected Books and Records reflecting communications between the Company or any advisor acting on its behalf, on the one hand, and Luminar Technologies or any advisor acting on his behalf, on the other hand, concerning potential post-closing employment agreements for Stefan Safko, Scott Harvey and/or Satya Vakkaleri.
11. Selected Books and Records concerning any discussion by or among the Board, its representatives, or its advisors concerning the post-closing employment of Stefan Safko, Scott Harvey and/or Satya Vakkaleri. For this demand, the relevant time period is December 1, 2021 through June 22, 2022.

Books and Records Related to Director Conflicts

12. Selected Books and Records concerning actual or potential conflicts of interest among the members of the Board and/or the Company's senior management, including but not limited to, any questionnaires or other documents or communications concerning any business, financial or social relationships between or among the members of the Board and/or the Company's senior management (including, in each case, any entities owned or controlled by any member of the Board or the Company's senior management). For this demand, "members of the Board" means directors or former directors who served on the Board at any time (i) between March 10, 2019 and June 22, 2022. This demand is not limited to the time period limitation set forth below.
13. Selected Books and Records concerning the identity of who, on behalf of the Company, engaged in negotiations with Luminar Technologies.
14. Selected Books and Records concerning Key Employee employment offers with Buyer.

In requesting documents, the Clients are inherently hampered by the fact that they do not know what specific documents exist or how they are currently maintained. Nevertheless, in an effort to limit the burden on the Company, the Clients have limited many of their requests to only "Selected Books and Records," which means books and records, including emails, text messages and other communications, supplied to, communicated to, reviewed, prepared or possessed by any

Solfice Research, Inc.
c/o Stefan Safko
September 28, 2022
Page 9

member of the Board or any named executive officer of the Company. All of the foregoing requests should be understood to be limited to the time from December 1, 2020, to the present, unless otherwise specified. The words “and” and “or” shall be construed in this letter as either conjunctive or disjunctive in order to have the broadest possible scope.

IV. MECHANICS OF THE DEMAND

The Clients will bear the reasonable copying costs incurred by the Company in connection with the production of the information demanded.

The Clients have designated and authorized Abrams & Bayliss LLP, and any persons designated by Abrams & Bayliss LLP, acting singly or in any combination, to conduct the inspection and copying herein requested. Please advise John M. Seaman of Abrams & Bayliss LLP at (302) 778-1152 as to the time and place when the requested information will be produced or made available in accordance with this demand. Pursuant to Section 220, you are required to respond to this demand within five business days.

If the Company contends that this request is incomplete or is otherwise deficient in any respect, please notify the Clients immediately in writing care of Peter McMahon, Esq. at 1900 S. Norfolk Street, Suite 350, San Mateo, CA 94403 and peter@msllp.com with immediate copies to John M. Seaman at 20 Montchanin Road, Suite 200, Wilmington, DE 19807 and seaman@abramsbayliss.com setting forth the facts that the Company contends support its position and specifying any additional information believed to be required.

The Clients agree to treat any documents produced as attorneys’ eyes only until the execution of a customary confidentiality agreement with respect to the requested information. In the absence of prompt notice, the Clients will assume that the Company agrees that this request complies in all respects with the requirements of Section 220 and that the Company will within five business days produce all of the requested books and records.

Very truly yours,

/s/ John M. Seaman

John M. Seaman

EXHIBIT A

LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned hereby constitutes and appoints Abrams & Bayliss LLP and any of its respective partners, associates, employees, and other persons so designated by it as its duly authorized attorneys-in-fact to act on his behalf in his name, place and stead in any way for the purpose of inspecting and copying the business records of Solfice Research, Inc., pursuant to Section 220 of the Delaware General Corporation Law or any other authority.

The undersigned's attorney-in-fact is granted full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, including the full power of substitution and revocation, and to ratify every act that he may lawfully perform in exercising those powers.

This Limited Power of Attorney will become effective as of the date set forth below shall remain in full force and effect until the undersigned delivers a written notice of termination.

This Limited Power of Attorney shall be governed by, and construed in accordance with, the laws of the State of Delaware, excluding its conflicts of laws principles.

IN WITNESS THEREOF, the foregoing LIMITED POWER OF ATTORNEY was made and executed as of September 23, 2022.

Executed on the 23 day of September, 2022.

P.S.Sravan
Shanmukha Sravan Puttagunta

SWORN TO AND SUBSCRIBED before me
this _____ day of September 2022.

Notary Public

Commission Expires: _____

SEE ATTACHED FOR NOTARY PUBLIC

CALIFORNIA JURAT

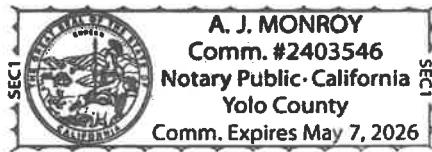
GOVERNMENT CODE § 8202

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of Yolo

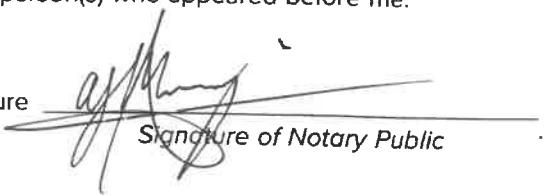
Subscribed and sworn to (or affirmed) before me on

this 23 day of September, 2022, by
Date Month Year(1) Shanmukha S Puttagunta

Place Notary Seal and/or Stamp Above

(and (2) _____),
Name(s) of Signer(s)proved to me on the basis of satisfactory evidence to
be the person(s) who appeared before me.

Signature


Signature of Notary Public**OPTIONAL**

*Completing this information can deter alteration of the document or
fraudulent reattachment of this form to an unintended document.*

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

EXHIBIT B

LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned hereby constitutes and appoints Abrams & Bayliss LLP and any of its respective partners, associates, employees, and other persons so designated by it as its duly authorized attorneys-in-fact to act on his behalf in his name, place and stead in any way for the purpose of inspecting and copying the business records of Solfice Research, Inc., pursuant to Section 220 of the Delaware General Corporation Law or any other authority.

The undersigned's attorney-in-fact is granted full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, including the full power of substitution and revocation, and to ratify every act that he may lawfully perform in exercising those powers.

This Limited Power of Attorney will become effective as of the date set forth below shall remain in full force and effect until the undersigned delivers a written notice of termination.

This Limited Power of Attorney shall be governed by, and construed in accordance with, the laws of the State of Delaware, excluding its conflicts of laws principles.

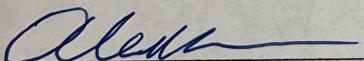
IN WITNESS THEREOF, the foregoing LIMITED POWER OF ATTORNEY was made and executed as of September 26, 2022.

Executed on the 26 day of September 2022



Anuj Gupta

SWORN TO AND SUBSCRIBED before me this 26 day of Septemcber 2022.



Notary Public

Commission Expires: 05/19/2026



EXHIBIT C

LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned hereby constitutes and appoints Abrams & Bayliss LLP and any of its respective partners, associates, employees, and other persons so designated by it as its duly authorized attorneys-in-fact to act on his behalf in his name, place and stead in any way for the purpose of inspecting and copying the business records of Solstice Research, Inc., pursuant to Section 220 of the Delaware General Corporation Law or any other authority.

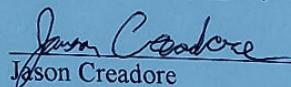
The undersigned's attorney-in-fact is granted full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, including the full power of substitution and revocation, and to ratify every act that he may lawfully perform in exercising those powers.

This Limited Power of Attorney will become effective as of the date set forth below shall remain in full force and effect until the undersigned delivers a written notice of termination.

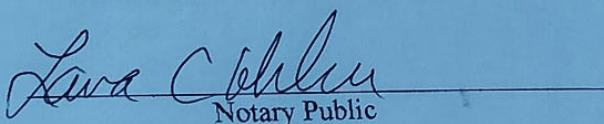
This Limited Power of Attorney shall be governed by, and construed in accordance with, the laws of the State of Delaware, excluding its conflicts of laws principles.

IN WITNESS THEREOF, the foregoing LIMITED POWER OF ATTORNEY was made and executed as of September 26, 2022.

Executed on the 26 day of September, 2022.


Jason Creadore

SWORN TO AND SUBSCRIBED before me
this 26 day of September 2022.


Laura C Kohler
Notary Public

Commission Expires: Feb 17, 2025

