



# EXHIBIT A

**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

GEORGE P. ASSAD, JR., directly on behalf of himself and all other similarly situated stockholders of TELENNAV, INC.,

Plaintiff,

v.

TELENNAV, INC., H.P. JIN, SAMUEL CHEN, DOUGLAS MILLER, KEN XIE, WES CUMMINS, and RANDY ORTIZ,

Defendants.

C.A. No. 2020-0950-JTL

**NOTICE**

On November 2, 2020, Telenav, Inc. (“Telenav”) entered into a definitive merger agreement (the “Merger Agreement”) to be acquired by V99, Inc. (“V99”), a corporation led by H.P. Jin (“Jin”), Telenav’s co-founder, president and chief executive officer, for \$4.80 per share in cash (the “Merger”). Jin, Samuel T. Chen (“Chen”) and a certain entity affiliated with Chen provided debt financing in connection with the Merger.

On November 6, 2020, Plaintiff George P. Assad, Jr. (“Plaintiff”) filed a class action lawsuit in the Delaware Court of Chancery against Telenav and its board of directors (the “Board”). The lawsuit alleged that the Merger, as original structured, violated 8 *Del. C.* § 203 (“Section 203”). Specifically, the lawsuit alleged that, prior to the time that the Board approved the Merger Agreement and the transactions contemplated thereby, Jin and Chen had reached two separate “agreement[s], arrangement[s] or understanding[s]” (“AAUs”) “for the purpose of acquiring, holding, voting . . . or disposing” of Chen’s Telenav stock: *First*, that Jin and Chen reached an AAU for purposes of Section 203 that Chen would provide financing for a going-private transaction that would dispose of Chen’s Telenav shares; and *second*, that Jin and Chen reached an AAU that Chen would vote his Telenav shares in support of a going-private transaction. Plaintiff asserted that these AAUs caused Jin to become the “owner” of Chen’s Telenav shares and an “interested stockholder” under, and subject to the restriction on business combinations set forth in, Section 203. Plaintiff asserted that if Jin was determined to have become an interested stockholder under Section 203 prior to the Telenav Board approval, the Merger would be subject to Section 203’s restrictions on business combinations, because the voting condition set forth in

the Merger Agreement to which the Merger was originally subject would not satisfy the requirement in Section 203(a)(3) that a transaction with an interested stockholder be approved by the affirmative vote of at least 66 $\frac{2}{3}$ % of the outstanding voting stock which is not owned by the interested stockholder under Section 203.

On December 17, 2020, and in response to Plaintiff's prosecution of the lawsuit, Telenav entered into an amendment to the Merger Agreement (the "Amendment") which expressly conditioned the Merger on approval by 66 $\frac{2}{3}$ % of the outstanding shares of Telenav common stock not beneficially owned by Jin, Chen or their affiliates. The Amendment mooted the lawsuit. On December 30, 2020, the Court of Chancery entered an order dismissing the lawsuit, but retaining jurisdiction solely for the purpose of determining Plaintiff's potential application for an award of attorneys' fees and reimbursement of expenses.

On February 16, 2021, Telenav stockholders approved the Merger, which closed on February 17, 2021, and Telenav's stock was removed from the NASDAQ in connection therewith.

After dismissal of the lawsuit, the parties commenced negotiations concerning Plaintiff's counsel's application for fees and expenses based on the benefits provided by the Amendment. After negotiations, Defendants and/or their insurers have agreed to make a fee and expense payment to Plaintiff's counsel of \$1,600,000.00 to resolve any application for an award of attorneys' fees and expenses to be made by counsel for Plaintiff for the benefit conferred on Telenav stockholders through the Amendment. The Court of Chancery has not been asked to review, and will pass no judgment on, the payment of fees and expenses or its reasonableness.

If you have any questions regarding the litigation, please contact any of the attorneys below:

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