

Solaris Energy Infrastructure, Inc. Announces Proposed Offering Of Borrowed Class A Common Stock To Facilitate Hedging Transactions

October 06, 2025

HOUSTON--(BUSINESS WIRE)-- Solaris Energy Infrastructure, Inc. ("Solaris") (NYSE:SEI) announced today, in a separate press release, its intention to offer, in an underwritten public offering, subject to market and other conditions, \$600,000,000 aggregate principal amount of convertible senior notes due 2031 (the "notes"), plus up to an additional \$90,000,000 aggregate principal amount of notes that the underwriters of the notes offering have the option to purchase from Solaris.

Concurrently with the offering of the notes, Morgan Stanley & Co. LLC, acting on behalf of itself and/or its affiliates (in such capacity, the "delta offering underwriter"), intends to offer, in a separate, underwritten offering, a number of shares of Solaris's Class A common stock, par value \$0.01 per share ("Class A common stock"), borrowed from third parties (the "concurrent delta offering"), to facilitate hedging transactions (whether physical and/or through derivatives) by some of the purchasers of the notes. The number of shares of Class A common stock subject to the concurrent delta offering will be determined at the time of pricing of the concurrent delta offering and is expected to be no greater than commercially reasonable initial short positions of such hedging investors in the notes. No new shares of Class A common stock will be issued, and Solaris will not receive any proceeds from the concurrent delta offering. The concurrent delta offering and the offering of the notes are contingent upon one another.

Solaris has filed a shelf registration statement on Form S-3 (including a prospectus) with the Securities and Exchange Commission (the "SEC"). The concurrent delta offering is being made only by means of the prospectus supplement and the accompanying prospectus. Before you invest, you should read the prospectus supplement and the accompanying prospectus and



New York, New York 10014, Attention: Prospectus Department.

About Solaris

Solaris Energy Infrastructure, Inc. (NYSE:SEI) provides scalable equipment-based solutions for use in distributed power generation as well as the management of raw materials used in the completion of oil and natural gas wells. Headquartered in Houston, Texas, Solaris serves multiple U.S. end markets, including energy, data centers, and other commercial and industrial sectors.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended. Examples of forward-looking statements include, but are not limited to, the completion, timing and size of the proposed offering referred to herein, the completion, timing and size of the concurrent offering of the notes and the other risks discussed in Part I, Item 1A. "Risk Factors" in Solaris's Annual Report on Form 10-K for the year ended December 31, 2024 filed with the SEC on March 5, 2025, the risks discussed in Part II, Item 1A. "Risk Factors" in Solaris's Quarterly Report on Form 10-Q for the three months ended March 31, 2025 filed with the SEC on May 7, 2025 and the risks discussed in Part II, Item 1A. "Risk Factors" in Solaris's Quarterly Report on Form 10-Q for the three months ended June 30, 2025 filed with the SEC on August 1, 2025. Forward-looking statements are based on Solaris's current expectations and assumptions regarding its business, the economy and other future conditions. Because forward-looking statements relate to the future, by their nature, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. As a result, Solaris's actual results may differ materially from those contemplated by the forward-looking statements. Factors that could cause Solaris's actual results to differ materially from the results contemplated by such forward-looking statements include, but are not limited to, the factors discussed or referenced in Solaris's filings made from time to time with the SEC. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. Factors or events that could cause Solaris's actual results to differ may emerge from time to time, and it is not possible for Solaris to predict all of them. Solaris undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.

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