

Midsummer AB (publ) announces a fully guaranteed rights issue of approximately SEK 175 million and reaches agreement on debt conversion

The Board of Directors of Midsummer AB (publ) ("Midsummer" or the "Company"), which is listed on Nasdaq First North Growth Market, has today resolved on a new issue of shares of approximately SEK 175 million with preferential rights for the Company's existing shareholders (the "Rights Issue"). The Company has received subscription undertakings from existing shareholders totaling approximately SEK 47 million, corresponding to approximately 27 percent of the Rights Issue. The remaining part of the planned issue is guaranteed through guarantee undertakings. In total, the planned Rights Issue is thus fully guaranteed.

The Company has also reached an agreement with certain holders of the Company's outstanding bond loan maturing in December 2026 and with ISIN SE0012455772 (the "Bonds"), which represent 51.5 percent of the total outstanding nominal amount under the Bonds. The agreement entails a restructuring of the Bonds, including that approximately SEK 79.2 million of the outstanding amount and interest will be converted into newly issued shares and that the terms of the Bonds will be amended, including a two-year extension of the maturity. The Company intends to initiate a written procedure under the Bonds in the near future.

Eric Jaremalm, CEO of Midsummer, comments:

"Midsummer is facing the most exciting phase in the company's history. Today's news that we will deliver production equipment for a 100 MW to 200 MW solar cell factory in Colombia over the coming years within the framework of our collaboration with Saab represents a significant increase from the record order of 15 MW worth SEK 143.5 million that we received in May 2025. This is a powerful validation of our technology, business model and industrial collaborations. With the strengthened balance sheet that the rights issue and debt conversion provide us, we now have all the conditions to fully capitalize on the strong demand we see in the market and realize our ambitions to deliver mega-factories to customers globally. We have never been better positioned for growth and profitability than we are today."

Summary of the Rights Issue

The Rights Issue comprises a maximum of 126,509,435 new shares and the subscription price is SEK 1.38 per share. If the Rights Issue is fully subscribed, the Company will receive approximately SEK 175 million before deduction of costs attributable to the Rights Issue.

The Board of Directors' resolution on the Rights Issue is conditional upon approval by an Extraordinary General Meeting to be held on 23 December 2025.

Each existing share held in the Company on the record date of 29 December 2025 entitles the holder to three (3) subscription rights. Eight (8) subscription rights entitle the holder to subscribe for one (1) new share.

The Company has received subscription undertakings from existing shareholders, management and employees totaling approximately SEK 47 million, including the principal shareholders Hans Waldaeus and Jörgen Persson (directly and through companies) as well as Robert Sjöström (Chairman of the Board), Eric Jaremalm (CEO), Per Mattsson (Board member), Anna Denell (Board member), Mikael Nicander (Board member), Patrik Boman (Board member), Alex Witt (Chief Operating Officer), Erik Olsson (Head of Machine Sales and Strategic Projects) and Peter Karaszi (Head of Investor Relations).

The part of the Rights Issue not covered by subscription undertakings is guaranteed through guarantee undertakings. The Rights Issue is thus fully guaranteed up to an amount of approximately SEK 175 million.

The Company has also received voting undertakings from shareholders representing approximately 45 percent of the votes in the Company, to vote in favour of the necessary resolutions at the Extraordinary General Meeting.

Background and reason for the Rights Issue

Midsummer is in an expansive phase with strong commercial traction and concrete business opportunities that require a strengthened financial position to be fully realised.

In May 2025, Midsummer received an order worth SEK 143.5 million from Saab for a turnkey production line for 15 MW annual production capacity in Colombia. After Saab entered into an agreement for the sale of JAS Gripen 39 E/F to Colombia on 15 November 2025, Midsummer and Saab initiated concrete discussions on 17 November 2025 regarding an expanded factory establishment and long-term partnership within the framework of Saab's so-called offset commitment to Colombia. Today, 28 November 2025, Midsummer has announced that the production capacity in the operations in Colombia will be expanded from 15 MW to between 100 MW and 200 MW. Thus, the order volume in the order from May 2025 of SEK 143.5 million to Colombia will at least quintuple over the coming years. The size of the production capacity in the range between 100 to 200 MW, delivery times and payment terms are subject to ongoing negotiations.

The collaboration regarding Colombia means that Midsummer will deliver production equipment to, and be responsible for the design and establishment of, the factory. The Company has already established a sales company in Colombia with an initial staff of three people and is already noting significant commercial interest in the region for the Company's products based on factors such as high electricity prices, strong solar radiation and a large number of flat weak roofs for which Midsummer's solutions are ideal.

Midsummer sees very significant potential to provide turnkey production lines and solar cell factories to customers who wish to rapidly implement a green energy transition and electrify their respective markets. The Company's technology is proven and Midsummer can establish complete factories in a short time, provide all equipment, project manage the entire establishment and also assist in subsequent ongoing operations, service and sales of produced panels.

The issue proceeds from the Rights Issue are expected to be used to scale up production and sales, strengthen the Company's position as a leading player in thin film solar cells and to ensure that the Company has the financial capacity required to deliver on the ongoing and upcoming factory projects. A strengthened balance sheet as a result of the debt conversion and optimised capital structure creates conditions for Midsummer to take the next step in its development and implement its growth ambitions.

The Board of Directors believes that the Rights Issue constitutes a good solution to cover the Company's capital needs and enable continued expansion in a market with strong demand for the Company's technology and products.

Terms of the Rights Issue

The Rights Issue comprises a maximum of 126,509,435 new shares and the subscription price is SEK 1.38 per share. If the Rights Issue is fully subscribed, the Company will receive approximately SEK 175 million before deduction of costs attributable to the Rights Issue.

Each existing share held in the Company on the record date of 29 December 2025 entitles the holder to three (3) subscription rights. Eight (8) subscription rights entitle the holder to subscribe for one (1) new share.

If not all shares have been subscribed for with the support of subscription rights, the Board of Directors shall resolve on allocation of shares subscribed for without subscription rights. Allocation shall then be made in the following order:

Firstly, allocation shall be made to those who have applied for subscription and subscribed for shares with the support of subscription rights, regardless of whether the subscriber was a shareholder on the record date or not and in the event of oversubscription, in proportion to the number of subscription rights that each person has exercised for subscription of shares and, to the extent this is not possible, by drawing lots.

Secondly, allocation shall be made to others who have applied for subscription without the support of subscription rights, and, in the event of oversubscription, in proportion to the number of shares stated in each subscription application and, to the extent this is not possible, by drawing lots.

Thirdly, allocation shall be made to those who have provided guarantee undertakings regarding subscription of shares, in proportion to such undertakings and, to the extent this is not possible, by drawing lots.

Bridge financing and subscription and guarantee undertakings

The Company has received subordinated bridge financing totaling SEK 30 million from the principal shareholders Hans Waldaeus and Jörgen Persson (through companies). These principal shareholders have undertaken to set off the loans against new shares in the Rights Issue. In addition, Robert Sjöström (Chairman of the Board), Eric Jaremalm (CEO), Per Mattsson (Board member), Anna Denell (Board member), Mikael Nicander (Board member), Patrik Boman (Board member), Alex Witt (Chief Operating Officer), Erik Olsson (Head of Machine Sales and Strategic Projects) and Peter Karaszi (Head of Investor Relations) have undertaken to subscribe for shares in the Rights Issue. In total, these undertakings amount to approximately SEK 47 million, which in total corresponds to approximately 27 percent of the Rights Issue.

The remaining part of the Rights Issue is guaranteed through guarantee undertakings. In total, this means that the Rights Issue is fully guaranteed.

For the guarantee undertakings, a guarantee commission of 13 percent of the guaranteed amount is payable to guarantors providing a bottom-up guarantee and 14 percent of the guaranteed amount is payable to guarantors providing a top-down guarantee. The guarantors have the right to choose to have the guarantee commission paid in cash or alternatively 105 percent of the guarantee compensation in shares, whereby the guarantee compensation is increased by two percentage points if the compensation is paid in shares. No compensation is payable for the subscription undertakings. The subscription undertakings and guarantee undertakings entered into are not secured by bank guarantees, blocked funds, pledges or similar arrangements.

Lock-up undertakings

The Company has undertaken not to, during a period of 90 days after the completion of the Rights Issue, issue shares or share-related securities, with the exception of issues related to incentive programs. The major shareholders Jörgen Persson and Hans Waldaeus, the Company's Board members and the members of the management team have undertaken, with certain exceptions, not to sell any shares or share-related securities in the Company during a period of 90 days after the completion of the Rights Issue.

Information document

No prospectus will be prepared in connection with the Rights Issue. The Company will publish an information document in the form prescribed by Annex IX of the Prospectus Regulation. The information document with complete terms will be available on the Company's website on or around 29 December 2025.

Preliminary timetable

<i>Event</i>	<i>Date</i>
Notice of Extraordinary General Meeting	28 November 2025
Last day of trading in the share, including the right to receive subscription rights	22 December 2025
Extraordinary General Meeting	23 December 2025
First day of trading in the share, excluding the right to receive subscription rights	23 December 2025
Record date for the right to receive subscription rights	29 December 2025
Estimated date for publication of the information document for the Rights Issue	29 December 2025
Trading in subscription rights	5 January – 14 January 2026
Subscription period	5 January – 19 January 2026

Announcement of outcome

On or around 20
January 2026

Trading in BTAs

5 January – 28 January
2026

Summary of the agreement regarding the Bonds

The agreement regarding the Bonds entails in essence the following.

- Mandatory conversion of 40 percent of (i) 105 percent of the outstanding nominal amount and capitalised interest and (ii) 100 percent accrued interest on the entire outstanding nominal amount.
- Subscription takes place at the same subscription price as in the Rights Issue.
- A lock-up of 60 days applies from receipt of the shares.
- – The terms of the bonds shall be amended including through:
 - Extending the maturity by two years to 31 December 2028.
 - Changing the interest structure to floating interest with an interest rate of 3-month Stibor plus 5 percent per annum.
 - Changing the redemption premium to 105 percent for 2026, 106 percent for 2027, 108 percent for 2028, in each case in relation to the outstanding nominal amount.
- The agreement is conditional upon, among other things, the Extraordinary General Meeting resolving on the Rights Issue and that the Rights Issue is carried out simultaneously with the conversion of bonds to shares.
- The Company has received voting undertakings from holders representing approximately 51.5 percent of the total outstanding nominal amount, to vote in favour of the proposal in the written procedure.

For complete terms, reference is made to the written procedure under the Bonds which is expected to be initiated in the near future.

Shares and share capital

Through the Rights Issue, the share capital in the Company increases by a maximum of SEK 5,060,377.40, from SEK 13,494,339.80 to SEK 18,554,717.20, through the issue of a maximum of 126,509,435 shares. The number of shares thus increases from 337,358,495 to a maximum of 463,867,930 shares, which corresponds to a dilution of a maximum of 27 percent of the total number of shares and votes in the Company for existing shareholders who choose not to participate in the Rights Issue.

Through the conversion which is part of the agreement regarding the bonds, the share capital in the Company increases by a maximum of SEK 2,294,616, from SEK 18,554,717.20 to SEK 20,849,333.20, through the issue of a maximum of 57,365,400 shares. The number of shares thus increases from 463,867,930 to a maximum of 521,233,330 shares. The total dilution (i.e. through the Rights Issue and the conversion) amounts to a maximum of approximately 35 percent.

In addition, the number of shares and the share capital may be further increased in the event that guarantors choose to receive shares as guarantee compensation.

Extraordinary General Meeting

The Board of Directors' resolution regarding the Rights Issue and the conversion which is part of the agreement regarding the bonds is subject to approval by an Extraordinary General Meeting to be held on 23 December 2025. Shareholders who together hold approximately 45 percent of the shares and votes in the Company have undertaken or expressed their intention to vote in favour of the necessary proposals to the General Meeting. Notice of the Extraordinary General Meeting, with complete information about the Board of Directors' proposals, will be announced by separate press release.

Advisors

SBI Markets, Swedish branch, is Sole Global Coordinator in connection with the Rights Issue as well as Financial advisor in connection with the Written Procedure, Corpura Fondkommission and SBI Markets, Swedish branch, have jointly procured the guarantee consortium. Gernandt & Danielsson Advokatbyrå acts as legal advisor to Midsummer in connection with the restructuring of the bond loan and Advokatfirman Lindahl acts as legal advisor to Midsummer in connection with the Rights Issue. Gernandt & Danielsson Advokatbyrå acts as legal advisor to SBI Markets in connection with the Rights Issue.

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About Midsummer

Midsummer is a Swedish solar energy company that develops, manufactures, and sells solar cells to construction, roofing and solar cell installation companies and also manufactures, sells and installs solar roofs directly to end customers. The company also develops and sells equipment for the production of flexible thin film solar cells to strategically selected partners and machinery for research. The solar cells are of CIGS technology (consist of copper, indium, gallium and selenide) and are thin, light, flexible, discreet and with a minimal carbon footprint compared with other solar panels.

The solar roofs are produced in Sweden using the company's own unique DUO system which has taken the position as the most widespread manufacturing tool for flexible CIGS solar cells in the world. The Company's shares (MIDS) are traded on Nasdaq First North Premier Growth Market. The Company's Certified Adviser is Tapper Partners AB. For more information, please visit: midsummer.se

Important information

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This press release is not a prospectus within the meaning of Regulation (EU) 2017/1129 (the "Prospectus Regulation") and has not been approved by any regulatory authority in any jurisdiction. An exemption document regarding the Rights Issue referred to in this press release will be prepared and published by the Company before the subscription period in the Rights Issue commences.

This press release neither identifies nor purports to identify risks (direct or indirect) that may be attributable to an investment in the Company. The information in this press release is only to describe the background to the Rights Issue and the agreement regarding the Bonds and makes no claim to be complete or exhaustive. No assurance shall be given in connection with the information in this press release regarding its accuracy or completeness. SBI Markets acts for Midsummer in connection with the Rights Issue and the agreement regarding the Bonds and not for anyone else's account. SBI Markets is not responsible to anyone else for providing the protection provided to their clients or for providing advice in connection with the Rights Issue or the agreement regarding the Bonds or regarding anything else mentioned herein.

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Forward-looking statements

This press release contains forward-looking statements that relate to the Company's intentions, assessments or expectations regarding the Company's future results, financial position, liquidity, development, prospects, expected growth, strategies and opportunities and the markets within which the Company operates. Forward-looking statements are statements that do not relate to historical facts and may be identified by the fact that they contain expressions such as "believes", "expects", "anticipates", "intends", "estimates", "will", "may", "assumes", "should", "could" and, in each case, negations thereof, or similar expressions. The forward-looking statements in this press release are based on various assumptions, many of which are based on further assumptions. Although the Company believes that the assumptions reflected in these forward-looking statements are reasonable, it cannot be guaranteed that they will occur or that they are correct. Since these assumptions are based on assumptions or estimates and are subject to risks and uncertainties, the actual result or outcome may, for many different reasons, differ materially from what appears in the forward-looking statements. Such risks, uncertainties, contingencies and other material factors may cause the actual course of events to differ materially from the expectations expressly or implicitly stated in this press release through the forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are correct and each reader of the press release should not unduly rely on the forward-looking statements in this press release. The information, opinions and forward-looking statements that are expressly or implicitly set forth herein are provided only as of the date of this press release and are subject to change. Neither the Company nor anyone else undertakes to review, update, confirm or publicly announce any revision of any forward-looking statement to reflect events that occur or circumstances that arise regarding the content of this press release, unless required by law or the Nasdaq First North Growth Market Rulebook for Issuers of Shares.

Information to distributors

In order to meet the product governance requirements contained in: (a) Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments, as amended, ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) national implementing measures (together the "Product Governance Requirements in MiFID II") and to disclaim all extra-contractual, contractual or other liability that any "manufacturer" (within the meaning of the Product Governance Requirements in MiFID II) may otherwise be subject to, the offered shares have been subject to a product approval process, which has determined that these securities are: (i) suitable for a target market consisting of non-professional investors and

investors who meet the criteria for professional clients and eligible counterparties, as defined in MiFID II; and (ii) suitable for distribution through all distribution channels permitted under MiFID II (the "**Target Market Assessment**").

Notwithstanding the Target Market Assessment, distributors should note that: the price of the Company's shares may fall and investors may lose all or part of their investment, that the Company's shares are not associated with any guarantee regarding return or capital protection and that an investment in the Company's shares is only suitable for investors who are not in need of guaranteed return or capital protection and who (alone or with the help of appropriate financial or other advisors) are capable of evaluating the benefits and risks of such an investment and who have sufficient resources to bear the losses that such an investment may result in. The Target Market Assessment does not affect other requirements regarding contractual, legal or regulatory sales restrictions in connection with the Rights Issue or the agreement regarding the Bonds.

The Target Market Assessment does not constitute, for the avoidance of doubt, (a) a suitability or appropriateness assessment within the meaning of MiFID II or (b) a recommendation to any investor or group of investors to invest in, acquire, or take any other action regarding the Company's shares.

Each distributor is responsible for conducting its own Target Market Assessment regarding the Company's shares and for deciding on appropriate distribution channels.

This information is information that Midsummer is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2025-11-28 14:30 CET.

Attachments

Midsummer AB (publ) announces a fully guaranteed rights issue of approximately SEK 175 million and reaches agreement on debt conversion