

Extraordinary general meeting in Midsummer AB (publ)

The board of directors of Midsummer AB has resolved to convene an extraordinary general meeting to be held on Thursday, February 6, 2025. More detailed information about the contents of the proposals may be obtained from the complete notice to the annual general meeting below.

The notice will be published in the Swedish Official Gazette (Post- och Inrikes Tidningar) and on the company's website within the next few days.

NOTICE OF EXTRAORDINARY GENERAL MEETING OF MIDSUMMER AB

Midsummer AB holds an extraordinary general meeting on Thursday, February 6, 2025, at 14:00, at the company's offices at Elektronikhöjden 6, Järfälla, Sweden. Registration starts at 13:30.

REQUIREMENTS FOR PARTICIPATION

Shareholders wishing to attend the meeting must:

- i. be recorded as a shareholder in the share register kept by Euroclear Sweden AB as of Wednesday, January 29, 2025,
- ii. notify the company the intention to attend no later than Friday, January 31, 2025.

Notification of attendance shall be made by e-mail to info@midsummer.se. Upon notification, please state name or company name, personal ID number or company registrational number, address and telephone number during the day.

NOMINEE REGISTERED SHARES

In order to participate in the meeting, those whose shares are registered in the name of a nominee must have their shares owner-registered with Euroclear Sweden AB as of Wednesday, January 29, 2025. Re-registration may be temporary (so-called voting rights registration) and is requested from the nominee in accordance with the nominee's routines at such time in advance as the nominee determines. Voting rights registration that the shareholder has requested and has been issued by the nominee no later than Friday, January 31, 2025, will be accepted in the preparation of the share register.

PROXIES AND PROXY FORMS

Anyone who is not personally present at the meeting may exercise their voting rights at the meeting through a written, signed and dated proxy form. A proxy form is available on the company's website, www.midsummer.se. The proxy form can also be obtained from the company at Elektronikhöjden 6, Järfälla. If a proxy form has been issued by a legal entity, a copy of the registration certificate or equivalent authorization document for the legal entity must be attached to the form. The proxy form may not be older than one year unless a longer period of validity is stated in the proxy form, however, no longer than five years. To alleviate entry to the meeting, proxy forms, registration certificates and other authorization documents should be provided to the company well in advance of the meeting.

PROPOSED AGENDA

1. Opening of the meeting
2. Election of chair of the meeting
3. Preparation and approval of voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Examination of whether the meeting has been duly convened
7. Proposal for a resolution to amend the articles of association
8. Proposal for a resolution on a directed share issue (1)
9. Proposal for a resolution on a directed share issue (2)
10. Proposal for a resolution on an issue authorization
11. Proposal for a resolution on warrant program 2025/2028
12. Closure of the meeting

PROPOSED RESOLUTIONS

Item 7 – Proposal for a resolution to amend the articles of association

The board of directors proposes that the meeting resolves to adopt new articles of association, mainly in accordance with the following.

Current wording:

§ 4 Share capital

The share capital shall amount to not less than SEK 2,700,000 and not more than SEK 10,800,000.

§ 5 Number of shares

The company shall have a minimum of 67,500,000 and a maximum of 270,000,000 shares.

Proposed new wording:

§ 4 Share capital

The share capital shall amount to a minimum of SEK 12,000,000 and a maximum of SEK 48,000,000.

§ 5 Number of shares

The company shall have a minimum of 300,000,000 shares and a maximum of 1,200,000,000 shares.

In addition to the above, amendments of an editorial nature are proposed.

The purpose of the proposal is to enable the implementation of the board of directors' proposal for a resolution on the issuance of shares in accordance with items 8 and 9 on the agenda. The resolution is contingent on the meeting resolving in accordance with items 8 to 10 on the agenda.

The board of directors, or the person appointed by the board of directors, shall have the right to make the minor adjustments that may be required in connection with the registration of the resolution with the Swedish Companies Registration Office or due to other formal requirements.

Item 8 – Proposal for a resolution on a directed share issue (1)

The board of directors proposes that the meeting resolves on a directed share issue of not more than 70,159,160 shares, resulting in an increase in the company's share capital with not more than SEK 2,806,366.4. The following terms shall also be applicable on the resolution.

1. The right to subscribe for the new shares shall, with deviation from the shareholders' preferential rights, solely belong to, directly or through companies, the principal owners Hans Waldaeus, Jan Lombach (also members of the board of directors) and Jörgen Persson, as well as certain members of management in the company who have announced their interest to subscribe for shares in the company (the "**Subscribers**").

2. The reasons for deviating from the shareholders' preferential rights are to fulfil the company's obligations toward the Subscribers as a result of an agreement, under which the Subscribers shall receive repayment of loans in the form of shares in the company or provide working capital to the company through subscription of shares in the directed issue. The board of directors also considers it beneficial for the company's financial position, and in the shareholders' best interest, to repay the Subscribers in the form of shares instead of a cash payment, as this frees up funds that strengthen the company's working capital and to raise working capital through the issue of shares.

3. SEK 1.05 shall be paid for each subscribed share. The subscription price has been determined by the board of directors of the company following arms-length negotiations with the Subscribers.

4. Subscription of the newly issued shares shall be made on a subscription list not later than February 10, 2025. The board of directors shall have the right to extend the subscription period.

5. Payment shall be made in cash no later than April 30, 2025. However, it is noted that the board of directors may approve set-off in accordance with the conditions set out in Chapter 13, Section 41 of the Swedish Companies Act. The board of directors shall have the right to extend the payment period.

6. Payment for subscribed shares that exceeds the quota value of the shares shall be added in full to the free share premium fund.

7. The resolution to issue shares requires an amendment to the company's articles of association.

8. The new shares shall entitle to dividends for the first time on the first record date for dividend that takes place after the issue of new shares has been recorded in the share register kept by Euroclear Sweden AB.

The resolution is contingent on the meeting resolving in accordance with items 7, 9 and 10 on the agenda.

The board of directors, or the person appointed by the board of directors, shall have the right to make the minor adjustments that may be required in connection with the registration of the resolution with the Swedish Companies Registration Office or due to other formal requirements.

Item 9 – Proposal for a resolution on a directed share issue (2)

The board of directors proposes that the meeting resolves on a directed share issue of not more than 57,485,714 shares, resulting in an increase in the company's share capital with not more than SEK 2,299,428.56. The following terms shall also be applicable on the resolution.

1. The right to subscribe for the new shares shall, with deviation from the shareholders' preferential rights, solely belong to bondholders registered in Euroclear Sweden AB's debt register as of February 13, 2025 in respect of the company's bonds with ISIN SE0012455772 (the "**Bondholders**"). The Bondholders shall be entitled to subscribe for their corresponding portion share of the newly issued shares based on their bond holdings as of February 13, 2025.

2. The reasons for deviating from the shareholders' preferential rights are to fulfil the company's obligations toward the Bondholders as a result of an agreement, under which the Bondholders shall receive repayment for part of a loan in the form of shares in the company. The board of directors also considers it beneficial for the company's financial position, and in the shareholders' best interest, to repay the Bondholders in the form of shares instead of a cash payment, as this frees up funds that strengthen the company's working capital.

3. SEK 1.05 shall be paid for each subscribed share. The subscription price has been determined by the board of directors of the company following arms-length negotiations with the Bondholders.

4. Subscription of the newly issued shares shall be made on a subscription list not later than February 10, 2025. The board of directors shall have the right to extend the subscription period.

5. Payment shall be made in cash or through set-off of claims no later than April 30, 2025. The board of directors shall have the right to extend the payment period.

6. Payment for subscribed shares that exceeds the quota value of the shares shall be added in full to the free share premium fund.

7. The resolution to issue shares requires an amendment to the company's articles of association.

8. The new shares shall entitle to dividends for the first time on the first record date for dividend that takes place after the issue of new shares has been recorded in the share register kept by Euroclear Sweden AB.

The resolution is contingent on the meeting resolving in accordance with items 7, 8 and 10 on the agenda.

The board of directors, or the person appointed by the board of directors, shall have the right to make the minor adjustments that may be required in connection with the registration of the resolution with the Swedish Companies Registration Office or due to other formal requirements.

Item 10 – Proposal for a resolution on an issue authorization

The board of directors proposes that the meeting resolves to authorize the board of directors to, on one or several occasions, and for the period until the next annual general meeting, resolve on the issue of shares, convertibles and/or warrants entitling to subscription of shares, with or without preferential rights for the shareholders, to be paid in cash, in kind and/or by set-off.

1. If the board of directors resolves to issue shares, convertibles and/or warrants with preferential rights for the shareholders, the company's share capital and number of shares may be increased by an amount and number of shares that fall within the limits set out in the articles of association, as applicable at any given time.

2. If the board of directors resolves to issue shares without preferential rights for the shareholders, to such bondholders whose bonds are to be converted to shares in the company, the company's share capital and number of shares may be increased by an amount or number of shares that fall within the limits set out in the articles of association, as applicable at any given time.

3. If the board of directors otherwise resolves to issue shares, convertibles and/or warrants without preferential rights for the shareholders pursuant to this authorization, the number of shares that may be added through the issue resolution may not exceed 20 per cent of the total number of shares in the company at the time of the board's issue resolution.

The reason for the proposed resolution is in part that the board of directors shall be given the option to resolve upon a so-called *repair issue* due to the directed share issue that the board of directors has proposed that the meeting shall resolve upon under item 8 on the agenda, in part to optimize the company's capital structure and to enable strategic initiatives.

The board of directors, or the person appointed by the board of directors, shall have the right to make the minor adjustments that may be required in connection with the registration of the general meeting's resolution with the Swedish Companies Registration Office or due to other formal requirements.

The resolution is contingent on the meeting resolving in accordance with items 7 to 9 on the agenda.

Item 11 – Proposal for a resolution on warrant program 2025/2028

The board proposes an implementation of a long-term incentive program for (a) certain members of management in the Midsummer group and (b) the chair of the board in accordance with the below main terms, whereby warrants will be issued without payment of any consideration to the company which will thereafter transfer the warrants to the participants for the warrants market price.

Proposal for resolution on warrant program 2025/2028 (a) och (b)

Reasons for the board's proposal

The board deems it to be in the interest of the company and its shareholders that members of management and the chair of the board of the company, who is significantly involved in the operations of the company, are engaged in the development of the company by being offered to acquire warrants in an incentive program. Such offer is expected to lead to increased motivation and an increased sense of belonging with the company, as well as to an increased interest in the business and performance of the company. The effects are amplified by the fact that the program is implemented on market terms where the persons concerned take part in stock price increases, but also take a financial risk by paying a market-based price for the warrants.

Transfer and allotment

The board proposes that the meeting resolves on transfer of up to a total of 15,657,000 warrants to certain employees and members of management in accordance with the following terms. For each warrant, the holder has the right to subscribe for one new shares against cash payment of a subscription price of SEK 2.1.

The right to acquire warrants follows the below summary:

| <i>Group</i> | <i>Category</i> | <i>Participants</i> | <i>Warrants (per participant)</i> |
|--------------|---|---------------------|-----------------------------------|
| Group 1 | CEO, deputy COO and the chair of the board of directors | 4 | 1,090,000 |
| Group 2 | Group management | 11 | 730,000 |
| Group 3 | Other key personnel | 9 | 363,000 |

If warrants remain following subscriptions up to the guaranteed level according to the above, remaining warrants may be distributed among the participants irrespective of category. However, participants may be allotted not more than twice the number of guaranteed warrants. The total number of warrants issued may not be exceeded.

In the event that not all participants who wish to subscribe for the maximum number of warrants may receive full allotment, the remaining warrants shall be allotted these participants pro rata in relation to the participants guaranteed number of warrants, however not exceeding the maximum allotment. The board resolves on the final allotment.

Allotment is conditional upon the subscriber, at the time of allotment, being employed or engaged by the group and at such time not having resigned or had their employment /assignment terminated and entering into an agreement with the company giving the company a right to first refusal as well as a right to repurchase the warrants in certain conditions.

The warrants shall be transferred on market terms at a price determined in connection with a calculated market value for the warrants at the time of the transfer.

As of January 3, 2025, the value of one warrant amounted to SEK 0.32, which corresponds to the warrant's market value with the application of a determined valuation method (Black & Scholes). If the value of the warrant is calculated in the same way but the assumption that the company's share price amounts to SEK 1.05, which is the subscription price in the upcoming repair issue in the company, the value of a warrant amounts to SEK 0.13.

Costs and dilution associated with the program

The company shall partially subsidize the warrant premium that the participants shall pay for subscription of the warrants, in order to facilitate and encourage a personal a long-term interest in the company among members of management and key employees. The company will thus subsidize half of the amount, net, that participants in the program shall pay for the warrants, through extra salary payments. The subsidy shall be paid in connection with subscription of the warrants. The total cost for the subsidy and for the warrant program, based on the above-mentioned preliminary warrant value, is estimated to amount to a maximum of approximately SEK 2,674,936, including costs for social security contributions upon full participation. Upon full participation in the program, the company will receive SEK 2,035,410 when the warrants are acquired by the participants.

All in all, the board of directors estimates that the subscription price, the term and the subsidy for the warrants, as well as the principles for allotment of warrants to the employees, may be considered reasonable in light of market practice and the company's need to be able to stimulate the participants' work effort through an offer to participate in the warrant program.

The program may, upon full participation and full subsequent subscription of shares through the warrants, entail a dilution of a maximum of approximately 4.44 percent (after completion of the directed issues of shares).

Preparation of the matter

The proposal for the general meeting has been prepared by the board together with Advokatfirman Lindahl KB. The chair of the board of directors of the company has not participated in the preparation of the program.

Other incentive programs

At the time of the meeting, the company has three outstanding long-term incentive programs; LTI 2023, warrant program 2023/2026 and warrant program 2023/2027, adopted at extraordinary general meetings during 2023. For a description of the long-term incentive programs, reference is made to the company's annual report for 2023 and the company's website.

Proposal for resolution on issue of warrants

The board proposes that the meeting resolves on an issue of warrants in accordance with the following.

1. The company shall issue a maximum of 15,657,000 warrants where each warrant shall entitle the holder to subscribe for one new share in the company, as a consequence of which the company's share capital may increase by a maximum of SEK 626,280.
2. Disapplying the shareholders' pre-emption rights, the right to subscribe for the warrants shall vest in the company, with the right and obligation to transfer the warrants to the employees in accordance with the above. The reason for disapplying the shareholders' pre-emption rights is that the board wishes to implement an incentive program for employees in the group.
3. The warrants will be issued without payment of any consideration. Subscription shall be affected no later than June 30, 2025. The board shall be entitled to extend the subscription period.
4. Any excess amount (share premium) shall be entered under the free share premium reserve.
5. The warrants are governed by special warrant terms and conditions. The warrant terms and conditions state, among other things, the following conditions.
 - a. For each warrant, the holder is entitled to subscribe for one new share against payment in cash at a subscription price of SEK 2.1 per share.
 - b. The subscription price and the number of shares which can be subscribed for on the basis of a warrant may be subject to adjustment in accordance with the terms and conditions for the warrants. Recalculation can also take place when subscribing for shares through a so-called Net Strike formula.
 - c. Subscription for shares based upon warrants may take place during a period of five months commencing on the day after the company's quarterly report for Q1 for the financial year 2028 has been made public. In the event that the company has not made public any such quarterly report prior to June 1, 2028, subscription may take place from June 1, 2028, up until and including October 1, 2028.
 - d. Shares subscribed for by using the warrant shall entitle to dividend for the first time at the record date for dividend nearest occurring after subscription has taken place.

The board of directors, or its nominee, is entitled to resolve on any minor changes in the resolution that may be required when registering the resolution at the Swedish Companies Registration Office, Euroclear Sweden AB or due to other formal requirements.

Resolution procedure

The board of directors' proposal for resolution on warrant program 2025/2028 and the board of directors' proposal for resolution on issue of warrants in this item are contingent on each other and the resolution is therefore proposed to be adopted in the same context. However, the board of directors' proposal for implementation of warrant program 2025/2028 for (a) certain members of management in the Midsummer group and (b) the chair of the board of directors of the company shall be treated as separate resolutions and the proposals are not conditional upon on each other.

MAJORITY REQUIREMENTS

A resolution under items 7, 9 and 10 will not be valid unless supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the general meeting.

A resolution under items 8 and 11 will not be valid unless supported by shareholders representing at least nine tenths of both the votes cast and the shares represented at the general meeting.

DOCUMENTS

The complete documents in accordance with the Swedish Companies Act will be available at the company and on the company's website and will be sent immediately without charge to any shareholders who so request and has states their address. The documents will also be available at the meeting.

INFORMATION AT THE MEETING

The shareholders are reminded of their right to request information from the board of directors and the CEO according to the Swedish Companies Act.

PROCESSING OF PERSONAL DATA

For information on how your personal data is processed, please see: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm in January 2025

Midsummer AB (publ)

The board of directors

Links to images and other press material: Press – Midsummer.

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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 Growth Market with Carnegie Investment Bank AB (publ) as Certified Adviser. For more information, please visit: midsummer.se

Attachments

[Extraordinary general meeting in Midsummer AB \(publ\)](#)