



Solaris Energy Infrastructure, Inc. Prices Hedging Transaction To Place Borrowed Class A Common Stock In Connection With Convertible Notes Offering

May 01, 2025

HOUSTON--(BUSINESS WIRE)-- Solaris Energy Infrastructure, Inc. ("Solaris") (NYSE:SEI) announced today, in a separate press release, the pricing of its previously announced underwritten public offering of \$135,000,000 aggregate principal amount of 4.75% convertible senior notes due 2030 (the "notes"), for total net proceeds of approximately \$129.0 million, plus up to an additional \$20,000,000 aggregate principal amount of notes that the underwriters of the notes offering have the option to purchase from Solaris. The offering size was increased from the previously announced offering size of \$110,000,000 aggregate principal amount of notes. No new shares of our Class A common stock will be issued, and we will not receive any proceeds from the concurrent delta offering.

Concurrently with the offering of the notes, Morgan Stanley & Co. LLC and Santander US Capital Markets LLC, each acting severally on behalf of itself and/or its affiliates (in such capacity, the "delta offering underwriters"), intend to offer, in a separate, underwritten public offering, 1,193,521 shares of our 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 delta offering underwriters will initially offer the shares of our Class A common stock to the public at a price of \$19.55 per share and subsequently offer the shares of our class A common stock for sale in one or more transactions on the New York Stock Exchange, in the over-the-counter market, through negotiated transactions or otherwise, at market prices prevailing at the time of sale, at prices related to prevailing market prices at the time of sale, at prices related to prevailing market prices or at negotiated prices. The concurrent delta offering is scheduled to settle on May 2, 2025, subject



The Company 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 other documents that the Company has filed with the SEC for more complete information about the Company and the offering. You may obtain these documents free of charge by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, a copy of the prospectus supplement and the accompanying prospectus may be obtained from Morgan Stanley, 180 Varick Street, 2nd Floor, New York, New York 10014, Attention: Prospectus Department and Santander US Capital Markets LLC, 437 Madison Avenue, New York, NY 10022, Attention: ECM Syndicate, by email at equity-syndicate@santander.us or by telephone at 833-818-1602.

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, statements regarding the completion of the offering referred to herein, the completion of the concurrent offering of the notes and the other risks discussed in Part I, Item 1A. "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2024 filed with the SEC on March 5, 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

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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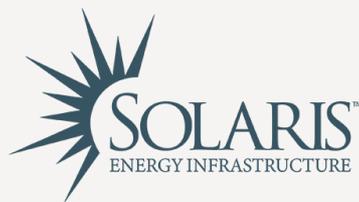
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CONTACT US

Our Solutions

Power Solutions

Power Distribution

Logistics Solutions

Company

About Us

Our Culture

Leadership Team

Careers



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