

Aviso de Derechos para emisoras del

FECHA: 11/12/2025



BOLSA MEXICANA DE VALORES, S.A.B DE C.V, INFORMA:

FOLIO DE REFERENCIA DEL EVENTO CORPORATIVO	272468
FOLIO DE REFERENCIA INDEVAL	863123C003
TIPO DE MENSAJE	Replace
COMPLETO / INCOMPLETO	COMPLETE
CONFIRMADO / NO CONFIRMADO	CONFIRMED

CLAVE DE COTIZACIÓN	SOL
RAZÓN SOCIAL	EMEREN GROUP LTD.
SERIE	N
ISIN	US75971T3014
MERCADO PRINCIPAL	NEW YORK STOCK EXCHANGE
TIPO DE EVENTO	MERGER

DETALLE DEL TIPO DE EVENTO
Offer Type
DISSENTER RIGHTS NOT APPLICABLE

MANDATORIO / OPCIONAL / VOLUNTARIO	Mandatory
FECHA EFECTOS	15/12/2025

OPCIÓN	1
TIPO	Cash
DEFAULT	true

TRANSACCIÓN	Cash Movement
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CREDIT / DEBIT	Credit
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TRANSACCIÓN	Securities Movement
CREDIT / DEBIT	Debit

VALORES A RECIBIR	
	US75971T3014

NOTAS DEL EVENTO CORPORATIVO

NOTA

22/10/2025

Gross Cash Rate: USD 2.00
Cancellation Fee: USD 0.05
Net Cash Rate: USD 1.95

DEFM14A October 14, 2025
Notice of general meeting of shareholders to be held December 9, 2025.

For holders of ADSs, the record holder of the Company Ordinary Shares represented by your ADSs is The Bank of New York Mellon. As the record holder, the ADS Depositary has the voting rights of the Company Ordinary Shares represented by your ADSs. Similar to annual general meetings of shareholders, you are encouraged to vote by providing prompt voting instructions to the ADS Depositary. The ADS Depositary will endeavor to vote (or will endeavor to cause the vote of) the Company Ordinary Shares it holds at the Shareholders Meeting in accordance with the voting instructions timely received from holders of ADSs at the close of business in New York on October 23, 2025, the ADS record date. The ADS Depositary must receive those instructions no later than 12:00 noon (New York time) on December 3, 2025.

At the Shareholders Meeting, you will be asked to consider and vote on a proposal to adopt the Merger Agreement.

If the Merger is completed, subject to the terms set forth in the Merger Agreement, at the effective time of the Merger, (i) each ordinary share, with no par value, of the Company that is issued and outstanding as of immediately prior to the Effective Time (other than any Company Ordinary Shares that are held by the Company as treasury shares or owned by Parent, Merger Sub or any other affiliate thereof, any Company Ordinary Shares as to which appraisal rights have been properly exercised in accordance with Section 179 of the BVI Business Companies Act, as amended, and any Company Ordinary Shares held by any Rollover Holder) will be automatically cancelled and converted into the right to receive cash in an amount equal to USD 0.20, without interest thereon and subject to all applicable withholding, and (ii) each American Depositary Share, representing ten Company Ordinary Shares that is issued and outstanding as of immediately prior to the Effective Time (other than any ADSs representing Excluded Shares), will then represent the right to receive cash in an amount equal to USD 2.00 per ADS less a USD 0.05 per ADS cancellation fee pursuant to the terms of the deposit agreement and subject to all applicable withholding. The Cancelled Shares and the Rollover Shares will be cancelled for no consideration. The Dissenting Shares will be cancelled for their agreed or appraised fair value as described in more detail below.

Dissenter Rights

ADS HOLDERS WILL NOT HAVE THE RIGHT TO SEEK APPRAISAL AND PAYMENT OF THE FAIR VALUE OF THE COMPANY ORDINARY SHARES UNDERLYING THEIR ADSS. THE ADS DEPOSITARY WILL NOT ATTEMPT TO PERFECT ANY DISSENTERS' RIGHTS WITH RESPECT TO ANY OF THE SHARES THAT IT HOLDS, EVEN IF AN ADS HOLDER REQUESTS THE ADS DEPOSITARY TO DO SO. ADS HOLDERS WISHING TO EXERCISE APPRAISAL RIGHTS MUST SURRENDER THEIR ADSS TO THE ADS DEPOSITARY, PAY THE ADS DEPOSITARY'S FEES REQUIRED FOR THE CANCELLATION OF THE ADSS AND PROVIDE INSTRUCTIONS FOR THE REGISTRATION OF THE CORRESPONDING SHARES AS SOON AS POSSIBLE, AND BECOME REGISTERED HOLDERS OF COMPANY ORDINARY SHARES. THEREAFTER, SUCH FORMER ADS HOLDERS MUST COMPLY WITH THE PROCEDURES AND REQUIREMENTS FOR EXERCISING APPRAISAL RIGHTS WITH RESPECT TO THE SHARES UNDER SECTION 179 OF THE BVI COMPANIES ACT.

EDGAR 8-K September 3, 2025

On September 2, 2025, the Company issued a press release announcing it has called an extraordinary general meeting of shareholders to be held on October 21, 2025 at 10:00 a.m. (Eastern Time), at 2301 Sugar Bush Road, Suite 510, Raleigh, NC 27612, U.S., to consider and vote on, among other things, the proposal to authorize and approve the Merger Agreement and any and all

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transactions contemplated thereby, including the Merger.

NORWALK, Conn., June 19, 2025 /PRNewswire/ -- Emeren Group Ltd (NYSE: SOL), a leading global solar project developer, owner, and operator, today announced that it has entered into a definitive Agreement and Plan of Merger with Shurya Vitra Ltd., a business company incorporated under the Laws of the British Virgin Islands, and Emeren Holdings Ltd, a business company incorporated under the Laws of the British Virgin Islands and a wholly owned subsidiary of Parent, pursuant to which the Parent will acquire the Company for USD 0.20 in cash per ordinary share of the Company, or USD 2.00 in cash per American Depositary Share of the Company.

Subject to the terms and conditions of the Merger Agreement, at the effective time of the merger, Merger Sub will merge with and into the Company, with the Company surviving the Merger as the surviving company and becoming a wholly-owned subsidiary of Parent. At the Effective Time, each of the Company's ordinary shares issued, outstanding and not represented by ADS immediately prior to the Effective Time, other than the Excluded Shares and the Dissenting Shares, will be cancelled and cease to exist in exchange for the right to receive USD 0.20 in cash and without interest, and each ADS of the Company, other than ADSs representing the Excluded Shares, together with each Share represented by such ADSs, will be cancelled in exchange for the right to receive USD 2.00 in cash and without interest.

The Merger, which is currently expected to close during the third quarter of 2025, is subject to customary closing conditions including approval by the Company's shareholders of the Merger Agreement and the transactions contemplated by the Merger Agreement. If completed, the Merger will result in the Company becoming a privately held company and its Shares and ADSs will no longer be listed on the New York Stock Exchange.