

ANNEX 4**UNDER 12, ITEM 1 OF ORDINANCE 2 OF 09.11.2021 OF FSC
TO THE QUARTERLY REPORT ON BUSINESS ACTIVITIES OF SHELLY GROUP SE
AS OF THE FOURTH QUARTER OF 2025
ON CONSOLIDATED BASIS****(reporting period 01.01.2025 – 31.12.2025)**

Shelly Group SE, UIC: 201047670 (“Shelly Group” / “the Company”), notifies all current and future investors that the information presented in this document has been prepared in compliance with the requirements of Art.12, para. 1, item 1 of Ordinance No. 2 of the Financial Supervision Commission and represents Annex No. 4 thereto. It contains the legally determined information about the activity of the company on consolidated basis for the period from 01.01.2025 to 31.12.2025 (“reporting period”). It is in the interest of the investors to get acquainted with the provided information before making a decision to invest in the company's securities.

1.1. Change of the persons exercising control over the company.

During the reporting period there was **no change** in the persons exercising control over the company. Currently the members of the Board of Directors and their functions are as follows:

- Christoph Vilanek - Chairman;
- Nikolay Martinov - Deputy Chairman;
- Dimitar Dimitrov - Executive Director and Representative;
- Wolfgang Kirsch - Executive Director and Representative;
- Svetlin Todorov - Member of the Board of Directors and Representative;

The representatives represent the Company together or separately. As of January 5, 2026, the term of office of the members of the Board of Directors has been extended, pursuant to a decision of the General Meeting of Shareholders dated June 2, 2025.

As of 31.12.2025 the capital structure of SHELLY GROUP is as follows:

NAME OF SHAREHOLDER	PERCENTAGE OF THE CAPITAL
Dimitar Dimitrov*	28.84 %
Svetlin Todorov*	27.79 %
Other individuals and legal entities	43.47 %

As of the end of the reporting period the Company does not hold any treasury shares.

1.2. Initiating insolvency proceedings for the company or its subsidiary and all significant stages related to the proceedings.

During the reporting period **no** insolvency proceedings were initiated for the company or its subsidiary.

1.3. Concluding or executing significant transactions.

During the reporting period **no** significant transactions outside the ordinary course of business were concluded or executed.

During the reporting period and within the scope of the ordinary course of business the Company has concluded the following transactions:

- providing the American subsidiary Shelly USA Inc. with financing in the form of an additional cash contribution of USD 700,000 for a period of one year at an annual interest rate of 1%, in addition to the financing already provided in 2022 and 2024, amounting respectively to USD 1 million and USD 400,000, and extending the term of the same by one year without changing the terms and conditions.
- extension by one year of the term of additional cash contributions provided to the Slovenian subsidiary Shelly Tech d.o.o. in 2023 and 2024, in the amounts of EUR 500,000 and EUR 600,000, respectively, at an annual interest rate of 1% without changing the terms and conditions.
- The Company has established a subsidiary in Poland (Shelly Poland sp. z o.o. with a capital of PLN 1,600,000 (BGN 728,925.54);
- Provision by Shelly Group SE to its Polish subsidiary Shelly Poland sp. zoo in the form of a short-term loan in the amount of EUR 400,000 (BGN 782,000) for a period of one year at an annual interest rate equal to the interest rate at which Shelly Group's subsidiaries use short-term bank financing, namely a variable annual interest rate equal to the short-term interest rate of UBB AD plus 2.5 (two point five) percentage points per annum, but not less than 2.5% per annum, which for the current interest period is 2.51 %. The amount has been fully utilized by the end of 2025.

1.4. Decision to conclude, terminate and cancel a joint venture agreement.

During the reporting period **no** decision was made to conclude, terminate and cancel a joint venture agreement.

1.5. Change of the company's auditors and reasons for the change.

During the reporting period there **was no** change in the company's auditors.

By resolution of the General Meeting of Shareholders of 02.06.2025 Deloitte Audit Ltd, UIC: 121145199 is appointed as the Company's auditor for 2025.

1.6. Initiation or termination of a court or arbitration case relating to liabilities or receivables of the company or its subsidiary, with a claim value of at least 10 percent of the company's equity.

During the reporting period there is no initiation or termination of a court or arbitration case relating to liabilities or receivables of the company or its subsidiary, with a claim value of at least 10 percent of the company's equity.

1.7. Purchase, sale or established pledge of shares in companies by the issuer or its subsidiary.

During the reported period, the issuer acquired equity interests in commercial companies such as:

During the reporting period the Company subscribed for 100% of the capital of a newly established subsidiary in Poland (Shelly Poland sp. z o.o.) with a capital of PLN 1,600,000 (BGN 728,925.54).

1.8. Other circumstances that the company considers may be important for the investors in deciding to acquire, sell or continue to hold publicly traded securities.

Other circumstances that the company believes may be important for the investors when deciding to acquire, sell or continue to hold shares were publicly disclosed, incl. in the consolidated Report on the Business Activities of the Company and the Explanatory Notes to the consolidated Financial Report for the reporting period.

On behalf of Shelly Group SE

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Dimitar Dimitrov, CEO