

SHELLY GROUP SE
INTERIM CONSOLIDATED FINANCIAL STATEMENTS

31 December 2025



All amounts are in thousand Bulgarian leva unless otherwise stated

ASSETS	Note	December 31, 2025	December 31, 2024
<i>Non-current assets</i>			
Property, plant and equipment	3.01	2 231	2 200
Intangible assets	3.02	19 304	13 358
Right-of-use assets	3.03	9 992	11 026
Goodwill	3.04	3 638	3 638
Investments in associates	3.05	118	160
Deferred tax assets	3.06	211	303
Total non-current assets		35 494	30 685
<i>Current assets</i>			
Inventory	3.07	38 078	45 558
Trade receivables	3.08	153 861	70 131
Other receivables	3.09	9 804	6 879
Cash and cash equivalents	3.10	26 766	27 353
Total current assets		228 509	149 921
TOTAL ASSETS		264 003	180 606

Date: February 23, 2026

Prepared by:
/Sylvia Ivanova Tomova/

Executive Director:
/Dimitar Stoyanov Dimitrov/

The consolidated statement of financial position shall be read together with the accompanying notes on pages 7 – 60. The notes are an integral part of these consolidated financial statements.

All amounts are in thousand Bulgarian leva unless otherwise stated

LIABILITIES	Note	December 31, 2025	December 31, 2024
<i>Non-current liabilities</i>			
Lease liabilities	3.12	8 833	9 898
Retirement benefit obligations	3.13	489	327
<i>Total non-current liabilities</i>		9 322	10 225
<i>Current liabilities</i>			
Bank loans	3.11	6 593	824
Lease liabilities	3.12	1 856	1 361
Trade payables	3.14	16 875	9 820
Payables to employees and social security	3.15	4 312	2 367
Other liabilities	3.16	16 907	7 332
<i>Total current liabilities</i>		46 543	21 704
TOTAL LIABILITIES		55 865	31 929
EQUITY			
Share capital	3.17	18 158	18 106
Retained earnings	3.18	168 056	123 335
Legal reserves	3.19	1 909	1 929
Premium reserve	3.20	5 403	5 403
Reserve from share-based payment		12 997	-
Reserves from revaluation of defined benefits plans		(140)	(88)
Exchange differences from translation of foreign subsidiaries' financial statements		1 812	522
Equity attributable to Parent Company's equity holder		208 195	149 207
Non-controlling interest		(57)	(530)
TOTAL EQUITY		208 138	148 677
TOTAL EQUITY AND LIABILITIES		264 003	180 606

Date: February 23, 2026

Prepared by:
/Sylvia Ivanova Tomova/

Executive Director:
/Dimitar Stoyanov Dimitrov/

The consolidated statement of financial position shall be read together with the accompanying notes on pages 7 – 60. The notes are an integral part of these consolidated financial statements.

All amounts are in thousand Bulgarian leva unless otherwise stated

	Note	For the 12 months ended December 31, 2025	For the 12 months ended December 31, 2024 (reclassified)
Sales revenue	4.01	292 869	208 704
Cost of sales	4.01	(123 715)	(84 848)
Gross profit		169 154	123 856
Other operating income	4.02	6 790	7 298
Sales expenses	4.03	(40 325)	(38 967)
Administrative expenses	4.04	(60 995)	(36 195)
Other operating expenses	4.05	(15 285)	(5 542)
Profit from operating activity		59 339	50 450
Finance income	4.06	1 565	20
Finance expense	4.07	(3 854)	(140)
Share of associated companies' profit/(loss)	3.05	(42)	(25)
Profit before tax		57 008	50 305
Income tax expense	4.08	(7 178)	(6 799)
Profit from continuing activities		49 830	43 506
Profit from discontinuing activities	1.4.	-	1 242
Net profit		49 830	44 748
Other comprehensive income:			
Items, that will not be reclassified to profit or loss			
Reserve for share-based payment		14 441	-
Deferred tax on share-based payment		(1 444)	
Actuarial gain (loss)		(60)	(100)
Deferred tax on actuarial gain (loss)		8	9
Exchange differences from translation of foreign subsidiaries' financial statements		1 262	(66)
Effects from business combination		-	(980)
Other comprehensive income for the year after taxes		14 207	(1 137)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		64 037	43 611
Net profit attributable to:			
Owners of the Parent Company		49 329	44 934
Non-controlling interest		501	(186)
Other comprehensive income attributable to:			
Owners of the Parent Company		14 235	(1 569)
Non-controlling interest		(28)	432
Total comprehensive income attributable to:			
Owners of the Parent Company		63 564	43 365
Non-controlling interest		473	246
Earnings per share	4.09	2.75	2.47

Date: February 23, 2026

Prepared by:
/Sylvia Ivanova Tomova/

Executive Director:
/Dimitar Stoyanov Dimitrov/

The consolidated statement of comprehensive income shall be read together with the accompanying notes on pages 7-60. The notes are an integral part of these consolidated financial statements.

INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED DECEMBER 31, 2025

All amounts are in thousand Bulgarian leva unless otherwise stated

SHELLY GROUP SE
UIC 201047670

	Share capital	Retained earnings	Premium reserve	Legal reserves	Reserve for share based payment	Reserves from revaluation of defined benefits plans	Exchange differences from translation of foreign subsidiaries' financial statements	Total	Non-controlling interests	Total equity
Balance at January 1, 2024	18 051	83 165	5 403	2 804	-	3	953	110 379	(776)	109 603
Total comprehensive income, net, incl.	-	44 767	-	(880)	-	(91)	(431)	43 365	246	43 611
Net profit	-	44 934	-	-	-	-	-	44 934	(186)	44 748
Other comprehensive income	-	(167)	-	(880)	-	(91)	(431)	(1 569)	432	(1 137)
Exchange differences from translation of foreign subsidiaries' financial statements	-	-	-	-	-	-	(59)	(59)	(7)	(66)
Actuarial gain (loss)	-	-	-	-	-	(100)	-	(100)	-	(100)
Deferred tax	-	-	-	-	-	9	-	9	-	9
Effect of increase of controlling participation, net	-	(167)	-	(880)	-	-	(372)	(1 419)	439	(980)
Replenishment of reserve	-	(6)	-	6	-	-	-	-	-	-
Capital increase	55	-	-	-	-	-	-	55	-	55
Dividend (BGN 0.25 (EUR 0.13) per share)	-	(4 590)	-	-	-	-	-	(4 590)	-	(4 590)
Other adjustments	-	(1)	-	(1)	-	-	-	(2)	-	(2)
Balance at December 31, 2024	18 106	123 335	5 403	1 929	-	(88)	522	149 207	(530)	148 677
Balance at January 1, 2025	18 106	123 335	5 403	1 929	-	(88)	522	149 207	(530)	148 677
Total comprehensive income, net, incl.	-	49 329	-	-	12 997	(52)	1 290	63 564	473	64 037
Net profit	-	49 329	-	-	-	-	-	49 329	501	49 830
Other comprehensive income	-	-	-	-	12 997	(52)	1 290	14 235	(28)	14 207
Exchange differences from translation of foreign subsidiaries' financial statements	-	-	-	-	-	-	1 290	1 290	(28)	1 262
Actuarial gain (loss)	-	-	-	-	-	(60)	-	(60)	-	(60)
Deferred tax	-	-	-	-	-	8	-	8	-	8
Transfer to reserves	-	(5)	-	5	-	-	-	-	-	-
Share-based payment	-	-	-	-	12 997	-	-	12 997	-	12 997
Capital increase	52	-	-	-	-	-	-	52	-	52
Dividends	-	(4 603)	-	-	-	-	-	(4 603)	-	(4 603)
Other	-	-	-	(25)	-	-	-	(25)	-	(25)
Balance at December 31, 2025	18 158	168 056	5 403	1 909	12 997	(140)	1 812	208 195	(57)	208 138

Date: February 23, 2026

Prepared by:
/Sylvia Ivanova Tomova/

Executive Director:
/Dimitar Stoyanov Dimitrov/

The consolidated statement of changes in equity shall be read together with the accompanying notes on pages 7-60. The notes are an integral part of these consolidated financial statements.

Note	For 12 months ended December 31, 2025	For 12 months ended December 31, 2024
<u>Cash flows from operating activities</u>		
Proceeds from customers	217 858	166 961
Payments to suppliers	(187 323)	(132 766)
Taxes paid (recovered)	16 468	(2 105)
Corporate tax paid	(8 738)	(5 311)
Payments to employees and social security institutions	(26 857)	(21 109)
Bank fees	(684)	(14)
Other payments, net	(340)	(280)
<i>Net cash flows from operating activities</i>	10 384	5 376
<u>Cash flows from investing activities</u>		
Payments for acquisition of property, plant and equipment and intangible assets	(8 601)	(7 609)
Loans repaid	-	548
Proceeds from sale of fixed assets	97	-
Proceeds from the sale of investments	1 339	5 800
Purchase of investments	(141)	(2 284)
<i>Net cash flows used in investing activities</i>	(7 306)	(3 545)
<u>Cash flows from financing activities</u>		
Capital increase	52	55
Lease payments	(2 173)	(525)
Loans received	12 052	2 099
Loans repaid	(6 768)	(2 214)
Cash flows related to interest and commissions	(106)	(15)
Dividend paid	(4 603)	(4 590)
Other (payments)/income net	(168)	(53)
<i>Net cash flows used in financing activities</i>	(1 714)	(5 543)
<i>Net increase/(decrease) in cash and cash equivalents for the year</i>	1 364	(3 412)
<i>Net exchange differences</i>	(1 951)	(13)
Cash and cash equivalents at the beginning of the year	27 353	30 778
<i>Cash and cash equivalents at the end of the period</i> 3.10	26 766	27 353

Date: February 23, 2026

Prepared by:
/Sylvia Ivanova Tomova/

Executive Director:
/Dimitar Stoyanov Dimitrov/

The consolidated statement of cash flows shall be read together with the accompanying notes on pages 7-60. The notes are an integral part of these consolidated financial statements.

CONTENTS

Contents

1. Information on the Group	9
2. Basis for preparation of the financial statements and material accounting policy information.....	11
2.1. Basis for preparation	11
2.2.1. Standards effective for the current reporting period	11
2.2.2. New standards and amendments to the existing IFRS accounting standards, issued by the IASB, but not yet adopted by the EU	12
2.3. Going concern	13
2.4. Functional and reporting currency	13
2.5. Comparative data	14
2.6. Transactions and balances	14
2.7. Accounting estimates and judgements	15
2.8. Subsidiaries and associated companies	15
2.9. Non-controlling interest	16
2.10. Consolidation	16
2.11. Definition and assessment of the items of the consolidated financial statements	16
2.11.1. Revenue	16
2.11.2. Expenses	18
2.11.3. Property, plant and equipment	18
2.11.4. Intangible assets	19
2.11.5. Goodwill	20
2.11.6. Investments in associated companies	21
2.11.7. Inventories	21
2.11.8. Financial instruments	22
2.11.9. Cash and cash equivalents	27
2.11.10. Lease	27
2.11.11. Provisions	29
2.11.12. Payables to employees	29
2.11.13. Share capital and reserves	30
2.11.14. Income tax expense	31
2.11.15. Earnings per share	32
2.11.16. Significant judgements in applying the Group's accounting policy	32
2.11.17. Fair values	34
3. Notes to the consolidated statement of financial position	35
3.01. Property, plant and equipment	35
3.02. Intangible assets	36
3.03. Right-of-use assets	37
3.04. Goodwill	37

All amounts are in thousand Bulgarian leva unless otherwise stated

3.05. Investments in associates	37
3.06. Deferred tax assets and liabilities	38
3.07. Inventory	38
3.08. Trade receivables	39
3.09. Other receivables	39
3.10. Cash and cash equivalents	40
3.11. Bank loans	40
3.12. Lease liabilities	41
3.13. Retirement benefits obligation	41
3.14. Trade payables	42
3.15. Payables to employees and social security obligations	42
3.16. Other liabilities	42
3.17. Share capital	42
3.18. Retained earnings	44
3.19. Legal reserves	44
3.20. Share premium reserve	44
4. Notes to the consolidated statement of comprehensive income	44
4.01. Sales revenue and cost of sales	44
4.02. Other operating revenue	45
4.03. Sales expenses	45
4.04. Administrative expenses	45
for the executive directors. For more details, see note 6.....	46
4.05. Other operating expenses	46
4.06. Financial income	46
4.07. Financial expenses	46
4.08. Income tax expense	47
4.09. Earnings per share, net	47
5. Contingent liabilities and commitments	47
6. Related party transactions	48
7. Financial instruments by categories	50
8. Financial risk management	51
9. Fair values	59
10. Events after the end of the reporting period	60

1. Information on the Group

1.1. Legal status

Shelly Group SE (The Parent company), Sofia, is entered in the Commercial Register of the Registry Agency with UIC (Unified Identification Code): 201047670 and LEI code 8945007IDGKD0KZ4HD95.

The Parent Company is with seat and registered office in Bulgaria, 1407 Sofia, 51 Cherni Vrah Blvd., building 3, floor 2 and 3. The initial registered fixed capital is BGN 5 488 thousand. At the end of 2015, the capital was increased to BGN 13 500 thousand through cash and non-cash contributions. At the end of 2016, the capital was increased to BGN 15 000 thousand after the successful Initial Public Offering on the Bulgarian Stock Exchange. In 2020, the capital was increased to BGN 18 000 thousand as a result of a procedure for Secondary Public Offering of a new issue of shares.

In June 2023, the capital was increased to BGN 18 050 945. The increase was addressed to employees of Shelly Group SE and its subsidiaries.

In June 2024, the capital was increased to BGN 18 105 559. The increase was addressed to employees of Shelly Group SE and its subsidiaries.

In June 2025, the capital was increased to BGN 18 158 060. The increase was addressed to employees of Shelly Group SE and its subsidiaries.

Since December 2016 the shares of Shelly Group SE are traded on the Bulgarian Stock Exchange and since November 22, 2021 the Parent company's shares are traded on the Frankfurt Stock Exchange.

1.2. Ownership and management

The Shelly Group SE (the Group) includes Shelly Group SE (the Parent Company) and its subsidiaries as listed on the next page, in which the Parent Company has controlling interest directly. Shelly Group SE is a public company in Bulgaria under the Public Offering of Securities Act.

The distribution of the share capital of Shelly Group SE as of December 31, 2025, was as follows:

Name	Number of shares:	% of the capital
Dimitar Dimitrov	5 237 564 бп.	28.84%
Svetlin Todorov	5 045 620 бп.	27.79%
<i>Persons holding less than 5% of the capital</i>		
Other physical persons and legal entities	7 874 876 бп.	43.37%
Total	18 158 060 бп.	100.00%

The composition of the Board of Directors (BoD) as at December 31, 2025 is 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 members of the Board of Directors represent the Parent Company jointly or separately.

1.3. Scope of activities

The main scope of activity of Shelly Group SE includes the acquisition, management, evaluation and sale of participations in Bulgarian and foreign companies; acquisition, management and sale of bonds; acquisition, evaluation and sale of patents, assignment of licenses for the use of patents to companies in which the Parent Company participates; financing of companies in which the Parent Company participates. The Group includes companies engaged in the development, production and trading in smart (IoT) devices.

1.4. Group structure

As of 31.12.2025 and 31.12.2024, the Group includes Shelly Group SE and the following subsidiaries, in the country and abroad, which it controls.

Company name	31 December 2025	31 December 2024
	Percentage of participation	Percentage of participation
<i>In Bulgaria</i>		
<i>Shelly Trading EOOD</i>	100%	100%
<i>Shelly Europe EOOD</i>	100%	100%

Company name	31 December 2025	31 December 2024
	Percentage of participation	Percentage of participation
<i>Abroad</i>		
<i>Shelly USA, USA</i>	100%	100%
<i>Shelly DACH GMBH, Germany</i>	100%	100%
<i>Shelly Tech d.o.o., Slovenia</i>	76%	76%
<i>Shelly Asia Ltd, China</i>	80%	80%
<i>Shelly Poland SP. Z O O, Poland</i>	100%	-

On February 22, 2024, Shelly Group SE exercised its call option to acquire an additional 16% share of the capital of its subsidiary Slovenian IoT company Shelly Tech (formerly known as GOAP).

The total acquisition price of the 16% stake under the exercised Call option amounts to BGN 1 147 thousand (EUR 586,666), calculated in accordance with the terms of the Option Agreement. The remaining 24% of the company's shares held by three partners are subject to an additional Call/Put option that can be exercised in 2026 according to the agreed terms.

In 2024 the subsidiary opened a representative office in the Netherlands.

On May 31, 2024, the Parent company exercised its call option to acquire 50% in the associated company Shelly Asia Ltd., (formerly known as Allterco Asia Ltd.), and thus the ownership share reached 80%. The price paid for the newly acquired shares is BGN 1 017 thousand (EUR 520,000).

On September 26, 2024, the Parent company sold its subsidiary Shelly Properties EOOD.

On April 24, 2025, following a decision of the Board of Directors of Shelly Group ED, a subsidiary company, Shelly Poland SP. Z O O, was established in Poland with a capital of 732 thousand leva (PLN 1,600,000).

2. Basis for preparation of the financial statements and material accounting policy information

2.1. Basis for preparation

The Group keeps its current accounting records and prepares its financial statements in accordance with the requirements of the Bulgarian commercial and accounting legislation.

These consolidated financial statements have been prepared in accordance with the requirements of the International Accounting Standards (IAS), published by the International Accounting Standards Board (IASB) and adopted by the European Union (EU).

As of December 31, 2025, IASs comprises the IFRS Accounting Standards as adopted by EU and the interpretations of the International Financial Reporting Interpretations Committee (IFRIC), approved by the IASB, and the International Accounting Standards and Interpretations of the Standing Interpretations Committee (SIC), approved by the International Accounting Standards Committee (IASC), effective from January 1, 2025, and adopted by the EU.

2.2. Initial application of new and amended IFRS Accounting Standards

2.2.1. Standards effective for the current reporting period

The Group's management has complied with all standards and interpretations that are applicable to its activity and have been officially adopted by the EU as of the date of preparation of these consolidated financial statements.

The management has reviewed the changes in the existing accounting standards effective from January 1, 2025 and believes that they do not require changes in terms of the accounting policy applied in the current year.

At the date of preparation of these consolidated financial statements, the following new standards, issued by IASB and adopted by the EU are effective:

- **Amendments to IAS 21: The Effects of Changes in Foreign Exchange Rates** - Lack of Exchangeability (effective for annual periods beginning on or after 1 January 2025). The adoption

of the new amendments to the existing IFRS accounting standard has not had any material impact on the disclosures or on the amounts reported in these financial statements

New standards and amendments to the existing IFRS accounting standards, issued by the IASB, but not yet adopted by the EU

At present, IFRS Accounting Standards as adopted by the EU do not significantly differ from regulations adopted by the IASB except for the following new standards and amendments to the existing standards, which were not endorsed for use in EU as at the date of publication of these consolidated financial statements (the effective dates stated below is for IFRS Accounting Standards as issued by IASB):

- **IFRS 14 Regulatory Deferral Accounts** (effective for annual periods beginning on or after January 1, 2016) - the European Commission has decided not to launch the endorsement process of this interim standard and to wait for the final standard;
- **Amendments to IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures** - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture and further amendments (effective date deferred by IASB indefinitely but earlier application permitted). Endorsement process postponed indefinitely until the research project on the equity method has been concluded.
- **Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7** - Annual Improvements to IFRS Accounting Standards - Volume 11 - effective for annual periods beginning on or after 1 January 2026;
- **Amendments to IFRS 9 and IFRS 7** - Amendments to the Classification and Measurement of Financial Instruments (effective for annual periods beginning on or after 1 January 2026);
- **Amendments to IFRS 9 and IFRS 7** - Amendments to Contracts Referencing Nature-dependent Electricity (effective for annual periods beginning on or after 1 January 2026);
- **IFRS 18 - Presentation and Disclosures in Financial Statements** (effective for annual periods beginning on or after 1 January 2027);
- **IFRS 19 - Subsidiaries without Public Accountability: Disclosures** (effective for annual periods beginning on or after 1 January 2027);

The Group anticipates that the adoption of these new standards and amendments to the existing standards will have no material impact on the consolidated financial statements of the Group in the period of initial application, except for IFRS 18 which is expected to have material impact on the presentation and disclosure of information in the financial statements. The Group is in process of analysing the specific impact of IFRS 18 on its consolidated financial statements, although this new standard will not affect the way it evaluates

its financial results, but will affect the way they are presented and disclosed

Hedge accounting for a portfolio of financial assets and liabilities whose principles have not been adopted by the EU remains unregulated.

According to the Group's estimates, the application of hedge accounting to a portfolio of financial assets or liabilities pursuant to **IAS 39 Financial Instruments** - Recognition and Measurement would not significantly impact the consolidated financial statements, if applied as at the reporting date.

2.3. Going concern

The consolidated financial statements of the Group have been prepared on the going concern principle, as it is expected that the Group shall continue its operating activity in near future.

A military conflict between Russia and Ukraine continued during the reporting period, but since the Group does not have transactions and accounts with customers from these two countries, management believes that this event is not expected to directly or indirectly affect the Group's results and financial position in the future.

The military conflict in the Middle East is also not expected to affect the Group's results and financial situation.

Management has no plans or intentions to sell the business or cease operations, which could materially change the measurement or classification of assets and liabilities reported in the consolidated financial statements.

The assessment of assets and liabilities and the measurement of income and expenses is made in compliance with the historical cost principle. This principle is modified in specific cases by the revaluation of certain assets and/or liabilities to their fair value as indicated in the relevant notes below.

2.4. Functional and reporting currency

The reporting currency for the elements of the consolidated financial statements is the Bulgarian lev (BGN), which is the functional currency of Shelly Group SE.

The data in the elements of the consolidated financial statements and the notes thereto are presented in thousands of BGN, unless explicitly stated otherwise. The amounts over BGN 500 are rounded up to 1 thousand for disclosure in the consolidated financial statements and the notes.

The companies of the Group keep their accounting records in the functional currency of the country in which they operate. The effects of exchange differences relating to the settlement of foreign currency transactions or the reporting of transactions in a foreign currency at rates that are different from those at which they were originally recognised shall be included in the statement of comprehensive income at the time they arise, treated as "other operating income and expenses" except those related to investments and

loans denominated in foreign currency, which are presented as “finance income” and “finance expenses”.

Non-monetary assets and liabilities originally denominated in a foreign currency are accounted for in a functional currency using the historical exchange rate at the date of the transaction and subsequently not revalued at a closing rate.

2.5. Comparative data

According to the Bulgarian accounting legislation and IAS, the financial year ends on December 31 and enterprises are required to present annual financial statements as of the same date, together with comparative data as of that date for the previous year.

If necessary, the data presented for the previous year are adjusted for better comparability with the data from the current period.

In order to achieve better comparability with the presentation of data for the current reporting period, the company has reclassified certain items from the comparative information for the previous comparable period. The reclassification does not affect the reported financial result, the total comprehensive income or the equity of the Group for the comparable period of 2024.

2.6. Transactions and balances

A transaction in foreign currency is recognized initially in the functional currency by applying the foreign currency exchange rate (spot) between the functional currency and the foreign currency at the time of the transaction or operation.

At each date of financial statement preparation:

- (a) monetary positions, receivables and payables denominated in foreign currency are recalculated into the functional currency using the exchange rate published by the BNB on the last business day of the respective month;
- (b) non-monetary items held at historical cost in a foreign currency are translated using the exchange rate at the date of the transaction, if an exchange rate other than that of the transaction (average monthly, daily or other) is applied; and
- (c) non-monetary items held at fair value in a foreign currency are recalculated using the exchange rates at the date when the fair value was determined.

Foreign currency exchange differences are recognized in accordance with IAS 21 the Effects of Changes in Foreign Exchange Rates.

The items of the consolidated statement of financial position and consolidated statement of comprehensive income of foreign companies of the Group, using a functional currency other than Bulgarian lev, are retranslated into BGN to be included in the consolidated statement of the Group as follows:

- All monetary and non-monetary assets and liabilities (including comparative information) are recalculated at the BNB closing exchange rate at the date of the relevant statement of financial position; Monetary positions in foreign currency as of December 31, 2024 and December 31, 2025 are retranslated in these financial statements at the closing exchange of the BNB. As of December 31, 2025 – BGN 1.66355 for 1 USD; BGN 0.237889 for 1 CNY; 0.42776 for 1 PLN and BGN 1.95583 for 1 EUR, and as of December 31, 2024 – BGN 1.8826 for 1 USD; BGN 1.95583 for 1 EUR and BGN 0.257913 for 1 CNY.
- The income and expense items of each comprehensive income statement are recalculated at the accounting date at the weighted average exchange rate for the accounting period;
- All exchange rate differences obtained are recognized as in the statement of comprehensive income.
- The cumulative amount of these exchange rate differences is presented in a separate component of equity until the foreign operation is disposed.
- Share capital and other components of equity are translated using the historical rate, i.e. the exchange rate at the date of issue of share capital, or at the date of the associated transaction for other components of equity.

2.7. Accounting estimates and judgements

The application of the IAS requires the Group's management to apply certain accounting assumptions and judgments when preparing the annual consolidated financial statements and when determining the value of some of the assets, liabilities, income, expenses and contingent assets and liabilities.

All assessments are based on the management's best judgment as of the date of preparation of these consolidated financial statements. Actual results could differ from those presented in these consolidated financial statements.

In preparing these consolidated financial statements, the management used judgments related to the following items:

- Right-of-use assets – period of use of the assets and discount factor (Note 3.03)
- Short-term receivables – need for impairment (Note 3.08)
- Retirement benefits obligations (Note 3.13)
- Deferred tax assets (Note 3.06)
- Warranty service provision (Note 3.16)

2.8. Subsidiaries and associated companies

Subsidiaries are the entities over which Shelly Group SE exercises control as defined in IFRS 10 Consolidated Financial Statements.

The parent-company (the investor) controls the investee company if it has:

- Rights over the ownership of the subsidiary;

- Rights over the variable returns from its participation in the subsidiary;
- Ability to use its powers over the entity in order to influence the size of return on investment.

Subsidiaries are considered controlled starting from the date on which control is acquired by the Group and they cease to be consolidated on the date when it is assumed that the control has been lost.

Associated company is a company in which the Group has significant influence on decisions regarding operating and financial policies, but without being able to fully control those policies.

2.9. Non-controlling interest

The non-controlling interest is valued at the proportionate share of identifiable net assets at the date of acquisition.

Changes in the Group's ownership interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's interests and non-controlling interests is adjusted to reflect changes in their relative interests in subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to the owners of the Parent Company.

2.10. Consolidation

The consolidated financial statements of the Group include the financial statements of the parent company and the subsidiaries. All assets, liabilities, capital, income, expenses and cash flows of the group companies are presented as such as they belong to just one entity.

Subsidiaries are those entities that are controlled by the parent company. Control occurs when the parent company exercises its rights on variable return arising from its participation in the subsidiary's capital and has the ability to influence this return from investment through its power. The consolidated financial statements have been prepared following the same accounting policies with respect to similar transactions and business facts of all companies in the Group. All mutual interests, as well as significant internal transactions, balances and unrealized gains in the Group are eliminated and the financial statements are prepared using the full consolidation method. The financial results of operations of the subsidiaries are included in the consolidated financial statements from the date of acquisition of control over them and cease to be consolidated from the date on which such control is lost. When a subsidiary is acquired as a result of an internal group restructuring, its net assets and financial result are included from the beginning of the earliest accounting period presented in the financial statements.

2.11. Definition and assessment of the items of the consolidated financial statements

2.11.1. Revenue

The Group recognises revenue from the following major sources:

Sale of electronic devices

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a product or service to a customer.

The Group sells electronic devices both to the wholesale market and directly to customers through its own website and through direct sales. Sales-related warranties associated with the products cannot be purchased separately and they serve as an assurance that the products sold comply with agreed-upon specifications. Accordingly, the Group accounts for warranties in accordance with IAS 37 Provisions, Contingent Liabilities and Contingent Assets (see Note 3.16).

For sales of electronic equipment to the wholesale market, revenue is recognised by the Group when control of the goods has transferred, being at the moment when the goods are shipped. Following shipment dispatch, the wholesaler has full discretion over the manner of distribution and price to sell the goods and bears the risks of obsolescence and loss in relation to the goods. A receivable is recognised by the Group when the goods are delivered to the wholesaler as this represents the point in time at which the right to consideration becomes unconditional, and the Group expects to receive payment in the agreed term.

The Group recognizes revenue from sales through an online store at the time the goods are shipped to the address requested by the customer. The payment received from the customer is initially recognized as a contractual obligation until the goods are shipped to the customer.

Under the Group's standard contract terms, customers have a right of return within 14 days. In case of returned goods, the Group adjusts the recognized revenue by reducing it by the value of the returned goods. At the same time, the Group has an obligation to receive back the returned goods, if the customer decides to exercise its right to return the goods and accordingly reduces the cost of goods sold and increases its stock.

The Group uses historical experience to determine the expected value of returned goods in each calendar year. The method assumes that the Group does not expect, with a high probability, to receive returns of goods in amounts significantly exceeding the volume of returned goods in previous years, expressed as a percentage of revenue.

Revenue from services

The Group reports revenue from services, complying with the commitments under the contract. Revenue from services is reported upon final completion of the services recognized as performed.

The Group offers to its customers a subscription to cloud services. The subscription can be paid in monthly instalments or once for a calendar year. In the event that a customer pays an annual subscription, the entire

amount is initially recognized as a contractual liability, and each month 1/12 of the amount paid is recognized as revenue.

Other income/revenue

Other income and revenue are recognized when the right to receive them is established.

The Group companies apply IFRS 15 and the management carefully examines its trade practices for possible changes at the time of revenue recognition. No change in the performance obligations and the price allocation in the contracts and revenue recognition is needed for the reporting period.

2.11.2. Expenses

Expenses for future periods shall be deferred for recognition as current expenses in the period in which the obligations under the contracts to which they refer, would be performed.

Financial expenses consist of interest expenses and other direct costs related to loans as well as bank fees and losses from foreign currency exchange. [Click or tap here to enter text.](#)

2.11.3. Property, plant and equipment

Property, plant and equipment (non-current tangible assets) are presented in the financial statements at acquisition cost (cost price) less accumulated depreciation and impairment losses.

Initial recognition

Upon initial acquisition, property, plant and equipment are evaluated at acquisition cost (cost price), which includes the purchase price, including customs charges and any directly attributable costs of bringing the asset to working condition. The direct costs are as follows: costs of site preparation, costs of initial delivering and handling, installation costs, costs for personnel remuneration fees related to the project, non-refundable taxes, etc.

When acquiring property, plant and equipment on a deferred payment basis, the purchase price is equivalent to the present value of the liability, discounted on the basis of the interest rate on the borrowed resources of the Group with a similar maturity and purpose. The difference between the cash price equivalent and the total payment is recognized as interest over the course of the loan, unless it is capitalized in accordance with IAS 23.

Measurement after recognition

The approach chosen by the Group for the subsequent measurement of property, plant and equipment is the acquisition cost model - less any subsequent depreciation and any accumulated impairment losses.

For all other classes of non-current tangible assets, the Group applies the acquisition cost model.

Depreciation Methods

The Group uses the straight-line method of depreciation of non-current tangible assets. Depreciation of assets begins when they are available for use. The useful life by groups of assets is determined in accordance with: physical wear and tear, specifics of the equipment, future intentions for use and actual obsolescence.

The useful life by classes of assets is as follows:

Vehicles	4 years
Buildings	25 years
Computer equipment	2-5 years
Office equipment	5-6.67 years
Other non-current tangible assets	6.67 years

The determined useful life of non-current tangible assets is reviewed at the end of each year and, if significant deviations are found against future expectations for the useful life of the assets, it is adjusted prospectively.

Derecognition of non-current tangible assets

The carrying amount of an item of property, plant and equipment is written off: when it is sold, when no other economic benefits are expected from its use, or when it is disposed.

Gains or losses arising on the derecognition of an item of property, plant and equipment are included in the statement of comprehensive income when the asset is written off. Gains and losses on disposals of non-current assets are determined when the proceeds from sale (disposal) are reduced by the book value of the asset and the costs related to the sale. They are stated net, to “Other operating income” in the statement of comprehensive income.

The amount of consideration to be included in the gain or loss arising from the derecognition of an item of property, plant and equipment is determined in accordance with the requirements for determining the transaction price in paragraphs 47–72 of IFRS 15. Subsequent changes to the estimated amount of the consideration included in the gain or loss shall be accounted for in accordance with the requirements for changes in the transaction price in IFRS 15.

2.11.4. Intangible assets

Intangible assets are presented in the consolidated financial statements at acquisition price (cost price) less accumulated depreciation and impairment losses.

The Group applies a straight-line method of depreciation of intangible assets with a useful life of 2 years for the software products, 6.67 years for the prototypes and software development, 3 years for an ISO certificate.

The book value of the intangible assets is reviewed for impairment when there are events or changes in circumstances that indicate that the book value amount could exceed their recoverable amount. Then the impairment is included as an expense in the consolidated statement of comprehensive income.

Initial recognition

Externally generated intangible assets on their acquisition are measured at acquisition price, which includes purchase price, import duties, non-refundable taxes and expenses of preparing the asset for its intended use. The direct expenses are: costs of employee benefits (as defined in IAS 19) and professional fees arising directly from bringing the asset to its working condition; costs for testing whether the asset is functioning properly, expenses for fees of persons related to the project, non-refundable taxes, etc.

Intangible assets are recognized if they meet the definition of intangible assets set out in IAS 38 Intangible Assets, namely:

- Meet the definition of an intangible asset;
- Upon their acquisition they can be reliably measured;
- Economic benefits are expected from the use of the asset, as evidenced by the availability or plan to obtain sufficient resources to enable the Group to obtain the expected economic benefits; the ability to effectively perform its functional role in accordance with the intention of the Group regarding its use or there is a clearly defined and specified technical feasibility.

Subsequent costs

Expenses related to the maintenance of initially established standard efficiency, incurred after the commissioning of intangible non-current assets, are recognized as current at the time when they are incurred.

The carrying amount of the respective intangible asset is adjusted by the expenses that lead to increase of the expected future economic benefits from the use of an intangible asset above the initially determined standard efficiency.

2.11.5. Goodwill

Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognised. Initially, it is measured in the consolidated financial statements as the excess of the sum of the consideration transferred over the amount of the net assets of the acquired company and subsequently it is presented at acquisition cost less impairment losses. Goodwill is not amortized.

The goodwill originating as a result of the acquisition of a subsidiary is presented in the consolidated statement of financial position as a part of non-current assets and the goodwill originating as a result of

acquisition of joint-ventures or associated companies is included in the total value of investment and is reported as “investments in associated companies”.

The goodwill associated with the acquisition of associated companies is tested for impairment as part of the total value of the investment. Separately recognized goodwill on the acquisition of subsidiaries is tested mandatorily for impairment at least once annually. Impairment losses on goodwill are not reversed subsequently. Gains or losses on sale (disposal) of a subsidiary of the Group also include the book value of the goodwill, associated with the sold (disposed) company.

Any goodwill amount recognized in the financial statements is attributable to a certain cash generating object at the time a business combination is completed, and this object is applied when tests for impairment are conducted. For determining the cash-generating objects, are considered only objects that are expected to generate future economic benefits and that are subject to the business combination, which generated the goodwill.

Losses from impairment of goodwill are presented in the consolidated statement of comprehensive income (in profit or loss for the year) as part of item “Impairment expenses”.

2.11.6. Investments in associated companies

These investments are reported in the consolidated financial statements of the Group by the equity method. By this method, the share of the Group in the comprehensive income of an associated company is consolidated on one line, so that the value of the investment corresponds to its share in the net assets as of December 31 for the respective year or at the end of the respective reporting period. The Group recognizes its share in losses in associated companies up to the amount of its investment, including internal loans granted, unless it has undertaken an obligation to pay such liabilities on behalf of the associated company.

As of December 31, 2025, the Group reports a share in the loss of associated companies amounting to BGN 32 thousand. The value of the investment indicated in the consolidated statement of financial position has been decreased by the same amount.

2.11.7. Inventories

Inventories are accounted at the lower of the two following values: price for acquisition (cost) and net realizable value.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completing the production cycle and the estimated costs necessary to make the sale. In the event that inventories have already been depreciated to net realizable value and in a subsequent accounting period it turns out that the conditions that led to their impairment are no longer present, their new net realizable value is assumed. The amount of the refund can only be up to the amount of the book value of the inventory

before the impairment. The amount of the reversal of the inventory value is reported as a reduction in the cost of materials for the period in which the reversal occurs.

The costs incurred to bring an inventory to its present condition and location are included in the cost of acquisition (cost) as follows:

- Materials - the purchase price and all related costs of delivery;
- Goods - the purchase price and all related costs of delivery, customs duties, transport costs, non-recoverable taxes and other costs incurred in order to bring the goods in ready for use state.

In the use (sale) of inventory, the weighted average method is used.

2.11.8. Financial instruments

A financial instrument is any contract that simultaneously gives rise to both a financial asset in one entity and a financial liability or equity instrument in another entity. Financial assets and liabilities are recognised in the consolidated statement of financial position when the Group becomes a party to the contractual terms of the relevant financial instrument that gave rise to this asset or liability.

a) Financial assets

Initial recognition and measurement

Upon initial recognition, financial assets are classified as financial assets that are subsequently measured at amortized cost, at fair value in other comprehensive income (OCI) and as financial assets at fair value in profit or loss. Financial assets are classified upon their initial acquisition according to the characteristics of the contractual cash flows of the financial asset and the Group's business management model. The Group initially measures the financial asset at fair value plus transaction costs, in the case of financial assets that are not measured at fair value through profit or loss.

Trade receivables that do not have a significant financing component, and for which the Group has applied a practically expedient measure, are stated at the transaction price determined according to IFRS 15. The Group reclassifies financial assets only when its business model changes.

In order to be classified and measured at amortized cost or at fair value in OCI, the financial asset should generate cash flows that represent "solely payments of principal and interest" (SPPI) on the outstanding principal amount. This measurement is called the "SPPI test" and is performed at the relevant instrument level.

The Group's business model for managing financial assets refers to how the Company manages its financial assets to generate cash flows. The business model determines whether cash flows will arise from the collection of contractual cash flows, the sale of financial assets, or both.

Purchases or sales of financial assets, the terms of which require the delivery of the assets within a certain period of time, usually established by a regulatory provision or current practice in the relevant market

(regular purchases), are recognized on the date of trading (transaction), i.e. on the date on which the Group has committed to buy or sell the asset.

Subsequent measurement

For the purposes of subsequent measurement, financial assets are classified into four categories:

- Financial assets at amortized cost (debt instruments);
- Financial assets at fair value in other comprehensive income with “recycling” of cumulative profit or loss (debt instruments);
- Financial assets designated as financial assets at fair value in other comprehensive income with no “recycling” of cumulative profit or loss at their derecognition (equity instruments) (measurement alternative);
- Financial assets at fair value through profit or loss.

Financial assets at amortized cost (debt instruments)

The Group measures financial assets at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model aimed at obtaining the contractual cash flows, and
- The terms of the contract for the financial asset give rise to cash flows on specific dates that represent solely payments of principal and interest on the outstanding principal amount.

Financial assets at amortized cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

The Group’s financial assets at amortized cost include trade and other receivables, term deposits and cash at bank accounts.

Financial assets designated as financial assets at fair value in other comprehensive income (equity instruments)

Upon initial recognition, the Group may elect to classify irrevocably as equity instruments designated as measured at fair value in other comprehensive income when they meet the equity requirements under IAS 32 Financial Instruments: Presentation and when they are not held for trading. The classification is determined on an individual instrument basis. These investments in equity instruments are held for medium to long-term purpose and accordingly, the Group elected to designate them as equity instruments at fair value through other comprehensive income as it believes that recognising short-term fluctuations in these

investments fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long term purposes.

Gains and losses on these financial assets are never "recycled" in profit or loss. Dividends are recognized as income in the statement of comprehensive income when the right to payment is established, except when the Group derives benefits from these receipts as a refund of part of the acquisition price of the financial asset, in which case the gains are reported in other comprehensive income. Equity instruments designated as measured at fair value in other comprehensive income are not in the scope of IFRS 9 expected credit loss model.

Derecognition

A financial asset (or, where applicable, part of a financial asset or part of a group of similar financial assets) is derecognised (i.e. removed from the Group's statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the rights to receive cash flows from the asset have been transferred or the Group has assumed the obligation to pay the received cash flows in full, without significant delay, to a third party through a transfer agreement; where either (a) the Group has transferred substantially all the risks and rewards of ownership of the asset; or (b) the Group has neither transferred nor retained substantially all the risks and rewards of ownership of the asset but has not retained control.

When the Group has transferred its rights to receive cash flows from the asset or entered into a transfer agreement, it evaluates whether and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all the risks and rewards of ownership of the financial asset, nor has it transferred control over it, it still recognizes the transferred asset to the extent of its continuing involvement in it.

In this case, the Group also recognizes the related obligation. The transferred asset and related liability are valued on a basis that reflects the rights and obligations that the Group has retained. A continuing involvement being a security of the transferred asset is valued at the lower of the original book value of the asset and the maximum amount of consideration that the Group may be required to pay. The Group applies the same derecognition policies for impaired financial assets.

Impairment of financial assets

Additional disclosures related to impairment of financial assets, are included in the following notes as well:

- Significant judgements in applying the Group's accounting policy. Key estimates and assumptions with high uncertainty. (Note 2.11.16);
- Trade and other receivables (Notes 3.08 and 3.09).

The Group recognizes an allowance for expected credit losses (ECL) for all debt instruments that are not measured at fair value through profit or loss. ECL are based on the difference between the contractual cash flows due under the terms of the contract and any cash flows the Group expects to receive, discounted at an approximation of the original effective interest rate. Expected cash flows include cash flows from the sale of collateral held or other credit enhancements that are an integral part of the terms of the contract.

ECL are recognized in three stages. For exposures for which there has been no significant increase in credit risk since initial recognition. Allowances for ECL are recognized for credit losses that arise as a result of default events that are possible occur within the next 12 months (12-month ECL). For exposures for which there has been a significant increase in credit risk since initial recognition, an allowance for expected credit loss is required in respect of credit losses expected over the remaining term of the exposure, regardless of when the default occurs (ECL over the lifetime of the instrument). A significant increase in credit risk is observed in the case of material financial difficulties of the debtor, probability of declaring bankruptcy and liquidation, financial restructuring or inability to repay the debt (overdue for more than 30 days) are taken as an indicator for impairment of the asset.

Regarding cash and cash equivalents, the Group applies the credit ratings of the banks and publicly available information on default rates for banks in order to prepare an impairment assessment. The Group uses historical experience in order to determine loss given default. As significant increase in credit risk has not been identified, the Group applies 12-month ECL.

The Group considers a financial instrument in default when contractual payments are overdue for 90 days. However, in certain cases, it may consider a financial asset to be in default when internal or external information provides an indication that it is unlikely that the Group will receive the outstanding contractual amounts in full before taking into account any credit improvements. All financial assets measured at amortized cost are subject to collective impairment, except for those in default (phase 3).

Financial liabilities

Initial recognition and measurement

Upon initial recognition, financial liabilities are classified as financial liabilities at fair value through profit or loss, incl. derivatives or as financial liabilities at amortized value, incl. loans and other borrowings and trade and other payable as appropriate. Initially, all financial liabilities are recognized at fair value, and in the case of loans and borrowed funds and liabilities, net of direct transaction costs.

The Group's financial liabilities include trade and other payables, bank loans and lease liabilities.

Subsequent measurement

Financial liabilities are measured according to their classification as specified below:

Financial liabilities at amortized cost

The Group's financial liabilities at amortized cost are reported at amortized cost after applying the effective interest method.

Derecognition

A financial liability is derecognized when the obligation is discharged, cancelled or expires. When an existing financial liability is exchanged with another from the same creditor under substantially different terms, or the terms of an existing liability are substantially changed, this exchange or modification is treated as extinguishment of the original financial liability and recognition of a new financial liability. The difference in the respective carrying amounts is recognized in the statement of comprehensive income.

The main financial instruments included in the consolidated statement of financial position of the Group are presented below.

Trade and other receivables

Trade receivables are amounts owed by customers for goods sold and services performed in the ordinary course of business. They are usually due for short-term settlement and are therefore classified as current. Trade receivables are initially recognized at the amount of the unconditional consideration due, unless they contain significant financing components.

The Group holds trade receivables for the purpose of collecting contractual cash flows and therefore measures them at amortized cost using the effective interest method. No discounting is applied when the effect is immaterial.

Future cash flows determined for a group of financial assets that are collectively measured for impairment are determined on the basis of historical information regarding financial assets with credit risk characteristics similar to the characteristics of the group of financial assets.

Assets that are subject to individual impairment are not included in an impairment group.

The Group applies a simplified approach in recognizing impairment of trade and other receivables and recognizes loss allowance for lifetime expected credit losses. In estimating expected credit losses on trade receivables, the Company uses a provision matrix.

When estimating expected credit losses on trade receivables, the Group uses its historical experience of credit losses on trade receivables to estimate the expected credit losses for the entire life of the financial assets.

Borrowings

Borrowings are recognized initially at fair value, which is formed by the cash proceeds received, less the inherent transaction costs. After their initial recognition, interest-bearing loans are measured at amortized cost, where any difference between the initial cost and the maturity value is recognized in profit or loss over the period of the loan by applying the effective interest method.

Finance costs, including direct borrowing costs, are included in profit or loss using the effective interest method, except for transaction costs on bank overdrafts, which are recognized in profit or loss on a straight-line basis for the period, for which the overdraft was agreed upon.

Loans are classified as current when they are to be settled within twelve months from the end of the reporting period.

Payables to suppliers, other current liabilities and advances received

Trade and other payables arise as a result of goods or services received. Current liabilities are not amortized.

Trade payables are recognized initially at fair value and subsequently at amortized cost using the effective interest method.

2.11.9. Cash and cash equivalents

Cash includes cash on hand and current accounts, and cash equivalents include short-term bank deposits with an original maturity of less than 3 months. The consolidated statement of cash flows is presented using the direct method.

Cash and cash equivalents are subsequently presented at amortised cost, excluding the accumulated allowance for expected credit losses.

2.11.10. Lease

On the effective date of the contract, the Group assesses whether the contract is or contains a lease. In particular, whether the contract transfers the right to control the use of the identified asset for a certain period of time.

The Group as a lessee

The Group applies a unified approach to the recognition and assessment of all leases, except for short-term leases (i.e., leases with a lease term of up to 12 months) and leases of low-value assets. The Group recognises lease liabilities for the payment of lease instalments and right-of-use assets, representing the right to use the assets.

Right-of-use assets

The Group recognizes right-of-use assets from the inception date of the lease (i.e. the date on which the underlying asset is available for use). Right-of-use assets are measured at acquisition cost less accumulated depreciation and impairment losses and adjusted for any revaluation of lease liabilities.

The acquisition cost of right-of-use assets includes the amount of recognized lease liabilities, the initial direct costs incurred and the lease payments made on or before the inception date of the lease, an estimate of the costs to be incurred by the lessee in dismantling and relocating the asset, the restoration of the site on which it is located or the restoration of the asset to the condition required under the terms of the lease, less any incentives received under the lease. The right-of-use assets are depreciated on a straight-line basis over the lease term.

If at the end of the lease term the ownership of the leased asset is transferred to the Group, or the acquisition cost reflects the exercise of a purchase option, depreciation is calculated using the expected useful life of the asset.

Lease liabilities

From the inception date of the lease, the Group recognises lease liabilities measured at the present value of the lease payments to be made during the lease term. Lease payments include fixed payments (including in-substance fixed payments) less any eligible lease incentives, variable lease payments depending on an index or an interest rate, and amounts that are expected to be paid under guarantees for residual value.

Lease payments also include the exercise price of a purchase option if the Group is reasonably certain to exercise that option, as well as penalties for terminating the lease, if the lease term reflects the Group's exercising an option to terminate the lease.

Variable lease payments, not depending on an index or an interest rate, are recognised as expense in the period in which the event or condition triggering the payment occurs.

In calculating the present value of lease payments, the Group uses an intrinsic interest rate at the inception date of the lease because the interest rate implicit in the lease cannot be determined reliably. After the inception date, the amount of lease liabilities is increased by the interest and reduced by the lease payments made.

In addition, the carrying amount of lease liabilities is revalued, if there is a modification, a change in the lease term, a change in lease payments (for example, changes in future payments resulting from a change in the index or interest rate used to determine those lease payments) or a change in the measurement of the option to purchase the underlying asset.

Short-term leases and low-value assets leases

The Group applies recognition exemption for short-term leases to its short-term building leases (for example, leases with lease term of 12 months or less from the inception date and not containing a purchase option). The Group also applies the recognition exemption of low-value assets leases to leases of office equipment which is considered low-value. Lease payments on short-term leases and low-value assets leases are carried as an expense on the straight-line basis over the lease term.

2.11.11. Provisions

Provisions are recognised when the Group has a current (constructive or legal) liability as a result of a past event, and it is probable that the repayment/settlement of this liability will involve an outflow of resources. Provisions are estimated based on management's best estimate as at the date of preparation of the financial statements of the costs necessary to settle the respective liability. The estimate is discounted when the maturity is long-term. When part of the resources to be used to settle the liability is expected to be recovered by a third party, the Group recognises a receivable in case it is highly probable to be received, its value can be reliably measured as well as an income (credit) under the same item in the consolidated statement of financial position, where the provision itself is presented.

The Group charges warranty service provisions. Liabilities for warranty service provisions are accrued based on management's best judgment of the potential amount of costs that the Group will incur upon the occurrence of a warranty event, based on the accumulated experience of goods/products sold.

2.11.12. Payables to employees

Current payables to employees

Current payables to employees include liabilities for work already performed and the relevant social security contributions required by law.

Defined benefit plans

The Government of Bulgaria is responsible for providing pensions under defined benefit plans. The liabilities under the Group commitment to transfer accrued amounts to defined benefit plans are recognised in the statement of comprehensive income when they are incurred.

Paid annual leave

The Group recognises as a liability the undiscounted amount of the estimated costs of paid annual leave, in accordance with the Labor Code and its internal rules, expected to be paid to employees in exchange for their labour for the past reporting period.

Retirement benefit plans

In accordance with the requirements of the Labor Code, upon termination of the employment contract of an employee who has acquired the right to a pension, the Group pays the employee a compensation in the

amount of two gross salaries, if the accumulated service at the Group is less than ten years, or six gross salaries, in case of accumulated service time at the Group of over ten consecutive years.

Based on their characteristics, these schemes are retirement benefit plans.

The measurement of long-term employee benefits is carried out using the projected unit credit method and the estimate at the date of the statement of financial position is made by licensed actuaries. The amount recognised in the statement of financial position is the present value of the liabilities. The revaluations of the retirement benefit plan liability (actuarial gain or loss), arising from experience and changes in actuarial financial and demographic assumptions, are recognised in equity through other comprehensive income as a reserve for retirement liabilities. The amounts released from this reserve are transferred through other comprehensive income into retained earnings.

2.11.13. Share capital and reserves

The Group has adopted the capital maintenance financial concept. Maintaining the share capital is assessed in nominal monetary units. Profit for the reporting period is considered acquired only if the cash /financial/ amount of equity at the end of the period exceeds the cash amount at the beginning of the period, after deducting the distributions between the owners or the capital invested by them during the period.

Shelly Group SE is a joint-stock company and is obliged to register in the Commercial Register a certain amount of share capital to serve as collateral for the claims of creditors of the Parent Company. The shareholders are responsible for the Parent Company's liabilities up to the amount of their shareholding in the capital and can claim the return of this shareholding only in bankruptcy or liquidation proceedings. The Parent Company reports its share capital at the nominal value of the shares registered in court.

Equity is the residual value of the Group company's assets after deducting all of their liabilities. It includes:

Share capital is presented in the consolidated statement of financial position at nominal value per share according to the number of shares issued.

Financial result is the difference between the revenue and the related costs charged.

Equity is reported less the distributed dividends of the owned shares during the period in which they will be distributed (by decision of the General Meeting).

According to the requirements of the Commerce Act and the Articles of Association of the Parent Company Shelly Group SE, the Group is obliged to allocate reserves at the expense of:

- at least one tenth of the profit, which is allocated until the funds reach 10 percent of the share capital;
- the funds received above the nominal value of the shares upon their issuance (premium reserve).

Redeemed shares are presented in the consolidated statement of financial position at cost (acquisition

price), with their gross purchase price reduced by the Group's equity capital. Profit or loss from the sale of redeemed shares are presented directly in the Group's equity, under the "Redeemed shares".

In past periods, the Group reported share-based payments to employees in Bulgarian subsidiaries. Share-based payments to employees related to services rendered are settled through equity instruments. Transferred capital instruments are measured at their fair value on the date of transfer. Share-based payment expense is recognised in the period in which the services are received.

Reserve from recalculation of the currency of the presented foreign activity - arises from the net effects of the translation of the accounts of subsidiaries abroad from their functional currencies into Bulgarian leva, for consolidation purposes.

2.11.14. Income tax expense

Income tax expense is the amount of current income tax and the tax effect on temporary tax differences. Current taxes on the profit of Bulgarian companies are determined in accordance with the requirements of the Bulgarian tax legislation. The nominal tax rate in Bulgaria for 2025 and 2024 is 10%.

Subsidiaries abroad are charged according to the requirements of the relevant tax laws by country, at the following nominal tax rates:

Country	Nominal tax rates per year	
	2025	2024
Germany	30%	30%
USA	15-35%	15-35 %
China	25%	25%
Slovenia	22%	19%
Poland	19%	-

Deferred income tax is calculated using the balance sheet liability method. Deferred tax liabilities are calculated and recognised for all taxable temporary differences, while deferred tax assets are recognised only if likely to be reversed and if the Group will be able to generate sufficient profit in the future from which they can be deducted.

The effect of recognising deferred tax assets and/or liabilities is reported where the effect of the event that gave rise to them is presented.

For events affecting profit or loss and other comprehensive income, the effect of deferred tax assets and liabilities is recognised in the consolidated statement of comprehensive income.

For events that are initially recognised in equity (revaluation reserve) deferred tax assets and liabilities are recognised in the consolidated statement of comprehensive income.

Deferred tax assets and/or liabilities are presented offset the consolidated statement of financial position as they are subject to a uniform taxation regime in the country.

As of December 31, 2025, the Group recognises income tax expenses for Bulgarian companies and at a 10% tax rate, for the German entity at 30% tax rate, for the Chinese entity at 25% tax rate, for the Slovenian entity at 22% and for the Polish entity at 19% tax rate.

2.11.15. Earnings per share

Earnings per share are calculated by dividing the net profit or loss for the period attributable to shareholders by the weighted average number of ordinary shares held for the period.

The weighted average number of shares is the number of ordinary shares held at the beginning of the period, adjusted by the number of ordinary shares repurchased and newly issued during the period, multiplied by the time average factor. This factor represents the number of days particular shares were held compared to the total number of days during the period.

Diluted earnings per share are not calculated because there are no potentially diluted shares issued.

2.11.16. Significant judgements in applying the Group's accounting policy

Key estimates and assumptions with high uncertainty

When applying the accounting policy, the Group's management makes certain estimates that have a significant effect on these financial statements. Such estimates, by definition, rarely equal actual results.

Given their nature, these estimates are subject to ongoing review and updating and summarize historical experience and other factors, including expectations of future events that management believes are reasonable under current circumstances.

Estimates and assumptions that carry a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities in the next financial year are set out below.

Defined benefit plans

The employee defined benefit obligation is determined by actuarial valuation. This estimate requires assumptions on the discount rate, future wage growth, staff turnover and mortality rates. Due to the long-term nature of defined benefit plans, these assumptions are subject to significant uncertainty. The Group prepared an actuarial valuation of defined benefits and reported them in the consolidated financial statements at the end of 2025 and 2024 respectively (note 3.13).

Useful lives of property, plant and equipment and intangible assets

Financial reporting of property, plant and equipment and intangible assets includes the use of estimates of their expected useful lives and carrying amounts, based on the Group management's judgments.

Impairment of receivables

Management estimates the volume and timing of expected future cash flows related to receivables based

on experience versus current circumstances. Due to the inherent uncertainty of this estimate, actual results may differ. Group's management compares prior year estimates with actual results.

The Group uses a simplified approach in reporting trade and other receivables and recognises an impairment loss as expected credit losses over the entire term. They represent the expected shortfall in contractual cash flows, given the possibility of default at any point in the life of the financial instrument. The Group uses its experience, external indicators and information to calculate expected credit losses in the long-term.

Impairment of property, plant and equipment

At the date of preparation of the financial statements, the Group's management organizes an impairment review of property, plant and equipment.

As of December 31, 2025, such review was carried out, as a result of which management considered that no impairment indicators were available. No impairment loss on property, plant and equipment is reported in the consolidated financial statements.

Impairment of inventories

At the date of preparation of the financial statements, the Group's management reviews and analyses existing inventories. A review and analysis of all available inventories is made in terms of basic indicators – uniformity, commercial appearance, expiry date, etc., and expert prices are determined.

The proposed expert prices are consistent with the prices reached under concluded contracts for realization on the domestic and foreign markets, the dynamics of supply and demand of inventories, the latest price levels and trends in transactions with similar inventories. For the calculation of the net realisable value of individual types of inventories, the estimated direct costs associated with sales are excluded from determined expert selling prices. When assessing the inventories for which sales contracts are concluded, the net realisable value is determined based on the contract price less the cost of sales. Inventories not related to sales contracts are valued according to assumptions about the possibilities for their future disposal.

As of December 31, 2025, the Group has not recognized an impairment of inventory.

The impairment of inventories is calculated as the difference between their carrying amount, as recognized in the consolidated statement of financial position prior to review and analysis, and their net realisable value, determined on the basis of expert prices as set out above.

Income taxes

The companies in the Group are tax entities under the jurisdiction of the tax administration in the country in which they operate. A significant estimate needs to be made to determine the tax provision. There are numerous examples for which the tax finally determined is unspecified in the normal course of business. Group companies recognise liabilities for expected tax payables based on the judgement of the management

of the relevant company and the Group. When the final tax result of such events is different from the amounts originally recognized, those differences will affect current income tax and deferred tax provisions in the tax revisions period.

Leases

Determining the lease term for contracts with renewal and termination options – the Group as a lessee

The Group defines the lease term as the irrevocable term of the lease, together with any periods covered by an option to extend it if it is reasonably certain that the option will be exercised, or any periods covered by a termination option if it is reasonably certain that the option will not be exercised (note 3.12).

2.11.17. Fair values

Some of the Group's accounting policies and disclosures require a fair value measurement of financial and non-financial assets and liabilities.

When measuring the fair value of an asset or liability, the Group uses observable data as far as possible.

Fair values are categorized at different levels in the fair value hierarchy based on the inputs to the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for similar assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that, directly (i.e., as prices) or indirectly (i.e., derived from prices), are available for observation for the asset or liability.
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable input data).

If the inputs used to measure the fair value of an asset or liability can be categorized at different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety at that level of the fair value hierarchy whose input information is relevant to the overall assessment.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period in which the change occurs. In 2025 and 2024 there have been no transfers between the levels of the fair value hierarchy.

More information on the assumptions made in measuring fair values is included in the relevant notes.

3. Notes to the consolidated statement of financial position

3.01. Property, plant and equipment

	Land	Buildings	Machinery and equipment	Vehicles	Computers	Office equipment	Other	Assets under construction	Total
01.01.2024									
Cost	1 476	3 088	1 181	644	549	256	342	277	7 813
Depreciation	-	(444)	(925)	(307)	(389)	(175)	(186)	(14)	(2 440)
Book value	1 476	2 644	256	337	160	81	156	263	5 373
Additions (cost)	-	-	88	390	296	137	964	982	2 857
Purchase	-	-	79	390	296	137	85	982	1 969
Transfer	-	-	9	-	-	-	879	-	888
Disposals (book value)	(1 476)	(2 774)	(176)	(431)	(9)	(66)	(132)	(1 176)	(6 240)
Purchase	(1 476)	(2 774)	(176)	(431)	-	(50)	(130)	-	(5 037)
Transfer	-	-	-	-	(9)	(16)	(2)	(1 176)	(1 203)
Depreciation for the year	-	(87)	(88)	(116)	(144)	(12)	(40)	-	(487)
Change in depreciation	-	217	133	260	-	17	70	-	697
Depreciation of assets written off	-	217	133	260	-	17	70	-	697
Book value at the end of the year	-	-	213	440	303	157	1 018	69	2 200
31.12.2024									
Cost	-	314	1 093	603	836	327	1 174	83	4 430
Depreciation	-	(314)	(880)	(163)	(533)	(170)	(156)	(14)	(2 230)
Book value	-	-	213	440	303	157	1 018	69	2 200
01.01.2025									
Cost	-	314	1 093	603	836	327	1 174	83	4 430
Depreciation	-	(314)	(880)	(163)	(533)	(170)	(156)	(14)	(2 230)
Book value	-	-	213	440	303	157	1 018	69	2 200
Additions (cost)	-	-	18	441	176	9	208	-	852
Purchase	-	-	18	441	176	9	204	-	848
Transfer	-	-	-	-	-	-	4	-	4
Disposals (book value)	-	-	-	(75)	-	-	-	(69)	(144)
Sales	-	-	-	(75)	-	-	-	-	(75)
Transfer	-	-	-	-	-	-	-	(69)	(69)
Depreciation for the year	-	-	(103)	(196)	(191)	(27)	(173)	-	(690)
Change in depreciation	-	-	-	14	(1)	-	-	-	13
Other changes	-	-	-	-	(1)	-	-	-	(1)
Amortization of disposed assets	-	-	-	14	-	-	-	-	14
Book value at the end of the period	-	-	128	624	287	139	1 053	-	2 231
31.12.2025									
Cost	-	314	1 111	969	1 012	336	1 382	14	5 138
Depreciation	-	(314)	(983)	(345)	(725)	(197)	(329)	(14)	(2 907)
Book value	-	-	128	624	287	139	1 053	-	2 231

3.02. Intangible assets

	Software	ISO Certificates and intellectual property rights	Patents, licenses, trademarks, prototypes and development	Other	Assets under construction	Total
01.01.2024						
Cost	340	58	4 641	1 581	2 731	9 351
Amortization	(326)	(10)	(1 366)	(102)	-	(1 804)
Book value	14	48	3 275	1 479	2 731	7 547
Additions (cost)	70	23	4 882	1 666	5 772	12 413
Purchase	70	7	-	169	1 480	1 726
Self-constructed	-	-	-	-	3 980	3 980
Business combination	-	-	-	909	-	909
Transfer	-	16	4 882	588	312	5 798
Disposals (book value)	-	-	(16)	-	(5 468)	(5 484)
Transfer	-	-	(16)	-	(5 468)	(5 484)
Amortization for the year	(7)	(26)	(832)	(253)	-	(1 118)
Change in amortization	-	-	-	-	-	-
Book value at the end of the year	77	45	7 309	2 892	3 035	13 358
31.12.2024						
Cost	410	81	9 507	3 247	3 035	16 280
Amortization	(333)	(36)	(2 198)	(355)	-	(2 922)
Book value	77	45	7 309	2 892	3 035	13 358
01.01.2025						
Cost	410	81	9 507	3 247	3 035	16 280
Amortization	(333)	(36)	(2 198)	(355)	-	(2 922)
Book value	77	45	7 309	2 892	3 035	13 358
Additions (cost)	777	-	4	-	8 212	8 993
Purchase	-	-	4	-	-	4
Self-constructed	-	-	-	-	8 143	8 143
Transfer	777	-	-	-	69	846
Disposals (book value)	-	-	(434)	-	(777)	(1 211)
Written-off book value	-	-	(430)	-	-	(430)
Transfer	-	-	(4)	-	(777)	(781)
Amortization for the year	(15)	(22)	(1 331)	(468)	-	(1 836)
Change in amortization	-	-	-	-	-	-
Book value at the end of the period	839	23	5 548	2 424	10 470	19 304
31.12.2025						
Cost	1 187	81	9 077	3 247	10 470	24 062
Amortization	(348)	(58)	(3 529)	(823)	-	(4 758)
Book value	839	23	5 548	2 424	10 470	19 304

3.03. Right-of-use assets

	31.12.2025			31.12.2024		
	Vehicles	Buildings	Total	Vehicles	Buildings	Total
At the beginning of the period						
Cost	353	11 462	11 815	397	517	914
Depreciation	(243)	(546)	(789)	(260)	(232)	(492)
Book value	110	10 916	11 026	137	285	422
Additions (cost)	-	826	826	118	10 957	11 075
Operating lease	-	826	826	118	10 957	11 075
Disposals (book value)	(63)	(46)	(109)	(162)	(12)	(174)
Written off	(63)	(27)	(90)	(162)	(12)	(174)
Other changes	-	(19)	(19)	-	-	-
Depreciation for the period	(42)	(1,442)	(1,484)	(71)	(314)	(385)
Change in depreciation	-	(267)	(267)	88	-	88
Written off	-	(267)	(267)	88	-	88
Book value at the end of the period	5	10,254	10,259	110	10 916	11 026
Cost	290	12,242	12,532	353	11 462	11 815
Depreciation	(285)	(2,255)	(2,540)	(243)	(546)	(789)
Book value	5	9,987	9,992	110	10 916	11 026

The Group has concluded lease contracts for the lease of office premises and vehicles.

3.04. Goodwill

Name	December 31, 2025	December 31, 2024
Shelly Tech d.o.o, Slovenia	3 388	3 388
Shelly Asia Ltd., China	250	250
Total	3 638	3 638

The Group has not recognised impairment of goodwill as at December 31, 2025 and December 31, 2024 respectively.

3.05. Investments in associates

Until the end of May 2024, SHELLY GROUP SE reported an investment in an associated company - Shelly Asia Ltd., with registered office and management address in Shenzhen, Guangdong Province, China. The Chinese company's registered capital is CNY 100,000, with SHELLY GROUP SE's participation being 30% (BGN 8 thousand). After May 31, 2024, the investment in the Chinese company is presented as an investment in a subsidiary related to an option exercised by SHELLY GROUP SE to acquire additionally up to 50% and reach a controlling package of up to 80% of the capital of Shelly Asia Ltd.

Shelly Group ED has an associated ownership in the amount of 8,010 preferred shares, representing 8.495% of the capital of "Ground Solutions Group" AD, UIC: 206606897. The participation was acquired as a result of the transformation through merger of "Corner Solutions" EOOD into "Ground Solutions Group" AD.

Movement of investments in associates is as follows:

	For the 12 months ended December 31, 2025	For the 12 months ended December 31, 2024
Balance as of January 01	160	403
Acquisition of shares	-	-
Transfer of shares to subsidiaries	-	(218)
Share in net profit/(loss) for the year	(42)	(25)
Balance as of the end of the period	118	160

3.06. Deferred tax assets and liabilities

	December 31, 2025	December 31, 2024(reclassified)
Deferred tax assets		
Deferred tax on accrued expenses	1 004	22
Deferred tax on unused paid leave	114	95
Deferred tax on impairment of receivables	149	34
Deferred tax on provision for warranty	175	107
Deferred tax on accrued but unpaid income of individuals	193	45
Deferred tax on long-term employee benefits	35	24
Total assets	1 670	327
Deferred tax liabilities		
Deferred tax on share-base payment	(1 444)	-
Deferred tax related to the application of IFRS 16	(15)	(24)
Total liabilities	(1 459)	(24)
Total deferred tax assets / (liabilities)	211	303

3.07. Inventory

	December 31, 2025	December 31, 2024
Goods	30 529	39 241
Goods in transit	1 178	104
Materials stored abroad	2 878	3 785
Materials stored in Bulgaria	3 493	2 428
Total	38 078	45 558

As of December 31, 2025, the consolidated statement of financial position includes:

- Materials stored abroad representing components for production, purchased on behalf of the Group, by its main suppliers of production services amounting to BGN 2 878 thousand. The components are available in the warehouses of the suppliers, and the Group holds the title on the components;
- Goods in transit that are not available in the Group's warehouses, but which it owns under purchase agreements.

It is the policy of the Group companies to strive to maintain optimal stock levels equal to the estimated sales for several months ahead. The Group's management believes that the trend for the foreseeable future is for stock levels to increase as a result of growing sales as well as an increasing assortment of devices.

As of 31.12.2025 and 31.12.2024, the Group has no accrued impairment of goods and inventories.

3.08. Trade receivables

	December 31, 2025	December 31, 2024
Receivables from clients	134 245	61 984
Impairment of receivables from clients, net	(1 493)	(336)
Advances to suppliers	23 087	8 483
Impairment of advances to suppliers	(1 978)	-
Total	153 861	70 131

The movement in impairment of trade receivables during the year is as follows:

	December 31, 2025	December 31, 2024
Impairment at the beginning of the year	336	2 042
Written off and reversed impairment	(412)	(1 706)
Impairment charged	1 569	-
Impairment charged on advances	1 978	-
Impairment at the end of the period, net	3 471	336

3.09. Other receivables

	December 31, 2025	December 31, 2024
TAX RECEIVABLES, including:	7 880	5 689
<i>VAT recoverable</i>	584	5 294
<i>Corporate tax advance payments</i>	7 296	229
<i>Account balances related to customs import</i>	-	20
<i>Other taxes</i>	-	146
OTHER RECEIVABLES, including:	1 924	1 190
<i>Deposits in commercial entities and guarantees</i>	250	150
<i>Petty cash</i>	81	77
<i>Prepaid expenses</i>	1 271	942
<i>Other receivables</i>	322	21
Total	9 804	6 879

The prepaid expenses include:

	December 31, 2025	December 31, 2024
Information services	353	356
Insurance	183	149

Licenses/certificates	-	89
Membership fees	-	68
Subscriptions	265	36
Exhibitions	435	173
Analysis and publications	-	13
Other	35	58
Total	1 271	942

3.10. Cash and cash equivalents

	December 31, 2025	December 31, 2024
Cash on hand	22	41
Cash in current bank accounts	26 210	26 778
Restricted cash	524	524
Cash equivalents	10	10
Total	26 766	27 353

Restricted cash represents funds related to deposits and bank guarantees provided by subsidiaries within the Group.

	December 31, 2025	December 31, 2024
By currency		
EUR	16 705	22 163
BGN	3 058	1 993
USD	3 491	2 024
Other	3 512	1 173
Total	26 766	27 353

The Group's cash is in bank accounts with banks with a stable long-term rating. The Management has assessed the expected credit losses on Cash and cash equivalents. The estimated credit losses are insignificant and are not recognized in the consolidated financial statements of the Group as of December 31, 2025.

3.11. Bank loans

Bank loans are as follows:

	December 31, 2025	December 31, 2024
UBB AD, incl.:	5 779	519
– up to one year	5 779	519
– over one year	-	-
Other short-term financing Shelly USA	151	201
Other short-term financing Shelly Tech	156	98
Other short-term financing Shelly DACH	31	6
Other short-term financing Shelly Asia	476	-
Total bank loans – non-current portion:	-	-
Total bank loans – current portion:	6 593	824

The subsidiaries Shelly USA and Shelly DACH use financing under company credit card. The Slovenian company Shelly Tech d.o.o. uses factoring services. The subsidiary Shelly Asia uses a short-term bank loan for working capital needs with a maturity date of 09.06.2026.

The subsidiary Shelly Europe EOOD has an agreed bank financing in the form of an overdraft with a total limit of BGN 20 million and a credit limit with total limit of BGN 25 million, and as of 31.12.2025 the utilized amount of the limits is BGN 5 779 thousand. Details of the parameters of the provided financing are presented in Note 5.

3.12. Lease liabilities

	December 31, 2025	December 31, 2024
Lease liabilities		
- up to 1 year	1 856	1 361
- more than 1 year	8 833	9 898
Total	10 689	11 259

The liabilities under lease contracts presented in the consolidated statement of financial position include the Group's liabilities under lease contracts for offices and vehicles, which are recognized in accordance with the requirements of IFRS 16 Leases.

3.13. Retirement benefits obligation

As of December 31, 2025, the Group reports obligations for a defined benefit plan upon retirement of BGN 489 thousand. The amount of the obligation is determined on the basis of an actuarial assessment based on assumptions about mortality, disability, probability of leaving, salary growth, etc.

The movements of the present value of the defined benefits plan upon retirement:

	December 31, 2025	December 31, 2024
Liabilities at the beginning of the year	327	197
Liabilities paid during the year	-	(3)
Current service expense	100	42
Interest expense	10	-
Actuarial loss/(gain), recognized in other comprehensive income	52	91
Liabilities at the end of the period	489	327

In the case of early retirement due to disability, the staff shall be entitled to a benefit of up to two months' salaries, increased by 100% for a minimum period of five years and provided that no such benefits have been received during the last five years of service.

The demographic statistical assumptions used are based on the following:

- turnover rate of the Group's staff over the past few years;

- mortality of the population of Bulgaria in the period 2022 – 2024 according to the data of the National Statistical Institute;
- statistics of the National Center for Health Information on disability of the population and premature retirement.

3.14. Trade payables

	December 31, 2025	December 31, 2024
Suppliers	16 843	9 392
Customer Advances	32	428
Total	16 875	9 820

3.15. Payables to employees and social security obligations

	December 31, 2025	December 31, 2024
Payables to employees	2 548	922
Liabilities for unused paid leave	1 186	992
Liabilities to insurance companies	578	453
Total	4 312	2 367

3.16. Other liabilities

	December 31, 2025	December 31, 2024
Tax payables, including	14 022	5 173
Corporate tax	7 609	1 166
Value Added Tax	4 553	1 885
Income tax	121	101
Payables to customs	1 704	1 945
Other taxes	35	76
Other liabilities, including	2 885	2 159
Liabilities for participations	175	295
Warranty service provisions	1 806	1 073
Guarantees/Rental deposits	15	15
Deferred income	862	5
Other	27	771
Total other liabilities	16 907	7 332

3.17. Share capital

SHELLY GROUP SE is registered in 2010. The registered capital of the Parent Company as of December 31, 2024, amounts to BGN 18 105 559 and is distributed in 18 105 559 ordinary registered shares with value of BGN 1 each. The registered capital is fully paid in four instalments:

The first issue was made upon the establishment of the Parent Company in the form of a non-monetary

contribution in the amount of BGN 50,000 consisting ordinary registered voting shares of Terravoice AD's capital.

In 2010 a second non-monetary contribution was made in the amount of BGN 5,438,000 with the objective to acquire shares from the capital of Terra Communications AD at the total cash value of BGN 5 438 000. At the end of 2015, a new issue of 8,012,000 ordinary registered voting shares was issued, with a nominal value of BGN 1 (one) each.

At the end of 2016 the capital of Shelly Group SE was increased with a new issue in the amount of 1,500,000 shares on the basis of a successful initial public offering, according to the Prospectus for public offering of shares.

In 2020 the capital of the Parent Company was increased by cash contributions in the total amount of 2,999,999 against 2,999,999 subscribed and paid dematerialized ordinary registered voting shares with a nominal value of BGN 1 as a result of a procedure for Public Offering of a new issue of shares.

In July 2023 the Parent Company successfully completed the public offering of shares from its capital increase. The capital increase was addressed to employees of Shelly Group SE and its subsidiaries. The registered increase of capital amounts to BGN 50 946, representing 50 946 ordinary, dematerialized, registered shares with voting right and par value of BGN 1 each. The capital of Shelly Group SE after the increase is BGN 18 050 945, representing 18 050 945 ordinary, dematerialized, registered shares with voting right and par value BGN 1 each.

In June 2024, the Company successfully completed a public offering of shares from the capital increase of its registered capital), addressed to employees of Shelly Group SE and its subsidiaries. The capital increase is in the amount of BGN 54 614, representing 54 614 ordinary, dematerialized, registered voting shares with a nominal value of BGN 1 each. The capital of Shelley Group SE after the increase is BGN 18 105 559, representing 18 105 559 ordinary, dematerialized, registered shares with voting rights and a nominal value of BGN 1 each.

At the regular general meeting of shareholders held on June 2, 2025, a decision was made to increase the Company's capital for the benefit of the Group's employees. The registered capital increase is BGN 52,501, representing 52,501 ordinary, dematerialized, registered shares with voting rights with a nominal value of BGN 1 each. The capital of SHELLY GROUP SE after the increase is BGN 18,158,060, representing 18,158,060 ordinary, dematerialized, registered shares with voting rights and a nominal value of BGN 1 each. The capital increase process was finalized on July 2, 2025.

The shareholders of the Parent Company as of 31.12.2025 are disclosed in note 1.2.

3.18. Retained earnings

	December 31, 2025	December 31, 2024
Balance at the beginning of the year	123 335	83 165
Net profit for the year	49 329	44 934
Profit distribution for dividends	(4 603)	(4 590)
Effect of increase in controlling interest and business combination	-	(167)
Transfer to reserves	(5)	(6)
Other changes	-	(1)
Balance at the end of the period	168 056	123 335

3.19. Legal reserves

	December 31, 2025	December 31, 2024
Balance at the beginning of the year	1 929	2 804
Additional legal reserve	5	6
Effect of business combination and increase in controlling interest	-	(880)
Other changes	(25)	(1)
Balance at the end of the period	1 909	1 929

3.20. Share premium reserve

As of December 31, 2025 and December 31, 2024 the reserves from issue of shares amount to BGN 5 403 thousand. They are formed by the excess of proceeds from new shares issued in 2020 above their nominal value in the amount of BGN 6 000 thousand, reduced by the costs related to the capital increase amounting to BGN 297 thousand, and by BGN 300 thousand, that were transferred to Legal reserves by decision of the General Meeting of the Shareholders held on June 28, 2021.

4. Notes to the consolidated statement of comprehensive income

4.01. Sales revenue and cost of sales

	For the period ended December 31, 2025			For the period ended December 31, 2024		
	Devices	Services	Total	Devices	Services and rent	Total
REVENUE	291 325	1 544	292 869	207 709	995	208 704
<i>Book value of goods sold</i>	(119 879)	-	(119 879)	(83 043)	-	(83 043)
<i>Other direct costs</i>	(3 836)	-	(3 836)	(1 805)	-	(1 805)
COST OF SALES	(123 715)	-	(123 715)	(84 848)	-	(84 848)
GROSS PROFIT	167 610	1 544	169 154	122 861	-	123 856

4.02. Other operating revenue

	12 months ended December 31, 2025	12 months ended December 31, 2024 (reclassified)
Insurance compensations	60	44
Reintegrated and reversed impairment of receivables	276	855
Returned goods	548	1330
Payables written-off	-	92
Gain on disposal of fixed assets	36	-
Reintegrated and reversed provision for return of goods	-	760
Financing/electricity price compensations	23	2
Penalties received	-	1 342
Gains on FX operations and exchange rate gains	4 024	1 912
Other operating income	1 823	961
Total	6 790	7 298

4.03. Sales expenses

	12 months ended December 31, 2025	12 months ended December 31, 2024
Transport of goods to customers	(4 956)	(2 450)
Certification of products	(1 625)	(222)
Exhibitions	(3 055)	(2 058)
Marketing and advertising	(29 713)	(30 793)
Fee and commissions	(70)	(2 561)
Representative costs	(905)	(701)
Other	(1)	(182)
Total	(40 325)	(38 967)

4.04. Administrative expenses

	12 months ended December 31, 2025	12 months ended December 31, 2024
Materials	(549)	(613)
Hired services	(10 154)	(9 623)
Depreciation/amortization expenses	(2 678)	(1 159)
Employees expenses	(46 767)	(23 808)
Other administrative expenses	(847)	(922)
Total	(60 995)	(36 195)

Payroll expenses include accruals made at the end of 2025 for share-base payments and cash annual bonuses

for the executive directors. For more details, see note 6.

	2025	2024
Salaries	31 414	23 808
Share-based payment	14 441	-
Annual cash bonus	912	-
Total employees expenses	46 767	23 808

4.05. Other operating expenses

	12 months ended December 31, 2025	12 months ended December 31, 2024
Bank service fees	(1 406)	(544)
Receivables written off	(654)	(467)
Interest, fines and penalties	(257)	(123)
Prototypes written-off	(430)	-
Impairment of receivables	(1 433)	-
Provision for warranty	(1 752)	(1 025)
Donations	(132)	(10)
Impairment of advances	(1 978)	-
Foreign exchange rate expenses	(5 723)	(506)
Other	(1 520)	(2 867)
Total	(15 285)	(5 542)

The movement in provisions is as follows:

	2025	2024
Provisions at January 1	1 073	3 626
Accrued provision for warranty	1 752	1 025
Reintegrated provision during the period	(1 019)	(3 578)
Provisions at December 31	1 806	1 073

4.06. Financial income

	12 months ended December 31, 2025	12 months ended December 31, 2024
Foreign exchange rate income	1 442	-
Interest income	123	20
Total	1 565	20

4.07. Financial expenses

	12 months ended December 31, 2025	12 months ended
--	--	----------------------------

		December 31, 2024
Lease interest	(305)	(32)
Loans interest	(145)	(51)
Foreign exchange rate expenses	(3 393)	-
Banking charges	(11)	(57)
Total	(3 854)	(140)

4.08. Income tax expense

	12 months ended December 31, 2025	12 months ended December 31, 2024
Current tax expense	(8 474)	(6 177)
Tax effect from temporary differences	1 296	(622)
Tax expense	(7 178)	(6 799)

4.09. Earnings per share, net

	12 months ended December 31, 2025	12 months ended December 31, 2024
Net profit for the reporting period in thousand BGN	49 830	44 748
Weighted-average number of shares	18 118 792	18 068 152
Basic earnings per share in BGN	2.75	2.47

In 2024 the Parent Company's share capital is increased by 54 614 shares up to 18 105 559 shares.

In June 2025 after a decision of the general meeting of shareholders, the capital of Shelly Group SE was increased to 18,158,060 shares.

5. Contingent liabilities and commitments

Contract	Annex	Creditor	Debtor	Joint debtor / Guarantor	Amount / Limit	Financial conditions	Maturity	Collateral provided by the borrower
Overdraft November 28, 2024 – Agreement pursuant to Art. 114, para. 10 of POSA	Anex 2 from 13.10.2025-	UBB AD	Shelly Europe EOOD	-	BGN 20 000 thousand	Short-term interest rate of UBB increased by 2.5% management fee; processing fee	30.10.2026	Pledge of receivables on accounts of Shelly Europe EOOD in the bank;
Credit line 13.10.2025	-	UBB AD	Shelly Europe EOOD	-	BGN 25 000 thousand	Short-term interest rate of UBB increased by 2.25% management fee; processing fee	30.08.2026	Pledge of receivables on accounts of Shelly Europe EOOD; pledge on inventory in the warehouse of Shelly Europe EOOD
Credit limit for bank guarantee April 4, 2024	-	Eurobank Bulgaria EOOD	Shelly Europe EOOD	-	BGN 978 thousand (EUR 500 thousand)	PRIME business clients increased by 1.5%; management fee; commission for issuing bank guarantee	03.04.2026	Deposit of funds on accounts of Shelly Europe EOOD for the period of the guarantee;

Bank loan 09.06.2025	-	Bank of China	Shelly Asia Ltd.	-	BGN 468 thousand (CNY 2 000 thousand)	Interest rate 3.15%	09.06.2026	No collateral
-------------------------	---	------------------	---------------------	---	---	---------------------	------------	---------------

On 13.10.2025, the subsidiary Shelly Europe EOOD signed an annex with UBB Bank AD to increase the available amount under the current bank overdraft from 10,000 thousand BGN to 20,000 thousand BGN. On the same date, new agreement was also signed for a revolving credit line with UBB Bank for 25,000 thousand BGN. As of December 31, 2025 the amount used under the overdraft and revolving credit line with UBB AD was BGN 5 779 thousand.

As of December 31, 2025 the amount utilized under the bank guarantee of Eurobank Bulgaria EOOD is BGN 408 thousand and related to the conclusion of an office lease agreement for a period of 10 years.

As of December 31, 2025 contingent liabilities include:

Contract	Annex	Creditor	Debtor	Joint debtor / Guarantor	Amount / Limit	Financial conditions	Maturity	Collateral provided by the borrower
Overdraft November 28, 2024 – Agreement pursuant to Art. 114, para. 10 of POSA	-	UBB AD	Shelly Europe EOOD		BGN 10 000 thousand	Short-term interest rate of UBB increased by 2.5% management fee; processing fee	October 30, 2025	Pledge of receivables on accounts of Shelly Europe EOOD in the bank;
Credit limit for bank guarantee April 4, 2024	-	Eurobank Bulgaria EOOD	Shelly Europe EOOD	-	BGN 978 thousand (EUR 500 thousand)	PRIME business clients increased by 1.5%; management fee; commission for issuing bank guarantee	03.04.2025	Deposit of funds on accounts of Shelly Europe EOOD for the period of the guarantee;

As of December 31, 2024 the amount utilized under the bank guarantee of Eurobank Bulgaria EOOD is BGN 408 thousand and related to the conclusion of an office lease agreement for a period of 10 years. As of December 31, 2024 the amount utilized under the overdraft of UBB AD is BGN 519 thousand.

6. Related party transactions

During the reporting period Shelly Group SE has no transactions concluded with interested parties within the meaning of the POSA.

Shelly Group SE has no transactions which are beyond of its ordinary business activity or significantly deviate from market conditions with its subsidiaries and associated companies. Transactions with subsidiaries within its ordinary business activity are excluded from consolidation.

Key management personnel

During 2025 the members of the Board of Directors of the Parent Company received gross remuneration totalling BGN 1 573 thousand (in 2024: BGN 1 617 thousand.) from Shelly Group SE. The remuneration paid was in accordance with the disclosed Remuneration policy.

The members of the Board of Directors as of 31.12.2025 are:

- 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

Share-based compensation

At the end of 2022, the general meeting of shareholders approved a share-based remuneration scheme for the executive members of the Board of Directors. The scheme was prepared in accordance with the Company's remuneration policy and covers the period 2022 - 2025.

The scheme sets out comprehensive criteria for assessing the performance of the executive members, with the incentives set for their implementation aimed at sustainable and long-term value creation.

This Scheme provides for the provision of share-based remuneration in the form of a package of conditional options, consisting of the following types of conditional options:

- Basic options - based on criteria for the achieved average share price of the Company as of certain reference dates
- Reserve options - based on the consolidated financial indicators of the Company.

As of 31 December 2025, when the share-based payment scheme expires, an assessment of the achieved results has been made and the number of shares that each of the two executive members of the company should receive has been calculated. Based on the set goals and the extent to which these goals have been achieved, the executive members are entitled to receive options to acquire 712,200 shares (out of a possible maximum total number of 890,250 shares). In accordance with the requirements of IFRS 2, the value of the options to be granted has been determined based on the market price of the company's share on the date of adoption of the share-based payment scheme, which was BGN 20.2771, and accordingly, a share-based payment expense of BGN 14,441 thousand has been recorded, included as part of the remuneration costs in this report.

Annual cash bonus

According to a decision by the General Meeting of Shareholders dated 02.06.2025, an amendment to the remuneration policy for the executive members of the Board of Directors for 2025 was approved, who are entitled to receive variable cash remuneration (annual bonus), the amount of which depends on the achieved

financial results for the financial year 2025.

The annual bonus is formed as the sum of the bonus values corresponding to the degree of achievement of target results for each of 2 financial components - EBIT and consolidated revenues, as well as 3 non-financial criteria.

The achievement of each of the financial criteria is assessed based on the annual consolidated financial statements of the Company for 2025 certified by a registered auditor and adopted by the General Meeting of Shareholders. For this reason, an accrual for an annual bonus due has been made in these financial statements, based on unaudited financial data. The final amount of the bonus should be approved by the general meeting of shareholders upon acceptance of the company's audited financial statements for 2025.

Based on preliminary data on achieved consolidated sales revenues and EBIT, an annual bonus of BGN 456 thousand has been calculated for each of the two executive members of the Company's Board of Directors.

7. Financial instruments by categories

The structure of the financial assets and liabilities by categories is as follows:

December 31, 2025			
Financial assets according to the Statement of financial position	Financial assets at amortized cost - Cash	Financial assets at amortized cost	Total
Cash and cash equivalents	26 766	-	26 766
Trade receivables	-	132 752	132 752
Deposits in commercial companies and guarantees	-	250	250
TOTAL FINANCIAL ASSETS	26 766	133 002	159 768

December 31, 2025		
Financial liabilities according to the Statement of financial position	Financial liabilities at amortized cost	Total
Lease liabilities	10 689	10 689
Bank loans	6 593	6 593
Trade liabilities	16 843	16 843
Contributory obligations	175	175
Guarantees	15	15
TOTAL FINANCIAL LIABILITIES	34 315	34 315

December 31, 2024			
Financial assets according to the Statement of financial position	Financial assets at amortized cost - Cash	Financial assets at amortized cost	Total
Cash and cash equivalents	27 353	-	27 353
Trade receivables	-	61 648	61 648
Deposits in commercial companies and guarantees	-	150	150

TOTAL FINANCIAL ASSETS	27 353	61 798	89 151
-------------------------------	---------------	---------------	---------------

December 31, 2024

Financial liabilities according to the Statement of financial position	Financial liabilities at amortized cost	Total
Lease liabilities	11 259	11 259
Bank loans	824	824
Trade liabilities	9 392	9 392
Contributory obligations	295	295
Guarantees	15	15
TOTAL FINANCIAL LIABILITIES	21 785	21 785

The fair value of the bank loans that the Group is using, is determined based on market interest rate applicable for similar instruments with similar term.

8. Financial risk management

In the course of their usual business activity, the companies of the Group may be exposed to various financial risks, the most important of which are: market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The overall risk management is focused on forecasting changes in financial markets in order to minimize the potential negative effects that could affect the financial results. Financial risks are currently identified, measured and monitored using various control mechanisms to adequately assess market conditions and their effects by the companies of the Group to avoid unjustified concentration of any specific risk.

Risk management is carried out on an ongoing basis under the direct supervision of the management and the Group's financial experts in accordance with the policy set by the Board of Directors of the Parent Company who developed the basic principles of general financial risk management. Based on these principles, the specific procedures for managing separate specific financial risks have been defined.

The following describes the different types of risks to which the companies within the Group are exposed, as well as the approach taken in managing these risks.

Market risk

Market risk is the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market prices.

a. Currency risk

The companies within the Group carry out their transactions on the domestic market, in the European Union and in third countries (Asia and USA). The companies within the Group carry out their main deliveries in Bulgarian leva, euros and US dollars. To control the currency risk, a system has been introduced for

planning supplies from countries in and outside the European Union, as well as procedures for monitoring movements in exchange rates of foreign currencies and control of incoming payments.

The tables below summarize the currency risk exposure:

	In EUR	In USD	In other foreign currency	In BGN	Total
December 31, 2025					
Cash and cash equivalents	16 705	3 491	3 512	3 058	26 766
Trade receivables	85 381	3 449	185	43 737	132 752
Deposits in commercial companies	65	64	71	50	250
TOTAL ASSETS	102 151	7 004	3 768	46 845	159 768
Lease liabilities	62		381	10 246	10 689
Bank loans	187	151	476	5 779	6 593
Trade payables	10 022	1 371	165	5 285	16 843
Contributory obligations				175	175
Guarantees				15	15
TOTAL LIABILITIES	10 271	1 522	1 022	21 500	34 315
December 31, 2024					
Cash and cash equivalents	22 163	2 024	1 173	1 993	27 353
Trade receivables	53 310	6 185	1 297	856	61 648
Deposits in commercial companies	47	30	-	73	150
TOTAL ASSETS	75 520	8 239	2 470	2 922	89 151
Lease liabilities	143	-	278	10 838	11 259
Bank loans	104	201	-	519	824
Trade payables	4 155	2 749	373	2 115	9 392
Contributory obligations	-	-	-	295	295
Guarantees	-	-	-	15	15
TOTAL LIABILITIES	4 402	2 950	651	13 782	21 785

Currency sensitivity analysis

The companies within the Group are not exposed to currency risk in relation to their exposures in euro, because the exchange rate of the BGN to EUR is fixed.

There is a currency risk exposure mainly in USD. As of December 31, 2025 64% of the Group's assets are

in EUR, 4% in USD. After the acquisition in the Chinese subsidiary Shelly Asia Ltd, the Group is exposed to currency risk of changes in Chinese yuan. Following the establishment of the Polish subsidiary Shelly Poland sp. z o.o., the Group is also exposed to currency risk related to changes in the Polish zloty.

In the table below, a sensitivity analysis is presented to the possible changes in the exchange rate BGN/USD, and BGN/CNY and the profit before taxes (through changes in the book values of monetary assets and liabilities), provided that all other variables are assumed to be constant.

	Increase/ Decrease in exchange rate BGN/ foreign currency %	Effect on the profit before tax BGN/USD	Effect on the profit before tax BGN/CNY	Effect on the profit before tax BGN/PLN
31.12.2024	+/-1.00%	82	25	N/A
31.12.2025	+/-1.00%	70	30	7

b. Price risk

The companies within the Group are exposed to a specific price risk regarding the prices of the goods and services offered. Minimizing the price risk for negative price changes is achieved by periodically reviewing contractual relationships and revising and updating prices in relation to market changes. In respect of the increasing sales revenues in the US, but still low share of the US business in the Group's sales revenues, the Company expects the current disputes regarding tariffs to have only a minor effect on the sales and revenue situation.

Risk of the interest-bearing cash flows

The companies within the Group do not have a significant concentration of interest-bearing assets, except for loans granted and cash on current accounts with banks, therefore the revenue and operating cash flows are not largely dependent on changes in market interest rates.

At the same time, the cash outflows of the companies within the Group are exposed to interest rate risk from utilizing a bank loans and lease, agreed with a variable interest rate.

Cash on current accounts with banks bear interest at interest rates according to the tariffs of the respective banks.

The exposure of the companies within the Group is currently monitored and analysed to changes in market interest rates. Different refinancing scenarios, renewal of existing interest-bearing positions and alternative financing are considered.

December 31, 2025	Interest-free	With floating interest %	With fixed interest %	Total
Cash and cash equivalents	-	-	26 766	26 766
Trade receivables	132 752	-		132 752

Deposits in commercial companies	250	-	250	250
TOTAL ASSETS	133 002	-	26 766	159 768
Lease liabilities	-	-	10 689	10 689
Bank loans	-	-	6 593	6 593
Trade payables	16 843	-		16 843
Contributory obligations	175	-		175
Guarantees	15	-		15
TOTAL LIABILITIES	17 033	-	17 282	34 315

	Interest-free	With floating interest %	With fixed interest %	Total
December 31, 2024				
Cash and cash equivalents	-	-	27 353	27 353
Trade receivables	61 648	-	-	61 648
Deposits in commercial companies	150	-	-	150
TOTAL ASSETS	61 798	-	27 353	89 151
Lease liabilities	-	-	11 259	11 259
Bank loans	-	-	824	824
Trade payables	9 392	-	-	9 392
Contributory obligations	295	-	-	295
Guarantees	15	-	-	15
TOTAL LIABILITIES	9 702	-	12 083	21 785

Credit risk

The financial assets of the companies within the Group are concentrated in two groups: cash (cash on hand and at bank accounts) and receivables from clients.

Credit risk is mainly the risk that the customers of the companies within the Group will not be able to pay in full and within the usual deadlines the amounts owed by them. Trade receivables are presented in the consolidated statement of financial position at amortized cost. An impairment has been charged for doubtful and uncollectible loans, as there have been events identifying uncollectible losses based on past experience.

The companies within the Group do not have significant concentration of credit risk. Their policy is to negotiate a credit period longer than 60 days only with customers who have a long history and commercial cooperation with them. Payments from customers for sales are mainly made by bank transfer.

Significant part of Group's revenue is generated by large companies with good credit rating.

The collection and concentration of receivables is monitored on an ongoing basis, according to the established policy of the companies within the Group. For this purpose, the open positions by clients, as well as the received receipts, are periodically reviewed by the financial and accounting department and the management, and an analysis of the unpaid amounts is performed.

In addition, the Group has an insurance on the receivables for 44 of its largest customers.

As of December 31, 2025 cash and the payment operations of the companies within the Group are spread over several banks which limits the risk for cash and cash equivalents.

Management has defined its policy for assessing credit losses. For trade receivables, the simplified method is applied, with percentages determined based on past experience.

As of December 31, 2025 the Group has recognized impairment of receivables in the amount of 1 433 thousand. During 2024 the Group has collected impaired receivables in the amount of BGN 856 thousand and has written off receivables in the amount of BGN 850 thousand. As of 31.12.2025 the Group has collected impaired receivables in the amount of BGN 276 thousand. In addition as of end of 2025 the Group had reported impairment of advances to suppliers in the amount of BGN 1 978 thousand.

Group's credit risk exposure arising from its financial assets as of December 31, 2025 and December 31, 2024 is presented below:

	<u>December 31, 2025</u>	<u>December 31, 2024</u>
Cash and cash equivalents	26 766	27 353
Trade receivables	132 752	61 648
Total	159 518	89 001

The impairment staging of the financial assets as of December 31, 2025 and December 31, 2024:

	<u>December 31, 2025</u>			
	<u>Stage 1</u>	<u>Stage 2</u>	<u>Stage 3</u>	<u>Total</u>
Financial assets				
Cash and cash equivalents	26 766	-	-	26 766
Trade receivables	132 802	-	1 443	134 245
Total	160 826	-	1 443	162 269
Booked provisions (ECL) for financial assets	(50)	-	(1 443)	(1 493)
Financial assets, net of booked provisions	159 518	-	-	159 518
	<u>=====</u>	<u>=====</u>	<u>=====</u>	<u>=====</u>
	<u>December 31, 2024</u>			
	<u>Stage 1</u>	<u>Stage 2</u>	<u>Stage 3</u>	<u>Total</u>
Financial assets				
Cash and cash equivalents	27 353	-	-	27 353
Trade receivables	61 698	-	286	61 984
Total	89 051	-	286	89 337
Booked provisions (ECL) for financial assets	(50)	-	(286)	(336)
Financial assets, net of booked provisions	89 001	-	-	89 001
	<u>=====</u>	<u>=====</u>	<u>=====</u>	<u>=====</u>

The changes in the gross carrying amount of the financial assets are presented below:

<i>Gross carrying amount of the financial instruments</i>	<i>Stage 1 - expected credit loss for 12 months period</i>	<i>Stage 2 - expected credit loss for the period of the financial asset life</i>	<i>Stage 3 - expected credit loss for the period of the financial asset life</i>	<i>TOTAL</i>
Gross carrying amount as of December 31, 2024	89 051	-	286	89 337
Changes during the year:				
Transfer from Stage 1 to Stage 2	-	-	-	-
Transfer from Stage 1 to Stage 3	-	-	1 433	1 433
Transfer from Stage 2 to Stage 3	-	-	-	-
New financial assets	1 006 045	-	(276)	1 005 769
Maturity of financial assets	(935 528)	-	-	(935 528)
Gross carrying amount as of December 31, 2025	159 568	-	1 443	161 011

<i>Gross carrying amount of the financial instruments</i>	<i>Stage 1 - expected credit loss for 12 months period</i>	<i>Stage 2 - expected credit loss for the period of the financial asset life</i>	<i>Stage 3 - expected credit loss for the period of the financial asset life</i>	<i>TOTAL</i>
Gross carrying amount as of December 31, 2023	75 489	-	1 992	77 481
Changes during the year:				
Transfer from Stage 1 to Stage 2	-	-	-	-
Transfer from Stage 1 to Stage 3	-	-	-	-
Transfer from Stage 2 to Stage 3	-	-	-	-
New financial assets	639 685	-	-	639 685
Maturity of financial assets	(626 123)	-	(1 706)	(627 829)
Gross carrying amount as of December 31, 2024	89 051	-	286	89 337

The changes in booked ECL provision for financial assets are presented below:

	<i>Stage 1 - expected credit loss for 12 months period</i>	<i>Stage 2 - expected credit loss for the period of the financial asset life</i>	<i>Stage 3 - expected credit loss for the period of the financial asset life</i>	<i>TOTAL</i>
ECL provision as of December 31, 2024	(50)	-	(286)	(336)
Changes during the year:				
Transfer from Stage 1 to Stage 2	-	-	-	-
Transfer from Stage 1 to Stage 3	-	-	(1 433)	(1 433)
Transfer from Stage 2 to Stage 3	-	-	-	-
New financial assets	-	-	276	276
Maturity of financial assets	-	-	-	-

<i>ECL provision as of December 31, 2025</i>	(50)	-	(1 443)	(1 493)
	<i>Stage 1 - expected credit loss for 12 months period</i>	<i>Stage 2 - expected credit loss for the period of the financial asset life</i>	<i>Stage 3 - expected credit loss for the period of the financial asset life</i>	<i>TOTAL</i>
<i>ECL provision as of December 31, 2023</i>	(50)	-	(1 992)	(2 042)
Changes during the year:				
Transfer from Stage 1 to Stage 2	-	-	-	-
Transfer from Stage 1 to Stage 3	-	-	-	-
Transfer from Stage 2 to Stage 3	-	-	-	-
New financial assets	-	-	-	-
Maturity of (written off) financial assets	-	-	1 706	1 706
<i>ECL provision as of December 31, 2024</i>	(50)	-	(286)	(336)

Liquidity risk

Liquidity risk is the risk that the Group experiences difficulties meeting its obligations with respect to financial liabilities settled with cash or another financial asset.

The companies within the Group carry out a conservative liquidity management policy, through which they constantly maintain an optimal liquid stock of cash. Borrowed credit resources are also used.

In order to control the liquidity risk, the companies within the Group monitor the timely payment of the incurred liabilities according to agreed terms of payment.

The Companies within the Group monitor and control the actual and projected cash flows for periods ahead and maintain a balance between the maturity limits of the assets and liabilities of the Company. Currently, the maturity and timely execution of payments is monitored by the finance and accounting departments, maintaining daily information on available cash and upcoming payments.

December 31, 2025	Up to 1 m.	1-3 m.	3-6 m.	6-12 m.	1-2 y.	2-5 y.	over 5 y.	Without maturity	Total
Cash and cash equivalents	-	-	-	-	-	-	-	26 766	26 766
Trade receivables	28 456	45 044	59 252	-	-	-	-	-	132 752
Deposits in commercial companies and guarantees	-	-	-	-	-	-	-	250	250
TOTAL ASSETS	28 456	45 044	59 252	-	-	-	-	27 016	159 768
Lease liabilities	154	308	462	877	1 375	3 900	3 613	-	10 689
Bank loans	338	-	5 779	476	-	-	-	-	6 593
Trade payables	9 166	201	7 476	-	-	-	-	-	16 843
Contributory obligations	10	20	30	115	-	-	-	-	175
Guarantees	-	-	-	-	-	-	-	15	15

TOTAL LIABILITIES	9 688	529	13 747	1 468	1 375	3 900	3 613	15	34 315
	Up to 1 m.	1-3 m.	3-6 m.	6-12 m.	1-2 y.	2-5 y.	over 5 y.	Without maturity	Total
December 31, 2024									
Cash and cash equivalents	-	-	-	-	-	-	-	27 353	27 353
Trade receivables	18 405	42 216	-	1 027	-	-	-	-	61 648
Deposits in commercial companies and guarantees	-	-	-	-	-	-	-	150	150
TOTAL ASSETS	18 405	42 216		1 027	-	-	-	27 503	89 151
Lease liabilities	113	226	338	656	1 372	2 994	5 560	-	11 259
Bank loans	519	-	305	-	-	-	-	-	824
Trade payables	9 322	-	70	-	-	-	-	-	9 392
Contributory obligations	10	20	30	235	-	-	-	-	295
Guarantees	-	-	-	-	-	-	-	15	15
TOTAL LIABILITIES	9 964	246	743	891	1 372	2 994	5 560	15	21 785

Capital risk management

With the capital management the Parent Company aims to create and maintain opportunities for it to continue to operate as a going concern and to ensure the appropriate return on investment of shareholders, and to maintain optimal capital structure, to reduce capital expenses.

Shelly Group SE currently monitors the capital structure based on the debt ratio. This ratio is calculated between the net debt capital and the total amount of capital. Net debt capital is defined as the difference between all borrowings (current and non-current) as stated in the consolidated statement of financial position and the cash and cash equivalents. The total amount of capital is equal to the equity and net debt capital.

The table below presents the debt ratios based on the capital structure:

	December 31, 2025	December 31, 2024
Total debt capital, incl.	55 865	31 929
-Bank loans	6 593	824
-Lease liabilities	10 689	11 259
Less: cash and cash equivalents	26 766	27 353
Net debt capital	29 099	4 576
Total equity	208 138	148 677
Total capital	237 237	153 253
Debt ratio	12.27%	2.99%

The Group reports a debt ratio of 12.27%, mainly as a result of lease liability related to the presentation of a 10-year office lease agreement in accordance with the requirements of IFRS16, and an increase in the trade and other payables in line with the sales growth during 2025. As at the date of approval of this interim

report, the Group's trade and other payables are being settled in accordance with the applicable contractual and statutory payment terms.

9. Fair values

For the purposes of disclosing fair value, the Group defines different classes of assets and liabilities depending on their nature, characteristics and risk and the respective level of the fair value hierarchy specified in note 2.11.17. Fair Values.

The Group's management has considered that the book values of cash and cash equivalents, trade and other receivables approximate their fair values due to the short-term nature of these financial instruments.

The attached table shows the book values and fair values of financial assets and liabilities, including their levels in the fair value hierarchy. Fair value information is not included if the book value is reasonably close to the fair value.

The table below presents the hierarchy of the fair value of the Group's assets and liabilities in accordance with IFRS 13:

December 31, 2025	Book value	Level 1	Level 2	Level 3
Financial assets				
Cash and cash equivalents	26 766	-	26 766	-
TOTAL ASSETS	26 766	-	26 766	-
Financial liabilities				
Lease liabilities	10 689	-	10 689	-
Bank loans	6 593	-	6 593	-
TOTAL LIABILITIES	17 282	-	17 282	-
December 31, 2024				
Financial assets				
Cash and cash equivalents	27 353	-	27 353	-
TOTAL ASSETS	27 353	-	27 353	-
Financial liabilities				
Lease liabilities	11 259	-	10 819	-
Bank loans	824	-	824	-
TOTAL LIABILITIES	12 083	-	11 643	-

The fair value of the financial liabilities included in Level 2 in the table above was determined in accordance with the generally accepted valuation model based on discounted cash flows, the interest rate on the loan was used as a discount factor.

The fair value of trade receivables, short-term financial assets, trade payables and other liabilities approximates their carrying amount as these assets/liabilities are short-term in nature and there are not subject to effects, that lead to different fair value.

10. Events after the end of the reporting period

As of 1 January 2026 according to the Law on the Introduction of the Euro in the Republic of Bulgaria, the official currency and legal tender in the Republic of Bulgaria is the euro. The fixed exchange rate is 1.95583 BGN for 1 euro. The introduction of the euro as the official currency in the Republic of Bulgaria represents a change in the functional currency, which will be accounted for prospectively and does not represent an event after the date of the consolidated financial statements that requires adjustment. Apart from the change in functional currency, no other events have occurred since the reporting date that would have a significant impact on the consolidated financial statements of Shelly Group ED as of or for the period ending 31 December 2025.