

**SHELLY GROUP AD
CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2023**



CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS OF DECEMBER 31, 2023

UIC 201047670

All amounts are in thousand Bulgarian leva unless otherwise stated

ASSETS	Note	December 31, 2023	December 31, 2022
<i>Non-current assets</i>			
Property, plant and equipment	3.01	5 373	4 653
Intangible assets	3.02	7 547	4 220
Right-of-use assets	3.03	422	296
Goodwill	3.04	3 514	160
Investments in associates	3.05	403	158
Other capital investments	3.06	-	830
Trade receivables	3.07	1 027	1 027
Deferred tax assets	3.08	917	348
Total non-current assets		19 203	11 692
<i>Current assets</i>			
Inventory	3.09	18 273	23 002
Loans extended	3.10	550	-
Trade receivables	3.11	51 620	21 647
Other receivables	3.12	7 258	4 309
Cash and cash equivalents	3.13	30 778	28 148
Total current assets		108 479	77 106
TOTAL ASSETS		127 682	88 798

Date: February 26, 2024

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 7-65.
The notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS OF DECEMBER 31, 2023

UIC 201047670

All amounts are in thousand Bulgarian leva unless otherwise stated

LIABILITIES	Note	December 31, 2023	December 31, 2022
<i>Non-current liabilities</i>			
Bank loans	3.14	1 019	1 488
Lease liabilities	3.15	369	157
Retirement benefit obligations	3.16	270	112
Total non-current liabilities		1 658	1 757
<i>Current liabilities</i>			
Bank loans	3.14	670	668
Lease liabilities	3.15	216	161
Trade payables	3.17	4 118	1 891
Payables to employees and social security	3.18	2 311	2 041
Other liabilities	3.19	9 099	3 208
Total current liabilities		16 414	7 969
TOTAL LIABILITIES		18 072	9 726
EQUITY			
Share capital	3.20	18 051	18 000
Purchased own shares		-	(780)
Retained earnings	3.21	83 137	55 117
Legal reserves	3.22	2 804	1 800
Premium reserve	3.23	5 403	5 403
Revaluation reserve	3.24	-	(507)
Reserves from revaluation of defined benefits plans		3	-
Exchange differences from translation of foreign subsidiaries' financial statements		988	39
TOTAL EQUITY		110 386	79 072
Minority interest		(776)	-
TOTAL EQUITY AND LIABILITIES		127 682	88 798

Data: February 26, 2024

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 7-65.
The notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2023

UIC 201047670

All amounts are in thousand Bulgarian leva unless otherwise stated

	Note	Year ended December 31, 2023	Year ended December 31, 2022
Sales revenue	4.01	146 542	93 178
Cost of sales	4.01	(62 852)	(46 327)
Gross profit		83 690	46 851
Other operating income	4.02	936	1 012
Sales expenses	4.03	(10 172)	(3 981)
Administrative expenses	4.04	(27 347)	(20 435)
Impairments and write offs	4.05	(3 263)	(1 885)
Other operating expenses	4.06	(6 462)	(1 185)
Profit from operating activities		37 382	20 377
Gains from sale of financial assets	4.07	181	-
Finance expense	4.08	(113)	(265)
Share in profit/loss of associated companies	3.05	49	118
Profit before tax		37 499	20 230
Income tax expense	4.09	(4 579)	(2 797)
Net profit		32 920	17 433
Other comprehensive income:			
Items, that will not be reclassified to profit or loss			
From other long-term equity instruments		443	(1 439)
Deferred tax on other equity instruments		(56)	56
Actuarial profit		5	-
Deferred tax on actuarial profit		(2)	-
Exchange differences from translation of foreign subsidiaries' financial statements		49	100
Effect from business combination		570	-
Other comprehensive income for the period after taxes		1 009	(1 283)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		33 929	16 150
Net profit contributable to:			
Owners of the parent		33 564	17 433
Non-controlling interest		(644)	-
Other comprehensive income contributable to:			
Owners of the parent		1 141	(1 339)
Non-controlling interest		(132)	-
Total comprehensive income contributable to:			
Owners of the parent		34 705	16 094
Non-controlling interest		(776)	-
Earnings per share	4.10	1.83	0.97

Date: February 26, 2024

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 7-65. The notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2023

All amounts are in thousand Bulgarian leva unless otherwise stated

	Share capital	Retained earnings	Revaluation reserve	Premium reserve	Legal reserves	Repurchased own shares	Revaluation reserve on fixed income	Exchange differences from translation of foreign subsidiaries' financial statements	Total	Non-controlling interests	Total equity
Balance at January 1, 2022	18 000	39 324	1 036	5 403	1 800	-	-	(61)	65 502	-	65 502
Total comprehensive income, net, incl.	-	17 433	(1 383)	-	-	-	-	100	16 150	-	16 150
<i>Net profit</i>	-	17 433	-	-	-	-	-	-	17 433	-	17 433
<i>Other comprehensive income, gross</i>	-	-	(1 439)	-	-	-	-	100	(1 339)	-	(1 339)
<i>Deferred tax</i>	-	-	56	-	-	-	-	-	56	-	56
Repurchased own shares (40 000 shares)	-	-	-	-	-	(780)	-	-	(780)	-	(780)
Dividends (BGN 0.10 per share)	-	(1 800)	-	-	-	-	-	-	(1 800)	-	(1 800)
Other adjustments	-	160	(160)	-	-	-	-	-	-	-	-
Balance at December 31, 2022	18 000	55 117	(507)	5 403	1 800	(780)	-	39	79 072	-	79 072
Balance at January 1, 2023	18 000	55 117	(507)	5 403	1 800	(780)	-	39	79 072	-	79 072
Other comprehensive income incl:	-	32 362	387	-	1 004	-	3	949	34 705	(776)	33 929
<i>Net profit</i>	-	33 564	-	-	-	-	-	-	33 564	(644)	32 920
<i>Other comprehensive income</i>	-	-	387	-	-	-	-	49	436	-	436
<i>Actuarial profit</i>	-	-	-	-	-	-	3	-	3	-	3
<i>Effect from business combination</i>	-	(1 202)	-	-	1004	-	-	900	702	(132)	570
Sale of treasury shares	-	280	-	-	-	780	-	-	1 060	-	1 060
Capital increase	51	-	-	-	-	-	-	-	51	-	51
Dividend distribution	-	(4 500)	-	-	-	-	-	-	(4 500)	-	(4 500)
Other movements	-	(122)	120	-	-	-	-	-	(2)	-	(2)
Balance at December 31, 2023	18 051	83 137	-	-	2 804	-	3	988	110 386	(776)	109 610

Date: February 26, 2024

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 7-65. The notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2023

All amounts are in thousand Bulgarian leva unless otherwise stated

Note	Year ended December 31, 2023	Year ended December 31, 2022
<u>Cash flows from operating activities</u>		
Proceeds from customers	116 214	83 914
Payments to suppliers	(75 912)	(65 109)
Taxes paid	(2 345)	(4 621)
Corporate profit tax paid	(5 077)	(2 660)
Payments to employees and social security	(17 219)	(10 879)
Other receipts /payments, net	(637)	(374)
<i>Net cash flows from operating activities</i>	15 024	271
<u>Cash flows from investing activities</u>		
Payment for acquisition of non-current tangible and intangible assets	(4 765)	(2 176)
Loans extended	(548)	-
Receipts from the sale of assets	84	-
Receipts from the sale of investments	1 462	2 798
Acquisition of investments	(4 448)	(130)
Other receipts/ payments, net	149	-
<i>Net cash flows from investing activities</i>	(8 066)	492
<u>Cash flows from financing activities</u>		
Capital increase	51	-
Treasury shares	1 064	(780)
Lease payments	(299)	(104)
Loans received	263	-
Loans repaid	(726)	(510)
Cash flows related to interest and commissions	(57)	(61)
Dividend paid	(4 500)	(1 800)
Other receipts/ payments, net	(12)	(71)
<i>Net cash flows used in financing activities</i>	(4 216)	(3 326)
<i>Net increase/(decrease) in cash and cash equivalents for the year</i>	2 742	(2 563)
<i>Net exchange differences</i>	(112)	170
Cash and cash equivalents at the beginning of the year	28 148	30 541
<i>Cash and cash equivalents at the end of the year</i>	30 778	28 148
3.13		

Date: February 26, 2024

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 7-65. The notes are an integral part of these consolidated financial statements.

All amounts are in thousand Bulgarian leva unless otherwise stated

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1. Information on the Group

1.1. Legal status

Shelly Group AD (the Parent Company, previous name Allterco AD), Sofia, is entered in the Commercial Register of the Registry Agency with UIC (Unified Identification Code) as per BULSTAT: 201047670 and LEI code 8945007IDGKD0KZ4HD95. The Parent Company is with seat and registered office in Bulgaria, 1407 Sofia, 103 Cherni vrah Blvd. No changes to the seat and registered office were made during the reporting period. The initial registered fixed capital was BGN 50 thousand by contribution of shares. Subsequently, by another contribution the capital was increased up to 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 July 2023 the capital was increased to BGN 18 050 945 and all new shares were subscribed by employees of the Group.

Since December 20216 the shares of Shelly Group AD are traded on the Bulgarian Stock Exchange and since November 22, 2021 the Company's shares are traded on the Frankfurt Stock Exchange.

1.2. Ownership and management

The Shelly Group (the Group) includes Shelly Group AD (the Parent Company) and its subsidiaries, in which the Parent Company has controlling interest directly or through another subsidiary. Shelly Group AD is a public company in Bulgaria under the Public Offering of Securities Act.

The distribution of the share capital of Shelly Group AD as of December 31, 2023, is as follows:

Name	Number of shares	% of the capital
Svetlin Todorov	5 485 620	30.39%
Dimitar Dimitrov	5 776 120	32.00%
Persons holding less than 5% of the capital		
Other physical persons and legal entities	6 789 205	37.61%
Total	18 050 945	100.00%

On. 30.06.2022 Shelly Group AD acquired 40 000 own shares at price of 19.50 BGN per share, representing 0.22% of the registered share capital via over-the-counter deals (OTC deals) from two independent investors.

As of 31.12.2023 the above acquired shares were sold.

The composition of the Board of Directors as at December 31, 2023 is as follows:

- Gregor Bieler – Chairman;
- Nikolay Martinov – Deputy Chairman;
- Dimitar Dimitrov – Executive Director and representative;
- Wolfgang Kirsch – Executive Director and representative;

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- Svetlin Todorov – member of the Board of Directors and representative;

The members of the Board of Directors represent the Company jointly or separately.

A change in the members of the board of directors was approved by a shareholder’s meeting held on December 18, 2023. Mr. Christoph Vilanek replaced Mr. Gregor Bieler, who left the position of board member due to increased business engagements. The change was reflected in company’s file at the Company Register on January 9, 2024.

1.3. Scope of activities

The scope activity of Shelly Group AD 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 and real estate management.

1.4. Group structure

As of December 31, 2023 the Group includes Shelly Group AD and the following subsidiaries in the country and abroad, which it controls:

Company name	December 31 2023	December 31 2022
	Percentage of participation	Percentage of participation
<i>In the country</i>		
<i>SHELLY TRADING OOD (Ltd.)</i>	100%	100%
<i>SHELLY EUROPE EOOD (Solely-owned LLC)</i>	100%	100%
<i>SHELLY PROPERTIES EOOD (Solely-owned LLC)</i>	100%	100%

Company name	December 31 2023	December 31 2022
	Percentage of participation	Percentage of participation
<i>Abroad</i>		
<i>SHELLY USA INC, USA</i>	100%	100%
<i>SHELLY DACH GMBH, Germany</i>	100%	100%
<i>SHELLY TECH D.o.o, Slovenia</i>	60%	-

On January 4, 2023 Shelly Group AD announced the completion of phase I of the acquisition of the Slovenian IoT provider Shelly Tech d.o.o. Nova Gorica, (former name GOAP) representing the acquisition of 60% of acquiree’s equity. The transaction is subject to share purchase agreements, which have been signed with all four Shelly Tech shareholders. The total transaction price for phase I amounts to 3 912 thousand BGN (EUR 2 million) and is paid in cash. The acquisition price of the new subsidiary includes additional costs related to

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the transaction amounting to 234 thousand BGN.

The remaining 40% of the equity of Shelly Tech d.o.o, owned by the three owners – individuals, are subject to an options contract, which was signed along with the acquisition agreements. Under the options contract Shelly Group AD has an unconditional option to purchase (call option), whereas the sellers – conditional option to sell (put option) two packages of company shares (the exercise of any of the sellers' options is subject to achieving in the period 2023-2025 of specific minimum criteria for KPI, EBITDA and revenue). One of the options is for the acquisition of 16%, whereas the other is for the acquisition of 24% of the equity of Shelly Tech d.o.o. The total price for the shares upon exercise of the options depends on the extent of realization of the conditions for this and may vary between BGN 1 369 thousand (EUR 700 thousand) and 6 748 thousand BGN (EUR 3 450 thousand).

In November 2023 the subsidiary Shelly Trading Ltd. opened a branch in the UK.

In November 2022, the subsidiary Shelly Europe EOOD opened a branch in the Republic of Ireland.

2. Basis for preparation and information about the significant accounting principles followed

2.1. Basis for preparation

The Group keeps its current accounting 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.

As of December 31, 2023, IASs comprises the International Financial Reporting Standards (IFRS) and the interpretations of the International Financial Reporting Interpretations Committee (IFRIC), approved by the International Accounting Standards Board (IASB), and the International Accounting Standards and Interpretations of the Standing Interpretations Committee (SIC), approved by the International Accounting Standards Committee (IASC) and adopted by the European Union (EU).

IASB annually issues the standards and their explanations, which, after formal approval by the European Union, are effective for the year for which they were issued. However, many of these standards are not applicable to the Group's activities due to the specifics set in them.

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2.2. Initial application of new and amended IFRSs

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, 2022 and believes that they do not require changes in terms of the accounting policy applied in the current year. The following amendments to the existing standards issued by the International IASB and adopted by the EU are effective for the current reporting period:

- **IFRS 17 Insurance Contracts** including amendments to IFRS 17 adopted by the EU on November 19, 2021 (effective for annual periods beginning on or after January 1, 2023) Financials and operating income of the Group are not affected by application of above amendment;
- **Amendments to IFRS 17 Insurance contracts** - Initial Application of IFRS 17 and IFRS 9 – Comparative Information (effective for annual periods beginning on or after January 1, 2023). Financials and operating income of the Group are not affected by application of above amendment;
- **Amendments to IAS 1 Presentation of Financial Statements:** Disclosure of Accounting policies adopted by the EU on March 2, 2022 (effective for annual periods beginning on or after January 1, 2023);
- **Amendments to IAS 8 Accounting policies, Changes in Accounting Estimates and Errors:** Definition of Accounting Estimates adopted by the EU on March 2, 2022 (effective for annual periods beginning on or after January 1, 2023);
- **Amendments to IAS 12 Income Taxes** - Deferred Tax related to Assets and Liabilities arising from a Single Transaction adopted by the EU on 11 August 2022 (effective for annual periods beginning on or after January 1, 2023).
- **Amendments to IAS 12 Income Taxes** – International Tax reform – illustrative rules for the second pillar, effective for annual periods beginning on or after January 1, 2023. The amendments should be adopted immediately and retrospectively in accordance with IAS 8. It is not applicable to the Group for the reporting period.

2.2.2. New standards and amendments to the existing standards issued by IASB but not yet adopted by the EU or not applied from an earlier date by the Company

At present, IFRS as adopted by the EU do not significantly differ from regulations adopted by the International Accounting Standards Board (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 financial statements (the effective dates stated below is for IFRS as issued by IASB):

- **Amendments to IAS 1 Presentation of Financial Statements:** Classification of Liabilities as Current or Non-current (effective for annual periods beginning on or after January 1, 2023)

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- **IFRS 14 regulatory deferral account** (effective for annual periods beginning on or after January 1, 2016) – The European commission has decided not to accept this intermediary standard and wait until its final version.
- **Amendments to IAS 1 Presentation of Financial Statements - Non-current Liabilities with Covenants** (effective for annual periods beginning on or after 1 January 2024)
- **Amendments to IFRS 16 Leases - Lease Liability in a Sale and Leaseback** (effective for annual periods beginning on or after 1 January 2024);
- **IFRS 14 Deferred tariff differences** (effective for annual periods, beginning on or after 1 January 2016) – The European commission has decided not to accept this intermediary standard and wait until its final version.
- **Amendments to IFRS 10 Consolidated financial statements and IAS 28 Investments in associates and joint ventures:** Sale or investment between investor and its associates or joint venture and subsequent changes. (Date of implementation is not defined and it is delayed until project completion of the valuation method of share capital.)

The Company anticipates that the adoption of these amendments to the existing standards will have no material impact on the financial statements of the Company in the period of initial application.

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

According to the Company'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 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.

The 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 that broke in the Near East is also not expected to have negative impact on the results and financial position of the Group.

Management has no plans or intentions to sell the business or cease operations, which could materially change the carrying amount 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

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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 of December 31 of the current year and December 31 of the previous year, 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 AD.

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 registers 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.

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;

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(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, 2022 and December 31, 2023 are retranslated in these financial statements at the closing exchange of the BNB. As of December 31, 2023 – BGN 1.76998 for 1 USD; BGN 1,73998 for 10 NOK and BGN 1,95583 for 1 EUR, and as of December 31, 2022 – BGN 1,83371 for 1 USD; BGN 1,86025 for 10 NOK; and BGN 1,95583 for 1 EUR)
- 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 other 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 financial statements. Actual results could differ from those presented in these financial statements.

In preparing these 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)

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- Current and non-current receivables – need for impairment (Note 3.07 and 3.11)
- Retirement benefits obligations (Note 3.16)
- Deferred tax assets (Note 3.08)
- Warranty service provision (Note 3.19)

2.8. Subsidiaries and associated companies

Subsidiaries are the entities over which Shelly Group AD 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

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

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.

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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 3.19).

For sales of electronic equipment to the wholesale market, revenue is recognised when control of the goods has transferred, being when the goods have been shipped to the wholesaler's specific location (delivery). Following delivery, 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, as only the passage of time is required before payment is due.

For internet sales, revenue is recognised when control of the goods has transferred to the customer, being at the point the goods are shipped to the customer's specific location. When the customer initially purchases the goods online the transaction price received by the Group is recognised as a contract liability until the goods have been delivered 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 decrease the recognised revenue with the value of returned goods. When the clients decide to use their right to return the goods, the Group also decrease the cost of goods sold and increase the inventory. The Group uses its accumulated historical experience to estimate the number of returns on a portfolio level using the expected value method. It is considered highly probable that a significant reversal in the cumulative revenue recognised will not occur given the consistent level of returns over previous years.

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 (by objects) recognized as performed.

During the reporting period the Group started to offer to its client subscription plans for cloud services. The subscription fees could be paid by monthly or annual payments. In case the client chooses to pay an annual fee, initially the whole amount is recognised as liability and every month ½ of the paid amount is recognised

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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.

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 company has applied the acquisition cost model.

Depreciation Methods

The Company uses the straight-line method of depreciation of non-current tangible assets. Depreciation of

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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 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 prototypes and internally developed software, 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

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impairment is included as an expense in the 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) arising directly from bringing the asset to its working condition; professional fees arising directly from bringing the asset to its working condition; costs of 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 presented in the consolidated financial statements at acquisition cost 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 as part of the total value of the investment. Separately recognized goodwill on the acquisition of subsidiaries is tested mandatorily for

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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”.

2.11.6. Other long-term equity investments

Other long-term financial investments are non-derivative financial assets in the form of shares and participation of other companies (minority interest) held with a long-term perspective.

Initial recognition

Capital investments are initially recognized at acquisition cost, which is the fair value of the remuneration paid, including direct acquisition cost of the investment (the financial asset). All purchases and sales of capital investments are recognized on the “trading date” of the transaction, i.e., the date on which the Group commits to purchase or sell the asset.

Subsequent measurement

Capital investments owned by the Group are subsequently measured at fair value. The results of the subsequent measurement to fair value are presented in the statement of comprehensive income (in other components of comprehensive income) and respectively in the reserve related to financial assets at fair value, through other comprehensive income. These results are transferred to retained earnings on disposal (sale) of the respective investment.

2.11.7. 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, 2023, the Group reports a share in the profit of associated companies amounting to BGN 49 thousand. The value of the investment indicated in the consolidated statement of financial position has been

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increased by the same amount.

2.11.8. 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 approximately estimated sales price during an ordinary course of business decreased with the estimated expenses for completing the production cycle and the estimated sales expenses. In case the inventories had already been impaired to the level of net realizable value and consequently, during the next financial period, the factors that led to the impairment are no longer valid, the value should be adjusted to reflect the new realizable value. Reversal of impairment could be maximum to the original book value of inventories. The amount of reversed impairment is booked as a decrease in material expense (cost of goods sold) for the period in which the reversal was done.

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.

2.11.9. 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 separate 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.

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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.

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Financial assets at fair value in other comprehensive income (debt instruments)

The Group measures its debt instruments at fair value in other comprehensive income 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 its disposal as well; and
- On the specified dates, the contractual terms of the financial asset give rise to cash flows that represent solely payments of principal and interest on the outstanding principal amount.

In respect of debt instruments at fair value in other comprehensive income, interest income, currency revaluation and impairment losses or their reversal are recognized in profit or loss and calculated in the same way as those for financial assets measured at amortized cost. Other changes in fair value are recognized in other comprehensive income. Upon derecognition, the cumulative change in fair value recognized in other comprehensive income is stated in profit or loss.

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.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets that do not qualify for classification at amortized cost or at fair value through other comprehensive income and financial assets designated at initial recognition as measured at fair value through profit or loss, or financial assets that are required to be measured at fair value. Derivatives, including separated embedded derivatives, are classified as held for trading unless

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designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value in profit or loss, regardless of the business model.

Notwithstanding the criteria for debt instruments to be classified at amortized cost or at fair value in other comprehensive income as described above, debt instruments may be designated as measured at fair value in profit or loss upon initial recognition, if thus eliminates or substantially reduces the accounting mismatch.

Financial assets at fair value through profit or loss are reflected in the statement of financial position at fair value, and the net changes in fair value are recognized in the statement of comprehensive income.

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 2.11.17);

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- Trade and other receivables (Notes 3.11 and 3.12).

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 for in order to prepare an impairment assessment. The Group uses historical experience in order to determined 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

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

Financial liabilities measured at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as such at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for repurchase in the near future. Gains or losses on liabilities held for trading are recognized in the statement of comprehensive income.

Financial liabilities designated upon initial recognition as financial liabilities at fair value through profit or loss are designated as such at the date of initial recognition only if the criteria of IFRS 9 are met. The Group has not designated any financial liabilities at fair value through profit or loss.

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

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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.

2.11.10. 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.

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2.11.11. 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.

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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.

2.11.12. 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.

2.11.13. Payables to employees

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

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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 labor 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.

2.11.14. 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 AD 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

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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 AD, 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).

Repurchased own 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 repurchased own shares are presented directly in the Group's equity, under the "Repurchased 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.

Revaluation reserve is the difference between the previous book value of fixed assets reported at fair value through other comprehensive income and their fair values as of the date of this consolidated financial statements.

2.11.15. 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 2022 and 2023 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	
	2023	2022
Germany	15,825%	15,825%
USA	15-35%	15-35 %
Slovenia	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

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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, 2023, the Group recognises income tax for Bulgarian companies assessed at a 10% tax rate, for the German company assessed at 15.8% and the Slovenian company assessed at 19%.

2.11.16. 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.

2.11.17. 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.

All amounts are in thousand Bulgarian leva unless otherwise stated

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 2022 and 2023 (note 3.16).

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. Impairments recognised for the reporting period are disclosed in Note 4.05.

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, 2023, 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 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

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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. Based on above approach as of 31 December 2023 impairment of BGN 645 thousand on inventories was made.

The impairment of inventories is calculated as the difference between their carrying amount, as recognized in the 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 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 3.16).

2.11.18. 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

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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 2023 and 2022 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.

All amounts are in thousand Bulgarian leva unless otherwise stated

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
01.01.2022									
Cost	1 476	3 032	912	452	257	141	293	55	6 618
Depreciation	-	(213)	(763)	(382)	(228)	(105)	(129)	-	(1 820)
Book value	1 476	2 819	149	70	29	36	164	55	4 798
Additions (cost)	-	56	18	6	46	84	2	57	269
Purchase/transfer	-	56	18	6	46	84	2	57	269
Disposals (book value)	-	-	(38)	-	(5)	-	(58)	(30)	(131)
Sale	-	-	(38)	-	(5)	-	(58)	-	(101)
Other	-	-	-	-	-	-	-	(30)	(30)
Depreciation for the period	-	(120)	(105)	(43)	(30)	(21)	(27)	-	(346)
Change in depreciation	-	-	-	-	5	-	58	-	63
Depreciation of assets written-off	-	-	-	-	5	-	58	-	63
Book value at the end	1 476	2 755	24	33	45	99	139	82	4 653
31.12.2022									
Cost	1 476	3 088	892	458	298	225	237	82	6 756
Depreciation	-	(333)	(868)	(425)	(253)	(126)	(98)	-	(2 103)
Book value	1 476	2 755	24	33	45	99	139	82	4 653
01.01.2023									
Cost	1 476	3 088	892	458	298	225	237	82	6 756
Depreciation	-	(333)	(868)	(425)	(253)	(126)	(98)	-	(2 103)
Book value	1 476	2 755	24	33	45	99	139	82	4 653
Additions (cost)	-	-	289	411	259	41	169	304	1 473
Purchase	-	-	134	411	133	11	45	288	1 022
Transfer	-	-	100	-	9	-	-	-	109
Business combination	-	-	55	-	117	30	124	16	342
Disposals (book value)	-	-	-	(225)	(8)	(10)	(64)	(109)	(416)
Sale	-	-	-	(76)	(8)	-	-	-	(84)
Transfer	-	-	-	-	-	(10)	(64)	(109)	(183)
Business combination	-	-	-	(149)	-	-	-	-	(149)
Depreciation for the period	-	(111)	(35)	(107)	(54)	(21)	(36)	-	(364)
Change in depreciation	-	-	(22)	225	(82)	(28)	(52)	(14)	27
Depreciation of assets written-off	-	-	-	225	8	2	57	-	292
Business combination	-	-	(22)	-	(90)	(30)	(109)	(14)	(265)
Book value at the end	1 476	2 644	256	337	160	81	156	263	5 373
31.12.2023									
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

Contractual mortgages have been established on the lands and buildings owned by the Group, in connection with bank financing used by the companies in Bulgaria (see 3.14 and 5).

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3.02. Intangible assets

	Software	ISO Certificates and intellectual property rights	Patents, licenses, trademarks, prototypes and development	Other	Assets under construction	Total
01.01.2022						
Cost	331	12	3 614	57	125	4 139
Amortization	(207)	(5)	(783)	(28)	-	(1 023)
Book value	124	7	2 831	29	125	3 116
Additions (cost)						
Purchase	-	-	267	207	1 466	1 940
Self-constructed	-	-	-	-	370	844
Disposals (book value)	-	-	(346)	-	-	(346)
Book value written-off of assets of investments sold	-	-	(346)	-	-	(346)
Amortization for the period	(68)	(2)	(532)	(8)	-	(610)
Change in amortization	-	-	120	-	-	120
Amortization of assets written-off	-	-	120	-	-	120
Book value at the end	56	5	2 340	228	1 591	4 220
31.12.2022						
Cost	331	12	3 535	264	1 591	5 733
Amortization	(275)	(7)	(1 195)	(36)	-	(1 513)
Book value	56	5	2 340	228	1 591	4 220
01.01.2023						
Cost	331	12	3 535	264	1 591	5 733
Amortization	(275)	(7)	(1 195)	(36)	-	(1 513)
Book value	56	5	2 340	228	1 591	4 220
Additions (cost)						
Purchase	9	46	1 711	1 317	3 421	6 504
Capitalized	9	-	-	295	879	1 183
Business combination	-	-	-	-	2 542	2 542
Transfer	-	46	-	880	-	926
Disposals (book value)	-	-	(605)	-	(2 281)	(2 866)
Written-off book value	-	-	(605)	-	(428)	(1 033)
Transfer	-	-	-	-	(1 853)	(1 853)
Amortization for the period	(51)	(3)	(524)	(66)	-	(644)
Change in amortization	-	-	353	-	-	353
Amortization of assets written-off	-	-	353	-	-	353
Book value at the end	14	48	3 275	1 479	2 731	7 547
31.12.2023						
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

During the reporting period the Group has recognized as expense research and development expenditure for the amount of BGN 623 thousand (2022: BGN 263 thousand).

3.03. Right-of-use assets

	December 31, 2023			December 31, 2022		
	Vehicles	Buildings	Total	Vehicles	Buildings	Total
At the beginning of the period						
Cost	394	108	502	232	9	241
Depreciation	(183)	(23)	(206)	(124)	(9)	(133)
Book value	211	85	296	108	-	108
Additions (cost)						
	3	409	412	162	99	261

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New leases	3	-	3	162	99	261
Put into operation	-	409	409	-	-	-
Disposals (cost)	-	-	-	-	-	-
Depreciation for the period	(77)	(117)	(194)	(58)	(14)	(72)
Change in depreciation (business combination)	-	(92)	(92)			
Book value at the end of the period						
Cost	397	517	914	394	108	502
Depreciation	(260)	(232)	(492)	(183)	(23)	(206)
Book value	137	285	422	211	85	296

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

3.04. Goodwill

<u>Name</u>	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Shelly USA	-	34
Shelly Properties EOOD	126	126
Shelly Tech d.o.o, Slovenia	3 388	-
Total	3 514	160

During the first quarter of 2023, after the acquisition of 60% of the capital of Slovenian company GOAP (current name Shelly Tech d.o.o.) the Group recognised initial goodwill at the amount of BGN 3 957 thousand. The effective date of obtaining control over the company was January 4, 2023. The acquisition of Shelly Tech is presented in the current financial statements as business combination in accordance with IFRS 3 Business combinations.

The fair value of identifiable net assets of the newly acquired Slovenian company was determined by and independent appraiser. The Group complied with the requirements of IFRS 3, which allows the period for evaluation of fair value to be within a year of date of acquisition. And as of December 31, 2023 the evaluation had been completed and the final value of goodwill was determined to be BGN 3 388 thousand.

The effect from the acquisition (the goodwill) of 60% from the share capital of the Slovenian company reported as of December 31, 2023 is as follows:

	<u>Book value BGN thousand</u>	<u>Adjustment BGN thousand</u>	<u>Fair value BGN thousand</u>
Acquisition:			
Paid in cash	3 912	-	3 912
Deal related expenses	222	-	222
Fair value of acquired net assets:			
Intangible assets	-	927	927
Tangible assets	339	28	367
Long term financial assets	7	-7	-
Deferred tax assets	9	-	9

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Cash	149	-	149
Inventory	820	-	820
Short term receivables	766	-	766
Prepaid expenses	18	-	18
Total assets	2 108	948	3 056
Long term liabilities	(457)	-	(457)
Short term liabilities	(1 356)	-	(1 356)
Total liabilities	(1 813)	-	(1 813)
Total identifiable net assets	295	948	1 243
Identifiable net assets belonging to the owners of the mother company	177	569	746
Goodwill	3 957	(569)	3 388
Acquisition cost	4 134		4 134

During January 2023 the agreed purchase price for the acquisition of controlling stake in Shelly Tech was paid in cash.

The Group does not report impairment of goodwill as of December 31, 2022.

As of December 31, 2023 the Group reports impairment of goodwill at the amount of BGN 34 thousand generated by the investment in its subsidiary Shelly USA

3.05. Investments in associates

During 2021 Shelly Group AD has participated in the establishment of an associated company in China named Allterco Asia Ltd., Guangdong province with a seat and management address at Shenzhen. The registered capital of the company is CNY 100 000 and the participation of Shelly Group AD is 30% (BGN 8 thousand), with an option to acquire additionally up to 50% and reach a controlling package of up to 80%, at the discretion of Shelly Group AD.

During the reporting period, Shelly Group" AD concluded an Investment Agreement with "Ground Solutions Group" AD for participation in the capital increase and registration of new privileged company shares from the capital of its subsidiary "Corner Solutions" OOD. As a result, Shelly Group acquired 625 new privileged company shares, representing 10% of the capital of "Corner Solutions" OOD after the increase, for a price of BGN 196 thousand (EUR 100,000).

Movement of investments in associates is as follows:

	Year ended December 31, 2023	Year ended December 31, 2022
Balance as of January 01	158	40
Acquisition of shares	196	-
Share in current profit for the period	49	118
Balance as of the period end	403	158

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3.06. Other long-term capital investments

	December 31, 2023	December 31, 2022
Ordinary registered shares - Link Mobility Group Holding ASA, at the beginning of the period	830	2 624
<i>Increase</i>	442	-
Effect from subsequent revaluation of financial assets	442	-
<i>Decrease</i>	(1 272)	(1 794)
Book value of financial instruments sold	(1 272)	(355)
Effect from subsequent revaluation of financial assets	-	(1 439)
Ordinary registered shares - Link Mobility Group Holding ASA, at the end of the period	-	830

During the reporting period the Group has sold its investments in equity instruments.

3.07. Long-term trade receivables

In September 2021 the Group sold its business located, through ALLTERCO PTE, ALLTERCO SDN and ALLTERCO CO. LTD in Singapore, Malaysia and Thailand, respectively. As part of the clauses of the sales contract, the payment of part of the value of the transaction is deferred. In June 2023 an additional agreement was signed with the buyer for rescheduling the remaining payments. As a result of the agreement BGN 1 027 thousand are presented as a long-term receivable.

3.08. Deferred tax assets

	December 31, 2023	December 31, 2022
Deferred tax assets		
Deferred tax on revaluation reserve	-	56
Deferred tax on provision for expenses	416	66
Deferred tax on unused paid leave	59	40
Deferred tax on impaired and written off receivables	363	46
Deferred tax on accrued benefits to employees	76	128
Deferred tax on long-term employee benefits	14	13
Total assets	928	349
Deferred tax liabilities		
Deferred tax on revaluation reserve	(2)	
Deferred tax on accrued expenses	(5)	
Deferred tax related to the application of IFRS 16	(4)	(1)
Total liabilities	(11)	(1)
Total deferred tax assets/(liabilities)	917	348

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3.09. Inventory

	December 31, 2023	December 31, 2022
Goods	14 948	18 436
Goods in transit	2 004	3 317
Deliveries	1 299	937
Materials	22	312
Total:	18 273	23 002

As of December 31, 2023, the consolidated statement of financial position includes:

- Deliveries representing components for production, purchased on behalf of the Group, by its main suppliers of production services amounting to BGN 1 299 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.

During the reporting period the Group recognised the impairment of inventories at the amount of BGN 645 thousand (2022: 0). The impairment is related to imposed restrictions for the sale of one product on the territory of EC.

3.10. Receivables form granted loans

On June 23, 2023, the Company provided a short-term loan in the amount of BGN 548 thousand, with a term of 1 year and 1% annual interest. The loan is unsecured. The interest income for the period is 1 thousand BGN.

3.11. Trade receivables

	December 31, 2023	December 31, 2022
Receivables from clients	44 482	20 302
Receivables written-off	-	(1 486)
Impairment of receivables from clients, net	(2 056)	(526)
Advances to suppliers	10 248	3 357
Written off advances	(1 054)	-
Total:	51 620	21 647

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

All amounts are in thousand Bulgarian leva unless otherwise stated

	December 31, 2023	December 31, 2022
Impairment at the beginning of the period	526	237
Impairment reversed and written-off	-	(152)
Impairment charged for the period	1 530	441
Impairment at the period end, net	2 056	526

In June 2022, an agreement was reached with Link Mobility Group, Norway, to pay the overdue last instalment related to the sale of the European telecommunications business of Shelly Group AD. The above reversed and written-off impairment for 2022 is related to this agreement.

3.12. Other receivables

	December 31, 2023	December 31, 2022
TAX RECEIVABLES, including:	6 123	3 515
<i>VAT recoverable</i>	6 116	3 447
<i>Corporate tax advance payments</i>	6	68
<i>Other taxes</i>	1	-
OTHER RECEIVABLES, including:	1 135	794
<i>Deposits in commercial entities and guarantees</i>	88	104
<i>Petty cash</i>	12	3
<i>Prepaid expenses</i>	368	512
<i>Short term financial assets</i>	-	175
<i>Other receivables</i>	667	-
Total:	7 258	4 309

At the end of 2022, the Group reported short-term financial assets amounting to BGN 175 thousand, which include costs of legal and advisory services related to the acquisition of the Slovenian company SHELLY TECH. Upon successful completion of the transaction, these costs will be added to the value of the investment (see note 3.04)

The prepaid expenses include:

	December 31, 2023	December 31, 2022
Information services	18	26
Insurances	79	68
Licenses / Certificates	112	260
Membership fees	10	52
Subscriptions	38	49
Exhibitions	5	48
Analysis and publications	13	-
Trainings	41	-
Other	52	9
Total	368	512

All amounts are in thousand Bulgarian leva unless otherwise stated

3.13. Cash and cash equivalents

	December 31, 2023	December 31, 2022
Cash on hand	49	24
Cash in current bank accounts	30 694	24 114
Debit cards	25	12
Other cash	-	3 988
Cash equivalents	10	10
Total:	30 778	28 148

Other cash at the end of 2022 are funds intended for the acquisition of the Slovenian company SHELLY TECH, which are transferred to a notary's account in Slovenia (escrow account).

	December 31, 2023	December 31, 2022
By currency		
EUR	23 401	13 160
BGN	4 916	5 744
USD	1 243	8 640
Other	1 218	604
Total:	30 778	28 148

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, 2023.

3.14. Bank loans

Bank loans are as follows:

	December 31, 2023	December 31, 2022
UBB AD, incl.:	1 321	1 615
– up to one year	302	293
– over one year	1 019	1 322
DSK Bank AD	167	392
– up to one year	167	225
– over one year	-	167
Other short-term financing in Shelly USA	188	
Other short-term financing in Shelly Tech	13	149
Total bank loans – non-current portion:	1 019	1 488
Total bank loans – current portion:	670	668

All amounts are in thousand Bulgarian leva unless otherwise stated

Bank	UBB AD
Date of the contract:	August 25, 2017
Contracted credit amount:	BGN 3 168 thousand (EUR 1 620 000)
Original currency	EUR
Purpose	Financing of up to 90% (VAT exclusive) of the final price of all company shares, representing 100% of the capital of the Joint Debtor Shelly Properties EOOD, defined in an Agreement concluded between the Borrower and JFC Developments OOD for transfer of the company shares in the Final Agreement.
Repayment deadline	February 10, 2028
Collateral:	Mortgage on real estate, owned by Shelly Properties EOOD, joint debtor - Shelly Properties EOOD, pledge on all bank accounts of Shelly Group AD at the bank

Lender	DSK Bank AD
Date of the contract:	September 28, 2020
Total amount	BGN 880 thousand (EUR 450 000)
Purpose	90% funding of expenses for real estate purchase
Original currency	EUR
Fixed maturity	September 28, 2024
Collateral	Mortgage on real property of Shelly Properties EOOD

The subsidiaries Shelly USA and Shelly DACH use financing under company credit cards. The Slovenian subsidiary uses factoring services.

A Group company has an agreed bank financing in the form of an overdraft, which was not utilized during the reporting period. Details of the parameters of the provided financing are presented in note 5.

3.15. Lease

	December 31, 2023	December 31, 2022
Lease liabilities		
- up to 1 year	216	161
- more than 1 year	369	157
Total	585	318

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

3.16. Retirement benefits obligation

As of December 31, 2023, the Group has obligations for a defined benefit plan upon retirement of BGN 270 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.

All amounts are in thousand Bulgarian leva unless otherwise stated

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

	December 31, 2023	December 31, 2022
Liabilities at the beginning of the period	122	-
Liabilities paid during the period	(30)	-
Expenses recognized in profit or loss		
Current service expense	191	111
Finance costs on future liabilities	-	1
Actuarial loss, recognized in other comprehensive income	(3)	-
Liabilities at the end of the period	270	112

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 2020 – 2022 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.

3.17. Trade payables

	December 31, 2023	December 31, 2022
Suppliers	3 796	1 797
Advances from customers	322	94
Total:	4 118	1 891

3.18. Payables to employees and social security obligations

	December 31, 2023	December 31, 2022
Payables to employees	1 063	1 213
Liabilities for unused paid leave	539	624
Social security and health contributions	709	204
Total:	2 311	2 041

All amounts are in thousand Bulgarian leva unless otherwise stated

3.19. Other liabilities

	December 31, 2022	December 31, 2021
Tax Liabilities, including	4 525	2 074
Corporate tax	531	479
Value Added Tax	1 264	797
Income tax	108	51
Payables to customs	2 564	710
Other taxes	58	37
Other Liabilities, including	4 574	1 134
Liabilities for participations	415	535
Warranty service provisions	723	502
Provisions for liabilities	2 975	-
Guarantees/Rental deposits	18	61
Deferred income	7	36
Others	436	-
Total other liabilities	9 099	3 208

At the end of 2023 The Group made a provision in relation to a security vulnerability in one of our products sold, the technical check was performed by the state authorities of Federal Republic of Germany. A prescription is issued to cease selling the product within the EU territory and to inform the clients for the potential risks in continuation of using the product. As a result of the prescription, a provision for liabilities at the amount of BGN 2 975 thousand was made.

3.20. Share capital

Shelly Group AD was registered in 2010. The share capital of the Parent Company as of December 31, 2023, amounts to BGN 18,050,945 and is distributed in 18,050,945 ordinary registered shares with par value of BGN 1 each. The share capital is fully paid in following 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 Teravoice 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 Tera 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 each.

At the end of 2016 the capital of SHELLY GROUP AD was increased with a new issue 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 was increased by cash contributions in the total amount of BGN 2,999,999 against 2,999,999 subscribed and paid dematerialized ordinary registered voting shares with a nominal value of BGN

All amounts are in thousand Bulgarian leva unless otherwise stated

1 as a result of a procedure for Public Offering of a new issue of shares.

In July 2023, the Company successfully completed of a public offering of shares from the capital increase of Shelly Group AD, addressed to employees of the Company and its subsidiaries. The capital increase is in the amount of BGN 50 946, representing 50 946 ordinary, dematerialized, registered voting shares with a nominal value of BGN 1 each. The capital of Shelley Group after the increase is BGN 18 050 945, representing 18 050 945 ordinary, dematerialized, registered shares with voting rights and a nominal value of BGN 1 each.

The shareholding structure of Shelly Group is presented in point 1.2.

The amounts paid/received for the acquisition or the sales of treasury shares is recognized directly in shareholders equity, in accordance with Art. 33 of IAS 32. The net result from such operations is at the amount of BGN 278 thousand and it is reported in the retained earnings.

3.21. Retained earnings

	Year ended December 31, 2023	Year ended December 31, 2022
Balance as of January 1	55 117	39 324
Net profit	33 564	17 433
Effect on sale of purchased own shares	280	-
Profit distribution for dividends	(4 500)	(1 800)
Effect from business combination	(1 202)	-
Effect on exchange rate differences	-	160
Other changes	(122)	+
Balance at the period end	83 137	55 117

3.22. Legal reserves

	Year ended December 31, 2023	Year ended December 31, 2022
Balance as of January 1	1 800	1 800
Effect from business combination	1 004	-
Balance at the period end	2 804	1 800

3.23. Share premium reserve

As of December 31, 2022 and 2023, the reserves from issue of shares of the Company amount to BGN 5 403 thousand. They are formed by the excess of the proceeds from new shares issued in 2020 above their nominal value, amounting to 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 a decision of General Meeting of Shareholders held on June 28, 2021.

All amounts are in thousand Bulgarian leva unless otherwise stated

3.24. Revaluation reserve

	Year ended December 31, 2023	Year ended December 31, 2022
Balance at the beginning of the period	(507)	1 036
Reserve transferred to retained earnings	122	(160)
Reserve related to long-term equity instruments at fair value through other comprehensive income, gross	-	(1 439)
Other comprehensive income	443	-
Other changes	(2)	-
Deferred tax	(56)	56
Balance at the period end	-	(507)

4. Notes to the consolidated statement of comprehensive income

4.01. Sales revenue and cost of sales

	Year ended December 31, 2023			Year ended December 31, 2022		
	Devices	Services and rent	Total	Devices	Services and rent	Total
REVENUE	146 301	241	146 542	93 007	171	93 178
<i>Book value of goods sold</i>	(61 708)	-	(61 708)	(44 719)	-	(44 719)
<i>Costs</i>	(1 144)	-	(1 144)	(1 608)	-	(1 608)
COST OF SALES	(62 852)	-	(62 852)	(46 327)	-	(46 327)
GROSS PROFIT	83 449	241	83 690	46 680	171	46 851

4.02. Other operating revenue

	Year ended December 31, 2023	Year ended December 31, 2022
Profit / loss on sale of assets	83	-
Sales of prototype	244	-
Written-off liabilities	73	39
Financing/ electricity price compensations	6	26
Gains on currency transactions and exchange rate gains, net	-	734
Provisions written off	294	-
Other operating income	236	213
Total:	936	1 012

4.03. Sales expenses

	Year ended December 31, 2023	Year ended December 31, 2022
Transportation of goods to clients	(2 287)	(1 990)
Certification of products	(339)	(169)

All amounts are in thousand Bulgarian leva unless otherwise stated

Exhibitions	(633)	-
Advertisement	(6 041)	(770)
Fee and commissions	(390)	(556)
Representative expenses	(318)	(276)
Others	(164)	(220)
Total:	(10 172)	(3 981)

4.04. Administrative expense

	Year ended December 31, 2023	Year ended December 31, 2022
Materials	(436)	(509)
Hired services	(6 855)	(3 521)
Depreciation/amortization expenses	(689)	(506)
Employees remuneration	(18 826)	(14 644)
Other administrative expenses	(541)	(1 255)
Total:	(27 347)	(20 435)

4.05. Impairment expenses

	Year ended December 31, 2023	Year ended December 31, 2022
Written off of receivables	-	(1 444)
Written off advances to suppliers	(1 054)	-
Impairment of goodwill	(34)	-
Impairment of inventories	(645)	-
Impairment of receivables	(1 530)	(441)
Total	(3 263)	(1 885)

During the reporting period The Group has recognized impairment of inventories in the amount of BGN 645 thousand. The impairment is in relation to one product that was forbidden for sales within the EU territory. At the end of 2023 the Group has recognized impairment of goodwill at the amount of BGN 34 thousand related to its investment in Shelly USA.

4.06. Other operating income

	Year ended December 31, 2023	Year ended December 31, 2022
Bank fees and charges	(619)	(367)
Foreign exchange rate losses, net	(623)	-
Written off prototypes	(683)	(263)

All amounts are in thousand Bulgarian leva unless otherwise stated

Interest, fines and penalties	(18)	(53)
Warranty service provision	(723)	(502)
Provision for liabilities (see 3.19)	(2 975)	-
Donations	(139)	-
Other	(682)	-
Total:	(6 462)	(1 185)

Movement in provisions are as follows:

	Year ended December 31, 2023	Year ended December 31, 2022
Liabilities for provisions at the beginning of the period	502	300
Provision charged during the period	723	502
Provision for liability	2 975	
Provisions used during the period	(502)	(300)
Liabilities for provisions at the period end	3 698	502

4.07. Gain from sale of financial assets

	Year ended December 31, 2023	Year ended December 31, 2022
Gains on the sale of financial assets	1 455	
- <i>Carrying amount</i>	(1 274)	
Total	181	

4.08. Financial expenses

	Year ended December 31, 2023	Year ended December 31, 2022
Losses on the operations with financial assets, incl.:	-	(119)
<i>Income from sale of financial assets</i>	-	236
<i>Carrying amount of assets sold</i>	-	(355)
Lease interest	(4)	(4)
Loans interest	(81)	(65)
Banking financial services	(28)	(77)
Total:	(113)	(265)

4.09. Income tax expense

	Year ended December 31, 2023	Year ended December 31, 2022
Current tax expense	(5 203)	(3 017)
Tax effect from temporary differences	624	220
Tax expense	(4 579)	(2 797)

All amounts are in thousand Bulgarian leva unless otherwise stated

4.10. Earnings per share

	Year ended December 31, 2023	Year ended December 31, 2022
Net profit	32 920	17 433
Weighted-average number of shares	18 004 306	17 979 835
Basic earnings per share	1.83	0.97

As of December 31, 2022 the Parent Company holds 40 000 own shares, which are taken into account in determining the weighted-average earnings per share for 2022.

Earnings per share for 2022 is calculated including the treasury shares is BGN 0.97.

5. Contingent liabilities and commitments

Contract	Annex	Creditor	Debtor	Joint debtor / Guarantor	Amount / Limit	Financial conditions	Maturity	Collateral provided by the borrower
Investment loan August 25, 2017 Agreement pursuant to Art. 114, para. 10 of POSA	Annexes No. 1/ October 31, 2018	UBB AD	Shelly Group AD	Shelly Properties EOOD – joint debtor	BGN 3 168 thousand. (EUR 1 620 thousand)	Fixed interest rate for the whole period 3% per year; Management fee	February 10, 2028	Mortgage on real estate owned by Shelly Properties EOOD; Pledge of receivables on bank accounts of Shelly Group AD in the bank. Pledge under the Financial Collateral Contracts Act;
Overdraft September 30, 2019 – Agreement pursuant to Art. 114, para. 10 of POSA	Annexes No 1/ August 28, 2020	UBB AD	Shelly Europe EOOD	Shelly Group AD – guarantor	BGN 1 955 thousand (EUR 1 million)	One-month EURIBOR, increased by 2.5 percentage points, but not less than 2.5%; management fee; commitment fee; commission for issuing guarantees	September 29, 2024	Pledge of receivables on accounts of Shelly Europe EOOD in bank
Contract for a standard investment loan № 2757 of 28.09.2020	-	DSK Bank AD	Shelly Properties EOOD	Shelly Trading EOOD – joint debtor	BGN 880 thousand (EUR 450 thousand)	Annual interest formed by a variable interest rate of 1m EURIBOR+2.1% premium, but not less than 2.1%; annual management fee;	September 28, 2024.	Mortgage on real estate owned by Shelly Properties EOOD; Pledge of receivables on bank accounts of the company and Shelly Trading EOOD in DSK Bank.

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On July 29, 2022, Shelly Group AD concluded with the four owners of the capital of SHELLY TECH d.o.o. (“SHELLY TECH”) (one legal entity and three individuals) a binding preliminary agreement (Term Sheet) regarding the main conditions and terms for the acquisition of the Slovenian IoT provider. The transaction was finalized on January 4, 2023 (for further information see note 11).

The contingent liabilities as of December 31, 2021 include:

Contract	Annex	Creditor	Debtor	Joint debtor / Guarantor	Amount / Limit	Financial conditions	Maturity	Collateral provided by the borrower
Investment loan August 25, 2017 Agreement pursuant to Art. 114, para. 10 of POSA	Annexes No. 1/ October 31, 2018	UBB AD	Shelly Group AD	Shelly Properties EOOD – joint debtor	BGN 3 168 thousand. (EUR 1 620 thousand)	Fixed interest rate for the whole period 3% per year; Management fee	February 10, 2028	Mortgage on real estate owned by Shelly Properties EOOD; Pledge of receivables on bank accounts of the Shelly Group AD in the bank. Pledge under the Financial Collateral Contracts Act;
Overdraft September 30, 2019 – Agreement pursuant to Art. 114, para. 10 of POSA	Annexes No 1/ August 28, 2020	UBB AD	Shelly Europe EOOD	Shelly Group AD – guarantor	BGN 1 956 thousand (EUR 1 million)	One-month EURIBOR, increased by 2.5 percentage points, but not less than 2.5%; management fee; commitment fee; commission for issuing guarantees	September 29, 2023	Pledge of receivables of Shelly Europe EOOD
Contract for a standard investment loan № 2757 of 28.09.2020	-	DSK Bank AD	Shelly Properties EOOD	Shelly Trading EOOD – joint debtor	BGN 880 thousand (EUR 450 thousand)	Annual interest formed by a variable interest rate of 1m EURIBOR+2.1% premium, but not less than 2.1%; annual management fee;	September 28, 2024.	Mortgage on real estate owned by Shelly Properties EOOD; Pledge of receivables on bank accounts of the company and Shelly Trading EOOD in DSK Bank.

6. Transactions and balances with related parties

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

Shelly Group 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

During the reporting period the members of the Board of Directors of the Parent Company received gross

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remuneration totaling BGN 1 039 thousand (2022: BGN 750 thousand.) from Shelly Group AD.

The remuneration paid was in accordance with the disclosed Remuneration policy of the Board of Directors of the Parent Company.

At the General Meeting of Shareholders held on December 13, 2022, a decision was adopted to amend the Remuneration policy, as well as schemes were approved to provide members of the Board of Directors of Shelly Group AD with variable remuneration in shares of the Parent Company for the period 2022 - 2025.

7. Financial instruments by categories

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

December 31, 2023					
<i>Financial assets according to the Statement of financial position</i>	Financial assets at amortized cost - Cash	Financial assets at amortized cost	Financial assets at fair value through other comprehensive income	Financial assets at fair value through profit or loss	Total
Cash and cash equivalents	30 778	-	-	-	30 778
Long term trade receivables	-	1 027	-	-	1 027
Loans extended	-	550	-	-	550
Trade receivables	-	42 426	-	-	42 426
Trade deposits and guarantees	-	88	-	-	88
TOTAL FINANCIAL ASSETS	30 778	44 091	-	-	74 869

<i>Financial liabilities according to the Statement of financial position</i>	Financial liabilities at amortized cost	Financial liabilities at fair value through profit or loss	Total
Lease liabilities	585	-	585
Bank loans	1 689	-	1 689
Trade liabilities	3 796	-	3 796
Liabilities related to acquisitions	415	-	415
Guarantees	18	-	18
TOTAL FINANCIAL LIABILITIES	6 503	-	6 503

December 31, 2022					
<i>Financial assets according to the Statement of financial position</i>	Financial assets at amortized cost - Cash	Financial assets at amortized cost	Financial assets at fair value through other comprehensive income	Financial assets at fair value through profit or loss	Total
Cash and cash equivalents	28 148	-	-	-	28 148
Other long - term capital investments	-	-	830	-	830
Long-term trade receivables	-	1 027	-	-	1 027
Short-term financial assets	-	175	-	-	175

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Trade receivables	-	19 776	-	-	19 776
Trade deposits and guarantees	-	104	-	-	104
TOTAL FINANCIAL ASSETS	28 148	21 082	830	-	50 060

<i>Financial liabilities according to the Statement of financial position</i>	Financial liabilities at amortized cost	Financial liabilities at fair value through profit or loss	Total
Lease liabilities	318	-	318
Bank loans	2 156	-	2 156
Trade liabilities	1 797	-	1 797
Liabilities for acquisitions	535	-	535
Guarantees	61	-	61
TOTAL FINANCIAL LIABILITIES	4 867	-	4 867

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

The Group does not work with derivative instruments.

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.

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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:

December 31, 2023	In EUR	In USD	In other foreign currency	In BGN	Total
Cash and cash equivalents	23 401	1 243	1 218	4 916	30 778
Long-term trade receivables	1 027	-	-	-	1 027
Loans extended	550	-	-	-	550
Trade receivables	40 795	164	-	1 467	42 495
Trade deposits and guarantees	-	-	-	88	88
TOTAL ASSETS	65 773	1 407	1 218	6 471	74 869
Lease liabilities	419	-	-	166	585
Bank loans	1 501	188	-	-	1 689
Trade payables	1 922	258	-	1 616	3 796
Liabilities related to acquisitions	-	-	-	415	415
Guarantees	-	-	-	18	18
TOTAL LIABILITIES	3 842	446	-	2 215	6 503

December 31, 2022	In EUR	In USD	In other foreign currency	In BGN	Total
Cash and cash equivalents	13 160	8 640	604	5 744	28 148
Long-term trade receivables	1 027	-	-	-	1 027
Other long-term equity instruments	-	-	830	-	830
Short-term financial assets	175	-	-	-	175
Trade receivables	16 797	1 595	9	1 375	19 776
Trade deposits and guarentees	-	-	-	104	104
TOTAL ASSETS	31 159	10 235	1 443	7 223	50 060
Lease liabilities	128	-	-	190	318
Bank loans	2 007	149	-	-	2 156
Trade payables	448	355	-	994	1 797
Liabilities related to acquisitions	-	-	-	535	535
Guarantees	-	-	-	61	61
TOTAL LIABILITIES	2 583	504	-	1 780	4 867

Currency sensitivity analysis

The companies within the Group are not exposed to currency risk in relation to their exposures in euro, because

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the exchange rate of the BGN to EUR is fixed.

There is a currency risk exposure mainly in USD and Norway kroner (NOK). As of 31.12.2023 87.9% of Groups assets are in EUR, 1.9% in USD and 1.6% in Norwegian krone.

In the table below, a sensitivity analysis is presented to the possible changes in the exchange rate BGN/USD and BGN/NOK 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/ USD	Effect on the profit before tax	Increase/ Decrease in exchange rate BGN/ NOK	Effect on profit before tax
	%		%	
2022	+/-1.00%	102	+/-1.00%	14
2023	+/-1.00%	14	+/-1.00%	12

The change in the exchange rate of the Norwegian krone also has an effect on other components of equity in 2022. With a 1% change in the exchange rate, the effect on other capital components, provided that all other variables are assumed to be constant, would be BGN 8 thousand.

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.

The Group owns shares that are subject to trading on a regulated market, and during 2022 the Group sold part of its shares and during 2023 the whole position was closed.

c. Risk of the interest-bearing cash flows

The companies within the Group do not have a significant concentration of interest-bearing assets, except for 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

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financing are considered.

December 31, 2023	Interest-free	With floating interest %	With fixed interest %	Total
Cash and cash equivalents	-	-	30 778	30 778
Trade receivables	42 426	-	-	42 426
Long term trade receivables	1 027	-	-	1 027
Loans extended	-	-	550	550
Treads deposits and guarantees	88	-	-	88
TOTAL ASSETS	43 541		31 328	74 869
Lease liabilities	-	-	585	585
Bank loans	-	368	1 321	1 689
Trade payables	3 796	-	-	3 796
Liabilities related to acquisitions	415	-	-	415
Guarantees	18	-	-	18
TOTAL LIABILITIES	4 229	368	1 906	6 503

December 31, 2022	Interest-free	With floating interest %	With fixed interest %	Total
Cash and cash equivalents	-	-	28 148	28 148
Short-term financial assets	175	-	-	175
Trade receivables	19 776	-	-	19 776
Long term trade receivables	1 027	-	-	1 027
Trade deposits and guarantees	104	-	-	104
TOTAL ASSETS	21 082		28 148	49 230
Lease liabilities	-	-	318	318
Bank loans	-	541	1 615	2 156
Trade payables	1 797	-	-	1 797
Liabilities related to acquisitions	535	-	-	535
Guarantees	61	-	-	61
TOTAL LIABILITIES	2 393	541	1 933	4 867

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.

All amounts are in thousand Bulgarian leva unless otherwise stated

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 mobile operators or other customers, which in most cases are 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.

As of December 31, 2023 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.

Also, the Group has made an insurance of its receivables from 12 of its most significant clients.

As of December 31, 2023, receivables amounting to BGN 1 530 thousand are impaired and written-off by the Group. As of December 31, 2022, receivables amounting to BGN 1 444 thousand are reported as written-off and BGN 152 thousand are recognised as impairment of receivables. (Note 4.04).

Group's credit risk exposure arising from its financial assets as of December 31, 2022 and December 31, 2023 is presented below:

	As of December 31, 2023	As of December 31, 2022
Cash and cash equivalents	30 778	28 148
Long-term trade receivables	1 027	1027
Loans extended	550	-
Short-term financial assets	-	175
Trade receivables	42 426	19 776
Total	74 781	49 126

The impairment staging of the financial assets of the Company as of December 31, 2022 and December 31, 2023.

	31.12.2023			
	Stage 1	Stage 2	Stage 3	Total
Financial assets				
Cash and cash equivalents	30 778	-	-	30 778
Loans extended	550	-	-	550

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Long-term trade receivables	1 027	-	-	1 027
Trade receivables and deposits	42 476	-	2 006	44 482
Total	74 831	-	2 006	76 837
Booked impairment of financial assets	(50)	-	(2 006)	(2 056)
Financial assets, net of booked impairment	74 781	-	-	74 781

	31.12.2022			
	Stage 1	Stage 2	Stage 3	Total
Financial assets				
Cash and cash equivalents	28 148	-	-	28 148
Long-term trade receivables	1 027	-	-	1 027
Short-term financial assets	175	-	-	175
Trade receivables	19 452	-	850	20 302
Total	48 802	-	850	49 652
Booked impairment of financial assets	(50)	-	(476)	(526)
Financial assets, net of booked impairment	48 752	-	374	49 126

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, 2022	48 802	-	850	49 652
Changes during the period:				
Transfer from Stage 1 to Stage 2	-	-	-	-
Transfer from Stage 1 to Stage 3	-	-	1 156	1 156
Transfer from Stage 2 to Stage 3	-	-	-	-
New financial assets	497 098	-	-	497 098
Maturity of financial assets	(471 069)	-	-	(471 069)
Gross carrying amount as of December 31, 2023	74 831	-	2 006	76 837

All amounts are in thousand Bulgarian leva unless otherwise stated

<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>
<i>Gross carrying amount as of December 31, 2021</i>	40 758	-	4 327	45 085
Changes during the period:				
Transfer from Stage 1 to Stage 2	-	-	-	-
Transfer from Stage 1 to Stage 3	-	-	-	-
Transfer from Stage 2 to Stage 3	-	-	-	-
New financial assets	363 872	-	-	363 872
Maturity of financial assets	(355 828)	-	(3 477)	(359 305)
<i>Gross carrying amount as of December 31, 2022</i>	48 802	-	850	49 652

The changes in booked ECL provision for financial assets in 2022 and 2021 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>
<i>ECL provision as of December 31, 2022</i>	(50)	-	(476)	(526)
Changes during the period:				
Transfer from Stage 1 to Stage 2	-	-	-	-
Transfer from Stage 1 to Stage 3	-	-	(1 530)	(1 530)
Transfer from Stage 2 to Stage 3	-	-	-	-
New financial assets	-	-	-	-
Maturity of financial assets	-	-	-	-
<i>ECL provision as of December 31, 2023</i>	(50)	-	(2 006)	(2 056)

	<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, 2021</i>	-	-	(237)	(237)
Changes during the period:				
Transfer from Stage 1 to Stage 2	-	-	-	-
Transfer from Stage 1 to Stage 3	(50)	-	(391)	(441)

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Transfer from Stage 2 to Stage 3	-	-	-	-
New financial assets	-	-	-	-
Maturity of financial assets	-	-	152	152
<i>ECL provision as of December 31, 2022</i>	(50)	-	(476)	(526)

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, 2023	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	-	-	-	-	-	-	-	30 778	30 778
Loans extended	-	-	550	-	-	-	-	-	550
Trade receivables	20 113	12 940	6 830	2 543	-	-	-	-	42 426
Long-term trade receivables	-	-	-	-	1 027	-	-	-	1 027
Trade deposits and guarantees	-	-	-	-	-	-	-	88	88
TOTAL ASSETS	20 113	12 940	7 380	2 543	1 027			30 866	74 869
Lease liabilities	31	62	91	185	216	-	-	-	585
Bank loans	63	126	188	293	473	546	-	-	1 689
Trade payables	2 795	785	216	-	-	-	-	-	3 796
Liabilities for acquisitions	10	20	30	355	-	-	-	-	415
Guarantees	-	-	-	-	-	-	-	18	18
TOTAL LIABILITIES	2 899	993	525	833	689	546	-	18	6 503

December 31, 2022	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	-	-	-	-	-	-	-	28 148	28 148
Short-term financial assets	175	-	-	-	-	-	-	-	175
Trade receivables	14 383	2 628	739	2 026	-	-	-	-	19 776
Long-term trade receivables	-	-	-	-	1 027	-	-	-	1 027
Trade deposits and guarantees	-	-	-	-	-	-	-	104	104
TOTAL ASSETS	14 558	2 628	739	2 026	1 027	-	-	28 252	49 230
Lease liabilities	14	27	40	80	157	-	-	-	318

All amounts are in thousand Bulgarian leva unless otherwise stated

Bank loans	118	160	129	261	469	961	58	-	2 156
Trade payables	822	35	64	876	-	-	-	-	1 797
Liabilities related to acquisitions	10	20	30	475	-	-	-	-	535
Guarantees	-	-	-	-	-	-	-	61	61
TOTAL LIABILITIES	964	242	263	1 692	626	961	58	61	4 867

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 AD 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, 2023	December 31, 2022
Total debt capital, incl.	18 072	9 725
-Bank loans	1 689	2 156
-Lease liabilities	585	318
Less: cash and cash equivalents	30 778	28 148
Net debt capital	(12 706)	(18 423)
Total equity	109 610	79 072
Total capital	96 904	60 649
Debt ratio	0,00%	0,00%

As the cash is larger than the debt capital, the Company has no indebtedness.

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 2.12.18. 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.

All amounts are in thousand Bulgarian leva unless otherwise stated

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

December 31, 2023	Book value	Level 1	Level 2	Level 3
Financial assets				
Cash and cash equivalents	30 778	-	30 778	-
Long-term trade receivables	1 027	-	-	-
TOTAL ASSETS	31 805	-	30 778	-
Financial liabilities				
Lease liabilities	585	-	541	-
Bank loans	1 689	-	1 597	-
TOTAL LIABILITIES	2 274	-	2 138	-
December 31, 2022	Book value	Level 1	Level 2	Level 3
Financial assets				
Other long - term capital investments	830	830	-	-
Cash and cash equivalents	28 148	-	28 148	-
TOTAL ASSETS	28 978	830	28 148	-
Financial liabilities				
Lease liabilities	318	-	275	-
Bank loans	2 156	-	1 866	-
TOTAL LIABILITIES	2 474	-	2 141	-

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.

The fair value of financial assets included in Level 1 is determined using the market quotation for the price of the asset at the reporting date.

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10. Events after the end of the reporting period

The general meeting of shareholders voted a change in the Board of directors' personnel. As of 01.01.2024 Mr. Christoph Vilanek replaced Mr. Gregor Bieler, who has left the role of board member due to increase in his professional engagements. This change is reflected in the Commercial register with the Registry Agency on 09.01.2024.

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On February 22, 2024 Shelly Group AD announced that it has exercised a call option to acquire an additional 16% stake of the share capital of its Slovenian IoT subsidiary Shelly Tech (formerly GOAP Računalniški inženiring in avtomatizacija procesov d.o.o. Nova Gorica).

The exercise of the call option is the second stage of the acquisition of the Target Company based on an option agreement between Shelly and the shareholders of the Target Company signed and announced in January 2023. The total purchase price for the 16% stake under the exercised call option amounts to EUR 586,666.30 calculated in accordance with the conditions of the option agreement.

The remaining 24% of the shares in the Target Company held by three individual shareholders are subject to a further call/put option exercisable in 2026 under the agreed terms.