

**SHELLY GROUP SE**  
**INTERIM SEPARATE FINANCIAL STATEMENTS**  
**31 DECEMBER 2025**



*INTERIM SEPARATE STATEMENT OF FINANCIAL POSITION  
AS OF DECEMBER 31, 2025  
All amounts are in thousand Bulgarian leva unless otherwise stated*

*SHELLY GROUP SE  
UIC 201047670*

	<u>Note</u>	<u>December 31, 2025</u>	<u>December 31, 2024</u>
<b>ASSETS</b>			
<i>Non-current assets</i>			
Right-of-use assets	4.01	441	157
Intangible assets		4	6
Investments in subsidiaries	4.02	15 503	14 771
Investments in associates	4.03	196	196
Loans granted to related companies	6.02	1 116	1 073
Deferred tax assets	4.04	-	71
<b>Total non-current assets</b>		<b>17 260</b>	<b>16 274</b>
<i>Current assets</i>			
Receivables from related parties	6.02	105 044	8 868
Trade receivables	4.05	1	1 376
Other receivables	4.06	66	124
Cash and cash equivalents	4.07	596	4 778
Prepaid expenses	4.08	225	139
<b>Total current assets</b>		<b>105 932</b>	<b>15 285</b>
<b>TOTAL ASSETS</b>		<b>123 192</b>	<b>31 559</b>

Date: January 30, 2026

Prepared by:  
/Silviya Ivanova Tomova/

Executive Director:  
/Dimitar Stoyanov Dimitrov/

	Note	December 31, 2025	December 31, 2024
<b>LIABILITIES</b>			
<i>Non-current liabilities</i>			
Lease liabilities	4.01	329	113
Deferred tax liabilities	4.04	168	101
Retirement benefit obligations	4.04	1 273	-
<b>Total non-current liabilities</b>		<b>1 770</b>	<b>214</b>
<i>Current liabilities</i>			
Lease liabilities	4.01	117	44
Payables to related parties	4.10	-	2
Trade payables	4.11	135	174
Payables to employees and social security obligations	4.12	1 003	65
Tax payables	4.13	25	22
Other liabilities	4.14	175	295
<b>Total current liabilities</b>		<b>1 455</b>	<b>602</b>
<b>TOTAL LIABILITIES</b>		<b>3 225</b>	<b>816</b>
<b>EQUITY</b>			
Share capital	4.15	18 158	18 106
Retained earnings	4.16	81 699	5 480
Legal reserves	4.17	1 811	1 806
Premium reserve	4.18	5 403	5 403
Reserve for share-based payment		12 997	-
Reserves from revaluation of defined benefits plans	4.19	(101)	(52)
<b>TOTAL EQUITY</b>		<b>119 967</b>	<b>30 743</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>123 192</b>	<b>31 559</b>

Date: January 30, 2026

Prepared by:  
/Silviya Ivanova Tomova/

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/Dimitar Stoyanov Dimitrov/

All amounts are in thousand Bulgarian leva unless otherwise stated

	Note	December 31, 2025	December 31, 2024 (reclassified)
Dividend income	5.01	100 000	4 500
Other operating income	5.02	204	106
Administrative expenses	5.03	(19 152)	(3 938)
Other expenses		(52)	(10)
<b>Profit/(loss) from operating activity</b>		<b>81 000</b>	<b>658</b>
Finance income	5.04	169	391
Finance expense	5.05	(436)	(228)
Profit from sale of investments		-	1 161
<b>Profit/(loss) before tax</b>		<b>80 733</b>	<b>1 982</b>
Income/(loss) tax benefit		94	2
<b>Net Profit/(Loss)</b>		<b>80 827</b>	<b>1 984</b>
<b>Items that will not be subsequently reclassified to profit or loss:</b>			
Shared based payment reserve		14 441	-
Deferred tax for share-based payment		(1 444)	-
Actuarial loss on defined benefit plans		(54)	(48)
Deferred tax on actuarial loss		5	5
<b>Other comprehensive income after taxes</b>		<b>12 948</b>	<b>(43)</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>		<b>93 775</b>	<b>1 941</b>
Earnings per share in BGN	5.06	<b>4.46</b>	<b>0.11</b>
Weighted average number of shares		18 118 792	18 081 918

Date: January 30, 2026

Prepared by:  
/Silviya Ivanova Tomova/

Executive Director:  
/Dimitar Stoyanov Dimitrov/

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

SHELLY GROUP SE  
UIC 201047670

All amounts are in thousand Bulgarian leva unless otherwise stated

	Note	Share capital	Retained earnings	Premium reserve	Reserve for share-based payment	Legal reserves	Reserve from revaluation of defined benefits plans	Total
<b>Balance at January 1, 2024</b>		<b>18 051</b>	<b>8 090</b>	<b>5 403</b>	-	<b>1 800</b>	<b>(9)</b>	<b>33 335</b>
<b>Total comprehensive income for the year, incl.:</b>		-	<b>1 984</b>	-	-	-	<b>(43)</b>	<b>1 941</b>
<i>Profit for the year</i>		-	1 984	-	-	-	-	1 984
<i>Actuarial loss from defined benefit plans</i>		-	-	-	-	-	(43)	(43)
Increase of share capital		55	-	-	-	-	-	55
Transfer to reserves		-	(6)	-	-	6	-	-
Distribution of dividends		-	(4 590)	-	-	-	-	(4 590)
Other movements		-	(2)	-	-	-	-	(2)
<b>Balance at December 31, 2024</b>	4.15, 4.16, 4.17, 4.18, 4.19+	<b>18 106</b>	<b>5 480</b>	<b>5 403</b>	-	<b>1 806</b>	<b>(52)</b>	<b>30 743</b>
<b>Balance at January 1, 2025</b>		<b>18 106</b>	<b>5 480</b>	<b>5 403</b>	-	<b>1 806</b>	<b>(52)</b>	<b>30 743</b>
<b>Total comprehensive income for the year, incl.:</b>		-	<b>80 827</b>	-	<b>12 997</b>	-	<b>(49)</b>	<b>93 775</b>
<i>Profit for the year</i>		-	80 827	-	-	-	-	80 827
<i>Actuarial loss</i>		-	-	-	-	-	(49)	(49)
<i>Bonus for share-based payment</i>		-	-	-	12 997	-	-	12 997
Capital increase		52	-	-	-	-	-	52
Transfer to reserves		-	(5)	-	-	5	-	-
Dividend distribution		-	(4 603)	-	-	-	-	(4 603)
<b>Balance at December 31, 2025</b>	4.15, 4.16, 4.17, 4.18, 4.19	<b>18 158</b>	<b>81 699</b>	<b>5 403</b>	<b>12 977</b>	<b>1 811</b>	<b>(101)</b>	<b>119 967</b>

Date: January 30, 2026

Prepared by:  
/Silviya Ivanova Tomova/

Executive Director:  
/Dimitar Stoyanov Dimitrov/

The separate statement of changes in equity shall be read together with the accompanying notes on pages 7-47. The notes are an integral part of these interim separate financial statements.

All amounts are in thousand Bulgarian leva unless otherwise stated

	<b>12 months 2025</b>	<b>12 months 2024</b>
<b><u>Cash flows from operating activities</u></b>		
Proceeds from customers	91	22
Payments to suppliers	(1 558)	(2 130)
Taxes reimbursed	328	34
Payments to employees and social security institutions	(2 067)	(2 079)
Other payments, net	(12)	(11)
<b><i>Net cash flows used in operating activities</i></b>	<b>(3 218)</b>	<b>(4 164)</b>
<b><u>Cash flows from investing activities</u></b>		
Proceeds from sale of assets	-	(7)
Purchase of investments	(873)	(2 284)
Dividends received	5 600	8 500
Granted loans	(2 028)	(1 891)
Repaid Loans	-	548
Proceeds from sale of investments	1 339	7 119
<b><i>Net cash flows from investing activities</i></b>	<b>4 038</b>	<b>11 985</b>
<b><u>Cash flows from financing activities</u></b>		
Proceeds from capital increase	52	55
Dividend distribution	(4 603)	(4 590)
Lease payments	(91)	(56)
Loans paid	-	(1 322)
Cash flows related to interest, commissions, etc.	(5)	(17)
Other payments used in financing activity	-	(25)
<b><i>Net cash flows used in financing activities</i></b>	<b>(4 647)</b>	<b>(5 955)</b>
Effect of change in exchange rates	(355)	(31)
<b><i>Net change in cash and cash equivalents</i></b>	<b>(4 182)</b>	<b>1 835</b>
Cash and cash equivalents at the beginning of the year	4 778	2 943
<b><i>Cash and cash equivalents at the end of the period</i></b>	<b>596</b>	<b>4 778</b>

Date: January 30, 2026

Prepared by:  
/Silviya Ivanova Tomova/

Executive Director:  
/Dimitar Stoyanov Dimitrov/

The separate statement of cash flows shall be read together with the accompanying notes on pages 7-47. The notes are an integral part of these interim separate financial statements.

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## **1. Legal status and general information**

SHELLY GROUP SE (the Company), Sofia is entered into the Commercial register and register of non-profit legal entities (Commercial register) with the Registry Agency under UIC: 201047670. The Company's seat and management address is 51, Cherni Vrah Blvd., building 3, floor 2 and 3, 1407 Sofia, Bulgaria.

On December 16, 2024 the Company changed its legal form from a joint-stock company (AD) to a European company (SE).

Shelly Group SE's shares have been traded on the Bulgarian Stock Exchange since December 2016 and on the Frankfurt Stock Exchange since November 22, 2021.

The main activity of Shelly Group SE is acquisition, management, evaluation and sale of interests 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 entities in which the Company participates; financing of companies in which the Company participates.

The Company is managed by a Board of Directors (BD) and is represented by Svetlin Todorov, Dimitar Dimitrov and Wolfgang Kirsch, jointly and separately.

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

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

## **2. Basis for preparation and accounting principles**

### **2.1. Basis for preparation**

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

These interim separate financial statements have been prepared in accordance with the requirements of the International Accounting Standards (IAS), published by the International Accounting Standards Board (IASB) and adopted by the European Union (EU). As of December 31, 2025, IASs consist of: IFRS accounting standards as adopted by EU and the interpretations of IFRS Interpretations Committee (IFRIC), approved by the IASB, and the International Accounting Standards and Interpretations of the Standing Interpretations Committee (SIC), approved by the International Accounting Standards Committee (IASC), effective from January 1, 2025, and adopted by the EU.

## 2.2. Initial application of new and amended IFRS accounting standards

### 2.2.1. Standards effective for the current reporting period

The Company'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 interim separate financial statements.

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

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

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

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

### 2.2.2. Standards and amendments issued by IASB but not yet adopted by the EU

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

- **IFRS 14 Regulatory Deferral Accounts** (effective for annual periods beginning on or after January 1, 2016) - the European Commission has decided not to launch the endorsement process of this interim standard and to wait for the final standard;
- **Amendments to IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures** - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture and further amendments (effective date deferred by IASB indefinitely but earlier application permitted). Endorsement process postponed indefinitely until the research project on the equity method has been concluded;
- **Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7** - Annual Improvements to IFRS Accounting Standards - Volume 11 - effective for annual periods beginning on or after 1 January 2026;
- **Amendments to IFRS 9 and IFRS 7** - Amendments to the Classification and Measurement of Financial Instruments (effective for annual periods beginning on or after 1 January 2026);
- **Amendments to IFRS 9 and IFRS 7** - Amendments to Contracts Referencing Nature-dependent Electricity (effective for annual periods beginning on or after 1 January 2026);

All amounts are in thousand Bulgarian leva unless otherwise stated

- **IFRS 18 - Presentation and Disclosures in Financial Statements** (effective for annual periods beginning on or after 1 January 2027);
- **IFRS 19 - Subsidiaries without Public Accountability: Disclosures** (effective for annual periods beginning on or after 1 January 2027).

The Company does not expect that the adoption of the accounting standards listed above will have a material impact on the financial statements of the Company in future periods, except for IFRS 18 which is expected to have material impact on the presentation and disclosure of information in the financial statements. The Company is in the process of analyzing the specific effect of IFRS 18 on its financial statements, although this new standard will not affect the way it evaluates its financial results, but will affect the way they are presented and disclosed. Hedge accounting for a portfolio of financial assets and liabilities whose principles have not been adopted by the EU remains unregulated.

According to the 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. Accounting principles**

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

Management has no plans or intentions to sell the business or cease Company's operations, which could materially change the carrying amount or classification of assets and liabilities reported in the interim separate financial statements.

The assessment of assets and liabilities and the measurement of income and expenses is made in compliance with the historical cost principle. This principle is modified in specific cases by the revaluation of certain assets and/or liabilities to their fair value, normally as of December 31 of the reporting year and December 31 of the previous year, as indicated in the relevant notes below.

### **2.4. Subsidiaries. Consolidation.**

A subsidiary is an entity controlled by a parent company. The investor controls the investee when it is exposed to or has rights to the variable returns from its interest in the investee and has the ability to influence those returns through its power in the investee. As of December 31, 2025, the Company owns two subsidiaries registered in the country, five subsidiaries abroad and one local associated company. In these separate financial statements, investments in subsidiaries are presented at acquisition cost and these statements do not constitute an interim separate financial statements within the meaning of IFRS 10 *Consolidated Financial Statements*.

In order to gain a full understanding of the financial position, results of the activity and changes in the financial

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position of the Shelly Group SE's Group as a whole, readers of these separate financial statements should read them together with the Company's interim financial statements for the period ended December 31, 2025, which shall be prepared and published within the deadline requirements of the Bulgarian legislation.

## **2.5. Functional and presentation currency**

A functional currency is the currency of the primary economic environment in which a company operates and in which cash is primarily generated and spent. It reflects the main transactions, events and conditions significant for the Company.

The Company keeps its current accounting and prepares its financial statements in the national currency of the Republic of Bulgaria - the Bulgarian lev, adopted by the Company as the functional currency and as the currency of presentation of the financial statements.

These interim separate financial statements have been prepared in thousands of BGN, unless otherwise stated. Earnings per share are presented in BGN.

## **2.6. Foreign currency**

Foreign currency transactions are initially reported at the exchange rate of the Bulgarian National Bank (BNB) on the date of the transaction. Exchange rate differences arising from the settlement of foreign currency monetary items or from the reporting of these monetary items at rates other than the ones at which they were originally recognised are reported in the statement of comprehensive income for the relevant period.

Monetary items in foreign currency as of December 31, 2024 and December 31, 2025 are reported in these financial statements at the closing exchange rate of the BNB, respectively, as of December 31, 2024 - BGN 1.8826 for USD 1 and BGN 1.95583 for EUR 1 and as of December 31, 2025 - BGN 1.66355 for USD 1 BGN 1.95583 for EUR 1 and 2.16087 PLN for BGN 1.

## **2.7. Significant judgements in applying the Company's accounting policy. Key estimates and assumptions with high uncertainty.**

When applying the accounting policy, the Company's management makes certain estimates that have a significant effect on these interim separate financial statements. These estimates may differ from 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.

### **2.7.1 Impairment of investments in subsidiaries and associates**

Management analyses and assesses if any indications for impairment of its investments in subsidiaries exist. The main indicators of impairment are as follows: a significant reduction in the volume or discontinuation of

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the activity of the invested company; accounting for losses over a longer period, as well as reporting negative net assets or assets below registered share capital.

Management performs tests and makes judgments for impairment of investments based on its plans and intentions regarding the future economic benefits expected to be received by the subsidiaries, incl. commercial and production experience, securing positions in foreign markets, expected future sales, etc.

For this purpose, several forecasts are performed, considering various assumptions about risks, uncertainty and probabilities for future realization of cash flows and income from these investments. Each option is carefully analysed by the management, and the results are weighted when calculating the recoverable amount of the respective investment.

### ***2.7.2 Employee retirement benefits***

The employee retirement benefit obligation is determined by actuarial valuation. The valuation requires assumptions to be made about the discount rate, future wage growth, staff turnover and mortality rates. Due to the long-term nature of employee retirement benefits, these assumptions are subject to significant uncertainty. The Company has prepared an actuarial valuation of the retirement obligations and has reflected them in the interim individual financial statements as of December 31, 2025 (Note 4.09).

### ***2.7.3 Useful life of property, plant and equipment and intangible assets***

Accounting for property, plant and equipment and intangible assets involves the use of estimates of their expected useful lives and carrying amounts, which are based on judgments by the Company's management.

### ***2.7.4 Impairment of receivables***

Management estimates the amount 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 from those anticipated. The Company's management reviews prior year estimates and compares them with actual results from previous years.

The Company applies a simplified approach in accounting for trade and other receivables and recognizes an impairment loss as expected credit losses over their lifetime. They represent the expected shortfall in contractual cash flows, given the possibility of default at any point in the lifetime of the financial instrument. The Company uses its accumulated experience, external indicators and long-term information to calculate expected credit losses.

### ***2.7.5 Lease***

*Determining the term of the lease for contracts with renewal and termination options - Company as lessee*

The Company defines the term of the lease 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 an option to the termination of the lease if it is reasonably certain that the option will not be exercised (Note 4.01).

## **2.8. Comparative data**

According to Bulgarian accounting legislation, the financial year ends on December 31 and companies should submit annual financial statements as of this date, including comparative data as of the same date for the previous year. If necessary, the data presented for the prior reporting period is adjusted to obtain a better comparability with the data for the current period.

These interim separate financial statements for the six-month period ended 31 December 2025 have been prepared in accordance with IAS 34 “Interim Financial Reporting”. The comparative information for 2024 has been reclassified in the indicated notes for the purpose of comparability with the presentation for the current period. The reclassification has no effect on the net financial result, total comprehensive income or equity of the Company.

## **3. Definition and assessment of the financial statements’ items**

### **3.01. Investments in subsidiaries and associates**

Long-term investments, such as shares and interests in subsidiaries and associates, are presented in the separate statement of financial position at acquisition cost (cost), which represents the fair value of the consideration that was paid, including the direct costs of acquiring the investment less accumulated impairment.

The Company’s investments in subsidiaries and associates are subject to an annual impairment review and their results are compared with the approved development plans. When impairment indications are established, the impairment is recognised in the statement of comprehensive income. When buying and selling investments in subsidiaries and associates, the ‘transaction date’ is applied. Investments are written off when the rights arising from them are transferred to other parties when legally possible and thus control over the economic benefits of the relevant specific type of investment is lost. The profit/(loss) from their sale is presented under ‘finance income’ or ‘finance expense’, respectively, in the separate statement of comprehensive income.

### **3.02. 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 Company 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***

All amounts are in thousand Bulgarian leva unless otherwise stated

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 Company's business management model. The Company initially measures the financial asset at fair value plus transaction costs, in the case of financial assets that are not measured at fair value through profit or loss. Trade receivables that do not have a significant financing component, and for which the Company has applied a practically expedient measure, are stated at the transaction price determined according to IFRS 15. The Company reclassifies financial assets only when its business model changes.

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 Company'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 Company 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);
- Financial assets at fair value through profit or loss.

### ***Financial assets at amortized cost (debt instruments)***

The Company 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.

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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 Company's financial assets at amortized cost include trade and other receivables, loans (to related parties), term deposits and cash at bank accounts.

### ***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 Company'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 Company 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 Company has transferred substantially all the risks and rewards of ownership of the asset; or (b) the Company has neither transferred nor retained substantially all the risks and rewards of ownership of the asset but has not retained control.

When the Company 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 Company also recognizes the related obligation. The transferred asset and related liability are valued on a basis that reflects the rights and obligations that the Company 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 Company may be required to pay. The Company 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 Company's accounting policy. Key estimates and assumptions with high uncertainty. (Note 2.7);
- Receivables from related parties (Note 6.02);
- Trade receivables (Notes 4.05).

The Company 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

*All amounts are in thousand Bulgarian leva unless otherwise stated*

flows due under the terms of the contract and any cash flows the Company expects to receive, discounted by 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 Company applies the credit ratings of the banks to prepare an impairment assessment. Cash at banks with a high and stable rating are not subject to impairment.

The Company 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 Company will receive the outstanding contractual amounts in full before considering 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 Company's financial liabilities include trade and other payables and lease liabilities.

#### ***Subsequent measurement***

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

#### ***Financial liabilities at amortized cost***

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

All amounts are in thousand Bulgarian leva unless otherwise stated

### ***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 Company's activity does not imply various financial instruments. The main financial instruments included in the separate statement of financial position of the Company 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 Company 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 based on historical information regarding financial assets with credit risk characteristics similar to the characteristics of the group of financial assets.

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

The Company 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 Company uses its experience gained in the field of credit losses on trade receivables to estimate the expected credit losses for the entire life of the financial assets. The substantial part of contracts with customers and additional cash contributions are with entities that are related parties, because of which the Management believes the possibility of occurrence of credit losses is minimal.

### ***Cash and cash equivalents***

Cash and cash equivalents in BGN are stated at their nominal value, and cash in foreign currency - at the closing BNB exchange rate at the end of each reporting period.

Cash for the purposes of preparing the statement of cash flows include the cash on hand and at bank accounts.

All amounts are in thousand Bulgarian leva unless otherwise stated

### ***Loans granted to related parties and third parties***

Loan receivables are reported at cost, less any impairment, based on management's review of year-end balances. Uncollectible receivables are recognized as an expense in the period in which they are established.

Interest-bearing loans are classified as current, except for the portion that will be settled within 12 months from the end of the reporting period.

### ***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 from the end of the reporting period.

### ***Payables to suppliers, other current liabilities and advances received***

Trade and other payables arise because 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.

### **3.03. Authorized share capital**

The Company's authorized share capital is stated at par value of the Company's issued shares and corresponds to its current court registration.

Redeemed shares are presented in the statement of financial position at cost (acquisition cost), and the Company's equity is reduced by their gross purchase value.

### **3.04. Reserves**

The accumulated financial results from prior years, premium reserves related to the issuance of shares, reserves from defined benefits plans, as well as legal reserves required under the provisions of the Commerce Act and the Company's Statute are presented in the separate financial statements as reserves. The Company's shareholders may dispose of the capital reserves following a decision of the General Meeting.

### **3.05. Lease**

On the effective date of the contract, the Company 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.

All amounts are in thousand Bulgarian leva unless otherwise stated

### ***The Company as a lessee***

The Company 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 Company 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 Company 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 Company, 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 Company 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 Company is reasonably certain to exercise that option, as well as penalties for terminating the lease, if the lease term reflects the Company's exercising an option to terminate the lease.

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

In calculating the present value of lease payments, the Company 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

All amounts are in thousand Bulgarian leva unless otherwise stated

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 Company 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 Company 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.

### **3.06. Payables to employees**

#### ***Defined benefit plans***

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

#### ***Paid annual leave***

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

#### ***Retirement benefit plans***

In accordance with the requirements of the Labor Code, upon termination of the employment contract of an employee who has acquired the right to a pension, the Company pays the employee a compensation in the amount of two gross salaries, if the accumulated service at the Company is less than ten years, or six gross salaries, in case of accumulated service time at the Company 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 individual statement of financial position is made by licensed actuaries. The amount recognised in the separate 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.

***Share-based payments***

In accordance with the Company's Remuneration Policy and the adopted Scheme for granting executive members of the Board of Directors remuneration in shares, the Company applies a long-term incentive scheme based on granting conditional options to acquire its shares. According to the scheme, the variable remuneration is granted in the form of a package of basic and reserve options. In accordance with IFRS 2, the scheme represents a share-based payment settled through equity instruments.

The expense for share-based payments recognized over the vesting period specified in the Scheme, is tied to the fulfilment of financial and non-financial criteria and is measured at the fair value of the options granted at the grant date, determined in accordance with the requirements of IFRS 2.

The recognized expense is offset by an increase in equity in the share-based payment reserve.

The related deferred tax, when applicable, is recognized in accordance with IAS 12, with the tax effect being reported in equity, in the same component in which the share-based payment transaction is recognized.

**3.07. Recognition of income and expenses****Revenue***Dividend income*

Dividend income is recognised in the separate statement of comprehensive income in the period when the right to receive it is established.

*Revenue from management services*

Revenue from management services to subsidiaries is recognized in the period in which the services are rendered.

**Finance income and expenses**

Finance income and expenses are recognised in profit or loss for all instruments measured at amortised cost using the effective interest method.

The effective interest rate method is a method for calculating the amortised cost of a financial asset or liability and allocating interest income or expense over the relevant period. An effective interest rate is one at which the estimated future cash payments or receipts during the life of the financial instrument or, in certain cases, for a shorter period, are accurately discounted to the net carrying amount of the financial asset or liability. In calculating the effective interest rate, the Company measures cash flows considering all the contractual terms of the financial instrument but excluding potential future credit impairment losses.

All amounts are in thousand Bulgarian leva unless otherwise stated

The calculation includes fees, transaction costs, premiums or discounts paid or received between the parties to the contract, which are an integral part of the effective interest rate.

## **Expenses**

Expenses at the Company are recognised when incurred. Expenses are recognised when there is a decrease in future economic benefits associated with a decrease in an asset or an increase in a liability that can be measured reliably. Recognition of expenses for the current period is made when the corresponding income is accrued. An expense is recognised immediately in the separate statement of comprehensive income, when the expense does not generate a future economic benefit or when, and to the extent that, future economic benefit does not qualify or no longer qualifies for recognition of an asset in the separate statement of financial position. Expenses are accounted for on the accrual basis and comparability with reported income. They are measured at the fair value of the liability paid or to be paid.

### **3.08. Income tax expense**

Income tax expense is the sum of the current income tax and the tax effect on temporary tax differences. The current income tax is determined based on the taxable profit for the year, applying the tax rate according to the tax legislation as at the date of the separate financial statements. Deferred tax assets and/or liabilities are the amounts of recoverable and deferred income taxes due in respect of deductible and taxable temporary tax differences. Temporary tax differences are identified by comparing the carrying amount of an asset or liability in the separate statement of financial position and its tax base obtained by applying the tax rules.

Deferred income tax is calculated applying the balance sheet liabilities method. Deferred tax liabilities are calculated and recognised for all taxable temporary differences, while deferred tax assets are recognised only if their reversal is probable and provided the Company 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 reflected where the effect of the event giving rise to them is presented.

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

For events initially recognised in equity (revaluation reserve), deferred tax assets and liabilities are recognised at the expense of equity.

In the separate statement of financial position, deferred tax assets and/or liabilities are recognized through offsetting because they are subject to a uniform taxation regime.

According to the Bulgarian tax legislation, the Company owes corporate tax at the amount of 10% of the taxable profit for the accounting year.

All amounts are in thousand Bulgarian leva unless otherwise stated

### 3.09. Fair value measurement

Some of the Company'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 Company uses observable data as far as possible.

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

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

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

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

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

### 3.10. Earnings per share

Basic earnings incomes per share are calculated by dividing the net profit or loss for the period to be distributed among the shareholders holding ordinary shares by the weighted average number of ordinary shares held for the period.

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

Earnings of diluted shares are not calculated because there are no diluted shares issued.

#### 4. Notes to the Statement of financial position

##### 4.01. Leases

<b>Right-of-use assets 01.01.2024</b>	<b>Vehicles</b>	<b>Rental space</b>	<b>Total</b>
<b>Cost</b>	<b>269</b>	-	<b>269</b>
<b>Depreciation</b>	<b>(62)</b>	-	<b>(62)</b>
<b>Book value</b>	<b>(207)</b>	-	<b>(207)</b>
Additions for the year	29	-	29
Depreciation for the year	(54)	-	(54)
Disposals during the year	(69)	-	(69)
Depreciation of disposals	44	-	44
<b>Book value at 31.12.2024</b>	<b>157</b>	-	<b>157</b>
<b>Cost</b>	<b>229</b>	-	<b>229</b>
<b>Depreciation</b>	<b>(72)</b>	-	<b>(72)</b>
<b>Book value 31.12.2024</b>	<b>157</b>	-	<b>157</b>
<b>Cost 01.01.2025</b>	<b>229</b>	-	<b>229</b>
<b>Depreciation</b>	<b>(72)</b>	-	<b>(72)</b>
<b>Book value at 01.01.2025</b>	<b>157</b>	-	<b>157</b>
Additions for the period	156	213	369
Depreciation for the year	(63)	(22)	(85)
<b>Book value at 31.12.2025</b>	<b>250</b>	<b>191</b>	<b>441</b>
<b>Cost</b>	<b>385</b>	<b>213</b>	<b>598</b>
<b>Depreciation</b>	<b>(135)</b>	<b>(22)</b>	<b>(157)</b>
<b>Book value at 31.12.2025</b>	<b>250</b>	<b>191</b>	<b>441</b>

At the end of the reporting period, the Company is a party to vehicle and rental lease agreement signed with the subsidiary Shelly Europe EOOD for which it has recognised in the separate statement of financial position right-of-use assets with a book value of BGN 441 thousand.

Present value of the lease liability:

	<b>December 31, 2025</b>	<b>December 31, 2024</b>
Shelly Europe EOOD including		
- up to 1 year	117	44
- over 1 year	329	113
<b>Total lease liability</b>	<b>441</b>	<b>157</b>

	<b>December 31, 2025</b>	<b>December 31, 2024</b>
Total amount of leasing payment for the period	(91)	(56)
Interest expense under lease contracts	(8)	(1)

Leases for vehicles have an average term of 3 years, while term of contact for rental office is for 10 years. The discount rate used by the Company for the described leases is – 1.35% and 2.94% respectively.

#### 4.02. Investments in subsidiaries

Company	Share in capital %	December 31, 2025	Share in capital %	December 31, 2024
Shelly Trading EOOD	100	1	100	1
Shelly Europe EOOD	100	7 000	100	7 000
Shelly USA Inc., USA	100	486	100	486
Shelly DACH GmbH, Germany	100	978	100	978
Shelly Tech d.o.o., Slovenia	76	5 281	76	5 281
Shelly Asia Ltd., China	80	1 025	80	1 025
Shelly Poland SP. Z O O.	100	732	-	-
<b>Total investments in subsidiaries</b>		<b>15 503</b>		<b>14 771</b>

On February 22, 2024, Shelly Group SE exercised the Call option for acquisition of additional 16% stake in its Slovenian IoT subsidiary Shelly Tech (former GOAP). The exercise of the Call option is the second stage of the acquisition of the Slovenian company based on Option Agreement between Shelly Group and the partners in the Slovenian company, signed and announced in January 2023. The total acquisition price of the 16% share from exercising the Call option amounts to EUR 586 666.30 calculated in accordance with the terms of the Option Agreement. The remaining 24% of the shares of the Company, owned by three partners, are subject to an additional Call/Put option that can be exercised in 2026. according to the agreed conditions.

On May 31, 2024 the Company exercised the Call option for acquisition of 50% in the associated company Shelly Asia ltd., (former Allterco Asia ltd.), as a result of which its share became 80%. The price of the newly acquired shares is EUR 520 000.

On September 26, 2024 Shelly Group SE finalized the sale of 100% of the capital of its subsidiary Shelly Properties EOOD which underlying asset was the holding's former office building. The agreed sale price is EUR 3.5 million (BGN 6.8 million).

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

#### 4.03. Investments in associates

In 2023, Shelly Group SE 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, the Company 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).

In 2024, Corner Solutions OOD merged with Ground Solutions Group AD, with Shelly Group ED retaining a 10% stake in the merged company after the transaction.

In the beginning of 2025, a capital increase was carried out where the right of the current shareholders to subscribe for shares was limited pursuant to Art. 194 of the Commercial Code. The Company's share in the capital of Ground Solutions Group AD, decreased to 8.495%, representing 8 010 shares.

#### 4.04. Deferred tax assets and liabilities

	<u>December 31, 2025</u>	<u>December 31, 2024</u>
Deferred tax on accrued costs	104	56
Deferred tax on unused paid leave	5	5
Deferred tax on pensions cost	45	10
<b>Total deferred tax assets</b>	<b>154</b>	<b>71</b>
Deferred tax on share-base payment	(1 427)	-
<b>Total deferred tax liabilities</b>	<b>(1 427)</b>	<b>-</b>
<b>Net deferred tax assets (liabilities)</b>	<b>(1 273)</b>	<b>71</b>

#### 4.05. Trade receivables

	<u>December 31, 2025</u>	<u>December 31, 2024</u>
Receivables from clients	-	1 340
Advances to suppliers	1	36
<b>Total trade receivables</b>	<b>1</b>	<b>1 376</b>

Trade receivables are in the following currencies:

	<u>December 31, 2025</u>	<u>December 31, 2024</u>
<i>By types of currency</i>		
in BGN	1	-
In USD	-	-
in GBP	-	36
in EUR	-	1 340
<b>Total trade receivables</b>	<b>1</b>	<b>1 376</b>

An ageing analysis of the gross amount of trade receivables is presented in the table below.:

	<u>December 31, 2025</u>	<u>December 31, 2024</u>
Current	1	1 054
Overdue up to 30 days	-	-
Overdue up to 60 days	-	-
Overdue up to 90 days	-	146
Overdue over 90 days	-	176
<b>Total trade receivables:</b>	<b>1</b>	<b>1 376</b>

#### 4.06. Other receivables

	<u>December 31, 2025</u>	<u>December 31, 2024</u>
VAT receivable	66	124
<b>Total other receivables:</b>	<b>66</b>	<b>124</b>

#### 4.07. Cash and cash equivalents

	<u>December 31, 2025</u>	<u>December 31, 2024</u>
<b>Cash, including</b>	<b>2</b>	<b>2</b>
Cash in BGN	2	2
<b>Cash in current bank accounts, including</b>	<b>594</b>	<b>4 776</b>
Current bank account in BGN	269	471
Current bank account in foreign currency	315	4 295
Cash equivalents	10	10
<b>Total cash and cash equivalents</b>	<b>596</b>	<b>4 778</b>
<i>By currency</i>	<u>December 31, 2025</u>	<u>December 31, 2024</u>
in BGN	424	483
in USD	44	7
in EUR	128	4 288
<b>Total cash and cash equivalents</b>	<b>596</b>	<b>4 778</b>

The Company's cash is in bank accounts with trade 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 compared to the gross value of the cash deposited with financial institutions, therefore they are considered insignificant and are not recognized in the separate financial statements of the Company as of December 31, 2025. Cash at bank accounts are held in three banks.

#### 4.08. Prepaid expenses

	<u>December 31, 2025</u>	<u>December 31, 2024</u>
Insurances	46	39
Subscription to information services	41	43
SAP licenses	141	48
Others	-	8
<b>Total prepaid expenses</b>	<b>225</b>	<b>139</b>

#### 4.09. Retirement benefits obligations

As of December 31, 2025, the Company reports obligations for a defined benefit plan upon retirement of BGN 168 thousand. The amount of the obligation is determined based on an actuarial assessment based on assumptions about mortality, disability, probability of leaving, salary growth, etc.

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

	<u>December 31, 2025</u>	<u>December 31, 2024</u>
Liabilities at the beginning of the year	101	48
Liabilities paid during the year	-	-
<b>Expenses recognized in profit or loss</b>		
Current service cost	9	-
Financial costs on future liabilities	4	5

<b>Actuarial loss, recognized in other comprehensive income</b>	<b>54</b>	<b>48</b>
<b>Liabilities at the end of the period/year</b>	<b>168</b>	<b>101</b>
	<b>December 31, 2025</b>	<b>December 31, 2024</b>
Present value of the liability	114	53
Recognized actuarial losses	54	48
<b>Liabilities at the end of the period/year</b>	<b>168</b>	<b>101</b>

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 Company's staff over the past few years;
- mortality of the population of Bulgaria in the period 2022 – 2024 according to the data of the National Statistical Institute;
- statistics of the National Center for Health Information on disability of the population and premature retirement.

#### 4.10. Payables to related parties

	<u>December 31, 2025</u>	<u>December 31, 2024</u>
<b>Shelly Europe EOOD</b>		
- Up to one year	-	2
<b>Total payables to related parties</b>	<b>-</b>	<b>2</b>

#### 4.11. Trade payables

	<u>December 31, 2025</u>	<u>December 31, 2024</u>
Suppliers	135	174
<i>By currency</i>	<u>December 31, 2025</u>	<u>December 31, 2024</u>
in BGN	125	170
in EUR	10	4
<b>Total trade payables</b>	<b>135</b>	<b>174</b>

#### 4.12. Payables to employees and social security obligations

	<u>December 31, 2025</u>	<u>December 31, 2024</u>
Liabilities for non-used paid leaves	54	48
Liabilities under labor contracts	936	6
Social security and health contributions	2	8
Social security contributions on non-used paid leaves	11	3
<b>Total payables to employees and social security obligations</b>	<b>1 003</b>	<b>65</b>

#### 4.13. Tax liabilities

	<u>December 31, 2025</u>	<u>December 31, 2024</u>
Personal income tax	21	22
Other taxes	4	-
<b>Total tax liabilities</b>	<b><u>25</u></b>	<b><u>22</u></b>

#### 4.14. Other liabilities

	<u>December 31, 2025</u>	<u>December 31, 2024</u>
Liabilities for purchase of shares	175	295
<b>Total other liabilities</b>	<b><u>175</u></b>	<b><u>295</u></b>

#### 4.15. Share capital

SHELLY GROUP SA is registered in 2010. The registered capital of the Company as of December 31, 2025, amounts to BGN 18 158 060 and is distributed in 18 158 060 ordinary registered shares with value of BGN 1 each. The registered capital is fully paid in four instalments:

The first issue was made upon the establishment of the Company in the form of a non-monetary contribution in the amount of BGN 50,000 by Dimitar Stoyanov Dimitrov and Svetlin Iliev Todorov.

In 2010 a second non-monetary contribution was made in the amount of BGN 5,438,000 by Dimitar Stoyanov Dimitrov and Svetlin Iliev Todorov. The subject of the non-monetary contribution was shares from the capital of Tera Communications AD.

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 was increased with a new issue of 1,500,000 shares following a successful initial public offering, according to the Prospectus for public offering of shares.

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

In July 2023, the Company successfully completed a public offering of shares from the capital increase of Shelly Group SE (the Company), 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 SE 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.

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

All amounts are in thousand Bulgarian leva unless otherwise stated

representing 18 105 559 ordinary, dematerialized, registered shares with voting rights and a nominal value of BGN 1 each.

At the regular general meeting of shareholders held on June 2, 2025, a decision was made to increase the Company's capital for the benefit of the Group's employees. As of the date of preparation of this interim separate report, the capital increase process has not yet been completed. The capital increase was finalised on 02.07.2025.

As of December 31, 2025, the shareholders in the Company are:

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

As of December 31, 2024, the shareholders in the Company are:

<b>Name/business name</b>	<b>Number of shares:</b>	<b>% in the capital</b>
Dimitar Dimitrov	5 478 120	30.26%
Svetlin Todorov	5 285 620	29.19%
<i>Persons possessing less than 5% of the capital</i>		
Other individuals and legal entities	7 341 819	40.55%
<b>Total registered capital</b>	<b>18 105 559</b>	<b>100.00%</b>

#### 4.16. Retained earnings

	<b>December 31, 2025</b>	<b>December 31, 2024</b>
<b>Retained earnings in the beginning of the period</b>	<b>5 480</b>	<b>8 090</b>
Profit/(loss) for the period	80 827	1 984
Distribution of dividends	(4 603)	(4 590)
Transfer to reserves	(5)	(6)
Other changes	-	2
<b>Retained earnings at the end of the period</b>	<b>81 699</b>	<b>5 480</b>

#### 4.17. Legal reserves

	<b>December 31, 2025</b>	<b>December 31, 2024</b>
Legal reserves in the beginning of the period	1 806	1 800
Profits transferred to reserves	5	6
<b>Legal reserves at the end of the period</b>	<b>1 811</b>	<b>1 806</b>

#### 4.18. Premium reserve

As of December 31, 2024 and December 31, 2025, 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.

#### 4.19. Reserves from revaluation of deferred benefits plans

	<u>December 31, 2025</u>	<u>December 31, 2024</u>
<b>Balance at the beginning of the period</b>	<b>(52)</b>	<b>(9)</b>
Loss as a result of actuarial revaluation of defined benefit plans	(54)	(48)
Deferred tax on actuarial loss	5	5
<b>Balance at the end of the period</b>	<b>(101)</b>	<b>(52)</b>

### 5. Notes to the Statement of comprehensive income

#### 5.01. Dividend income

During the reporting period of 2025 the Company report dividend income in the amount of BGN 100 000 thousand from subsidiary Shelly Europe Ltd. – BGN 90 000 thousand and Shelly Trading Ltd. – BGN 10 000 thousand. For the same period of previous year, the dividend income amounted to BGN 4 500 from subsidiary Shelly Europe Ltd. BGN 3 500 thousand and Shelly Trading Ltd. BGN 1 000 thousand.

#### 5.02. Other operating income

	<u>2025</u>	<u>2024(reclassified)</u>
Management services	96	26
Written off liabilities	-	30
FX gains	48	5
Other income	60	45
<b>Total other operating income</b>	<b>204</b>	<b>106</b>

During the reporting period, the Company provided management services to three of its subsidiaries – Shelly Asia in the amount of BGN 35 thousand (2024 – BGN 13 thousand), Shelly DACH in the amount of BGN 43 thousand (2024 – BGN 13 thousand) and Shelly Tech in the amount of BGN 18 BGN thousand.

#### 5.03. Administrative expenses

	<u>2025</u>	<u>2024</u>
<b>Expenses for materials, including:</b>	<b>(11)</b>	<b>(6)</b>
<i>Office supplies, machinery and consumables</i>	<i>(11)</i>	<i>(6)</i>
<b>Expenses for hired services, including:</b>	<b>(1 481)</b>	<b>(1 686)</b>
<i>Rental and management fees</i>	<i>(10)</i>	<i>(3)</i>
<i>Information services</i>	<i>(220)</i>	<i>(233)</i>
<i>Membership fees and subscriptions</i>	<i>(48)</i>	<i>(231)</i>
<i>Insurances</i>	<i>(66)</i>	<i>(5)</i>
<i>Consultancy, legal, accounting and audit services</i>	<i>(776)</i>	<i>(1 124)</i>
<i>Taxes and fees</i>	<i>(7)</i>	<i>(13)</i>
<i>Advertising and events</i>	<i>(203)</i>	<i>(24)</i>
<i>Other external services</i>	<i>(151)</i>	<i>(53)</i>
<b>Depreciation expense</b>	<b>(87)</b>	<b>(56)</b>
<b>Payroll expenses</b>	<b>(17 429)</b>	<b>(2 087)</b>
<b>Social security expenses</b>	<b>(65)</b>	<b>(53)</b>

<b>Other expenses</b>	<b>(79)</b>	<b>(50)</b>
<b>Total administrative expenses</b>	<b>(19 152)</b>	<b>(3 938)</b>

Payroll expenses include accruals made at the end of 2025 for share-base payments and cash annual bonuses for the executive directors. For more details, see note 6.05

	<b>2025</b>	<b>2024</b>
Salaries	2 076	2 087
Share-based payment	14 441	-
Yearly cash bonus	912	-
<b>Total Payroll expenses</b>	<b>17 429</b>	<b>2 087</b>

#### 5.04. Finance income

	<b>2025</b>	<b>2024 (reclassified)</b>
Interest income	97	98
Net earnings on foreign exchange operations	72	293
<b>Total finance income</b>	<b>169</b>	<b>391</b>

#### 5.05. Finance expenses

	<b>2025</b>	<b>2024 (reclassified)</b>
Interest expenses	(8)	(27)
Bank financial services	(1)	(25)
Net foreign exchange rates expenses	(427)	(176)
<b>Total finance expenses</b>	<b>(436)</b>	<b>(228)</b>

#### 5.06. Earnings per share in BGN

	<b>2025</b>	<b>2024</b>
Net profit/(loss) for the reporting period in BGN'000	<b>80 827</b>	<b>1 984</b>
Weighted average number of shares	18 118 792	18 081 918
<b>Earnings per share in BGN</b>	<b>4.46</b>	<b>0.11</b>

In June 2024 the Company increased its share capital by issuing 54 614 new ordinary dematerialized registered voting shares with par value of BGN 1 each.

In June 2025 the Company increased its share capital by issuing 52 501 new ordinary dematerialized registered voting shares with par value of BGN 1 each.

## 6. Transactions and balances with related parties

As of December 31, 2025 the related parties are as follows:

All amounts are in thousand Bulgarian leva unless otherwise stated

Company	Relationship
Shelly Trading EOOD	Subsidiary
Shelly Europe EOOD	Subsidiary
Shelly USA Inc.	Subsidiary
Shelly DACH GmbH	Subsidiary
Shelly Tech d.o.o.	Subsidiary
Shelly Asia Ltd	Subsidiary
Shelly Poland SP. Z O O.	Subsidiary
Ground Solutions Group AD	Associate

In 2025 the Company has carried out transactions with the following related parties:

Company	Relationship
Shelly USA Inc.	Subsidiary
Shelly Tech d.o.o.	Subsidiary
Shelly Europe EOOD	Subsidiary
Shelly Trading EOOD	Subsidiary
Shelly DACH GmbH	Subsidiary
Shelly Asia Ltd	Subsidiary
Shelly Poland SP. Z O O.	Subsidiary

The Company has carried out transactions with related parties, the information for which are presented below.

#### 6.01. Transactions with related parties

At the end of 2022 Shelly Group SE granted an additional cash contribution at the amount of BGN 1 834 thousand (USD 1 million) to its subsidiary Shelly USA Inc., with annual interest rate of 1.0%. The interest income accrued for the period ended December 31, 2025, on this transaction amounts to BGN 17 thousand.

On March 23, 2023, Shelly Group SE provided to its subsidiary Shelly Tech d.o.o a loan of BGN 978 thousand (EUR 500 thousand). The recognized interest income for the period ended December 31, 2025, on this transaction amounts to BGN 42 thousand.

On June 1, 2023, Shelly Group SE granted to Shelly Tech d.o.o an additional cash contribution at the amount of BGN 978 thousand (EUR 500 thousand) at the following terms – repayment period within 1-year, annual interest rate 1%. The recognized interest income for the period ended December 31, 2025, on this transaction amounts to BGN 10 thousand.

On March 19, 2024, SHELLY GROUP SE granted to its subsidiary Shelly USA Inc. an additional cash contribution at the amount of BGN 763 thousand (USD 400,000). The interest income accrued for the period ended December 31, 2025, on this transaction amounts to BGN 7 thousand.

On May 14, 2024, the Board of Directors of SHELLY GROUP SE decided to provide an additional cash contribution at the amount of BGN 1,173 thousand (EUR 600,000) to its Slovenian subsidiary

*All amounts are in thousand Bulgarian leva unless otherwise stated*

Shelly Tech d.o.o. for a period of 1 year and annual interest margin of 1%. The interest income accrued for the period ended December 31, 2025, on this transaction amounts to BGN 12 thousand.

On January 8, 2025, SHELLY GROUP SE decided to provide its American subsidiary Shelly USA Inc. with financing in the form of an additional cash contribution in the amount of BGN 1,329 thousand (USD 700 thousand) for a period of one year at an annual interest rate of 1%. As of December 31, 2025, the amount utilized is fully utilized by the subsidiary. The interest income accrued for the period ended December 31, 2025, on this transaction amounts to BGN 8 thousand.

On December 22, 2025, SHELLY GROUP SE decided to provide its Polish subsidiary Shelly Poland with financing in the form of a short-term loan in the amount of EUR 400 thousand (BGN 782 thousand) for a period of one year at an annual interest rate equal to the interest rate at which Shelly Group subsidiaries use short-term bank financing. The amount was fully utilized by the end of 2025. The accrued interest income for the period amounted to BGN 1 thousand.

During the reporting period, the Company provided management services to three of its subsidiaries – Shelly Asia at the amount of BGN 35 thousand, Shelly DACH at the amount of BGN 43 thousand and Shelly Tech in the amount of BGN 18 thousand.

During the reporting period of 2025, the Company reported dividend income in the amount of BGN 100 000 thousand from the subsidiaries Shelly Europe EOOD - BGN 90 000 thousand and Shelly Trading EOOD - BGN 10 000 thousand.

All amounts are in thousand Bulgarian leva unless otherwise stated

## 6.02.Receivables from related parties

	<u>December 31, 2025</u>	<u>December 31, 2024</u>
<b>Shelly Europe EOOD, incl.:</b>	<b>89 000</b>	<b>3 000</b>
Dividend Receivable	89 000	3 000
<b>Shelly Trading EOOD, incl.:</b>	<b>9 400</b>	<b>1 000</b>
Dividend Receivable	9 400	1 000
<b>Shelly USA Inc., incl.:</b>	<b>3 656</b>	<b>2 690</b>
- Interest on additional cash contributions	78	54
- Funds provided for additional contributions	3 578	2 636
<b>Shelly Tech d.o.o., incl.:</b>	<b>3 314</b>	<b>3 247</b>
- Interest on additional cash contributions	45	23
- Interest on loans	138	95
- Funds provided for additional contribution	2 151	2 151
- Loan provided	978	978
- Management services	2	-
<b>Shelly Asia</b>	<b>3</b>	<b>4</b>
- Management services	3	4
- <b>Shelly Poland</b>	<b>783</b>	<b>-</b>
- Loan provided	782	-
- Interest on loan	1	-
<b>Shelly DACH</b>	<b>4</b>	<b>-</b>
- Management services	4	-
<b>Total receivables from related parties incl.:</b>	<b>106 160</b>	<b>9 941</b>
<i>Current:</i>	105 044	8 868
<i>Non-current:</i>	1 116	1 073

All receivables from related parties are reviewed for impairment, however no such were identified, neither accrued for the reporting period.

Receivables from related parties are in the following currencies:

	<u>December 31, 2025</u>	<u>December 31, 2024</u>
<i>By currency</i>		
in BGN	98 400	4 000
in EUR	4 104	3 251
in USD	3 656	2 690
<b>Total receivables from related parties</b>	<b>106 160</b>	<b>9 941</b>

## 6.03.Payables to related parties

The payables to related parties during the year are related to the lease agreements concluded with Shelly Europe EOOD for vehicles, for which the Company has recognized in the separate statement of financial position right-of-use assets. As of December 31, 2025, the present value of the lease liability recognized under these agreements amounts to BGN 446 thousand, which is split by current portion BGN 117 thousand BGN and non-current amounting to BGN 329 thousand.

**6.04. Key managerial personnel**

During the first half of 2025 the accrued gross remuneration to the members of the Board of Directors (including employer's social security contributions) is in the amount of BGN 1 573 thousand (2024: BGN 1 617 thousand.). The remuneration paid was in accordance with the disclosed Remuneration policy.

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

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

**Share-based compensation**

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

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

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

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

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

### Annual cash bonus

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

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

The achievement of each of the financial criteria is assessed based on the annual consolidated financial statements of the Company for 2025 certified by a registered auditor and adopted by the General Meeting of Shareholders. For this reason, an accrual for an annual bonus due has been made in these financial statements, based on unaudited financial data. The final amount of the bonus should be approved by the general meeting of shareholders upon acceptance of the company's audited financial statements for 2025. Based on preliminary data on achieved consolidated sales revenues and EBIT, an annual bonus of BGN 456 thousand has been calculated for each of the two executive members of the Company's Board of Directors.

### 7. Contingent liabilities and commitments

As of December 31, 2025 and as of 31.12.2024 the Company has no contingent liabilities and commitments.

### 8. Financial instruments by categories

The structure of the financial assets and liabilities as of December 31, 2025 and December 31, 2024 by categories is as follows:

	December 31, 2025			December 31, 2024		
	Financial assets at amortized cost - Cash	Financial assets at amortized cost	Total	Financial assets at amortized cost - Cash	Financial assets at amortized cost	Total
<i>Financial assets according to the Statement of financial position</i>						
Cash and cash equivalents	596	-	<b>596</b>	4 778	-	<b>4 778</b>
Non-current loans to related parties	-	1 116	<b>1 116</b>	-	1 073	<b>1 073</b>
Current receivables from related companies	-	105 044	<b>105 044</b>	-	8 868	<b>8 868</b>
Trade receivables	-	1	<b>1</b>	-	1 376	<b>1 376</b>
<b>TOTAL FINANCIAL ASSETS</b>	<b>596</b>	<b>106 161</b>	<b>106 757</b>	<b>4 778</b>	<b>11 317</b>	<b>16 095</b>

	December 31, 2025		December 31, 2024	
	Financial liabilities at amortized cost	Total	Financial liabilities at amortized cost	Total
<i>Financial liabilities according to the Statement of financial position</i>				
Lease liabilities	446	<b>446</b>	157	<b>157</b>
Trade payables	135	<b>135</b>	174	<b>174</b>
Other liabilities	175	<b>175</b>	295	<b>295</b>
<b>TOTAL FINANCIAL LIABILITIES</b>	<b>756</b>	<b>756</b>	<b>626</b>	<b>626</b>

The Company has no practice of operating with derivative instruments.

## 9. Financial risk management

The Company's activities are exposed to several risks related to objective conditions such as market unpredictability, general economic trends, changes in exchange rates.

To minimize the potential negative effects, the Company has adopted policies for overall risk management and assessment and establishing procedures for addressing the identified risks. The overall risk management is focused on forecasting the results of certain areas of the markets where the Company operates 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 on Company's investments and to maintain sufficient liquid funds to avoid unjustified concentration of any specific risk.

Risk management is carried out on an ongoing basis under the direct supervision of the Executive Director and the Company's financial experts in accordance with the policy set by the Board of Directors.

The risk management strategy is regularly reviewed to update the policies to the dynamics in the market and economic conditions. The Company aims to develop discipline and a constructive control environment in which all employees understand their responsibilities through periodic training and application of established standards.

The following describes the different types of risks to which the Company is exposed in carrying out its business operations, as well as the approach taken in managing these risks.

### Market risk

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

#### A. Currency risk

The Company carries out its transactions mainly on the domestic market and in the European Union. It is not exposed to significant currency risk because most its operations and transactions are denominated in Bulgarian levs and euros, and the latter has a fixed exchange rate against the lev by law.

The Company has also provided an additional cash contribution in USD to its subsidiary.

The Company makes its main deliveries in BGN.

The tables below summarize the exchange rate exposure:

<b>December 31, 2025</b>	<b>In EUR</b>	<b>In USD</b>	<b>In other foreign currency</b>	<b>In BGN</b>	<b>Total</b>
Cash and cash equivalents	128	44	-	424	<b>596</b>
Non-current loans granted to related parties	1 116	-	-	-	<b>1 116</b>
Receivables from related companies	2 988	3 656	-	98 400	<b>105 044</b>
Trade receivables	1	-	-	-	<b>1</b>
<b>TOTAL ASSETS</b>	<b>4 233</b>	<b>3 700</b>	<b>-</b>	<b>98 824</b>	<b>106 757</b>
Lease liabilities	-	-	-	446	446
Trade payables	10	-	-	125	135
Other liabilities	-	-	-	175	175
<b>TOTAL LIABILITIES</b>	<b>10</b>	<b>-</b>	<b>-</b>	<b>746</b>	<b>756</b>

<b>December 31, 2024</b>	<b>In EUR</b>	<b>In USD</b>	<b>In other foreign currency</b>	<b>In BGN</b>	<b>Total</b>
Cash and cash equivalents	4 288	7	-	483	4 778
Non-current loans granted to related parties	1 073	-	-	-	1 073
Receivables from related companies	2 178	2 690	-	4 000	8 868
Trade receivables	1 340	-	36	-	1 376
<b>TOTAL ASSETS</b>	<b>8 879</b>	<b>2 697</b>	<b>36</b>	<b>4 483</b>	<b>16 095</b>
Lease liabilities	-	-	-	157	157
Trade payables	4	-	-	170	174
Other liabilities	-	-	-	295	295
<b>TOTAL LIABILITIES</b>	<b>4</b>	<b>-</b>	<b>-</b>	<b>622</b>	<b>626</b>

### **Currency sensitivity analysis**

The Company is not exposed to currency risk with respect to its euro exposures since the Bulgarian lev has a fixed exchange rate against the euro. With respect to its positions in US dollars, it carries a risk, but since the amount is a bit more than 3% of all currency exposures of the Company, and it is to related companies, the management considers this risk to be insignificant, at least at this stage.

In the table below, a sensitivity analysis is presented to the possible changes in the exchange rate BGN/USD 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
2025	+/-1.00%	37
2024	+/-1.00%	27

### B. Price risk

As of December 31, 2025, the Company is not exposed to price risk related to financial instruments held.

### C. Risk of the interest-bearing cash flows

The Company does not have a significant concentration of interest-bearing assets, except for free cash on current accounts with banks and the loans to the related companies, therefore the revenues and inflows of operating cash flows are not largely dependent on changes in market interest rates.

At the same time, the outgoing cash flows of Shelly Group SE are not exposed to interest rate risk from utilizing lease, as they are agreed with a fixed interest rate.

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

The management of the Company currently monitors and analyses its exposure to changes in market interest rates. Different refinancing scenarios, renewal of existing interest-bearing positions and alternative financing are simulated. Calculations are made for significant interest-bearing positions.

<b>December 31, 2025</b>	<b>Interest-free</b>	<b>With floating interest %</b>	<b>With fixed interest %</b>	<b>total</b>
Cash and cash equivalents	-	-	596	596
Long term loans granted to related parties	-	1 116	-	1 116
Receivables from related companies	99 315	-	5 729	105 044
Trade receivables	1	-	-	1
<b>TOTAL ASSETS</b>	<b>99 316</b>	<b>1 116</b>	<b>6 325</b>	<b>106 757</b>
	<b>Interest-free</b>	<b>With floating interest %</b>	<b>With fixed interest %</b>	<b>total</b>
Lease liabilities	-	-	446	446
Trade payables	135	-	-	135
Other liabilities	175	-	-	175
<b>TOTAL LIABILITIES</b>	<b>310</b>	<b>-</b>	<b>446</b>	<b>756</b>

All amounts are in thousand Bulgarian leva unless otherwise stated

December 31, 2024	Interest-free	With floating interest %	With fixed interest %	total
Cash and cash equivalents	-	-	4 778	4 778
Loans granted to related parties	-	1 073	-	1 073
Receivables from related companies	4 081	-	4 787	8 868
Trade receivables	1 376	-	-	1 376
<b>TOTAL ASSETS</b>	<b>5 457</b>	<b>1 073</b>	<b>9 565</b>	<b>16 095</b>
Lease liabilities	-	-	157	157
Trade payables	174	-	-	174
Other liabilities	295	-	-	295
<b>TOTAL LIABILITIES</b>	<b>469</b>	<b>-</b>	<b>157</b>	<b>626</b>

#### D. Credit risk

Credit risk is the risk that one party to a financial instrument will fail to meet its obligation and thereby cause a loss to the other party. The financial assets that potentially expose the Company to credit risk are mainly receivables from sales of investments. The Company is exposed to credit risk if in case customers fail to pay their receivables.

The financial assets of the Company are concentrated in the following groups: cash (cash on hand and at bank accounts), receivables from clients and additional cash contributions and loans provided to its subsidiaries.

Trade receivables (short-term and long-term) represent receivables related to the sale of long-term investments in subsidiaries, part of them is secured, receivables from dividends of subsidiaries, as well as receivables related to financing of subsidiaries.

The collection and concentration of receivables is monitored on an ongoing basis, according to the established policy of the Company. 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.

The Management follows an internal policy for assessing credit losses. For receivables from related parties and trade receivables the simplified method is applied, as the percentages are determined based on historical data.

As of December 31, 2025 the Company has no written off receivables and impairment of receivables.

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

All amounts are in thousand Bulgarian leva unless otherwise stated

	As of December 31, 2025	As of December 31, 2024
Cash and cash equivalents	596	4 778
Long term loans granted to related parties	1 116	1 073
Receivables from related companies	105 044	8 868
Trade receivables	1	1 376
<b>Total financial assets</b>	<b>106 757</b>	<b>16 095</b>

The staging of the financial assets of the Company as of December 31, 2025, and December 31, 2024 is presented in the table below:

	As of December 31, 2025			
	Stage 1	Stage 2	Stage 3	Total
<b>Financial assets</b>				
Cash and cash equivalents	596	-	-	596
Long term loans granted to related parties	1 116	-	-	1 116
Receivables from related companies	105 044	-	-	105 044
Trade receivables	1	-	-	1
<b>Total financial assets</b>	<b>106 757</b>	<b>-</b>	<b>-</b>	<b>106 757</b>
Impairment (ECL) of financial assets	-	-	-	-
<b>Financial assets, net of impairment</b>	<b>106 757</b>	<b>-</b>	<b>-</b>	<b>106 757</b>

	As of December 31, 2024			
	Stage 1	Stage 2	Stage 3	Total
<b>Financial assets</b>				
Cash and cash equivalents	4 778	-	-	4 778
Receivables from related parties	1 073	-	-	1 073
Receivables from related parties	8 868	-	-	8 868
Trade receivables	1 376	-	-	1 376
<b>Total financial assets</b>	<b>16 095</b>	<b>-</b>	<b>-</b>	<b>16 095</b>
Impairment (ECL) of financial assets	-	-	-	-
<b>Financial assets, net of impairment</b>	<b>16 095</b>	<b>-</b>	<b>-</b>	<b>16 095</b>

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

<b>Gross carrying amount of the financial assets</b>	<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>	<b>TOTAL</b>
<b>Gross carrying amount as of December 31, 2024</b>	<b>16 095</b>	<b>-</b>	<b>-</b>	<b>16 095</b>
Changes during the year:				
Transfer from Stage 1 to Stage 2	-	-	-	-
Transfer from Stage 1 to Stage 3	-	-	-	-
Transfer from Stage 2 to Stage 3	-	-	-	-
New financial assets	105 154	-	-	105 154
Maturity of financial assets	(14 492)	-	-	(14 492)

All amounts are in thousand Bulgarian leva unless otherwise stated

<b>Gross carrying amount as of December 31, 2025</b>	<b>106 757</b>	<b>-</b>	<b>-</b>	<b>106 757</b>
<b>Gross carrying amount of the financial assets</b>	<b>Stage 1 - expected credit loss for 12 months period</b>	<b>Stage 2 - expected credit loss for the period of the financial asset life</b>	<b>Stage 3 - expected credit loss for the period of the financial asset life</b>	<b>TOTAL</b>
<b>Gross carrying amount as of December 31, 2023</b>	<b>16 989</b>	<b>-</b>	<b>-</b>	<b>16 989</b>
Changes during the year:				
Transfer from Stage 1 to Stage 2	-	-	-	-
Transfer from Stage 1 to Stage 3	-	-	-	-
Transfer from Stage 2 to Stage 3	-	-	-	-
New financial assets	34 196	-	-	34 196
Maturity of financial assets	(35 090)	-	-	(35 090)
<b>Gross carrying amount as of December 31, 2024</b>	<b>16 095</b>	<b>-</b>	<b>-</b>	<b>16 095</b>

#### E. Liquidity risk

The liquidity risk is expressed in the negative situation that the Company will not be able to meet unconditionally all its obligations, according to their maturity.

It pursues a conservative liquidity management policy, through which it constantly maintains an optimal liquidity reserve of monetary funds and a good ability to finance its business activities. In order to control the risk, the Company monitors the timely payment of the incurred liabilities. The Company monitors and controls the actual and projected cash flows for periods ahead and maintains a balance between the maturity limits of the assets and liabilities of the Company.

On an ongoing basis the maturity and timely execution of payments is monitored by the finance and accounting department, maintaining daily information on available cash and upcoming payments.

<b>December 31, 2024</b>	<b>to 1 m.</b>	<b>1-3 m.</b>	<b>3-6 m.</b>	<b>6-12 m.</b>	<b>1-2 y.</b>	<b>2-5 y.</b>	<b>over 5 y.</b>	<b>without maturity</b>	<b>total</b>
Cash and cash equivalents	-	-	-	-	-	-	-	596	596
Long term loans granted to related parties	-	-	-	-	-	1 116	-	-	1 116
Receivables form related companies	-	98 409	-	6 635	-	-	-	-	105 044
Trade receivables	1	-	-	-	-	-	-	-	1
<b>TOTAL ASSETS</b>	<b>1</b>	<b>98 409</b>	<b>-</b>	<b>6 635</b>	<b>-</b>	<b>1 116</b>	<b>-</b>	<b>596</b>	<b>106 757</b>
Lease liabilities	10	20	28	59	163	111	55	-	446
Trade payables	135	-	-	-	-	-	-	-	135
Other liabilities	10	165	-	-	-	-	-	-	175
<b>TOTAL LIABILITIES</b>	<b>155</b>	<b>185</b>	<b>28</b>	<b>59</b>	<b>163</b>	<b>111</b>	<b>55</b>	<b>-</b>	<b>756</b>

December 31, 2024	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	-	-	-	-	-	-	-	4 778	4 778
Long term loans granted to related parties	-	-	-	-	-	1 073	-	-	1 073
Receivables form related companies	-	4 004	-	4 864	-	-	-	-	8 868
Trade receivables	36	-	-	1 340	-	-	-	-	1 376
<b>TOTAL ASSETS</b>	<b>36</b>	<b>4 004</b>	<b>-</b>	<b>6 204</b>	<b>-</b>	<b>1 073</b>	<b>-</b>	<b>4 778</b>	<b>16 095</b>
Lease liabilities	4	7	11	22	113	-	-	-	157
Trade payables	130	-	44	-	-	-	-	-	174
Other liabilities	10	20	30	235	-	-	-	-	295
<b>TOTAL LIABILITIES</b>	<b>144</b>	<b>27</b>	<b>85</b>	<b>257</b>	<b>113</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>626</b>

#### F. Capital risk management

With the capital management the 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.

The Company on a regular basis monitors the security and 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 statement of financial position and the cash and cash equivalents. The total amount of capital is equal to the equity and net debt capital.

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

	December 31, 2025	December 31, 2024
Total debt capital	3 225	816
Less: cash and cash equivalents	596	4 778
<b>Net debt capital</b>	<b>2 629</b>	<b>(3 962)</b>
Total equity	119 967	30 743
Total capital	122 596	26 781
<b>Debt ratio</b>	<b>2.63%</b>	<b>0.00%</b>

The indebtedness as of December 31, 2025 is 2.63% of the total capital. As of the end of 2024 the Company has no indebtedness since the cash is larger than the debt.

## 10. Fair values

For the purposes of disclosing fair value, the Company determines different classes of assets and liabilities depending on their nature, characteristics and risk and the respective level of the fair value hierarchy specified in item 3.09 from the Notes to the separate financial statements.

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

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

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

### As of December 31, 2025

	<u>Book value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
<b>Financial assets</b>				
Cash and cash in bank	596	-	596	-
Loans granted to related parties	1 116	-	-	-
Receivables from related companies	105 044	-	-	-
Trade receivables	1	-	-	-
<b>Total financial assets:</b>	<b>106 757</b>	<b>-</b>	<b>596</b>	<b>-</b>
<b>Financial liabilities</b>				
Lease liabilities	446	-	446	-
Trade payables	132	-	-	-
Other liabilities	175	-	-	-
<b>Total financial liabilities</b>	<b>756</b>	<b>-</b>	<b>446</b>	<b>-</b>

### As of December 31, 2024

	<u>Book value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
<b>Financial assets</b>				
Cash and cash in bank	4 778	-	4 778	-
Loans granted to related parties	1 073	-	-	-
Receivables from related companies	8 868	-	-	-
Trade receivables	1 376	-	-	-
<b>Total financial assets</b>	<b>16 095</b>	<b>-</b>	<b>4 778</b>	<b>-</b>
<b>Financial liabilities</b>				
Lease liabilities	157	-	153	-
Trade payables	174	-	-	-
Other liabilities	295	-	-	-
<b>Total financial liabilities</b>	<b>626</b>	<b>-</b>	<b>153</b>	<b>-</b>

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.

*All amounts are in thousand Bulgarian leva unless otherwise stated*

The fair value of receivables from related companies (loans granted, including), trade payables, granted commercial loans and other liabilities approximates their carrying amount as these assets/liabilities are not subject to effects, that lead to different fair value.

#### **11. Events after the end of the reporting period**

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

In January 2026, the Company announced preliminary data on consolidated revenues from sales of devices and related services, reporting an increase of approximately 40% to EUR 149.7 million (approximately BGN 292.8 million) for the financial year 2025 compared to the previous year. This result is in the middle of the forecast range of consolidated sales revenues of EUR 145 million to EUR 155 million (BGN 284 million to BGN 303 million). The EBIT forecast for the financial year 2025 has also been confirmed. The expectations for revenues of approximately EUR 200 million for 2026 remain unchanged.