SHELLY GROUP AD

CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2023

(Unofficial translation from the original in Bulgarian)

All amounts are in thousand Bulgarian leva unless otherwise stated

ASSETS	**Note**	**June 30, 2023**	**December 31, 2022**
Non-current assets			
Property, plant and equipment	3.01	5 220	4 653
Intangible assets	3.02	5 381	4 220
Right-of-use assets	3.03	526	296
Goodwill	3.04	4 117	160
Investments in associates	3.05	208	158
Other capital investments	3.06	1 089	830
Trade receivables	3.07	1 350	1 027
Deferred tax assets	3.08	348	348
Total non-current assets		**18 239**	**11 692**
Current assets			
Inventory	3.09	17 761	23 002
Receivables from loans granted	3.10	548	-
Trade receivables	3.11	27 434	21 647
Other receivables	3.12	2 424	3 622
Short-term financial assets	3.13	-	175
Cash and cash equivalents	3.14	38 798	28 148
Prepaid expenses	3.15	495	512
Total current assets		**87 460**	**77 106**
TOTAL ASSETS		**105 699**	**88 798**

Date: August 16, 2023

Prepared by: Silviya Ivanova Tomova
Digitally signed by Silviya Ivanova Tomova
Date: 2023.08.16 11:09:23 +03'00'

/ Silviya Ivanova Tomova/

Executive Director: Dimitar Stoyanov Dimitrov
Digitally signed by Dimitar Stoyanov Dimitrov
Date: 2023.08.16 18:41:08 +03'00'

/ Dimitar Stoyanov Dimitrov/

The consolidated statement of financial position shall be read together with the accompanying notes on pages 7-59. The notes are an integral part of these separate financial statements.

All amounts are in thousand Bulgarian leva unless otherwise stated

LIABILITIES	**Note**	**June 30, 2023**	**December 31, 2022**
Non-current liabilities			
Bank loans	3.16	1 357	1 488
Lease liabilities	3.17	335	157
Retirement benefit obligations	3.18	112	112
Total non-current liabilities		**1 804**	**1 757**
Current liabilities			
Bank loans	3.16	559	668
Lease liabilities	3.17	388	161
Trade payables	3.19	5 694	1 891
Payables to employees	3.20	1 159	1 837
Payables to social security	3.21	309	204
Tax payables	3.22	2 884	2 074
Other liabilities	3.23	5 442	1 098
Deferred income		16	36
Total current liabilities		**16 451**	**7 969**
TOTAL LIABILITIES		**18 255**	**9 726**
EQUITY			
Share capital	3.24	18 000	18 000
Purchased own shares		-	(780)
Retained earnings	3.23	61 369	55 117
Legal reserves	3.24	2 804	1 800
Premium reserve	3.25	5 403	5 403
Revaluation reserve	3.26	(228)	(507)
Exchange differences from translation of foreign subsidiaries' financial statements		473	39
Equity, related to the holders of the equity of the parent company		**87 821**	**79 072**
Non-controlling interests		**(377)**	**-**
TOTAL EQUITY		**87 444**	**79 072**
TOTAL EQUITY AND LIABILITIES		**105 699**	**88 798**

Date: August 16, 2023

Prepared by: Silviya Ivanova Tomova Digitally signed by Silviya Ivanova Tomova Date: 2023.08.16 11:09:58 +03'00'

/ Silviya Ivanova Tomova/

Executive Director: Dimitar Stoyanov Dimitrov Digitally signed by Dimitar Stoyanov Dimitrov Date: 2023.08.16 18:41:22 +03'00'

/ Dimitar Stoyanov Dimitrov/

The consolidated statement of financial position shall be read together with the accompanying notes on pages 7-59. The notes are an integral part of these separate financial statements.

All amounts are in thousand Bulgarian leva unless otherwise stated

	Note	Six months of 2023	Six months of 2022
Sales revenue	4.01	54 785	35 753
Cost of sales	4.01	(24 199)	(18 511)
Gross profit		**30 586**	**17 242**
Other operating income	4.02	141	1 600
Sales expenses		(2 740)	(1 101)
Administrative expenses	4.03	(14 014)	(8 966)
Other operating expenses	4.04	(350)	(1 202)
Profit from operating activity		**13 623**	**7 573**
Finance revenue	4.05	10	
Finance expense	4.06	(307)	(151)
Share of associated companies' profit	3.07	50	38
Profit before tax		**13 376**	**7 460**
Income tax expense	4.06	(1 949)	(1 122)
Income tax expense		**11 427**	**6 338**
Other comprehensive income:			
Items, that will not be reclassified to profit or loss			
Other long-term capital instruments		279	(1 007)
Exchange differences from translation of foreign subsidiaries' financial statements		(14)	33
Effect of business combination		448	(160)
Other comprehensive income for the period after taxes		**713**	**(1 134)**
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		**12 140**	**5 204**
Net profit related to:			
The owners of the parent company		11 672	6 338
Non-controlling interests		(245)	-
Other comprehensive income related to:			
The owners of the parent company		713	(1 334)
Non-controlling interests		-	-
Total comprehensive income related to:			
The owners of the parent company		12 385	5 204
Non-controlling interests		(245)	-
Earnings per share		**0.64**	**0.35**

Date: August 16, 2023

Prepared by: Silviya Ivanova Tomova Digitally signed by Silviya Ivanova Tomova Date: 2023.08.16 11:10:32 +03'00'

Executive Director: Dimitar Stoyanov Dimitrov Digitally signed by Dimitar Stoyanov Dimitrov Date: 2023.08.16 18:41:41 +03'00'

/ Silviya Ivanova Tomova/

/ Dimitar Stoyanov Dimitrov/

The consolidated statement of comprehensive income shall be read together with the accompanying notes on pages 7-59. The notes are an integral part of these consolidated financial statements.

All amounts are in thousand Bulgarian leva unless otherwise stated

	Share capital	**Retained earnings**	**Revaluation reserve**	**Premium reserve**	**Legal reserves**	**Repurchased own shares**	**Exchange differences from translation of foreign subsidiaries' financial statements**	**Total**	**Non-controlling interests**	**Total equity**
Balance at January 1, 2022	**18 000**	**39 324**	**1 036**	**5 403**	**1 800**	**-**	**(61)**	**65 502**	**-**	**65 502**
Total comprehensive income, net, incl.	-	17 433	(1 383)	-	-	-	100	16 150	-	16 150
Net profit	-	*17 433*	-	-	-	-	-	*17 433*	-	*17 433*
Other comprehensive income	-	-	*(1 439)*	-	-	-	*100*	*(1 339)*	-	*(1 339)*
Deferred tax	-	-	*56*	-	-	-	-	*56*	-	*56*
Repurchased own shares (40 000 shares)	-	-	-	-	-	(780)	-	(780)	-	(780)
Dividends (BGN 0.10 per share)	-	(1 800)	-	-	-	-	-	(1 800)	-	(1 800)
Other adjustments	-	160	(160)	-	-	-	-	-	-	-
Balance at December 31, 2022	**18 000**	**55 117**	**(507)**	**5 403**	**1 800**	**(780)**	**39**	**79 072**	**-**	**79 072**
Balance at January 1, 2023	**18 000**	**55 117**	**(507)**	**5 403**	**1 800**	**(780)**	**39**	**79 072**	**-**	**79 072**
Total comprehensive income, net, incl.	**-**	**11 672**	**279**	**-**	**-**	**-**	**(14)**	**11 937**	**(245)**	**11 692**
Net profit	-	11 672	-	-	-	-	-	11 672	(245)	11 427
Other comprehensive income	-	-	*284*	-	-	-	(14)	270	-	270
Effect from business combination	-	(1 202)	-	-	1 004	-	448	250	(132)	118
Dividends	-	(4 500)	-	-	-	-	-	(4 500)	-	(4 500)
Repurchased own shares	-	277	-	-	-	*780*	-	1 057	-	1 057
Other adjustments	-	5	*(5)*	-	-	-	-	-	-	-
Balance at June 30, 2023	**18 000**	**61 369**	**(228)**	**5 403**	**2 804**	**-**	**473**	**87 821**	**(377)**	**87 444**

Date: August 16, 2023

Prepared by: Silviya Ivanova Tomova Digitally signed by Silviya Ivanova Tomova Date: 2023.08.16 11:10:58 +03'00'

/ Silviya Ivanova Tomova/

Executive Director: Dimitar Stoyanov Dimitrov Digitally signed by Dimitar Stoyanov Dimitrov Date: 2023.08.16 18:41:54 +03'00'

/ Dimitar Stoyanov Dimitrov/

The consolidated statement of changes in equity shall be read together with the accompanying notes on pages 7-59.
The notes are an integral part of these consolidated financial statements

All amounts are in thousand Bulgarian leva unless otherwise stated

	Note	Six months of 2023	Six months of 2022
Cash flows from operating activities			
Proceeds from customers		54 269	33 013
Payments to suppliers		(27 433)	(27 514)
Taxes paid		951	(2 933)
Paid corporate tax		(1 574)	(236)
Payments to employees and social security institution		(8 970)	(5 484)
Other payments, net		(288)	(62)
Net cash flows from operating activities		**16 955**	**(3 216)**
Cash flows from investing activities			
Cash flows related to acquisition of property, plant and equipment and intangible assets		(2 199)	(917)
Loans granted		(548)	-
Proceeds from sale of property, plant and equipment		76	-
Proceeds from the sale of investments		42	2 572
Purchase of investments		(4 194)	(60)
Other payments from investment activity		149	-
Net cash flows from investing activities		**(6 674)**	**1 595**
Cash flows from financing activities			
Repayment of purchased own shares		1 064	(780)
Lease payments		(88)	(39)
Loans received		162	-
Loans repaid		(660)	(254)
Cash flows related to interest and commissions		(30)	(30)
Other payments, net		(8)	(48)
Net cash flows used in financing activitie		**440**	**(1 151)**
Net increase/(decrease) in cash and cash equivalents for the year		**10 721**	**(2 772)**
Net effect from exchange rates differences		(71)	385
Cash and cash equivalents at the beginning of the year		**28 148**	**30 541**
Cash and cash equivalents at the end of the year	*3.15*	**38 798**	**28 154**

Date: August 16, 2023

Prepared by: Silviya Ivanova Tomova Digitally signed by Silviya Ivanova Tomova Date: 2023.08.16 11:11:24 +03'00'

/ Silviya Ivanova Tomova/

Executive Director: Dimitar Stoyanov Dimitrov Digitally signed by Dimitar Stoyanov Dimitrov Date: 2023.08.16 18:42:09 +03'00'

/ Dimitar Stoyanov Dimitrov/

The consolidated statement of cash flow shall be read together with the accompanying notes on pages 7-59. The notes are an integral part of these consolidated financial statements

TABLE OF CONTENT

All amounts are in thousand Bulgarian leva unless otherwise stated

All amounts are in thousand Bulgarian leva unless otherwise stated

1. Information on the Group

1.1. Legal status

Shelly Group AD (the Parent Company, previous name Allterco AD), Sofia, is entered in the Commercial Register of the Registry Agency with UIC (Unified Identification Code) as per BULSTAT: 201047670 and LEI code 8945007IDGKD0KZ4HD95. The Company is with seat and registered office in Bulgaria, 1407 Sofia, 103 Cherni vrah Blvd. No changes to the company seat and registered office were made during the reporting period. The initial registered fixed capital was BGN 50 000 (fifty thousand) by contribution of shares. Subsequently by another contribution the capital was increased up to BGN 5 488 000 (five million four hundred and eighty-eight thousand), distributed in 5 488 000 ordinary registered voting shares with nominal value of BGN 1.00 each. At the end of 2015, the capital was increased to BGN 13,500 thousand through cash and non-cash contributions. At the end of 2016, the capital was increased to BGN 15,000 thousand after the successful Initial Public Offering on the Bulgarian Stock Exchange. In 2020, the capital was increased to BGN 18,000 thousand as a result of a procedure for Secondary Public Offering of a new issue of shares, carried out in the period September 28, 2020 – October 30, 2020 on the grounds of a Prospectus, together with the supplements to it, confirmed by the Financial Supervision Commission with Decision no. 148-E of February 18, 2020, Decision no. 405-E of June 11, 2020, Decision no. 601-E of August 13, 2020 and Decision no. 791-E of October 29, 2020. Since December 20216 the shares of Shelly Group AD are traded on the Bulgarian Stock Exchange and since November 22, 2021 the Company's shares are traded on the Frankfurt Stock Exchange. The Parent Company is managed by the Board of Directors and is represented jointly or separately by Svetlin Todorov, Wolfgang Kirsch and Dimitar Dimitrov.

1.2. **Ownership and managemen**

The Shelly Group AD (the Group) includes Allterco AD (the Parent Company) and its subsidiaries, in which the Parent Company has controlling interest directly or through another subsidiary. Shelly Group AD is a public company in Bulgaria under the Public Offering of Securities Act.
The distribution of the share capital of Shelly Group AD as of June 30, 2023, is as follows:

Name	**Number of shares:**	**% of the capita**
Svetlin Todorov	5 847 120	32.48%
Dimitar Dimitrov	5 847 120	32.48%
Persons holding less than 5% of the capital		
Other physical persons and legal entities	6 305 759	35.04%
Total	**17 999 999**	**100.00%**

On June 30, 2022, Shelly Group AD acquired 40 000 own shares at a price of BGN 19.50 per share, representing 0.22% of its registered capital through over-the-counter transactions (OTC transactions) from two independent shareholders. As of June 30, 2023 the treasury shares are sold to the market.
The composition of the Board of Directors as at June 30, 2023 is as follows:

- Gregor Bieler – Chairman;
- Nikolay Martinov – Deputy Chairman;
- Dimitar Dimitrov – Executive Director and representative;
- Wolfgang Kirsch – Executive Director and representative;
- Svetlin Todorov – member of the Board of Directors and representative;

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

1.3. **Scope of activities**

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

All amounts are in thousand Bulgarian leva unless otherwise stated

1.4. **Group structure**

As of June 30, 2023, the Group includes Shelly Group AD and the following subsidiaries, in the country and abroad, which it controls.

Company name	**June 30 2023**	**December 31 2022**
	Percentage of participation	**Percentage of participation**
In the country		
Shelly Trading LTD (formerly ALLTERCO TRADING OOD (Ltd.)	*100%*	*100%*
Shelly Europe LTD (formerly ALLTERCO ROBOTICS EOOD (Solely-owned LLC))	*100%*	*100%*
Shelly Properties LTD (formerly ALLTERCO PROPERTIES EOOD (Solely-owned LLC))	*100%*	*100%*

Company name	**June 30 2023**	**December 31 2022**
	Percentage of participation	**Percentage of participation**
Abroad		
SHELLY USA (formerly ALLTERCO ROBOTICS INC), USA	*100%*	*100%*
Shelly DACH (formerly ALLTERCO EUROPE GMBH, Germany)	*100%*	*100%*
GOAP, Slovenia	*60%*	-

In the first quarter of 2022, Shelly Group AD increased the share capital of its subsidiary Shelly Europe EOOD. The capital increase is intended to accelerate the development of new products, expand production capacity and enter new markets, as well as R&D activities. The share capital of Shelly Europe EOOD was increased from BGN 1 500 000 to BGN 7 000 000 through subscription of new 5 500 000 company shares with a nominal value of BGN 1.00 each.

In 2022 Shelly Group AD has made an additional cash contribution amounting to BGN 1 834 thousand (USD 1 million) to its subsidiary Shelly USA, which was granted for a period of one year with an annual interest rate of 1.0%. In the fourth quarter of 2022, Shelly Group AD increased the capital of the subsidiary in the USA by BGN 921 thousand (USD 500 thousand) to BGN 973 thousand by the end of 2022, respectively as of June 30, 2023.

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

On January 4, 2023 Shelly Group AD announced the completion of phase I of the acquisition of the Slovenian IoT provider GOAP Računalniški inženiring in avtomatizacija procesov d.o.o. Nova Gorica, („GOAP") representing the acquisition of 60% of acquiree's equity. The transaction is subject to share purchase agreements ("SPA"), which have been signed with all four GOAP shareholders. The total transaction price for phase I amounts to EUR 2 million (BGN 3.9 million) and is paid in cash. The acquisition price of the new subsidiary includes additional costs related to the transaction amounting to BGN 234 thousand.

All amounts are in thousand Bulgarian leva unless otherwise stated

The remaining 40% of the equity of GOAP, owned by the three owners – individuals, are subject to an options contract, which was signed along with the acquisition agreements. Under the options contract Shelly Group AD has an unconditional option to purchase (call option), whereas the sellers – conditional option to sell (put option) two packages of company shares (the exercise of any of the sellers' options is subject to achieving in the period 2023-2025 of specific minimum criteria for KPI, EBITDA and revenue). One of the options is for the acquisition of 16%, whereas the other is for the acquisition of 24% of the equity of GOAP. The total price for the shares upon exercise of the options depends on the extent of realization of the conditions for this and may vary between EUR 699 999.70 (BGN 1 369 080.41) and EUR 3 449 998.60 (6 747 610.76 BGN).

In the first quarter of 2023, Shelly Group AD granted a cash loan amounting to BGN 978 thousand (EUR 500 thousand) to the subsidiary GOAP Računalniški inženiring in avtomatizacija proces d.o.o., Nova Gorica

In the second quarter of 2023, Shelley Group AD provided an additional cash contribution in the amount of BGN 978 thousand (EUR 500 thousand) to the subsidiary GOAP, Slovenia**.**

2. Basis for preparation and accounting principles

2.1. Basis for preparation

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

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

As of June 30, 2023 IASs comprises the International Financial Reporting Standards (IFRS) and the interpretations of the International Financial Reporting Interpretations Committee (IFRIC), approved by the International Accounting Standards Board (IASB), and the International Accounting Standards and Interpretations of the Standing Interpretations Committee (SIC), approved by the International Accounting Standards Committee (IASC) and adopted by the European Union (EU).

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

2.2. Initial application of new and amended IFRSs

2.2.1. Standards effective for the current reporting period

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

The management has reviewed the changes in the existing accounting standards effective from January 1, 2022 and believes that they do not require changes in terms of the accounting policy applied in the current year.

The following amendments to the existing standards issued by the International IASB and adopted by the EU are effective for the current reporting period.

- **IFRS 17 Insurance Contracts** including amendments to IFRS 17 adopted by the EU on November 19, 2021 (effective for annual periods beginning on or after January 1, 2023);
- **Amendments to IFRS 17 Insurance contracts** - Initial Application of IFRS 17 and IFRS 9 – Comparative Information (effective for annual periods beginning on or after January 1, 2023);

- **Amendments to IAS 1 Presentation of Financial Statements:** Disclosure of Accounting policies adopted by the EU on March 2, 2022 (effective for annual periods beginning on or after January 1, 2023);

- **Amendments to IAS 8 Accounting policies, Changes in Accounting Estimates and Errors:** Definition of Accounting Estimates adopted by the EU on March 2, 2022 (effective for annual periods beginning on or after January 1, 2023);

- **Amendments to IAS 12 Income Taxes -** Deferred Tax related to Assets and Liabilities arising from a Single Transaction adopted by the EU on 11 August 2022 (effective for annual periods beginning on or after January 1, 2023).

2.2.2. New standards and amendments to the existing standards issued by IASB but not yet adopted by the EU

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

- **Amendments to IAS 1 Presentation of Financial Statements**: Classification of Liabilities as Current or Non-current (effective for annual periods beginning on or after January 1, 2023);
- **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 IAS 1 Presentation of Financial Statements** - Non-current Liabilities with Covenants (effective for annual periods beginning on or after 1 January 2024);
- **Amendments to IFRS 16 Leases** - Lease Liability in a Sale and Leaseback (effective for annual periods beginning on or after 1 January 2024).
- **IFRS 14 Regulatory Deferral Accounts** (effective for annual periods beginning on or after 1 January 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 indefinitely until the research project on the equity method has been concluded).

The Group anticipates that the adoption of these new standards and amendments to the existing standards will have no material impact on the financial statements of the Company in the period of initial application.
Hedge accounting for a portfolio of financial assets and liabilities whose principles have not been adopted by the EU remains unregulated.
According to the Company's estimates, the application of hedge accounting to a portfolio of financial assets or liabilities pursuant to **IAS 39 Financial Instruments** - Recognition and Measurement would not significantly impact the financial statements, if applied as at the reporting date.

2.3. Accounting principles

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

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

Management has no plans or intentions to sell the business or cease operations, which could materially change the carrying amount or classification of assets and liabilities reported in the consolidated financial statements. The assessment of assets and liabilities and the measurement of income and expenses is made in compliance with the historical cost principle. This principle is modified in specific cases by the revaluation of certain assets and/or liabilities to their fair value as of June 30 of the current year and December 31 of the previous year, as indicated in the relevant notes below.

2.4. Functional and reporting currency

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

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

The companies of the Group keep their accounting registers in the functional currency of the country in which they operate. The effects of exchange differences relating to the settlement of foreign currency transactions or the reporting of transactions in a foreign currency at rates that are different from those at which they were originally recognised shall be included in the statement of comprehensive income at the time they arise, treated as "other operating income and expenses" except those related to investments and loans denominated in foreign currency, which are presented as "finance income" and "finance expenses". Non-monetary assets and liabilities originally denominated in a foreign currency are accounted for in a functional currency using the historical exchange rate at the date of the transaction and subsequently not revalued at a closing rate.

2.5. Comparative data

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

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

2.6. Transactions and balances

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

At each date of financial statement preparation:

(a) monetary positions, receivables and payables denominated in foreign currency are recalculated into the functional currency using the exchange rate published by the BNB on the last business day of the respective month;

(b) non-monetary items held at historical cost in a foreign currency are translated using the exchange rate at the date of the transaction, if an exchange rate other than that of the transaction (average monthly, daily or other) is applied; and

(c) non-monetary items held at fair value in a foreign currency are recalculated using the exchange rates at the date when the fair value was determined.

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

Foreign Exchange Rates.

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

- All monetary and non-monetary assets and liabilities (including comparative information) are recalculated at the BNB closing exchange rate at the date of the relevant statement of financial position; Monetary positions in foreign currency as of December 31, 2022 and June 30, 2023 are retranslated in these financial statements at the closing exchange of the BNB. As of December 31, 2022 – BGN 1,83371 for 1 USD; BGN 1,86025 for 10 NOK and BGN 1,95583 for 1 EUR, and as of June 30, 2023 – BGN 1,79995 for 1 USD; BGN 1,67108 for 10 NOK; and BGN 1,95583 for 1 EUR)
- The income and expense items of each comprehensive income statement are recalculated at the accounting date at the weighted average exchange rate for the accounting period;
- All exchange rate differences obtained are recognized as other comprehensive income.
- The cumulative amount of these exchange rate differences is presented in a separate component of equity until the foreign operation is disposed.
- Share capital and other components of equity are translated using the historical rate, i.e. the exchange rate at the date of issue of share capital, or at the date of the associated transaction for other components of equity.

2.7. Accounting estimates and judgements

The application of the IAS requires the Company's management to apply certain accounting assumptions and judgments when preparing the annual separate financial statement and when determining the value of some of the assets, liabilities, income, expenses and contingent assets and liabilities.
All assessments are based on the management’s best judgment as of the date of preparation of these financial statements. Actual results could differ from those presented in these financial statements.
In preparing these financial statements, the management used judgments related to the following items:

- Right-of-use assets – period of use of the assets and discount factor (Note 3.03)
- Current and non-current receivables – need for impairment (Note 3.07 and 3.11)
- Retirement benefits obligations (Note 3.18)
- Deferred tax assets (Note 3.08)
- Provisions for warranty service (Note 3.22)

2.8. Subsidiaries and associated companies

Subsidiaries are the entities over which Shelly Group AD is in control as defined in IFRS 10 Consolidated Financial Statements.
The parent-company (the investor) controls the investee company if it has:

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

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

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

2.9. Non-controlling interest

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

2.10. Consolidation

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

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

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

2.11.1. Revenue

The Group recognises revenue from the following major sources:

- Sale of electronic devices

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

The Group sells electronic devices both to the wholesale market and directly to customers through its own website and through direct sales. Sales-related warranties associated with the products cannot be purchased separately and they serve as an assurance that the products sold comply with agreed-upon specifications. Accordingly, the Group accounts for warranties in accordance with IAS 37 Provisions, Contingent Liabilities and Contingent Assets (see note 3.22).

For sales of electronic equipment to the wholesale market, revenue is recognised when control of the goods has transferred, being when the goods have been shipped to the wholesaler's specific location (delivery). Following delivery, the wholesaler has full discretion over the manner of distribution and price to sell the goods, and bears the risks of obsolescence and loss in relation to the goods. A receivable is recognised by the Group when the goods are delivered to the wholesaler as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

For sales of goods to retail customers, revenue is recognised when control of the goods has transferred, being at the point the customer purchases the goods. Payment of the transaction price is due

when the customer receives the goods.

For internet sales, revenue is recognised when control of the goods has transferred to the customer, being at the point the goods are shipped to the customer's specific location. When the customer initially purchases the goods online the transaction price received by the Group is recognised as a contract liability until the goods have been delivered to the customer.

Under the Group's standard contract terms, customers have a right of return within 14 days. At the same time, the Group has a right to recover the product when customers exercise their right of return so consequently recognises a right to returned goods asset and a corresponding adjustment to cost of sales.

The Group uses its accumulated historical experience to estimate the number of returns on a portfolio level using the expected value method. It is considered highly probable that a significant reversal in the cumulative revenue recognised will not occur given the consistent level of returns over previous years.

Revenue from services

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

Other income/revenue

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

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

2.11.2. Expenses

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

Financial expenses consist of interest expenses and other direct costs related to loans as well as bank fees and losses from foreign currency exchange.

2.11.3. Property, plant and equipment

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

Initial recognition

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

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

Measurement after recognition

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

For all other classes of non-current tangible assets, the company has applied the acquisition cost mode.

Depreciation Methods

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

All amounts are in thousand Bulgarian leva unless otherwise stated

The useful life by classes of assets is as follows:

Vehicles	4 years
Buildings	25 years
Computer equipment	2-5 years
Office equipment	5- 6,67 years
Other non-current tangible assets	6,67 years

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

Derecognition of non-current tangible assets

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

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

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

2.11.4. Intangible assets

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

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

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

Initial recognition

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

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

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

Subsequent costs

Expenses related to the maintenance of initially established standard efficiency, incurred after the commissioning of intangible non-current assets, are recognized as current at the time when they are incurred. The carrying amount of the respective intangible asset is adjusted by the expenses that lead to increase of the expected future economic benefits form the use of an intangible asset above the initially determined standard efficiency.

2.11.5. Goodwill

Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognised. Initially, it is presented in the consolidated financial statements at acquisition cost and subsequently it is presented at acquisition cost less impairment losses. Goodwill is not amortized.

The goodwill originating as a result of the acquisition of a subsidiary is presented in the consolidated statement of financial position as a part of non-current assets and the goodwill originating as a result of acquisition of joint-ventures or associated companies is included in the total value of investment and is reported as "Investments in associated companies".

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

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

Losses from impairment of goodwill are presented in the consolidated statement of comprehensive income (in profit or loss for the year) as part of item "Impairment of non-current assets"

2.11.6. Other long-term equity investments

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

Initial recognition

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

Subsequent measurement

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

2.11.7. Investments in associated companies

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

As of June 30, 2023 Group reports a share in the profit of associated companies amounting to BGN 50 thousand. The value of the investment indicated in the consolidated statement of financial position has been increased by the same amount.

2.11.8. Inventories

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

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

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

When the inventory is used, the weighted average method is applied.

2.11.9. Financial instruments

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

a) Financial assets

Initial recognition and measurement

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

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

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

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

Purchases or sales of financial assets, the terms of which require the delivery of the assets within a certain period of time, usually established by a regulatory provision or current practice in the relevant market (regular purchases), are recognized on the date of trading (transaction), i.e. on the date on which the Group has committed to buy or sell the asset.

Subsequent measurement

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

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

Financial assets at amortized cost (debt instruments)

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

- The financial asset is held within a business model aimed at obtaining the contractual cash flows, and
- The terms of the contract for the financial asset give rise to cash flows on specific dates that represent solely payments of principal and interest on the outstanding principal amount. Financial assets at amortized cost are subsequently measured using the effective interest rate (EIR) method and are

subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

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

The Group measures its debt instruments at fair value in other comprehensive income if both of the following conditions are met:

- The financial asset is held within a business model aimed at obtaining the contractual cash flows, and its disposal as well; and
- On the specified dates, the contractual terms of the financial asset give rise to cash flows that represent solely payments of principal and interest on the outstanding principal amount.

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

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

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

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

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets that do not qualify for classification at amortized cost or at fair value through other comprehensive income and financial assets designated at initial recognition as measured at fair value through profit or loss, or financial assets that are required to be measured at fair value. Derivatives, including separated embedded derivatives, are classified as held for trading unless designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value in profit or loss, regardless of the business model.

Notwithstanding the criteria for debt instruments to be classified at amortized cost or at fair value in other comprehensive income as described above, debt instruments may be designated as measured at fair value in profit or loss upon initial recognition, if thus eliminates or substantially reduces the accounting mismatch. Financial assets at fair value through profit or loss are reflected in the statement of financial position at fair value, and the net changes in fair value are recognized in the statement of comprehensive income.

Derecognition

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

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

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

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

Impairment of financial assets

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

- Significant judgements in applying the Group’s accounting policy. Key estimates and assumptions with high uncertainty. (Note 2.12.17);
- Trade and other receivables (Notes 3.11 and 3.12).

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

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

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

The Group considers a financial instrument in default when contractual payments are overdue for 90 days.

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

Financial liabilities

Initial recognition and measurement

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

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

Subsequent measurement

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

Financial liabilities measured at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as such at fair value through profit or loss. Financial liabilities are classified as held for trading if they are acquired for repurchase in the near future. Gains or losses on liabilities held for trading are recognized in the statement of comprehensive income.

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

Financial liabilities at amortized cost

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

Derecognition

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

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

Trade and other receivables

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

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

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

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

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

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

Borrowings

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

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

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

Payables to suppliers, other current liabilities and advances received

Trade and other payables arise as a result of goods or services received. Current liabilities are not amortized. Trade payables are recognized initially at fair value and subsequently at amortized cost using the effective interest method.

2.11.10. Cash and cash equivalents

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

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

2.11.11. Lease

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

The Group as a lessee

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

Right-of-use assets

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

The acquisition cost of right-of-use assets includes the amount of recognized lease liabilities, the initial direct costs incurred and the lease payments made on or before the inception date of the lease, an estimate of the costs to be incurred by the lessee in dismantling and relocating the asset, the restoration of the site on which it is located or the restoration of the asset to the condition required under the terms of the lease, less any incentives received under the lease. The right-of-use assets are depreciated on a straight-line basis over the lease term. If at the end of the lease term the ownership of the leased asset is transferred to the Group, or the acquisition cost reflects the exercise of a purchase option, depreciation is calculated using the expected useful life of the asset.

Lease liabilities

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

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

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

In calculating the present value of lease payments, the Group uses an intrinsic interest rate at the inception date of the lease because the interest rate implicit in the lease cannot be determined reliably. After the inception date, the amount of lease liabilities is increased by the interest and reduced by the lease payments made. In addition, the carrying amount of lease liabilities is revalued, if there is a modification, a change in the lease term, a change in lease payments (for example, changes in future payments resulting from a change in the index or interest rate used to determine those lease payments) or a change in the measurement of the option to purchase the underlying asset.

Short-term leases and low-value assets leases

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

2.11.12.Provisions

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

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

2.11.13. Payables to employees

Defined benefit plans

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

Paid annual leave

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

Retirement benefit plans

In accordance with the requirements of the Labor Code, upon termination of the employment contract of an employee who has acquired the right to a pension, the Group pays the employee a compensation in the amount of two gross salaries, if the accumulated service at the Group is less than ten years, or six gross salaries, in case of accumulated service time at the Group of over ten consecutive years.

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

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

2.11.14. Share capital and reserves

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

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

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

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

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

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

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

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

Repurchased own shares are presented in the consolidated statement of financial position at cost (acquisition price), with their gross purchase price reduced by the Group's equity capital. Profit or loss from the sale of repurchased own shares are presented directly in the Group's equity, under the "Repurchased shares

All amounts are in thousand Bulgarian leva unless otherwise stated

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

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

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

2.11.15. Income tax expense

Income tax expense is the amount of current income tax and the tax effect on temporary tax differences.

Current taxes on the profit of Bulgarian companies are determined in accordance with the requirements of the Bulgarian tax legislation. The nominal tax rate in Bulgaria for 2022 and 2023 is 10%

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

Country	**Nominal tax rates per year**	
	2023	**2022**
Germany	15,825%	15,825%
USA	15-35%	15-35 %
Slovenia	19%	-

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

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

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

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

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

As of June 30, 2023 the Group recognises deferred income tax only for Bulgarian companies and at a 10% tax rate and for the Slovenian company assessed at tax rate 19%.

2.11.16. Earnings per share

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

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

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

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

Key estimates and assumptions with high uncertainty

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

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

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

Defined benefit plans

The employee defined benefit obligation is determined by actuarial valuation. This estimate requires assumptions on the discount rate, future wage growth, staff turnover and mortality rates. Due to the long-term nature of defined benefit plans, these assumptions are subject to significant uncertainty. The Group prepared an actuarial valuation of defined benefits and reported them in the consolidated financial statements at the end of 2022 (note 3.18). At the end of the current reporting period, the company has not prepared a new actuarial assessment.

Useful lives of property, plant and equipment and intangible assets

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

Impairment of receivables

Management estimates the volume and timing of expected future cash flows related to receivables based on experience versus current circumstances. Due to the inherent uncertainty of this estimate, actual results may differ. Group's management compares prior year estimates with actual results.

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

Impairments recognised for the reporting period.

Impairment of property, plant and equipment

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

As of 30 June 2023, such a review was carried out, as a result of which management considered that no impairment indicators were available. No impairment loss on property, plant and equipment is reported in the financial statements.

Impairment of inventories

At the date of each financial statement, the Group's management reviews and analyses existing inventories. An overview and analysis of all available inventories is made in terms of basic indicators – uniformity, commercial appearance, shelf life, etc., and determines expert prices. The proposed expert prices are consistent with the prices reached under concluded contracts for realization on the domestic and foreign markets, the dynamics of supply and demand of inventories, the latest price levels, and trends in transactions with similar inventories. For the calculation of the net realisable value of individual types of inventories, the estimated direct costs associated with sales are excluded from expertly determined selling prices. When assessing the inventories for which sales contracts are concluded, the net realisable value is determined based on the contract price less the cost of sales. Inventories not tied to sales contracts are valued according to assumptions about the possibilities for their future disposal. Based on this review and analysis, no impairment of existing inventories was made as of 31 December 2022.

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

Income taxes

The companies in the group are tax entities under the jurisdiction of the tax administration in the country in which they operate. A significant assessment needs to be made to determine the tax provision. There are numerous examples for which the tax finally determined is unspecified in the normal course of business. Group companies recognise liabilities for expected tax liabilities based on the judgement of the management of the relevant company and the Group. When the final tax result of such events is different from the amounts originally reported, those differences will affect current income tax and deferred tax provisions in the tax revisions period.

Leases

Determining the lease term for contracts with renewal and termination options - The Group as lessee

The Group defines the lease term as the irrevocable term of the lease, together with any periods covered by an option to extend it if it is reasonably certain that the option will be exercised, or any periods covered by a termination option if it is reasonably certain that the option will not be exercised (note 3.17)

2.11.18. Fair values

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

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

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

- Level 1: quoted prices (unadjusted) in active markets for similar assets or liabilitie.
- 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 liabilit.

- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable input data)

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

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period in which the change occurs. In the first six months of 2023 and 2022 there have been no transfers between the levels of the fair value hierarchy.

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

All amounts are in thousand Bulgarian leva unless otherwise stated

3. Notes to the consolidated statement of financial position

3.01. Property, plant and equipment

	Lands	Buildings	Machinery and facilities	Vehicles	Computer equipment	Office equipment	Other	Expenses for acquisition of fixed tangible assets	Total
January 01, 2022									
Acquisition cost	**1 476**	**3 032**	**912**	**452**	**257**	**141**	**293**	**55**	**6 618**
Accumulated depreciation	**-**	**(213)**	**(763)**	**(382)**	**(228)**	**(105)**	**(129)**	**-**	**(1 820)**
Book value	**1 476**	**2 819**	**149**	**70**	**29**	**36**	**164**	**55**	**4 798**
Acquisitions	**-**	**56**	**18**	**6**	**46**	**84**	**2**	**57**	**269**
Purchase	-	56	18	6	46	84	2	57	269
Decrease (book value)	**-**	**-**	**(38)**	**-**	**(5)**	**-**	**(58)**	**(30)**	**(131)**
Sale	-	-	(38)	-	(5)	-	(58)	-	**(101)**
Written off book value related to sold investments	-	-	-	-	-	-	-	(30)	**(30)**
Depreciation for the period	**-**	**(120)**	**(105)**	**(43)**	**(30)**	**(21)**	**(27)**	**-**	**(346)**
Changes in depreciation	**-**	**-**	**-**	**-**	**5**	**-**	**58**	**-**	**63**
Depreciation of written off assets	-	-	-	-	5	-	58	-	63
December 31, 2022									
Acquisition cost	**1 476**	**3 088**	**892**	**458**	**298**	**225**	**237**	**82**	**6 756**
Accumulated depreciation	**-**	**(333)**	**(868)**	**(425)**	**(253)**	**(126)**	**(98)**	**-**	**(2 103)**
Book value at the end	**1 476**	**2 755**	**24**	**33**	**45**	**99**	**139**	**82**	**4 653**
January 01, 2023									
Acquisition cost	**1 476**	**3 088**	**892**	**458**	**298**	**225**	**237**	**82**	**6 756**
Accumulated depreciation	**-**	**(333)**	**(868)**	**(425)**	**(253)**	**(126)**	**(98)**	**-**	**(2 103)**
Book value	**1 476**	**2 755**	**24**	**33**	**45**	**99**	**139**	**82**	**4 653**
Acquisitions	**-**	-	**114**	**410**	**67**	**11**	**8**	**131**	**741**
Purchase	**-**	-	65	410	67	11	1	-	**554**
Busines combination	**-**	-	9	-	-	-	7	-	**16**
Other way	**-**	-	40	-	-	-	-	131	**171**
Decrease (book value)	-	(314)	-	(178)	-	(7)	(1)	-	**(500)**
Sale	**-**	-	-	(178)	-	-	-	-	**(178)**
Other way	-	(314)	-	-	-	(7)	(1)	-	**(322)**
Depreciation for the period	**-**	**(55)**	**(15)**	**(46)**	**(21)**	**(12)**	**(17)**	**-**	**(166)**
Change in the depreciation		**314**	**-**	**178**	**-**	**-**	**1**	**-**	**493**
Depreciation of the written off assets		314	-	178	-	-	1	-	**493**
Book value atJune 30, 2023	-	**2 700**	**123**	**397**	**91**	**91**	**129**	**213**	**5 220**
Acquisition cost	**1 476**	**2 774**	**1 006**	**690**	**365**	**229**	**245**	**213**	**6 998**
Accumulated depreciation	-	(74)	(883)	(293)	(274)	(138)	(116)		**(1 778)**
Book value at the end	**1 476**	**2 700**	**123**	**397**	**91**	**91**	**129**	**213**	**5 220**

The land and building owned by the Group are pledged in relation with bank financing used for their purchase (see point 3.16 and 5).

All amounts are in thousand Bulgarian leva unless otherwise stated

3.02. Intangible assets

	Software	ISO certificates and intellectual property rights	Trademarks and prototypes	Others	Capitalized R&D expenses	Total
January 1, 2022						
Acquisition cost	**331**	**12**	**3 614**	**57**	**125**	**4 139**
Accumulated amortization	**(207)**	**(5)**	**(783)**	**(28)**	**-**	**(1 023)**
Book value	**124**	**7**	**2 831**	**29**	**125**	**3 116**
Acquisitions	**-**	**-**	**267**	**207**	**1 466**	**1 940**
Purchase			267	207	370	**844**
Capitalized	-	-	-	-	1 096	1 096
Decrease (book value)	**-**	**-**	**(346)**	**-**	**-**	**(346)**
Written off prototypes	-	-	(346)	-	-	(346)
Amortization for the period	**(68)**	**(2)**	**(532)**	**(8)**	**-**	**(610)**
Changes in depreciation	**-**	**-**	**120**	**-**	**-**	**120**
December 31, 2022						
Acquisition cost	**331**	**12**	**3 535**	**264**	**1 591**	**5 733**
Accumulated amortization	**(275)**	**(7)**	**(1 195)**	**(36)**	**-**	**(1 513)**
Балансова стойност	**56**	**5**	**2 340**	**228**	**1 591**	**4 220**
January 1, 2023						
Acquisition cost	**331**	**12**	**3 535**	**264**	**1 591**	**5 733**
Accumulated amortization	**(275)**	**(7)**	**(1 195)**	**(36)**	**-**	**(1 513)**
Book value	**56**	**5**	**2 340**	**228**	**1 591**	**4 220**
Acquisitions	**-**	**-**	**-**	**295**	**1 190**	**1 485**
Purchase	-	-	-	295	-	295
Capitalized	-	-	-	-	1 190	1 190
Decrease (book value)	**-**	**-**	**(86)**	**-**	**-**	**(86)**
Written off sold assets	-	-	(86)	-	-	(86)
Depreciation for the period	**(34)**	**(2)**	**(178)**	**(24)**	**-**	**(238)**
June 30, 2023						
Acquisition cost	**331**	**12**	**3 449**	**559**	**2 781**	**7 132**
Accumulated amortization	**(309)**	**(9)**	**(1 373)**	**(60)**	**-**	**(1 751)**
Book value	**22**	**3**	**2 076**	**499**	**2 781**	**5 381**

3.03. Right-of-use assets

	June 30, 2023			**December 31, 2022**		
	Vehicles	Buildings	**Total**	Vehicles	Buildings	**Total**
In the beginning of the period						
Acquisition cost	**394**	**108**	**502**	**232**	**9**	**241**
Amortization	**(183)**	**(23)**	**(206)**	**(124)**	**(9)**	**(133)**
Book value	**211**	**85**	**296**	**108**	**-**	**108**
Acquisitions	**3**	**408**	**411**	**162**	**99**	**261**
Operating leasing	3	408	411	162	99	**261**
Disposals	**-**	**-**	**-**	**-**	**-**	**-**
Written off	-	-	**-**	-	-	**-**
Amortization for the period	(36)	(146)	(181)	(58)	(14)	**(72)**
Book value at the end of the period						
Acquisition cost	**397**	**516**	**913**	**394**	**108**	**502**
Amortization	**(219)**	**(169)**	**(387)**	**(183)**	**(23)**	**(206)**
Book value	**178**	**348**	**526**	**211**	**85**	**296**

The Group has concluded lease contracts for the lease of office premises and vehicles used in the activity, and therefore, it has recognized right-of-use assets in the consolidated statement of financial position.

3.04. Goodwill

Name	June 30, 2023	December 31, 2022
Shelly USA., USA	34	34
Shelly Properties EOOD	126	126
GOAP, Slovenia	3 957	-
Total:	**4 117**	**160**

In the first quarter of 2023 after acquiring 60% of the capital of the Slovenian IoT company – GOAP, the Group recognized BGN 3 957 thousand in its goodwill.

The effective date of acquisition of control by the Group over GOAP, Slovenia is 04.01.2023. In this consolidated financial statement, the acquisition of GOAP, Slovenia is treated as a business combination within the meaning of IFRS 3 Business Combinations.

Effect of the acquisition (goodwill) of 60% of the capital of the Slovenian company reported as of 30.06.2023:

	BGN thousand
Acquisition cost:	
Cash paid	3 912
Transaction costs paid	222
Fair value of net assets acquired:	
Property, plant and equipment	339
Long-term financial assets	7
Deferred tax assets	9
Cash and cash equivalents	149
Inventory	820
Short-term receivables	766
Deferred expenses and accrued income	18
Total assets	**2 108**
Long-term liabilities	(457)
Short-term liabilities	(1 356)
Total liabilities	**(1 813)**
Total identifiable net assets	**295**
Identifiable net assets attributable to the owners of the parent company	**177**
Goodwill arising on acquisition	3 957
Cost of acquisition paid	**4 134**

The entire remuneration for the acquisition of a controlling stake in GOAP, Slovenia in January 2023 was paid in cash.

All amounts are in thousand Bulgarian leva unless otherwise stated

As of June 30,2023, and December 31, 2022, the Group did not report any impairment on goodwill formed upon acquisition of those companies.

3.05. Investments in associates

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

Movement of investments in associates is as follows:

	June 30, 2023	December 31, 2022
Balance as of January 01	158	40
Acquisition of shares	-	-
Share in current profit for the period	50	118
Balance as of the period end	**208**	**158**

3.06. Other long-term capital investments

	June 30, 2023	December 31, 2022
Ordinary registered shares - Link Mobility Group Holding ASA, in the beginning of the period	**830**	**2 624**
Increase	**284**	**-**
Effect from evaluation of financial instruments	*284*	*-*
Decrease	***(25)***	**(1 794)**
Financial instruments sold	*(25)*	*(355)*
Effect from subsequent revaluation of financial assets	*-*	*(1 439)*
Ordinary registered shares - Link Mobility Group Holding ASA, at the end of the period	**1 089**	**830**
Other long-term investments	**-**	**-**
Total:	**1 089**	**830**

3.07. Other long-term trade receivables

In September 2021, the Group sold its business located through the companies ALLTERCO PTE, ALLTERCO SDN and ALLTERCO CO. LTD, respectively in Singapore, Malaysia and Thailand. As part of the terms of the contract of sale, payment of a portion of the transaction value is deferred. At the end of June 2023, an agreement was signed with the buyer for an additional rescheduling of the amounts due, as a result of which 1 350 thousand BGN are due after more than 12 months, which is why in this financial statement they are presented as a non-current receivable.

All amounts are in thousand Bulgarian leva unless otherwise stated

3.08. Deferred tax assets

	June 30, 2023	December 31, 2022
Deferred tax assets		
Deferred tax on revaluation reserve	55	56
Deferred tax on provision for expenses	67	43
Deferred tax on unused paid leave	40	40
Deferred tax on provision for liabilities	46	46
Deferred tax on impairment of receivables	128	128
Deferred tax on unused benefits of individuals	13	13
Total assets	**349**	**349**
Deferred tax liabilities		
Deferred tax related to the application of IFRS 16	(1)	(1)
Total liabilities	**(1)**	**(1)**
Total deferred tax assets/(liabilities)	**348**	**348**

3.09. Inventory

	June 30, 2023	December 31, 2022
Goods	12 936	18 436
Goods in transit	2 843	3 317
Deliveries	1 413	937
Materials	569	312
Total:	**17 761**	**23 002**

As of June 30, 2023, the consolidated statement of financial position includes:

- Deliveries representing components for production, purchased on behalf of the Group, by its main suppliers of production services amounting to BGN 1 413 thousand. The components are available in the warehouses of the suppliers, and the Group has ownership rights over the components.
- Goods in transit that are not available in the Group's warehouses, but which it owns under purchase agreements.

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

3.10. Receivables from loans granted

On June 23, 2023, the Company granted a short-term loan to a third party in the amount of 548 thousand BGN, with a term of 1 year and 1% annual interest. The loan is unsecured.

All amounts are in thousand Bulgarian leva unless otherwise stated

3.11. Trade receivables

	June 30, 2023	December 31, 2022
Receivables from clients	19 503	20 302
Written-off receivables	(76)	(1 486)
Impairment of receivables from clients, net	(526)	(526)
Advances to suppliers	8 533	3 357
Total:	**27 434**	**21 647**

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

	June 30, 2023	December 31, 2022
Impairment at the beginning of the period	526	237
Impairment reversed and written-off	-	(152)
Impairment charged for the period	-	441
Impairment at the period end, net	**526**	**526**

In June 2022, an agreement was reached with Link Mobility Group, Norway, to pay the overdue last contribution in connection with the sale of the European telecommunications business of Shelly Group AD, for which arbitration proceedings were initiated before the International Arbitration in Vienna. As a result of the agreement, Link Mobility Group paid BGN 2,151 thousand of the amount due and the remaining part of BGN 903 thousand was written-off. The above reversed and written-off impairment in 2022 relates to this agreement.

3.12. Other receivables

	June 30, 2023	December 31, 2022
TAX receivables, including:	**2 258**	**3 515**
VAT recoverable	*1 054*	*3 447*
Corporate tax advance payments	*1 113*	*68*
OTHER receivables, including:	**166**	**107**
Receivables from personnel	*26*	*3*
Deposits in commercial entities and guarantees	*-*	*104*
Other receivables	*140*	
Total:	**2 424**	**3 622**

All amounts are in thousand Bulgarian leva unless otherwise stated

3.13. Short-term financial assets

At the end of 2022, the Group reported short-term financial assets amounting to BGN 175 thousand, which include costs of legal and advisory services related to the acquisition of the Slovenian company GOAP. Upon successful completion of the transaction, these costs have been added to the value of the investment.

3.14. Cash and cash equivalents

	June 30, 2023	December 31, 2022
Cash on hand	38	24
Cash in current bank accounts	37 666	24 114
Debit cards	176	12
Other cash	-	3 988
Cash equivalents	822	10
Restricted cash	96	-
Total:	**38 798**	**28 148**

Other cash at the end of 2022 are funds intended for the acquisition of the Slovenian company GOAP, which are transferred to a notary's account in Slovenia (escrow account).
As of 30.06.2023 the other cash funds represent a deposit with the German company in the Group.

By currency	June 30, 2023	December 31, 2022
EUR	24 120	13 160
BGN	11 259	5 744
USD	3 370	8 640
Other	49	604
Total:	**38 798**	**28 148**

The Group's cash is in bank accounts with banks with a stable long-term rating. The Management has assessed the expected credit losses on cash and cash equivalents.

The estimated credit losses are insignificant and are not recognized in the consolidated financial statements of the Group as of June 30, 2023.
As of June 30, 2023 most of the cash and cash equivalents of the Group are kept in one bank. (UBB)

3.15. Prepaid expenses

	June 30, 2023	December 31, 2022
Information services	78	26
Insurance	38	68
Licenses / certificates	185	260
Membership fees	49	52
Subscriptions	103	49

All amounts are in thousand Bulgarian leva unless otherwise stated

Exhibitions	9	48
Other	33	9
Total	**495**	**512**

3.16. Bank loans

Bank loans are as follows:

	June 30, 2023	**December 31, 2022**
KBC Bank, incl.:	1 470	1 615
– *up to one year*	*298*	*293*
– *over one year*	*1 172*	*1 322*
DSK Bank AD	279	*392*
– *up to one year*	*94*	*226*
– *over one year*	*185*	*166*
Other short-term financing in Shelly USA (previously named Allterco Robotics Inc., USA)	*167*	*149*
Total bank loans – non-current portion:	**1 357**	**1 488**
Total bank loans – current portion:	**559**	**668**

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

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

The subsidiary Shelly USA uses financing under the company credit card.

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

All amounts are in thousand Bulgarian leva unless otherwise stated

3.17. Lease

	June 30, 2023			December 31, 2022		
	up to 1 year	more than 1 year	**Total**	up to 1 year	more than 1 year	**Total**
Total:	**388**	**335**	**723**	**161**	**157**	**318**

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

3.18. Retirement benefits obligation

As of December 31, 2022, the Group has obligations for a defined benefit plan upon retirement of BGN 112 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.

As of June 30, 2023, the value of retirement benefits obligation remains BGN 112,000. (Note 3.18).

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

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

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

The demographic statistical assumptions used are based on the following:

- turnover rate of the Group's staff over the past few years.
- mortality of the population of Bulgaria in the period 2019 – 2021 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.

All amounts are in thousand Bulgarian leva unless otherwise stated

3.19. Trade payables

	June 30, 2023	December 31, 2022
Suppliers	5 573	1 797
Advances received from customers	121	94
Total:	**5 694**	**1 891**

3.20. Payables to employees

	June 30, 2023	December 31, 2022
Payables to employees	805	1 213
Liabilities for unused paid leave	354	624
Total:	**1 159**	**1 837**

	June 30, 2023	December 31, 2022
Social security and health contributions	**309**	**204**

3.21. Tax payables

	June 30, 2023	December 31, 2022
Corporate tax	1 760	479
Value Added Tax	616	797
Tax on dividend	207	
Income tax	78	51
Payables to customs	184	710
Other taxes	39	37
Total:	**2 884**	**2 074**

3.22. Other liabilities

	June 30, 2023	December 31, 2022
Liabilities for dividend	4 293	-
Liabilities for complicity	475	535
Warranty service provisions	502	502
Guarantees/Rental deposits	63	61
Other liabilities	109	-
Total other liabilities	**5 442**	**1 098**

At the AGM held on 12.06.2023, a dividend for 2022 was voted in the total amount of 4 499 999.75 BGN. The starting date for the payment of the due dividend, determined by a decision of the Board of Directors, is 05.07.2023 for a period until 05.07.2024.

All amounts are in thousand Bulgarian leva unless otherwise stated

3.23. Share capital

Shelly Group AD was registered in 2010. The share capital of the Parent Company as of June 30, 2023, amounts to BGN 17 999 999 (seventeen million nine hundred ninety-nine thousand nine hundred ninety-nine) and is distributed in 17 999 999 (seventeen million nine hundred ninety-nine thousand nine hundred ninety-nine) ordinary registered shares with par value of BGN 1 each. The share capital is fully paid in four instalments:

The first issue was made upon the establishment of the Parent Company in the form of a non-monetary contribution in the amount of BGN 50 000 consisting ordinary registered voting shares of Teravoice AD's capital.

In 2010 a second non-monetary contribution was made in the amount of BGN 5 438 000 with the objective to acquire shares from the capital of Tera Communications AD at the total cash value of BGN 5 438 000.

At the end of 2015, a new issue of 8 012 000 (eight million and twelve thousand) ordinary registered voting shares was issued, with a nominal value of BGN 1 (one) each.

At the end of 2016 the capital of Shelly Group AD was increased with a new issue in the amount of 1,500,000 (one million and five hundred thousand) shares on the basis of a successful initial public offering, according to the Prospectus for public offering of shares, approved by the Financial Supervision Commission with Decision № 487 – E of 08.07.2016 entered in the Commercial Register under No.20161108100414 of 08.11.2016.

In 2020 the capital of the Parent Company was increased by cash contributions in the total amount of 2,999,999 (two million nine hundred ninety-nine thousand nine hundred and ninety-nine) against 2,999,999 (two million nine hundred ninety-nine thousand nine hundred and ninety-nine) 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. The public offering of shares from the capital increase of Allterco AD was carried out in the period September 28, 2020 – October 30, 2020 on the basis of a Prospectus, together with the supplements to it, confirmed by the Financial Supervision Commission with Decision № 148-F of February 18, 2020, Decision № 405-E of June 11, 2020, Decision № 601-E of August 13, 2020 and Decision № 791-E of October 29, 2020.

As of June 30, 2023, the shareholders of the Company are:

Name/business name	Number of shares:	% of the share capital
Svetlin Todorov	5 847 120	32.48%
Dimitar Dimitrov	5 847 120	32.48%
Individuals, holding less than 5 % of the capital		
Other physical persons and legal entities	6 305 759	35.04%

All amounts are in thousand Bulgarian leva unless otherwise stated

Total	**17 999 999**	**100.00%**

On June 30, 2022, the Shelly Group AD acquired 40 000 own shares at a price of BGN 19.50 per share, (total for BGN 780 thousand) representing 0.22% of the registered capital through over-the-counter transactions (OTC transactions) from two independent shareholders. At the end of the second quarter of 2023, the Company sold all repurchased shares. In accordance with paragraph 33 of IAS 32, the remuneration paid or received for them is recognized directly in equity, and in this connection the net result of this operation in the amount of BGN 277 thousand is reflected in retained earnings.

3.24. Retained earnings

	For the period ended on June 30, 2023	For the period ended on December 31, 2022
Balance as of January 1	**55 117**	**26 938**
Net profit (owners of the parent company)	11 672	17 434
Transfer Reserve from Issue	277	-
Profit distribution for dividends	(4 500)	(1 800)
Effect from sale of subsidiaries	(1 202)	-
Other changes	5	160
Balance at the period end	**61 369**	**55 117**

3.25. Legal reserves

	For the period ended on June 30, 2023	For the period ended on December 31, 2022
Balance as of January 1	**1 800**	**1 800**
Effect of business combination	1 004	-
Balance at the period end	**2 804**	**1 800**

3.26. Share premium reserve

As of June 30, 2023 and December 31, 2022 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.

3.27. Revaluation reserve

	For the period ended on June 30, 2023	For the period ended on December 31, 2022
Balance at the beginning of the period	**(507)**	**1 036**
Reserve transferred to retained earnings	(5)	(160)

All amounts are in thousand Bulgarian leva unless otherwise stated

Reserve related to long-term equity instruments at fair value through other comprehensive income, gross	284	(1 439)
Deferred tax	-	56
Balance at the end of the period	**(228)**	**(507)**

The reserve related to long-term equity instruments was reduced by BGN 279 thousand as a result of a fair value revaluation of other long-term capital instruments as of June 30, 2023 and as a result of the sale of some capital instruments during the reporting period.

4. Notes to the consolidated statement of comprehensive income

4.01 Sales revenue and cost of sales

	For the period ended on June 30, 2023			For the period ended on June 30, 2022		
	Devices	Services and rent	**Total**	Devices	Services and rent	**Total**
REVENUE	**54 767**	**18**	**54 785**	**35 724**	**29**	**35 753**
Book value of goods sold	(23 742)	-	(23 742)	(17 989)	-	(17 989)
Costs	(457)	-	(457)	(522)	-	(522)
COST OF SALES	**(24 199)**	**-**	**(24 199)**	**(18 511)**	**-**	**(18 511)**
GROSS PROFIT	**30 568**	**18**	**30 586**	**17 213**	**29**	**17 242**

4.02 Other operating revenue

	For the period ended on June 30, 2023	**For the period ended on June 30, 2022**
Revenue from sales of assets	54	
Liabilities written-off	28	
Financing/ electricity price compensations	5	11
Gains on currency transactions and exchange rate gains, net	-	1 559
Other operating income	54	30
Total:	**141**	**1 600**

4.03 Administrative expense

	For the period ended on June 30, 2023	**For the period ended on June 30, 2022**
Materials	(175)	(245)
Exernal services	(3 698)	(2 166)
Depreciation/amortization expenses	(378)	(225)
Employees expenses	(8 931)	(6 006)
Other administrative expenses	(833)	(324)
Total:	**(14 014)**	**(8 966)**

All amounts are in thousand Bulgarian leva unless otherwise stated

4.04 Other operating expenses

	For the period ended on June 30, 2023	For the period ended on June 30, 2022
Written off receivables	(76)	(1 053)
Bank fees and charges	(243)	(97)
Prototyping costs	(15)	-
Interest, fines and penalties	(3)	(52)
Other	(12)	
Total:	**(350)**	**(1 202)**

4.05 Financial income

	For the period ended on June 30, 2023	For the period ended on June 30, 2022
Income from sale of financial assets:	**10**	**-**
Income from sales of financial assets	*35*	-
Carrying amount of financial assets sold	*(25)*	-
Total:	**10**	**-**

4.06 Financial expenses

	For the period ended on June 30, 2023	For the period ended on June 30, 2022
Foreign exchange expenses	(269)	-
Lease interest	(2)	(4)
Loans interest	(36)	(28)
Losses from operations with financial assets	-	(119)
Income from sales of financial assets	-	*236*
Carrying amount of assets sold	-	*(355)*
Total:	**(307)**	**(151)**

4.07 Tax expense

	For the period ended on June 30, 2023	For the period ended on June 30, 2022
Current tax expense	(1 949)	(1 106)
Tax effect from temporary differences	-	(16)
Tax expense	**(1 949)**	**(1 122)**

All amounts are in thousand Bulgarian leva unless otherwise stated

5. Contingent liabilities and commitments

As of June 30,2022, contingent liabilities and commitments include:

Contract	Annex	Creditor	Debtor	Joint debtor / Guarantor	Amount / Limit	Financial conditions	Maturity	Collateral provided by the borrower
Investment loan August 25, 2017 Agreement pursuant to Art. 114, para. 10 of POSA	Annexes No. 1/ October 31, 2018	UBB Bank	Shelly Group AD	Shelly Properties EOOD – joint debtor	BGN 3 168 thousand. (EUR 1 620 tho usand)	Fixed interest rate for the whole period 3% per year; Management fee	February 10, 2028	Mortgage on real estate owned by Shelly Properties EOOD; Pledge of receivables on bank accounts of Shelly Group AD in the bank. Pledge under the Financial Collateral Contracts Act;
Overdraft September 30, 2019 – Agreement pursuant to Art. 114, para. 10 of POSA	Annexes No 1/ August 28, 2020	UBB Bank	Shelly Europe EOOD	Shelly Group AD – guarantor	BGN 1 955 thousand (EUR 1 million)	One-month EURIBOR, increased by 2.5 percentage points, but not less than 2.5%; management fee; commitment fee; commission for issuing guarantees	September 29, 2023	Pledge of receivables on accounts of Shelly Europe EOOD in bank
Contract for a standard investment loan № 2757 of 28.09.2020	-	DSK Bank AD	Shelly Properties EOOD	ShellyTrading EOOD – joint debtor	BGN 880 thousand (EUR 450 thousand)	Annual interest formed by a variable interest rate of 1m EURIBOR+2.1% premium, but not less than 2.1%; annual management fee;	September 28, 2024.	Mortgage on real estate owned by Shelly Properties EOOD; Pledge of receivables on bank accounts of the company and Shelly Trading EOOD in DSK Bank.

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

As of 31.12.2022, contingent liabilities and commitments include:

All amounts are in thousand Bulgarian leva unless otherwise stated

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

6. Related parties transactions

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

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

Key management staff

During the reporting period the members of the Board of Directors of the Parent Company received gross renumeration for the mount of BGN 519 thousand (30.06.2022: BGN 245 thousand.) from Shelly Group AD. The remuneration paid was in accordance with the disclosed Remuneration policy and the changes made in the number and composition of the members of the Board of Directors of the Parent Company, were adopted at the extraordinary General Meeting held on April 8, 2022.

All amounts are in thousand Bulgarian leva unless otherwise stated

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

7. Financial instruments by categories

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

	June 30 2023				
Financial assets according to the Statement of financial position	Financial assets at amortized cost - Cash	Financial assets at amortized cost	Financial assets at fair value through other comprehensive income	Financial assets at fair value through profit or loss	Total
Cash and cash equivalents	38 798	-	-	-	**38 798**
Other long - term capital investments	-	-	1 089	-	**1 089**
Long term trade receivables	-	1 350	-	-	**1 350**
Receivables from loans granted		548	-	-	**548**
Trade receivables	-	18 901	-	-	**18 901**
TOTAL FINANCIAL ASSETS	**38 798**	**20 799**	**1 089**	**-**	**60 685**

	June 30 2023		
Financial liabilities according to the Statement of financial position	Financial liabilities at amortized cost	Financial liabilities at fair value through profit or loss	Total
Lease liabilities	723	-	**723**
Bank loans	1 916	-	**1 916**
Trade liabilities	5 573	-	**5 573**
Contributory obligations	475	-	**475**
Guarantees	63	-	**63**
Other liabilities	4 293	-	**4 293**
TOTAL FINANCIAL LIABILITIES	**13 043**	**-**	**13 043**

	December 31, 2022				
Financial assets according to the Statement of financial position	Financial assets at amortized cost - Cash	Financial assets at amortized cost	Financial assets at fair value through other comprehensive income	Financial assets at fair value through profit or loss	Total
Cash and cash equivalents	28 148	-	-	-	**28 148**
Other long - term capital investments	-	-	830	-	**830**
Long term trade receivables	-	1 027	-	-	**1 027**
Short-term financial assets		175			**175**
Trade receivables	-	19 776	-	-	**19 776**
Deposits in commercial companies and guarantees	-	104	-	-	**104**
TOTAL FINANCIAL ASSETS	**28 148**	**21 082**	**830**	**-**	**50 060**

All amounts are in thousand Bulgarian leva unless otherwise stated

Financial liabilities according to the Statement of financial position	Financial liabilities at amortized cost	Financial liabilities at fair value through profit or loss	Total
Lease liabilities	318	-	**318**
Bank loans	2 156	-	**2 156**
Trade liabilities	1 797	-	**1 797**
Contributory obligations	535	-	**535**
Guarantees	61	-	**61**
TOTAL FINANCIAL LIABILITIES	**4 867**	-	**4 867**

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

The Group does not work with derivative instruments.

8. Financial risk management

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

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

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

Market risk

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

A. Currency risk

The companies within the Group carry out their transactions on the domestic market, in the European Union and in third countries (Asia and USA). The companies within the Group carry out their main deliveries in Bulgarian leva, euros and US dollars. To control the currency risk, a system has been introduced for planning supplies from countries in and outside the European Union, as well as procedures for monitoring movements in exchange rates of foreign currencies and control of incoming payments.

All amounts are in thousand Bulgarian leva unless otherwise stated

The tables below summarize the currency risk exposure:

June 30, 2023	In EUR	In USD	In other foreign currency	In BGN	Total
Cash and cash equivalents	24 120	3 370	49	11 259	**38 798**
Long-term trade receivables	1 350	-	-	-	**1 350**
Other long-term equity instruments	-	-	1 089	-	**1 089**
Receivables from loans granted	548	-	-	-	**548**
Trade receivables	15 745	1 595	9	1 552	**18 901**
TOTAL ASSETS	**41 763**	**4 965**	**1 147**	**12 811**	**60 685**
Lease liabilities	287	-	277	159	**723**
Bank loans	1 770	146	-	-	**1 916**
Trade payables	4 024	355		1 194	**5 573**
Contributory obligations	-	-	-	475	**505**
Guarantees	-	-	-	63	**63**
Other liabilities	-	-	-	4 293	**4 293**
TOTAL LIABILITIES	**6 081**	**501**	**277-**	**6 184**	**13 043**

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

Currency sensitivity analysis

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

All amounts are in thousand Bulgarian leva unless otherwise stated

There is a currency risk exposure mainly in USD and Norway kroner (NOK). As of 30.06.2023 69% of Groups assets are in EUR, 8% in USD and 1.9% in Norwegian krone.

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

	Increase/ Decrease in exchange rate BGN/ USD	Effect on the profit before tax	Increase/ Decrease in exchange rate BGN/ NOK	Effect on profit before tax
	%		%	
2023	+/-1.00%	50	+/-1.00%	11
2022	+/-1.00%	102	+/-1.00%	14

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

B. Price risk

The companies within the Group are exposed to a specific price risk regarding the prices of the goods and services offered. Minimizing the price risk for negative price changes is achieved by periodically reviewing contractual relationships and revising and updating prices in relation to market changes.

The Group owns shares that are subject to trading on a regulated market, and during 2021 and 2022 the Group sold part of its shares. For the remainder of the shares, the Group is exposed to risks of negative changes on the regulated market in Norway.

As of June 30, 2023, the Group owns 576 500 shares of the capital of Link Mobility Group, which are traded on regulated market. The value of one share at market close as of 30.06.2023 is NOK 11.30 or the total value of the owned securities amounts to NOK 6 514 450 (BGN 1 089 thousand). If the quote changes by 1% the value of the shares will change by BGN 8 thousand.

C. Risk of the interest-bearing cash flows

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

At the same time, the cash outflows of the companies within the Group are exposed to interest rate risk from utilizing a bank loans and lease, agreed with a variable interest rate (1M EURIBOR).

All amounts are in thousand Bulgarian leva unless otherwise stated

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

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

June 30, 2023	Interest-free	With floating interest %	With fixed interest %	Total
Cash and cash equivalents	38 798	-	-	38 798
Trade receivables	18 901	-	-	18 901
Long term trade receivables	1 350	-	-	1 350
Receivables from loans granted	-	-	548	548
TOTAL ASSETS	**50 048**	**-**	**548**	**59 596**
Lease liabilities	-	-	723	723
Bank loans	-	446	1 470	1 916
Trade payables	5 573	-	-	5 573
Contributory obligations	475	-	-	475
Guarantees	63	-	-	63
Other liabilities	4 293	-	-	4 293
TOTAL LIABILITIES	**10 404**	**446**	**2 193**	**13 043**

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

Credit risk

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

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

All amounts are in thousand Bulgarian leva unless otherwise stated

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

Significant part of Group's revenue is generated by mobile operators or other customers, which in most cases are large companies with good credit rating.

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

As of June 30, 2023 cash and the payment operations of the companies within the Group are spread over several banks which limits the risk for cash and cash equivalents.
Management has defined its policy for assessing credit losses. For trade receivables, the simplified method is applied, with percentages determined based on past experience.

As of June 30, 2023, the Group receivables in the amount of 76 thousand BGN were written off and there were no impairment charges on receivables. As of December 31, 2022, receivables amounting to BGN 1 444 thousand are reported as written-off by the Group and BGN 441 thousand are recognised as impairment of receivables.

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

	As of June 30, 2023	**As of December 31, 2022**
Cash and cash equivalents	38 798	28 148
Long-term trade receivables	1 350	1 027
Short-term financial assets	-	175
Receivables fro loans granted	548	
Trade receivables	18 901	19 776
Total	**59 596**	**49 126**

The impairment staging of the financial assets of the Company as of June 30, 2023 and December 31,2022

All amounts are in thousand Bulgarian leva unless otherwise stated

	June 30,2023			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
Financial assets				
Cash and cash equivalents	38 798	-	-	38 798
Long-term trade receivables	1 350	-	-	1 350
Receivables from loans granted	548	-	-	548
Trade receivables	18 577	-	850	19 427
Total	**59 272**	**-**	**850**	**60 122**
Booked provisions (ECL) for financial assets	**(50)**	**-**	**(476)**	**(526)**
Financial assets, net of booked provisions	**59 2224**	**-**	**374**	**59 596**

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

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

Gross carrying amount of the financial instruments	***Stage 1 - expected credit loss for 12 months period***	***Stage 2 - expected credit loss for the period of the financial asset life***	***Stage 3 - expected credit loss for the period of the financial asset life***	***TOTAL***
Gross carrying amount as of December 31, 2022	**48 802**	**-**	**850**	**49 652**
Changes during the period:				
Transfer from Stage 1 to Stage 2	-	-	-	-
Transfer from Stage 1 to Stage 3	-	-	-	-
Transfer from Stage 2 to Stage 3	-	-	-	-
New financial assets	188 453	-	-	188 453
Maturity of financial assets	(177 983)	-	-	(177 983)
Gross carrying amount as of June 30, 2023	**59 272**	**-**	**850**	**60 122**

All amounts are in thousand Bulgarian leva unless otherwise stated

Gross carrying amount of the financial instruments	***Stage 1 - expected credit loss for 12 months period***	***Stage 2 - expected credit loss for the period of the financial asset life***	***Stage 3 - expected credit loss for the period of the financial asset life***	***TOTAL***
Gross carrying amount as of December 31, 2021	**40 758**	**-**	**4 327**	**45 085**
Changes during the period:				
Transfer from Stage 1 to Stage 2	-	-	-	-
Transfer from Stage 1 to Stage 3	-	-	-	-
Transfer from Stage 2 to Stage 3	-	-	-	-
New financial assets	363 872	-	-	363 872
Maturity of financial assets	(355 828)	-	(3 477)	(359 305)
Gross carrying amount as of December 31, 2022	**48 802**	**-**	**850**	**49 652**

The changes in booked ECL provision for financial assets in first quoter of 2023 and 2022 are presented below:

	Stage 1 - expected credit loss for 12 months period	***Stage 2 - expected credit loss for the period of the financial asset life***	***Stage 3 - expected credit loss for the period of the financial asset life***	***TOTAL***
ECL provision as of December 31, 2022	**(50)**	**-**	**(476)**	**(526)**
Changes during the period:				
Transfer from Stage 1 to Stage 2	-	-	-	-
Transfer from Stage 1 to Stage 3	-	-	-	-
Transfer from Stage 2 to Stage 3	-	-	-	-
New financial assets	-	-	-	-
Maturity of financial assets	-	-	-	-
ECL provision as of June 30, 2023	**(50)**	**-**	**(476)**	**(526)**

	Stage 1 - expected credit loss for 12 months period	***Stage 2 - expected credit loss for the period of the financial asset life***	***Stage 3 - expected credit loss for the period of the financial asset life***	***TOTAL***
ECL provision as of December 31, 2021	**-**	**-**	**(237)**	**(237)**
Changes during the period:				
Transfer from Stage 1 to Stage 2	-	-	-	-
Transfer from Stage 1 to Stage 3	(50)	-	(391)	(441)
Transfer from Stage 2 to Stage 3	-	-	-	-
New financial assets	-	-	-	-
Maturity of financial assets	-	-	152	152
ECL provision as of December 31, 2022	**(50)**	**-**	**(476)**	**(526)**

All amounts are in thousand Bulgarian leva unless otherwise stated

Liquidity risk

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

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

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

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

June 30, 2022	to 1 m.	1-3 m.	3-6 m.	6-12 m.	1-2 y.	2-5 y.	over 5 y.	Without maturity	Total
Cash and cash equivalents	-	-	-	-	-	-	-	38 798	38 798
Trade receivables	13 508	2 628	739	2 026	-	-	-	-	18 901
Long-term trade receivables	-	-	-	-	1 350	-	-	-	1 350
Receivables fro loans granted	-	-	-	548	-	-	-	-	548
TOTAL ASSETS	**13 508**	**2 628**	**739**	**2 574**	**1 350**	**-**	**-**	**38 798**	**59 597**
Lease liabilities	32	64	97	195	267	68	-	-	723
Bank loans	47	92	139	281	482	875	-	-	1 916
Trade payables	4 207	426	64	876	-	-	-	-	5 573
Contributory obligations	-	-	475	-	-	-	-	-	475
Guarantees	-	-	-	-	-	63	-	-	63
Other liabilities	4 293	-	-	-	-	-	-	-	4 293
TOTAL LIABILITIES	**8 579**	**582**	**775**	**1 352**	**812**	**943**	**-**	**-**	**13 043**

December 31, 2022	to 1 m.	1-3 m.	3-6 m.	6-12 m.	1-2 y.	2-5 y.	over 5 y.	Without maturity	Total
Cash and cash equivalents	-	-	-	-	-	-	-	28 148	28 148
Short-term financial assets	175	-	-	-	-	-	-	-	175
Trade receivables	14 383	2 628	739	2 026	-	-	-	-	19 776
Long-term trade receivables	-	-	-	-	1 027	-	-	-	1 027
Deposits in commercial companies and guarantees	-	-	-	-	-	-	-	104	104
TOTAL ASSETS	**14 558**	**2 628**	**739**	**2 026**	**1 027**	**-**	**-**	**28 252**	**49 230**
Lease liabilities	14	27	40	80	157	-	-	-	318
Bank loans	118	160	129	261	469	961	58	-	2 156
Trade payables	822	35	64	876	-	-	-	-	1 797

All amounts are in thousand Bulgarian leva unless otherwise stated

Contributory obligations	10	20	30	475	-	-	-	-	535
Guarantees	-	-	-	-	-	-	-	61	61
TOTAL LIABILITIES	**964**	**242**	**263**	**1 692**	**626**	**961**	**58**	**61**	**4 867**

Capital risk management

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

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

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

	June 30 2023	**31 декември 2022**
Total debt capital, incl.	18 255	9 726
-Bank loans	*1 916*	*2 156*
-Lease liabilities	*723*	*138*
Less: cash and cash equivalents	38 798	28 148
Net debt capital	**(20 543)**	**(18 422)**
Total equity	87 821	79 072
Total capital	**67 278**	**60 650**
Debt ratio	**0.00%**	**0.00%**

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

9. Fair values

For the purposes of disclosing fair value, the Group defines different classes of assets and liabilities depending on their nature, characteristics and risk and the respective level of the fair value hierarchy specified in note 2.11.18. Fair Values.

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

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

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

All amounts are in thousand Bulgarian leva unless otherwise stated

June 30, 2023	**Book value**	***Level 1***	***Level 2***	***Level 3***
Financial assets				
Other long - term capital investments	1 089	1 089	-	-
Cash and cash equivalents	38 798	-	38 798	-
Receivables from loans granted	548	-	548	-
TOTAL ASSETS	**40 435**	**1 089**	**39 346**	**-**
Financial liabilities				
Lease liabilities	723	-	701	-
Bank loans	1 916	-	1 877	-
TOTAL LIABILITIES	**2 639**	**-**	**2 578**	**-**

December 31, 2022	**Book value**	***Level 1***	***Level 2***	***Level 3***
Financial assets				
Other long - term capital investments	830	830	-	-
Cash and cash equivalents	28 148	-	28 148	-
TOTAL ASSETS	**29 082**	**830**	**28 148**	**-**
Financial liabilities				
Lease liabilities	318	-	275	-
Bank loans	2 156	-	1 866	-
TOTAL LIABILITIES	**2 474**	**-**	**2 141**	**-**

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

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

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

10. Events after the end of the reporting period

On 11.07.2023, the Company notified the public about the successful completion of a public offering of shares from the capital increase of Shelly Group AD (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, was entered in the Commercial Register and the Register of Non-Profit Legal Entities at the Registration Agency. The capital of Shelly Group AD after the increase is BGN 18 050 945, representing 18 050 945 ordinary, dematerialized, registered shares with voting rights and a nominal value of BGN 1 each. The increase is the result of a successfully conducted public offering in the period 28.06.2023 - 29.06.2023 according to the Decision of the General Meeting of

Shareholders of 19.06.2023 and the Information Document pursuant to Art. 1, paragraph 4, letter "i" in connection with Art. 1, paragraph 5, letter "h" of Regulation (EU) 2017/1129.

After the end of the reporting period, Shelly Group AD concluded an Investment Agreement regarding an investment in "Ground Solutions Group" AD through participation in the capital increase and subscription of new privileged company shares from the capital of its subsidiary "Corner Solutions" EOOD (the "Investment"), namely - 625 new privileged company shares, representing 10% of the capital of Corner Solutions EOOD after the increase, for a price of EUR 100,000. There are no interested parties involved in the transaction.

INTERIM REPORT ON BUSINESS ACTIVITIES

of SHELLY GROUP PLC

SECOND QUARTER OF 2023

consolidated basis

Pursuant to Art. 100o, Para 5 in conjunction with Para 4 of the Public Offering of Securities Act and Art. 12 of Ordinance No. 2 dated 09.11.2021 on the for initial and subsequent disclosure of information in public offerings of securities and admission of securities to trading on a regulated market

These Notes to the Interim Report on the Business Activities of SHELLY GROUP PLC (former company name ALLTERCO JSCo) on an consolidated basis present information about the company, relevant to the end of fourth quarter of 2022 for the period 01.01.2023 – 30.06.2023 (the "reporting period').

1. INFORMATION ABOUT THE GROUP

SHELLY GROUP PLC is a public listed joint stock company, established in 2010 in the city of Sofia and entered in the Commercial Register at the Registry Agency on 11.02.2010 under UIC (unified identification code): 201047670 and LEI code (identification code of the legal entity) 8945007IDGKD0KZ4HD95 and is established for an unlimited period. Its name is written in Latin: SHELLY GROUP PLC (former company name ALLTERCO JSCo).

The company has its registered office and address of management: Republic of Bulgaria, Sofia County, Sofia Municipality, Sofia 1407, 103CherniVrah Blvd. The address for correspondence is the same; Tel: +359 2 957 12 47. The website of the Company iswww.allterco.com.

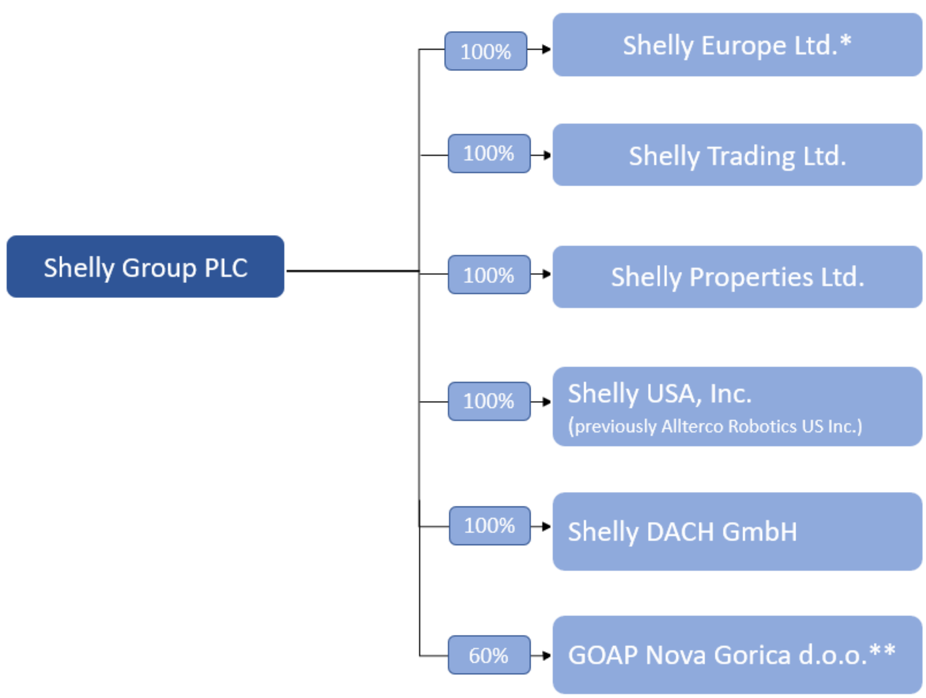
The Company is public listed within the meaning of the Public Offering of Securities Act and is registered as a public company in the register kept by the FSC with Decision 774 - PD of November 14, 2016 as a result of successfully completed initial public offering of shares from the Company's capital increase.

Since November 22, 2021 the shares of SHELLY GROUP PLC are traded on two regulated markets in EU – Bulgarian Stock Exchange and Frankfurt Stock Exchange.

The company operates according to Bulgarian legislation.

The Issuer is part of an economic group, which consists of the parent company SHELLY GROUP PLC and its subsidiaries:

1.1. Structure of the economic group at the end of the reporting quarter for 2023



* During the reporting period the subsidiary Shelly Europe Ltd. (previous company name Allterco Robotics Ltd.) has registered a branch in Ireland, registered with the Companies Registration Office with registration number 909893 and registered address 38 Upper Mount Street, Dublin, D02 PR89, Ireland

** In January 2023 the Company has closed the 1st stage of the acquisition of the Slovenian IoT provider GOAP Računalniški inženiring in avtomatizacija procesov d.o.o. Nova Gorica, ("GOAP" or the "Target Company") which consisted in the acquisition of 60% of the share capital of the Target Company. The transaction is based on Share Purchase Agreements ("SPAs") that were signed with all four GOAP shareholders. The total purchase price for the 1st stage transactions is EUR 2 million.

The remaining 40% of the GOAP share capital belonging to three individual shareholders of GOAP are subject to Option Agreement that was signed together with the SPAs. Under the Option Agreement SHELLY GROUP PLC will have unconditional call options and the selling shareholders will have conditional put options on two packages of shares (the exercise of each of the sellers' options is conditional upon the achievement of certain minimum criteria of KPI, EBITDA and revenue within the period 2023 – 2025). One option is for 16% of GOAPs share capital and the other option is for 24% of GOAPs share capital. The aggregate price for the shares in case of the exercise of the options depends on the extent to which the conditions therefore are met and may range from EUR 699,999.70 (BGN 1,369,080.41) to EUR 3,449,998.60 (BGN 6,747,610.76).

GOAP participates also in the following companies which are in process of liquidation:

- 1,56% of INSTALACIJE d.d. montaža in trgovina - v stečaju, with registered address Goriška cesta 66, 5270 Ajdovščina, Slovenia, registration number 5279330000 – in process of liquidation;
- 50% of COCKPIT smart home - avtomatizacija hiš d.o.o., with registered address, Ulica Klementa Juga 7, 5250 Solkan, Slovenia, registration number: 8159211000 – in process of liquidation**;**

SHELLY GROUP PLC has participation in a company in China, Allterco Asia Ltd. (associated company) with headquarters and registered office in Shenzhen, Guangdong Province. The capital of the new company is CNY 100 000, as the participation of SHELLY GROUP PLC is 30% with an option to acquire additional up to 50% and reach a controlling stake of up to 80%.

The scope of business of the SHELLY GROUP PLC, according to Art. 4 of its Articles of Association is: Acquisition, management, evaluation and sale of share participations in Bulgarian and foreign companies; acquisition, management and sale of bonds; acquisition, evaluation, sale and assignment of licenses for the use of patents and other intellectual and industrial property rights; financing of companies in which SHELLY GROUP PLC participates; purchase of goods and other items for resale in their original, manufactured or processed form; sale of goods of own production; foreign trade transactions; commission, forwarding, warehousing and leasing transactions; transport transactions in the country and abroad; transactions of commercial representation and intermediation of local and foreign individuals and legal entities; consulting and marketing transactions; providing management and administration services to local and foreign legal entities; as well as any other commercial transactions not prohibited by law.

As a result of strategic deals, corporate changes and decisions in 2019 and 2021, the core business of the Issuer's Group in the reporting period of 2022 remains the development, production and sale of IoT devices.

Since 2015, the Group has grown organically in the IoT sector through the development and implementation of two main product categories - tracking devices under the brand MyKi and home automation systems under the brand Shelly.

1.2. Management

During the reporting period there has been a change in the personnel of the Board of Directors. With the resolution of the General Meeting of Shareholders of 08.04.2022 there has been changed the number of the Board members from three to five, where Mr. Wolfgang Kirsch and Mr. Gregor Bieler joint to the current members.

Pursuant to the resolution of the General Meeting of Shareholders at its first meeting held on 08.04.2022. the Board of Directors elects from among its members the following executive members, Chairman and Deputy-Chairman:

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

The representatives represent the Company together or individually.

1.3. Capital structure

As of the end of the reporting period the issued, subscribed, paid-in and registered capital of the Company amounts to BGN 17 999 999 (seventeen million nine hundred ninety-nine thousand nine hundred ninety-nine), and is divided into 17 999 999 (seventeen million nine hundred ninety-nine thousand nine hundred ninety-nine) dematerialized ordinary registered voting shares, with a par value of 1 (one) BGN each.

The capital is fully paid in five contributions:

- Non-monetary contribution representing 100% of the shares of Teravoice EAD, with an appraised monetary value of BGN 50,000 (fifty thousand);
- Non-monetary contribution representing 69.60% of the shares of Terra Communications JSCo, with an appraised monetary value of BGN 5,438,000 (five million four hundred and thirty-eight thousand);
- A combination of non-monetary and cash contributions amounting to BGN 8,012,000 (eight million and twelve thousand).
- Cash contributions at the amount of BGN 1,500,000 (one million and five hundred thousand) compared to 1,500,000 (one million and five hundred thousand) subscribed and fully paid-in dematerialized ordinary registered voting shares with a par value of BGN 1 each, as a result of a procedure for Initial Public Offering of a new issue of shares.
- Cash contributions at the amount of BGN 2,999,999 (two million nine hundred ninety-nine thousand nine hundred ninety-nine) against 2,999,999 (two million nine hundred and ninety-nine thousand nine hundred and ninety-nine) subscribed and paid-in dematerialized ordinary registered voting shares with a nominal value of BGN 1 each, as a result of a procedure for Public Offering of a new issue of shares. The public offering of shares from the capital increase of SHELLY GROUP PLC was carried out in the period 28.09.2020 - 30.10.2020, on the basis of a Prospectus, together with the supplements thereto, confirmed by the Financial Supervision Commission with Decision № 148- F of 18.02.2020, Decision № 405-E of 11.06.2020, Decision № 601-E of 13.08.2020 and Decision № 791-E of 29.10.2020.

Subsequent to the end of the reporting period, the Company's capital was increased to 18 050 945 (eighteen million fifty thousand nine hundred forty-five) BGN, divided into 18 050 945 (eighteen million fifty thousand nine hundred forty-five) ordinary registered shares with voting rights, with a par value of 1 (one) BGN per share. The increase was made by cash contributions in the total amount of BGN 50,496 (fifty thousand four hundred ninety-six) in procedure of initial public offering of the issue of shares, held in the period from 28.06.2023 to 29.06.2023, in accordance with the procedure under Art. 112, par. 3 of the Public Offering of Securities Act, without a prospectus and based on Information Document pursuant to Article 1(4)(i) in conjunction with Article 1(5)(h) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market

As of 30 June, 2023 the capital structure of SHELLY GROUP PLC is as follows:

NAME OF SHAREHOLDER	CAPITAL PERCENTAGE
Svetlin Todorov	32,48 %
Dimitar Dimitrov	32,48 %
Other individuals and legal entities	35,04 %

As of 30 June, 2023 the company does not hold treasury shares.

After the end of the reporting period, the capital was increased as a result of successfully completed procedure for public offering of shares in favor of the employees of the company. As are result of the capital increase the shareholder structure changed as follows:

NAME OF SHAREHOLDER	CAPITAL PERCENTAGE
Svetlin Todorov	32,39 %
Dimitar Dimitrov	32,39 %
Other individuals and legal entities	35,22 %

1.4. Development and research activities

The company has not carried out activities in the area of research and development and does not plan such in the near future. One of the subsidiaries of SHELLY GROUP PLC has carried out such activity during the reporting period, namely: Shelly Europe Ltd. (previous company name Allterco Robotics Ltd.)

2. IMPORTANT EVENTS FOR SHELLY GROUP PLC

Detailed information about the important events that occurred during the reporting period for SHELLY GROUP PLC, as well as other information that could be important for investors is regularly disclosed by the company in accordance with regulatory requirements. In compliance with the requirement of Art.43a et seq. of Ordinance No. 2 of FSC, in conjunction with Art. 100t, Para 3 of the POSA, the Company discloses the regulated information to the public through selected information media. All information provided to the media in fully unedited text is available at: http://www.x3news.com/. The required information is submitted to the FSC - through the unified system for submission of information electronically, developed and maintained by the FSC - e-Register. The information is also available on the Company's website at: https://allterco.com/en/INVESTORS.

The announced important events that occurred during the reporting period did not have a significant impact on the financial results of the company on an consolidated basis.

3. FINANCIAL POSITION AND DEVELOPMENT OF THE BUSINESS ACTIVITIES DURING THE REPORTING PERIOD

3.1. Operating income

As of the end of the reporting period SHELLY GROUP PLC reported on consolidated basis a profit of BGN 11 427 thousand, which is an increase in profit of 80.3% compared to the same reporting period of the previous year.

During the reporting period SHELLY GROUP PLC reports consolidated operating revenue of BGN 54 926 thousand, which is an increase of 47.05% compared to the same period of the previous year.

REVENUE	6 months of 2022 thousand BGN	y/y change%	6 months of 2023 thousand BGN
Sale of goods and production	35 724	53.3%	54 767
Revenue from services and rents	29	-37.9%	18
Other operating revenue	1 600	-91.2%	141
Total operating revenue	**37 353**	**47.05%**	**54 926**
Share in the profit of associated companies	38	31.6%	50
Profit form operation with financial assets	-		10
Total financial income	**38**	**57.9%**	**60**

3.2. Operating expenses

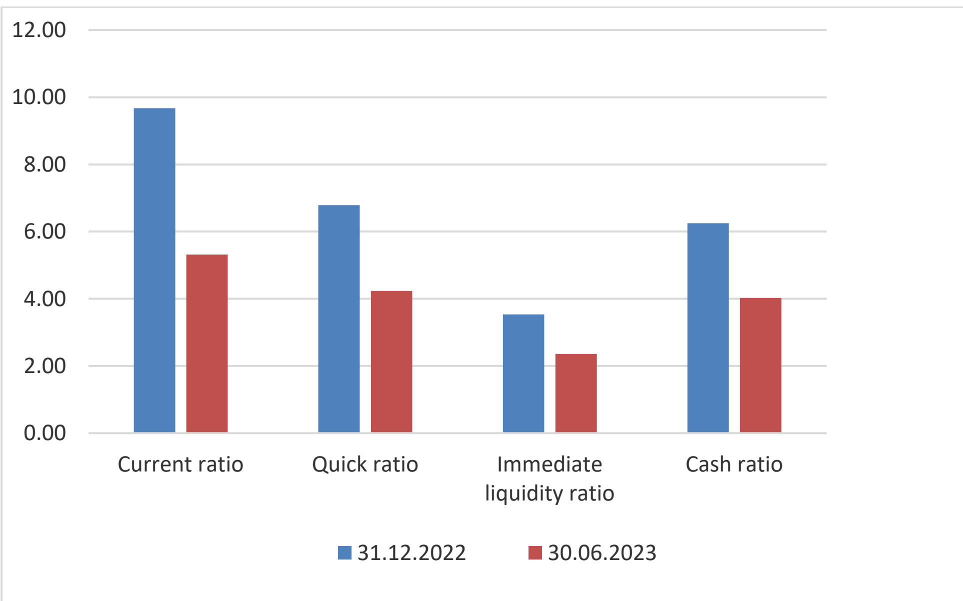
As of the end of the reporting period the total operating expenses of SHELLY GROUP PLC increased by 51,8 % compared to the same reporting period of the previous year. This is mainly due to to the expenses for salaries and social securities which have increased by 48,7, other administrative expenses which have increase by 157,0% and expenses for marketing and sales, which have increase by 148,9%.

The biggest part of the reported operating expenses for the reporting period belongs to the expenses for salaries and social securities with 52,2% share in total expenses, followed by external services with a share of 21,6 % and the expenses for marketing and sales with a share of 16,0%.

EXPENSES	6 months of 2022 thousand BGN	y/y change %	6 months of 2022 thousand BGN
Materials	245	-28.7%	175
External services	2 166	70.7%	3 698
Depreciation	225	68.0%	378
Salaries	6 006	48.7%	8 931
Other administrative expenses	324	157.0%	833
Total administrative expenses	**8 966**	**56.3%**	**14 014**
Sales and marketing	1 101	148.9%	2 740
Other operating expenses	1 202	-70.9%	350
Total Operating Expenses	**11 269**	**51.8%**	**17 104**

3.3. Financial indicators

Liquidity Ratios



LIQUIDITY RATIOS	31-12-22	30-06-23
Current ratio	9.68	5.32
Quick ratio	6.79	4.24
Immediate liquidity ratio	3.53	2.36
Cash ratio	6.25	4.03

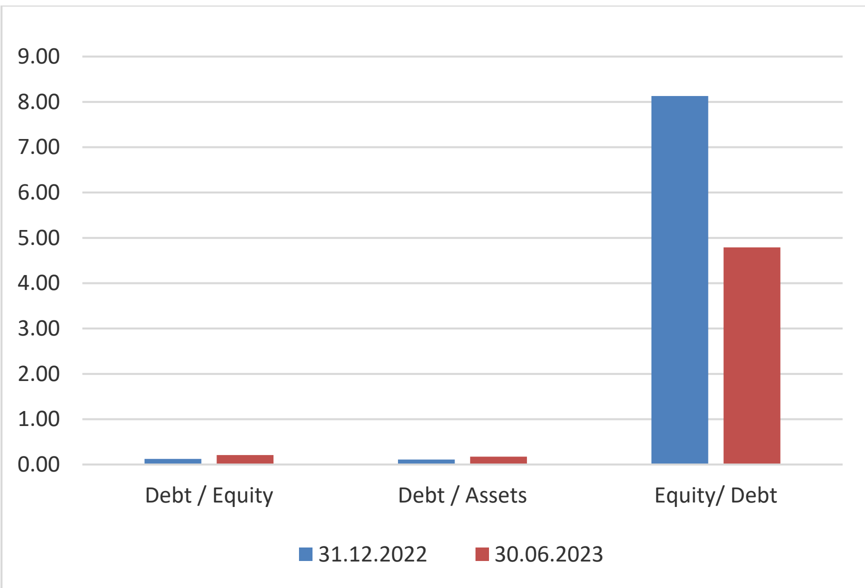
The current liquidity ratio at the end of the reporting period decreased due to the following: the current assets increased by 13,4% compared to the end of 2022, while the current liabilities increased by 106,4% which is highly impacted by the resolution of the General Meeting of the Shareholders for payment of dividend.

The quick liquidity ratio at the end of the reporting period decreased due to the following: the current assets increased by 13,4% compared to the end of 2022, while the inventories decreased by 22,8%.

The absolute liquidity ratio at the end of the reporting period decreased due to the following: the current liabilities increased by 106,4% compared to the end of 2022, while cash increased by 37,8%.

The cash ratio at the end of the reporting period decreased due to the following: The current liabilities increased by 106,4% compared to the end of 2022, while cash increased by 13,4 % and the commercial receivables increased by 26,7.

Financial autonomy indicators



DEBT RATIOS	31-12-22	30-06-23
Debt / Equity	0.12	0.21
Debt / Assets	0.11	0.17
Equity/ Debt	8.13	4.79

The change in the debt/equity ratio at the end of the reporting period is due to the following: the Company's total liabilities increased by 87,7% compared to the end of 2022, and equity increased by 10,6%.

The change in the debt/assets ratio at the end of the reporting period is due to the following: the Company's total assets increased by 19,0% compared to the end of 2022, while the Company's total liabilities increased by 87,7%.

The change in Equity/ Debt ratio at the end of the reporting period is due to the following: the total liabilities of the Company increased by 87,7% compared to the end of 2022, and equity decreased by 10,6%

4. DESCRIPTION OF THE MAIN RISKS AND UNCERTAINTIES

The risks associated with the core business of the Company can generally be divided into systemic (general) and non-systemic (related specifically to its business and the industry in which it operates). Relevant for the Company are also the similar categories of risks inherent in the company business and the industry in which its subsidiaries operate, insofar as they are the main source of the Company's income. Separately, investors in the Company's financial instruments are also exposed to risks related to the investments in securities themselves (derivative and underlying).

4.1. SYSTEMIC RISKS

Systemic risks are related to the market and the macro environment in which the Company operates, which is why they cannot be managed and controlled by the Company's management team. Systemic risks are: political risk, macroeconomic risk, inflation risk, currency risk, interest rate risk, tax risk and unemployment risk.

Type of risk	Description
POLITICAL RISK	Political risk is the likelihood of a change of Government, or of a sudden change in its policy, of occurrence of internal political turmoil and adverse changes in European and/or national legislation, as a result of which the environment in which local businesses operate will change negatively, and investors will incur losses. April 2023, there were held early parliamentary elections for the Ordinary National Assembly and as of the date of this Interim report, as a result of which a regular government of the two first political formations is formed. Political risks for Bulgaria internationally are related to the commitments undertaken to implement serious structural reforms in the country in its capacity as an equal member of the EU, increasing social stability, limiting inefficient spending, on the one hand, as well as the strong destabilization of the countries of The Middle East, military interventions and conflicts in the region of the former Soviet Union, the refugee waves generated by these factors, and the potential instability of other key countries in the immediate proximity of the Balkan Other factors that also affect this risk are the possible legislative changes and in particular those concerning the economic and investment climate in the country.
GENERAL MACROECONOMIC RISK	According to the National Statistical Institute, in June 2023 the overall business climate indicator remained similar to the previous month, with an improvement only in retail trade. According to the ECB experts' August 2023 projections, a annual average real GDP growth is expected to slow down to 0.9% in 2023 (from 3.5% in 2022), before rebounding to 1.5% in 2024 and 1.6% in 2025. Compared with the March 2023 projections, the outlook for GDP growth has been revised down by 0.1 percentage points for 2023 and 2024, reflecting mainly tighter financing conditions. GDP growth in 2025 remains unchanged, as these effects are expected to be partly offset by the impact of higher real disposable income and lower uncertainty.[1]
INTEREST RATE RISK	Interest rate risk is related to possible negative changes in interest rates established by the financial institutions of the Republic of Bulgaria.

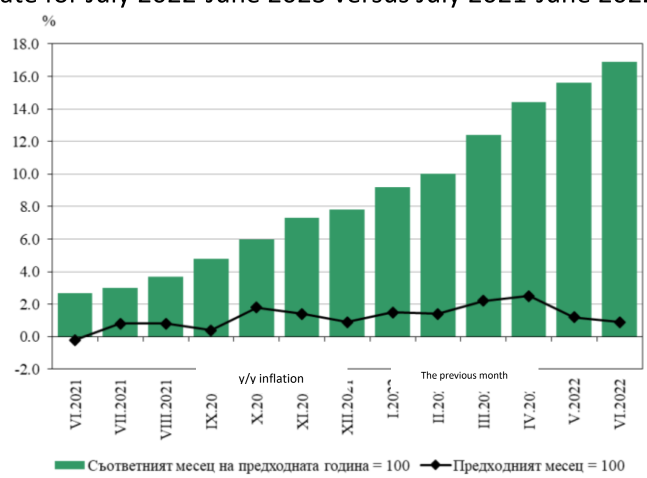
[1] https://www.ecb.europa.eu/pub/pdf/ecbu/eb202304.en.pdf

<table>
<tr>
<td></td>
<td>
The Governing Council is determined to ensure that inflation returns to its 2% medium term target in a timely manner. It therefore decided at its meeting on 15 June 2023 to raise the three key ECB interest rates by 25 basis points. […] The monetary policy tightening continues to be reflected in risk-free interest rates and broader financing conditions. Funding conditions are tighter for banks and credit is becoming more expensive for firms and households. In April lending rates reached their highest level in more than a decade, standing at 4.4% for business loans and 3.4% for mortgages […] These higher borrowing rates, together with tighter credit supply conditions and lower loan demand, have further weakened credit dynamics. The annual growth of loans to firms declined again in April, to 4.6%. The month-on-month changes have been negative on average since November 2022.[2]

Basic Interest Rate
<table>
<tr><td>01.01.2022</td><td>0.00</td></tr>
<tr><td>01.02.2022</td><td>0.00</td></tr>
<tr><td>01.03.2022</td><td>0.00</td></tr>
<tr><td>01.04.2022</td><td>0.00</td></tr>
<tr><td>01.05.2023</td><td>2.77</td></tr>
<tr><td>01.06.2023</td><td>2.96</td></tr>
</table>
*Source: BNB[3]
</td>
</tr>
<tr>
<td>INFLATION RISK</td>
<td>
Inflation risk is a general price increase in which money depreciates and households and firms are likely to suffer a loss.

The consumer price index is the official measure of inflation in the Republic of Bulgaria. It assesses the overall relative change in the prices of goods and services used by households for personal (non-productive) consumption and is calculated by applying the structure of final monetary consumption expenditure of Bulgarian households.

According to the NSI, in June 2023, the monthly inflation rate is -0.4% compared to the previous month and the annual inflation rate for June 2023 compared to June 2022 is 8.7%. Year-to-date inflation (June 2023 versus December 2022) is 2.4% and the average annual inflation rate for July 2022-June 2023 versus July 2021-June 2022 is 15.0%.[4]



Source: NSI
</td>
</tr>
</table>

[2] https://www.ecb.europa.eu/pub/pdf/ecbu/eb202304.en.pdf

[3] https://www.bnb.bg/Statistics/StBIRAndIndices/StBIBaseInterestRate/index.htm

[4] https://www.nsi.bg/sites/default/files/files/pressreleases/Inflation2023-06_Q0Z4XZ5.pdf

	The Harmonized Index of Consumer Prices is a comparable measure of inflation for EU countries. It is one of the criteria for price stability and for Bulgaria's accession to the euro area. The HICP, like the CPI, measures the overall relative change in the price level of goods and services. According to the NSI Harmonized Index of Consumer Prices (HICP), the monthly inflation rate in June 2023 is 0.1% compared to the previous month and the annual inflation rate for June 2023 compared to June 2022 is 7.5%1 . Year-to-date inflation (June 2023 versus December 2022) is 2.9% and the average annual inflation rate for July 2022 to June 2023 versus July 2021 to June 2022 is 12.9%. According to the June 2023 Euro system staff macroeconomic projections for the euro area headline inflation is expected to average 5.4% in 2023, 3.0% in 2024 and 2.2% in 2025. Indicators of underlying price pressures remain strong, although some show tentative signs of softening. Staff have revised up their projections for inflation excluding energy and food, especially for this year and next year, owing to past upward surprises and the implications of the robust labour market for the speed of disinflation. They now see it reaching 5.1% in 2023, before it declines to 3.0% in 2024 and 2.3% in 2025. [5]
CURRENCY RISK	Exposure to currency risk is the dependence and effects of changes in exchange rates. Systemic currency risk is the probability of a possible change in the currency regime of the country (currency board), which would lead either to BGN devaluation or to BGN appreciation compared to foreign currencies. Currency risk will have an impact on companies with market shares, the payments of which are made in a currency other than BGN and EUR. Since, according to the current legislation in the country the Bulgarian lev is fixed to the euro in the ratio EUR 1 = BGN 1.95583, and the Bulgarian National Bank is obliged to maintain a level of Bulgarian levs in circulation equal to the bank's foreign exchange reserves, the risk of devaluation of the BGN compared to the European currency is minimal and consists in the eventual early abolition of the currency board in the country. At this stage, this seems unlikely, as the currency board is expected to be abolished upon the adoption of the EUR in Bulgaria as an official unit of payment. Theoretically, currency risk could increase when Bulgaria joins the second stage of the European Exchange Rate Mechanism (ERM II). This is a regime in which the country must maintain the exchange rate compared to the EUR within +/- 15% on the background of the central parity. In practice, all countries currently in this mechanism (Denmark, Estonia, Cyprus, Lithuania, Latvia, Malta) are witnessing fluctuations that are significantly less than the allowed ones of ± 15%. On July 10, 2020, Bulgaria joined the ERM II exchange rate mechanism, known as the 'euro area's waiting room'. The central rate of the Bulgarian lev is fixed at EUR 1 = BGN 1.95583. Around this central exchange rate of the BGN, the standard range of plus or minus 15 percent will be maintained. Bulgaria joins the exchange rate mechanism with its existing currency board regime, as a unilateral commitment and without additional requirements to the ECB.[6] At the same time, our country must enter into close cooperation with the unified banking supervision. The fixed exchange rate of the BGN to the EUR does not eliminate for the Bulgarian currency the risk of unfavorable movements of the euro exchange rate against other major currencies (US dollar, British pound, Swiss franc) on the

[5] https://www.nsi.bg/sites/default/files/files/pressreleases/Inflation2023-06_Q0Z4XZ5.pdf
[6] https://www.ecb.europa.eu/pub/pdf/ecbu/eb202304.en.pdf

	international financial markets, but at present the company does not consider that such a risk would be material to its business. The company may be affected by currency risk depending on the type of cash flow currency and the type of currency of the company's potential loans. The SHELLY GROUP PLC Group companies operate in Bulgaria as well as in EU countries and first countries, mainly in the USA and the Asia-Pacific region. At present, the main revenues from the Group's IoT business are in BGN or EUR, and the costs of delivery of goods in this segment are mainly in US dollars and are largely tied to the Chinese yuan, which is why the appreciation of the US dollar or Chinese yuan would have an adverse effect on the business performance. In terms of US dollar exposure, the Group companies are expected to have significant US dollar sales revenue in the US and other non-EU markets in the future, which to some extent balances the Group's net exposure to this major currency. To limit the effects of the currency risk, the companies of the Group have introduced a system for planning the deliveries from countries inside and outside the EU, as well as procedures for ongoing monitoring of the movements in the exchange rates of the foreign currencies and control over the forthcoming payments. Currently, the Group companies do not use derivative instruments for hedging the currency risk but, if necessary, the management is ready to enter into such transactions.
Credit risk of the state	Credit risk is the probability of deterioration of Bulgaria's international credit ratings, caused by the government's inability to repay its liabilities regularly. Low credit ratings of the country can lead to higher interest rates, more difficult financing conditions, both for the state and for individual economic entities, including the Issuer. Credit ratings are prepared by specialized credit rating agencies and serve to determine and measure a country's credit risk. Bulgaria's credit rating is presented in the following table: Table 1: Credit risk of Bulgaria <table><tr><th>Credit agency</th><th>Date of last change</th><th>Long-term rating</th><th>Prospects</th></tr><tr><td>Standard & Poor's</td><td>26.11.2022 [7]</td><td>BBB/A-2</td><td>Stable</td></tr><tr><td>Fitch</td><td>13.05.2023 [8]</td><td>BBB</td><td>Positive</td></tr></table>Source: Ministry of Finance The international credit rating agency S&P Global Ratings affirmed its long-term and short-term foreign and local currency sovereign credit ratings on Bulgaria at "BBB/A-2". The outlook remains stable. The stable outlook balances Bulgaria's weaker economic growth prospects in the near term and elevated domestic political uncertainty against Bulgaria's low net general government debt and contained interest expenditures. In S&P Global Ratings' view, this affords Bulgaria a policy buffer and leaves its public finances less susceptible to a swift increase in interest rates globally. Bulgaria is currently experiencing high inflation, which, in S&P Global Ratings' view, could pose challenges to it becoming a member of the eurozone in 2024. **S&P Global Ratings** expects Bulgaria's GDP growth to weaken notably in the coming months. Although the economy has remained more resilient in 2022 against fallout from the Russia-Ukraine conflict than the rating agency initially expected, several challenges lie

[7] https://www.minfin.bg/bg/news/12185
[8] https://www.minfin.bg/bg/news/11830

	ahead. In particular, the rating agency expects external demand from Bulgaria's main trading partners in the EU will reduce and domestic consumption will lose steam as continuously high inflation, which is estimated at close to 10% on average in 2023, weighs on real wages. Positively, EU-funded projects will provide some support to the economy. S&P Global Ratings projects real growth of less than 1% in 2023 – a substantial slowdown from the 3% it anticipates for 2022. According to S&P Global Ratings, Bulgaria is gradually progressing in its efforts to enter the eurozone, but it remains unclear whether it will be granted membership in 2024 due to several remaining obstacles. Bulgaria's successful accession to the eurozone would eliminate residual euro exchange rate risks in its economy, improve the country's access to euro capital markets, and grant domestic banks direct access to the ECB resources. However, Bulgaria is currently experiencing high inflation (at close to 15%), which, in the view of the rating agency, could complicate the task of meeting the inflation convergence criterion next year. Domestic political uncertainty also persists with a caretaker government still in office following the most recent snap election in October 2022, hampering the process of preparing for accession. The rating agency could raise the ratings on Bulgaria if it became a eurozone member; improvements in Bulgaria's balance of payments position could also support an upgrade. S&P points out that it could lower the ratings if Bulgaria's economic prospects deteriorated significantly compared to the rating agency's current expectations, which could occur, for example, due to stronger second-round effects from a slowdown in global growth, the regional security situation significantly worsening, or disruptions of energy imports from Russia threatening the availability of sufficient energy supplies for Bulgaria's economy.[9] The international credit rating agency Fitch Ratings has affirmed Bulgaria's long-term foreign and local currency Issuer Default Ratings (IDR) at "BBB" with a Positive Outlook. Bulgaria's ratings are supported by its strong external and public balance sheets versus 'BBB' peers and a credible policy framework, underpinned by EU membership and a long-standing currency-board. This is balanced by unfavourable demographics, which weigh on potential growth and government finances over the long term. The Positive Outlook reflects the prospect of euro adoption, which could lead to further improvements in external metrics. The authorities remain committed to euro adoption by 2024, with risks around the timeline mainly tied to exogenous factors. The rating agency does not expect a delay of more than one year in euro accession if the country fails to meet convergence criteria in 2023, as it considers that there is a clear commitment at EU level to expedite the process. **Fitch Ratings** has affirmed Bulgaria's 'BBB' long-term foreign and local currency sovereign credit rating with a positive outlook. Bulgaria's rating is underpinned by its strong external and fiscal position compared to similarly rated countries, the credible policy framework of EU membership and the long-standing functioning of the monetary council regime. On the other hand, the low investment-to-GDP ratio and unfavourable demographic factors weigh on potential economic growth and public finances in the longer term.

[9] https://www.minfin.bg/bg/news/12018

	The positive outlook reflects the country's plans for euro area membership, which could lead to further improvements in the country's external position indicators. Despite a series of snap parliamentary elections over the past two years, the rating agency believes that the key political parties remain committed to euro adoption. According to Fitch Ratings, the necessary legislative amendments should be adopted once the political environment stabilizes, with the risks around the eurozone entry date mainly related to the fulfilment of the price stability criterion. Inflation will ease slowly: Fitch Ratings forecasts average annual inflation (HICP) of 9.6% in 2023 (current median of 6.4% for BBB-rated countries), compared to 13% in 2022. While lower international commodity prices and strong base effects should reduce headline inflation this year, robust domestic demand will keep upward pressure on prices, leading to average annual inflation of 4% in 2024. Wage dynamics are broadly in line with inflation, with nominal average wage growth of 12.8% in 2022, driven primarily by private sector increases. Weakening growth outlook: GDP growth is projected to slow to 1.3% in 2023 from 3.4% in 2022. Analysts at the rating agency, expect a sharp reduction in the inventories that firms hold and a slowdown in private and public consumption growth. Nevertheless, private consumption will continue to be supported by a robust labor market, with increases in minimum wages and social payments supporting lower-income households. Investment growth will start to pick up as EU fund flows increase. GDP growth will accelerate to 2.6% in 2024. The delay in the implementation of the SGP reforms is a major downside risk. Uncertain fiscal outlook: according to Fitch Ratings, fiscal performance this year is uncertain as the caretaker government operates under the provisions of the 2022 budget law. The general government deficit is expected to widen to 3.4% of GDP in 2023 from 2.8% in 2022, in line with the current median of 'BBB' rated countries. Strong nominal GDP growth will support tax revenues, while increases in public sector pensions and wages and increases in capital spending will boost overall government spending. The fiscal prudence achieved and the commitment of key political parties to fiscal consolidation support the view of the rating agency analysts that fiscal performance should not be jeopardized in the medium term. Fitch Ratings expects the budget deficit in 2024 to narrow to 2.5% of GDP. Key factors that could lead to positive rating actions are: progress towards euro area accession, including confidence that Bulgaria meets the membership criteria and the euro adoption deadline; improving the growth potential of the economy, for example by introducing structural and governance reforms to improve the business environment and/or efficient use of EU funds. Factors that could lead to negative rating actions are: lack of progress in joining the euro area due to persistent political instability or failure to meet the convergence criteria; lower growth prospects in the medium term caused, for example, by a significant adverse macroeconomic shock or inflation that has persisted at high levels.[10]
Unemployment risk	As a major factor affecting consumer purchasing power, an increase in unemployment would reduce demand for IoT products. On the other hand, the demand for staff from businesses continues to be very active, so such a risk seems negligible within the next year.

[10] https://www.minfin.bg/bg/news/12185

	Eurostat estimates that 12.937 million persons in the EU, of whom 11.014 million in the euro area (EA), were unemployed in May 2023. Compared with April 2023, unemployment decreased by 75 000 in the EU and by 57 000 in the euro area. Compared with May 2022, unemployment decreased by 257 000 in the EU and by 227 000 in the euro area.[11] In June, the Employment Agency again reported a decline in the number of registered unemployed in the labor offices. They are 142 510, which is 1 392 persons or 1.0% less than in May. With this number, the registered unemployment rate in June was 5.0%. Thus, compared to the previous month, there is a decrease of 0.1 points, and compared to June 2022, there is also a decrease of 0.1 points.[12]
Risk associated with the legal system	Although Bulgaria has introduced a number of significant legislative changes since joining the EU and most of the Bulgarian legislation has been harmonized with EU legislation, the legal system in the country is still in the process of reform. Judicial and administrative practices remain problematic and it is difficult to effectively resolve property disputes, breaches of laws and contracts and other. Deficiencies in the legal infrastructure can result in uncertainties arising from the implementation of corporate actions, the implementation of supervision and other issues.
TAX RISK	It is essential for the financial performance of the companies to maintain the current tax regime. There is no guarantee that the tax legislation, which is directly relevant to the core business of the Company, will not be changed in a direction that would lead to significant unforeseen expenses and, accordingly, would adversely affect its profit. The taxation system in Bulgaria is still developing, as a result of which a contradictory tax practice may arise.

4.2. NON-SYSTEMIC RISKS

Risks related to the industry in which the Group operates

Such risks are: risk of shortage of key personnel, risk of strong competition, risk related to personal data security and hacker attacks, risk of technology change.

Risk of shortage of key personnel

One of the biggest challenges for technology companies, such as the companies of the Group, as well as given the specific scope of their business in the field of telecommunications and engineering and software development, is the shortage of skilled personnel. Insufficient availability of suitable staff in the subsidiaries could adversely affect the future development of the Group due to delays in the development of new products/services and the maintenance of existing ones. On the other hand, the high competition in this sector raises the cost of labor. Thus, the financial position and market share of the Group companies could suffer.

[11] https://ec.europa.eu/eurostat/statistics-explained/index.php?title=Unemployment_statistics#Unemployment_in_the_EU_and_the_euro_area
[12] https://www.az.government.bg/bg/news/view/prodyljava-spadyt-na-registriranite-bezrabotni-v-burata-po-truda-3958/#

Risk of strong competition

After the sale of most of the telecommunication business of the group, the Group companies operate mainly in the segment of the Internet of Things (IoT). This segment is one of the most modern and promising sectors of the industry, which attracts the interest of many technology giants and start-up companies. The loss or inability to gain market share and the fall in final product prices due to increased competition may have a negative effect on revenue, profit and profit margins. Maintaining a competitive position requires investment in the creation of devices with new utilities, improvement of existing solutions and expansion of market share and it cannot be taken for granted that new developments will be established among the competing ones on the market.

Risk related to personal data security and hacker attacks

The technology industry is characterized by digital transmission of information that could be strictly confidential, containing personal data of users of products, financial information of companies, information about new products and other. The protection of such information is a critical factor for the normal operation of companies in the industry, including of the Group. The sales of the devices and the use by the users of the accompanying mobile applications and cloud services provided by the Group are related to the exchange and storage of personal data. Potential breaches in information security can lead to: i) Loss of customers and/or partners and their migration to competing companies; (ii) Imposing sanctions and lawsuits related to breaches of applicable data protection and privacy laws; iii) Lost or delayed orders and sales; iv) Adverse effects on reputation, business, financial position, profits and cash flows.

Risk of regulatory and specific technical requirements

The supply of IoT devices is related to *regulation regarding the certification of products* for sale in the respective country. In the European Union, products are required to bear the 'CE' marking, which indicates that the product has been evaluated and meets the requirements of safety, health and environmental protection. In the US, the equivalent is 'UL' certification. For certification purposes, accredited laboratories are assigned compliance tests, which involve significant costs. In addition, specifics in the requirements of local regulators and contractors (especially mobile operators) may require additional tests and certification to be performed, which increases the cost of entering a particular market or particular distribution channel.

Sales of the Group companies' products cover an increasing number of markets, which often have local regulation regarding the certification of similar products in the respective country. Meeting the requirements of local regulation is related to time and resources and may delay the Company in entering new markets or require additional costs in order to meet different standards.

The change in regulatory requirements for devices may involve additional costs for making them compliant with the new requirements, including costs for withdrawing products from the market to making them compliant with these requirements. The Group companies and their local partners regularly monitor planned changes in the legislation and take timely measures to ensure the compliance of products with them.

Eventual changes in the regulations in the telecommunications sector, could have some impact on the operation of the Group as mobile operators are one of the main sales channels for existing MyKi series products. Big part of the devices developed and sold by the companies in the IoT Group use Internet-based technology and can work with the services of any Internet provider. To that effect, the Group is now less dependent on regulations in the field of telecommunications, insofar as the companies in its structure are not providers of telecommunication services and mobile operators are only one of the channels for trade and distribution of IoT devices.

Risk of technology change

The Issuer and its subsidiaries operate in an extremely dynamic segment, in which technologies have a significant impact and are a source of competitive advantage. To that effect, there is a risk of delayed adaptation to new technologies due to lack of knowledge, experience or sufficient funding, which may have a negative impact on the Issuer. The slow adaptation to the new realities may lead to a loss of competitive positions and market shares, which in turn will lead to a deterioration of the Group's performance.

Risks related to the Group's business

Such risks are: operational risk, risk related to business partners, risks arising from new projects and liquidity risk.

Operational risk

Operational risk can be defined as the risk of loss as a result of inadequate or non-functioning internal management procedures. Such risks may be caused by the following circumstances:

- Adoption of wrong operational decisions by the management staff related to the management of current projects;
- Insufficient amount of skilled personnel needed for the development and implementation of new projects;
- Leaving key employees and inability to replace them with new ones;
- Risk of excessive increase in management and administration costs, leading to a decrease in the overall profitability of the Issuer;
- Technical damages leading to prolonged interruption of the provided services may lead to termination of contracts with clients.

The effects of such circumstances would be a decrease in the Issuer's revenues and deterioration of its business performance.

Risk associated with business partners

Production activities in the IoT segment is outsourced, mainly to China, concentrated in several manufacturers. Potential risks associated with key subcontractors are related to the accurate and timely execution of deliveries or termination of business relationships. Although management believes that there is a wide range of alternative suppliers, the possible transfer of production to new partners and diversification of subcontractors may lead to delivery delays and additional costs, which may affect the ability of the Group companies to perform agreed orders from customers and adversely affect the Group's reputation and financial performance.

Risks arising from new projects

The main business activity of SHELLY GROUP PLC is related to investments in subsidiaries. There is a risk that some of the subsidiaries will not be able to meet their goals, which will lead to lower or negative return on investment.

The development of new products and services by the subsidiaries of SHELLY GROUP PLC is related to the investment in human resources, software, hardware, materials, goods and services. Should new products and services fail to be marketed, such investments would be unjustified. This in turn would have a negative impact on the costs and assets of the Company, as well as on the performance of its business activities. In order to manage the risk arising from new projects, the Group companies perform a market analysis, prepare a financial analysis containing different scenarios, and in some cases discuss with potential customers the concept of the new service/product.

Liquidity risk

The expression of the liquidity risk in relation to the Group is associated with the possibility of lack of timely and/or sufficient available funds to meet all current liabilities. This risk may appear both in case of significant delay of the payments by the debtors of the Company, as well as in case of insufficiently effective management of the cash flows from the operation of the Company.

Some of the Group companies use bank financing in the form of an investment loan, overdraft or revolving credit line, which can be used in case of liquidity problems.

The company pursues a conservative liquidity management policy, through which it constantly maintains an optimal liquidity cash reserve and good ability to finance its business activities. In order to control the risk, the Company monitors the timely payment of 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.

5. TRANSACTIONS WITH RELATED OR INTERESTED PARTIES

For the reporting period the Company has not entered into transactions with interested parties in the meaning according to POSA.

The Company has not entered into any transactions with other Group companies that fall beyond its scope of regular business or that significantly deviate from the market conditions. Transactions in the ordinary course of business with subsidiaries are eliminated for the purposes of the consolidated. The Company has disclosed information about these transactions in its H1 2023 individual report, published on 31.07.2023 :

Key personnel

During the reporting period, to the members of the Board of Directors have been paid gross remunerations in total amount of BGN 519 thousand. The amounts paid are in compliance with the approved remuneration policy of the Company and the changes made in the number of seats in the Board and the appointment new members, that were appointed on an extraordinary meeting of shareholders held on April 8, 2022.

6. INFORMATION ON NEWLY INCURRED SIGNIFICANT RECEIVABLES AND/OR LIABILITIES FROM THE BEGINNING OF THE YEAR TO THE END OF THE REPORTING QUARTER

There are no newly incurred significant receivables and/or liabilities, except the ones described in section 5 of this report.

7. INFORMATION ON THE TRADING IN THE SHARES OF SHELLY GROUP PLC DURING THE REPORTING PERIOD

Historical data on trade

Date	**Volume**	**Turnover**	**Highest value**	**Lowest value**	**Opening value**	**Closing value**
30.06.2023	51854	1406551.80	28,000	26,000	27,400	26,000
31.05.2023	112738	2721969.50	27,400	21,800	22,000	27,400
28.04.2023	20486	458881.90	22,700	22,000	22,500	22,000
31.03.2023	79538	1791590.70	23,000	22,000	22,500	22,000
28.02.2023	49044	1099266.80	23,000	21,000	21,100	22,800
31.01.2023	25137	539302.60	22,200	20,200	20,600	21,100

Source: Investor.bg

Information on the trading of SHELLY GROUP PLC shares during the reporting period on the Frankfurt Stock Exchange is available at https://www.boerse-frankfurt.de/equity/allterco-jsco/price-history/historical-prices-and-volumes

8. EVENTS AFTER THE END OF THE REPORTING PERIOD

After the end of the reporting period, SHELLY GROUP PLC submitted to the FSC, the BSE and the public additional information.

Date	NOTIFICATION
03.07.2023	The Company has announced to the FSC and to the Public the following information: Shelly Group PLC (ticker A4L / ISIN: BG1100003166) ("Shelly Group"), a provider of IoT and smart home products based in Sofia, Bulgaria, announces herewith and within the legally established term informs that the following notification under Art. 19, para. 1 of Regulation (EU) № 596/2014 of the European Parliament and of the Council was received at the office of Shelly Group PLC: Notification under Art. 19, para. 1 of Regulation (EU) № 596/2014 of the European Parliament and of the Council from Mr. Svetozar Iliev, in his capacity as a person discharging managerial responsibilities and namely – as Chief Financial Officer of Shelly Group PLC and Managing Director of "Allterco Robotics" EOOD [current company name Shelly Europe Ltd.], of transactions conducted by this person and on his own account in his capacity as employee – and as follows: purchasing of in total 4,619 shares of Shelly Group PLC (ISIN BG1100003166) from the capital increase of Shelly Group PLC, that was addressed to employees of the Company and its subsidiaries (including

	managers), on 29 June 2023 through the investment intermediary Karoll AD at an average price of EUR 1.00 per share. The transactions are not linked to the exercise of share option programs.
11.07.2023	The Company has announced to the FSC and to the Public the following information: Based on preliminary data as of the end of the second quarter of 2023, we hereby inform you about the following: Shelly Group PLC (ticker: A4L / ISIN: BG1100003166) ("Shelly Group" / "the Company"), previously: Allterco JSCo, announce hereby a 53.3% year-on-year increase in revenue from sales of devices and related services to EUR 28.0 million (BGN 54,8 million) in H1 2023, based on preliminary data. The revenue from sales of Shelly-branded IoT and smart home devices increased by 53.9%, amounting to EUR 26.8 million (BGN 52.4 million). The sales revenue of MyKi tracking devices decreased by 27.1% to EUR 0.6 million (BGN 1.2 million). The Company will officially disclose consolidated financials for H1 2023 until 16 August 2023. Note: EUR/BGN exchange rate EUR 1 = BGN 1.95583.
11.07.2023	The Company has announced to the FSC and to the Public the following information: In reference to an announcement, published on 30.06.2023, about the successful closing of initial public offering of shares from the capital increase of Shelly Group PLC ("the Company"), which was addressed to employees of the Company and its subsidiaries ("the Offering"), we hereby inform that the capital increase of 50 946 BGN representing 50 946 ordinary, registered, dematerialized, voting shares, with a par value of BGN 1 each, has been registered with the Commercial Register at the Register Agency. The capital of Shelly Group PLC following the increase amounts to 18 050 945 BGN, representing 18 050 945 ordinary, registered, dematerialized, voting shares, with a par value of BGN 1 each. The capital increase is a result of the successful public offering performed in the period 28.06.2023 – 29.06.2023 in accordance with Resolution of the General Meeting of the Shareholders of 19.06.2023 and Information Document under Art. 1, paragraph 4(i) in conjunction with Art. 1, paragraph 5(h) of Regulation (EC) 2017/1129.

9. OTHER INFORMATION AT THE DISCRETION OF THE COMPANY

In relation to a Term Sheet that was entered into by the Company in March 2023, during the reporting period Shelly Group PLC has signed an Investment agreement for its investment in Ground Solutions Group PLC by way of participation in a capital increase and subscription for new preference shares in the capital of its subsidiary Corner Solutions Ltd ("the Investment"), namely 625 new preference shares representing 10% of the capital after the capital increase of Corner Solutions Ltd, for a price of EUR 100 000. There are no interested parties involved in the transaction. The parties to the Investment Agreement are Shelly Group PLC and Vitosha Venture Partners - Fund I KD, UIC: 206223492, as investors, on one hand, and Ground Solutions Group AD, its founders Mr. Vladimir Konstantinov Todorov, Mr. Denis Krasimirov Florov, Mr. Nikola Konstantinov Ruychev and Corner Solutions Ltd, with UIC 206375571, on the other hand.

In the second quarter of 2023 Shelly Group PLC has provided a cash loan to a to an unrelated and not-interested third party – Expat Capital AD, UIC 175192462, Bulgarian joint stock company in the amount of EUR 280 000 (BGN 547 632) under the following conditions: term – 1 year as of the date of provision of the cash, interest rate of 1% per annum on the amount borrowed in proportion to the period for which the amount has been used, which interest shall accrue at the end of the loan period.

In June 2023 the Company increased its capital from BGN 17 999 999 to BGN 18 050 945 as a result of successful initial public offering of shares to the subscription of which there were entitled only employees (including managing directors but not members of the Board of Directors) of the Company and its Bulgarian subsidiaries – Shelly Europe Ltd. (*previously named Allterco Robotics*), Shelly Trading Ltd. (*previously named Allterco Trading*) and Shelly Properties Ltd. (*previously named Allterco Properties*) based on Art. 112 (3) of POSA. The public offering was performed in compliance with Srt. 1, para 4 (i) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market.

The Company considers that there is no other information that has not been publicly disclosed that would be important to shareholders and investors in making an informed investment decision.

Date: 16 August 2023

Dimitar Stoyanov Dimitrov

Digitally signed by Dimitar Stoyanov Dimitrov
Date: 2023.08.16 18:45:03 +03'00'

For SHELLY GROUP PLC:

Dimitar Dimitrov
CEO