

Cloudified Holdings Limited
("Cloudified" or "the Company")
Interim results

Cloudified Holdings Limited ("Cloudified" or "CHL" or "the Company"), an AIM quoted cash shell announces its interim results for the six months ended 30 September 2025 (the "period").

Business Review

The Company continued to progress the proposed Reverse Take Over ("RTO") of the identified asset in the media, technology and events sector. Advisory work was undertaken, including financial due diligence and associated processes around the RTO. The Company's shares remained suspended during the period and operating costs were kept to a minimum.

Subsequent Events and Future Strategy

The target of the RTO is a business in the media, events and technology space which has been introduced to the Company by Salonica Capital Ltd, which represents Salonica GP, the general partner for Salonica Play LP, the owner of approximately 65% of the Company's issued share capital. Whilst timelines have been extended compared to the original plan, this has allowed the target to strengthen its commercial foundations in support of the creation of medium-to- long term shareholder value as an AIM listed company. This has also included the appointment of an experienced CEO (Rob Proctor) in the media and technology sectors to lead the combined business; further details are set out below.

Consequently, the Company is pleased to announce that the RTO target has signed two substantial commercial contracts with major regional and international broadcasters in high growth vertical and geographic markets. These partnerships represent significant customer validation of the Company's proposition and will help underpin the Company's financial performance and growth trajectory post completion of the RTO. Having taken specialist advice, the Company now expects that it will qualify, subject to usual HMRC processes, for EIS and VCT purposes.

The Company is targeting completion of the RTO in Q2 2026 and is actively working on the associated processes. To provide additional cash resources to cover non contingent advisory fees as well as routine operations of the shell, the Company has raised a further £250,000 (gross) from Salonica Play LP by way of a Convertible Loan Note ("CLN") the details of which are set out below.

Convertible Loan Note

The Company is in the process of agreeing an unsecured convertible loan note (the "Note") from Salonica Play LP (the "Lender") to support the completion of the RTO. The principal amount is expected to be £250,000, with an expected arrangement fee of £31,250 (which is to be deducted from drawdown without reducing the face value). At completion of the RTO, Salonica Play LP would have the right to require repayment of the Note, provided that it has sourced the specific replacement capital. The Note is expected to carry an annualised straight-line coupon of 17.5%. On completion of the RTO, the Note will convert into ordinary shares which will benefit from the bonus share issue referenced in the RNS of 28 October 2024. The main terms of the Note have been agreed in principle, and it is expected to be finalised and drawn down around the end of January 2026.

Appointment of Director and CEO Designate

The Company is pleased to announce the appointment of Robert ('Rob') Proctor as a Non-Executive Director of the Company with immediate effect. It is intended that Rob will be appointed to the role of CEO on completion of the RTO. Rob is a highly experienced digital media and entertainment executive and serial entrepreneur with over three decades in the entertainment, technology, media and infrastructure sectors. He has held C-level positions in public and private companies, including as CEO of Allied Esports International in Las Vegas and CEO of Audioboom Group plc (AIM BOOM), where he led the transformation of the business from a start-up into a fully listed public company that became the fourth largest podcast company globally.

During his tenure at Audioboom from 2012 to 2019, listenership grew nearly 2,000% to over 1.6 billion impressions, with annual revenues exceeding 22 million. Rob has been a pioneer in internet, mobile technology, streaming media and podcasting, and brings extensive expertise in content creation, distribution, public markets and corporate finance. The Board believes that Rob's considerable experience will be invaluable as the Company pursues its growth strategy.

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CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE SIX MONTHS PERIOD ENDED 30 SEPTEMBER 2025

	6 Months to 30 Sep 2025 (Unaudited)	6 Months to 30 Sep 2024 (Unaudited)	Year to 31 Mar 2025 (Audited)
	£	£	£
Revenue	-	-	-
Cost of sales	-	-	-
Gross profit	-	-	-
Administrative expenses	(240,593)	(149,094)	(280,674)
Operating loss	(240,593)	(149,094)	(280,674)
Finance income	3,433	5,124	9,591
Finance expense	-	(1,424)	(1,424)
Net finance income	3,433	3,700	8,167
Loss before income tax	(237,160)	(145,394)	(272,507)
Income tax credit	-	-	-
Loss for the period from continuing operations	(237,160)	(145,394)	(272,507)
Loss for the period	(237,160)	(145,394)	(272,507)
Other comprehensive income:	-	-	-
Total comprehensive loss for the period	(237,160)	(145,394)	(272,507)
Loss per share from continuing operations			
Basic & diluted loss per share	(3) p	(3) p	(3) p

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 SEPTEMBER 2025

	6 Months to 30 Sep 2025 (Unaudited)	6 Months to 30 Sep 2024 (Unaudited)	Year to 31 Mar 2025 (Audited)
	£	£	£
Assets			
Current assets			
Trade and other receivables	11,078	15,767	48,220

Cash and cash equivalents	233,204	334,613	460,221
Total assets	244,282	350,380	508,441
Equity			
Capital and reserves attributable to equity holders of the Company			
Share premium account	4,436,968	4,035,003	4,436,968
Share based payment reserve	180,048	462,386	180,048
Retained earnings	(4,402,379)	(4,251,268)	(4,165,219)
Total equity	214,637	246,121	451,797
Liabilities			
Current liabilities			
Trade and other payables	29,645	104,259	56,644
Total liabilities	29,645	104,259	56,644
Total equity and liabilities	244,282	350,380	508,441

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share capital	Accumulated losses	Share based payment reserve	Total
	£	£	£	£
Balance at 1 April 2024	4,035,003	(4,105,874)	462,386	391,515
Loss for the year	-	(272,507)	-	(272,507)
Transactions with owners:				
Issue of share capital	500,000	-	-	500,000
Costs of issue of share capital	(98,035)	-	-	(98,035)
Share based payment charge	-	-	(69,176)	(69,176)
Forfeited share options reversed through reserves	-	213,162	(213,162)	-
Balance at 31 March 2024	4,436,968	(4,165,219)	180,048	451,797
Loss for the period	-	(237,160)	-	(237,160)
Transactions with owners:				
Issue of share capital	-	-	-	-
Share based payment charge	-	-	-	-
Balance as at 30 September 2024	4,436,968	(4,402,379)	180,048	214,637

CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED 30 SEPTEMBER 2025

	6 Months to 30 Sep 2025 (Unaudited) £	6 Months to 30 Sep 2024 (Unaudited) £	Year to 31 Mar 2025 (Audited) £
Cash flows from operating activities			
(Loss) / profit before tax	(237,160)	(145,394)	(272,507))
Adjustments for:			
Share based payment	-	-	(69,176)
Net finance (income) / expense recognised in profit or loss	(3,433)	(3,700)	(8,167)
	(240,593)	(149,094)	(349,850)
Changes in working capital:			
Decrease in trade and other receivables	37,142	52,973	20,520
(Decrease) / increase in trade and other payables	(26,999)	(103,458)	(151,073)
Cash generated from / used in operations	(230,450)	(199,579)	(480,403)
Interest paid	-	(1,424)	(1,424)
Net cash used in operating activities	(230,450)	(201,003)	(481,827)
Cash flows from investing activities			
Interest received	3,433	5,124	9,591
Proceeds from disposal of fixed assets	-	-	-
Proceeds from disposal of subsidiaries, net of cash	-	-	-

Net cash used in investing activities	3,433	5,124	9,591
Cash flows from financing activities			
Proceeds from issue of shares	-	-	500,000
Share issuance costs	-	-	(98,035)
Net cash used in / generated from financing activities	-	-	401,965
Decrease / (Increase) in cash equivalents	(227,017)	(195,879)	(70,271)
Cash and cash equivalents at beginning of the period	460,221	530,492	530,492
Cash and cash equivalents at end of the period	233,204	334,613	460,221

NOTES TO INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 SEPTEMBER 2025

1. General information

Cloudified Holdings Limited (the "Company" or "Cloudified") is a cash shell under Rule 15 of the AIM rules. This followed the disposal of its trading subsidiaries in the cyber security division on 12 December 2023. All other subsidiaries which were dormant were dissolved in the year ended 31 March 2025. The Company is a public limited company which is listed on the AIM Market of the London Stock Exchange and is incorporated and domiciled in the British Virgin Islands. The address of its registered office is PO Box 173, Kingston Chambers, Road Town, Tortola, British Virgin Islands. The UK registered office is c/o Blake Morgan LLP, Apex Plaza, Forbury Road, Reading, RG1 1AX

2. Basis of preparation

These interim financial statements have been prepared in accordance with UK adopted International Accounting Standards. They do not contain all the information required for full financial statements and should be read in conjunction with the consolidated financial statements of the Company as at and for the year ended 31 March 2025. These interim financial statements do not constitute statutory accounts within the meaning of the Companies Act. The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 3.

The interim financial information has not been reviewed nor audited by the auditors. The interim financial information was approved by the Board of Directors on 15 January 2026. The information for the year ended 31 March 2025 is extracted from the statutory financial statements for that year which have been reported on by the Company's auditors and delivered to the Registrar of Companies.

The accounting policies applied by the Company in these interim financial statements are the same as those applied by the Company in its consolidated financial statements for the year ended and as of 31 March 2025. The interim report is the responsibility of, and has been, approved by the Directors. The Directors are responsible for preparing the interim financial statements in accordance with the AIM rules for Companies.

Going Concern

The Company is now a cash shell with no trading operations which is currently in advanced stages of an RTO. On 7 January 2026 it had cash balances of £168,000 and an expected cash consumption of c£30,000 per month comprising of directors' fees and typical PLC running costs. The proceeds from the proposed CLN from Salonica will augment cash balances on drawdown and will allow coverage of professional fees and abort costs (should the scenario arise) as the transaction progresses with a target completion in Q2 2026.

The definition of a going concern is that of "any entity unless its management intends to liquidate the entity or to cease trading or has no realistic alternative to liquidation or cessation of operations". The directors took the decision to cease trading through the disposal in December 2023 of all the trading subsidiaries of the Company and, as such, have prepared these interim results on a basis other than a going concern. The directors do not consider that this basis of preparation has given rise to any material differences compared to the financial statements prepared on a going concern basis.

3. Critical accounting estimates and judgements

The preparation of the Company financial statements in conformity with IFRSs as applied in accordance with the provisions of the Companies Act 2006 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the present circumstances. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Company's financial statements are disclosed below.

Estimates:

Management do not consider there to be significant accounting estimates in respect of the six-month period ended 30 September 2025 or for the year ended 31 March 2025.

4. Earnings per share

Basic loss per share is calculated by dividing the loss attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year. There are no dilutive share options at present as these would currently increase the loss per share.

Continuing operations

	6 Months to 30 Sep 2025 (Unaudited) £	6 Months to 30 Sep 2024 (Unaudited) £	Year to 31 Mar 2025 (Audited) £
(Loss) / Profit for the year attributable to equity holders of the Company	(237,160)	(145,394)	(272,507)
Total basic and diluted (loss)/profit per share from operations (pence per share)	(3)	(3)	(3)

Weighted average number of shares used as the denominator

	6 Months to 30 Sep 2025 (Unaudited)	6 Months to 30 Sep 2024 (Unaudited)	Year to 31 Mar 2025 (Audited)
Weighted average number of ordinary shares used as the denominator in the calculating basic earnings per share	8,925,961	5,264,212	8,925,961

As at 30 September 2025, the potentially dilutive ordinary shares were anti-dilutive because the Company was loss-making.

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