

*The information contained within this announcement is deemed by the Company to constitute inside information stipulated under the Market Abuse Regulation (EU) No. 596/2014. Upon the publication of this announcement via the Regulatory Information Service, this inside information is now considered to be in the public domain.*

**28 September 2017**

**EVR Holdings plc**  
(‘EVR’ or the ‘Company’)

### **Half-yearly Results**

EVR Holdings (AIM: EVRH), a creator of virtual reality (‘VR’) content, is pleased to announce its Half-yearly Results for the six months to 30 June 2017.

#### **Highlights**

- On 20th March 2017 the Company’s subsidiary, MelodyVR Ltd (“MelodyVR”), entered into a global framework agreement with Universal Music Group, the world’s largest record label.
- On 7th June 2017 the Company completed a successful fundraise for £5 million before costs.
- On the 22nd June 2017 MelodyVR, entered into a global distribution and marketing partnership with Microsoft Corporation.
- As at 30th June 2017 the Company has cash and cash equivalents in excess of £6.5 million for future expansion and development.

**- Ends -**

#### **For further information:**

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#### **Chairman’s Statement**

I am pleased to be able to present these results for a period in which the Company and its principal subsidiary MelodyVR Limited (“MelodyVR”) have achieved a number operational and commercial successes.

Having secured licensing agreements with all three of the world’s largest record labels, MelodyVR has the necessary global label agreements to monetise its extensive library of VR music content. These ground-breaking agreements, which license the creation and distribution of virtual reality content, not only open the door to

accessing the world's most recognisable musicians and international superstars, but secure the rights to create, produce and distribute VR content to a global audience backed by both labels and artists alike.

During the first half of this year, MelodyVR created content with an additional 74 chart-topping artists and secured additional exclusive partnerships covering another 11 global festivals, venues and event brands. Each partnership named MelodyVR as their sole partner for VR content creation, distribution and exploitation.

June 2017 saw MelodyVR complete a Global Partnership with Microsoft Corporation. As part of the agreement, Microsoft provided MelodyVR with additional funding and technical expertise in order to secure the launch of the MelodyVR platform on all forthcoming 'Windows Mixed Reality' devices, which have been created in partnership with companies such as Acer, Dell, HP and Lenovo. MelodyVR has also agreed that Microsoft may actively market the MelodyVR app, primarily to their 500 million Windows 10 consumers, as well as at Microsoft branded events and within their retail stores. The completion of this Global Partnership, combined with the detailed marketing commitments, demonstrates the demand for MelodyVR's music platform and content, from both a key VR hardware developer and the world's largest software company.

Also in June 2017 the Company completed the placing of 62.5 million ordinary shares raising £5 million from both new and existing shareholders, including the participation of amongst others; Hargreave Hale who provide important institutional validation. This additional funding has allowed MelodyVR to focus on deepening content creation with a number of the world's most recognisable artists and musician. This has enhanced and enriched its already significant library of original VR content assets, in anticipation of the launch of its platform which will be timed to benefit from the significant sales of consumer devices anticipated over the holiday period. Alongside content creation, MelodyVR has also supplemented its core team with a number of key hires, both in the UK and across the Atlantic where MelodyVR's increased presence will further increase the capacity for content creation and distribution.

As we look ahead, your Board will continue to focus on the launch of MelodyVR – the global destination platform for music in virtual reality, a free-of-charge application that will be available across all leading VR devices, fully licensed by the world's largest record labels and populated with original VR content from the global stars of the music industry.

As Virtual Reality becomes more prominent and manufacturers such as Facebook, Google, Samsung, Microsoft and Sony PlayStation continue to research, innovate, collaborate and collectively invest billions into R&D, we expect the quality of virtual reality devices to improve significantly. Falling hardware device costs will inevitably stimulate expansion of the global VR install base and the consequent growth in consumer consumption of VR content across an ever expanding horizon of verticals, services and applications.

As this emerging market scales, MelodyVR will continue to extend its partnership reach and broaden its appeal to a wider cross section of music lovers around the world. As pioneers looking to secure a dominant early mover position, your Board is confident that it has both the operational and distribution capabilities to ensure a successful launch and to define Melody VR as the music consumption medium of choice.

As we continue on this exciting journey, I would like to close by thanking our shareholders and advisors who have contributed to giving the Company such a bright future.

**Sean Nicolson**  
**Chairman**

28 September 2017

INTERIM CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR EVR HOLDINGS PLC

for the six months ended 30th June 2017

	Notes	Unaudited Six months to 30th June 2017  £	Unaudited Six months to 30th June 2016  £	Audited Year to 31st December 2016  £
Continuing operations				
Administrative expenses		(2,626,042)	(1,154,973)	(2,630,922)
		_____	_____	_____
<b>OPERATING LOSS</b>		(2,626,042)	(1,154,973)	(2,630,922)
Operating loss before non-recurring and non-cash items		(1,866,788)	(405,837)	(1,640,175)
Depreciation		(61,659)	(17,886)	(53,631)
Readmission costs		-	(492,139)	(492,139)
Share based payments		(697,595)	(239,111)	(444,977)
		_____	_____	_____
<b>OPERATING LOSS</b>		(2,626,042)	(1,154,973)	(2,630,922)
Finance income		2,182	867	2,212
Finance costs		-	(7,848)	(7,847)
		_____	_____	_____
<b>LOSS FOR THE PERIOD BEFORE TAXATION</b>		(2,623,860)	(1,161,954)	(2,636,557)
Taxation		-	-	-
		_____	_____	_____
<b>NET LOSS AND TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>		(2,623,860)	(1,161,954)	(2,636,557)
Attributable to:				
Owners of the parent company		(2,623,860)	(1,109,811)	(2,584,414)
Non – controlling interest		-	(52,143)	(52,143)
		_____	_____	_____
Loss per share	<b>3</b>			
Basic and Diluted from Continuing Operations		( 0.266)p	(0.007)p	(0.028)p

INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR EVR HOLDINGS PLC

for the six months ended 30th June 2017

(unaudited)

	Share Capital £	Share Premium Reserve £	Merger Relief Reserve £	Retained Losses £	Reverse Takeover Reserve £	Share Option Reserve £	Non- Controlling Interest £	Total £
<b>Balance at 30th June 2016</b>	<b>7,791,871</b>	<b>4,518,892</b>	<b>486,611</b>	<b>(1,302,509)</b>	<b>(10,002,543)</b>	<b>239,111</b>	<b>(46,003)</b>	<b>1,597,875</b>
Total comprehensive loss for the period	-	-	-	(1,468,463)	-	-	-	(1,468,463)
Grant of share options						205,866		205,866
Issue of new shares	2,275,990	1,384,397	-	-	-	-	-	3,747,941
	—	—	—	—	—	—	—	—
<b>Balance at 31st December 2016</b>	<b>10,067,861</b>	<b>5,903,289</b>	<b>486,611</b>	<b>(2,770,972)</b>	<b>(10,002,543)</b>	<b>444,977</b>	<b>(46,003)</b>	<b>4,083,220</b>
Shares issued in year	756,647	4,132,189	-	-	-	-	-	4,888,836
Grant of share options						697,595		697,595
Net loss for the period	-	-	-	(2,623,860)	-	-	-	(2,623,860)
	—	—	—	—	—	—	—	—
<b>Balance at 30th June 2016</b>	<b>10,824,508</b>	<b>10,035,478</b>	<b>486,611</b>	<b>(5,394,832)</b>	<b>(10,002,543)</b>	<b>1,142,572</b>	<b>(46,003)</b>	<b>7,045,791</b>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION FOR EVR HOLDINGS PLC

as at 30th June 2017

	Notes	Unaudited as at 30th June 2017 £	Unaudited as at 30th June 2016 £	Audited as at 31st December 2016 £
<b>ASSETS</b>				
<b>NON-CURRENT ASSETS</b>				
Property, plant and equipment		322,938	139,713	229,732
Intangible assets	4	603,476	603,476	603,476
<b>TOTAL NON-CURRENT ASSETS</b>		<u>926,414</u>	<u>743,189</u>	<u>833,208</u>
<b>CURRENT ASSETS</b>				
Trade and other receivables		181,780	120,489	112,602
Cash and cash equivalents		6,554,556	1,069,073	3,369,693
<b>TOTAL CURRENT ASSETS</b>		<u>6,736,336</u>	<u>1,189,562</u>	<u>3,482,295</u>
<b>TOTAL ASSETS</b>		<u>7,662,750</u>	<u>1,932,751</u>	<u>4,315,503</u>
<b>LIABILITIES</b>				
<b>CURRENT LIABILITIES</b>				
Trade and other payables		(616,959)	(247,322)	(232,283)
<b>TOTAL CURRENT LIABILITIES</b>		<u>(616,959)</u>	<u>(247,322)</u>	<u>(232,283)</u>
<b>TOTAL LIABILITIES</b>		<u>(616,959)</u>	<u>(247,322)</u>	<u>(232,283)</u>
<b>TOTAL NET ASSETS/(LIABILITIES)</b>		<u>7,045,791</u>	<u>1,685,429</u>	<u>4,083,220</u>
<b>EQUITY</b>				
Share capital	6	10,824,508	7,791,871	10,067,861
Share premium reserve		10,035,478	4,518,892	5,903,289
Retained losses		(5,394,832)	(1,302,509)	(2,770,972)
Share Option Reserve		1,142,572	239,311	444,977
Merger Relief Reserve		486,611	486,611	486,611
Non-controlling interests		(46,003)	(46,003)	(46,003)
Reverse takeover reserve		(10,002,543)	(10,002,543)	(10,002,543)
<b>TOTAL EQUITY</b>		<u>7,045,791</u>	<u>1,685,429</u>	<u>4,083,220</u>

CONSOLIDATED CASH FLOW STATEMENT FOR EVR HOLDINGS PLC

for the six months ended 30th June 2017

	Unaudited Six months to 30th June 2017	Unaudited Six months to 30th June 2016	Audited Year to 31st December 2016
	£	£	£
Loss from continuing operations	(2,623,860)	(1,161,954)	(2,636,557)
Adjustments for:			
Amortisation of intangible assets		125	-
Depreciation of fixed assets	61,659	17,283	53,631
Share based payment expense	697,595	239,111	444,977
Increase/(decrease) in trade and other receivables	(79,922)	573,399	112,575
Increase in trade and other payables	395,419	13,600	475,576
	—	—	—
Net cash outflow from operating activities	(1,549,109)	(318,436)	(1,549,798)
	—	—	—
Investing activities			
Purchase of property, plant and equipment	(154,863)	(119,576)	(243,469)
Acquisition of subsidiary	-	1,401,915	1,401,905
	—	—	—
Net cash generated from/(used in) investing activities	(154,863)	1,282,339	1,158,436
	—	—	—
Financing activities			
Proceeds from issue of ordinary share capital	4,888,835	92,055	3,328,988
Proceeds from the exercise of warrants	-	-	418,952
	—	—	—
Net cash generated from financing activities	4,888,835	92,055	3,747,940
	—	—	—
Increase in cash and cash equivalents	3,184,863	1,055,958	3,356,578
Cash and cash equivalents brought forward	3,369,693	13,115	13,115
	—	—	—
Cash and cash equivalents carried forward	6,554,556	1,069,073	3,369,693
	—	—	—

## NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR EVR HOLDINGS PLC

for the six months ended 30th June 2017

### 1. Basis of preparation of interim financial information

The consolidated interim financial statements have been prepared in accordance with the recognition and measurement principles of International Financial Reporting Standards as endorsed by the European Union ("IFRS") and expected to be effective at the year-end of 31 December 2017.

The accounting policies are unchanged from the financial statements for the year ended 31 December 2016.

The interim financial statements are unaudited and do not constitute statutory accounts within the meaning of Section 434 of the Companies Act 2006. Statutory accounts for the year ended 31 December 2016, prepared in accordance with IFRS, have been filed with the Registrar of Companies. The Auditors' Report on these accounts was unqualified, did not include any matters to which the Auditors drew attention by way of emphasis without qualifying their report and did not contain any statements under section 498 of the Companies Act 2006.

The consolidated interim financial statements are for the 6 months to 30 June 2017.

The interim consolidated financial information do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the group's annual financial statements for the year ended 31 December 2016, which were prepared in accordance with IFRS's as adopted by the European Union.

#### Going Concern

The directors have prepared detailed cash flow forecasts and are of the opinion that it is appropriate to prepare these financial statements on a going concern basis. In making this assessment management has considered:

- a) The current working capital position and operational requirements
- b) The sensitivities associated with projected expenditure
- c) The timing and magnitude of planned capital expenditure
- d) The strategic exploitation of the company's significant resources
- e) The timing of securing licencing approvals and launch of the Group's service

The conclusion of this assessment and having regard to the existing working capital position the Directors are of the opinion that the Group will have adequate resources to enable it to undertake its planned activities for the next twelve months.

### 2. Accounting Policies

#### Standards and amendments and interpretations to published standards not yet effective.

Certain new standards, amendments and interpretations to existing standards have been published that are mandatory for the group's accounting period beginning on or after 1 July 2017 or later periods and which the group has decided not to adopt early are:

- Amendments to IFRS 2 Share Based Payment (effective for accounting periods beginning on or after 1 January 2018)
- IFRS 15 Clarification of Revenue from Contracts with Customers (effective for accounting periods beginning on or after 1 January 2018)
- IFRS 16 Leases (effective for accounting periods beginning on or after 1 January 2019)

### 3. Loss per share

<b>Loss attributable to equity holders of the Company:</b>	<b>Unaudited 30th June 2017 £</b>	<b>Unaudited 30th June 2016 £</b>	<b>Audited Year to 31st December 2016 £</b>
Continuing and total operations	(2,623,860)	(1,161,954)	(2,584,414)
	<b>No. of shares</b>	<b>No. of shares</b>	<b>No. of shares</b>
Weighted average number of ordinary shares in issue for basic and fully diluted earnings	985,358,455	17,499,172,158	9,113,642,478
	<b>Pence per Share</b>	<b>Pence per share</b>	<b>Pence per share</b>
<b>Loss per share</b>	<b>(0.266)p</b>	<b>(0.007)p</b>	<b>(0.028)p</b>
<b>Basic and diluted:</b>	<b>(0.266)p</b>	<b>(0.007)p</b>	<b>(0.028)p</b>

### 4. Intangible assets

<b>Cost</b>	<b>Goodwill</b>
As at 30 June 2016	603,476
Additions	-
As at 31 December 2016	<u>603,476</u>
Additions	-
As at 30 June 2017	<u>603,476</u>
<b>Amortisation</b>	
As at 30 June 2016	-
As at 31 December 2016	<u>-</u>
As at 30 June 2017	<u>-</u>
<b>Net Book Value</b>	
As at 30 June 2016	603,476
As at 31 December 2016	<u>603,476</u>
As at 30 June 2017	<u>603,476</u>

	<b>2017</b>
Grant date share price	10.13p
Exercise share price	10.25p
No. of share options	1,300,000
Risk free rate	0.5%
Expected volatility	50%
Expected option life	10 years
Calculated fair value per share	5.9p

Goodwill has been calculated as the fair value of the EVR Holdings plc ordinary shares pre reverse takeover less the net asset value of the Company at the time of take over.

## 5. Share options and Directors Warrants

Equity-settled share-based payments are measured at fair value (excluding the effect of non-market based vesting conditions) at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

On 2 February 2017 the Company issued 1,350,000 options to employees of the Group under the approved enterprise management incentive share option scheme and subject to vesting criteria.

The significant inputs to the model in respect of the options granted were as follows:

	<b>2017</b>
Grant date share price	10.13p
Exercise share price	3.3p
No. of share options	1,350,000
Risk free rate	0.5%
Expected volatility	50%
Expected option life	10 years
Calculated fair value per share	8p

On 2 February 2017 the Company issued 1,300,000 options to employees of the Group under the approved enterprise management incentive share option scheme and subject to vesting criteria.

The significant inputs to the model in respect of the options granted were as follows:

On 2 February 2017 the Company issued 1,250,000 options to a consultant of the Group under the approved share option scheme and subject to vesting criteria.

The significant inputs to the model in respect of the options granted were as follows:

	<b>2017</b>
Grant date share price	10.13p
Exercise share price	9.63p
No. of share options	1,250,000
Risk free rate	0.5%
Expected volatility	50%
Expected option life	3 years
Calculated fair value per share	3.6p

On 17 March 2017 the Group issued 43,239,926 options to Universal Music Group. These warrants may be exercised at any time on or before 17 March 2022 and entitle the warrant holder to subscribe 12.375p for one

ordinary share for each warrant held. The fair value of these warrants was determined using the Black-Scholes option pricing model and was 1.3p per option.

The significant inputs to the model in respect of the warrants granted were as follows:

	<b>Period ended 30th June 2017</b>
Grant date share price	11.13p
Exercise share price	12.375p
No. of share warrants	43,239,926
Risk free rate	0.4%
Expected volatility	40%
Expected option life	1 year
Calculated fair value per share	1.3p

The total share-based payment expense recognised in the income statement for the period ended 30 June 2017 in respect of share warrants granted was £697,595 (2016: £239,111).

## 6. Share Capital

	<b>30 June 2017 (unaudited)</b>	<b>30 June 2017 (unaudited)</b>
	<b>Number</b>	<b>£</b>
Ordinary shares of 1 pence each	1,021,625,846	10,216,259
Deferred shares of 0.24p each	150,520,616	361,249
Deferred shares of 0.95p each	26,000,000	247,000
<b>Total</b>	<b>1,198,146,462</b>	<b>10,824,508</b>

7. Further copies of this document are available both at the registered office of the Company. The statement will also be available to download on the Company's website: <http://evrholdings.com>