

3Q

2015 Annual Report



Corporate Information

ABN 42 089 058 293

Directors

Shaun Rosen (Executive Chairman)
Clive Klugman
Alan Treisman
Mark McGeachen
Stephe Wilks
David Rosen

Auditors

BDO
Level 11, 1 Margaret Street
Sydney NSW 2000
Australia

Company Secretary

Alan Treisman

Registered Office

Level 14, Tower 2, 101 Grafton Street
Bondi Junction
NSW 2022
Australia

Principal Place of Business

Ground Floor, 35 Spring Street
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NSW 2022
Australia
Phone 61 2 9369 8590
Website www.threeq.com.au

Solicitors

Addisons
Level 12, 60 Carrington Street
Sydney NSW 2000

Bankers

Commonwealth Bank of Australia
Bondi Junction, Sydney NSW

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Chairman's Report

I am pleased to present the Annual Report for 3Q Holdings Limited for the year ended 30 June 2015.

This financial year was an excellent one for the Company, with revenues, operating earnings and profit all up significantly compared to the previous financial year. Over the year, EBITDA was up over 50%, and underlying NPAT up 160% compared to the previous financial year. Indeed, FY2015 was our most successful year to date.

During the year, we took the opportunity to refinance the Company's existing debt facility, moving to the Commonwealth Bank with substantially improved terms. The new facility consists of a \$10.8m primary facility (multi-currency, across the UK, US and Australia), together with a \$2m acquisition line, and a working capital facility of \$2m. We also used the refinancing process to repay the outstanding convertible note, reducing interest costs and simplifying our debt arrangements to a single provider. Another evident benefit of the new facility was the opportunity for the Company to pay our first ever dividend during the year, within the scope of the agreed banking covenants.

On the customer side, the year saw another raft of excellent wins, including well known icons such as Camuto, Nasty Gal, EzyMart, M&Co, Superdry and a major retailer in Australia. We were also successful with existing customers, including a substantial further order from a key customer - one of the largest fashion retailers in the UK. Our service capability also continues to be valued, with a number of large service deals with existing customers signed up during the year.

The combined effect of all this activity, together with a concerted effort across all areas of the Company, has ensured that we go into the 2016 financial year with the largest amount of outstanding orders and maintenance revenue to date - where we might ordinarily have orders and maintenance totalling 50 - 60% of future revenue, we are seeing around 100% of future revenues covered by outstanding orders and maintenance. With the team ready and willing to implement the incoming work (and increased headcount where appropriate), this represents a very good start to FY2016.

In my last report, I talked about the success of the Intelligent Retail story, as a great example of the Company's capacity to make an acquisition in one market, where the target already operates very successfully, and help the business increase its ongoing operations and profitability, as well as expand into other customer segments and geographies. This was well demonstrated during the year with the excellent win of a major retailer in Australia, and bodes well for the expansion of that business into the US towards the end of the coming financial year.

Outlook

The 2016 Financial Year will again see ongoing benefits from our continued investment in R&D and product development, as well as the further expansion of the Intelligent Retail business. We will continue to invest in the people and other resources required to ensure that the Company maintains a strong position in all of our markets, and can competitively enter new markets.

During the year, we continued to review potential acquisition targets. We will continue to review market opportunities over the coming year, and have maintained a number of relationships to help provide access to acquisition capital, if we identify any targets that meet our strict requirements.

The directors are continually looking at options to ensure that we derive optimal value for all stakeholders.

As the Company's largest shareholder, I remain very focused – along with the Board and Management – on creating long term shareholder value. I look forward to sharing more news with you as the Company continues to develop and grow over the coming years.



Shaun Rosen, Chairman

Directors' Report

Directors & Company Secretary

The names and details of the Directors of 3Q Holdings Ltd in office during or since the end of the financial year are as follows:

Shaun Rosen - Executive Chairman

Shaun Rosen joined the Board as the Executive Chairman on 22 December 2005, as part of the acquisition of Island Pacific Australia Pty Limited. He completed a Bachelor of Computer Science degree at the University of Cape Town in 1982 and founded Divergent Technologies in South Africa in 1983, where he served as Managing Director. The focus of the business was developing software for retailers, wholesalers and manufacturers. He has had more than 30 years' experience in the information technology industry. In 1986 he immigrated to Australia and started Divergent Technologies in Sydney in 1987. In 1994, 20% of Divergent was sold to Tag Pacific and in 1996, 100% of Divergent was sold to SVI Holdings Inc, which was listed on the OTC Bulletin Board. Shaun retired in late 1999. In 2002, Shaun bought back SVI Retail with his business partner, Clive Klugman. Together they traded the Company back into profitability.

Clive Klugman - Executive Director

Clive joined the Board as Executive Director on 22 December 2005, as part of the acquisition of Island Pacific Australia Pty Limited. Clive studied Computer Science at the University of Cape Town, graduating in 1979. He formed Divergent Technologies with Shaun Rosen and has worked with Shaun since that time. He has had more than 30 years' experience in the information technology industry. He has the role of Chief Operating Officer of Island Pacific Australia Pty Limited.

Mark McGeachen - Executive Director

Mark joined the board on 5 April 2007 as part of the acquisition of AdvanceRetail Technology Limited, where he had served as Managing Director. As one of the initial founders of AdvanceRetail Technology Limited, Mark has experience in international software sales, as well as consulting experience with a number of the regions leading retailers. He has more than 25 years' experience in the information technology sector, including over 20 years' experience in the retail software market.

Alan Treisman - Executive Director & Company Secretary

Alan Treisman joined the Board as Executive Director and CFO on 22 December 2005. He completed a Bachelor of Commerce degree and a Bachelor of Accountancy degree in 1989, and qualified as a Chartered Accountant in 1990. Alan joined Divergent Technologies in 1994 where he worked for almost 8 years as Financial Controller and then Finance Director. He has had more than 15 years' experience in the information technology industry. He now combines the role of Mergers and Acquisitions with that of Chief Financial Officer while also serving as the Company Secretary.

Stephe Wilks - Non-Executive Director

Stephe holds a Bachelor of Science and Law degrees from Macquarie University and a Master of Laws from Sydney University.

He has over 20 years' experience in industry in a variety of senior management roles including Regional Director Regulatory Affairs with BT Asia Pacific (1995 to 1998), Director Regulatory and Public Affairs at Optus, and Managing Director of XYZed (1998 to 2002), Chief Operating Officer of Nextgen Networks (2002 to 2003), Chief Operating Officer at Personal Broadband Australia and Consulting Director at NM Rothschild & Sons (2003 to 2005).

Stephe is an active non-executive director with public and private company experience. He is presently a non-executive Director of Service Stream Limited, Chairman of Bulletproof Group Limited; and an Advisory Board member of the Network Insight Group.

David Rosen – Executive Director

David joined the Board on 12th December 2013. He holds a Bachelor of Science (Hons) and a Master of Arts from the University of Cape Town. He co-founded Divergent Technologies in South Africa with his brother Shaun in 1983, and they brought the company to Australia where David served as Technical Director. David returned to South Africa in 1994 where until 2002 he was the Technical Director of the JSE-listed Softline Group responsible for R&D, and also the Managing Director of VST, Softline's retail software division that specialised in outsourcing merchandising and point of sale systems. In 2002 David joined Shaun Rosen and Clive Klugman when they bought back SVI Retail, and has since lived in the USA, serving as the CEO of Island Pacific USA and UK.

Principal Activities

The principal activities of the Company during the financial year have been to provide solutions to its target markets in Australia, New Zealand, USA, UK and Asia.

The principal activities include the developing, selling, implementing and integrating of retail technology solutions and professional services. The retail technology solutions encompass software, hardware, services, consulting and maintenance.

The target markets include a wide range of retail businesses, operating in the fashion, electronics, department stores, supermarkets, tourist attractions, furniture, general merchandise, jewellery and discount variety industries.

Dynamics of the Business and Business Strategies

The Retail sector can be characterised as the combination of hardware, software and services being provided by one or more parties to an end user. Due to the nature of the point of service and in particular the need for a fully integrated front and back end application, most end user organisations want to work with one party – a systems integrator – who is ultimately responsible for providing a working solution.

3Q has always been focused on being a one-stop shop for providing customers with a complete working solution together with ongoing maintenance and support since its formation in 1987.

There are a number of well run retail solutions providers in the market, some specialising in software, others in services and most with a loyal client base. These organisations are examples of the type of company that 3Q is looking to acquire in order to grow the client base and its stable of software solutions. The Group is currently well established in the "specialty retail" sector and boasts an impressive client list that includes many brand retailers.

In addition, following completion of the most recent acquisitions, the Group is also now very well established in the 'back office' and merchandising solutions segment of the market for high-end 'Fortune 500' retailers in the United States.

It is from this established base that the Group is able to continue its organic growth, both increasing the scope and scale of its contracted maintenance agreements, and through the acquisition of new customers at both the speciality retail end of the business, and the merchandising and 'back office' solutions markets. In addition, the breadth of the existing client base and the scope of the Group's product offerings provide significant opportunities to cross sell products to existing customers currently using only a subset of the Group's overall portfolio.

Summary of the Group Business Plan

In addition to the opportunities available to the Company to grow its existing business organically – a major driver of the Company's Business Plan - the retail software sector in Australia and around the world is in a fragmented state and presents opportunities for sector consolidation.

A key focus in coming years will be to build on the value of the existing base to lock in a major stronghold in the retail software sector both in Australia and overseas. This will be achieved through acquisitions of similar companies, wherever synergies and economies of scale from the acquisitions are anticipated to increase profitability. This has already been displayed with the acquisitions of Island Pacific and Applied Retail Solutions in the USA and UK, AdvanceRetail Technology in New Zealand and Australia, and Intelligent Retail in the UK.

Prior acquisitions by the management team illustrate its success in implementing a strategy of growth by acquisition and the Board and Management of the Group are committed to building 3Q as quickly as possible, taking into account the key requirement of only acquiring organisations that offer immediate upside to the profitability of the Group and ensuring the ongoing robustness of the Group's focus on enhancing the existing business opportunities and growing them in parallel.

Review of Operations

Refer to Chairman's letter for detail.

Operating Results for the Year

Financial Highlights

	2015	2014	Percentage Increase/(Decrease)	
Revenue	\$36,567,534	\$29,562,774	↑	24%
Gross Profit Percentage	85.4%	86.7%	↓	-1.3%
Underlying EBITDA*	\$7,743,992	\$5,023,915	↑	54%
Underlying NPBT*	\$3,973,705	\$1,724,515	↑	130%
Underlying NPAT*	\$3,372,890	\$1,299,056	↑	160%
Net Profit after tax	\$2,056,118	\$1,195,593	↑	72%
Earnings per Share (cents)	1.37	0.80	↑	72%
Employee benefit expenses	\$18,404,761	\$15,840,772	↑	16%
Number of Employees	236	209	↑	13%

*Underlying EBITDA, NPBT and NPAT excludes foreign exchange gains and losses on US\$ and GBP bank loans, intercompany trade accounts and share based expenses.

Key outcomes for the 2015 Financial Year include:

- Underlying EBITDA, NPBT, NPAT and revenues considerably up on last year, mainly as a result of higher turnover resulting from some good new customer wins.
- Net debt increased by \$1.5mill from FY2014 due to the negative effect of exchange differences on the US\$ and GBP loans resulting from the weaker AUD\$ against these currencies at balance date. The flip side of this increased net debt is that it results in higher US\$ and GBP earnings.
- Even though the net debt increased, the gearing ratio remained consistent as a result of the higher equity due to higher earnings.

Asset and Capital Structure

The profile of the Group's asset and capital structure is as follows:

Consolidated	2015 \$	2014 \$
Interest Bearing Loans & Convertible Notes	12,020,103	10,730,140
Cash & Short Term Deposits	(2,754,064)	(2,954,295)
Net Debt	9,266,039	7,775,845
Total Equity	25,525,829	21,748,004
Total Capital Employed	34,791,868	29,523,849
Gearing (%)	26.63%	26.34%

Profile of Debts

The profile of the Group's debt finance is as follows:

	2015 \$	2014 \$
Bank Loans	12,020,103	7,982,720
Convertible Note	-	2,747,420
Other Finance Loans	-	-
TOTAL DEBT	12,020,103	10,730,140

Share issues during the year

No shares under the Employee Share Ownership Plan were issued during the year to staff and Senior Managers (2014: Nil).

No shares under a Share Purchase Plan were issued during the year to existing 3Q Shareholders.

Options issued during the year

- No options were issued during the year.
- No options expired during the year.
- No options were issued during the prior year.
- 50,000 options expired during the prior year.

Directors' interest in shares and options

As at the date of this report, the interests of the Directors in the shares and options of 3Q are as follows:

Director	Ordinary Shares	Options
Shaun Rosen*	61,765,900	-
Clive Klugman	33,015,674	-
Stephe Wilks	2,376,452	-
Alan Treisman	5,850,000	-
Mark McGeachen	3,127,900	-
Gary Burg	2,000,000	-
David Rosen*	59,500,000	-

*57,500,000 shares are owned by David and Shaun Rosen collectively through their interest in Elabrook Pty Limited.

Dividends

3Q Holdings Limited declared and paid a dividend of \$1,195,057 during the reporting period (2014: Nil).

Risk Management

The Group takes a proactive approach to risk management. The Board is responsible for ensuring that risks, and also opportunities, are identified on a timely basis and that the Group's objectives and activities are aligned with the risks and opportunities identified by the Board.

The Group believes that it is crucial for all Board members to be a part of this process.

Future Developments and Expected Results

Likely developments in the operations of the consolidated entity and the expected results of those operations in future financial years have not been included in this report as the inclusion of such information is likely to result in unreasonable prejudice to the consolidated entity.

Significant Changes in the State of Affairs

There were no significant changes in the state of affairs of the Group.

Significant Events After the Reporting Date

Under the terms of the Intelligent Retail Limited acquisition agreement, an earnout was payable to the vendors for the financial periods ended 30 April 2014 and 30 April 2015 contingent on the performance of Intelligent Retail for the periods then ended. No earnout was paid for the 2014 period. For the 2015 period, whilst the original performance obligations were not met, the board resolved to pay an earnout amount after the reporting date consisting of a cash payment of £108,851 (AUD\$230,289) and the issue of 572,710 fully paid Ordinary shares in 3Q Holdings limited valued at \$39,788. The earnout was paid on 16th and 24th of July 2015.

Environmental Regulation and Performance

The Directors do not consider that there are any significant environmental issues that relate to the Group's activities.

Indemnification and Insurance of Directors and Officers

The Group has indemnified the directors and executives of the Group for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the Group paid a premium in respect of a contract to insure the directors and executives of the Group against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of liability and the amount of the premium.

Proceedings on Behalf of the Group

No person has applied for leave of court to bring proceedings on behalf of the Group or intervene in any proceedings to which the Group is a part for the purpose of taking responsibility on behalf of the Group for all or any part of those proceedings.

The Group was not a party to any such proceedings during the year.

Non-Audit Services

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in Note 25 to the financial statements.

The directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The directors are of the opinion that the services as disclosed in Note 25 to the financial statements do not compromise the external auditor's independence for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor, and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Group, acting as advocate for the Group or jointly sharing economic risks and rewards.

Indemnity and Insurance of Auditor

The Group has not, during or since the financial year, indemnified or agreed to indemnify the auditor of the Group or any related entity against a liability incurred by the auditor.

During the financial year, the Group has not paid a premium in respect of a contract to insure the auditor of the Group or any related entity.

Directors' Meetings

The number of meetings of Directors held during the year and the number of meetings attended by each Director were as follows:

Directors	Meetings Held	Attended
Shaun Rosen	4	4
Clive Klugman	4	3
Alan Treisman	4	4
Mark McGeachen	4	4
Stephe Wilks	4	4
David Rosen	4	4

Auditor's Independence Declaration

A copy of the Auditor's Independence Declaration, as required under Section 307C of the *Corporations Act 2001*, is set out on page 9.

Signed in accordance with a resolution of the Directors.



Shaun Rosen
Executive Chairman
Sydney, NSW
25 September, 2015

Auditors Independence Declaration



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Level 11, 1 Margaret St
Sydney NSW 2000
Australia

DECLARATION OF INDEPENDENCE BY PAUL BULL TO THE DIRECTORS OF 3Q HOLDINGS LIMITED

As lead auditor of 3Q Holdings Limited for the year ended 30 June 2015, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of 3Q Holdings Limited and the entities it controlled during the financial year.

A handwritten signature in black ink, appearing to read 'Paul Bull', is written over a light blue circular stamp that contains the letters 'BDO'.

Paul Bull
Partner

BDO East Coast Partnership
Sydney, 25 September 2015

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2015

	Note	Consolidated Group	
		2015 \$	2014 \$
Revenue	3(a)	36,567,534	29,562,774
Cost of sales		(5,323,821)	(3,931,928)
Gross profit		31,243,713	25,630,846
Other income	3(b)	125,886	513,123
Operating expenses	3(c)	(5,193,998)	(4,745,131)
Employee benefit expenses		(18,404,761)	(16,145,458)
Earnings before tax, finance costs, depreciation, amortisation, foreign exchange gains/(losses) and share based payments		7,770,840	5,253,380
Depreciation		(275,943)	(259,895)
Amortisation		(2,754,470)	(2,521,929)
Finance costs		(766,720)	(747,039)
Foreign exchange gains/(losses)		(1,316,774)	(103,466)
Profit before income tax		2,656,933	1,621,051
Income tax expense	4	(600,815)	(425,458)
Profit for the year		2,056,118	1,195,593
Other comprehensive income:			
Items that may be reclassified subsequently to profit or loss			
Exchange difference on translating foreign operations, net of tax		2,916,765	516,024
Other comprehensive income for the year, net of tax		2,916,765	516,024
Total comprehensive income for the year		4,972,883	1,711,617
Profit attributable to:			
Owners of the parent		2,056,118	1,195,593
Total comprehensive income attributable to:			
Owners of the parent		4,972,883	1,711,617
Earnings per share for profit attributable to the owners:			
• Basic earnings per share (cents per share)	5	1.37	0.80
• Diluted earnings per share (cents per share)	5	1.37	0.76

The accompanying notes form part of these Consolidated Financial Statements.

Consolidated Statement of Financial Position

As at 30 June 2015

	Note	Consolidated Group	
		2015	2014
		\$	\$
ASSETS			
Current Assets			
Cash and cash equivalents	7	2,754,064	2,954,295
Trade and other receivables	8	9,366,751	5,836,682
Other assets	9	1,152,243	801,610
Inventories	10	234,682	213,770
Current tax assets	18	337,015	-
Total Current Assets		13,844,755	9,806,357
Non-current Assets			
Property, plant and equipment	11	729,599	477,072
Trade and other receivables	8	22,481	34,481
Intangible assets	12	36,318,216	31,502,807
Deferred tax assets	18	5,682,116	4,664,907
Total Non-current Assets		42,752,412	36,679,267
TOTAL ASSETS		56,597,167	46,485,624
LIABILITIES			
Current Liabilities			
Trade and other payables	15	9,341,251	6,777,966
Financial liabilities	16	1,529,429	557,671
Employee benefits	17	1,670,789	1,318,515
Current tax liabilities	18	184,084	129,992
Total Current Liabilities		12,725,553	8,784,144
Non-current Liabilities			
Financial liabilities	16	10,520,102	10,230,140
Employee benefits	17	21,655	61,518
Deferred tax liabilities	18	7,804,027	5,661,818
Total Non-current Liabilities		18,345,784	15,953,476
TOTAL LIABILITIES		31,071,337	24,737,620
NET ASSETS		25,525,830	21,748,004
EQUITY			
Issued capital	19	6,672,263	6,724,598
Reserves	20	2,437,900	(29,413)
Retained Earnings		16,415,667	15,052,819
TOTAL EQUITY		25,525,830	21,748,004

The accompanying notes form part of these Consolidated Financial Statements.

Consolidated Statement of Changes in Equity

For the year ended 30 June 2015

	Note	Issued Capital	Reserves	Retained Earnings	Option Premium on Convertible Notes	Total
		\$	\$	\$	\$	\$
Balance at 1 July 2013		6,724,598	(545,437)	13,613,690	243,536	20,036,387
Profit for the year		-	-	1,195,593	-	1,195,593
Other comprehensive income for the year, net of tax		-	516,024	-	-	516,024
Total comprehensive income for the year		-	516,024	1,195,593	-	1,711,617
<i>Transactions with owners in their capacity as owners:</i>						
Share-based payments		-	-	-	-	-
Share buy back		-	-	-	-	-
Cancellation of convertible notes option		-	-	243,536	(243,536)	-
Balance at 30 June 2014	19	6,724,598	(29,413)	15,052,819	-	21,748,004
Balance at 1 July 2014		6,724,598	(29,413)	15,052,819	-	21,748,004
Profit for the year		-	-	2,056,118	-	2,056,118
Other comprehensive income for the year, net of tax		-	2,916,765	-	-	2,916,765
Total comprehensive income for the year		-	2,916,765	2,056,118	-	4,972,883
<i>Transactions with owners in their capacity as owners:</i>						
Dividend paid	6	-	-	(1,195,057)	-	(1,195,057)
Share-based payments		-	-	-	-	-
Staff shares cancelled		(52,335)	-	52,335	-	-
Transfer of option reserve to retained earnings		-	(449,452)	449,452	-	-
Balance at 30 June 2015	19	6,672,263	2,437,900	16,415,667	-	25,525,830

The accompanying notes form part of these Consolidated Financial Statements.

Consolidated Statement of Cash Flows

For the year ended 30 June 2015

	Notes	Consolidated Group	
		2015 \$	2014 \$
Cash flows from operating activities			
Receipts from customers		36,043,639	31,802,044
Payments to suppliers and employees		(29,731,638)	(27,161,162)
Interest received		13,432	78,523
Interest paid		(691,845)	(705,575)
Income taxes paid		(379,236)	(119,508)
Other income		110,344	286,552
Net cash inflows from operating activities	7	5,364,696	4,180,874
Cash flows from investing activities			
Payment for purchase of business, net of cash acquired		(52,178)	(1,135,143)
Purchase of property, plant and equipment		(504,356)	(201,709)
Purchase of other non-current assets		-	(5,795)
Loans from/(to) other entities		39,795	14,467
Payment of development costs		(3,930,937)	(3,402,743)
Net cash outflows from investing activities		(4,447,676)	(4,730,923)
Cash flows from financing activities			
Proceeds from borrowings		11,800,000	-
Repayment of borrowings		(11,965,486)	(1,181,418)
Repayment of finance lease liabilities		(2,700)	(31,542)
Payment of dividend		(1,195,057)	-
Net cash outflows from financing activities		(1,363,243)	(1,212,960)
Net decrease in cash and cash equivalents		(446,223)	(1,763,009)
Cash and cash equivalents at beginning of period	7	2,954,295	4,547,348
Exchange rate/translation adjustments		245,992	169,956
Cash and cash equivalents at end of period	7	2,754,064	2,954,295

The accompanying notes form part of these Consolidated Financial Statements.

Notes to the Financial Statements

For the year ended 30 June 2015

1 Authorisation of Financial Report

The financial report of 3Q Holdings Limited and its controlled entities ("the consolidated entity and/or the Group") for the year ended 30 June 2015 was authorised for issue in accordance with a resolution of the Directors on 25 September 2015.

2 Statement of Significant Accounting Policies

The principal accounting policies adopted in the preparation of the financial report are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

Basis of preparation

This general purpose financial report has been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for-profit oriented entities. This financial report also complies with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB'). The financial report is presented in Australian Dollars, rounded to the nearest dollar.

The financial report covers the consolidated group of 3Q Holdings Limited and controlled entities. 3Q Holdings Limited is a unlisted public company, incorporated and domiciled in Australia.

The financial report has been prepared on an accruals basis and is based on historical costs modified, where applicable, by the revaluation of selected non-current assets, financial assets and financial liabilities for which the fair value basis of accounting has been applied.

Comparative amounts

Comparative amounts are, where appropriate, reclassified so as to be comparable with the figures presented for the current financial year.

Going Concern

The Directors have prepared the financial report on a going concern basis, which assumes continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business.

A major component of the current liabilities is prepaid maintenance, deferred revenue, staff leave entitlements and derivative financial liability (fair value of interest rate swap at reporting date) of \$6,160,490 (2014: \$5,482,432) which is not expected to be paid in cash.

(i) Parent entity information

These financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in Note 29.

(ii) Basis of consolidation

The consolidated financial statements comprise the financial statements of 3Q Holdings Limited and its subsidiaries as at 30 June of each year ("the Group").

The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies except where stated.

Adjustments are made to bring into line any dissimilar accounting policies that may exist.

All inter-company balances and transactions, including unrealised profits arising from intra-group transactions, have been eliminated in full.

Subsidiaries are consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group. Investments in subsidiaries are measured at cost.

Where there is loss of control of a subsidiary, the consolidated financial statements would include the results for the part of the reporting period during which 3Q Holdings Limited had control.

Reverse acquisition accounting

The consolidated financial statements have been prepared following reverse acquisition accounting.

3Q Holdings Limited, the legal parent is not the (economic) acquirer for accounting purposes. Island Pacific Australia Pty Limited (a private entity) arranged for itself to be "acquired" by a small public entity, 3Q Holdings Limited. However, in economic substance the private entity (Island Pacific Australia Pty Limited) undertook the acquisition.

If the legal subsidiary (Island Pacific Australia Pty Limited) is identified as the acquirer, then the accounting for the business combination is as if the legal subsidiary acquired the legal parent. In comparison, under Australian Accounting Standards, 3Q Holdings Limited would be the acquirer and would fair value all of Island Pacific Australia Pty Limited's net assets including identifiable intangible assets and goodwill.

Consequently, the financial information contained in this report has been presented as if Island Pacific Australia Pty Limited was the acquirer.

(iii) Foreign currency translation

Both the functional and presentation currency of 3Q Holdings Limited and its Australian subsidiaries is Australian dollars (A\$).

Transactions in foreign currencies are initially recorded in the functional currency at the exchange rates ruling at the date of the transaction.

All differences on settlement of such transactions in the consolidated financial report are taken to the Statement of Profit or Loss and other Comprehensive Income.

The functional currency of the foreign operation, Island Pacific Inc., is United States dollars (US\$).

The functional currency of the foreign operation, AdvanceRetail Technology Limited, is New Zealand dollars (NZ\$).

The functional currency of the foreign operation, Island Pacific (UK) Limited, is Great British Pounds (GBP).

The functional currency of the foreign operation, AdvanceRetail Technology Asia Sdn.Bhd, is Malaysian Ringgit (MYR).

The functional currency of the foreign operation, Island Pacific Retail Systems Private Limited, is Rupee (INR).

The functional currency of the foreign operation, Intelligent Retail Limited, is Great British Pounds (GBP).

As at the reporting date the assets and liabilities of these subsidiaries are translated into the presentation currency of 3Q Holdings Limited at the rate of exchange ruling at the reporting date and their income statements are translated at the average exchange rate for the year.

The exchange differences arising on the translation of the assets and liabilities of these subsidiaries are taken directly to a separate component of equity the foreign currency translation reserve.

On disposal of a foreign entity, the deferred cumulative amount recognised in equity relating to that particular foreign operation is recognised in the Statement of Profit or Loss and Other Comprehensive Income.

(iv) Property, plant and equipment

Plant and equipment are stated at cost less accumulated depreciation and any impairment in value.

The carrying amount of plant and equipment is reviewed annually by Directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the

expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

(v) Depreciation

Depreciation is calculated on a straight-line and diminishing balance basis over the estimated useful life of the asset as follows:

- ▀ Leasehold improvements – 25% straight line
- ▀ Software - 25% straight line
- ▀ Property, plant, equipment, furniture and motor vehicles - 12.5% - 40% straight line

The assets residual values and useful lives are reviewed and adjusted if appropriate at each reporting date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

(vi) Impairment of assets

At each reporting date, the Group reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, their recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. The value-in-use is the present value of the estimated future cash flows relating to the asset using a post-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

Any excess of the asset's carrying value over its recoverable amount is expensed to the Statement of Profit or Loss and Other Comprehensive Income.

Impairment testing is performed annually for goodwill and intangible assets with indefinite lives.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

(vii) Borrowing costs

Borrowing costs are recognised as an expense when incurred.

(viii) Intangibles

Goodwill

Goodwill and goodwill on consolidation are initially recorded at the amount by which the purchase price for a business combination exceeds the fair value attributed to the interest in the net fair value of identifiable assets, liabilities and contingent liabilities at date of acquisition. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill on acquisition of associates is included in investments in associates. Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash generating units for the purpose of impairment testing.

Intellectual property

Costs incurred in developing products or systems and costs incurred in acquiring software and licences that will contribute to future period financial benefits through revenue generation and or cost reduction are capitalised to intellectual property. Amortisation is calculated using the straight line method to allocate the cost of intellectual property over their estimated useful lives which vary between 5 and 15 years.

Trademarks and licences

Trademarks and licences have a finite useful life and are carried at cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of trademarks and licences over their estimated useful lives, which vary from 3 to 5 years.

Customer relationships

Customer relationships acquired separately as part of a business combination are recognised separately from goodwill. Customer relationships are carried at the items fair value at the date of acquisition less accumulated amortisation and impairment losses. Amortisation is calculated based on the timing of projected cash flows from the customer relationships over their estimated useful lives, which are currently 10 years.

Research and development

Research expenditure is recognised as an expense as incurred. Costs incurred on development projects (relating to the design and testing of new or improved products) are recognised as intangible assets when it is probable that the project will, after considering its commercial and technical feasibility, be completed and generate future economic benefits and its costs can be measured reliably. The expenditure capitalised comprises all directly attributable costs, including costs of materials, services, direct labour and an appropriate proportion of overheads. Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use on a straight-line basis over its useful life, which varies from 5 to 15 years.

(ix) Financial instruments

Recognition

Financial instruments are initially measured at fair value plus transaction costs, unless the financial instrument is classified at fair value through the profit or loss in which case these costs are expensed to the Statement of Profit or loss and other Comprehensive Income immediately. Subsequent to initial recognition these instruments are measured as set out below.

Financial assets at fair value through profit or loss

A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorised as held for trading unless they are designated as hedges. Realised and unrealised gains and losses arising from changes in the fair value of these assets are included in the Statement of Profit or Loss and Other Comprehensive Income in the period in which they arise.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are stated at amortised cost using the effective interest rate method.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset (liability) and of allocating interest income (expense) over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (payments) (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset (liability), or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Held-to-maturity investments

These investments have fixed maturities, and it is the Group's intention to hold these investments to maturity. Any held-to-maturity investments held by the Group are stated at amortised cost using the effective interest rate method.

Available-for-sale financial assets

Available-for-sale financial assets include any financial assets not included in the above categories. Available-for-sale financial assets are reflected at fair value. Unrealised gains and losses arising from changes in fair value are taken directly to equity.

Financial liabilities

Non-derivative financial liabilities are recognised at amortised cost, comprising original debt less principal payments and amortisation.

Compound financial instruments

Compound financial instruments issued by the Group comprise convertible notes which can be converted to share capital at the option of the holder. The number of shares to be issued does not vary with changes in their fair value and as such the financial instrument contains both an equity and a liability component.

The liability component of a compound financial instrument is recognised initially at the fair value of a similar liability that does not have an equity conversion option. The equity component is recognised initially as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method, unless designated at fair value through profit or loss. The equity component of a compound financial instrument is not remeasured subsequent to initial recognition.

(x) Inventories

Inventories are valued at the lower of cost and net realisable value. Costs are assigned on a first in first out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

A provision for stock obsolescence is recognised to the extent to which the cost of the stock exceeds its net realisable value.

(xi) Cash and cash equivalents

Cash and short-term deposits in the Statement of Financial Position comprise cash at bank and in hand and short-term deposits. For the purposes of the Statement of Cash Flows, cash and cash equivalents consist of cash and cash equivalents as defined above. Bank overdrafts are shown within borrowings in current liabilities on the Statement of Financial Position.

(xii) Borrowings

Borrowings are initially recognised at fair value of the consideration received net of transaction costs. Borrowings are subsequently measured at amortised cost using the effective interest method.

Where there is an unconditional right to defer settlement of the liability for at least 12 months after the reporting date, the loans or borrowings are classified as non-current.

(xiii) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at reporting date, taking into consideration the risks and uncertainty surrounding the obligation.

(xiv) Leases

Finance leases, which transfer to the Group substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments.

Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Capitalised leased assets are depreciated over the lease term.

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit or Loss and Other Comprehensive Income on a straight-line basis over the lease term.

(xv) Revenue

Revenues are recognised at the fair value of the consideration received net of the amounts of goods and services tax payable to the taxation authority. The following specific recognition criteria must also be met before revenue is recognised:

Sale of goods

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer and can be measured reliably. Risks and rewards are considered passed to the buyer at the time of delivery and installation of the goods to the customer.

However, for implementations of software that take 3 months or more, licence revenue will be recognised in proportion to the provision of services as determined with reference to the stage of completion of the transaction at the end of the reporting period and where outcome of the contract can be estimated reliably.

Stage of completion is determined with reference to the services performed to date as a percentage of total anticipated services to be performed.

Where the outcome cannot be estimated reliably, revenue is recognised only to the extent that related expenditure is recoverable.

Rendering of services

Revenue from rendering of services is recognised when the service is provided to the customer.

Interest

Revenue is recognised as the interest accrues.

Dividends

Revenue is recognised when the shareholders' right to receive the payment is established.

(xvi) Income tax

Deferred income tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences:

- except where the deferred income tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, except where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax assets and unused tax losses can be utilised:

- except where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Income taxes relating to items recognised directly in equity are recognised in equity and not in the Statement of Profit or Loss and Other Comprehensive Income.

3Q Holdings Limited (the “head entity”) and its wholly owned Australian subsidiaries have formed an income tax consolidated group under the tax consolidation legislation. Each entity in the group recognises its own current and deferred tax assets and liabilities. Such taxes are measured using the stand-alone tax payer approach to allocation. Current tax liabilities (assets) and deferred tax assets arising from unused tax losses and tax credits in the subsidiaries are immediately transferred to the head entity.

(xvii) Goods and Services Tax (GST)

Revenues, expenses, assets and liabilities are recognised net of the amount of GST except:

- where the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the Statement of Financial Position.

Cash flows are included in the Statement of Cash Flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority, are classified as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

(xviii) Share based payments

The Group provides benefits to employees (including Directors) of the Group in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares (‘equity-settled transactions’).

The cost of these equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined using a binomial model.

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects:

- (i) the extent to which the vesting period has expired, and
- (ii) the number of awards that, in the opinion of the Directors of the Group, will ultimately vest.

This opinion is formed based on the best available information at reporting date. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. No expense is recognised for awards that do not ultimately vest.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any increase in the value of the transaction as a result of the modification, as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of earnings per share.

(xix) Trade and other payables

Trade payables and other payables are carried at amortised cost and represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services.

(xx) Employee leave benefits

Wages, salaries and annual leave

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled within 12 months of the reporting date are recognised in respect of employees' services up to the reporting date. They are measured at the amounts expected to be paid when the liabilities are settled.

Long service leave

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to expected future wage and salary levels, experience of employee departures, and periods of service.

Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currencies that match, as closely as possible, the estimated future cash outflows.

Defined contribution superannuation expense

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

(xxi) Contributed equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(xxii) Earnings per share

Basic earnings per share is calculated as net profit attributable to members of the parent, adjusted to exclude any costs of servicing equity (other than dividends), divided by the weighted average number of ordinary shares, adjusted for any bonus element.

Diluted earnings per share is calculated as net profit attributable to members of the parent, adjusted for:

- ▀ costs of servicing equity (other than dividends);
- ▀ the after tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses;
- ▀ other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares; and
- ▀ divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element.

(xxiii) Critical accounting estimates and judgments

The Directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group.

The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Key estimates – Impairment of goodwill

The Group assesses impairment at the end of each reporting period by evaluating conditions and events specific to the Group that may be indicative of impairment triggers. Recoverable amounts of relevant assets are reassessed using value-in-use calculations which incorporate various key assumptions.

With respect to cash flow projections for the Group, growth rates of 5% have been factored into valuation models for the next five years on the basis of management's expectations around the Group's continued ability to capture market share from competitors. Cash flow growth rates of 5% subsequent to this period have been used. The rates used incorporate allowance for inflation. Post tax discount rates of 10.2% (Pre-tax rates of 12.79%) have been used in all models.

No impairment has been recognised in respect of goodwill, intangibles, plant and equipment at the end of the reporting period.

Impairment of non-financial assets other than goodwill and other indefinite life intangible assets

The consolidated entity assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the consolidated entity and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs to sell or value-in-use calculations, which incorporate a number of key estimates and assumptions.

Income tax

The consolidated entity is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The consolidated entity recognises liabilities for anticipated tax audit issues based on the consolidated entity's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

Recovery of deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and brought forward income tax losses only if the consolidated entity considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Share-based payment transactions

The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Business Combinations

As discussed in note 2(xxiv), business combinations are initially accounted for on a provisional basis. The fair value of assets acquired, liabilities and contingent liabilities assumed are initially estimated by the consolidated entity taking into consideration all available information at the reporting date. Fair value adjustments on the finalisation of the business combination accounting other than contingent consideration are retrospective, where applicable, to the period the combination occurred and may have an impact on the assets and liabilities, depreciation and amortisation reported.

Provision for impairment of receivables

The provision for impairment of receivables assessment requires a degree of estimation and judgement. The level of provision is assessed by taking into account the recent sales experience, the ageing of receivables, historical collection rates and specific knowledge of the individual debtors financial position.

Non-derivative financial liabilities

Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date. In respect of the liability component of convertible notes, the market rate of interest is determined by reference to similar liabilities that do not have a conversion option.

(xxiv) Business combinations

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired. The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest in the acquiree. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the consolidated entity assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the consolidated entity's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

Where the business combination is achieved in stages, the consolidated entity remeasures its previously held equity interest in the acquiree at the acquisition-date fair value and the difference between the fair value and the previous carrying amount is recognised in profit or loss.

Contingent consideration to be transferred by the acquirer is recognised at the acquisition-date fair value. Subsequent changes in the fair value of contingent consideration classified as an asset or liability is recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition-date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

(xxv) Accounting Standards and interpretations

New, revised or amending Accounting Standards and Interpretations adopted

The consolidated entity has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new, revised or amending Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the consolidated entity.

New Accounting Standards and Interpretations not yet mandatory or early adopted

The following Australian Accounting Standards and Interpretations have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2015. This list is not complete, however, it represents the key standards applicable to the consolidated entity.

AASB 9 Financial Instruments, 2009-11 Amendments to Australian Accounting Standards arising from AASB 9, 2010-7 Amendments to Australian Accounting Standards arising from AASB 9 and 2012-6 Amendments to Australian Accounting Standards arising from AASB 9

This standard and its consequential amendments are applicable to annual reporting periods beginning on or after 1 January 2018 and completes phase I of the IASB's project to replace IAS 39 (being the international equivalent to AASB 139 'Financial Instruments: Recognition and Measurement'). This standard introduces new classification and measurement models for financial assets, using a single approach to determine whether a financial asset is measured at amortised cost or fair value. The accounting for financial liabilities continues to be classified and measured in accordance with AASB 139, with one exception, being that the portion of a change of fair value relating to the entity's own credit risk is to be presented in other comprehensive income unless it would create an accounting mismatch. The impact of the adoption of this standard is yet to be assessed by the consolidated entity.

AASB 15 Revenue from Contracts with Customers

This standard is applicable to annual reporting periods beginning on or after 1 January 2017. The standard provides a single standard for revenue recognition. The core principle of the standard is that an entity will recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

The standard will require: contracts (either written, verbal or implied) to be identified, together with the separate performance obligations within the contract; determine the transaction price, adjusted for the time value of money excluding credit risk; allocation of the transaction price to the separate performance obligations on a basis of relative stand-alone selling price of each distinct good or service, or estimation approach if no distinct observable prices exist; and recognition of revenue when each performance obligation is satisfied. Credit risk will be presented separately as an expense rather than adjusted to revenue. For goods, the performance obligation would be satisfied when the customer obtains control of the goods. For services, the performance obligation is satisfied when the service has been provided, typically for promises to transfer services to customers. For performance obligations satisfied over time, an entity would select an appropriate measure of progress to determine how much revenue should be recognised as the performance obligation is satisfied. Contracts with customers will be presented in an entity's statement of financial position as a contract liability, a contract asset, or a receivable, depending on the relationship between the entity's performance and the customer's payment. Sufficient quantitative and qualitative disclosure is required to enable users to understand the contracts with customers; the significant judgments made in applying the guidance to those contracts; and any assets recognised from the costs to obtain or fulfil a contract with a customer. The impact of the adoption of this standard is yet to be assessed by the consolidated entity.

3 Revenue and Expenses

	Consolidated Group	
	2015 \$	2014 \$
(a) Revenue		
Sales of goods/hardware	1,967,382	1,638,981
Rendering of services	16,109,131	11,185,217
Maintenance fees	13,566,131	12,751,151
Licence fees	4,542,204	3,405,584
Other revenue	382,686	581,841
	36,567,534	29,562,774
(b) Other income		
Interest income	26,849	79,870
Fair value gain on cancellation of conversion option	-	149,595
Other income on sales of CRMS	-	197,720
Other income	99,037	85,938
	125,886	513,123
(c) Operating expenses		
Accounting and audit fees	515,225	468,908
Bad and doubtful debts	168,074	233,303
Legal fees	251,884	106,402
Rental expense and operating lease	916,473	992,049
Other expenses	3,342,342	2,944,469
	5,193,998	4,745,131
(d) Finance Costs		
Interest paid on bank loans	462,427	388,851
Loss(gain) on SWAP	(28,242)	2,647
Other finance costs on convertible notes	332,535	355,541
	766,720	747,039

4 Income Tax

	Consolidated Group	
	2015	2014
	\$	\$
(a) Income Tax Expense/(Benefit) Comprise:		
Current tax	126,810	279,438
Deferred tax	256,800	506,719
(Recoupment)/recognition of prior and current year tax losses	217,205	(360,699)
	600,815	425,458
(b) Reconciliation		
The prima facie tax on profit from ordinary activities before income tax is reconciled to the income tax as follows:		
Prima facie tax payable on profit from ordinary activities before income tax at 30% (2014: 30%)	797,080	486,315
Add:		
Tax effect of:		
non-deductible depreciation and amortisation	103,666	111,752
other non-allowable items	78,788	21,806
adjustment for differences in tax rates	76,902	(123,708)
under/(over) provision for income tax in prior year	(153,494)	96,590
other tax adjustments	23,088	146,938
	926,030	739,693
Less:		
Tax effect of:		
deduction for current year US state taxes	(57,972)	(6,653)
research and development additional allowance	(251,061)	(201,244)
(recoupment)/reversal of tax losses not previously recognised	(16,182)	(106,338)
Income tax attributable to entity	600,815	425,458
The applicable weighted average effective tax rates are as follows:	23%	26%

There are no tax effects on exchange differences relating to translating foreign controlled entities.

Tax consolidation

The Australian Tax Consolidation Legislation allows groups, comprising of a parent entity and its wholly-owned Australian resident entities, to elect to consolidate and be treated as a single entity for Australian income tax purposes.

3Q Holdings Limited as the head entity of the tax consolidated group and subsidiary members entered a tax sharing and funding agreement in order to allocate income tax expense to the wholly owned subsidiaries on a pro-rata basis. The agreement provides for the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations. At the reporting date, the possibility of default is remote.

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5 Earnings per Share

The following reflects the income and share data used in the basic and diluted earnings per share computations:

	Consolidated Group	
	2015	2014
Net profit attributed to ordinary equity holders of the parent	2,056,118	1,195,593
Weighted average number of ordinary shares for basic earnings per share	149,674,098	149,778,893
Effect of dilution: share options and convertible notes	-	6,645,879
Weighted average number of ordinary shares adjusted for the effect of dilution	149,674,098	156,424,772

There have been no other transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of completion of these financial statements which could impact upon basic or diluted earnings per share.

6 Dividends Paid and Proposed

Dividends

Dividends declared and paid during the financial year were as follows:

	Consolidated Group	
	2015 \$	2014 \$
Fully franked dividend declared and paid for the year ended 30 June 2015 of 0.8 cents per ordinary share (2014: Nil)	1,195,057	-
	1,195,057	-

Franking Credit Balance

The amount of franking credits available for the subsequent financial year are:

	Consolidated Group	
	2015 \$	2014 \$
- Franking account balance as at end of the financial year at 30% (2014 - 30%)	2,107,930	2,432,402
- Franking credits/(debits) that will arise from the payment of income tax payable as at the end of the financial year	(196,524)	71,424
The amount of franking credits available for future reporting periods	1,911,406	2,503,826

7 Cash and Cash Equivalents

(a) Cash Balance

	Consolidated Group	
	2015 \$	2014 \$
Cash at bank	2,754,064	2,954,295
	2,754,064	2,954,295

Cash at bank earns interest at floating rates based on daily bank deposit rates, as well as at fixed rates based on term deposit rates.

Cash at the end of the financial year shown in the Statement of Cash Flows is reconciled to items in the Statement of Financial Position as follows:

	Consolidated Group	
	2015 \$	2014 \$
Cash and cash equivalents	2,754,064	2,954,295
Overdraft	-	-
Cash per Statement of Cash Flows	2,754,064	2,954,295

(b) Reconciliation of cash flow from operations with profit after income tax

	Consolidated Group	
	2015 \$	2014 \$
Profit after income tax	2,056,118	1,195,593
Non-cash flows in profit:		
Depreciation expenses	275,943	259,895
Amortisation expenses	2,754,470	2,521,929
Net profit on disposal of property, plant and equipment	741	12,535
Net foreign exchange difference	(101,080)	20,147
Changes in assets and liabilities (net of settlement)		
(Increase)/decrease in inventories	(7,212)	40,816
(Increase)/decrease in trade and other receivables	(2,352,415)	(47,191)
(Increase)/decrease in prepayments	(229,722)	(101,565)
(Increase)/decrease in deferred tax assets	(1,637,027)	(245,555)
(Increase)/decrease in current tax assets	(108,406)	124,356
Increase/(decrease) in current/deferred tax liabilities	1,943,890	544,121
Increase/(decrease) in trade and other payables	3,082,023	394,202
Increase/(decrease) in provisions	187,335	(35,247)
Increase/(decrease) in maintenance in advance	(499,962)	(503,162)
Net Cash from Operating Activities	5,364,696	4,180,874

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8 Trade and other receivables

Current

Trade receivables

Less: Provision for impairment (a)

Unbilled receivables

Receivable from related party

Non-Current

Trade receivables

Receivable from related party

Consolidated Group

2015	2014
\$	\$
8,945,487	5,430,844
(261,808)	(291,840)
8,683,679	5,139,004
671,072	685,678
12,000	12,000
9,366,751	5,836,682
-	-
22,481	34,481
22,481	34,481

(a) Allowance for impairment loss

Trade receivables are non-interest bearing and are generally on 7-30 day terms. An allowance for impairment loss is recognised when there is objective evidence that an individual trade receivable is impaired.

The ageing analysis of trade receivables is as follows:

Consolidated Group

2015	2014
\$	\$
7,058,655	3,744,989
102	9,436
719,416	831,828
102	19,701
151,346	223,930
7,171	4,226
788,743	384,738
254,434	258,477
8,979,969	5,477,325

* Past due not impaired ('PDNI')

* Considered impaired ('CI')

Receivables past due but not considered impaired are: Consolidated \$1,659,505 (2014: \$1,440,496). Payment terms on these amounts have in some cases been re-negotiated, however in certain circumstances credit has been stopped until payment is made. The carrying value of these re-negotiated amounts are \$198,981 at 30 June 2015 (2014: \$298,026). Each operating unit has been in direct contact with the relevant debtor and is satisfied that payment will be received in full.

Other balances within trade and other receivables do not contain impaired assets.

Movements in the provision for impairment of receivables are as follows:

Consolidated Group

2015	2014
\$	\$
291,840	349,214
(30,032)	(57,374)
261,808	291,840

Movement in provision

Balance of the beginning of the year

Increase/(decrease) in provision

Balance at the end of year

(b) Related party receivables

For terms and conditions of related party receivables refer to Note 23.

(c) Fair value and credit risk

Due to the short term nature of these receivables, their carrying value is assumed to approximate their fair value.

(d) Foreign exchange and interest rate risk

Details regarding foreign exchange and interest rate risk exposure are disclosed in Note 21.

(e) Non current receivables

The non current receivables are due to be repaid by June 2017 and the effect of discounting is considered not to be material. This receivable is not past due or impaired.

9 Other Assets

	Consolidated Group	
	2015 \$	2014 \$
Prepayments	1,152,243	801,610
	1,152,243	801,610

10 Inventories

	Consolidated Group	
	2015 \$	2014 \$
Finished goods at the lower of cost and net realisable value	234,682	213,770
	234,682	213,770

11 Property, Plant & Equipment

	Consolidated Group	
	2015 \$	2014 \$
(a) Property, plant, equipment, furniture and motor vehicles		
At cost	1,924,224	1,708,273
Accumulated depreciation	(1,603,580)	(1,329,356)
	320,644	378,917
Movement in carrying amount		
Balance at the beginning of the year	378,917	589,160
Additions	145,038	128,285
Reclassify NZ's FA	(37,071)	-
Disposal	(5,193)	(128,100)
Depreciation expense	(176,915)	(222,385)
Foreign currency exchange difference	15,868	11,957
Balance at the end of year	320,644	378,917

(b) Leasehold improvements

At cost

Accumulated depreciation

Movement in carrying amount

Balance at the beginning of the year

Additions

Additions through business combinations (note 30)

Depreciation expense

Foreign currency exchange difference

Balance at the end of year

(c) Software

At cost

Accumulated depreciation

Movement in carrying amount

Balance at the beginning of the year

Additions

Reclassify NZ's FA

Depreciation expense

Foreign currency exchange difference

Balance at the end of year

Total Property, plant and equipment

At cost

Accumulated depreciation

Movement in carrying amount

Balance at the beginning of the year

Additions

Disposal

Depreciation expense

Foreign currency exchange difference

Balance at the end of year

Consolidated Group

2015
\$

2014
\$

450,106

252,430

(293,471)

(243,076)

156,635

9,354

9,354

32,388

136,712

-

34,438

-

(22,639)

(22,771)

(1,230)

(263)

156,635

9,354

434,419

153,942

(182,099)

(65,141)

252,320

88,801

88,801

42,746

224,893

61,233

2,633

-

(76,389)

(14,739)

12,382

(439)

252,320

88,801

2,808,749

2,114,645

(2,079,150)

(1,637,573)

729,599

477,072

477,072

664,294

506,643

189,518

(5,193)

(128,100)

(275,943)

(259,895)

27,020

11,255

729,599

477,072

12 Intangible Assets

Consolidated Group	Intellectual Property \$	Customer relationship \$	Tradename \$	Goodwill \$	Development costs \$	Website Services \$	Total \$
2014							
At cost	7,954,256	7,436,212	879,261	14,206,782	13,490,513	90,715	44,057,739
Accumulated Amortisation	(5,800,789)	(4,321,954)	(344,157)	-	(2,072,913)	(15,119)	(12,554,932)
Net carrying value	2,153,467	3,114,258	535,104	14,206,782	11,417,600	75,596	31,502,807
2015							
At cost	8,161,819	8,791,042	890,646	15,269,534	19,747,432	102,100	52,962,571
Accumulated Amortisation	(6,589,542)	(6,018,648)	(403,711)	-	(3,600,852)	(31,602)	(16,644,355)
Net carrying value	1,572,277	2,772,394	486,935	15,269,534	16,146,578	70,498	36,318,216
Balance at the beginning of the year 2014	2,954,374	3,742,932	585,562	13,968,815	8,970,011	81,200	30,302,894
Capitalised cost	-	-	-	-	3,349,408	-	3,349,408
Amortisation	(934,649)	(739,765)	(57,814)	-	(776,946)	(12,755)	(2,521,929)
Foreign currency exchange difference	133,742	111,091	7,356	237,967	(124,873)	7,151	372,434
Balance at the end of year	2,153,467	3,114,258	535,104	14,206,782	11,417,600	75,596	31,502,807
Balance at the beginning of the year 2015	2,153,467	3,114,258	535,104	14,206,782	11,417,600	75,596	31,502,807
Capitalised cost	-	-	13,385	-	3,834,118	-	3,847,503
Amortisation	(737,928)	(815,992)	(58,181)	-	(1,128,827)	(13,542)	(2,754,470)
Foreign currency exchange difference	156,737	474,128	10,012	1,049,367	2,023,688	8,444	3,722,376
Balance at the end of year	1,572,276	2,772,394	500,320	15,256,149	16,146,579	70,498	36,318,216

Intangible assets, other than goodwill, have finite useful lives. Goodwill is not amortised but is subject to annual impairment testing (see Note 13). No impairment loss was recognised in the 2015 financial year.

The current amortisation charge is included under the depreciation and amortisation expense in the Statement of Profit or Loss and Other Comprehensive Income. Refer Note 2 (viii) for the amortisation policies for the above intangible assets.

13 Goodwill impairment testing and cash-generating units

Goodwill is allocated to cash-generating units as set out below. The recoverable amount of each cash-generating unit has been determined based on a value-in-use calculation. Value-in-use is calculated based on the present value of cash flow projections over a 5-year period, including a terminal value in the 6th year. The cash flows are discounted using the post-tax weighted average cost of capital at the beginning of the budget period of 10.2% (pre-tax rate of 12.79%).

Goodwill is allocated to cash-generating units as follows:

	Consolidated Group	
	2015	2014
	\$	\$
3Q Holdings & Island Pacific Australia (excluding AdvanceRetail Division of 3Q Holdings)	3,119,666	3,119,666
Business of AdvanceRetail Technology (Subsidiary in New Zealand and division of 3Q Holdings in Australia)	4,881,374	5,005,368
Business of Island Pacific (Subsidiaries in US and UK)	7,255,109	6,081,748
	15,256,149	14,206,782

Key assumptions used

The following describes each key assumption on which management has based its cash flow projections when determining the value in use:

- 10.2% (2014: 10.2% post-tax discount rate);
- Between 0%-5% (2014: 2.5%-5%) per annum projected revenue growth rate; and
- Between 0%-5% (2014: 0%-5%) per annum increase in operating costs and overheads.

The discount rate of 10.2% post-tax reflects management's estimate of the time value of money and the consolidated entity's weighted average cost of capital adjusted for the computer industry, the risk free rate and the cost of equity relative to market movements.

- Management believes the projected 0%-5% revenue growth rate is prudent and justified, based on the current market and new product sales resulting from the group's investment in research and development.

Goodwill, fixed assets and principal technology and other intangible assets are consolidated in order to assess whether the carrying amount exceeds the recoverable value of these assets. The reasons they are not separately assessed is because it is not possible to separately distinguish the cash flows for each category of asset. Instead, for the purposes of assessing whether an impairment has occurred, the assets are represented as one business unit.

- Cash flows used in cash flow projections include the effects of intercompany transactions other than recovery of head office expenses, but exclude the effects of financing. There were no other key assumptions.

Based on the above, no impairment has occurred as the carrying amount of goodwill (and other intangibles) exceed their recoverable value.

The calculation of value in use is most sensitive to the following key assumptions:

- **Island Pacific Australia Segment**
Revenue growth would need to decrease by more than 1% than currently budgeted for before goodwill and other intangible assets would need to be impaired, with all other assumptions remaining constant.
- **Island Pacific US/UK/India Segment**
Revenue growth would need to decrease by more than 15% than currently budgeted for before goodwill and other intangible assets would need to be impaired, with all other assumptions remaining constant.
- **AdvanceRetail Segment**
Revenue growth would need to decrease by more than 2% than currently budgeted for before goodwill and other intangible assets would need to be impaired, with all other assumptions remaining constant.
- **Intelligent Segment**
Revenue growth would need to decrease by more than 3% than currently budgeted for before goodwill and other intangible assets would need to be impaired, with all other assumptions remaining constant.

Management consider that other reasonable changes in all other key assumptions to the cash flow projections would not have as a material effect on impairment, as does revenue growth rate.

14 Share-based payments

There were no options under the Employee Share Option Plan issued during the year (2014: Nil).

No options expired during the year (2014: 50,000).

No shares under the Employee Share Ownership Plan were issued during the year to staff and Senior Managers (2014: Nil).

(a) Employee Share Ownership Plan

The Employee Share Ownership Plan was approved by the Annual General Meeting and established on 3 December 2009.

Under the terms of the Employee Share Ownership Plan, the company has granted each of the participating executives and employees a limited recourse loan equal to the purchase value of the shares which is repayable within 10 years. The financial assistance becomes immediately repayable in the event of dismissal, resignation, death or retirement of the executive or employee. The financial assistance is secured over the shares and the rights attached to the shares.

All shares issued pursuant to the plan are held by a trustee appointed by the company in trust for the employee until such time as the financial assistance is repaid. 60% of all dividends and distributions made in respect of the shares must be applied towards repayment of the financial assistance. Voting rights attached to the shares may only be exercised by the trustee holder in the best interest of the executive or employee.

For accounting purposes, the shares issued under the Employee Share Ownership Plan have been treated as an option grant and the value of the shares vested has been accounted for and included in the result of the period. Any repayment of the financial assistance will be treated as partial payment to be applied towards the payment of shares issued under the Employee Share Ownership Plan.

	Tranche 1	Tranche 2	Tranche 3	Tranche 4
Number of Shares issued	7,250,000	6,750,000	750,000	1,500,000
Exercise Price	\$0.13	\$0.10	\$0.07	\$0.05
Time to Maturity from issue date	10 years	10 years	10 years	10 years
Underlying Share Price	\$0.13	\$0.10	\$0.07	\$0.05
Expected Share Price Volatility	36.84%	36.84%	36.84%	36.84%
Risk-free Interest Rate	5.11%	5.11%	5.11%	5.11%
Dividend Yield	5.00%	5.00%	5.00%	5.00%

15 Trade and Other Payables

	Consolidated Group	
	2015 \$	2014 \$
Current		
Trade payable	3,967,777	1,951,735
Deferred revenue	4,460,274	4,106,246
Other payable	618,490	571,273
Payable to related party	294,710	148,712
	9,341,251	6,777,966

Trade payables are non-interest bearing and are normally settled on 30-day terms.

(a) Fair value

Due to the short-term nature of these payables, their carrying value is assumed to approximate their fair value.

(b) **Related party payable**

For terms and conditions of related party payables refer to Note 23.

16 Financial Liabilities

	Consolidated Group	
	2015 \$	2014 \$
Current		
Secured:		
Bank loans	1,500,000	500,000
Lease liability	29,429	57,671
	1,529,429	557,671
Non-current		
Secured:		
Bank loans	10,520,102	7,482,720
Convertible notes	-	2,747,420
	10,520,102	10,230,140
Total financial liabilities	12,049,531	10,787,811

Financial guarantees

The Group has guaranteed the Commonwealth Bank of Australia facility, which commits the individual companies within the Group to make payments on behalf of the other entities in the Group upon the failure by any such entity to perform under the terms of the relevant facility agreement.

Bank loan

During the year the Group refinanced its banking facilities with the Commonwealth Bank of Australia. The bank loan facilities include the following key terms and balances:

- The facilities are secured by a first charge over the assets of the Group, held by the Commonwealth Bank of Australia.
- The interest on the loan is charged at a fixed and variable rate of interest.
- A three year amortising facility of \$10,700,000, a three year bullet non-revolving cash advance facility of \$2,000,000, and a three year revolving working capital facility of \$2,000,000. All three facilities are denominated in AUD, USD, Sterling and any other Optional Currency. The aggregate of all outstanding amounts under the facilities may at any relevant date exceed the facility limits by 1.075 times.
- A margin of between 2.25% and 3.25% (depending on the Net Leverage Ratio) will be payable on the daily balance outstanding and will be payable in arrears at the end of each quarterly interest period.
- The three year amortising facility is made up of an AUD\$ loan with a balance of \$2,950,000 at 30 June 2015, a US\$ loan with a balance of US\$3,597,112 (AUD\$4,671,210) at 30 June 2015, and a GBP loan with a balance of GBP2,154,208 (AUD\$4,398,893) at 30 June 2015. These facilities are amortising and bear interest at a variable rate with a margin of between 2.25% and 3.25%, and interest fixed at a rate of 3.46 % for the AUD\$ loan, 0.88% for US\$ loan, and 1.28% and 1.11% for the GBP loan plus a margin of between 2.25% and 3.25%. As at 30 June 2015, AUD\$1,428,860 of the AUD\$ loan was fixed, US\$3,467,882 of the US\$ loan was fixed, and GBP1,860,000 of the GBP loan was fixed.
- At 30 June 2015, there was no balance outstanding on the three year revolving working capital facility.
- At 30 June 2015, there was no balance outstanding on the three year bullet non-revolving cash advance.
- The three year bullet non-revolving cash advance facility was primarily for the purpose of funding the earn-out of the acquisition of Intelligent Retail, as well as the funding of any other acquisitions.

Convertible notes

On 23 March 2012, the consolidated entity secured an agreement to draw-down \$3,300,000 from a syndicate of individuals (Noteholders) consisting of Investec Bank (Australia) Limited and Wintol Pty Ltd through the issue of convertible notes. The initial draw-down made available to the consolidated entity a first tranche of \$2,400,000 (tranche 1) with a second tranche of \$900,000 (tranche 2) to be drawn-down at the option of the consolidated entity.

In April 2012, 2,400,000 convertible notes with a face value of \$1 (tranche 1) were issued pursuant to the above agreement. A further 900,000 convertible notes with a face value of \$1 (tranche 2) were issued in February 2013 taking the total amount drawn down from the Noteholders to \$3,300,000. The convertible notes entitled the Noteholders to convert to 3Q shares at any time before the conversion date in April 2014 at a conversion price of 10 cents per share. Interest of 8.15% per annum was payable on the total face value of the convertible notes from the issue date up to the April 2017 maturity date in the event that the Noteholders did not convert to 3Q shares by the conversion date. The Noteholders advised 3Q before the conversion date that they did not wish to convert to 3Q shares. During the year, the convertible notes were repaid in full and an amount of \$3,079,954 was repaid to the Noteholders as full and final settlement of the debt.

During 2015 and 2014 the issue was classified as debt as follows:

	Consolidated Group	
	2015 \$	2014 \$
Convertible notes		
Carrying forward balance	2,747,420	3,478,274
Proceeds of issue	-	-
Equity component	-	-
Fair value gain on cancellation of conversion option	-	149,595
Repayment during the year	(3,079,955)	(880,449)
Finance costs	332,535	-
Balance at end of year	-	2,747,420

As at 30 June 2014, the entire convertible notes liability was classified as non-current based on an agreement, which provided the Group with no obligation to repay the outstanding convertible notes liability until the bank debt was repaid in full.

Financing facilities available

As at reporting date, the following financing facilities had been negotiated and were available:

	Consolidated Group	
	2015 \$	2014 \$
Total facilities - bank loan	14,700,000	10,201,172
Facilities used at reporting date - bank loans	12,020,102	7,982,720
Facilities unused at reporting date - bank loans	2,679,898	2,218,452
Facilities used at reporting date - convertible notes (excluding accumulated interest)	-	2,580,000
Facilities unused at reporting date - convertible notes	-	-

Details of the financing facilities are set out above. The bank facilities were available to both the parent and its subsidiaries jointly and severally.

(a) Fair values

The carrying amount of the Group's current and non-current borrowings approximate their fair value. In the 30 June 2014 financial year, the convertible note liability had a carrying value of \$2,747,420 and a fair value of \$2,893,490.

(b) **Assets pledged as security**

The carrying amounts of assets pledged as security for current and non-current interest bearing liabilities are:

	Note	Consolidated Group	
		2015 \$	2014 \$
Current			
Cash and cash equivalents	7	2,754,064	2,954,295
Trade and other receivables	8	9,366,751	5,836,682
Other assets	9	1,152,243	801,610
Inventories	10	234,682	213,770
Tax asset	18	337,015	-
		13,844,755	9,806,357
Non-current			
Deferred tax assets	18	5,682,116	4,664,907
Trade and other receivables	8	22,481	34,481
Property, plant and equipment	11	729,599	477,072
Intangible assets	12	36,318,216	31,502,807
		42,752,412	36,679,267
Total assets pledged as security		56,597,167	46,485,624

The Commonwealth Bank of Australia has a fixed and floating charge over all the assets of the Group.

(c) **Defaults and breaches**

At the reporting date there were no breaches or defaults with the Commonwealth Bank of Australia.

17 Employee Benefits

	Consolidated Group	
	2015 \$	2014 \$
Current - Provision for annual leave and long service leave	1,670,789	1,318,515
Non-current - Provision of long service leave	21,655	61,518
	1,692,444	1,380,033
Movement in provision		
Balance at the beginning of the year	1,380,033	1,416,463
Amounts provided	1,338,698	933,721
Leave taken	(1,183,482)	(953,512)
Translation differences	157,195	(16,639)
Balance at the end of year	1,692,444	1,380,033

A provision has been recognised for employee entitlements relating to long service leave. In calculating the present value of future cash flows in respect of long service leave, the probability of long service being taken is based on historical data. The measurement and recognition criteria relating to employee benefits has been included in Note 2 (xx) to this report.

Amounts not expected to be settled within the next 12 months

The current provision for employee benefits includes accrued annual leave and long service leave. For long service leave it covers all unconditional entitlements where employees have completed the required period of service and also those where employees are entitled to pro-rata payments in certain circumstances. The entire amount of the provision is presented as current, since the group does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the group does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months. The following amounts reflect leave that is not to be expected to be taken or paid within the next 12 months.

Leave obligations expected to be settled after 12 months

Consolidated Group	
2015 \$	2014 \$
644,255	330,243
644,255	330,243

18 Tax

NON-CURRENT

	Opening Balance \$	Charged to Income \$	Charged Directly to Equity \$	Changes in Tax Rate \$	Exchange Differences \$	Closing Balance \$
Deferred Tax Liability						
Property Plant and Equipment tax allowance	1,517,704	23,568	-	-	(43,148)	1,498,124
Capitalised development costs	3,406,412	850,007	-	-	(92,850)	4,163,569
Other	126	-	-	-	(1)	125
Balance at June 2014	4,924,242	873,575	-	-	(135,999)	5,661,818
Property Plant and Equipment tax allowance	1,498,124	46,664	-	-	335,950	1,880,738
Capitalised development costs	4,163,569	998,122	-	-	761,598	5,923,289
Other	125	(125)	-	-	-	-
Balance at June 2015	5,661,818	1,044,661	-	-	1,097,548	7,804,027
Deferred Tax Assets						
Provisions	546,467	36,395	-	-	(5,787)	577,075
Transaction costs on equity issue and convertible notes	18,721	(5,862)	-	-	-	12,859
Unrealised foreign exchange loss/ (gain)	133,303	231,379	-	-	(1,441)	363,241
Property, Plant and Equipment, Intangibles tax allowance	1,365,674	198,050	-	(24,012)	12,219	1,551,931
Recognition/recoupment of tax losses	1,688,541	284,822	-	-	952	1,974,315
Other	184,834	6,783	-	-	(6,131)	185,486
Balance at 30 June 2014	3,937,540	751,567	-	(24,012)	(188)	4,664,907
Provisions	577,075	162,603	-	-	70,040	809,718
Transaction costs on equity issue and convertible notes	12,859	1,286	-	-	-	14,145
Unrealised foreign exchange loss/ (gain)	363,241	(212,203)	-	-	(18,030)	133,008
Property, Plant and Equipment, Intangibles tax allowance	1,551,931	643,572	-	-	95,425	2,290,928
Recognition/recoupment of tax losses	1,974,315	(53,429)	-	-	224,083	2,144,969
Other	185,486	57,904	-	-	45,958	289,348
Balance at 30 June 2015	4,664,907	599,733	-	-	417,476	5,682,116

Deferred tax assets from tax losses which have not been brought into account, the benefits of which will only be realised if the conditions for deductibility as set out in Note 2(xvi) are met, amount to \$11,778,396 (tax effected \$3,533,519) (2014: \$11,838,339, tax effected \$3,551,502).

3Q Holdings Limited had income tax losses of \$14,219,163 at 30 June 2015 (\$14,279,106 as at 30 June 2014), of which \$2,440,767 of these losses have been recognised as a deferred tax asset in accordance with Note 2 (xvi).

Island Pacific (UK) Limited had income tax losses of \$898,649 at 30 June 2015 (\$2,289,621 as at 30 June 2014), of which all of these losses have been recognised as a deferred tax asset in accordance with Note 2 (xvi).

AdvanceRetail Technology Limited had income tax losses at 30 June 2015 of \$95,455 at 30 June 2015 (\$Nil as at 30 June 2014), all of these losses have been recognised as a deferred tax asset in accordance with Note 2 (xvi).

Island Pacific Systems Inc had income tax losses of \$488,608 at 30 June 2015 (\$480,014 as at 30 June 2014), of which all of these losses have been recognised as a deferred tax asset in accordance with Note 2 (xvi).

	Consolidated Group	
	2015	2014
	\$	\$
CURRENT		
Income Tax Asset	337,015	-
Income Tax Payable	(184,084)	(129,992)
Net Current Tax Liability	152,931	(129,992)

19 Issued Capital

	Consolidated Group	
	Number	\$
2015		
(a) Ordinary shares		
Fully paid	147,228,893	6,672,263
Partially paid	-	-
	147,228,893	6,672,263
(i) Movements in ordinary share on issue		
Balance at the beginning of the year	149,778,893	6,724,598
Staff shares cancelled	(2,550,000)	(52,335)
Balance at the end of the year	147,228,893	6,672,263
2014		
(b) Ordinary shares		
Fully paid	149,778,893	6,724,598
Partially paid	-	-
	149,778,893	6,724,598
(i) Movements in ordinary share on issue		
Balance at the beginning of the year	149,778,893	6,724,598
Balance at the end of the year	149,778,893	6,724,598

Ordinary shares participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of shares held.

At shareholders meetings each ordinary share is entitled to one vote when a poll is called; otherwise each shareholder has one vote on a show of hands.

Capital Management

When managing capital, management's objective is to ensure the entity continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management also aims to maintain a capital structure that ensures a balanced cost of capital available to the entity.

One method that Management monitors capital, is through the gearing ratio (net debt / total capital). The gearing ratio at reporting date has increased slightly from the prior year due to the effect of exchange rate fluctuations of the US\$ and GBP debt, resulting from a weakening AUD\$ against the US\$ and GBP. Management intend to continually reduce this ratio by repaying part of its debt using internally generated funds.

The Group's debt is governed by the following borrowing covenants:

- Interest cover ratio
- Leverage ratio

The Group did not breach these covenants in the current year.

The gearing ratios based on operations at 30 June 2015 and 2014 were as follows:

	Consolidated Group	
	2015 \$	2014 \$
Interest bearing loans & borrowings	12,020,102	10,730,140
Cash & equivalent	(2,754,064)	(2,954,295)
Net debt	9,266,038	7,775,845
Total equity	25,525,830	21,748,004
Total capital employed	34,791,868	29,523,849
Gearing (%)	26.63%	26.34%

20 Reserves

	Consolidated Group	
	2015 \$	2014 \$
(a) Foreign currency translation reserve		
Balance at the beginning of the year	(478,865)	(994,889)
Gain/(loss) on translation of overseas controlled entities	2,916,765	516,024
Balance at the end of the year	2,437,900	(478,866)
(b) Employee equity benefits reserve		
Balance at the beginning of the year	449,452	449,452
Cancellation of options during the year	(449,452)	-
Balance at the end of the year	-	449,452
(c) Option premium on convertible notes		
Balance at the beginning of the year	-	243,536
Cancellation of options on convertible note	-	(243,536)
Balance at the end of the year	-	-
Total reserves	2,437,900	(29,413)

Foreign Currency Translation Reserve

Exchange differences arising in translation of the Group's foreign subsidiaries are taken to the foreign currency translation reserve, as described in Note 2(iii). The reserve is recognised in profit and loss at such time as the Group disposes of its net investment.

Options Reserve

The options reserve records items recognised as expenses on valuation of options over their respective vesting periods.

Option premium on convertible notes

The option premium on convertible notes represents the equity component (conversion rights) of the convertible notes in place during the year (see Note 16).

21 Financial Risk Management Objectives and Policies

The Group's principal financial instruments comprise receivables, payables, bank loans, cash and short-term deposits and derivatives.

	Consolidated Group	
	2015	2014
	\$	\$
Financial assets		
Cash and equivalents	2,754,064	2,954,295
Financial assets at amortised costs		
- Loans and receivables	9,389,232	5,871,163
Total financial assets	12,143,296	8,825,458
Financial liabilities		
Financial liabilities at amortised costs		
- Trade and other payables	9,341,251	6,777,966
- Borrowings	12,020,102	10,730,140
- Financial liabilities at FV through profit or loss	29,429	57,671
Total financial liabilities	21,390,782	17,565,777

The Group manages its exposure to key financial risks, including interest rate and currency risk in accordance with the Group's financial risk management policy. The objective of the policy is to support the delivery of the Group's financial targets whilst protecting future financial security.

The Group enters into derivative transactions, principally interest rate swaps and forward currency contracts (to a limited extent). The purpose is to manage the interest rate and currency risks arising from the Group's operations and its sources of finance. These derivatives provide economic hedges, but do not qualify for hedge accounting. The main risks arising from the Group's financial instruments are interest rate risk and foreign currency risk. The Group uses different methods to measure and manage different types of risks to which it is exposed. These include monitoring levels of exposure to interest rate and foreign exchange risk and assessments of market forecasts for interest rate and foreign exchange. Ageing analyses and monitoring of specific credit allowances are undertaken to manage credit risk, liquidity risk is monitored through the development of future rolling cash flow forecasts.

Risk Exposures and Responses

Interest rate risk

The Group's exposure to market interest rates relates primarily to the Group's debt obligations. The level of debt is disclosed in Note 16.

At reporting date, the Group had the following mix of financial assets and liabilities exposed to Australian, USA, UK and New Zealand variable interest rate risk that are not designated as cash flow hedges:

	Consolidated Group	
	2015	2014
	\$	\$
Financial assets		
Cash and equivalents	2,754,064	2,954,295
	2,754,064	2,954,295

Financial liabilities

Interest rate swaps
Bank loans and financial lease liabilities

Net exposure

Consolidated Group	
2015	2014
\$	\$
29,429	57,671
2,289,731	-
2,319,160	57,671
(434,904)	(2,896,624)

The Group's policy is to manage its finance costs using a mix of fixed and variable rate debt, and at times to fix all its debt. The Group's policy is to maintain between 50% and 100% of its bank borrowings at fixed rates which are carried at amortised cost and it is acknowledged that fair value exposure is a by-product of the Group's attempt to manage its cash flow volatility arising from interest rate changes. To manage this mix in a cost-efficient manner, the Group enters into interest rate swaps, in which the Group agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount. These swaps are designated to hedge underlying debt obligations. At 30 June 2015, after taking into account the effect of interest rate swaps, 81% of the Group's bank borrowings are at a fixed rate of interest (2014: 100%).

The Group constantly analyses its interest rate exposure. Within this analysis consideration is given to potential renewals of existing positions, alternative financing, alternative hedging positions and the mix of fixed and variable interest rates.

The following sensitivity analysis is based on the interest rate risk exposures in existence at the reporting date (the rates used are based on average movements between 2015 and 2014):

	Consolidated Group	
	2015	2014
	\$	\$
Judgments of reasonably possible movements		
Post tax profit		
+ 1% (100 basis points)	3,044	20,276
- 0.5% (50 basis points)	(1,522)	(10,138)
Equity		
+ 1% (100 basis points)	3,044	20,276
- 0.5% (50 basis points)	(1,522)	(10,138)

The movements in profit are due to higher/lower interest rates from variable rate debt and cash balances that earn interest which is not fixed. The sensitivity is lower in 2015 than in 2014 because the level of net cash was much more in 2014 than in 2015 due to not all interest rates being fixed in 2015 as was done in 2014.

Foreign currency risk

As a result of significant operations in the United States, United Kingdom and New Zealand following the acquisition of Island Pacific in December 2007, AdvanceRetail in March 2007, and Intelligent Retail in May 2013, the Group's Statement of Financial Position can be affected significantly by movements in the US\$/A\$, GBP/A\$ and to a lesser extent, NZ\$/A\$ exchange rates. The Group has mitigated the effect of its foreign currency exposure by increasing its borrowing in US Dollars and GBP. The reason only US Dollar and GBP debt has been increased and not other currencies is because the Board believe the US Dollar and GBP are the most volatile of currencies to the AUD Dollar, in comparison to the NZ Dollar, and also the US\$ and GBP earnings are larger than the other overseas earnings. These borrowings in foreign currencies then act as a hedge against the earnings and cash reserves from these currencies.

The Group also has transactional currency exposures. Such exposure arises from sales or purchases by an operating entity in currencies other than the functional currency.

The Group has no forward currency contracts in place at 30 June 2015 (2014: Nil).

Between 2015 and 2014, exchange rates moved by almost 22% (2014: 3%) for the AUD\$:US\$, by 13% (2014: 9%) for the AUD\$:GBP, and 5% (2014: 10%) for the AUD\$:NZ\$. This is an average movement of 13%. For comparative purposes, assume a higher-end movement of 15% (2014: 10%), and using a lower-end movement of 10% (2014: 5%), as illustrated in the table below, with all other variables held constant, post tax profit and equity would have been affected as follows:

	Consolidated Group	
	2015 \$	2014 \$
Net Profit after tax	3,160,229	2,277,104
Net Profit after tax subject to exposure	3,160,229	2,277,104
Equity		
Assets	49,449,725	38,193,069
	49,449,725	38,193,069
Liability		
Bank loans	9,070,102	7,053,860
Others	35,556,333	29,353,454
	44,626,435	36,407,314
Equity to exposure	4,823,290	1,785,755
Judgments of reasonably possible movements		
Post tax profit		
-15% (2014:- 10%) movement in AUD\$	254,096	100,034
-10% (2014:- 5%) movement in AUD\$	169,397	50,017
+10% (2014:+ 5%) movement in AUD\$	(169,397)	(50,017)
+15% (2014: +10%) movement in AUD\$	(254,096)	(100,034)
Equity		
-15% (2014:- 10%) movement in AUD\$	554,491	418,710
-10% (2014:- 5%) movement in AUD\$	369,660	209,355
+10% (2014:+ 5%) movement in AUD\$	(369,660)	(209,355)
+15% (2014: +15%) movement in AUD\$	(554,491)	(418,710)

The Group has a US\$ borrowing facility of \$3,597,112 (2014: \$3,467,882) that is used as a hedge of the net investment in the US operation.

The Group has a UK£ borrowing facility of £2,154,208 (2014: £1,860,000) that is used as a hedge of the net investment in the UK operations.

At 30 June 2015, the Group hedged none of its foreign currency purchases that are firm commitments (2014: Nil).

Price risk

The Group's exposure to commodity price risk is minimal.

Credit risk

Credit risk arises from the financial assets of the Group, which comprise cash and cash equivalents, trade and other receivables, and derivative instruments. The Group's exposure to credit risk arises from potential default of the counter party, with a maximum exposure equal to the carrying amount of these instruments. Exposure at reporting date is addressed in each applicable note.

The Group does not hold any credit derivatives to offset its credit exposure.

The Group trades only with recognised, creditworthy third parties, and as such collateral is not requested nor is it the Group's policy to securitise its trade and other receivables. In addition, the Group has the ability to "withhold support" to its customers should it be difficult to receive payment from them.

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans.

The table below reflects all contractually fixed pay-offs for settlement, repayments and interest resulting from recognised financial liabilities as of 30 June 2015. Cash flows for liabilities without fixed amount or timing are based on the conditions existing at 30 June 2015.

The remaining contractual maturities of the Group's financial liabilities are:

	Consolidated Group	
	2015 \$	2014 \$
6 months or less	10,341,251	6,777,966
6-12 months	500,000	500,000
1-5 years	10,520,102	10,230,140
Over 5 years	-	-
	21,361,353	17,508,106

Included in the maturities of 6 months or less is an amount of \$4,460,274 (2014: \$4,106,246) representing maintenance and other amounts paid by customers in advance. Even though these are contractual liabilities, it is very unlikely that these amounts will result in a cash outflow in the period, or in any period thereafter.

Based on the above, the actual estimated cash outflows in the 6 months or less is \$5,880,977 (2014: \$2,671,719) instead of the stated amount of \$10,341,251 (2014: \$6,777,966).

The above table excludes derivatives.

Maturity analysis of financial liabilities based on management's expectation

The risk implied from the values shown in the table below, reflects a balanced view of cash outflows.

	Consolidated Group	
	2015 \$	2014 \$
Trade & other payable		
< 6 months	9,341,251	6,777,966
6 - 12 months	-	-
1-5 years	-	-
Over 5 years	-	-
	9,341,251	6,777,966
Interest rate swaps		
> 6 months	-	-
6 - 12 months	29,429	57,671
	29,429	57,671
Interest bearing loans & borrowings		
< 6 months	1,000,000	-
6 - 12 months	500,000	500,000
1-5 years	10,520,102	10,230,140
	12,020,102	10,730,140
	21,390,782	17,565,777

Fair value

The methods for estimating fair value are outlined in the relevant notes to the financial statements.

Fair value measurement

The financial instruments recognised at fair value in the Statement of Financial Position have been analysed and classified using a fair value hierarchy reflecting the significance of the inputs used in making the measurements. The fair value measurement hierarchy consists of the following levels:

- (a) quoted prices (unadjusted) and active markets for identical assets or liabilities (level 1) .

- (b) inputs other than quoted price included with level 1 that are observable for the assets or liability, either directly (as prices) or indirectly (derived from prices) (level 2), and
- (c) inputs for the assets or liability that are not based on observable market data (unobservable inputs) (level 3).

The following table presents the group's assets and liabilities measured and recognised at fair value at 30 June 2015. Comparatives included below.

At 30 June 2015	Consolidated Group			Total
	Level 1	Level 2	Level 3	
	\$	\$	\$	\$
Assets	-	-	-	-
Liabilities				
Financial liabilities at FV through profit or loss	-	29,429	-	29,429
	-	29,429	-	29,429

At 30 June 2014	Consolidated Group			Total
	Level 1	Level 2	Level 3	
	\$	\$	\$	\$
Assets	-	-	-	-
Liabilities				
Financial liabilities at FV through profit or loss	-	57,671	-	57,671
	-	57,671	-	57,671

Movement	Consolidated Group	
	2015	2014
	\$	\$
Balance at the beginning of the year	57,671	55,024
Additional provision /(reversal)	(28,242)	2,647
Balance at the end of the year	29,429	57,671

There were no transfers between levels during the financial year.

Fair value of financial instruments that are not measured at fair value on a recurring basis

The carrying value of current financial assets and liabilities approximate their fair value. The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values due to their short term nature.

The fair value of financial liabilities is estimated by discounting the remaining contractual maturities at the current market interest rate that is available for similar financial liabilities.

The carrying amount of borrowings disclosed in note 16 are assumed to approximate their fair values. In the 30 June 2014 financial year, the convertible note liability had a carrying value of \$2,747,420 and a fair value of \$2,893,490.

Valuation techniques for fair value measurements categorised within level 2 and level 3

Derivative financial instruments have been valued using quoted market rates. This valuation technique maximises the use of observable market data where it is available and relies as little as possible on entity specific estimates.

22 Commitments and Contingencies**Commitments****Operating Leases**

The group entered into the operating lease agreements set out below, with the following commitments for minimum lease payments (not capitalised in the financial statements).

	Consolidated Group	
	2015	2014
	\$	\$
Within one year	588,366	311,255
After one year, but not more than five year	1,527,056	453,078
	2,115,422	764,333

Operating lease commitments includes contracted amounts for various office locations, property plant and equipment including photocopies and motor vehicles under non-cancellable operating leases expiring within one to five years with, in some cases, options to extend. The leases have various escalation clauses. On renewal, the terms of the leases are renegotiated.

Contingencies

There were no contingent liabilities at the reporting date other than the earn-out payment to the Vendors of Intelligent Retail. Whilst the original performance obligations of the earn-out were not met, the board resolved to pay an earnout amount after the reporting date which has been shown as a post balance sheet event, as per note 24.

The original earn-out was shown as a contingent liability in the 2014 accounts.

23 Related party disclosure

The following table provides the total amount of transactions that were entered into with related parties for the relevant financial year (for information regarding outstanding balances at year-end, refer to Note 8 and Note 15):

Consolidated		2015	2014
		\$	\$
Rent paid to Related Parties excluding GST	Note 2	120,000	120,000
Compensation of David Rosen	Note 4	350,317	318,774
Transactions with Distributor	Note 3	520,950	395,724
Amounts owed by Related Parties for financed sales	Note 1	34,481	46,481
Amounts owed to Related Parties – Distributor	Note 3	294,710	148,712
Amounts owed by (to) Related Parties for rent	Note 2	7,566	7,566
Compensation of McGeachen Bell Associates Ltd (Mark McGeachen)	Note 5	283,526	249,663
Compensation of McGeachen Bell Associates Ltd (Andrew Bell)	Note 6	223,957	217,263
Compensation of High Expectations Pty Ltd (Stephe Wilks)	Note 7	84,000	84,000
Convertible note issued to Wintol Pty Ltd (Gary Burg)	Note 8	-	880,000
Loan to Director (Shaun Rosen)	Note 9	(12,144)	5,066

Note 1 - Sales financed by related parties

Sales to certain customers of Island Pacific Australia Pty Limited are financed by Isalux Pty Limited, a related party of the Group. Isalux Pty Ltd is 100% owned by Shaun Rosen, Clive Klugman and David Rosen (through their personally-related entities), who are also Directors of Isalux. Isalux repays Island Pacific Australia Pty Limited on a monthly basis. There were no sales in the current or prior year.

Note 2 - Rent paid to related parties

The Sydney offices are rented from Isalux Pty Limited, a related party.

Note 3 - Distributor

Under an agreement with Pyramid Merchandising Software Pty Limited (PMS), Island Pacific Australia Pty Limited was appointed the worldwide master distributor in all territories outside Africa of PMS's merchandising software product known as "Island Pacific SmartPlanning". David Rosen, who has a 50% interest in Elabrook Pty Limited, one of the vendors of Island Pacific Australia Pty Limited, and who is a Director of Island Pacific Systems Inc, is an owner of 25% of the issued capital of PMS.

Note 4 - Director of Related Party

As disclosed as part of the distributor note above, David Rosen has a 50% interest in Elabrook Pty Limited, one of the vendors of Island Pacific Australia Pty Limited, and is a Director of Island Pacific Systems Inc, a related party. By virtue of his directorship in Island Pacific Systems Inc., a related party, David is a related party himself. David receives remuneration as a Director of Island Pacific Systems Inc, which is disclosed above as a related party transaction.

Note 5 – Company controlled by Director - McGeachen Bell Associates Limited

Mark McGeachen, a Director of 3Q Holdings Limited, has a 50% interest in McGeachen Bell Associates Limited. Mark McGeachen provides all the administrative and management services required for AdvanceRetail Technology to operate efficiently on a day-to-day basis, including the normal day-to-day management of the Company, through McGeachen Bell Associates Limited.

Mark, being a Director of 3Q Holdings Limited, is a related party. By virtue of his controlling interest in McGeachen Bell Associates Limited, this makes McGeachen Bell Associates Limited a related party as well. McGeachen Bell Associates Limited receives remuneration from AdvanceRetail Technology for Mark's services, which is disclosed above as a related party transaction.

Note 6 – Company controlled by Key Management Personnel - McGeachen Bell Associates Limited

Andrew Bell, a Key Management Personnel of AdvanceRetail Technology, has a 50% interest in McGeachen Bell Associates Limited. Andrew Bell provides all the technical services required for AdvanceRetail Technology to operate efficiently on a day-to-day basis, including the normal day-to-day management of all the technical aspects of the Company, through McGeachen Bell Associates Limited.

Andrew, being a Key Management Personnel of AdvanceRetail Technology, is a related party. By virtue of his controlling interest in McGeachen Bell Associates Limited, this makes McGeachen Bell Associates Limited a related party as well. McGeachen Bell Associates Limited receives remuneration from AdvanceRetail Technology for Andrew's services, which is disclosed above as a related party transaction.

Note 7 – Company controlled by Director - High Expectations Pty Limited

Stephe Wilks, a Director of 3Q Holdings Limited, has a 40% interest in High Expectations Pty Limited. Stephe is paid his Director's fees through High Expectations Pty Ltd.

Stephe, being a Director of 3Q Holdings Limited, is a related party. By virtue of his controlling interest in High Expectations Pty Ltd, this makes High Expectations Pty Ltd a related party as well. The Director's fees paid to Stephe are disclosed above as a related party transaction.

Note 8 – Company controlled by Director – Wintol Pty Ltd

Gary Burg, a Director of 3Q Holdings Limited during the prior year, has a 100% interest in Wintol Pty Ltd. During the 2014 year \$220,000 was repaid to Wintol Pty Ltd.

Gary, being a Director of 3Q Holdings Limited is a related party. By virtue of his controlling interest in Wintol Pty Ltd, this makes Wintol Pty Ltd a related party as well. Gary resigned as a director of 3Q Holdings Limited on 11 September 2013.

Note 9 – Loan to director (Shaun Rosen)

Shaun Rosen, a Director of 3Q Holdings Limited is a related party. Amounts have been loaned to Shaun during the year, interest has been charged on such amounts loaned at an arm's length rate of 6%.

24 Significant events after the reporting date

Under the terms of the Intelligent Retail Limited acquisition agreement, an earnout was payable to the vendors for the financial periods ended 30 April 2014 and 30 April 2015 contingent on the performance of Intelligent Retail for the periods then ended. No earnout was paid for the 2014 period. For the 2015 period, whilst the original performance obligations were not met, the board resolved to pay an earnout amount after the reporting date consisting of a cash payment of £108,851 (AUD\$230,289) and the issue of 572,710 fully paid Ordinary shares in 3Q Holdings limited valued at \$39,788. The earnout was paid on 16th and 24th of July 2015.

25 Auditors' Remuneration

The auditor of 3Q Holdings Limited is BDO.

	Consolidated Group	
	2015 \$	2014 \$
Amounts received, or due and receivable by BDO for:		
- Audit or review of financial reports of the entity	141,680	145,986
- Other non-auditor services in relation to the entity		
R&D tax allowance preparation and other tax services	12,500	12,250
Others -Intelligent Retail acquisition	-	5,667
Remuneration of other auditors of subsidiaries for:		
- Audit or review of financial reports of the entities	179,953	142,589
- Other non-auditor services in relation to the entities		
Tax services	49,069	23,827
Other services charge	9,897	3,368
	393,099	333,687

26 Controlled Entities

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in Note 2.

Name of Entity	Country of Incorporation	Class of Shares	Equity Holding	Equity Holding
			2015 %	2014 %
Island Pacific Australia Pty Limited	Australia	Ordinary	100	100
ARS Australia Pty Limited	Australia	Ordinary	100	100
Island Pacific Systems Inc	United States of America	Ordinary	100	100
AdvanceRetail Technology Limited	New Zealand	Ordinary	100	100
Island Pacific (UK) Limited	United Kingdom	Ordinary	100	100
AdvanceRetail Technology Asia Sdn Bhd	Malaysia	Ordinary	100	100
Island Pacific Retail Systems Private Limited	India	Ordinary	100	100
Intelligent Retail (UK) Limited	United Kingdom	Ordinary	100	100

27 Derivative financial instruments

(a) Instruments used by the Group

Derivative financial instruments are used by the Group in the normal course of business in order to hedge exposure to fluctuations in interest and foreign exchange rates.

(i) Forward currency contracts - held for trading

The Group has no forward currency contracts in place at 30 June 2015 (2014: Nil).

(ii) Interest rate swaps - cash flow hedges

The Groups Interest bearing loans at reporting date bear an average fixed interest rate (including margin) of 6.21% (2014: 6.21%) on Australian loans, 3.63% (2014: 3.63%) on US loans, and 3.95% (2014: 3.95%) on Sterling loans. In order to protect against rising interest rates the Group has entered into interest rate swap contracts under which it has a right to pay interest at fixed rates. Swaps in place over bank borrowings at 30 June 2015 cover 81% (2014: 100%) of the principal outstanding and are timed to expire on 25 January 2016 for the US and Sterling loans, and 23 July 2015 for the Australian loan. Thereafter, on 24 July 2015, \$2million of the Australian loan will be fixed at 2.83%, and on 26 January 2016, US\$1.6 million will be capped at 1.64% and £1 million will be capped at 1.44%. The fixed rate of interest is 3.46% on Australian loans (excluding margin), 0.88% on US loans (excluding margin), 1.28% on the one Sterling Loan (excluding margin) and 1.11% on the other Sterling Loan (excluding margin).

(b) Interest rate risk

Information regarding interest rate risk exposure is set out in note 21.

28 Key Management Personnel Disclosures

Compensation

The aggregate compensation made to directors and other members of key management personnel of the consolidated entity is set out below:

	Consolidated Group	
	2015	2014
	\$	\$
Short-term employee benefits	2,554,279	2,280,415
Post employment benefits	91,198	86,404
	2,645,477	2,366,819

Annual Report 2015 **29 Parent Entity Information**

Information relating to 3Q Holdings Limited.

	Parent Entity	
	2015	2014
	\$	\$
Current assets	3,322,718	2,811,396
Total assets	45,475,591	45,397,147
Current liabilities	3,704,110	2,133,507
Total liabilities	17,470,213	15,418,664
Equity		
- Issued Capital	45,155,965	45,208,300
- Reserves	-	503,220
- Accumulated losses	(17,150,588)	(15,733,037)
Shareholder's equity	28,005,377	29,978,483
(Loss)/Profit for the year	(778,049)	633,197
Total comprehensive (loss)/income for the year	(778,049)	633,197

Guarantees entered into by 3Q in relation to the debts of its subsidiaries

There are no guarantees entered into by 3Q in relation to the debts of its subsidiaries (2014:Nil).

Contingent liabilities

There were no contingent liabilities at the reporting date other than the earn-out payment to the Vendors of Intelligent Retail. Whilst the original performance obligations of the earn-out were not met, the board resolved to pay an earnout amount after the reporting date which has been shown as a post balance sheet event, as per note 24.

The original earn-out was shown as a contingent liability in the 2014 accounts.

Contractual commitments by 3Q for the acquisition of property, plant or equipment

There are no commitments in the current year (2014: Nil).

Directors' Declaration

In the directors' opinion:

- ▀ the attached financial statements and notes thereto comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- ▀ the attached financial statements and notes thereto comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in Note 1 and Note 2 to the financial statements;
- ▀ the attached financial statements and notes thereto give a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of its performance for the financial year ended on that date; and
- ▀ there are reasonable grounds to believe that the consolidated entity will be able to pay its debts as and when they become due and payable.

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors made pursuant to section 295(5) of the Corporations Act 2001.

On behalf of the directors,

Dated at Sydney, 25 September 2015.



.....
Director

INDEPENDENT AUDITOR'S REPORT

To the members of 3Q Holdings Limited

Report on the Financial Report

We have audited the accompanying financial report of 3Q Holdings Limited, which comprises the consolidated statement of financial position as at 30 June 2015, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 2, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of 3Q Holdings Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

Opinion

- (a) the financial report of 3Q Holdings Limited is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of its performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- (b) the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 2.

BDO East Coast Partnership

A handwritten signature in black ink. The signature appears to be 'Paul Bull' written in a cursive, stylized script. Above the signature, the letters 'BDO' are written in a similar cursive style.

Paul Bull
Partner

Sydney, 25 September 2015