



**Announcement**  
3Q Holdings Limited  
ABN 42 089 058 293

## Shareholder announcement - court approval of scheme booklet and convening of scheme meetings

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- Update in respect of scheme of arrangement with Vela Software
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**Sydney – October 14, 2022:** - 3Q refers to the proposed scheme of arrangement announced on 18 March 2022 pursuant to which it is proposed that Vela Software Pty Ltd (**Vela**) will acquire 100% of the issued share capital of 3Q by way of an interdependent scheme of arrangement (**Scheme**) and share purchase agreement with 3Q's largest shareholder, Elabrook Pty Ltd (**Elabrook Sale**) (the Scheme and the Elabrook sale together being the **Proposed Transaction**) and the updated indicative timetable announced to shareholders on September 23, 2022.

### Court orders

3Q is pleased to announce that the Federal Court of Australia (**Court**) has today made orders:

- that 3Q convene and hold appropriate meetings of its shareholders for the purpose of considering the scheme of arrangement proposed to be made between 3Q and the holders of ordinary shares in the 3Q (other than Elabrook) (**Scheme Meetings**);
- approving the distribution of an explanatory statement in relation to the Scheme and Proposed Transaction (**Scheme Booklet**) to 3Q shareholders.

In addition to the Scheme Meetings, the Scheme Booklet includes a notice of general meeting of 3Q shareholders relating to approval of the Elabrook Sale (**General Meeting**).

### Scheme Booklet

The Scheme Booklet will be registered with the Australian Securities and Investment Commission (**ASIC**). 3Q will distribute the Scheme Booklet to 3Q shareholders following ASIC registration.

3Q shareholders who have elected to have electronic communications will receive an email containing instructions about how to view or download a copy of the Scheme Booklet, as well as instructions on how to lodge their proxies for the Scheme Meetings and General Meeting online. For those 3Q shareholders who have elected to receive communications in hard copy will receive a letter, together with a hard copy of the Scheme Booklet and hard copy proxy form. All other 3Q shareholders will receive a letter, together with a hard copy proxy form, with instructions about how to view or download a copy of the Scheme Booklet

3Q shareholders should carefully read and consider the Scheme Booklet in its entirety, including materials accompanying it, before deciding how to vote at the applicable Scheme Meetings and General Meeting.

### Independent Expert report

The Scheme Booklet will include an independent expert's report from BDO Corporate Finance (East Coast) Pty Ltd (**Independent Expert**).



On 6 October 2022, the Independent Expert provided its final report, which is set out in its entirety in Annexure C of the Scheme Booklet. The report concludes that the Proposed Transaction is fair and reasonable and in the best interests of 3Q shareholders.

## Meetings

The Scheme Meetings and General Meeting are scheduled to take place commencing from 10:00am (AEDT) on 4 November 2022 via the Computershare Meeting Platform. The link and further information on how to participate and vote is set out in the Scheme Booklet.

If 3Q shareholders approve the Proposed Transaction at the Scheme Meetings and General Meeting the Federal Court of Australia will need to grant final approval of the Proposed Transaction at a second court hearing scheduled for 9 November 2022.

## Indicative timing

The remaining key events and expected timing related to approval and implementation of the Proposed Transaction are summarised in the table below (noting that it remains subject to change).

| Date             | Event  |
|------------------|--|
| 13 October 2022  | Scheme Booklet is registered with ASIC                           |
| 14 October 2022  | Scheme Booklet despatched to shareholders                        |
| 4 November 2022  | Scheme Meetings and General Meeting                              |
| 9 November 2022  | Second Court Hearing held to approve the Scheme and Closing Date |
| 16 November 2022 | Record Date  |
| 23 November 2022 | Implementation Date  |

For more information, please contact: Alan Treisman Chief Financial Officer +61 2 9369 8591  
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## About 3Q Holdings

*3Q Holdings originally acquired 100% of Island Pacific Australia Pty Limited, a software company that provides software applications to the retail industry in Australia and New Zealand – with both point of sale (POS) and head office solutions into a wide range of retail clients operating in the fashion, electronics, furniture, general merchandise and discount variety industries.*

*In March 2006 the company acquired the San Diego based Applied Retail Solutions business (ARS), now known as Island Pacific SmartStore. Island Pacific SmartStore has been providing software and*



*services to mid-sized and large retailers in the United States since 1987. It provides a Post to Host solution in market segments such as apparel, footwear, entertainment, discount and variety, giving 3Q an excellent entry into the US retail software and services market.*

*New Zealand based AdvanceRetail Technology was acquired by 3Q in March 2007, and is a leading retail solutions provider with offices in Auckland, Sydney, Brisbane and Malaysia, and representation in China and Singapore – giving it a high quality customer base in Australia, New Zealand and Asia. The company has a range of strategic alliances through which the Company takes its products and services to market.*

*In December 2007 the company acquired Island Pacific, which provides access to market leading retail merchandising, store operations, CRM, and multi-channel software solutions internationally. With offices in the United States and the United Kingdom, 3Q not only has better access to those markets, but has the advantage of a springboard into the broader European markets. Island Pacific was founded in 1978 and has developed a reputation for delivering high-quality, high-reliability software to the retail industry. The company is headquartered in Irvine, California.*

*In May 2013 the company acquired UK based Intelligent Retail, Founded in 2004, Intelligent Retail was the first company in the UK to design a multichannel retail solution specifically around the needs of independent retailers - encompassing in-store PoS systems, eCommerce, mail order, telephone orders, as well as online marketplaces. The company's award-winning "Connect" software is used today by around 600 customers throughout the UK and Ireland providing retailers with both a comprehensive in-store solution as well as an online "Connect eCommerce" webstore.*