



Announcement
3Q Holdings Limited
ABN 42 089 058 293

Shareholder announcement – implementation of the scheme of arrangement

- The scheme of arrangement has been implemented
 - Vela has acquired 100% of the issued share capital in 3Q
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Sydney – November 24, 2022: - 3Q Holdings Limited ACN 089 058 293 (**3Q**) refers to the scheme of arrangement that was approved by 3Q shareholders on 4 November 2022 and by the Federal Court of Australia on 9 November 2022, to effect Vela Software Group Pty Ltd's (**Vela**) 100% acquisition 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 Limited (**Elabrook Sale**) (the Scheme and the Elabrook Sale together being the **Proposed Transaction**).

Implementation of the Proposed Transaction

3Q announces that the Proposed Transaction has today been implemented. Vela now holds all the ordinary shares in 3Q.

3Q shareholders other than Elabrook Pty Ltd (**Scheme Participants**) who held 3Q shares (**Scheme Shares**) at 7:00pm AEDT on 17 November 2022 have today been issued consideration of the initial cash amount (being approximately \$0.1552 for each Scheme Share less, where applicable, any outstanding ESOP loan amount) (**Initial Cash Amount**).

There will be a further payment of scheme consideration to Scheme Participants after the final determination of the adjustment tangible assets and liabilities. This second payment will comprise:

- the distributed ESOP loan amount (being approximately \$0.002 for each Scheme Share);
- for current employee Scheme Participants only, the implementation loan amount (being equivalent to any ESOP loan amount that was deducted from their Initial Cash Amount); and
- if applicable, any holdback amount and excess amount,

less, for non-current employee Scheme Participants only, any outstanding ESOP loan amount.

The further payment of scheme consideration is expected to occur no earlier than 9 February 2023.

Alan Triesman, Davy Rosen and Shaun Rosen have each resigned as directors of 3Q with effect from today. Ian Whiting, James O'Hagan and Ben Dowling have been appointed as directors of 3Q with effect from today.

For more information please contact:

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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.