

3Q Holdings Limited
ABN 42 089 058 293

Notice of Annual General Meeting
and
Explanatory Memorandum to Shareholders

Please read the Notice and Explanatory Memorandum carefully.

Notice

3Q Holdings Limited ABN 42 089 058 293 (Company)

Notice of annual general meeting

Notice is given that the 2014 annual general meeting of the Company will be held at Ground Floor, 35 Spring Street, Bondi Junction, NSW 2022, on Friday, 28 November 2014 at 10.00 am.

Ordinary business

2014 Financial Statements and Reports

To receive and consider the Financial Statements of the Company and its controlled entities and the Reports of the Directors and Auditor for the year ended 30 June 2014.

Further information

Explanatory Memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice.

Entitlement to attend and vote

It has been determined under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that, for the purposes of the annual general meeting, shares will be taken to be held by the persons who are the registered holders at 10.00 am on 26 November 2014.

Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Proxies

A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate.

If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the *Corporations Act 2001* (Cth); and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If such evidence is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as a proxy.

A shareholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no

proportion or number is specified, each proxy may exercise half of the shareholder's votes.

To be effective, a proxy form must be received at the Company's office at:

Company Secretary
Ground Floor, 35 Spring Street
Bondi Junction, NSW 2022

OR by facsimile: (02) 9387 7110 (International +61 2 9387 7110)

OR by email to alan@threeq.com.au.

by no later than 10.00 am on 26 November 2014.

Accessing your 2014 Annual Report online

The 2014 Annual Report is available for shareholders to access and download from http://www.threeq.com.au/dev/wp-content/uploads/2012/09/3Q_Annual_Report_2014-v7_final-web.pdf.

If you would like to receive a hard copy of the 2014 Annual Report free of charge you can contact Alan Treisman, Company Secretary on 02 9369 8591.

Shareholders who have specifically requested a hard copy of the 2014 Annual Report will receive it together with this Notice or otherwise separately in the mail.

By Order of the Board

23 October 2014



Alan Treisman
Company Secretary

Explanatory Memorandum

This Explanatory Memorandum has been prepared to assist shareholders to understand the business to be put to shareholders at the forthcoming annual general meeting.

Ordinary business

2014 Financial Statements and Reports

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires:

- the Reports of the Directors and Auditor; and
- the annual financial report, including the Financial Statements of the Company for the year ended 30 June 2014,

to be laid before the annual general meeting. The Corporations Act does not require a vote of shareholders on the reports or statements. However, shareholders will be given ample opportunity to raise questions or comments on the management of the Company.

Also, a reasonable opportunity will be given to members as a whole at the meeting to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements and the independence of the Auditor in relation to the conduct of the audit.