

Appendix 1B

Application for Admission to the ASX Official List (ASX Debt Listing)

Name of entity

BNY Trust Company of Australia Limited in its capacity as trustee of the Pepper SPARKZ Trust No.3

ABN/ARBN

22 914 673 006

Date of this form

22 December 2020

We (the entity named above) apply for admission to the +official list of ASX Limited (ASX) as an ASX Debt Listing and for +quotation of the following +securities (or such other number of +securities as we may notify to ASX prior to the commencement of +quotation):

	<i>Number</i>	<i>+Class (quoted only)</i>
Estimated maximum number and +class of +securities to be quoted on ASX at the commencement of quotation on ASX	4,400 Each Class A1-a Note will have a denomination of A\$100,000	Pepper SPARKZ Trust No.3 Class A1-a Notes
	400 Each Class B Note will have a denomination of A\$100,000	Pepper SPARKZ Trust No.3 Class B Notes

By giving this form to ASX, we agree to the matters set out in Appendix 1B of the ASX Listing Rules.

Notes:

1. If the entity seeking admission is a trust, the application should be in the form "[Name of responsible entity of trust] in its capacity as responsible entity of [Name of trust]".
2. An entity seeking admission to the official list as an ASX Debt Listing must also provide to ASX the information and documents referred to in the Information Form and Checklist (ASX Debt Listing) published on the ASX website.

Information Form and Checklist

(ASX Debt Listing)

Name of entity	ABN/ACN/ARBN/ARSN
BNY Trust Company of Australia Limited in its capacity as trustee of the Pepper SPARKZ Trust No.3	22 914 673 006

We (the entity named above) supply the following information and documents to support our application for admission to the official list of ASX Limited (ASX) as an ASX Debt Listing.

Note: by giving an Appendix 1B *Application for Admission to the ASX Official List (ASX Debt Listing)* to ASX, the entity is taken to have warranted that all of the information and documents it has given, or will give, to ASX in connection with its admission to the official list and the quotation of its securities are, or will be, accurate, complete and not misleading. It also indemnifies ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of that warranty (see Appendix 1B of the ASX Listing Rules).

The information and documents referred to in this Information Form and Checklist (including any annexures to it) are covered by the warranty and indemnity mentioned above.

Terms used in this Information Form and Checklist have the same meaning as in the ASX Listing Rules.

Part 1 – Key Information

Instructions: please complete each applicable item below. If an item is not applicable, please mark it as “N/A”.

All entities – corporate details

Type of Australian registration number given above (eg ABN, ACN, ARSN or ARBN)	ABN
Legal entity identifier, if applicable	984500D94AB07B05D507
Place of incorporation or establishment	New South Wales
Date of incorporation or establishment	The Trust was created on 23 October 2020. It will not be registered.
Legislation under which incorporated or established ¹	The Trustee of the Trust (BNY Trust Company of Australia Limited) is incorporated under the Corporations Act 2001 (Cth).
Address of registered office in place of incorporation or establishment	The Trust is not registered. The registered office of the Trust Manager is: Pepper Group Pty Limited Level 27 177 Pacific Highway North Sydney NSW 2060
Main business activity	N/A
Country where main business activity is mostly carried on	Australia

¹ Note that the entity must be: (a) a public company limited by shares; (b) a government borrowing authority; (c) a public authority; or (d) a person approved by ASX (Listing Rule 1.8 Condition 2).

Other exchanges on which the entity is listed ²	N/A
Street address of principal administrative office	Pepper Group Pty Limited Level 27 177 Pacific Highway North Sydney NSW 2060
Postal address of principal administrative office	Pepper Group Pty Limited Level 27 177 Pacific Highway North Sydney NSW 2060
Telephone number of principal administrative office	+61 2 9463 4648
E-mail address for investor enquiries	atwyford@pepper.com.au sfischer@pepper.com.au trustmgmt@pepper.com.au DL-FundingandSecuritisationTeam@pepper.com.au
Website URL	https://www.pepper.com.au/debt-investors

All entities – board and senior management details³

Full name and title of chairperson of directors	N/A
Full names of all existing directors	Michael Charles Culhane Mario Rehayem Therese Mary McGrath
Full names of any persons proposed to be appointed as additional or replacement directors	N/A
Full name and title of CEO/managing director	The Manager for the Trust is Pepper Group Pty Limited. Its Group CEO is Michael Culhane. The Trust does not have a CEO or managing director.
Email address of CEO/managing director	mculhane@pepper.com.au
Full name and title of CFO	The Manager for the Trust is Pepper Group Pty Limited. Its Group CFO is Therese McGrath. The Trust does not have a CFO.
Email address of CFO	tmcgrath@pepper.com.au
Full name and title of company secretary	The Manager for the Trust is Pepper Group Pty Limited. Its company secretary is John Paul Williams. The Trust does not have company secretaries.

² If more than one, indicate which is the entity's home exchange.

³ If the entity applying for admission to the official list is a trust, enter the board and senior management details for the responsible entity of the trust.

Email address of company secretary	jwilliams@pepper.com.au
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All entities – ASX compliance contact details⁴

Full name and title of ASX contact(s)	Pepper Group Pty Limited Andrew Twyford Steven Fischer Funding and Securitisation Team Pepper Trust Management
Business address of ASX contact(s)	Pepper Group Pty Limited Level 27 177 Pacific Highway North Sydney NSW 2060
Business phone number of ASX contact(s)	+61 2 7227 3865 +61 2 7227 3874
Mobile phone number of ASX contact(s)	+61 413 782 557
Email address of ASX contact(s)	atwyford@pepper.com.au sfischer@pepper.com.au DL-FundingandSecuritisationTeam@pepper.com.au trustmgmt@pepper.com.au

All entities – investor relations contact details

Full name and title of person responsible for investor relations	Andrew Twyford - Treasurer
Business phone number of person responsible for investor relations	+61 2 7227 3877
Email address of person responsible for investor relations	atwyford@pepper.com.au

All entities – auditor details⁵

Full name of auditor	Deloitte Touche Tohmatsu
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⁴ Under Listing Rule 1.8 Condition 9, a listed entity must appoint a person responsible for communication with ASX on Listing Rule matters. You can appoint more than one person to cater for situations where the primary nominated contact is not available.

⁵ In certain cases, ASX may require the applicant to provide information about the qualifications and experience of its auditor for release to the market before quotation commences.

All entities – registry details⁶

Name of securities registry	Austraclear Services Limited
Address of securities registry	20 Bridge Street Sydney NSW 2000
Phone number of securities registry	(02) 8298 8476
Fax number of securities registry	(02) 9256 0456
Email address of securities registry	sfe.registry@asx.com.au
Type of subregisters the entity will operate ⁷	N/A

All entities – key dates

Annual balance date	12 months ending on 31 December (for the Trust) in any year.
Months in which interest is usually paid (or is intended to be paid)	Monthly (provided that the first payment date for interest will be 17 February 2021).

Trusts – additional details

Name of responsible entity	N/A
Full names of the members of the compliance committee (if any)	N/A

Entities incorporated or established outside Australia – additional details

Name and address of the entity's Australian agent for service of process	N/A
If the entity has or intends to have a certificated subregister for quoted securities, the location of the Australian subregister	N/A
Address of registered office in Australia (if any)	N/A

Part 2 – Checklist Confirming Compliance with Admission Requirements

Instructions: please indicate in the "Location/Confirmation" column for each item below where the information or document referred to in that item is to be found (eg in the case of information, the specific page reference in the relevant document where that information is located or, in the case of a document, the folder tab number where that document is located). If the item asks for confirmation of a matter, you may simply enter "Confirmed" in the "Location/Confirmation" column. If an item is not applicable, please mark it as "N/A".

In this regard, it will greatly assist ASX and speed up its review of the application if the various documents referred to in this Checklist (other than the 2 hard copies of the applicant's prospectus (as lodged with ASIC) referred to in item 20 and the 10 printed versions of the

⁶ If the entity has different registries for different classes of securities, please indicate clearly which registry details apply to which class of securities.

⁷ For example, CHESS and issuer sponsored subregisters (see Guidance Note 29 section 3.11).

final prospectus referred to in note 14) are provided in a folder separated by numbered tabs and if the entity's constitution and copies of all material contracts are provided both in hard copy and in electronic format.

Note that completion of this Checklist is not to be taken to represent that the entity is necessarily in full or substantial compliance with the ASX Listing Rules or that ASX will admit the entity to its official list. Admission to the official list is in ASX's absolute discretion and ASX may refuse admission without giving any reasons (see Listing Rule 1.19).

All entities – key supporting documents

N ^o Item	Location/Confirmation
1. A copy of the entity's certificate of incorporation, certificate of registration or other evidence of status (including any change of name)	See Notice of Creation of Trust and Series Notice
2. Original executed ASX Online agreement with ASX confirming that documents may be given to ASX and authenticated electronically (Listing Rule 1.8 Condition 10) ⁸	Attached
3. A specimen certificate/holding statement for each class of securities to be quoted or a specimen holding statement for CDIs (as applicable)	N/A
4. Please either enter "Confirmed" in the column to the right to confirm that the entity has not previously applied for, and been refused or withdrawn its application for, admission to the official list of another securities exchange, or attach a statement explaining the circumstances and state the location of that statement	Confirmed
5. Payment for the initial listing fee ⁹	Payment to be made via EFT once invoice received
6. If required by ASX, a legal opinion from a reputable Australian law firm which is satisfactory to ASX and which confirms that the debt securities to be quoted are "financial products" as defined in the Corporations Act (Listing Rule 1.8 Condition 1 and Guidance Note 29 section 3.3)	ASX to confirm if required

⁸ An electronic copy of the ASX Online Agreement is available from the ASX Compliance Downloads page on ASX's website.

⁹ See Guidance Notes 15 and 15A for the fees payable on the application. Payment can be made either by cheque made payable to ASX Operations Pty Ltd or by electronic funds transfer to the following account:

Bank: National Australia Bank
 Account Name: ASX Operations Pty Ltd
 BSB: 082 057
 A/C: 494728375
 Swift Code (Overseas Customers): NATAAU3202S

If payment is made by electronic funds transfer, please email your remittance advice to ar@asx.com.au or fax it to (612) 9227-0553, describing the payment as the "initial listing fee" and including the name of the entity applying for admission, the ASX home branch where the entity has lodged its application (ie Sydney, Melbourne or Perth) and the amount paid.

All entities – capital structure

7. A table showing the existing and proposed debt securities in the capital structure of the entity, broken down as follows:
- the number and class of each debt security and each convertible debt security currently on issue; and
 - the number and class of each debt security and each convertible debt security proposed to be issued between the date of this application and the date the entity is admitted to the official list; and
 - the resulting total number of each class of debt security and convertible debt security proposed to be on issue at the date the entity is admitted to the official list.

Note: This applies whether the securities are quoted or not. If the entity is proposing to issue a minimum, maximum or oversubscription number of securities, the table should be presented to disclose each scenario.

Main class of securities – Number to be quoted	Class
4,400 Each Class A1-a Note will have a denomination of A\$100,000	Pepper SPARKZ Trust No.3 Class A1-a Notes
400 Each Class B Note will have a denomination of A\$100,000	Pepper SPARKZ Trust No.3 Class B Notes
Number not to be quoted	+Class
159 Each Class A1-x Note will have a denomination of A\$100,000	Pepper SPARKZ Trust No.3 Class A1-x Notes
330 Each Class C Note will have a denomination of A\$100,000	Pepper SPARKZ Trust No.3 Class C Notes
300 Each Class D Note will have a denomination of A\$100,000	Pepper SPARKZ Trust No.3 Class D Notes
180 Each Class E Note will have a denomination of A\$100,000	Pepper SPARKZ Trust No.3 Class E Notes
150 Each Class F Note will have a denomination of A\$100,000	Pepper SPARKZ Trust No.3 Class F Notes
12,000 Each Class G1 Note will have a denomination of A\$1,000	Pepper SPARKZ Trust No.3 Class G1 Notes
12,000 Each Class G2 Note will have a denomination of A\$1,000	Pepper SPARKZ Trust No.3 Class G2 Notes
2,200 Each Class L Note will have a denomination of A\$1,000	Pepper SPARKZ Trust No.3 Class L Notes

N° Item	Location/Confirmation
8. For each class of securities referred to in the table mentioned in item 7, the terms applicable to those securities Note: This should state their nominal or face value; rate of interest; dates of payment of interest; date and terms of redemption; and conversion terms (if applicable).	See section 2.3 (“Description of the Notes”) in the Information Memorandum for information about each Class (including as to denomination, issue price, rate of interest and dates of payment of interest of each Class).
9. Where any class of securities referred to in the table mentioned in item 7 is constituted under, or is the subject of, a trust deed, ¹⁰ a copy of that trust deed	See the Master Trust Deed, the Series Notice and the Notice of Creation of Trust.

All entities – other information

10. A brief history of the entity	See section 9.1 (“Corporate History and Pepper Group Structure”) of the Information Memorandum.
11. Details of the entity’s existing activities and level of operations	Please refer to section 9 (“The Originator, Trust Manager and Servicer”) of the Information Memorandum.
12. Confirmation that all information that a reasonable person would expect to have a material effect on the price or value of the debt securities to be quoted is included in or provided with this Information Form and Checklist	Yes.

Entities applying for admission on the basis of their NTA (Listing Rule 1.8 Condition 3(a))

13. Evidence that the entity ¹¹ will have net tangible assets at the time of admission of at least \$10 million	N/A
14. Copies of the entity’s accounts, together with any audit report or review, ¹² for the last 2 full financial years	N/A

Entities applying for admission on the basis of a guarantor (Listing Rule 1.8 Condition 3(b))

15. Evidence that the guarantor is a company that at the time of admission will have net tangible assets of at least \$10 million	N/A
16. Copies of the guarantor’s accounts, together with any audit report or review, ¹³ for the last 2 full financial years	N/A
17. An original executed undertaking by the guarantor to provide to ASX for release to the market the documents required to enable the entity to comply with Listing Rule 4.7A.1	N/A

¹⁰ For example, a debenture trust deed or a security trust deed under which the trustee holds security for the holders of the debt securities or convertible debt securities in question.

¹¹ If the entity is applying in its capacity as the trustee of a trust, the trust must have net tangible assets of at least \$10 million.

¹² If the accounts have not been audited or reviewed, the entity must tell ASX.

¹³ If the accounts have not been audited or reviewed, the guarantor must tell ASX.

Entities applying for admission on the basis of a credit rating (Listing Rule 1.8 Condition 3(c))

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| <p>18. Evidence that the debt securities for which the entity seeks quotation are rated at least "investment grade" by one of:</p> <ul style="list-style-type: none"> (a) Moody's Investor Services Inc.; (b) Standard & Poors, Inc.; (c) Fitch, Inc.; or (d) any other credit rating agency advised to the market by ASX from time to time, or any of their subsidiaries | <p>See the Rating Letters from S&P Global Ratings Australia Pty Ltd and Fitch Australia Pty Ltd.</p> |
| <p>19. Evidence that none of the credit rating agencies referred to in item 18 has issued a rating less than "investment grade" in relation to the debt securities for which the entity seeks quotation</p> | <p>See the Rating Letters from S&P Global Ratings Australia Pty Ltd and Fitch Australia Pty Ltd.</p> |

Entities applying for quotation of retail debt securities

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| <p>20. An electronic version and 2 hard copies of the prospectus for the offer of the retail securities, as lodged with ASIC (Listing Rule 1.8 Condition 4)¹⁴</p> | <p>N/A</p> |
| <p>21. Copies of all material contracts referred to in the prospectus (including any underwriting agreement) plus the page reference in the prospectus where they are summarised</p> | <p>N/A</p> |

Entities applying for quotation of wholesale debt securities

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| <p>22. An electronic version of the offer document or information memorandum to be issued to investors</p> | <p>Attached</p> |
| <p>23. An electronic version of the documents setting out the terms of the securities (including, if there is a deed poll or trust deed for the securities, a copy of the deed poll or trust deed) (Listing Rule 2.1 Condition 5)</p> | <p>Attached</p> |
| <p>24. An electronic version of any other transaction documents referred to in the offer document or information memorandum</p> | <p>Attached</p> |

Entities applying for quotation of asset-backed securities

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| <p>25. Evidence either that:</p> <ul style="list-style-type: none"> (a) there is a security trustee or other independent person representing the interests of the holders of the asset-backed securities (Listing Rule 1.8 Condition 12(a)); or (b) if the issue of asset-backed securities is secured by equity securities, or options, warrants or other rights relating to equity securities, the equity securities: <ul style="list-style-type: none"> (i) are quoted on a stock exchange or traded on another regulated market; and (ii) do not constitute a majority interest or confer legal or management control of the companies that have issued them (Listing Rule 1.8 Condition 12(b)) | <p>See the Master Security Trust Deed and Notice of Creation of Security Trust.</p> |
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Entities that are trusts

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| <p>26. Evidence that the responsible entity of the trust is the issuer of the debt securities (Listing Rule 1.8 Condition 8(a))</p> | <p>See Master Trust Deed and Series Notice.</p> |
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¹⁴ The applicant should also provide 10 printed copies of the final prospectus to ASX as soon as they are available.

N° Item	Location/Confirmation
27. Evidence that the trust is a special purpose trust constituted solely for the purpose of issuing the class or classes of debt securities to be quoted on ASX (Listing Rule 1.8 Condition 8(b))	See Master Trust Deed and Series Notice.
28. If the securities to be quoted on ASX are retail securities, evidence that the entity is a registered managed investment scheme or has an exemption from ASIC from that requirement (Listing Rule 1.8 Condition 8(c))	N/A

Entities incorporated or established outside of Australia

29. A legal opinion from a reputable law firm in the applicant's home jurisdiction which is satisfactory to ASX and which confirms that the applicant is validly existing in that jurisdiction and that the business it carries on complies with its constitution, the laws of that jurisdiction and, if it is listed on an overseas stock exchange, the listing rules (or their equivalent) of that exchange (Listing Rule 1.8 Condition 6 and Guidance Note 29 section 3.10)	N/A
30. If the entity is a foreign company, evidence that the entity is registered as a foreign company carrying on business in Australia (Listing Rule 1.8 Condition 7)	N/A
31. If the entity is a foreign trust, evidence that the responsible entity of the trust is registered as a foreign company carrying on business in Australia (Listing Rule 1.8 Condition 8(d))	N/A
32. If the securities are retail securities, confirmation that the entity's prospectus includes a clear statement of its place of incorporation or registration and a statement to the effect that: "As [<i>name of entity</i>] is not established in Australia, its general corporate activities (apart from any offering of securities in Australia) are not regulated by the Corporations Act 2001 of the Commonwealth of Australia or by the Australian Securities and Investments Commission but instead are regulated by [<i>insert name of governing legislation</i>] and [<i>insert name of corporate regulator administering that legislation</i>]." (Guidance Note 29 section 3.10)	N/A
33. If any class of debt securities which you are seeking to have quoted on ASX will not have CDIs issued over them, please obtain and provide an International Securities Identification Number (ISIN) for that class (ASX is not able to create a new ISIN for non-Australian issuers).	N/A

Further documents to be provided before admission to the official list

In addition to the information and documents mentioned above, entities will be required to provide the following before their admission to the official list and the quotation of their securities commences:

- For entities applying for quotation of retail debt securities, when available, 10 printed copies of the final prospectus for those securities (see 14 above).
- Any other information that ASX may require under Listing Rule 1.17.