

Appendix 1B

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

Name of entity

Permanent Custodians Limited in its capacity as trustee of the Pepper Residential Securities Trust No. 39

ABN/ARBN

88 387 567 924

Date of this form

29 February 2024

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	41,250 Each Class A1-a Note will have a denomination of A\$10,000	Pepper Residential Securities Trust No. 39 Class A1-a 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

Permanent Custodians Limited in its capacity as trustee of the Pepper Residential Securities Trust No. 39

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.

If an applicant is admitted to the Official List of ASX, this Information Form and Checklist will be released on the Market Announcements Platform at the time of admission.

Part 1 – Key Information

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

Corporate details¹

Legal name ²	Permanent Custodians Limited in its capacity as trustee of the Pepper Residential Securities Trust No. 39	
Trading name	N/A	
Date of incorporation or establishment	The Trust was created on 18 January 2024	
Place of incorporation or establishment	Country	Australia
	State (Province, County, etc.)	New South Wales
All Australian registration numbers (as appropriate)	ABN	88 387 567 924
	ACN	
	ARSN	
	ARBN	

¹ If the entity applying for admission to the official list is a trust, provide details of the trust. Details of the trustee or responsible entity (as applicable) should be separately provided below under the heading 'Trustee/Responsible Entity details'. Otherwise, provide details of the company or other corporate entity that is the issuer of the debt securities.

² As registered with ASIC, if applicable. If it is a foreign entity, reflect the entity legal name as registered in the country of incorporation or establishment, if applicable.

Foreign incorporation reference number, ³ if applicable	N/A
Legal entity identifier (LEI), ⁴ if applicable	984500C4F84FF44B5B58
Address of registered office in place of incorporation or establishment	The Trust is not registered. The registered office of the Trust Manager is: Pepper Money 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
Other exchanges on which the entity is listed ⁵	N/A
Street address of principal administrative office	Pepper Money Limited Level 27 177 Pacific Highway North Sydney NSW 2060
Postal address of principal administrative office	Pepper Money Limited Level 27 177 Pacific Highway North Sydney NSW 2060
Telephone number of principal administrative office	+61 2 9463 4648
Email address for investor enquiries	sfischer@pepper.com.au trustmgmt@pepper.com.au DL-FundingandSecuritisationTeam@pepper.com.au
Website URL	https://www.pepper.com.au/debt-investors

³ The equivalent registration number to an ABN or ACN in the country of incorporation or establishment, where the country of incorporation or establishment is not Australia.

⁴ The LEI is a standard identifier that provides verified data on legal entities registered on a centralised system, the Global LEI System. Providing a LEI is voluntary. If the entity does not have a LEI leave this field blank. For Issuers who choose to voluntarily provide their LEI (where available), ASX will record and link the LEI of the issuer to each International Securities Identification Number (ISIN) allocated to financial instruments issued by that issuer and quoted on ASX. ASX will also provide the ISIN-LEI mapping to the Association of National Numbering Agencies (ANNA) Service Bureau (ASB) for the purpose of the ISIN-LEI mapping initiative, and this information will then be made publicly available on both the ANNA and Global Legal Entity Identifier Foundation (GLEIF) websites. Once publically available, any person may use the LEI information (including the ISIN-LEI mapping data) for any purpose without restriction.

⁵ If more than one, indicate which is the entity's home exchange.

Board and senior management details⁶

Full name and title of chairperson of directors	N/A
Full names of all existing directors	Michael Charles Culhane Mario Rehayem Akiko Jackson Justine Elizabeth Turnbull James Desmond O'Shea Robert James Verlander Michael John Cutter
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 Money Limited. Its CEO is Mario Rehayem. The Trust does not have a CEO or managing director.
Email address of CEO/managing director	mario@pepper.com.au
Full name and title of CFO	The Manager for the Trust is Pepper Money Limited. Its 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 Money Limited. Its company secretary is John Paul Williams. The Trust does not have company secretaries.
Email address of company secretary	jwilliams@pepper.com.au

Third party company secretarial service provider details (if applicable)⁷

Service provider entity name ⁸	N/A	
All Australian registration numbers (as appropriate)	ABN	N/A
	ACN	N/A
	ARBN	N/A

⁶ If the entity applying for admission to the official list is a trust, enter the board and senior management details for the responsible entity or trustee of the trust (as applicable). If items 28 and 29 of Part 2 of this Information Form and Checklist are applicable to the entity, enter the board and senior management details for the trust manager (however described) appointed by the trustee or responsible entity (as applicable) of the trust.

⁷ Please provide these details if the entity seeking admission has engaged an external entity to provide company secretarial services to it.

⁸ As registered with ASIC. If it is a foreign entity, reflect the entity legal name as registered in the country of incorporation or establishment.

Foreign incorporation reference number, ⁹ if applicable	N/A	
Place of incorporation or establishment	Country	N/A
	State (Province, County, etc.)	N/A
Address	N/A	

ASX compliance contact details¹⁰

Full name and title of ASX contact(s)	Pepper Money Limited Steven Fischer Funding and Securitisation Team Pepper Trust Management
Business address of ASX contact(s)	Pepper Money 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)	sfischer@pepper.com.au DL-FundingandSecuritisationTeam@pepper.com.au trustmgmt@pepper.com.au

Investor relations contact details

Full name and title of person responsible for investor relations	Anthony Moir - Treasurer
Business phone number of person responsible for investor relations	+61 2 9063 6852
Email address of person responsible for investor relations	amoir@pepper.com.au

⁹ The equivalent registration number to an ABN or ACN in the country of incorporation or establishment, where the country of incorporation or establishment is not Australia.

¹⁰ 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.

Auditor details¹¹

Full name of auditor	Deloitte Touche Tohmatsu
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Registry details¹²

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 sub-registers the entity will operate ¹³	N/A

Key dates

Annual financial year end 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), if applicable	Monthly (provided that the first payment date for interest is 16 April 2024).

Trustee/Responsible Entity details

Name of trustee/responsible entity ¹⁴	Permanent Custodians Limited	
All Australian registration numbers (as appropriate)	ABN	55 001 426 384
	ACN	001 426 384
	ARBN	N/A
Foreign incorporation reference number, ¹⁵ if applicable	N/A	

¹¹ 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.

¹² If the entity has different registries for different classes of securities, please indicate clearly which registry details apply to which class of securities.

¹³ For example, CHESS and issuer sponsored sub-registers (see Guidance Note 29 section 3.11).

¹⁴ As registered with ASIC. If it is a foreign entity, reflect the entity legal name as registered in the country of incorporation or establishment.

¹⁵ The equivalent registration number to an ABN or ACN in the country of incorporation or establishment, where the country of incorporation or establishment is not Australia.

Place of incorporation or establishment	Country	Australia
	State (Province, County, etc.)	New South Wales
Legal entity identifier (LEI), if applicable ¹⁶	213800097CHB8S6GHH42	
Address	Permanent Custodians Limited Level 2 1 Bligh Street Sydney NSW 2000	
Full names of the members of the compliance committee of the responsible entity, if applicable	N/A	

Trust Manager details

Name of trust manager, if applicable ¹⁷	Pepper Money Limited	
All Australian registration numbers (as appropriate)	ABN	55 094 317 665
	ACN	094 317 665
	ARBN	N/A
Foreign incorporation reference number, ¹⁸ if applicable	N/A	
Place of incorporation or establishment	Country	Australia
	State (Province, County, etc.)	New South Wales
Legal entity identifier (LEI), if applicable ¹⁹	549300YIM8RX3KHGIU35	
Address	Pepper Money Limited Level 27 177 Pacific Highway North Sydney NSW 2060	

¹⁶ Refer to footnote 5 above for further details regarding LEIs.

¹⁷ As registered with ASIC. If it is a foreign entity, reflect the entity legal name as registered in the country of incorporation or establishment.

¹⁸ The equivalent registration number to an ABN or ACN in the country of incorporation or establishment, where the country of incorporation or establishment is not Australia.

¹⁹ Refer to footnote 5 above for further details regarding LEIs.

Entities incorporated or established outside Australia – additional details

Name ²⁰ of the entity's Australian agent for service of process	N/A	
All Australian registration numbers of entity's Australian agent for service of process (as appropriate)	ABN	N/A
	ACN	N/A
Place of incorporation or establishment of the entity's Australian agent for service of process	Country	N/A
	State (Province, County, etc.)	N/A
Address of the entity's Australian agent for service of process	N/A	
If the entity has or intends to have a certificated sub-register for quoted securities, the location of the Australian sub-register	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 (e.g. 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 are provided both in hard copy and in electronic form in one or more folders and/or in any other appropriate electronic form containing consecutively numbered and titled documents (e.g. 'Attachment 1 – Certificate of Incorporation', 'Attachment 2 – ASX Online Agreement', etc.), together with a document index. Where this Checklist indicates that an original document is required, ASX will also accept a certified copy of the relevant document.

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).

Key supporting documents

N ^o Item	Location/Confirmation
1. 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. Executed ASX Online agreement with ASX confirming that documents may be given to ASX and authenticated electronically (Listing Rule 1.8 Condition 10) ²¹	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

²⁰ As registered with ASIC.

²¹ An electronic copy of the ASX Online Agreement is available from the ASX Compliance Downloads page on ASX's website.

N° Item	Location/Confirmation
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 ²²	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

²² 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, 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.

N° Item

Location/Confirmation

Capital structure

7. A table showing the existing and proposed debt securities in the capital structure of the entity, broken down as follows:
- (a) the number and class of each debt security and each convertible debt security currently on issue; and
 - (b) 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
 - (c) 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 to be 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
41,250 Each Class A1-a Note will have a denomination of A\$10,000	Pepper Residential Securities Trust No. 39 Class A1-a Notes
Number not to be quoted	+Class
15,000 Each Class A1-s Note will have a denomination of A\$10,000	Pepper Residential Securities Trust No. 39 Class A1-s Notes
9,750 Each Class A2 Note will have a denomination of A\$10,000	Pepper Residential Securities Trust No. 39 Class A2 Notes
5,025 Each Class B Note will have a denomination of A\$10,000	Pepper Residential Securities Trust No. 39 Class B Notes
525 Each Class C Note will have a denomination of A\$10,000	Pepper Residential Securities Trust No. 39 Class C Notes
1,275 Each Class D Note will have a denomination of A\$10,000	Pepper Residential Securities Trust No. 39 Class D Notes
675 Each Class E Note will have a denomination of A\$10,000	Pepper Residential Securities Trust No. 39 Class E Notes
975 Each Class F Note will have a denomination of A\$10,000	Pepper Residential Securities Trust No. 39 Class F Notes
3,675 Each Class G1 Note will have a denomination of A\$1,000	Pepper Residential Securities Trust No. 39 Class G1 Notes
1,575 Each Class G2 Note will have	Pepper Residential

N° Item

Location/Confirmation

a denomination of A\$1,000	Securities Trust No. 39 Class G2 Notes
4,480 Each Class L Note will have a denomination of A\$1,000	Pepper Residential Securities Trust No. 39 Class L Notes

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 2.4 (“Overview of the Notes”) in the Offering Circular 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,²³ that trust deed

See the Master Trust Deed, the Series Notice and the Notice of Creation of Trust.

Other information

10. A brief history of the entity

See section 5.1 (“Corporate History and Pepper Structure”) of the Offering Circular.

11. Details of the entity’s existing activities and level of operations

Please refer to section 5 (“Description of Pepper, the Servicer, the Originator and the Trust Manager”) and section 10 (“Pepper Residential Loan Portfolio”) of the Offering Circular.

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 entity²⁴ will have net tangible assets at the time of admission of at least \$10 million

N/A

14. Entity’s accounts, together with any audit report or review,²⁵ 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. Guarantor’s accounts, together with any audit report or review,²⁶ for the last 2 full financial years

N/A

²³ 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.

²⁴ 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.

²⁵ If the accounts have not been audited or reviewed, the entity must tell ASX.

²⁶ If the accounts have not been audited or reviewed, the guarantor must tell ASX.

N° Item	Location/Confirmation
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

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

18. Evidence that the debt securities for which the entity seeks quotation are rated at least "investment grade" by one of: (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	See the Rating Letters from S&P Global Ratings Australia Pty Ltd and Moody's Investors Service Pty Ltd.
19. Evidence that no credit rating agency (whether referred to in item 18 or otherwise) has issued a rating less than "investment grade" in relation to the debt securities for which the entity seeks quotation (Guidance Note 29, section 3.2)	This has been confirmed. See also the Rating Letters from S&P Global Australia Pty Ltd and Moody's Investors Service Pty Ltd.

Entities applying for quotation of retail debt securities

20. Prospectus for the offer of the retail securities, as lodged with ASIC (Listing Rule 1.8 Condition 4)	N/A
21. All material contracts referred to in the prospectus (including any underwriting agreement) plus the page reference in the prospectus where they are summarised	N/A

Entities applying for quotation of wholesale debt securities

22. Offer document or information memorandum to be issued to investors	Attached
23. Documents setting out the terms of the securities (including, if there is a deed poll or trust deed for the securities, of the deed poll or trust deed) (Listing Rule 2.1 Condition 5)	Attached
24. Any other transaction documents referred to in the offer document or information memorandum	Attached

Entities applying for quotation of asset-backed securities

25. Evidence either that: (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: (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))	See the Master Security Trust Deed and Notice of Creation of Security Trust.
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Entities that are trusts

26. Evidence that the trustee or responsible entity of the trust (as applicable) is the issuer of the debt securities (Listing Rule 1.8 Condition 8(a))	See Master Trust Deed and Series Notice.
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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 waiver sought.
28. If the Appendix 1B <i>Application for Admission to the ASX Official List (Debt Listing)</i> given in connection with this document is given to ASX by or on behalf of a trust manager (however described) appointed by the trustee or responsible entity (as applicable) of the trust, evidence that the trust manager has the necessary authority: <ul style="list-style-type: none"> (a) to apply, on behalf of the trustee or responsible entity (as applicable), for admission of the trust as an ASX Debt Listing under Listing Rule 1.8 and the quotation of the securities proposed to be quoted; (b) to provide all information and documents it has given, or will give, to ASX in connection with the trust's admission to the official list and the quotation of the securities proposed to be quoted; and (c) to act on behalf of the trustee or responsible entity (as applicable) to comply with the Listing Rules that will apply from time to time in the event that the trust is admitted to the official list as an ASX Debt Listing²⁷ 	See letter from the Trust Manager attached.
29. If the ASX Online agreement given under item 2 is executed by a trust manager (however described) on behalf of the trustee or responsible entity (as applicable) of the trust, evidence that the trust manager has the necessary authority to execute the ASX Online agreement on behalf of the trustee or responsible entity	See letter from the Trust Manager attached.
30. 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

31. 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
32. 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
33. 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
34. 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 [name of entity] 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 [insert name of governing legislation] and [insert name of corporate regulator administering that legislation]." (Guidance Note 29 section 3.10)	N/A

²⁷ Provision of the evidence referred to in item 28(c) does not relieve the trustee or responsible entity (as applicable) of its obligation under Listing Rule 19.11B(a) to ensure that the trust complies with the Listing Rules.

N° Item

35. 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).

Location/Confirmation

Class A1-a Notes - AU3FN0084877

Further documents to be provided before admission to the official list

Please note that, in addition to the information and documents mentioned above, an entity may be required to provide additional information to ASX under Listing Rule 1.17.