## **Appendix 1A**

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

#### Name of entity1

The Trust Company (RE Services) Limited in its capacity as responsible entity of the Metrics Real Estate Multi-Strategy Active Trust (**Active Trust**)

The Trust Company (RE Services) Limited in its capacity as responsible entity of the Metrics Real Estate Multi-Strategy Passive Trust (**Passive Trust**)

The Active Trust and the Passive Trust are stapled entities comprising the Metrics Real Estate Multi-Strategy Fund.

ABN/ARBN	Date of this form	Date of this form	
ARSN 679 413 695 ARSN 679 413 293	14 October 2024		

We (the entity named above) apply for admission to the \*official list of ASX Limited (ASX) as an ASX 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):

	Number	<sup>+</sup> Class (quoted only)
Estimated maximum number and <sup>+</sup> class of <sup>+</sup> securities to be quoted on ASX at the commencement of quotation on ASX	302,832,510 Stapled Units (comprising 151,416,255 sets of stapled units in the Passive Trust and the Active Trust)	Ordinary fully paid stapled securities

By giving this form to ASX, we agree to the matters set out in Appendix 1A 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 Listing must also provide to ASX the information and documents referred to in the Information Form and Checklist (ASX Listing) published on the ASX website.

## Information Form and Checklist

## (ASX Listing)

#### Name of entity

The Trust Company (RE Services) Limited in its capacity as responsible entity of the Metrics Real Estate Multi-Strategy Active Trust (**Active Trust**) ARSN 679 413 695

The Trust Company (RE Services) Limited in its capacity as responsible entity of the Metrics Real Estate Multi-Strategy Passive Trust (Passive Trust) ARSN 679 413 293

The Active Trust and the Passive Trust are stapled entities comprising the Metrics Real Estate Multi-Strategy Fund.

## 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 Listing.

**Note:** by giving an Appendix 1A *Application for Admission to the ASX Official List (ASX 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 1A 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 and in any Annexures 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. Prior to admission, and promptly after this Information Form and Checklist is submitted to ASX, certain key details regarding the upcoming listing will be published on the ASX website at: https://www2.asx.com.au/listings/upcoming-floats-and-listings.

## Part 1 – Key Information

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

#### Corporate details<sup>1</sup>

Legal name <sup>2</sup>	Metrics Real Estate Multi-Strategy Passive Trust  Metrics Real Estate Multi-Strategy Active Trust	
Trading name	Metrics Real Estate Multi-Strategy Fund (Fund)	
Date of incorporation or establishment	Passive Trust: 31 July 2024 Active Trust: 31 July 2024	
Place of incorporation or establishment	Country	Australia
establistiment	State (Province, County, etc.)	New South Wales
All Australian registration numbers (as appropriate)	ABN	N/A
	ACN	N/A

<sup>1</sup> If the entity applying for admission to the official list is a stapled group, please provide these details for each entity comprising the stapled group.

<sup>&</sup>lt;sup>2</sup> As registered with ASIC. If it is a foreign entity, reflect the entity legal name as registered in the country of incorporation or establishment, if applicable.

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	ARSN	Passive Trust: 679 413 293	
		Active Trust: 679 413 695	
	ARBN	N/A	
Foreign incorporation reference number, <sup>3</sup> if applicable	N/A		
Legal entity identifier (LEI), <sup>4</sup> if applicable	N/A		
Legislation under which incorporated or established	Corporations Act 2	Corporations Act 2001 (Cth)	
Address of registered office in place of incorporation or establishment	Level 18, Angel Pla 123 Pitt Street Sydney NSW 2000 Australia		
Main business activity	Listed Investment Trust; investment in unlisted securities		
Country where main business activity is mostly carried on	Australia		
Other exchanges on which the entity is listed	N/A		
Street address of principal administrative office	Level 18, Angel Place 123 Pitt Street Sydney NSW 2000 Australia		
Postal address of principal administrative office	Level 18, Angel Place 123 Pitt Street Sydney NSW 2000 Australia		
Telephone number of principal administrative office	+61 2 9229 9000		
Email address for investor enquiries	invest@metrics.com.au		
Website URL	www.metrics.com.au/mre		

<sup>3</sup> 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.

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.

#### Board and senior management details<sup>5</sup>

Full name and title of chairperson of directors	On rotation
Full names of all existing directors	Vicki Riggio, Executive Director Glenn Stephen Foster, Non-Executive Director Alexis Winton Dodwell, Independent Non-Executive Director Phillip Anthony Blackmore, Alternate Director
Full names of any persons proposed to be appointed as additional or replacement directors	N/A
Full name and title of CEO/managing director	Bernard Reilly is the CEO of Perpetual Limited, the holding company of the Responsible Entity of the Passive Trust and the Active Trust. Mr Reilly does not have direct oversight of the Fund.
	Vicki Riggio is General Manager, Managed Fund Services. Perpetual Corporate Trust and Executive Director of The Trust Company (RE Services) Limited (TTC). Ms Riggio has direct oversight over the Fund as Executive Director of TTC and Responsible Manager of TTC's Australian Financial Services Licence.
Email address of CEO/managing director	vicki.riggio@perpetual.com.au
Full name and title of CFO	Christopher Green is the CFO of Perpetual Limited, the holding company of the Responsible Entity of the Passive Trust and the Active Trust. Mr Green does not have direct oversight of the Fund.  Vicki Riggio is General Manager, Managed Fund Services, Perpetual Corporate Trust and Executive Director of TTC. Ms Riggio has direct oversight over the
	Fund as Executive Director of TTC and Responsible Manager of TTC's Australian Financial Services Licence.
Email address of CFO	vicki.riggio@perpetual.com.au
Full name and title of company secretary	For the Responsible Entity of each of the Passive Trust and Active Trust:  Sylvie Majella Dimarco - Company Secretary, Claudia Rose Rososinski - Company Secretary
Email address of company secretary	Sylvie.Dimarco@perpetual.com.au claudia.rososinski@perpetual.com.au

## Third party company secretarial service provider details (if applicable)<sup>6</sup>

Service provider entity name <sup>7</sup>	N/A	
All Australian registration numbers (as appropriate)	ABN	N/A
(as appropriate)	ACN	N/A

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.

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

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

	ARBN	N/A
Foreign incorporation reference number, <sup>8</sup> if applicable	N/A	
Place of incorporation or establishment	Country	N/A
establishinent	State (Province, County, etc.)	N/A
Address	N/A	

#### ASX compliance contact details9

Full name and title of ASX contact(s)	Sylvie Dimarco, Company Secretary of The Trust Company (RE Services) Limited
Business address of ASX contact(s)	Level 18, 123 Pitt Street, Sydney NSW 2000, Australia
Business phone number of ASX contact(s)	+ 61 2 9229 9365
Mobile phone number of ASX contact(s)	+61 416 218 959
Email address of ASX contact(s)	Sylvie.Dimarco@perpetual.com.au

#### Investor relations contact details

Full name and title of person responsible for investor relations	Chris Meyer, Director, Listed Funds
Business phone number of person responsible for investor relations	1300 010 311 (Australia) and +61 2 8970 7750 (New Zealand)
Email address of person responsible for investor relations	invest@metrics.com.au

#### Auditor details<sup>10</sup>

Full name of auditor	KPMG Australia
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#### Registry details<sup>11</sup>

Name of securities registry	Automic Pty Ltd (t/a Automic Group)
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<sup>8</sup> 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.

Under Listing Rule 1.1 Condition 13, 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.

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 (see Guidance Note 1 section 2.12).

<sup>11</sup> If the entity has different registries for different classes of securities, please indicate clearly which registry details apply to which class of securities.

Address of securities registry	Level 5, 126 Phillip Street, Sydney NSW 2000
Phone number of securities registry	1300 816 157 (within Australia) and +61 2 8072 1417 (international)
Fax number of securities registry	N/A
Email address of securities registry	metrics@automicgroup.com.au
Type of sub-registers the entity will operate <sup>12</sup>	CHESS and issuer sponsored subregister

### **Key dates**

Annual financial year end date	30 June
Month in which annual meeting is usually held (or intended to be held) <sup>13</sup>	N/A
Months in which dividends or distributions are usually paid (or are intended to be paid), if applicable	Monthly

#### Trusts - additional details

Name of responsible entity	The Trust Company (RE Services) Limited		
All Australian registration numbers	ABN	45 003 278 831	
(as appropriate)	ACN	003 278 831	
Place of incorporation or	Country	Australia	
establishment	State (Province, County, etc.)  New South Wales		
Legal Entity Identifier (LEI), if applicable <sup>14</sup>	N/A Level 18, Angel Place, 123 Pitt Street, Sydney NSW 2000		
Address			
Full names of the members of the compliance committee (if any)	N/A. The Responsible Entity does not have a Compliance Committee given the Board comprises predominantly of Non-Executive Directors.		

### Entities incorporated or established outside Australia – additional details

Name <sup>15</sup> of the entity's Australian agent for service of process	N/A
"	

Example: CHESS and issuer sponsored sub-registers (see Guidance Note 1 section 3.23).

May not apply to some trusts.

 $<sup>^{14}\,\,</sup>$  Refer to footnote 5 above for further details regarding LEIs.

<sup>&</sup>lt;sup>15</sup> As registered with ASIC.

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	Country	N/A	
Australian agent for service of process	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		

## Entities listed or to be listed on another exchange or exchanges

Name of the other exchange(s) where the entity is or proposes to be listed	N/A
Is the ASX listing intended to be the entity's primary or secondary listing?	N/A

## Part 2 – Checklist Confirming Compliance with Admission Requirements

Instructions: please indicate in the "Location/Confirmation" column for each item below and in any Annexures 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 Offer 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 and any Annexures 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 – Constitution', 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 and any Annexures 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).

A reference in this Checklist and in any Annexures to the "Offer Document" means the listing prospectus, product disclosure statement or information memorandum lodged by the applicant with ASX pursuant to Listing Rule 1.1 Condition 3.

If the applicant lodges a supplementary or replacement prospectus, product disclosure statement or information memorandum with ASX, ASX may require it to update this Checklist and any Annexures by reference to that document.

#### **Key supporting documents**

#### Nº Item

1. Entity's certificate of incorporation, certificate of registration or other evidence of status (including any change of name)

#### 2. Entity's constitution (Listing Rule 1.1 Condition 2)

#### 3. Either:

- (a) confirmation that the entity's constitution includes the provisions of Appendix 15A or Appendix 15B (as applicable); or
- (b) a completed checklist that the constitution complies with the Listing Rules (Listing Rule 1.1 Condition 2)<sup>16</sup>

#### Location/Confirmation

See the following annexures accompanying this checklist for:

- Annexure A.1: Registration of Management Investment Scheme issued by ASIC on 31 July 2024 for the Active Trust;
- Annexure A.2: Registration of Management Investment Scheme issued by ASIC on 31 July 2024 for the Passive Trust;
- Annexure A.3: ASIC extract of the Active Trust retrieved 7 August 2024; and
- Annexure A.4: ASIC extract of the Passive Trust retrieved 7 August 2024

See the following annexures accompanying this checklist for:

- Annexure B.1: Constitution of the Active Trust dated 25 July 2024 (Active Trust Constitution); and
- Annexure B.2: Constitution of the Passive Trust dated 25 July 2024 (Passive Trust Constitution).

We confirm that the Passive Trust Constitution and Active Trust Constitution each include the provisions of Appendix 15A (see **Annexures B.1** and **B.2**).

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

Nº Item

4. Offer Document, as lodged with ASIC (Listing Rule 1.1 Condition 3)

Location/Confirmation

A copy of the Product Disclosure
Statement (**PDS**) is provided with this
Application.

5. Where in the Offer Document is the prominent statement that ASX takes no responsibility for the contents of the Offer Document (Listing Rule 1.1 Condition 3)?

Please see Section 2.7 (ASX Listing) on page 45 of the PDS.

6. Has (or have) the ASX contact(s) completed an approved listing rule compliance course and attained a satisfactory pass mark in the examination for that course?<sup>17</sup>

Yes

7. Executed ASX Online agreement confirming that documents may be given to ASX and authenticated electronically (Listing Rule 1.1 Condition 14)<sup>18</sup>

See Annexure C.

8. If the entity's corporate governance statement<sup>19</sup> is included in its Offer Document, the page reference where it is included. Otherwise, a copy of the entity's corporate governance statement (Listing Rule 1.1 Condition 16)

Please see Section 8.3 ASX Corporate Governance Principles, pages 133 –139 of the PDS.

Additionally, please see the Responsible Entity's Corporate Governance Statement which is contained in **Annexure D** to this checklist.

9. If the entity will be included in the S & P All Ordinaries Index on admission to the official list,<sup>20</sup> where in its Offer Document does it state that it will have an audit committee (Listing Rule 1.1 Condition 17)?

N/A

10. If the entity will be included in the S & P / ASX 300 Index on admission to the official list,<sup>21</sup> where in its Offer Document does it state that it will comply with the recommendations set by the ASX Corporate Governance Council in relation to the composition and operation of the audit committee (Listing Rule 1.1 Condition 17)?

N/A

11. If the entity will be included in the S & P / ASX 300 Index on admission to the official list, <sup>22</sup> where in its Offer Document does it state that it will have a remuneration committee comprised solely of non-executive directors (Listing Rule 1.1 Condition 18)

N/A

12. If the entity's trading policy is included in its Offer Document, the page reference where it is included. Otherwise, a copy of the entity's trading policy (Listing Rule 1.1 Condition 19)

See the following annexures accompanying this checklist for a copy of the following trading policies of the Responsible Entity:

- Annexure E.1: Personal Trading in Perpetual Securities Policy
- Annexure E.2: Personal Trading in Non-Perpetual Securities Policy

If the answer is "no", each ASX contact must complete the course and attain a satisfactory pass mark in the examination for the course prior to the entity's admission to the official list.

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

The entity's "corporate governance statement" is the statement disclosing the extent to which the entity will follow, as at the date of its admission to the official list, the recommendations set by the ASX Corporate Governance Council. If the entity does not intend to follow all the recommendations on its admission to the official list, the entity must separately identify each recommendation that will not be followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it intends to adopt in lieu of the recommendation.

<sup>20</sup> If the entity is unsure whether they will be included in the S & P All Ordinaries Index on admission to the official list, they should contact ASX or S & P.

<sup>21</sup> If the entity is unsure whether they will be included in the S & P / ASX 300 Index on admission to the official list, they should contact ASX or S & P.

<sup>22</sup> If the entity is unsure whether they will be included in the S & P / ASX 300 Index on admission to the official list, they should contact ASX or S & P.

#### Nº Item

13. For each director or proposed director, the CEO or proposed CEO, and the CFO or proposed CFO (together, "relevant officers") of the entity at the date of listing, 23 a list of the countries in which they have resided over the past 10 years (Listing Rule 1.1 Condition 20 and Guidance Note 1 section 3.21)24

#### Location/Confirmation

See the following annexures accompanying this checklist for statutory declarations for each director of the Responsible Entity:

- Annexure F.1: Vicki Riggio
- Annexure F.2: Alexis Dodwell
- Annexure F.3: Phil Blackmore
- Annexure F.4:Glenn Foster
- 14. For each relevant officer, a list of any other names or alias they have used in the past 10 years, including any maiden name or married name<sup>25</sup> (Listing Rule 1.1 Condition 20 and Guidance Note 1 section 3.21)

Please refer to Annexures F.1, F.2, F.3 and **F.4**.

15. For each relevant officer who is or has in the past 10 years been a resident of Australia, an original or certified true copy of a national criminal history check obtained from the Australian Federal Police, a State or Territory police service or a broker accredited by Australian Criminal Intelligence Commission which is not more than 12 months old (Listing Rule 1.1 Condition 20 and Guidance Note 1 section 3.21)

See the following annexures accompanying this checklist for national criminal history checks obtained for each director of the Responsible Entity:

- Annexure G.1: Vicki Riggio
- Annexure G.2: Alexis Dodwell
- Annexure G.3: Phil Blackmore
- Annexure G.4: Glenn Foster

N/A

- 16. For each relevant officer who is or has in the past 10 years been a resident of a country other than Australia, an original or certified true copy of an equivalent national criminal history check to that mentioned in item 15 above for each country in which the relevant officer has resided over the past 10 years (in English or together with a certified English translation) which is not more than 12 months old or, if such a check is not available in any such country, a statutory declaration<sup>26</sup> from the relevant officer confirming that fact and that he or she has not been convicted in that country of:
  - (a) any criminal offence involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of his or her duties as a director or officer of a company or other entity; or
  - (b) any other criminal offence which at the time carried a maximum term of imprisonment of five years or more (regardless of the period, if any, for which he or she was sentenced),
  - or, if that is not the case, a statement to that effect and a detailed explanation of the circumstances involved (Listing Rule 1.1 Condition 20 and Guidance Note 1 section 3.21)
    - - See the following annexures accompanying this checklist for national bankruptcy checks obtained for each director of the Responsible Entity:
      - Annexure H.1: Vicki Riggio
      - Annexure H.2: Alexis Dodwell
      - Annexure H.3: Phil Blackmore
      - Annexure H.4: Glenn Foster

17. For each relevant officer who is or has in the past 10 years been a resident of Australia, an original or certified true copy of a search of the Australian Financial Security Authority National Personal Insolvency Index which is not more than 12 months old (Listing Rule 1.1 Condition 20 and Guidance Note 1 section 3.21)

If the entity applying for admission to the official list is a trust, references in items 13, 14, 15, 16, 17, 18 and 19 to a relevant officer mean a relevant officer of the responsible entity of the trust.

The information referred to in items 13, 14, 15, 16, 17, 18 and 19 is required so that ASX can be satisfied that the relevant officer is of good fame and character under Listing Rule 1 Condition 20.

The sample statutory declaration referred to in item 19 below addresses this requirement. Note that if the relevant officer has used another name or alias (including a maiden name or married name) in the past 10 years, the criminal record and bankruptcy checks referred to in items 15, 16, 17, 18 must cover all of the names or aliases the relevant officer has used over that period.

The sample statutory declaration referred to in item 19 below also addresses this requirement.

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18. For each relevant officer who is or has in the past 10 years been a resident of a country other than Australia, an original or certified true copy of an equivalent national bankruptcy check to that mentioned in item 17 above for each country in which the relevant officer has resided over the past 10 years (in English or together with a certified English translation) which is not more than 12 months old or if such a check is not available in any such country, a statutory declaration<sup>27</sup> from the relevant officer confirming that fact and that he or she has not been declared a bankrupt or been an insolvent under administration in that country or, if that is not the case, a statement to that effect and a detailed explanation of the circumstances involved (Listing Rule 1.1 Condition 20 and Guidance Note 1 section 3.21)

Loca <sup>*</sup>	tion/C	ontir	mat	ıon

	N/A
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19. A statutory declaration<sup>28</sup> from each relevant officer specifying whether they have used any other name or alias in the past 10 years and confirming that:

- (a) the relevant officer has not been the subject of any criminal or civil penalty
  proceedings or other enforcement action by any government agency in
  which he or she was found to have engaged in behaviour involving fraud,
  dishonesty, misrepresentation, concealment of material facts or breach of
  duty;
- (b) the relevant officer has not been refused membership of, or had their membership suspended or cancelled by, any professional body on the ground that he or she has engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;
- (c) the relevant officer has not been the subject of any disciplinary action (including any censure, monetary penalty or banning order) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with his or her obligations as a director or officer of a listed entity:
- (d) no listed entity of which he or she was a relevant officer (or, in the case of a listed trust, in respect of which he or she was a relevant officer of the responsible entity of the trust) at the time of the relevant conduct has been the subject of any disciplinary action (including any censure, monetary penalty, suspension of trading or termination of listing) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with its obligations under the Listing Rules applicable to that entity; and
- (e) the relevant officer is not aware of any pending or threatened investigation or enquiry by a government agency, professional body, securities exchange or other authority responsible for regulating securities markets that could lead to proceedings or action of the type described in (a), (b), (c) or (d) above,
- or, if the relevant officer is not able to give such confirmation, a statement to that effect and a detailed explanation of the circumstances involved (Listing Rule 1.1 Condition 20 and Guidance Note 1 section 3.21)

See Annexures F.1, F.2, F.3 and F.4.

20. A specimen certificate/holding statement for each class of securities to be quoted or a specimen holding statement for CDIs (as applicable)

See **Annexure I** of the folder accompanying this checklist.

Confirmed

#### 21. Please either:

- (a) 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
- (b) attach a statement explaining the circumstances and state the location of that statement

The sample statutory declaration referred to in item 19 below also addresses this requirement.

<sup>&</sup>lt;sup>28</sup> A sample statutory declaration is available from the ASX Compliance Downloads page on ASX's website.

Nº Item

22. Please enter "Confirmed" in the column to the right to confirm that the entity has paid its initial listing fee <sup>29</sup>

Location/Confirmation

ASX Listing Fee will be paid on receipt of an ASX invoice or otherwise instructed by ASX.

#### **Group structure**

23. Where in the Offer Document is there a diagram showing the group structure of the entity, identifying (where applicable) each material child entity and the nature and location of the business activities it undertakes See Section 4.1 (Fund Structure) (page 63) of the Product Disclosure Statement.

24. If the entity has any material child entities, where in the Offer Document is there a list of all such child entities stating, in each case, its name, where it is incorporated or established, the nature of its business and the entity's percentage holding in it?

N/A

25. If the entity has any material investments in associated entities for which it will apply equity accounting, where in the Offer Document is there a list of all such associated entities stating, in each case, its name, where it is incorporated or established, the nature of its business and the entity's percentage holding in it?

N/A			

26. If the entity has a material interest in a joint venture, where in the Offer Document is there a description of the joint venture agreement, including the parties to the agreement and their respective rights and obligations under the agreement?

See Section 12.3 (Offer Management Agreement) on page 163 of the PDS.

27. If the entity does not hold its material assets and business operations directly itself or indirectly through a child entity, where in the Offer Document is there an explanation of why that structure has been employed and the risks associated with it?

I/A			

#### **Capital structure**

- 28. Where in the Offer Document is there a table showing the existing and proposed capital structure of the entity, broken down as follows:
  - (a) the number and class of each equity security and each debt security currently on issue; and
  - (b) the number and class of each equity security and each 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 equity security and debt security proposed to be on issue at the date the entity is admitted to the official list; and
  - (d) the number and class of each equity security proposed to be issued following admission in accordance with material contracts or agreements?

See Section 13.1 (Current capital structure) on page 170 of the PDS for the current issued capital of the Passive and Active Trusts and Section 9.3 on page 141 of PDS for the anticipated capital structure following admission. There are currently no debt securities on issue or proposed to be issued.

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 <u>ar@asx.com.au</u>, 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.

<sup>&</sup>lt;sup>29</sup> See Guidance Notes 15 and 15A for the fees payable on the application. You can also use the ASX online equity listing fees calculator: http://www.asx.com.au/prices/cost-listing.htm. Payment should be made either by cheque made payable to ASX Operations Pty Ltd or by electronic funds transfer to the following account:

N٥	Item	Location/Confirmation
	Note: This applies whether the securities are to be quoted on ASX 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.	
29	If any class of securities referred to in the table mentioned in item 28 are not ordinary securities, where in the Offer Document does it disclose the terms applicable to those securities?  Note: This applies whether the securities are to be quoted on ASX or not.  For equity securities (other than options to acquire unissued securities or convertible debt securities), this should state whether they are fully paid or partly paid; if they are partly paid, the amount paid up and the amount owing per security; voting rights; rights to dividends or distributions; and conversion terms (if applicable).  For options to acquire unissued securities, this should state the number outstanding, exercise prices; exercise terms and expiry dates.  For debt securities or convertible debt securities, this should state their nominal or face value; rate of interest; dates of payment of interest; date and terms of repayment or redemption; and conversion terms (if applicable).	N/A
30	Where in the Offer Document does it confirm that the entity's free float at the time of listing will be not less than 20% (Listing Rule 1.1 Condition 7)?	<ul> <li>See the following sections of the PDS:</li> <li>Key Offer Details on pages 4 – 5;</li> <li>Section 1.2 (About the Offer) on pages 36 – 39; and</li> <li>Section 2.2 (Minimum Subscription), page 41.</li> </ul>
31.	Where in the Offer Document does it confirm that the issue/sale price of all securities for which the entity seeks quotation is at least 20 cents in cash (Listing Rule 2.1 Condition 2)?	<ul> <li>See the following sections of the PDS:</li> <li>Key Offer Details on pages 4 – 5;</li> <li>Section 2.1 (What is the Offer?) on page 40; and</li> <li>Section 2.2 (Minimum Subscription), page 41.</li> </ul>
32.	If the entity has or proposes to have any options on issue, where in the Offer Document does it confirm that the exercise price for each underlying security is at least 20 cents in cash (Listing Rule 1.1 Condition 12)?	N/A
33.	If the entity has any partly paid securities and it is not a no liability company, where in the Offer Document does it disclose the entity's call program, including the date and amount of each proposed call and whether it allows for any extension for payment of a call (Listing Rule 2.1 Condition 4)?	N/A
34.	Is the entity proposing to offer any securities by way of a bookbuild? If so, please enter "Confirmed" in the column to the right to indicate that the entity is aware of the disclosure requirements for bookbuilds in Annexure A to Guidance Note 1 and has made appropriate arrangements with the bookrunner to obtain this information.	N/A
Вι	siness information	
35.	Where in the Offer Document is there a description of the history of the entity?	See section 1.1 (About the Fund), pages 10 - 35 of the PDS.
36	Where in the Offer Document is there a description of the entity's existing and proposed activities and level of operations?	See the following sections of the PDS:  Section 4.5 (Investment Strategy) on pages 67- 68; and  Section 4.7 (Target Portfolio Construction) on page 70.

37. Where in the Offer Document is there a description of the material business risks the entity faces?

See section 7 (Risk Factors) pages 121 - 131 of the PDS.

- Nº Item
- 38. Where in the Offer Document is there a table setting out the proposed use of the proceeds of the offer?

#### Location/Confirmation

See the following sections of the PDS:

- Section 9.4 (Pro Forma cash) on page 142;
- Section 4.5 (Investment Strategy) on pages 67- 68; and
- Section 4.7 (Target Portfolio Construction) on page 70.

#### Related parties, promoters and advisers

39. Has the entity undertaken a placement of securities in the last 2 years in which a related party or their associates, a promoter or their associates, or an adviser involved in the offer or their associates, have participated?

If so, please attach a statement

- (a) explaining the circumstances of the placement;
- (b) listing the names and addresses of the participants in the placement, the number of securities they received in the placement and the consideration they provided for those securities; and
- (c) identifying the participants in the placement who are a related party or associate of a related party, a promoter or associate of a promoter, or an adviser or an associate of an adviser.

N/A		

40. Does an adviser to the offer have a material interest in the success of the offer over and above normal professional fees for services rendered in connection with the offer?

If so, where in the Offer Document is there a clear and concise statement explaining in one location all of the interests that adviser has in the success of the offer, including (without limitation):

- (a) the number and type of securities in the entity in which the adviser and its associates currently have a relevant interest;
- (b) details of the consideration paid or provided by the adviser or its associates for the securities referred to in (a) above;
- (c) the fees or other consideration the adviser or an associate may receive for services provided in connection with the offer;
- (d) the fees or other consideration the adviser or an associate may receive under any ongoing mandate they may have with the entity post the offer;
- (e) if the consideration in (c) or (d) above includes any convertible securities (including options, performance shares or performance rights), details of the number and terms of those securities, the percentage of the entity's issued capital at listing they will convert into if they are converted, the value the entity believes the convertible securities are worth and the basis on which the entity has determined that value; and
- (f) if the adviser or any of its associates have participated in a placement of securities by the entity in the preceding 2 years, full details of the securities they received in the placement and the consideration they paid or provided for those securities?

N/A

#### Other information and documents

41. Where in the Offer Document is there a description of the entity's proposed dividend/distribution policy?

See section 4.8 (Distributions Policy) on pages 70 - 71 of the PDS.

42. Does the entity have or propose to have a dividend or distribution reinvestment plan?

If so, where are the existence and material terms of the plan disclosed in the Offer Document?

N/A – the Responsible Entity does not intend to establish a Distribution Reinvestment Plan at this time.

N٥	Item	Location/Confirmation		
	Terms of the plan	N/A		
43.	Does the entity have or propose to have an employee incentive scheme?			
	If so, where are the existence and material terms of the scheme disclosed in the Offer Document?	N/A		
	Where in the Offer Document is there a statement as to whether directors <sup>30</sup> are entitled to participate in the scheme and, if they are, the extent to which they currently participate or are proposed to participate?	N/A		
	Terms of the scheme	N/A		
		L		

44. Has the entity entered into any material contracts (including any underwriting agreement relating to the securities to be quoted on ASX)?

If so, where are the existence and main terms of those material contracts disclosed in the Offer Document?

All of the material contracts referred to in the Offer Document which relate to the securities to be quoted on ASX or for which completion is a condition of the Offer

Yes. See section 12 (Material Contracts) on pages 159 -169 of the PDS.

See section 12 (Material Contracts) on pages 159 -169 of the PDS.

See the following annexures accompanying this checklist:

- Annexure J.1:Investment
   Management Agreement (IMA) of
   the Active Trust dated 29 August
   2024:
- Annexure J.2: IMA of the Passive Trust dated 29 August 2024;
- Annexure J..3: Stapling Deed dated 1 September 2024;
- Annexure J.4: Offer Management Agreement dated 2 September 2024:
- Annexure J.5: Trust Deed of the Metrics CRE Multi-Strategy (Equity) Trust dated 27 August 2024:
- Annexure J.6: Trust Deed of the Metrics CRE Multi-Strategy (Debt) Trust dated 27 August 2024;
- Annexure J.7: Custody Agreement between Perpetual Trust Services Limited and Perpetual Corporate Trust Limited, including amending agreement dated 6 August 2024;
- Annexure J.8: Administration
   Agreement between The Trust
   Company (RE Services) Limited
   and MCH Fund Administration
   Services Ltd, including Amending
   Deed;
- Annexure J.9: Registry Services Agreement between Automic Pty

ASX Listing Information Form and Checklist (05/02/2024)

If the entity applying for admission to the official list is a trust, references to a director mean a director of the responsible entity of the trust.

Nº Item

#### Location/Confirmation

- Ltd and The Trust Company (RE Services) Limited; and
- Annexure J.10: Distribution
   Mandate with Pinnacle Investment
   Management Limited.
- 45. If the entity is not an externally managed trust and the following information is included in the Offer Document, the page reference where it is included. Otherwise, either a summary of the material terms of, or a copy of, any employment, service or consultancy agreement the entity or a child entity has entered into with:
  - (a) its CEO or proposed CEO;
  - (b) any of its directors or proposed directors; or
  - (c) any other person or entity who is a related party of the persons referred to in (a) or (b) above (Listing Rule 3.16.4)

Note: this requirement does not apply to an externally managed trust. If the entity applying for admission to the official list is an internally managed trust, references to a CEO, proposed CEO, director or proposed director mean a CEO, proposed CEO, director or proposed director of the responsible entity of the trust.

- 46. Please enter "Confirmed" in the column to the right to indicate that the material contracts summarised in the Offer Document include, in addition to those mentioned in item 45, any other material contract(s) the entity or a child entity has entered into with:
  - (a) its CEO or proposed CEO;
  - (b) any of its directors or proposed directors; or
  - (c) any other person or entity who is a related party of the persons referred to in (a) or (b) above

Note: this requirement does not apply to an externally managed trust. If the entity applying for admission to the official list is an internally managed trust, references to a CEO, proposed CEO, director or proposed director mean a CEO, proposed CEO, director or proposed director of the responsible entity of the trust.

- 47. Please enter "Confirmed" in the column to the right to indicate that all information that a reasonable person would expect to have a material effect on the price or value of the securities to be quoted is included in or provided with this Information Form and Checklist
- 48. Entity's most recent annual report

N/A

N/A

Confirmed

The Metrics Real Estate Multi-Strategy Fund, having only recently been established, has not issued an annual report.

#### **Entities that are trusts**

 Evidence that the entity is a registered managed investment scheme or has an exemption from ASIC from that requirement (Listing Rule 1.1 Condition 5(a))

- Annexure A.1: Registration of Management Investment Scheme issued by ASIC on 31 July 2024 for the Active Trust;
- Annexure A.2: Registration of Management Investment Scheme issued by ASIC on 31 July 2024 for the Passive Trust:
- Annexure A.3: ASIC extract of the Active Trust retrieved 7 August 2024: and
- Annexure A.4: ASIC extract of the Passive Trust retrieved 7 August 2024.

N٥	Item	Location/Confirmation			
50.	If the entity is exempted from the requirement to be a registered managed investment scheme, evidence that its responsible entity is either an Australian company or registered as a foreign company carrying on business in Australia under the Corporations Act (Listing Rule 1.1 Condition 5(b))	N/A			
51.	Please enter "Confirmed" in the column to the right to indicate that the responsible entity is not under an obligation to allow a security holder to withdraw from the trust (Listing Rule 1.1 Condition 5(c))	Confirmed			
En	Entities applying under the profit test (Listing Rule 1.2)				
52.	Evidence that the entity is a going concern or the successor of a going concern (Listing Rule 1.2.1)	N/A			
53.	Evidence that the entity has been in the same main business activity for the last 3 full financial years (Listing Rule 1.2.2)	N/A			
54.	Audited accounts for the last 3 full financial years, including the audit reports (Listing Rule $1.2.3(a)$ )	N/A			
55.	If the entity's last financial year ended more than 6 months and 75 days before the date of this application, audited or reviewed accounts for the last half year (or longer period if available), including the audit report or review (Listing Rule 1.2.3(b))	N/A			
56.	A reviewed pro forma statement of financial position, including the review (Listing Rule $1.2.3(c)$ ) $^{31}$	N/A			
57.	Evidence that the entity's aggregated profit from continuing operations for the last 3 full financial years has been at least \$1 million (Listing Rule 1.2.4)	N/A			
58.	Evidence that the entity's profit from continuing operations in the past 12 months to a date no more than 2 months before the date of this application has exceeded \$500,000 (Listing Rule 1.2.5)	N/A			
59.	Is there a statement in the Offer Document that the entity's directors <sup>32</sup> have made enquiries and nothing has come to their attention to suggest that the entity is not continuing to earn profit from continuing operations up to the date of the Offer Document  If so, where is it?	N/A			
	If not, please attach such a statement signed by all of the entity's directors <sup>33</sup> (Listing Rule 1.2.6)				

#### Entities applying under the assets test (Listing Rule 1.3)

- 60. Evidence that the entity has:
  - (a) if it is not an investment entity, net tangible assets of at least \$4 million (after deducting the costs of fund raising) or a market capitalisation of at least \$15 million:
  - (b) if it is an investment entity other than pooled development fund, net tangible assets of at least \$15 million; or
  - (c) if it is a pooled development fund, net tangible assets of at least \$2 million (Listing Rule 1.3.1 and 1.3.4)

See section 9.1 (Unaudited Pro Forma Statements of Financial Information) on page 141 of the PDS for the unaudited pro forma statements of financial information.

<sup>31</sup> The review must be conducted by a registered company auditor (or if the entity is a foreign entity, an overseas equivalent of a registered company auditor) or independent accountant.

If the entity applying for admission to the official list is a trust, the statement should be made by the directors of the responsible entity of the trust.

<sup>33</sup> If the entity applying for admission to the official list is a trust, the statement should be signed by all of the directors of the responsible entity of the trust.

Nº Item Location/Confirmation

- 61. Evidence that:
  - (a) at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash;<sup>34</sup> or
  - (b) there are commitments consistent with its stated objectives under Listing Rule 1.3.3(a) to spend at least half of the entity's cash and assets in a form readily convertible to cash

And if (b) above applies, where in the Offer Document is there an expenditure program setting out those commitments (Listing Rule 1.3.2)

is therefore not required to comply with this requirement.

N/A - each of the Passive Trust and

Active Trust is an investment entity and

62. Where in the Offer Document is there a statement setting out the objectives the entity is seeking to achieve from its admission and the offer (Listing Rule 1.3.3(a))?

N/A – each of the Passive Trust and Active Trust is an investment entity and is therefore not required to comply with this requirement.

63. Is there a statement in the Offer Document that the entity has enough working capital at the time of its admission to carry out those stated objectives?

If so, where is it?

If not, attach a statement by an independent expert confirming that the entity has enough working capital to carry out its stated objectives (Listing Rule 1.3.3(b))

N/A – each of the Passive Trust and Active Trust is an investment entity and is therefore not required to comply with this requirement.

64. Evidence that the entity's working capital (as shown in its reviewed pro forma statement of financial position under listing Rule 1.3.5(d)) is at least \$1.5 million (Listing Rule 1.3.3(c))

N/A – each of the Passive Trust and Active Trust is an investment entity and is therefore not required to comply with this requirement.

65. Audited accounts for the last 2 full financial years, including the audit reports (Listing Rule 1.3.5(a))

N/A – each of the Passive Trust and Active Trust is newly established.

66. If the entity's last financial year ended more than 6 months and 75 days before the date of this application, audited or reviewed accounts for the last half year (or longer period if available), including the audit report or review (Listing Rule 1.3.5(b))

N/A – each of the Passive Trust and Active Trust is newly established.

67. If the entity has in the 12 months before the date of this application acquired, or is proposing in connection with its application for admission to acquire, another entity or business that is significant in the context of the entity, audited accounts for the last 2 full financial years for that other entity or business, including the audit reports (Listing Rule 1.3.5(c) first bullet point)

N/A

N/A

68. If the entity has in the 12 months before the date of this application acquired, or is proposing in connection with its application for admission to acquire, another entity or business that is significant in the context of the entity and the last full financial year for that other entity or business ended more than 6 months and 75 days before the date of this application, audited or reviewed accounts for the last half year (or longer period if available) from the end of the last full financial year for that other entity or business, including the audit report or review (Listing Rule 1.3.5(c) second bullet point)

In deciding if an entity's total tangible assets are in a form readily convertible to cash, ASX would normally not treat inventories or receivables as readily convertible to cash.

- Nº Item
- 69. A reviewed pro forma statement of financial position, including the review (Listing Rule 1.3.5(d))<sup>35</sup>

#### Location/Confirmation

See section 9.1 (Unaudited Pro Forma Statements of Financial Information) on page 141 of the PDS for the unaudited pro forma statements of financial information.

#### **Entities with restricted securities**

- 70. A statement setting out a list of any person (either on their own or together with associates) who has held a relevant interest in at least 10% of the entity's voting securities at any time in the 12 months before the date of this application
- N/A

71. A completed ASX Restricted Securities Table<sup>36</sup>

- N/A
- 72. A list of all security holders sent a restriction notice (Appendix 9C) in relation to restricted securities and a sample of the restriction notice (Listing Rule 9.1(c))<sup>37</sup>
- N/A
- 73. If the entity intends to use a third party to maintain its issuer sponsored subregister, a written undertaking from that third party to comply with Listing Rule 9.1(e) (Listing Rule 9.1(f))
- N/A
- 74. Are any of the restricted securities in a class that is not intended to be quoted on ASX?

If so, a sample of the share certificate for the restricted securities with the statement required under Listing Rule 9.1(g)(iii).

N/A

Undertaking(s) from a bank or recognised trustee to hold the certificates for the restricted securities in escrow (Listing Rule 9.1(g)(iv))

N/A

If the entity intends to use a third party to maintain its certificated subregister, a written undertaking from that third party to comply with Listing Rule 9.1(g) (Listing Rule 9.1(h)) N/A

## Entities (other than mining exploration entities and oil and gas exploration entities) with classified assets<sup>38</sup>

75. Within the 2 years preceding the date of the entity's application for admission to the official list, has the entity acquired, or entered into an agreement to acquire, a classified asset from any person?

If so, where in the Offer Document does it disclose: (a) the date of the acquisition or agreement;

N/A			

- 35 The review must be conducted by a registered company auditor (or if the entity is a foreign entity, an overseas equivalent of a registered company auditor) or independent accountant.
- 36 An electronic copy of the ASX Restricted Securities Table is available from the ASX Compliance Downloads page on ASX's website.
- ASX will advise which restricted securities are required to be escrowed via a restriction notice under Listing Rule 9.1 as part of the admission and quotation decision. If properly completed restriction notices have not been provided to all such securities advised by ASX, that will need to be rectified prior to admission occurring and quotation commencing.
- A "classified asset" is defined in Listing Rule 19.12 as:
  - (a) an interest in a mining exploration area or oil and gas exploration area or similar tenement or interest;
  - (b) an interest in intangible property that is substantially speculative or unproven, or has not been profitably exploited for at least three years, and which entitles the entity to develop, manufacture, market or distribute the property;
  - (c) an interest in an asset which, in ASX's opinion, cannot readily be valued; or
  - (d) an interest in an entity the substantial proportion of whose assets (held directly, or through a controlled entity) is property of the type referred to in paragraphs (a), (b) and (c) above.

N٥	Item	Location/Confirmation		
	(b) full details of the classified asset, including any title particulars;			
	(c) the name of the vendor;			
	(d) if the vendor was not the beneficial owner of the classified asset at the			
	date of the acquisition or agreement, the name of the beneficial			
	owner(s);			
	(e) details of the relationship between the vendor (or, if the vendor was not			
	the beneficial owner of the classified asset at the date of the acquisition			
	or agreement, between the beneficial owner(s)) and the entity or any			
	related party or promoter of, or adviser to, the entity; and			
	(f) details of the purchase price paid or payable and all other consideration			
	(whether legally enforceable or not) passing directly or indirectly to the			
	vendor,			
	and, if the vendor acquired the classified asset from a third party within that			
	2 year period, the equivalent details to those set out above in relation to the			
	arrangements between the vendor and the third party?			
	Is the vendor (or, if the vendor was not the beneficial owner of the classified	N/A		
	asset at the date of the acquisition or agreement, are any of the beneficial			
	owner(s)) a related party or promoter of the entity or an associate of a			
	related party or promoter of the entity?			
	If so, please enter "Confirmed" in the column to the right to indicate that the			
	consideration paid by the entity for the classified asset was solely restricted			
	securities, save to the extent it involved the reimbursement of expenditure			
	incurred by the vendor in developing the classified asset <sup>39</sup> or the entity was			
	not required to apply the restrictions in Appendix 9B under Listing Rule 9.2			
	(Listing Rule 1.1 Condition 11)			
		T		
	If cash is being paid or proposed to be paid in connection with the acquisition	N/A		
	of a classified asset from a related party or promoter, please provide			
	supporting documentation to demonstrate that it was for the reimbursement			
	of expenditure incurred by the vendor in developing the classified asset			
	Please also provide a copy of the agreement(s) relating to the acquisition entered into by the entity and any expert's report or valuation obtained by the	N/A		
		IV/A		
	entity in relation to the acquisition			
	only in foldion to the dequicition			
Mii	ning entities			
	•			
76.	A completed Appendix 1A Information Form and Checklist Annexure 1	N/A		
	(Mining Entities) <sup>40</sup>			
Oil	and gas entities			
77	A	NI/A		
11.	A completed Appendix 1A Information Form and Checklist Annexure 2 (Oil	N/A		
	and Gas Entities)41			
Entities incorporated or established outside of Australia				
Littlice incorporated or established outside of Adstralia				
78.	A completed Appendix 1A Information Form and Checklist Annexure 3	N/A		
	(Foreign Entities) <sup>42</sup>			

<sup>&</sup>lt;sup>39</sup> ASX may require evidence to support expenditure claims.

An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX's website.

 $<sup>^{41} \</sup>quad \text{An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX's website.} \\$ 

 $<sup>^{\</sup>rm 42}$   $\,$  An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX's website.

Nº Item Location/Confirmation

#### **Externally managed entities**

 A completed Appendix 1A Information Form and Checklist Annexure 4 (Externally Managed Entities)<sup>43</sup> See **Annexure K** accompanying this checklist for the completed Appendix 1A Information Form and Checklist.

#### Stapled entities

 A completed Appendix 1A Information Form and Checklist Annexure 5 (Stapled Entities)<sup>44</sup> See Annexure L accompanying this checklist for the completed Appendix 1A Information Form and Checklist Annexure 5 in respect of the Fund

#### 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:

- A statement setting out the names of the 20 largest holders in each class of securities to be quoted, and the number and percentage of each class of securities held by those holders;
- A distribution schedule of each class of equity securities to be quoted, setting out the number of holders in the following categories and the total percentage of the securities in that class held by the recipients in each category:
  - 1 1,000
  - 1,001 5,000
  - 5,001 10,000
  - 10.001 100.000
  - 100,001 and over
- The number of holders of a parcel of securities (excluding restricted securities or securities subject to voluntary escrow)
   with a value of more than \$2,000, based on the issue/sale price;
- Any outstanding restriction notices (Appendix 9C) and related undertakings; and
- Any other information that ASX may require under Listing Rule 1.17.<sup>45</sup>

An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX's website.

<sup>44</sup> An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX's website.

<sup>&</sup>lt;sup>45</sup> Among other things, this may include evidence to verify that an entity has met Listing Rule 1 Condition 8 and achieved minimum spread without using artificial means (see Guidance Note 1 section 3.9).

# Information Form and Checklist Annexure 4 (Externally Managed Entities)

Name of entity

The Trust Company (RE Services) Limited in its capacity as responsible entity of the Metrics Real Estate Multi-Strategy Active Trust (**Active Trust**)

The Trust Company (RE Services) Limited in its capacity as responsible entity of the Metrics Real Estate Multi-Strategy Passive Trust (**Passive Trust**)

The Passive Trust and the Active Trust are stapled entities comprising the Metrics Real Estate Multi-Strategy Fund.

ABN/ACN/ARBN/ARSN

ARSN 679 413 695 ARSN 679 413 293

This Annexure forms part of the Information Form and Checklist supplied by the entity named above to support its application for admission to the official list of ASX Limited (ASX) as an ASX Listing.

Nº Item

1. A copy of the management agreement between the entity and its manager

#### Location

Please find attached to the Checklist: **Annexure J.1**: Active Trust investment management agreement **Annexure J.2**: Passive Trust investment management agreement

2. Where in the Offer Document does it include a summary of the material terms of the management agreement (Guidance Note 26 section 8.1)?

See Section 12.1 (Investment Management Agreement) of the PDS.

3. Is the entity an "investment entity" (other than a pooled development fund)?¹ If so, where in the management agreement does it provide that the manager may only end the management agreement if it has given at least 3 months' notice (Listing Rule 15.16(a))?

#### Yes.

Please refer to Clause 13.6 and Paragraph 4, Schedule 1 of the investment management agreements of the Passive Trust and the Active Trust (IMAs).

Does the management agreement provide for a fixed term? If so, where in the management agreement does it state the term is for not more than 5 years (Listing Rule 15.16(b))?

#### Yes.

The Initial Term in each management agreement is 10 years. The Responsible Entity has obtained inprinciple relief from Listing Rule 15.16(b) to allow for a fixed period of 10 years.

Where in the management agreement does it provide that if it is extended past 5 years, it will be ended on 3 months' notice after an ordinary resolution is passed to end it (Listing Rule 15.16(c))?

Please refer to Clause 13.4(a) of the IMAs.

An entity is an "investment entity" if, in ASX's opinion, (a) its activities or the principal part of its activities consist of investing (directly or through a child entity) in listed or unlisted securities or futures contracts; and (b) its objectives do not include exercising control over or managing any entity, or the business of any entity, in which it invests.

# Information Form and Checklist Annexure 5 (Stapled Entities)

Name of entity

The Trust Company (RE Services) Limited in its capacity as responsible entity of the Metrics Real Estate Multi-Strategy Active Trust (Active Trust)

The Trust Company (RE Services) Limited in its capacity as responsible entity of the Metrics Real Estate Multi-Strategy Passive Trust (**Passive Trust**)

The Active Trust and the Passive Trust are stapled entities comprising the Metrics Real Estate Multi-Strategy Fund.

ABN/ACN/ARBN/ARSN

ARSN 679 413 695 ARSN 679 413 293

This Annexure forms part of the Information Form and Checklist supplied by the entity named above to support its application for admission to the official list of ASX Limited (ASX) as an ASX Listing.

Nº Item

- 1. Where in the Offer Document does it include a diagram illustrating the way in which the entities in the stapled structure are structured and related (eg twin structure or parent/subsidiary structure)?
- 2. Where in the Offer Document does it include a clear and concise summary explaining the ownership structure and legal and commercial relationships between the various entities in the stapled structure (eg inter-entity holdings of securities or debt, inter-entity agreements etc)?
- 3. Where in the Offer Document does it include a clear and concise summary of the operations of each of the stapled entities (ie which entity does what)?
- 4. Where in the Offer Document does it include a clear and concise summary of the management arrangements of the stapled entities (including the extent to which the stapled entities have common management and control and how this is maintained)?
- 5. A copy of the stapling agreement between the various entities in the stapled structure
- 6. Where in the Offer Document does it include a clear and concise summary of the stapling agreement?
- 7. Where in the Offer Document does it describe when and how the stapling can be undone and what occurs if the stapling is undone?
- 8. Has any ruling or advice been obtained in relation to the taxation consequences for investors of holding stapled securities?
  If so, where is that ruling or advice summarised in the Offer Document?
- 9. Will each entity in the stapled structure separately comply with Listing Rule 1.1 Condition 8 (spread)?

If not, where in the Offer Document does it disclose that a waiver has been provided by, or is being sought from, ASX from that requirement?

Location

Please refer to Chart 7 in Section 4.1 (Trust Structure) of the PDS.

Please refer to Section 4.1 (Trust Structure) and Section 12.2. (Stapling Deed) of the PDS.

Please refer to Section 4.1 (Trust Structure) of the PDS.

Pleas refer to Section 12.1 (Investment Management Agreement) of the PDS.

See Annexure J.3.

Please refer to Section 12.2 (Stapling Deed) of the PDS.

Please refer Section 13.2 (Summary of the Constitutions) of the PDS.

No. Taxation information is contained in Section 10 (Taxation Information) of the PDS.

Please refer to Section 13.12.3 of the PDS where the in principle waiver from ASX with respect to Listing Rule 1.1, Condition 8 is disclosed.

N° Item Location

10. Will each entity in the stapled structure separately comply with Listing Rule 2.1 Condition 2 (issue price of 20 cents)?
If not, where in the Offer Document does it disclose that a waiver has been provided by, or is being sought from, ASX from that requirement? Yes. In addition please refer to Section 13.12.3 (Stapling Waivers) of the PDS where the in principle waiver from ASX with respect to Listing Rule 2.1, Condition 2 is disclosed.

11. Have the entities sought any other waivers from the requirements of the ASX Listing Rules in relation to the stapled structure?
If so, where in the Offer Document does it include a summary of these waivers?

Yes. Please refer to Section 13.12.2 (Waivers) of the PDS.

12. Have the entities sought any waivers or modifications from the requirements of the Corporations Act in relation to the stapled structure? If so, where in the Offer Document does it include a summary of these waivers or modifications? Yes. Please refer to Section 13.13 (ASIC Relief) of the PDS.