

# Appendix 1B

## ASX Debt Listing application and agreement

*This form is for use by an entity seeking admission to the <sup>+</sup>official list as an ASX Debt Listing (for classification as an ASX Listing use Appendix 1A, and for classification as an ASX Foreign Exempt Listing use Appendix 1C). The form is in 3 parts:*

1. *Application for admission to the <sup>+</sup>official list;*
2. *Information to be completed; and*
3. *Agreement to be completed.*

*Information and documents (including this appendix) given to ASX in support of an application become ASX's property and may be made public. This may be prior to admission of the entity and <sup>+</sup>quotation of its <sup>+</sup>securities. Publication does not mean that the entity will be admitted or that its <sup>+</sup>securities will be quoted.*

Introduced 1/7/96. Amended 1/7/98, 1/9/99, 13/3/2000, 1/7/2000, 30/9/2001, 11/3/2002.

### Part 1 - Application for admission to the official list

Name of entity	ABN
Nexus Bonds Limited	23 101 744 389

We (the entity) apply for admission to the <sup>+</sup>official list of Australian Stock Exchange Limited (ASX) as an ASX Debt Listing and for <sup>+</sup>quotation of the following <sup>+</sup>securities.

### Part 2 - Information to be completed

#### About the entity

*You must complete the relevant sections (attach sheets if there is not enough space).*

#### All entities

1	+Main class of <sup>+</sup> securities	Number	+Class
		Up to 1,000,000 Exact number to be advised prior to listing	Fully paid interest bearing notes
2	Additional <sup>+</sup> classes of <sup>+</sup> securities (except <sup>+</sup> CDIs)	Number to be quoted	+Class
		Nil	
		Number not to be quoted	+Class
		Nil	

+ See chapter 19 for defined terms.

**Appendix 1B**  
**ASX Debt Listing application and agreement**

- |   |  |
|---|--|
| 3 Telephone number, postal address for all correspondence, general fax number, and fax number for +company announcements office to confirm release of information to the market | Natasha Beck<br>Level 18<br>225 George Street<br>Sydney NSW 2000<br><br>Tel: 9258 2506<br>Fax: 9258 1128 |
| 4 Addresses of +security registries (including registries for +CDIs)  | Computershare Investor Services Pty Ltd<br>Level 1<br>60 Carrington Street<br>Sydney NSW 2000            |
| 5 Annual balance date   | 30 June  |

**Companies only**

*(Other entities go to 17)*

- |   |  |
|---|--|
| 6 Name and title of chief executive officer/managing director | Nexus Bonds Limited itself does not have an internal management structure. The Board of Directors has entered into a number of service arrangements regarding the ongoing operations of Nexus. |
| 7 Name and title of chairperson of directors                  | Richard Nettleton  |
| 8 Names of all directors                                      | Richard J Nettleton<br>Douglas William O'Neill<br>Stephen Treanor  |
| 9 Name and title of company secretary                         | Douglas William O'Neill  |
| 10 Place of incorporation                                     | New South Wales, Australia   |
| 11 Date of incorporation                                      | 19/8/02  |

+ See chapter 19 for defined terms.

- |     |   |   |
|-----|---|---|
| 12  | Legislation under which incorporated  | Corporations Act, 2001  |
| 13  | Address of registered office in Australia   | Level 18<br>Grosvenor Street<br>Sydney NSW 2000   |
| 14  | Month in which annual meeting is usually held   | As there is only one shareholder in Nexus, the company is not required to hold an annual meeting (Corporations Act section 250N(4)) |
| 15  | Months in which interest is usually paid (or is intended to be paid)  | December and June (the date 6 months after the Issue Date) and semi-annually thereafter.  |
| 16  | If the entity is a foreign company which has a certificated subregister for quoted +securities, the location of Australian +security registers                    | N/A   |
| 16A | If the entity is a foreign company and ASX agrees that it may provide other appropriate facilities for the registration of transfers, details of those facilities | N/A   |
| 16B | If the entity is a foreign company, the name and address of the entity's Australian agent for service of process  | N/A   |

*(Companies now go to 27)*

**All entities except companies**

- |    |   |     |
|----|---|-----|
| 17 | Name and title of chief executive officer/managing director of the responsible entity | N/A |
| 18 | Name and title of chairperson of directors of the responsible entity                  | N/A |

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- |     |   |     |
|-----|---|-----|
| 19  | Names of all directors of the responsible entity  | N/A |
| 20  | Name and title of company secretary of responsible entity   | N/A |
| 21  | Place of registration   | N/A |
| 22  | Date of registration  | N/A |
| 23  | Legislation under which registered  | N/A |
| 24  | Address of administration office in Australia   | N/A |
| 25  | Months in which interest is usually paid (or is intended to be paid)  | N/A |
| 26  | If the entity is a foreign entity which has a certificated subregister for quoted <sup>+</sup> securities, the location of Australian <sup>+</sup> security registers | N/A |
| 26A | If the entity is a foreign trust and ASX agrees that it may provide other appropriate facilities for the registration of transfers, details of those facilities       | N/A |

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<sup>+</sup> See chapter 19 for defined terms.

26B If the entity is a foreign trust, the name and address of the entity's Australian agent for service of process

N/A

**All entities**

Tick to indicate you are providing the information or documents      Where is the information or document to be found? (eg, prospectus cross reference)

- |    |                                     |   |   |
|----|-------------------------------------|---|---|
| 27 | <input checked="" type="checkbox"/> | 250 copies of the disclosure document, Product Disclosure Statement or information memorandum relevant to the application. In the case of an issuer of wholesale debt ASX may agree to less copies. | Prospectus attached: see Annexure A.<br>Copies to be provided as soon as possible |
| 28 | <input checked="" type="checkbox"/> | Cheque for fees   | Please provide an invoice for fees.   |
| 29 | <input checked="" type="checkbox"/> | Type of subregister the entity will operate<br><small>Example: CHESS and certificated subregisters</small>  | Issuer sponsored and CHESS  |
| 30 | <input checked="" type="checkbox"/> | Copies of any contracts referred to in any Product Disclosure Statement or disclosure document or information memorandum (including any underwriting agreement)                                     | See annexures F-K   |
| 31 | <input checked="" type="checkbox"/> | (Companies only) certificate of incorporation or other evidence of status (including any change of name)  | Attached. See annexure D  |
| 32 | <input type="checkbox"/>            | (All entities except companies) certificate of registration or other evidence of status (including change of name)  | N/A   |
| 33 | <input checked="" type="checkbox"/> | A brief history of the entity or, if applicable, the group  | Prospectus section 4  |
| 34 | <input type="checkbox"/>            | Evidence of \$1 million of issued +debt securities  | To be provided on allotment   |
| 35 | <input type="checkbox"/>            | Evidence of at least 25 holders of the +debt securities to be quoted  | To be provided on allotment   |

+ See chapter 19 for defined terms.

### About the securities to be quoted

**All entities**

- |    |                                     |  |  |
|----|-------------------------------------|--|--|
| 36 | <input checked="" type="checkbox"/> | Confirmation that the +securities to be quoted are eligible to be quoted under the listing rules   | Confirmed. The terms of the entity's securities comply with Chapter 6 of the Listing Rules |
| 37 | <input checked="" type="checkbox"/> | A specimen certificate/issuer sponsored holding statement for each +class of +securities to be quoted and a specimen holding statement for +CDIs | See annexure E   |
| 38 | <input type="checkbox"/>            | Terms of the +securities to be quoted  | N/A  |
| 39 | <input checked="" type="checkbox"/> | Terms of the +debt securities  | See annexures F and G, prospectus section 8.1  |
| 40 | <input checked="" type="checkbox"/> | Trust deed for the +debt securities  | See annexures F and G, prospectus sections 8.2 and 8.3                                     |

### About the entity's capital structure

**All entities**

- |    |                                     |  |   |
|----|-------------------------------------|--|---|
| 41 | <input type="checkbox"/>            | The number of debentures, except to bankers, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each +class and conversion terms (if applicable).<br><br><small>Note: This applies whether the securities are quoted or not.</small> | N/A   |
| 42 | <input checked="" type="checkbox"/> | The number of unsecured notes, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each +class and +conversion terms (if applicable)  | <p>For proposed issue, refer to the Prospectus and Trust Deed. There are currently no other notes on issue.</p> <p>Nexus Yield Bonds have a face value of A\$100 (which may reduce in certain circumstances), interest rate of 10.25%, term of 5 years, interest payable semi-annually.</p> |

### About the entity's business plan and level of operations

**All entities**

- |    |                                     |   |  |
|----|-------------------------------------|---|--|
| 43 | <input checked="" type="checkbox"/> | Details of existing and proposed activities, and level of operations. State the main business.  | Prospectus section 4<br>The sole business of Nexus is to issue bonds and other debt securities |
| 44 | <input checked="" type="checkbox"/> | Information not covered elsewhere and that, in terms of rule 3.1, is likely materially to affect the price or value of the entity's +debt securities. | Refer to the Prospectus  |

+ See chapter 19 for defined terms.

## Part 3 - Agreement

### All entities

*You must complete this agreement. If you require a seal to be bound, the agreement must be under seal.*

We agree:

1 Our admission to the +official list and classification as an ASX Debt Listing is in ASX's absolute discretion. ASX may admit us on any conditions it decides. +Quotation of our +securities is in ASX's absolute discretion. ASX may quote our +securities on any conditions it decides. Our removal from the +official list, the suspension or ending of +quotation of our +securities, or a change in the category of our admission is in ASX's absolute discretion. ASX is entitled immediately to suspend +quotation of our +securities or remove us from the +official list if we break this agreement, but the absolute discretion of ASX is not limited.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law, and is not for an illegal purpose.
- There is no reason why the +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 601MB(1), 737, 738, 992A, 992AA or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

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+ See chapter 19 for defined terms.

- 5 We will comply with the listing rules that are in force from time to time, even if +quotation of our +securities is deferred, suspended or subject to a +trading halt.
- 6 The listing rules are to be interpreted:
- in accordance with their spirit, intention and purpose;
  - by looking beyond form to substance; and
  - in a way that best promotes the principles on which the listing rules are based.
- 7 ASX has discretion to take no action in response to a breach of a listing rule. ASX may also waive a listing rule (except one that specifies that ASX will not waive it) either on our application or of its own accord on any conditions. ASX may at any time vary or revoke a decision on our application or of its own accord.
- 8 A document given to ASX by an entity, or on its behalf, becomes and remains the property of ASX to deal with as it wishes, including copying, storing in a retrieval system, transmitting to the public, and publishing any part of the document and permitting others to do so. The documents include a document given to ASX in support of the listing application or in compliance with the listing rules.
- 9 In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.
- 10 Except in the case of an entity established in a jurisdiction whose laws have the effect that +CHESS cannot be used for holding legal title to +securities:
- We will satisfy the +SCH +technical and performance requirements and meet any other requirements +SCH imposes in connection with +CHESS approval of our +securities.
  - When +securities are issued we will enter them in the +CHESS subregister holding of the applicant before they are quoted, if the applicant instructs us on the application form to do so.
  - +SCH is irrevocably authorised to establish and administer a +CHESS subregister in respect of the +securities for which +quotation is sought.
- 11 Except in the case of an entity established in a jurisdiction whose laws have the effect that +CHESS cannot be used for holding legal title to +securities, we confirm that either:
- we have given a copy of this application to +SCH in accordance with section 3 of the SCH Business Rules; or
- we ask ASX to forward a copy of this application to +SCH.



- 12 In the case of an entity established in a jurisdiction whose laws have the effect that +CHESS cannot be used for holding legal title to +securities:
- +SCH is irrevocably authorised to establish and administer a +CHESS subregister in respect of +CDIs.
  - We will make sure that +CDIs are issued over +securities if the holder of quoted +securities asks for +CDIs.

- 13 In the case of an entity established in a jurisdiction whose laws have the effect that +CHESS cannot be used for holding legal title to +securities:

we have given a copy of this application to +SCH in accordance with section 3A of the SCH Business Rules; or

we ask ASX to forward a copy of this application to +SCH.

Dated: 5 November 2002

EXECUTED by NEXUS BONDS )  
LIMITED (ABN 23 101 744 389) in )  
accordance with section 127(1) of the )  
Corporations Act 2001 (Cwlth) by )  
authority of its directors: )

*Douglas William O'Neill* )  
Signature of director )

DOUGLAS WILLIAM O'NEILL )  
Name of director (block letters) )

*[Signature]* )  
Signature of director/company )  
secretary\* )

\*delete whichever is not applicable

RICHARA JADES NETZLER )  
Name of director/company secretary\* )  
(block letters) )

\*delete whichever is not applicable

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