

**Form 604
Corporations Act 2001
Section 671B**

Notice of change of interests of substantial holder

To: Ingenia Communities Group
ACN: 107 459 576
ASX Code: INA

1. Details of substantial holder

Name: IOOF Holdings Limited
ACN: ACN 100 103 722

This notice is given by IOOF Holdings Limited on behalf of itself and its subsidiaries.

There was a change in the interest of the substantial holder on: 28/03/2013
The previous notice was given to the company on: 20/02/2013
The previous notice was dated: 18/02/2013

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate had a relevant interest in when last required and when now required to give a substantial holding notice to the company or scheme, are as follows:

Class of securities	Previous notice		Present notice	
	Person's votes	Voting Power	Person's votes	Voting Power
Ordinary	23,900,000	5.419%	29,650,154	6.723%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date	Person	Nature	Consideration	Class & number (ord)	Person's votes
22/02/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 82,558.35	270,000	270,000
25/02/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 576,894.99	1,918,762	1,918,762

28/02/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 26,228.49	- 87,478	- 87,478
1/03/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 104,184.99	- 348,049	- 348,049
4/03/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 87,191.40	300,000	300,000
5/03/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 8,148.04	- 27,220	- 27,220
6/03/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 5,812.76	20,000	20,000
7/03/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 9,042.90	31,663	31,663
8/03/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 52,411.63	180,333	180,333
11/03/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 58,344.82	202,493	202,493
12/03/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 31,069.20	106,900	106,900
13/03/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 6,727.69	23,148	23,148
14/03/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 6,516.13	22,420	22,420
21/03/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 11,088.71	38,153	38,153
22/03/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 37,581.23	129,306	129,306
25/03/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 47,696.89	164,111	164,111
26/03/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 106,823.41	367,548	367,548
28/03/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 720,811.18	2,438,064	2,438,064

4. Present Relevant Interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder	Registered holder of securities	Person Entitled to be holder	Nature of relevant interest	Class & Number (Ord)	Person's votes
Perennial Investment Partners Limited (ACN 087 901 620)	State Street		Investment Manager	6,621,512	6,621,512

Perennial Investment Partners Limited (ACN 087 901 620)	NAB Asset Servicing		Investment Manager	12,337,101	12,337,101
Perennial Investment Partners Limited (ACN 087 901 620)	JP Morgan		Investment Manager	1,673,073	1,673,073
Perennial Investment Partners Limited (ACN 087 901 620)	BNP		Investment Manager	9,018,468	9,018,468

5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name & ACN	Nature of association
Not applicable	

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Ingenia Communities Group	Level 6, 345 George St Sydney NSW 2000
IOOF Holdings Limited	Level 6, 161 Collins Street Melbourne Victoria 3000
Perennial Investment Partners Limited	Level 24, 303 Collins St Melbourne VIC 3000