

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Ingenia Communities Group (Ingenia)
comprising Ingenia Communities Holdings Limited (**Company**), Ingenia Communities Management Trust (**Trust**) and Ingenia Communities Fund (**Fund**)

ABN

ACN 154 444 925 (Company)
ARSN 122 928 410 (Trust)
ARSN 107 459 576 (Fund)

We (the entity) give ASX the following information.

Part 1 - All issues

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

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | Stapled Securities |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Up to 27,938,339 Stapled Securities to be issued under the non-renounceable pro-rata entitlement offer (Entitlement Offer). |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | The new Stapled Securities are issued on the same terms as existing quoted fully paid stapled securities. |

+ See chapter 19 for defined terms.

| | | |
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| 4 | Do the ⁺ securities rank equally in all respects from the ⁺ issue date with an existing ⁺ class of quoted ⁺ securities? | Yes, the securities will rank equally in all respects with existing quoted stapled securities. |
| | If the additional ⁺ securities do not rank equally, please state: | |
| | <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | |
| 5 | Issue price or consideration | \$3.93 |
| 6 | Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets) | The securities are issued for the purposes of the Entitlement Offer, the proceeds of which will be used for the acquisition of further lifestyle communities. |
| 6a | Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? | No |
| | If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i> , and comply with section 6i | |
| 6b | The date the security holder resolution under rule 7.1A was passed | Not applicable. |
| 6c | Number of ⁺ securities issued without security holder approval under rule 7.1 | Not applicable. |
| 6d | Number of ⁺ securities issued with security holder approval under rule 7.1A | Not applicable. |

⁺ See chapter 19 for defined terms.

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| 6e | Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting) | Not applicable. |
| 6f | Number of +securities issued under an exception in rule 7.2 | 27,938,339 |
| 6g | If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation. | Not applicable. |
| 6h | If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements | Not applicable. |
| 6i | Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements | Listing Rule 7.1: 5,427,704 |
| 7 | <p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p> | <p>30 October 2019 for institutional portion of Entitlement Offer</p> <p>11 November 2019 for retail portion of Entitlement Offer</p> |

+ See chapter 19 for defined terms.

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| 8 | Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable) | Number | +Class |
| | | After completion of the Entitlement Offer, there will be up to 265,414,227 stapled securities on issue (based on 237,475,888 stapled securities on issue as at the date of this Appendix 3B and up to 27,938,339 stapled securities being issued under the Entitlement Offer). | Stapled Securities |
| 9 | Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable) | Number | +Class |
| | | 1,329,985 | Unlisted Long-Term Incentive Plan Rights |
| | | 297,372 | Unlisted Short-Term Incentive Plan Rights |
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | No change | |

Part 2 - Pro rata issue

| | | |
|----|--|---------------------|
| 11 | Is security holder approval required? | No. |
| 12 | Is the issue renounceable or non-renounceable? | Non-renounceable. |
| 13 | Ratio in which the +securities will be offered | 2 for 17. |
| 14 | +Class of +securities to which the offer relates | Stapled securities. |

+ See chapter 19 for defined terms.

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| 15 | *Record date to determine entitlements | 7 p.m. 18 October 2019 |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | Yes |
| 17 | Policy for deciding entitlements in relation to fractions | Fractional entitlements will be rounded to the nearest whole number of Securities. |
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small> | Countries apart from Canada (British Columbia, Ontario and Quebec provinces), Hong Kong, Japan, New Zealand, Norway, Singapore, Switzerland, the United Kingdom and the United States. |
| 19 | Closing date for receipt of acceptances or renunciations | 4 November 2019. |
| 20 | Names of any underwriters | CitiGroup Global Markets Australia Pty Limited, Goldman Sachs Australia Pty Ltd and Moelis Australia Advisory Pty Ltd. |
| 21 | Amount of any underwriting fee or commission | INA has agreed to pay to the underwriters: 1.8% of the Entitlement Offer proceeds as an underwriting fee and 0.45% of the Entitlement Offer proceeds as a management and arranging fee. |
| 22 | Names of any brokers to the issue | Not applicable. |
| 23 | Fee or commission payable to the broker to the issue | Not applicable. |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders | Not applicable. |
| 25 | If the issue is contingent on security holders' approval, the date of the meeting | Not applicable. |
| 26 | Date entitlement and acceptance form and offer documents will be sent to persons entitled | 23 October 2019. |

+ See chapter 19 for defined terms.

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| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | Not applicable. |
| 28 | Date rights trading will begin (if applicable) | Not applicable. |
| 29 | Date rights trading will end (if applicable) | Not applicable. |
| 30 | How do security holders sell their entitlements <i>in full</i> through a broker? | Not applicable. |
| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | Not applicable. |
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)? | Not applicable. |
| 33 | *Issue date | 30 October 2019 for institutional portion of Entitlement Offer 11 November 2019 for retail portion of Entitlement Offer |

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of *securities
(tick one)

(a) *Securities described in Part 1

(b) All other *securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders

+ See chapter 19 for defined terms.

- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
 1 - 1,000
 1,001 - 5,000
 5,001 - 10,000
 10,001 - 100,000
 100,001 and over
- 37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

| | Number | +Class |
|--|--------|--------|
| 42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38) | | |

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

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 those +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 737, 738 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.

Sign here: 
Company Secretary

Date: 16 October 2019

Print name: Vanessa Chidrawi

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

| Rule 7.1 – Issues exceeding 15% of capital | | | | | | | | | |
|---|-----------------------|--|---------------------|--|------------------|--|------------------|--|--|
| Step 1: Calculate “A”, the base figure from which the placement capacity is calculated | | | | | | | | | |
| Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue | 208,823,347 | | | | | | | | |
| <p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 <table style="margin-left: 20px; border: none;"> <tr> <td style="padding-right: 10px;">1,101,016 – 26-Sep-19</td> <td></td> </tr> <tr> <td>1,155,146 27-Mar-19</td> <td></td> </tr> </table> • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval <table style="margin-left: 20px; border: none;"> <tr> <td style="padding-right: 10px;">49,204 16-Nov-18</td> <td></td> </tr> <tr> <td>91,802 16-Nov-18</td> <td></td> </tr> </table> • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> | 1,101,016 – 26-Sep-19 | | 1,155,146 27-Mar-19 | | 49,204 16-Nov-18 | | 91,802 16-Nov-18 | | |
| 1,101,016 – 26-Sep-19 | | | | | | | | | |
| 1,155,146 27-Mar-19 | | | | | | | | | |
| 49,204 16-Nov-18 | | | | | | | | | |
| 91,802 16-Nov-18 | | | | | | | | | |
| Subtract the number of fully paid +ordinary securities cancelled during that 12 month period | nil | | | | | | | | |
| “A” | 211,220,515 | | | | | | | | |

+ See chapter 19 for defined terms.

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| Step 2: Calculate 15% of “A” | |
| “B” | 0.15 <i>[Note: this value cannot be changed]</i> |
| Multiply “A” by 0.15 | 31,683,077 |
| Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used | |
| <p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p>Note:</p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> | <p>23,176,816 7-Nov-18</p> <p>33,956 16-Nov-18</p> <p>3,044,601 27-Mar-19</p> |
| “C” | 26,255,373 |
| Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1 | |
| <p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p> | 31,683,077 |
| <p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p> | 26,255,373 |
| Total [“A” x 0.15] – “C” | 5,427,704 <i>[Note: this is the remaining placement capacity under rule 7.1]</i> |

+ See chapter 19 for defined terms.

Part 2

| Rule 7.1A – Additional placement capacity for eligible entities | |
|--|---|
| Step 1: Calculate “A”, the base figure from which the placement capacity is calculated | |
| “A” <i>Note: number must be same as shown in Step 1 of Part 1</i> | |
| Step 2: Calculate 10% of “A” | |
| “D” | 0.10 <i>Note: this value cannot be changed</i> |
| Multiply “A” by 0.10 | |
| Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used | |
| Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> | |
| “E” | |

| | |
|--|---|
| Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A | |
| "A" x 0.10 <i>Note: number must be same as shown in Step 2</i> | |
| Subtract "E" <i>Note: number must be same as shown in Step 3</i> | |
| Total ["A" x 0.10] – "E" | <i>Note: this is the remaining placement capacity under rule 7.1A</i> |