



Announcement Summary

Entity name

INGENIA COMMUNITIES GROUP

Announcement Type

New announcement

Date of this announcement

1/11/2021

The Proposed issue is:

An accelerated offer

Total number of +securities proposed to be issued for an accelerated offer

ASX +security code	+Security description	Maximum Number of +securities to be issued
INA	FULLY PAID ORDINARY/UNITS STAPLED SECURITIES	77,562,021

Trading resumes on an ex-entitlement basis (ex date)

2/11/2021

+Record date

3/11/2021

Offer closing date for retail +security holders

17/11/2021

Issue date for retail +security holders

24/11/2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

INGENIA COMMUNITIES GROUP

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

other

Registration Number

Ingenia Communities Holdings Limited ACN 154 444 925;
Ingenia Communities Management Trust ARSN 122 928 410; Ingenia Communities Fund ARSN 107 459 576

1.3 ASX issuer code

INA

1.4 The announcement is

New announcement

1.5 Date of this announcement

1/11/2021

1.6 The Proposed issue is:

An accelerated offer

1.6b The proposed accelerated offer is

Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO)



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?

No

Part 3B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +security code and description

INA : FULLY PAID ORDINARY/UNITS STAPLED SECURITIES

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

No

Details of +securities proposed to be issued

ASX +security code and description

INA : FULLY PAID ORDINARY/UNITS STAPLED SECURITIES

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

ISIN Code for the entitlement or right to participate in the offer (if Issuer is foreign company and +securities are non CDIs)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

Has the offer ratio been determined?

Yes

The quantity of additional +securities For a given quantity of +securities



to be issued	held
25	106

What will be done with fractional entitlements?	Maximum number of +securities proposed to be issued (subject to rounding)
Fractions rounded up to the next whole number	77,562,021

Offer price details for retail security holders

Has the offer price for the retail offer been determined?

Yes

In what currency will the offer be made?	What is the offer price per +security for the retail offer?
AUD - Australian Dollar	AUD 6.12000

Offer price details for institutional security holders

Has the offer price for the institutional offer been determined?

Yes

In what currency will the offer be made?	What is the offer price per +security for the institutional offer?
AUD - Australian Dollar	AUD 6.12000

Oversubscription & Scale back details

Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?

Yes

Describe the limits on over-subscription

Eligible retail securityholders may apply for additional offer securities in excess of their entitlement up to a maximum of 15% of their entitlement, if available out of the shortfall. Additional offer securities will be issued at the offer price per additional offer security.

Will a scale back be applied if the offer is over-subscribed?

Yes

Describe the scale back arrangements

A scale back on a pro-rata basis may be applied to the allocation of additional offer securities subscribed for by eligible retail securityholders.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes



Part 3D - Timetable

3D.1a First day of trading halt

1/11/2021

3D.1b Announcement date of accelerated offer

1/11/2021

3D.2 Trading resumes on an ex-entitlement basis (ex date)

2/11/2021

3D.5 Date offer will be made to eligible institutional +security holders

1/11/2021

3D.6 Application closing date for institutional +security holders

1/11/2021

3D.8 Announcement of results of institutional offer

(The announcement should be made before the resumption of trading following the trading halt)

2/11/2021

3D.9 +Record date

3/11/2021

3D.10a Settlement date of new +securities issued under institutional entitlement offer

12/11/2021

3D.10b +Issue date for institutional +security holders

15/11/2021

3D.10c Normal trading of new +securities issued under institutional entitlement offer

15/11/2021

3D.11 Date on which offer documents will be sent to retail +security holders entitled to participate in the +pro rata issue

8/11/2021

3D.12 Offer closing date for retail +security holders

17/11/2021

3D.13 Last day to extend retail offer close date

12/11/2021



3D.19 +Issue date for retail +security holders and last day for entity to announce results of retail offer

24/11/2021

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

Yes

3E.1a Who is the lead manager/broker?

Jarden Australia Pty Ltd, UBS AG, Australia Branch and Goldman Sachs Australia Pty Ltd are Joint Lead Managers.

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

A management fee equal to 0.50% of the proceeds of the entitlement offer (institutional and retail components), other than the proceeds received from the participation of Sun Communities Inc. in the entitlement offer, is payable to the Joint Lead Managers.

Ingenia may also pay a performance fee of up to 0.50% of the amount of the proceeds from the entitlement offer, other than the proceeds received from the participation of Sun Communities Inc. in the entitlement offer. The performance fee is payable at the absolute discretion of Ingenia (acting in good faith) and, if Ingenia determines to pay the performance fee, is payable to the Joint Lead Managers in such proportion determined by Ingenia.

3E.2 Is the proposed offer to be underwritten?

Yes

3E.2a Who are the underwriter(s)?

The Joint Lead Managers, Jarden Australia Pty Ltd, UBS AG, Australia Branch and Goldman Sachs Australia Pty Ltd, are also Underwriters to the entitlement offer.

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

The offer is fully underwritten, with the exception of the participation of Sun Communities Inc. in the entitlement offer which is excluded from the underwriting. Sun Communities Inc. currently holds approximately 10.2% of the securities on issue, and has committed to fully participate in the offer.

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

An underwriting fee equal to 1.50% of the proceeds of the entitlement offer (institutional and retail components), other than the proceeds received from the participation of Sun Communities Inc. in the entitlement offer, is payable to the Underwriters.

3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

Customary events and certain specific events including:

Certain events regarding acquisition of Seachange portfolio including termination of acquisition agreement

A statement in offer materials is or becomes false, misleading or deceptive or offer materials do not contain all information required by law

Ingenia ceases to be listed on ASX or its securities cease to be quoted or are suspended from quotation

Approval not received for quotation of offer securities

Ingenia withdraws offer, is prevented from completing offer or varies terms of offer without Underwriters' consent

Adverse change or disruption to certain financial markets, political or economic conditions in key markets and countries

Simon Owen removed or replaced as CEO or a change in the Board



Certain falls in S&P/ASX 200 Index of ASX or All Ordinaries Index of ASX
Material adverse change of an amount at least equal to 5% of Ingenia's net assets in relation to the assets, liabilities or financial position of the Ingenia group

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

No

3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Nil

Part 3F - Further Information

3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

The proceeds of the offer will be used to partially fund a number of acquisitions, as detailed in the announcement of 1 November 2021

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

No

3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue

Retail - countries other than Australia and NZ
Institutional - countries other than Australia, NZ, Canada (British Columbia, Ontario and Quebec provinces only), Hong Kong, Japan, Norway, Singapore, Switzerland, UK and USA

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

Yes

3F.5a Please provide further details of the offer to eligible beneficiaries

Ingenia will issue a notice to nominees, which will be released to the ASX on 2 November 2021

3F.6 URL on the entity's website where investors can download information about the proposed issue

www.ingeniacommunities.com.au then selecting the Investor Centre button and following the instructions

3F.7 Any other information the entity wishes to provide about the proposed issue

3F.8 Will the offer of rights under the rights issue be made under a disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?

No



3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)