

16 October 2023

## Notice of Meeting - 2023 Annual General Meeting

Ingenia Communities Group (ASX: INA) provides the Notice of Meeting for the 2023 Annual General Meeting, Sample Proxy Form and Sample Question Form.

Authorised for lodgement by the Chair.

### ENDS

**For further information please contact:**

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#### **About Ingenia Communities Group**

Ingenia Communities Group (ASX: INA) is a leading operator, owner and developer of communities offering quality affordable rental and holiday accommodation focussed on the growing seniors market in Australia. The Group has over 100 communities across Australia and is included in the S&P/ASX 200.

Ingenia Communities Holdings Limited (ACN 154 444 925), Ingenia Communities Fund (ASRN 107 459 576) and Ingenia Communities Management Trust (ARSN 122 928 410). The Responsible Entity for each scheme is Ingenia Communities RE Limited (ACN 154 464 990) (AFSL415862).



Ingenia

Notice of Annual  
General Meeting  
2023



# Notice of Annual General Meeting

Ingenia Communities Group

## Ingenia Communities Group Annual General Meeting

For  
INGENIA COMMUNITIES GROUP (ASX: INA)

comprised of:  
INGENIA COMMUNITIES HOLDINGS LIMITED (ACN 154 444 925)  
INGENIA COMMUNITIES MANAGEMENT TRUST (ARSN 122 928 410)  
INGENIA COMMUNITIES FUND (ARSN 107 459 576)

The Ingenia Communities Group's 2023 Annual General Meeting (AGM) will be held at the Shangri La Hotel, 176 Cumberland Street, The Rocks, on Friday 17 November 2023 commencing at 11.30am (Sydney time).

The Directors will attend in person at the Shangri La Hotel and Security Holders are also invited to attend in person.

### BACKGROUND

Ingenia Communities Group (ASX: INA) (**Group**) is an ASX listed stapled entity that is comprised of:

- Ingenia Communities Holdings Limited (ACN 154 444 925) (**Company**);
- Ingenia Communities Management Trust (ARSN 122 928 410) (**Trust**); and
- Ingenia Communities Fund (ARSN 107 459 576) (**Fund**).

The shares in the Company are stapled to the units in the Fund and the Trust (**Stapled Securities**), which are quoted and traded jointly on the ASX.

### FORMAL NOTICE OF THE AGM

Notice is given that the 2023 Annual General Meeting (**AGM**) of the holders of Stapled Securities in the Ingenia Communities Group will be held at the Shangri La Hotel, 176 Cumberland Street, The Rocks, on Friday 17 November 2023 commencing at 11.30am (Sydney time).

The meetings for the holders of Stapled Securities in the Company, the Fund and the Trust will be conducted simultaneously as they together form the Ingenia Communities Group, subject to the discretion of the Chairman to adjourn or reconvene any specific meeting. Each Resolution will be voted on separately.

For information on how to participate in the AGM, ask questions, vote, and appoint and lodge proxies please see the Explanatory Notes and the Proxy Form which form part of this Notice.

Certain capitalised terms are defined in the Glossary at the end of this Notice.

### ITEMS OF BUSINESS

At the AGM, the following Items of business will be conducted:

#### ITEM 1: Ingenia Communities Group Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of the Group for the financial year ended 30 June 2023.

#### ITEM 2: Remuneration Report (in respect of the Company only)

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

*"The Remuneration Report for the year ended 30 June 2023 be adopted."*

Notes:

- In accordance with section 250R(3) of the *Corporations Act 2001*, the vote on this Resolution will be advisory only and will not bind the Directors or the Company.
- A voting exclusion statement applies to this Resolution (see the Explanatory Notes for details).

#### ITEM 3: Re-election of Directors (in respect of the Company only)

##### ITEM 3.1: Re-election of Ms Pippa Downes

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

*"That Ms Pippa Downes, being a Director who is retiring in accordance with clauses 74.1 and 74.4 of the Company's Constitution and Listing Rule 14.4, and being eligible, offers herself for re-election, be re-elected as a Director of the Company."*

### ITEM 3.2: Re-election of Mr Greg Hayes

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

*“That Mr Greg Hayes, being a Director who is retiring in accordance with clauses 74.1 and 74.4 of the Company’s Constitution and Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a Director of the Company.”*

### ITEM 3.3: Re-election of Ms Amanda Heyworth

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

*“That Ms Amanda Heyworth, being a Director who is retiring in accordance with clauses 74.1 and 74.4 of the Company’s Constitution and Listing Rule 14.4, and being eligible, offers herself for re-election, be re-elected as a Director of the Company.”*

Each Resolution in Item 3 will be voted on separately.

### ITEM 4: Approval to issue securities under the Ingenia Communities Group Rights Plan

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

*“That for the purposes of Listing Rule 7.2, Exception 13, and for all other purposes, Security Holders approve the issue of securities under the Ingenia Communities Group Rights Plan on the terms and conditions outlined in the Explanatory Notes.”*

#### Note:

A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

### ITEM 5: Remuneration and incentives for Mr Simon Owen (CEO)

To consider and, if thought fit, pass the following as an ordinary resolution of the Ingenia Communities Group:

*“That for the purposes of ASX Listing Rule 10.14 and for all other purposes, Security Holders approve the grant by the Ingenia Communities Group to Mr Simon Owen of Rights in respect of Fixed Remuneration, Short-Term*

*Incentives and Long-Term Incentives calculated as outlined in the Explanatory Notes (and the issue of Stapled Securities upon the vesting and exercise of those Rights), under the Ingenia Communities Group Rights Plan and on the terms and conditions set out in the Explanatory Notes.”*

#### Note:

A voting exclusion statement applies to this Resolution (see the Explanatory Notes for details).

### BY ORDER OF THE BOARDS OF THE INGENIA COMMUNITIES GROUP

DATED: 16 October 2023



Ms Charisse Nortje

Company Secretary

Ingenia Communities Holdings Limited and  
Ingenia Communities RE Limited (as responsible entity of  
Ingenia Communities Management Trust (ARSN 122 928 410)  
and  
Ingenia Communities Fund (ARSN 107 459 576)).

# Notice of Annual General Meeting

Ingenia Communities Group

## EXPLANATORY NOTES

Set out below are explanatory notes relating to various aspects of this Notice and the AGM.

These Explanatory Notes have been prepared to provide Security Holders with information to assess the merits of the Resolutions and the business to be conducted at the AGM. You should read these Explanatory Notes in full before making any decisions in relation to the Resolutions.

## APPOINTMENT OF CHAIR

Mr James Hazel is the Chairman of the Company and the Responsible Entity. He will act as Chairman of the AGM in respect of the meeting of: the Company, in accordance with clause 52 of the Company's Constitution by virtue of being the Chairman of the Board of Directors of the Company; and the Fund and the Trust, in accordance with section 252S of the Corporations Act, having been appointed by the Responsible Entity to act as Chairman of the meetings of the Fund and Trust.

## ANNUAL REPORTS

Copies of the Annual Report for the Ingenia Communities Group may be accessed on the Group's website at: [www.ingeniacommunities.com.au/investor-centre/](http://www.ingeniacommunities.com.au/investor-centre/)

## TIME FOR DETERMINING ENTITLEMENT TO VOTE

The Directors of the Company and the Directors of the Responsible Entity have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the AGM are those who are registered Security Holders as at 7.00 pm (Sydney time) on Wednesday 15 November 2023 (**Entitlement Time**), subject to any applicable voting exclusion.

This means that if you are not the registered holder of a Stapled Security at the Entitlement Time, you will not be entitled to vote at the AGM.

## ALL RESOLUTIONS WILL BE BY POLL

As Security Holders are asked to participate in person, voting on each Resolution considered at the AGM will be conducted by a poll in accordance with the requirements of section 250J(1) (for the Company) and section 253J(2) (for the Fund and Trust) of the Corporations Act.

## ATTENDING THE AGM IN PERSON

Security Holders should allow for sufficient time for registration prior to the commencement of the AGM and are encouraged to bring their Proxy Form to the AGM to assist with registration.

Security Holders and proxy holders will also be able to ask questions during the proceedings.

## ASKING QUESTIONS BEFORE THE AGM

Security Holders are able to ask questions before the AGM using the AGM Question Form enclosed or by lodging questions online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

Written questions relating to the Auditor's Report and the conduct of the audit should be submitted no later than **Friday 10 November 2023** being the fifth business day before the AGM.

The Chairman of the AGM will endeavour to address as many of the more frequently raised relevant questions and comments as possible during the course of the AGM. The Auditor will also be in attendance at the AGM.

## HOW TO VOTE

A Security Holder who is entitled to vote at the AGM may do so:

- in person;
- by proxy;
- by attorney; or
- by corporate representative (if the Security Holder is a corporation).

## Voting by proxy

A Security Holder who is entitled to participate in and vote at the AGM is entitled to appoint not more than two proxies to participate and vote in place of the Security Holder. Security Holders can cast a vote or appoint a proxy online, prior to the AGM, at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) (subject to the applicable voting and appointment deadlines) or by following the instructions on the Proxy Form which must be submitted no later than 11.30am (Sydney time) on Wednesday 15 November 2023 (**Proxy Deadline**).

If the Security Holder appoints two proxies, the Security Holder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Security Holder's votes. If the specified proportion or number of votes exceed that which the Security Holder is entitled to, each proxy may exercise half of the Security Holder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Security Holder. A body corporate appointed as a Security Holder's proxy may appoint a representative to exercise any of the powers the Security Holder may exercise as a proxy at the AGM. The representative should send to Link Market Services evidence of their appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Items 2, 4, and 5 (see *Proxy voting by the Chairman* below), if a Security Holder:

- has not directed their proxy how to vote, the proxy may vote as the proxy determines; or
- appoints the Chairman of the AGM as proxy and does not direct the Chairman how to vote on an Item of business, the Chairman will vote in accordance with his voting intentions as stated in this Notice.

### Proxy voting by the Chairman

For Item 2 (*Remuneration Report*), Item 4 (*Approval to issue securities under the Ingenia Communities Group Rights Plan*), and Item 5 (*Remuneration and incentives for Mr Simon Owen (CEO)*), where the Chairman is appointed as a Security Holder's proxy and that Security Holder has not specified the way in which the Chairman is to vote, the Security Holder is directing the Chairman to vote in accordance with the Chairman's voting intentions for these Items of business; even though Items 2, 4, and 5 are connected with the remuneration of **Key Management Personnel** (or **KMP**).

The Chairman intends to vote all undirected proxies in favour of the resolutions in this Notice, including items 2, 4 and 5.

### Proxy Forms

To be effective, a Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's Share Registry, as an original or by facsimile, no later than 11.30am (Sydney time) on Wednesday 15 November 2023 (that is, by the Proxy Deadline).

Proxy Forms may be submitted in one of the following ways before the Proxy Deadline:

- i. **By mail** to Link Market Services Limited, by using the reply-paid envelope or to Locked Bag A14, Sydney South NSW 1235. Please allow sufficient time so that it reaches the Company's Share Registry by the Proxy Deadline;
- ii. **Mobile device** using a mobile device by scanning the QR code on the back of the Proxy Form. To scan the QR code you will need a QR code reader application that can be downloaded for free on your mobile device. You will also need your Security Holder Reference Number (**SRN**) or Holding Identification Number (**HIN**) and postcode for your security holding;
- iii. **By fax** to Link Market Services Limited on +61 2 9287 0309;
- iv. **Online** via the Company's Share Registry website at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). Please refer to the Proxy Form for more information. You will need your SRN or HIN and need to complete the security verification process, whereafter you can select the 'Voting' tab and follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website; or
- v. **By hand** delivery to Link Market Services Limited at Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150 during business hours (Monday to Friday, 9.00am – 5.00pm).

To be valid, Proxy Forms and powers of attorney must be received by the Proxy Deadline.

### Corporate representatives

Where a holding of Stapled Securities is registered in the name of a corporation, the corporate Security Holder may appoint a natural person to act as its representative to participate in the AGM by providing that person with:

- i. a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution or the Corporations Act; or

- ii. a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

To be effective, evidence of the appointment must be returned in the same manner, and by the Proxy Deadline, as specified for Proxy Forms (see above).

### Voting by attorney

A Security Holder entitled to attend and vote at the AGM is entitled to appoint an attorney to attend and vote at the AGM on the Security Holder's behalf. An attorney need not themselves be a Security Holder.

The power of attorney, appointing the attorney, must be signed and specify the name of each Security Holder, the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must be returned in the same manner, and by the Proxy Deadline, as specified for Proxy Forms (see above).

## EXPLANATORY NOTES

### Notes on Business

#### ITEM 1 – Financial Statements and Reports

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented to the AGM.

The Financial Report comprises the consolidated financial report of the Company and its controlled entities, including the Ingenia Communities Fund and the Ingenia Communities Management Trust.

There is no requirement for a formal Resolution on this Item.

The Chairman of the AGM will allow a reasonable opportunity at the AGM for Security Holders to ask questions about or make comments on the management of the Group. Security Holders will also be given a reasonable opportunity at the AGM to ask the Group's auditor, Ernst & Young, questions about the Auditor's Report, the conduct of its audit of the Group's Financial Report for the year ended 30 June 2023, the preparation and content of the Auditor's Report, the accounting policies adopted by the Group in its preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audit.

Security Holders may submit written questions to the Group in relation to the above matters. Written questions for the Auditor relating to the content of the Auditor's Report and the conduct of the audit must be received no later than **Friday 10 November 2023**. A form to facilitate the submission of questions is attached to this Notice and it includes details on the return of the form to the Share Registry.

#### ITEM 2 – Adoption of Remuneration Report

In accordance with section 300A of the Corporations Act the Company has published a Remuneration Report in the 2023 Annual Report.

As required by section 250R(2) of the Corporations Act, the Company has included a Resolution in this Notice for the consideration of Security Holders, seeking adoption

# Notice of Annual General Meeting

## Ingenia Communities Group

of the Remuneration Report for the financial year ended 30 June 2023. The Resolution on this Item of business is advisory only and does not bind the Board or the Company.

The Company's remuneration framework is designed to reflect each employee's and officer's duties and responsibilities and to be competitive in attracting, retaining, and motivating key talent necessary to achieve Ingenia's strategic objectives and create long term value for Security Holders. The Board is committed to ensuring that the Group's remuneration policies and practices are fair, competitive, and benchmarked to comparable roles, and that remuneration arrangements are communicated with clarity. The Board is also aware that executive KMP remuneration practices are continually evolving and therefore practices remain under constant review.

Remuneration outcomes were carefully considered against peer group benchmarks, the individual's level of experience and performance, and in the context of the Group's performance.

### *Voting Exclusion Statement*

As required by the Corporations Act, the Company will disregard any votes cast in favour of the proposed Resolution in Item 2 by any member of the Company's KMP whose remuneration details are disclosed in the Company's 2023 Remuneration Report, or a Closely Related Party of any such member, unless the person:

- i. votes as a proxy appointed by writing that specifies how the person is to vote on the Resolution; or
- ii. is the Chairman of the AGM and votes as a proxy appointed by writing that authorises the Chairman to vote on the Resolution even though that Resolution is connected with the remuneration of a member of the Company's KMP.

What this means for Security Holders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed Resolution in Item 2. If you intend to appoint the Chairman of the AGM as your proxy, you can direct him how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2 and give the Chairman your express authority to vote your undirected proxy (in which case the Chairman will vote in favour of this Item of business).

### *Directors' Recommendation*

The Board unanimously recommends that Security Holders vote in favour of this Resolution.

### **ITEM 3 – Re-election of Directors**

In accordance with the Company's Constitution and ASX Listing Rule 14.5, an election of Directors must be held at each annual general meeting.

Under clause 74.1 of the Constitution, the minimum number of directors to retire from office and offer themselves for re-election is one. Further, clause 74.4 of the Constitution and ASX Listing Rule 14.4 state that Directors are not to hold office (without re-election) past the third annual general meeting following the Director's last appointment or three years, whichever is longer.

Pursuant to clause 74.4 of the Constitution and ASX Listing Rule 14.4, Ms Pippa Downes is retiring by rotation and is offering herself for re-election as a Director of the Company.

Pursuant to clause 74.4 of the Constitution and ASX Listing Rule 14.4, Mr Greg Hayes is retiring by rotation and is offering himself for re-election as a Director of the Company.

Pursuant to clause 74.4 of the Constitution and ASX Listing Rule 14.4, Ms Amanda Heyworth is retiring by rotation and is offering herself for re-election as a Director of the Company.

Credentials for Ms Downes, Mr Hayes and Ms Heyworth follows.

### **ITEM 3.1: Re-election Ms Pippa Downes**

Ms Downes is Chair of the Audit, Risk and Sustainability Committee and a member of the Investment Committee. She was appointed to the Board in December 2019 and was last elected by Security Holders in November 2020.

Ms Downes brings to the Board significant experience in international banking and capital markets as well as broad industry knowledge across financial services, technology, infrastructure and property. Prior executive roles include Managing Director and Equity Partner at Goldman Sachs JBWere. Ms Downes currently serves on the board of Australian Technology Innovators and is a member of the Australian Super Investment Committee, as well as a member of the ASIC Consultative Panel.

Ms Downes was previously a director of Zip Co Limited, director of ALE Property Group, a Panel Member of the ASX Appeals Tribunal and a director of ASX Clearing and Settlement Companies, Sydney Olympic Park Authority and Windlab. She has also served as a director of The Pinnacle Foundation, Swimming Australia Foundation and Swimming Australia Limited and as a Commissioner of Sport Australia.

Ms Downes holds a Masters in Applied Finance and a Bachelor of Science (Business Administration) and is a member of the Australian Institute of Company Directors, Chief Executive Women and Women Corporate Directors.

Having had regard to the ASX Principles, the Board considers Ms Downes to be an independent director.

### *Directors' Recommendation*

The Board unanimously (other than Ms Downes) supports the re-election of Ms Downes and recommends that Security Holders vote in favour of this Resolution.

### **ITEM 3.2: Re-election Mr Greg Hayes**

Mr Hayes is a member of the Investment Committee. He was appointed to the Board in September 2020 and was last elected by Security Holders in November 2020.

Mr Hayes brings to the Board skills and experience in the areas of strategy, finance, mergers and acquisitions, and strategic risk management, particularly in listed companies with global operations. Mr Hayes has more than 30 years' experience across a range of industries including property, infrastructure, energy, and logistics in both listed and private entities.

He currently serves on the boards of HMC Capital, HomeCo Daily Needs REIT, Aurrum Holdings Pty Ltd, High Resolves and Alchemy Tribridge Pty Ltd, and previous directorships include Prezsee Pty Ltd and The Precision Group, amongst others.

Mr Hayes' prior executive roles include Chief Financial Officer and Executive Director of Brambles Limited, Chief Executive Officer & Group Managing Director of Tenix Pty Ltd, Chief Financial Officer and interim CEO of the Australian Gaslight Company (AGL), Chief Financial Officer Australia and New Zealand of Westfield Holdings, and Executive General Manager, Finance of Southcorp Limited.

Mr Hayes holds a Master of Applied Finance, a Graduate Diploma in Accounting and a Bachelor of Arts. He has also completed an Advanced Management Programme (Harvard Business School, Massachusetts).

Having had regard to the ASX Principles, the Board considers that Mr Hayes is an independent director.

#### *Directors' Recommendation*

The Board unanimously (other than Mr Hayes) supports the re-election of Mr Hayes and recommends that Security Holders vote in favour of this Resolution.

#### **ITEM 3.3: Re-Election of Ms Amanda Heyworth**

Ms Heyworth is a member of the Remuneration and Nomination Committee as well as the Audit, Risk and Sustainability Committee. Ms Heyworth was appointed to the Board in April 2012 and was last elected by Security Holders in November 2020.

Ms Heyworth is a professional company director with broad experience in high growth companies, M&A transactions and venture capital investments with expertise in developing and executing growth strategies and digital transformation.

Ms Heyworth serves on the boards of Heritage and People's Choice as well as Housing Choices Australia, and also chairs boards in the university and Government sectors.

Previously, Ms Heyworth ran a venture capital fund and held roles in investment banking and the Federal Treasury.

Ms Heyworth holds a BA (Accounting) with a major in finance, post graduate qualifications in accounting and finance and an MBA from the Australian Graduate School of Management. Ms Heyworth is also a Fellow of the Australian Institute of Company Directors.

Having had regard to the ASX Principles, the Board considers that Ms Heyworth is an independent director.

#### *Directors' Recommendation*

The Board unanimously (other than Ms Heyworth) supports the re-election of Ms Heyworth and recommends that Security Holders vote in favour of this Resolution.

#### **ITEM 4 – Approval to issue securities under Ingenia Communities Group Rights Plan**

##### **Background**

Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12-month period without requiring Security Holder approval. Listing Rule 7.2 allows certain issues of securities to be excluded from the calculation of the number of securities issued in the 12-month period, including under Exception 13 where an issue is made under an employee incentive plan if, within three years before the date of issue, the terms of the plan are approved by Security Holders.

Security Holders last approved the issue of securities under the Ingenia Communities Group Rights Plan (**Rights Plan**) at the AGM held on 10 November 2020. Under the ASX Listing Rules, a refreshed approval by Security Holders is required every three years, or earlier if there is a material change to the terms of the Rights Plan from those set out in the notice of meeting under which approval was last sought and obtained.

In June 2023, the Board amended the rules of the Rights Plan, however the amendments are not considered material. The amendments are set out below and the Resolution in Item 4 accordingly proposes that Security Holders consider and approve the Rights Plan in accordance with Listing Rule 7.2, Exception 13, which would enable securities issued under the Rights Plan over the next three years to be excluded from any calculation of securities for the purposes of Listing Rule 7.1.

The Rights Plan provides for the issue of Rights, which, upon a determination by the Board that the performance conditions attached to the Rights have been met, will result in a Stapled Security in the Group being issued or transferred to a Participant for each Right. Rights issued under the Rights Plan since the date of the last approval (10 November 2020), as at the date of this Notice of Meeting, in total are 2,636,854, which are categorised as follows:

Long Term Incentive Plan Rights:	1,574,847
Short Term Incentive Plan Rights:	217,515
Fixed Remuneration Rights:	171,614
Talent Rights Grant:	672,878

As at the date of this Notice of Meeting, there are a number of offers under the Rights Plan which have yet to be accepted by Participants. If all outstanding offers under the Rights Plan are accepted, an additional 1,291,418 Rights will be issued prior to the AGM, which are categorised as follows:

Long Term Incentive Plan Rights:	642,384
Short Term Incentive Plan Rights:	123,250
Talent Rights Grant:	525,784

At the 2020 AGM, a maximum of 2,200,000 Rights were approved for issue under the Rights Plan over a three-year period for the purposes of Exception 13 of Listing Rule 7.2. If all of the Rights contemplated above are issued prior to the AGM, the Company will have issued a total of 3,928,272 Rights and therefore exceed the 2,200,000 ceiling by 1,728,272 Rights.

Rights that have been (or will be) issued to Mr Owen in the three-year period preceding the AGM (which have been included in the calculations above) have been separately approved at the 2020, 2021 and 2022 AGMs for the purposes of Listing Rule 10.14. Pursuant to Listing Rule 7.2, Exception 14, issues of securities made with the approval of security holders under Listing Rule 10.14 do not count towards the company's 15% placement capacity. Mr Owen has been (or will be) issued a total of 826,143 Rights in the three-year period preceding the AGM.

Given the above, of the potential 1,728,272 Rights which will be above the 2,200,000 ceiling, only those that were not issued to Mr Owen (being 902,129 Rights) will count towards the Company's 15% placement capacity.



# Notice of Annual General Meeting

## Ingenia Communities Group

Since the date of the last approval (10 November 2020), all Rights which have vested and been exercised have been satisfied via the transfer of Stapled Securities to the relevant Participant. Ingenia has set up an employee share trust to hold Stapled Securities to enable it to satisfy the entitlement of a Participant to receive Stapled Securities on vesting and exercise of their Rights. The Stapled Securities held in the employee share trust are acquired on market by the trustee of the employee share trust, and upon exercise of Rights by a Participant, Stapled Securities are transferred to the relevant Participant from the employee share trust. That is, no Stapled Securities have been issued under the Rights Plan since the date of the last approval.

The maximum number of Rights proposed to be issued under the Rights Plan following Security Holder approval over the next three years is approximately 5 million Rights (some of which may vest and be exercisable into INA Securities during that time). This maximum is not intended to be a prediction of the actual number of Rights to be issued under the Rights Plan, but is specified for the purposes of setting a ceiling on the number of Rights approved to be issued under and for the purposes of Listing Rule 7.2, Exception 13. If that number is reached, fresh Security Holder approval under Listing Rule 7.2, Exception 13 would be required, otherwise any additional issues of Rights under the Rights Plan over the maximum will count towards the calculation of the Company's 15% placement capacity under Listing Rule 7.1.

Rights issued under the Rights Plan do not have any voting rights attached and do not entitle the Participant to any distributions or dividends. However, Rights that were previously issued under the Rights Plan have been, and will continue to be, subject to a Rights Conversion Formula, pursuant to which the number of vested Rights that a Participant is entitled to at the time of vesting is adjusted based on the distributions that have been made during the relevant vesting period. The Rights Conversion Formula will not apply to any further issue of Rights under the Rights Plan.

### Summary of the recent amendments

Prior to the amendments, the Rights Plan permitted the issuance of Rights to Non-Executive Directors. It was never the intention of the Board to issue Rights to Non-Executive Directors and as previously indicated in the Remuneration Report, this was to be removed the next time the Rights Plan is included for approval by Security Holders. To that end, the Rights Plan has now been amended to remove the potential for any Rights to be issued to Non-Executive Directors.

For clarification purposes, a new clause was introduced to note that, where vested Rights are exercised and Cash Settled, the cash amount will be inclusive of any employer superannuation contributions that is required by law.

In addition, a new clause was inserted to provide that the Board may, in its discretion, adjust any performance related conditions that must be satisfied in order for a Right to vest to ensure that the participants in the Rights Plan are neither advantaged nor disadvantaged by matters outside of management's control that affect the conditions. This clause seeks to maintain a neutral position and any consideration by the Board to exercise discretion would be undertaken under the discretion framework, which is outlined in the Remuneration Report.

Other changes relate to the introduction of references to the *Privacy Act 1988 (Cth)* and the Group's Privacy Policy, as well as the ASX Listing Rules and the Group's Securities Trading Policy.

### Summary of the terms of the Ingenia Communities Group Rights Plan, including recent amendments

A summary of the terms of the Rights Plan is outlined below. Capitalised terms in this section refer to definitions in the Rights Plan rules.

The object of the Rights Plan is to:

- a. align the interests of Eligible Employees with those of Security Holders;
- b. provide incentives to attract, retain and/or motivate Eligible Employees in the interests of Ingenia; and
- c. provide Eligible Employees with the opportunity to acquire Rights, and ultimately Ingenia Securities, in accordance with the rules of the Rights Plan and the terms of any offer, grant or invitation to an Eligible Employee.

**Grant of Rights:** The Board has discretion to grant Rights to Eligible Employees on the terms of the Rights Plan and such additional terms and conditions that the Board determines. Unless the Board determines otherwise, no payment is required for the grant of Rights under the Rights Plan.

**Eligible Employee** means an employee of the Group, or another person determined by the Board as eligible to participate in the Plan.

Eligible Employee extends to the CEO, who is an employee of the Group and also an executive Director. Non-Executive Directors are not eligible to participate in the Rights Plan. In accordance with the Listing Rules, prior Security Holder approval will be required before a Director or related party of the Group can participate in the Rights Plan and be granted Rights.

**Information to be provided:** The Board will advise each Eligible Employee of the following minimum information regarding Rights at the time of a grant or offer:

- a. the number or maximum value of Rights being offered, or the method for determining the number or maximum value;
- b. any applicable Conditions and the applicable Period;
- c. the time or times at which Rights may vest;
- d. any amount that will be payable upon vesting of a Right (if applicable);
- e. the period or periods during which Rights may be exercised and the manner of exercise of the Rights (if applicable);
- f. the date, time and circumstances when Rights lapse; and
- g. any other relevant terms and conditions attaching to the Rights or INA Securities held under the Rights Plan (including, for example, any restrictions on transfer of the INA Securities).

**Title to Rights:** Unless the Board determines otherwise, a Right may only be registered in the name of a Participant. A Right granted under, and subject to, the Rules is only transferable with the consent of the Board or by a court of law. Where a Participant purports to transfer a Right other than in accordance with the rules the Right immediately lapses.

**Prohibition against hedging:** A Participant in the Rights Plan must not enter into any scheme, arrangement or agreement (including options and derivative products) under which the economic benefit to be derived from Rights that remain subject to the Rules are affected, otherwise the Rights will immediately lapse.

**Vesting and lapse of Rights:** Subject to Board discretion (including on cessation of employment), fraud or dishonesty, re-organisation and divestment, change of control and Board powers, a Right granted under the Rights Plan will not vest unless the conditions advised to the Participant have been satisfied. The Board may, in its discretion, determine that a Right vests prior to the date specified by the Board. The Board may, in its discretion, adjust any performance related Conditions to ensure that Participants are neither advantaged nor disadvantaged by matters outside management's control that affect the Conditions.

Subject to the Board's overriding discretion, an unvested Right granted to a Participant will lapse upon the earliest to occur of:

- a. the date specified by the Board;
- b. an event relating to title of the rights, cessation of employment (if determined by the Board in its discretion), fraud or dishonesty, re-organisation and divestments or change of control;
- c. failure to meet the conditions by the end of the Period; or
- d. the fifteenth anniversary of the date the Right was granted,

**Satisfaction of vested Rights:** The Board will from time to time determine whether INA will, with respect to each Right that is exercised:

- a. issue or procure the transfer to:
  - i. the Participant (or their personal representative); or
  - ii. a Trustee who is to hold INA Securities on behalf of the Participant,

of the number of INA Securities (including fractions of an INA Security) to which the Participant is entitled in respect of each Right as outlined in the terms of a grant or offer which may include a formula for calculating the relevant number of INA Securities (**Equity Settled**); or

- b. pay a cash amount equivalent to the Market Price (Market Price being an amount equal to the volume weighted average price INA Securities traded on the ASX over the 5 trading days immediately preceding the relevant date) of an INA Security on the vesting date multiplied by the number of INA Securities that would otherwise have been allocated on exercise of the Rights (**Cash Settled**). Where the vested Rights that are exercised are Cash Settled, the cash amount will be inclusive of any employer superannuation contributions as required by law.

**Ranking of INA Securities:** All INA Securities issued under the Rights Plan will rank equally in all respects with other INA Securities on issue, except with regard to any rights attaching to such other INA Securities by reference to a record date prior to the date of allocation of those INA Securities.

**Listing on ASX:** INA will apply for quotation of INA Securities issued under the Rights Plan within the period required by ASX.

**Transfer restrictions:** Participants must at all times comply with the Group's Securities Trading Policy and any other policy that deals with the transfer or trading of INA Securities that apply from time to time. The Board may, in its discretion, impose any trading or other restrictions in respect of INA Securities issued or transferred on the vesting of Rights. The Board must provide a Participant with details of any such restrictions at the time of a grant or offer. The Board may implement any procedure it considers appropriate to restrict a Participant from trading in INA Securities while they remain subject to the Rules including, without limitation, imposing a holding lock on the INA Securities or arranging for the INA Securities to be held on trust.

**Cessation of employment:** Where a Participant holding unvested Rights ceases to be an employee of the Group, the Participant may continue to hold those unvested Rights unless or until the Board exercises a discretion to determine that some or all of those Rights:

- a. lapse;
- b. are forfeited;
- c. vest (immediately or subject to conditions);
- d. are only exercisable for a specified period, and will otherwise lapse; or
- e. are no longer subject to some of the restrictions (including vesting Conditions) that previously applied.

**Forfeiture of INA Securities allocated on vesting of Rights:** The Board may, at its discretion, determine that a Participant will forfeit their interest in any vested Rights that have not been exercised and in any INA Securities that are allocated to the Participant on exercise of vested Rights that are subject to an additional holding restriction if, during such restriction period, the Participant:

- a. is dismissed for cause; or
- b. is terminated in circumstances that, in the opinion of the Board, involve a failure by the Participant to meet acceptable performance requirements in connection with their employment.

For the purposes of the Rights Plan, a Participant will only be treated as ceasing employment when the Participant is no longer an employee of the Group.

**Capital reorganisation:** If:

- a. INA Securities are issued pro rata to INA's Security Holders generally by way of a bonus issue;
- b. INA Securities are offered to INA's Security Holders by way of a rights issue; or
- c. any reorganisation (including a consolidation, subdivision, reduction or return) of the issued capital of INA is effected, then and subject to the Listing Rules:

the number of Rights to which each Participant is entitled will be adjusted in the manner determined by the Board to minimise or eliminate any material advantage or disadvantage to the Participant and in accordance with the Listing Rules. Any new Rights granted will, unless the Board determines otherwise, be subject to the same terms and conditions as the original Rights.

# Notice of Annual General Meeting

Ingenia Communities Group

**Divestment of material business or subsidiary:** Where the Group divests a business designated by the Board for this purpose as 'material', the Board may determine special rules that apply to Participants of that business in relation to the Rights or INA Securities held pursuant to the Rights Plan (and any other entitlements that may arise in relation to those INA Securities). Without limiting the Board's discretion, such rules may include:

- a. varying the Conditions and/or Period applying to the Participant's Rights to take into account the divestment of the business; and
- b. deeming that the Participant remains a Group employee for a specified period.

**Takeover bid or scheme of arrangement:** If an Event occurs prior to Rights vesting then the Board may, in its absolute discretion, determine whether:

- a. some or all unvested Rights vest or lapse (whether subject to Conditions or not); or
- b. some or all of the unvested Rights remain subject to the applicable Conditions (or substitute Conditions),

having regard to any matter the Board considers relevant, including, without limitation, the circumstances of the Event, the extent to which the applicable Conditions have been satisfied and/or the proportion of the Period that has elapsed at that time.

If an Event occurs after Rights vest, all INA Securities issued or transferred (as applicable) on exercise of the Rights that remain subject to a trading restriction under the Rights Plan will be released from restriction.

An Event occurs where:

- a. a Takeover Bid is made for INA and the Board resolves to recommend the bid; or
- b. a Takeover Bid is made for INA and the bid is declared unconditional at a time prior to the bidder being entitled to 50% of the issued INA Securities in Ingenia; or
- c. a court convenes a meeting of Security Holders to be held to vote on a proposed scheme of arrangement pursuant to which control of the majority of INA Securities may change; or
- d. any transaction or event is proposed that, in the opinion of the Board, may result in a person becoming entitled to exercise control over INA.

**Acquisition of securities in another company:** If a company (the **Acquiring Company**) obtains control of INA, and INA and the Acquiring Company and the Participant agree, then a Participant may be provided with securities in the Acquiring Company (or its parent or subsidiary) in substitution for Rights, on substantially the same terms and conditions as the Rights, but with appropriate adjustments to the number and kind of securities the subject of the Rights.

**Amendment of the Rules:** The Board may at any time, amend, add to, vary, omit from or substitute any of the Rules, provided that any such amendment may not materially reduce or otherwise prejudicially affect the rights attaching to the Rights granted or the INA Securities issued or transferred (as applicable) pursuant to, and still subject to, the Rights Plan, other than an amendment introduced primarily:

- a. for the purpose of complying with or conforming to present or future State or Commonwealth legislation;
- b. to correct any manifest error or mistake; or
- c. to take into consideration possible adverse tax implications for Ingenia or the Participant arising from, amongst other things, adverse rulings from the Commissioner of Taxation, changes to tax legislation (including an official announcement by the Commonwealth of Australia) and/or changes in the interpretation of tax legislation by a court or tribunal of competent jurisdiction.

**Board powers:** The Board has absolute and unfettered discretion in exercising any power or discretion concerning the Rights Plan.

## *Directors' Recommendation*

The Board unanimously recommends that Security Holders vote in favour of this resolution.

## *Voting Exclusion Statement*

The Company will disregard any votes cast on the Resolution in Item 4 by or on behalf of:

- Any person who is eligible to participate in the Rights Plan; or
- Any associate of any such persons.

However, this does not apply to a vote cast in favour of the Resolution in Item 4 by:

- A person as proxy or attorney for a person who is entitled to vote on the Resolution in Item 4, in accordance with directions given to the proxy or attorney to vote on the resolution in Item 4 in that way; or
- The Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution in Item 4, in accordance with a direction given to the Chairman to vote on the resolution in Item 4 as the Chairman decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - The beneficiary provides written communication to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution in Item 4; and
  - The holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

In addition, no KMP of the Company or a Closely Related Party of such a member may vote as a proxy on the Resolution in Item 4 unless:

- The person votes as a proxy appointed by writing that specifies how the person is to vote on the Resolution in Item 4; or
- The person is the Chairman and votes as a proxy appointed by writing that authorises the Chairman to vote on the Resolution in Item 4 even though the Resolution is connected directly or indirectly with the remuneration of Key Management Personnel of the Company.

### **ITEM 5 – Remuneration and incentives for Mr Simon Owen (CEO)**

Under his employment contract as the Group's Chief Executive Officer (**CEO**), Mr Owen is entitled to salary, statutory superannuation contributions and to participate in the Rights Plan.

As noted in the summary of the Rights Plan terms, under Item 4, the purpose of the Rights Plan is to align Security Holder returns with the remuneration potentially payable to the Group's executive-level employees and to reward executives who remain in employment and meet performance expectations.

The Board has proposed for the financial year ending 30 June 2024 (**FY24**), Mr Owen's remuneration will include the following components under the Rights Plan: Fixed Remuneration Rights; Short-Term Incentive Plan (**STIP**) Rights; and Long-Term Incentive Plan (**LTIP**) Rights, (together, **FY24 Rights**).

Listing Rule (**LR**) 10.14 provides that a listed entity must not permit the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- LR 10.14.1: a director of the entity (in the case of a trust, a director of the responsible entity of the trust);
- LR 10.14.2: an associate of a person referred to in Listing Rule 10.14.1; or
- LR 10.14.3: a person whose relationship with the entity or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in the ASX's opinion, the acquisition should be approved by security holders.

As Mr Owen is a Director of the Company and the Responsible Entity, the proposed issue of FY24 Rights falls within Listing Rule 10.14.1 and requires the approval of the Security Holders under Listing Rule 10.14.

Accordingly, Resolution 5 seeks the required Security Holder approval to the issue of Rights to Mr Owen under and for the purposes of Listing Rule 10.14.

If Resolution 5 is passed, the Group will be able to proceed with the issue of the FY24 Rights to Mr Owen.

If Resolution 5 is not passed the FY24 Rights that would otherwise be delivered to Mr Owen as part of his remuneration will be paid in cash, subject to the same conditions that apply to each component of the FY24 Rights.

The components of Mr Owen's total remuneration package for FY24 are:

- fixed remuneration of \$1,100,000 per annum, comprised of \$860,000 in cash (inclusive of statutory superannuation contributions) and \$240,000 in Fixed Remuneration Rights;
- at-risk STIP Award valued at up to 100% of his fixed remuneration (as a maximum), with one-third payable in cash and the remaining two-thirds settled via Rights and deferred for 12 months; and
- at-risk LTIP Award valued at up to 100% of his fixed remuneration (as a maximum).

Compared to his remuneration for FY23, the above FY24 remuneration for Mr Owen reflects:

- An increase of 10% in his fixed remuneration. This increase was determined after benchmarking Mr Owen's remuneration against a peer group comprised of similarly sized publicly listed companies from within the Real Estate sector with companies managing and developing multilocation facilities in Entertainment, Healthcare (retirement and aged care focus) and Education. While the peer group is predominantly comprised of companies from the real estate sector, also included are companies operating across other sectors which are aligned with Ingenia's business verticals. Consideration was also given to Mr Owen's tenure, experience, and responsibilities. The remuneration of chief executive officers for passive REITs which outsource property management were excluded from the benchmark;
- Increasing the percentage level of STIP Award (from 95% to 100% of his fixed remuneration as a maximum); and
- Increasing the percentage level of LTIP Award (from 85% to 100% of his fixed remuneration as a maximum).

The Fixed Remuneration Rights, at-risk deferred portions of the STIP Rights and the at-risk LTIP Rights are granted under the Rights Plan and subject to the rules of that Rights Plan, in addition to the terms and conditions outlined below.

#### **Offer**

If Resolution 5 is approved by Security Holders, the Company will offer Mr Owen the FY24 Rights under a letter of offer, as outlined above.

#### **FY24 Fixed Remuneration Rights**

Generally, the Fixed Remuneration of executive KMP is reviewed annually, with any adjustments subject to Board approval. Any decisions to increase Fixed Remuneration take into account market levels of Fixed Remuneration and at-risk remuneration, as advised by an independent expert, and judgements as to the extent that an executive has demonstrated a sustained level of competence in the position, whether similar levels of experience and competence are available either internally or externally (should the executive leave the Group's employment) and any risk associated with potential executive turnover.

If an adjustment is approved by the Board, the delivery of all or part of any increase in Fixed Remuneration may, at the Board's discretion, be in the form of an annual grant of Rights to Stapled Securities. The Board considers that delivery in Rights, instead of cash, further aligns the interests of the executive with Security Holders.

# Notice of Annual General Meeting

## Ingenia Communities Group

In the case of the CEO and Managing Director, Mr Simon Owen, any issue of Rights and Stapled Securities pursuant to any Rights is also subject to Security Holder approval, which is being sought as Item 5 of business at the AGM.

The maximum number of Fixed Remuneration Rights to be granted for FY24 will be calculated by dividing the Rights component of the Fixed Remuneration by the VWAP of Stapled Securities for the 30 days prior to 1 October 2023.

Fixed Remuneration Rights to be granted: \$240,000 divided by the VWAP of Stapled Securities for the 30 days prior to 1 October 2023.

The VWAP of Stapled Securities for the 30 days prior to 1 October 2023 was \$4.2195, therefore 56,879 FY24 Fixed Remuneration Rights would be granted if the Resolution 5 is passed.

No amount of cash is payable by Mr Owen in respect of the grant of the FY24 Fixed Remuneration Rights.

### Vesting of Fixed Remuneration Rights

If approved, Mr Owen's Fixed Remuneration Rights will form part of his fixed remuneration and will vest, to the extent that the Service Conditions set out below are satisfied, at the end of the Service Period (being FY24).

The following terms and conditions (**Service Conditions**) apply to Mr Owen's Fixed Remuneration Rights:

- The Fixed Remuneration Rights are subject to the Group's "Malus" Conditions during the Service Period – this means that some or all of Mr Owen's Fixed Remuneration Rights may be forfeited (and he will not receive Stapled Securities) if any of the "Malus" Conditions occur. The "Malus" Conditions are specified in the Rights Plan, and include fraud or dishonesty, a serious breach of obligations or a material misstatement of the Group's financial statements. In addition, the Board may exercise discretion in exceptional circumstances (where there has been a material impact on reward and incentive outcomes) to forfeit some or all of his Rights. In making any discretionary adjustment, the Board will take into account fairness for all stakeholders (investors, customers, employees, regulators, and the community), and any breaches of reporting, audit, risk, compliance, or regulatory obligations.
- No amount of cash is payable by Mr Owen in return for the issue or transfer of Stapled Securities.
- Under the Rights Plan rules, Fixed Remuneration Rights will continue to be held on cessation of employment, unless the Board determines otherwise. In the event of departure during the Service Period, the Board will exercise its discretion so that the maximum Fixed Remuneration Rights which vest reflect a pro-rata adjustment for time served.

### FY24 STIP Award

The amount of the short-term incentives which Mr Owen is entitled to receive will be determined by the Board, having regard to an assessment of the STIP Performance Conditions set out below following the end of the STI Performance Period (being FY24) (**FY24 STIP Award**).

The FY24 STIP Award is subject to the STIP Performance Conditions or Key Performance Indicators (**KPIs**).

In each case, the KPIs are set with 'below target', 'within target range' and 'above target' performance levels (with entitlements calculated on a pro-rata basis between these levels). The KPIs are broken into four broad assessment areas: Financial, People, Customer and Strategic. Each assessment area is weighted to break down the award further. KPIs and their measures are related to the assessment areas. There is also a performance consideration for safety, risk management and sustainability outcomes of the Group.

The FY24 STIP Award is comprised of two components:

- One-third in cash (**FY24 STIP Cash Award**); and
- Two-thirds in Rights to Stapled Securities (**FY24 STIP Rights**).

### FY24 STIP Cash Award

It is intended that the FY24 STIP Cash Award will be paid after the release of the Group's FY24 financial results, if Mr Owen continues to qualify for the STI.

### FY24 STIP Rights

The grant of FY24 STIP Rights to Mr Owen is subject to Security Holder approval. The number of FY24 STIP Rights to be granted to Mr Owen will be determined by calculating two-thirds of the maximum FY24 STIP Award (determined following testing against the STIP Performance Conditions) divided by the VWAP of Stapled Securities for the 30 days prior to the grant date (expected to be on or about 1 October 2024) (this is subject to Security Holder approval at the 2023 AGM).

Total maximum FY24 STI Award:	\$1,100,000
Two-thirds of maximum FY24 STI FY24 Award as STIP Rights:	\$733,333

For example, if the VWAP of Stapled Securities for the 30 days prior to the grant date was \$4.2195 and the Board determined that Mr Owen was entitled to the full two-thirds of his FY24 STI Award, then 173,797 FY24 STIP Rights would be granted.

No amount of cash is payable by Mr Owen in respect of the grant of the FY24 STIP Rights.

### Vesting of FY24 STIP Rights

The following terms and conditions apply to the FY24 STIP Rights:

- The FY24 STIP Rights are subject to the “Malus” Conditions during the deferral period – this means that some or all of the FY24 STIP Rights may lapse (and Mr Owen will not receive Stapled Securities) if the “Malus” Conditions described above occur.
- The FY24 STIP Rights may lapse if the Board forms the view that the Group’s earnings growth is not sustainable (in determining this, the Board will consider earnings growth outlook over a three year forward period).
- The FY24 STIP Rights are subject to a one-year deferral period and are eligible to vest on the date that is twelve months following the grant date.
- No amount is payable in return for the issue or transfer of Stapled Securities.
- FY24 STIP Rights will not lapse on cessation of employment unless termination is for cause or the Board in its discretion determines otherwise, having regard for the facts and circumstances at the time of the cessation of employment.

### FY24 LTIP Award

#### Grant of FY24 LTIP Rights

The grant of the FY24 LTIP Rights is subject to the approval of Security Holders. The issue date of the FY24 LTIP Rights will be a date on and from the date of this AGM and within 12 months of the date of this AGM and is expected to be 17 November 2023 (subject to Security Holder approval).

The maximum number of FY24 LTIP Rights to be granted will be calculated by dividing the FY24 LTIP Award opportunity (being 100% of Mr Owen’s total fixed remuneration) by the VWAP of Stapled Securities for the 30 days prior to 1 October 2023 (**FY24 LTIP Rights**).

Maximum FY24 LTIP \$1,100,000 divided by the VWAP of Rights to be granted: Stapled Securities for the 30 days prior to 1 October 2023.

The VWAP of Stapled Securities for the 30 days prior to 1 October 2023 was \$4.2195, therefore 260,695 FY24 LTIP Rights would be granted.

No amount of cash is payable by Mr Owen in respect of the grant of the FY24 LTIP Rights.

#### Vesting of FY24 LTIP Rights

Mr Owen’s FY24 LTIP Rights will vest, to the extent that the Performance Conditions set out below are satisfied at the end of the LTI Performance Period (being from 1 October 2023 to 30 September 2026).

The following terms and conditions (**Performance Conditions**) apply to Mr Owen’s FY24 LTIP Rights:

- The FY24 LTIP Rights are subject to the “Malus” Conditions described above in relation to the Fixed Remuneration – this means that some or all of Mr Owen’s FY24 LTIP Rights may be forfeited (and he will not receive Stapled Securities) if any of the “Malus” Conditions occur.
- No amount of cash is payable by Mr Owen in return for the issue or transfer of Stapled Securities.
- FY24 LTIP Rights will not lapse on cessation of employment and will remain on foot to be tested at the end of the Performance Period, unless termination is for cause or the Board in its discretion determines otherwise, having regard for the facts and circumstances at the time of the cessation of employment, including the proportion of the Performance Period during which Mr Owen was employed with the Company.

In the event that Mr Owen’s FY24 LTIP Rights are not approved by Security Holders the FY24 LTI Award that would otherwise have been delivered as Rights will be paid in cash, subject to the same Service Conditions as described above.

#### FY24 LTIP Performance Conditions

The performance conditions for the FY24 LTIP Rights are unchanged from the prior year. The FY24 LTIP Rights offered are subject to the FY24 LTIP Performance Conditions:

- 25% based on a relative Total Security Holder Return (**TSR**);
- 25% based on a Return on Equity (**ROE**);
- 25% based on underlying Earnings per Stapled Security (**EPS**) growth; and
- 25% based on home settlements growth.

#### Relative TSR Performance Condition

The relative TSR performance condition assesses the Group’s percentile performance ranking against the constituents of the S&P/ASX 200 A-REIT Index.

TSR is the growth in the price of Stapled Securities plus distributions, assuming distributions are reinvested. To minimise the impact of any short-term volatility, the Group’s TSR will be calculated using the volume-weighted average of the closing Stapled Security price over the 30 days up to and including the trading day prior to the start, and the 30 days up to and including the end trading day, of the LTI Performance Period. Performance will be measured relative to the TSR of entities comprising the S&P/ASX 200 A-REIT Index over 3 years.

# Notice of Annual General Meeting

Ingenia Communities Group

The FY24 LTIP Rights will vest on the following basis:

	The Group's TSR Performance	% of FY24 LTIP Rights that vest
<b>Below Threshold</b>	Less than 50th percentile	Nil
<b>At Threshold</b>	At 50th percentile	50%
<b>Between Threshold and Maximum</b>	Greater than 50th percentile but less than 75th percentile	50% plus an additional amount progressively vesting on a straight-line basis between Threshold and Maximum
<b>Maximum</b>	At 75th Percentile or above	100%

## ROE Performance Condition

ROE is defined as underlying profit (as disclosed in the Group's annual reports) divided by the weighted average net assets (excluding the impact of asset revaluations on net assets between the FY24 LTIP Rights issue date and the FY24 LTIP Rights vesting date). The Board has a discretion to exclude the dilutive impact of acquisitions or capital raisings that are considered in the best interests of the Group if these occur within the final 12 months of the performance period. Any discretion applied will be disclosed. The relevant metric is the underlying ROE achieved in FY26.

Vesting levels for FY26 are:

	ROE	% of FY24 LTIP Rights that vest
<b>At or Below Threshold</b>	Less than 6%	Nil
<b>Between Threshold and Maximum</b>	Between 6% and 9%	10% plus an additional amount progressively vesting on a straight-line basis between Threshold and Maximum
<b>Maximum</b>	Equal to or greater than 9%	100%

## EPS Performance Condition

EPS is defined as underlying profit (as disclosed in the Group's annual report) divided by the weighted average number of securities over the financial year. The Board also has a discretion to exclude the dilutive impact of acquisitions or capital raisings that are considered in the best interests of the Group if these occur within the final 12 months of the performance period. Any discretion applied will be disclosed. The relevant metric is Compound Underlying EPS Growth for the period from commencement of FY23 to the end of FY26, with the FY23 base year Underlying EPS being 20.8 cents per Stapled Security.

Vesting levels for FY26 are:

	Compound underlying EPS growth	% of FY24 LTIP Rights that vest
<b>Below Threshold</b>	Less than 5%	Nil
<b>At Threshold</b>	At 5%	30%
<b>Between Threshold and Maximum</b>	Between 5% and 9%	30% plus an additional amount progressively vesting on a straight-line basis between Threshold and Maximum
<b>Maximum</b>	Greater than 9%	100%

## Group Settlements Growth

Group Settlements Growth focuses on growing sales revenue and the creation of new yielding rental contracts across the Group, from INA and the Development Joint Venture with Sun Communities. The average annual growth in settlements, for the Group and the Development Joint Venture, is measured over a 3-year period ending on 30 June 2026. The relevant metric is Settlements Growth for the period FY23 to FY26, with the FY23 base year Settlements being 364.

Vesting levels are:

	The Group Settlements Growth	% of FY24 LTIP Rights that vest
<b>At or Below Threshold</b>	5% average annual growth over 3 years from base year (being 30 June 2023)	Nil
<b>Between Threshold and Maximum</b>	Between 5 to 10% average annual growth	10% plus an additional amount progressively vesting on a straight-line basis between Threshold and Maximum
<b>Maximum</b>	>10% average annual growth	100%

## Security Holder approval – ASX Listing Rules

ASX Listing Rule 10.14 requires Security Holder approval before a Director such as Mr Owen can acquire securities or rights to securities under an employee incentive scheme. Approval from Security Holders is being sought to grant Rights to Mr Owen under the Ingenia Communities Group Rights Plan in respect of the period immediately following this AGM, with any FY24 Rights to be issued within 12 months after the date of this AGM.

## Information required by ASX Listing Rule 10.15

ASX Listing Rule 10.15 requires the following additional information to be disclosed in relation to the Rights to be granted to Mr Owen under the Rights Plan:

### i. Number of Rights and Stapled Securities

The number of Rights that may be granted to Mr Owen within 12 months of this AGM is the sum of the FY24 Fixed Remuneration Rights, maximum FY24 STIP Rights and FY24 LTIP Rights to be granted. The FY24 Fixed Remuneration Rights, maximum FY24 STIP Rights and FY24 LTIP Rights are calculated as follows:

Fixed Remuneration Rights to be granted: \$240,000 divided by the VWAP of Stapled Securities for the 30 days prior to 1 October 2023.

Maximum FY24 STIP Rights\* to be granted: \$733,333 divided by the VWAP of Stapled Securities for the 30 days prior to the grant date (expected to be 1 October 2024).

Maximum LTIP Rights to be granted: \$1,100,000 divided by the VWAP of Stapled Securities for the 30 days prior to 1 October 2023.

\* In addition, the FY24 STIP Award also includes the FY24 STIP Cash Award being a cash component of up to a maximum of \$366,667.

The VWAP of Stapled Securities for the 30 days prior to 1 October 2023 was \$4.2195, therefore 56,879 FY24 Fixed Remuneration Rights would be granted.

For example, if the VWAP of Stapled Securities for the 30 days prior to the grant date (which is expected to be 1 October 2024) was \$4.2195 and the Board determined that Mr Owen was entitled to the full two-thirds of his FY24 STI Award, then 173,797 FY24 STIP Rights would be granted.

The VWAP of Stapled Securities for the 30 days prior to 1 October 2023 was \$4.2195, therefore 260,695 FY24 LTIP Rights would be granted. After the grant of Rights, the number of Stapled Securities that Mr Owen may receive from the end of the vesting period on the exercise date will be determined having regard to the satisfaction of the relevant Conditions. The maximum period within which Rights can be exercised is 15 years from the date of grant. Rights cannot be exercised unless they have vested.

On vesting of the Rights, the Board retains discretion to decide on or around the vesting day whether entitlements to Stapled Securities will be equity settled or cash settled.

### ii. Price for each Right (and the price for each Stapled Security that vests)

No payment for the issue, vesting or exercise of the Rights is required to be made by Mr Owen.

### iii. Total number of Stapled Securities that have previously been issued to Mr Owen under the Rights Plan

Mr Owen has previously been issued with the following Rights under the Rights Plan:

	No. Granted <sup>1</sup>	Lapsed	Unvested	No. Vested <sup>2</sup>	Exercised
<b>Fixed Remuneration Rights</b>	100,015	-	-	100,015	-
<b>STIP Rights</b>	678,101 <sup>3</sup>	-	-	678,101	358,605
<b>LTIP Rights</b>	1,424,450	507,126	323,755	593,569	200,000

1 Rights previously issued to Mr Owen under the Rights Plan are subject to a Rights Conversion Formula, pursuant to which the number of Rights at vesting is adjusted. The number of Rights issued to Mr Owen is accordingly subject to adjustment in accordance with the Rights Conversion Formula.

2 For each Right that has vested and been exercised, Mr Owen received one Stapled Security or was cash settled.

3 This excludes the number of FY23 STIP Rights that may be issued to Mr Owen prior to the date of the AGM (previously approved at the 2022 AGM), being 96,588.

Mr Owen has not paid any acquisition price to acquire these Rights, or the underlying Stapled Securities on vesting and exercise.



# Notice of Annual General Meeting

Ingenia Communities Group

## iv. Persons who are entitled to participate in the Rights Plan

The eligible participants under the Rights Plan are employees of the Group, or others who are determined by the Board to be eligible participants for the purposes of the Rights Plan.

Current participants in the Rights Plan are Mr Simon Owen (Managing Director and CEO), senior executives and other eligible employees as determined by the Remuneration and Nomination Committee from time to time. The granting of the Rights to senior executives and eligible employees other than Mr Owen did not require Security Holder approval. If the Resolution in Item 5 is approved, the details of any Rights issued to Mr Owen will be published in the annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

The Board may agree that other nominated members of the executive management team may participate in the Rights Plan for the year ending 30 June 2024 in terms of both the deferred equity STI and LTI.

Mr Owen is the only person referred to in ASX Listing Rule 10.14 who is eligible to participate in the Rights Plan as the eligibility for Non-Executive Directors to participate has been removed. However, any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate under the Rights Plan after the Resolution in Item 5 is approved and who are not named in this Notice will not participate in the Rights Plan until approval is obtained under ASX Listing Rule 10.14.

## v. Material terms of the Rights Plan

The material terms of the Rights Plan have been included under Item 4 (pages 8 - 10) of this Notice of Meeting.

## vi. Summary of the material terms of any loan to Mr Owen

No loans have been made to Mr Owen.

### *Directors' Recommendation*

The Board unanimously (other than Mr Owen) recommends that Security Holders vote in favour of the Resolution in Item 5.

### *Voting Exclusion Statement*

The Company will disregard any votes cast on the Resolution in Item 5 by or on behalf of:

- Mr Simon Owen;
- Any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Rights Plan; or
- Any associate of any such persons.

However, this does not apply to a vote cast in favour of the Resolution in Item 5 by:

- A person as proxy or attorney for a person who is entitled to vote on the Resolution in Item 5, in accordance with directions given to the proxy or attorney to vote on the Resolution in Item 5 in that way; or
- The Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution in Item 5, in accordance with a direction given to the Chairman to vote on the resolution in Item 5 as the Chairman decides; or
- A Security Holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - The beneficiary provides written communication to the Security Holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution in Item 5; and
  - The Security Holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

In addition, no KMP of the Company or a Closely Related Party of such a member may vote as a proxy on the Resolution in Item 5 unless:

- The person votes as a proxy appointed by writing that specifies how the person is to vote on the Resolution in Item 5; or
- The person is the Chairman and votes as a proxy appointed by writing that authorises the Chairman to vote on the Resolution in Item 5 even though the Resolution is connected directly or indirectly with the remuneration of Key Management Personnel of the Company.

## GLOSSARY

**AGM or Annual General Meeting** means the meetings of the shareholders in the Company and the unitholders in the Fund and the Trust convened by this Notice.

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**Associate** has the meaning given to that term in sections 10 and 11 and sections 13 to 17 of the Corporations Act.

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**ASX** means ASX Limited ACN 008 624 691.

---

**ASX Listing Rules** means the Listing Rules of ASX, as amended or replaced from time to time except to the extent of any express written waiver by ASX.

---

**ASX Principles** means the Corporate Governance Principles and Recommendations (4th edition) of the ASX Corporate Governance Council.

---

**Board** means the Board of Directors of the Company.

---

**Closely Related Party** has the meaning given in section 9 of the Corporations Act.

---

**Company** means Ingenia Communities Holdings Limited (ACN 154 444 925).

---

**Conditions** means one or more conditions contingent on performance, service, or time elapsed since grant which must be satisfied before a Right vests, as determined by the Board.

---

**Constitution** means the Constitution of the Company, the Trust, or the Fund as the context requires.

---

**Corporations Act** means the *Corporations Act 2001* (Cth).

---

**Director** means a director of the Company.

---

**Entitlement Time** means 7.00 p.m. (Sydney time) on Wednesday 15 November 2023.

---

**Explanatory Notes** means the Explanatory Notes accompanying this Notice.

---

**Fund** means Ingenia Communities Fund (ARSN 107 459 576).

---

**FY** means financial year. For example, FY23 means the financial year ending 30 June 2023.

---

**Group or INA** means the Ingenia Communities Group (ASX: INA), a stapled vehicle made up of a Share in the Company, a Unit in the Trust, and a Unit in the Fund.

---

**Index** means ASX 200 A-REIT index total return.

---

**Ingenia** means the Ingenia Communities Group (ASX: INA), a stapled vehicle made up of a Share in the Company, a Unit in the Trust, and a Unit in the Fund.

---

**Item** means an item of business at the AGM of which notice has been given by this Notice, including any Resolution as set out in this Notice, as the context requires.

---

**Key Management Personnel** (or **KMP**) has the meaning given in section 9 of the Corporations Act.

---

**Key Performance Indicators** or **KPIs** means performance conditions applicable to the vesting of Rights.

---

**LTI** means long-term incentive.

---

**LTIP** means long-term incentive Rights issued under the Rights Plan.

---

**Notice** means this notice of AGM and includes the Explanatory Notes and the Proxy Form.

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# Notice of Annual General Meeting

Ingenia Communities Group

**Proxy Deadline** means 11.30am (Sydney time) on Wednesday 15 November 2023.

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**Proxy Form** means the proxy form accompanying this Notice.

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**Remuneration Report** means the remuneration report set out in the Directors' Report section of the Company's annual financial report for the year ended 30 June 2023.

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**Resolution** means a resolution that is proposed in this Notice will be put to Security Holders.

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**Responsible Entity** means Ingenia Communities RE Limited (ACN 154 464 990), the responsible entity of the Fund and the Trust.

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**Rights** mean fixed remuneration rights, talent rights grant, short-term incentive rights or long-term incentive rights to acquire a Stapled Security issued under the Rights Plan.

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**Rights Plan** means the Ingenia Communities Group Rights Plan adopted by the Board on 23 May 2014 and amended on 4 May 2016, 10 September 2020 and 22 June 2023.

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**Security Holder** means a holder of a Stapled Security.

---

**Share** means a fully paid ordinary share in the capital of the Company.

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**Stapled Security** means one stapled security in the Group comprised of a Share, a Unit in the Fund, and a Unit in the Trust.

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**STI** means short-term incentive.

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**STIP** means short-term incentive Rights issued under the Rights Plan.

---

**Trust** means the Ingenia Communities Management Trust (ARSN 122 928 410).

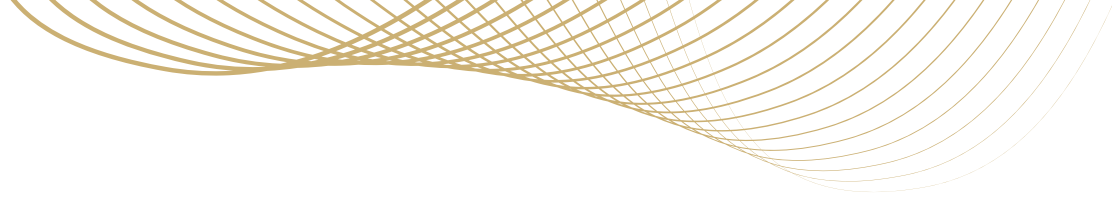
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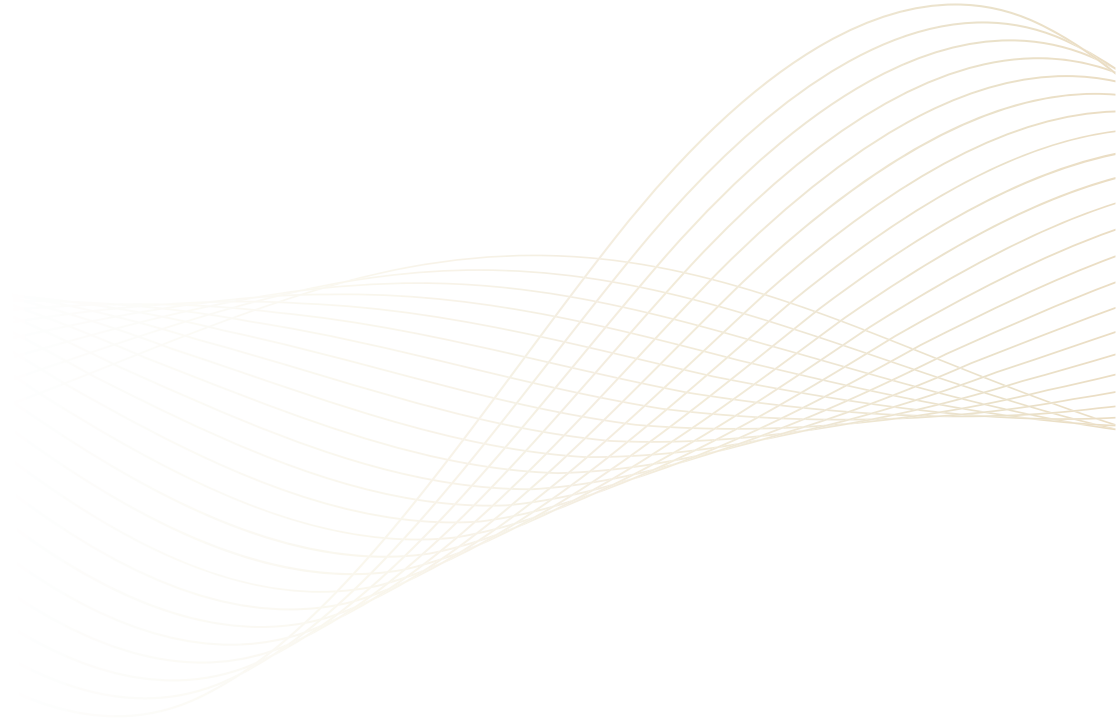
**Unit** means a unit in the Trust or Fund.

---

**VWAP** means the 30 day volume-weighted average price of Stapled Securities.

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# Ingenia

**Ingenia Communities Group**

Level 3, 88 Cumberland St, The Rocks NSW 2000

**T.** 1300 132 946

**E.** [investor@ingeniacommunities.com.au](mailto:investor@ingeniacommunities.com.au)

**[www.ingeniacommunities.com.au](http://www.ingeniacommunities.com.au)**

**INGENIA COMMUNITIES GROUP**

INGENIA COMMUNITIES HOLDINGS LIMITED (ACN 154 444 925)  
 INGENIA COMMUNITIES MANAGEMENT TRUST (ARSN 122 928 410)  
 INGENIA COMMUNITIES FUND (ARSN 107 459 576)  
 RESPONSIBLE ENTITY:  
 INGENIA COMMUNITIES RE LIMITED (ACN 154 464 990)

**LODGE YOUR VOTE**

-  **ONLINE**  
www.linkmarketservices.com.au
-  **BY MAIL**  
Ingenia Communities Group  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia
-  **BY FAX**  
+61 2 9287 0309
-  **BY HAND**  
Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150
-  **ALL ENQUIRIES TO**  
Telephone: 1300 554 474      Overseas: +61 1300 554 474



**X99999999999**

**PROXY FORM**

I/We being a Securityholder(s) of Ingenia Communities Group ("the Group") and entitled to attend and vote hereby appoint:

**APPOINT A PROXY**

**the Chairman of the Meeting (mark box)**      **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Group to be held at **11:30am (Sydney time) on Friday, 17 November 2023 at the Shangri La Hotel, 176 Cumberland Street, The Rocks, Sydney (the Meeting)** and at any postponement or adjournment of the Meeting.


**Important for Resolutions 2, 4 & 5:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2, 4 & 5, even though the relevant Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

**VOTING DIRECTIONS**

**Proxies will only be valid and accepted by the Group if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .**

Items	For	Against	Abstain*		For	Against	Abstain*
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4 Approval to issue securities under the Ingenia Communities Group Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.1 Re-election of Ms Pippa Downes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Remuneration and incentives for Mr Simon Owen (CEO)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.2 Re-election of Mr Greg Hayes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3.3 Re-election of Ms Amanda Heyworth	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 \* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

**SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED**

Securityholder 1 (Individual)      Joint Securityholder 2 (Individual)      Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary      Director/Company Secretary (Delete one)      Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



## HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this Form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either securityholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:30am (Sydney time) on Wednesday, 15 November 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your securityholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Ingenia Communities Group  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

\*during business hours Monday to Friday (9:00am - 5:00pm)

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**



**INGENIA COMMUNITIES GROUP**

INGENIA COMMUNITIES HOLDINGS LIMITED (ACN 154 444 925)  
INGENIA COMMUNITIES MANAGEMENT TRUST (ARSN 122 928 410)  
INGENIA COMMUNITIES FUND (ARSN 107 459 576)  
RESPONSIBLE ENTITY:  
INGENIA COMMUNITIES RE LIMITED (ACN 154 464 990)

**LODGE YOUR QUESTIONS**

**ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

**BY MAIL**  
Ingenia Communities Group  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

**BY FAX**  
+61 2 9287 0309

**BY HAND**  
Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150; or  
Level 12, 680 George Street, Sydney NSW 2000

**ALL ENQUIRIES TO**  
Telephone: 1300 554 474      Overseas: +61 1300 554 474



**X999999999999**

Please use this form to submit any questions about Ingenia Communities Group (“the Group”) that you would like us to respond to at the Group’s 2023 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting. If your question is for the Group’s auditor it should be relevant to the content of the Auditor’s Report, or the conduct of the audit of the Financial Report.

This form must be received by the Group’s security registrar, Link Market Services Limited, by **Friday, 10 November 2023** for questions for the Group’s auditor.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised security holder topics as possible and, where appropriate, will give a representative of the Group’s auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to security holders.

**My question relates to *(please mark the most appropriate box)***

- |   |  |   |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report              | <input type="checkbox"/> Sustainability/Environment        | <input type="checkbox"/> Other              |
| <input type="checkbox"/> My question is for the auditor   | <input type="checkbox"/> Future direction                  |   |

Blank area for writing the question.

- |   |  |   |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report              | <input type="checkbox"/> Sustainability/Environment        | <input type="checkbox"/> Other              |
| <input type="checkbox"/> My question is for the auditor   | <input type="checkbox"/> Future direction                  |   |

Blank area for writing the question.

**QUESTIONS**