# Appendix 3B

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

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

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

Name of entity

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

ABN

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

We (the entity) give ASX the following information.

## Part 1 - All issues

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

| 1 | ⁺Class of ⁺securities issued or to be issued | Fully paid Ingenia stapled securities (each comprising of one ordinary share in the Company, one ordinary unit in the Trust and one ordinary unit in the Fund (each a **Stapled Security**)). |
|---|---|---|

+ See chapter 19 for defined terms.

| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | As described in documents lodged with ASX on 24 September 2014:<br>1. Up to 100,700,734 Stapled Securities will be issued under an institutional placement (**Placement**); and<br>2. Up to 97,269,120 Stapled Securities will be issued under an accelerated non-renounceable pro-rata entitlement offer (**Entitlement Offer**) (subject to the reconciliation of securityholder entitlements and the effect of rounding),<br><br>(together, the **Equity Raising**). |
|---|---|---|
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | The new Stapled Securities to be issued under the Placement and Entitlement Offer will be issued on the same terms as existing Ingenia Stapled Securities. |
| 4 | Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?<br><br>If the additional +securities do not rank equally, please state:<br>• the date from which they do<br>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment<br>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | The new Stapled Securities to be issued under the Placement and Entitlement Offer will rank equally with existing Ingenia Stapled Securities on issue. |
| 5 | Issue price or consideration | $0.45 per new Stapled Security (under both the Placement and Entitlement Offer respectively). |
| 6 | Purpose of the issue<br>(If issued as consideration for the acquisition of assets, clearly identify those assets) | The proceeds of the Equity Raising will be used for the purpose of funding Lifestyle Park acquisitions. |

| 6a | Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h *in relation to the +securities the subject of this Appendix 3B*, and comply with section 6i | No |
|---|---|---|
| 6b | The date the security holder resolution under rule 7.1A was passed | Not applicable. |
| 6c | Number of +securities issued without security holder approval under rule 7.1 | Not applicable. |
| 6d | Number of +securities issued with security holder approval under rule 7.1A | Not applicable. |
| 6e | Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting) | Not applicable. |
| 6f | Number of +securities issued under an exception in rule 7.2 | Not applicable. |
| 6g | If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation. | Not applicable. |
| 6h | If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements | Not applicable. |
| 6i | Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements | Not applicable. |

| 7 | +Issue dates | 9 October 2014 for new Stapled Securities issued under the Placement, the institutional component of the Entitlement Offer (**Institutional Entitlement Offer**) and for new Stapled Securities in respect of which valid acceptances have been received by 5.00pm (AEST) on 2 October 2014 (**Early Retail Entitlement Offer**) under the retail component of the Entitlement Offer (**Retail Entitlement Offer**). |
|---|---|---|

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

22 October 2014 under the Retail Entitlement Offer.

| 8 | Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable) | Number | +Class |
|---|---|---|---|
| | | After the completion of the Equity Raising, there will be 878,853,694 Stapled Securities on issue (based on the number of Stapled Securities on issue as at the date of this Appendix 3B and the number of Stapled Securities to be issued under the Equity Raising subject to the effects of rounding). | Fully paid Stapled Securities |

| 9 | Number and +class of all +securities not quoted on ASX (*including* the +securities in section 2 if applicable) | Number | +Class |
|---|---|---|---|
| | | 7,558,000 | Unlisted Performance Quantum Rights |

| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | No change |
|---|---|---|

# Part 2 - Pro rata issue

| 11 | Is security holder approval required? | No. |
|---|---|---|

| 12 | Is the issue renounceable or non-renounceable? | Non-renounceable. |
|---|---|---|
| 13 | Ratio in which the +securities will be offered | 1 new Stapled Security for every 7 Stapled Securities held on the Entitlement Offer record date. |
| 14 | +Class of +securities to which the offer relates | Stapled Securities |
| 15 | +Record date to determine entitlements | 7pm on 29 September 2014 |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | No |
| 17 | Policy for deciding entitlements in relation to fractions | When fractions arise in the calculation of entitlements, they will be rounded down to the nearest whole number. |
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents<br><br>Note: Security holders must be told how their entitlements are to be dealt with.<br><br>Cross reference: rule 7.7. | All countries other than Australia or New Zealand and any other jurisdictions into which it is decided to make offers. |
| 19 | Closing date for receipt of acceptances or renunciations | 5pm (AEST) on 24 September 2014 (Institutional Entitlement Offer close).<br><br>5pm (AEST) on 2 October 2014 (Early Retail Entitlement Offer close).<br><br>5pm (AEST) on 15 October 2014 (Retail Entitlement Offer close). |

| 20 | Names of any underwriters | Morgans Corporate Limited and Petra Capital Pty Ltd are the Joint Lead Managers and Underwriters to the Placement and Entitlement Offer. |
|----|---------------------------|----------------------------------------------------------------------------------------------------------------------------------------|
| 21 | Amount of any underwriting fee or commission | Morgans Corporate Limited and Petra Capital Pty Ltd will be paid an underwriting fee of 3.4% of the proceeds of the Placement and Entitlement Offer. |
| 22 | Names of any brokers to the issue | Not applicable. |
| 23 | Fee or commission payable to the broker to the issue | Not applicable. |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders | Not applicable. |
| 25 | If the issue is contingent on security holders' approval, the date of the meeting | Not applicable. |
| 26 | Date entitlement and acceptance form and offer documents will be sent to persons entitled | 1 October 2014 |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | Not applicable. |
| 28 | Date rights trading will begin (if applicable) | Not applicable. |
| 29 | Date rights trading will end (if applicable) | Not applicable. |
| 30 | How do security holders sell their entitlements *in full* through a broker? | Not applicable. |
| 31 | How do security holders sell *part* of their entitlements through a broker and accept for the balance? | Not applicable. |

| 32 | How do security holders dispose of their entitlements (except by sale through a broker)? | Not applicable. |
|----|---|---|
| 33 | ⁺Issue date | Refer to Item 7 of this Appendix 3B. |

# Part 3 - Quotation of securities

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

34     Type of ⁺securities
        (*tick one*)

(a)    ☑    ⁺Securities described in Part 1

(b)    ☐    All other ⁺securities

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

## Entities that have ticked box 34(a)

### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

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

36    ☐    If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
           1 - 1,000
           1,001 - 5,000
           5,001 - 10,000
           10,001 - 100,000
           100,001 and over

37    ☐    A copy of any trust deed for the additional ⁺securities

## Entities that have ticked box 34(b)

| 38 | Number of +securities for which +quotation is sought | |
|----|----|----|

| 39 | +Class of +securities for which quotation is sought | |
|----|----|----|

| 40 | Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?<br><br>If the additional +securities do not rank equally, please state:<br>• the date from which they do<br>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment<br>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | |
|----|----|----|

| 41 | Reason for request for quotation now<br><br>Example: In the case of restricted securities, end of restriction period<br><br>(if issued upon conversion of another +security, clearly identify that other +security) | |
|----|----|----|

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

**Quotation agreement**

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

2       We warrant the following to ASX.

- The issue of the <sup>+</sup>securities to be quoted complies with the law and is not for an illegal purpose.

- There is no reason why those <sup>+</sup>securities should not be granted <sup>+</sup>quotation.

- An offer of the <sup>+</sup>securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

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

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any <sup>+</sup>securities to be quoted and that no-one has any right to return any <sup>+</sup>securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the <sup>+</sup>securities be quoted.

- If we are a trust, we warrant that no person has the right to return the <sup>+</sup>securities to be quoted under section 1019B of the Corporations Act at the time that we request that the <sup>+</sup>securities be quoted.

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

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

Sign here: _____        Date: 26 September 2014

                    Company Secretary

Print name:        Leanne Ralph

# Appendix 3B – Annexure 1

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

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

## Part 1

| Rule 7.1 – Issues exceeding 15% of capital | |
|---|---|
| **Step 1: Calculate "A", the base figure from which the placement capacity is calculated** | |
| **Insert** number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue | |
| **Add** the following:<br><br>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2<br><br>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval<br><br>• Number of partly paid +ordinary securities that became fully paid in that 12 month period<br><br>*Note:*<br>• *Include only ordinary securities here – other classes of equity securities cannot be added*<br>• *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed*<br>• *It may be useful to set out issues of securities on different dates as separate line items* | |
| **Subtract** the number of fully paid +ordinary securities cancelled during that 12 month period | |
| **"A"** | |

| Step 2: Calculate 15% of "A" | |
| --- | --- |
| **"B"** | 0.15<br><br>*[Note: this value cannot be changed]* |
| **Multiply** "A" by 0.15 | |

| Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used | |
| --- | --- |
| **Insert** number of +equity securities issued or agreed to be issued in that 12 month period *not counting* those issued:<br><br>• Under an exception in rule 7.2<br><br>• Under rule 7.1A<br><br>• With security holder approval under rule 7.1 or rule 7.4<br><br>*Note:*<br>• *This applies to equity securities, unless specifically excluded – not just ordinary securities*<br>• *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed*<br>• *It may be useful to set out issues of securities on different dates as separate line items* | |
| **"C"** | |

| Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1 | |
| --- | --- |
| "A" x 0.15<br><br>*Note: number must be same as shown in Step 2* | |
| **Subtract** "C"<br><br>*Note: number must be same as shown in Step 3* | |
| **Total** ["A" x 0.15] – "C" | *[Note: this is the remaining placement capacity under rule 7.1]* |

# Part 2

| Rule 7.1A – Additional placement capacity for eligible entities | |
|---|---|
| **Step 1: Calculate "A", the base figure from which the placement capacity is calculated** | |
| **"A"**<br><br>*Note: number must be same as shown in Step 1 of Part 1* | |
| ***Step 2: Calculate 10% of "A"*** | |
| **"D"** | 0.10<br><br>*Note: this value cannot be changed* |
| ***Multiply*** "A" by 0.10 | |
| ***Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used*** | |
| ***Insert*** number of ⁺equity securities issued or agreed to be issued in that 12 month period under rule 7.1A<br><br>*Notes:*<br>• *This applies to equity securities – not just ordinary securities*<br>• *Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed*<br>• *Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained*<br>• *It may be useful to set out issues of securities on different dates as separate line items* | |
| **"E"** | |

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