



5 May 2017

Dear Securityholder,

INGENIA COMMUNITIES GROUP (ASX: INA)

\$74.0 MILLION PLACEMENT AND ACCELERATED NON-RENOUCEABLE ENTITLEMENT OFFER

On 3 May 2017, Ingenia Communities Group (comprising Ingenia Communities RE Limited ACN 154 464 990 as responsible entity for Ingenia Communities Fund ARSN 107 459 576 (**Fund**) and Ingenia Communities Management Trust ARSN 122 928 410 (**Trust**) and Ingenia Communities Holdings Limited ACN 154 444 925 (**Company**)) (**Ingenia**), announced an institutional placement and accelerated non-renounceable entitlement offer (**Entitlement Offer**) of new Ingenia stapled securities (**Offer Securities**), each comprising one ordinary share in the Company, one ordinary unit in the Trust and one ordinary unit in the Fund, to raise approximately \$74.0 million.

This letter is to inform you of the Entitlement Offer, and to explain why you will not be able to subscribe for Offer Securities under it. This letter is not an offer to issue Offer Securities to you, nor an invitation for you to apply for Offer Securities. You are not required to do anything in response to this letter.

The Entitlement Offer and use of proceeds

The Entitlement Offer comprises an offer to eligible institutional securityholders (**Institutional Entitlement Offer**) and an offer to eligible retail securityholders (**Eligible Retail Securityholders**) (**Retail Entitlement Offer**) to participate at the same offer price of \$2.60 per Offer Security and offer ratio of one Offer Security for every eleven existing Ingenia stapled securities held at 7.00pm (AEST) on 5 May 2017 (**Record Date**).

The proceeds from the Entitlement Offer will be used to acquire additional lifestyle communities and provide additional development capital.

Eligibility criteria

Eligible Retail Securityholders are those persons who are a holder of existing Ingenia stapled securities as at 7.00pm (AEST) on the Record Date and who:

- have a registered address in Australia and New Zealand;
- are not in the United States and are not a U.S. Person and are not acting for the account or benefit of a U.S. Person;
- did not receive an offer to participate (other than as nominee, in respect of other underlying holdings) in the Institutional Entitlement Offer; and
- are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without a prospectus, disclosure document, product disclosure statement or any lodgment, filing, registration or qualification.

Securityholders who are not Eligible Retail Securityholders and who did not participate in the Institutional Entitlement Offer are Ineligible Securityholders.

The restrictions upon eligibility to participate in the Entitlement Offer arise because of the legal and regulatory requirements in countries other than Australia and New Zealand and the potential costs of complying with these legal and regulatory requirements compared with the relatively small number of securityholders in those countries and the relatively low number and value of Offer Securities to which they would otherwise be entitled. Accordingly, Ingenia has determined, pursuant to ASX Listing Rule 7.7.1(a), that it would be unreasonable to make offers to securityholders outside of Australia and New Zealand (with certain exceptions that do not apply to you).

Unfortunately, according to our records, you do not satisfy the eligibility criteria for an Eligible Retail Securityholder stated above. Accordingly, in compliance with ASX Listing Rule 7.7.1(b), Ingenia wishes to advise you that it will not be extending the Retail Entitlement Offer to you and you will not be able to subscribe for Offer Securities under the Retail Entitlement Offer. You will not be sent the documents relating to the Entitlement Offer.

You are not required to do anything in response to this letter.

For further information on the Entitlement Offer or if you believe that you are an Eligible Retail Securityholder, please call the Ingenia Securityholder Information Line on [1300 880 467 (Australia) or +61 1300 880 467 (International callers)] from 8.30am to 5.30pm (Sydney time) Monday to Friday. If you have any further questions, you should contact your stockbroker, accountant or other professional adviser.

On behalf of the Boards of Ingenia, I thank you for your continued support.

Yours faithfully

Ingenia Communities Group



Leanne Ralph
Company Secretary

Important information

This letter is not an offer or an invitation to acquire Ingenia stapled securities or any other financial products and is not a prospectus, product disclosure statement or other offering document under Australian law or any other law. It is for information purposes only. This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account of benefit of, any 'U.S. Person' (as defined in Regulation S under the U.S. Securities Act of 1933, as amended (Securities Act) (U.S. Person)). Ingenia stapled securities have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States or to any US Person without being so registered or pursuant to an exemption from registration.

This letter is not financial advice or a recommendation to acquire Ingenia stapled securities and has been prepared without taking into account the objectives, financial situation or needs of individuals. Before making an investment decision prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs and seek such legal, financial and/or taxation advice as they deem necessary or appropriate to their jurisdiction.