

## ASX / Media Release

6 May 2020

Ingenia Communities Group (ASX:INA) announces that further to its ASX Announcement on 30 April 2020, the Security Purchase Plan (SPP) is now open for Eligible Ingenia Security Holders to apply for up to \$30,000 of fully paid Ingenia Communities Group securities.

Information relating to the SPP, as attached, will be sent to Eligible Security Holders today.

**ENDS**

***Approved for lodgement by the Chairman.***

**For further information please contact:**

Donna Byrne  
General Manager Investor Relations  
P 02 8263 0507  
M 0401 711 542

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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).

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## Chairman's Letter

6 May 2020

Dear security holder,

I am pleased to offer Eligible Security Holders an opportunity to participate in a Security Purchase Plan (**SPP**), which was announced to the Australian Securities Exchange (ASX) on 30 April 2020, in conjunction with a Placement to institutional investors.

The non-underwritten SPP follows the successful completion of a \$150 million Placement announced on 30 April 2020, comprising a \$135 million underwritten Institutional Placement (completed 1 May 2020) and a \$15 million Conditional Placement to Sun Communities, Inc (subject to receipt of a waiver from ASX). The Institutional Placement securities were issued at \$3.45 per security (the **Placement Price**), which represented a 6.5% discount to the last close on 29 April 2020 of \$3.69 and a 5.0% discount to the 5-day volume-weighted average price (**VWAP**) to 29 April 2020, of \$3.63.

### Use of proceeds

The funds raised via the Placement and SPP will be used to grow the Group's asset base, in line with Ingenia's strategic objectives. Ingenia has a proven track record of securing and integrating acquisitions and will initially pay down debt, increasing the Group's ability to withstand additional downside risks and providing funding flexibility to take advantage of attractive opportunities as they emerge.

Ingenia has a strong acquisitions pipeline and is already well progressed on acquisitions totalling \$60 million which are anticipated to complete over the 2020 calendar year. The Group expects to prudently employ the remaining capital over the next 12 – 18 months.

Further details on the Placement, an update on Ingenia's operations and a summary of some of the key risks of an investment in Ingenia can be found in the investor presentation lodged with ASX on 30 April 2020 (available at [www.ingeniacommunities.com.au](http://www.ingeniacommunities.com.au)).

### Details of the offer under the SPP

Under the SPP, Eligible Security Holders have the opportunity to apply for up to \$30,000 of fully paid ordinary securities in Ingenia Communities Group (INA) (**New Securities**), without incurring any brokerage or other transaction costs. The issue price of New Securities under the SPP will be the lower of the **Placement Price** of \$3.45 per security or the VWAP of Ingenia securities traded on the ASX over the five trading days up to (and including) the closing date of the SPP, discounted by 2%. New Securities issued under the Placement and SPP will rank equally with existing fully paid ordinary securities.

Participation in the SPP is optional and is open to all Eligible Security Holders, being existing Ingenia security holders who held securities as at the record date of 7.00pm (AEST) on Wednesday 29 April 2020 and whose registered address is in Australia or New Zealand. Ingenia has determined that it is not practical to extend the SPP to security holders in other jurisdictions.

The SPP is not underwritten. Ingenia is targeting to raise up to \$25 million under the SPP. Ingenia may, in its absolute discretion, increase this amount in order to prevent the need for a scale back should total demand under the SPP exceed \$25 million. Ingenia will use its best endeavours to ensure that SPP participants have a reasonable opportunity to participate equitably in the overall equity raising. Accordingly, any scale back arrangements will be applied on a pro rata basis to all participants having regard to their existing security holdings. In the event of a scale back, you may be allocated New Securities to a value that is less than the parcel you applied for. Your right to participate in the SPP is not transferable.

The SPP will open on Wednesday, 6 May 2020 and is currently scheduled to close at 5.00pm (Sydney time) on Friday, 29 May 2020. Further information on the SPP can be found in the attached Application Form and Terms and Conditions or through the Ingenia Communities Offer Information Line on 1800 425 578. You should read the Application Form and Terms and Conditions carefully and consult your financial or other professional adviser before making any decision whether to participate in the SPP.

On behalf of the Board, I invite you to consider participating in the SPP.

Yours sincerely

A handwritten signature in black ink, appearing to read "James Hazel".

James Hazel  
Chairman

## Offer Details and Timetable

<b>Issue Price</b>	The lower of: <ul style="list-style-type: none"> <li>• The Placement Price of \$3.45; and</li> <li>• 2% discount to the VWAP of Ingenia securities traded on the Australian Securities Exchange (ASX) over the five trading days up to (and including) the closing date of the SPP, rounded down to the nearest cent</li> </ul>
<b>Minimum Application Amount</b>	\$500
<b>Maximum Application Amount</b>	\$30,000
<b>Permitted Application Amount</b>	Any amount between \$500 and \$30,000

<b>Event</b>	<b>Date (and time if relevant)</b>
<b>SPP Record Date</b>	7.00pm AEST, Wednesday 29 April 2020
<b>SPP Opening Date</b>	Wednesday, 6 May 2020
<b>SPP Closing Date</b>	5.00pm AEST, Friday 29 May 2020
<b>Issue of New Securities under the SPP</b>	Wednesday, 10 June 2020
<b>Normal trading of New Securities issued under the SPP</b>	Thursday, 11 June 2020

This timetable is indicative only and subject to change. Ingenia Communities Group reserves the right to amend any or all of these dates in its absolute discretion.

### Eligible Security Holders

Security holders of INA securities at 7.00pm (AEST) on 29 April 2020 whose registered address is in Australia or New Zealand.



**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)

All Registry communications to:  
Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia  
Telephone: 1800 425 578  
From outside Australia: +61 1800 425 578  
ASX Code: INA  
Website: www.linkmarketservices.com.au

**SRN/HIN:**

**Entitlement Number:**

**Record Date 7.00pm (Sydney time):** 29 April 2020

**Offer Opens:** 6 May 2020

**Offer Closes**

**5.00pm (Sydney time):**

**29 May 2020**

**SECURITY PURCHASE PLAN ("SPP") APPLICATION FORM**

**How do I apply for Stapled Securities under this offer?**

- Decide on the amount you wish to apply for.
- Pay for the Stapled Securities in accordance with the instructions outlined on this form.
  - Option 1: Paying by BPAY®.
  - Option 2: Paying by Cheque, Bank Draft or Money Order.
- Payments must be in Australian dollars.

**How many Stapled Securities can I apply for?**

Subject to the terms and conditions of the SPP set out on the reverse of this form, the Minimum Application Amount is A\$500 and the Maximum Application Amount is A\$30,000. You may apply for any amount between the Minimum Application Amount and Maximum Application. (Permitted Application Amount)

**PAYMENT OPTIONS**

**Option 1: Paying by BPAY®**

If paying by BPAY®, you do **NOT** need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be received by the Registry by BPAY® by 5.00pm (Sydney time) on 29 May 2020. By paying by BPAY®, you will be deemed to have completed an Application Form for the value of Stapled Securities the subject of your Application Payment.

If you make a payment by BPAY® and Ingenia Communities Group receives an amount which is above A\$30,000, Ingenia Communities Group will round down the number of Stapled Securities applied to the maximum number of Stapled Securities you can apply for. Your payment must not exceed the maximum of A\$30,000.



**Biller Code:** 318295

**Ref:**

**Telephone & Internet Banking – BPAY®**

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au

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**Option 2: Paying by Cheque, Bank Draft or Money Order**

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your Application Payment.

- Complete Application Amount you wish to apply for.
- Enter your cheque, bank draft or money order details. The amount of your Application Payment should be equal to the Application Amount in section A of the Acceptance Slip. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Ingenia Communities Group - SPP Offer" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for an amount that is not equal to your Application Amount Ingenia Communities Group will round down the number of Stapled Securities that you are applying for equal to your payment. Your payment must be for an amount between the minimum of A\$500 and the maximum of A\$30,000.
- Enter your contact telephone number at which we may contact you regarding your application, if necessary.

**THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE STAPLED SECURITYHOLDER AND HOLDING RECORDED ABOVE.**

*Please detach and enclose with payment*



**SRN/HIN:**

**Entitlement Number:**



**A** Application Amount: I/We wish to purchase a parcel of Stapled Securities up to the value of (Maximum value is A\$30,000)

Application Amount input field

**B** Make your cheque, bank draft or money order payable to "Ingenia Communities Group - SPP Offer" and crossed "Not Negotiable"

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A\$ .00

**C** Telephone Number – Business Hours      Telephone Number – After Hours      Contact Name

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## IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase additional Stapled Securities under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Terms and Conditions and this Important Information, before you make the Application Payment by BPAY® or you submit your Acceptance Slip with your Application Payment.
4. This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 you must complete and submit an additional Schedule that contains additional certifications and details that must be provided ("the Schedule") before your Application will be received. The Schedule can be obtained by contacting the Ingenia Communities Group SPP Offer Information Line. Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by submitting the Acceptance Slip (with a cheque, bank draft or money order) or making payment by BPAY®, you certify that the aggregate of the Application Payment paid by you for:
  - the parcel of New Stapled Securities indicated on this Application Form or BPAY® payment; and
  - any other Stapled Securities applied for by you, or which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or payment by BPAY® does not exceed A\$30,000.
7. Ingenia Communities Group reserves the right to make amendments to this Application Form where appropriate.
8. Applicants are not assured of receiving the Stapled Securities for which they have applied as Ingenia Communities Group may scale back applications in its discretion.

## TERMS AND CONDITIONS OF SECURITY PURCHASE PLAN

### Participation

All persons registered as holders of fully paid Stapled Securities of Ingenia Communities Group at the Record Date of 29 April 2020, whose address in Ingenia Communities Group's member register is in Australia or New Zealand, may participate in the SPP unless that person is, or is acting for, the account or benefit of a "U.S. Person" (as defined in Regulation S under the U.S. Securities Act of 1933 as amended). Ingenia Communities Group has determined that it is not lawful or practical for securityholders in other jurisdictions to participate in the SPP. Participation is optional and is subject to these terms and conditions and the Important Information above.

Note that the maximum parcel of A\$30,000 will apply even if a securityholder received more than one offer (whether in respect of a joint holding or because the securityholder has more than one holding under separate accounts). Ingenia Communities Group reserves the right to reject any acceptance where this rule has not been complied with.

### Pricing

The price per Stapled Security issued under this Offer is the lower of 1) A\$3.45 which is the same price as under the Placement announced by Ingenia Communities Group on 30 April 2020 and 2) the 5 day Volume Weighted Average Price (VWAP) of Ingenia Securities traded on the ASX, up to and including the offer closing date, discounted by 2% and then rounded down to the nearest cent. The market price of securities in Ingenia Communities Group may rise or fall between the date of this Offer and the date that the Stapled Securities are issued to you. This means that the price you pay for the Stapled Securities issued to you under the SPP may be less than or more than the market price of Stapled Securities on the date of issue. We recommend that you obtain your own financial advice in relation to this Offer and consider price movements of Stapled Securities prior to accepting this Offer. Your application, once made, is unconditional and may not be withdrawn even if the market price of the Stapled Securities is less than the issue price under this Offer.

### Issue of securities

Stapled Securities to be issued under the SPP will be issued on the Issue Date anticipated to be 10 June 2020. Stapled Securities issued under the SPP will rank equally in all respects with all other fully paid stapled securities in Ingenia Communities Group on the date of issue. Ingenia Communities Group will, promptly after the issue of Stapled Securities under this SPP, make application for the Stapled Securities to be listed for quotation on the official list of the ASX. If there is a rounding down of a fractional number of stapled securities, amounts of A\$2.00 or greater will be refunded to you and any remaining balance of your payment after your allotment that is less than A\$2.00 will form part of the assets of Ingenia Communities Group and will not be refunded.

### Scale Back

Ingenia Communities Group may scale back the maximum number of securities which are issued to each securityholder under this Offer. Any scale back will be applied on a pro rata basis to all participants having regard to their existing securityholding. In addition, Ingenia Communities Group may choose to issue to any person fewer securities than that person applied for under the SPP if the issue of those Stapled Securities, either alone or in conjunction with the issue of Stapled Securities under other applications received by Ingenia Communities Group, would contravene any law or the listing rules of the ASX.

### Cost of Participation

No brokerage or commissions will be payable by participants in respect of the application for, and issue of, Stapled Securities under the SPP.

### Dispute Resolution

Ingenia Communities Group may settle in any manner it thinks fit, and any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant, application, or securities and the decision of Ingenia Communities Group shall be conclusive and binding on all participants and other persons to whom the determination relates.

Ingenia Communities Group reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of Ingenia Communities Group under these conditions may be exercised by the Directors or any delegate of the Directors.

Ingenia Communities Group reserves the right to amend these terms and conditions and to suspend or terminate the SPP at any time.

## How to Lodge your Acceptance Slip and Application Payment

A reply paid envelope is enclosed for you to return your Acceptance Slip and Application Payment. No postage stamp is required if it is posted in Australia.

Your Acceptance Slip and the payment for New Stapled Securities must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Acceptance Slip attached to this Application Form. You should check the processing cut-off time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

### Mailing Address

Ingenia Communities Group  
C/- Link Market Services Limited  
GPO Box 3560  
Sydney NSW 2001

Make sure you send your Acceptance Slip and Application Payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (AEST) on 29 May 2020. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Ingenia Communities Group reserves the right not to process any Acceptance Slips and Application Payments received after the Closing Date.

**If you require information on how to complete your Acceptance Slip please contact the Ingenia Communities Group Information Line on 1800 425 578 if calling within Australia or +61 1800 425 578 if calling from outside of Australia.**