

24 September 2014

The Manager
Company Announcements Office
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

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Sydney, NSW 2000

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Dear Sir/Madam

RE: INGENIA COMMUNITIES GROUP – NOTICE UNDER PARAGRAPHS 708AA(2)(F) AND 1012DAA(2)(F) OF THE CORPORATIONS ACT 2001 (CTH) AS NOTIONALLY MODIFIED BY ASIC CLASS ORDER [CO 08/35]

This notice is given by Ingenia Communities Group (comprising Ingenia Communities Fund ARSN 107 459 576 (**Fund**), Ingenia Communities Management Trust ARSN 122 928 410 (**Trust**) and Ingenia Communities Holdings Limited ACN 154 444 925) (**Holding Company**) (**Ingenia Group**) under paragraphs 708AA(2)(f) and 1012DAA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by Australian Securities and Investments Commission Class Order [CO 08/35] (**Class Order 08/35**).

Ingenia Group has announced an equity raising of \$90 million (**Equity Raising**) by way of:

- (a) an institutional placement of up to 100.7m fully paid ordinary stapled securities comprising one unit in the Ingenia Communities Fund, one unit in the Ingenia Communities Management Trust and one share in Ingenia Communities Holdings Limited to raise \$45 million (**Placement**); and
- (b) an accelerated non-renounceable pro-rata entitlement offer (**Entitlement Offer**) of 1 fully paid ordinary stapled security (**New Stapled Security**) for every 7 Ingenia Group stapled securities held as at 7:00pm (AEST) on Monday, 29 September 2014 by eligible securityholders to raise \$45 million,

In this regard and in connection with the Entitlement Offer, Ingenia Group advises that:

- (a) the New Stapled Securities will be offered for issue without disclosure to investors under Part 6D.2 of the Corporations Act and without a Product Disclosure Statement for the New Stapled Securities being prepared;
- (b) this notice is being given under paragraphs 708AA(2)(f) and 1012DAA(2)(f) of the Corporations Act as notionally modified by Class Order [08/35];
- (c) as a disclosing entity, the Ingenia Communities RE Limited ACN 154 164 990 (**RE**), as the issuer of units in the Trust and units in the Fund (such units being component securities of each New Stapled Security), is subject to regular reporting and disclosure obligations;
- (d) as at the date of this notice, both the Holding Company and RE have complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to the Company, Trust and Fund respectively; and

- (ii) section 674 of the Corporations Act as it applies to the Holding Company, Trust and Fund respectively; and
- (e) as at the date of this notice, there is no excluded information of the type referred to in subsections 708AA(8), 708AA(9), 1012DAA(8) and 1012DAA(9) of the Corporations Act as notionally modified by Class Order 08/35; and
- (f) the potential effect the Entitlement Offer will have on the control of Ingenia Group, and the consequences of that effect, will depend on a number of factors, including investor demand and existing securityholdings. However, given the structure of the Entitlement Offer as a pro-rata issue and the fact (based on substantial holding notices that have been given to Ingenia Group and lodged with ASX on or prior to the date of this notice) that no Ingenia Group securityholder has voting power exceeding 10% of Ingenia Group's issued stapled securities, the Entitlement Offer is not expected to have any material effect or consequence on the control of Ingenia Group.

Yours sincerely,

Leanne Ralph
Company Secretary

