

NOTICE OF MEETINGS 2013

**Ingenia Communities Group Annual General Meeting
Tuesday 19 November 2013**

**Ingenia Communities Group (ASX: INA)
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)**

Notice is hereby given that the Annual General Meeting of shareholders of Ingenia Communities Holdings Limited (**IGH**) (**Company**) (**Group**) and a General Meeting of unitholders of Ingenia Communities Management Trust (**Trust**) and Ingenia Communities Fund (**Fund**) (together **Ingenia Communities Group**) will be held at The Grace Hotel, 77 York Street, Sydney on Tuesday 19 November 2013 at 1.00pm (AEDT) (**Meeting**).

The Explanatory Notes and the Proxy Form forms part of these notices.



Notice of Meetings 2013

Ingenia Communities Group AGM

GENERAL INFORMATION

As investors will know, the shares in ICH are stapled to the units of the Fund and the Trust, and are quoted jointly on ASX. As a result the securities cannot be traded separately. For this reason, the meetings for the three entities will be held together at the same place and on the same day.

The meetings for the Company, the Fund and the Trust will be conducted simultaneously 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 vote, please see the heading 'Voting options and proxies'.

Certain capitalised terms are defined in the Constitutions of the Company, the Fund and the Trust unless the context requires otherwise.

NOTICE OF GENERAL MEETING

*Ingenia Communities Management Trust
(ARSN 122 928 410)*

Ingenia Communities Fund (ARSN 107 459 576)

Ingenia Communities RE Limited (ACN 154 464 990) (**Responsible Entity**) gives notice that a meeting of the unitholders of the Ingenia Communities Management Trust (ARSN 122 928 410) and Ingenia Communities Fund (ARSN 107 459 576) will be held at The Grace Hotel, 77 York Street, Sydney on Tuesday 19 November 2013 at 1.00pm (AEDT), to transact the following business: a general discussion of the activities of the Trust and Fund.

No formal resolutions or motions are proposed to be moved at this meeting.

NOTICE OF ANNUAL GENERAL MEETING

*Ingenia Communities Holdings Limited
(ACN 154 444 925)*

Notice is given that an Annual General Meeting of the shareholders of Ingenia Communities Holdings Limited (ACN 154 444 925) will be held at The Grace Hotel, 77 York Street, Sydney on Tuesday 19 November 2013 at 1.00pm (AEDT), to transact the following business:

BUSINESS OF THE MEETING

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 year ended 30 June 2013.

Item 2: Remuneration Report

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

"To adopt the Remuneration Report for the year ended 30 June 2013."

Notes:

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

Item 3: Election of Director

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

"That Mr Rob Morrison, being a Director who was appointed by the Directors on 8 February 2013 and whose appointment as a Director expires at the conclusion of the Annual General Meeting of the Company and, being eligible, offers himself for election, be re-elected as a director of the Company."

Item 4: Re-election of Director

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

"That Mr James Hazel, being a director who is retiring in accordance with rule 74.1 of the Company's constitution and Listing Rule 14.4, and being eligible, offers himself for election, be re-elected as a director of the Company."

Item 5: Ratification of issue of Stapled Securities

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, the shareholders approve and ratify the prior allotment and issue of 66,150,000 stapled securities as outlined in the Explanatory Notes."

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

Item 6: Grant of quantum rights to Simon Owen

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

"That, approval is given for all purposes, including for the purposes of ASX Listing Rule 10.14, to the acquisition by the Managing Director and Chief Executive Officer, Simon Owen, under the Ingenia Communities Long-term Incentive Scheme of performance quantum rights no later than 12 months after the date of this meeting and the Stapled Securities on the vesting of some or all of those performance quantum rights on the terms set out in the Explanatory Notes."

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

APPOINTMENT OF CHAIR

In accordance with section 252S of the Corporations Act and the Fund and Trust Constitutions, Ingenia Communities RE Limited has appointed Mr James Hazel to act as Chair of the Meeting.

ENTITLEMENT TO VOTE

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered security holders of the Group as at 1.00pm (AEDT) on Sunday 17 November 2013 (**Entitlement Time**), subject to any applicable voting exclusion.

This means that if you are not the registered holder of a security in the Group at the Entitlement Time, you will not be entitled to attend and vote at the Meeting.

ANNUAL REPORTS

Copies of the Annual Report for Ingenia Communities Group may be accessed at our website www.ingeniacommunities.com.au and clicking on the Investor Centre tab.

VOTING OPTIONS AND PROXIES

If you do not plan to attend the meeting in person, you are encouraged to complete and return the Proxy Form which accompanies this Notice of Meeting.

Voting by Proxy

A Securityholder who is entitled to attend and vote at this meeting is entitled to appoint not more than 2 proxies to attend and vote on the security holder's behalf.

If the Securityholder appoints 2 proxies, the Securityholder 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 Securityholder's votes. If the specified proportion or number of votes exceed that which the Securityholder is entitled to, each proxy may exercise half of the Securityholder'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 Securityholder of the Group. A body corporate appointed as a Securityholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Group.

Subject to the specific proxy provisions applying to Item 2 (see below):

- If a Securityholder has not directed their proxy how to vote, the proxy may vote as the proxy determines, and
- If a Securityholder appoints the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with his voting intention as stated in this Notice of Meeting, namely in favour of each of the proposed resolutions set out in the Notice of Meeting.

Proxy Voting by the Chair

For Item 2, where the Chair is appointed as a Securityholder's proxy and that security holder has:

- Marked the Chair's box on the proxy form; and
- Has not specified the way in which the Chair is to vote on Item 2,

the Securityholder is directing the Chair to vote in accordance with the Chair's voting intentions for this item of business.

The Chair intends to vote all undirected proxies in favour of the resolutions put in the Notice of Meeting.

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Proxy Forms

To be effective, the 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 Group security registry, as an original or by facsimile, no later than 1.00pm (AEDT) on Sunday 17 November 2013 (**Proxy Deadline**).

Proxy forms may be submitted in one of the following ways:

- i. **By mail** to Link Market Services Pty Ltd using the reply paid envelope or Locked Bag A14, Sydney South NSW 1235. Please allow sufficient time so that it reaches Registries Limited by the Proxy Deadline;
- ii. **By fax** to Link Market Services Pty Ltd on +61 2 9287 0309;
- iii. **Online** via the Company's Share Registry website at www.linkmarketservices.com.au. Please refer to the Proxy Form for more information; or
- iv. **By hand** delivery to Link Market Services Pty Ltd at Level 12, 680 George Street, Sydney NSW 2000.

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

CORPORATE REPRESENTATIVES

Where a securityholding is registered in the name of a corporation, the corporate Securityholder may appoint a person to act as its representative to attend the meeting 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
- ii. a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

BY ORDER OF THE BOARD



Leanne Ralph
Company Secretary
2 October 2013

Explanatory Notes

Notes on Business

ITEM 1 – Financial Statements

As required by section 317 of the Corporations Act 2001 the financial report, directors' report and auditor's report of the Company for the most recent financial year must be laid before the meeting.

The Company's 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 Chair of the meeting will allow a reasonable opportunity at the meeting for Securityholders to ask questions about or make comments on the management of the Group. Securityholders will also be given a reasonable opportunity at the meeting to ask the Group's auditor, Ernst & Young questions about its audit report, the conduct of its audit of the Group's financial report for the year ended 30 June 2013, the preparation and content of its audit report, the accounting policies adopted by the Group in its preparation of the financial statements and the independence of Ernst & Young in relation to the conduct of the audit.

Securityholders may submit written questions to Ernst & Young to be answered at the meeting, provided the question is relevant to the content of Ernst & Young's audit report or the conduct of the audit of the Group's financial report for the year ended 30 June 2013.

Written questions must be received no later than 5.00pm (AEDT) on Tuesday 12 November 2013. Any written questions to Ernst & Young can be sent to Link Market Services, Locked Bag A14, Sydney South NSW 1235 (or by Fax: +61 2 9287 0309).

ITEM 2 – Adoption of remuneration report

In accordance with the ASX Corporate Governance Principles and Recommendations, the Company has included in its Annual Report a remuneration report for the consideration of Securityholders.

The resolution on this item of business is advisory only and does not bind the board or the Company.

The Company has designed a remuneration framework to support both a high performance culture and a team focus on adhering to agreed business objectives and directions.

The objective of the Group's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with achievement of strategic objectives and the creation of value for Securityholders, and conforms with market practice for delivery of reward.

In summary, the remuneration report in the Annual Report:

- explains the principles used for determining the nature and amount of remuneration of directors and senior managers of the Group;
- sets out remuneration details for each director and senior executives of the Group; and
- outlines service contracts of key management personnel.

Item 2: The board unanimously recommends that Securityholders vote in favour of this resolution.

ITEM 2 – Voting Exclusion

As required by the Corporations Act 2001, the Group will disregard any votes cast on Item 2 by any member of the Group's key management personnel¹ (**KMP**) or a closely related party² of any such member unless:

- i. The person votes as a proxy appointed by writing that specifies how the person is to vote on the resolution; or
- ii. The person is the Chair of the Meeting and votes as a proxy appointed by writing that authorises the Chair to vote on the resolution even though that resolution is connected with the remuneration of a member of the Group's KMP.

What this means for Securityholders: 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 Chair of the Meeting 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 Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business).

ITEM 3 – Election of Director – Mr Rob Morrison

In accordance with Clause 73.2 of the Company's constitution and ASX Listing Rule 14.4 any director appointed to fill a casual vacancy or as an additional director holds office until the next annual general meeting of Securityholders and is then eligible for re-election.

Mr Morrison was appointed as an additional Director of the Company on 8 February 2013. Mr Morrison therefore retires at this Meeting in accordance with the Constitution and being eligible, has offered himself for re-election.

Mr Morrison has extensive experience in property investment and funds management. During his 21 years at AMP, his executive roles included Head of Property for Asia Pacific and Director of Asian Investments. Mr Morrison's investment experience includes senior portfolio management roles where he managed both listed and unlisted property funds. Mr Morrison was previously an Executive Director of AMP Capital and a National Director of the Property Council of Australia. He is a founding partner and Executive Director of Barwon Investment Partners and is a Non-executive Director to the Board of Mirvac Funds Management Limited.

Item 3: The Board (other than Mr Morrison) unanimously recommends that Securityholders vote in favour of this resolution.

ITEM 4 – Re-election of Director – Mr James Hazel

In accordance with Clause 74.1 of the Company's constitution and ASX Listing Rule 14.4 an election of directors must be held at each Annual General Meeting of Securityholders. If no directors are scheduled to be elected, in accordance with the ASX Listing Rules, then at least one director must retire and be re-elected by securityholders. Normally, this would be the director (other than the Managing Director) who has held office the longest since being appointed or last being elected, or if elected on the same day, as agreed amongst themselves. Three directors have equally held office for the longest period since last being re-appointed on 4 June 2012 being Mr Jim Hazel, Ms Amanda Heyworth and Mr Philip Clark.

Mr Hazel is retiring at this Meeting in accordance with the Constitution and being eligible, has offered himself for re-election.

1. 'key management personnel' has the meaning as defined in Section 9 of the Corporations Act 2001.

2. 'closely related party' has the meaning as defined in Section 9 of the Corporations Act 2001.

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Mr Hazel has had an extensive corporate career in both the banking and retirement sectors. His retirement and village operations experience includes being Managing Director of Primelife Corporation Limited (now part of Lend Lease). Other listed company directorships include Bendigo and Adelaide Bank Limited since 2010, Cetrex Metals Limited since 2010 and Impedimed Limited since 2005. Jim also serves on the boards of Motor Accident Commission, Coopers Brewery Limited and the Council for Ageing (SA) Inc.

Item 4: The Board (other than Mr Hazel) unanimously recommends that Securityholders vote in favour of this resolution.

ITEM 5 – Ratification of issue of Stapled Securities

5.1 Background

On 27 June 2013, the Group announced the successful completion of a security placement to institutional and sophisticated investors. A total of 66,150,000 securities (**Placement Securities**) were issued.

5.2 Reasons for resolution

The issue of the Placement Securities was beneficial to the Group as the proceeds from the issue of the Placement Securities provided the Group with funding for further acquisitions in accordance with its Manufactured Home Estates (MHE) strategy.

Listing Rule 7.1 restricts the number of Equity Securities which a listed entity may issue in any 12 month period, without the approval of Securityholders, to 15% of the number of securities on issue at the start of the period, subject to certain adjustments and permitted exceptions. Listing Rule 7.4 provides that an issue of securities is deemed to have been made with Securityholder approval if Listing Rule 7.1 is not breached at the time the securities were issued and Securityholders subsequently approve the issue.

Therefore, if Securityholders ratify the prior issue of the Placement Securities pursuant to Item 5, the Group will have the flexibility to issue further Equity Securities up to the 15% limit over the next 12 month period because the Placement Securities will not be counted for the purposes of the 15% limit set out in Listing Rule 7.1.

The following information is provided to Securityholders to allow them to assess Item 5, including for the purposes of Listing Rule 7.5:

- The number of securities allotted and issued: 66,150,000.
- Issue price: The issue price was \$0.32 per stapled security.
- Terms of the Securities: The Placement Securities allotted and issued rank equally with the existing securities on issue.
- Allottees: The Placement Securities were allotted and issued to Institutional and sophisticated investors.
- Intended use of funds raised: Funds raised from the issue of the Placement Securities were used to fund acquisitions to further expand the MHE portfolio.

5.3 Voting Exclusion Statement

The Group will disregard any votes cast on Items 5 by any person who has participated in the issue of Placement Securities under this item and any associates of those persons. However the Group will not disregard a vote if it is cast by a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Item 5: The Board unanimously recommends that securityholders vote in favour of this resolution.

ITEM 6: Issue of quantum rights to Simon Owen

The terms of Mr Owen's employment contract with Ingenia Communities will entitle him to participate in the Ingenia Communities' Long-term Incentive Scheme (**LTI Scheme**). The Board has proposed that for the year ended 30 June 2014, Mr Owen be eligible for performance quantum rights pursuant to the LTI Scheme up to 60% of his fixed remuneration.

The intention of the LTI Scheme is to align long-term Securityholder returns of Ingenia Communities Group with the 'at-risk' compensation potentially payable to executive level employees and reward executives who remain in employment and perform at the required levels of performance.

For the year ended 30 June 2014, Mr Owen's remuneration comprises the following components:

- fixed remuneration, including statutory superannuation of \$600,000 per annum;
- an at-risk short term incentive of up to 40% of fixed remuneration subject to the achievement of specified targets; and
- an at-risk long term incentive of up to 60% of fixed remuneration under the LTI Scheme (**performance quantum rights**).

As disclosed in the Group's 2013 Annual Report, Remuneration Consultants Godfrey Remuneration Group were engaged to provide market benchmarking of senior executive remuneration, including for Mr Owen. GRG also made recommendations on Mr Owen's base remuneration and incentive schemes.

Performance quantum rights

The LTI Scheme provides that performance quantum rights granted to Mr Owen are subject to a vesting period of three years. This means that he will not receive any New Stapled Securities until the vesting day at the end of the vesting period. The number of Stapled Securities he may receive at the end of the vesting period is based on total Securityholder return: the higher the return, the greater the benefits. For example, if TSR is less than 26%, then Mr Owen receives no benefit. He will only receive the full benefit if TSR is 40% or more. The percentage of performance quantum rights held by Mr Owen at the end of the vesting period of three years that may be converted into Stapled Securities shall be determined in accordance with the table below:

Where Ingenia Communities' actual TSR over the vesting period is:	Percentage of Mr Owen's performance quantum rights that may vest:
Below 26% - below threshold performance	0%
26% - on threshold performance	25%
26% to 33% - between threshold and target performance	25% to 50% in the same proportion as Ingenia Communities' actual TSR
33% - on target performance	50%
Above 33% but below 40% - performance between target and stretch performance	50% - 100%, in the same proportion as Ingenia Communities' actual TSR bears to the target and stretch performance
40% or above - stretch performance	100%

Calculations of Ingenia Communities' TSR will be approved by the ICH board. These figures will be published as part of the Remuneration Report that will be disclosed to the market.

In this way, Mr Owen's benefits are aligned with the interests of Securityholders.

There are no circumstances where performance quantum rights will be vested to Mr Owen prior to the vesting day.

a. The LTI Scheme

The LTI Scheme encompasses two types of security rights: performance quantum rights and retention quantum rights. There are no retention quantum rights to be issued for the year ended 30 June 2014.

Performance quantum rights vest based on Ingenia Communities' performance (as measured by total Unitholder returns (**TSR**)). The objective of the LTI Scheme is to align long-term Securityholder returns with the 'at risk' compensation payable to executive level employees at equivalent organisations to Ingenia.

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Termination of employment

If Mr Owen's employment is terminated for cause, then Mr Owen loses the benefit of his unvested quantum rights.

If Mr Owen resigns other than due to his illness or for a "good reason event" (which means, for example, if the business significantly changes his reporting structure or diminishes the scope of his duties or responsibilities), then this will also lead to the forfeiture of his unvested quantum rights unless the ICH board exercises its discretion to allow otherwise (though such an exercise of this discretion may be subject to Securityholder approval).

If Mr Owen's employment ends for any other reason, he will retain his quantum rights already granted (except those granted in the year in which his employment terminates) but he will not be entitled to the benefit of those quantum rights until the vesting day is reached. Where applicable, any performance hurdles must be satisfied, including that the Stapled Securities price on the vesting date is higher than the date on which the employment had ended.

b. Securityholder approval

ASX Listing Rule 10.14 requires Securityholder approval before a director can acquire securities or rights to securities under an employee incentive scheme. Approval from Securityholders is being sought to grant performance quantum rights to Mr Owen under the LTI Scheme in respect of the period commencing on and from the date of this Meeting, with any performance quantum rights and retention quantum rights issued within 12 months of the date of this Meeting.

c. Information required by ASX Listing Rule 10.15

ASX Listing Rule 10.15 requires the following information to be disclosed in relation to the performance quantum rights to be granted to Mr Owen under the LTI Scheme:

1. Maximum number of quantum rights and Stapled Securities

The maximum number of performance quantum rights and retention quantum rights that may be granted to Mr Owen within 12 months of this Meeting is 2,460,000. This number is determined in accordance with the formulae set out below.

The maximum number of performance quantum rights is determined in accordance with the following formula:

Dividing Mr Owen's performance quantum right value (which is determined using a fixed percentage of his base remuneration at the time of the grant, excluding short-term incentives) by the price for each performance quantum right.

Based on the above formula, the ICH board has determined that Mr Owen could be entitled to a maximum of 2,460,000 performance quantum rights.

After the grant of the performance quantum rights, the number of Stapled Securities that Mr Owen may receive at the end of the vesting period on the vesting date will be determined by the following formula:

- number of performance quantum rights granted to Mr Owen; times
- a percentage depending upon the Ingenia Communities' TSR over the vesting period as described above in clause 9.1.10(a) above (for example, if the TSR was 33%, the number of performance quantum rights and retention quantum rights would be multiplied by 50%).

This means that each performance quantum right (adjusted by a percentage depending upon Ingenia Communities' TSR over the vesting period) that vests with Mr Owen on the vesting day will convert into Stapled Securities on a ratio of 1 to 1.

On vesting of both the performance quantum rights and retention quantum rights, the ICH board will decide on or around the vesting day whether to purchase the amount of New Stapled Securities on market or to issue Stapled Securities.

i. Price for each performance quantum right (and the price for each Ingenia Communities stapled security that vests in Mr Owen)

The price for each performance quantum right is:

- the INA Price (using the volume weighted average price of INA Group securities traded on the ASX in the period of five trading days ending on 30 June 2013); less
- the forecast dividends per stapled security; times
- the number of years in the vesting period; times
- the probability of vesting (which has been determined to be 50%).

No payment for the performance quantum rights is required by Mr Owen.

ii. **Persons who received securities under the LTI Scheme since the last approval**

Securityholders approved the grant of the following quantum rights to Mr Simon Owen under the LTI Scheme at a General Meeting held 31 May 2012, in relation to the financial year ended 30 June 2013:

- Performance Quantum Rights: 2,260,000
- Retention Quantum Rights: 1,070,000

These quantum rights were issued on the terms outlined in the Explanatory Notes contained in the Notice of Meeting for that meeting.

Other key management personnel who received grants in relation to the financial year ended 30 June 2013 were Ms Tania Betts and Ms Nikki Fisher:

Quantum Rights	Ms Tania Betts	Ms Nikki Fisher
Performance Quantum Rights	791,000	791,000
Retention Quantum Rights	374,000	374,000

No payment for the granting of the performance quantum rights was required by Ms Betts or Ms Fisher.

The granting of these quantum rights did not require Securityholder approval. The details of these are outlined in the Company's Remuneration Report contained in the 2013 Annual Report.

iii. **Persons who are entitled to participate in the LTI Scheme**

Simon Owen (Managing Director and Chief Executive Officer), Tania Betts (Chief Financial Officer) and Nikki Fisher (Chief Operating Officer) are entitled and eligible to participate in the LTI Scheme under the terms of their employment contracts.

iv. **Terms of any related loan**

There is no loan provided in relation to the acquisition of the performance quantum rights and retention quantum rights by Mr Owen.

v. **Issue date of performance quantum rights and retention quantum rights**

The performance quantum rights will be granted to Simon Owen no earlier than the date of this Meeting and no later than 30 June 2014, on the conditions described in this Explanatory Note.

Voting exclusion

The Company will disregard any votes cast on the proposed Item 6 by any Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company), Mr Owen and any associate of any such persons. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy does.

In addition, no key management personnel of the Company or a closely related party of such a member may vote as a proxy on the proposed Item 6 unless:

- the person votes as a proxy appointed by writing that specifies how the person is to vote on the proposed Item 6; or
- the person is the Chairman and votes as a proxy appointed by writing that authorises the Chairman to vote on the proposed Item 6 even though the resolution is connected directly or indirectly with the remuneration of key management personnel of the Company.

Item 6: The Board (other than Mr Owen) unanimously recommends that Securityholders vote in favour of this resolution.

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Ingenia Communities Group AGM

GLOSSARY

AEDT means Australian Eastern Daylight Savings Time as observed in Sydney, Australia.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASX means ASX Limited.

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

Board means the current board of directors of the Company.

Closely Related Party has the meaning as defined in section 9 of the Corporations Act.

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

Constitution means the Company's Constitution.

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

Directors means the current directors of the Company.

Explanatory Notes means the Explanatory Notes accompanying the Notice.

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

INA means the Ingenia Communities Group, a stapled vehicle made up of a share in Ingenia Communities Holdings Limited, a unit in Ingenia Communities Management Trust and a unit in Ingenia Communities Fund

Key Management Personnel has the meaning as defined in section 9 of the Corporations Act.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting and the explanatory notes accompanying the Notice and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's Report section of the Company's annual financial report for the year ended 30 June 2013.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

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

Securityholder means a holder of a Stapled Security.

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

Unit means a unit in the Trust or Fund.

Unitholder means a holder of a unit in the Trust or Fund.

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