

1.0 Purpose

As a listed public entity, Ingenia Communities Group (**Ingenia** or **Group**) is required to comply with the continuous disclosure obligations contained in ASX Listing Rules 3.1, 3.1A and 3.1B, and section 674(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**).

Ingenia is committed to complying with these continuous disclosure obligations.

This policy is designed to ensure there are procedures in place to ensure that the market is properly informed of matters which may have a material impact on the price or value of Ingenia securities and deals with:

- what information needs to be disclosed to the market;
- when information needs to be disclosed to the market;
- our responsibility for responding to market rumours or speculation;
- communications with analysts and major investors, including the review of their forecasts; and
- the communication procedures that are to be adopted when dealing with the media.

This policy will be reviewed regularly to ensure it remains relevant and appropriate to our operations.

2.0 Principles and Objectives

This policy incorporates the continuous disclosure framework as set out in the ASX Listing Rules Chapter 3, as well as ASX Guidance Note 8, as revised in March 2018.

Furthermore, this policy should be read in conjunction with the Ingenia Communities Personal Trading Policy which provides a summary of the law associated with insider trading and provisions put in place to safeguard against the risks of non-compliance.

The latter part of this Continuous Disclosure Policy deals with procedures governing effective handling of media communications.

3.0 What Information Needs to be Disclosed to the Market?

3.1 Disclosure Requirement

Under ASX Listing Rule 3.1, once a listed entity is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of its securities, the entity must immediately tell the ASX that information.

This type of information is referred to by the ASX as 'market sensitive information'. Section 674(2) of the Corporations Act reinforces this obligation by imposing statutory liability for its breach.

Under ASX Guidance Note 8 and ASIC pronouncements, the requirement for listed entities to provide **immediate** disclosure of price sensitive information does not mean instantaneously, but rather it means 'promptly and without delay'. In other words, making disclosure as quickly as it can be done in the circumstances (acting promptly) and not deferring, postponing or putting it off to a later time (acting without delay).

Under ASX Listing Rule 19.12, we become aware of information if, and as soon as, a Director or other officer of Ingenia has, or ought reasonably to have, come into possession of information in the course of the performance of

their duties as a director or other officer of Ingenia. An 'officer' is a person who is concerned in, or takes part in, the management of Ingenia, regardless of their designation, and includes directors, secretaries and certain senior managers as defined as 'officers' in the Corporations Act.

The disclosure obligation applies not only to market sensitive information of which our directors or other officers are actually aware, but also market sensitive information of which they ought reasonably to have been aware. This rule necessitates that a listed entity takes positive steps to establish and maintain an effective internal compliance program.

Information that would be expected to have a "material effect" on the price or value of Ingenia securities is defined in section 677 of the Corporations Act as being likely to influence persons who commonly invest in securities in deciding whether or not to buy or sell the securities.

Guidance Note 8 to the ASX Listing Rule 3.1 suggests an effective way to assess materiality would be to ask two questions:

1. Would this information influence my decision to buy or sell securities in the entity at their current market price?
2. Would I feel exposed to an action for insider trading if I were to buy or sell securities in the entity at their current market price, knowing this information had not been disclosed to the market?

In addition, in assessing whether or not information is market sensitive and therefore needs to be disclosed under Listing Rule 3.1, the information needs to be looked at in context, rather than in isolation, against the backdrop of:

- the circumstances affecting Ingenia at the time;
- any external information that is publicly available at the time; and
- any previous information that Ingenia has provided to the market.

The ASX Listing Rules include specific instances where disclosure may be required, and although this is not meant to be an exhaustive list, they are reproduced in **Schedule 1**.

3.2 Specific Disclosure Policy in Relation to Lifestyle and Holiday Community Acquisitions

This specific policy is based on the premise that the market is currently fully apprised of the Group's lifestyle and holiday communities acquisition strategy. Should this not be the case at any time, then this section of the Continuous Disclosure Policy ceases to be applicable.

A lifestyle and holiday community acquisition is not considered material at the point of the execution of a non-binding contract that is subject to due diligence and Ingenia board approval, or any other conditions. The transaction is not considered to be sufficiently certain at that time to deem it material for the purpose of the ASX continuous disclosure rules.

It is not considered material for investors to know about a lifestyle and holiday community acquisition until:

- Due diligence has been completed and no significant deficiencies have been identified;
- Ingenia's Investment Committee has approved the acquisition; and

- Board approval for the acquisition has been obtained.

The duty of disclosure of a lifestyle and holiday community acquisition will arise upon board unconditional approval.

3.3 Quantitative Thresholds for Materiality

In relation to measuring materiality in relation to earnings guidance, neither the ASX Listing Rules or the Corporations Act define a quantitative threshold for materiality, however the Australian Accounting Standard AASB 1031 provides the following guidance:

- an amount equal to or greater than 10% of the relevant base amount would be material unless there is evidence or convincing argument to the contrary;
- an amount between 5% and 10% of the relevant base amount may be material unless there is evidence or convincing argument to the contrary;
- an amount less than 5% of the relevant base amount would not be material unless there is evidence or convincing argument to the contrary.

In addition, ASX Guidance Note 8 states that AASB 1031 will be applied by the ASX when determining whether information is market sensitive and therefore whether to refer a potential breach of Listing Rule 3.1 and section 674 to ASIC. Among other criteria, the ASX will look to the materiality of the actual impact that information had on the price of the entity's securities when the information was finally announced to the market.

3.4 Exceptions to ASX Listing Rule 3.1A

The disclosure obligation described above is subject to the exceptions found in Listing Rule 3.1A. This rule comprises the following three separate limbs, which if all are satisfied, removes the need for disclosure:

- 1 One or more of the following applies:
 - It would be a breach of a law to disclose the information;
 - The information concerns an incomplete proposal or negotiation;
 - The information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - The information is generated for the internal management purposes of the entity; or
 - The information is a trade secret.
- 2 The information is confidential and the ASX has not formed the view that the information has ceased to be confidential; **and**
- 3 A reasonable person would not expect the information to be disclosed.

These exceptions seek to balance the legitimate commercial interests of listed entities and their security holders with the legitimate expectations of investors and regulators concerning the timely release of market sensitive information. Where one of these requirements ceases to be satisfied, the exception no longer applies and the entity must disclose the information immediately under Listing Rule 3.1.

Price sensitive information, which is not disclosed to the market, because it satisfies the three limbs outlined above under ASX LR3.1A, must not be passed onto third parties (other than to those connected with the proposed transaction). Staff negotiating the transaction must ensure, to the extent possible, any third party involved with the transaction must not disclose the information to other parties or deal in the Group's securities.

4.0 Market Rumours and Speculation

The ASX does not expect an entity to respond to all comments made in the media or all market speculation. However, so that the market remains properly informed it will require a listed entity to respond to a false market. A false market refers to a situation where there is material misinformation or materially incomplete information in the market which is compromising proper price discovery. This may arise, for example, where:

- a listed entity has made a false or misleading announcement;
- there is other false or misleading information, including a false rumour, circulating in the market; or
- a segment of the market is trading on the basis of market sensitive information that is not available to the market as a whole.

Where any member of senior management believes there is a market rumour or speculation, then the matter must be raised with the chief executive officer (**CEO**) of Ingenia, in conjunction with the company secretary, and the board to decide whether a public statement is required.

Management may in certain circumstances convene a special disclosure committee to consider whether disclosure is required. Management will report any outcomes arising from this disclosure committee back to the board, including providing the board with copies of any minutes and action items arising.

If the ASX considers that there is or is likely to be a false market in Ingenia securities and asks the Group to provide it with information to correct or prevent a false market, that information must be immediately given to the ASX regardless of whether the exceptions (under Listing Rule 3.1A) to disclosure apply.

5.0 Communications with Analysts and Investors

In addition to the ASX announcements, Ingenia senior management personnel interact regularly with the market in a variety of ways, including results briefings, market announcements, one on one briefings, meetings and educational sessions.

Generally, price sensitive information must not be communicated to an external party unless it has previously been announced to the market.

6.0 Authorised Company Spokespersons for Dealing with Institutional Investors and Stockbroking Analysts

The company has authorised spokespeople to speak on behalf of Ingenia to institutional investors and stockbroking analysts. The authorised spokespersons that have been appointed are the CEO, the Chief Financial Officer (**CFO**), the chief operating officer, the Group Investor Relations Manager and the Chairman of the Board.

If another person receives a request for comment from an external investor or analyst in relation to any matter concerning Ingenia they must advise the person that they are not authorised to speak on behalf of the Group (unless authorised to the contrary by an authorised person above) and must refer inquiries from:

- Investors and stockbroking analysts to the CEO or the CFO; and
- the media to the CEO and/or the Chairman.

A separate section on communicating with the media is provided in section 12.

7.0 Open Briefings to Institutional Investors and Stockbroking Analysts

Ingenia's general rules for dealing with analysts' questions that raise issues outside the intended scope of discussion are as follows:

1. Only discuss information that has been publicly released through the ASX. Discussion around any material price/value sensitive information that has not been announced to the market generally is not permitted.
2. If a question can only be answered by disclosing price sensitive information, the CEO may decline to answer the question or take it on notice, then announce the information through the ASX before responding.

All slides and presentation materials used in briefings with analysts and institutional investors are released to the ASX prior to the briefing.

For compliance purposes, notes must be made of all one-on-one briefings held by Ingenia personnel with stockbroking personnel and institutional investors. These file notes must be maintained for a reasonable period. Refer section 9 for further details on Blackout Periods – pre results.

8.0 Responding on Financial Projections and Reports

Notwithstanding the ability of an investor to derive their own forecasts, the reality is the forecast information provided by analysts are widely used by investors in deciding to buy, hold or sell securities in Ingenia.

The CEO and/or CFO monitors the analyst's forecast and will make an announcement where appropriate.

In practice, analysts frequently send the CEO and/or CFO their forecasts for review prior to issuing a report. Where this occurs the CEO and/or CFO may:

- Point out factual inaccuracies, based on previously released information; and/or
- Discuss in general terms where analysts may have used different market assumptions.

The ASX has provided the following guidance in relation to disclosure around market expectations of the financial performance of a listed entity.

1. Where Ingenia provides periodic earnings guidance, this guidance must have a reasonable basis in fact or else it will be deemed to be misleading. Should the entity anticipate a material change to this guidance, the market should be informed immediately.

2. Where Ingenia does not giving earnings guidance, care needs to be taken to ensure that statements could not be construed as de facto guidance. In addition, a listed entity that is covered by sell-side analysts should generally be monitoring analyst forecasts so that there is an understanding of the market's expectations for its earnings.
3. Where neither of the above two scenarios apply to Ingenia, the market is entitled to rely on the earnings results of the Group for the prior corresponding reporting period. If Ingenia becomes aware that its earnings for the current reporting period will differ materially from market expectations, it needs to consider carefully whether it has a legal obligation to notify the market of this.

9.0 Communicating to the ASX

ASX Listing Rule 1.1 condition 12 & 12.6 requires an entity to appoint an officer with appropriate degree of seniority and authority to be responsible for communications to the ASX in relation to its obligations under the ASX Listing Rules.

Ingenia Communities has appointed the Company Secretary as the key person responsible for:

- making sure the Group complies with continuous disclosure requirements;
- overseeing and coordinating disclosure of information to the ASX; and
- educating and distributing to staff copies of Ingenia Communities' disclosure policies and procedures with the objective of raising awareness of the principles governing disclosure. This will be done in conjunction with the Compliance Manager.

The ASX Announcement procedures are outlined below:

Step 1	<p>Prior to release all announcements need to be reviewed by:</p> <ul style="list-style-type: none"> • CEO; • CFO; • Company Secretary; and • The Board, except for compliance related announcements. <p>See section 8 of this policy "announcement sign-off protocol".</p>
Step 2	Approval to be obtained by the CEO, CFO and the company secretary (after having been circulated to the board in Step 1). The Chairman is to sign off on behalf of the Board at step 3 below, unless delegated authority has been provided by the board for other directors to approve the announcement
Step 3	Once the relevant approval sign offs in step 2 have been obtained, the announcement will be released using the ASX online system by investor relations/company secretary.
Step 4	Upon acknowledgement from the ASX by email (or facsimile) that the announcement has been lodged successfully, the announcement will be distributed to the following: <ul style="list-style-type: none"> • All members of the management team • Directors • Brokers, institutions and the press (if applicable)

	<ul style="list-style-type: none"> • Ingenia's banks (if applicable) • Ingenia website
Step 5	<p>All documents should be stapled and filed in a relevant ASX announcement file including:</p> <ul style="list-style-type: none"> • copy of the ASX Announcement • sign off sheet • confirmation from the ASX that the announcement has gone through (print out of email confirmation)

As part of ongoing compliance monitoring, the compliance manager will undertake a quarterly spot check on a small sample of announcements released during the reporting period to ensure procedures are being followed.

10.0 Announcement Sign-off Protocol

Ingenia has put in place the following authorisation procedures for ASX announcements.

1. Announcements in relation to statutory accounts and results releases will require **all directors** to approve the announcement.
2. Announcements of a general corporate nature (eg divestments, acquisitions) will require **all directors** to review the announcement, and the chairman to approve the announcement, unless delegated authority has been specifically provided by the board to a sub-committee or individual directors.
3. Announcements of a compliance related nature (excluding director's interest notices) do not require the review of all directors and approval by the chairman. Such announcements will be approved by the CEO except as noted in point 4 below.
4. Appendix 3X, 3Y and 3Z (director's interest notices), require the approval of the director to whom the notice relates.

The ASX has suggested processes to assist listed entities in complying with their continuous disclosure obligations in situations where disclosure can be extremely time critical, including having templates for trading halts, draft announcements prepared in advance and encouraging the use of trading halts.

11.0 Blackout Periods Pre-Results

During the time between the end of the financial year or half year and the reporting of actual results, Ingenia has put in place blackout periods to ensure that there are no one-on-one briefings to discuss financial information with stockbroking analysts, institutional investors or individual investors ahead of annual and half yearly results, unless the information to be discussed at these briefings has already been disclosed to the ASX.

The blackout period will commence at the end of the financial year end (i.e. 30 June & 31 December) and will end on the date the results are issued to the market.

In addition, there is a comprehensive blackout period for 14 days prior to the release of the annual and half yearly results where no meetings are permitted to be held with stockbroking analysts, institutional investors or individual investors.

12.0 Dealing with the Media

A strong, positive media presence validates the Ingenia brand promise by highlighting the Group's leadership and expertise credentials. Effective handling of media communications on sensitive issues minimises any damage to the Ingenia brand and reputation.

The following procedures have been established to ensure that communications through the media are professional, ethical and support Ingenia corporate policies and business objectives.

12.1 Authorised Spokespersons

The CEO and/or the Chairman is the appointed spokesperson for communicating with the media, or a media organisation appointed by the Group for this purpose. They may authorise another spokesperson, however this authority should be written, and outline the areas of discussion with the media representative. In practical terms, the authorised spokesperson may not comment on or issue material that is outside their specific area of responsibility and authority. Furthermore, these authorised spokespersons are prohibited from disclosing/commenting on any price sensitive information unless it has been previously disclosed to the market.

Other staff members receiving inquiries from the media, and who have not been authorised as spokespersons, are prohibited from making any comments to the media. Such enquiries will need to be referred immediately to the CEO and/or the Chairman.

12.2 Guidelines for Dealing with Media

When dealing with the media authorised spokespersons must be respectful and professional. Authorised spokespersons must represent the Group in a professional manner and in keeping with legal considerations: e.g. no personal insults, no swearing, no disparaging competitors etc.

13.0 Corporate Use of Social Media

The Group has adopted a Social Media Policy that provides rules and guidelines regarding social media and the use of it.

Only the CEO and/or Chairman or their approved delegate is permitted to post material of a corporate nature on a social media website under the name Ingenia Communities or on its behalf.

The Group Investor Relations Manager and the Company Secretary monitor all use of social media by the CEO and/or the Chairman.

Any other employee who is required to use social media that references Ingenia or any associated brand for their role will have this included in their job description.

14.0 Securityholder Engagement

Ingenia encourages active participation and engagement with its security holders. Ingenia aims to achieve this by:

- designing and implementing an investor relations program;
- encouraging participation at general meetings;
- providing the option to receive communications from, and send communications to Ingenia and the share registry electronically; and
- providing information about the Group and its governance framework on the Ingenia website.

Schedule 1 - ASX Listing Rules

Events Requiring Disclosure

The following are non-exhaustive examples of the type of information that, depending on the circumstances, could require disclosure by an entity under ASX Listing Rule 3.1. This list is provided as guidance for listed entities by the ASX:

- a transaction that will lead to a significant change in the nature or scale of the entity's activities (see also Listing Rule 11.1 and ASX Guidance Note 12 *Significant Changes to Activities*);
- a material mineral or hydro-carbon discovery;
- a material acquisition or disposal;
- the granting or withdrawal of a material licence;
- the entry into, variation or termination of a material agreement;
- becoming a plaintiff or defendant in a material law suit;
- the fact that the entity's earnings will be materially different from market expectations;
- the appointment of a liquidator, administrator or receiver;
- the commission of an event of default under, or other event entitling a financier to terminate, a material financing facility;
- under subscriptions or over subscriptions to an issue of securities (a proposed issue of securities is separately notifiable to ASX under Listing Rule 3.10.3);
- giving or receiving a notice of intention to make a takeover; and
- any rating applied by a rating agency to an entity or its securities and any change to such a rating.