

8 October 2021

Notice of 2021 Annual General Meeting

Ingenia Communities Group (ASX:INA) provides the Notice of 2021 Annual General Meeting, Chairman's letter to Security holders, Proxy Form, Question Form and Virtual Meeting Online Guide .

Authorised for lodgement by the Chairman.

ENDS

For further information please contact:

Donna Byrne

General Manager Investor Relations & Sustainability

P 02 8263 0507

M 0401 711 542

About Ingenia Communities Group

Ingenia Communities Group (ASX: INA) is a leading operator, owner and developer of communities offering quality affordable rental and holiday accommodation focussed on the growing seniors' market in Australia. Listed on the Australian Securities Exchange, the Group is included in the S&P/ASX 200 and has a market capitalisation of \$2.0 billion.

Across Ingenia Lifestyle, Ingenia Gardens, Ingenia Holidays and Ingenia Rental, the Group has 90 communities and is continuing to grow through acquisition and development.

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).



8 October 2021

Dear Security holder

On behalf of the Directors of Ingenia Communities Group (**Ingenia** or the **Company**), I am pleased to invite you to participate in the Company's Annual General Meeting (**AGM** or **Meeting**). In light of the uncertainty around physical distancing, travel restrictions, and the ongoing health concerns attributed to the COVID-19 pandemic, the Company considers it necessary to hold the AGM via the online platform at <https://agmlive.link/INA21>

The online AGM will be held at **11.30am on Thursday 11 November 2021 (Sydney time)**.

Security holders will be able to participate in our AGM by joining the AGM in real-time via our online platform and viewing presentations given during the AGM by Simon Owen, our Managing Director and Chief Executive Officer and myself as well as vote and ask questions live during the meeting.

We recommend logging onto our online platform at least 15 minutes before the scheduled start time for the Meeting using the following instructions:

To log in:

1. Enter <https://agmlive.link/INA21> into a web browser on a computer, mobile, or other online device.
2. Enter your unique access details:
 - **Security holders** will need their Securityholder Reference Number (SRN) or Holder Identification Number (HIN), which is printed at the top of the Proxy Form.
 - **Proxy holders** will need their proxy code which Link Market Services will provide via an email prior to the Meeting.

Security holders can ask questions of the Board and our external auditor in the following ways:

- before the AGM, questions can be submitted online at www.linkmarketservices.com.au and/or by completing and returning the AGM Question Form prior to 5:00pm (Sydney time) on Thursday, 4 November 2021;
- in writing during the AGM via the online platform;
- orally during the AGM using the telephone service. Please contact Link Market Services on 1800 990 363 or +61 1800 990 363 by 11.30am on Tuesday 9 November 2021 to obtain a personalised PIN number.

Security holders may vote on the resolutions to be considered at the AGM either by lodging a Proxy Form before the AGM or by voting online before or during the AGM. Please note, Proxy Forms should be submitted prior to Proxy Deadline (11.30am (Sydney time) on Tuesday 9 November 2021).

Further information about how to log in to the AGM online platform, to register for the Meeting, and to participate in the Meeting as a security holder is available in the Virtual Meeting Online Guide.

To review and download the **Notice of Meeting**, **Explanatory Memorandum**, the **Group's Annual Report** and **Virtual Meeting Online Guide**, please go to www.ingeniacommunities.com.au/investor-centre/

The attached Notice of Annual General Meeting (**Notice**) explains in detail the items of business you will be asked to consider at the AGM. You should carefully read the Notice and Explanatory Memorandum before deciding how to vote on the resolutions.

On behalf of the Board, I would like to thank you for your continued support during the year.

Yours faithfully

Jim Hazel
Chairman



Notice of Meetings

2021



Ingenia Communities Group Annual General Meeting Thursday 11 November 2021

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 2021 Annual General Meeting (**AGM** or **Meeting**) of Security holders of Ingenia Communities Holdings Limited (**Company**) and General Meetings of Unitholders of Ingenia Communities Management Trust (**Trust**) and Ingenia Communities Fund (**Fund**) (together **Ingenia Communities Group**) will be held as a virtual meeting at <https://agmlive.link/INA21> on Thursday 11 November 2021 commencing at 11.30am (Sydney time).

Security holders are encouraged to participate in the Meeting online at <https://agmlive.link/INA21>, where you will be able to view the Meeting, cast an online vote during the Meeting, and ask questions.

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



+ We create
community

Notice of Meetings

Ingenia Communities Group

GENERAL INFORMATION

The Shares in the Company are stapled to the Units of the Fund and the Trust, and are quoted jointly on the ASX as Ingenia Communities Group (ASX: INA). 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 participate in the Meeting, ask questions, vote, appointment and lodgement of proxies please see pages 3 to 4 of this Notice of Meetings.

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

NOTICE OF GENERAL MEETINGS

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 meetings of the Unitholders of the Ingenia Communities Management Trust (ARSN 122 928 410) and Ingenia Communities Fund (ARSN 107 459 576) will be held as a virtual meeting at <https://agmlive.link/INA21> on Thursday 11 November 2021 commencing at 11.30am (Sydney time), to transact the following business: a general discussion on the activities of the Trust and the Fund.

No formal resolutions are proposed 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 will be held as a virtual meeting at <https://agmlive.link/INA21> on Thursday 11 November 2021 commencing at 11.30am (Sydney time), 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 2021.

Item 2: Remuneration Report

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

"To adopt the Remuneration Report for the year ended 30 June 2021."

Notes:

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

Item 3: Re-election and Election of Directors

Item 3.1: Re-election of Mr James Hazel

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

"That Mr James Hazel, being a Director who is retiring in accordance with clauses 74.1 and 74.4 of the Company's Constitution and Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Item 3.2: Election of Ms Sally Evans

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

"That Ms Sally Evans, being a Director who was appointed by the Directors on 1 December 2020 and whose appointment as a Director expires at the conclusion of the Annual General Meeting of the Company in accordance with clause 73.2 of the Company's Constitution and Listing Rule 14.4, and being eligible, offers herself for election, be elected as a Director of the Company."

Item 4: Grant of FY22 Fixed Remuneration Rights, Short-Term Incentive Plan Rights and Long-Term Incentive Plan Rights to Mr Simon Owen

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

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, Security holders approve the grant by the Company to Mr Simon Owen of Rights in respect of Fixed Remuneration, Short-Term Incentive and Long-Term Incentive calculated as outlined in the Explanatory Notes (and the issue of Stapled Securities upon the vesting and exercise of those Rights), under the Ingenia Communities Group Rights Plan and on the terms and conditions set out in the Explanatory Notes."

Note:

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

BY ORDER OF THE BOARD



Natalie Kwok
Company Secretary

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 Chairman of the Meeting.

ANNUAL REPORTS

Copies of the Annual Report for Ingenia Communities Group may be accessed on the Group's website www.ingeniacommunities.com.au/investor-centre/.

ENTITLEMENT TO VOTE DATE

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 7.00 pm (Sydney time) on Tuesday, 9 November 2021 (**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 vote at the Meeting.

ALL RESOLUTIONS WILL BE BY POLL

As Security holders are asked to participate virtually in the Meeting, each resolution considered at the Meeting will be conducted by a poll in accordance with the requirements of section 250J(1)(a) of the Corporations Act.

PARTICIPATING IN THE MEETING ONLINE

We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the AGM using the instructions below:

- Enter this link <https://agmlive.link/INA21> in the web browser using a computer, mobile phone or online device;
- Security holders will need their Security Reference Number or Holder Identification Number, to log onto the online platform; and
- Proxy holders will need their proxy code which Link Market Services will provide via email prior to the AGM.

Further information about how to log in to the AGM online platform, to register for the Meeting, and to participate in the Meeting as a Security holder is available in the Virtual Annual General Meeting Online Guide, which can be accessed online via the Group's website at: www.ingeniacommunities.com.au/investor-centre/.

HOW TO VOTE

A security holder who is entitled to vote at the AGM may do so:

- using the online platform during the AGM;
- by proxy;
- by attorney; or
- by corporate representative (if security holder is a corporation).

Voting using online platform during the AGM

Security holders using the online platform <https://agmlive.link/INA21> will be able to vote through the online platform **at any time between the commencement of the AGM (11.30am (Sydney time) on Thursday 11 November 2021) and the closure of voting as announced by the Chair during the AGM.**

If Security holders intend to use the online platform, it is recommended that Security holders ensure the online platform works on the device before the AGM. More information about how to use the online platform (including how to vote and ask questions online during the AGM) is available in the Virtual Meeting Online Guide, which has been lodged with the ASX and is available on the Group's website at www.ingeniacommunities.com.au/investor-centre/.

Voting by Proxy

A Security holder who is entitled to participate in and vote at this Meeting is entitled to appoint not more than two proxies to participate and vote in place of the Security holder. Security holders can cast a vote or appoint a proxy online, prior to the AGM, at www.linkmarketservices.com.au or by following the instructions on the Proxy Form which must be submitted no later than 11.30am (Sydney time) on Tuesday 9 November 2021.

If the Security holder appoints two proxies, the Security holder 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 Security holder's votes. If the specified proportion or number of votes exceed that which the Security holder is entitled to, each proxy may exercise half of the Security holder'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 Security holder of the Group. A body corporate appointed as a Security holder'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 send to Link Market Services evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Items 2 and 4 (see Explanatory Notes below):

- If a Security holder has not directed their proxy how to vote, the proxy may vote as the proxy determines, and
- If a Security holder appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on an item of business, the Chairman will vote in accordance with his voting intention as stated in this Notice of Meeting.

Notice of Meetings

Ingenia Communities Group

Proxy Voting by the Chairman

For Item 2 (Remuneration Report) and Item 4 (Grant of FY22 Fixed Remuneration Rights, Short-Term Incentive Plan Rights and Long-Term Incentive Plan Rights to the CEO), where the Chairman is appointed as a Security holder's proxy and that Security holder has not specified the way in which the Chairman is to vote, the Security holder is directing the Chairman to vote in accordance with the Chairman's voting intentions for these items of business; even though Items 2 and 4 are connected with the remuneration of **Key Management Personnel** (or **KMP**).

The Chairman intends to vote all undirected proxies in favour of the resolutions in the Notice of Meeting, including Items 2 and 4.

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 Company's share registry, as an original or by facsimile, **no later than 11.30am (Sydney time)** on Tuesday 9 November 2021 (**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 the Company's Share Registry by the Proxy Deadline;
- ii. **Mobile Device** by scanning the QR code on the back of the Proxy Form. To scan the QR code you will need a QR code reader application that can be downloaded for free on your mobile device. You will also need your Securityholder Reference Number (**SRN**) or Holding Identification Number (**HIN**) and postcode for your security holding;
- iii. **By fax** to Link Market Services Pty Ltd on +61 2 9287 0309;
- iv. **Online** via the Company's Share Registry website at www.linkmarketservices.com.au. Please refer to the Proxy Form for more information. You will need your SRN or HIN; or
- v. **By hand** delivery to Link Market Services Pty Ltd at Level 12, 680 George Street, Sydney NSW 2000, during business hours (Monday to Friday, 9.00am – 5.00pm).

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

Corporate Representatives

Where a security holding is registered in the name of a corporation, the corporate Security holder may appoint a person to act as its representative to participate in 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.

To be effective, evidence of the appointment must be returned in the same manner, and by the same time, as specified for Proxy Forms (above).

Voting by Attorney

A security holder entitled to attend and vote at the AGM is entitled to appoint an attorney to attend and vote at the AGM on the security holder's behalf. An attorney need not themselves be a security holder.

The power of attorney appointing the attorney must be signed and specify the name of each Security holder, the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must be returned in the same manner, and by the same time, as specified for proxy forms (above).

SECURITY HOLDER COMMENTS AND QUESTIONS

Before the Meeting

Security holders and Proxy holders are able to ask questions before the AGM, using the AGM Question Form or by lodging questions online at www.linkmarketservices.com.au.

Written questions (including questions to the Auditor) should be submitted no later than the fifth business day before the Meeting, being no later than **5.00pm (Sydney time) on Thursday 4 November 2021**. Questions to the Auditor should relate to the content of the Auditor's Report and the conduct of the Audit.

During the Meeting

Security holders and proxy holders can participate in the Meeting by asking real-time questions or making comments in real-time either:

- in writing during the Meeting via the online platform <https://agmlive.link/INA21>; or
- orally using the telephone service, as set out below.

Asking an oral question in real time during the Meeting

Security holders and proxy holders who would like to ask a question or make a comment by telephone in real-time during the Meeting will need to contact Link Market Services on 1800 990 363 or +61 1800 990 363 by 11.30am (Sydney time) on Tuesday 9 November 2021 to obtain a personalised PIN number.

On the day of the Meeting, after 11.15am, dial +61 1800 434 064 or +61 2 900 2115 (if calling from overseas) and you will receive instructions on how to ask a question during the Meeting from the phone moderator.

For further information about how to participate and ask questions in real time during the Meeting by either telephone, or, in writing (via the online platform), refer to the Virtual Meeting Online Guide, which has been lodged with the ASX and is available on the Group's website at www.ingeniacommunities.com.au/investor-centre/.

EXPLANATORY NOTES

Notes on Business

ITEM 1 – Financial Statements and Reports

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented to the Meeting.

The 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 Chairman of the Meeting will allow a reasonable opportunity at the Meeting for Security holders to ask questions about or make comments on the management of the Group. Security holders will also be given a reasonable opportunity at the Meeting to ask the Group's auditor, Ernst & Young (**EY**) questions about the Auditor's Report, the conduct of its audit of the Group's Financial Report for the year ended 30 June 2021, the preparation and content of the Auditor's Report, the accounting policies adopted by the Group in its preparation of the financial statements and the independence of EY in relation to the conduct of the audit.

Security holders may submit written questions to the Company in relation to the above matters. Written questions must be received no later than **5.00pm (Sydney time) on Thursday 4 November 2021**. A form to facilitate the submission of questions is attached to this Notice and it includes details on the return of this form to the Share Registry.

No Security holder vote is required.

ITEM 2 – Adoption of Remuneration Report

In accordance with section 300A of the *Corporations Act* the Company has published a Remuneration Report in the 2021 Annual Report.

As provided by section 250R(2) of the Corporations Act, the Company has included a resolution in this Notice for the consideration of Security holders, seeking adoption of the Remuneration Report for the year ended 30 June 2021. The resolution on this item of business is advisory only and does not bind the Board or the Company.

The Company's remuneration framework is designed to reflect the person's duties, responsibilities and that remuneration is competitive in attracting, retaining and motivating key talent necessary to achieve Ingenia's strategic objectives and create long term value for Security holders. The Board is committed to ensuring that the Group's remuneration policies and practices are fair, competitive and benchmarked to comparable roles, and that remuneration arrangements are communicated with clarity. The Board is also aware that executive KMP remuneration practices are continually evolving and therefore practices remain under constant review.

Remuneration outcomes were carefully considered in the context of the Group's performance, strategy and alignment with industry peers and other Australian listed companies of similar size and complexity, whilst also considering the individual's competence, level of experience and the potential impact of incentives. The Board has established a strong nexus between executive remuneration and Ingenia's performance and its Security holder return which is core to the Group's remuneration arrangements.

Directors' Recommendation

The Board unanimously recommends that Security holders vote in favour of this resolution.

Voting Exclusion Statement

As required by the *Corporations Act*, the Company will disregard any votes cast in favour of Item 2 by any member of the Company's KMP whose remuneration details are disclosed in the Company's 2021 Remuneration Report, or a Closely Related Party of any such member, unless the person:

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

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

ITEM 3 – Re-election and Election of Directors

In accordance with the Company's Constitution and ASX Listing Rule 14.5 an election of Directors must be held at each annual general meeting.

Under clause 74.1 of the Constitution, the minimum number of directors to retire from office and offer themselves for re-election is one. Further, clause 74.4 of the Constitution and ASX Listing Rule 14.4 state that Directors are not to hold office (without re-election) past the third AGM following the Director's last appointment or three years, whichever is longer.

Pursuant to clause 74.4 of the Constitution and ASX Listing Rule 14.4, Mr Hazel is retiring by rotation and is offering himself for re-election as a Director of the Company.

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 general meeting of Security holders and is then eligible for re-election.

Notice of Meetings

Ingenia Communities Group

Ms Evans was appointed as an additional Director of the Company on 1 December 2020. Ms Evans therefore retires at the conclusion of this Meeting in accordance with the Constitution and being eligible, has offered herself for election.

Credentials for Mr Hazel and Ms Evans follow.

Item 3.1: Mr James Hazel

Mr Hazel was appointed to the Board in March 2012. Mr Hazel has had an extensive corporate career in both the banking and retirement sectors. His retirement village operations experience includes being Managing Director of Primelife Corporation Limited (now part of Lend Lease). He is also a director of Bendigo and Adelaide Bank Ltd.

Mr Hazel serves on the Boards of Coopers Brewery Limited, the University of South Australia and COTA Australia, the peak policy development, advocacy and representation organisation for older Australians. He is also Chairman of the Adelaide Festival Centre Trust.

Mr Hazel holds a Bachelor of Economics and is a Senior Fellow of the Financial Services Institute of Australasia and a Fellow of the Australian Institute of Company Directors.

Mr Hazel was first appointed to the Board in March 2012. Mr Hazel is the Chairman of the Board and a member of the Investment Committee.

Having had regard to the ASX Principles, the Board considers Mr Hazel to be an independent director.

Directors' Recommendation

The Board unanimously (other than Mr Hazel) supports the re-election of Mr Hazel and recommends that Security holders vote in favour of this resolution.

Item 3.2: Ms Sally Evans

Ms Evans was appointed to the Board on 1 December 2020. Ms Evans is an experienced executive and company director, with expertise in health, aged care and financial services developed through roles with listed and private companies in New Zealand, the United Kingdom, Hong Kong, and Australia.

Ms Evans' prior roles include Head of Retirement at AMP, Investment Director at AMP Capital and Director, Westpac Institutional Bank. Prior director roles include Opal Specialist Aged Care, Gateway Lifestyle and LifeCircle.

Ms Evans brings to the Board skills and experience in the areas of retirement and ageing, the delivery of digital solutions, customer experience, strategy, and risk.

She currently serves on the Boards of Healius Limited, Oceania Healthcare, AllianzRetire+ and Rest, is a member of the Aged Care Quality & Safety Commission Advisory Committee and was a member of the Australian Government's Aged Care Financing Authority from 2012 to 2015.

Ms Evans holds a MSc in Business Leadership from the Compass Group and a Bachelor of Applied Science from the University of Otago and is a Fellow of the Australian Institute of Company Directors and a Graduate of the Australian Institute of Superannuation Trustees.

Ms Evans is a member of the Audit and Risk Committee and the Remuneration and Nomination Committee.

Having had regard to the ASX Principles, the Board considers Ms Evans to be an independent director.

Directors' Recommendation

The Board unanimously (other than Ms Evans) supports the election of Ms Evans and recommends that Security holders vote in favour of this resolution.

ITEM 4 - Grant of FY22 Fixed Remuneration Rights, Short-Term Incentive Plan Rights and Long-Term Incentive Plan Rights to Mr Simon Owen

The terms of Mr Owen's employment contract with Ingenia allow him to participate in the Ingenia Communities Group Rights Plan (**Rights Plan**). The Board has proposed that for the year ending 30 June 2022, Mr Owen be eligible for Fixed Remuneration Rights, Short-Term Incentive Plan (**STIP**) Rights and Long-Term Incentive Plan (**LTIP**) Rights (together, **FY22 Rights**).

The intention of the Rights Plan is to align Security holder returns of Ingenia Communities Group with the compensation potentially payable to executive-level employees and to reward executives who remain in employment and perform at the required levels of performance.

For the year ending 30 June 2022, Mr Owen's remuneration comprises the following components:

- fixed remuneration of \$905,000 per annum, comprising \$700,000 in cash inclusive of statutory superannuation and \$205,000 in Fixed Remuneration Rights;
- an at-risk short-term incentive of up to 80% of fixed remuneration as a maximum, with one-third payable in cash and the remaining two-thirds settled via Rights and deferred for 12 months; and
- an at-risk long-term incentive of up to 85% of fixed remuneration as a maximum, in Rights.

The above remuneration increase for Mr Owen, reflects:

- A 23.1% increase in fixed remuneration comprising a zero increase in cash remuneration and a \$170,000 increase in Fixed Remuneration Rights. This increase is to position Mr Owen's remuneration by reference to a range of active Real Estate Investment Trusts (REITs), aged care and specialised services companies whilst also considering Mr Owen's tenure, experience and responsibilities. Passive REITs which outsource property management are excluded from this benchmarking;
- An increase in at-risk short-term incentive (from 78.2% to 80% of fixed remuneration as a maximum); and
- A decrease in at-risk long-term incentive (from 91.2% to 85% of fixed remuneration as a maximum).

The Fixed Remuneration Rights and at-risk deferred portions of the short-term incentive (**STI**) and the at-risk long-term incentive (**LTI**) are granted under the Rights Plan and subject to the rules of that Rights Plan, in addition to the terms and conditions outlined below.

Offer

If Item 4 is approved by Security holders, the Company will offer Mr Owen the FY22 Rights under a letter of offer, as outlined above.

FY22 Fixed Remuneration Rights

Fixed Remuneration of executive KMP is reviewed annually, with any adjustments subject to Board approval. Any decisions to increase Fixed Remuneration take into account market levels of Fixed Remuneration and at-risk remuneration, as advised by an independent expert, and judgements as to the extent that an executive has demonstrated a sustained level of competence in the position, whether similar levels of experience and competence are available either internally or externally should the executive leave Ingenia, and any risk associated with potential executive turnover.

If an adjustment is approved by the Board, the delivery of all or part of any increase in Fixed Remuneration may, at the Board's discretion, be in the form of an annual grant of Rights to INA Securities. The Board considers that delivery in Rights, instead of cash, further aligns the interests of the executive with Security holders.

In the case of the CEO and Managing Director, Simon Owen, any issue of securities under such an award is also subject to Security holder approval.

The maximum number of Fixed Remuneration Rights to be granted for FY22 will be calculated by dividing the rights component of the Fixed Remuneration by the VWAP of INA Securities for the 30 days prior to 1 August 2021.

Fixed Remuneration Rights to be granted: \$205,000 divided by the VWAP of INA Securities for the 30 days prior to 1 August 2021.

The VWAP of INA Securities for the 30 days prior to 1 August 2021 was \$5.92, therefore 34,628 FY22 Fixed Remuneration Rights would be granted.

No amount is payable in respect of the grant of the FY22 Fixed Remuneration Rights.

Vesting of Fixed Remuneration Rights

Mr Owen's Fixed Remuneration Rights form part of fixed remuneration and will vest, to the extent that the Service Conditions set out below are satisfied at the end of the Service Period (being the period from 1 July 2021 to 30 June 2022).

The following terms and conditions apply to Mr Owen's Fixed Remuneration Rights:

- The Fixed Remuneration Rights are subject to Ingenia's 'malus' policy during the Service Period – this means that some or all of Mr Owen's Fixed Remuneration Rights may be forfeited (and he will not receive INA Securities) if any of the circumstances set out in the Rights Plan occur such as fraud or dishonesty, a breach of obligations or material misstatement of Ingenia's financial statements. In addition, the Board may exercise discretion in exceptional circumstances where there has been a material impact on reward and incentive outcomes, which may result in the forfeiture of some or all of the Rights. In making the discretion adjustments, the Board will take into account fairness for all stakeholders (investors, customers, employees, regulators and the community), and any breaches of reporting, audit, risk, compliance or regulatory obligations.
- After the vesting date, and on exercise, Ingenia will cause the relevant number of INA Securities to be issued or transferred to Mr Owen as determined in accordance with the Rights Conversion Formula outlined below.
- No amount is payable in return for the issue or transfer of INA Securities.
- Under the Plan rules, Fixed Remuneration Rights will continue to be held on cessation of employment, unless the Board determines otherwise. In the event of departure during the Service Period, the Board will exercise its discretion so that the maximum Fixed Remuneration Rights which vest reflect a pro-rata adjustment for time served.

In the event that Mr Owen's Fixed Remuneration Rights are not approved by Security holders the Fixed Remuneration that would otherwise be delivered as Rights will be paid in cash, subject to the same Service Conditions as described above.

FY22 STIP Award

The amount of the STI, which Mr Owen is entitled to receive, will be determined by the Board, having regard to an assessment of the STIP Performance Conditions set out below following the end of the STI Performance Period (being from 1 July 2021 to 30 June 2022) (**FY22 STIP Award**).

The FY22 STIP Award is comprised of two components:

- One-third in cash (FY22 STIP Cash Award); and
- Two-thirds in Rights to INA Securities (FY22 STIP Rights).

FY22 STIP Cash Award

It is intended that the FY22 STIP Cash Award will be paid post release of the 2022 financial results, provided that Mr Owen continues to qualify for the STI.

FY22 STIP Rights

The grant of FY22 STIP Rights to Mr Owen is subject to Security holder approval. The number of FY22 STIP Rights to be granted to Mr Owen will be determined by dividing two-thirds of the maximum FY22 STIP Award (determined following testing against the STIP Performance Conditions) by the VWAP of INA Securities for the 30 days prior to the grant date (expected to be on or about 1 October 2022).

Total maximum FY22 STI Award:	\$724,000
Two-thirds of maximum FY22 STI Award as STIP Rights:	\$482,667

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For example, if the VWAP of INA Securities for the 30 days prior to the grant date was \$6.30 and the Board determined that Mr Owen was entitled to the full two-thirds of his FY22 STI Award, then 76,614 FY22 STIP Rights would be granted.

No amount is payable in respect of the grant of the FY22 STIP Rights.

Vesting of FY22 STIP Rights

The following terms and conditions apply to the FY22 STIP Rights:

- The FY22 STIP Rights are subject to a 'malus' policy during the deferral period – this means that some or all of the FY22 STIP Rights may lapse (and Mr Owen will not receive INA Securities) if:
 - the Board forms the view that INA's earnings growth is not sustainable (in determining this, the Board will consider earnings growth outlook over a three year forward period); or
 - any of the circumstances set out in the rules of the Rights Plan occur such as fraud or dishonesty, a breach of obligations or material misstatement of Ingenia's financial statements. In addition, the Board may exercise discretion in exceptional circumstances where there has been a material impact on reward and incentive outcomes, which may result in the forfeiture of some or all the Rights. In making the discretion adjustments, the Board will take into account fairness for all stakeholders (investors, customers, employees, regulators and the community), and any breaches of reporting, audit, risk, compliance or regulatory obligations.
- The FY22 STIP Rights are subject to a one-year deferral period and are eligible to vest on the date that is twelve months following the grant date.
- After the vesting date, and on exercise, Ingenia will cause the relevant number of INA Securities to be issued or transferred to Mr Owen as determined in accordance with the Rights Conversion Formula outlined below.
- No amount is payable in return for the issue or transfer of INA Securities.
- FY22 STIP Rights will not lapse on cessation of employment unless termination is for cause or the Board in its discretion determines otherwise, having regard for the facts and circumstances at the time of the cessation of employment.

In the event that Mr Owen's FY22 STIP Rights are not approved by Security holders the STI Award that would otherwise have been delivered as Rights will be paid in cash, subject to the same STIP Performance Conditions as described in this Explanatory Notes.

FY22 STIP Performance Conditions

The FY22 STIP Award is subject to the STIP Performance Conditions or Key Performance Indicators (KPIs). In each case, the KPIs are set with 'threshold', 'performance' and 'stretch' performance levels (with entitlements calculated on a pro-rata basis between these levels). The KPIs are broken into four broad assessment areas: Financial; Operational, Systems & Process; Capital Management & Transactions; and People, Culture and Health & Safety. Each assessment area is weighted to break down the award further. KPIs and their measures are related to the assessment areas.

FY22 LTIP Award

Grant of FY22 LTIP Rights

The grant of the FY22 LTIP Rights is subject to the approval of Security holders. The issue date of the FY22 LTIP Rights will be a date on and from the date of this Meeting and within 12 months of the date of this Meeting, and is expected to be 11 November 2021 (subject to Security holder approval).

The maximum number of FY22 LTIP Rights to be granted will be calculated by dividing the FY22 LTIP Award opportunity (being a percentage of Mr Owen's total fixed remuneration) by the VWAP of INA Securities for the 30 days prior to 1 October 2021.

Maximum FY22 LTIP Rights to be granted: \$769,250 divided by the VWAP of INA Securities for the 30 days prior to 1 October 2021.

The VWAP of INA Securities for the 30 days prior to 1 October 2021 was \$6.5858, therefore 116,805 FY22 LTIP Rights would be granted.

No amount is payable in respect of the grant of the FY22 LTIP Rights.

Vesting of FY22 LTIP Rights

Mr Owen's FY22 LTIP Rights will vest, to the extent that the Performance Conditions set out below are satisfied at the end of the LTI Performance Period (being from 1 October 2021 to 30 September 2024).

The following terms and conditions apply to Mr Owen's FY22 LTIP Rights:

- The FY22 LTIP Rights are subject to a 'malus' policy during the deferral period – this means that some or all of Mr Owen's FY22 LTIP Rights may be forfeited (and he will not receive INA Securities) if any of the circumstances set out in the Rights Plan occur such as fraud or dishonesty, a breach of obligations or material misstatement of Ingenia's financial statements. In addition, the Board may exercise discretion in exceptional circumstances where there has been a material impact on reward and incentive outcomes, which may result in the forfeiture of some or all of the Rights. In making the discretion adjustments, the Board will take into account fairness for all stakeholders (investors, customers, employees, regulators and the community), and any breaches of reporting, audit, risk, compliance or regulatory obligations.

- After vesting date, and on exercise, Ingenia will cause the relevant number of INA Securities to be issued or transferred to Mr Owen as determined in accordance with the Rights Conversion Formula outlined below.
- No amount is payable in return for the issue or transfer of INA Securities.
- FY22 LTIP Rights will not lapse on cessation of employment and will remain to be tested at the end of the Performance Period, unless termination is for cause or the Board in its discretion determines otherwise, having regard for the facts and circumstances at the time of the cessation of employment, including the proportion of the Performance Period during which Mr Owen was employed with the Company.

In the event that Mr Owen's FY22 LTIP Rights are not approved by Security holders the LTI Award that would otherwise have been delivered as Rights will be paid in cash, subject to the same LTIP Performance Conditions as described in this Explanatory Notes.

FY22 LTIP Performance Conditions

The FY22 LTIP Rights offered are subject to the FY22 LTIP Performance Conditions:

- One-quarter based on a relative Total Security holder Return (**TSR**);
- One-quarter based on a Return on Equity (**ROE**);
- One-quarter based on underlying Earnings per Security (**EPS**) growth; and
- One-quarter based on home settlements growth.

The Board reviewed the LTIP performance conditions and the following changes were made to the FY22 LTIP Performance Conditions:

- The relative TSR method was changed to assess TSR percentile performance against the constituents of the S&P/ASX 200 A-REIT Index rather than against the Index return. This change was made to reduce the likelihood of vesting outcomes being strongly influenced by larger companies who make up a significant weighting of the Index.
- The EPS performance condition was excluded from the FY21 LTIP due to COVID-19 uncertainty. On review, it has been retained as a performance condition for the FY22 LTIP as the Board determined that underlying EPS growth was easily understood, provides an operating outcome focus, is aligned to security holders, commonly used by peers and supported by investors. However, the Board retains discretion to exclude the dilutive impact of acquisitions or capital raisings that are considered in the best interests of the company if these occur within the final 12 months of the performance period. Such discretion, if applied, will be disclosed.
- Group settlements growth metric is added as an LTIP performance condition given it is a major driver for delivering sales revenue and the creation of new yielding rental contracts, which is a strategic focus for the Group.

Relative TSR Performance Condition

The relative TSR performance condition assesses INA's percentile performance ranking against the constituents of the S&P/ASX 200 A-REIT Index.

TSR is the growth in the security price plus distributions, assuming distributions are reinvested. To minimise the impact of any short-term volatility, Ingenia's TSR will be calculated using the volume-weighted average of the closing security price over the 30 days up to and including the trading day prior to the start and the 30 days up to and including the end trading day of the LTI Performance Period (being from 1 October 2021 to 30 September 2024). Performance will be measured relative to the TSR of companies comprising the S&P/ASX 200 A-REIT Index over 3 years.

The FY22 LTIP Rights will vest on the following basis:

	INA's TSR Performance	% of FY22 LTIP Rights that vest
Below Threshold	Less than 50th percentile	Nil
At Threshold	At 50th percentile	50%
Between Threshold and Maximum	Greater than 50th percentile but less than 75th percentile	50% plus an additional amount progressively vesting on a straight-line basis between Threshold and Maximum
Maximum	At 75th Percentile or above	100%

ROE Performance Condition

ROE is defined as underlying profit (as disclosed in annual reports) divided by the weighted average net assets (excluding the impact of asset revaluations on net assets between the FY22 LTIP Rights issue date and the FY22 LTIP Rights vesting date). The Board has discretion to exclude the dilutive impact of acquisitions or capital raisings that are considered in the best interests of the company if these occur within the final 12 months of the performance period. Any discretion applied will be disclosed. The relevant metric is the underlying ROE achieved in FY24.

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Vesting levels for FY24 are:

	ROE	% of FY22 LTIP Rights that vest
At or Below Threshold	Less than 6%	Nil
Between Threshold and Maximum	Between 6% and 9%	10% plus an additional amount progressively vesting on a straight-line basis between Threshold and Maximum
Maximum	Equal to or greater than 9%	100%

EPS Performance Condition

EPS is defined as underlying profit (as disclosed in annual reports) divided by the weighted average number of securities over the financial year. The Board also has discretion to exclude the dilutive impact of acquisitions or capital raisings that are considered in the best interests of the company if these occur within the final 12 months of the performance period. Any discretion applied will be disclosed. The relevant metric is Compound Underlying EPS Growth for the period FY21 to FY24, with the FY21 base year Underlying EPS being 23.6 cents per security.

Vesting levels for FY24 are:

	Compound underlying EPS growth	% of FY22 LTIP Rights that vest
Below Threshold	Less than 5%	Nil
At Threshold	At 5%	30%
Between Threshold and Maximum	Between 5% and 9%	30% plus an additional amount progressively vesting on a straight-line basis between Threshold and Maximum
Maximum	Greater than 9%	100%

Group Settlements Growth Performance Condition

Group Settlements Growth focuses on growing sales revenue and the creation of new yielding rental contracts across the Group from INA and the Development Joint Venture with Sun Communities. The hurdle measures the average annual growth in settlements of INA and the Development Joint Venture being measured over a three-year period ending on 30 June 2024, with 380 settlements from the base year ended 30 June 2021.

Vesting levels for FY24 are:

	INA Group Settlements Growth	% of FY22 LTIP Rights that vest
At or Below Threshold	5% average annual growth over 3 years from base year (the year ended 30 June 2021)	Nil
Between Threshold and Maximum	Between 5% to 10% average annual growth	10% plus an additional amount progressively vesting on a straight-line basis between Threshold and Maximum
Maximum	>10% average annual growth	100%

Rights Conversion Formula

Each vested and exercised FY22 Right (as relevant) entitles Mr Owen to receive one INA Security plus an additional number of INA Securities calculated on the basis of the distributions that would have been paid in respect of the INA Security during the relevant Period being reinvested in accordance with the following Rights Conversion Formula:

$$\text{INA Security entitlement} \stackrel{\text{def}}{=} E = \left(1 + \frac{\text{dis}_1}{P_{\text{dis}_1}}\right) * \left(1 + \frac{\text{dis}_2}{P_{\text{dis}_2}}\right) * \dots * \left(1 + \frac{\text{dis}_n}{P_{\text{dis}_n}}\right)$$

where:

- E is the entitlement conversion factor;
- $\text{dis}_1, \text{dis}_2, \dots, \text{dis}_n$ are the distributions paid on an INA Security over the Period (with n being the total number of distributions paid over that Period);
- $P_{\text{dis}_1}, P_{\text{dis}_2}, \dots, P_{\text{dis}_n}$ are the end-of-day prices on the date that the distributions are paid (i.e. immediate reinvestment of distributions on the distribution date).

The total number of INA Securities that Mr Owen will receive upon vesting and exercise of the Fixed Remuneration Rights, and/or FY22 STIP Rights and/or the FY22 LTIP Rights will be the number of vested and exercised Rights converted multiplied by E, with the result rounded up to the nearest whole number.

Security holder approval – ASX Listing Rules

ASX Listing Rule 10.14 requires Security holder approval before a Director such as Mr Owen can acquire securities or rights to securities under an employee incentive scheme. Approval from Security holders is being sought to grant rights to Mr Owen under the Ingenia Communities Group Rights Plan in respect of the period immediately following this Meeting, with any FY22 Rights to be issued within 12 months after the date of this Meeting.

Information required by ASX Listing Rule 10.15

ASX Listing Rule 10.15 requires the following additional information to be disclosed in relation to the Rights to be granted to Mr Owen under the Rights Plan:

i. Number of Rights and Stapled Securities

The number of Rights that may be granted to Mr Owen within 12 months of this Meeting is the sum of the FY22 Fixed Remuneration Rights, maximum FY22 STIP Rights and FY22 LTIP Rights to be granted. The FY22 Fixed Remuneration Rights, maximum FY22 STIP and maximum FY22 LTIP Rights are calculated as follows:

Fixed Remuneration Rights to be granted:	\$205,000 divided by the VWAP of INA Securities for the 30 days prior to 1 August 2021.
Maximum FY22 STIP Rights to be granted:	\$482,667 divided by the VWAP of INA Securities for the 30 days prior to the grant date (expected to be 1 October 2022).
Maximum LTIP Rights to be granted:	\$769,250 divided by the VWAP of INA Securities for the 30 days prior to 1 October 2021.

The VWAP of INA Securities for the 30 days prior to 1 August 2021 was \$5.92, therefore 34,628 FY22 Fixed Remuneration Rights would be granted.

For example, if the VWAP of INA Securities for the 30 days prior to the grant date was \$6.30 and the Board determined that Mr Owen was entitled to the full two-thirds of his FY22 STI Award, then 76,614 FY22 STIP Rights would be granted.

The VWAP of INA Securities for the 30 days prior to 1 October 2021 was \$6.5858, therefore 116,805 FY22 LTIP rights would be granted.

After the grant of Rights, the number of Stapled Securities that Mr Owen may receive from the end of the vesting period on the exercise date will be determined having regard to the satisfaction of the relevant Conditions and Rights Conversion Formula. The maximum period within which Rights can be exercised is 15 years from the date of grant. Rights cannot be exercised unless they have vested.

The Board retains discretion on whether entitlements to Securities will be settled via the issue of INA Securities or via the payment of cash. On vesting of the Rights, the Board will decide on or around the vesting day whether entitlements to Securities will be Equity Settled or Cash Settled.

ii. Price for each Right (and the price for each INA Security that vests)

No payment for the Rights or upon vesting of the Rights, or upon exercise of the Rights is required by Mr Owen.

iii. Total number of securities issued to Mr Owen under the Rights Plan

Mr Owen has previously been issued with the following Rights under the Rights Plan:

	No. Granted	No. Vested ¹	Lapsed	Unvested
Fixed Remuneration Rights	7,778	7,778	-	-
STIP Rights	538,319	446,901	-	91,418
LTIP Rights	1,083,581	360,729	246,494	476,358

¹ For each Right that has vested and been exercised, Mr Owen received one INA Security or cash settled.

Mr Owen has not paid any acquisition price to acquire these Rights, or the underlying INA Securities on vesting and exercise.

iv. Persons who are entitled to participate in the Rights Plan

The eligible participants under the Rights Plan are employees of the Group (including Directors) or others who are determined by the Board to be eligible participants for the purposes of the Rights Plan.

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Current participants in the Rights Plan are Mr Simon Owen (Managing Director and Chief Executive Officer), senior executives and other eligible employees as determined by the Remuneration and Nomination Committee from time to time. The granting of the Rights to senior executives and eligible employees other than Mr Owen did not require Security holder approval. The details of grants to Mr Owen and other KMP executives are provided in the Company's Remuneration Report contained in the 2021 Annual Report.

The Board may agree that other nominated members of the executive management team may participate in the Rights Plan for the year ending 30 June 2022 in terms of deferred equity plans.

The Directors, being Mr Hazel, Mr Morrison, Ms Heyworth, Ms Downes, Mr Hayes, Ms Evans and Mr Owen, are those referred to in ASX Listing Rule 10.14.1 who are currently entitled to participate in the Rights Plan. Mr Owen is the only person referred to in ASX Listing Rule 10.14.1 who currently participates in the Rights Plan. As nominees of Sun Communities neither Mr Shiffman nor Mr McLaren (Alternate Director) are remunerated by the Company, therefore they do not participate in the Rights Plan. The eligibility for Non-Executive Directors to participate is expected to be removed from the Rights Plan when it is next presented to investors for approval.

v. Material terms of the Rights Plan

The material terms of the Rights Plan have been previously disclosed to Security holders, most recently in the Notice of Meeting for the Company's 2020 Annual General Meeting at which Security holders approved the issue of Rights under the Rights Plan for the purposes of Listing Rule 7.2, Exception 13.

A summary of the key terms of the Rights Plan are outlined in Annexure A of this Explanatory Notes.

vi. Terms of any related loan

There is no loan provided in relation to the acquisition of the Rights by Mr Owen.

vii. Issue date of Rights

The Rights will be issued to Mr Owen no earlier than immediately following this Meeting and no later than 12 months after this Meeting, on the conditions described in the Explanatory Notes.

viii. Required statement

Details of any securities issued under the Rights Plan will be published in the Group's annual report relating to the period in which those securities were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Rights Plan after the resolution in Item 4 is passed and who are not named in this Notice of Meeting will not participate in the Rights Plan until approval is obtained under Listing Rule 10.14.

Voting exclusion

The Company will disregard any votes cast in favour of the resolution in Item 4 by or on behalf of any person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 (except one who is ineligible to participate in the Rights Plan), including Mr Owen and any associate of any such persons. However, the Company need not disregard a vote cast in favour of the resolution in Item 4 by:

- a. a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b. the Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- c. a Security holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met:
 - a. the beneficiary provides written confirmation to the Security holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting on the resolution; and
 - b. the Security holder votes on the resolution in accordance with the directions given by the beneficiary to the Security holder to vote in that way.

In addition, as required by the Corporations Act, no KMP of the Company or a Closely Related Party or Associate of such a KMP may vote as a proxy on the resolution in Item 4 unless:

- a. the person votes as a proxy appointed by writing that specifies how the person is to vote on the proposed Item 4 (as applicable); or
- b. the person is the Chairman and votes as a proxy appointed by writing that authorises the Chairman to vote on the resolution in Item 4 (as applicable) even though the resolution is connected directly or indirectly with the remuneration of KMP of the Company.

Directors' Recommendation

The Board unanimously (other than Mr Owen) recommends that Security holders vote in favour of the resolutions in Item 4.

GLOSSARY

Annual General Meeting, Meetings or Meeting means the meetings convened by the Notice.

Associate has the meaning given to that term in sections 10 and 11 and sections 13 to 17 of the Corporations Act.

ASX means ASX Limited ACN 008 624 691.

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.

ASX Principles means the ASX Corporate Governance Principles and Recommendations (3rd edition).

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).

Conditions means one or more conditions contingent on performance, service, or time elapsed since grant which must be satisfied before a Right vests, as determined by the Board.

Constitution means the Constitution of the Company, the Trust, or the Fund as the context requires.

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

Directors means the current Directors of the Company.

Entitlement Time means 7.00 p.m. (Sydney time) on Tuesday, 9 November 2021.

Explanatory Notes means the Explanatory Notes accompanying the Notice.

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

INA Security means a Stapled Security in INA.

Index means ASX 200 A-REIT index total return.

Ingenia, INA or Group means the Ingenia Communities Group (ASX code: INA), 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.

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

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

Key Performance Indicators or KPIs means performance conditions applicable to the vesting of incentive plan awards.

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 Deadline means 11.30am (Sydney time) on Tuesday 9 November 2021.

Proxy Form means the proxy form accompanying the Notice.

Related Body Corporate has the meaning set out in section 50 of the Corporations Act.

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 2021.

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Responsible Entity means Ingenia Communities RE Limited (ACN 154 464 990).

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

Rights mean fixed remuneration rights, short-term incentive rights, long-term incentive rights or talent rights to acquire a Security issued under the Rights Plan.

Rights Plan means the Ingenia Communities Group Rights Plan adopted by the Board on 23 May 2014 and amended on 4 May 2016 and 10 September 2020.

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

Security holder means a holder of a Stapled Security.

Stapled Security means one stapled security comprised of a Share and Unit in the Fund and Unit in the Trust.

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.

VWAP means the volume-weighted average price of INA Securities.

Annexure A

Summary of the key terms of the Company's Rights Plan

Objective	<p>The object of the Rights Plan is to:</p> <ol style="list-style-type: none"> align the interests of Eligible Employees with those of Security holders; provide incentives to attract, retain and/or motivate Eligible Employees in the interests of Ingenia; and provide Eligible Employees with the opportunity to acquire Rights, and ultimately Ingenia Securities, in accordance with the rules of the Rights Plan.
Grant of Rights	<p>The Board has discretion to grant rights to Eligible Employees on the terms of the Rights Plan and such additional terms and conditions that the Board determines. Unless the Board determines otherwise, no payment is required for the grant of Rights under the Rights Plan.</p>
Eligible Participants	<p>The eligible Participants under the Rights Plan are employees of the Group (including Directors), and non-executive directors, or other persons who are determined by the Board to be eligible Participants for the purposes of the Rights Plan. In accordance with the Listing Rules, prior Security holder approval will be required before any Director or related party of the Group can participate in the Rights Plan and be granted Rights.</p>
Information to be provided	<p>The Board will advise each Eligible Employee of the following minimum information regarding Rights at the time of a grant or offer:</p> <ol style="list-style-type: none"> the number or maximum value of Rights being offered, or the method for determining the number or maximum value; any applicable Conditions and the applicable Period; the time or times at which Rights may vest; any amount that will be payable upon vesting of a Right (if applicable); the period or periods during which Rights may be exercised and the manner of exercise of the Rights (if applicable); the date, time and circumstances when Rights lapse; and any other relevant terms and conditions attaching to the Rights or INA Securities held under the Rights Plan (including, for example, any restrictions on transfer of the INA Securities).
Title to Rights	<p>Unless the Board determines otherwise, a Right may only be registered in the name of a Participant. A Right granted under, and subject to, these Rules is only transferable with the consent of the Board or by a court of law. Where a Participant purports to transfer a Right other than in accordance with the Rules the Right immediately lapses.</p>
Prohibition against hedging	<p>A Participant in the Rights Plan must not enter into any scheme, arrangement or agreement (including options and derivative products) under which the economic benefit to be derived from Rights that remain subject to these Rules are affected, otherwise the Rights will immediately lapse.</p>
Vesting and lapse of Rights	<p>Subject to Board discretion (including on cessation of employment), fraud or dishonesty, reorganisations and divestment, change of control and Board powers, a Right granted under the Rights Plan will not vest unless the conditions advised to the Participant have been satisfied. The Board may, in its discretion, determine that a Right vests prior to the date specified by the Board.</p> <p>Subject to the Board's overriding discretion, an unvested Right granted to a Participant will lapse upon the earliest to occur of:</p> <ol style="list-style-type: none"> the date specified by the Board; an event relating to title of the rights, cessation of employment (if determined by the Board in its discretion), fraud or dishonesty, reorganisations and divestments or change of control; failure to meet the conditions by the end of the Period; or the fifteenth anniversary of the date the Right was granted, <p>except that paragraphs (a), (b) and (c) have no application to NED Fee Rights.</p>

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Annexure A (continued)

Summary of the key terms of the Company's Rights Plan (continued)

Satisfaction of vested Rights	<p>The Board will from time to time determine whether INA will, with respect to each Right that is exercised:</p> <ol style="list-style-type: none"> issue or procure the transfer to: <ol style="list-style-type: none"> the Participant (or his or her personal representative); or a trustee who is to hold INA Securities on behalf of the Participant, of the number of INA Securities (including fractions of an INA Security) to which the Participant is entitled in respect of each Right as outlined in the terms of a grant or offer which may include a formula for calculating the relevant number of INA Securities (Equity Settled); or pay a cash amount equivalent to the market price of an INA Security on the vesting date multiplied by the number of INA Securities contemplated by the grant or offer in full satisfaction of the INA Securities that would otherwise have been allocated on exercise of the Rights (Cash Settled).
Ranking of INA Securities	<p>All INA Securities issued under the Rights Plan will rank equally in all respects with other INA Securities on issue, except with regard to any rights attaching to such other INA Securities by reference to a record date prior to the date of allocation of those INA Securities.</p>
Listing on ASX	<p>INA will apply for quotation of INA Securities issued under the Rights Plan within the period required by ASX.</p>
Transfer restrictions	<p>The Board may, in its discretion, impose any trading or other restrictions in respect of INA Securities issued or transferred on the vesting of Rights. The Board must provide a Participant with details of any such restrictions at the time of a grant or offer. The Board may implement any procedure it considers appropriate to restrict a Participant from trading in INA Securities while they remain subject to these Rules including, without limitation, imposing a holding lock on the INA Securities or arranging for the INA Securities to be held on trust.</p>
Cessation of employment	<p>Where a Participant holding unvested Rights ceases to be an employee of the Group, the Participant may continue to hold those unvested Rights unless or until the Board exercises a discretion to determine that some or all of those Rights:</p> <ol style="list-style-type: none"> lapse; are forfeited; vest (immediately or subject to conditions); are only exercisable for a specified period, and will otherwise lapse; or are no longer subject to some of the restrictions (including Vesting Conditions) that previously applied. <p>None of the above applies to NED Fee Rights.</p>
Forfeiture of INA Securities allocated on vesting of Rights	<p>The Board may, at its discretion, determine that a Participant, other than a Participant holding NED Fee Rights, will forfeit his or her interest in any vested Rights that have not been exercised and in any INA Securities that are allocated to the Participant on exercise of vested Rights that are subject to an additional holding restriction if, during such restriction period, the Participant:</p> <ol style="list-style-type: none"> is dismissed for cause; or is terminated in circumstances that, in the opinion of the Board, involve a failure by the Participant to meet acceptable performance requirements in connection with his or her employment. <p>For the purposes of the Rights Plan, a Participant will only be treated as ceasing employment when the Participant is no longer an employee of the Group.</p>
Capital reorganisation	<p>If:</p> <ol style="list-style-type: none"> INA Securities are issued pro rata to INA's Security holders generally by way of a bonus issue; INA Securities are offered to INA's Security holders by way of a rights issue; or any reorganisation (including a consolidation, subdivision, reduction or return) of the issued capital of INA is effected, then: <p>the number of Rights to which each Participant is entitled will be adjusted in the manner determined by the Board in order to minimise or eliminate any material advantage or disadvantage to the Participant and in accordance with the Listing Rules. Any new Rights granted will, unless the Board determines otherwise, be subject to the same terms and conditions as the original Rights.</p>

Annexure A (continued)

Summary of the key terms of the Company's Rights Plan (continued)

Divestment of material business or subsidiary	<p>Where the Group divests a business designated by the Board for this purpose as 'material', the Board may determine special rules that apply to Participants of that business in relation to the Rights or INA Securities held pursuant to the Rights Plan (and any other entitlements that may arise in relation to those INA Securities). Without limiting the Board's discretion, such rules may include:</p> <ol style="list-style-type: none"> varying the Conditions and/or Period applying to the Participant's Rights to take into account the divestment of the business; and deeming that the Participant remains a Group employee for a specified period.
Takeover bid or scheme of arrangement	<p>If an Event occurs prior to Rights vesting then the Board may, in its absolute discretion, determine whether:</p> <ol style="list-style-type: none"> some or all unvested Rights vest or lapse (whether subject to Conditions or not); or some or all of the unvested Rights remain subject to the applicable Conditions (or substitute Conditions), <p>having regard to any matter the Board considers relevant, including, without limitation, the circumstances of the Event, the extent to which the applicable Conditions have been satisfied and/or the proportion of the Period that has elapsed at that time.</p> <p>If an Event occurs after Rights vest, all INA Securities issued or transferred (as applicable) on exercise of the Rights that remain subject to a trading restriction under the Rights Plan will be released from restriction.</p> <p>An Event occurs where:</p> <ol style="list-style-type: none"> a Takeover Bid is made for INA and the Board resolves to recommend the bid; or a Takeover Bid is made for INA and the bid is declared unconditional at a time prior to the bidder being entitled to 50% of the issued INA Securities in Ingenia; or a court convenes a meeting of Security holders to be held to vote on a proposed scheme of arrangement pursuant to which control of the majority of INA Securities may change; or any transaction or event is proposed that, in the opinion of the Board, may result in a person becoming entitled to exercise control over INA.
Acquisition of securities in another company	<p>If a company (the Acquiring Company) obtains control of INA and each of INA, the Acquiring Company and the Participant agree, then a Participant may be provided with securities in the Acquiring Company (or its parent or subsidiary) in substitution for Rights, on substantially the same terms and conditions as the Rights, but with appropriate adjustments to the number and kind of securities the subject of the Rights.</p>
Amendment of the Rules	<p>The Board may at any time, amend, add to, vary, omit from or substitute any of these Rules, provided that any such amendment may not materially reduce or otherwise prejudicially affect the rights attaching to the Rights granted or the INA Securities issued or transferred (as applicable) pursuant to, and still subject to, the Rights Plan, other than an amendment introduced primarily:</p> <ol style="list-style-type: none"> for the purpose of complying with or conforming to present or future State or Commonwealth legislation; to correct any manifest error or mistake; or to take into consideration possible adverse tax implications for Ingenia or the Participant arising from, amongst other things, adverse rulings from the Commissioner of Taxation, changes to tax legislation (including an official announcement by the Commonwealth of Australia) and/or changes in the interpretation of tax legislation by a court or tribunal of competent jurisdiction.
Board powers	<p>The Board has absolute and unfettered discretion in exercising any power or discretion concerning the Rights Plan.</p>



Ingenia Communities Group

Level 3, 88 Cumberland St, The Rocks NSW 2000

T. 1300 132 946

E. investor@ingeniacommunities.com.au

www.ingeniacommunities.com.au



For personal use only

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)

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Ingenia Communities Group
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a Securityholder(s) of Ingenia Communities Group and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:30am (Sydney time) on Thursday, 11 November 2021 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in: Online at <https://agmlive.link/INA21> (refer to details in the Virtual Meeting Online Guide). You can view and download the **Notice of Annual General Meeting** on the Company's website at <https://www.ingeniacommunities.com.au/investor-centre/>

Important for Resolutions 2 and 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2 and 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Items

For Against Abstain*

2 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3.1 Re-election of Mr James Hazel

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3.2 Election of Ms Sally Evans

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Grant of FY22 Fixed Remuneration Rights, Short-Term Incentive Plan Rights and Long-Term Incentive Plan Rights to Mr Simon Owen

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

INA PRX2101N

HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this Form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:30am (Sydney time) on Tuesday, 9 November 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your securityholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Ingenia Communities Group
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions



INGENIA COMMUNITIES GROUP

INGENIA COMMUNITIES HOLDINGS LIMITED (ACN 154 444 925)
INGENIA COMMUNITIES MANAGEMENT TRUST (ARSN 122 928 410)
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LODGE YOUR QUESTIONS



ONLINE

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BY HAND

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ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

Please use this form to submit any questions about Ingenia Communities Group ("the Company") that you would like us to respond to at the Company's 2021 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting. If your question is for the Company's auditor it should be relevant to the content of the Auditor's Report, or the conduct of the audit of the Financial Report.

This form must be received by the Company's security registrar, Link Market Services Limited, by **5.00pm (Sydney time) on Thursday 4 November 2021**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised security holder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to security holders.

My question relates to (please mark the most appropriate box)

☐
☐
☐

Performance or financial reports
Remuneration Report
My question is for the auditor

☐
☐
☐

A resolution being put to the AGM
Sustainability/Environment
Future direction

☐
☐

General suggestion
Other

☐
☐
☐

Performance or financial reports
Remuneration Report
My question is for the auditor

☐
☐
☐

A resolution being put to the AGM
Sustainability/Environment
Future direction

☐
☐

General suggestion
Other

QUESTIONS

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up
- Microsoft Edge - 92.0 and after

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

Welcome to the Link Meeting 2021

LINKGroup

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

☐ I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH AGM

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://agmlive.link/INA21>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live audio webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

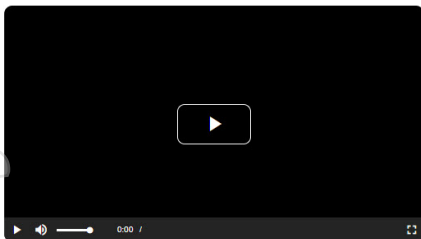
SUBMIT DETAILS AND VOTE

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

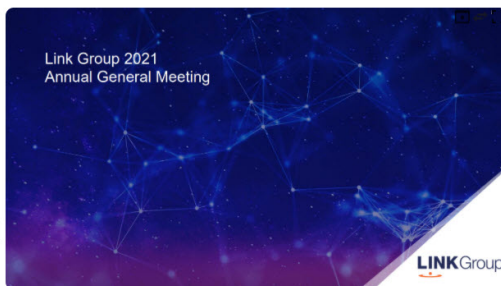
If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



The presentation will begin at XX:XX am/pm ZONE



+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio
- Sustainability Report
- Notice of meeting
- Online Guide

ABC COMPANY PTY LTD

X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote Partial Vote

Resolution 2B

☒ For ☐ Against ☐ Abstain

RE-ELECTION OF MR. ABC AS A DIRECTOR

Resolution 2C

☒ For ☐ Against ☐ Abstain

RE-ELECTION OF MS. XYZ AS A DIRECTOR

Resolution 3

☒ For ☐ Against ☐ Abstain

INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4

☒ For ☐ Against ☐ Abstain

ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

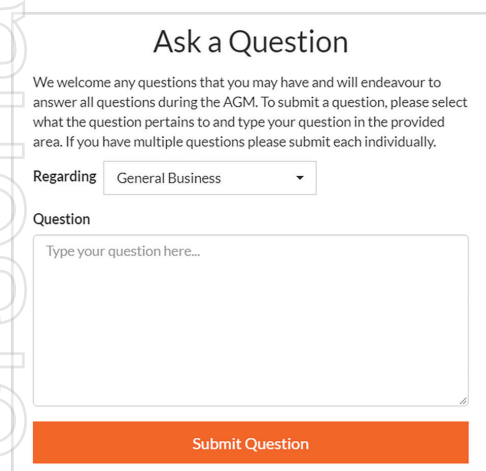
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



The 'Ask a Question' form is titled 'Ask a Question'. It contains a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the AGM. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' Below this is a 'Regarding' section with a dropdown menu currently set to 'General Business'. Underneath is a 'Question' section with a text input field containing the placeholder 'Type your question here...'. At the bottom is an orange 'Submit Question' button.

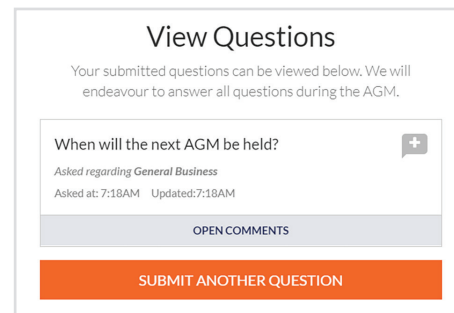
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



The 'View Questions' box is titled 'View Questions'. It contains the text: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM.' Below this is a question card for 'When will the next AGM be held?'. The card shows 'Asked regarding General Business', 'Asked at: 7:18AM', and 'Updated: 7:18AM'. There is a '+1' icon in the top right corner of the card. Below the card is a grey 'OPEN COMMENTS' button. At the bottom of the box is an orange 'SUBMIT ANOTHER QUESTION' button.

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363 by 11.30am (Sydney time) on Tuesday 9 November 2021.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call:
+61 1800 434 064 or +61 2 9000 2115 (if calling from overseas).

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

Please advise if your question relates to an item of business or General Business. The moderator will make a note and ask if you have any additional questions.

Step 3

When it is time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking.

Note: If at any time you no longer wish to ask your question, you can lower your hand by **pressing *2** on your key pad. If you have also joined the Meeting Online, we ask that you mute your laptop, desktop, tablet or mobile device while you ask your question.

Step 4

Your line will be muted once your question has been answered.

Contact us

Australia

T +61 1800 990 363

E Registrars@linkmarketservices.com.au