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The Annual General Meeting will be held on  
Thursday, 11 May 2017 at the Mint, 10 Macquarie Street, Sydney NSW 2000,  
starting at 11.00am (Sydney time).



The 2017 Annual General Meeting (**AGM**) of Genworth Mortgage Insurance Australia Limited (**Genworth** or the **Company**) will be held on Thursday, 11 May 2017 at the Mint, 10 Macquarie Street, Sydney NSW 2000, starting at 11.00am (Sydney time).

It will be webcast live on the internet at [investor.genworth.com.au](http://investor.genworth.com.au) and an archive version will be placed on the website to enable the AGM to be viewed at a later time.

## Information about Genworth

You can read about Genworth's performance for the 2016 financial year in its Annual Report, available by contacting our share registry or by visiting [investor.genworth.com.au](http://investor.genworth.com.au).

## Further information about the AGM

If you would like any further information regarding the AGM, please contact the Company's share registry on 1300 554 474 if calling from within Australia or +61 1300 554 474 if calling from outside Australia, or visit the Genworth website at [investor.genworth.com.au](http://investor.genworth.com.au).

# Items of business

## Consideration of Reports

To receive and consider the Company's annual financial report, directors' report and auditor's report for the financial year ended 31 December 2016.

**Note:** there is no requirement for shareholders to approve these reports.

## Resolution 1 – Remuneration Report

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

*"That the Company's remuneration report for the financial year ended 31 December 2016 be adopted."*

**Note:** This resolution is advisory only and does not bind the Company or the Directors.

**Voting exclusion:** The Company will disregard any votes cast on this resolution:

- by, or on behalf of, a Director (other than the Chairman) or other member of the key management personnel (**KMP**, details of whose remuneration are set out in the Remuneration Report for the year ended 31 December 2016) of Genworth, and their closely related parties (regardless of the capacity in which the vote is cast); or
- as proxy by a person who is a member of the KMP on the date of the AGM and their closely related parties, unless the vote is cast as a proxy for a person who is entitled to vote on this resolution, in accordance with the directions on the voting form.

However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote on this resolution, in accordance with the directions on the voting form, or by the Chairman of the AGM (**Chairman**) pursuant to an express authorisation in the voting form to vote as he decides.

The Chairman intends to vote all available proxies in favour of this resolution.

## Resolution 2 – Grant of 360,545 Share Rights to Georgette Nicholas, Genworth Chief Executive Officer and Managing Director

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

*"That approval is given, for all purposes, including for the purpose of ASX Listing Rule 10.14, for the grant to Genworth's Chief Executive Officer and Managing Director, Georgette Nicholas, of 360,545 Share Rights under the Company's Share Rights Plan, in accordance with the Share Right Plan Rules, and as described in the Explanatory Notes accompanying the Notice of 2017 Annual General Meeting."*

**Voting exclusion:** The Company will disregard any votes cast on this resolution:

- by, or on behalf of, Ms Nicholas and any of her associates (regardless of the capacity in which the vote is cast); or
- as proxy by Ms Nicholas and any of her associates.

However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote on this resolution, in accordance with the directions on the voting form, or by the Chairman pursuant to an express authorisation in the voting form to vote as he decides.

The Chairman intends to vote all available proxies in favour of this resolution.

**Note:** No directors of the Company other than Ms Nicholas are currently eligible to participate in the Company's Share Rights Plan.



## Items of business (continued)

### Resolution 3 – Approval of Increase in NED Fee Pool

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

*“That, for the purposes of Rule 10.2 of the Company’s Constitution, ASX Listing Rule 10.17 and for all other purposes, the maximum aggregate amount per annum available for payment by way of remuneration to Non-Executive Directors be increased by \$250,000 from \$1,500,000 to \$1,750,000 per annum.”*

**Voting exclusion:** The Company will disregard any votes cast on this resolution:

- by, or on behalf of, a Director or any associate of a Director (regardless of the capacity in which the vote is cast); or
- as proxy by a Director or any associate of a Director.

However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote on this resolution, in accordance with the directions on the voting form, or by the Chairman pursuant to an express authorisation in the voting form to vote as he decides.

The Chairman intends to vote all available proxies in favour of this resolution.

### Resolution 4 – Possible on-market share buy-back<sup>1</sup>

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

*“That for the purposes of section 257C of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the Company to conduct an on-market share buy-back of up to 125 million of the Company’s issued ordinary shares, over a period of up to 12 months from the date of the 2017 Annual General Meeting.”*

### Resolutions 5, 6, 7 – Election and re-election of Directors

Gayle Tollifson retires in accordance with the Company’s Constitution and the ASX Listing Rules and, being eligible, offers herself for re-election.

David Foster and Gai McGrath automatically retire in accordance with the Company’s Constitution and the ASX Listing Rules and, being eligible, offer themselves for election.

To consider and, if thought fit, pass the following resolutions as **ordinary** resolutions:

### Resolution 5 – Gayle Tollifson

*“That Gayle Tollifson be re-elected as a Director of the Company.”*

### Resolution 6 – David Foster

*“That David Foster be elected as a Director of the Company.”*

### Resolution 7 – Gai McGrath

*“That Gai McGrath be elected as a Director of the Company.”*

By Order of the Board



Prudence Milne

General Counsel and Company Secretary

30 March 2017

<sup>1</sup> Shareholders should refer to the Explanatory Notes for information about the regulatory and other approvals required before the Company would be permitted to conduct an on-market share buy-back.



# Important voting information

## Who is eligible to vote?

In accordance with a determination of the Board, you will be a Shareholder for the purposes of the AGM (and eligible to vote at the AGM) if you are the registered holder of ordinary shares in the Company as at 7.00pm (Sydney time) on Tuesday, 9 May 2017.

## How to vote

Shareholders can vote in one of three ways:

- by attending the AGM and voting, either in person (or by attorney), or in the case of corporate shareholders, by corporate representative;
- by lodging a direct vote; or
- by validly appointing a proxy to attend the AGM and vote on their behalf.

## Proxy

A shareholder who is entitled to attend and cast a vote at the AGM has a right to appoint a proxy to attend and vote instead of the shareholder. The proxy need not be a shareholder of the Company and may be a corporation (and any corporation so appointed may then nominate an individual to exercise its powers at the meeting). A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise.

If the proxy appointments do not specify the proportion or number of the shareholder's votes that each proxy may exercise, each proxy may exercise up to half of the shareholder's votes.

Shareholders can direct their proxy how to vote by following the instructions on the voting form and are encouraged to do so.

## Undirected proxies

The Chairman intends to vote any undirected proxies given to him on Resolutions 1, 2 and 3 by a shareholder entitled to vote on those resolutions in favour of those resolutions and the shareholder will be taken to have expressly authorised the Chairman to exercise the proxy as he decides.

Any undirected proxy given to a director (other than the Chairman) or other member of KMP, or their closely related parties, on Resolutions 1, 2 and 3 by a shareholder entitled to vote on these resolutions will not be voted unless shareholders specify how the proxy should vote by ticking 'For' or 'Against' opposite that resolution on the voting form.

The Chairman intends to vote any undirected proxies given to him on any other resolution in favour of the resolution.

## How to lodge your voting form

If shareholders wish to lodge a direct vote or appoint a proxy, they can do so by:

- completing a voting form online at [investorcentre.linkmarketservices.com.au](http://investorcentre.linkmarketservices.com.au) (to do this, shareholders will need their Securityholder Reference Number (SRN) or

Holder Identification Number (HIN) which is printed on the voting form that accompanies this Notice of Meeting); or

- completing the voting form that accompanies this Notice of Meeting and returning it to the Company through the Company's share registry, Link Market Services ("**Link**") either:
  - by post at Locked Bag A14, Sydney South NSW 1235;
  - by fax to +61 2 9287 0309; or
  - by hand delivery to 1A Homebush Bay Drive, Rhodes NSW 2138 (in business hours (Monday to Friday, 9.00am – 5.00pm)).

## Corporate representatives

A corporate shareholder wishing to appoint a person to act as its representative at the AGM may do so by providing that person with:

- a letter, certificate or form authorising him or her as the corporate shareholder's representative, executed in accordance with the corporate shareholder's constitution; or
- a copy of the resolution appointing the representative, certified by a secretary or director of the corporate shareholder.

A "Certificate of Appointment of Corporate Representative" may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

Evidence of the appointment must be received by Link: (i) by 11.00am (Sydney time) on Tuesday, 9 May 2017 (being 48 hours before the commencement of the AGM); or (ii) in another way approved by the Chairman.

## Power of attorney

If a shareholder has appointed an attorney to attend and vote at the AGM, or if the proxy form is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by Link by 11.00am (Sydney time) on Tuesday, 9 May 2017 (being 48 hours before the commencement of the AGM), unless this document has been previously lodged with the Company's share registry for notation.

Powers of attorney may be submitted by post or by hand delivery to Link at the addresses shown above.

For further instructions on voting, please refer to the voting form that accompanies this Notice of Meeting.

## Shareholder questions

Shareholders can submit a written question to the Company in regard to the AGM or any of the proposed resolutions to be considered at the AGM, using the form supplied with this Notice of Meeting.

Forms should be returned to the Company with the personalised voting form in the pre-addressed envelope provided or by fax to +61 2 9287 0309.

Shareholders may also submit questions after completing online voting instructions online at [investorcentre.linkmarketservices.com.au](http://investorcentre.linkmarketservices.com.au).

**To be valid voting forms must be received by 11.00am (Sydney time) on Tuesday, 9 May 2017 (being 48 hours before the commencement of the AGM).**



# Important voting information (continued)

Shareholders will also be given a reasonable opportunity to ask questions of the Company and the auditor at the AGM.

During the course of the AGM, the Company intends to answer as many of the frequently asked questions as

practicable but may not be able to respond to all questions submitted. Responses to the most commonly asked questions will be added to the Company's website at [investor.genworth.com.au](http://investor.genworth.com.au).

## Explanatory notes

These explanatory notes accompany and form part of the Notice of Meeting for the Company's AGM to be held on Thursday, 11 May 2017 at 11.00am (Sydney time). The explanatory notes have been prepared to assist shareholders with their consideration of the items of business proposed for the AGM and are set out in the order of the items of business in the Notice of Meeting. Shareholders should read these explanatory notes with the Notice.

### Consideration of Reports

This item provides shareholders with an opportunity to ask questions concerning the Company's annual financial report, directors' report and auditor's report for the financial year ended 31 December 2016 (which are contained in the 2016 Annual Report), and the Company's performance generally.

It is a requirement under the *Corporations Act 2001* (Cth) (**Corporations Act**) to present the Company's annual financial report, directors' report, and auditor's report at the AGM. However, there is no requirement for shareholders to approve these reports.

For those shareholders who did not elect to receive a printed copy, the 2016 Annual Report is published on the Genworth website at [investor.genworth.com.au](http://investor.genworth.com.au). For shareholders who wish to obtain a copy, one can be posted (free of charge) by contacting Link on 1300 554 474 (+61 1300 554 474 from outside Australia).

### Questions for the auditor

The auditor (KPMG) will be present to answer questions from shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

The auditor will also respond to written questions that are relevant to the content of the auditor's report or the conduct of the audit, provided these are submitted to the Company no later than five business days prior to the AGM.

## Resolution 1 – Remuneration Report

The Remuneration Report, as contained in the 2016 Annual Report, has been submitted to shareholders for consideration and adoption (by way of an ordinary resolution).

Shareholders will be given an opportunity at the AGM to ask questions about, or comment on, the Remuneration Report.

The Remuneration Report provides shareholders with an overview of the Company's remuneration governance, strategy, programs and outcomes for KMP.

The Board believes the Company's remuneration policy, strategy and governance, as outlined in the Remuneration Report, are appropriate having regard to the Company's business objectives and achieving an appropriate balance of stakeholder interests.

Shareholders should note that the vote will be advisory only and does not bind the Company or Directors.

However the Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the AGM when reviewing the Company's remuneration policy.

### What do the Directors recommend?

The Directors recommend that shareholders vote "For" the Resolution. The Chairman intends to vote available proxies given to him "For" the adoption of the remuneration report.

## Resolution 2 – Grant of 360,545 Share Rights to Georgette Nicholas, Genworth Chief Executive Officer and Managing Director

Shareholder approval is being sought for all purposes, including the purpose of ASX Listing Rule 10.14, to grant to the Company's Chief Executive Officer and Managing Director, Georgette Nicholas, 360,545 Share Rights under the Genworth Share Rights Plan (**Plan**).

Subject to shareholder approval, the Share Rights will be issued to Ms Nicholas as soon as practicable following the AGM and in any event within one month of the date of the AGM. The grant of Share Rights under the Plan will, subject to the terms and conditions described below, allow Ms Nicholas to obtain ordinary shares in the Company.

If shareholder approval is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1.



# Explanatory notes (continued)

## Terms and conditions of the grant of Share Rights and the Plan

<b>LTI-17 Share Rights</b>	
Number of LTI-17 Share Rights	<p><b>293,204 Share Rights</b></p> <p>The number of Share Rights has been calculated by dividing Ms Nicholas' LTI-17 grant value \$850,000 by \$2.8990 being the 10-day Volume Weighted Average Price (<b>VWAP</b>) of ordinary shares in the Company following the release of full-year results for 2016 (10 February 2017 to 23 February 2017).</p> <p>Additional Share Rights will be granted on the Vesting Date to reflect notional dividend equivalents accrued through the vesting period as set out below. Shareholder approval will separately be sought for the grant of those Share Rights, if required.</p> <p>Each Share Right will, on the Vesting Date and subject to satisfaction of the Vesting Conditions, automatically convert to one ordinary share in the Company for nil additional consideration.</p>
Issue price	The Share Rights will be issued to Ms Nicholas for nil consideration.
Performance period	1 January 2017 – 31 December 2019.
Vesting date	31 December 2020.
Performance-based vesting conditions measures	One half of the Share Rights will be measured against an underlying return on equity performance measure and the other half will be measured against a relative total shareholder return performance measure. Each performance measure is assessed independently from the other.
Underlying Return on Equity (ROE)	<p><b>Underlying Return on Equity (ROE) – 50% of the grant (146,602 Share Rights)</b></p> <p>Calculated as the average of three year underlying net profit after tax (excluding unrealised gains or losses from investments) divided by the three year average equity (excluding mark to market value of investments).</p>
Relative Total Shareholder Return (TSR)	<p><b>Relative Total Shareholder Return (TSR) – 50% of the grant (146,602 Share Rights)</b></p> <p>Calculated as the total return to shareholders (share price movement including value of dividends) over the performance period, expressed as a percentage of the starting share price. Dividends are reinvested on the ex-dividend date closing price and franking credits are excluded.</p> <p>The comparator group is ASX top 200 excluding resources companies and has been chosen because out-performance against this group represents an important part of our value proposition to shareholders. During the performance period, no companies will be added to the comparator group, and where a comparator group company is removed from the ASX top 200 index, but still listed on the ASX the company will remain in the comparator group.</p> <p>The base and end average share prices are calculated using a one month price period.</p>
Other vesting conditions	<ul style="list-style-type: none"> <li>• Continuous employment until the Vesting Date, as outlined in the "Lapse of Share Rights on cessation of employment" section below</li> <li>• The Board and the Remuneration and Nominations Committee being satisfied that:             <ul style="list-style-type: none"> <li>– adverse outcomes have not arisen that were not apparent when performance was assessed; and</li> <li>– that there was not excessive risk taking in the achievement of results.</li> </ul> </li> </ul>
Award determination	<p>Performance period and final vesting percentages determined via Board and Committee review, recommendation and approval process.</p> <p>The Board and the Committee have authority and discretion to adjust LTI vesting % and individual awards (including to 0% of grant if appropriate).</p>



# Explanatory notes (continued)

## LTI-17 Share Rights

Treatment of dividends	Notional dividend equivalents accrue during the vesting period and are delivered through an adjustment to the number of vested Share Rights at the end of the deferral period on the Vesting Date.
Calculation of notional dividend	The dollar value of dividends distributed per share during the vesting period multiplied by the number of share rights vesting. This number is divided by the 10-day VWAP as at the vesting date, rounded down to whole share rights.
Treatment of voting rights	No voting rights are provided on unvested share rights.
Treatment of Share Rights on cessation of employment	In accordance with the Plan rules, summarised below.

## Deferred STI Share Rights

Number of Deferred STI Share Rights	<p><b>67,341 Share Rights</b></p> <p>The number of Share Rights has been calculated by dividing Ms Nicholas' deferred STI award (1/3rd of the total STI award for 2016) of \$215,000 by \$3.1927 being the 10-day VWAP of ordinary shares in the Company at the end of the 2016 performance period (31 December 2016).</p> <p>Additional Share Rights will be granted on the Vesting Date to reflect notional dividend equivalents accrued through the vesting period as set out below. Shareholder approval will separately be sought for the grant of those Share Rights, if required.</p> <p>Each Share Right will, on the Vesting Date and subject to satisfaction of the Vesting Conditions, automatically convert to one ordinary share in the Company for nil additional consideration.</p>
Issue Price	The Share Rights will be issued to Ms Nicholas for nil consideration.
Vesting Date	1 March 2018.
Vesting conditions	<ul style="list-style-type: none"> <li>• Continuous employment until the Vesting Date, as outlined in the "Lapse of Share Rights on cessation of employment" section below</li> <li>• The Board and the Remuneration &amp; Nominations Committee being satisfied that:               <ul style="list-style-type: none"> <li>- adverse outcomes have not arisen that were not apparent when performance was assessed; and</li> <li>- that there was not excessive risk taking in the achievement of results.</li> </ul> </li> </ul>
Treatment of dividends	Notional dividend equivalents accrue during the deferral period and are delivered through an adjustment to the number of vested Share Rights at the end of the deferral period on the Vesting Date.
Calculation of notional dividend	The dollar value of dividends distributed per share during the deferral period multiplied by the number of share rights vesting. This number is divided by the 10-day VWAP as at the vesting date, rounded down to whole share rights.
Treatment of voting rights	No voting rights are provided on unvested share rights.
Treatment of Share Rights on cessation of employment	In accordance with the Plan rules, summarised below.



## Explanatory notes (continued)

On vesting of the Share Rights, shares may be issued or acquired on market, or the Company may determine to pay in cash the market value of the Share Right in accordance with the Plan rules.

### Lapse of Share Rights on cessation of employment

Unvested Share Rights lapse on cessation of employment except in cases of redundancy, total and permanent disability, death, retirement, or if, in the opinion of the Board, the individual is a "good leaver".

### No hedging

Participants under the Plan are not permitted to enter into any hedging arrangements in relation to any Share Rights (including any arrangement (with anyone) that has the effect of limiting the Participant's exposure to risk relating to Share Rights).

### Other information in relation to the Plan and the grant of Share Rights

No funds will be raised by the issue of Share Rights or by the issue of Shares to satisfy the vesting of the Share Rights proposed to be granted to Ms Nicholas.

No Director of the Company other than Ms Nicholas is currently eligible to participate in the Plan.

There is no loan scheme in relation to the Share Rights.

Shares allocated on vesting of the Share Rights will be subject to the Company's Trading Policy and share ownership requirements.

Since the last approval by shareholders under the ASX Listing Rules, Ms Nicholas was granted 364,119 Share Rights, in aggregate, at no cost.

The Plan rules address the impact of rights issues and bonus issues on the Share Rights, among other matters.

The Plan rules are available on request from the Company Secretary and were released to the market on 20 May 2014.

### What do the Directors recommend?

The Directors recommend that shareholders vote "For" the Resolution. The Chairman intends to vote available proxies given to him "For" the resolution.

## Resolution 3 – Approval of Increase to Non-Executive Director Fee Pool

In accordance with Rule 10.2 of the Company's Constitution and ASX Listing Rule 10.17, the maximum aggregate amount payable to Non-Executive Directors as remuneration in any financial year (NED Fee Pool) must not exceed the amount determined by shareholders in general meeting.

The current NED Fee Pool is \$1,500,000 per annum and this was last approved by shareholders at the 2014 Annual General Meeting. Shareholder approval is being sought to increase the NED Fee Pool by \$250,000 from \$1,500,000 to \$1,750,000 per annum.

The Board considers it is reasonable and appropriate to seek an increase in the NED Fee Pool at this time for the following reasons:

- The NED Fee Pool has not been increased since 2014.
- The proposed increase provides additional flexibility in ensuring the Company has the ability to attract and retain high calibre Non-Executive Directors. Given the current NED Fee Pool utilisation is nearly 75% and two Non-Executive Directors who are executives of Genworth Financial, Inc. (GFI) (Mr Take and Mr Upton) are paid by GFI in the ordinary course of their duties and are not currently paid fees by the Company, the Board believes the proposed increase to the NED Fee Pool provides additional and reasonable flexibility.

Independent external advice, market practice, Board performance and various other factors may be relevant considerations when determining the actual fees payable.

No securities were issued under ASX Listing Rule 10.11 or 10.14 at any time within the preceding three years to a Non-Executive Director.

### What do the Directors recommend?

As the Non-Executive Directors have an interest in the outcome of the Resolution, the Board does not believe it is appropriate to make a recommendation to shareholders as to how to vote in relation to the Resolution.

The Chairman intends to vote available proxies given to him "For" the resolution.

## Resolution 4 – Possible on-market share buy-back

Shareholders are asked to approve an on-market share buy-back of up to 125 million of the Company's issued ordinary shares, over a period of up to 12 months from the date of the 2017 Annual General Meeting.

In February 2017, the Company noted that it was continuing to evaluate the potential of deploying any excess capital toward profitable opportunities that will enhance the return profile of the business, and in the absence of those we will look to return capital to shareholders in the most appropriate manner. Given that the Company's regulatory solvency ratio continues to be above the Board's target capital range of 1.32 to 1.44 times the PCA and is expected to remain so, the Company is seeking the flexibility to conduct an on-market share buy-back of up to 125 million of ordinary shares over a period of up to 12 months from the date of the 2017 Annual General Meeting.

### Requirements for on-market share buy-back

Consistent with the Company's Constitution, under the Corporations Act, the Company may buy back its own shares if:

- the buy-back does not materially prejudice the Company's ability to pay its creditors; and
- the Company follows the procedures set out in the Corporations Act.

Shareholder approval is required for an on-market share buy-back if all of the voting shares bought back during the



## Explanatory notes (continued)

last 12 months and the voting shares proposed to be bought back exceed 10% of the smallest number, at any time during the last 12 months, of votes attaching to voting shares of the Company (**10/12 limit**).

Accordingly, as the possible on-market share buy-back of up to 125 million of the Company's issued ordinary shares, over a period of up to 12 months from the date of the 2017 Annual General Meeting, would exceed the 10/12 limit, the buy-back requires shareholder approval of Resolution 4 (Possible on-market share buy-back) as an ordinary resolution.

The Company is also required to comply with the ASX Listing Rules in relation to the conduct of any on-market share buy-back, if approved by shareholders and if the Board decides to buy back shares.

A copy of this Notice of Annual General Meeting, including the Explanatory Notes, has been lodged with the Australian Securities and Investments Commission.

### Other requirements

The possible on-market share buy-back will require approval from APRA. If shareholders approve Resolution 4 (Possible on-market share buy-back) and the Board of the Company

decides to buy back shares, then the Company would seek APRA approval before undertaking the buy-back.

Under the terms of the Shareholder Agreement between GFI and the Company, the Company is required to seek the prior written consent of GFI to buy back any of its ordinary shares. The Company would seek to obtain GFI's consent to any proposed buy-back if Resolution 4 (Possible on-market share buy-back) is approved by shareholders and the Board of the Company decides to buy back shares. If GFI votes in favour of Resolution 4 (Possible on-market share buy-back) that is not taken to be GFI's consent under the Shareholder Agreement to the buy-back.

If all relevant consents and approvals are not received, the proposed buy-back may not proceed or the amount of shares described above may not be bought back.

There is no guarantee that the Company will buy back the full number of shares and the Company reserves the right to suspend or terminate the buy-back at any time, and to buy back fewer than 125 million of ordinary shares, or no shares at all. The implementation and timing of the on-market share buy-back and the actual number of shares acquired will depend on market conditions.

## Other information

Number of ordinary shares currently on issue	509,365,050
Number of ordinary shares and percentage of shares to be bought back	If a buy-back proceeds the number and percentage of shares to be bought back will be determined based on market conditions and the factors described above.
Particulars of the terms of the buy-back	On-market.
The offer price	The offer price will be determined on-market based on market conditions and will be subject to ASX Listing Rules requirements.
Reasons for the buy-back	<p>To return excess capital to shareholders.</p> <p>Excess capital may also be deployed to:</p> <ul style="list-style-type: none"> <li>• enhance the return profile of the business;</li> <li>• pay dividends in excess of profits earned;</li> <li>• undertake a capital reduction;</li> <li>• reduce Tier 2 capital; or</li> <li>• reduce reinsurance.</li> </ul> <p>These alternatives will continue to be evaluated.</p> <p>Any excess dividends or a capital reduction would likely be unfranked in light of the Company's franking account balance at 31 December 2016.</p>



## Other information (continued)

Interests of directors who may participate	As at 22 March 2017, the following Directors had the following interests in ordinary shares of the Company (directly and indirectly):		
	Ian MacDonald - 64,565 shares	Gayle Tollifson - 48,424 shares	
	Georgette Nicholas - 53,805 shares	Leon Roday - 16,775 shares	
	David Foster - nil	Stuart Take - 8,297 shares	
	Tony Gill - 118,640 shares	Jerome Upton - 16,711 shares	
	Gai McGrath - nil		
	Directors' notifiable interests in ordinary shares of the Company and changes to their notifiable interests are released on ASX (Appendix 3X and Appendix 3Y).		
The financial effect of the buy-back on the Company	See above.  Any on-market share buy-back will be funded by the Company's surplus cash and will reduce the Company's cash balance by the aggregate amount paid to buy back shares on-market.  No adverse tax consequences are expected to arise for the Company and the level of the Company's franking credits will remain unchanged.		
Source of funds	The Company's cash and investments balances.		
Advantages and disadvantages	The Directors consider that the only significant disadvantage of the possible on-market share buy-back is that it will reduce the Company's shareholders equity by the aggregate amount of any on-market share buy-back undertaken. The Directors will only undertake an on-market share buy-back if they consider that the amount of capital remaining is sufficient and appropriate for the Company's requirements.  The main advantage of the possible on-market share buy-back is it is expected to increase the return on equity of the Company.		
The date the offer will start and close	To be announced subsequently if necessary approvals are obtained and the Board determines to proceed with the on-market share buy-back. Any buy-back would be completed within 12 months from the date of the 2017 Annual General Meeting.		
Information about the current share price	To provide an indication of the recent market price of the Company's shares, the closing price on 22 March 2017 was \$2.96. The highest and lowest market sale prices for the Company's shares on the ASX during the previous 3 months were as follows:		
		Low	High
	December 2016	\$2.94	\$3.28
	January 2017	\$3.19	\$3.41
	February 2017	\$2.72	\$3.51

### No other material information

Other than as set out in this Notice of Annual General Meeting, including the Explanatory Notes, and any other information previously disclosed to shareholders, there is no other information that the Directors consider is material to the decision on how to vote on Resolution 4 (Possible on-market share buy-back).

### What do the Directors recommend?

The Directors recommend that shareholders vote "For" the Resolution. The Chairman intends to vote available proxies given to him "For" the resolution.

## Resolutions 5, 6 and 7 - Election and Re-election of Directors

It is a requirement under the ASX Listing Rules and the Company's Constitution that an election of directors be held at each AGM. In addition, each Director will automatically retire from office at the third AGM after the director was last elected or re-elected.

At the 2017 AGM:

- Gayle Tollifson will retire and offer herself for re-election;
- David Foster who was appointed on 30 May 2016 will retire and offer himself for election; and
- Gai McGrath who was appointed on 31 August 2016 will retire and offer herself for election.



## Other information (continued)

Details for each of the Directors retiring and offering themselves for re-election or election are included in the 2016 Annual Report and are also set out below.

### Resolution 5 – Gayle Tollifson

#### Gayle Tollifson

Director, Independent



- Gayle was appointed to the Board on 20 February 2012. She is Chairman of the Risk Committee and a member of the Audit Committee, Capital & Investment Committee and Remuneration & Nominations Committee.
- Gayle has over 35 years of financial services experience and has been an Independent Director since 2006.
- Prior to this she worked with QBE Insurance Group in senior executive roles including Chief Risk Officer and Group Financial Controller from 1994 – 2006.
- Prior to QBE, Gayle held various roles in public accounting firms in Australia, Bermuda and Canada.
- Gayle is a fellow of the Australian Institute of Company Directors and the Institute of Chartered Accountants in Australia.
- Gayle is currently Chairman of Munich Holdings of Australasia Pty Limited and subsidiaries and a director of RAC Insurance Pty Limited.

#### What do the Directors recommend?

The Directors (other than Gayle Tollifson who does not make a recommendation) recommend that shareholders vote "For" the Resolution. The Chairman intends to vote available proxies given to him "For" the resolution.

### Resolution 6 – David Foster

#### David Foster

Director, Independent Genworth  
Financial designee



- David was appointed to the Board on 30 May 2016. He is Chairman of the Remuneration & Nominations Committee and Technology Committee and a member of the Capital & Investment Committee.
- David has over 25 years of financial services experience, specifically in banking, insurance and wealth management.
- David previously held numerous positions with Suncorp Bank including various senior executive roles from 2003 – 2007 and was the Chief Executive Officer from 2008 – 2013.
- Prior to Suncorp Bank, David held various management roles at Westpac.
- David is a Senior Fellow of the Financial Services Institute of Australasia and a Graduate of the Australian Institute of Company Directors.
- David is currently a Director of Thorn Group Limited, G8 Education Limited, Kina Securities Limited and Motorcycle Holdings Limited.

#### What do the Directors recommend?

The Directors (other than David Foster who does not make a recommendation) recommend that shareholders vote "For" the Resolution. The Chairman intends to vote available proxies given to him "For" the resolution.



## Other information (continued)

### Resolution 7 – Gai McGrath

#### Gai McGrath

Director, Independent



- Gai was appointed to the Board on 31 August 2016. She is Chairman of the Audit Committee and a member of the Risk Committee, Remuneration & Nominations Committee and Technology Committee.
- Gai has over 20 years of financial services experience, specifically in retail banking and wealth management.
- Gai previously held numerous senior executive positions with the Westpac Group including:
  - General Manager, Retail Banking, Westpac Australia from 2012 – 2015
  - General Manager, Retail Banking, Westpac New Zealand from 2010 – 2012
  - General Manager, Customer Service and General Manager, Risk Solutions at BT Financial Group.
- Prior to the Westpac Group, Gai was General Counsel & Company Secretary at Perpetual Limited and a partner at a Sydney-based law firm.
- Gai is a Graduate of the Australian Institute of Company Directors.
- Gai is currently a director of IMB Bank, UrbanGrowth NSW and Toyota Finance Australia Limited. She is also a member of the Council of the State Library of New South Wales, a trustee and director of the State Library of New South Wales Foundation and a member of the Fundraising and Appeals Committee of The Salvation Army (Eastern Territory).

#### What do the Directors recommend?

The Directors (other than Gai McGrath who does not make a recommendation) recommend that shareholders vote "For" the Resolution. The Chairman intends to vote available proxies given to him "For" the resolution.



## LODGE YOUR VOTE



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### BY MAIL

Genworth Mortgage Insurance Australia Limited  
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  
1A Homebush Bay Drive, Rhodes NSW 2138



### ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

## VOTING FORM

I/We being a member(s) of Genworth Mortgage Insurance Australia Limited and entitled to attend and vote hereby appoint:

STEP 1 Please mark either A or B

**A**

### VOTE DIRECTLY



elect to lodge my/our  
vote(s) directly (mark box)



in relation to the Annual General Meeting of the Company to be held at **11:00 am (Sydney Time) on Thursday, 11 May 2017**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

**B**

### 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 of the person or body corporate you are appointing as your proxy

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 **11:00 am (Sydney Time) on Thursday, 11 May 2017 at The Mint, 10 Macquarie Street, Sydney NSW 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolutions 1, 2 & 3:** 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 1, 2 and 3, 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 ☒

### Resolutions

1 Remuneration Report

For Against Abstain\*

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

2 Grant of 360,545 Share Rights to  
Georgette Nicholas, Genworth CEO

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

3 Approval of Increase in NED Fee Pool

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

4 Possible on-market share buy-back

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

5 That Gayle Tollifson be re elected as a  
Director of the Company

For Against Abstain\*

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

6 That David Foster be elected as a  
Director of the Company

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

7 That Gai McGrath be elected as a  
Director of the Company

<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 show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder'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).

GMA PRX1701G



## HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

### YOUR NAME AND ADDRESS

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

### VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

### VOTING UNDER BOX B – 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 of that individual or body corporate in Step 1. A proxy need not be a shareholder 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 Voting Form, including where the Resolution is 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 shares 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 shares 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 Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares 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 shareholder 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 the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00 am (Sydney Time) on Tuesday, 9 May 2017**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

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



#### BY MAIL

Genworth Mortgage Insurance Australia Limited  
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\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**



## LODGE YOUR VOTE



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



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Please use this form to submit any questions about Genworth Mortgage Insurance Australia Limited ("the Company") that you would like us to respond to at the Company's 2017 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 and Explanatory Memorandum. 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 share registrar, Link Market Services Limited, by **Thursday, 04 May 2017**.

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 shareholder 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 shareholders.

### 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