

The 2018 Annual General Meeting (AGM) of Genworth Mortgage Insurance Australia Limited (Genworth or the Company) will be held on Thursday, 10 May 2018 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 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 2017 financial year in its Annual Report, available by contacting our share registry or by visiting 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.

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 2017.

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 2017 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 2017) 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 423,002 share rights to Georgette Nicholas, Genworth Chief Executive Officer & 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 & Managing Director, Georgette Nicholas, of 423,002 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 2018 Annual General Meeting."

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

- by, or on behalf of, Georgette Nicholas and any of her associates (regardless of the capacity in which the vote is cast); or
- as proxy by Georgette 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 Georgette Nicholas are currently eligible to participate in the Company's Share Rights Plan (Plan).

Resolution 3

Possible on-market share buy-back¹

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 75 million of the Company's issued ordinary shares, over a period of up to 12 months from the date of the 2018 Annual General Meeting."

¹ 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

Resolutions 4 and 5

Re-election of directors

Ian MacDonald and Leon Roday retire in accordance with the Company's Constitution and the ASX Listing Rules and, being eligible, offer themselves for re election.

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

Resolution 4

Ian MacDonald

"That Ian MacDonald be re-elected as a director of the Company."

Resolution 5

Leon Roday

"That Leon Roday be re-elected as a director of the Company."

By order of the Board



Prudence Milne

General Counsel & Company Secretary

22 March 2018

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, 8 May 2018.

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 and 2 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 and 2 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 (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)).

To be valid, voting forms must be received by 11.00am (Sydney time) on Tuesday, 8 May 2018 (being 48 hours before the commencement of the AGM).

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 linkmarketservices.com.au.

Evidence of the appointment must be received by LINK:

(i) by 11.00am (Sydney time) on Tuesday, 8 May 2018 (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, 8 May 2018 (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.

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.

Explanatory notes

These explanatory notes accompany and form part of the Notice of Meeting for the Company's AGM to be held on Thursday, 10 May 2018 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 2017 (which are contained in the 2017 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 2017 Annual Report is published on the Genworth website at 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 2017 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 423,002 share rights to Georgette Nicholas, Genworth Chief Executive Officer (CEO) & 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 & Managing Director, Georgette Nicholas, 423,002 share rights under the Plan.

Subject to shareholder approval, the share rights will be issued to Georgette 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.

Resolution 2 (continued)

Terms and conditions of the grant of share rights and the Plan

LTI-18 share rights	
Number of LTI-18 share rights	326,932 share rights The number of share rights has been calculated by dividing Georgette Nicholas' LTI-18 grant value \$870,000 by \$2.6611 being the 10-day volume weighted average price (VWAP) of ordinary shares in the Company following the release of full-year results for 2017 (7 February 2018 to 20 February 2018).
Issue price	The share rights will be issued to Georgette Nicholas for nil consideration.
Performance period	1 January 2018 – 31 December 2020.
Vesting date	31 December 2021.
Performance-based vesting conditions measures	25 per cent of the share rights will be measured against an underlying return on equity performance measure and the other 75 per cent 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)	Underlying ROE – 25% of the grant (81,733 share rights) 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).
Relative total shareholder return (TSR)	Relative TSR – 75% of the grant (245,199 share rights) 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. The comparator group is ASX top 200 financial services excluding REITs. 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 financial services index, but still listed on the ASX the company will remain in the comparator group. The base and end average share prices are calculated using a one month price period.
Other vesting conditions	<ul style="list-style-type: none"> • Continuous employment until the vesting date, as outlined in the "lapse of share rights on cessation of employment" section below • The Board and the Remuneration & Nominations Committee being satisfied that: <ul style="list-style-type: none"> – adverse outcomes have not arisen that were not apparent when performance was assessed; and – there was not excessive risk taking in the achievement of results.
Award determination	Performance period and final vesting percentages determined via Board and Committee review, recommendation and approval process. The Board and the Committee have authority and discretion to adjust LTI vesting % and individual awards (including to 0% of grant if appropriate).
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.

Explanatory notes (continued)

Resolution 2 (continued)

Terms and conditions of the grant of share rights and the Plan

LTI-18 share rights

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>96,070 share rights</p> <p>The number of share rights has been calculated by dividing Georgette Nicholas' deferred STI award (1/3rd of the total STI award for 2017) \$293,333 by \$3.0533 being the 10-day VWAP of ordinary shares in the Company at the end of the 2017 performance period (31 December 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 Georgette Nicholas for nil consideration.
Vesting date	1 March 2019
Vesting conditions	<ul style="list-style-type: none"> Continuous employment until the vesting date, as outlined in the "lapse of share rights on cessation of employment" section below The Board and the Remuneration & Nominations Committee being satisfied that: <ul style="list-style-type: none"> adverse outcomes have not arisen that were not apparent when performance was assessed; and there was not excessive risk taking in the achievement of results.
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 of ordinary shares in the Company following the release of full-year results for 2018, 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.

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 Georgette Nicholas.

No director of the Company other than Georgette 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, Georgette Nicholas was granted 360,545 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

Possible on-market share buy-back

Shareholders are asked to approve an on-market share buy-back of up to 75 million of the Company’s issued ordinary shares, over a period of up to 12 months from the date of the 2018 AGM.

In February 2018, the Company noted it will continue to actively manage its capital position and proactively evaluate potential uses for its excess capital. 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 75 million ordinary shares over a period of up to 12 months from the date of the 2018 AGM.

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 last 12 months and the voting shares proposed to be bought back exceed 10 per cent 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 75 million of the Company’s issued ordinary shares, over a period of up to 12 months from the date of the 2018 AGM, would exceed the 10/12 limit, the buy-back requires shareholder approval of Resolution 3 (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 AGM, 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 3 (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 the proposed buy-back if Resolution 3 (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 3 (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 75 million 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.

Explanatory notes (continued)

Resolution 3 (continued)

Other information

Number of ordinary shares currently on issue	473,813,684												
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. Excess capital may also be deployed to:</p> <ul style="list-style-type: none">• enhance the return profile of the business;• pay dividends in excess of profits earned;• undertake a capital reduction;• reduce Tier 2 capital; or• reduce reinsurance. <p>These alternatives will continue to be evaluated. Any excess dividends or a capital reduction would likely be unfranked in light of the Company's franking account balance at 31 December 2017.</p>												
Interests of directors who may participate	<p>As at 12 March 2018, the following directors had the following interests in ordinary shares of the Company (directly and indirectly):</p> <p>Ian MacDonald – 64,565 shares Georgette Nicholas – 187,581 shares David Foster – 8,196 shares Anthony Gill – 118,640 shares Gai McGrath – 6,650 shares Gayle Tollifson – 48,424 shares Leon Roday – 16,775 shares Stuart Take – 8,297 shares Jerome Upton – 16,711 shares</p> <p>Directors' notifiable interests in ordinary shares of the Company and changes to their notifiable interests are released on ASX (Appendix 3X and Appendix 3Y).</p>												
The financial effect of the buy-back on the Company	<p>See above.</p> <p>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.</p> <p>No adverse tax consequences are expected to arise for the Company and the level of the Company's franking credits will remain unchanged.</p>												
Source of funds	The Company's cash and investments balances.												
Advantages and disadvantages	<p>The directors consider that the only significant disadvantage of the possible on-market share buy-back is that it will reduce the Company's shareholder equity by the aggregate cost of the shares bought back. However, the directors consider that the amount of capital remaining will be sufficient and appropriate for the Company's requirements.</p> <p>The main advantage of the possible on-market share buy-back is it is expected to increase the return on equity of the Company.</p>												
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 2018 AGM.												
Information about the current share price	<p>To provide an indication of the recent market price of the Company's shares, the closing price on 12 March 2018 was \$2.50. The highest and lowest market sale prices for the Company's shares on the ASX during the previous three months were as follows:</p> <table><tr><td></td><td>Low</td><td>High</td></tr><tr><td>December 2017</td><td>\$2.89</td><td>\$3.20</td></tr><tr><td>January 2018</td><td>\$2.89</td><td>\$3.06</td></tr><tr><td>February 2018</td><td>\$2.47</td><td>\$2.96</td></tr></table>		Low	High	December 2017	\$2.89	\$3.20	January 2018	\$2.89	\$3.06	February 2018	\$2.47	\$2.96
	Low	High											
December 2017	\$2.89	\$3.20											
January 2018	\$2.89	\$3.06											
February 2018	\$2.47	\$2.96											

Resolution 3 (continued)

No other material information

Other than as set out in this Notice of AGM, 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 3 (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 4 and 5

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 2018 AGM, Ian MacDonald and Leon Roday will retire and offer themselves for re-election.

Details for each of the directors retiring and offering themselves for re-election are included in the 2017 Annual Report and are also set out below.



Ian MacDonald
Chairman
Independent

Resolution 4

Ian was appointed to the Board on 19 March 2012 and was appointed as Chairman of the Board on 31 August 2016.

Ian has over 40 years of financial services experience in Australia, the UK and Japan, specifically in banking, insurance, wealth management and technology. He previously held numerous positions with National Australia Bank including various senior executive roles from 1999 – 2006, Chief Operating Officer Yorkshire Bank from 1997 – 1999, and head of Retail Services Clydesdale Bank, Glasgow UK from 1994 – 1997.

Ian is a Senior Fellow and past President of the Financial Services Institute of Australasia and a member of the Australian Institute of Company Directors. Ian is also a member of the 30% Club, a group formed by the Australian Institute of Company Directors who are committed to achieving better gender balance on Boards and in organisations.

Since 2006, Ian has held a number of directorships including publicly-listed companies and is currently a director of Arab Bank Australia Ltd and Tasmanian Public Finance Corporation.

What do the directors recommend?

The directors (other than Ian MacDonald 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.



Leon Roday
Director
Genworth Financial
designee

Resolution 5

Leon was appointed to the Board on 19 March 2012 and is a member of the Remuneration & Nominations Committee.

Leon was Executive Vice President, General Counsel and Secretary for Genworth Financial to February 2015. Prior to this position, he held the same role at GE Financial since 1996.

Prior to Genworth and GE Financial, Leon was a partner at LeBoeuf, Lamb, Greene & McRae for 14 years, and he is a member of the New York Bar Association.

What do the directors recommend?

The directors (other than Leon Roday 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
-  **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



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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, 10 May 2018**, 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, 10 May 2018 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: 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 and 2, 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"/>
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5 That Leon Roday be re-elected as a Director of the Company

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Grant of Share Rights to Georgette Nicholas, Genworth Chief Executive Officer and Managing Director

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

3 Possible on-market share buy-back

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 That Ian MacDonald be re-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)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

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 PRX1801G

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.

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, 8 May 2018**, 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

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



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

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 2018 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 **Friday, 04 May 2018**.

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