

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	Genworth Mortgage Insurance Australia Limited
<b>ABN</b>	72 154 890 730

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Jerome Upton
<b>Date of last notice</b>	26 February 2018

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable
<b>Date of change</b>	20 March 2018 (US time)

+ See chapter 19 for defined terms.

<b>No. of securities held prior to change</b>	16,711	Ordinary shares in Genworth Mortgage Insurance Australia Limited ( <b>GMA</b> )
	16,903	Shares of Class A Common Stock in Genworth Financial, Inc. ( <b>GFI</b> )
	61,150	Restricted Stock Units ( <b>RSU</b> ) in GFI
	88,000	Stock Appreciation Rights ( <b>SAR</b> ) in GFI
	18,000	Stock Options ( <b>Options</b> ) in GFI
<b>No. of securities held prior to change (cont.)</b>	906	Common shares in Genworth MI Canada Inc. ( <b>MIC</b> )
<b>Class</b>	As set out below	
<b>Number acquired</b>	37,704	Shares of Class A Common Stock in GFI
<b>Number disposed</b>	53,825	RSUs in GFI
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	USD 156,092.50 (including taxes)	
<b>No. of securities held after change</b>	16,711	Ordinary shares in GMA
	54,607	Shares of Class A Common Stock in GFI

+ See chapter 19 for defined terms.

	7,325	RSUs in GFI
	88,000	SARs in GFI
	18,000	Options in GFI
	906	Common shares in MIC
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back		Vesting of 53,825 RSUs in GFI and conversion into 37,704 Shares of Class A Common Stock in GFI, net of 16,121 Shares of Class A Common Stock in GFI withheld to satisfy an immediate US income taxation liability.

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	Not applicable
<b>Nature of interest</b>	Not applicable
<b>Name of registered holder (if issued securities)</b>	Not applicable
<b>Date of change</b>	Not applicable
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	Not applicable
<b>Interest acquired</b>	Not applicable
<b>Interest disposed</b>	Not applicable
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable
<b>Interest after change</b>	Not applicable

+ See chapter 19 for defined terms.

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	Not applicable
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	Not applicable
<b>If prior written clearance was provided, on what date was this provided?</b>	Not applicable

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