

# 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>	Georgette Cecelia Nicholas
<b>Date of last notice</b>	21 May, 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>	22 May 2018	
<b>No. of securities held prior to change</b>	250,474	Ordinary shares in GMA
	717,266	Share Rights in GMA
	18,571	Shares of Class A Common Stock in GFI
	15,000	Stock Options in GFI
	56,400	SARs in GFI
<b>Class</b>	Share Rights in GMA	
<b>Number acquired</b>	423,002	
<b>Number disposed</b>	Nil	

+ See chapter 19 for defined terms.

<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil  As described in the GMA Notice of 2018 Annual General Meeting dated 22 March 2018, the number of Share Rights was calculated by: <ul style="list-style-type: none"> <li>dividing Ms Nicholas' LTI-18 grant value of \$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.</li> <li>dividing Ms Nicholas' deferred STI award of \$293,333 by \$3.0533 being the 10-day VWAP of ordinary shares as at the end of the 2017 performance period.</li> </ul>	
<b>No. of securities held after change</b>	250,474	Ordinary shares in GMA
	1,140,268	Share Rights in GMA
	18,571	Shares of Class A Common Stock in GFI
	15,000	Stock Options in GFI
	56,400	SARs in GFI
<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	Issue of 423,002 Share Rights pursuant to the Genworth Australia Share Rights Plan and in accordance with shareholder approval obtained at the GMA Annual General Meeting on 10 May 2018.	

## 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

+ See chapter 19 for defined terms.

<b>Interest disposed</b>	Not applicable
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable
<b>Interest after change</b>	Not applicable

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<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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<sup>+</sup> See chapter 19 for defined terms.