

28 August 2020

Companies Announcements Office
Australian Securities Exchange
20 Bridge Street
SYDNEY NSW 2000

**Genworth Mortgage Insurance Australia Limited (ASX:GMA)
Appendices 3Y**

We attach Appendices 3Y for Stuart Take and Jerome Upton.

While details of Stuart Take and Jerome Upton's interests in securities of Genworth Mortgage Insurance Australia Limited (Genworth or the Company) remain unchanged, there have been changes in those Directors' interests in securities of Genworth Financial, Inc., a related body corporate of the Company.

The Appendices 3Y are being lodged late due to an administrative oversight and the need to confirm details of security holdings and transactions that occurred in securities of Genworth Financial, Inc. The attached Appendices 3Y contain the most up to date information regarding each Director's notifiable interests.

In accordance with Listing Rule 3.19B, Genworth has agreements with each of its Directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A. The agreements contain substantially similar provisions to those in Attachment 1 of ASX Guidance Note 22: *Director Disclosure of Interests and Transactions in Securities – Obligations of Listed Entities*.

Genworth also has other administrative arrangements to ensure it meets its disclosure obligations under Listing Rule 3.19A, including:

- requesting Directors to notify Genworth of their security holdings in Genworth and its related bodies corporate in the director consent form at the time of appointment; and
- requiring Directors to provide an annual confirmation of their security holdings in Genworth and its related bodies corporate as part of the preparation of Genworth's annual report.

Directors are also required to file a Trade Notice with the Company Secretary in connection with any trade in the Company's securities.

We do not consider that any additional steps are necessary for the Company to ensure compliance with Listing Rule 3.19B, although we will remind Directors of the importance of accurate and timely notification of their interests in the Company and in securities of the Company's related bodies corporate.

The release of this announcement was authorised by the Disclosure Committee.

Yours faithfully



Prudence Milne
General Counsel and Company Secretary

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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

Name of entity	Genworth Mortgage Insurance Australia Limited
ABN	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.

Name of Director	Stuart Edward Take
Date of last notice	25 March 2019

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.

Direct or indirect interest	Direct	
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable	
Date of change	10 February 2020 (US time)	
No. of securities held prior to change	8,297	Ordinary shares in Genworth Mortgage Insurance Australia Limited (GMA)
	65,885	Shares of Class A Common Stock in Genworth Financial, Inc. (GFI)
	53,200	Stock Appreciation Rights (SAR) in GFI
	13,200	Stock Options (Options) in GFI

+ See chapter 19 for defined terms.

Class	Stock Options in GFI	
Number acquired	Nil	
Number disposed	13,200	Stock Options in GFI
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil	
No. of securities held after change	8,297	Ordinary shares in GMA
	65,885	Shares of Class A Common Stock in GFI
	53,200	SARs in GFI
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Expired unexercised	

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.

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

+ See chapter 19 for defined terms.

Part 3 – ⁺Closed period

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

The release of this announcement was authorised by the Disclosure Committee.

⁺ See chapter 19 for defined terms.

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

Name of entity	Genworth Mortgage Insurance Australia Limited
ABN	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.

Name of Director	Jerome Upton
Date of last notice	16 December 2019

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.

Direct or indirect interest	Direct	
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable	
Date of change	See Annexure A	
No. of securities held prior to change	16,711	Ordinary shares in Genworth Mortgage Insurance Australia Limited (GMA)
	59,756	Shares of Class A Common Stock in Genworth Financial, Inc. (GFI)
	88,000	Stock Appreciation Rights (SAR) in GFI
	18,000	Stock Options (Options) in GFI

+ See chapter 19 for defined terms.

Class	See Annexure A	
Number acquired	7,472	Shares of Class A Common Stock in GFI
	80,756	Restricted Stock Units (RSU) in GFI
	80,756	Performance Stock Units (PSU) in GFI
Number disposed	13,513	RSUs in GFI
	18,000	Stock Options in GFI
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	See Annexure A	
No. of securities held after change	16,711	Ordinary shares in GMA
	67,228	Shares of Class A Common Stock in GFI
	67,243	RSUs in GFI
	88,000	SARs in GFI
	80,756	PSUs in GFI
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	See Annexure A	

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.

Detail of contract	Not applicable
Nature of interest	Not applicable
Name of registered holder (if issued securities)	Not applicable
Date of change	Not applicable
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	Not applicable
Interest acquired	Not applicable

+ See chapter 19 for defined terms.

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

Part 3 – ⁺Closed period

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

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Annexure A

Date of Change (US time)	Acquired / Disposed	Number	Class	Nature of Change	Value / Consideration
19 May 2020	Acquired	7,472	Shares of Class A Common Stock in GFI	Vesting of 13,513 RSUs in GFI and conversion into 7,472 Shares of Class A Common Stock in GFI, net of 6,041 Shares of Class A Common Stock in GFI withheld to satisfy an immediate US income taxation liability.	USD 36,214.84 including tax
	Disposed	13,513	RSUs in GFI		
7 April 2020	Acquired	40,215	PSUs in GFI	Grant by GFI	Nil
		40,215	RSUs in GFI		
10 February 2020	Disposed	18,000	Stock Options in GFI	Expired unexercised	Nil
16 May 2019	Acquired	40,541	PSUs in GFI	Grant by GFI	Nil
		40,541	RSUs in GFI		

+ See chapter 19 for defined terms.