

1 March 2021

ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

**Genworth Mortgage Insurance Australia Limited (ASX:GMA)
Notice under section 708A(5)(e) of the *Corporations Act 2001* (Cth) – Cleansing Statement**

We refer to the announcement to the market on 1 March 2021 in relation to the sale by Genworth Financial International Holdings, LLC and Genworth Holdings, Inc. (as partners of the Genworth Australian General Partnership) (together, the **Seller**), both wholly owned subsidiaries of Genworth Financial, Inc., of 214,316,838 shares in Genworth Mortgage Insurance Australia Limited (**GMA**) (the **Controller Sale**).

This notice is given by GMA under section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Act**), as notionally modified by ASIC Corporations (Sale Offers By Controllers) Instrument 2016/81.

GMA gives notice that:

- (a) the Seller, the controller of GMA for the purposes of the Act at the date of the Controller Sale, sold the relevant securities in GMA without disclosure to investors under Part 6D.2 of the Act;
- (b) as at the date of this notice, GMA has complied with the provisions of Chapter 2M of the Act as they apply to GMA and section 674 of the Act; and
- (c) as at the date of this notice, there is no "excluded information" of the type referred to in sections 708A(7) and 708A(8) of the Act that is required to be set out in this notice under section 708A(6)(e) of the Act.

The release of this announcement was authorised by the Board.

Yours faithfully



Prudence Milne
General Counsel and Company Secretary

Important notice

This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. The securities offered and sold by the Seller as set out in this announcement have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the **Securities Act**), or under the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States except in compliance with the registration requirements of the Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States or pursuant to an exemption from, or in a transaction not subject to, such registration requirements and any other applicable securities laws

For more information, analysts, investors and other interested parties should contact:

Investors:
Paul O'Sullivan
Head of Investor Relations
M: +61 499 088 640

Media:
Iwona Falkiner
Head of Corporate Affairs
M: +61 428 059 965



Genworth Financial International Holdings, LLC
Genworth Holdings, Inc.

1 March 2021

ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir or Madam

Genworth Mortgage Insurance Australia Limited (ASX: GMA)
Sale offers within 12 months after controller sales

We refer to the announcement to the market on 1 March 2021 in relation to the sale by Genworth Financial International Holdings, LLC and Genworth Holdings, Inc. (as partners in the partnership established by agreement dated 23 April 2014 (as amended) and known as the Genworth Australian General Partnership) (together, the **Seller**), both wholly owned subsidiaries of Genworth Financial, Inc., of 214,316,838 shares in Genworth Mortgage Insurance Australia Limited (**GMA**) (the **Controller Sale**).

This notice is given by the Seller under section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Act**), as notionally modified by ASIC Corporations (Sale Offers By Controllers) Instrument 2016/81.

The Seller gives notice that:

- (a) on 1 March 2021 (Sydney time), the Seller sold 214,316,838 fully paid ordinary shares (**Sale Shares**) in the issued capital of GMA to a range of institutional and sophisticated investors;
- (b) the Seller, the controller of GMA for the purposes of the Act at the date of the Controller Sale, sold the Sale Shares in GMA without disclosure to investors under Part 6D.2 of the Act;
- (c) so far as the Seller is aware, as at the date of this notice, GMA has complied with the provisions of Chapter 2M of the Act as they apply to GMA and section 674 of the Act; and
- (d) as at the date of this notice, the Seller is not aware of any "excluded information" of the type referred to in sections 708A(7) and 708A(8) of the Act that is required to be set out in this notice under section 708A(6)(e) of the Act.

Yours faithfully

Genworth Financial International Holdings, LLC
(as partner), by

Genworth Holdings, Inc. (as partner), by


Richard J. Oelhafen, Jr.
Vice President


Ward E. Bobitz
Executive Vice President and General Counsel

Important notice

This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. The securities offered and sold by the Seller as set out in this announcement have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the **Securities Act**), or under the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States except in compliance with the registration requirements of the Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States or pursuant to an exemption from, or in a transaction not subject to, such registration requirements and any other applicable securities laws.