

KING & WOOD
MALLESONS
金杜律師事務所

Level 61
Governor Phillip Tower
1 Farrer Place
Sydney NSW 2000
Australia

T +61 2 9296 2000
F +61 2 9296 3999

www.kwm.com

4 March 2021

To Company Secretary
Genworth Mortgage Insurance Australia Limited
Level 26 101 Miller St
North Sydney NSW 2060
Fax: 1300 366 228

Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000
Fax: 1300 135 638

Dear Sir/Madam

Genworth Mortgage Insurance Australia Limited (ASX: GMA) – ASIC Form 605: Notice of ceasing to be a substantial holder

We act for AXA S.A. ("AXA").

Please find **enclosed** an ASIC Form 605: Notice of ceasing to be a substantial holder lodged on behalf of AXA and its subsidiaries in relation to Genworth Mortgage Insurance Australia Limited.

Yours faithfully

King & Wood Mallesons

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme Genworth Mortgage Insurance Australia Limited ("Genworth")

ACN/ARSN ACN 154 890 730

1. Details of substantial holder (1)

Name AXA S.A. ("AXA") and each subsidiary of AXA ("AXA Subsidiaries") as named in the Form 603 in respect of Genworth dated 21 July 2020 lodged by AXA and the AXA Subsidiaries ("AXA Form 603")

ACN/ARSN (if applicable) N/A

The holder ceased to be a
substantial holder on

3 March 2021

The previous notice was given to the company on

21 July 2020

The previous notice was dated

21 July 2020

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (4) | Consideration given in relation to changes (5) | Class (6) and number of securities affected | Person's votes affected |
|----------------|--|---|--|---|-------------------------|
| 3 March 2021 | AXA and the AXA Subsidiaries | <p>AXA and the AXA Subsidiaries had a relevant interest in 82,090,323 ordinary shares in Genworth ("Pledged Shares") through AXA having control over disposal of the Pledged Shares under the security arrangements in the Specific Security Deed and the Secured Promissory Note annexed to the AXA Form 603.</p> <p>The security over the Pledged Shares was released upon settlement of the sale by Genworth Financial International Holdings, LLC and Genworth Holdings, Inc. of Genworth shares (including the Pledged Shares) as announced to the ASX on 1 March 2021.</p> <p>As a result of the release of the security, AXA and the AXA Subsidiaries have ceased to have a relevant interest in the Pledged Shares.</p> | Not applicable (relevant interest ceased pursuant to release of security over shares in consideration for satisfaction of secured obligations) | 82,090,323 ordinary shares | 82,090,323 |

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A | N/A |

4. Addresses

The addresses of persons named in this form are as follows:

| Name | Address |
|------------------|---|
| AXA | 25 avenue Matignon 75008 Paris France |
| AXA Subsidiaries | c/- 25 avenue Matignon 75008 Paris France |

Signature

print name

N. LECIERGE

capacity

Head of Corporate Finance

sign here



date

03/03/21