

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	26 August 2016

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)
	14,188	Shares of Class A Common Stock in Genworth Financial, Inc. (GFI)
	65,399	Restricted Stock Units (RSU) in GFI
	4,050	Performance Stock Units (PSU) in GFI

+ See chapter 19 for defined terms.

No. of securities held prior to change (cont.)	88,000	Stock Appreciation Rights (SAR) in GFI
	24,150	Stock Options (Options) in GFI
	906	Common shares in Genworth MI Canada Inc. (MIC)
Class	See Annexure A	
Number acquired	1,998	Shares of Class A Common Stock in GFI
Number disposed	3,237	RSUs in GFI
	4,050	PSUs 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
	16,186	Shares of Class A Common Stock in GFI
	62,162	RSUs in GFI
	88,000	SARs in GFI
	24,150	Options in GFI
	906	Common shares in MIC
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

+ See chapter 19 for defined terms.

No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	Not applicable
Interest acquired	Not applicable
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?	No
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

⁺ See chapter 19 for defined terms.

Annexure A

Date of Change (US time)	Acquired / Disposed	Number	Class	Nature of Change	Value / Consideration
15 February 2017	Acquired	1,374	Shares of Class A Common Stock in GFI	Vesting of 2,225 RSUs in GFI and conversion into 1,374 Shares of Class A Common Stock in GFI, net of 851 Shares of Class A Common Stock in GFI withheld to satisfy an immediate US income taxation liability.	USD 8,455 including tax
	Disposed	2,225	RSUs in GFI		
15 February 2017	Disposed	4,050	PSUs in GFI	Forfeited	Nil
17 February 2017	Acquired	624	Shares of Class A Common Stock in GFI	Vesting of 1,012 RSUs in GFI and conversion into 624 Shares of Class A Common Stock in GFI, net of 388 Shares of Class A Common Stock in GFI withheld to satisfy an immediate US income taxation liability.	USD 4,058.12 including tax
	Disposed	1,012	RSUs in GFI		

+ See chapter 19 for defined terms.