

# Notice of 2015 Annual General Meeting

The Annual General Meeting will be held on  
Wednesday, 6 May 2015 at the Westin Hotel, Heritage Ballroom,  
1 Martin Place, Sydney NSW 2000, starting at 11.00am (Sydney time).



The 2015 Annual General Meeting (AGM) of Genworth Mortgage Insurance Australia Limited (Genworth Australia) or the (Company) will be held on Wednesday, 6 May 2015 at the Westin Hotel, Heritage Ballroom, 1 Martin Place, Sydney NSW 2000, starting at 11.00am (Sydney time).

It will be webcast live on the internet at <http://investor.genworth.com.au> and an archive version will be placed on the website to enable the AGM to be viewed at a later time.

## Items of business

### Consideration of Reports

To receive and consider the Company's annual financial report, directors' report and auditor's report for the financial year ended 31 December 2014.

**Note:** there is no requirement for shareholders to approve these reports.

### Resolution 1 – Remuneration Report

To consider and, if thought fit, pass the following resolution as an advisory resolution:

*"That the Company's remuneration report for the financial year ended 31 December 2014 be adopted."*

**Note:** This resolution is advisory only and does not bind the Company or the Directors.

**Voting exclusions:** The Company will disregard any votes cast on this resolution by, or on behalf of, a Director (other than the Chairman) or other member of the key management personnel (KMP, details of whose remuneration are set out in the Remuneration Report) of Genworth Australia, or their closely related parties, unless the vote is cast as a proxy for a person who is entitled to vote on this resolution, in accordance with the directions on the voting form.

The Chairman of the AGM (Chairman) may vote on the resolution, as a proxy for a person who is entitled to vote on this resolution, whether or not the voting form directs how the proxy is to vote, provided the voting form expressly authorises the Chairman to exercise the proxy (even though the resolution is connected with the remuneration of the KMP of Genworth Australia).

The Chairman intends to vote any undirected proxies in favour of this resolution.

### Resolution 2 – Grant of 230,062 Share Rights to Ellen Comerford, Genworth Australia Chief Executive Officer and Managing Director

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That approval is given, for all purposes, including for the purpose of ASX Listing Rule 10.14, for the grant to Genworth Australia's Chief Executive Officer & Managing Director, Ellen Comerford, of 230,062 Share Rights under the*

### Information about Genworth Australia

You can read about Genworth Australia's performance for the 2014 financial year in its Annual Report, available by contacting our share registry or by visiting <http://investor.genworth.com.au>.

### Further information about the AGM

If you would like any further information regarding the AGM, please contact the Company's share registry on 1300 554 474 if calling from within Australia or +61 1300 554 474 if calling from outside Australia, or visit the Genworth Australia website at <http://investor.genworth.com.au>.

*Company's Share Rights Plan, in accordance with the Share Right Plan Rules, and as described in the Explanatory Notes accompanying the Notice of 2015 Annual General Meeting."*

**Voting exclusion:** The Company will disregard any votes cast on this resolution by, or on behalf of, Ms Comerford or any of her associates.

However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote on this resolution, in accordance with the directions on the voting form, or by the Chairman pursuant to an express authorisation on the voting form to vote as he decides.

The Chairman intends to vote all available proxies in favour of this resolution.

**Note:** No directors of the Company, other than Ms Comerford, are eligible to participate in the Company's Share Rights Plan.

### Resolutions 3, 4 and 5 – Re election of directors

Leon Roday, Sam Marsico and Ian MacDonald each retire in accordance with the Company's Constitution and the ASX Listing Rules and, being eligible, offer themselves for re election.

To consider and, if thought fit, pass the following resolutions as **ordinary** resolutions:

#### Resolution 3 – Leon Roday

*"That Leon Roday be re elected as a director of the Company."*

#### Resolution 4 – Sam Marsico

*"That Sam Marsico be re elected as a director of the Company."*

#### Resolution 5 – Ian MacDonald

*"That Ian MacDonald be re elected as a director of the Company."*

By Order of the Board



Jonathan Downes  
General Counsel and Company Secretary

27 March 2015

# Important voting information

## Who is eligible to vote?

In accordance with a determination of the Board, you will be a Shareholder for the purposes of the AGM (and eligible to vote at the AGM) if you are the registered holder of ordinary shares in the Company as at 7.00pm (Sydney time) on Monday, 4 May 2015.

## How to vote

Shareholders can vote in one of three ways:

- by attending the AGM and voting, either in person (or by attorney), or in the case of corporate shareholders, by corporate representative;
- by lodging a direct vote; or
- by validly appointing a proxy to attend the AGM and vote on their behalf.

## Proxy

A shareholder who is entitled to attend and cast a vote at the AGM has a right to appoint a proxy to attend and vote instead of the shareholder. The proxy need not be a shareholder of the Company and may be a corporation (and any corporation so appointed may then nominate an individual to exercise its powers at the meeting). A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise.

If the proxy appointments do not specify the proportion or number of the shareholder's votes that each proxy may exercise, each proxy may exercise up to half of the shareholder's votes.

Shareholders can direct their proxy how to vote by following the instructions on the voting form and are encouraged to do so.

## Undirected proxies

Any undirected proxy given to the Chairman on Resolutions 1 and 2 by a shareholder entitled to vote on those resolutions will be voted in favour of those resolutions and the shareholder will be taken to have expressly authorised the Chairman to exercise the proxy as he decides.

Any undirected proxy given to a director (other than the Chairman) or other member of KMP, or their closely related parties, on Resolutions 1 and 2 by a shareholder entitled to vote on these resolutions will not be voted unless shareholders specify how the proxy should vote by ticking 'For' or 'Against' opposite that resolution on the voting form.

Any undirected proxy given to the Chairman on any other resolution will be voted in favour of the resolution.

## How to lodge your voting form

If shareholders wish to lodge a direct vote or appoint a proxy, they can do so by:

- completing a voting form online at <http://investorcentre.linkmarketservices.com.au> (to do this, shareholders will need their Securityholder Reference Number (SRN) or Holder Identification Number (HIN) which is printed on the voting form that accompanies this Notice of Meeting); or
- completing the voting form that accompanies this Notice of Meeting and returning it to the Company through the Company's share registry, Link Market Services (Link) either:

- by post at Locked Bag A14, Sydney South NSW 1235;
- by fax to +61 2 9287 0309; or
- by hand delivery to 1A Homebush Bay Drive, Rhodes NSW 2138 (in business hours (Monday to Friday, 9.00am-5.00pm)).

## Corporate representatives

A corporate shareholder wishing to appoint a person to act as its representative at the AGM may do so by providing that person with:

- a letter, certificate or form authorising him or her as the corporate shareholder's representative, executed in accordance with the corporate shareholder's constitution; or
- a copy of the resolution appointing the representative, certified by a secretary or director of the corporate shareholder.

A 'Certificate of Appointment of Corporate Representative' may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Evidence of the appointment must be received by Link by 11.00am (Sydney time) on Monday, 4 May 2015 (being 48 hours before the commencement of the AGM).

## Power of attorney

If a shareholder has appointed an attorney to attend and vote at the AGM, or if the proxy form is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by Link by 11.00am (Sydney time) on Monday, 4 May 2015 (being 48 hours before the commencement of the AGM), unless this document has been previously lodged with the Company's share registry for notation.

Powers of attorney may be submitted by post or by hand delivery to Link at the addresses shown above.

For further instructions on voting, please refer to the voting form that accompanies this Notice of Meeting.

## Shareholder questions

Shareholders can submit a written question to the Company in regard to the AGM or any of the proposed resolutions to be considered at the AGM, using the form supplied with this Notice of Meeting.

Forms should be returned to the Company with the personalised voting form in the pre-addressed envelope provided or by fax to +61 2 9287 0309.

Shareholders may also submit questions after completing online voting instructions online at <http://investorcentre.linkmarketservices.com.au>.

Shareholders will also be given a reasonable opportunity to ask questions of the Company and the auditor at the AGM.

During the course of the AGM, the Company intends to answer as many of the frequently asked questions as practicable but may not be able to respond to all questions submitted. Responses to the most commonly asked questions will be added to the Company's website at <http://investor.genworth.com.au>.

**To be valid voting forms must be received by 11.00am (Sydney time) on Monday, 4 May 2015 (being 48 hours before the commencement of the AGM).**

# Explanatory notes

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These explanatory notes accompany and form part of the Notice of Meeting for the Company's AGM to be held on Wednesday, 6 May 2015 at 11.00am (Sydney time). The explanatory notes have been prepared to assist shareholders with their consideration of the items of business proposed for the AGM and are set out in the order of the items of business in the Notice of Meeting. Shareholders should read these explanatory notes with the Notice.

## Consideration of Reports

This item provides shareholders with an opportunity to ask questions concerning the Company's annual financial report, director's report and auditor's report for the financial year ended 31 December 2014 (which are contained in the 2014 Annual Report), and the Company's performance generally.

It is a requirement under the *Corporations Act 2001* (Cth) (Corporations Act) to present the Company's annual financial report, directors' report, and auditor's report at the AGM. However, there is no requirement for shareholders to approve these reports.

For those shareholders who did not elect to receive a printed copy, the 2014 Annual Report is published on the Genworth Australia website at <http://investor.genworth.com.au>. For shareholders who wish to obtain a copy, one can be posted (free of charge) by contacting Link on 1300 554 474 (+61 1300 554 474 from outside Australia).

## Questions for the auditor

The auditor (KPMG) will be present to answer questions from shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

The auditor will also respond to written questions that are relevant to the content of the auditor's report or the conduct of the audit, provided these are submitted to the Company no later than five business days prior to the AGM.

## Resolution 1 – Remuneration Report

The Remuneration Report, as contained in the 2014 Annual Report has been submitted to shareholders for consideration and adoption (by way of advisory resolution).

Shareholders will be given an opportunity at the AGM to ask questions about, or comment on, the Remuneration Report.

The Remuneration Report provides shareholders with an overview of the Company's remuneration governance, strategy, programs and outcomes for KMP.

The Board believes the Company's remuneration policy, strategy and governance, as outlined in the Remuneration Report, are appropriate having regard to the Company's business objectives and achieving an appropriate balance of stakeholder interests.

Shareholders should note that the vote will be advisory only and does not bind the Company or Directors.

However the Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the AGM when reviewing the Company's remuneration policy.

## What do the Directors recommend?

The Directors recommend that shareholders vote 'For' the Resolution. The Chairman intends to vote available proxies given to him 'For' the adoption of the remuneration report.

## Resolution 2 – Grant of 230,062 Share Rights to Ellen Comerford, Genworth Australia Chief Executive Officer and Managing Director

Shareholder approval is being sought for all purposes, including the purpose of ASX Listing Rule 10.14, to grant to the Company's Chief Executive Officer and Managing Director, Ellen Comerford, 230,062 share rights in the Company (Share Rights) under the Genworth Australia Share Rights Plan (Plan).

Subject to shareholder approval, the Share Rights will be issued to Ms Comerford as soon as practicable following the AGM and in any event within 12 months of the date of the AGM. The grant of Share Rights under the Plan will, subject to the terms and conditions described below, allow Ms Comerford to obtain ordinary shares in the Company.

## Terms and conditions of the grant of Share Rights and the plan

Number of Share Rights	<p>The number of Share Rights has been calculated by dividing Ms Comerford's LTI-15 grant value (\$797,500) by \$3.46645 being the 10-day Volume Weighted Average Price (VWAP) of ordinary shares in the Company following the release of full-year results for 2014 (13 February 2015 to 26 February 2015).</p> <p>Additional Share Rights will be granted on the vesting date to reflect notional dividend equivalents accrued through the vesting period as set out below. Shareholder approval will separately be sought for the grant of those Share Rights.</p> <p>Each Share Right will, on the vesting date and subject to satisfaction of the vesting conditions, automatically convert to one ordinary share in the Company for nil additional consideration.</p>
Issue Price	The Share Rights will be issued to Ms Comerford for nil consideration.
Performance period	1 January 2015 – 31 December 2017
Vesting date	31 December 2018
Performance-based vesting conditions measures	<p>One half of the Share Rights will be measured against an underlying return on equity performance measure and the other half will be measured against an earnings per share growth performance measure. Each performance measure is assessed independently from the other.</p> <p><b>Underlying Return on Equity (ROE) – 50% of the grant</b></p> <p>3-year average of annual underlying net profit after tax divided by the 3-year average equity calculated quarterly &amp; excluding mark to market value of investments.</p> <p><b>Earnings Per Share growth (EPS) – 50% of the grant</b></p> <p>3-year compound average annual growth of earnings per share comprising basic earnings per share (after tax and excluding the impact of any share issuance or buy back). The Board may adjust EPS for items of a capital nature that are not reflective of management performance.</p>
Other vesting conditions	<ul style="list-style-type: none"> <li>• Continuous employment until the vesting date</li> <li>• The Board and the Remuneration and Nominations Committee being satisfied that: <ul style="list-style-type: none"> <li>– adverse outcomes have not arisen that were not apparent when performance was assessed; and</li> <li>– that there was not excessive risk taking in the achievement of results.</li> </ul> </li> </ul>
Treatment of dividends	Notional dividend equivalents accrue during the vesting period and are delivered through an adjustment to the number of vested Share Rights at the end of the deferral period on the vesting date.
Calculation of notional dividend	The dollar value of dividends distributed per share during the vesting period multiplied by the number of Share Rights vesting. This number is divided by the 10-day VWAP as at the vesting date, rounded down to whole Share Rights.
Treatment of voting rights	No voting rights are provided on unvested Share Rights.
Treatment of Share Rights on cessation of employment	In accordance with the Plan rules, summarised below.

# Explanatory notes (continued)

On vesting of the Share Rights, shares may be issued or acquired on market, or the Company may determine to pay in cash the market value of the Share Right in accordance with the Plan rules.

## Lapse of Share Rights on cessation of employment

Unvested Share Rights lapse on cessation of employment except in cases of redundancy, total and permanent disability, death, retirement, or if, in the opinion of the Board, the individual is a "good leaver".

## No hedging

Participants under the Plan are not permitted to enter into any hedging arrangements in relation to any Share Rights (including any arrangement (with anyone) that has the effect of limiting the Participant's exposure to risk relating to Share Rights).

## Other information in relation to the Plan

Ms Comerford is the only Director of the Company that is eligible to participate in the Plan.

There is no loan scheme in relation to the Share Rights.

Shares allocated on vesting of the Share Rights will be subject to the Company's Trading Policy and share ownership requirements.

Ms Comerford was granted 660,337 Share Rights, at no cost, as described in section 6.4 of the Company's Prospectus dated 23 April 2014.

The Plan rules address the impact of rights issues and bonus issues on the Share Rights, among other matters.

The Plan rules are available on request from the Company Secretary and were released to the market on 20 May 2014.

## What do the Directors recommend?

The Directors (other than Ms Comerford who does not make a recommendation) recommend that shareholders vote "For" the Resolution. The Chairman intends to vote available proxies given to him "For" the resolution.

## Resolutions 3, 4 and 5 - Re election of Directors

It is a requirement under the ASX Listing Rules and the Company's Constitution that an election of directors be held at each AGM. In addition, each Director (other than Ms Comerford, as Chief Executive Officer & Managing Director) will automatically retire from office at the third AGM after the director was last elected or re elected.

Accordingly, for the 2015 AGM at least one Director must retire and will be eligible for re election. However, three Directors, Leon Roday, Sam Marsico and Ian MacDonald, will retire and, being eligible, offer themselves for re election at the 2015 AGM. The Board considers it is prudent for three Directors to retire and offer themselves for re election in this way, with a current intention that three Directors retire and seek re election at both the 2016 and 2017 AGMs.

Details for each of the Directors retiring and offering themselves for re election are included in the 2014 Annual Report and are also included below.

## Resolution 3 - Leon Roday

### Leon Roday

Director, Genworth Financial  
designee



- Director of Genworth MI Canada Inc.
- Executive Vice President, General Counsel and Secretary, Genworth Financial to 26 January 2015:
- Prior to this position, held the same role for GE Financial since 1996.
- Previously a partner at LeBoeuf, Lamb, Greene & McRae for 14 years.
- Member of the New York Bar Association.
- Appointed 19 March 2012

## What do the Directors recommend?

The Directors (other than Mr Roday who does not make a recommendation) recommend that shareholders vote 'For' the Resolution. The Chairman intends to vote available proxies given to him 'For' the resolution.



## Resolution 4 – Sam Marsico

### Sam Marsico

Director, Genworth Financial  
designee



- Director of Genworth MI Canada Inc.
- Chief Risk Officer, Global Mortgage Insurance, Genworth Financial from 2008 to 2014:
  - 23 years at Genworth/General Electric
  - Chief Risk Officer for Genworth Financial from 2006 – 2008
  - Senior Vice President and Chief Risk Officer for GE Mortgage Insurance from 2002 – 2005
  - Joined GE Mortgage Insurance as CFO in 1997
  - Held a number of leadership positions at both GE Transportation Systems and GE Corporate Finance from 1991 – 1996.
- Previously a senior executive at Price Waterhouse in New York.
- Appointed 19 March 2012.

### What do the directors recommend?

The directors (other than Mr Marsico who does not make a recommendation) recommend that shareholders vote 'For' the Resolution. The Chairman intends to vote available proxies given to him 'For' the resolution.

## Resolution 5 – Ian MacDonald

### Ian MacDonald

Director, Independent



- Chairman of the Remuneration & Nominations Committee.
- Over 40 years of financial services experience in Australia, the UK and Japan, specifically in banking, insurance, wealth management and technology.
- Previously held numerous positions with NAB:
  - Various senior executive roles from 1999 – 2006;
  - Chief Operating Officer Yorkshire Bank from 1997 – 1999;
  - Head of Retail Services Clydesdale Bank, Glasgow UK from 1994 – 1997.
- Senior Fellow and past President of the Financial Services Institute of Australasia and a member of the Australian Institute of Company Directors.
- Currently a director of Arab Bank Australia Ltd and Tasmanian Public Finance Corporation.
- Since 2006 has held a number of directorships including publicly-listed companies.
- Appointed 19 March 2012

### What do the directors recommend?

The directors (other than Mr MacDonald who does not make a recommendation) recommend that shareholders vote 'For' the Resolution. The Chairman intends to vote available proxies given to him 'For' the resolution.





## LODGE YOUR VOTE

-  **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)
-  **BY MAIL**  
Genworth Mortgage Insurance Australia Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia
-  **BY FAX**  
+61 2 9287 0309
-  **BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138
-  **ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474



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## VOTING FORM

I/We being a member(s) of Genworth Mortgage Insurance Australia Limited and entitled to attend and vote hereby appoint:

### STEP 1 Please mark either A or B

#### A VOTE DIRECTLY

☐ elect to lodge my/our  
vote(s) directly (mark box)

 in relation to the Annual General Meeting of the Company to be held at **11:00am on Wednesday, 6 May 2015**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

#### B APPOINT A PROXY

☐ the Chairman  
of the Meeting  
(mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am on Wednesday, 6 May 2015 at the Westin Hotel, Heritage Ballroom, 1 Martin Place, Sydney NSW 2000** (the Meeting) and at any postponement or adjournment of the Meeting.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**


## VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Re-election of Director Ian MacDonald	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Grant of 230,062 Share Rights to Ellen Comerford, Genworth Australia Chief Executive Officer & Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Re-election of Director Leon Roday	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Re-election of Director Sam Marsico	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 \* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

## HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

### VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am on Monday, 4 May 2015**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Voting Form).



#### BY MAIL

Genworth Mortgage Insurance Australia Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* in business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

## LODGE YOUR QUESTIONS



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### BY MAIL

Genworth Mortgage Insurance Australia Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138



### ALL ENQUIRIES TO

Telephone: +61 1300 554 474



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Please use this form to submit any questions about Genworth Mortgage Insurance Australia Limited ("the Company") that you would like us to respond to at the Company's 2015 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Notes. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **Wednesday, 29 April 2015**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to *(please mark the most appropriate box)*

☐

Performance or financial reports

☐

A resolution being put to the AGM

☐

General suggestion

☐

Remuneration Report

☐

Sustainability/Environment

☐

Other

☐

My question is for the auditor

☐

Future direction


☐

Performance or financial reports

☐

A resolution being put to the AGM

☐

General suggestion

☐

Remuneration Report

☐

Sustainability/Environment

☐

Other

☐

My question is for the auditor

☐

Future direction


QUESTIONS