

12 May 2015

Company Announcements Office  
Australian Securities Exchange  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

Dear Sir

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

We refer to the announcements to the market on 11 May 2015 in relation to the sale by Brookfield Life Assurance Company Limited and Genworth Financial International Holdings, Inc. (as partners), both wholly owned subsidiaries of Genworth Financial, Inc. (together, the **Vendor**) of 92.3 million shares in Genworth Mortgage Insurance Australia Limited (**Genworth Australia**) (**Controller Sale**).

This notice is given by Genworth Australia under section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Act**), as notionally modified by ASIC Class Order 08/25.

Genworth Australia advises:

- a) the Vendor, the controller of Genworth Australia at the date of the Controller Sale, sold the relevant securities in Genworth Australia without disclosure to investors under Part 6D.2 of the Act;
- b) as at the date of this notice, Genworth Australia has complied with the provisions of Chapter 2M as they apply to Genworth Australia and section 674 of the Act; and
- c) Genworth Australia is not aware of any information that may be "excluded information" for the purposes of sections 708A(7) of the Act, as at the date of this notice.

Attached is a cleansing statement which has been prepared by and is given by the Vendor.

Yours faithfully,



**Jonathan Downes**  
General Counsel & 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 Vendor 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.



*Brookfield Life Assurance Company Limited &  
Genworth Financial International Holdings, Inc.  
(as partners)*

The Manager  
Company Announcements Office  
ASX Limited  
Level 4, Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

12 May 2015

Dear Sir / Madam

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

For the purposes of section 708A(5) and (6) of the *Corporations Act 2001* (Cth) (**Act**), as notionally modified by ASIC Class Order 08/25, Brookfield Life Assurance Company Limited and Genworth Financial International Holdings, Inc. as partners in the partnership established by agreement dated 23 April 2014 and known as the Genworth Australian General Partnership (together the **Vendor**), both wholly owned subsidiaries of Genworth Financial, Inc., give notice under section 708A(5)(e) of the Act of the following details:

- a) on 11 May 2015, the Vendor sold 92,300,000 fully paid ordinary shares (**Sale Shares**) in the issued capital of Genworth Mortgage Insurance Australia Limited (**Genworth Australia**) to a range of institutional and sophisticated investors;
- b) the Vendor, as controller of Genworth Australia for the purposes of the Act at the date of the sale, sold the Sale Shares without disclosure to investors under Part 6D.2 of the Act;
- c) as far as the Vendor is aware, as at the date of this notice, Genworth Australia has complied with the provisions of Chapter 2M as they apply to Genworth Australia and section 674 of the Act; and
- d) the Vendor is not aware of any information that may be "excluded information" for the purposes of sections 708(7) or (8) of the Act, as at the date of this notice.

Brookfield Life Assurance Company  
Limited (as partner), by

A handwritten signature in black ink, appearing to read "Richard J. Oelhafen, Jr.", written over a horizontal line.

**Richard J Oelhafen, Jr.**  
Vice President

Genworth Financial International  
Holdings, Inc. (as partner), by

A handwritten signature in black ink, appearing to read "Richard J. Oelhafen, Jr.", written over a horizontal line.

**Richard J Oelhafen, Jr.**  
Vice President

**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 Vendor 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.