

**Form 605**Corporations Act 2001  
Section 671B**Notice of ceasing to be a substantial shareholder**

To Company Name/Scheme GENWORTH MORTGAGE INSURANCE AUSTRALIA LIMITED

ACN 154 890 730

**1. Details of substantial holder**

Name The Goldman Sachs Group, Inc. ("GSGL") on behalf of itself and its subsidiaries ("Goldman Sachs Group") including its significant subsidiaries listed in Annexure A ("Significant Subsidiaries") and Goldman Sachs Holdings ANZ Pty Limited and its subsidiaries ("Goldman Sachs Australia Group").

ACN/ARSN (if applicable) Not applicable

The holder ceased to be a substantial holder on 15 May 2015  
 The previous notice was given to the company on 13 May 2015  
 The previous notice was dated 13 May 2015

**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate 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	Holder of Relevant Interest	Nature of Change	Consideration (AUD)	Class and Number of Securities	Person's votes affected
See Annexure B.					

**3. Changes in association**

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

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

**4. Addresses**

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

Name	Address
GSGL	Corporation Trust Center, 1209 Orange Street, Wilmington DE 19801, USA
Goldman, Sachs & Co ("GSCO")	200 West Street, New York, NY 10282, USA
Goldman Sachs International ("GSI")	Peterborough Court, 133 Fleet Street, London EC4A 2BB, United Kingdom
Goldman Sachs Financial Markets Pty Ltd ("GAUS")	Level 17, 101 Collins Street, Melbourne Victoria 3000, Australia
Goldman Sachs Australia Pty Ltd ("GSA")	Level 17, 101 Collins Street, Melbourne, Victoria 3000, Australia
Genworth Financial International Holdings, Inc.	c/- 6620 W Broad Street, Richmond, VA 23230, USA

Brookfield Life Assurance Company Limited

c/- 6620 W Broad Street, Richmond, VA 23230, USA

**Signature**

Print name

Raymond Chow  
(signing under power of attorney in  
accordance with section 52 of the  
Corporations Act)

Capacity

Authorised Person

**Sign here**

Date

19 May 2015

## Annexure A

**Significant Subsidiaries of The Goldman Sachs Group, Inc.**

The following are significant subsidiaries of The Goldman Sachs Group, Inc. as of December 31, 2014 and the states or jurisdictions in which they are organized. Indentation indicates the principal parent of each subsidiary. The Goldman Sachs Group, Inc. owns, directly or indirectly, at least 99% of the voting securities of substantially all of the subsidiaries included below. The names of particular subsidiaries have been omitted because, considered in the aggregate as a single subsidiary, they would not constitute, as of the end of the year covered by this report, a "significant subsidiary" as that term is defined in Rule 1-02(w) of Regulation S-X under the Securities Exchange Act of 1934.

<b>Name</b>	<b>State or Jurisdiction of Organization of Entity</b>
The Goldman Sachs Group, Inc.	Delaware
Goldman, Sachs & Co.	New York
Goldman Sachs Paris Inc. Et Cie	France
Goldman Sachs (UK) L.L.C.	Delaware
Goldman Sachs Group UK Limited	United Kingdom
Goldman Sachs International Bank	United Kingdom
Goldman Sachs International	United Kingdom
Goldman Sachs Asset Management International	United Kingdom
Goldman Sachs Group Holdings (U.K.) Limited	United Kingdom
KPL Finance Limited	Cayman Islands
GS Funding Investments Limited	Cayman Islands
Rothesay Life (Cayman) Limited	Cayman Islands
GS Liquid Trading Platform II Limited	Jersey
Forres LLC	Delaware
Forres Investments Limited	Cayman Islands
Goldman Sachs Global Holdings L.L.C.	Delaware
GS Asian Venture (Delaware) L.L.C.	Delaware
GS Hony Holdings I Ltd.	Cayman Islands
GS (Asia) L.P.	Delaware
Goldman Sachs (Japan) Ltd.	British Virgin Islands
Goldman Sachs Japan Co., Ltd.	Japan
J. Aron Holdings, L.P.	Delaware
J. Aron & Company	New York
Goldman Sachs Asset Management, L.P.	Delaware
Goldman Sachs Hedge Fund Strategies LLC	Delaware
Goldman Sachs (Cayman) Holding Company	Cayman Islands
Goldman Sachs (Asia) Corporate Holdings L.P.	Delaware
Goldman Sachs Holdings (Hong Kong) Limited	Hong Kong
Goldman Sachs (Asia) Finance	Mauritius
Goldman Sachs (Asia) L.L.C.	Delaware
GS EMEA Funding Limited Partnership	United Kingdom
Goldman Sachs Holdings (Singapore) PTE. Ltd.	Singapore
J. Aron & Company (Singapore) PTE.	Singapore
Goldman Sachs (Singapore) PTE.	Singapore
Goldman Sachs Holdings ANZ Pty Limited	Australia
Goldman Sachs Financial Markets Pty Ltd	Australia
GS HLDGS ANZ II Pty Ltd	Australia
Goldman Sachs Australia Group Holdings Pty Ltd	Australia
Goldman Sachs Australia Capital Markets Limited	Australia
Goldman Sachs Australia Pty Ltd	Australia
GS Holdings (Delaware) L.L.C. II	Delaware
GS Lending Partners Holdings LLC	Delaware
Goldman Sachs Lending Partners LLC	Delaware
Goldman Sachs Bank USA	New York
Goldman Sachs Mortgage Company	New York
Goldman Sachs Execution & Clearing, L.P.	New York
GS Financial Services II, LLC	Delaware
GS Funding Europe	United Kingdom
GS Funding Europe I Ltd.	Cayman Islands
GS Funding Europe II Ltd.	Cayman Islands
GS Investment Strategies, LLC	Delaware

Name	State or Jurisdiction of Organization of Entity
MLQ Investors, L.P.	Delaware
Goldman Sachs Realty Japan Ltd.	Japan
Blue Daisy Co., Ltd.	Japan
GS PIA Holdings GK	Japan
Crane Holdings Ltd.	Japan
ELQ Holdings (Del) LLC	Delaware
ELQ Holdings (UK) Ltd	United Kingdom
ELQ Investors VII Limited	United Kingdom
ELQ Investors II Ltd	United Kingdom
Goldman Sachs Specialty Lending Holdings, Inc.	Delaware
GS Fund Holdings, L.L.C.	Delaware
Shoelane, L.P.	Delaware
GS Financial Services L.P. (Del)	Delaware
JLQ LLC	Cayman Islands
Jupiter Investment Co., Ltd.	Japan
AR Holdings GK	Japan
SH White Flower	Japan
GK Frangipani	Japan
Goldman Sachs Global Commodities (Canada) Holdings, LP	Delaware
Goldman Sachs Global Commodities (Canada) Corporation	Canada
GS Direct, L.L.C.	Delaware
GSIP Holdco A LLC	Delaware
Special Situations Investing Group II, LLC	Delaware
MTGRP, L.L.C.	Delaware
Archon International, Inc.	Delaware
Archon Group Europe GMBH	Germany
Archon Group Deutschland GMBH	Germany
Broad Street Principal Investments, L.L.C.	Delaware
Broad Street Credit Holdings LLC	Delaware
GSFS Investments I Corp.	Delaware
GS India Holdings L.P.	Delaware
Goldman Sachs Investments (Mauritius) I Limited	Mauritius
GS Diversified Funding LLC	Delaware
Hull Trading Asia Limited	Hong Kong
Goldman Sachs LLC	Mauritius
Goldman Sachs Venture LLC	Mauritius

## THE GOLDMAN SACHS GROUP, INC AND ITS SUBSIDIARIES

### Signature

Print name	Raymond Chow (signing under power of attorney in accordance with section 52 of the Corporations Act)	Capacity	Authorised Person
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Sign here



Date	19 May 2015
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## Annexure B

Date of Change	Holder of Relevant Interest	Nature of Change	Consideration (AUD)	Class and Number of Securities		Person's votes affected
05/12/15	GSI	Return of borrowed shares	N/A	77,158	Ordinary Fully Paid Shares	77,158
05/12/15	GSA	Return of lent shares	N/A	77,158	Ordinary Fully Paid Shares	77,158
05/12/15	GAUS	Return of borrowed shares	N/A	35,329	Ordinary Fully Paid Shares	35,329
05/12/15	GAUS	Return of borrowed shares	N/A	4,440	Ordinary Fully Paid Shares	4,440
05/12/15	GSI	Return of lent shares	N/A	13,658	Ordinary Fully Paid Shares	13,658
05/12/15	GSI	Return of lent shares	N/A	35,329	Ordinary Fully Paid Shares	35,329
05/12/15	GSI	Return of lent shares	N/A	4,440	Ordinary Fully Paid Shares	4,440
05/12/15	GAUS	Return of borrowed shares	N/A	13,658	Ordinary Fully Paid Shares	13,658
05/12/15	GSA	SELL	2,473	801	Ordinary Fully Paid Shares	801
05/12/15	GSA	SELL	237,468	76,357	Ordinary Fully Paid Shares	76,357
05/13/15	GSCO	Borrow of shares	N/A	300,000	Ordinary Fully Paid Shares	300,000
05/14/15	GSI	Return of lent shares	N/A	25,460	Ordinary Fully Paid Shares	25,460
05/14/15	GAUS	Return of borrowed shares	N/A	25,460	Ordinary Fully Paid Shares	25,460
05/15/15	GSI	BUY	24,631	7,770	Ordinary Fully Paid Shares	7,770
05/15/15	GSCO	Return of lent shares	N/A	107,021	Ordinary Fully Paid Shares	107,021
05/15/15	GSCO	Return of lent shares	N/A	3,522	Ordinary Fully Paid Shares	3,522
05/15/15	GSCO	Return of lent shares	N/A	150,657	Ordinary Fully Paid Shares	150,657
05/15/15	GSI	Return of borrowed shares	N/A	107,021	Ordinary Fully Paid Shares	107,021
05/15/15	GSI	Return of borrowed shares	N/A	233,234	Ordinary Fully Paid Shares	233,234
05/15/15	GSCO	Return of lent shares	N/A	2,004,556	Ordinary Fully Paid Shares	2,004,556
05/15/15	GSCO	Return of lent shares	N/A	107,606	Ordinary Fully Paid Shares	107,606
05/15/15	GSCO	Return of lent shares	N/A	17,242	Ordinary Fully Paid Shares	17,242
05/15/15	GSI	Return of borrowed shares	N/A	17,242	Ordinary Fully Paid Shares	17,242
05/15/15	GSCO	Return of lent shares	N/A	939,492	Ordinary Fully Paid Shares	939,492
05/15/15	GSI	Return of borrowed shares	N/A	2,004,556	Ordinary Fully Paid Shares	2,004,556
05/15/15	GSCO	Loan of shares	N/A	2,004,556	Ordinary Fully Paid Shares	2,004,556

<b>Date of Change</b>	<b>Holder of Relevant Interest</b>	<b>Nature of Change</b>	<b>Consideration (AUD)</b>	<b>Class and Number of Securities</b>		<b>Person's votes affected</b>
05/15/15	GSCO	Return of lent shares	N/A	32,255	Ordinary Fully Paid Shares	32,255
05/15/15	GSI	Borrow of shares	N/A	2,944,048	Ordinary Fully Paid Shares	2,944,048
05/15/15	GSI	Return of borrowed shares	N/A	150,657	Ordinary Fully Paid Shares	150,657
05/15/15	GSCO	Return of lent shares	N/A	975,274	Ordinary Fully Paid Shares	975,274
05/15/15	GSI	Return of borrowed shares	N/A	939,492	Ordinary Fully Paid Shares	939,492
05/15/15	GSI	Return of borrowed shares	N/A	107,606	Ordinary Fully Paid Shares	107,606
05/15/15	GSI	Return of borrowed shares	N/A	32,255	Ordinary Fully Paid Shares	32,255
05/15/15	GSI	Return of borrowed shares	N/A	58,308	Ordinary Fully Paid Shares	58,308
05/15/15	GSI	Borrow of shares	N/A	2,004,556	Ordinary Fully Paid Shares	2,004,556
05/15/15	GSI	Return of borrowed shares	N/A	975,274	Ordinary Fully Paid Shares	975,274
05/15/15	GSI	Return of borrowed shares	N/A	3,522	Ordinary Fully Paid Shares	3,522
05/15/15	GSCO	Return of lent shares	N/A	233,234	Ordinary Fully Paid Shares	233,234
05/15/15	GSCO	Loan of shares	N/A	2,944,048	Ordinary Fully Paid Shares	2,944,048
05/15/15	GSCO	Return of lent shares	N/A	58,308	Ordinary Fully Paid Shares	58,308
05/15/15	GSA	GSA and its associates ceased to have a relevant interest in the shares (being 92,300,000 ordinary shares as at 11 May 2015) that arose upon signing the block trade agreement with Genworth Financial International Holdings, Inc. and Brookfield Life Assurance Company Limited – such agreement attached to GSGI's Form 603 dated 13 May 2015 (Agreement) – upon settlement occurring under the Agreement.	N/A	92,300,000	Ordinary Fully Paid Shares	92,300,000

**Signature**

Print name	Raymond Chow (signing under power of attorney in accordance with section 52 of the Corporations Act)	Capacity	Authorised Person
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**Sign here**

Date

19 May 2015