



Level 26
101 Miller Street
North Sydney NSW 2060
Australia
Tel 1300 655 422
Fax 1300 662 228
genworth.com.au

20 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)
Issue of Share Rights – Appendix 3B and Appendix 3Y**

Genworth Mortgage Insurance Australia Limited (**GMA**) advises that the attached Appendix 3B relates to 672,949 share rights granted on 20 May 2015 to certain GMA and subsidiary company employees (including the GMA Chief Executive Officer & Managing Director, Ellie Comerford) under the Genworth Australia Share Rights Plan, in respect of the 2015 financial year.

The attached Appendix 3Y for Ms Comerford relates to the change of interests that occurred on 20 May 2015 as a result of the grant of the share rights she received.

The grant of share rights to Ms Comerford was approved by GMA shareholders at the Annual General Meeting held on 6 May 2015.

Yours faithfully

A handwritten signature in blue ink that reads "Jonathan Downes". The signature is written in a cursive, flowing style.

Jonathan Downes
General Counsel & Company Secretary

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Genworth Mortgage Insurance Australia Limited

ABN

72 154 890 730

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | | |
|---|---|---------------------------|--|
| 1 | +Class of +securities issued or to be issued | Share Rights (not quoted) | |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 525,834 | Share Rights under the 2015-LTI grant |
| | | 147,115 | Share Rights under the 2015-Equity grant |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | See Annexure A | |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>No – the Share Rights do not rank equally in all respects with the existing class of quoted securities.</p> <p>The Share Rights do not have voting rights or rights to receive dividends.</p> <p>After the Share Rights have vested and are converted to ordinary shares, those ordinary shares will rank equally with existing fully paid ordinary shares (including the right to vote and receive dividends).</p>
<p>5 Issue price or consideration</p>	<p>Nil</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issue of Share Rights under the Genworth Australia Share Rights Plan to various eligible employees, including the Chief Executive Officer & Managing Director, Ellen Comerford, in respect of the 2015 financial year.</p>
<p>6a Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the ⁺securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>Not applicable</p>
<p>6c Number of ⁺securities issued without security holder approval under rule 7.1</p>	<p>Not applicable</p>
<p>6d Number of ⁺securities issued with security holder approval under rule 7.1A</p>	<p>Not applicable</p>

⁺ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable	
6f	Number of +securities issued under an exception in rule 7.2	Not applicable	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Not applicable	
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	20 May 2015	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		650,000,000	Fully Paid Ordinary Shares

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		525,834	Share Rights under the 2015-LTI grant
		147,115	Share Rights under the 2015-Equity grant
		2,684,884	Share Rights under the 2014-Key Leader grant
		90,857	Share Rights under the 2014-IPO grant
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable	

Part 2 - Pro rata issue

Items 11 to 33 are not applicable

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ☐ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

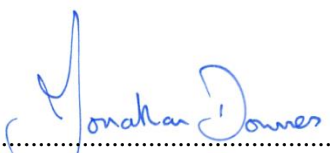
Items 35 to 42 are not applicable.

⁺ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:


.....
(Director/Company secretary)

Date: 20 May 2015

Print name:

Jonathan Downes

== == == == ==

Annexure A

Item 3 – Principal terms of the securities

Share Rights issued under the 2015-LTI grant	
Share Rights Plan	The Share Rights are issued under the Genworth Australia Share Rights Plan. The Plan Rules were released to the market on 20 May 2014.
Vesting and Conversion	<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> <p>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”.</p>
Vesting Date	31 December 2018
Performance Period	1 January 2015 – 31 December 2017
Performance-based Vesting Conditions Measures	<p>For each person to whom Share Rights were granted, 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><u>Underlying Return on Equity (ROE) – 50% of the grant</u></p> <p>3-year average of annual underlying net profit after tax divided by the 3-year average equity calculated quarterly & excluding mark to market value of investments.</p> <p><u>Earnings Per Share growth (EPS) - 50% of the grant</u></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"> • Continuous employment until the Vesting Date • The Board and the Remuneration and Nominations Committee being satisfied that: <ul style="list-style-type: none"> ○ adverse outcomes have not arisen that were not apparent when performance was assessed; and ○ there was not excessive risk taking in the achievement of results.
Dividend and Voting Rights	<p>Share Rights do not have any voting rights or rights to receive dividends attached.</p> <p>Notional dividend equivalents accrue during the Vesting Period (1 January 2015 – 31 December 2018) and are delivered through an adjustment to the number of vested Share Rights at the end of the deferral period on the Vesting Date. The notional dividend equivalents are calculated as 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 the nearest whole number of Share Rights.</p>

+ See chapter 19 for defined terms.

Share Rights issued under the 2015-Equity grant	
Share Rights Plan	The Share Rights are issued under the Genworth Australia Share Rights Plan. The Plan Rules were released to the market on 20 May 2014.
Vesting and Conversion	Each Share Right will, on the relevant Vesting Date and subject to satisfaction of the relevant Vesting Conditions, automatically convert to one ordinary share in the Company for nil additional consideration. 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”.
Vesting Date	For each person to whom Share Rights were granted, one quarter of the Share Rights will vest on each of 1 March 2016, 1 March 2017, 1 March 2018 and 1 March 2019.
Vesting Conditions	Continuous employment until the relevant Vesting Date
Dividend and Voting Rights	Share Rights do not have any voting rights or rights to receive dividends attached.

Item 9 – Number and class of all securities not quoted on ASX

For reference only, the principal terms of Share Rights previously issued under the Genworth Australia Share Rights Plan are set out below.

Share Rights issued under the 2014-Key Leader grant	
Share Rights Plan	The Share Rights are issued under the Genworth Australia Share Rights Plan. The Plan Rules were released to the market on 20 May 2014.
Vesting and Conversion	Each Share Right will, on the relevant Vesting Date and subject to satisfaction of the relevant Vesting Conditions, automatically convert to one ordinary share in the Company for nil additional consideration. 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”.
Vesting Date	For each person to whom Share Rights were granted, one third of the Share Rights will vest on each of 20 May 2016, 20 May 2017 and 20 May 2018.
Vesting Conditions	Continuous employment until the relevant Vesting Date
Dividend and Voting Rights	Share Rights do not have any voting rights or rights to receive dividends attached.

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Share Rights issued under the 2014-IPO grant	
Share Rights Plan	The Share Rights are issued under the Genworth Australia Share Rights Plan. The Plan Rules were released to the market on 20 May 2014.
Vesting and Conversion	Each Share Right will, on the relevant Vesting Date, automatically convert to one ordinary share in the Company for nil additional consideration.
Vesting Date	The earlier of: <ul style="list-style-type: none">• 20 May 2017; or• the date of cessation of employment.
Dividend and Voting Rights	Share Rights do not have any voting rights or rights to receive dividends attached.

+ See chapter 19 for defined terms.

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	Ellen Frances Comerford
Date of last notice	2 April 2015

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) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Not applicable	
Date of change	20 May 2015	
No. of securities held prior to change	660,337	Shares Rights in Genworth Mortgage Insurance Australia Limited (GMA)
	69,114	Shares of Class A Common Stock in Genworth Financial, Inc. (GFI)
	35,686	Restricted Stock Units in GFI
Class	Share Rights	
Number acquired	230,062	
Number disposed	Nil	

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Nil As described in the GMA Notice of 2015 Annual General Meeting, dated 27 March 2015, the number of Share Rights was calculated by dividing Ms Comerford's LTI-15 grant value (\$797,500) by \$3.46645 being the 10-day Volume Weighted Average Price of ordinary shares in the Company following the release of full-year results for 2014.	
No. of securities held after change	890,399	Shares Rights in GMA
	69,114	Shares of Class A Common Stock in GFI
	35,686	Restricted Stock Units in GFI
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issue of Share Rights pursuant to the Genworth Australia Share Rights Plan and in accordance with shareholder approval obtained at the GMA Annual General Meeting on 6 May 2015.	

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
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

+ See chapter 19 for defined terms.

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.