

# 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

<b>Name of entity</b>	Genworth Mortgage Insurance Australia Limited
<b>ABN</b>	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.

<b>Name of Director</b>	Leon Ellis Roday
<b>Date of last notice</b>	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.

<b>Direct or indirect interest</b>	Direct	
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Not applicable	
<b>Date of change</b>	See Annexure A	
<b>No. of securities held prior to change</b>	19,609	Ordinary shares in Genworth Mortgage Insurance Australia Limited ( <b>GMA</b> )
	32,426 <sup>1</sup>	Shares of Class A Common Stock in Genworth Financial, Inc. ( <b>GFI</b> )

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<sup>1</sup> Previously notified to ASX on 2 April 2015 as 32,526 due to a typographical error.

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+ See chapter 19 for defined terms.

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<b>No. of securities held prior to change (cont.)</b>	15,651 <sup>2</sup>	Restricted Stock Units ( <b>RSU</b> ) in GFI
	19,000	Performance Stock Units ( <b>PSU</b> ) in GFI
	692,833	Stock Appreciation Rights ( <b>SAR</b> ) in GFI
	3,020	Common shares in Genworth MI Canada Inc. ( <b>MIC</b> )
<b>Class</b>	As set out below	
<b>Number acquired</b>	10,465	Shares of Class A Common Stock in GFI
<b>Number disposed</b>	32,426	Shares of Class A Common Stock in GFI
	15,651	RSUs in GFI
	27,300	SARs in GFI
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	See Annexure A	
<b>No. of securities held after change</b>	19,609	Ordinary shares in GMA
	10,465	Shares of Class A Common Stock in GFI
	19,000	PSUs in GFI
	665,533	SARs in GFI
	3,020	Common shares in MIC
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	See Annexure A	

<sup>2</sup> Previously notified to ASX on 2 April 2015 as 34,651 RSUs, however 19,000 Performance Stock Units (**PSU**) in GFI were incorrectly included in the total number of RSUs. The PSUs, which were granted on 20 February 2014, are separately shown in this Appendix 3Y. PSUs consist of performance-vesting stock units that may convert to shares in GFI following the end of the performance period based on achievement of certain pre-established performance goals. PSUs are granted with respect to a target number of shares in GFI, will be forfeited if performance falls below a designated threshold level of performance, and may be earned up to 200% of the target number of shares in GFI for exceptional performance.

+ See chapter 19 for defined terms.

## 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.

<b>Detail of contract</b>	Not applicable
<b>Nature of interest</b>	Not applicable
<b>Name of registered holder (if issued securities)</b>	Not applicable
<b>Date of change</b>	Not applicable
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	Not applicable
<b>Interest acquired</b>	Not applicable
<b>Interest disposed</b>	Not applicable
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable
<b>Interest after change</b>	Not applicable

## Part 3 – <sup>+</sup>Closed period

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	Not applicable
<b>If prior written clearance was provided, on what date was this provided?</b>	Not applicable

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<sup>+</sup> See chapter 19 for defined terms.

## Annexure A

<b>Date of Change (US time)</b>	<b>Acquired / Disposed</b>	<b>Number</b>	<b>Class</b>	<b>Nature of Change</b>	<b>Value / Consideration</b>
20 July 2015	Disposed	27,300	SARs in GFI	Expired unexercised	Nil
13 August 2015	Disposed	32,426	Shares of Class A Common Stock in GFI	On-market sale	USD 176,584.44
25 August 2015	Disposed	15,651	RSUs in GFI	Vesting of 15,651 RSUs in GFI and conversion into 15,651 Shares of Class A Common Stock in GFI and the sale of 5,186 Shares of Class A Common Stock in GFI to meet an immediate US income taxation liability arising from the vesting of the RSUs in GFI.	Nil
	Acquired	15,651	Shares of Class A Common Stock in GFI		Nil
	Disposed	5,186	Shares of Class A Common Stock in GFI		Nil

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