

11 May 2016

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

Dear Sir

**Genworth Mortgage Insurance Australia Limited (ASX:GMA)  
Appendices 3Y and Appendix 3Z**

We attach Appendices 3Y for each of Sam Marsico, Leon Roday, Stuart Take and Jerome Upton. We also attach an Appendix 3Z for Sam Marsico who ceased as a Director on 5 May 2016, as previously notified to ASX.

While details of Sam Marsico, Leon Roday, Stuart Take and Jerome Upton's interests in securities of Genworth Mortgage Insurance Australia Limited (Genworth or the Company) remain unchanged, there have been changes in those Directors' interests in securities of Genworth Financial, Inc., a related body corporate of the Company.

The Appendices 3Y are being lodged late due to the need to confirm details of security holdings and transactions that occurred in securities of Genworth Financial, Inc. The attached Appendices 3Y contain the most up to date information regarding each Director's notifiable interests.

In accordance with Listing Rule 3.19B, Genworth has agreements with each of its Directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A. The agreements contain substantially similar provisions to those in Attachment 1 of ASX Guidance Note 22: *Director Disclosure of Interests and Transactions in Securities – Obligations of Listed Entities*.

Genworth also has other administrative arrangements to ensure it meets its disclosure obligations under Listing Rule 3.19A, including:

- requesting Directors to notify Genworth of their security holdings in Genworth and its related bodies corporate in the director consent form at the time of appointment; and
- requiring Directors to sign an annual confirmation of their security holdings in Genworth and its related bodies corporate as part of the preparation of Genworth's annual report.

Directors are also required to file a Trade Notice with the Company Secretary in connection with any trade in the Company's securities.

We do not consider that any additional steps are necessary for the Company to ensure compliance with Listing Rule 3.19B, although we will remind Directors of the importance of accurate and timely notification of their interests in the Company and in securities of the Company's related bodies corporate.

Yours faithfully

**Luke Oxenham**  
Chief Financial Officer & Company Secretary

# 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>	Samuel Domonick Marsico
<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> Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable	
<b>Date of change</b>	See Annexure A	
<b>No. of securities held prior to change</b>	15,482	Shares of Class A Common Stock in Genworth Financial, Inc. ( <b>GFI</b> )
	56,840	Stock Appreciation Rights ( <b>SAR</b> ) in GFI
	30,400	Stock Options ( <b>Options</b> ) in GFI
	624	Common shares in Genworth MI Canada Inc. ( <b>MIC</b> )

<b>Class</b>	As set out below	
<b>Number acquired</b>	Nil	
<b>Number disposed</b>	15,482	Shares of Class A Common Stock in GFI
	56,840	SARs in GFI
	30,400	Options 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>	624	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	

## 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> Note: Details are only required for a contract in relation to which the interest has changed	Not applicable
<b>Interest acquired</b>	Not applicable
<b>Interest disposed</b>	Not applicable
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	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

# Annexure A

Date of Change (US time)	Acquired / Disposed	Number	Class	Nature of Change	Value / Consideration
29 April 2015	Disposed	2,977	Shares of Class A Common Stock in GFI	On-market sale	USD 26,585.66
1 May 2015	Disposed	2,290	Shares of Class A Common Stock in GFI	On-market sale	USD 20,750.16
20 July 2015	Disposed	2,400	Options in GFI	Expired unexercised	Nil
27 August 2015	Disposed	1,000	Shares of Class A Common Stock in GFI	On-market sale	USD 5,071.95
31 December 2015	Disposed	56,840	SARs in GFI	Expired unexercised	Nil
	Disposed	28,000	Options in GFI		
22 February 2016	Disposed	500	Shares of Class A Common Stock in GFI	On-market sale	USD 974.97
23 February 2016	Disposed	1,000	Shares of Class A Common Stock in GFI	On-market sale	USD 1,966.99
26 February 2016	Disposed	2,500	Shares of Class A Common Stock in GFI	On-market sale	USD 5,311.55
1 March 2016	Disposed	500	Shares of Class A Common Stock in GFI	On-market sale	USD 1,117.02
2 March 2016	Disposed	3,376	Shares of Class A Common Stock in GFI	On-market sale	USD 8,223.80

<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>
11 March 2016	Disposed	500	Shares of Class A Common Stock in GFI	On-market sale	USD 1,392.01
14 March 2016	Disposed	839	Shares of Class A Common Stock in GFI	On-market sale	USD 2,357.97

# 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>	28 August 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> )
	10,465	Shares of Class A Common Stock in Genworth Financial, Inc. ( <b>GFI</b> )
	19,000	Performance Stock Units ( <b>PSU</b> ) in GFI
	665,533	Stock Appreciation Rights ( <b>SAR</b> ) in GFI
	3,020	Common shares in Genworth MI Canada Inc. ( <b>MIC</b> )

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+ See chapter 19 for defined terms.



## Appendix 3Y

### Change of Director's Interest Notice

<b>Class</b>	As set out below	
<b>Number acquired</b>	15,044	Shares of Class A Common Stock in GFI
<b>Number disposed</b>	58,500	SARs in GFI
	25,509	Shares of Class A Common Stock in GFI
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	See Annexure A	
<b>No. of securities held after change</b>	19,609	Ordinary shares in GMA
	19,000	PSUs in GFI
	607,033	SARs in GFI
	3,020	Common shares in MIC
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	See Annexure A	

## 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

+ See chapter 19 for defined terms.

**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

Date of Change (US time)	Acquired / Disposed	Number	Class	Nature of Change	Value / Consideration
17 November 2015	Disposed	58,500	SARs in GFI	Exercise of 58,500 SARs in GFI and conversion into 15,044 Shares of Class A Common Stock in GFI	USD 139,230
	Acquired	15,044	Shares of Class A Common Stock in GFI		
9 November 2015	Disposed	10,465	Shares of Class A Common Stock in GFI	On-market sale	USD 49,771
17 November 2015	Disposed	15,044	Shares of Class A Common Stock in GFI	On-market sale	USD 70,598

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+ See chapter 19 for defined terms.

# Appendix 3Y

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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>	Stuart Edward Take
<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> Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable	
<b>Date of change</b>	See Annexure A	
<b>No. of securities held prior to change</b>	9,699	Ordinary shares in Genworth Mortgage Insurance Australia Limited ( <b>GMA</b> )
	21,042	Shares of Class A Common Stock in Genworth Financial, Inc. ( <b>GFI</b> )
	59,041	Restricted Stock Units ( <b>RSU</b> ) in GFI
	53,200	Stock Appreciation Rights ( <b>SAR</b> ) in GFI
	37,000	Stock Options ( <b>Options</b> ) in GFI

<b>Class</b>	As set out below	
<b>Number acquired</b>	1,992	Shares of Class A Common Stock in GFI
<b>Number disposed</b>	3,241	RSUs in GFI
	2,400	Options 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>	9,699	Ordinary shares in GMA
	23,034	Shares of Class A Common Stock in GFI
	55,800	RSUs in GFI
	53,200	SARs in GFI
	34,600	Options in GFI
<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	

## 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> Note: Details are only required for a contract in relation to which the interest has changed	Not applicable
<b>Interest acquired</b>	Not applicable
<b>Interest disposed</b>	Not applicable
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable
<b>Interest after change</b>	Not applicable

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +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

# Annexure A

Date of Change (US time)	Acquired / Disposed	Number	Class	Nature of Change	Value / Consideration
20 July 2015	Disposed	2,400	Options in GFI	Expired unexercised	Nil
16 February 2016	Acquired	1,454	Shares of Class A Common Stock in GFI	Vesting of 2,366 RSUs in GFI and conversion into 1,454 Shares of Class A Common Stock in GFI, net of 912 Shares of Class A Common Stock in GFI withheld to satisfy an immediate US income taxation liability.	USD 2,544.50 net of taxes
	Disposed	2,366	RSUs in GFI		
19 February 2016	Acquired	538	Shares of Class A Common Stock in GFI	Vesting of 875 RSUs in GFI and conversion into 538 Shares of Class A Common Stock in GFI, net of 337 Shares of Class A Common Stock in GFI withheld to satisfy an immediate US income taxation liability.	USD 1,065.24 net of taxes
	Disposed	875	RSUs in GFI		

# Appendix 3Y

## Change of Director's Interest Notice

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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>	Jerome Upton
<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> Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable	
<b>Date of change</b>	See Annexure A	
<b>No. of securities held prior to change</b>	19,534	Ordinary shares in Genworth Mortgage Insurance Australia Limited ( <b>GMA</b> )
	11,070 <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 15,482 due to a typographical error.

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+ See chapter 19 for defined terms.



## Appendix 3Y

### Change of Director's Interest Notice

<b>No. of securities held prior to change (cont.)</b>	70,470 <sup>2</sup>	Restricted Stock Units ( <b>RSU</b> ) in GFI
	4,050	Performance Stock Units ( <b>PSU</b> ) in GFI
	88,000	Stock Appreciation Rights ( <b>SAR</b> ) in GFI
	27,550	Stock Options ( <b>Options</b> ) in GFI
	906	Common shares in Genworth MI Canada Inc. ( <b>MIC</b> )
<b>Class</b>	As set out below	
<b>Number acquired</b>	3118	Shares of Class A Common Stock in GFI
<b>Number disposed</b>	1,600	Options in GFI
	5,071	RSUs in GFI
	1,294	Shares of Class A Common Stock 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>	19,534	Ordinary shares in GMA
	14,188	Shares of Class A Common Stock in GFI
	65,399	RSUs in GFI
	4,050	PSUs in GFI
	88,000	SARs in GFI
	25,950	Options in GFI
	906	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 74,520 RSUs, however 4,050 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

Date of Change (US time)	Acquired / Disposed	Number	Class	Nature of Change	Value / Consideration
20 July 2015	Disposed	1,600	Options in GFI	Expired unexercised	Nil
14 February 2016	Acquired	1,127	Shares of Class A Common Stock in GFI	Vesting of 1,833 RSUs in GFI and conversion into 1,127 Shares of Class A Common Stock in GFI, net of 706 Shares of Class A Common Stock in GFI withheld to satisfy an immediate US income taxation liability.	USD 1,972.25 net of taxes
	Disposed	1,833	RSUs in GFI		
15 February 2016	Acquired	1,368	Shares of Class A Common Stock in GFI	Vesting of 2,225 RSUs in GFI and conversion into 1,368 Shares of Class A Common Stock in GFI, net of 857 Shares of Class A Common Stock in GFI withheld to satisfy an immediate US income taxation liability.	USD 2,394.00 net of taxes
	Disposed	2,225	RSUs in GFI		
20 February 2016	Acquired	623	Shares of Class A Common Stock in GFI	Vesting of 1,013 RSUs in GFI and conversion into 623 Shares of Class A Common Stock in GFI, net of 390 Shares of Class A Common Stock in GFI withheld to satisfy an immediate US income taxation liability.	USD 1,233.54 net of taxes
	Disposed	1,013	RSUs in GFI		

+ See chapter 19 for defined terms.

# Appendix 3Z

## Final 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 30/9/2001.

<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.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Samuel Domonick Marsico
<b>Date of last notice</b>	11 May 2016
<b>Date that director ceased to be director</b>	5 May 2016

### Part 1 – Director's relevant interests in securities of which the director is the registered holder

*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>Number &amp; class of securities</b>
624 Common shares in Genworth MI Canada Inc.

+ See chapter 19 for defined terms.

## Appendix 3Z

### Final Director's Interest Notice

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#### Part 2 – Director's relevant interests in securities of which the director is not the registered holder

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.

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Name of holder & nature of interest	Number & class of securities
Note: Provide details of the circumstances giving rise to the relevant interest	
Not applicable	

#### Part 3 – Director's interests in contracts

Detail of contract	Not applicable
Nature of interest	Not applicable
Name of registered holder (if issued securities)	Not applicable
No. and class of securities to which interest relates	Not applicable

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+ See chapter 19 for defined terms.