

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	Georgette Cecelia Nicholas
Date of last notice	21 February 2017

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) Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable	
Date of change	17 May 2017	
No. of securities held prior to change	53,805	Ordinary shares in Genworth Mortgage Insurance Australia Limited (GMA)
	549,848	Share Rights in GMA
	15,809	Shares of Class A Common Stock in Genworth Financial, Inc. (GFI)
	17,550	Stock Options in GFI

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. of securities held prior to change (cont.)	56,400	Stock Appreciation Rights (SAR) in GFI
	2,762	Restricted Stock Units (RSU) in GFI
Class	Share Rights in GMA	
Number acquired	360,545	
Number disposed	Nil	
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil As described in the GMA Notice of 2017 Annual General Meeting dated 30 March 2017, the number of Share Rights was calculated by: - dividing Ms Nicholas' LTI-17 grant value of \$850,000 by \$2.8990 being the 10-day Volume Weighted Average Price (VWAP) of ordinary shares in the Company following the release of full-year results for 2016; and - dividing Ms Nicholas' deferred STI award of \$215,000 by \$3.1927 being the 10-day VWAP of ordinary shares in the Company at the end of the 2016 performance period.	
No. of securities held after change	53,805	Ordinary shares in GMA
	910,393	Share Rights in GMA
	15,809	Shares of Class A Common Stock in GFI
	17,550	Stock Options in GFI
	56,400	SARs in GFI
	2,762	RSUs in GFI
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	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 11 May 2017.	

+ 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.

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

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.