

13 October 2022

Companies Announcements Office
Australian Securities Exchange
20 Bridge Street
SYDNEY NSW 2000

**Genworth Mortgage Insurance Australia Limited (ASX:GMA)
Notice of General Meeting**

We attach a copy of the Notice of General Meeting of Genworth Mortgage Insurance Australia Limited, along with the following documents:

- Letter of Notice and Access
- Virtual Meeting – Online Guide
- Proxy Form.

The General Meeting will be held on Tuesday, 15 November 2022 at 11.00am (Sydney time) as a hybrid meeting, at our office on Level 26, 101 Miller Street in North Sydney, and using the online platform available at <https://meetings.linkgroup.com/GMA2022>.

Further information on how to participate is set out in the Notice of Meeting and in the *Virtual Meeting – Online Guide* attached to this announcement and available on our website investor.genworth.com.au.

The release of this announcement was authorised by the Board.

Yours faithfully



Prudence Milne
General Counsel and Company Secretary

For more information, analysts, investors and other interested parties should contact:

Investors:
Paul O'Sullivan
Head of Investor Relations
M: +61 499 088 640

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Corporate Communications Manager
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13 October 2022

Dear Shareholder

2022 General Meeting to approve the Company's Change of Name

On behalf of the Board of Directors of Genworth Mortgage Insurance Australia Limited (Genworth), I am pleased to invite you to participate in Genworth's 2022 General Meeting on Tuesday, 15 November 2022, at 11.00am.

The General Meeting will be held in a hybrid mode, with audio available via the online platform (see below) and at our office, at Level 26, 101 Miller Street in North Sydney. Shareholders can also participate in the General Meeting online. If you wish to participate online, you will be able to ask questions and vote in real time.

To download the 2022 Notice of General Meeting and the Virtual Online Meeting Guide please go to our website, <https://investor.genworth.com.au/investor-centre/>.

The purpose of this General Meeting is to consider and approve, as a special resolution, changing the Company's name from "Genworth Mortgage Insurance Australia Limited" to "Helia Group Limited". The Board recommends that shareholders vote in favour of this resolution.

Shareholders who are not able to attend in person can participate in the General Meeting virtually, via the online platform at <https://meetings.linkgroup.com/GMA2022>. Details of how to log in to the meeting are set out in the Notice of Meeting and Online Guide. Registration opens 30 mins before the commencement of the meeting for you to log onto the platform. You will need your SRN or HIN (which are on your Voting Form) or proxyholder login which will be provided by Link. Shareholders and proxy holders will be able to ask questions during the General Meeting and to hear the discussion.

If you are unable to attend the General Meeting but wish to vote, you can either appoint a proxy or lodge a direct vote. Details for how to do this are on the enclosed Voting Form. For the appointment of your proxy to be effective, you will need to complete the online lodgement by **11.00am (AEDT) on Sunday 13 November 2022**. Even if you plan to attend the General Meeting in person or online, we encourage you to submit a directed proxy vote so that your vote will be counted if for any reason you cannot attend on the day.

We look forward to seeing you on Tuesday, 15 November 2022.

Yours sincerely



Prudence Milne
General Counsel and Company Secretary

NOTICE OF GENERAL MEETING

The General Meeting will be held on Tuesday, 15 November 2022, at Genworth's office at Level 26, 101 Miller Street, North Sydney, and as a virtual meeting using the online platform at <https://meetings.linkgroup.com/GMA2022>, starting at 11.00am (Sydney time)

Genworth Mortgage Insurance Australia Limited
ABN 72 154 890 730

A General Meeting (GM) of Genworth Mortgage Insurance Australia Limited (Genworth or the Company) will be held on Tuesday, 15 November 2022 at Genworth's office at Level 26, 101 Miller Street, North Sydney and as a virtual meeting using the online platform at <https://meetings.linkgroup.com/GMA2022>, starting at 11.00am (Sydney time).

Shareholders may participate in the GM virtually through an online platform provided by our share registrar, Link Market Services.

Through the online platform shareholders will be able to vote, make comments and ask questions at the GM.

Further information on how to participate is set out in this Notice of Meeting and the Virtual Meeting Online Guide available on our website.

Further information about the GM

If you would like any further information regarding the GM, please contact the Company's share registry on 1300 554 474 if calling from within Australia or +61 1300 554 474 if calling from outside Australia, or visit the Genworth website at investor.genworth.com.au.

Genworth Mortgage Insurance
Australia Limited
ABN 72 154 890 730
Level 26, 101 Miller Street
North Sydney NSW 2060

Genworth 

Items of business

Resolution 1

Approval of Change of Company Name to Helia Group Limited

To consider and, if thought fit, pass the following resolution as a **special** resolution:

That, for the purposes of section 157(1) and section 136(2) of the Corporations Act and for all other purposes, the Company's name be changed from "Genworth Mortgage Insurance Australia Limited" to "Helia Group Limited", and the Company's Constitution be amended to reflect the change of name, by changing all references to "Genworth Mortgage Insurance Australia Limited" in the Company's Constitution to "Helia Group Limited", with effect from the date that ASIC updates its register to reflect the new name.

By Order of the Board.



Prudence Milne
General Counsel & Company Secretary

13 October 2022

Important voting information

Who is eligible to vote?

You are eligible to vote at the GM if you are a registered holder of ordinary shares in the Company as at 11.00am (Sydney time) on Sunday 13 November 2022.

How to vote

Shareholders can vote either:

- by attending the GM and voting, either in person (or by attorney), or in the case of corporate shareholders, by corporate representative;
- by lodging a direct vote; or
- by validly appointing a proxy to attend the GM and vote on their behalf, or
- by attending the GM and voting using the online platform (see details below under the heading 'Voting using the online platform').

Proxy

A shareholder who is entitled to attend and cast a vote at the GM has a right to appoint a proxy to attend and vote instead of the shareholder. The proxy need not be a shareholder of the Company and may be a corporation (and any corporation so appointed may then nominate an individual to exercise its powers at the meeting). A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise.

If the proxy appointments do not specify the proportion or number of the shareholder's votes that each proxy may exercise, each proxy may exercise up to half of the shareholder's votes.

Shareholders can direct their proxy how to vote by following the instructions on the voting form and are encouraged to do so.

Undirected proxies

The Chairman intends to vote any undirected proxies given to him on the Special Resolution in favour of the resolution, and the shareholder will be taken to have expressly authorised the Chairman to exercise the proxy as he decides.

How to lodge your voting form

If shareholders wish to lodge a direct vote or appoint a proxy, they can do so by:

- completing a voting form online at investorcentre.linkmarketservices.com.au (to do this, shareholders will need their Securityholder Reference Number (SRN) or Holder Identification Number (HIN);
- completing the voting form that accompanies this Notice of Meeting and returning it to the Company through the Company's share registry, Link Market Services (Link) either:
 - by post at Locked Bag A14, Sydney South NSW 1235;
 - by fax to +61 2 9287 0309; or
 - by hand delivery to Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150 (in business hours (Monday to Friday, 9.00am – 5.00pm)).

To be valid, voting forms must be received by 11.00am (Sydney time) on Sunday 13 November 2022 (being 48 hours before the commencement of the GM).

Voting using the online platform

If you wish to vote during the GM using the online platform, we recommend logging in at least 15 minutes prior to the scheduled start time for the GM using the instructions below:

- enter <https://meetings.linkgroup.com/GMA2022> into a web browser on your computer or online device;
- shareholders wishing to vote using the online platform will need their SRN or HIN (printed at the top of your voting form);
- proxyholders wishing to vote using the online platform will need their proxy code, which Link will provide to you by email no later than 48 hours prior to the GM.

Online voting will be open between the commencement of the AGM at 11.00am (Sydney time) on 15 November 2022, and the time at which the Chairman announces that voting has closed. More information about online participation in the GM is available in the Virtual Meeting Online Guide available on our website at investor.genworth.com.au.

Corporate representatives

A corporate shareholder wishing to appoint a person to act as its representative at the GM may do so by providing that person with:

- a letter, certificate or form authorising him or her as the corporate shareholder's representative, executed in accordance with the corporate shareholder's constitution; or
- a copy of the resolution appointing the representative, certified by a secretary or director of the corporate shareholder.

A "Certificate of Appointment of Corporate Representative" may be obtained from the Company's share registry or online at linkmarketservices.com.au.

Evidence of the appointment must be received by Link: (i) by 11.00am (Sydney time) on Sunday 13 November 2022 (being 48 hours before the commencement of the GM); or (ii) in another way approved by the Chairman.

Power of attorney

If a shareholder has appointed an attorney to attend and vote at the GM, or if the proxy form is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by Link by 11.00am (Sydney time) on Sunday 13 November 2022 (being 48 hours before the commencement of the GM), unless this document has been previously lodged with the Company's share registry for notation.

Powers of attorney may be submitted by post or by hand delivery to Link at the addresses shown above.

For further instructions on voting, please refer to the voting form that accompanies this Notice of Meeting.

Explanatory Notes

These explanatory notes accompany and form part of the Notice of Meeting for the Company's GM to be held on Tuesday, 15 November 2022 at 11.00am (Sydney time). The explanatory notes have been prepared to assist shareholders with their consideration of the items of business proposed for the GM. Shareholders should read these explanatory notes with the Notice.

Resolution 1

Approval of Change of Company Name to Helia Group Limited.

On 1 March 2021 Genworth Financial, Inc. (GFI) sold its entire holding of 214,316,838 fully paid ordinary shares in Genworth, which at that time comprised approximately 52% of the Company's shares on issue. On settlement of the sale on 3 March 2021, GFI ceased to be a substantial holder in Genworth and no longer owns any shares in the issued capital of the Company.

The Company used the Genworth Trademarks under a licence agreement with GFI whilst it was majority owned by GFI. Following separation from GFI, the Company is required to cease use of the Genworth trademarks.

As a result of the separation from GFI, the Company has reviewed its purpose, strategy, customer value proposition and has chosen the new name, Helia Group Limited. The new name, Helia Group Limited, will create a separate identity for the Company and better reflect its activities and strategy going forward.

The new name will be accompanied by a new brand identity and trademark.

In accordance with Section 157(1) of the Corporations Act, a company may change its name by Special Resolution. If this Special Resolution is passed, the Company will lodge the prescribed forms with ASIC requesting that ASIC alter the registration details of the Company to reflect the name change. The change of name will take effect from the day on which ASIC alters the details of the Company's registration.

If this resolution is passed, the Company's ASX listing code will change from "GMA" to "HLI". This change will be announced on the ASX's announcement platform. The Company's Constitution will also be attached to this announcement.

Availability of Constitution showing proposed Amendments

A marked copy of the Company's Constitution showing the proposed changes is available at investor.genworth.com.au and copies are also available for inspection at the Company's registered office: Level 26, 101 Miller Street, North Sydney NSW 2060.

Voting requirements

Pursuant to section 136(2) of the Corporations Act, Resolution 1 is required to be passed by a special resolution. A special resolution must be passed by at least 75% of the votes cast by shareholders entitled to vote on the resolution.

What do the Directors recommend?

The Directors recommend that shareholders vote FOR Resolution 1. The Chairman intends to vote available proxies given to him FOR Resolution 1.

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

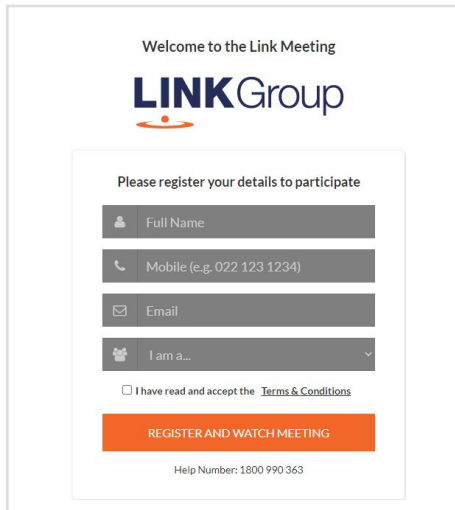
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Edge – 92.0 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Step 1

Open your web browser and go to <https://meetings.linkgroup.com/GMA2022>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **‘Register and Watch Meeting’** button.

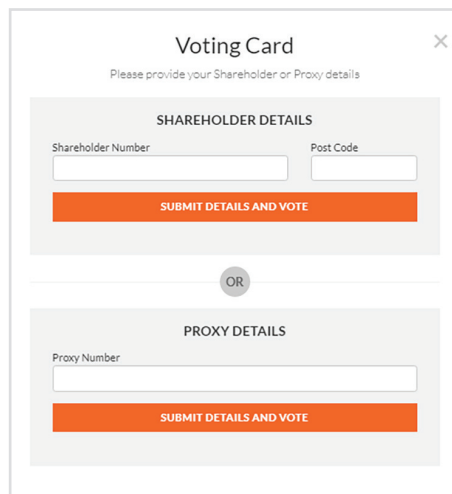
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for ‘Get a Voting Card’, ‘Ask a Question’ and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the ‘Get a Voting Card’ button.

This will bring up a box which looks like this.

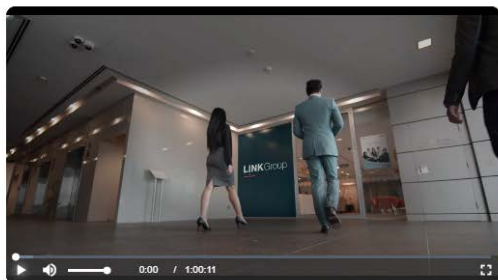


If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **‘SUBMIT DETAILS AND VOTE’** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio's
- Sustainability Report
- Notice of meeting
- Online Guide
- Annual Report

JOHN SAMPLE

*****0014

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the shareholder's voting instructions.

Full Vote

Partial Vote

Resolution 1

For

Against

Abstain

GENERAL BUSINESS

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards. Once voting has been closed all submitted voting cards cannot be changed.

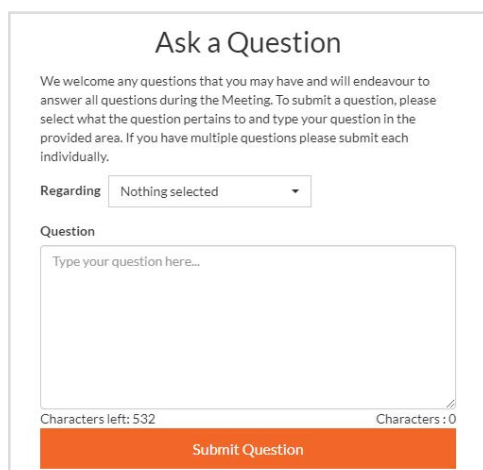
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only verified Securityholders, Proxyholders and Corporate Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your security holder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



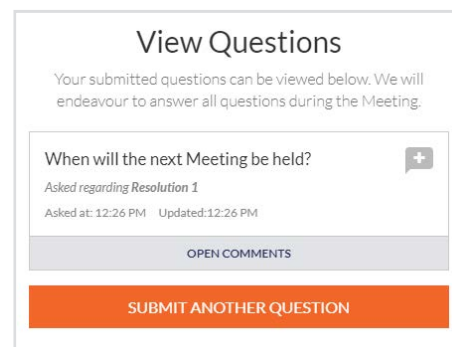
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Genworth Mortgage Insurance Australia Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Genworth Mortgage Insurance Australia Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to attend the meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting (GM) of the Company to be held at **11:00am (Sydney Time) on Tuesday, 15 November 2022 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at Genworth's office at Level 26, 101 Miller Street, North Sydney NSW 2060, or logging in online at <https://meetings.linkgroup.com/GMA2022> (refer to details in the Virtual General Meeting Online Guide). To access the **Notice of General Meeting** this can be viewed and downloaded at the Company's website at <https://investor.genworth.com.au/investor-centre/?page=overview>.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

- 1 Approval of Change of Company Name to Helia Group Limited

☐	☐	☐
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

GMA PRX2202N



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Special General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (Sydney Time) on Sunday, 13 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Genworth Mortgage Insurance Australia Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)