

26 March 2021

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

**Genworth Mortgage Insurance Australia Limited (ASX:GMA)  
Notice of 2021 Annual General Meeting**

We attach a copy of the Notice of 2021 Annual General Meeting (AGM) of Genworth Mortgage Insurance Australia Limited.

The AGM will be held on Thursday, 6 May 2021 at 11.00am (Sydney time) as a virtual meeting using the online platform available at [agmlive.link/GMA21](https://agmlive.link/GMA21)

Further information on how to participate is set out in the Notice of Meeting and in the *Virtual AGM – Online Guide*, a copy of which is attached to this announcement and also available on our website [investor.genworth.com.au](https://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

**Media:**  
Iwona Falkiner  
Head of Corporate Affairs  
M: +61 428 059 965

# Notice of Annual General Meeting 2021

The Annual General Meeting will be held on Thursday, 6 May 2021 at 11.00am (Sydney time) as a virtual meeting using the online platform available at [agmlive.link/GMA21](https://agmlive.link/GMA21)

The 2021 Annual General Meeting (AGM) of Genworth Mortgage Insurance Australia Limited (Genworth or the Company) will be held on Thursday, 6 May 2021 at 11.00am (Sydney time) as a virtual meeting.

Shareholders may participate in the AGM virtually through an online platform provided by our share registrar, Link Market Services. The online platform can be accessed at [agmlive.link/GMA21](https://agmlive.link/GMA21).

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

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

Shareholders will not be able to attend the AGM at a physical location.

An archive version will also be placed on Genworth's website to enable the AGM to be viewed at a later time.

## ► Information about Genworth

You can read about Genworth's performance for the 2020 financial year in its Annual Report, available by contacting our share registry or by visiting [investor.genworth.com.au](https://investor.genworth.com.au).

## ► Further information about the AGM

If you would like any further information regarding the AGM, 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](https://investor.genworth.com.au).



Genworth Mortgage Insurance  
Australia Limited

ABN 72 154 890 730

Level 26, 101 Miller Street  
North Sydney NSW 2060

# Items of business

## ► Consideration of reports

To receive and consider the Company's annual financial report, directors' report and auditor's report for the financial year ended 31 December 2020.

**Note:** there is no requirement for shareholders to approve these reports.

## ► Resolution 1

### ► REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as an **ordinary** resolution:

**"That the Company's remuneration report for the financial year ended 31 December 2020 be adopted."**

**Note:** This resolution is advisory only and does not bind the Company or the Directors.

**Voting exclusion:** The Company will disregard any votes cast on this resolution:

- by, or on behalf of, a member of the key management personnel of Genworth (**KMP**) details of whose remuneration are set out in the remuneration report for the year ended 31 December 2020 or their closely related parties (regardless of the capacity in which the vote is cast); or
- as proxy by a person who is a member of the KMP on the date of the AGM and their closely related parties, unless the vote is cast as a proxy for a person who is entitled to vote on this resolution:
  - in accordance with the directions on the voting form; or
  - by the Chairman of the AGM (**Chairman**) pursuant to an express authorisation in the voting form to vote as he decides, even though it is connected with the remuneration of KMP.

The Chairman intends to vote all available proxies in favour of this resolution.

## ► Resolution 2

---

### ► GRANT OF 311,593 SHARE RIGHTS TO CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR

To consider and, if thought fit, pass the following resolution as an **ordinary** resolution:

**"That approval is given, for all purposes, including for the purpose of ASX Listing Rule 10.14, for the grant to Genworth's Chief Executive Officer and Managing Director, Pauline Blight-Johnston, of 311,593 Share Rights under the Company's Share Rights Plan, in accordance with the Share Right Plan Rules, and as described in the Explanatory Notes accompanying the Notice of 2021 Annual General Meeting."**

**Voting exclusion:** Company will disregard any votes cast in favour of the resolution by or on behalf of Ms Blight-Johnston or any of her associates.

However, this does not apply to a vote cast in favour this resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as he decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Note:** No directors of the Company other than Ms Blight-Johnston are currently eligible to participate in the Company's Share Rights Plan.

## ► Resolution 3

---

### ► IAN MACDONALD

**"That Ian MacDonald be re-elected as a Director of the Company."**

## ► Resolution 4

---

### ► GRAHAM MIRABITO

**"That Graham Mirabito be elected as a Director of the Company."**

By Order of the Board



**Prudence Milne**  
General Counsel & Company Secretary

26 March 2021

<sup>1</sup> Shareholders should refer to the Explanatory Notes for information about the regulatory and other approvals required before the Company would be permitted to conduct an on-market share buy-back.

# Important voting information

## ► Who is eligible to vote?

---

You are eligible to vote at the AGM if you are a registered holder of ordinary shares in the Company as at 7.00pm (Sydney time) on Tuesday, 4 May 2021.

## ► How to vote

---

Shareholders can vote, either:

- before the AGM by lodging a direct vote or appointing a proxy (see details below under the heading 'How to lodge your voting form'); or
- during the AGM 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 AGM 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 Resolutions 1 and 2 by a shareholder entitled to vote on those resolutions in favour of those resolutions and the shareholder will be taken to have expressly authorised the Chairman to exercise the proxy as he decides.

Any undirected proxy given to a director (other than the Chairman) or other member of KMP, or their closely related parties, on Resolutions 1 and 2 by a shareholder entitled to vote on these resolutions will not be voted unless shareholders specify how the proxy should vote by ticking 'For' or 'Against' opposite that resolution on the voting form.

The Chairman intends to vote any undirected proxies given to him on any other resolution in favour of the resolution.

## ► 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 1A Homebush Bay Drive, Rhodes NSW 2138 (in business hours (Monday to Friday, 9.00am – 5.00pm)).

**To be valid, voting forms must be received by 11.00am (Sydney time) on Tuesday, 4 May 2021 (being 48 hours before the commencement of the AGM).**

## ► Voting using the online platform

---

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

- enter **agmlive.link/GMA21** 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 AGM.

Online voting will be open between the commencement of the AGM at 11.00am (Sydney time) on 6 May 2021, and the time at which the Chairman announces that voting has closed. More information about online participation in the AGM is available in the Virtual AGM 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 AGM 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 Tuesday, 4 May 2021 (being 48 hours before the commencement of the AGM); 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 AGM, 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 Tuesday, 4 May 2021 (being 48 hours before the commencement of the AGM), 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.

## ► Shareholder questions

---

Shareholders can submit a written question to the Company in relation to the AGM or any of the proposed resolutions to be considered at the AGM, using the form supplied with this Notice of Meeting.

Forms should be returned to the Company with the personalised voting form in the pre-addressed envelope provided or by fax to +61 2 9287 0309.

Shareholders may also submit questions after completing online voting instructions online at **investorcentre.linkmarketservices.com.au**.

Shareholders will also be given a reasonable opportunity to ask questions of the Company and the auditor at the AGM.

During the course of the AGM, the Company intends to answer as many of the frequently asked questions as practicable but may not be able to respond to all questions submitted. Responses to the most commonly asked questions will be added to the Company's website at **investor.genworth.com.au**.

# Explanatory notes

These explanatory notes accompany and form part of the Notice of Meeting for the Company's AGM to be held on Thursday, 6 May 2021 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 AGM and are set out in the order of the items of business in the Notice of Meeting. Shareholders should read these explanatory notes with the Notice.

## ► Consideration of Reports

This item provides shareholders with an opportunity to ask questions concerning the Company's annual financial report, director's report and auditor's report for the financial year ended 31 December 2020 (which are contained in the 2020 Annual Report), and the Company's performance generally.

It is a requirement under the *Corporations Act 2001* (Cth) (**Corporations Act**) to present the Company's annual financial report, directors' report, and auditor's report at the AGM. However, there is no requirement for shareholders to approve these reports.

For those shareholders who did not elect to receive a printed copy, the 2020 Annual Report is published on the Genworth website at [investor.genworth.com.au](http://investor.genworth.com.au). For shareholders who wish to obtain a copy, one can be posted (free of charge) by contacting Link on 1300 554 474 (+61 1300 554 474 from outside Australia).

### ► QUESTIONS FOR THE AUDITOR

The auditor (**KPMG**) will be present to answer questions from shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

The auditor will also respond to written questions that are relevant to the content of the auditor's report or the conduct of the audit, provided these are submitted to the Company no later than five business days prior to the AGM.

## ► Resolution 1

### ► REMUNERATION REPORT

The remuneration report, as contained in the 2020 Annual Report has been submitted to shareholders for consideration and adoption (by way of an ordinary resolution).

Shareholders will be given an opportunity at the AGM to ask questions about, or comment on, the remuneration report.

The remuneration report provides shareholders with an overview of the Company's remuneration governance, strategy, programs and outcomes for KMP.

The Board believes the Company's remuneration policy, strategy and governance, as outlined in the remuneration report, are appropriate having regard to the Company's business objectives and achieving an appropriate balance of stakeholder interests.

Shareholders should note that the vote will be advisory only and does not bind the Company or Directors.

However, the Board will consider the outcome of the vote and comments made by shareholders on the remuneration report at the AGM when reviewing the Company's remuneration policy.

### WHAT DO THE DIRECTORS RECOMMEND?

The Directors recommend that shareholders vote **FOR** the Resolution. The Chairman intends to vote available proxies given to him **FOR** the adoption of the remuneration report.

## ► Resolution 2

### ► GRANT OF 311,593 SHARE RIGHTS TO CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR

Shareholder approval is being sought for all purposes, including the purpose of ASX Listing Rule 10.14, to grant to the Company's Chief Executive Officer and Managing Director, Pauline Blight-Johnston, 311,593 Share Rights (the **Grant**) under the Genworth Share Rights Plan (**Plan**).

## TERMS AND CONDITIONS OF THE GRANT OF SHARE RIGHTS AND THE PLAN

## LTI-21 Share Rights

<b>Number of LTI-21 Share Rights</b>	<p>311,593 Share Rights</p> <p>The number of Share Rights has been calculated by dividing Ms Blight-Johnston's LTI-21 grant value of \$720,000 by \$2.3107 being the 10-day Volume Weighted Average Price (<b>VWAP</b>) of ordinary shares in the Company to 31 December 2020 (16 December 2020 to 31 December 2020).</p> <p>Additional Share Rights will be granted on or around the vesting date to reflect notional dividend equivalents accrued through the vesting period as set out below. Shareholder approval will separately be sought for the grant of those Share Rights, if required.</p> <p>Each Share Right will, on or around 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>
<b>Issue price</b>	The Share Rights will be issued to Ms Blight-Johnston for nil consideration.
<b>Performance period</b>	1 January 2021 – 31 December 2023.
<b>Vesting date</b>	31 December 2024.
<b>Performance-based vesting conditions</b>	<p>Each performance measure is assessed independently from the other.</p> <p><b>Underlying Return on Equity (ROE) based on the upper end of the Board's targeted range above the Prescribed Capital Amount (PCA) – 25% of the grant (77,898 Share Rights)</b></p> <p>Average of annual underlying net profit after tax divided by the average annual equity (based on the upper end of the Board's prescribed PCA range during the performance period) calculated on a quarterly basis, excluding the mark to market value of investments, and weighted for each year during the performance period as follows:</p> <p>2021 – 25.0% 2022 – 37.5% 2023 – 37.5%</p> <p><b>Relative Total Shareholder Return (TSR) – 75% of the grant (233,695 Share Rights)</b></p> <p>Calculated as the total return to shareholders (share price movement including value of dividends) over the performance period, expressed as a percentage of the share price at the start of the performance period. Dividends are reinvested on the ex-dividend date closing price and franking credits are excluded.</p> <p>The comparator group is Top ASX 200 Financial Services Companies excluding Real Estate Investment Trusts and has been chosen because out-performance against this group represents an important part of our value proposition to shareholders. During the performance period, no companies will be added to the comparator group, and where a comparator group company is removed from the Top ASX 200 Financial Services Companies excluding Real Estate Investment Trusts, but is still listed on the ASX the company will remain in the comparator group.</p> <p>The base and end average share prices are calculated using a one-month price period.</p>
<b>Other vesting conditions</b>	<ul style="list-style-type: none"> <li>▶ Continuous employment until the vesting date or employment ending prior to the vesting date as a result of Special Circumstances (as defined in the Plan rules and summarised below); and</li> <li>▶ the Board and the Remuneration and Nominations Committee being satisfied that adverse outcomes have not arisen that were not apparent when performance was assessed, and satisfaction that there was not excessive risk taking in achievement of results.</li> </ul>
<b>Award determination</b>	<p>Performance period and final vesting percentages determined via Board and Committee review, recommendation and approval process.</p> <p>The Board and the Committee have authority and discretion to adjust LTI vesting % and individual awards (including to 0% of grant if appropriate).</p>
<b>Treatment of dividends</b>	Notional dividend equivalents accrue during the vesting period and are delivered through an adjustment to the number of vested Share Rights at the end of the deferral period on or around the vesting date.
<b>Calculation of notional dividend</b>	The dollar value of dividends distributed per share during the vesting period is 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 whole Share Rights.



## LTI-21 Share Rights

<b>Treatment of voting rights</b>	No voting rights are provided on unvested Share Rights.
<b>Treatment of Share Rights on cessation of employment</b>	In accordance with the Plan rules, summarised below.

On vesting of the Share Rights, shares may be issued or acquired on market, or the Company may determine to pay in cash the market value of the Share Right in accordance with the Plan rules.

### ► LAPSE OF SHARE RIGHTS ON CESSATION OF EMPLOYMENT

Generally, any unvested Share Rights lapse upon cessation of employment unless employment has ended in Special Circumstances. **Special Circumstances**, in respect of (as the case may be) an Eligible Employee who is a Participant or a Nominating Employee of a Controlled Entity which is a Participant, means:

- (a) Total and Permanent Disablement;
- (b) Redundancy;
- (c) Retirement;
- (d) the death of the Eligible Employee or Nominating Employee;
- (e) Agreed Separation;
- (f) any other circumstances stated to constitute "Special Circumstances" in the terms of the relevant Offer made to and accepted by the Participant; and
- (g) any other circumstances determined by the Remuneration and Nominations Committee at any time (whether before or after the Offer) and notified to the relevant Participant, which circumstances may relate to the Participant or Nominating Employee, a class of Participants or Nominating Employees including the Participant or Nominating Employee, or particular circumstances or a class of circumstances applying to the Participant or Nominating Employee.

### ► NO HEDGING

Participants under the Plan are not permitted to enter into any hedging arrangements in relation to any Share Rights (including any arrangement (with anyone) that has the effect of limiting the Participant's exposure to risk relating to Share Rights).

### ► CEO AND MANAGING DIRECTOR REMUNERATION

Ms Blight-Johnston's remuneration as CEO and Managing Director comprises total fixed remuneration (TFR) of \$900,000 per annum including superannuation, a target short-term incentive of \$720,000 and a maximum long-term incentive opportunity of \$720,000.

### ► SUMMARY OF ASX LISTING RULE 10.14 AND IMPLICATIONS OF GIVING OR NOT GIVING APPROVAL

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- 10.14.1 a director of the company;
- 10.14.2 an associate of a director of the company; or
- 10.14.3 a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Grant falls within ASX Listing Rule 10.14.1 above and therefore requires the approval of Genworth's shareholders under ASX Listing Rule 10.14.

Resolution 2 seeks the required shareholder approval to the Grant under and for the purposes of ASX Listing Rule 10.14.

If Resolution 2 is passed, Genworth will be able to proceed with the Grant and the Share Rights will be issued to Ms Blight-Johnston as soon as practicable following the AGM and in any event within 3 years of the date of the AGM. The Grant will, subject to the terms and conditions described above, allow Ms Blight-Johnston to obtain ordinary shares in the Company.

If Resolution 2 is not passed, Genworth will not be able to proceed with the Grant and Genworth will need to consider what alternative arrangements to put in place to meet Ms Blight-Johnston's contractual entitlements and appropriately remunerate and incentivise Ms Blight-Johnston.

► **OTHER INFORMATION IN RELATION TO THE PLAN AND THE GRANT OF SHARE RIGHTS**

- No funds will be raised by the issue of Share Rights or by the issue of Shares to satisfy the vesting of the Share Rights proposed to be granted to Ms Blight-Johnston.
- No Director of the Company other than Ms Blight-Johnston is currently eligible to participate in the Plan.
- There is no loan scheme in relation to the Share Rights.
- Shares allocated on vesting of the Share Rights will be subject to the Company's Trading Policy and share ownership requirements.
- 160,681 Share Rights have previously been issued to Ms Blight-Johnston under the Plan for no consideration.
- The Plan rules address the impact of rights issues and bonus issues on the Share Rights, among other matters, and are available on request from the Company Secretary.
- The Company uses Share Rights because they create alignment between executives and shareholders but do not provide the executive with the full benefits of share ownership (such as dividend and voting rights) unless and until the Share Rights vest.
- The value the Company attributes to Share Rights is based on a Monte Carlo valuation methodology and amortised across the vesting period.
- If shareholder approval is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1.
- Details of any securities issued under the Plan will be published in Genworth's annual report relating to the period in which they are issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in the Plan after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

**WHAT DO THE DIRECTORS RECOMMEND?**

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

## ► Resolutions 3 and 4

---

### ► RE-ELECTION AND ELECTION OF DIRECTORS

It is a requirement under the ASX Listing Rules and the Company's Constitution that an election of directors be held at each AGM. In addition, each Director will automatically retire from office at the third AGM after the director was last elected or re-elected.

At the 2021 AGM, Ian MacDonald will retire and offer himself for re-election and Graham Mirabito who was appointed since the last AGM will retire and offer himself for election.

Details for each of the Directors retiring and offering themselves for re-election or election are set out below.

## ► Resolution 3

---



► **IAN MACDONALD**  
Chairman, Independent

Ian was appointed to the Board on 19 March 2012 and was appointed as Chairman of the Board on 31 August 2016. Ian was last elected at the 2018 AGM.

**Qualifications, skills and experience:** Ian has over 40 years of financial services experience, specifically in banking, insurance and wealth management and technology.

Ian previously held numerous positions with National Australia Bank including various senior executive roles from 1999 – 2006, Chief Operating Officer Yorkshire Bank from 1997-1999, and head of Retail Services Clydesdale Bank, Glasgow UK from 1994-1997.

Ian is a Senior Fellow and past President of the Financial Services Institute of Australasia and a member of the 30% Club, a group formed by the Australian Institute of Company Directors who are committed to achieving a better gender balance on Boards and in organisations.

**ASX listed board appointments:** None

**Other appointments:** Arab Bank Australia

**Special responsibilities (including Committee memberships):** Board – Chairman

If re-elected, the Board considers that Ian MacDonald will continue to be an independent director.

### WHAT DO THE DIRECTORS RECOMMEND?

---

Given Mr MacDonald's qualifications, skills and experience, and his ability to contribute valuable insights, the Board supports the re-election of Ian MacDonald.

The Directors (other than Ian MacDonald who does not make a recommendation) recommend that shareholders vote **FOR** the Resolution. The Chairman intends to vote available proxies given to him **FOR** the resolution.

## ► Resolution 4



### ► GRAHAM MIRABITO

Director, Independent

Graham was appointed to the Board on 10 August 2020.

**Qualifications, skills and experience:** Graham has over 35 years of experience in the information technology industry, including 10 years in engineering and 25 years in sales, marketing, operations, mergers, acquisitions and general management. Graham previously held senior positions at Telstra as MD Telstra Europe and EVP Telstra Asia.

Graham previously spent 12 years as CEO of RP Data which he took public on the ASX in 2006 and was acquired by strategic shareholder CoreLogic in 2011. His last executive role was as CEO CoreLogic International responsible for operations in Australia, Asia and UK.

Graham holds an Associate Diploma in Electrical Engineering from the Queensland University of Technology.

**ASX listed board appointments:** Cipherpoint Ltd.

**Other appointments:** Harcourts International, Auscred Services Ltd, and Archistar Pty Ltd.

**Special responsibilities (including Committee memberships):**

Audit Committee – Member; Capital and Investment Committee – Member; Technology Committee – Member.

As Graham Mirabito is standing for election as a director for the first time, Genworth provides the following additional information to shareholders:

- Genworth has conducted appropriate checks into Graham Mirabito's background and experience as part of an assessment of his fitness and propriety to hold the role of director of Genworth in accordance with Genworth's Fit and Proper Policy. Those checks have not revealed any information of concern;
- If elected, the Board considers that Graham Mirabito will continue to be an independent director.

### WHAT DO THE DIRECTORS RECOMMEND?

Given Mr Mirabito's qualifications, skills and experience, and his ability to contribute valuable insights, the Board supports the election of Graham Mirabito.

The Directors (other than Graham Mirabito who does not make a recommendation) recommend that shareholders vote **FOR** the Resolution. The Chairman intends to vote available proxies given to him **FOR** the resolution.



# Virtual Annual General Meeting Online Guide

# Virtual Annual General Meeting Online Guide

## Before you begin

Ensure your browser is compatible. You can easily 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 “Mavericks” & OS X v10.10 “Yosemite” and after
- Internet Explorer 9 and up (please note Internet Explorer 8 is not supported)

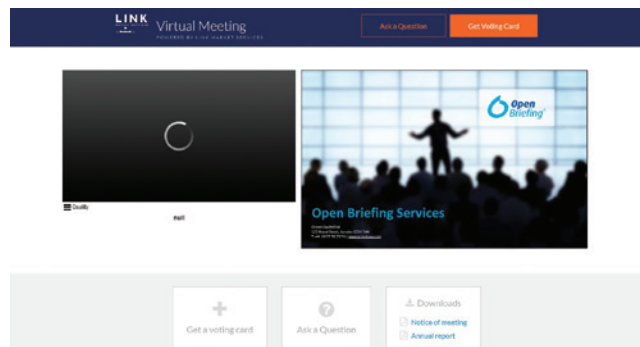
The virtual meeting is viewable from desktops and laptops. To attend and vote at the virtual annual general meeting you must have:

- ASX registered holders: Shareholder number and postcode

If you are an appointed proxy you will need your proxy number which will be provided by Link Market Services prior to the meeting. **Please make sure you have this information before proceeding.**

## Step 1

Open your web browser and go to <https://agmlive.link/GMA21> and select the relevant meeting.



## Step 2

Login to the portal using your full name, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **‘Register and Watch Annual General Meeting’** button. Once you have logged in you will see:

- On the left – a live video webcast of the Annual General Meeting
- On the right – the presentation slides that will be addressed during the Annual General Meeting.

**Note:** After you have logged in we recommend that you keep your browser open for the duration of the meeting. If you close your browser, your session will expire. If you attempt to log in again, you will be sent a recovery link via email for security purposes.



## Navigating

At the bottom of the webpage under the webcast and presentation there are three boxes. Refer to each section below for operating instructions.

- 1 Get a voting card
- 2 Ask a Question
- 3 Downloads



Get a voting card



Ask a Question

Downloads  
Notice of meeting  
Annual report

## 1. Get a voting card

To register to vote - click on the 'Get a voting card' box at the top of the webpage or below the videos.

Get Voting Card



Get a voting card

This will bring up a box which looks like this.

Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number

Post Code

Outside Australia

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

SUBMIT DETAILS AND VOTE

If you are an individual or joint Shareholder you will need to register and provide validation by entering your details in the top section:

- **ASX registered holders:** Shareholder number and postcode

If you are an appointed Proxy, please enter the Proxy Number issued to you by Link Market Services in the PROXY DETAILS section. Once you have entered your appropriate details click the blue **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by Shareholders at the Annual General 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 scroll up or down to view all resolutions.

Shareholders and proxies can either submit a Full Vote or a Partial Vote. You can move between the two tabs by clicking on **'Full Vote'** or **'Partial Vote'** at the top of the voting card.



# Virtual Annual General Meeting Online Guide *continued*

The screenshot shows a web interface for a virtual annual general meeting. At the top, a dark blue header bar contains the text 'ABC COMPANY PTY LTD' on the left and 'X123456789' on the right, with a close button (X) on the far right. Below the header is a section titled 'Voting Card'. It contains a paragraph of instructions: 'Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like 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 the Unitholder's voting instructions.' Below the instructions are two tabs: 'Full Vote' (selected) and 'Partial Vote'. The main area displays four resolutions, each with three buttons: 'For' (with a checkmark icon), 'Against' (with a minus icon), and 'Abstain' (with a circle icon). Resolution 2B is 'RE-ELECTION OF MR. ABC AS A DIRECTOR'. Resolution 2C is 'RE-ELECTION OF MS XYZ AS A DIRECTOR'. Resolution 3 is 'INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT'. Resolution 4 is 'ADOPTION OF REMUNERATION REPORT'. At the bottom of the card is a large orange button labeled '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 you would like to vote (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 in a certain box 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 the blue **'Cast Vote'** or **'Cast Partial Vote'** button.

**Note:** You are able to close your voting card during the meeting 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.

If at any point you have submitted your voting card and wish to make a change while voting is still open you can do so by clicking the **'Edit Card'** button and making the required change. Once you have completed your card select the blue **'Cast Vote'** or **'Cast Partial Vote'** button.

The voting card remains editable until the voting is closed at the conclusion of the Annual General Meeting. Once voting has been closed all voting cards, submitted and un-submitted, will automatically be submitted and cannot be changed.

At the conclusion of the Annual General Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time available to shareholders. Please make any changes required to your voting cards at this point and submit your voting cards.

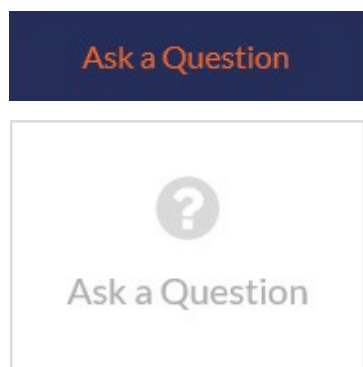
If an additional resolution is proposed during the meeting, there will be a short delay while the resolution is added to the voting card. Once the resolution has been added you will be notified by the Chairman during the meeting. In order to vote on the extra resolution you will need to reopen your voting card to cast your vote by clicking the **'Edit Card'** button.

**Note:** Registration for the Annual General Meeting and voting opens one hour before the meeting begins.

## 2. How to ask a question

**Note:** Only shareholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. If you would like to ask a question, click on the 'Ask a Question' box either at the top or bottom of the webpage.



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

Ask a Question

We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.

Regarding

General Business

Question

Type your question here...

Submit Question

In the '**Regarding**' section click on the drop down arrow and select one of the following categories:

- General Business
- Resolution 1
- Resolution 2
- Resolution 3
- Resolution 4

After you have selected your question category, click in the '**Question**' section and type your question.

When you are ready to submit your question - click the blue '**Submit Question**' button. This will send the question to the Management/Board.

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

Once you have asked a question a '**View Questions**' box will appear.

At any point you can click on '**View Questions**' and see all the questions you have submitted. Only you can see the questions you have asked.

**Note:** You can submit your questions by this method one hour before the meeting begins, if you have registered to vote. You can continue to submit questions up until the close of voting.

If your question has been answered and you would like to exercise your right of reply, you can do so by submitting another question.

View questions

Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.

Question 1

General Business

When will you be holding your next AGM?

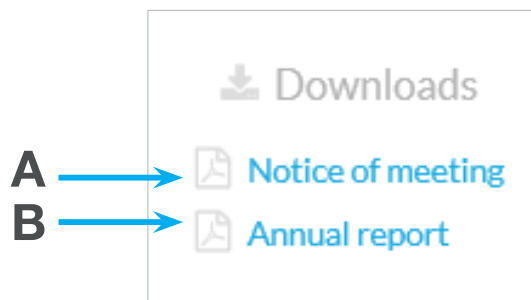
SUBMIT ANOTHER QUESTION

# Virtual Annual General Meeting Online Guide *continued*

## 3. Downloads

If you would like to see the Notice of Annual General Meeting or the Annual Report you can do so here.

---



- To download the Notice of Meeting – click A
- To download the Annual Report – click B

When you click on these links the file will open in another tab in your browser.

## Voting closing

Voting will close 5 minutes after the close of the Annual General Meeting.

---

At the conclusion of the Annual General 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 yet submitted your vote at this point, you will be required to do so now.

At the close of the meeting any votes you have placed will automatically be submitted.



## Contact us

### Australia

T 1300 554 474

E [info@linkmarketservices.com.au](mailto:info@linkmarketservices.com.au)

### New Zealand

T +64 9 375 5998

E [enquiries@linkmarketservices.co.nz](mailto:enquiries@linkmarketservices.co.nz)

## LODGE YOUR VOTE

**ONLINE**  
[www.linkmarketservices.com.au](http://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  
1A Homebush Bay Drive, Rhodes NSW 2138

**ALL ENQUIRIES TO**  
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X999999999999


## VOTING FORM

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

STEP 1 Please mark either A or B

### A VOTE DIRECTLY

☐ elect to lodge my/our vote(s) directly (mark box)

 in relation to the Annual General Meeting of the Company to be held at **11:00am on Thursday, 6 May 2021**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

### B 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

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 Annual General Meeting of the Company to be held at **11:00am on Thursday, 6 May 2021 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in: Online at <https://agmlive.link/GMA21> (refer to details in the Virtual Meeting Online Guide and Notice of Meeting available at <http://investor.genworth.com.au>).

**Important for Resolutions 1 & 2:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 & 2, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

**The Chairman of the Meeting intends to vote all available 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 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2 Grant of Share Rights to Chief Executive Officer and Managing Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Re-election of Ian MacDonald

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Election of Graham Mirabito

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



\* 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.

STEP 2

## 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).

STEP 3

GMA PRX2101N



## HOW TO COMPLETE THIS SHAREHOLDER VOTING 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.**

### VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

The Chairman's decision as to whether a direct vote is valid is conclusive.

### VOTING UNDER BOX B – 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 Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### 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 Voting 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 Voting Form and the second Voting 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](mailto:registrars@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am on Tuesday, 4 May 2021**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Voting 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 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\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

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

## LODGE YOUR QUESTIONS



### ONLINE

[www.linkmarketservices.com.au](http://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  
1A Homebush Bay Drive, Rhodes NSW 2138



### ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



**X99999999999**

Please use this form to submit any questions about Genworth Mortgage Insurance Australia Limited ("the Company") that you would like us to respond to at the Company's 2021 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **Friday, 30 April 2021**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

### My question relates to *(please mark the most appropriate box)*

☐  
☐  
☐

Performance or financial reports  
Remuneration Report  
My question is for the auditor

☐  
☐  
☐

A resolution being put to the AGM  
Sustainability/Environment  
Future direction

☐  
☐

General suggestion  
Other

☐  
☐  
☐

Performance or financial reports  
Remuneration Report  
My question is for the auditor

☐  
☐  
☐

A resolution being put to the AGM  
Sustainability/Environment  
Future direction

☐  
☐

General suggestion  
Other

QUESTIONS