Charter of the Audit Committee
Genworth Financial, Inc.

The Audit Committee (the "committee") of the board of directors (the "board") of Genworth Financial, Inc. ("Genworth" or the "company") shall consist of a minimum of three directors. Members of the committee shall be appointed by the board upon the recommendation of the Nominating and Corporate Governance Committee and may be removed by the board in its discretion. All members of the committee shall be independent directors and shall satisfy the New York Stock Exchange standard for independence for members of an audit committee. Independence of directors shall be determined by the board based on the standards for independence set forth in Genworth's Governance Principles, and the more rigorous independence requirements for members of the audit committee set forth in Genworth's Governance Principles.

Each member of the committee must be financially literate, as such qualification is interpreted by the board in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment to the committee, and at least one member shall satisfy the Securities and Exchange Commission's (the "SEC") criteria for an "audit committee financial expert." In view of the increasing demands and responsibilities of the committee, members of the committee should not serve on more than two additional audit committees of other public companies. Service on a board of directors or audit committee of a public company related as a majority-owned subsidiary of Genworth shall not count as a board of directors or audit committee of a public company in addition to the Genworth board or the committee.

The committee shall meet as often as may be deemed necessary or appropriate, in its judgment, and at such times and places as the committee or its chair shall determine. The presence of a majority of the committee members shall constitute a quorum. Committee members may attend meetings in person, telephonically, virtually (via video conference), or via similar communications arrangements that enable all persons participating in the meeting to hear each other. The committee may also take action by unanimous written consent.

The purpose of the committee shall be to assist board oversight of the integrity of the company's financial statements, the company's compliance with legal and regulatory requirements, the independent auditor's qualifications and independence and the performance of the company's internal audit and independent auditor.

In furtherance of this purpose, the committee shall have the following authority and responsibilities:

1. To discuss with management and the independent auditor the annual audited financial statements and quarterly financial statements (as well as any restatements to such financial statements), including matters required to be reviewed under applicable legal, regulatory or New York Stock Exchange requirements, including specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

2. To recommend to the board that the annual audited financial statements be included in the Annual Report on Form 10-K.

3. To review reports regarding any significant deficiencies or material weaknesses in the design or operation of internal controls, as well as reports regarding any fraud that involves management or other associates who have a significant role in the company's internal controls.

4. To discuss with management and the independent auditor, as appropriate, earnings press releases and financial information and earnings guidance, if any, provided to analysts and to rating agencies in accordance with the policies adopted by the committee.

5. To select the independent auditor to examine the company's accounts, controls and financial statements. The committee shall have the sole authority and responsibility to appoint, compensate, retain, and oversee the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the company (including resolution of disagreements between management and the auditor regarding financial reporting). The independent auditor and each such registered public accounting firm will report directly to the committee. The committee shall have the sole authority to approve all audit engagement fees and terms and the committee, or a member of the committee, must preapprove any audit and non-audit service provided to the company by the company's independent auditor.

6. To review and discuss with management and the independent auditor, as appropriate, any critical audit matters as well as any other matters required to be discussed under applicable auditing standards of the Public Company Accounting Oversight Board ("PCAOB") and SEC rules, including audit problems or difficulties and management's response.

7. To oversee the company's compliance with legal and regulatory requirements relating to the company's financial statements. The Risk Committee shall oversee the company's compliance with other legal and regulatory requirements pursuant to the Risk Committee Charter.

8. To, independently and/or in coordination with the Risk Committee, oversee risks associated with financial accounting and reporting, including the system of internal control, which includes reviewing and discussing with management and the independent auditor the company's risk assessment process and management policies with respect to the company's major financial risk exposures and the procedures utilized by management to identify and mitigate the exposure to such risks.

9. To review the company's financial reporting and accounting standards and principles, significant changes in such standards or principles or in their application and

the key accounting decisions affecting the company's financial statements, including alternatives to, and the rationale for, the decisions made.

10. To oversee the internal audit function, including: (i) purpose, authority and organizational reporting lines; (ii) annual audit plan, budget and staffing; and (iii) concurrence in the appointment, compensation and rotation of the internal audit leader.

11. To review, with the chief financial officer, the controller, the internal audit leader, or such others as the committee deems appropriate, the company's internal system of audit and financial controls and the results of internal audits, including significant internal audit findings.

12. To obtain and review at least annually a formal written report from the independent auditor delineating: the auditing firm's internal quality-control procedures; and any material issues raised within the preceding five years by the auditing firm's internal quality-control reviews, by peer reviews of the firm, or by any governmental or other inquiry or investigation relating to any audit conducted by the firm. The committee will also review steps taken by the auditing firm to address any findings in any of the foregoing reviews. Also, in order to assess auditor independence, the committee will review at least annually: all relationships between the independent auditor and the company; the written disclosures and letters from the independent auditor in accordance with PCAOB Rule 3526, *Communications with Audit Committees Concerning Independence*; and the audit, audit-related and non-audit services provided by the independent auditor. After reviewing the foregoing information and the independent auditor's work throughout the year, the committee will evaluate the auditor's qualifications, performance and independence, in accordance with PCAOB Rule 3520, *Auditor Independence*. This evaluation should include the review and evaluation of the lead partner of the independent auditor. The committee will report its conclusions with respect to the independent auditor to the board.

13. To ensure that the lead audit partners assigned by the company's independent auditor to the company, and to each of its subsidiaries that have securities registered with the SEC, as well as the audit partner responsible for reviewing the company's audit, are rotated at least every five years.

14. To review and preapprove all audit, audit-related and, subject to Section 10A(i) of the Securities Exchange Act of 1934 and rules promulgated thereunder, permitted non-audit services (including the fees and terms thereof) provided by the independent auditor to the company, in accordance with the policy adopted by the committee.

15. To prepare and publish an annual committee report in the company's proxy statement.

16. To set policies for the hiring of employees or former employees of the company's independent auditor.

17. To review and oversee the investigation of any matters pertaining to the integrity of management, including conflicts of interest, or adherence to standards of business conduct as required in the policies of the company. This should include regular reviews of the corporate ombudsperson process. In connection with these reviews, the committee will meet, as deemed appropriate, with the general counsel and other company officers or associates. In addition, the committee will: (1) receive a report containing the results of an annual acknowledgment of the Genworth Code of Ethics from all associates, including the company's chief executive officer and financial professionals; and (2) review annually the company's evaluation of the application of the company's policy entitled Conflicts of Interest, to the company's officers and directors.

18. To establish and oversee policies and procedures for the review, approval and ratification of all transactions with "Related Persons" in accordance with the Related Person Transaction Policy adopted by the committee.

19. To establish and oversee policies and procedures for the receipt, retention and treatment of complaints on accounting, internal accounting controls or auditing matters, as well as for confidential, anonymous submissions by company associates of concerns regarding questionable accounting or auditing matters.

20. To meet separately on a periodic basis in private sessions with management (including with the chief financial officer, the controller and the internal audit leader) and also with the company's independent auditors.

21. To discharge such other responsibilities as the board may from time to time assign to the committee.

The committee shall have authority to conduct investigations into any matters within the scope of its responsibility and to retain and terminate such outside counsel, experts and other advisors, as the committee may deem appropriate in its sole discretion when necessary to perform its duties and responsibilities. The committee shall have sole authority to approve related fees and retention terms.

The company will provide for appropriate funding, as determined by the committee, for payment of (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the company, (ii) compensation to any such outside counsel, experts and other advisors as the committee may deem appropriate and reasonable and (iii) ordinary administrative expenses of the committee that are necessary or appropriate in carrying out its duties.

While the committee has the duties and responsibilities set forth in this charter, the committee is not responsible for preparing or certifying the financial statements, for planning or conducting the audit or for determining whether the company's consolidated financial statements are complete and accurate and are in accordance with generally accepted accounting principles. In fulfilling their responsibilities hereunder, it is

recognized that members of the committee are not associates of the company, it is not the duty or responsibility of the committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and each member of the committee shall be entitled to rely on (i) the integrity of those persons and organizations within the company from which it receives information and any other person as to matters the committee reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the company, and (ii) the accuracy of the financial and other information provided to the company, in either instance absent actual knowledge to the contrary. Nothing contained in this charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the committee, except to the extent otherwise provided under applicable law.

The committee shall report its recommendations to the board after each committee meeting and shall conduct and present to the board an annual performance evaluation of the committee. The committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the board for approval.