Charter of the
Management Development and Compensation Committee
Genworth Financial, Inc.

The Management Development and Compensation Committee (the "committee") of the board of directors (the "board") of Genworth Financial, Inc. ("Genworth" or the "company") shall consist of at least three directors, each of whom shall be an independent director. Independence of directors shall be determined by the board based on the standards for independence set forth in Genworth's Governance Principles, and the additional independence considerations for members of the management development and compensation committee set forth in Genworth's Governance Principles. 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.

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 videoconference), 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 carry out the board's overall responsibility relating to executive compensation, as well as executive succession planning and talent development for executive positions.

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

1. To assist the board in developing and evaluating potential candidates for executive positions, including the chief executive officer, and to oversee executive succession plans.

2. To review and approve on an annual basis the corporate goals and objectives with respect to compensation for the chief executive officer. The committee shall evaluate at least once a year, in executive session, the chief executive officer's performance in light of these established goals and objectives, and based upon these evaluations, shall set the chief executive officer's annual compensation, including salary, bonus, incentive and equity compensation.

3. To review and approve on an annual basis the evaluation process and compensation structure for the company's other executive officers. The committee shall evaluate the performance of the company's executive officers and shall approve the annual compensation, including salary, bonus, incentive and equity compensation, for such executive officers.

4. To review the company's variable incentive compensation and other stock-based plans and recommend changes in such plans to the board as needed.

The committee shall have and shall exercise all the authority of the board with respect to the administration of such plans.

5. To develop, adopt and administer policies for executive compensation recovery or clawback.

6. To review and approve employment and severance arrangements for executive officers, including employment agreements and change-in-control provisions, plans or agreements.

7. To regularly review and assess the structure and composition of the leadership of the company, including review of the results of organization and leadership reviews.

8. To (i) annually review and discuss with management the company's Compensation Discussion and Analysis ("CD&A"), and, based on such review and discussion, recommend to the board that the CD&A be included in the company's annual report on Form 10-K and annual proxy statement, and (ii) produce a report as required by the Securities and Exchange Commission ("SEC") to be included in the company's annual report and proxy statement, stating whether the committee has taken these actions.

9. When evaluating and determining executive compensation, to assess the results of the company's most recent advisory vote on executive compensation ("Say On Pay Vote") and to recommend the frequency of Say On Pay Votes to the board when required under the SEC rules.

10. To oversee the assessment of the risks relating to the company's compensation policies and programs to ensure they are consistent with appropriate risk management practices.

11. To determine whether the work of any compensation consultant who had any role in determining or recommending the amount or form of executive or director compensation raised any conflict of interest, giving consideration to the compensation committee adviser independence factors identified below.

12. To oversee specific and significant matters pertaining to the company's human capital management strategy, which may include talent initiatives, retention and engagement of employees.

13. To monitor and oversee the company's human rights policy.

14. To monitor and oversee other policies for human resources and executive compensation generally.

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

The committee shall have the authority to delegate any of its responsibilities to subcommittees as the committee may deem appropriate in its sole discretion.

The committee shall have authority to retain, obtain and terminate the advice of a compensation consultant, independent legal counsel or other adviser. The committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the committee.

The company will provide for appropriate funding, as determined by the committee, for payment of (i) such compensation consultants, independent legal counsel or any other adviser as the committee may deem appropriate and reasonable and (ii) ordinary administrative expenses of the committee that are necessary or appropriate in carrying out its duties.

The committee may select or receive advice from a compensation consultant, legal counsel or other adviser to the committee (other than in-house legal counsel) only after taking into consideration, all factors relevant to that person's independence from management, including the following:

(a) The provision of other services to the company by the person that employs the compensation consultant, legal counsel or other adviser;

(b) The amount of fees received from the company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;

(c) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;

(d) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the committee;

(e) Any stock of the company owned by the compensation consultant, legal counsel or other adviser; and

(f) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the company.

The committee shall report its actions and any 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.