

Charter of the Nominating and Corporate Governance Committee Genworth Financial, Inc.

The Nominating and Corporate Governance 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 satisfy the standards for independence set forth in Genworth’s Governance Principles. Members of the committee shall be appointed by the board 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 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 the board in identifying individuals qualified to become board members, in determining the composition of the board and its committees, in overseeing the evaluation of board effectiveness and in developing and implementing the company’s corporate governance guidelines.

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

1. To lead the search for, identify and screen individuals qualified to become members of the board and to review periodically, and review with the board, the skills, experience, characteristics and other criteria for identifying directors in the context of the current make-up of the board. The committee shall assess the qualifications, contributions and independence of directors in determining whether to recommend them for election or reelection, as applicable, to the board. The committee shall propose director nominees to the board, and the board shall select director nominees to be presented for stockholder approval at the annual meeting. The committee shall select individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the board, in collectively serving the long-term interests of the stockholders. In addition, the committee shall consider director candidates recommended by the company’s stockholders, directors, officers, employees and others.

2. To review the board’s committee structure and to recommend to the board for its approval directors to serve as members and chairs of each committee. The committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.

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3. To recommend director candidates to be elected by the board as necessary to fill vacancies and newly created directorships.

4. To make recommendations to the board concerning the size, structure, composition and functioning of the board and its committees as well as the board's leadership structure.

5. To review the company's governance principles on an annual basis, or more frequently if appropriate, and recommend any changes as necessary to the board.

6. To oversee the evaluation of the board by developing and recommending to the board for its approval an annual self-evaluation process for assessing the effectiveness of the board and its committees.

7. To oversee risks related to corporate governance.

8. To review on an annual basis director compensation and benefits.

9. To approve and review, from time to time, policies related to reimbursements for certain director expenses.

10. To oversee the company's sustainability program, including reviewing on a periodic basis activities related to environmental, social and governance matters of significance to the company and its stakeholders. The committee will have oversight over: (i) political contributions and expenditures, including periodically reviewing the nature and amount of the company's political contributions and expenditures, the operations of the company's Political Action Committee and the company's public disclosure regarding such activities; (ii) philanthropic programs and financial and other support of charitable, education and cultural organizations as well as the company's community volunteer activities; and (iii) environmental policy and practices. Other committees of the Board may oversee specific environmental, social and governance matters within their purview.

11. To provide oversight of an orientation program for all newly elected directors and continuing education programs for all directors in order to ensure that the directors are fully informed as to their responsibilities and the means at their disposal for the effective fulfillment of those responsibilities.

12. 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 the sole authority to retain and terminate any search firm engaged to assist in identifying director candidates, and to retain and terminate

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outside counsel and any other advisors as the committee may deem appropriate in its sole discretion. 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) any such search firm engaged to assist in identifying director candidates and such outside counsel and other advisors 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 shall report its actions and 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.