

August 31, 2020



# Genworth and Oceanwide Provide Transaction Update

RICHMOND, Va., Aug. 31, 2020 /PRNewswire/ -- Genworth Financial, Inc. (NYSE: GNW) and China Oceanwide Holdings Group Co. Ltd (Oceanwide) today provided an update on the status of their pending transaction.

As part of the 15th waiver and agreement, which extended the merger agreement to no later than September 30, 2020, Genworth and Oceanwide agreed to an additional interim milestone whereby Oceanwide would confirm by August 31, 2020 its progress towards funding the transaction.

Today, Genworth confirmed that its Board of Directors and management team determined that Oceanwide has provided satisfactory information regarding its funding plan for the purchase price consideration of approximately \$2.7 billion, and Genworth therefore does not intend to exercise its right to terminate the merger agreement as of August 31, 2020.

James Riepe, non-executive chairman of the Genworth Board, and Tom McInerney, president and CEO of Genworth, provided the following update on their discussions with Oceanwide: "Over the past few months, Tom and I have been in regular discussions with China Oceanwide with respect to their efforts to obtain financing for the transaction," said Riepe. "Based on these discussions and the information provided by Oceanwide, we believe the funding is progressing well and that Oceanwide is working to close the transaction by September 30, 2020. Therefore, the Board determined not to exercise our right to terminate the merger agreement at this time."

"We are pleased with the progress Oceanwide has made towards securing the financing necessary to fund the transaction, which we continue to believe represents the best value for Genworth's shareholders," said McInerney. "The August 31<sup>st</sup> milestone was important to both inform Genworth's ongoing review process as well as provide an important update to our shareholders ahead of the September 30, 2020 deadline, particularly in light of the market disruptions driven by the global pandemic. I look forward to continuing our productive conversations with Oceanwide and working together to reach a timely and successful closing."

LU Zhiqiang, chairman of Oceanwide, reiterated his commitment to the transaction. "We believe there is significant future value in bringing long term care (LTC) insurance expertise to China and the rest of Asia, and thus remain committed to the transaction. We are pleased that, despite the constraints imposed by the global pandemic, we have been making very good progress to finalize the financing plan so that we can meet the September 30, 2020 closing date."

The transaction had previously received all U.S. regulatory approvals needed to close the transaction, subject to confirmation from the Delaware Department of Insurance that the

acquisition of Genworth's Delaware-domiciled insurer may proceed under the existing approval, which Oceanwide expects to seek upon finalization of its financing. With respect to other regulatory matters: the North Carolina Department of Insurance recently issued a 90-day extension of its previously granted approval on August 11, 2020; the parties are in discussions with the GSEs about their previous approval of the transaction; Genworth has withdrawn and refiled its FINRA continuing membership application due to the passage of time; and Oceanwide needs to receive clearance for currency conversion and transfer of funds from SAFE.

### **About Genworth Financial**


Genworth Financial, Inc. (NYSE: GNW) is a Fortune 500 insurance holding company committed to helping families achieve the dream of homeownership and address the financial challenges of aging through its leadership positions in mortgage insurance and long term care insurance. Headquartered in Richmond, Virginia, Genworth traces its roots back to 1871 and became a public company in 2004. For more information, visit [genworth.com](http://genworth.com).

From time to time, Genworth releases important information via postings on its corporate website. Accordingly, investors and other interested parties are encouraged to enroll to receive automatic email alerts and Really Simple Syndication (RSS) feeds regarding new postings. Enrollment information is found under the "Investors" section of [genworth.com](http://genworth.com). From time to time, Genworth's publicly traded subsidiary, Genworth Mortgage Insurance Australia Limited, separately releases financial and other information about its operations. This information can be found at <http://www.genworth.com.au>.

### **Cautionary Note Regarding Forward-Looking Statements**

This communication includes certain statements that may constitute "forward-looking statements" within the meaning of the federal securities laws, including Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements may be identified by words such as "expects," "intends," "anticipates," "plans," "believes," "seeks," "estimates," "will" or words of similar meaning and include, but are not limited to, statements regarding the closing of the transaction with Oceanwide, Oceanwide's funding plans and transactions Genworth is pursuing to address its near-term liabilities and financial obligations, which may include additional debt financing and/or transactions to sell a percentage of its ownership interests in its mortgage insurance businesses. Forward-looking statements are based on management's current expectations and assumptions, which are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Actual outcomes and results may differ materially from those in the forward-looking statements and factors that may cause such a difference include, but are not limited to, risks and uncertainties related to: (i) the risk that Oceanwide will be unable to raise funding and that the transaction with Oceanwide may not be completed in a timely manner or at all, which may adversely affect Genworth's business and the price of Genworth's common stock, and the risk that Genworth will be unable to address its near-term liabilities and financial obligations, including the risks that it will be unable to raise additional debt financing and/or sell a percentage of its ownership interest in its U.S. mortgage insurance business to repay the promissory note to AXA S.A. or refinance its debt maturing in 2021 or beyond; (ii) the parties' inability to obtain regulatory approvals, clearances or extensions, or the possibility that such regulatory approvals or clearances may further delay the transaction with Oceanwide or will not be received prior to September 30, 2020 (and either or both of the

parties may not be willing to further waive their end date termination rights beyond September 30, 2020) or that materially burdensome or adverse regulatory conditions may be imposed or undesirable measures may be required in connection with any such regulatory approvals, clearances or extensions (including those conditions or measures that either or both of the parties may be unwilling to accept or undertake, as applicable) or that with continuing delays, circumstances may arise that make one or both parties unwilling to proceed with the transaction with Oceanwide or unable to comply with the conditions to existing regulatory approvals or one or both of the parties may be unwilling to accept any new condition under a regulatory approval; (iii) the risk that the parties will not be able to obtain other regulatory approvals, approvals, clearances or extensions, including in connection with a potential alternative funding structure or the current geo-political environment, or that one or more regulators may rescind or fail to extend existing approvals, or that the revocation by one regulator of approvals will lead to the revocation of approvals by other regulators; (iv) the parties' inability to obtain any necessary regulatory approvals, clearances or extensions for the post-closing capital plan, and/or the risk that a condition to the closing of the transaction with Oceanwide may not be satisfied or that a condition to closing that is currently satisfied may not remain satisfied due to the delay in closing the transaction with Oceanwide or that the parties are unable to agree upon a closing date following receipt of all regulatory approvals and clearances; (v) potential legal proceedings that may be instituted against Genworth related to the transactions with Oceanwide; (vi) the risk that the proposed transaction disrupts Genworth's current plans and operations as a result of the announcement and consummation of the transaction; (vii) potential adverse reactions or changes to Genworth's business relationships with clients, employees, suppliers or other parties or other business uncertainties resulting from the announcement of the transaction or during the pendency of the transaction, including but not limited to such changes that could affect Genworth's financial performance; (viii) certain restrictions during the pendency of the transaction that may impact Genworth's ability to pursue certain business opportunities or strategic transactions; (ix) continued availability of capital and financing to Genworth before the consummation of the transaction; (x) further rating agency actions and downgrades in Genworth's financial strength ratings; (xi) changes in applicable laws or regulations; (xii) Genworth's ability to recognize the anticipated benefits of the transaction; (xiii) the amount of the costs, fees, expenses and other charges related to the transaction; (xiv) the risks related to diverting management's attention from Genworth's ongoing business operations; (xv) the impact of changes in interest rates and political instability; and (xvi) other risks and uncertainties described in the Definitive Proxy Statement, filed with the SEC on January 25, 2017, and Genworth's Annual Report on Form 10-K, filed with the SEC on February 27, 2020. Unlisted factors may present significant additional obstacles to the realization of forward-looking statements. Consequences of material differences in results as compared with those anticipated in the forward-looking statements could include, among other things, business disruption, operational problems, financial loss, legal liability to third parties and similar risks, any of which could have a material adverse effect on Genworth's consolidated financial condition, results of operations, credit rating or liquidity. Accordingly, we caution you against relying on any forward-looking statements. Further, forward-looking statements should not be relied upon as representing Genworth's views as of any subsequent date, and Genworth does not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

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