GOVERNANCE PRINCIPLES
GENWORTH FINANCIAL, INC.

The following principles have been approved by the board of directors (the "board") and, along with the charters of the board committees, provide the framework for the governance of Genworth Financial, Inc. ("Genworth" or the "company"). The board will review these principles and other aspects of Genworth governance annually or more often if deemed necessary and may update or revise (in whole or in part) these principles from time to time.

1. Role of Board and Management. Genworth's business is conducted by its associates, managers and officers, under the direction of the chief executive officer (the "CEO") and the oversight of the board, to enhance the long-term value of the company for its stockholders. The board is elected by the stockholders to oversee management and to assure that the long-term interests of the stockholders are being served. Both the board and management recognize that the long-term interests of stockholders are advanced by responsibly addressing the concerns of other stakeholders and interested parties including associates, recruits, customers, suppliers, policyholders, Genworth communities, government officials and the public at large.

2. Functions of Board. The board meets regularly to review and discuss reports by management on the performance of the company, its plans and prospects, as well as immediate issues facing the company. Directors are expected to attend the annual meeting of stockholders and all board meetings and meetings of the committees on which they serve and to review in advance of each meeting any pre-meeting materials that have been distributed. In addition to its general oversight of management, the board also performs a number of specific functions (directly or through its committees), including:

a. selecting, evaluating and compensating the CEO and overseeing CEO succession planning in the event of any emergency or the retirement of the CEO;

b. providing counsel and oversight on the selection, evaluation, development and compensation of senior management;

c. reviewing, monitoring and, where appropriate, approving fundamental financial and business strategies and major corporate actions and information technology strategies;

d. overseeing the company's overall risk assessment processes and management thereof;

e. ensuring processes are in place for maintaining the integrity of the company, the integrity of the financial statements, the integrity of compliance with law and ethics, the integrity of relationships with customers and suppliers, and the integrity of relationships with other stakeholders; and

f. establishing standing and special board committees as required or appropriate for purposes of executing any delegated responsibilities from the board.

3. *Qualifications*. The nominating and corporate governance committee is responsible for developing and reviewing with the board the appropriate experience, skills, attributes and qualifications required of directors in the context of the current make-up of the board. Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the stockholders. They must also have an inquisitive and objective perspective, practical wisdom and mature judgment. We endeavor to have a board representing diverse experience at policy-making levels in the insurance and financial services industries and in other areas that are relevant to the company's businesses. The board and the nominating and corporate governance committee also actively seek to achieve a variety of occupational and personal backgrounds, viewpoints, education and skills on the board.

Directors are expected to treat each other and all Genworth associates and other representatives with fairness and respect at all times, including, without limitation, by communicating in a professional and constructive manner. Personal attacks and any actions or comments intended to intimidate, harass, insult, demean, or attack any other person are strictly prohibited.

Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively, and should be committed to serve on the board for an extended period of time. In the event of any significant change in their personal circumstances, including a change in their principal job responsibilities, directors shall inform the chair of the board and the chair of the nominating and corporate governance committee. The nominating and corporate governance committee will then consider the matter and subsequently recommend to the board an appropriate course of action.

4. *Outside Board Memberships.* Directors who also serve as chief executive officers or in equivalent positions for other public companies should not serve on more than one board of a public company in addition to the Genworth board, and other directors should not serve on more than three other boards of public companies in addition to the Genworth board. Service on a board of a public company related as a majority-owned subsidiary of Genworth shall not count as a board of a public company in addition to the Genworth board. Directors should notify Genworth's chair of the board and the chair of the nominating and corporate governance committee before accepting an invitation to serve on the board of directors of another public company or on the board of directors, or similar position, of a private company or a charitable organization.

5. *Director Nominations.* When deciding whether to renominate a director for election, the nominating and corporate governance committee and the board will consider the director's tenure in the context of the overall mix of tenures of the board. The board does not believe that arbitrary term limits on directors' service are appropriate, nor does it believe that directors should expect to be renominated annually. The board self-evaluation process described below will be an important determinant for board tenure.

6. *Independence of Directors*. A majority of the directors serving on the board shall be independent directors, as independence is determined by the board, based on the guidelines set forth below.

It is the intent of the board that all future directors who are not associates of Genworth or its affiliates will be independent.

For a director to be considered independent, the board must determine that the director does not have any material relationship with Genworth, either directly or as a partner, shareholder or officer of an organization that has a relationship with Genworth. The board has established guidelines to assist it in determining director independence, which conform to or are more exacting than the independence requirements in the applicable rules and listing standards of the New York Stock Exchange (the "NYSE"). In addition to applying these guidelines, the board will consider all relevant facts and circumstances in making an independence determination, and not merely from the standpoint of the director, but also from that of persons or organizations with which the director has an affiliation.

The board will make and publicly disclose its independence determination for each director when the director is first elected to the board and annually thereafter for all nominees for election as directors. If the board determines that a director who satisfies the NYSE rules is independent even though he or she does not satisfy all of Genworth's independence guidelines, this determination will be disclosed and explained in the next proxy statement.

a. A director will not be independent if:

(i) the director is, or has been within the last three years, employed by Genworth, or an immediate family member is, or has been within the last three years, an executive officer of Genworth;

(ii) the director has received, or has an immediate family member who has received, during any 12-month period within the last three years more than $120,000 in direct compensation from Genworth, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);

(iii) (A) the director is a current partner or employee of Genworth's independent auditor, (B) an immediate family member of the director is a current partner of Genworth's independent auditor, (C) an immediate family member of the director is a current employee of such independent auditor and personally works on Genworth's audit, or (D) the director or an immediate family member of a director was within the last three years a partner or employee of such independent auditor and personally worked on Genworth's audit within that time; or

(iv) the director or an immediate family member is, or has been within the last three years, an executive officer of another company where any of Genworth's present executive officers at that same time serves or served on that company's compensation committee.

b. A director will not be independent if, at the time of the independence determination, the director is an employee, or if an immediate family member is an executive officer, of another company that does business with Genworth and payments by that company to Genworth or payments to that company from Genworth, in any single fiscal year during the last three fiscal years, are more than the greater of two percent of the annual revenues of that company or $1 million.

c. A director will not be independent if, at the time of the independence determination, the director is an executive officer or employee, or an immediate family member is an executive officer, of another company which is indebted to Genworth, or to which Genworth is indebted, and the total amount of either company's indebtedness to the other at the end of the last completed fiscal year is more than two percent of the other company's total consolidated assets.

d. A director will not be independent if, at the time of the independence determination, the director serves as an officer, director or trustee of a charitable organization, and Genworth's discretionary charitable contributions to the organization are more than two percent of that organization's total annual charitable receipts during its last completed fiscal year. (The Genworth Foundation's automatic matching of charitable contributions will not be included in the amount of Genworth's contributions for this purpose.)

7. *Size of Board and Selection Process*. The directors are elected each year by the stockholders at the annual meeting of stockholders. Holders of Genworth's Class A common stock have the right to elect directors in the manner set forth in Genworth's certificate of incorporation and bylaws. Uncontested elections of directors are also subject to Genworth's majority voting bylaw, which is set forth in Section 2.7 of the bylaws. Stockholders may propose nominees for consideration by the nominating and corporate governance committee by submitting the names and supporting information to: Corporate Secretary, Genworth Financial, Inc., 11011 West Broad Street, Glen Allen, Virginia 23060. Stockholders also have the ability to nominate individuals to serve as directors by doing so in compliance with Section 2.12 of the bylaws. In addition to considering candidates suggested by stockholders, the nominating and corporate governance committee considers potential candidates recommended by current directors, company officers, associates and others. The nominating and corporate governance committee considers all potential candidates in the same manner regardless of the source of the recommendation, and the nominating and corporate governance committee actively seeks to achieve a board composed of directors who possess a range of key qualities, experience and skills and bring varying perspectives. The nominating and corporate governance committee shall propose a slate of nominees to the board, and the board shall select director nominees for election at the annual meeting of stockholders. Subject to the requirements of Genworth's certificate of incorporation, the board determines the number of directors on the board. Vacancies on the board may be filled in the manner set forth in Genworth's certificate of incorporation. Consistent with the requirements set forth in Genworth's certificate of incorporation, the board believes that, given the size and breadth of Genworth, and the need for diversity of board views, the size of the board should generally be in the range of seven to 15 directors and the actual size will be affected by practical considerations as the needs of the board evolve over time.

8. *Board Committees*. The board has established the following standing committees to assist the board in discharging its responsibilities: (i) audit; (ii) management development and compensation; (iii) nominating and corporate governance; (iv) risk; and (v) technology. The current charters of these committees are published on the Genworth website. The committee chairs report the highlights of their meetings to the full board following each meeting of the respective committees. The committees occasionally hold meetings in conjunction with the full board. Not all members of the board need to serve on a board committee.

9. *Independence of Committee Members*. The audit committee, the management development and compensation committee, the nominating and corporate governance committee, the risk committee and the technology committee shall be composed entirely of directors meeting the independence standards discussed above.

Members of the audit committee must also satisfy two additional NYSE independence requirements. Specifically, (i) they may not accept directly or indirectly any consulting, advisory or other compensatory fee from Genworth or any of its subsidiaries other than their directors' compensation and (ii) they may not be an affiliated person of Genworth or any of its subsidiaries (as "affiliated" is defined in Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Notwithstanding the foregoing, a director of both Genworth and an affiliate of Genworth who otherwise satisfies the independence requirements may serve on the audit committee pursuant to the exemption provided in Rule 10A-3 under the Exchange Act.

In addition, in affirmatively determining the independence of any director who will serve on the management development and compensation committee, the board must consider all factors specifically relevant to determining whether a director has a relationship to Genworth which is material to that director's ability to be independent from management in connection with the duties of a member of the management development and compensation committee, including, but not limited to:

a. the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by Genworth to such director; and

b. whether such director is affiliated with Genworth, a subsidiary of Genworth or an affiliate of a subsidiary of Genworth (other than in his or her capacity as a director of Genworth).

10. *Meetings of Non-Management and Independent Directors*. The non-management directors will meet regularly without management present. If the non-management directors include individuals who are not independent based on the guidelines set forth above, then the independent directors will also separately meet at least once each year. The directors have determined that the independent non-executive chair of the board (or lead director if the roles of chair of the board and CEO are combined or the chair of the board is otherwise not independent) will preside at the meetings of the non-management directors and the independent directors; in the absence of such person, the non-management directors present will select an independent committee chair to preside at such session. The independent non-executive chair of the board or lead director, as applicable, may periodically call meetings of the non-management and independent directors, including at the request of the non-management or independent directors.

11. Annual Performance Evaluation of the Board. The board and each of the committees will perform an annual self-evaluation in accordance with an evaluation process recommended by the nominating and corporate governance committee and approved by the board.

12. Setting Board Agenda. The board shall be responsible for its agenda. At a board meeting each year, the CEO will propose for the board's approval key issues of strategy, risk, compliance and operations to be scheduled and discussed during the course of the next calendar year. As a result of this process, a schedule of major discussion items for the following year will be established. The independent non-executive chair of the board or lead director, as applicable, or the appropriate committee chair, shall work with the CEO and the company's management to determine the nature and extent of information that shall be provided regularly to the directors before each scheduled board or committee meeting. Directors are urged to make suggestions for agenda items, or additional pre-meeting materials, to the CEO, the independent non-executive chair of the board or lead director, as applicable, or appropriate committee chair, at any time.

13. Ethics, Conflicts of Interest and Related Person Transactions.

a. Ethics and Conflicts of Interest. The company has adopted the Genworth Code of Ethics. Such Code of Ethics applies to all of the company's directors, officers and associates, including the CEO and all financial professionals. The board expects Genworth directors, as well as officers and associates, including financial professionals, to act ethically at all times and to annually acknowledge their adherence to the policies comprising Genworth's Code of Ethics.

As part of such Code of Ethics, the policy entitled Conflicts of Interest, and the policy entitled Controllership, require all associates, including the CEO and senior financial officers, to resolve ethically any actual or apparent conflicts of interest, and to comply with all generally accepted accounting principles, laws and regulations designed to produce full, fair, accurate, timely and understandable disclosure in the company's periodic reports filed with the SEC and insurance regulatory authorities, respectively.

The board will not permit any waiver of any ethics policy for any director or executive officer. If an actual or potential conflict of interest arises for a director, the director shall promptly inform the chair of the board and CEO. All directors will recuse themselves from any discussion or decision affecting their personal, business or professional interests. Except as otherwise provided herein, any actual conflict of interest issue involving a director, the CEO or the Chief Financial Officer shall be resolved by the board, and any actual conflict of interest issue involving any other officer of the company shall be resolved by the CEO.

b. Related Person Transactions. The board recognizes that transactions with related persons, as defined in Genworth's Related Person Transactions Policy, present a heightened risk of conflicts of interest and/or improper valuation (or the perception thereof). Accordingly, Genworth should not consummate any transactions with related persons unless such transactions are reviewed and approved in accordance with Genworth's Related Person Transactions Policy under the oversight, review and approval of the audit committee.

14. *Communications to the Board; Reporting of Concerns Related to Accounting, Internal Controls or Auditing Matters to Non-Management Directors or the Audit Committee; Reporting of All Other Concerns*.

a. Communications to the Board. The board provides a process for stockholders and other interested persons to send communications to the board as set forth on Genworth's website. Such communications to the board may be e-mailed, submitted in writing or reported by telephone to special addresses or a toll-free telephone number published on the company's website. All such communications (other than commercial solicitations) shall be promptly logged and reviewed by Genworth's ombudsperson or corporate secretary, as applicable. The ombudsperson or corporate secretary may sort or summarize the communications as appropriate. All such communications will be handled by the company's ombuds and legal staffs, except as provided below. The status of these communications will be reported on a quarterly basis to the audit committee and, if the audit committee so directs, to the full board. Communications that are commercial solicitations, customer complaints, incoherent or obscene will not be forwarded to the non-management directors or audit committee. For communications from stockholders, the corporate secretary may require reasonable evidence of stock ownership before transmitting such communication to the board. Any director may at any time review the log and request copies of any correspondence received.

b. Reporting of Concerns Related to Accounting, Internal Controls or Auditing Matters to Non-Management Directors or the Audit Committee. The audit committee and the non-management directors have established the following procedures for: (i) the receipt, retention and treatment of complaints received by the company regarding accounting, internal accounting controls or auditing matters; and (ii) the confidential, anonymous submission by associates of the company of concerns regarding questionable accounting or auditing matters. Such communications may be e-mailed, submitted in writing or reported by telephone to special addresses or a toll-free telephone number published on the company's website. All such communications shall be promptly logged, reviewed by Genworth's ombudsperson or corporate secretary, as applicable, and shall be sent immediately to the chair of the audit committee. The audit committee chair may direct that certain matters be presented to the full audit committee or the full board and also may direct special treatment, including but not limited to the retention of outside advisors or counsel, for any concern addressed to the audit committee.

c. Reporting of All Other Concerns. All other concerns unrelated to those matters outlined in Sections 14(a) and (b) above will be reviewed and addressed by Genworth's ombudsperson or corporate secretary, as applicable, utilizing the same procedures employed to address other concerns directed to the company. However, any concerns relating to officer conduct shall be sent immediately to the chair of the audit committee.

The company's Code of Ethics prohibits any associate from retaliating or taking any adverse action against anyone for raising or helping to resolve an integrity concern.

15. *Compensation of the Board*. Directors who are associates of Genworth or its affiliates will not receive compensation for serving on Genworth's board. The nominating and corporate

governance committee shall have the responsibility for recommending to the board compensation and benefits for non-management directors. In discharging this duty, the committee shall be guided by three goals: compensation should fairly pay directors for work required in a company of Genworth's size and scope; compensation should align directors' interests with the long-term interests of stockholders; and the structure of the compensation should be simple, transparent and easy for stockholders to understand. Bearing in mind these three goals and the recommendation made by the nominating and corporate governance committee, the board will determine from time to time the compensation payable to each director. Director compensation may, but is not required to, include the following elements (without limitation):

a. an annual retainer payable for service as a director, payable in cash and/or equity, a portion of which may be required to be payable on a deferred basis and/or deferred at the option of the director, in each case in accordance with the applicable equity incentive plan;

b. additional retainer(s) payable for service on standing or special committees of the board and/or for chairing such committees;

c. an additional retainer payable to the independent non-executive chair of the board or the lead director for service in leading the board; and

d. payments to match certain charitable contributions made by directors.

Genworth will reimburse directors for reasonable travel and other board-related expenses, including expenses to attend board and committee meetings and other business-related events, as well as director education seminars, in accordance with policies approved from time to time by the nominating and corporate governance committee. The nominating and corporate governance committee shall annually review director compensation and benefits.

16. Succession Plan. The board shall approve and maintain a succession plan for the CEO and senior executives, based upon recommendations from the management development and compensation committee.

17. Access to Senior Management. Non-management directors are encouraged to contact senior managers of the company without senior corporate management present and may coordinate access to such senior managers through the CEO or the corporate secretary.

18. Access to Independent Advisors. The board and its committees shall have the right at any time to retain and terminate independent outside auditors and financial, legal or other advisors, and the company shall provide appropriate funding, as determined by the board or any committee, to compensate such independent outside auditors or advisors, as well as to cover the ordinary administrative expenses incurred by the board and its committees in carrying out their duties.

19. Director Orientation; Continuing Education. The corporate secretary, under the oversight of the nominating and corporate governance committee, shall be responsible for providing 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. Each new director shall, as part of their orientation process, receive educational briefings by senior management on

the company's strategic plans, its financial statements and its key policies and practices. Genworth encourages all directors to participate in continuing director education. Management will periodically provide continuing education sessions for the directors on relevant topics impacting Genworth. Directors are also encouraged to participate in external continuing education courses and seminars. Genworth reimburses directors for director education courses and seminars, to the extent applicable, in accordance with these principles.

20. Policy on Poison Pills. The term "poison pill" generally refers to the type of stockholder rights plan that some companies adopt to make a hostile takeover of the company more difficult. If Genworth were ever to adopt a poison pill the primary purpose of which is to deter hostile or abusive takeovers, the board would seek prior stockholder approval unless, due to timing constraints or other reasons, a committee consisting solely of independent directors determines that it would be in the best interests of stockholders to adopt a poison pill without obtaining stockholder approval.

21. Stock Ownership Policy. To help promote the alignment of the personal interests of the company's non-management directors with the interests of our stockholders, we have established a stock ownership policy for all non-management directors. Each non-management director is expected to accumulate and hold shares of Genworth common stock having a value equal to five times the value of the cash portion of the annual retainer payable to non-management directors. Non-management directors may satisfy this ownership guideline with common stock (and rights to receive common stock) through ownership in the following categories: (i) shares owned directly, (ii) shares owned indirectly (*e.g.*, by a spouse or a trust) and (iii) restricted stock, restricted stock units and deferred stock units. Non-management directors are expected to satisfy this ownership guideline over time after their initial appointment to the board, and are not permitted to sell any shares of Genworth common stock received from Genworth until the ownership guideline has been met (except that non-management directors may sell shares for the sole purpose of satisfying any tax liabilities relating to the settlement of restricted stock units into shares of common stock).

22. Prohibition on Hedging and Pledging Transactions. Genworth's Insider Trading Policy prohibits directors from engaging in certain derivative, hedging or monetization transactions relating to Genworth securities and also prohibits directors from holding the company's securities in a margin account or pledging the company's securities as collateral for a loan.

23. Majority Voting Standard. Genworth has adopted a bylaw provision, included in Section 2.7 of the bylaws, providing for majority voting for directors in uncontested elections.

24. Interaction with Investors and Other Parties. As a general matter, management speaks for Genworth, and directors should refer all inquiries from investors, analysts, the press, regulators, political officials or others to the CEO or his or her designee. Nevertheless, it is expected that independent directors, including the chair of the board or the lead director, as applicable, may from time to time meet in public forums or otherwise communicate with external constituencies, including stockholders, regulators, political officials or others. Typically, those meetings or communications will be coordinated through the corporate secretary.

25. Board Leadership. The board will determine the leadership structure of the board as appropriate to Genworth's circumstances from time to time.

Genworth's bylaws require the board to appoint a chair of the board. The board may appoint as chair (i) the CEO, (ii) an independent director, or (iii) a non-independent director other than the CEO. If the roles of chair of the board and CEO are combined or the chair of the board is otherwise not independent, the independent directors will designate a lead director from time to time from among the independent directors. In addition to the responsibilities and authority set forth elsewhere in these Governance Principles, the responsibilities and authority of the independent non-executive chair or lead director, as appropriate, include:

a. for the independent non-executive chair:

(i) presiding at all meetings of the board, stockholders and non-management and independent directors;

(ii) facilitating efficient board operations through regular engagement with standing committees of the board and individual directors; and

(iii) regularly communicating with the CEO to provide him or her with advice and counsel, and to share information about recent developments;

b. for the lead director -- presiding at all meetings of the board when the chair of the board is not present, and all meetings of the non-management and independent directors; and

c. for either the independent non-executive chair or lead director, as applicable:

(i) serving as a liaison between the CEO and the non-management and independent directors;

(ii) consulting on meeting agendas and topics for future board meetings;

(iii) working with management to assure that meeting materials are fulfilling the needs of directors;

(iv) consulting on the meeting calendar and meeting schedules to assure there is sufficient time to discuss all agenda items;

(v) periodically calling meetings of the non-management and independent directors, including at the request of such directors;

(vi) working with the chair of the board and/or the CEO to respond to stockholder inquiries involving the board; and

(vii) fulfilling other responsibilities as determined by the board.

26. *Reliance*. In performing their responsibilities, the directors are entitled to rely in good faith upon the records of the company and upon such information, opinions, reports or statements presented to the company by any of the company's officers or associates, or committees of the board, or by any other person as to matters the director 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. The directors are also entitled (i) to have the company purchase reasonable directors' and officers' liability insurance on their behalf, and (ii) to the benefits of indemnification and exculpation to the fullest extent permitted by applicable law and the company's certificate of incorporation, bylaws and any indemnification agreements.

27. *Confidentiality*. The proceedings and deliberations of the board and its committees shall be confidential. Each director and committee member shall maintain the confidentiality of information received in connection with his or her service as a director.