

Genworth Financial, Inc.
Nominating and Corporate Governance Committee: Key Practices

The Nominating and Corporate Governance Committee has adopted the following key practices to assist it in undertaking the functions and responsibilities set forth in its charter:

1. Method of Evaluating Board and Committee Effectiveness. The committee will oversee the following self-evaluation process, which will be used by the board and by each committee of the board to determine their effectiveness and opportunities for improvement. Each self-evaluation should be done annually at a regularly scheduled meeting held during the fourth quarter. The self-evaluation process should focus on the large question of how the board can improve its key functions of overseeing personnel development, financials, other major issues of strategy, risk, integrity, reputation and governance. In particular, for both the board and the relevant committee, the self-evaluation process will solicit ideas from directors about:

- a. improving prioritization of issues;
- b. improving quality of written, chart and oral presentations from management;
- c. improving quality of board or committee discussions on these key matters;
- d. identifying how specific issues in the past year could have been handled better;
- e. identifying specific issues which should be discussed in the future; and
- f. identifying any other matter of importance to board functioning.

The chairman of the board will then work with the committee chairs to organize the comments received around options for changes at either board or committee level. At the board and committee meetings selected for the self-evaluations, time will be allocated to a discussion of, and decisions relating to, the actionable items.

2. Principles for Board Compensation. All non-management directors are eligible to receive compensation and benefits from Genworth for their service as directors. In determining compensation and benefits for non-management directors, the committee will be guided by the following 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. In implementing these goals, the committee will adhere to the following practices, subject to periodic review:

- a. Compensation for Non-Management Directors. Non-management director compensation may, but is not required to, be comprised of the following elements (without limitation):

i. an annual retainer payable for service as a director, payable in cash and/or equity in quarterly installments following the end of each quarter of service. No meeting fees will be paid, because attendance is expected at all scheduled board and committee meetings and at the annual meeting of stockholders, absent exceptional cause. A portion of the retainer 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;

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

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

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

b. No Compensation for Other Directors. Directors who are employees of Genworth or its affiliates will not receive compensation for serving on Genworth's board.

c. Reimbursements for Certain Expenses. 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 committee.

3. Stockholder Recommendations for Board Candidates. The committee will consider stockholder recommendations for candidates for the board sent to the Nominating and Corporate Governance Committee, c/o Corporate Secretary, Genworth Financial, Inc., 6620 West Broad Street, Richmond, Virginia 23230. The committee's minimum qualifications and specific qualities and skills required for directors are set forth in section 3 of the Governance Principles. In addition to considering candidates suggested by stockholders, the committee considers potential candidates recommended by current directors, company officers, employees and others. The committee considers all potential candidates in the same manner regardless of the source of the recommendation.

4. Environmental, Social and Governance. The committee will periodically review the company's environmental, social and governance practices. In particular, the committee will review and have oversight over the following areas:

a. Political Contributions and Expenditures. The committee will review periodically 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.

Effective December 10, 2015

- b. Corporate Citizenship. The committee will review periodically the company's policies and practices on matters of corporate citizenship, including philanthropic programs and financial and other support of charitable, education and cultural organizations and will receive periodic reports on the company's community volunteer activities.
- c. Environmental Policy. The committee will review periodically the company's environmental policy and practices.