

Genworth Financial, Inc.
Audit Committee: Key Practices

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

1. Meetings. The committee will meet at least 6 times a year, generally on a day different than the regularly scheduled board meeting to allow time for in-depth discussion.

2. Review of Financial Statements. The committee will review the company's Annual Report on Form 10-K ("10-K") in detail with the Chief Executive Officer ("CEO"), the Chief Financial Officer and Principal Financial Officer ("CFO"), the Controller and Principal Accounting Officer (the "Controller") and the full board at an extended or special board meeting. The committee will meet to review the company's Quarterly Reports on Form 10-Q ("10-Qs") with the CFO, the Controller and such others as the committee deems appropriate. The committee will also review the annual audited statutory financial statements and the quarterly condensed statutory financial results for certain designated subsidiaries of the company with the CFO and the Controller. The Internal Audit leader and the company's independent auditor will be present at these meetings.

3. Quarterly Review of CEO and CFO Certification Process. In conjunction with its reviews of the 10-Ks and 10-Qs, the committee will also review the process for the CEO and CFO quarterly certifications required by the Securities and Exchange Commission ("SEC") with respect to the financial statements and the company's disclosure and internal controls, including any material changes or deficiencies in such controls. The committee shall also meet annually with representatives of the corporate disclosure committee responsible for reviewing the company's disclosure controls and procedures. In conjunction with the reviews of the annual audited statutory financial statements noted in Section 2 above, the committee will also review the annual certification of internal controls over statutory financial reporting required by the National Association of Insurance Commissioners' *Annual Financial Reporting Model Regulation*, including any material changes or deficiencies in such controls. The committee shall also meet annually with representatives of the statutory disclosure committees responsible for reviewing the relevant subsidiaries' statutory disclosure controls and procedures.

4. Review of Earnings Releases and Information Provided to Analysts and Rating Agencies. Management shall review earnings releases with the committee prior to their release to the public. Management shall also regularly review with the committee, or the full board, the types of information included in presentations to analysts or rating agencies.

5. Approval of Independent Auditor Services.

a. *Statement of Policy.* The Audit Committee is required to pre-approve the audit, audit-related, tax and other services performed by the company's independent registered

public accounting firm (the “Audit Firm”) to assure that the provision of such services does not impair the Audit Firm’s independence. Unless a particular type of service to be provided by the Audit Firm has received pre-approval pursuant to this Section 5, it will require specific pre-approval by the Audit Committee. Additionally, any proposed services exceeding the pre-approved fee levels set forth in Section 5(f) hereof will require specific pre-approval by the Audit Committee. The Audit Committee may revise the list of pre-approved services included herein from time to time. The Audit Committee may not delegate its responsibility to pre-approve services performed by the Audit Firm to management.

b. *Audit Services.* Audit services include an annual integrated audit of Genworth Financial, Inc. (including required quarterly reviews), subsidiary audits, equity investment audits and other procedures required to be performed by the Audit Firm in order to form an opinion on the Company’s consolidated financial statements and the financial statements of the Company’s subsidiaries, collectively the “annual audit services”. The annual audit services engagement terms and fees are presented to the committee each year by the Audit Firm in connection with the engagement of such firm and are subject to the specific pre-approval of the Audit Committee prior to the commencement of such services.

In addition to the annual audit services that are specifically pre-approved by the Audit Committee in connection with the annual engagement of the Audit Firm, the Audit Committee hereby pre-approves the following audit services:

- (1) Audit or quarterly review services related to acquisitions and dispositions;
- (2) Services associated with SEC registration statements, periodic reports, and other documents filed with the SEC, or other documents issued in connection with securities offerings or repurchases (e.g. comfort letters, consents), and assistance in responding to SEC comment letters;
- (3) Consultation and advice in conjunction with existing accounting standards;
- (4) Consultation and advice in conjunction with existing transactions; and
- (5) Statutory (regulatory) audits of newly established entities or existing entities with new reporting requirements.

The Audit Committee must specifically pre-approve all other audit services not listed above.

c. *Audit-Related Services.* Audit-related services are assurance and related services that are reasonably related to the performance of the audit or review of the company’s financial statements and/or the company’s internal control over financial reporting and that are traditionally performed by independent registered public accounting firms. The Audit Committee believes that the provision of audit-related services does not impair the independence of the Audit Firm and is consistent with the rules of the SEC related to auditor independence. Certain audit-

related services are presented to the committee each year by the Audit Firm in connection with the engagement of such firm and are subject to the specific pre-approval of the Audit Committee prior to the commencement of such services.

In addition to the audit-related services that have been specifically pre-approved by the Audit Committee in connection with the annual engagement of the Audit Firm, the Audit Committee hereby pre-approves the following audit-related services:

- (1) Service Organization Controls Reports – Type 1 and Type 2;
- (2) Attestation reports including review, compilation and agreed upon procedures reports;
- (3) Consultation and advice in conjunction with proposed accounting standards; and
- (4) Consultation and advice in conjunction with proposed transactions.

The Audit Committee must specifically pre-approve all other audit-related services not listed above.

d. *Tax Services.* The Audit Committee believes that the Audit Firm may provide certain tax services to the company, including, without limitation, tax compliance review and advice services, and tax merger, restructuring and transfer pricing advice and assistance, without impairing the Audit Firm's independence (except as specifically prohibited by Public Company Accounting Oversight Board and SEC rules or regulations). The SEC has also stated that independent auditors may provide such tax services. The Audit Committee is required to specifically pre-approve all permitted tax services. The Audit Committee will not permit the retention of independent auditors in connection with a transaction initially recommended by the independent auditors, the sole business purpose of which may be tax avoidance and which may conflict with the Internal Revenue Code and related regulations.

e. *Other Services.* To minimize relationships that could appear to impair the objectivity of the Audit Firm, it is the committee's practice to restrict the other services that may be provided to the company by the Audit Firm. The company will obtain limited other services from the Audit Firm only when the services offered by the firm are more effective or economical than services available from other providers, and, to the extent possible, only following competitive bidding for such services.

The Audit Committee hereby pre-approves the following other services:

- (1) Actuarial reserve opinions for statutory legal entities;
- (2) Due diligence services related to mergers and acquisitions; and

(3) General or industry training around topical areas or new or existing accounting standards (excluding company specific internal control processes or corporate accounting policies).

The Audit Committee must specifically pre-approve all other services not listed above. The Audit Committee will not approve any of the services listed in Section 10A(g)(1)-(9) of the Securities Exchange Act of 1934 or the rules promulgated thereunder.

f. *Pre-Approval Fee Levels.*

(1) **Audit and Audit-Related Services.** In connection with the annual engagement of the Audit Firm, the committee will pre-approve the fee levels for the audit and audit-related services that are part of such engagement prior to the commencement of such services and hereby authorizes management to approve additional fees for such services not to exceed 5% of the fees pre-approved by the committee in the annual engagement. The Audit Committee has also pre-approved a maximum of \$1.0 million in the aggregate in any calendar year for the pre-approved audit and audit-related services set forth in Sections 5(b) and 5(c) hereof; provided, however, that specific committee pre-approval must be obtained for any single engagement over \$250,000. Any audit or audit-related services pre-approved pursuant to Sections 5(b) and 5(c) hereof that would cause such \$1.0 million cap to be exceeded in any calendar year, regardless of amount, shall require specific pre-approval by the committee.

(2) **Tax Services.** The committee must pre-approve all tax services and the proposed fees for such services.

(3) **Other Services.** The committee has also pre-approved the other services to be performed by the Audit Firm pursuant to Section 5(e)(1)-(3) hereof in an amount up to \$750,000 in any calendar year; provided, however, that specific committee pre-approval must be obtained for any single engagement over \$250,000. Any other services pre-approved by the committee pursuant to Section 5(e)(1)-(3) hereof that would cause such \$750,000 cap to be exceeded in any calendar year, regardless of amount, shall require specific pre-approval by the committee.

g. *Delegation.* For all audit, audit-related, tax and other services requiring specific Audit Committee pre-approval, the committee has delegated such pre-approval authority to its chair up to an amount not to exceed \$500,000 per occurrence. Amounts in excess of such amount shall require the specific pre-approval by the full committee. All amounts specifically pre-approved by the chair in accordance with this policy are to be disclosed to the full committee at the next regularly scheduled meeting.

6. Hiring Guidelines for Independent Auditor Employees. The committee has adopted the following practices regarding the hiring by the company or any of its affiliates of certain persons associated with the independent auditor of the company or its affiliates, including any partner, director, manager, staff, advising member of the department of professional practice,

reviewing actuary, reviewing tax professional and any other persons having responsibility for providing audit assurance to the company's independent auditor on any aspect of their certification of the company's financial statements. "Audit assurance" includes all work that results in the expression of an opinion on financial statements, including audits of statutory accounts.

a. Neither the company nor its affiliates shall hire any person if such employment would cause the company's independent auditors to no longer be independent of the company under applicable law and regulations.

b. No former member of the audit team of the independent auditor may sign a company SEC filing for 5 years following employment with the independent auditor.

c. No former member of the audit team of the independent auditor may be named a company officer or segment CFO for 3 years following employment by the independent auditor.

d. The company's CFO must approve all executive-band and higher hires from the independent auditor.

e. The company's CFO shall report annually to the audit committee the profile of the preceding year's hires from the independent auditor.

7. Process for Handling Complaints about Accounting Matters. As part of the board's procedure for receiving and handling complaints or concerns about the company's conduct, the committee has 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 the company's employees of concerns regarding questionable accounting or auditing matters.

a. The company will establish and publish on its website special mail and email addresses and a toll-free telephone number for receiving complaints regarding accounting, internal accounting controls, or auditing matters.

b. All such complaints will be sent to the chair of the audit committee.

c. All complaints will be tracked on a separate board of directors' ombuds docket, but handled by the company's ombuds, finance and legal staffs in the normal manner, except as the committee may request.

d. The status of the specially docketed complaints will be reported on a quarterly basis to the committee and, if the committee so directs, to the full board.

e. The committee may request special treatment, including the retention of outside counsel or other advisors, for any complaint addressed to it.

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

8. Audit Committee Memberships. The committee has determined that in view of the increasing demands and responsibilities of the committee, members of the committee should not serve on more than two additional Audit Committees of other public companies.

9. Code of Ethics. The company has adopted the Genworth Code of Ethics. Such code of ethics applies to all of the company's directors, officers and employees, including the CEO and all financial professionals. As part of such code of ethics, the policy entitled Conflicts of Interest, and the policy entitled Controllership, require all employees, 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. Annual acknowledgment of the Genworth Code of Ethics is required of all salaried employees, including the company's CEO and financial professionals.

10. Related Person Transactions and Conflict of Interest Review.

a. *Review and Approval of Related Person Transactions.* Genworth's Governance Principles provide that it shall not consummate any transactions with Related Persons (as defined in Section 11(b) of the Genworth Governance Principles) unless such transactions are reviewed and approved in accordance with the policies and procedures established by the committee. The committee has established the following policies and procedures for the review and approval of such transactions:

(1) For these purposes, "Related Person Transactions" shall mean all transactions with Related Persons (including any transactions requiring disclosure under Item 404 of Regulation S-K under the Securities Exchange Act of 1934), other than: (i) transactions available to all employees generally; and (ii) transactions involving the payment of compensation or the entry into compensatory agreements or arrangements that are approved by the Management Development and Compensation Committee or paid pursuant to an agreement, plan or arrangement approved by the Management Development and Compensation Committee. The term "Related Person Transactions" shall also include any proposed material changes to any previously approved Related Person Transactions.

(2) Except as permitted by Section 10(a)(7) below, all proposed Related Person Transactions shall be reported to Genworth's General Counsel by the Related Person and/or by the relevant Genworth business unit. All relevant information shall be disclosed, including: (i) the Related Person's relationship to Genworth and interest in the transaction; (ii) the material factors of the proposed transaction, including the proposed aggregate value of such transaction or, in the case of indebtedness, the amount of principal that would be involved; (iii) the benefits to Genworth of the proposed transaction; (iv) if applicable, the availability of other sources of comparable products or services; and (v) an assessment of

whether the proposed transaction is on terms that are comparable to the terms available to unaffiliated entities or persons.

(3) The General Counsel shall have the authority to review and approve any Related Person Transactions (i) for which the amount involved is less than or equal to \$120,000 or (ii) that involve the purchase by a Related Person of products and services from Genworth or its subsidiaries on terms that are available to unaffiliated entities or persons. The General Counsel shall not approve any Related Person Transaction unless the General Counsel concludes that there is a verifiable Genworth business interest supporting the transaction and the transaction otherwise meets Genworth's standards that apply to similar transactions with unaffiliated entities or persons. The General Counsel shall periodically report to the committee all Related Person Transactions approved by the General Counsel.

(4) At each regularly scheduled committee meeting, the General Counsel shall submit to the committee for its review and approval all proposed Related Person Transactions proposed to be entered into by Genworth other than those approved by the General Counsel as set forth in (3) above; provided that if the General Counsel determines that it is not practicable or desirable for Genworth to wait until the next regularly scheduled committee meeting for review of a particular Related Person Transaction, such transaction shall be submitted to the chair of the committee, who will possess delegated authority to act between committee meetings. The General Counsel shall provide the committee or the chair, as applicable, with all information regarding the Related Person Transaction that may be deemed relevant by the committee or the chair for the purposes of its review. The committee or the chair shall not approve any Related Person Transaction unless the committee or the chair concludes that there is a verifiable Genworth business interest supporting the transaction and the transaction otherwise meets Genworth's standards that apply to similar transactions with unaffiliated entities or persons. After review, the committee or chair shall approve or disapprove such Related Person Transactions. The chair of the committee shall report to the committee at the next committee meeting any approval under this policy pursuant to delegated authority.

(5) In the event that Genworth becomes aware of a Related Person Transaction that has not been previously approved under this policy, the transaction will be submitted to the General Counsel, the committee or the chair of the committee, as applicable in accordance with the foregoing, along with all information that may be deemed relevant for purposes of their review. Based on the review of the transaction, the transaction may be ratified, amended or terminated, or, if the transaction has been completed, the General Counsel, committee or chair, as applicable, may determine whether the transaction can and should be rescinded.

(6) All members of the committee will recuse themselves from any discussion or decision affecting their personal, business or professional interests. If a majority of the members of the committee are required to recuse themselves from reviewing a Related

Person Transaction, such transaction shall be submitted for review and approval by the disinterested members of the board of directors.

(7) The committee has determined that transactions that meet all of the following requirements are not subject to the notice requirements of this Section 10(a) and are hereby approved: (i) the transaction involves the purchase of products or services from Genworth or its subsidiaries; (ii) it is on terms that are available to unaffiliated entities or persons; and (iii) the purchase of such products or services is by an “immediate family member” (as defined in Section 11(b) of the Governance Principles), other than the spouse or minor child, of an executive officer, director, director nominee or more than 5% security holder.

b. *Conflict of Interest Policy Review.* The committee will review annually the company's evaluation of the application of the company's policy entitled Conflicts of Interest, to the company's officers and directors.

11. Financial Expertise. Each member of the committee will be financially literate, as determined by the board in its business judgment. At least one member of the committee will qualify as an "audit committee financial expert," as defined by the SEC.

12. Audit Partner Rotation. The committee shall ensure that the lead audit partners assigned by the company's independent auditor to the company, and to each of its subsidiaries that have securities registered with the SEC, as well as the audit partner responsible for reviewing the company's audit shall be changed at least every five years.