Genworth Financial, Inc.
Management Development and Compensation Committee:
Key Practices

The Management Development and Compensation Committee (the "Compensation 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 5 times a year.

2. **Succession Planning.** At least once per year, the committee will conduct an "Organization and Leadership Review" with management to assist in fulfilling its responsibility for the development of executive succession plans. Such reviews will cover succession plans for executive positions, evaluation of potential candidates for executive positions, development plans, retention issues, and other employee-related initiatives, such as diversity, engagement and feedback from periodic employee opinion surveys.

3. **Compensation Principles.** The company's objective in compensating employees is to attract, retain and motivate employees of superior ability who are dedicated to the long-term interests of our stockholders. With this objective in mind, we design and administer our compensation programs using the following guiding principles:

   - ***Compensation decisions should be primarily performance-based, and incentive programs should align with stockholder interests across multiple timeframes.*** We use a variety of variable incentive programs to reward short-, medium- and long-term performance, as appropriate. Each of our incentive programs derives value from company and/or individual performance. In the aggregate, our incentive compensation programs should promote balanced decision-making in favor of long-term interests of stockholders.

   - ***Total pay at risk should align with an employee's impact on company performance.*** As an employee bears greater responsibility for company results, we deliver a greater portion of that employee's total compensation opportunity through longer-term incentives. The mix of total compensation, as well as the weighting of short- versus long-term incentives, should provide for competitive opportunities, reflect the employee's role and appropriately align with his or her ability to impact the company performance.

   - ***Total compensation opportunities should be competitive within the marketplace.*** In order to attract and retain talent, we must provide total compensation opportunities that are competitive. Where possible, we benchmark total target compensation opportunities (salary, short-term and long-term incentives) relative to similar positions at comparable companies. This benchmarking is an input into the compensation processes that helps gauge market competitiveness, but is not intended to fix compensation levels nor weigh any greater than other factors in making compensation decisions, such as an individual's level of responsibility, experience, skills, performance trends, retention needs, and other internal equity considerations.

- ***Our compensation programs should reward financial and operational performance, but also allow for qualitative assessment and review.*** Our compensation programs measure financial and operational performance, and are designed to reward an employee based on achievement of financial and operational goals related to the employee's area of responsibility. In determining final payouts under incentive awards, we also incorporate a qualitative assessment of progress toward and achievement of key company objectives and individual goals.

- ***Compensation programs should support appropriate risk management practices.*** Program design, incentive structures and the processes for making compensation decisions should support, and be evaluated in the context of the company's enterprise risk management program. Compensation programs found to be in discord with appropriate risk management practices should be adjusted at the discretion of the Compensation Committee.

For more information regarding our executive compensation programs, see the Compensation Discussion and Analysis in the company's most recently filed proxy statement.

4. Key Elements of Executive Officer Compensation.

When adding up the total annual compensation opportunity for our executive officers, we focus on three key elements: base salary, annual incentive, and long-term equity grants (awarded annually). These three elements together are used to communicate target annual compensation levels to our executives, and ensure an appropriate comparison to competitive market total compensation levels.

(a) **Base Salary.** Base salaries are generally intended to reflect the scope of an executive officer's responsibilities and level of experience, reward sustained performance over time and be market competitive. Consistently effective individual performance is a threshold requirement for any salary increase.

(b) **Annual Incentive.** Annual incentives are typically paid in February for the prior year's performance based on (i) performance measured against one-year financial goals and operating objectives, and (ii) a qualitative assessment of progress toward and achievement of key company objectives and individual goals. Executives each have a target annual incentive established at the beginning of the year and expressed as a percentage of base salary.

(c) **Annual Long-Term Equity Grants.** The Committee considers grants of equity, including, but not limited to, performance stock units ("PSUs"), stock appreciation rights ("SARs") or restricted stock units ("RSUs") to executives to be effective forms of compensation for executive officers and other key employees because they provide incentives for performance leading to enhanced stockholder value, and support long-term retention of key executives. The Committee may adjust the mix of annual long-term equity grants from time-to-time based on their assessment of the Committee's compensation objectives and guiding principles noted above. Use of these equity award types, over time create a direct linkage to stockholder interests and a balance among:

(i) alignment with strategic mid- to long-term objectives and long-term stock value through PSUs, which vest solely based on performance after 3-years;

(ii) stock price leverage through SARs, because they do not have value unless our stock price increases following the date of grant; or

(iii) alignment of executive interests with long-term stock value through and retention through full-value RSUs, because RSUs retain value even if the stock price declines.

At the discretion of the Committee, grants of SARs may have a maximum value established for each award ("Capped SARs"), thus limiting the grantee's potential gain above the maximum value and reducing the accounting expense to the company associated with the grant. The company generally awards SARs in lieu of stock options to facilitate the maximum share value approach and because they are less dilutive. Grants of SARs or RSUs typically vest over three or four years, beginning on the first anniversary of the grant date, while awards of PSUs typically vest after three years based solely on performance relative to the established goals.

All of the incentive programs described above are awarded in accordance with the terms of the company's 2018 Omnibus Incentive Plan (or were previously awarded in accordance with the terms of the company's 2012 Omnibus Incentive Plan or 2004 Omnibus Incentive Plan), and are described further in the Compensation Discussion and Analysis of the company's most recently filed proxy statement.

5. **Retention Awards.** The Committee may determine that it is in the best interests of the Company to provide special awards of cash, or equity that will vest based on continued service with the Company. The type of award and specific requirements may be established by the Committee based on the needs of the organization at that time.

6. **Stock Ownership Guidelines.** To help further demonstrate the alignment of the personal interest of the company's designated executive officers with the interests of stockholders, effective March 15, 2014 (the "Revised Effective Date"), the Committee updated its stock ownership guidelines for the amount of Genworth stock, as a multiple of the executive officer's base salary, which must be held by the company's executive officers.

Position	Ownership Multiple
Chief Executive Officer	7x
Chief Operating Officer, Chief Financial Officer and Chief Investment Officer	3x
Other Executive Vice Presidents or Senior Vice Presidents	2x

Calculation of Target Number of Shares. The ownership multiple above will be used annually to calculate a target number of shares for each designated executive officer as of the Revised Effective Date and thereafter as of January 1 each year (the "Annual Measurement Date"). The target number of shares will be individually determined by multiplying the executive officer's annual base salary in effect as of each Annual Measurement Date by the applicable multiple, and dividing the result by the average closing price of the company's stock during the 60 trading days immediately preceding the Annual Measurement Date. In the case of executive officers that become subject to the ownership guidelines after the Revised Effective Date, the initial target number of shares will be determined by multiplying the executive officer's annual base salary in effect on the date the executive officer becomes subject to the ownership requirements by the applicable multiple shown above, and dividing the result by the average closing price of the company's stock during the immediately preceding 60 trading days.

Compliance with Ownership Guidelines. Compliance with the stock ownership requirements shall be measured as of each Annual Measurement Date. Each executive officer is expected to attain ownership of the required stock ownership level over time and maintain ownership of at least such amount of the company's stock while they hold office or until the Committee re-establishes the ownership multiple, whichever comes first. In the event that an executive officer has not reached the required level of stock ownership as of any such measurement date, the executive officer will be subject to a 50% retention ratio that requires the executive officer to retain (and not sell or transfer) at least 50% of the after-tax "profit" shares resulting from the grant or exercise of all company equity incentive awards until the next Annual Measurement Date.

In order to meet this stock ownership requirement, an executive officer may count (i) all shares of stock owned by the executive officer, including stock held in the company's 401(k) plan, (ii) any company RSUs (excluding any unvested RSUs that vest based on achievement of performance goals, such as PSUs), and (iii) a number of shares representing the aggregate "spread value" of vested and in-the-money stock options and SARs (with such number being calculated as of the Annual Measurement Date for each year on a pre-tax basis based on the 60 trading day average closing price of the company's common stock on such date).

There may be special circumstances under which the stock ownership requirements and/or the retention ratio would place a significant hardship on an executive officer or prevent the executive officer from complying with a court order (such as in the case of a divorce settlement). In these instances, the Compensation Committee may, in its sole discretion, grant an exemption from these policies to the extent deemed appropriate.

7. **SAR and Stock Option Holding Period.** In order to minimize any possible appearance of an incentive for executive officers to seek to cause short-term increases in the price of Genworth shares in order to exercise SARs or stock options and sell the stock for unwarranted personal gains, the committee requires executive officers to hold for at least nine months the shares of Genworth stock that they receive by exercising SARs or stock options (each net of any shares applied for a cashless exercise or to pay applicable taxes). This requirement applies to the designated executive officers of the company.

8. **Prohibit SAR and Stock Option Repricing Without Stockholder Approval.** The committee affirms a policy prohibiting the repricing of SARs and stock options without prior stockholder approval, including by amendments to outstanding SARs or options to lower their exercise price, and the cancellation of outstanding SARs or options and replacing them with new SARs or options.

9. **Equity Grant Practices**. The committee affirms the following practices as they relate to Equity Award Grants (grants of stock options, SARs, or RSUs):

   (a) **Grant Price.** The grant price for awards of stock options and SARs shall be the closing price of a share of Genworth Class A Common Stock on the date of grant for awards made in the United States, provided, however, that as this practice relates to awards granted in countries other than the United States, the Committee may occasionally determine a different "fair market value," as advisable pursuant to the terms of the company's 2012 Omnibus Incentive Plan and the laws and regulations of certain foreign countries.

   (b) **Maximum Value For Capped SARs.** The Committee will establish the maximum stock price value for awards of Capped SARs. The Committee will review the maximum value at least annually, and may adjust the maximum value, in its sole discretion, for future awards of Capped SARs.

   (c) **Grant Timing.** In order to prevent the appearance of timing grants of stock options and/or SARs with the release of information, the Committee hereby affirms the following practices with respect to the timing of equity grants:

      (i) ***Annual Grants to Executive Officers and/or Broad-Based Equity Grants to Employees.*** Annual grants to executive officers and/or broad-based grants to employees will be approved at the time of a regularly scheduled Compensation Committee meeting, and the grant date will be the date of approval by the Compensation Committee.

(ii) ***New Hire Awards and Other Off-Cycle Equity Award Grants.*** To the extent practicable, and with the exception of item 9(c)(i) noted above, the Compensation Committee affirms a practice that the date of grant for all other Equity Award Grants will be on the first business day of the calendar month following the approval date or, in the case of a newly hired employee, on the first business day of the calendar month following the later of the approval date or the employee's first date of employment with the Corporation.

10. **Executive Compensation Recoupment Policy ("Clawback Policy")**. The Committee has adopted the following executive compensation recoupment policy (or "Clawback Policy") covering the company's executive officers (within the meaning of Rule 3b-7 of the Securities Exchange Act of 1934, as amended) and its principal accounting officer (collectively referred to as "covered officers"):

    Genworth will seek to recover, at the discretion and direction of the Management Development and Compensation Committee (the "Compensation Committee"), after it has considered the costs and benefits of doing so, incentive compensation earned by, awarded or paid to a covered officer for performance periods beginning after January 1, 2011, if the result of a performance measure upon which the award was based or paid is subsequently restated or otherwise adjusted in a manner that would reduce the size of the award or payment (other than a restatement or adjustment due to a change in applicable accounting principles, rules or interpretations).

    Where the result of a performance measure was considered in determining the compensation awarded or paid, but the incentive compensation is not awarded or paid on a formulaic basis, the Compensation Committee will determine in its discretion the amount, if any, by which the payment or award should be reduced.

    In addition, if a covered officer engaged in fraud or intentional misconduct that contributed to award or payment of incentive compensation to him or her that is greater than would have been paid or awarded in the absence of the misconduct, Genworth may take other remedial and recovery action, as determined by the Compensation Committee.

11. **Prohibition on Publicly Traded Options, Hedging and Pledging Transactions**. Buying or selling options (puts or calls) on Genworth securities is, in effect, a bet on the short-term movement of the securities. If an executive officer were to engage in such transactions, it could create the appearance that the person is trading based on inside information. Transactions in options may also focus the person's attention on short-term performance at the expense of Genworth's long-term objectives. Accordingly, executive officers may not engage in transactions in puts, calls or other derivatives relating to Genworth securities on an exchange or in any other organized market.

In addition, certain forms of hedging or monetization transactions, such as prepaid variable forward contracts, equity swaps, collars, forward sale contracts and exchange funds, would allow an executive officer to lock in much of the value of his or her stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock. These transactions allow the person to continue to own the covered securities but without the full risks and rewards of ownership. When that occurs, he or she may no longer have the same objectives as Genworth's other stockholders. Therefore, executive officers may not engage in any such transactions.

Further, securities held in a margin account as collateral for a margin loan may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledger is aware of material nonpublic information or otherwise is not permitted to trade in Genworth securities, executive officers are prohibited from holding Genworth securities in a margin account or otherwise pledging Genworth securities as collateral for a loan.