

**Charter of the
Management Development and Compensation Committee
Genworth Financial, Inc.**

The Management Development and Compensation Committee of the board of directors of Genworth Financial, Inc. shall consist of at least three directors, each of whom shall be an independent director. Independence of directors shall be determined by the board based on the standards for independence set forth in paragraph 4 of Genworth's Governance Principles, and the additional independence considerations for members of the management development and compensation committee set forth in paragraph 7 of Genworth's Governance Principles. Members of the committee shall be appointed by the board of directors upon the recommendation of the Nominating and Corporate Governance Committee and may be removed by the board of directors in its discretion.

The purpose of the committee shall be to carry out the board of directors' overall responsibility relating to executive compensation and succession planning.

In furtherance of this purpose, the committee shall have the following authority and responsibilities:

1. To assist the board in developing and evaluating potential candidates for executive positions, including the chief executive officer, and to oversee the development of executive succession plans.
2. To review and approve on an annual basis the corporate goals and objectives with respect to compensation for the chief executive officer. The committee shall evaluate at least once a year the chief executive officer's performance in light of these established goals and objectives and based upon these evaluations shall set the chief executive officer's annual compensation, including salary, bonus, incentive and equity compensation.
3. To review and approve on an annual basis the evaluation process and compensation structure for the company's officers. The committee shall evaluate the performance of the company's senior executive officers and shall approve the annual compensation, including salary, bonus, incentive and equity compensation, for such senior executive officers. The committee shall also provide oversight of management's decisions concerning the performance and compensation of other company officers.
4. To review the company's variable incentive compensation and other stock-based plans and recommend changes in such plans to the board as needed. The committee shall have and shall exercise all the authority of the board of directors with respect to the administration of such plans.
5. To regularly review and assess the structure and composition of the leadership of the company, including review of the results of organization and leadership reviews.

6. To (i) annually review and discuss with management the company's Compensation Discussion and Analysis (CD&A), and, based on such review and discussion, recommend to the Board that the CD&A be included in the company's annual report on Form 10-K and annual proxy statement, and (ii) produce a report as required by the Securities and Exchange Commission to be included in the company's annual report and proxy statement, stating whether the committee has taken these actions.

7. To oversee risks relating to the company's compensation programs, including, but not limited to, adoption and periodic review of a remuneration policy to ensure that the company's compensation programs are consistent with appropriate risk management practices.

8. To determine whether the work of any compensation consultant who had any role in determining or recommending the amount or form of executive or director compensation raised any conflict of interest, giving consideration to the compensation committee adviser independence factors identified below.

The committee shall have the authority to delegate any of its responsibilities to subcommittees as the committee may deem appropriate in its sole discretion.

The committee shall have authority to retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser. The committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the committee.

The company will provide for appropriate funding, as determined by the committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the committee.

The committee may select a compensation consultant, legal counsel or other adviser to the committee (other than in-house legal counsel) only after taking into consideration, all factors relevant to that person's independence from management, including the following:

(a) The provision of other services to the company by the person that employs the compensation consultant, legal counsel or other adviser;

(b) The amount of fees received from the company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;

(c) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;

(d) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the committee;

(e) Any stock of the company owned by the compensation consultant, legal counsel or other adviser; and

(f) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the company.

The committee shall report its actions and any recommendations to the board after each committee meeting and shall conduct and present to the board an annual performance evaluation of the committee. The committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the board for approval.