

2021 Annual Meeting of Stockholders

Today's Speakers



James S. Riepe

Non-Executive Chair of the Board



Melina E. Higgins

*Director and Incoming Non-Executive
Chair of the Board*



Thomas J. McInerney

President & Chief Executive Officer



Michael J. McCullough

Corporate Secretary



Amy Rein

VP, Communications

Director Nominees



G. Kent Conrad



Karen E. Dyson



Jill R. Goodman



Melina E. Higgins



Thomas J. McInerney



Howard D. Mills, III



Debra J. Perry



Robert P. Restrepo Jr.



Ramsey D. Smith

Agenda

1. Call the Meeting to Order
2. Management Presentation
3. Proposals and Discussion
 - a. Proposal No. 1 – Election of Directors
 - b. Proposal No. 2 – Advisory Vote to Approve Named Executive Officer Compensation
 - c. Proposal No. 3 – Approval of the 2021 Genworth Financial, Inc. Omnibus Incentive Plan
 - d. Proposal No. 4 – Ratification of the Selection of KPMG LLP as the Independent Registered Public Accounting Firm for 2021
4. Opening of the Polls
5. Voting / Proposal-related Questions and Answers
6. Closing of the Polls; Preliminary Results of Voting
7. General Questions and Answers
8. Adjournment of the Meeting

Cautionary Note Regarding Forward-Looking Statements

This presentation contains certain “forward-looking statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “will” or words of similar meaning & include, but are not limited to, statements regarding the outlook for future business and financial performance of Genworth Financial, Inc. (Genworth) and its consolidated subsidiaries. Forward-looking statements are based on management’s current expectations and assumptions, which are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Actual outcomes and results may differ materially due to global political, economic, business, competitive, market, regulatory and other factors and risks, including those discussed at the end of this presentation, as well as in the risk factor section of Genworth’s Annual Report on Form 10-K, filed with the United States Securities and Exchange Commission (SEC) on February 26, 2021. Genworth undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise. For information regarding forward-looking statements, see the Appendix.

Non-GAAP¹ And Other Items

For important information regarding the use of non-GAAP measures, see the Appendix.

Unless otherwise noted, all references in this presentation to net income (loss) and adjusted operating income (loss) should be read as net income (loss) available to Genworth’s common stockholders and adjusted operating income (loss) available to Genworth’s common stockholders, respectively.

Portions of this presentation should be used in conjunction with the accompanying audio.

¹ U.S. Generally Accepted Accounting Principles

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Thanks and Appreciation



David M. Moffett



Thomas E. Moloney



James S. Riepe

2021 Annual Meeting of Stockholders

Benefits of Enact IPO

Anticipated ratings improvement for Enact

Providing Genworth with proceeds to pay down near-term obligations

Retaining Genworth's ability to receive future dividends from Enact when regulatory restrictions ease

Enabling a more accurate reflection of the value of Enact

Genworth's Long-Term Strategic Priorities

1

Rejuvenate the U.S. mortgage insurance business

2

Address the high indebtedness at the parent company

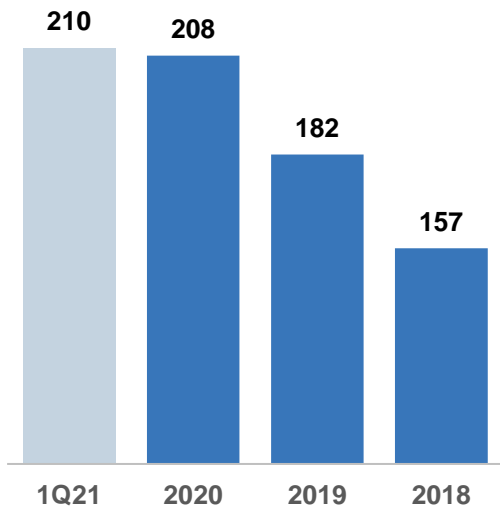
3

Develop and implement a strategy to turn around our LTC insurance business

U.S. MI Historical Financial Performance

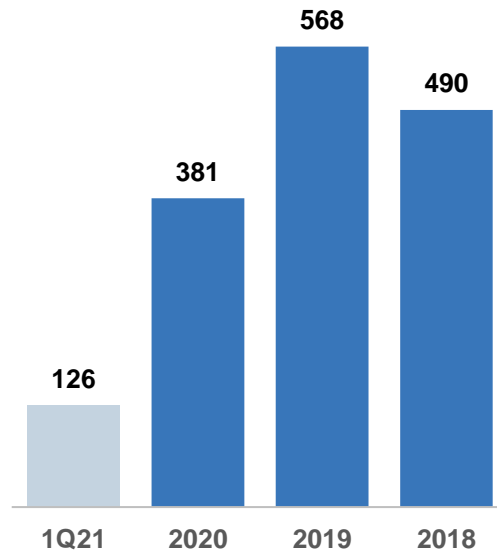
Insurance in Force

(\$Billion)



Adjusted Operating Income¹

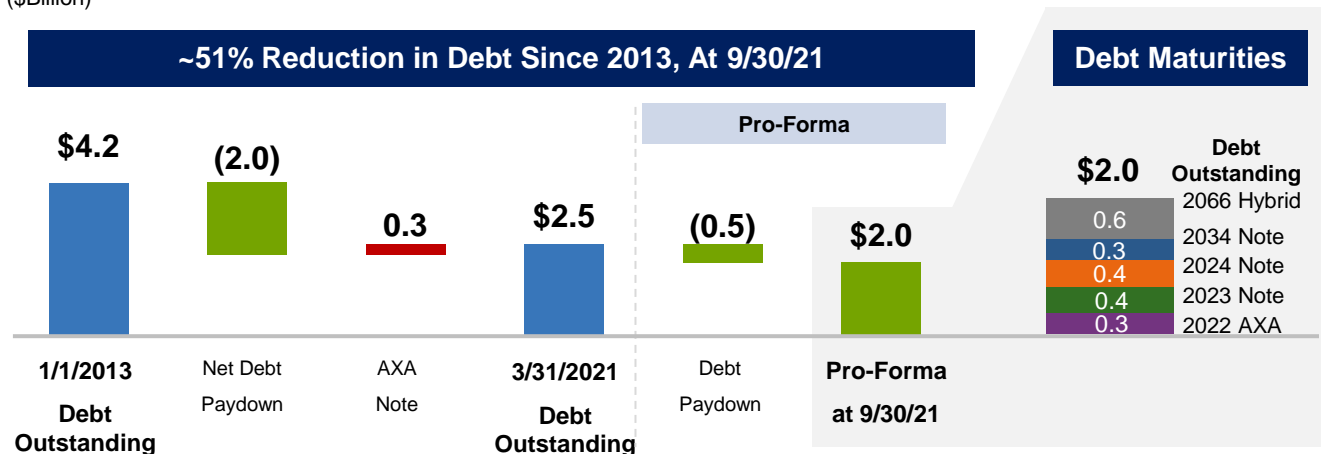
(\$Million)



¹ Non-GAAP measure, See Appendix for additional information

Parent Company¹ Debt Reduction Since 2013

(\$Billion)



Actions Taken to Generate Liquidity

- The sale of Genworth Canada for approximately \$1.8 billion² in net proceeds
- USMI's debt offering in 2020
- The sale of our remaining stake in Genworth Australia in February 2021
- Ongoing work to align our organization's expenses with our evolving needs

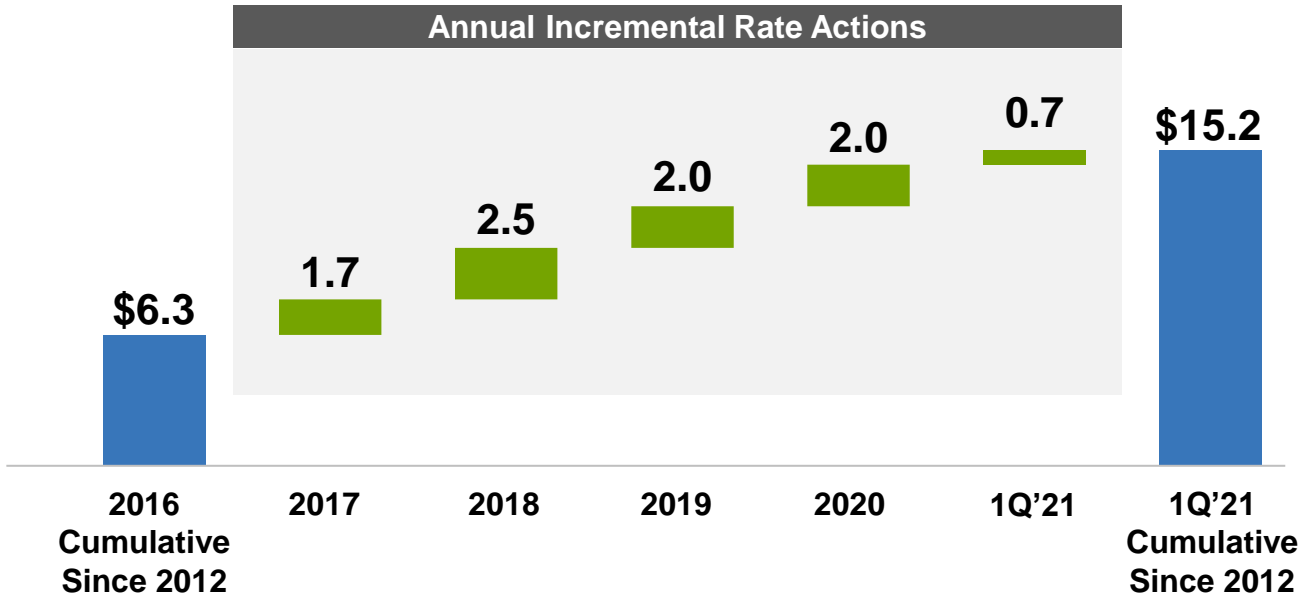
¹ Debt at Genworth Holdings, Inc. (the issuer of outstanding public debt) which is a wholly-owned subsidiary of Genworth Financial, Inc.

² Approximately \$1.2 billion in proceeds to the parent company

LTC Multi-Year Rate Action Progress

Net Present Value (NPV)

(\$Billion)

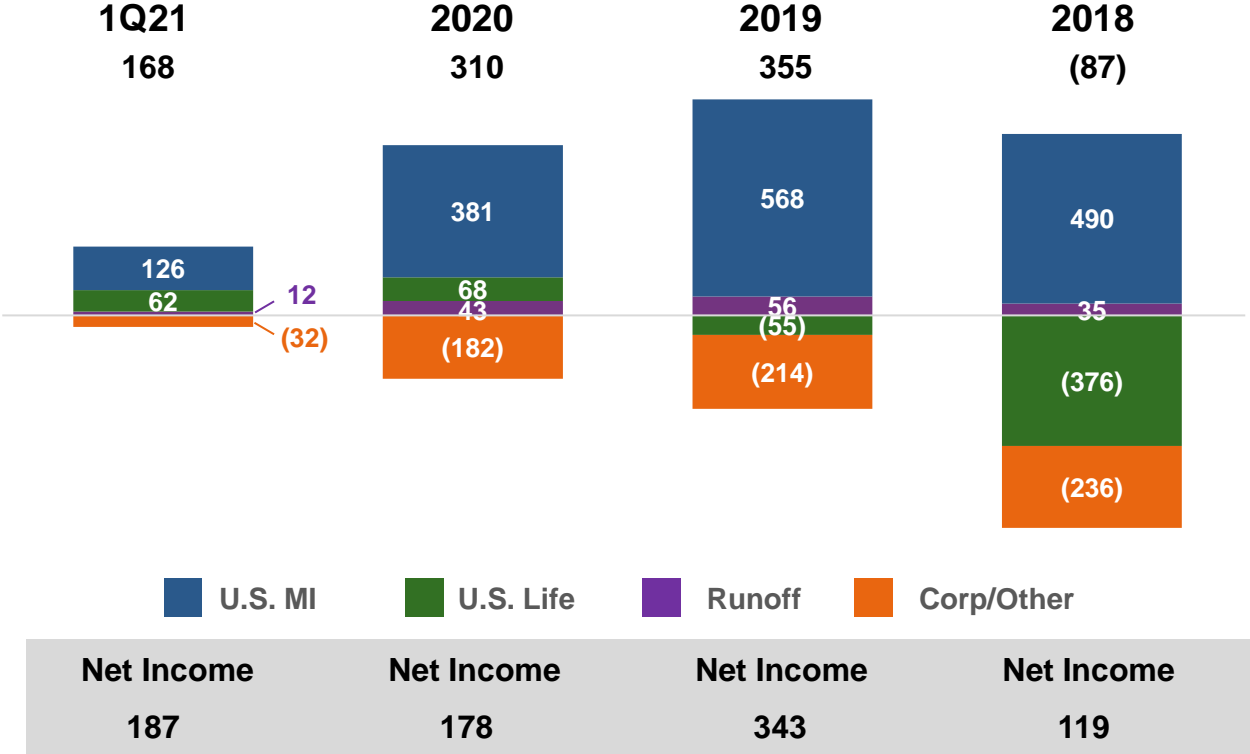


Focused On Continued Significant Progress

Historical Financial Performance 2018-1Q'21

Adjusted Operating Income (Loss)

(\$Million)



Looking Ahead

1 Further reduce holding company debt to <\$1B long-term target

2 Continue to pursue Enact IPO

3 Develop and refine a sustainable and profitable business model that addresses challenges in senior care funding and the associated services

- Continue MYRAP efforts
- Explore opportunities to launch a new LTC insurance joint venture in the U.S. and China

2021 Annual Meeting of Stockholders

Proposals

Proposal No. 1

To elect the nine nominees
named in the Proxy
Statement as Directors
for the ensuing year

Proposal No. 2

To approve, on an advisory
basis, the compensation of
our Named Executive Officers

Proposal No. 3

To approve the 2021 Genworth
Financial, Inc. Omnibus Incentive Plan

Proposal No. 4

To ratify the selection of KPMG
LLP as our independent
registered public accounting
firm for 2021

Questions Related to the Proposals

2021 Annual Meeting of Stockholders

Preliminary Results of Voting

General Questions

2021 Annual Meeting of Stockholders

Appendix

Use Of Non-GAAP Measures

This presentation includes the non-GAAP financial measures entitled "adjusted operating income (loss)" and "adjusted operating income (loss) per share." Adjusted operating income (loss) per share is derived from adjusted operating income (loss). The chief operating decision maker evaluates segment performance and allocates resources on the basis of adjusted operating income (loss). The company defines adjusted operating income (loss) as income (loss) from continuing operations excluding the after-tax effects of income (loss) from continuing operations attributable to noncontrolling interests, net investment gains (losses), gains (losses) on the sale of businesses, gains (losses) on the early extinguishment of debt, gains (losses) on insurance block transactions, restructuring costs and infrequent or unusual non-operating items. Gains (losses) on insurance block transactions are defined as gains (losses) on the early extinguishment of non-recourse funding obligations, early termination fees for other financing restructuring and/or resulting gains (losses) on reinsurance restructuring for certain blocks of business. The company excludes net investment gains (losses) and infrequent or unusual non-operating items because the company does not consider them to be related to the operating performance of the company's segments and Corporate and Other activities. A component of the company's net investment gains (losses) is the result of estimated future credit losses, the size and timing of which can vary significantly depending on market credit cycles. In addition, the size and timing of other investment gains (losses) can be subject to the company's discretion and are influenced by market opportunities, as well as asset-liability matching considerations. Gains (losses) on the sale of businesses, gains (losses) on the early extinguishment of debt, gains (losses) on insurance block transactions and restructuring costs are also excluded from adjusted operating income (loss) because, in the company's opinion, they are not indicative of overall operating trends. Infrequent or unusual non-operating items are also excluded from adjusted operating income (loss) if, in the company's opinion, they are not indicative of overall operating trends.

While some of these items may be significant components of net income (loss) available to Genworth Financial, Inc.'s common stockholders in accordance with U.S. GAAP, the company believes that adjusted operating income (loss) and measures that are derived from or incorporate adjusted operating income (loss), including adjusted operating income (loss) per share on a basic and diluted basis, are appropriate measures that are useful to investors because they identify the income (loss) attributable to the ongoing operations of the business. Management also uses adjusted operating income (loss) as a basis for determining awards and compensation for senior management and to evaluate performance on a basis comparable to that used by analysts. However, the items excluded from adjusted operating income (loss) have occurred in the past and could, and in some cases will, recur in the future. Adjusted operating income (loss) and adjusted operating income (loss) per share on a basic and diluted basis are not substitutes for net income (loss) available to Genworth Financial, Inc.'s common stockholders or net income (loss) available to Genworth Financial, Inc.'s common stockholders per share on a basic and diluted basis determined in accordance with U.S. GAAP. In addition, the company's definition of adjusted operating income (loss) may differ from the definitions used by other companies.

Adjustments to reconcile net income (loss) available to Genworth Financial, Inc.'s common stockholders to adjusted operating income (loss) assume a 21 percent tax rate. Net investment gains (losses) are also adjusted for DAC and other intangible amortization and certain benefit reserves.

The company repurchased \$146 million and \$14 million principal amount of Genworth Holdings, Inc.'s (Genworth Holdings) senior notes with 2021 maturity dates for a pre-tax gain (loss) of \$(4) million and \$1 million in the first quarters of 2021 and 2020, respectively, and repurchased \$84 million principal amount of Genworth Holdings' senior notes with 2021 maturity dates for a pre-tax gain of \$4 million during the year ended December 31, 2020. In January 2020, the company paid a pre-tax make-whole expense of \$9 million related to the early redemption of Genworth Holdings' senior notes originally scheduled to mature in June 2020 and Rivermont Life Insurance Company I, the company's indirect wholly-owned special purpose consolidated captive insurance subsidiary, early redeemed all of its \$315 million outstanding non-recourse funding obligations originally due in 2050 resulting in a pre-tax loss of \$4 million from the write-off of deferred borrowing costs. These transactions were excluded from adjusted operating income (loss) as they relate to gains (losses) on the early extinguishment of debt.

The company recorded a pre-tax expense of \$21 million and \$1 million in the first quarters of 2021 and 2020, respectively, and \$3 million, \$4 million and \$2 million during the years ended December 31, 2020, 2019 and 2018, respectively, related to restructuring costs as it continues to evaluate and appropriately size its organizational needs and expenses. There were no infrequent or unusual items excluded from adjusted operating income (loss) during the periods presented other than fees incurred during the year ended December 31, 2018 related to Genworth Holdings' bond consent solicitation of \$6 million for broker, advisor and investment banking fees.

The tables at the end of this presentation provide a reconciliation of net income (loss) available to Genworth Financial, Inc.'s common stockholders to adjusted operating income (loss) for the three months ended March 31, 2021 and 2020, as well as for the years ended December 31, 2020, 2019 and 2018 and reflect adjusted operating income (loss) as determined in accordance with accounting guidance related to segment reporting.

Reconciliation Of Net Income (Loss) To Adjusted Operating Income (Loss)

(\$MM)

	2021	2020		2019	2018
	1Q	1Q	Full Year	Full Year	Full Year
NET INCOME (LOSS) AVAILABLE TO GENWORTH FINANCIAL, INC.'S COMMON STOCKHOLDERS					
Net income (loss) from continuing operations attributable to noncontrolling interests	\$ 187	\$ (66)	\$ 178	\$ 343	\$ 119
Add: net income (loss) from discontinued operations attributable to noncontrolling interests	-	-	-	-	-
Add: net income (loss) from discontinued operations attributable to noncontrolling interests	8	(6)	34	187	178
NET INCOME (LOSS)	195	(72)	212	530	297
Less: income (loss) from discontinued operations, net of taxes	21	(12)	(486)	148	376
INCOME (LOSS) FROM CONTINUING OPERATIONS	174	(60)	698	382	(79)
Less: net income (loss) from continuing operations attributable to noncontrolling interests	-	-	-	-	-
INCOME (LOSS) FROM CONTINUING OPERATIONS AVAILABLE TO GENWORTH FINANCIAL, INC.'S COMMON STOCKHOLDERS	174	(60)	698	382	(79)
ADJUSTMENTS TO INCOME (LOSS) FROM CONTINUING OPERATIONS AVAILABLE TO GENWORTH FINANCIAL, INC.'S COMMON STOCKHOLDERS:					
Net investment (gains) losses, net ⁽¹⁾	(33)	88	(503)	(38)	(18)
(Gains) losses on early extinguishment of debt	4	12	9	-	-
Expenses related to restructuring	21	1	3	4	2
Fees associated with bond consent solicitation	-	-	-	-	6
Taxes on adjustments	2	(21)	103	7	2
ADJUSTED OPERATING INCOME (LOSS)	\$ 168	\$ 20	\$ 310	\$ 355	\$ (87)
ADJUSTED OPERATING INCOME (LOSS):					
U.S. Mortgage Insurance segment	\$ 126	\$ 148	\$ 381	\$ 568	\$ 490
U.S. Life Insurance segment:					
Long-Term Care Insurance	95	1	237	57	(348)
Life Insurance	(63)	(77)	(247)	(181)	(107)
Fixed Annuities	30	6	78	69	79
Total U.S. Life Insurance segment	62	(70)	68	(55)	(376)
Runoff segment	12	(13)	43	56	35
Corporate and Other	(32)	(45)	(182)	(214)	(236)
ADJUSTED OPERATING INCOME (LOSS)	\$ 168	\$ 20	\$ 310	\$ 355	\$ (87)
Earnings (Loss) Per Share Data:					
Net income (loss) available to Genworth Financial, Inc.'s common stockholders per share					
Basic	\$ 0.37	\$ (0.13)	\$ 0.35	\$ 0.68	\$ 0.24
Diluted	\$ 0.37	\$ (0.13)	\$ 0.35	\$ 0.67	\$ 0.24
Adjusted operating income (loss) per share					
Basic	\$ 0.33	\$ 0.04	\$ 0.61	\$ 0.71	\$ (0.17)
Diluted	\$ 0.33	\$ 0.04	\$ 0.61	\$ 0.70	\$ (0.17)
Weighted-average common shares outstanding					
Basic	506.0	504.3	505.2	502.9	500.4
Diluted ⁽²⁾	513.8	504.3	511.6	509.7	500.4

⁽¹⁾ For the three months ended March 31, 2020 and the years ended December 31, 2020, 2019 and 2018, net investment (gains) losses were adjusted for DAC and other intangible amortization and certain benefit reserves of \$(11) million, \$(11) million, \$(11) million and \$(12) million, respectively.

⁽²⁾ Under applicable accounting guidance, companies in a loss position are required to use basic weighted-average common shares outstanding in the calculation of diluted loss per share. Therefore, as a result of the loss from continuing operations for the three months ended March 31, 2020 and the year ended December 31, 2018, the company was required to use basic weighted-average common shares outstanding in the calculation of diluted loss per share for the three months ended March 31, 2020 and the year ended December 31, 2018, as the inclusion of shares for stock options, restricted stock units and stock appreciation rights of 5.4 million and 3.8 million, respectively, would have been antidilutive to the calculation. If the company had not incurred a loss from continuing operations for the three months ended March 31, 2020 and December 31, 2018, dilutive potential weighted-average common shares outstanding would have been 509.7 million and 504.2 million, respectively.

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- *the company may be unable to successfully execute strategic plans to effectively address its current business challenges* including: the company's inability to successfully execute on any of its strategic plans to effectively address its current business challenges (including addressing its debt maturities and other near-term liabilities and financial obligations, reducing costs, stabilizing its U.S. life insurance businesses without additional capital contributions, and improving overall capital and ratings); the risk that the impacts of or uncertainty created by the COVID-19 pandemic delay or hinder alternative transactions or otherwise make alternative transactions less attractive; the ability to pursue alternative strategic transactions; the company's inability to attract buyers for any businesses or other assets it may seek to sell, or securities it may seek to issue (including a potential partial sale through an initial public offering of its U.S. mortgage insurance business) in each case, in a timely manner and on anticipated terms; an inability to increase the capital needed in the company's businesses in a timely manner and on anticipated terms, including through improved business performance, reinsurance or similar transactions, asset sales, debt issuances, securities offerings or otherwise, in each case as and when required; a failure to obtain any required regulatory, stockholder, noteholder approvals and/or other third-party approvals or consents for such alternative strategic transactions; the company's challenges changing or being more costly or difficult to successfully address than currently anticipated or the benefits achieved being less than anticipated; an inability to achieve anticipated cost-savings in a timely manner; and adverse tax or accounting charges;

- *risks related to the termination of the Oceanwide transaction* including: the risk that the company's decision to terminate the merger agreement with China Oceanwide Holdings Group Co., Ltd. (together with its affiliates, "Oceanwide") may adversely affect the company's business and the price of its common stock; greater difficulty in executing alternative transactions to effectively address its near-term liabilities and financial obligations, including the risks that it will be unable to raise additional debt financing and/or sell a percentage of its ownership interest in its U.S. mortgage insurance business to repay/refinance future maturities and the promissory note to AXA; potential legal proceedings may be instituted against the company in connection with the termination of the Oceanwide transaction; potential adverse reactions or changes to the company's business relationships with clients, employees, suppliers or other parties or other business uncertainties resulting from the termination of the Oceanwide transaction, including but not limited to such changes that could affect the company's financial performance; the possibility that the company may be unable to pursue potential future opportunities with Oceanwide to offer insurance products in China; continued availability of capital and financing to the company under acceptable terms; further rating agency actions and downgrades in the company's credit or financial strength ratings; the inability to reduce costs due to the termination of the Oceanwide transaction, including in connection with any proposed resource alignment; and the company's ability to attract, recruit, retain and motivate current and prospective employees may be adversely affected due to the termination of the Oceanwide transaction;

Cautionary Note Regarding Forward-Looking Statements

• *risks relating to estimates, assumptions and valuations* including: inadequate reserves and the need to increase reserves (including as a result of any changes the company may make in the future to its assumptions, methodologies or otherwise in connection with periodic or other reviews); risks related to the impact of the company's annual review of assumptions and methodologies related to its long term care insurance claim reserves and margin reviews, including risks that additional information obtained in the future or other changes to assumptions or methodologies materially affect margins; the inability to accurately estimate the impacts of the COVID-19 pandemic; inaccurate models; deviations from the company's estimates and actuarial assumptions or other reasons in its long term care insurance, life insurance and/or annuity businesses; accelerated amortization of deferred acquisition costs (DAC) and present value of future profits (PVFP) (including as a result of any future changes it may make to its assumptions, methodologies or otherwise in connection with periodic or other reviews); adverse impact on the company's financial results as a result of projected profits followed by projected losses (as is currently the case with its long term care insurance business); and changes in valuation of fixed maturity and equity securities;

• *liquidity, financial strength ratings, credit and counterparty risks* including: insufficient internal sources to meet liquidity needs and limited or no access to capital, including the impact on our liquidity of the repayment of our September 2021 debt maturity in the absence of additional holding company liquidity; an inability to obtain further financing, either by raising capital through issuing additional debt or equity and/or selling a percentage of the company's ownership interest in its U.S. mortgage insurance business, including a potential partial initial public offering of the company's U.S. mortgage insurance business and/or the issuance of debt, convertible or equity-linked securities, prior to the company's future debt maturities, or ability to obtain a secured term loan or credit facility; the impact on holding company liquidity caused by the inability to receive dividends or other returns of capital from the company's U.S. mortgage insurance business as a result of the COVID-19 pandemic; the impact of increased leverage as a result of the AXA settlement and related restrictions; continued availability of capital and financing; future adverse rating agency actions against the company or its U.S. mortgage insurance subsidiary, including with respect to rating downgrades or potential downgrades or being put on review for potential downgrade, all of which could have adverse implications, including with respect to key business relationships, product offerings, business results of operations, financial condition and capital needs, strategic plans, collateral obligations and availability and terms of hedging, reinsurance and borrowings; defaults by counterparties to reinsurance arrangements or derivative instruments; defaults or other events impacting the value of the company's fixed maturity securities portfolio; defaults on the company's commercial mortgage loans; defaults on mortgage loans or other assets underlying the company's investments in its mortgage and asset-backed securities and volatility in performance;

• *risks relating to economic, market and political conditions* including: downturns and volatility in global economies and equity and credit markets, including as a result of prolonged unemployment, a sustained low interest rate environment and other displacements caused by the COVID-19 pandemic; interest rates and changes in rates have adversely impacted, and may continue to materially adversely impact, the company's business and profitability; deterioration in economic conditions or a decline in home prices that adversely affect the company's loss experience in the company's U.S. mortgage insurance business; political and economic instability or changes in government policies; and fluctuations in foreign currency exchange rates and international securities markets;

Cautionary Note Regarding Forward-Looking Statements

• *regulatory and legal risks* including: extensive regulation of the company's businesses and changes in applicable laws and regulations (including changes to tax laws and regulations); litigation and regulatory investigations or other actions; dependence on dividends and other distributions from the company's subsidiaries, particularly its U.S. mortgage insurance subsidiaries, and the inability of any subsidiaries to pay dividends or make other distributions to the company, including as a result of the performance of its subsidiaries, heightened regulatory restrictions resulting from the COVID-19 pandemic, and other insurance, regulatory or corporate law restrictions; the inability to successfully seek in force rate action increases (including increased premiums and associated benefit reductions) in the company's long term care insurance business, including as a result of the COVID-19 pandemic; adverse change in regulatory requirements, including risk-based capital; inability to continue to maintain PMIERs; risks on the company's U.S. mortgage insurance subsidiary's ability to pay its holding company dividends as a result of the GSEs' amendments to PMIERs in response to COVID-19, or other restrictions that the GSEs may place on the ability of the company's U.S. mortgage insurance subsidiary to pay dividends to Genworth Holdings, Inc. in connection with an initial public offering; the impact on capital levels of increased delinquencies caused by the COVID-19 pandemic; inability of the company's U.S. mortgage insurance subsidiaries to meet minimum statutory capital requirements; the influence of Federal National Mortgage Association (Fannie Mae), Federal Home Loan Mortgage Corporation (Freddie Mac) and a small number of large mortgage lenders on the U.S. mortgage insurance market and adverse changes to the role or structure of Fannie Mae and Freddie Mac; adverse changes in regulations affecting the company's U.S. mortgage insurance business; additional restrictions placed on the company's U.S. mortgage insurance business by government and government-owned and the GSEs in connection with a new debt financing and/or sale of a percentage of its ownership interests therein; inability to continue to implement actions to mitigate the impact of statutory reserve requirements; changes in tax laws; and changes in accounting and reporting standards;

• *operational risks* including: the inability to retain, attract and motivate qualified employees or senior management; the impact on processes caused by shelter-in-place or other governmental restrictions imposed as a result of the COVID-19 pandemic; reliance on, and loss of, key customer or distribution relationships; the design and effectiveness of the company's disclosure controls and procedures and internal control over financial reporting may not prevent all errors, misstatements or misrepresentations; and failure or any compromise of the security of the company's computer systems, disaster recovery systems, business continuity plans and failures to safeguard or breaches of confidential information;

• *insurance and product-related risks* including: the company's inability to increase premiums and reduce benefits sufficiently, and in a timely manner, on its in force long term care insurance policies, in each case, as currently anticipated and as may be required from time to time in the future (including as a result of a delay or failure to obtain any necessary regulatory approvals, including as a result of the COVID-19 pandemic, or unwillingness or inability of policyholders to pay increased premiums and/or accept reduced benefits), including to offset any negative impact on the company's long term care insurance margins; availability, affordability and adequacy of reinsurance to protect the company against losses; decreases in the volume of mortgage originations or increases in mortgage insurance cancellations; increases in the use of alternatives to private mortgage insurance and reductions in the level of coverage selected; potential liabilities in connection with the company's U.S. contract underwriting services; and medical advances, such as genetic research and diagnostic imaging, and related legislation that impact policyholder behavior in ways adverse to the company;

• *other risks* including: the occurrence of natural or man-made disasters or a pandemic, similar to the COVID-19 pandemic, could materially adversely affect its financial condition and results of operations.

The company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise. This presentation does not constitute an offering of any securities.