

# U.S. Mortgage Insurance Comprehensive Capital Plan

Investor Materials  
January 16, 2013



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# 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 and include, but are not limited to, statements regarding the outlook for Genworth Financial, Inc.’s (Genworth) future business and financial performance. 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 factors section of Genworth’s Annual Report on Form 10-K, filed with the United States Securities and Exchange Commission (SEC) on February 27, 2012 and Genworth’s Form 10-Qs filed with the SEC on May 4, 2012 and November 2, 2012. Genworth undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise.

# Summary Of U.S. MI Capital Plan

## Goals

Address Concerns Of Investors, Bondholders & Rating Agency

Fulfill Our Commitment To Pay All Of Our Valid Claims

Safeguard The Liquidity & Capital Of Genworth & Increase Shareholder Value

## Comprehensive U.S. MI Capital Plan

1. Transferring Ownership Of The European Mortgage Insurance Subsidiaries To Genworth Mortgage Insurance Company (GMICO)
  2. Creating The Future Option, Under Certain Adverse Conditions, To Implement A “New-Co” Type Structure, For The Continued Writing Of New Business In All 50 States; &
  3. Implementing An Internal Legal Entity Reorganization With A New Holding Company Structure That Eliminates The Possibility Of An Insolvency Event Relating To Our U.S. Mortgage Insurance Subsidiaries Causing An Event Of Default Under The Indenture Governing Genworth’s Senior Notes
- As Part Of This Comprehensive Plan, Genworth Will Contribute \$100MM To GMICO In 2Q13.

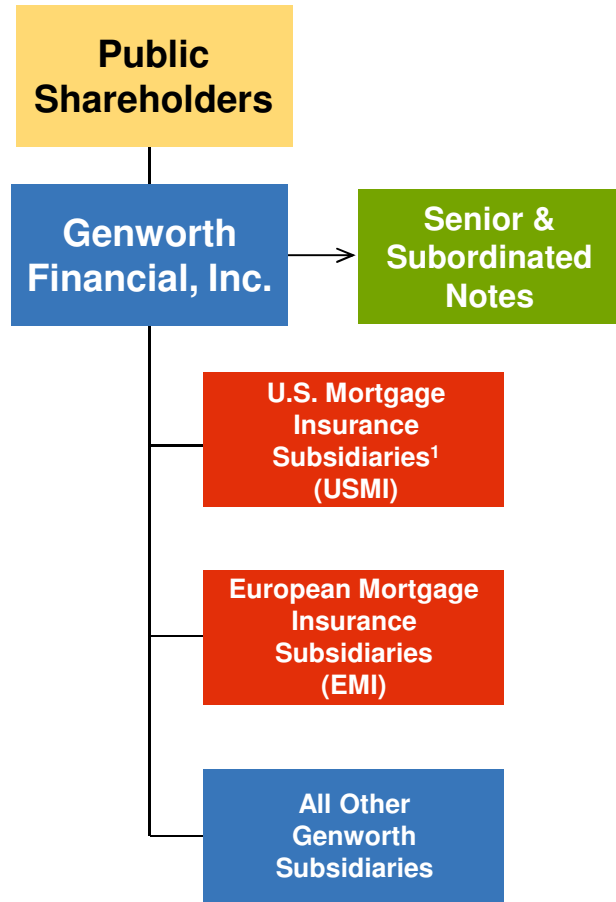
## Results

We Believe We Have Accomplished The Goals By:

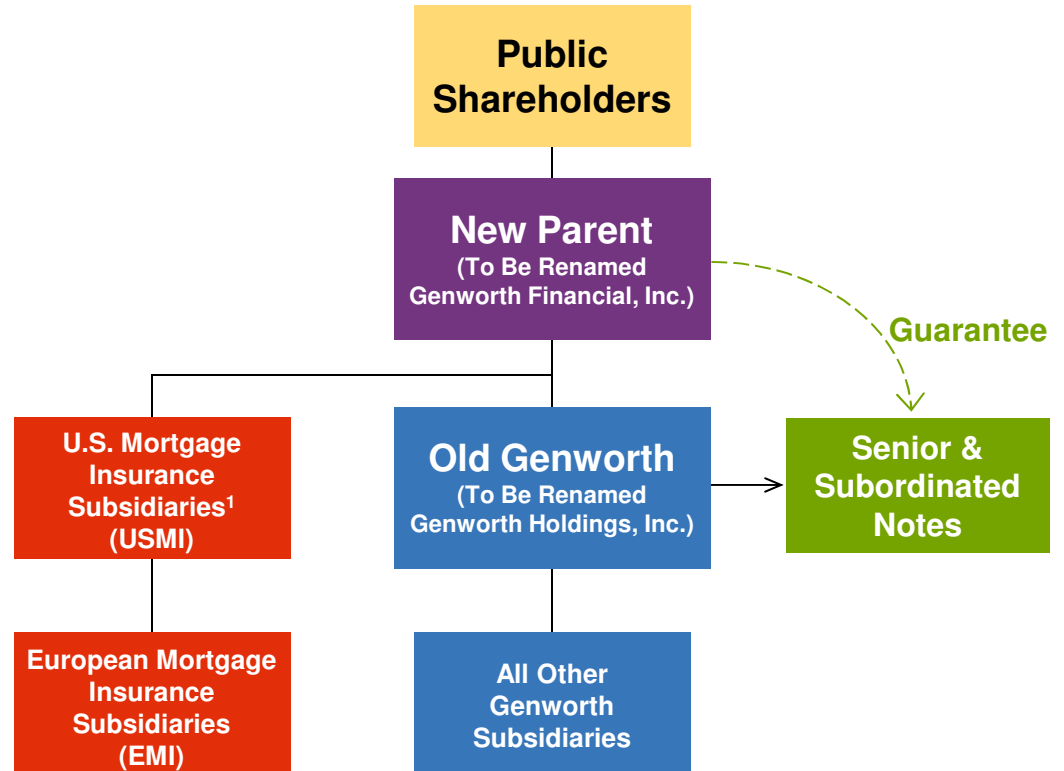
- Increasing Financial Flexibility For Genworth & U.S. MI By Reducing U.S. MI’s Dependency On The Holding Company;
- Preserving Holding Company Liquidity Buffers & Other Liquid Assets; &
- Sustaining U.S. MI’s Access To Profitable New Insurance Written (NIW) Markets

# Reorganization Structure

## Current Entity Structure



## Structure After Reorganization



<sup>1</sup>In August 2011, An Aggregate Of 16.3% Of The Shares Of Genworth Canada Were Contributed To Certain USMI Subsidiaries. These Shares Will Continue to Be Owned By The USMI Subsidiaries After The Reorganization.



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- *Risks related to proposed capital plan (including the reorganization)*, including failure to complete the implementation of the capital plan in a timely manner or at all for any reason (including failure to obtain required insurance regulator and other approvals or relief); failure to achieve the anticipated benefits of the capital plan; and unanticipated complexities or costs in implementing the capital plan;

- *Risks relating to the company's businesses*, including downturns and volatility in global economies and equity and credit markets; downgrades or potential downgrades in the company's financial strength or credit ratings; interest rate fluctuations and levels; adverse capital and credit market conditions; the impact of expiration of the company's credit facilities; the valuation of fixed maturity, equity and trading securities; defaults, downgrades or other events impacting the value of the company's fixed maturity securities portfolio; defaults on the company's commercial mortgage loans or the mortgage loans underlying the company's investments in commercial mortgage-backed securities and volatility in performance; goodwill impairments; defaults by counterparties to reinsurance arrangements or derivative instruments; an adverse change in risk based capital and other regulatory requirements; insufficiency of reserves; legal constraints on dividend distributions by the company's subsidiaries; competition; availability, affordability and adequacy of reinsurance; loss of key distribution partners; regulatory restrictions on the company's operations and changes in applicable laws and regulations; legal or regulatory investigations or actions; the failure of or any compromise of the security of the company's computer systems; the occurrence of natural or man-made disasters or a pandemic; the effect of the enactment of the Dodd-Frank Wall Street Reform and Consumer Protection Act; changes in the accounting standards issued by the Financial Accounting Standards Board or other standard-setting bodies; impairments of or valuation allowances against the company's deferred tax assets; changes in expected morbidity and mortality rate; accelerated amortization of deferred acquisition costs and present value of future profits; reputational risks as a result of rate increases on certain in force long term care insurance products; medical advances, such as genetic research and diagnostic imaging, and related legislation; unexpected changes in persistency rates; ability to continue to implement actions to mitigate the impact of statutory reserve requirements; the failure of demand for long term care insurance to increase; political and economic instability or changes in government policies; foreign exchange rate fluctuations; unexpected changes in unemployment rates; unexpected increases in mortgage insurance default rates or severity of defaults; the significant portion of high loan to value insured international mortgage loans which generally result in more and larger claims than lower loan-to-value ratios; competition with government owned and government sponsored enterprises offering mortgage insurance; changes in international regulations reducing demand for mortgage insurance; increases in mortgage insurance default rates; failure to meet, or have waived to the extent needed, the minimum statutory capital requirements and hazardous financial condition standards; uncertain results of continued investigations of insured U.S. mortgage loans; possible rescissions of coverage and the results of objections to the company's rescissions; the extent to which loan modifications and other similar programs may provide benefits to the company; unexpected changes in unemployment and underemployment rates in the United States; further deterioration in economic conditions or a further decline in home prices in the United States; problems associated with foreclosure process defects in the United States that may defer claim payments; changes to the role or structure of Federal National Mortgage Association (Fannie Mae) and Federal Home Loan Mortgage Corporation (Freddie Mac); competition with government owned and government sponsored enterprises offering U.S. mortgage insurance; changes in regulations that affect the U.S. mortgage insurance business; the influence of Fannie Mae, Freddie Mac and a small number of large mortgage lenders and investors; decreases in the volume of high loan to value mortgage originations or increases in mortgage insurance cancellations in the United States; increases in the use of alternatives to private mortgage insurance in the United States and reductions by lenders in the level of coverage they select; the impact of the use of reinsurance with reinsurance companies affiliated with U.S. mortgage lending customers; legal actions under the Real Estate Settlement Procedures Act of 1974; and potential liabilities in connection with the company's U.S. contract underwriting services;

- *Other risks*, including the risk that adverse market or other conditions might further delay or impede the planned IPO of the company's mortgage insurance business in Australia; the possibility that in certain circumstances the company will be obligated to make payments to General Electric Company (GE) under the tax matters agreement with GE even if the company's corresponding tax savings are never realized and payments could be accelerated in the event of certain changes in control; and provisions of the company's certificate of incorporation and bylaws and the tax matters agreement with GE may discourage takeover attempts and business combinations that stockholders might consider in their best interests; and

- *Risks relating to the company's common stock*, including the suspension of dividends and stock price fluctuations.

The company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise.