

Oceanwide Acquisition Status Update

March 14 – Genworth U.S. Mortgage Insurance

As previously announced, our parent company, Genworth Financial, Inc. (Genworth), is being acquired by China Oceanwide (Oceanwide). **We understand that you have questions regarding this transaction—and we will update this resource to provide you as much information as we can on the transaction when we are able to do so.** If you have questions, please let your sales representative know, so we can work to ensure this resource continues to provide you the information you need.

While our company works through this process, please know that it does not change the level of commitment and service that you've come to expect from Genworth MI. We remain focused on providing an exceptional customer experience and partnering with you to help more people realize the dream of homeownership.

Transaction Updates

Genworth and Oceanwide Extend Merger Agreement; Provide Update on Transaction with Oceanwide

Genworth and Oceanwide today announced they have agreed to a ninth waiver and agreement of each party's right to terminate the previously announced merger agreement. The ninth waiver and agreement extends the previous deadline of March 15, 2019 to April 30, 2019 in consideration of pending regulatory reviews.

Genworth and Oceanwide continue to diligently pursue approval by Canadian regulators of the transaction. As previously disclosed, the parties' discussions with the Canadian regulators have to date been focused on national security matters, including data protections and the safeguarding of our customers' personally identifiable information, consistent with the Enhanced Data Security Program that Genworth and Oceanwide have undertaken in connection with the clearance of the transaction by the Committee on Foreign Investment in the United States (CFIUS). While Genworth and Oceanwide have fully responded to all information requests to date, the Canadian regulators have not outlined a timeframe for the completion of their review of the transaction or requested any additional information at this time.

Should closing of the transaction extend past March 31, 2019, timing of the initial tranche of both the previously announced \$1.5 billion Oceanwide post-closing capital plan and the \$175 million post-closing capital commitment to Genworth Life Insurance Company (GLIC) from Genworth Holdings, Inc. would need to be adjusted. Genworth and Oceanwide intend to discuss any such adjustment with applicable regulators and Fannie Mae and Freddie Mac (GSEs).

Furthermore, to close the transaction, Oceanwide will need to receive clearance in China for currency conversion and the transfer of funds. Approval by the U.S. Financial Industry Regulatory Authority (FINRA) also remains outstanding, but pursuant to FINRA rules, the transaction may proceed and closing may occur before such approval is obtained.

For a full view of the required approvals we'll be working toward, you can read the Regulatory Matters / Governmental Approvals Required for the Merger section (p. 105) of our [definitive merger proxy statement](#).

To learn more about the transaction, visit genworth.com/investors. Additionally, you can reference a set of [Frequently Asked Questions](#) that was made available to the public upon the announcement of the transaction.

If you have additional questions or concerns, please contact your Genworth sales representative. We look forward to our continued partnership.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This communication includes certain statements that may constitute “forward-looking statements” within the meaning of the federal securities laws, including Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements may be identified by words such as “expects,” “intends,” “anticipates,” “plans,” “believes,” “seeks,” “estimates,” “will” or words of similar meaning and include, but are not limited to, statements regarding the closing of the transaction with Oceanwide and the receipt of required approvals. 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 from those in the forward-looking statements and factors that may cause such a difference include, but are not limited to, risks and uncertainties related to: (i) the risk that the transaction may not be completed in a timely manner or at all, which may adversely affect Genworth’s business and the price of Genworth’s common stock; (ii) the parties’ inability to obtain regulatory approvals or clearances, or the possibility that regulatory approvals may further delay the transaction or will not be received prior to April 30, 2019 (and either or both of the parties may not be willing to further waive their End Date termination rights beyond April 30, 2019) or that materially burdensome or adverse regulatory conditions may be imposed in connection with any such regulatory approvals or clearances (including those conditions that either or both of the parties may be unwilling to accept) or that with continuing delays, circumstances may arise that make one or both parties unwilling to proceed with the transaction or unable to comply with the conditions to existing regulatory approvals; (iii) the risk that the parties will not be able to obtain the required regulatory approvals, including in connection with a potential alternative funding structure or the current geopolitical environment, or that one or more regulators may rescind or fail to extend existing approvals, or that the revocation by one regulator of approvals will lead to the revocation of approvals by other regulators; (iv) the parties’ inability to obtain any necessary regulatory approvals or extensions for the post-closing capital plan; (v) the risk that a condition to closing of the transaction may not be satisfied or that a condition to closing that is currently satisfied may not remain satisfied due to the delay in closing the transaction; (vi) potential legal proceedings that may be instituted against Genworth following announcement of the transaction; (vii) the risk that the proposed transaction disrupts Genworth’s current plans and operations as a result of the announcement and consummation of the transaction; (viii) potential adverse reactions or changes to Genworth’s business relationships with clients, employees, suppliers or other parties or other business uncertainties resulting from the announcement of the transaction or during the pendency of the transaction, including but not limited to such changes that could affect Genworth’s financial performance; (ix) certain restrictions during the pendency of the transaction that may impact Genworth’s ability to pursue certain business opportunities or strategic transactions; (x) continued availability of capital and financing to Genworth before the consummation of the transaction; (xi) further rating agency actions and downgrades in Genworth’s financial strength ratings; (xii) changes in applicable laws or regulations; (xiii) Genworth’s ability to recognize the anticipated benefits of the transaction; (xiv) the amount of the costs, fees, expenses and other charges related to the transaction; (xv) the risks related to diverting management’s attention from Genworth’s ongoing business operations; (xvi) the impact of changes in interest rates and political instability; and (xvii) other risks and uncertainties described in the Definitive Proxy Statement, filed with the SEC on January 25, 2017, and Genworth’s Annual Report on Form 10-K, filed with the SEC on February 27, 2019. Unlisted factors may present significant additional obstacles to the realization of forward-looking statements. Consequences of material differences in results as compared with those anticipated in the forward-looking statements could include, among other things, business disruption, operational problems, financial loss, legal liability to third parties and similar risks, any of which could have a material adverse effect on Genworth’s consolidated financial condition, results of operations, credit rating or liquidity. Accordingly, forward-looking statements should not be relied upon as representing Genworth’s views as of any subsequent date, and Genworth does not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.