

# Integrity First: Every Decision. Every Day.

Genworth Code of Ethics



Genworth 



# Genworth's Commitment to Integrity

## A Message from the Chief Executive Officer

At Genworth, we offer a wide range of financial products that help families become more financially secure, self-reliant, and prepared for the future. We do this with our talented employees who represent a wide range of experiences, backgrounds, customs and cultures – a diversity that makes us strong.

And yet, we are all united through our Company values – Integrity, Heart, and Excellence. We have an unwavering commitment to our Code of Ethics, *Integrity First*, which includes both our Guiding Principles and the policies that help us to implement them. *Integrity* must be *first* in every decision that you make every day. We say it. We mean it. And we all must live it.

Every employee must know, understand, and abide by our Code. This includes inquiring and acting should you ever encounter any conduct or behavior inconsistent with our Code. We will not tolerate any adverse action or even a threat of adverse action against any employee for reporting a concern in good faith or participating in a Company investigation.

We live our values every day with the families we serve, the marketplaces in which we compete, and the communities in which we live. We are committed to the highest standards of ethical behavior. And we know that we can count on *you* to put – *Integrity First. Every decision. Every day.*



Sincerely,

A handwritten signature in black ink that reads "Tom McInerney". The signature is written in a cursive, flowing style.

Tom McInerney  
President and Chief Executive Officer  
Genworth Financial, Inc.

# Our Code In Action

## Integrity First. Every Decision. Every Day.

No matter who we are or in which business we work, this is the charge we accept, and the commitment that we make each and every day. It's simple. It's straightforward. It's instructive. It exemplifies what we stand for as a company and represents the way we conduct business.

*Integrity First*, Genworth Financial, Inc.'s ("Genworth" or the "Company") Code of Ethics, includes both our Guiding Principles and the policies that help us to implement them. It contains the basic information we must understand in order to comply with applicable laws, employ a consistent approach to key integrity issues, and conduct ourselves appropriately.

The principles and policies in *Integrity First* do not address every situation that you will encounter. If you are unsure about a specific policy or situation, *you are empowered* and expected to seek guidance from your manager or the next level of management, a human resources manager, a Company ombudsperson, a compliance officer or other Genworth compliance resource, internal legal counsel, or a Genworth auditor.

Since Genworth's inception, *Integrity First* has guided us in moments of great triumph as well as great trial. It is the beacon light in our collective experience – a source of inspiration, agility, resilience, and fortitude. With focus, energy, and commitment to our values and our mission, we are *enlightened by our past, encouraged by our future, and empowered by our Code.*





TURN  
TO CLEAR  
VISION

QUARTERS ONLY

25¢

TO OPERATE  
LONG RANGE BINOCULARS  
1. DROP COIN IN SLOT  
2. PULL HANDLE DOWN  
ALL THE WAY LET GO  
3. TO CLEAR VISION TURN RED  
KNOB

# Defining Who We Are

## Our Core Values

**Heart** embodies the spirit of everything we do.

We have made promises that enable customers and consumers to protect the people and things that matter most. *We intend to help individuals achieve financial security, enable them to realize their dreams of homeownership, and be there for them when they need us most.*

We understand that your efforts, energy, and engagement are essential to our ability to fulfill our commitments. *We strive to create and maintain a collegial and rewarding work environment where you can perform and prosper.*

We take corporate responsibility seriously and recognize that we have the opportunity to help people create better lives and brighter futures. *We intend to support the communities where we live and work through volunteer efforts, charitable giving, and environmental consciousness.*

**Integrity** is not negotiable.

*Integrity* always comes *first* in every decision, every day. We are fair, honest, and accountable in every interaction. We will not attempt to gain an unfair advantage over anyone – consumers, customers, suppliers, competitors or employees – through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other manner of unfair-dealing. *We act and communicate with appropriate transparency. We value and respect different perspectives.*

**Excellence** is our standard of measurement.

We leverage our experience in the markets we serve to help as many people as possible achieve financial security and realize their dreams of home ownership. We focus on the right things to make sure we are here for those who are counting on us – now and in the future. *We apply objective and reasonable analyses to reach informed decisions. We confront challenges directly and take the initiative to be part of the solution.*

# Defining How We Work

## Our Guiding Principles

At Genworth, we expect our employees to put *Integrity First* – in Every Decision, Every Day. We are committed to the highest standards of ethical behavior embodied in these basic Guiding Principles:

- 1 *Obey the applicable laws and regulations governing our business conduct worldwide.*
- 2 *Sustain a culture where ethical conduct is recognized, valued, and exemplified by all employees.*
- 3 *Be honest, fair, and trustworthy in all Genworth activities and relationships.*
- 4 *Foster an atmosphere in which fair employment practices extend to every member of the diverse Genworth community.*
- 5 *Avoid all conflicts of interest between work and personal affairs.*
- 6 *Strive to create a safe workplace and to protect the environment.*

*Enlightened by our Past.  
Encouraged by our Future.  
Empowered by our Code.*





# Contents of the Code

## Every Decision. Every Day: The Basics . . . . . 1

### Our Ground Rules

- Who Must Follow Genworth Policies . . . . . 2
- Regulatory Compliance . . . . . 3
- Empowered to Understand: Your Basic Responsibilities . . . . . 4
- Empowered to Lead: Additional Leadership Responsibilities . . . . . 5
- Empowered to Act: Your Obligation to Report Concerns. . . . . 6
  - How to Raise a Concern . . . . . 6
  - How Concerns Are Reviewed. . . . . 7
- Genworth’s Prohibition on Retaliation. . . . . 8
- Penalties for Violations . . . . . 8
- Your Annual *Integrity First* Acknowledgment . . . . . 9
- Helpful Resources. . . . . 9
- Waivers . . . . . 9
- No Creation of Rights . . . . . 9

## Every Decision. Every Day: Around the Globe. . . 11

### Our Interactions with Governments and Regulators

- International Financial Transactions . . . . . 12
- Anti-Corruption . . . . . 14
- Working with Governments. . . . . 16
- Money Laundering Prevention . . . . . 18



## Every Decision. Every Day: In the Marketplace. . . 21

### Our Interactions with Consumers, Customers, Competitors, Stockholders, and Suppliers

Safeguarding Information . . . . .	22
Complying with Competition Laws . . . . .	24
Insider Trading and Stock Tipping . . . . .	26
Intellectual Property . . . . .	28
Controllership . . . . .	30
Supplier Relationships . . . . .	32

## Every Decision. Every Day: In the Workplace . . . 35

### Our Interactions with Each Other

Fair Employment Practices: Equal Employment Opportunity . . . . .	36
Conflicts of Interest. . . . .	39

## Concluding Thoughts . . . . . 41



Every Decision. Every Day:  
**The Basics**

Our Ground Rules

Who Must Follow Genworth Policies

Regulatory Compliance

Empowered to Understand: Your Basic Responsibilities

Empowered to Lead: Additional Leadership Responsibilities

Empowered to Act: Your Obligation to Report Concerns

How to Raise a Concern

How Concerns Are Reviewed

Genworth's Prohibition on Retaliation

Penalties for Violations

Your Annual *Integrity First* Acknowledgment

Helpful Resources

Waivers

No Creation of Rights

*Enlightened by our Past.*

# Who Must Follow Genworth Policies

## Those Who Work for Us

### Genworth Employees Around the World

## Those Who Work with Us

### Genworth Directors

### Subsidiaries and Other Controlled Affiliates

Subsidiaries and other controlled affiliates (entities in which Genworth owns more than 50 percent of the voting rights, or otherwise has the right to control) must adopt and follow Genworth policies, including *Integrity First*, Genworth's Code of Ethics.

### Non-controlled Affiliates

Non-controlled affiliates are encouraged to adopt and follow Genworth policies to the extent possible.

## Those Who Work on Our Behalf

### Third Parties Representing Genworth

Third parties representing Genworth – such as consultants, agents, external attorneys, sales representatives, distributors, and independent contractors – must agree to adopt and comply with the relevant aspects of Genworth policies.

Leaders and employees who work with third parties must (1) provide information and training on applicable policy requirements, and (2) take necessary action, up to and including terminating a contract, if a third party fails to honor its agreement to comply with Genworth policies.

### Genworth Suppliers

Genworth suppliers also may be required to adopt and comply with the relevant aspects of Genworth policies.

# Regulatory Compliance

Genworth conducts business in multiple locations around the globe and has employees throughout the world. As a result, our business operations are governed by the laws and regulations of many countries, provinces, states, municipalities, and organizations such as the European Union. Because our products and services are subject to considerable regulatory oversight around the world, every employee must be mindful of our obligations in this regard.

Genworth Financial, Inc., the parent Company, is a corporation organized in the United States (U.S.). The laws of the U.S. frequently extend to the operations of Genworth and its controlled affiliates throughout the world as well as the business activities of Genworth employees wherever they live and work. Likewise, other countries may apply their own laws outside their borders to their own citizens and to corporations that are organized under their laws, such as Genworth subsidiaries or other controlled affiliates.

As stated in our Guiding Principles, each Genworth employee must seek to obey all applicable laws and regulations governing our business conduct worldwide. In some instances, there may be a conflict between the applicable laws of two or more countries. When you encounter a conflict of this kind, it is especially important to consult internal legal counsel to understand how to resolve it.

Each business must develop appropriate guidelines for their employees that identify, manage, and mitigate regulatory risks, including the identification of applicable new laws and regulations and/or changes to current laws and regulations.



## Empowered to Understand: Your Basic Responsibilities

Third-parties who represent or perform work on behalf of Genworth must agree to adopt and comply with the relevant aspects of *Integrity First* and other Genworth policies. However, Genworth's commitment to the highest standards of ethical behavior begins with you – our employees.

In addition to the specific responsibilities articulated in each of the *Integrity First* policies, each Genworth employee is charged with the following basic responsibilities:

- Always conduct yourself in a responsible, professional manner in the workplace;
- Comply with all (1) applicable laws and regulations that govern our business, and (2) Company policies and procedures;
- Develop a working knowledge of all the policies in the Code of Ethics, and a detailed understanding of those policies that apply to your specific job responsibilities. Check the Genworth Code of Ethics website (accessible via a link on the Genworth Financial intranet portal) for additional information about *Integrity First* as well as other compliance-related materials that may pertain to your job;
- Ask your manager, human resources manager, a Company ombudsperson, internal legal counsel, or other Genworth resources for assistance when you have policy questions;
- Understand the Genworth channels available to you to raise integrity concerns – your manager or the next level of management, a human resources manager, a Company ombudsperson, a compliance officer or other Genworth compliance resource, internal legal counsel, or a Genworth auditor;
- Promptly raise any concern about possible violations of a Genworth policy or any local, state, or federal law through one of the Genworth channels available to you;
- If you raise an integrity concern and the issue is not resolved, pursue the matter through another Genworth channel;
- Fully cooperate and be truthful during Company investigations of concerns about a Genworth policy or other integrity issues; and
- Remember – there is no substitute for common sense and good judgment – you should apply both to every decision you make.



# Empowered to Lead: Additional Leadership Responsibilities

Leaders lay the foundation for Genworth's culture of compliance and ethics and are expected to cultivate an environment of trust and respect.

As a leader, you must be actively engaged in compliance efforts and help employees understand their compliance responsibilities. You also must:

- (1) Lead by example and exhibit behaviors that others can model;
- (2) Demonstrate that business results are never more important than compliance;
- (3) Encourage employees to ask questions or report integrity concerns using one of the available Genworth channels;
- (4) Comply with and enforce Genworth's prohibition on retaliation; and
- (5) Consider ethical behaviors and compliance efforts in evaluating and rewarding employees.

In addition, leaders develop and maintain the infrastructure that supports the core elements of Genworth's compliance programs – the ability to prevent, detect, and respond to key compliance concerns.

## Prevent compliance concerns by:

- Identifying compliance risks;
- Establishing and communicating processes to mitigate the risks; and
- Educating employees, and, where appropriate, third parties on the requirements of Genworth policies and applicable law.

## Detect compliance concerns by:

- Implementing appropriate control measures in business processes to detect significant compliance risks and/or violations;
- Promoting an effective ombudsperson system that permits employees to raise concerns without fear of retaliation; and
- Ensuring that periodic compliance reviews are conducted, with assistance from compliance or auditing resources, where appropriate, to assess the effectiveness of the business' compliance measures and to identify potential improvements.

## Respond to compliance concerns by:

- Initiating prompt corrective action to address any identified weaknesses in business processes or compliance measures;
- Taking appropriate disciplinary action; and
- Consulting with internal legal counsel before making disclosures to regulators and law enforcement authorities.

# Empowered to Act: Your Obligation to Report Concerns

Your obligation to report concerns through Genworth's available channels is among the most important responsibilities you have as a Genworth employee. You are the organization's eyes and ears, and *you are empowered* to speak up whenever you observe, or have good reason to suspect, a violation of Genworth policy or the law.

*Genworth is counting on you to act.* Sometimes it may seem difficult to come forward, but the consequences can be severe if you don't. The Company also could incur fines/penalties, or experience a loss of confidence from consumers, customers, stockholders, governments, or employees.

We ask only that you provide truthful information and act in good faith.

## How to Raise a Concern

*You have choices.* You may report a concern orally or in writing. You also may elect to report a concern anonymously.

Genworth offers many different channels to receive concerns and respond to questions. You should choose the channel in which you feel most comfortable.

### Within Your Business

- Your supervisor or manager
- Next level of management
- A human resources manager
- A compliance officer or another compliance resource
- Internal legal counsel
- An auditing resource

### Genworth Ombudsperson

#### Corporate Ombuds Office

888 251.4332 (USA/other than Mortgage Insurance)

Ombudsperson

Genworth Financial, Inc.

6620 West Broad Street, Building #1

Richmond, VA, 23230 USA

*OmbudsOffice.Genworth@genworth.com*

(Individuals who wish to remain anonymous should contact the Genworth ombudsperson either by telephone or by mail.)

#### Other Members of the Ombuds Network

- Mortgage Insurance (United States) 800 274.2728
- Europe and Asia 44 (0) 20 8380 3359
- Canada 905 287.5510
- Australia 1800 213 140
- Latin America (Mortgage) 52 55 30 00 61 39
- Latin America (Lifestyle Protection) 01 800 062 0433

#### Genworth Board of Directors

866 717.3594

The Board of Directors

Genworth Financial, Inc.

c/o Corporate Secretary

6620 West Broad Street, Building #1

Richmond, VA, 23230 USA

*Directors@genworth.com*

## How Concerns Are Reviewed

The nature of the issue dictates the manner in which a concern will be reviewed. Generally, the basic steps include:

**Intake:** Obtaining relevant information from the complainant about the concern;

**Resourcing:** Determining who will lead the review and engaging subject matter expert(s) to participate, if required;

**Investigation:** Fact-gathering through document review and witness interviews, with due consideration to all involved (all investigations are conducted confidentially to the extent practicable);

**Outcomes:** Identifying facts that have been established during the investigation;

**Corrective Action:** Recommendations for disciplinary or other corrective action, if appropriate; and

**Follow-Up:** Notifying the complainant and other necessary parties upon completion of a review, and, where appropriate, providing general information about the outcome. Please note that specific information about an investigation may be considered private or confidential, and, under these circumstances, will not be disclosed. (If you report anonymously, we will be unable to provide follow-up information to you).



## Genworth's Prohibition on Retaliation

Genworth strictly prohibits retaliation or the threat of retaliation against any employee for raising or helping to resolve a concern.

Genworth will not tolerate any adverse action or a threat of adverse action against you for reporting a concern in good faith or participating in a Company investigation. Retaliatory conduct and/or a threat of retaliatory conduct violate *Integrity First* and may result in disciplinary action, up to and including termination of employment.

## Penalties for Violations

Any employee who violates the spirit or letter of Genworth's policies may be subject to disciplinary action, up to and including termination of employment. The following are examples of conduct that may result in discipline:

- Conduct that violates a Genworth policy;
- Suggesting or requiring that others violate a Genworth policy;
- Failure to raise a known or suspected violation of a Genworth policy promptly;
- Failure to cooperate in Genworth investigations of possible violations of a Genworth policy;
- Retaliation or a threat of retaliation against another employee for reporting an integrity concern; and
- Failure to demonstrate the leadership and diligence needed to ensure compliance with Genworth policies and applicable law.

Violation of a Genworth policy can also be a violation of law, subjecting you or the Company to criminal penalties (fines or jail sentences) or civil sanctions (damage awards or fines).

## Your Annual *Integrity First* Acknowledgment

Each year, you will be asked to acknowledge your understanding of and compliance with the responsibilities and policies in *Integrity First*, including your obligation to report possible violations of law or a Genworth policy through one of the available Genworth channels.

Completion of this annual requirement is a condition of employment, to the extent permitted by applicable law. *Your failure to read Integrity First or to complete the annual Acknowledgment does not exempt you from your obligation to comply with its policies.*

## Helpful Resources

Other materials are available on the Company intranet to help you understand and apply the provisions of the Code of Ethics to your specific job responsibilities. Please feel free to utilize these resources as you put *Integrity First in Every Decision. Every Day.*

## Waivers

The provisions of this Code apply to all employees, regardless of function or organizational level and, where applicable, to third parties. According to applicable rules, any waiver of Genworth's Code of Ethics for a director or executive officer would have to be approved by the Genworth Financial, Inc. Board of Directors or one of its committees and disclosed promptly to stockholders. However, Genworth's Governance Principles *do not permit any waiver* of any ethics policy for any director or executive officer.

## No Creation of Rights

The *Integrity First* document is not a contract. It does not create or convey any contractual rights and does not guarantee employment for any specific period of time.



Every Decision. Every Day:  
**Around the Globe**

Our Interactions with  
Governments and Regulators

International Financial Transactions

Anti-Corruption

Working with Governments

Money Laundering Prevention

*Encouraged by our Future.*

# International Financial Transactions

## Empowered to Understand

### What It Is

Genworth's presence spans the globe. Our participation in the global marketplace is both exhilarating and complex.

Laws that govern international financial transactions and trade apply to imports and/or exports of goods, services, and technologies.

### Why It's Important

Many countries regulate international financial transactions and trade, for a variety of reasons, including foreign policy and national security (largely to combat terrorist financing). For Genworth and its affiliates to conduct business in today's global environment, we must understand and comply with the applicable laws and regulations.

In addition, the U.S. prohibits any cooperation with boycotts against countries friendly to the U.S. or firms which may be "blacklisted" by certain groups or countries.

Due to the complexity of these laws, you may be faced with conflicting legal requirements. You should speak with your direct manager and internal legal counsel under these circumstances.

### Your Responsibilities

If you are involved in the sale or shipment of products, technologies, or services across country borders:

**Business Procedures:** Understand and follow the procedures implemented by your business to comply with the regulations governing international transactions and trade.

**U.S. Regulations:** Be familiar with the extent to which U.S. financial transaction or trade controls extend to your business activities, even outside the U.S.

**Screening:** Make sure all parties and transactions are screened to comply with applicable laws and regulations that restrict dealings with certain countries, entities, persons, and prohibited end-users.

**Export Classification:** Assign and verify the export classifications of all software, technology, or products to determine whether a special authorization is required.

**Restrictive Trade Practices/Boycotts:** Do not cooperate with any restrictive trade practice or boycott prohibited or penalized under U.S. or applicable local laws. Notify your manager if you become aware of boycott-related requests, including requests for information.

**Conflicting Laws:** Consult with your manager and your local internal legal counsel if a conflict arises between U.S. law and the law of another country or region, such as the laws blocking certain U.S. restrictions adopted by Canada, Mexico, and the members of the European Union.



### Additional Leadership Responsibilities

Establish and implement procedures that comply with trade restrictions related to financial transactions and importing or exporting technology, software, services, and goods.

### Empowered to Inquire

#### If Something Seems Questionable...Take Action.

Should you encounter any of the following issues or any other conduct that seems questionable, (1) scrutinize, (2) question, and/or (3) escalate, using the Genworth channel of your choice:

#### Suspect Transactions

- Transactions with individuals or entities identified as "restricted or prohibited parties" on applicable government or regulatory lists;
- Transactions involving (1) an embargoed country, (2) a citizen or representative of an embargoed country, or (3) an individual or entity subject to government sanction; or

#### Insufficient Information

- Incomplete answers about sources of funds, income, or identifying information.



# Anti-Corruption

## Empowered to Understand

### What It Is

It all boils down to one simple adage – *it matters how you play the game.*

We play fairly, and we follow the rules. We achieve our business results through ingenuity, innovation, hard work, and the exercise of conscious integrity. Bribery, or any other form of corruption, has no place at Genworth or in our business activities.

Bribery involves an “improper payment” of some kind, defined as payments of money or anything of value, directly or indirectly, to a foreign government official, political party, political party official, or candidate for political office, (1) to influence any act or decision (including a decision not to act) of the official, or (2) to induce the official to use his or her influence to (a) affect a government act or decision, (b) obtain or retain business, or (c) direct business to any person.

Improper payments are not limited to cash or gifts. They also can include travel, entertainment, employment, and political or charitable contributions, just to name a few.

Reasonable and appropriate expenditures for (1) customer travel (related to the promotion of products/services or execution of a contract), (2) gifts, (3) entertainment, or (4) political activity may be permissible, subject to applicable law, business guidelines, and the customer or potential customer’s own rules in this regard.

You also should understand “facilitating payments.” Sometimes known as “grease” payments, these are gratuities or other payments to government officials or employees to expedite a service or routine administrative action. These types of payments are prohibited in many countries.

### Why It’s Important

The stakes are high. More than one hundred countries have laws against bribery and corruption. These laws prohibit bribery of their own public officials, and, in many instances, the officials of other countries. In some countries these prohibitions also extend to the private sector, making bribery and corruption illegal in private business transactions.

Genworth does not permit improper payments in any of our business dealings, whether with government officials or in the private sector, and will not tolerate business practices that involve bribery or corruption in any form. We strive to avoid even the appearance of impropriety in this regard. Anyone who works on our behalf (e.g., any third-party representative - such as a consultant, agent, external attorney, sales representative, distributor, or independent contractor) also must comply with (1) all applicable anti-corruption laws, (2) this policy, and (3) Genworth’s implementing procedures.

### Your Responsibilities

**Payments or Other Offers:** Never give, offer, or authorize an offer of anything of value (directly or indirectly) to a customer, government official, private sector employee, political party or candidate, or anyone acting on behalf of a public international organization to obtain or retain any improper advantage.

**Facilitating Payments:** Never give a gratuity or any other payment to a government official/employee to expedite a routine administrative action without consulting the local internal legal counsel/compliance officer.

**Political Contributions:** Never contribute Company funds or other Company assets for political purposes without strictly adhering to all applicable Company policies and procedures related to political contributions and expenditures.

**Third Party Due Diligence:** Exercise due diligence when selecting persons or firms to represent Genworth. Only do business with reputable, qualified individuals and firms.

**Third Party Compliance:** Require any person or firm who represents Genworth to comply with this policy, any applicable procedures, and related laws.

**Sound Record-Keeping:** Maintain timely, accurate, and complete records of all expenditures of Genworth funds as required by the *Controllership* policy on page 30.

### Additional Leadership Responsibilities

Implement or adopt procedures to implement this policy.

Establish processes to ensure that all payments, expenses, and transactions are accurately recorded and reflected in the appropriate books and records, with special attention to documentation of facilitating payments.

Establish a system of internal accounting controls to provide reasonable assurances that transactions are appropriately authorized, recorded, and reconciled.

Conduct periodic reviews of third-party representatives.

*For additional information, see the other applicable Company policies and procedures related to anti-corruption/improper payments.*

## Empowered to Inquire

### If Something Seems Questionable...Take Action.

Should you encounter any of the following issues or any other conduct that seems questionable, (1) scrutinize, (2) question, and/or (3) escalate, using the Genworth channel of your choice:

#### Red Flags

Information that suggests an existing or potential third party representative:

- Has been accused of improper business practices, corruption, or misconduct;
- Has a familial or other relationship that could improperly influence the decision of a customer or government official;
- Cannot explain or inadequately explains termination by another company;
- Touts an alleged “special arrangement” with a government official or customer that might be beneficial to Genworth in securing business;
- Requests a commission payment before the announcement of an award decision;
- Asks Genworth to direct commission or other payments to someone and/or someplace unrelated to the transaction; or
- Assesses a commission charge that appears disproportionate to the services rendered.

## Know Your Code

**Q:** A consultant, working on Genworth’s behalf in another country, has asked you to consider making a small payment to expedite the approval process for a required license. What should you do?

**A:** Remember, facilitating payments are illegal in many countries. You should consult the local internal legal counsel or compliance officer immediately, who will consider whether facilitating payments are customary and legally permissible in the applicable country, in addition to other factors. In the unlikely event that the payment is approved, it must be clearly and accurately reflected in financial records.

# Working with Governments

## Empowered to Understand

### What It Is

We take great pride in our mission of helping individuals achieve financial security and realize their dreams of home ownership. We also take great pride in the way we achieve business results.

We operate in a highly-regulated industry and often must communicate with government agencies, ministries, officials, and public international agencies/organizations about products, services, and business operations. In some instances, we also may conduct business with local, state, provincial, and national governments (including government-owned enterprises).

### Why It's Important

Special requirements often are associated with government interactions and transactions. We must ensure that we understand and abide by them. Genworth employees must adhere to the highest ethical standards and comply with all applicable laws and regulations in their interactions with governments.

Moreover, Genworth employees always must be truthful and accurate when dealing with government officials, representatives, or agencies that regulate the markets in which we do business.

### Your Responsibilities

**Government Interactions:** Adhere to the highest standards of honesty and integrity, and abide by all laws and regulations applicable to interactions with the government.

**Special Requirements:** Before engaging in discussions on Genworth's behalf with any local, state, national, or international government official, representative or agency, understand any special rules and/or other non-commercial regulations that may apply. These may include:

- Compliance obligations associated with supplying goods or services to a government;
- Applicable laws and regulations governing any gifts or entertainment to officials or employees of any government – local, state, provincial, or national – or government-controlled companies (See the *Anti-Corruption* policy on page 14);
- Gratuity restrictions, recruiting prohibitions, non-commercial contract requirements, or certification procedures; or
- Recordkeeping requirements regarding meetings and conversations with government officials.

*Note: You should contact internal legal counsel before you attempt to bid on any government business.*

**Third Party Representatives:** Require any person or firm who provides services to or interacts with a government on Genworth's behalf - such as consultants, agents, external attorneys, sales representatives, distributors, and independent contractors - to comply with this policy and the *Anti-Corruption* policy on page 14.

**Communications:** Provide truthful, accurate, and complete information (communications, reports, certifications, representations, statements, proposals, and claims etc.), whether oral or written, to government agencies and/or officials.

### Additional Leadership Responsibilities

Implement or adopt reliable business processes to provide accurate and complete data for government submissions.



## Empowered to Inquire

If Something Seems Questionable...Take Action.

### Potential Special Requirements

Watch for special requirements associated with government transactions, including "commercial" transactions financed by government and international agencies such as the U.S. Agency for International Development, The World Bank Group, the European Union, the European Bank for Reconstruction and Development, the Export/Import Bank of the United States, or the Overseas Private Investment Corporation.

### Bids for Government Business

You should not engage in the behavior described below. However, should you encounter it or any other conduct that seems questionable, (1) scrutinize, (2) question, and/or (3) escalate, using the Genworth channel of your choice:

- Submitting a bid for any government business before contacting internal legal counsel;
- Providing inaccurate or incomplete cost or pricing data in response to a government requirement for its submission; or
- Accepting information related to the government's competitive selection of a supplier, or a competitor's bid or proposal, unless the contracting officer or head of the agency has specifically and lawfully authorized release of such information.

# Money Laundering Prevention

## Empowered to Understand

### What It Is

Some individuals involved in criminal activity (for example, narcotics, bribery, tax-evasion, fraud, or terrorism) may try to “launder” the proceeds of illicit activities to conceal or disguise their true origins and make them appear legitimate. Others attempt to use legitimate funds to finance crime or terrorism. Genworth does not intend to permit these individuals to use transactions with our Company to accomplish either.

### Why It’s Important

More than one hundred countries have laws to prevent money laundering which also make it a crime knowingly to engage in a financial transaction that involves the proceeds of criminal activity.

Genworth is committed to full compliance with all applicable anti-money laundering (AML) laws throughout the world. Our failure to detect customer relationships and transactions that place us at risk in this regard could result in severe damage both to our reputation and our brand.

### Your Responsibilities

**Compliance:** Comply with all applicable laws and regulations that prohibit money laundering, and/or funding terrorist activities.

**Business Procedures:** Follow the AML standards, processes, and procedures adopted by your business.

**Suspicious Transactions/Activities:** Pay attention to unusual or suspicious transactions or other suspect activities.

**Special Notice Requirements:** Refer concerns about suspicious activity to either (1) designated personnel within your business, (2) the business AML Compliance Officer, or (3) the Genworth Chief Compliance Officer. These individuals will evaluate your concern, investigate as appropriate, document the resolution, and provide additional direction.

### Additional Leadership Responsibilities

Conduct business only with reputable customers who are involved in lawful business activities and whose funds are derived from legitimate sources.

Implement appropriate “Know-Your-Customer” procedures to obtain sufficient information and documentation to make reasonable determinations about the legitimacy of prospective customers, business partners, and/or affiliates.

Designate a money-laundering prevention compliance resource.

Establish, implement, and document comprehensive, risk-based standards, processes, and procedures to:

- Designate acceptable sources of funds and forms of payment;
- Detect transactions or payments that may be associated with money laundering; and
- Report cash or suspicious transactions to government authorities, as required by applicable laws.

Develop and implement a risk-based monitoring system to identify unacceptable sources of funds/forms of payment.

*Note: A risk-based approach permits consideration of product features, nature and size of transactions, distribution channel, or other factors to determine which procedures, controls, and training should be implemented.*

Identify employees and distributors who require AML training and provide it periodically.

For additional information, see the other applicable Company policies and procedures related to money laundering prevention.

## Empowered to Inquire

### If Something Seems Questionable...Take Action.

Should you encounter any of the following issues or any other conduct that seems questionable, (1) scrutinize, (2) question, and/or (3) escalate, using the Genworth channel of your choice:

#### Suspicious Behavior

- Any customer, agent, or proposed business partner who (1) provides insufficient, false, or suspicious information, (2) seems reluctant to provide complete information, or (3) attempts to avoid a reporting or record-keeping requirement;
- Purchase or payment terms that seem odd for a customer's particular trade or business;
- Involvement of unknown or unnecessary intermediaries or third parties;
- No apparent relationship between the owner of a policy and the insured or annuitant;
- Where applicable, greater interest in early surrender or cancellation provisions of an insurance or investment product than its potential long-term performance or the economic impact;
- Transactions involving locations identified as tax/ secrecy havens or areas of known criminal activity – for example – terrorism, drug trafficking, or money laundering activity;

#### Unusual Forms of Payment, Payment Structures, or Transfer Requests

- Payments using monetary instruments that (1) are not consistent with the business activities of the customer, (2) appear to have no identifiable link to the customer, or (3) have been identified with money-laundering mechanisms;
- Attempts to pay in cash;
- Early repayment of a loan in cash or cash equivalents;
- Unusual fund transfers to or from foreign countries that seem unrelated to the transaction or illogical for the customer;
- Wire transfer activity that is not consistent with the business activities of the customer, or which originates or terminates with parties unrelated to the transaction;
- Requests to transfer money or return deposits to (1) third parties, or (2) unknown or unrecognized accounts;

#### Unnecessary Complexity

- Unusually complex deal structures and payment patterns with (1) no obvious legitimate business purpose, or (2) exceptionally favorable payment terms; or
- Transactions structured to evade record-keeping or reporting requirements (such as multiple transactions below the reportable threshold amounts).





Every Decision. Every Day:  
**In the Marketplace**

Our Interactions with Consumers, Customers,  
Competitors, Stockholders, and Suppliers

Safeguarding Information

Complying with Competition Laws

Insider Trading and Stock Tipping

Intellectual Property

Controllership

Supplier Relationships

*Empowered by our Code.*

# Safeguarding Information

## Empowered to Understand

### What It Is

Given the speed at which we now transfer and share information globally, several privacy issues have emerged and, often, are in the headlines. "Privacy" refers to the ability to safeguard sensitive, personally identifiable information (e.g., consumer, medical, and/or financial information).

### Why It's Important

Our customers, distributors, employees, and other individuals have entrusted sensitive personal data to us with the full expectation that we will exercise the appropriate degree of care in handling and storing it. Moreover, the laws of several countries now regulate the collection and use of personally identifiable information (PII), which includes, but is not limited to, name, physical address, credit card or government ID numbers. Laws in the U.S. provide additional protections, most notably to personal health information (PHI). (References in this policy to "sensitive personal data" include both PII and PHI).

Many of us have access to information that is sensitive in nature and confidential. Confidential information includes non-public information that might be useful to our competitors, or harmful to the Company or its customers, if disclosed. (See the *Complying with Competition Laws* policy on page 24, the *Insider Trading and Stock Tipping* policy on page 26, and the *Intellectual Property* policy on page 28).

Genworth is committed to (1) handling and storing all sensitive personal data responsibly and in full compliance with applicable privacy laws, and (2) maintaining the confidentiality of proprietary or other sensitive information, as appropriate.

### Your Responsibilities

**Compliance:** Comply with all applicable (1) privacy/data protection laws and regulations (in locations

where sensitive personal data is collected, received, or maintained), and (2) contract obligations related to data privacy.

**Business Procedures:** Learn and follow your business' implementing procedures for privacy and data protection.

**Access and Use:** Access and use sensitive personal data and confidential information only for legitimate business purposes.

**Protection:** Safeguard sensitive personal data and confidential information at all times and exercise care to prevent unintended or unauthorized disclosure. Adhere to all data security protocols, including exclusive use of authorized connections and storage devices. Never reveal sensitive personal data or confidential information on a social media site.

**Third Party Disclosure:** If Genworth will need to disclose sensitive personal data to a supplier or other third party, partner with an internal legal counsel, a compliance officer, data security team member, or a sourcing representative to (1) assess the supplier's security safeguards, and (2) include adequate legal protections. (See the *Supplier Relations* policy on page 32). Disclosures to a third party should be limited to the minimum necessary to accomplish the intended purpose.

**Notice:** Immediately notify your manager and internal legal counsel, a compliance officer, or the data security team if you suspect that sensitive personal data has been disclosed inappropriately.

**Confidential Information:** Unless otherwise authorized or legally mandated, disclose confidential information only to those who have a legitimate business need to know. While you should exercise sound judgment to identify and protect confidential information, Company documents labeled "confidential" or communications/information described as "confidential" generally should not be disclosed. (See the *Insider Trading and Stock Tipping* policy on page 26 and the *Intellectual Property* policy on page 28).

### Additional Leadership Responsibilities

Establish and implement fair and reasonable data security controls and monitor compliance.

Clearly identify proprietary and other sensitive information that should be considered confidential.

Where required, provide notices of relevant privacy practices to individual consumers and those with whom we do business.

Confer with internal legal counsel or a compliance officer before establishing or updating any system, process, or procedure to collect, maintain, use, disclose, or transmit sensitive personal data.

*For additional information see the other applicable Company policies and procedures related to privacy and data security. Data privacy provisions applicable to employees are discussed in the Fair Employment Practices policy on page 36.*

## Empowered to Inquire

### If Something Seems Questionable...Take Action.

You should not engage in the behavior described below. However, should you encounter it or any other conduct that seems questionable, (1) scrutinize, (2) question, and/or (3) escalate, using the Genworth channel of your choice:

### The Possibility of Inadvertent Disclosure

- Implementing business or marketing plans that involve inappropriate or unauthorized collection, use, or disclosure of sensitive personal data, even between Genworth-affiliated companies;
- Disclosing (or requests to disclose) sensitive personal data to unaffiliated third parties who are not properly authorized to receive the information;
- Transferring sensitive personal data between countries, before considering the applicable privacy laws of both;
- Sharing sensitive personal data with vendors, suppliers, or other third-parties before verifying appropriate security safeguards or use restrictions; or
- Inattention to security controls for sensitive personal data – for example, (1) using unencrypted emails or unauthorized storage devices to send or store sensitive personal data, (2) improper handling of hard copy documents containing this information, or (3) including sensitive personal data (for example, Social Security or National Identification numbers) in reports or spreadsheets when this information is not necessary.

## Know Your Code

**Q:** You have engaged a supplier (vendor) to coordinate a mass mailing of required consumer notices. You just learned that one of your colleagues inadvertently sent the supplier an unencrypted data file that included the gender, age, and telephone numbers of the consumers, in addition to their mailing addresses (which already were required for the supplier to coordinate the mailing). You are thinking that the problem is not too serious since government ID numbers were not disclosed. Should you report this incident?

**A:** Yes. The information disclosed is sensitive personal data in its own right. Anytime that you suspect that sensitive personal data has been disclosed inappropriately, you should immediately report the concern to your manager, internal legal counsel, or the data security team. Two other points of note: (1) Remember, you should always encrypt emails that contain sensitive personal data; and (2) although not at issue in this scenario, the supplier's security safeguards for sensitive personal data should have been evaluated prior to engagement.

# Complying with Competition Laws

## Empowered to Understand

### What It Is

We think. We innovate. We plan. We outperform. As a result, we are poised to compete and to win business based on the value our products and services create for customers and consumers.

Competition laws (known in the U.S. as the antitrust laws) protect and promote a free and open marketplace and ensure that competition thrives by (1) prohibiting any agreement that restrains trade, (2) monitoring positions of market dominance, and (3) regulating mergers and acquisitions that could significantly reduce competition.

### Why It's Important

Genworth will vigorously pursue business opportunities, but will always respect the principles that form the very basis of the free enterprise market system while doing so. We deal fairly and forthrightly, in full compliance with applicable competition laws and never seek to take advantage through concealment, abuse of privileged information, misrepresentation of material facts, or any other manner of unfair dealing.

Most of the countries in which Genworth operates have competition laws. They often are quite complex, particularly for companies in the business of insurance, and require careful consideration. Violations of competition laws can lead to significant penalties.

### Your Responsibilities

**Compliance:** Always comply with:

- (1) All applicable competition laws, policies, and treaties, including federal and state antitrust laws of the U.S. and the competition laws of other countries where Genworth does business;

- (2) All competition decrees, orders, and undertakings that affect Genworth and its employees. (These decrees and undertakings may prohibit some conduct otherwise lawful under the competition laws. Internal legal counsel can provide you with information about the decrees relevant to your business); and

- (3) Specific procedures that govern (1) competitor contacts, (2) obtaining or handling business intelligence, and (3) participation in trade associations, professional societies, standards development or product certification organizations.

### Competitor Contacts:

- (1) Do not propose or enter into any agreements or understandings – expressed or implied, formal or informal, written or oral – with a competitor regarding any aspect of the competitive process for sales, for example prices, bid coordination, products, services, terms or conditions of sales, sales volume, sales territories, market share, distribution channels, cost structures, profits, and profit margins;
- (2) Do not propose or enter into any arrangements involving exclusivity, product or service bundling, selective discounting, rebating, or distribution with competitors; and
- (3) Immediately stop and withdraw from any discussion with a competitor that you deem questionable and promptly inform internal legal counsel or a compliance officer.

**Former Employer Competitive Information:** Do not ask a Genworth employee or contractor to disclose competitively sensitive information about a prior employer. (See the *Intellectual Property* policy on page 28).

**Mergers, Acquisitions or Joint Ventures:** Consult with internal legal counsel early in the process of evaluating any proposed merger, acquisition, joint venture, or other business arrangement that could involve competition law issues.



### Additional Leadership Responsibilities

Establish and implement specific procedures that govern (1) competitor contacts, (2) obtaining or handling business intelligence, and (3) participation in trade associations, professional societies, standards development or product certification organizations.

Include an appropriate legal review of competition issues in the processes used by your business for new product or service development, mergers, and acquisitions.

## Empowered to Inquire

### If Something Seems Questionable...Take Action.

You should not engage in the behavior described below. However, should you encounter it or any other conduct that seems questionable, (1) scrutinize, (2) question, and/or (3) escalate, using the Genworth channel of your choice:

### Inappropriate Conversations with Competitors and Suppliers

- Discussions or agreements with competitors or suppliers about (1) marketing or operational strategies, (2) customer, competitor, or supplier exclusions, and (3) pricing;

### The Appearance of Impropriety

- Any contacts with competitors that could create the appearance of an improper agreement or understanding, whether the contact is in person, in writing, by telephone, through e-mail, or through other means of electronic communication; or
- Agreements to add a Genworth employee to another entity's board of directors (See the *Conflicts of Interest* policy on page 39).

# Insider Trading and Stock Tipping

## Empowered to Understand

### What It Is

It's the stuff movies are made of – secrets, profits, and intrigue. The circumstances are not always quite so dramatic, but, nonetheless, the plot centers around **inside information** – material non-public information about anything, positive or negative, that could affect the price of any company's stock or other security. In essence, (1) the public is unaware of the information, but, (2) if the information were generally known, it likely would be considered important to a reasonable investor in making a decision to buy, sell, or hold a particular security.

**Inside information** could be related to Genworth, or any other company, including Genworth's suppliers or customers. Examples include a pending merger or acquisition, an earnings announcement, a new product development, a major sale or contract, the loss of a significant customer, major loss on investment, or a regulatory investigation or development.

*Insider trading* is buying or selling stock or other securities of any company while in possession of **inside information** about the company.

*Stock tipping* is sharing **inside information** about a company with a third party, possibly a family member, colleague, or friend.

### Why It's Important

Genworth is committed to the principle of fair and open markets for publicly traded securities throughout the world, so that every investor has an equal chance to succeed. In most countries where Genworth does business, insider trading and stock tipping are criminal offenses. Penalties for insider trading or stock tipping can be severe, both for the individuals involved and their employers, and may include jail terms, criminal fines, and/or civil penalties. Therefore, Genworth employees must fully comply with the laws prohibiting insider trading and stock tipping.

You may well have access to inside information about Genworth or another company simply as a result of your job responsibilities, so it's important that you understand your obligations.

### Your Responsibilities

**Trading Securities:** Do not buy or sell the stock or other securities of any company while you are aware of inside information about that company. This applies to decisions relating to investments in Genworth stock through the Company's 401(k) program (or any other plan or arrangement involving Genworth stock or rights based upon the price of Genworth stock).

**Trading Securities (Additional Restrictions):** Directors, executive officers, and certain other individuals must comply with additional restrictions.

**Stock Tips:** Do not recommend or suggest that anyone else buy, sell, or hold stock or other securities of *any company* while you are aware of **inside information** about that company.

**Inside Information:** Reference or disclose **inside information** only to those individuals who (1) have a legitimate business need to know, and (2) understand the obligations and restrictions that come with knowledge of **inside information**.

**Confidential Information:** Unless otherwise authorized or legally mandated, disclose confidential information only to those who have a legitimate business need to know. While you should exercise sound judgment to identify and protect all confidential information, Company documents labeled "confidential" or communications/information described as "confidential" generally should not be disclosed. Never disclose proprietary or confidential information on social media sites. (See the *Safeguarding Information* policy on page 22 and the *Intellectual Property* policy on page 28).

**Questions:** Contact your business compliance officer, internal legal counsel, or a Company ombudsperson if you are unsure about your obligations.

### Additional Leadership Responsibilities

Protect the confidentiality of non-public information.

Remind employees of their responsibilities when they are in possession of inside information.

## Empowered to Inquire

### If Something Seems Questionable...Take Action.

You should not engage in the behavior described below. However, should you encounter it or any other conduct that seems questionable, (1) scrutinize, (2) question, and/or (3) escalate, using the Genworth channel of your choice:

#### Questionable Trades

- Trading that coincides with a significant Company announcement or event;
- For individuals subject to special requirements, trading outside of "quarterly window periods";

#### Unintended Disclosures

- Sharing detailed information with family members or friends about work assignments or projects; or
- Discussing sensitive information in open or general access areas while at work, such as break rooms or hallways.

## Know Your Code

**Q:** I work in a unit that supports the sales activity generated by one of Genworth's business partners – a well-known, publicly traded company. My team leader recently notified the unit, confidentially, that the business partner is modifying its product offerings and that Genworth's relationship with the company soon will end. I have contacted a few people in the industry to tell them the news and to see if they know anything more. I don't do much in the stock market, so this shouldn't create a problem, right?

**A:** Wrong! The business partner's modification of its product offerings may not yet be public knowledge and potentially could affect an investment choice about the company. It also may be competitively sensitive information. See the *Complying with Competition Laws* policy on page 24.

You should contact internal legal counsel, a compliance officer, or a Company ombudsperson to provide detailed information about the conversations that you have had with others about this topic and respond to any additional requests for information that Genworth may have about your discussions. You should not discuss the matter further unless internal legal counsel advises you that you are permitted to do so.



# Intellectual Property

## Empowered to Understand

### What It Is

Intellectual property is the general term for legal rights that attach to ideas of the mind and is considered one of Genworth's most valuable assets. It includes:

- (1) **Patents:** the ownership right to a novel or non-obvious invention or advance;
- (2) **Trade secrets:** information that (a) is strictly protected (kept secret), such as proprietary processes, formulas, techniques etc. and (b) provides a competitive advantage;
- (3) **Trademarks:** symbols, words, or phrases that indicate the source of a product or service and distinguishes it from others; and
- (4) **Copyrights:** original works of authorship, such as marketing materials and unique software code.

Many of us have access to information that is not included in the definition of "intellectual property," but still is sensitive in nature and should be considered confidential. Confidential information includes all non-public information that might be useful to our competitors, or harmful to Genworth or its customers, if disclosed.

Customer data also should be considered confidential and disclosed only in strict compliance with applicable law and Genworth policy. (See the *Safeguarding Information* policy on page 22 and the *Insider Trading and Stock Tipping* policy on page 26).

### Why It's Important

Intellectual property is one of the key drivers of Genworth's competitive market position.

Genworth will establish, protect, maintain, and defend its rights in all commercially significant intellectual property and will exercise these rights in responsible ways. Likewise, Genworth respects the valid intellectual property rights of others.

Unauthorized use of the intellectual property rights of others potentially could expose you and the Company to civil law suits as well as damages, fines, and criminal penalties.

### Your Responsibilities

**Protecting Genworth's Intellectual Property:** Take all necessary steps to safeguard Genworth's intellectual property assets.

**Protecting the Intellectual Property of Others:** Respect valid patents, copyrighted materials, and the other protected intellectual property of others. Consult with internal legal counsel concerning necessary licenses or approvals to use the intellectual property rights of others.

**New Inventions and Ideas:** Understand your responsibilities to Genworth regarding (1) new inventions and ideas that you may develop while a Genworth employee, and (2) other Company confidential information. Comply with the terms of the Propriety Information and Innovations Agreement (PIIA). Consult with internal legal counsel if you have any question about these responsibilities or about the PIIA employees must sign.

**Protecting Confidential Information:** Unless otherwise authorized or legally mandated, disclose confidential information only to those who have a legitimate business need to know. While you should exercise sound judgment to identify and protect confidential information, Company documents labeled "confidential" or communications/information described as "confidential" generally should not be disclosed. Never disclose proprietary or confidential information on social media sites. (See the *Safeguarding Information* policy on page 22 and the *Insider Trading and Stock Tipping* policy on page 26).



**Consultation with Internal Legal Counsel:** Confer with internal legal counsel before:

- Soliciting, accepting, or using proprietary information of external parties, for example, former employers of any Genworth employee;
- Disclosing Genworth proprietary information to outsiders;
- Permitting external parties to use Genworth intellectual property;
- Entering into a contract that includes intellectual property terms and conditions; or
- Altering or changing the name of a product or service.

**Genworth Trademarks:** Comply with the guidelines for use of the Genworth primary trademarks and trade names available on the Company intranet.

### Additional Leadership Responsibilities

Establish procedures and controls to ensure that new Genworth products, services, processes, and software appropriately are evaluated for possible infringement issues in a timely manner.

Identify and protect commercially significant Genworth intellectual property.

Where appropriate, require confidentiality/non-disclosure agreements to maintain the confidential nature of business initiatives, plans, or discussions.

## Empowered to Inquire

### If Something Seems Questionable...Take Action.

You should not engage in the behavior described below. However, should you encounter it or any other conduct that seems questionable, (1) scrutinize, (2) question, and/or (3) escalate, using the Genworth channel of your choice:

#### Inappropriate Disclosures

- Discussing Genworth's confidential proprietary information with customers or suppliers;
- Sharing proprietary or confidential information on social media sites;
- Introducing a new product or service, or altering/ changing the name of a product or service, before checking for potential patent or trademark issues;
- Introducing or disclosing information about a new product or service before patent applications have been filed or before a definitive decision is reached not to file a patent application;

#### Receiving Inappropriate Information

- Accepting proprietary information that belongs to a third-party, without first consulting internal legal counsel;
- Failing to put safeguards in place to prevent a new employee or contractor from inadvertently disclosing or using proprietary information belonging to a previous employer, particularly a competitor;
- Loading unlicensed software onto a Genworth computer (See the *Controllership* policy on page 30);

#### Acting Before Consulting with Internal Legal Counsel

- Submitting an outsider's suggestion for a new product, product feature, service, or name for technical or leadership review, without first consulting with internal legal counsel; or
- Threatening anyone suspected of infringing any Genworth intellectual property, without first consulting with internal legal counsel.

# Controllershship

## Empowered to Understand

### What It Is

At its core, controllershship is a system of checks and balances that enables us to provide accurate and complete information about our operations and financial performance.

Controllershship includes three foundational components:

- (1) **Rigorous business processes, systems, and internal controls** to (a) record and classify transactions and events accurately, (b) require sound economic and operational analyses (including a prudent consideration of risks) to inform business decisions, and (c) safeguard and optimally utilize Genworth's physical, financial, and intellectual property assets;
- (2) **Full and truthful financial reporting, disclosures, and communications** that are accurate, complete, understandable, and unbiased, whether provided to stockholders, government entities, the public, or each other; and
- (3) **Preservation of required documents and records**, including all documents that are relevant to pending or reasonably foreseeable litigation, audits, or investigations.

### Why It's Important

Our credibility is on the line.

Our stockholders and our other constituents expect prudent management of our assets and affairs. They rely on the information we provide to understand Genworth's results, decisions, plans, opportunities, and risks.

Genworth is committed to compliance with all applicable laws and regulations that govern the way we record, retain, and report financial and other information. In the end, it boils down to accountability, transparency, and trust.

### Your Responsibilities

**Standard Accounting Principles and Procedures:** Follow Genworth's General Accounting Procedures, as well as all generally accepted accounting principles (GAAP) and other standards, laws, and regulations applicable to accounting and financial reporting.

**Documentation:** Maintain complete and accurate records and accounts that reflect all transactions and events.

#### Notice and Reporting:

- (1) Provide timely, candid forecasts and assessments to leadership.
- (2) Report financial and non-financial information and operating metrics accurately and timely.

**Sound Business Decisions:** Conduct appropriate economic and operational analyses, that include prudent consideration of risks, to make sound business decisions.

**Asset Utilization and Protection:** Adhere to controls to safeguard Genworth's physical, financial, and intellectual property assets. (This includes limited personal use of Company equipment according to the terms identified in the applicable Company policies and procedures. Please be reminded that the Company will employ appropriate measures to safeguard its assets, including but not limited to access controls and electronic monitoring, in accordance with applicable law).

**Document Management:** Follow Genworth's applicable policies and procedures for record management and retention.

**Document Preservation:** Preserve documents and records that are relevant to pending or foreseeable litigation, audits, or investigations, and as directed by internal legal counsel.

## Additional Leadership Responsibilities

Adopt processes and controls that:

- (1) Align with Genworth's General Accounting Procedures, as well as all generally accepted accounting principles (GAAP) standards, laws and regulations for accounting and financial reporting transactions; and
- (2) Properly account for and protect Genworth assets.

Manage the release or disclosure of financial information to parties outside of Genworth.

## Empowered to Inquire

### If Something Seems Questionable...Take Action.

You should avoid the situations described below.

However, should you encounter them or any other conduct that seems questionable, (1) scrutinize, (2) question, and/or (3) escalate, using the Genworth channel of your choice:

#### Inaccuracy and Inconsistency

- Financial results that seem inconsistent with underlying performance;
- Inaccurate financial records, such as overstated travel expense reports, or erroneous time sheets or invoices;
- Transactions that are inconsistent with sound business economics;
- False, exaggerated, or misleading statements, whether oral or written (in e-mail, reports, presentations, or other documents);
- Circumventing review and approval procedures;

#### Inadequate Controls

- Absence of controls to protect assets from risk of loss;
- Underutilized physical assets or other resources that could be reallocated or eliminated;
- Inadequate procedures and controls at newly acquired businesses or at remote and/or minimally-staffed sites;

#### Careless Document Handling

- Inadequate procedures and controls to preserve documents (including e-mail) for pending or reasonably foreseeable litigation, audits, and investigation; or
- Careless disposal of documents, without regard to what is being discarded or whether the documents are subject to any legal preservation requirement.



# Supplier Relationships

## Empowered to Understand

### What It Is

Genworth sometimes obtains goods and services from third parties, commonly referred to as suppliers or vendors.

Genworth will use only lawful, efficient, and fair practices in establishing and managing relationships with suppliers. We will not seek to gain an unfair advantage over anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other manner of unfair dealing.

Likewise, we expect our suppliers to adhere to applicable legal requirements in their business relationships, including those with their employees, their local communities, and with us.

### Why It's Important

The selection of our suppliers and the management of these relationships are critically important to our business operations and require diligent oversight. Our suppliers often are integral to our ability to meet customer needs. We recognize that the quality of their products and services may well affect our own.

### Your Responsibilities

**Compliance:** Comply with applicable laws and regulations governing supplier relationships. Only consider engaging suppliers who also comply with applicable laws and regulations as well as the relevant aspects of any additional Genworth policy or standard.

**Competitive Opportunity:** Encourage a competitive opportunity for suppliers to earn a share of Genworth's purchasing volume, including small businesses and businesses owned by minorities, women, and disabled veterans.

**Personal Relationships:** Disclose the existence of a familial or personal relationship with anyone who is affiliated with an existing or potential supplier. (See the *Conflicts of Interest* policy on page 39).

**Gifts or Favors:** Do not accept gifts that exceed nominal value or any other improper personal benefit (either personally or through an intermediary) from a supplier, particularly if you are or could be in a position to influence Genworth business decisions related to them. (See the *Conflicts of Interest* policy on page 39) and other applicable Company policies.

**Protecting Confidential/Proprietary Information:** If confidential or proprietary information may be disclosed to or received from a supplier, partner with a sourcing representative or internal legal counsel to include adequate legal protections. (See the *Intellectual Property* policy on page 28).

**Protecting Personally Identifiable Information:** If Genworth will need to disclose personally identifiable information to a supplier, obtain the appropriate business approval and then partner with an internal legal counsel, a compliance officer, a data security team member, or sourcing representative to (1) assess the supplier's security safeguards, and (2) include adequate legal protections. (See the *Safeguarding Information* policy on page 22).

### Additional Leadership Responsibilities

Encourage employees to follow established procedures in dealings with suppliers.

## Empowered to Inquire

### If Something Seems Questionable...Take Action.

You should not engage in any of the behavior described below. However, should you encounter it or any other conduct that seems questionable, (1) scrutinize, (2) question, and/or (3) escalate, using the Genworth channel of your choice:

#### **Bias in Decision-Making**

- Supplier selection based on factors that do not promote the overall best value for Genworth;
- Potential conflicts of interest in supplier selection, including (1) accepting gifts or other items of value in violation of Company policy, and (2) directing business to a supplier owned or managed by a relative or close friend (See the *Conflicts of Interest* policy on page 39); or

#### **Inappropriate Disclosures**

- Disclosing personally identifiable information without appropriate business approval, due diligence, and/or other legal protections (See the *Safeguarding Information* policy on page 22);

#### **Supplier Facilities**

Watch for:

- Unsafe conditions in supplier facilities, or workers who appear to be underage or subject to coercion; or
- Apparent disregard of environmental standards in supplier facilities.





Every Decision. Every Day:  
**In the Workplace**

Our Interactions with Each Other

Fair Employment Practices: Equal Employment Opportunity

Conflicts of Interest

*Enlightened by our Past.  
Encouraged by our Future.  
Empowered by our Code.*

# Fair Employment Practices: Equal Employment Opportunity

## Empowered to Understand

### What It Is

We ask you to give your best every day – to colleagues, to customers and consumers, and to stockholders. In return, you should expect:

- (1) Employment-related decisions at Genworth to be based solely on relevant job qualifications (education, experience, knowledge etc.) and individual merit (achievements, performance, demonstrated competencies, conduct etc.);
- (2) A respectful work environment, free of unlawful harassment; and
- (3) Appropriate handling of your personal information.



**Genworth is an Equal Opportunity Employer.** This means that the Company provides equal access to employment opportunities for all applicants and employees in accordance with applicable federal, state, and local laws, without regard to race, color, national origin, religion, gender, age, disability, veteran status, genetic information, amnesty, status as a covered veteran, or any other characteristic protected by federal law, sexual orientation, gender identity, marital status, or any other characteristic protected by state law.

Discrimination on any of these bases is strictly prohibited.

**Genworth prohibits workplace harassment**, which is unwelcome verbal or physical conduct based on one of the protected categories listed above or behavior that (1) has the purpose or effect of unreasonably interfering with an individual's work performance, or (2) creates an intimidating, hostile, or offensive work environment.

Sexual harassment is a specific form of workplace harassment based on gender and includes, in addition to the conduct described above, unwelcome sexual advances or requests for sexual favors where (1) submission is either directly or indirectly a term or condition of obtaining or keeping employment, or (2) submission to or rejection of the conduct is the basis for employment-related decisions affecting the individual.

**Genworth respects the privacy rights of employees** by using, maintaining, and transferring personal data in the manner described in applicable Company policies and procedures related to data handling and security.

*Note: Genworth reserves the right to monitor use of Company property and resources (for example, computers, electronic mail, instant messaging, phones, voice mail, proprietary information, etc.), in accordance with applicable law.*



## Why It's Important

Because **YOU** are our most valuable asset.

Genworth is committed to observing all applicable labor and employment laws in every location where the Company has facilities, including those laws that pertain to freedom of association; privacy; collective bargaining; prohibition of forced, compulsory, and child labor; and employment discrimination. However, equally as important, we strive to create a work environment in which you can learn, grow, and feel valued.

We believe that our commitment to fair employment practices promotes a culture of inclusion, tolerance, and respect, qualities that are essential to both our success in the marketplace and our ability to impact the communities where we live and work.

## Your Responsibilities

### Employment-Related Decisions:

- (1) Use relevant qualifications (for example, education, experience, or competencies), other job-related criteria, and individual merit (achievements, performance, demonstrated competencies, conduct etc.) as the sole bases for all employment-related decisions affecting employees and applicants.
- (2) Make all employment-related decisions without regard to race, color, national origin, religion, gender, age, disability, veteran status, genetic information, amnesty, status as a covered veteran, or any other characteristic protected by federal law, sexual orientation, gender identity, marital status, or any other characteristic protected by state law.

**Unlawful Harassment:** Foster a work environment free from unlawful harassment.

### Reporting Workplace Harassment (Complaint

**Procedures):** Any employee who feels that she or he has been a victim of workplace harassment, including sexual harassment (or has reason to believe that someone else has been a victim of harassment), is required to report the concern immediately using one of several Genworth channels including a manager, a human resources representative, a Company ombudsperson, or internal legal counsel – all without fear of reprisal.

Genworth will investigate these complaints promptly, thoroughly, and, to the fullest extent feasible, confidentially. All employees are required to be cooperative and truthful during Company investigations. Retaliation against any person for (1) raising a complaint of harassment based upon an honest perception of events, or (2) cooperating in the investigation of the complaint is strictly prohibited.

**Employee Privacy:** Safeguard employee personal data by adhering to all applicable Genworth policies and procedures related to data handling and security. (See the *Safeguarding Information* policy on page 22).

**Conflicts with Customs:** If a conflict arises between the requirements of this policy and the laws, customs, or practices of a particular area, consult with leadership and internal legal counsel to determine the most appropriate course of action.

### Additional Leadership Responsibilities

Adopt processes and procedures to receive and resolve reports of unlawful harassment.

Take prompt remedial action in response to a finding of workplace harassment, as defined in this policy.

## Empowered to Inquire

### If Something Seems Questionable...Take Action.

You should not engage in the behavior described below. However, should you encounter it or any other conduct that seems questionable, (1) scrutinize, (2) question, and/or (3) escalate, using the Genworth channel of your choice:

#### Employment-Related Decisions

- Refusal to work or cooperate with a person based on his/her race, gender, religion, or any other protected characteristic;
- Unwelcome sexual advances directed toward an employee or person with whom you work;
- Jokes, pictures, or objects that ridicule or reasonably would offend individuals of a particular gender, race, ethnic group etc.;
- Retaliation or a threat of retaliation against any employee for reporting a concern or participating in the review of a concern; or

#### Employee Privacy

- Unauthorized disclosure of employment data to a person who does not have a legitimate business need for the information.

### Know Your Code

**Q:** I have an interview for a new role in which I have had an interest for quite some time. However, my spouse and I are in the process of adopting a child, who we expect to bring home in the next six months. I plan to use all of the leave time available to me when the child arrives. I am nervous about telling the hiring manager about my adoption plans. What should I do?

**A:** You should feel free to share this exciting news with the hiring manager. Your adoption plans will not be considered in evaluating your candidacy for the new job. Employment decisions at Genworth are based on relevant qualifications and individual merit, not on any other inappropriate factor.



# Conflicts of Interest

## Empowered to Understand

### What It Is

Simply put, a conflict of interest occurs when your activities outside of work actually interfere or reasonably appear to interfere with either your Genworth responsibilities or Genworth's interests. Any outside activity or interest that could affect your ability to perform your Genworth work objectively and effectively may create a conflict issue. Examples include (1) use of Company time for personal endeavors, or (2) outside activities that potentially could influence your business judgment.

Actual or potential conflicts can emerge from several different kinds of activities - outside financial interests, familial/personal relationships, and personal enterprises, just to name a few.

### Why It's Important

We each have an obligation to Genworth to perform our job responsibilities effectively and to advance the Company's legitimate interests. None of your outside activities should reflect negatively on Genworth or cause damage to the Company's reputation or good name.

### Your Responsibilities

**Disclosure:** Disclose in writing any outside activities, financial interests, or relationships that may present a possible conflict of interest (or the appearance of a conflict) to your manager and business compliance officer, Company ombudsperson, or internal legal counsel. (You should use the appropriate *Conflict of Interest* questionnaire).

**Questionable Activities:** Exercise good judgment in your personal affairs and avoid actions or relationships that potentially could (1) interfere or appear to interfere with your job responsibilities, or (2) compete or appear to compete with Genworth's interests.

**Genworth Assets:** Use Genworth resources, intellectual property, time, and facilities (including office equipment, e-mail, and computer systems) appropriately - none of these should be used for personal gain. (See the *Intellectual Property* policy on page 28 and the *Controllership* policy on page 30).

**Gifts or Favors:** Do not accept gifts that exceed nominal value or any other improper personal benefit (either personally or through an intermediary) from a competitor, customer, or supplier, particularly if you are or could be in a position to influence Genworth business decisions related to them. (See the *Supplier Relationships* policy on page 32 and other applicable Company policies).

**Corporate Opportunities:** Do not take personal advantage of opportunities that (1) you discover by using Genworth's property, information, or position, and (2) the Company potentially may have an interest in pursuing.

### Approvals:

- (1) Obtain approvals from your manager and local compliance officer before accepting any position as an officer or director of an outside business concern.
- (2) Obtain approvals from your manager and local compliance officer before accepting a board position with a not-for profit entity, when there may be a Genworth business relationship with the entity, or an expectation of financial or other support from Genworth.

### Additional Leadership Responsibilities

Ensure that all potential conflicts are vetted and appropriately resolved when disclosed.

## Empowered to Inquire

### If Something Seems Questionable...Take Action.

You should avoid the situations described below.

However, should you encounter them or any other conduct that seems questionable, (1) scrutinize, (2) question, and/or (3) escalate, using the Genworth channel of your choice:

#### Divergent Interests

- Holding or pursuing a financial interest in a company or initiative, when you are in a position to affect Genworth business decisions related to that company or initiative;
- Taking a second job that interferes with your normal Genworth work hours or negatively affects your job performance;
- Using Company equipment or material in furtherance of your personal interests;
- Misusing Genworth resources, your position, or influence to promote or assist an outside business or not-for-profit activity;

#### Gifts or Favors

- Receiving gifts that exceed nominal value from competitors, customers, or suppliers while you are in a position to influence Genworth business decisions related to them;
- Receiving personal discounts or other benefits from competitors, customers, or suppliers that are not available to the general public or a Genworth peer;

#### Personal Relationships

- Directing business to a supplier that (1) is owned, (2) managed by, or (3) employs a family member or close friend;
- Supervising or influencing employment decisions (for example, hire, promotion, or compensation) related to a family member or close personal friend; or
- Engaging in personal relationships that may appear to interfere with your Genworth responsibilities or compromise the Company's interests.

## Know Your Code

**Q:** You need to engage a temporary resource to manage a three-month project. Your spouse is a relationship manager at a staffing company that Genworth frequently uses. Should you work directly with your spouse to address your Genworth resource need?

**A:** No. You should follow the normal Human Resources processes to secure temporary resources. Working directly with your spouse, under these circumstances, is an actual conflict of interest. Moreover, you should disclose that your spouse works for a staffing company that is a Genworth supplier.

# Concluding Thoughts

*You are empowered* to understand, to inquire, and to act.

Genworth has several different channels available to respond to your questions and hear your concerns.

If you encounter or become aware of a situation that does not seem right, you should attempt to assess the issue reasonably and ask questions to clarify. However, you should not hesitate to report the concern through one of the available Genworth channels if you remain uneasy.

Remember – there is no substitute for common sense and good judgment – apply both to Every decision. Every day.

We all are counting on you.

Integrity First: Every Decision. Every Day.

*You are Empowered.*





Genworth Financial, Inc.  
6620 West Broad Street  
Richmond, Virginia 23230  
genworth.com

©2014 Genworth Financial, Inc. All rights reserved.