

## A Message from Genworth's President and CEO Tom McInerney

Dear Genworth Policyholders, Distribution Partners and Lenders,

I'm pleased to announce that Genworth has agreed to be acquired by China Oceanwide for \$5.43 per share in cash, for a total transaction value of approximately \$2.7 billion. Our Board of Directors believes that this transaction creates greater and more certain value to stockholders than the company's current business plan or other strategic alternatives.

China Oceanwide has also committed to contribute to Genworth \$1.1 billion in additional cash to support Genworth's efforts to restructure our U.S. life insurance businesses and address our 2018 debt maturity, on or before its maturity.

China Oceanwide is a privately held, family owned international financial holding group with a wellestablished and diversified business portfolio that includes financial services and insurance products in China, as well as real estate assets globally. Following closing of the transaction, Genworth will be a standalone subsidiary of China Oceanwide.

As we begin this new phase, I want to emphasize that serving our policyholders will always be our top priority and there will be no changes to any existing policies nor disruptions to any services our policyholders receive. We remain fully committed to our purpose — helping families achieve the dream of homeownership and address the financial challenges of aging.

Genworth's management team and day-to-day interactions with our policyholders, distribution partners and lenders are not expected to change as a result of this transaction. We will continue to lead our businesses from Genworth's current headquarters in Richmond, Virginia and other offices around the world. We also intend to maintain our existing portfolio of businesses, including Genworth Mortgage Insurance Australia and Canada.

We are very pleased to have the financial support of China Oceanwide in order to improve and strengthen our businesses while we uphold our existing commitments to our policyholders, distribution partners and lenders.

For more information on the terms of the agreement, please refer to our press release announcement <u>here</u>. As always, we will continue to prioritize our great service to you, and we will continue to share further details with you as they become available.

We are very excited about what this transaction means for us, our policyholders and our partners. Again, we want to reiterate that this transaction is not expected to have an impact on your relationship with Genworth, nor is it expected to have an impact on existing policies. Genworth will continue to fulfill all policy obligations. Thank you for your continued commitment to Genworth.

Sincerely,

Tom Mc Inerney

Tom McInerney President and Chief Executive Officer Genworth Financial

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## Important Information For Investors and Stockholders

In connection with the proposed transaction, Genworth Financial, Inc. (Genworth) intends to file a proxy statement with the U.S. Securities and Exchange Commission (SEC) in connection with the solicitation of proxies for a special meeting to be called at a future date. Promptly after filing its proxy statement in definitive form with the SEC, Genworth will mail such definitive proxy statement when available to each stockholder of Genworth entitled to vote. Genworth stockholders are urged to read the proxy statement (including all amendments and supplements thereto) and all other relevant documents which Genworth will file with the SEC when they become available, because they will contain important information about the proposed transaction and related matters. Stockholders will also be able to obtain copies of the proxy statement, without charge, when available, at the SEC's website at <u>www.sec.gov</u> or by contacting the investor relations department of Genworth at the following:

David Rosenbaum, 804 662.2643

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## Participants in the Solicitation

Genworth and its directors and executive officers may be deemed to be participants in the solicitation of proxies of Genworth's stockholders in connection with the proposed transaction. Genworth's stockholders may obtain, without charge, more detailed information regarding such interested participants in Genworth's Annual Report on Form 10-K filed with the SEC on February 26, 2016, its proxy statement filed with the SEC on April 1, 2016, and any Statements of Changes in Beneficial Ownership on Form 4 of such participants, filed with the SEC. Additional information will be available in the proxy statement when it becomes available.

## 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 outlook for the company's future business and financial performance. Forward-looking statements are based on management's current expectations and assumptions, which are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Actual outcomes and results may differ materially 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 ability of the parties to obtain stockholder and regulatory approvals, or the possibility that they may delay the transaction or that materially burdensome or adverse regulatory conditions may be imposed in connection with any such regulatory approvals; (iii) the risk that a condition to closing of the transaction may not be satisfied; (iv) potential legal proceedings that may be instituted against Genworth following announcement of the transaction; (v) the risk that the proposed transaction disrupts Genworth's current plans and operations as a result of the announcement and consummation of the transaction; (vi) 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; (vii) certain restrictions during the pendency of the transaction that may impact Genworth's ability to pursue certain business opportunities or strategic transactions: (viii) continued availability of capital and financing to Genworth before the consummation of the transaction; (ix) further rating agency actions and downgrades in Genworth's financial strength ratings; (x) changes in applicable laws or regulations; (xi) Genworth's ability to recognize the anticipated benefits of the transaction; (xii) the amount of the costs, fees, expenses and other charges related to the transaction; (xiii) the risks related to diverting management's attention from the Company's ongoing business operations; (xiv) the impact of changes in interest rates and political instability; and (xv) other risks and uncertainties described in Genworth's Annual Report on Form 10-K, filed with the SEC on February 26, 2016. 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.