

On May 23, 2024, at the Annual Meeting of Stockholders (the "*Annual Meeting*"), as previously reported on Form 8-K filed with the Securities and Exchange Commission on May 24, 2024, the stockholders of Genworth Financial, Inc. (the "*Company*" or "*Genworth*") approved an amendment and restatement of the Company's Amended and Restated Certificate of Incorporation (the "*Charter*", as amended, the "*Amended and Restated Charter*").

On June 6, 2024, the Company filed its Amended and Restated Charter with the Secretary of State of the State of Delaware, which was effective the same day.

Since there are no outstanding shares of Class B common stock, the Amended and Restated Charter removes all references to the Class B common stock, reduces the Company's authorized number of shares of capital stock from 2.3 billion to 1.6 billion to reflect the elimination of 700 million authorized shares of Class B common stock, removes provisions relating specifically to the designation and attributes of Class B common stock and makes conforming changes to related provisions in the Charter.

Additionally, the Amended and Restated Charter renames the Class A common stock as "common stock" and reflects conforming changes. Each stock certificate that previously represented shares of Class A common stock will be deemed to represent an identical number of shares of common stock and will continue to do so until such certificate is surrendered to the Company for cancellation or exchange. Any stockholder holding a physical stock certificate is therefore not required to take any action as a result of the renaming.

Furthermore, at the Annual Meeting, the stockholders of the Company approved amendments to the Charter to provide stockholders owning 25% or more of the Company's outstanding common stock with the right to request the calling of a special meeting of stockholders (a "*Special Meeting*"), subject to the requirements and procedures set forth in the company's Amended and Restated Bylaws (as defined below), as now or hereinafter in effect.