

# Integrity First: Every Decision. Every Day.

Genworth Code of Ethics  
A Guide For Contractors



Genworth 

# Introduction

## Integrity First. Every Decision. Every Day.

During your engagement at Genworth Financial, including any of its affiliates (“Genworth” or the “Company”), you are required to conduct yourself with the highest degree of integrity.

*Integrity First*, Genworth’s Code of Ethics, includes both the Company’s Guiding Principles and the twelve policies that operate to implement them. The principles convey what we hope to accomplish; the policies within the Code of Ethics demonstrate how we will do so.

*Integrity First* applies, in relevant part, to those who work on behalf of Genworth. Third parties who represent or perform work on behalf of Genworth – such as consultants, agents, external attorneys, sales representatives, distributors, and independent contractors – as well as suppliers, must agree to adopt and comply with the relevant aspects of *Integrity First* and other Genworth policies/procedures.

This document provides an overview of the policies in *Integrity First* and contains important information to help you understand how to apply the principles and policies while performing work during a Genworth engagement. Please review this information thoroughly. You will be asked to complete a Genworth Service Provider Acknowledgment, which includes an agreement to comply with the policies described in this document.

If you have questions or concerns about Genworth’s policies, procedures, or your responsibilities during your engagement with the Company, seek guidance from the Genworth contact responsible for your engagement or a Genworth Ombudsperson (Ombudsperson Contact Information is provided on page 5).

**Note:** This document is not intended to create any right to employment with Genworth, nor is it intended to create any other rights (e.g. contractual, third-party beneficiary, etc.) on behalf of any party other than Genworth.

# Genworth's Basic Expectations

## Genworth's Guiding Principles

Third parties who work on behalf of Genworth are expected to put *Integrity First* – in Every Decision, Every Day. The Company and its employees 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.*
- 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, protect the environment and conduct our business operations with the highest regard for the fundamental rights of each person in our workplace, in our communities, and in our world.*

*While you are not employed by the Company, you are expected to apply these principles to the work you perform on Genworth's behalf.*



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## Genworth Overview

Genworth Financial, Inc. (NYSE: GNW) is a Fortune 500 holding company focused on empowering families to navigate the aging journey with confidence, now and in the future. Headquartered in Glen Allen, Virginia, Genworth provides guidance, products, and services that help people understand their caregiving options and fund their long-term care needs. Genworth is also the parent company of publicly traded Enact (Nasdaq: ACT), a leading U.S. mortgage insurance provider.

The Company conducts business in multiple international locations. As a result, its business operations are governed by the laws and regulations of many countries, provinces, states, municipalities, and organizations.

Because Genworth's products and services are subject to considerable regulatory oversight around the world, those who work on behalf of the Company must be mindful of its obligations in this regard.

*Integrity First*, Genworth's Code of Ethics, provides the framework for Genworth's business operations worldwide and sets forth a consistent standard of conduct for all who do business on the Company's behalf.

Each business unit must develop appropriate guidelines that (1) identify, manage, and mitigate regulatory and compliance risks, and (2) implement the principles and policies embodied in the Code of Ethics.

**Integrity First.**  
**Every Decision. Every Day.**



# Who Must Follow Genworth Policies

## Those Who Work for Genworth

### Genworth Employees Around the World

## Those Who Work with Genworth

### 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 Genworth's 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.

### Genworth Suppliers

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



# General Responsibilities

During your Genworth engagement, you must always:

- Conduct yourself in a responsible, professional manner;
- Comply with all (1) applicable laws and regulations that govern Genworth's business, and (2) Company policies and procedures;
- Ask the Genworth contact responsible for your engagement or a Genworth Ombudsperson for assistance when you have policy questions;
- Understand the Genworth channels available to you to raise integrity concerns – (See page 5);
- 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; and
- Fully cooperate and be truthful during Company investigations of concerns about a Genworth policy or other integrity issues.

Remember – there is no substitute for common sense and good judgment – you should apply both to every decision you make.

Additional responsibilities are articulated in each of the *Integrity First* policies.



# Reporting Concerns

If you observe, or have good reason to suspect, a violation of Genworth policy or the law, you should report it promptly.

## 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 a Genworth Business

- The Genworth contact responsible for your engagement
- A Genworth human resources manager
- A Genworth compliance officer or another compliance resource
- A Genworth auditing resource
- Genworth legal counsel

### Genworth Ombudsperson

#### Corporate Ombuds Office

888 251.4332

Ombudsperson  
Genworth Financial, Inc.  
11011 West Broad Street  
Glen Allen, VA, 23060 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

- Enact (United States) 800 274.2728  
*Ombudsperson@enactmi.com*
- Mortgage Insurance (Mexico) 52 55 3000 6186  
*OmbudsOffice.Genworth@genworth.com* or  
*Patricia.Lomelin@genworth.com*
- Genworth India 888 251.4332  
*OmbudsOffice.Genworth@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 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 person 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.

## Penalties for Violations

Any third party who represents Genworth and violates the spirit or letter of Genworth's policies may be subject to remedial action, up to and including termination of a contract or engagement.

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; and
- Failure to cooperate in Genworth investigations of possible violations of a Genworth policy.



Every Decision. Every Day:

# Interactions with Governments and Regulators

International Financial Transactions

Working With Governments

Anti-Corruption

Money Laundering Prevention

*Compliance.*

# International Financial Transactions

## Policy Overview

### What Does It Mean?

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

### Why Is It 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). These laws and regulations often are extremely complex.

Genworth is required to understand and adhere to these laws.

### Who Should Pay Special Attention To This Policy?

Individuals whose Genworth engagements involve work on international transactions

### What Are Your Responsibilities?

If your Genworth engagement involves the sale or shipment of products, technologies, or services across country borders:

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

**U.S. Regulations:** Be familiar with the extent to which U.S. financial transaction or trade controls extend to your business activities on Genworth's behalf, 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.

**Conflicting Laws:** Consult with the Genworth contact responsible for your engagement and/or local Genworth 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 Mexico.

## A Few Red Flags

### Suspect Transactions

- Transactions on Genworth's behalf with individuals or entities identified as "restricted or prohibited parties" on applicable government or regulatory lists,
- Transactions on Genworth's behalf 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

# Working with Governments

## Policy Overview

### What Does It Mean?

Genworth operates 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, the Company also may conduct business with local, state, provincial, and national governments (including government-owned enterprises).

### Why Is It Important?

Special requirements often are associated with government interactions and transactions. Genworth intends to (1) comply with all applicable laws, (2) adhere to the highest ethical standards, and (3) provide truthful and accurate information when dealing with government officials, representatives, or agencies that regulate the markets in which the Company does business.

### Who Should Pay Special Attention To This Policy?

Individuals whose Genworth engagements involve interactions with government officials

### What Are 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 11);

- Gratuity restrictions, recruiting prohibitions, non-commercial contract requirements, or certification procedures; or
- Recordkeeping requirements regarding meetings and conversations with government officials.

*Note: You are not permitted to act on Genworth's behalf in a bid for government business without obtaining appropriate approvals from Genworth.*

**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 when acting on Genworth's behalf.

## A Few Red Flags

### 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

- Submitting a bid for any government business on Genworth's behalf without obtaining appropriate approvals from Genworth,
- Providing inaccurate or incomplete cost or pricing data on Genworth's behalf in response to a government requirement for its submission, or
- Accepting information on Genworth's behalf 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

# Anti-Corruption

## Policy Overview

### What Does It Mean?

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

Genworth plays fairly and follows the rules. Bribery, or any other form of corruption, has no place at Genworth or in the Company's 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, Genworth business guidelines, and the Genworth 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 Is It 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 the Company's 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. In fact, Genworth strives to avoid even the appearance of impropriety in this regard. Anyone who works on the Company's 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.

### Who Should Pay Special Attention To This Policy?

Individuals whose Genworth engagements involve representing the Company in any way, including, but not limited to:

- (1) with customers, potential customers, the government, or government agencies, or
- (2) with sales representatives or agents

### What Are 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 Genworth legal counsel/compliance officer.



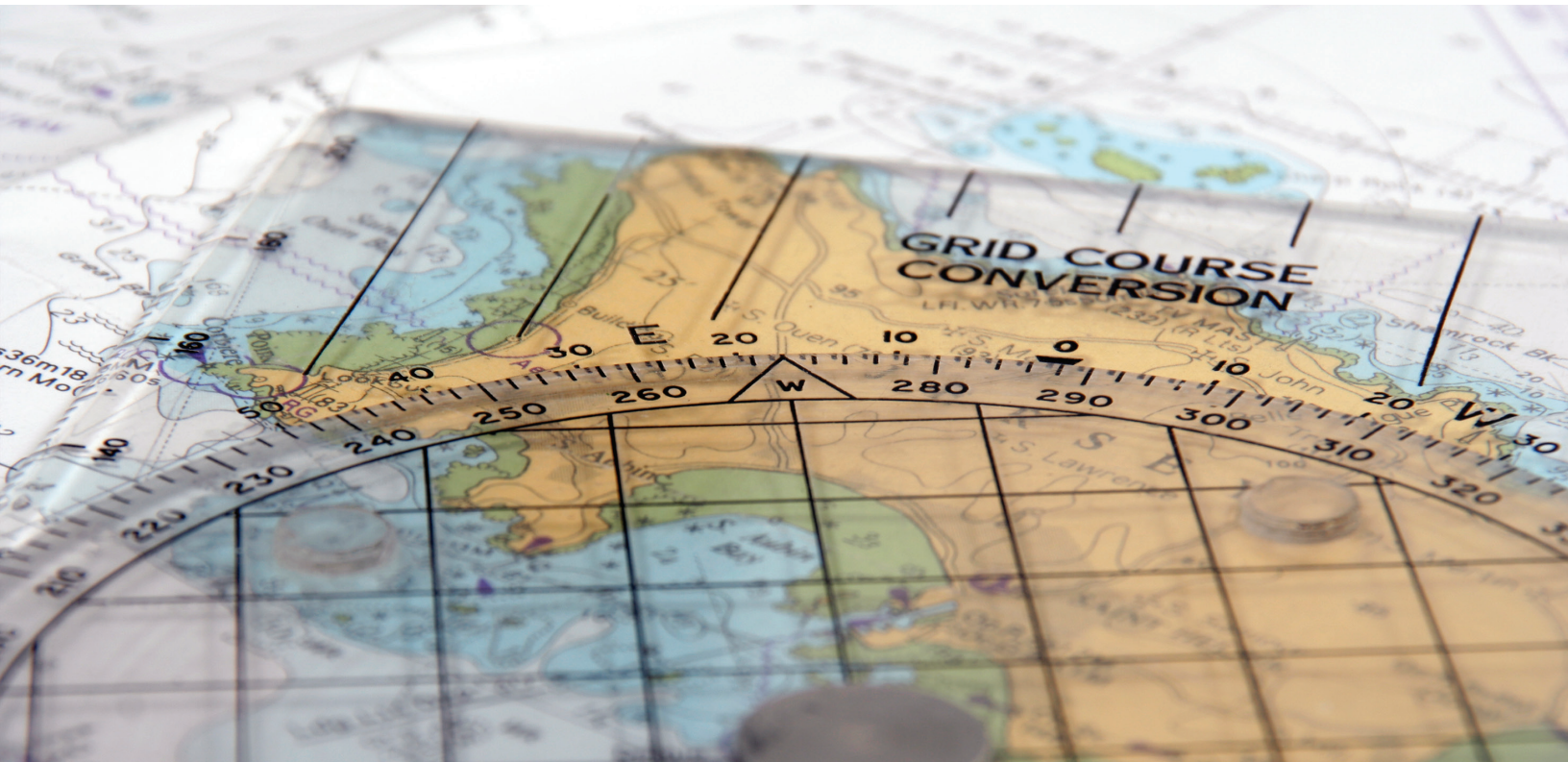
**Political Contributions:** Never contribute funds or other Company assets for political purposes on Genworth's behalf without (1) securing the appropriate approvals from Genworth, and (2) strictly adhering to all applicable Company policies and procedures related to political contributions and expenditures.

**Sound Record-Keeping:** Maintain timely, accurate, and complete records of all expenditures of Genworth funds as required by the *Controllorship* policy on page 19.

## A Few Red Flags

Genworth carefully will scrutinize any information that suggests that a third party representative:

- Has engaged in 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.



# Money Laundering Prevention

## Policy Overview

### What Does it Mean?

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 the Company to accomplish either.

### Why Is It 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.

### Who Should Pay Special Attention to This Policy?

Individuals whose Genworth engagements involve customer transactions

### What Are 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 the Genworth business that engaged your services.

**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 the Genworth business that engaged your services, (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.

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

## A Few Red Flags

### Suspicious Behavior

- Any Genworth 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,
- No apparent relationship between the owner of a policy and the insured or annuitant,
- 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, or

### Unnecessary Complexity

- Unusually complex deal structures and payment patterns with (1) no obvious legitimate business purpose, or (2) exceptionally favorable payment terms

Every Decision. Every Day:

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

Safeguarding Information  
Complying with Competition Laws  
Insider Trading and Stock Tipping  
Intellectual Property  
Controllanship  
Supplier Relationships

*Ethics.*

# Safeguarding Information

## Policy Overview

### What Does It Mean?

“Privacy” refers to the ability to safeguard sensitive, personally identifiable information (e.g., consumer, medical, and/or financial information).

### Why Is It Important?

Customers, distributors, employees, and other individuals have entrusted sensitive personal data to Genworth with the full expectation that the Company 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).

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.

### Who Should Pay Special Attention To This Policy?

All individuals engaged to work on Genworth’s behalf

### What Are 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 implementing procedures for privacy and data protection adopted by the Genworth business that engaged your services.

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

**Protection:** Safeguard sensitive personal data and any other 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.

**Notice:** Immediately notify the Genworth contact responsible for your engagement and Genworth legal counsel, a compliance officer, or Genworth’s 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.

## A Few Red Flags

### The Possibility of Inadvertent Disclosure

- 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, 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



# Complying with Competition Laws

## Policy Overview

### What Does It Mean?

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 Is It Important?

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.

Genworth deals fairly and forthrightly, in full compliance with applicable competition laws and never seeks to take advantage through concealment, abuse of privileged information, misrepresentation of material facts, or any other manner of unfair dealing.

### Who Should Pay Special Attention To This Policy?

All contractors or third parties engaged to work on Genworth's behalf, especially if the engagement involves contacts with competitors, setting prices or other terms or conditions of sale, marketing, purchasing, participating in trade associations or standards-setting groups, working on acquisitions, divestitures, or joint ventures

### What Are Your Responsibilities?

**Compliance:** During your Genworth engagement, you must 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 those who work on its behalf. (These decrees and undertakings may prohibit some conduct otherwise lawful under the competition laws); and
- (3) Specific procedures that govern (1) competitor contacts, and (2) obtaining or handling business intelligence.

### Competitor Contacts:

- (1) Do not propose or enter into any agreements or understandings – expressed or implied, formal or informal, written or oral – on Genworth's behalf 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 Genworth competitor that you deem questionable and promptly inform Genworth legal counsel or a compliance officer.

## A Few Red Flags

### Inappropriate Conversations with Competitors and Suppliers

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

### The Appearance of Impropriety

- Any contacts with Genworth 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

# Insider Trading and Stock Tipping

## Policy Overview

### What Does It Mean?

**Inside information** is 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, acquisition, disposition or joint venture, a significant cybersecurity incident, an earnings announcement, a substantial lawsuit, a new product development, a major contract award or termination, the gain or 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 Is It Important?

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, and may include jail terms, criminal fines, and/or civil penalties. Therefore, those who work on Genworth's behalf must fully comply with the laws prohibiting insider trading and stock tipping.

Should you ever have access to inside information about Genworth or another company as a result of your Genworth engagement, you must understand your

obligations.

### Who Should Pay Special Attention To This Policy?

All contractors or third parties engaged to work on Genworth's behalf, especially if the engagement involves early access to market-sensitive information (contract awards or acquisitions, for example)

### What Are 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.

**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**.

## A Few Red Flags

### Unintended Disclosures

- Sharing detailed information with family members or friends about work assigned to you during your Genworth engagement, or
- Discussing sensitive information in open or general access areas

# Intellectual Property

## Policy Overview

### What Does It Mean?

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.

During your Genworth engagement, you may have access to information that does not fall within 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 Genworth competitors, or harmful to Genworth or its customers, if disclosed. Genworth 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 15 and the *Insider Trading and Stock Tipping* policy on page 17).

### Why Is It 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 the Company to civil law suits as well as damages, fines, and criminal penalties.

### Who Should Pay Special Attention To This Policy?

All individuals engaged to work on Genworth's behalf

### What Are 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.

**New Inventions and Ideas:** Understand your responsibilities to Genworth regarding (1) new inventions and ideas that you may develop while performing work on Genworth's behalf, and (2) other Company confidential information. Comply with the terms of the "Patent, Proprietary Information and Waiver Agreement - Contingent Workers" or other applicable documents.

**Protecting Confidential Information:** Unless otherwise authorized or legally mandated, disclose confidential information only to those who have a legitimate business need to know.

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

## A Few Red Flags

### Inappropriate Disclosures

- Discussing Genworth's confidential proprietary information with customers or suppliers,
- Sharing proprietary or confidential information on social media sites,

### Receiving Inappropriate Information

- Disclosing or using proprietary information that belongs to a previous employer, particularly a competitor, or
- Loading unlicensed software onto a Genworth computer (See the *Controllorship* policy on page 19)

# Controllershship

## Policy Overview

### What Does It Mean?

At its core, controllershship is a system of checks and balances that enables Genworth to provide accurate and complete information about its 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; and
- (3) **Preservation of required documents and records**, including all documents that are relevant to pending or reasonably foreseeable litigation, audits, or investigations.

### Why Is It Important?

Genworth stockholders, as well as other constituents, rely on the information the Company provides 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 financial and other information is recorded, retained, and reported.

### Who Should Pay Special Attention To This Policy?

All individuals engaged to work on Genworth's behalf

### What Are 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.

**Asset Utilization and Protection:** Adhere to controls to safeguard Genworth's physical, financial, and intellectual property assets. (If your Genworth engagement involves use of Company equipment, personal use of the same is limited and must comply with 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:** Adhere to Genworth's applicable policies and procedures for record management and retention during your engagement.

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

## A Few Red Flags

### Inaccuracy and Inconsistency

- Inaccurate financial records, such as overstated travel expense reports, or erroneous time sheets or invoices,
- False, exaggerated, or misleading statements, whether oral or written (in e-mail, reports, presentations, or other documents),
- Circumventing review and approval procedures, or

### Careless Document Handling

- Careless disposal of documents, without regard to what is being discarded or whether the documents are subject to any legal preservation requirement



# Supplier Relationships

## Policy Overview

### What Does It Mean?

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.

Likewise, Genworth expects its suppliers to adhere to applicable legal requirements in their business relationships, including those with their employees, their local communities, and with the Company.

### Why Is It Important?

Genworth suppliers often are integral to the Company's ability to meet customer needs. Genworth recognizes that the quality of products and services provided by its suppliers may well affect its own.

### Who Should Pay Special Attention To This Policy?

All individuals engaged to work on Genworth's behalf

### What Are Your Responsibilities?

**Compliance:** Comply with applicable laws and regulations governing supplier relationships. Ensure that any potential supplier considered by Genworth complies 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 23).

**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 Genworth supplier, particularly if you are or could be in a position to affect Genworth business decisions related to the supplier. (See the *Conflicts of Interest* policy on page 23 and other applicable Company policies).

**Protecting Confidential/Proprietary Information:** If you believe that Genworth will need to (1) disclose confidential or proprietary information to, or (2) receive confidential or proprietary information from a supplier, seek direction from the Genworth contact responsible for your engagement.

**Protecting Personally Identifiable Information:** If you believe that Genworth will need to disclose personally identifiable information to a supplier, seek direction from the Genworth contact responsible for your engagement.

## A Few Red Flags

### 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 greater than nominal value, and (2) directing business to a supplier owned or managed by a relative or close friend (See the *Conflicts of Interest* policy on page 23),

### Supplier Facilities

Watch for:

- Unsafe conditions in supplier facilities, or workers who appear to be underage or subject to coercion, or
- Apparent disregard for basic human rights and environmental standards in supplier facilities



# Fair Employment Practices: Equal Employment Opportunity

## Policy Overview

### What Does It Mean?

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.

**Genworth prohibits unlawful harassment**, which is unwelcome verbal or physical conduct based on race, color, national origin, religion, gender, age, disability, genetic information, status as a covered veteran, or any other protected category 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.

### Why Is It Important?

Genworth believes that its commitment to a culture of inclusion, tolerance, and respect is essential to its success in the marketplace and its ability to impact the communities in which it operates.

### Who Should Pay Special Attention To This Policy?

All individuals engaged to work on Genworth's behalf

### What Are Your Responsibilities?

**Equal Treatment:** Extend equal treatment to all individuals without regard to race, color, national origin, religion, gender, age, disability, genetic information, status as a covered veteran, or other characteristic protected by federal law, sexual orientation, gender identity, marital status, or any other characteristic protected by state law.

**Unlawful Harassment:** You should not engage in unlawful harassment of any kind during your Genworth engagement.

### Reporting Workplace Harassment (Complaint

**Procedures):** If you feel you have been a victim of unlawful harassment, including sexual harassment (or have reason to believe that someone else has been a victim of harassment) during and/or related to a Genworth engagement, you are required to report the concern immediately using your employer's channel for reporting complaints of this nature. In the alternative, the matter can be reported using one of several Genworth channels, including the Genworth contact responsible for your engagement, a Genworth human resources representative, or a Company Ombudsperson.

Genworth will investigate these complaints promptly, thoroughly, and, to the fullest extent feasible, confidentially.

*Note: Nothing in this Policy alters the fact that contractors and other third parties are not employees of Genworth.*

## A Few Red Flags

### 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, or
- Jokes, pictures, or objects that ridicule or reasonably would offend individuals of a particular gender, race, ethnic group etc.

# Conflicts of Interest

## Policy Overview

### What Does It Mean?

A conflict of interest occurs when activities that are not associated with your affiliation with Genworth actually interfere or reasonably appear to interfere with responsibilities related to your Genworth engagement or the Company's interests.

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 Is It Important?

Genworth business decisions must be made and resources utilized in ways that serve the best interest of the Company.

### Who Should Pay Special Attention To This Policy?

All individuals engaged to work on Genworth's behalf

### What Are 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).

**Questionable Activities:** Exercise good judgment in your personal affairs and avoid actions or relationships that potentially could (1) interfere or appear to interfere with responsibilities related to your Genworth engagement, 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, if applicable) appropriately – none of these should be used for personal gain. (See the *Intellectual Property* policy on page 18 and the *Controllership* policy on page 19).

**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 Genworth competitor, customer, or supplier, particularly if you are or could be in a position to affect Genworth business decisions related to them. (See the *Supplier Relationships* policy on page 20 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.

## A Few Red Flags

### 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,
- Using Company equipment or material in furtherance of your personal interests,
- Misusing Genworth resources or your affiliation with the Company to promote or assist an outside business or not-for-profit activity,

### Gifts or Favors

- Receiving gifts that exceed nominal value from Genworth competitors, customers, or suppliers while you are in a position to affect Genworth business decisions related to them, or

### Personal Relationships

- Engaging in personal relationships that may appear to interfere with responsibilities related to your Genworth engagement or to compromise the Company's interests

# Genworth Service Provider Acknowledgment

Your signature on the attached Genworth Service Providers Acknowledgment affirms that you:

- have received and reviewed the "Integrity First – A Guide For Contractors" document that describes Genworth policies;
- agree not to misuse Genworth proprietary or confidential information;
- agree to report integrity concerns to the Genworth contact responsible for your engagement or a Genworth Ombudsperson, or, for allegations of unlawful harassment, through your employer's channels for reporting complaints of this nature; and
- agree to contact a Genworth Ombudsperson to ask questions if you would like additional information regarding Company policies.

Please return the Genworth Service Provider Acknowledgment form to your employer. If you have contracted directly with Genworth, please return the Genworth Service Provider Acknowledgment form to the Genworth contact responsible for your engagement.



# Genworth Service Provider Acknowledgment

I hereby acknowledge that I have received the document entitled: "Integrity First - A Guide For Contractors."

I understand that I am required to comply with the policies described in this document during a Genworth engagement or while working on behalf of Genworth Financial, Inc. including any affiliate thereof (hereafter "Genworth" or the "Company").

Also, in consideration of my engagement by Genworth, I agree not to use, publish or otherwise disclose to anyone (except as my Genworth engagement may require), either during or after my Genworth engagement, any confidential or proprietary information or data of Genworth, or any information or data of others that Genworth is obligated to maintain in confidence. I understand that any information, ideas, or inventions made or conceived by me during and within the scope of my Genworth engagement are the property of Genworth, unless such rights are articulated in a separate agreement between Genworth and either me or my employer.\*

At the end of my Genworth engagement, I agree to deliver promptly to the Company all items that belong to Genworth, including, without limitation, all written and other materials of a confidential or a proprietary nature relating to the business of Genworth.

I understand that if I am unsure about what information is considered proprietary or confidential, or if I am unsure of my obligations under this agreement, I will ask the Genworth contact responsible for my engagement or a Genworth Ombudsperson for clarification.

I agree to report any integrity concerns to the Genworth contact responsible for my engagement or a Company Ombudsperson, or, for allegations of unlawful harassment, through my employer's channels for reporting complaints of this nature.

I confirm that I have no agreements with or obligations to others in conflict with the above.

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Signature

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Date

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Printed Name

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Genworth Engagement Location  
(if applicable)

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Witness

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Date

\* If you have an individual contract / consulting agreement with Genworth, you may have further obligations.  
Please refer to your individual agreement for specific details.

Genworth Financial, Inc.  
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