



**CALIFORNIA DEPARTMENT OF INSURANCE
2014 GOVERNING BOARD DIVERSITY SURVEY**

Report Type: **Group**

Group / NAIC Code: **65536**

Group / Company Name: **Genworth Life and Annuity Insurance Company**

1. Please provide the name of the public, U.S. - based Board of Directors that represents the ultimate controlling party of the insurance group:

Genworth Financial, Inc.

2. How many people:

a) Serve on this Board of Directors? **10**

b) Of those in "a)", how many identify as:

i. Women **3**

ii. Men **7**

c) Of those in "a)", how many:

i. Are Disabled Veterans? **0**

ii. Publicly Identify as LGBT (Lesbian, Gay, Bisexual, and / or Transgender)? **0**

d) Of those in "a)", how many identify as:

i. American Indian? **0**

v. Multi-Ethnic? **0**

ii. African American? **0**

vi. Caucasian? **0**

iii. Asian Pacific Islander? **0**

vii. Other? **10**

iv. Hispanic / Latino? **0**

3. Of the board members identified in "b) i; c) i-ii, and d) i-v", how many:

a) Currently serve as an officer of the corporation? **0**

b) List of all positions currently held by these board members (i.e. chair, vice chair, secretary).

Certain of the Board Members Identified in 2 b) i, serve on the Audit Committee, Legal & Public Affairs Committee, Management Development & Compensation Committee and Nominating and Corporate Governance Committees

c) Currently serve as an chair of a board committee? **1**

d) List of all committees currently chaired by these board members (i.e. nomination committee, governance committee).

Management Development & Compensation

4. Do governing board members serve under term limits?

NO

If yes, description of the term limits (including the number of years per term and if there is a maximum number of terms one can serve on the board).

Question 4. No. The board does not believe that arbitrary term limits on directors' service are appropriate, nor does it believe that directors should expect to be renominated annually until they reach the mandatory retirement age. The board self-evaluation process described in the document described below will be an important determinant for board tenure. Directors generally will not be nominated for election to the board after their 73rd birthday, although the board may nominate candidates over 73 for special circumstances. These and other important principles have been approved by the board of directors and, along with the charters and key practices of the board committees, provide the framework for the governance of Genworth Financial, Inc. The board recognizes that there is an ongoing and energetic debate about corporate governance, and it will review these principles and other aspects of Genworth governance annually or more often if deemed necessary and may update or revise (in whole or in part) these principles from time to time. All of these principles are contained in the "Governance Principals Genworth Financial, Inc., which is available at [http://investor.genworth.com/files/doc_downloads/Governance%20Documents/Genworth%20Governance%20Principles%20\(December%2012,%202013\).pdf](http://investor.genworth.com/files/doc_downloads/Governance%20Documents/Genworth%20Governance%20Principles%20(December%2012,%202013).pdf)

If no, the average number of years served by the current governing board:

4.7

5. Is diversity one of the attributes within the formal evaluation criteria by the nomination committee and by the board when considering prospective board members?

YES

6. Does the mission statement of the governing board and / or any of its committees include the goal of increasing and / or improving diversity amongst its governing board members?

YES

If yes, indicate where this language can be found (including mission statement language).

In Genworth's Governance Principals, Section 3. entitled "Qualifications" requires that Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the stockholders. They must also have an inquisitive and objective perspective, practical wisdom and mature judgment. We endeavor to have a board representing diverse experience at policy-making levels in business, government, education and technology, and in areas that are relevant to the company's global activities. The Nominating and Corporate Governance Committee has the following authority and responsibilities as set out in its Charter, which can be found online at : http://investor.genworth.com/files/doc_downloads/Governance%20Documents/Genworth%20NCGC%20Charter.pdf"1. To lead the search for individuals qualified to become members of the board of directors. The committee shall propose director nominees to the board of directors, and the board of directors shall select director nominees to be presented for stockholder approval at the annual meeting. The committee shall select individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the board, in collectively serving the long-term interests of the stockholders."As further stated in Genworth's Notice of Annual Meeting and Proxy Statement for 2014, on Page 20, (available online at <http://investor.genworth.com/investors/sec-filings/proxy-statements/default.aspx>) referencing the Nominating and Corporate Governance Committee:"The Nominating Committee makes recommendations to our Board of Directors of candidates for election to our Board, and our Board of Directors nominates director candidates and makes recommendations to our stockholders. This committee will consider all stockholder recommendations for candidates for the Board, which should be sent to the Nominating and Corporate Governance Committee, c/o Leon E. Roday, Secretary, Genworth Financial, Inc., 6620 West Broad Street, Building #1, Richmond, Virginia 23230.The Nominating Committee believes all director nominees should meet certain qualifications and possess certain qualities or skills that, when considered in light of the qualities and skills of the other director nominees, assist the Board in overseeing our operations and developing and pursuing its strategic objectives. The Nominating Committee believes each director nominee should at a minimum:• possess the highest personal and professional ethics, integrity and values;• be committed to representing the long-term interests of our stockholders;• have an inquisitive and objective perspective, practical wisdom and mature judgment;• bring a distinct skill set of value to our Board and the company when viewed alone and in combination with other directors;• be willing and able to devote sufficient time to carrying out his or her duties and responsibilities effectively; and• be committed to serve on our Board for an extended period of time.The Nominating Committee, as a matter of practice, takes diversity factors into account when considering potential director nominees. The company does not have a formal policy on Board diversity. The qualifications, qualities and skills required for directors are further set forth in Section 3 of Genworth's Governance Principles, which are available on our website."In addition to the above, all Genworth Directors, officers and employees must act ethically at all times and are required to follow Genworth Policies contained in Genworth's Code of Ethics, "Integrity First." A description of our Code of Ethics can be found online at: <http://investor.genworth.com/investors/corporate-governance/code-of-business-conduct-and-ethics/default.aspx>.

