

GENWORTH HOLDINGS, INC.

SOLICITING BROKER FORM

Pursuant to the Consent Solicitation

All capitalized terms used herein and not defined herein shall have the meaning ascribed to them in the Consent Solicitation Statement, dated July 24, 2019 (as it may be amended or supplemented from time to time, the “*Statement*”) with respect to the solicitation of consents by Genworth Holdings, Inc. (the “*Company*”) to amend its indentures governing the Notes set forth in the table below (collectively referred to herein as the “*Notes*”). Capitalized terms defined in the Statement and used (but not otherwise defined) herein are used herein as so defined.

As described in the Statement, with respect to any Consent in respect of a series of Notes accepted by the Company, the Company will also pay the relevant soliciting broker a fee of \$2.50 per \$1,000 principal amount of Notes of such series to which the Consent relates, provided that such fee will only be paid with respect to the first \$200,000 aggregate principal amount of each series of Notes for which a Consent is provided by any individual Holder (the “*Soliciting Broker Fee*”). The payment of the Soliciting Broker Fee with respect to a series of Notes is subject to receipt of the Requisite Consents and satisfaction of the other conditions to the Consent Solicitation set forth in the Statement. The Soliciting Broker Fee will be paid to retail brokers that are eligible to receive this fee pursuant to the terms and conditions in the Statement under the heading “*Soliciting Broker Fee.*” **Soliciting brokers are not eligible to receive a Soliciting Broker Fee with respect to the Notes beneficially owned by such soliciting broker or with respect to any Notes that are registered in the name of a soliciting broker unless such Notes are held by such soliciting broker as nominee and the related Consent is delivered on behalf of the Beneficial Owner of such Notes.**

Each soliciting broker will confirm that each Holder that it solicits has received a copy of the Statement, or concurrently with such solicitation provide the Holder with a copy of the Statement. No assumption is made, in making payment to any soliciting broker, that its activities in connection with the Consent Solicitation included any activities other than those described in this paragraph. Soliciting brokers should take care to ensure that proper records are kept to document their eligibility to receive any Soliciting Broker Fee. The Company and the Tabulation Agent reserve the right to require additional information at our discretion, as deemed warranted. Additionally, the Company reserves the right to (i) audit any soliciting broker to confirm *bona fide* submission of this form and (ii) withhold any amounts from any Soliciting Broker Fee that the Company is required to withhold and pay in order to comply with applicable tax laws and regulations. Holders will not be obligated to pay brokerage fees or commissions or the fees and expenses of the Solicitation Agent, the Depository or the Information Agent in connection with the Consent Solicitation.

The Depository for the Consent Solicitation is:

Global Bondholder Services Corporation

By Hand Before 5:00 p.m.:

By Overnight Courier:

By Registered or Certified Mail:

Global Bondholder Services Corporation
65 Broadway – Suite 404
New York, NY 10006

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65 Broadway – Suite 404
New York, NY 10006

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65 Broadway – Suite 404
New York, NY 10006

By Facsimile Transmission (for Eligible Institutions Only): (212) 430-3775

To Confirm by Telephone or for Information Call: (212) 430-3774

Email: contact@gbsc-usa.com

THIS FORM MUST BE DELIVERED TO AN ADDRESS, OR TRANSMITTED VIA FACSIMILE, AS SET FORTH ABOVE.

To avoid or reduce applicable backup and other U.S. withholding taxes on payments of the Soliciting Broker Fee, each broker should also submit to the Depository, prior to the applicable Settlement Date, the applicable Internal Revenue Service (“*IRS*”) forms described below.

SOLICITING BROKER FORM

PAYMENT DETAILS

Name of Firm: _____

Attentions: _____

Address: _____

Phone Number: _____

Taxpayer Identification: _____

Signature: _____

(Medallion Stamp Required)

By signing this form you hereby confirm that your request for the Soliciting Broker Fee is *bona fide* and has been made on behalf of accounts for separate individual beneficial owners delivering Consents with respect to the Notes. Failure to properly complete and execute this form will render the form defective and the Company will not honor your request.

Prior to the applicable Settlement Date (i) each broker that is a “United States person” within the meaning of Section 7701(a)(30) of the Internal Revenue Code of 1986, as amended, should provide to the Depository a properly completed and duly executed IRS Form W-9, and (ii) each broker that is not a “United States person” should provide to the Depository a properly completed and duly executed applicable IRS Form W-8BEN-E or W-8ECI, as applicable. Each of the forms referenced in the preceding sentence can be found on the IRS website: www.irs.gov. Failure to timely provide the applicable form by any broker, may result in amounts being withheld by the Company from the payment of the Soliciting Broker Fee payable to such broker.

Consents Delivered

CUSIP	Title of Security	Participant Number	VOI Number	Principal Amount Consented
37247DAM8	7.700% Senior Notes due 2020			
37247DAN6	7.20% Senior Notes due 2021			
37247DAP1	7.625% Senior Notes due 2021			
372491AA8	4.900% Senior Notes due 2023			
372491AF7	4.900% Senior Notes due 2023			
372491AB6	4.800% Senior Notes due 2024			
372491AG5	4.800% Senior Notes due 2024			
37247DAB2	6.500% Senior Notes due 2034			
37247DAG1	6.15% Fixed-to-Floating Rate Junior Subordinated Notes due 2066			

Any questions as to what constitutes beneficial ownership should be directed to the Depository. The acceptance of compensation by such soliciting broker will constitute a representation by it that (1) it has complied with the applicable requirements of the Securities Exchange Act of 1934, as amended, and the applicable rules and regulations thereunder, in connection with such solicitation; (2) it is entitled to such compensation for such solicitation

under the terms and conditions of the Statement; (3) in soliciting delivery of Consents with respect to the Notes, it has used no solicitation materials other than those furnished by the Company; and (4) if it is a foreign broker or dealer not eligible for membership in the Financial Industry Regulatory Authority, Inc. (“*FINRA*”), it has agreed to conform to conform to FINRA’s Rules of Fair Practice in soliciting tenders or consents outside the United States to the same extent as though it were a FINRA member.

[W-9 Form]