



Genworth Financial, Inc.



GNW NYSE

Insurance - Multiline

Market Capitalization USD:

\$2,816.71 mm

CONCERN LEVEL: LOW

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration. 
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Michael D. Fraizer

Age: 53

CEO Since: 2004

	2009	2010	2011
Base Salary	\$1,121,403	\$1,121,403	\$1,121,403
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$1,700,000	\$1,000,000	\$993,072
Benefits and Perquisites	\$121,693	\$171,379	\$205,428
TOTAL ANNUAL COMPENSATION	\$2,943,096	\$2,292,782	\$2,319,903
Increase in Post-Retirement Benefits	\$365,090	\$441,000	\$724,226
Stock Option Awards	\$3,944,000	\$4,198,480	\$1,248,000
Stock Awards	\$0	\$0	\$0
TOTAL COMPENSATION	\$7,252,186	\$6,932,262	\$4,292,129
Median of Other Named Executive Officers Total Compensation	\$2,533,620	\$2,433,396	\$1,797,956
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$0	\$424,710	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$424,710	\$0

Proxy Date: 4 Apr 2012

Annual Meeting Date: 17 May 2012

Equity Reserves: 7.00%

Stock Option Run Rate: 0.64%

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Performance Comparison

■ S&P500 ■ Industry ■ GNW



Peer Comparisons (TRBC) = Insurance - Multiline

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
GNW	Genworth Financial, Inc.	\$7,252,186	\$6,932,262	\$4,292,129	\$2,816,712,669
HIG	Hartford Financial Services Group, Inc. (The)	\$9,154,356	\$10,601,860	\$7,938,307	\$7,189,408,846
AIZ	Assurant, Inc.	\$6,444,198	\$7,869,488	\$9,389,340	\$3,381,953,326
HCC	HCC Insurance Holdings, Inc.	\$4,593,641	\$9,330,071		\$2,975,500,000
ANAT	American National Insurance Company	\$22,325,432	\$16,483,156	\$18,944,550	\$1,857,373,917
KMPR	Kemper Corporation	\$2,310,761	\$3,502,451	\$3,354,031	\$1,448,614,196

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Aetna, Inc., Hartford Financial Services Group, Inc., Protective Life Corporation, Aflac, Inc., Lincoln National Corporation, Prudential Financial, Inc., Ameriprise Financial, Inc., Manulife Financial Corporation, Raymond James Financial, Inc., AON Corporation, Marsh & McLennan Companies, Inc., Sun Life Financial Inc., Assurant, Inc., MGIC Investment Corporation, Torchmark Corporation, The Chubb Corporation, Principal Financial Group, Inc., Unum Group, Cigna Corporation, The Progressive Corporation, XL Capital Ltd (now XL Group PLC)

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
James S. Riepe	Chairman	68	Male	6	Outside
James A. Parke	Member	66	Male	8	Outside
Nancy J. Karch	Member	64	Female	7	Outside
Steven W. Alesio	Member	58	Male	2	Outside

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