

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

NOTICE OF EXEMPT SOLICITATION

Submitted Pursuant to Rule 14a-6(g)

(Amendment No. \_\_\_\_)

1. Name of the Registrant:

Genworth Financial, Inc. [CIK: 1276520]

2. Name of Person Relying on Exemption:

Scott Klarquist

3. Address of Person Relying on the Exemption:

Available Upon Request

4. Written Material. The following written materials are attached:

Letter to Genworth Shareholders.

\* \* \*

Written materials are submitted voluntarily pursuant to Rule 14a-6(g)(1) promulgated under the Securities Exchange Act of 1934. This is not a solicitation of authority to vote your proxy. The cost of this filing is being borne entirely by the filer.

PLEASE NOTE: I am NOT asking for your proxy card and cannot accept your proxy card. Please DO NOT send me your proxy card.

(Written material follows)

**Open Letter to Genworth Shareholders:**

March 26, 2026

Dear Fellow Genworth Shareholders,

Reference is made to the preliminary proxy statement, dated March 24, 2026, regarding the annual meeting of shareholders (the "Meeting") of Genworth Financial, Inc. ("GNW" or the "Company"), to be held on Wednesday, May 20, 2026. On February 5, 2026, I submitted (as a record holder of GNW stock) four (4) draft proposals (the "Proposals") to be voted on at the Meeting pursuant to Section 2 of the Company's bylaws, regarding the following: **(i) Enact Stake Strategic Alternatives, (ii) Proxy Access, (iii) CEO Succession Planning Disclosure and (iv) In-Person Annual Meeting Option for Shareholders**. (Please see the full text of the Proposals attached at the end of this letter.) Note that these are the same four proposals that I submitted to the Company a year ago for the 2025 annual meeting, which Genworth rejected out-of-hand (with zero substantive outreach to, or discussion with, me) based on legal technicalities cited by their overpriced attorneys (the lawyers claimed the draft proposal submission did not comply with the Bylaws in various respects). This year I again submitted the Proposals, but went out of my way to painstakingly address every claimed bylaw "infraction" that Genworth (through Sidley Austin LLP, or "Sidley") asserted was committed a year ago. And (surprise!) they have again refused to include the Proposals in the 2026 proxy statement, based upon even more spurious (and, frankly, ludicrous) supposed technical bylaw "infractions".

Below are the grounds our Company is using to prevent shareholders from voting on the Proposals at the 2026 Annual Meeting:

1. The first reason Sidley claims that the Proposals were not submitted in accordance with the Bylaws is as follows: "Section 2.12(a)(3)(B)(i) of the Bylaws requires the Notice Letter to include "a reasonably brief description of . . . the reasons for conducting such business at the meeting." The Notice Letter states that the "reason for conducting such business at the meeting" is to allow GNW shareholders to vote on the foregoing at the 2026 annual meeting." This reason is circular, non-substantive, and non-responsive because it does not set forth with particularity the reasons for conducting each of the Proposals." **RESPONSE:** THE BYLAWS CONTAIN NO REQUIREMENT THAT THAT THE "REASON(S) FOR CONDUCTING SUCH BUSINESS" BE DESCRIBED "WITH PARTICULARITY" - SIDLEY HAS SIMPLY INVENTED THIS BYLAW "REQUIREMENT" OUT OF WHOLE CLOTH (IN FACT, "REASONABLY BRIEF" IS THE DIRECT OPPOSITE OF "WITH PARTICULARITY"). THE REASON SET FORTH IN MY SUBMISSION (TO ALLOW SHAREHOLDERS TO VOTE ON THE PROPOSALS) IS BOTH SUBSTANTIVE AND NON-CIRCULAR. AND, MOST IMPORTANTLY, "REASONABLY BRIEF"!

2. The second reason Sidley claims that the Proposals were not submitted in accordance with the Bylaws is that "certain legal legends [were not] included with [my] written communication that constitutes a solicitation" (citing an X.com post and a personal YouTube video I made about Genworth). **RESPONSE:** UNFORTUNATELY, SIDLEY IS INCORRECT IN CLAIMING THAT THIS VIOLATES THE BYLAWS, SINCE THESE DO NOT CONSTITUTE "SOLICITATIONS" UNDER THE EXCHANGE ACT OR THE RULES AND REGULATIONS

ISSUED THEREUNDER, AS THERE WAS NO INDICATION AT THE TIME THEY WERE MADE THAT THE PROPOSALS WOULD ACTUALLY BE INCLUDED IN GENWORTH'S 2026 PROXY STATEMENT (IF ANYTHING, ALL EVIDENCE FROM 2025 INDICATED EXACTLY THE OPPOSITE). IN ANY EVENT, GENWORTH HAS NO STANDING TO UNILATERALLY DETERMINE WHETHER SUCH COMMUNICATIONS CONSTITUTE "SOLICITATIONS", SINCE THEY ARE NOT THE SEC (OR A COURT OF COMPETENT JURISDICTION)! FURTHERMORE, THERE IS NO NEXUS BETWEEN WHETHER A SUPPOSED "SOLICITATION" HAS A LEGAL LEGEND ATTACHED TO IT AND THE QUESTION AS TO WHETHER GENWORTH OR ITS ATTORNEYS HAVE RECEIVED PROPER NOTICE OF THE PROPOSALS (THE "LEGAL LEGEND" REQUIREMENT IS SUPPOSED TO PROTECT INVESTORS, NOT THE ISSUER OR ITS LAWYERS). THIS IS YET ANOTHER SMOKE-SCREEN BY GENWORTH'S LAWYERS TO EXCUSE THE COMPANY FROM COMPLYING WITH ITS BYLAWS AND INCLUDING THE PROPOSALS IN THE PROXY.

3. The last reason Sidley claims that the Proposals were not submitted in accordance with the Bylaws regards a catch-all provision in the bylaws that requires the submitter to provide all information that might be required to be included in a proxy statement or a Form 13D if such documents were filed with the SEC by the submitter regarding the Proposals. **RESPONSE:** THIS IS AN EXTREMELY BROAD BYLAW PROVISION THAT IS BASICALLY IMPOSSIBLE TO SATISFY PERFECTLY (AT LEAST, WHEN THE COMPANY OR ITS LAWYERS WANT TO DENY INCLUSION OF CERTAIN PROPOSALS IN THEIR PROXY STATEMENT), SINCE IT REQUIRES THAT THE SUBMITTER CONJURE UP AN IMAGINARY FUTURE HYPOTHETICAL SCENARIO WHERE SUCH EDGAR SUBMISSIONS WERE NECESSARY AND THEN TO PROVIDE ALL INFORMATION TO BE INCLUDED IN SAID SUBMISSIONS (WITHOUT ANY INACCURACIES, CONFLICTING STATEMENTS OR OMISSIONS). COMICALLY, ONE OF THE SUPPOSED "OMISSIONS" IN MY SUBMISSION WAS THAT I FAILED TO INCLUDE AN ESTIMATE OF HOW MUCH I WOULD EXPECT TO SPEND IN SUCH A PROXY SOLICITATION (AS IF THAT WERE EITHER GERMANE TO WHETHER THE COMPANY RECEIVED PROPER NOTICE OF THE PROPOSALS OR, IN FACT, EVEN KNOWABLE!) AGAIN, GENWORTH HIDES BEHIND ITS LAWYERS TO REJECT A CLEARLY COMPLIANT SUBMISSION OF ANNUAL MEETING PROPOSALS BY A RECORD OWNER OF ITS STOCK. SIMPLY PUT, GENWORTH'S MANAGEMENT COULD NOT CARE LESS ABOUT SHAREHOLDER VIEWS!

For your reference, the Proposals concern vital matters affecting our investment in our Company. Regarding Item (i) (Enact Stake Strategic Alternatives), for example, as of yesterday Genworth's enterprise value (equity value plus net debt at the Holdco level) of \$3.7 billion was equal to just 81% of the value of Genworth's stake in Enact (valued by the market at just over \$4.6 billion), a significant discount. In other words, the value of the Enact stake minus GNW's holdco net debt yields a value of approximately \$10.46 per GNW share, compared to GNW's recent stock price around \$8.16/share. **Presumably much of this discount would disappear, however, if our Company were to commit to spinning off a majority of this stake to shareholders in a tax-free transaction. In effect, management's unwillingness to consider such a spinoff renders us (the true owners of the Company) permanently poorer.** The other three Proposals also concern matters of key importance to any rational Genworth shareholder. Presumably, such a shareholder would at least want the opportunity to vote on said matters at least once per decade or so-and, presumably, a Company that actually valued its true owners would want to know their collective opinion regarding the same! Not at Genworth, it seems.

Over the past few years, my repeated attempts to engage in discussion with the company regarding the Proposals and other matters (such as the Company's irrational and bloated executive compensation scheme) have proven fruitless, despite the assurances from their lawyers that Genworth "welcomes engagement with its stockholders" (March 5, 2026 letter from Sidley to me). All I have received from our company is radio silence. **WHY DOES GNW'S BOARD AND MANAGEMENT HAVE SUCH APPARENT DISDAIN FOR SHAREHOLDER INPUT ON THESE SUBJECTS? MOREOVER, WHY IS "SHAREHOLDER DEMOCRACY" SEEMINGLY AN OXYMORON IN THE MINDS OF GENWORTH'S MANAGEMENT AND (NO DOUBT UPON INSTRUCTIONS) ITS ATTORNEYS?**

As I mentioned in my previous open letters (for which, please see my other Genworth EDGAR filings), our Company belongs to its owners, the shareholders, and NOT to entrenched and unresponsive upper management. **If you are (as I am) outraged that Genworth's upper management apparently has no interest in allowing the company's true owners to vote on the Proposals, I hope you will consider voting AGAINST all of Genworth's supposedly "independent" directors at this year's annual meeting.** Please also vote AGAINST the "Say on Pay" vote on compensation, to send a firm message that the status quo at Genworth (where management's annual cash incentive pay is inordinately high, apparently without regard to what happens to shareholders) is **JUST NOT GOOD ENOUGH.**

**AS ALWAYS, YOU ARE STRONGLY URGED TO CONTACT THE FOLLOWING AT THE COMPANY AND LET THEM KNOW YOUR VIEWS - THANK YOU VERY MUCH:**

1. GNW IR: InvestorInfo@genworth.com
2. GNW Corporate Secretary: Michael.McCullough@genworth.com

**FULL TEXT OF SHAREHOLDER-SUBMITTED ANNUAL MEETING PROPOSALS:**

PROPOSAL [4]: ENACT STAKE STRATEGIC ALTERNATIVES: "RESOLVED, that the shareholders of the Company request that the Board promptly form a special committee of the Board, comprised solely of independent Board directors, to consider potential strategic alternatives for the Company's ownership stake in Enact Holdings, Inc. (ticker: ACT), which as of December 31, 2025 totaled 115,223,783 shares of ACT stock, including without limitation whether it would be in the best interests of the Company's shareholders to spin off a majority of such stake in a tax-free transaction to shareholders and, further, that such special committee report back to the Company's shareholders periodically in a timely manner (no less often than once every six months) updating the shareholders on the status of committee's deliberations."

PROPOSAL [5]: PROXY ACCESS: "RESOLVED, that the shareholders of the Company request that the Board promptly amend the Company's articles and/or bylaws (as appropriate) to enable proxy access to nominate directors for certain groups of beneficial shareholders

along the following lines:

- Ownership threshold: maximum requirement of not more than three percent (3%) of the voting power for any nominating group;
- Ownership duration: maximum requirement of not longer than three (3) years of continuous ownership for each member of the nominating group;
- Aggregation: minimal or no limits on the number of shareholders permitted to form a nominating group; and
- Cap: cap on nominees of equal to twenty-five percent (25%) (or greater) of the total number of directors."

PROPOSAL [6]: DISCLOSURE REGARDING CEO SUCCESSION PLANNING POLICY: "RESOLVED, that the shareholders of the Company request that the Board include in each annual proxy statement a fulsome discussion of the Company's succession planning for the Chief Executive Officer disclosing, at a minimum, whether the Board has interviewed any potential successor CEO candidates and a prospective timeline for the retirement of the existing CEO."

PROPOSAL [7]: IN-PERSON OPTION FOR SHAREHOLDERS TO ATTEND ANNUAL MEETING: "RESOLVED, that the shareholders of the Company request that the Board include in each annual proxy statement a proposed annual meeting itinerary that would enable beneficial shareholders of the Company who wish to attend the Company's annual meeting in person (rather than via webcast) the option to do so."

Source:

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