



Industry Canada

Industrie Canada

Certificate
of Amendment

Certificat
de modification

Canada Business
Corporations Act

Loi canadienne sur
les sociétés par actions

Genworth MI Canada Inc.

717902-2

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the
above-named corporation were amended:

Je certifie que les statuts de la société
susmentionnée ont été modifiés:

- a) under section 13 of the Canada
Business Corporations Act in
accordance with the attached notice;
- b) under section 27 of the Canada
Business Corporations Act as set out in
the attached articles of amendment
designating a series of shares;
- c) under section 179 of the Canada
Business Corporations Act as set out in
the attached articles of amendment;
- d) under section 191 of the Canada
Business Corporations Act as set out in
the attached articles of reorganization;

- ☐ a) en vertu de l'article 13 de la Loi
canadienne sur les sociétés par
actions, conformément à l'avis ci-joint;
- ☐ b) en vertu de l'article 27 de la Loi
canadienne sur les sociétés par
actions, tel qu'il est indiqué dans les
clauses modificatrices ci-jointes
désignant une série d'actions;
- ☒ c) en vertu de l'article 179 de la Loi
canadienne sur les sociétés par
actions, tel qu'il est indiqué dans les
clauses modificatrices ci-jointes;
- ☐ d) en vertu de l'article 191 de la Loi
canadienne sur les sociétés par
actions, tel qu'il est indiqué dans les
clauses de réorganisation ci-jointes;

Richard G. Shaw
Director - Directeur

June 30, 2009 / le 30 juin 2009

Date of Amendment - Date de modification



Industry Canada Industrie Canada

Canada Business Loi canadienne sur les
Corporations Act sociétés par actions

ELECTRONIC TRANSACTION
REPORT

RAPPORT DE LA TRANSACTION
ÉLECTRONIQUE

ARTICLES OF AMENDMENT CLAUSES MODIFICATRICES
(SECTIONS 27 OR 177) (ARTICLES 27 OU 177)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

1.	Name of Corporation - Dénomination de la société Genworth MI Canada Inc.	2.	Corporation No. - N° de la société 717902-2
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3. The articles of the above-named corporation are amended as follows:
Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

The Corporation amend its articles to provide for a class of preferred shares issuable in series and a class of special share.

The authorized capital of the Corporation consists of:

- (a) an unlimited number of common shares (the "Common Shares");
- (b) an unlimited number of preferred shares (the "Preferred Shares") issuable in series; and
- (c) one special share (the "Special Share").

The rights, privileges, restrictions and conditions attaching to the Common Shares, Preferred Shares and the Special Share are set forth in Schedule "A" to these Articles of Amendment.

Schedule "A"

Articles of Amendment

GENWORTH MI CANADA INC.

Share Provisions

1. Common Shares

The Common Shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

1.1 The holders of the Common Shares shall be entitled to one vote for each Common Share held at all meetings of shareholders of the Corporation, other than meetings at which only the holders of another class or series of shares are entitled to vote separately as a class or series.

1.2 The holders of the Common Shares shall be entitled to receive any dividend declared by the Corporation in respect of the Common Shares.

1.3 The holders of the Common Shares shall be entitled to receive, subject to the rights of the holders of another class of shares, the remaining property and assets of the Corporation available for distribution, after payment of liabilities, upon the liquidation, dissolution or winding-up of the Corporation.

2. Preferred Shares

The Preferred Shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

2.1 The Preferred Shares may at any time and from time to time be issued in one or more series.

2.2 Subject to the Canada Business Corporations Act (the "Act"), the Directors may fix, before the issue thereof, the number of Preferred Shares of each series, the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of each series, including, without limitation, the consideration to be paid therefor, any voting rights, any right to receive dividends (which may be cumulative or non-cumulative

paid therefor, any voting rights, any right to receive dividends (which may be cumulative or non-cumulative and variable or fixed) or the means of determining such dividends, the dates of payment thereof, any terms and conditions of redemption or purchase, any conversion or exchange features or rights, any rights on the liquidation, dissolution or winding-up of the Corporation, and any sinking fund or other provisions, the whole to be subject to the issue of a certificate of amendment setting forth the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of the series.

2.3 The Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, rank on a parity with the Preferred Shares of every other series and be entitled to preference over the Common Shares and any other shares ranking junior to the Preferred Shares with respect to priority in payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation. If any amount of cumulative dividends (whether or not declared) or declared non-cumulative dividends or any amount payable on any such distribution of assets constituting a return of capital in respect of the Preferred Shares of any series is not paid in full, the Preferred Shares of such series shall participate ratably with the Preferred Shares of every other series in respect of all such dividends and amounts in accordance with the amounts that would be payable with respect to such Preferred Shares if all such dividends were declared and paid in full or the sums that would be payable on such Preferred Shares on such a return of capital were paid in full, as the case may be.

3. Special Share

The Special Share shall have attached thereto, the following rights, privileges, restrictions and conditions:

3.1 The following terms shall have the following meanings in this Section 3:

(a) "Affiliate" (and, with a correlative meaning, "affiliated") means, with respect to any Person, any direct or indirect subsidiary of such Person, and any other Person that directly, or through one or more intermediaries, controls or is controlled by or is under common control with such first Person. As used in this Section 3, "control" (including with correlative meanings, "controlled by" and "under common control with") means possession, directly or indirectly, of power to direct or cause the direction of management or policies or the power to appoint and remove a majority of directors (whether through ownership of securities or partnership or other ownership interests, by contract or otherwise).

(b) "Genworth Financial, Inc." means Genworth Financial, Inc., a corporation governed by the laws of the State of Delaware, and its successors.

(c) "outstanding Common Shares" means, at any time, the number of Common Shares issued and outstanding at the relevant time as reflected on the share register of the Corporation.

(d) "Person" shall be broadly interpreted and includes any individual, corporation, partnership, joint venture, limited liability company, association or other business entity and any trust, unincorporated organization or government or any agency or political subdivision thereof.

(e) "Subsidiary" or "subsidiary" means, with respect to any Person, any corporation, limited liability company, joint venture or partnership of which such Person (a) beneficially owns, either directly or indirectly, more than fifty percent (50%) of (i) the total combined voting power of all classes of voting securities of such entity, (ii) the total combined equity interests, or (iii) the capital or profit interests, in the case of a partnership; or (b) otherwise has the power to vote, either directly or indirectly, sufficient securities to elect a majority of the board of directors or similar governing body.

3.2 In this Section 3, a Person shall be deemed to beneficially own Common Shares which are beneficially owned by its Affiliates; provided that such Person shall not be deemed to beneficially own Common Shares which are beneficially owned by any Person directly or indirectly controlling Genworth Financial, Inc. or with whom Genworth Financial, Inc. is under direct or indirect common control.

3.3 The holder of the Special Share shall be entitled to receive notice of, to attend and speak at any meeting of the shareholders of the Corporation. Notwithstanding the foregoing, the holder of the Special Share shall not be entitled either to vote at any meeting of the shareholders of the Corporation or to sign a resolution in writing, other than:

(a) in respect of the right of the holder of the Special Share to nominate and elect directors in accordance

(a) in respect of the right of the holder of the Special Share to nominate and elect directors in accordance with Section 3.4; and

(b) as a separate class (i) pursuant to the rights granted under the Act and (ii) upon any proposed change to the minimum or maximum number of directors pursuant to paragraph 173(1)(m) of the Act.

3.4 The holder of the Special Share shall be entitled to nominate and elect directors of the Corporation as set forth below in paragraphs (a) to (e) of this Section 3.4. Each director so nominated and elected shall hold office until the close of the next annual meeting of voting shareholders of the Corporation or until his or her removal or resignation. For so long as the Special Share is issued and outstanding:

(a) for so long as the holder of the Special Share beneficially owns fifty percent (50%) or more of the outstanding Common Shares, the holder of the Special Share shall be entitled to nominate and elect to the board of directors that number of directors equal to $\frac{5}{9}$ of the total number of directors (rounded to the nearest whole number) comprising the board;

(b) for so long as the holder of the Special Share beneficially owns less than fifty percent (50%) but not less than forty percent (40%) of the outstanding Common Shares, the holder of the Special Share shall be entitled to nominate and elect to the board of directors that number of directors equal to $\frac{4}{9}$ of the total number of directors (rounded to the nearest whole number) comprising the board;

(c) for so long as the holder of the Special Share beneficially owns less than forty percent (40%) but not less than thirty percent (30%) of the outstanding Common Shares, the holder of the Special Share shall be entitled to nominate and elect to the board of directors that number of directors equal to $\frac{3}{9}$ of the total number of directors (rounded to the nearest whole number) comprising the board;

(d) for so long as the holder of the Special Share beneficially owns less than thirty percent (30%) but not less than twenty percent (20%) of the outstanding Common Shares, the holder of the Special Share shall be entitled to nominate and elect to the board of directors that number of directors equal to $\frac{2}{9}$ of the total number of directors (rounded to the nearest whole number) comprising the board; and

(e) for so long as the holder of the Special Share beneficially owns less than twenty percent (20%) but not less than ten percent (10%) of the outstanding Common Shares, the holder of the Special Share shall be entitled to nominate and elect to the board of directors that number of directors equal to $\frac{1}{9}$ of the total number of directors (rounded to the nearest whole number) comprising the board.

3.5 The election of directors by the holder of the Special Share may be conducted by a resolution in writing signed by the holder of the Special Share, to be effective on the date of the Corporation's annual meeting of voting shareholders or on such other date as specified in such resolution, or at a meeting of the holder of the Special Share.

3.6 Only the holder of the Special Share will be entitled to remove directors elected by the holder of the Special Share pursuant to the director election rights attaching to the Special Share. The holder of the Special Share will be entitled at any time, subject to applicable law, to remove any one or more of the directors elected by the holder of the Special Share pursuant to such rights and to nominate and elect a successor director who will, promptly upon the removal of the existing director, be appointed to the board of directors as a director to replace the individual previously elected.

3.7 The removal of directors by the holder of the Special Share may be conducted by a resolution in writing signed by the holder of the Special Share, to be effective on the date specified in such resolution, or at a meeting of the holder of the Special Share.

3.8 If, as a result of death, disability, retirement, resignation, removal (with or without cause) or otherwise, there shall exist or occur any vacancy on the board of directors with respect to a director elected or entitled to be elected by the holder of the Special Share pursuant to the director election rights attaching to the Special Share, or for any other reason there are at any time fewer directors serving on the board of directors elected by the holder of the Special Share, pursuant to the director election rights attaching to the Special Share, than such holder is entitled to elect in accordance with this Section 3, the resulting vacancy shall be filled by an individual who shall be nominated and elected by the holder of the Special Share.

3.9 No dividends shall be declared and/or paid by the Corporation on the Special Share.

3.10 Subject to applicable law, including the Act, the Special Share shall be redeemed by the Corporation for a redemption price of Cdn.\$1.00 immediately upon:

- (a) the sale, transfer, assignment or any other disposition of the legal and/or beneficial title of the Special Share by the holder of the Special Share to anyone other than Genworth Financial, Inc. or a direct or indirect Subsidiary of Genworth Financial, Inc.; or
- (b) the time that any direct or indirect Subsidiary of Genworth Financial, Inc. who, at the relevant time, holds the Special Share is no longer a direct or indirect Subsidiary of Genworth Financial, Inc.; or
- (c) the time that the holder of the Special Share first ceases to beneficially own at least ten percent (10%) of the outstanding Common Shares; or
- (d) demand by the holder of the Special Share.

3.11 In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holder of the Special Share shall be entitled to receive, before any distribution of any part of the property and assets of the Corporation among the holders of the Common Shares but after any such distribution among the holders of any series of Preferred Shares, Cdn.\$1.00 for the Special Share.

Date	Name - Nom	Signature	Capacity of - en qualité
2009-06-30	WINSOR J. MACDONELL		AUTHORIZED OFFICER

Page 5 of 5

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