

# **AGNC INVESTMENT CORP. AUDIT COMMITTEE CHARTER**

## **ORGANIZATION**

This charter (“Charter”) governs the operations of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of AGNC Investment Corp., a Delaware corporation (the “Company”). The Committee shall review and reassess the Charter at least annually and obtain the approval of the Board for any changes to this Charter. The Committee shall be appointed and its chair shall be designated by the Board, provided that if the Board does not designate a chair, the members of the Committee, by a majority vote, may designate a chair. The Committee shall be comprised of at least three directors, each of whom will be an independent director, as independence is defined in the applicable rules and standards of the U.S. Securities and Exchange Commission (the “SEC”) and the Nasdaq Stock Market, and any other applicable laws, rules and regulations. All Committee members shall be financially literate, or shall become financially literate within a reasonable period of time after appointment to the Committee, and at least one member shall have the accounting or related financial management expertise necessary to be considered an “audit committee financial expert” as such term is defined by SEC rules and regulations. Committee members shall also meet such other eligibility requirements as are established by the SEC, the Nasdaq Stock Market and any other applicable laws, rules and regulations.

No Committee member may serve as a member of more than three public company audit committees simultaneously (other than listed companies that are managed affiliates of the Company), unless the Board determines that such simultaneous service would not impair the member’s ability to effectively serve on the Committee.

## **MEETINGS AND PROCEDURES OF THE COMMITTEE**

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided*, however, that no subcommittee shall consist of fewer than two Committee members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. The Committee may act by unanimous written consent as the Committee may decide in accordance with the Company’s Bylaws and applicable law.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

The Committee shall, on an annual basis, evaluate its performance. The evaluation shall address all matters that the Committee considers relevant to its performance, including a review and assessment of the adequacy of this Charter, and shall be conducted in such manner as the Committee deems appropriate.

In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Company, it is not the duty or responsibility of the Committee or its members to conduct “field work” or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which the Committee receives information and (ii) the accuracy of the financial and other information provided to the Committee absent actual knowledge to the contrary.

Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable federal or state law.

## **STATEMENT OF POLICY**

The Committee shall provide assistance to the Board in fulfilling its oversight responsibility to the stockholders, potential stockholders and the investment community, relating to the Company’s financial statements and the financial reporting process, the systems of internal accounting and financial controls, the internal audit function as may be established from time to time, the annual independent audit of the Company’s financial statements, the retention and oversight of the Company’s independent auditors, and the legal compliance and ethics programs as established by management and the Board. In so doing, it is the responsibility of the Committee to maintain free and open communication between the Committee, independent auditors, internal auditors and management of the Company. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and the power to retain outside counsel, or other experts for this purpose.

## **RESPONSIBILITIES AND PROCESSES**

The primary responsibilities of the Committee are (i) to oversee the Company’s accounting and financial reporting processes on behalf of the Board, including the audits of the Company’s financial statements, and report the results of their review to the Board and (ii) to oversee the Company’s legal and accounting compliance activities. Management is responsible for preparing the Company’s financial statements and the independent auditors are responsible for auditing those financial statements. The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible in order to best react to changing conditions and circumstances. The Committee should take the appropriate actions to establish or reinforce the overall corporate environment for quality financial reporting, sound business risk practices, legal compliance and ethical behavior.

The following shall be the principal recurring processes of the Committee in carrying out its oversight responsibilities. The processes are set forth as a guide with the understanding that the Committee may supplement them as appropriate.

1. *Engagement of Independent Auditors.* The Committee shall directly appoint, retain, oversee, determine the compensation of, evaluate and terminate the Company's independent auditors. The Committee shall have the sole authority to approve all engagement fees to be paid to the independent auditors. The independent auditors shall report directly to the Committee.
2. *Determination as to Independence and Performance of Independent Auditors.* The Committee shall receive periodic reports from the independent auditors as required by the Independence Standards Board (or any successor body) regarding the auditors' independence, including written statements determining all relationships between the auditor and the Company, which shall be not less frequently than annually. The Committee shall discuss such reports with the auditors, and if so determined by the Committee, take appropriate action or recommend that the Board take appropriate action to satisfy the Committee of the independence of the auditors. The Committee shall review the performance of the Company's independent auditors annually. In doing so, the Committee shall consult with management and, if such exist, the Company's internal auditors and may, at their option, obtain and review a report by the independent auditors describing their internal control procedures, material issues raised by their most recent internal quality control review or peer review (if applicable), or by any inquiry or investigation by governmental or professional authorities within the preceding five years and the response of the independent auditors. Any selection of the auditors by the Committee may be subject to stockholders' approval, as determined by the Board and subject to applicable laws and regulations.
3. *Determination as to Selection and Evaluation of Internal Audit Resources.* The Committee shall review and discuss with management candidates for the senior internal auditing officer position and provide its views to management and the Board. The Committee shall annually evaluate the performance, responsibilities, budget and staffing of the Company's internal audit function, including a review of the annual internal audit plan and discussion of any issues with the independent auditor. The annual evaluation shall include a review of the senior internal auditing officer, as well as review of the internal audit charter.

With respect to any internal audit services that may be outsourced, the Committee shall be responsible for the engagement, evaluation and termination of the internal audit service providers and shall approve fees to be paid to the internal audit service providers. The Committee shall annually review the experience and qualifications of the senior members of the internal audit function and the quality control procedures of the internal auditors.

The Committee shall ensure that there are no unjustified restrictions or limitations on the internal audit function.

4. *Audits by Independent and Internal Auditors.* The Committee shall discuss with the independent auditors, any internal auditors and any internal audit service providers (as may be engaged from time to time) the overall scope, plans and budget for their respective audits, including the adequacy of staffing and other factors that may affect the effectiveness and timeliness of such audits. The Committee shall also, if applicable, discuss with financial management, the independent auditors, any internal auditors and any internal audit service providers the Company's major risk exposures (whether financial, operating or otherwise), the adequacy and effectiveness of the accounting and financial controls and the steps financial management has taken to monitor and control such exposures and manage legal compliance programs, among other considerations that may be relevant to their respective audits.
5. *Review of Internal Controls.* The Committee shall review management's annual internal control report with financial management, internal audit and the independent auditors, including review of the information technology security and control sections, if applicable, including any attestation of same by the independent auditors. The internal audit service providers or management shall report periodically to the Committee regarding any significant deficiencies in the design or operation of the Company's internal controls, material weaknesses in internal controls and any fraud (regardless of materiality) involving persons having a significant role in the internal controls, as well as any significant changes in internal controls implemented by management during the most recent reporting period of the Company.
6. *Pre-Approval of Audit and Non-Audit Services.* The Committee shall establish and maintain guidelines for the retention of the independent auditors for any non-audit service and the fee for such service and shall determine procedures for the approval of audit and non-audit services in advance. The Committee shall, in accordance with such procedures, approve in advance any audit or non-audit service provided to the Company by the independent auditors, all as required by applicable law or listing standards.
7. *Review of Annual SEC Filings.* The Committee shall review with management and the independent auditors the Company's Annual Report on Form 10-K, including the disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," management and the independent auditors judgment about the quality, not just acceptability, of accounting principles, the reasonableness of significant judgments, the clarity of the disclosures in the financial statements and the adequacy of internal controls to ensure the accuracy and completeness of the financial information included in the regulatory filings. The Committee shall also discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards, applicable law or listing standards. Based on such review and discussion, the Committee shall make a determination whether to recommend to the Board that the audited financial statements be included in the Company's Form 10-K.
8. *Review of Quarterly SEC Filings and Other Communications.* The Committee shall review and, as appropriate, discuss with management and the independent auditors the quarterly financial information to be included in the Company's Quarterly Reports on Form 10-Q,

including the disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and shall discuss any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards, applicable law or listing standards. As appropriate, the Committee shall also review and discuss the Company’s earnings press releases and other communications of financial information to outside parties.

9. *Review of Disclosure Controls and Procedures.* The Committee shall review with the Chief Executive Officer, the President, the Chief Financial Officer and the Secretary the Company’s disclosure controls and procedures and shall review periodically, but in no event less frequently than quarterly, management’s conclusions about the effectiveness of such disclosure controls and procedures, including any significant deficiencies in, or material non-compliance with, such controls and procedures.
10. *Review of Certain Matters with Independent and Internal Auditors.* The Committee shall review periodically with financial management, the independent auditors and the internal auditors significant accounting and reporting issues, including complex or unusual transactions or highly judgmental areas, as well as the effect of new or proposed regulatory and accounting standards or regulations on the Company’s financial statements and other public disclosures.
11. *Consultation with Independent Auditors.* The Committee shall review with the independent auditors any serious difficulties the auditors may have encountered in connection with the annual audit or otherwise, any management letters provided to the Committee and the Company’s responses. Such review shall address any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information, any disagreements with management regarding generally accepted accounting principles and other matters, material adjustments to the financial statements recommended by the independent auditors and adjustments that were proposed but “passed,” regardless of materiality.
12. *Preparation of Report for Proxy Statement.* The Committee shall prepare the report required to be included in the Company’s annual proxy statement, all in accordance with applicable rules and regulations.
13. *Employment of Former Audit Staff.* The Committee shall establish and maintain guidelines for the Company’s hiring of former employees of the independent auditors, which shall meet the requirements of applicable law and listing standards.
14. *“Whistleblowing” Procedures.* The Committee shall review with the Secretary (or other members of management, as appropriate) the procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

15. *Review of Legal and Regulatory Compliance.* The Committee shall periodically review with management, including the Secretary and the independent auditors, any correspondence with, or other action by, regulators or governmental agencies and any employee complaints or published reports that raise concerns regarding the Company's financial statements, accounting or auditing matters or compliance with the Company's Code of Ethics and Conduct. The Committee shall also meet periodically, and may request to meet separately, with the Secretary and other appropriate legal staff of the Company to review material legal affairs of the Company and the Company's compliance with applicable law and listing standards, including laws and regulations applicable to the Company as a real estate investment trust for Federal income tax purposes.
16. *Review of Certain Transactions with Directors and Related Persons.* The Committee shall oversee the Company's related person transaction policy and review, approve or ratify any related person transaction presented to the Committee in accordance with the terms of the policy.
17. *Review of Compliance with Code of Ethics and Conduct.* The Committee shall review annually a summary of the compliance with the Company's Code of Ethics and Conduct by the Company, its affiliates and subsidiaries (including AGNC Mortgage Management, LLC), and each of their respective directors, executive officers, employees and independent contractors.
18. *Access to Records, Counsel, Consultants and Others; Investigation and Studies.* The Committee shall have the full resources and authority (i) to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company; (ii) to retain, at the Company's expense, outside legal, accounting or other consultants or advisors to advise or assist the Committee, including in connection with any investigation or study (whether initiated by the Committee or not) within the Committee's scope of responsibilities and (iii) to request any officer of the Company, the Company's outside counsel, internal auditor, internal audit service providers or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
19. *Other Duties.* The Committee shall also carry out such other duties as may be delegated to it by the Board from time to time.
20. *Communication with Non-Management Directors.* Anyone who would like to communicate with, or otherwise make his or her concerns known directly to the chair of the Committee, or to the non-management or independent directors as a group, may do so by (1) addressing such communications or concerns to the Secretary of the Company at 2 Bethesda Metro Center, 12th Floor, Bethesda, Maryland 20814, who will forward such communications to the appropriate party, or (2) sending an e-mail to ChiefComplianceOfficer@AGNC.com. Such communications may be done confidentially or anonymously.
21. *Funding.* The Committee shall have the funding, as determined by the Committee, necessary to: (i) compensate any independent auditors for the performance of any services

for the Company, (ii) compensate any advisers employed by the Committee pursuant to paragraph 18 above and (iii) pay its ordinary administrative expenses.

**Amended as of October 22, 2018.**