

# **AGNC INVESTMENT CORP. CORPORATE GOVERNANCE GUIDELINES**

The following Corporate Governance Guidelines (“Guidelines”) have been adopted by the Board of Directors (the “Board”) of AGNC Investment Corp. (the “Corporation”), pursuant to the recommendations of its Compensation and Corporate Governance Committee, to assist the Board in the exercise of its responsibilities. The Board intends for these Guidelines to serve as a flexible framework within which the Board may conduct its business, not as a set of binding legal obligations. These Guidelines are not intended to change or interpret any federal or state law or regulation, including the General Corporation Law of the State of Delaware (the “DGCL”), or the Certificate of Incorporation or By-laws of the Corporation.

## **A. ROLE OF THE BOARD AND MANAGEMENT**

The business and affairs of the Corporation shall be conducted under the direction of its officers and the oversight of the Board. The Board, which is elected by the Corporation’s stockholders, is the ultimate decision-making body of the Corporation, except with respect to matters reserved to stockholders. Generally, the primary responsibilities of the Board are as follows, some of which may be carried out by one or more committees of the Board, as appropriate:

- Overseeing the conduct of the Corporation’s business so that it is effectively managed in the long-term interest of its stockholders;
- Overseeing and reviewing the Corporation’s strategic direction and objectives;
- Monitoring the Corporation’s accounting and financial reporting practices and reviewing the Corporation’s financial and other controls;
- Overseeing the Corporation’s compliance with applicable laws and regulations;
- Overseeing the processes that are in place to safeguard the Corporation’s assets and manage risks in the context of the Corporation’s business objectives;
- Overseeing the performance of the Corporation;
- Providing counsel and oversight on the selection, evaluation, development, retention and compensation of senior management of the Corporation;
- Planning for and monitoring executive succession plans; and
- Monitoring the performance of the Corporation including:
  - i) Reviewing controls and risk management;
  - ii) Monitoring the effectiveness of the Board; and
  - iii) Overseeing crisis management.

## **B. BOARD COMPOSITION, STRUCTURE AND POLICIES**

### ***1. Board Size***

The Compensation and Corporate Governance Committee makes recommendations to the Board

concerning the appropriate size of the Board in accordance with the Certificate of Incorporation and By-laws of the Corporation. The Board believes that the quality of the individuals serving on the Board and the overall composition of the Board is more important than the number of members.

## ***2. Independence of Directors***

The Board shall be comprised of a majority of directors who meet the independence requirements under the applicable rules and standards of the U.S. Securities and Exchange Commission (the “SEC”) and Nasdaq Stock Market listing standards, and any other applicable laws, rules and regulations (each an “Independent director”). The Board shall annually make an affirmative determination as to whether a director is an Independent director, following a recommendation by the Compensation and Corporate Governance Committee and a review of all relevant information. In the event that a director becomes aware of any change in circumstances that may result in such director no longer being considered an Independent director, including any requirements of the committees upon which he or she serves, the director shall promptly inform the chair of the Compensation and Corporate Governance Committee or the Secretary of the Corporation (the “Secretary”).

## ***3. Annual Election of Directors***

All directors are elected annually by the Corporation’s stockholders. Each year the Compensation and Corporate Governance Committee recommends a slate of directors for election by stockholders at the Annual Meeting of Stockholders. Section 3.1 of the Corporation’s By-laws provide for majority voting for the election of directors in uncontested elections. Any incumbent director nominee in an uncontested election who is not re-elected in accordance with Section 3.1 of the Corporation’s By-laws shall be expected to tender promptly his or her resignation to the Board, expressly conditioned upon acceptance by the Board. The Compensation and Corporate Governance Committee shall consider the resignation and make a recommendation to the full Board on whether to accept or reject the tender. In making its recommendation to the Board, the Compensation and Corporate Governance Committee shall take into consideration all factors it deems relevant, including, without limitation, reported reasons for the “against” votes, the director’s length of service on the Board, contributions to the Corporation in such role and the effect of the director’s resignation on the Corporation’s compliance with any law, rule, regulation, stock exchange listing standard or contractual arrangement. After considering the Committee’s recommendation, the Board shall make a determination with respect to the matter within 90 days after the Board’s receipt of the tendered resignation. The Corporation shall publicly disclose the Board’s decision by filing a Current Report on Form 8-K with the SEC within four business days of making its determination.

Any director who tenders his or her resignation pursuant to this policy may not participate in the Compensation and Corporate Governance Committee’s recommendation or the Board’s decision regarding the resignation offer. If each member of the Compensation and Corporate Governance Committee does not receive a vote sufficient for re-election, the Independent directors who received a sufficient vote for re-election and any newly elected Independent directors shall appoint a committee among themselves to consider the resignation offer and to make a recommendation to the Board on whether to accept or reject the resignation offer. If there are

only three or fewer directors who received a sufficient vote for re-election or election, as applicable, all directors other than the director who tendered the resignation under review may participate in the decision regarding such resignation offer.

An incumbent director who has tendered a resignation that has been accepted pursuant to this Section B.3 shall no longer be a director of the Corporation. If a resignation tender is accepted or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board may fill the resulting vacancy pursuant to applicable law or decrease the size of the Board.

#### ***4. Vacancies***

Under applicable law, the Board may fill vacancies in existing or new director positions. Such directors elected by the Board serve only until the next Annual Meeting of Stockholders when they must stand for election by the stockholders.

#### ***5. Board Membership Criteria***

The Compensation and Corporate Governance Committee works with the Board to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members. In evaluating the suitability of individuals for Board membership, the Committee takes into account many factors, including whether the individual meets the requirements to be an Independent director; the individual's general understanding of the various disciplines relevant to the success of a large publicly-traded real estate investment trust in today's global business environment; the individual's understanding of the Corporation's business and investments; the individual's professional expertise and educational background; and other factors that promote principles of diversity, including diversity of experience, race, gender, and age. The Committee evaluates each individual in the context of the Board as a whole, with the objective of recommending a group of directors that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment, using its diversity of experience. In determining whether to recommend an incumbent director for re-election, the Committee also considers the director's past attendance at meetings and participation in and contributions to the activities of the Board.

#### ***6. Management Directors***

The Board believes that the Chief Executive Officer (the "CEO") should serve as a member of the Board. The Board may also from time to time determine that it is appropriate to nominate additional members of management to the Board.

#### ***7. Chair of the Board and CEO***

The Board does not require the separation of the offices of the Chair of the Board (the "Chair") and the CEO. The Board is free to choose its Chair in any way that it deems best for the Corporation at any given point in time.

#### ***8. Lead Director***

The Independent directors generally elect one Independent director annually to be the "Lead

Director.” The Lead Director may be the same individual as the Chair. The Lead Director is identified in the Corporation’s proxy statement and on its website. The Lead Director’s responsibilities are to:

- Preside over sessions of the Independent directors and at all meetings at which the Chair is not present (if the Lead Director is not also the Chair), unless the Board has elected a Vice-Chair;
- Call meetings of the Independent directors as he or she deems necessary;
- Advise the Chair of the Board’s informational needs;
- Together with the chair of the Compensation and Corporate Governance Committee, communicate goals and objectives to the Chair and CEO and the results of the evaluation of the Chair’s and CEO’s performance;
- Be available for consultation and communication if requested by major stockholders; and
- Be available to consult with the CEO regarding concerns of directors.

### ***9. Change in Primary Employment***

The Board does not believe that in every instance a director who retires or changes their primary employment, including members of management, should necessarily tender their resignation. The Compensation and Corporate Governance Committee shall evaluate the continued appropriateness of Board membership under the new circumstances and make a recommendation to the Board as to whether or not to request a resignation. If the Board so requests, the director must tender their resignation.

### ***10. Conflicts of Interest***

If a director develops an actual, apparent or potential conflict of interest, the director should report the matter promptly to the Chair for evaluation and appropriate resolution. If a director has a direct or indirect financial interest in a matter before the Board, the director shall disclose the interest to the full Board, shall recuse himself or herself from participation in the discussion and the matter shall not be approved unless it receives the affirmative vote of a majority of the directors or the appropriate committee who have no direct or indirect personal interest in the matter.

### ***11. Limitations on Other Board Service***

The Board does not believe that its members should be prohibited from serving on boards and committees of other organizations. Each director is expected to ensure that other commitments do not interfere with the discharge of his or her duties as a director of the Corporation. Directors are expected to inform the Chair and the chair of the Compensation and Corporate Governance Committee upon becoming a director of any other listed companies or becoming a member of the audit committee of any other listed companies. The Compensation and Corporate Governance Committee and the Board will take into account the nature and extent of an individual’s other commitments when determining whether it is appropriate to nominate such individual for election or re-election as a director. Service on boards and committees of other organizations should be consistent with the Corporation’s conflict of interest policies. It is the

Board's position that, except in unusual circumstances, no director shall serve on more than four boards of listed companies (or on the audit committee of more than three listed companies), other than listed companies that are managed affiliates of the Corporation.

### ***12. No Limitations on Terms; Retirement Age***

The Board does not believe in term limits or a retirement age for directors because such restrictions could deprive the Board of members who have developed, through valuable experience over time, a comprehensive understanding of the Corporation and its operations.

### ***13. Director Orientation and Continuing Education***

Newly elected directors are provided with an orientation and educational material and resources regarding the Corporation, its business and regulatory environments and other relevant subjects. On a continuing basis, directors receive presentations on the Corporation's strategic and business plans, financial performance, legal and regulatory matters, Code of Ethics and Conduct and compliance programs and other matters. Directors are encouraged, at the Corporation's expense, to take advantage of continuing education opportunities, which will enhance their ability to fulfill their responsibilities.

### ***14. Director Communications with Third Parties***

The Board believes that senior management speaks for the Corporation and the Chair speaks for the Board. Inquiries about the Corporation by stockholders, analysts, the press, media and other constituencies are to be referred to management. Individual directors may from time to time meet with or communicate with various constituencies with which the Corporation is involved. It is expected that Board members would do this with the knowledge of management and, absent unusual circumstances or as otherwise contemplated by these Guidelines, only at the request of management.

### ***15. Communications with the Board***

Stockholders and other interested parties who wish to communicate with the Board may do so by writing the Chair, Board of Directors of AGNC Investment Corp., 2 Bethesda Metro Center, 12th Floor, Bethesda, Maryland 20814. Such communications may be done confidentially or anonymously. The directors have directed the Secretary to act as their agent in processing any communications received. All communications that relate to matters that are within the scope of the responsibilities of the Board and its Committees are to be forwarded, as directed, to the Chair and the Lead Director. Communications that relate to matters that are within the responsibility of one of the Committees are also to be forwarded to the chair of the appropriate Committee. Communications that relate to ordinary business matters that are not within the scope of the Board's responsibilities are to be sent to the appropriate member of management. Solicitations, junk mail and obviously frivolous or inappropriate communications are not to be forwarded, but will be made available to any Independent director who wishes to review them.

### ***16. Resignation***

A director may resign from the Board upon written notice to the Chair, the CEO or the Secretary. Any resignation shall take effect immediately upon receipt or at such later time specified in the resignation. Resignations submitted pursuant to Section B.3. of this policy by a director who was not re-elected by shareholders shall be effective only upon acceptance by the Board of the resignation.

## **C. BOARD MEETINGS**

### ***1. Frequency of Meetings***

The Board will hold four regularly scheduled meetings a year at which it reviews and discusses reports by management on the performance of the Corporation and management's plans and prospects, as well as immediate issues facing the Corporation. The Board also holds special meetings when necessary. The Board meeting following the Annual Meeting of Stockholders is the organizational meeting at which officers and members and chairs of Committees are elected. Corporate actions may also be taken by unanimous written consent of the directors, as necessary and appropriate from time to time.

### ***2. Preparation for and Attendance at Meetings***

Each director is expected to appropriately prepare for, attend and participate in all Board meetings, the Annual Meeting of Stockholders and the meetings of the Committees on which the director serves, with the understanding that on occasion a director may be unable to attend a meeting.

### ***3. Information Flow and Distribution of Meeting Materials***

Various materials are distributed to the Board on a continuing basis throughout the year and reports and presentations are made at Board and Committee meetings to keep the Board informed on an ongoing basis of the performance of the Corporation, its businesses and investments, the various issues that they face and new developments. Where practicable, the materials for each Board meeting are distributed in advance of the meetings to give directors an opportunity to review such materials prior to the meeting in order to facilitate active and informed discussion at the meeting.

### ***4. Agendas***

The Chair determines the agenda for each meeting of the Board taking into account suggestions from the Lead Director and other members of the Board.

### ***5. Access to Officers, Employees and Independent Advisors***

Board members have unrestricted access to the officers and employees of the Corporation. Any meetings or contacts that a director wishes to initiate may be arranged directly by the director or through the Chair, the CEO or the Secretary. The Board and each Committee of the Board have the authority to retain independent legal, accounting and other experts and consultants to advise the Board and the Committees as they may deem appropriate.

## ***6. Independent Director Sessions***

Independent directors must meet regularly without any members of management present. The Lead Director presides over these sessions.

## ***7. Confidentiality***

The proceedings and deliberations of the Board and its Committees are confidential. Each director will maintain the confidentiality of the information received in connection with his or her service as a director.

## **D. COMMITTEES OF THE BOARD**

### ***1. Committees and Responsibilities***

Pursuant to the Corporation's By-laws, the Board may establish committees from time to time to assist it in the performance of its responsibilities. There are currently three Board Committees:

a. ***Audit Committee.*** The Audit Committee performs a number of functions, including overseeing (i) the Corporation's accounting and financial reporting processes; (ii) the integrity and audits of the Corporation's financial statements; (iii) the adequacy of the Corporation's internal controls over financial reporting; (iv) the Corporation's compliance with legal and regulatory requirements; (v) the qualifications and independence of the Corporation's independent auditors and (vi) the performance of the Corporation's independent auditors and any internal auditors. The purpose and responsibilities of the Audit Committee, including and in addition to those outlined above, are described in greater detail in the Audit Committee's charter.

b. ***Compensation and Corporate Governance Committee.*** The Compensation and Corporate Governance Committee performs a number of functions, including (i) evaluating the performance of and compensation paid by the Corporation to its executive officers and Board; (ii) administering the Corporation's incentive plans; (iii) reviewing and assisting with the development of the Corporation's executive succession plans; (iv) reviewing and approving the disclosure regarding the Corporation's compensation and benefits matters in the Corporation's Proxy Statement and Annual Report on Form 10-K; (v) reviewing and making recommendations on matters involving the general operation of the Board and the Corporation's corporate governance and (vi) serving as the Board's nominating committee. The purpose and responsibilities of the Compensation and Corporate Governance Committee, including and in addition to those outlined above, are described in greater detail in the Compensation and Corporate Governance Committee's charter.

c. ***Executive Committee.*** The Executive Committee has authority to act for the Board during intervals between Board meetings to the extent permitted by law.

The Board may, from time to time, establish or maintain additional committees, or disband existing committees, as it deems necessary or appropriate and in accordance with any applicable laws, rules and regulations.

## ***2. Membership and Chairs of Committees***

The Board elects the members and chairs of each Committee at its annual organizational meeting following the Annual Meeting of Stockholders; *provided*, however, that the Board may appoint the chairs of each Committee at such time and in such manner as permitted by the Corporation's By-laws and Certificate of Incorporation. The members of the Audit and Compensation and Corporate Governance Committees shall consist only of Independent directors. At least one member of the Audit Committee shall be an "audit committee financial expert" as such term is defined in the regulations of the SEC. The Board does not favor mandatory rotation of committee assignments or chairs. The Board believes that experience and continuity are more important than rotation.

## ***3. Committee Agendas, Meetings and Reports to the Board***

The chair of each Committee, in consultation with the other committee members, shall set meeting agendas and determine the frequency and length of Committee meetings. Each Committee reports its actions and recommendations to the Board. Except in unusual circumstances, the minutes of each Committee's meetings and materials provided to Committee members are available for review by all directors.

# **E. PERFORMANCE EVALUATION AND SUCCESSION PLANNING**

## ***1. Management Evaluation and Succession***

As part of their role in directing the management of the business and affairs of the Corporation, the directors shall be responsible for selecting, evaluating and compensating the officers of the Corporation, including the CEO, and overseeing the Corporation's succession planning activities. The Board may delegate elements of this responsibility to one or more of its committees or to senior management. The performance of the CEO and the other executive officers will be reviewed at the quarterly executive sessions of the non-management directors, and by the Board at its annual meeting. Such reviews and evaluations shall be based on objective criteria, such as performance of the business and the accomplishment of the Corporation's long-term strategic objectives. The Independent directors shall communicate the results of such reviews to management. The Board shall strive to provide the Corporation's management with the capabilities needed to operate the Corporation in an efficient and business-like fashion in the event of a vacancy in senior management, including the CEO, whether anticipated or sudden. The Board shall develop, as and when necessary, relevant policies and procedures to address succession issues for senior management, including the CEO.

## ***2. Board and Committee Self-Evaluations***

The Compensation and Corporate Governance Committee is responsible for developing and recommending to the Board and overseeing an annual self-evaluation process for the Board and for the Committees. The Board will discuss the results of the self-evaluations to determine whether the Board and its Committees are functioning effectively and whether any actions should be taken to improve their effectiveness.



## **F. BOARD COMPENSATION**

The Compensation and Corporate Governance Committee periodically reviews director compensation against peer companies and general industry data, considers the appropriateness of the form and amount of director compensation and makes recommendations to the Board concerning such compensation with a view toward attracting and retaining qualified directors.

The Board believes that a substantial portion of director compensation should consist of equity-based compensation to assist in aligning directors' interests with the long-term interests of stockholders.

Employees of the Corporation serving as directors shall not receive any additional compensation for service on the Board.

## **G. REVIEW AND DISTRIBUTION OF GUIDELINES**

These Guidelines are reviewed by the Compensation and Corporate Governance Committee and, as appropriate, the Board, at least annually. From time to time the Board will revise these Guidelines in response to changing regulatory requirements, evolving good governance practices for this Corporation at this time and the concerns of our stockholders and other constituents. These Guidelines are published on the Corporation's website.

**Amended as of July 19, 2018.**