

# **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 “Company”), 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, or the Certificate of Incorporation or Bylaws of the Company.

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

The business and affairs of the Company shall be conducted under the direction of and oversight of the Board. The Board, which is elected by the Company’s stockholders, is the ultimate decision-making body of the Company, 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 Company’s business so that it is effectively managed in the long-term interest of its stockholders;
- Overseeing and reviewing the Company’s strategic direction and objectives;
- Monitoring the Company’s accounting and financial reporting practices and reviewing the Company’s financial and other controls;
- Overseeing the Company’s compliance with applicable laws and regulations;
- Overseeing the processes and controls that are in place to safeguard the Company’s assets and manage risks in the context of the Company’s business objectives;
- Overseeing the performance of the Company;
- Evaluating and setting the compensation of senior management of the Company;
- Providing counsel and oversight to, and developing, senior management; and
- Planning for executive succession.

## **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 Bylaws of the Company. 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 or otherwise becoming ineligible under any membership 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 Company (the “Secretary”).

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

All directors are elected annually by the Company’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 Company’s Bylaws provides for majority voting for the election of directors in uncontested elections. Any incumbent director nominee in an uncontested election who fails to receive a majority of votes cast in favor of re-election shall promptly tender 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 Company in such role and the effect of the director’s resignation on the Company’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 Company 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 Company. 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***

The Board may fill vacancies in existing or new director positions in accordance with the Company's Bylaws. 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 assists the Board in determining 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 publicly-traded company in today's global business environment; the individual's understanding of the Company'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. To reflect its commitment to diversity, the Committee will instruct any third-party search firm engaged to identify potential director candidates to include in the firm's initial list of candidates qualified individuals who reflect diverse backgrounds, including diversity of gender and race or ethnicity. 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 Company at any given point in time.

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

The Independent directors generally elect one Independent director annually to be the "Lead Independent Director." The Lead Independent Director is an integral part of the Board's leadership and may be the same individual as the Chair or a Vice Chair. The Lead Independent

Director is identified in the Company's proxy statement and on its website. The Lead Independent 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 Independent Director is not also the Chair), unless the Board has elected a separate Vice Chair;
- Call meetings of the Independent directors as and when he or she deems necessary;
- Collaborate with the Chair (if the Lead Independent Director is not also the Chair), on meeting schedules, agendas and the scope, content and timeliness of meeting materials and advise the Chair and the CEO of Independent director informational needs;
- Together with the chair of the Compensation and Corporate Governance Committee, lead the Board's oversight of executive management and management succession planning and communicate goals and objectives to the CEO and the results of the evaluation of the CEO's performance;
- Together with the Chair and the chair of the Compensation and Corporate Governance Committee, provide leadership concerning the Board's ongoing development, procedures, structure, functioning and operations;
- Support chairs of the Audit and Compensation and Corporate Governance Committees in the performance of their respective committee's designated roles and responsibilities;
- Serve as a (non-exclusive) liaison among the Independent directors and management;
- Facilitate Board communications and be available to consult with the CEO and the Chair regarding concerns of directors;
- Be available for consultation and communication with major stockholders; and
- Represent the interests of the Independent directors in the performance of other functions normally performed by Board leadership.

### ***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 in consultation with the Lead Independent Director. 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 Company. Directors are expected to inform the Chair, the Lead Independent Director and the chair of the Compensation and Corporate Governance Committee in advance of accepting an offer to become a director of any other listed company or becoming a member of the audit committee of any other listed company. 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 Company'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 Company. In addition, directors who also serve as public company executives or hold equivalent positions should not serve on more than one other board of a public company in addition to the Board.

### ***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 Company and its operations.

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

Newly elected directors are provided with an orientation and educational materials and resources regarding the Company, its business and regulatory environments and other relevant subjects. On a continuing basis, directors receive presentations on the Company'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 Company's expense, to take advantage of continuing education opportunities to enhance their ability to fulfill their responsibilities.

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

The Board believes that senior management speaks for the Company and the Chair speaks for the Board. Inquiries about the Company 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 Company is involved. It is expected that absent unusual circumstances Board members would do this in coordination with 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 Independent 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. Notwithstanding the foregoing, resignations submitted pursuant to Section B.3. of these Guidelines by a director who does not receive a majority of votes cast in favor of re-election shall be effective only upon acceptance by the Board of the resignation.

## **C. BOARD MEETINGS**

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

The Board will hold at least four regularly scheduled meetings a year at which it reviews and discusses reports by management on the performance of the Company and management's plans and prospects, as well as immediate issues facing the Company. The Board also holds special meetings when appropriate. 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 Company, 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 Independent Director and other members of the Board, with the expectation that the Chair will generally include specific items on a meeting agenda when requested by the Lead Independent Director.

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

Board members have unrestricted access to the officers and employees of the Company. 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 generally meet without any members of management present as part of each regularly scheduled Board meeting. The Lead Independent 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 Company's Bylaws, the Board may establish committees from time to time to assist it in the performance of its responsibilities. There are currently three standing Board Committees, the Audit Committee, the Compensation and Corporate Governance Committee and the Executive Committee. The purpose and responsibilities of the Audit Committee and the Compensation and Corporate Governance Committee are described in greater detail in the respective charter of each 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 Company's Bylaws 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.

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

The Committees shall meet regularly, and 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 Company, the directors shall be responsible for selecting, evaluating and compensating the officers of the Company, including the CEO and any Executive Chair, and overseeing the Company'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 Independent directors and by the Board from time to time. Such reviews and evaluations shall be based on objective criteria, such as performance of the business and the accomplishment of the Company's long-term strategic objectives. The Independent directors shall communicate the results of such reviews to the CEO. The Board shall develop, as and when necessary, relevant policies and procedures to address succession matters for senior management, including the CEO.

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

The Compensation and Corporate Governance Committee is responsible for developing, 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. Accordingly, the Board has adopted stock ownership guidelines to encourage ownership of the Company's Common Stock by the Independent directors.

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

#### **G. REVIEW 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 the Company and the concerns of our stockholders and other constituents. These Guidelines are published on the Company's website.

**Amended as of July 22, 2021.**