

# **CHIMERA INVESTMENT CORPORATION**

## **Nominating and Corporate Governance Committee Charter**

This Nominating and Corporate Governance Committee Charter (the “Charter”) has been adopted March 2021 by the Board of Directors (the “Board”) of Chimera Investment Corporation (the “Company”).

### **Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) recommends for Board approval criteria for the selection of new directors, identifies individuals qualified to become Board members, and selects, or recommends that the Board select, the director nominees for the next annual meeting of stockholders and to fill vacancies on the Board; recommends to the Board nominees to serve on each committee of the Board; develops and recommends to the Board a set of corporate governance principles applicable to the Company; and provides oversight of the Board’s annual evaluation of the Board’s and management’s performance and develops recommendations to the Board for succession planning. The Committee may also have such other duties as may from time to time be assigned to it by the Board.

### **Composition of the Committee**

Members of the Committee shall be appointed annually by the Board and may be removed by the Board at its discretion. The membership of the Committee shall consist of at least three directors, each of whom is free of any relationship that, in the opinion of the Board, may interfere with such member’s individual exercise of independent judgment. Each Committee member shall also satisfy the independence requirements of the New York Stock Exchange (“NYSE”). The Board shall affirmatively determine that each member of the Committee satisfies these requirements.

One member of the Committee shall be appointed by the Board as chair. The chair shall be responsible for leadership of the Committee, including scheduling and presiding over meetings, preparing agendas, and making regular reports to the Board.

### **Meetings and Operations**

The Committee shall meet at least twice annually and shall report its findings to the Board in a timely fashion after each meeting that it holds. Subject to the requirements of applicable law, regulation or rule, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a written consent setting forth such action shall be signed by all members of the Committee.

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company’s Articles of Incorporation, the Amended and Restated Bylaws (the “Bylaws”) and applicable law and rules of the NYSE.

Unless otherwise set forth in this Charter or determined by the Committee, the operations of the Committee shall be governed by the same rules that are applicable to the Board, as set forth in the Bylaws or Articles of Incorporation of the Company or resolutions or written consent of the Board.

### **Board Membership**

The Company has a staggered Board with three classes of directors. One class is elected at each annual meeting of stockholders to serve for a three-year term. The Committee shall make recommendations to the Board concerning candidates for nomination as directors, including the nomination of incumbent directors for re-election to the Board. The Board then approves a slate of directors to be nominated for election at each annual meeting of stockholders for the class of directors which expires that year. In making its recommendations, the Committee shall consider the Board-approved criteria for selecting qualified candidates. The Committee shall also consider director nominations validly made by the stockholders in accordance with applicable laws, rules and regulations and the Company's Articles of Incorporation and Bylaws. The Committee currently considers the following factors in recommending nominees to the Board: background, skills, expertise, diversity, accessibility and availability to serve effectively on the Board. In addition, the Company endeavors to have a diverse Board representing a range of experiences in areas that are relevant to the Company's business and the needs of the Board from time-to-time, and, as part of the search process, the Committee will consider highly qualified candidates, including women and minorities.

The Committee also conducts inquiries into the background and qualifications of potential candidates. A majority of the members of the Board shall meet the independence requirements of the NYSE.

### **Committee Membership**

The Committee also recommends to the Board the assignment of directors to committees, including the designation of committee chairs, at each annual meeting of the Board, and to fill vacancies as needed.

The Committee shall review the Board's committee structure and operations in general and make recommendations to the Board regarding any changes that it believes necessary in order to enable the Board to fulfill its objectives under the Company's Corporate Governance Guidelines. The Committee shall ensure that each other committee of the Board reports its findings to the Board in a timely fashion after each committee meeting.

### **Corporate Governance**

The Committee has reviewed the Company's current Corporate Governance Guidelines and recommended their adoption to the Board. The Committee is responsible for overseeing the implementation of, and periodically reviewing, the Guidelines and recommending modifications to the Board, as appropriate. The Committee shall review the Guidelines at least annually, and more frequently, if appropriate. In addition, the Committee shall consider other corporate governance matters, such as potential conflicts of interest of Board members and senior management and the Company's corporate governance policies, including in its Articles of Incorporation and Bylaws, and make recommendations for change, as appropriate.

## **Code of Business Conduct and Ethics**

The Committee has reviewed the Company's current Code of Business Conduct and Ethics (the "Code") and recommended its adoption to the Board. The Committee is responsible for overseeing the implementation of, and periodically reviewing, the Code and recommending modifications to the Board, as appropriate. The Committee shall review the Code at least annually, and more frequently, if appropriate.

## **Oversight of the Evaluation of the Board and Management**

The Committee is responsible for overseeing the Board's annual review and evaluation process of management's performance. These reviews and evaluations shall be based on objective criteria, such as performance of the business, accomplishment of long-term strategic objectives and development of management. In addition, the Committee shall monitor the executive sessions of all independent directors to review the performance of management and the Company. Either the chair of the Committee or the chair of the Audit Committee shall chair these meetings.

The Committee is also responsible for overseeing the annual review and evaluation by the Board of the Board's performance (individual and as a whole) and ensuring that such evaluation is conducted in accordance with the Company's Corporate Governance Guidelines.

The Committee shall develop a plan for continuity on the Board as current Board members retire or rotate off the Board. The Committee, in consultation with the Company's Chief Executive Officer and other members of senior management, shall develop and recommend to the Board succession plans for the Chief Executive Officer and other key members of senior management.

## **Additional Committee Powers**

The Committee shall have the authority, in its sole discretion, to retain any search firm to assist it in identifying director candidates, and to retain outside counsel, or other advisors. The Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

## **Annual Performance Evaluation of the Committee**

The Committee shall conduct an annual review and evaluation of its performance based upon, among other things, an assessment of the Committee's fulfillment of its obligations pursuant to this Charter, and shall report its findings to the Board. The review shall seek to identify specific areas, if any, in need of improvement or strengthening. As part of this review, the Committee shall consider what qualifications would be desirable for Committee members and shall report its findings to the Board. The Committee shall also review at least annually the adequacy of this Charter and recommend changes or modifications for the Board's consideration, as appropriate.

## **Diversity Initiatives**

The Committee shall be tasked with developing and implementing a diversity and inclusion strategy for the board, its committees and the Company as a whole. The Committee shall also periodically review the composition of the Board and its committees and determine whether it may be appropriate to add or remove individuals upon consideration of their judgment, diversity, age, skills, background and experience. The Committee shall also, from time to time, review and assess the Company's diversity, equity and inclusion programs and efforts, including the determination of goals and evaluation of the progress towards such goals.