

# CHIMERA INVESTMENT CORPORATION

## Audit Committee Charter

This Audit Committee Charter has been adopted by the Board of Directors (the “Board”) of Chimera Investment Corporation (the “Company”).

### **Purpose**

The purpose of the Audit Committee (the “Committee”) is to assist the Board with its oversight responsibilities regarding: (i) the integrity of the Company’s financial statements; (ii) the Company’s compliance with legal and regulatory requirements; (iii) the independent registered public accounting firm’s qualifications and independence; (iv) the performance of the Company’s system of disclosure controls and procedures and internal audit function and independent registered public accounting firm, and (v) the Company’s overall risk profile and risk management policies. It 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 upon the recommendation of the Board’s Nominating and Corporate Governance Committee 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 and financial literacy requirements for serving on audit committees, and at least one member shall have accounting or related financial management expertise, all as set forth in the applicable rules of the New York Stock Exchange (“NYSE”) and the Securities and Exchange Commission (“SEC”). At least one member of the Committee shall be an “audit committee financial expert” as defined by the SEC. The Board shall affirmatively determine that each member of the Committee satisfies the independence and financial literacy requirements for audit committee membership. No member may serve on the audit committees of more than two other public companies unless the Board makes an affirmative determination that such simultaneous service would not impair the ability of such director to serve effectively on the Committee, and discloses this determination in the Company’s annual proxy statement.

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. The chair will also maintain regular contact with the CEO, CFO and the lead independent audit partner.

### **Meetings and Operations**

The Committee shall meet at least four times annually and shall report its findings to the Board in a timely fashion after each meeting that it holds. At least once each year the Committee shall meet with the independent registered public accounting firm without Company management present. 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 charter, 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.

The Committee shall maintain free and open communication with the independent registered public accounting firm and the Company management. In discharging its oversight role, the Committee is empowered to investigate any matter relating to the Company's accounting, auditing, internal control, and financial reporting practices brought to its attention, with full access to all Company books, records, facilities, and personnel.

### **Responsibilities**

Although the Committee may wish to consider other duties from time to time, the general recurring activities of the Committee in carrying out its oversight role are described below. The Committee shall be responsible for:

- Selecting, retaining and terminating the Company's independent registered public accounting firm (subject to stockholder ratification for the hiring or retention) to audit the financial statements of the Company and the determination of the compensation and other terms of engagement of such independent auditors. The independent registered public accounting firm is ultimately accountable to the Board and the Committee, as representatives of the stockholders.
- Annually evaluating, together with the Board and management, the performance of the independent registered public accounting firm including reviewing and evaluating the qualifications, performance, and independence of the lead independent audit partner.
- Reviewing, at least annually, the independence and quality control procedures of the Company's independent registered public accounting firm and the experience and qualifications of the independent registered public accounting firm's senior personnel that are providing audit services to the Company. In conducting its review:
  - The Committee shall obtain and review a report prepared by the independent registered public accounting firm describing (i) the accounting firm's internal quality-control procedures and (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the accounting firm, or by any inquiry or investigation by

governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the accounting firm, and any steps taken to deal with such issues.

- The Committee shall obtain annually from the independent registered public accounting firm a formal written statement describing all relationships between the independent registered public accounting firm and the Company, consistent with the requirements of the Public Company Accounting Oversight Board, and actively engage in a dialogue with the independent registered public accounting firm with respect to any relationship that may impact the objectivity and independence of the independent registered public accounting firm and shall take, or recommend that the Board take, appropriate actions to oversee and satisfy itself as to the registered public accounting firm's independence.
- The Committee shall confirm that the accounting firm is in compliance with the partner rotation requirements established by the SEC.
- The Committee shall consider whether the Company should adopt a rotation of the annual audit among independent accounting firms.
- Establishing policies and procedures for the engagement of the independent registered public accounting firm to provide permissible non-audit services, which shall include pre-approval of permissible non-audit services to be provided by the independent registered public accounting firm. The Committee shall approve in advance all permissible non-audit services to be provided by the independent registered public accounting firm.
- Reviewing the annual audited financial statements and discussing them with management and the independent registered public accounting firm. Included in these discussions shall be the disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operation," to be included in the Company's Annual Report on Form 10-K. These discussions shall include the matters required to be discussed under Statement of Auditing Standards No. 61 and consideration of the quality of the Company's accounting principles as applied in its financial reporting, including a review of particularly sensitive accounting estimates, reserves and accruals, judgmental areas, audit adjustments (whether or not recorded), the clarity of the financial statements and other such inquiries as the Committee or the independent auditors shall deem appropriate. Based on such review, the Committee shall make its recommendation to the Board as to the inclusion of the Company's audited financial statements in the Company's Annual Report on Form 10-K.
- Meeting separately with each of management, the independent registered public accounting firm and the person(s) responsible for the internal audit function.

- Issuing annually a report to be included in the Company’s proxy statement as required by the rules of the SEC.
- Overseeing the relationship with the independent registered public accounting firm, including discussing with the independent registered public accounting firm the nature and rigor of the audit process, receiving and reviewing audit reports, and providing the independent registered public accounting firm full access to the Committee (and the Board) to report on any and all appropriate matters.
- Discussing with a representative of management and the independent registered public accounting firm: (1) the interim financial information and statements contained 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 Operation”) prior to their filing, (2) the Company’s earnings announcements prior to their release, as well as financial information and earnings guidance provided to analysts and rating agencies, and (3) the results of the review of such information by the independent registered public accounting firm. (These discussions may be held with the Committee as a whole or with the Committee chair in person or by telephone.)
- Overseeing internal audit activities, including discussing with management the internal audit function’s organization, objectivity, responsibilities, plans, results, budget and staffing.
- Reviewing with the independent registered public accounting firm any problems or difficulties the independent auditor may have encountered during the course of the audit work, including any restrictions on the scope of activities or access to required information or any significant disagreements with management and management’s responses to such matters. Among the items the Committee may review with the independent registered public accounting firm are: (i) any accounting adjustments that were noted or proposed by the accounting firm but were “passed” (as immaterial or otherwise); (ii) any communications between the audit team and the independent registered public accounting firm’s national office respecting auditing or accounting issues presented by the engagement; and (iii) any “management” or “internal control” letter issued, or proposed to be issued, by the Company’s independent registered public accounting firm.
- Reviewing and discussing with management and the independent registered public accounting firm: (i) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company’s selection or application of accounting principles, and major issues as to the adequacy of the Company’s internal controls and any special audit steps adopted in light of material control deficiencies; (ii) any analyses prepared by management or the independent registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company’s financial reporting statements, including analyses of the effects of alternative generally accepted accounting principles (“GAAP”)

methods on the Company's financial statements; and (iii) the effect of regulatory and accounting initiatives, as well as any off-balance sheet arrangements, on the Company's financial statements.

- Discussing with the independent registered public accounting firm the report that such accounting firm is required to make to the Committee regarding: (i) all accounting policies and practices to be used that the independent registered public accounting firm identifies as critical; (ii) all alternative treatments within GAAP for policies and practices related to material items that have been discussed among management and the independent registered public accounting firm, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent accounting firm; and (iii) all other material written communications between the independent registered public accounting firm and management of the Company, such as any management letter, management representation letter, reports on observations and recommendations on internal controls, independent registered public accounting firm's engagement letter, independent registered public accounting firm's independence letter, schedule of unadjusted audit differences and a listing of adjustments and reclassifications not recorded, if any.
- Informing the independent registered public accounting firm of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company, and reviewing and discussing with the independent registered public accounting firm its evaluation of the Company's identification of and accounting for related party transactions and relationships, including any significant issues arising from the accounting firm's evaluation.
- Discussing with management and the independent registered public accounting firm the quality and adequacy of the compliance with the Company's internal controls.
- Discussing policies with respect to risk assessment and risk management, including discussing the steps management has taken to monitor and control risk exposure.
- Discussing with management and/or the Company's legal counsel any legal matters (including the status of pending litigation) that may have a material impact on the Company's financial statements, and any material reports or inquiries from regulatory or governmental agencies.
- Reviewing, approving and monitoring any transaction between the Company and a related party (as defined in Item 404 of Regulation S-K) on an ongoing basis, in accordance with the Company's Corporate Governance Guidelines.
- Establishing procedures for handling complaints regarding accounting, internal accounting controls, or auditing matters, including procedures for confidential,

anonymous submission of concerns by employees regarding accounting or auditing matters.

- Establishing procedures for handling of concerns by employees regarding business conduct and ethics, including procedures for confidential and anonymous submission of such concerns.
- Setting clear hiring policies for employees or former employees of the Company's independent registered public accounting firm.

The Committee's job is one of oversight. Management is responsible for the preparation of the Company's financial statements and the independent registered public accounting firm is responsible for auditing those financial statements. The Committee and the Board recognize that management and the independent registered public accounting firm have more resources and time, and more detailed knowledge and information regarding the Company's accounting, auditing, internal control and financial reporting practices than the Committee does; accordingly the Committee's oversight role does not provide any expert or special assurance as to the financial statements and other financial information provided by the Company to its stockholders and others.

### **Additional Committee Powers**

The Committee shall have the authority, in its sole discretion, 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 and approval.

### **Limitations on Scope**

The Committee members shall serve on the Committee subject to the understanding on their part and the part of the Company's management, external auditors and internal auditors that:

1. The Committee members are not employees or officers of the Company and are not directly involved in the Company's daily operations and they will not serve as members of the Committee on a full-time basis.

2. The Committee members expect the Company's management, external auditors and internal auditors to provide the Committee with prompt and accurate information, so that the Committee can discharge its duties properly.
3. To the extent permitted by law, the Committee shall be entitled to rely on the information, reports, statements (including financial statements or other financial data), and opinions of the management, internal audit personnel, lawyers, certified public accountants, and officers and employees of the Company in carrying out its responsibilities.

The Committee members, in adopting this Charter and in agreeing to serve on the Committee, do so in reliance on, among other things, the provisions of the Company's charter that provide, to the maximum extent permitted under Maryland law, that no director shall be liable to the Company or its stockholders for monetary damages and the provisions of the Company's charter and Bylaws that provide the Company shall indemnify directors to the fullest extent permitted under Maryland law.