AGNC INVESTMENT CORP.

FORM 10-Q
(Quarterly Report)

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Industry	Specialized REITs
Sector	Financials
Fiscal Year	12/31

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2025

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number 001-34057

AGNC INVESTMENT CORP.
(Exact name of registrant as specified in its charter)

Delaware	**26-1701984**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**

7373 Wisconsin Avenue, 22nd Floor
Bethesda, Maryland 20814
(Address of principal executive offices)
(301) 968-9315
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Exchange on Which Registered
Common Stock, par value $0.01 per share	AGNC	The Nasdaq Global Select Market
Depositary shares of 7.000% Series C Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock	AGNCN	The Nasdaq Global Select Market
Depositary shares of 6.875% Series D Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock	AGNCM	The Nasdaq Global Select Market
Depositary shares of 6.50% Series E Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock	AGNCO	The Nasdaq Global Select Market
Depositary shares of 6.125% Series F Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock	AGNCP	The Nasdaq Global Select Market
Depositary shares of 7.75% Series G Fixed-Rate Reset Cumulative Redeemable Preferred Stock	AGNCL	The Nasdaq Global Select Market

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller Reporting Company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares of the issuer's common stock, $0.01 par value, outstanding as of April 30, 2025 was 1,020,375,406.

AGNC INVESTMENT CORP.

TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION

Item 1. ***Financial Statements***

AGNC INVESTMENT CORP.
CONSOLIDATED BALANCE SHEETS
(in millions, except per share data)

	March 31, 2025	December 31, 2024
	(Unaudited)	
Assets:		
Agency securities, at fair value (including pledged securities of $63,275 and $59,952, respectively)	$ 70,363	$ 65,367
Agency securities transferred to consolidated variable interest entities, at fair value (pledged securities)	95	97
Credit risk transfer securities, at fair value (including pledged securities of $595 and $590, respectively)	640	633
Non-Agency securities, at fair value, and other mortgage credit investments (including pledged securities of $173 and $206, respectively)	290	315
U.S. Treasury securities, at fair value (including pledged securities of $3,268 and $1,565, respectively)	3,280	1,575
Cash and cash equivalents	455	505
Restricted cash	1,263	1,266
Derivative assets, at fair value	98	205
Receivable for investment securities sold (including pledged securities of $908 and $0, respectively)	909	—
Receivable under reverse repurchase agreements	17,604	17,137
Goodwill	526	526
Other assets	366	389
Total assets	$ 95,889	$ 88,015
Liabilities:		
Repurchase agreements	$ 66,138	$ 60,798
Debt of consolidated variable interest entities, at fair value	62	64
Payable for investment securities purchased	1,843	74
Derivative liabilities, at fair value	70	94
Dividends payable	148	143
Obligation to return securities borrowed under reverse repurchase agreements, at fair value	17,180	16,676
Other liabilities	406	404
Total liabilities	85,847	78,253
Stockholders' equity:		
Preferred Stock - aggregate liquidation preference of $1,688	1,634	1,634
Common stock - $0.01 par value; 1,500 shares authorized; 949.0 and 897.4 shares issued and outstanding, respectively	9	9
Additional paid-in capital	17,769	17,264
Retained deficit	(8,872)	(8,554)
Accumulated other comprehensive loss	(498)	(591)
Total stockholders' equity	10,042	9,762
Total liabilities and stockholders' equity	$ 95,889	$ 88,015

See accompanying notes to consolidated financial statements.

AGNC INVESTMENT CORP.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)
(in millions, except per share data)

	Three Months Ended March 31,	
	2025	**2024**
Interest income:		
Interest income	$ 846	$ 642
Interest expense	687	672
Net interest income (expense)	159	(30)
Other gain (loss), net:		
Loss on sale of investment securities, net	(245)	(91)
Unrealized gain (loss) on investment securities measured at fair value through net income, net	1,183	(471)
Gain (loss) on derivative instruments and other investments, net	(1,019)	1,059
Total other gain (loss), net:	(81)	497
Expenses:		
Compensation and benefits	19	16
Other operating expense	9	8
Total operating expense	28	24
Net income	50	443
Dividends on preferred stock	35	31
Net income available to common stockholders	$ 15	$ 412
Net income	$ 50	$ 443
Unrealized gain (loss) on investment securities measured at fair value through other comprehensive income (loss), net	93	(77)
Comprehensive income	143	366
Dividends on preferred stock	35	31
Comprehensive income available to common stockholders	$ 108	$ 335
Weighted average number of common shares outstanding - basic	918.3	702.2
Weighted average number of common shares outstanding - diluted	921.9	704.2
Net income per common share - basic	$ 0.02	$ 0.59
Net income per common share - diluted	$ 0.02	$ 0.59
Dividends declared per common share	$ 0.36	$ 0.36

See accompanying notes to consolidated financial statements.

AGNC INVESTMENT CORP.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)
(in millions)

	Preferred Stock	Common Stock		Additional Paid-in Capital	Retained Deficit	Accumulated Other Comprehensive Income (Loss)	Total
		Shares	Amount				
Balance, December 31, 2023	$ 1,634	694.3	$ 7	$ 15,281	$ (8,148)	$ (517)	$ 8,257
Net income	—	—	—	—	443	—	443
Other comprehensive loss:							
Unrealized loss on available-for-sale securities, net	—	—	—	—	—	(77)	(77)
Stock-based compensation, net	—	0.9	—	(1)	—	—	(1)
Issuance of common stock	—	25.1	—	241	—	—	241
Preferred dividends declared	—	—	—	—	(31)	—	(31)
Common dividends declared	—	—	—	—	(254)	—	(254)
Balance, March 31, 2024	$ 1,634	720.3	$ 7	$ 15,521	$ (7,990)	$ (594)	$ 8,578
Balance, December 31, 2024	$ 1,634	897.4	$ 9	$ 17,264	$ (8,554)	$ (591)	$ 9,762
Net income	—	—	—	—	50	—	50
Other comprehensive income:							
Unrealized gain on available-for-sale securities, net	—	—	—	—	—	93	93
Stock-based compensation, net	—	1.9	—	(4)	—	—	(4)
Issuance of common stock	—	49.7	—	509	—	—	509
Preferred dividends declared	—	—	—	—	(35)	—	(35)
Common dividends declared	—	—	—	—	(333)	—	(333)
Balance, March 31, 2025	$ 1,634	949.0	$ 9	$ 17,769	$ (8,872)	$ (498)	$ 10,042

See accompanying notes to consolidated financial statements.

AGNC INVESTMENT CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(in millions)

	Three Months Ended March 31,	
	2025	2024
Operating activities:		
Net income	$ 50	$ 443
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Amortization of premiums and discounts on mortgage-backed securities, net	39	37
Stock-based compensation, net	(4)	(1)
Loss on sale of investment securities, net	245	91
Unrealized (gain) loss on investment securities measured at fair value through net income, net	(1,183)	471
(Gain) loss on derivative instruments and other securities, net	1,019	(1,059)
(Increase) decrease in other assets	(17)	797
Increase (decrease) in other liabilities	43	(759)
Net cash provided by operating activities	192	20
Investing activities:		
Purchases of Agency mortgage-backed securities	(6,878)	(6,337)
Purchases of credit risk transfer and non-Agency securities and other mortgage credit investments	(41)	(84)
Proceeds from sale of Agency mortgage-backed securities	2,199	5,060
Proceeds from sale of credit risk transfer and non-Agency securities	52	62
Principal collections on Agency mortgage-backed securities	1,538	1,065
Principal collections on credit risk transfer and non-Agency securities	6	12
Payments on U.S. Treasury securities	(9,578)	(3,387)
Proceeds from U.S. Treasury securities	7,818	4,446
Net payments on reverse repurchase agreements	(261)	(644)
Net proceeds from (payments on) derivative instruments	(582)	389
Net cash provided by (used in) investing activities	(5,727)	582
Financing activities:		
Proceeds from repurchase arrangements	1,523,750	1,140,681
Payments on repurchase agreements	(1,518,410)	(1,141,136)
Payments on debt of consolidated variable interest entities	(4)	(4)
Net proceeds from common stock issuances	509	241
Cash dividends paid	(363)	(282)
Net cash provided by (used in) financing activities	5,482	(500)
Net change in cash, cash equivalents and restricted cash	(53)	102
Cash, cash equivalents and restricted cash at beginning of period	1,771	1,771
Cash, cash equivalents and restricted cash at end of period	$ 1,718	$ 1,873
Reconciliation of cash, cash equivalents and restricted cash end of period:		
Cash and cash equivalents	$ 455	$ 505
Restricted cash	1,263	1,368
Total cash, cash equivalents and restricted cash, end of period	$ 1,718	$ 1,873

See accompanying notes to consolidated financial statements.

AGNC INVESTMENT CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 1. Organization

AGNC Investment Corp. (referred throughout this report as the "Company," "we," "us" and "our") was organized in Delaware on January 7, 2008 and commenced operations on May 20, 2008 following the completion of our initial public offering. Our common stock is traded on The Nasdaq Global Select Market under the symbol "AGNC."

We are a leading provider of private capital to the U.S. housing market, enhancing liquidity in the residential real estate mortgage markets and, in turn, facilitating home ownership in the U.S. We invest primarily in Agency residential mortgage-backed securities ("Agency RMBS") for which the principal and interest payments are guaranteed by a U.S. Government-sponsored enterprise ("GSE") or a U.S. Government agency. We also invest in other types of mortgage and mortgage-related securities, such as credit risk transfer ("CRT") securities and non-Agency residential and commercial mortgage-backed securities ("non-Agency RMBS" and "CMBS," respectively), where repayment of principal and interest is not guaranteed by a GSE or U.S. Government agency, and other assets related to the housing, mortgage or real estate markets. We fund our investments primarily through collateralized borrowings structured as repurchase agreements.

We operate to qualify to be taxed as a real estate investment trust ("REIT") under the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"). As a REIT, we are required to distribute annually 90% of our taxable income, and we will generally not be subject to U.S. federal or state corporate income tax to the extent that we distribute our annual taxable income to our stockholders on a timely basis. It is our intention to distribute 100% of our taxable income within the time limits prescribed by the Internal Revenue Code, which may extend into the subsequent tax year.

We are internally managed with the principal objective of generating favorable long-term stockholder returns with a substantial yield component. We generate income from the interest earned on our investments, net of associated borrowing and hedging costs, and net realized gains and losses on our investment and hedging activities.

Note 2. Summary of Significant Accounting Policies

Basis of Presentation

Our accompanying consolidated financial statements and related notes have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information and pursuant to the requirements for reporting on Form 10-Q and Article 10 of Regulation S-X. The accompanying consolidated financial statements and related notes are unaudited and include the accounts of all our wholly-owned subsidiaries and variable interest entities for which we are the primary beneficiary. Significant intercompany accounts and transactions have been eliminated. The accompanying consolidated financial statements and related notes should be read in conjunction with the audited consolidated financial statements included in our most recent Annual Report on Form 10-K for the fiscal year ended December 31, 2024.

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of income and expenses during the reporting period. In the opinion of management, all adjustments, consisting solely of normal recurring accruals, necessary for the fair presentation of consolidated financial statements for the interim period have been included. The current period’s results of operations are not necessarily indicative of results that ultimately may be achieved for the year.

Investment Securities

Agency RMBS consist of residential mortgage pass-through securities and collateralized mortgage obligations ("CMOs") guaranteed by the Federal National Mortgage Association ("Fannie Mae"), Federal Home Loan Mortgage Corporation ("Freddie Mac," and together with Fannie Mae, the "GSEs") or the Government National Mortgage Association ("Ginnie Mae").

CRT securities are risk sharing instruments issued by the GSEs, and similarly structured transactions issued by third-party market participants, that synthetically transfer a portion of the risk associated with credit losses within pools of conventional residential mortgage loans from the GSEs and/or third parties to private investors. Unlike Agency RMBS, full repayment of the original principal balance of CRT securities is not guaranteed by a GSE or U.S. Government agency; rather, "credit risk transfer" is achieved by writing down the outstanding principal balance of the CRT securities if credit losses on a related pool of loans exceed certain thresholds. By reducing the amount that they are obligated to repay to holders of CRT securities, the GSEs and/or other third parties offset credit losses on the related loans.

Non-Agency RMBS and CMBS (together, "Non-Agency MBS") are backed by residential and commercial mortgage loans, respectively, packaged and securitized by a private institution, such as a commercial bank. Non-Agency MBS typically benefit from credit enhancements derived from structural elements, such as subordination, over-collateralization or insurance, but nonetheless carry a higher level of credit exposure than Agency RMBS.

All of our securities are reported at fair value on our consolidated balance sheet. Accounting Standards Codification ("ASC") Topic 320, *Investments—Debt and Equity Securities*, requires that at the time of purchase, we designate a security as held-to-maturity, available-for-sale or trading, depending on our ability and intent to hold such security to maturity. Alternatively, we may elect the fair value option of accounting for securities pursuant to ASC Topic 825, *Financial Instruments*. Prior to fiscal year 2017, we primarily designated our investment securities as available-for-sale. On January 1, 2017, we began electing the fair value option of accounting for all investment securities newly acquired after such date. Unrealized gains and losses on securities classified as available-for-sale are reported in accumulated other comprehensive income ("OCI"), whereas unrealized gains and losses on securities for which we elected the fair value option, or are classified as trading, are reported in net income through other gain (loss). Upon the sale of a security designated as available-for-sale, we determine the cost of the security and the amount of unrealized gain or loss to reclassify out of accumulated OCI into earnings based on the specific identification method. In our view, the election of the fair value option simplifies the accounting for investment securities and more appropriately reflects the results of our operations for a reporting period by presenting the fair value changes for these assets in a manner consistent with the presentation and timing of the fair value changes for our derivative instruments.

We generally recognize gains or losses through net income on available-for-sale securities only if the security is sold; however, if the fair value of a security declines below its amortized cost and we determine that it is more likely than not that we will incur a realized loss on the security when we sell the asset, we will recognize the difference between the amortized cost and the fair value in net income as a component of other gain (loss). We did not recognize any loss on available for sale securities through net income that we held as of March 31, 2025 because, as of such date, we neither intended to sell any securities in an unrealized loss position nor was it more likely than not that we would be required to sell such securities before recovery of their amortized cost basis. Since all of our available-for-sale designated securities consist of Agency RMBS, we do not have an allowance for credit losses. We have not recognized impairment losses on our available-for-sale securities through net income for the periods presented in our consolidated financial statements.

Interest Income

Interest income is accrued based on the outstanding principal amount of the investment securities and their contractual terms. Premiums or discounts associated with the purchase of Agency RMBS and non-Agency MBS of high credit quality are amortized or accreted into interest income, respectively, over the projected lives of the securities, including contractual payments and estimated prepayments, using the effective interest method in accordance with ASC Subtopic 310-20, *Receivables—Nonrefundable Fees and Other Costs*.

We estimate long-term prepayment speeds of our mortgage securities using a third-party service and market data. The third-party service provider estimates prepayment speeds using models that incorporate the forward yield curve, primary to secondary mortgage rate spreads, current mortgage rates, mortgage rates of the outstanding loans, age and size of the outstanding loans, loan-to-value ratios, interest rate volatility and other factors. We review the prepayment speeds estimated by the third-party service for reasonableness with consideration given to both historical prepayment speeds and current market conditions. If based on our assessment, we believe that the third-party model does not fully reflect our expectations of the current prepayment landscape we may make adjustments to the models. We review our actual and anticipated prepayment experience on at least a quarterly basis and effective yields are recalculated when differences arise between (i) our previous estimate of future prepayments and (ii) actual prepayments to date and our current estimate of future prepayments. We are required to record an adjustment in the current period to premium amortization / discount accretion for the cumulative effect of the difference in the effective yields as if the recalculated yield had been in place as of the security's acquisition date through the reporting date.

At the time we purchase CRT securities and non-Agency MBS that are not of high credit quality, we determine an effective yield based on our estimate of the timing and amount of future cash flows and our cost basis. Our initial cash flow estimates for these investments are based on our observations of current information and events and include assumptions related to interest rates, prepayment rates, collateral call provisions, and the impact of default and severity rates on the timing and amount of credit losses. On at least a quarterly basis, we review the estimated cash flows and make appropriate adjustments based on inputs and analysis received from external sources, internal models, and our judgment regarding such inputs and other factors. Any resulting changes in effective yield are recognized prospectively based on the current amortized cost of the investment adjusted for credit impairments, if any.

Repurchase Agreements

We finance the acquisition of securities for our investment portfolio primarily through repurchase agreements with our lending counterparties. Repurchase arrangements involve the sale and a simultaneous agreement to repurchase the securities at a future date. We maintain a beneficial interest in the specific securities pledged during the term of each repurchase arrangement and we receive the related principal and interest payments. Pursuant to ASC Topic 860, *Transfers and Servicing*, we account for repurchase agreements as collateralized financing transactions, which are carried at their contractual amounts (cost), plus accrued interest. Our repurchase agreements typically have maturities of less than one year.

Reverse Repurchase Agreements and Obligation to Return Securities Borrowed under Reverse Repurchase Agreements

We borrow securities to cover short sales of U.S. Treasury securities through reverse repurchase transactions under our master repurchase agreements (see *Derivative Instruments* below). We account for these as securities borrowing transactions and recognize an obligation to return the borrowed securities at fair value on the balance sheet based on the value of the underlying borrowed securities as of the reporting date. We may also enter into reverse repurchase agreements to earn a yield on excess cash balances. The securities received as collateral in connection with our reverse repurchase agreements mitigate our credit risk exposure to counterparties. Our reverse repurchase agreements typically have maturities of 30 days or less.

Derivative Instruments

We use a variety of derivative instruments to hedge a portion of our exposure to market risks, including interest rate, prepayment, extension and liquidity risks. The objective of our risk management strategy is to reduce fluctuations in net book value over a range of interest rate scenarios. In particular, we attempt to mitigate the risk of the cost of our variable rate liabilities increasing during a period of rising interest rates. The primary instruments that we use are interest rate swaps, options to enter into interest rate swaps ("swaptions"), U.S. Treasury securities and U.S. Treasury futures contracts. We also use forward contracts in the Agency RMBS "to-be-announced" market, or TBA securities, to invest in and finance Agency securities and to periodically reduce our exposure to Agency RMBS.

We account for derivative instruments in accordance with ASC Topic 815, *Derivatives and Hedging* ("ASC 815"). ASC 815 requires an entity to recognize all derivatives as either assets or liabilities in our accompanying consolidated balance sheets and to measure those instruments at fair value. None of our derivative instruments have been designated as hedging instruments for accounting purposes under the provisions of ASC 815, consequently changes in the fair value of our derivative instruments are reported in gain (loss) on derivative instruments and other securities, net in our consolidated statements of comprehensive income.

Our derivative agreements generally contain provisions that allow for netting or setting off derivative assets and liabilities with the counterparty; however, we report related assets and liabilities on a gross basis in our consolidated balance sheets. Derivative instruments in a gain position are reported as derivative assets at fair value and derivative instruments in a loss position are reported as derivative liabilities at fair value in our consolidated balance sheets. Changes in fair value of derivative instruments and periodic settlements related to our derivative instruments are recorded in gain (loss) on derivative instruments and other securities, net in our consolidated statements of comprehensive income. Net cash receipts from and payments on our derivative instruments are classified in our consolidated statements of cash flows according to the underlying nature or purpose of the derivative transaction, generally in the investing section.

Interest rate swap agreements

We use interest rate swaps to economically hedge the variable cash flows associated with our borrowings made under repurchase agreements. Under our interest rate swap agreements, we typically pay a fixed rate and receive a floating rate ("payer swaps") based on a short-term benchmark rate, such as the Secured Overnight Financing Rate ("SOFR") and Overnight Index Swap Rate ("OIS"). Our interest rate swaps typically have terms from one to 10 years. Our interest rate swaps are centrally cleared through a registered commodities exchange. The clearing exchange requires that we post an "initial margin" amount determined by the exchange. The initial margin amount is intended to be set at a level sufficient to protect the exchange from the interest rate swap's maximum estimated single-day price movement and is subject to adjustment based on changes in market volatility and other factors. We also exchange daily settlements of "variation margin" based upon changes in fair value, as measured by the exchange. Pursuant to rules governing central clearing activities, we recognize variation margin settlements as a direct reduction of the carrying value of the interest rate swap asset or liability.

Interest rate swaptions

We purchase interest rate swaptions to help mitigate the potential impact of larger, more rapid changes in interest rates on the performance of our investment portfolio. Interest rate swaptions provide us the option to enter into an interest rate swap agreement for a predetermined notional amount, stated term and pay and receive interest rates in the future. Our interest rate swaption agreements are not subject to central clearing. The difference between the premium paid and the fair value of the swaption is reported in gain (loss) on derivative instruments and other securities, net in our consolidated statements of comprehensive income. If a swaption expires unexercised, the realized loss on the swaption would be equal to the premium paid. If we sell or exercise a swaption, the realized gain or loss on the swaption would be equal to the difference between the cash or the fair value of the underlying interest rate swap and the premium paid.

TBA securities

A TBA security is a forward contract for the purchase or sale of Agency RMBS at a predetermined price, face amount, issuer, coupon and stated maturity on an agreed-upon future date. The specific Agency RMBS to be delivered into the contract are not known until shortly before the settlement date. We may choose, prior to settlement, to move the settlement of these securities out to a later date by entering into an offsetting TBA position, net settling the offsetting positions for cash, and simultaneously purchasing or selling a similar TBA contract for a later settlement date (together referred to as a "dollar roll transaction"). The Agency securities purchased or sold for a forward settlement date are typically priced at a discount to equivalent securities settling in the current month. This difference, or "price drop," is the economic equivalent of interest income on the underlying Agency securities, less an implied funding cost, over the forward settlement period (referred to as "dollar roll income"). Consequently, forward purchases of Agency securities and dollar roll transactions represent a form of off-balance sheet financing.

We account for TBA contracts as derivative instruments since either the TBA contracts do not settle in the shortest period of time possible or we cannot assert that it is probable at inception and throughout the term of the TBA contract that we will physically settle the contract on the settlement date. We account for TBA dollar roll transactions as a series of derivative transactions.

U.S. Treasury securities and US Treasury futures contracts

We use U.S. Treasury securities and U.S. Treasury futures contracts to mitigate the potential impact of changes in interest rates on the performance of our portfolio. We enter into short-sales of U.S. Treasury securities by borrowing the securities under reverse repurchase agreements and selling them into the market. We account for these as securities borrowing transactions and recognize an obligation to return the borrowed securities at fair value on our accompanying consolidated balance sheets based on the value of the underlying U.S. Treasury security as of the reporting date. Treasury futures contracts are standardized contracts that obligate us to sell or buy U.S. Treasury securities for future delivery. Gains and losses associated with U.S. Treasury securities and U.S. Treasury futures contracts are recognized in gain (loss) on derivative instruments and other securities, net in our consolidated statements of comprehensive income.

Fair Value Measurements

We determine the fair value of financial instruments based on our estimate of the price that would be received to sell the asset or paid to transfer the liability in an orderly transaction between market participants at the measurement date. We utilize a three-level valuation hierarchy for disclosure of fair value measurements based upon the transparency of inputs to the valuation of the instrument as of the measurement date. We categorize a financial instrument within the hierarchy based upon the lowest level of input that is significant to the fair value measurement.

The three levels of valuation hierarchy are defined as follows:

- Level 1 Inputs —Quoted prices (unadjusted) for identical unrestricted assets and liabilities in active markets that are accessible at the measurement date.
- Level 2 Inputs —Quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.
- Level 3 Inputs —Instruments with primarily unobservable market data that cannot be corroborated.

The majority of our financial instruments are classified as Level 2 inputs. The availability of observable inputs can be affected by a wide variety of factors, including the type of instrument, whether the instrument is new and not yet established in the marketplace and other characteristics particular to the instrument. We typically obtain price estimates from multiple third-party pricing sources, such as pricing services and dealers, or, if applicable, from the registered clearing exchange. We make inquiries of third-party pricing sources to understand the significant inputs and assumptions they used to determine their prices and that they are derived from orderly transactions, particularly during periods of elevated market turbulence and reduced market liquidity. We also review third-party price estimates and perform procedures to validate their reasonableness, including an analysis of the range of estimates for each position, comparison to recent trade activity for similar securities and for consistency with market conditions observed as of the measurement date. While we do not adjust prices we obtain from pricing sources, we will exclude prices for securities from our estimation of fair value if we determine based on our validation procedures and our market knowledge and expertise that the price is significantly different from what observable market data would indicate and we cannot obtain an understanding from the third-party source as to the significant inputs used to determine the price.

The following is a description of the valuation methodologies used for financial instruments measured at fair value on a recurring basis classified as Level 2 inputs. These instruments trade in active markets such that participants transact with sufficient frequency and volume to provide transparent pricing information on an ongoing basis. The liquidity of these markets and the similarity of our instruments to those actively traded enable our pricing sources and us to utilize the observed quoted prices as a basis for formulating fair value measurements.

Investment securities - are valued based on prices obtained from multiple third-party pricing sources. The pricing sources utilize various valuation approaches, including market and income approaches. For Agency RMBS, the pricing sources primarily utilize a matrix pricing technique that interpolates the estimated fair value based on observed quoted prices for TBA securities having the same coupon, maturity and issuer, adjusted to reflect the specific characteristics of the pool of mortgages underlying the Agency security, such as maximum loan balance, loan vintage, loan-to-value ratio, geography and other characteristics as may be appropriate. For other investment securities, the pricing sources primarily utilize discounted cash flow model-derived pricing techniques to estimate the fair value. Such models incorporate market-based discount rate assumptions based on observable inputs such as recent trading activity, credit data, volatility statistics, benchmark interest rate curves, spread measurements to benchmark curves and other market data that are current as of the measurement date and may include certain unobservable inputs, such as assumptions of future levels of prepayment, defaults and loss severities.

TBA securities - are valued using prices obtained from third-party pricing sources based on pricing models that reference recent trading activity.

Interest rate swaps - are valued using the daily settlement price, or fair value, determined by the clearing exchange based on a pricing model that references observable market inputs, including current benchmark rates and the forward yield curve.

Interest rate swaptions - are valued using prices obtained from the counterparty and other third-party pricing models. The pricing models are based on the value of the future interest rate swap that we have the option to enter into as well as the remaining length of time that we have to exercise the option based on observable market inputs, adjusted for non-performance risk, if any.

U.S. Treasury securities and futures are valued based on quoted prices for identical instruments in active markets and are classified as Level 1 assets. None of our financial instruments are classified as Level 3 inputs.

Recent Accounting Pronouncements

We consider the applicability and impact of all ASUs issued by the FASB. There are no unadopted ASUs that are expected to have a significant impact on our consolidated financial statements when adopted or other recently adopted ASUs that had a significant impact on our consolidated financial statements upon adoption.

Note 3. Investment Securities

As of March 31, 2025 and December 31, 2024, our investment portfolio consisted of $71.3 billion and $66.3 billion investment securities, at fair value, respectively, $7.5 billion and $6.9 billion net TBA securities, at fair value, respectively, and other mortgage credit investments of $63 million and $64 million, respectively, which we account for under the equity method of accounting. Our TBA position is reported at its net carrying value totaling $44 million and $(26) million as of March 31, 2025 and December 31, 2024, respectively, in derivative assets / (liabilities) on our accompanying consolidated balance sheets. The net carrying value of our TBA position represents the difference between the fair value of the underlying security and the cost basis or the forward price to be paid or received for the underlying security.

As of March 31, 2025 and December 31, 2024, our investment securities had a net unamortized premium balance of $1.0 billion and $1.0 billion, respectively.

The following tables summarize our investment securities as of March 31, 2025 and December 31, 2024, excluding TBA securities and other mortgage credit investments (dollars in millions). Details of our TBA securities are included in Note 5.

	March 31, 2025		December 31, 2024	
Investment Securities	**Amortized Cost**	**Fair Value**	**Amortized Cost**	**Fair Value**
Agency RMBS:				
Fixed rate	$ 70,307	$ 68,468	$ 67,139	$ 64,049
Adjustable rate	783	785	796	790
CMO	96	92	102	96
Interest-only and principal-only strips	82	75	60	53
Multifamily	1,033	1,038	485	476
Total Agency RMBS	72,301	70,458	68,582	65,464
Non-Agency RMBS [1]	17	15	17	15
CMBS	235	212	264	236
CRT securities	595	640	583	633
Total investment securities	$ 73,148	$ 71,325	$ 69,446	$ 66,348

	March 31, 2025					December 31, 2024				
		Non-Agency [1]					Non-Agency [1]			
Investment Securities	**Agency RMBS**	**RMBS**	**CMBS**	**CRT**	**Total**	**Agency RMBS**	**RMBS**	**CMBS**	**CRT**	**Total**
Available-for-sale securities:										
Par value [2]	$ 4,313	$ —	$ —	$ —	$ 4,313	$ 4,447	$ —	$ —	$ —	$ 4,447
Unamortized discount	(1)	—	—	—	(1)	(1)	—	—	—	(1)
Unamortized premium	260	—	—	—	260	265	—	—	—	265
Amortized cost	4,572	—	—	—	4,572	4,711	—	—	—	4,711
Gross unrealized gains	1	—	—	—	1	—	—	—	—	—
Gross unrealized losses	(499)	—	—	—	(499)	(591)	—	—	—	(591)
Total available-for-sale securities, at fair value	4,074	—	—	—	4,074	4,120	—	—	—	4,120
Securities remeasured at fair value through earnings:										
Par value [2]	66,974	19	238	586	67,817	63,119	19	270	576	63,984
Unamortized discount	(380)	(3)	(5)	(11)	(399)	(374)	(3)	(8)	(11)	(396)
Unamortized premium	1,135	1	2	20	1,158	1,126	1	2	18	1,147
Amortized cost	67,729	17	235	595	68,576	63,871	17	264	583	64,735
Gross unrealized gains	376	—	3	45	424	93	—	4	50	147
Gross unrealized losses	(1,721)	(2)	(26)	—	(1,749)	(2,620)	(2)	(32)	—	(2,654)
Total securities remeasured at fair value through earnings	66,384	15	212	640	67,251	61,344	15	236	633	62,228
Total securities, at fair value	$ 70,458	$ 15	$ 212	$ 640	$ 71,325	$ 65,464	$ 15	$ 236	$ 633	$ 66,348

1. Non-Agency amounts exclude other mortgage credit investments of $63 million and $64 million as of March 31, 2025 and December 31, 2024, respectively.
2. Par value excludes interest-only securities. As of March 31, 2025 and December 31, 2024, Agency RMBS interest-only securities had a par value of $1,975 million and $307 million, respectively, and non-Agency interest-only securities had a par value of $93 million and $93 million, respectively.

The following table presents the Company's Agency RMBS portfolio by issuing GSE or U.S. Government agency at fair value as of March 31, 2025 and December 31, 2024 (in millions):

Investment Type	March 31, 2025	December 31, 2024
Fannie Mae	$ 36,757	$ 35,220
Freddie Mac	33,672	30,216
Ginnie Mae	29	28
Total	$ 70,458	$ 65,464

As of March 31, 2025 and December 31, 2024, our investments in CRT and non-Agency securities had the following credit ratings (in millions):

	March 31, 2025			December 31, 2024		
CRT and Non-Agency Security Credit Ratings [1]	CRT	RMBS [2]	CMBS	CRT	RMBS [2]	CMBS
AAA	$ —	$ 1	$ 6	$ —	$ 1	$ 16
AA	8	—	23	8	—	35
A	—	—	28	—	—	31
BBB	5	1	19	6	1	22
BB	86	1	40	87	1	51
B	32	—	48	27	—	43
Not Rated	509	12	48	505	12	38
Total	$ 640	$ 15	$ 212	$ 633	$ 15	$ 236

1. Represents the lowest of Standard and Poor's ("S&P"), Moody's, Fitch, DBRS, Kroll Bond Rating Agency ("KBRA") and Morningstar credit ratings, stated in terms of the S&P equivalent rating as of each date.
2. RMBS excludes other mortgage credit investments of $63 million and $64 million as of March 31, 2025 and December 31, 2024, respectively.

Our CRT securities reference the performance of loans underlying Agency RMBS issued by Fannie Mae or Freddie Mac, which were subject to their underwriting standards.

The actual maturities of our investment securities are generally shorter than their stated contractual maturities. The actual maturities of our Agency and high credit quality non-Agency RMBS are primarily affected by principal prepayments and to a lesser degree the contractual lives of the underlying mortgages and periodic contractual principal repayments. The actual maturities of our credit-oriented investments are primarily impacted by their contractual lives and default and loss recovery rates. As of March 31, 2025 and December 31, 2024, the weighted average expected constant prepayment rate ("CPR") over the remaining life of our Agency and high credit quality non-Agency RMBS investment portfolio was 8.3% and 7.7%, respectively. Our estimates can differ materially for different securities and thus our individual holdings have a wide range of projected CPRs. The following table summarizes our investments as of March 31, 2025 and December 31, 2024 according to their estimated weighted average life classification (dollars in millions):

	March 31, 2025				December 31, 2024			
Estimated Weighted Average Life of Investment Securities [1]	Fair Value	Amortized Cost	Weighted Average Coupon	Weighted Average Yield	Fair Value	Amortized Cost	Weighted Average Coupon	Weighted Average Yield
≤ 3 years	$ 536	$ 548	7.31%	7.14%	$ 539	$ 530	7.37%	8.06%
> 3 years and ≤ 5 years	5,660	5,611	6.21%	5.74%	2,026	2,066	5.96%	5.48%
> 5 years and ≤10 years	61,379	63,212	5.00%	4.75%	56,551	59,479	4.97%	4.66%
> 10 years	3,750	3,777	5.24%	5.21%	7,232	7,371	5.14%	5.24%
Total	$ 71,325	$ 73,148	5.12%	4.87%	$ 66,348	$ 69,446	5.03%	4.77%

1. Table excludes other mortgage credit investments of $63 million and $64 million as of March 31, 2025 and December 31, 2024, respectively.

The following table presents the gross unrealized loss and fair values of securities classified as available-for-sale by length of time that such securities have been in a continuous unrealized loss position as of March 31, 2025 and December 31, 2024 (in millions):

Securities Classified as Available-for-Sale	Unrealized Loss Position For: Less than 12 Months: Fair Value	Less than 12 Months: Unrealized Loss	12 Months or More: Fair Value	12 Months or More: Unrealized Loss	Total: Fair Value	Total: Unrealized Loss
March 31, 2025	$ —	$ —	$ 4,057	$ (499)	$ 4,057	$ (499)
December 31, 2024	$ —	$ —	$ 4,104	$ (591)	$ 4,104	$ (591)

Gains and Losses on Sale of Investment Securities

The following table is a summary of our net gain (loss) from the sale of investment securities for the three months ended March 31, 2025 and 2024 by investment classification of accounting (in millions):

Investment Securities	Three Months Ended March 31, 2025: Available-for-Sale Securities [2,3]	2025: Fair Value Option Securities	2025: Total	2024: Available-for-Sale Securities [2,3]	2024: Fair Value Option Securities	2024: Total
Investment securities sold, at cost	$ —	$ (3,405)	$ (3,405)	$ —	$ (5,218)	$ (5,218)
Proceeds from investment securities sold [1]	—	3,160	3,160	—	5,127	5,127
Net gain (loss) on sale of investment securities	$ —	$ (245)	$ (245)	$ —	$ (91)	$ (91)
Gross gain on sale of investment securities	$ —	$ 21	$ 21	$ —	$ 10	$ 10
Gross loss on sale of investment securities	—	(266)	(266)	—	(101)	(101)
Net gain (loss) on sale of investment securities	$ —	$ (245)	$ (245)	$ —	$ (91)	$ (91)

1. Proceeds include cash received during the period, plus receivable for investment securities sold during the period as of period end.
2. See Note 9 for a summary of changes in accumulated OCI.
3. During the three months ended March 31, 2025 and 2024, we received principal repayments on available-for-sale securities of $134 million and $143 million, respectively.

Note 4. Repurchase Agreements and Reverse Repurchase Agreements

Repurchase Agreements

We pledge our securities as collateral under our borrowings structured as repurchase agreements with financial institutions. Amounts available to be borrowed are dependent upon the fair value of the securities pledged as collateral, which fluctuates with changes in interest rates, type of security and liquidity conditions within the banking, mortgage finance and real estate industries. If the fair value of our pledged securities declines, lenders will typically require us to post additional collateral or pay down borrowings to re-establish agreed upon collateral requirements, referred to as "margin calls." Similarly, if the fair value of our pledged securities increases, lenders may release collateral back to us. As of March 31, 2025, we had met all margin call requirements. For additional information regarding our pledged assets, please refer to Note 6.

As of March 31, 2025 and December 31, 2024, we had $66.1 billion and $60.8 billion, respectively, of repurchase agreements outstanding used to fund our investment portfolio and temporary holdings of U.S. Treasury securities. The terms and conditions of our repurchase agreements are typically negotiated on a transaction-by-transaction basis or subject to a tri-party repo agreement. The following table summarizes our borrowings under repurchase agreements by their remaining maturities as of March 31, 2025 and December 31, 2024 (dollars in millions):

Remaining Maturity	March 31, 2025 Repurchase Agreements	March 31, 2025 Weighted Average Interest Rate	March 31, 2025 Weighted Average Days to Maturity	December 31, 2024 Repurchase Agreements	December 31, 2024 Weighted Average Interest Rate	December 31, 2024 Weighted Average Days to Maturity
Investment Securities Repo						
≤ 1 month	$ 52,438	4.47 %	10	$ 55,580	4.77 %	10
> 1 to ≤ 3 months	9,013	4.48 %	43	3,782	4.68 %	39
> 3 to ≤ 6 months	1,271	4.43 %	112	—	— %	—
> 9 to ≤ 12 months	528	4.42 %	298	—	— %	—
Investment Securities Repo	63,250	4.47 %	19	59,362	4.76 %	11
U.S. Treasury Repo:						
≤ 1 month	2,888	4.46 %	1	1,436	4.68 %	2
Total	$ 66,138	4.47 %	18	$ 60,798	4.76 %	11

As of March 31, 2025 and December 31, 2024, $25.7 billion and $25.4 billion, respectively, of our investment securities repurchase agreements and $2.2 billion of our U.S. Treasury repurchase agreements had an overnight maturity of one business day and none of our repurchase agreements were due on demand. As of March 31, 2025, we had $17.5 billion of forward commitments to enter into repurchase agreements with a weighted average forward start date of 1 day and a weighted average interest rate of 4.42%. As of December 31, 2024, we had $17.3 billion of forward commitments to enter into repurchase agreements, with a weighted average forward start date of 2 days and a weighted average interest rate of 4.61%. As of March 31, 2025 and December 31, 2024, 49% and 50%, respectively, of our repurchase agreement funding was sourced through our wholly-owned captive broker-dealer subsidiary, Bethesda Securities, LLC ("BES"). Amounts sourced through BES include funding from the General Collateral Finance Repo service ("GCF Repo") offered by the Fixed Income Clearing Corporation ("FICC"), which totaled 47% and 47% of our repurchase agreement funding outstanding as of March 31, 2025 and December 31, 2024, respectively.

Reverse Repurchase Agreements

As of March 31, 2025 and December 31, 2024, we had $17.6 billion and $17.1 billion, respectively, of reverse repurchase agreements outstanding used primarily to borrow securities to cover short sales of U.S. Treasury securities, for which we had associated obligations to return borrowed securities at fair value of $17.2 billion and $16.7 billion, respectively. As of March 31, 2025 and December 31, 2024, $4.1 billion and $3.9 billion, respectively, of our reverse repurchase agreements were with the FICC sourced through BES.

Note 5. Derivative and Other Hedging Instruments

For the periods presented, our interest rate based hedges primarily consisted of interest rate swaps, interest rate swaptions, U.S. Treasury securities and U.S. Treasury futures contracts. We also utilized forward contracts, primarily consisting of TBA securities, for the purchase and sale of investment securities. For additional information regarding our derivative instruments and our overall risk management strategy, please refer to the discussion of derivative and other hedging instruments in Note 2.

Derivative and Other Hedging Instrument Assets (Liabilities), at Fair Value

The table below summarizes fair value information about our derivative and other hedging instrument assets/(liabilities) as of March 31, 2025 and December 31, 2024 (in millions):

Derivative and Other Hedging Instruments	Balance Sheet Location	March 31, 2025	December 31, 2024
Interest rate swaps [1]	Derivative assets, at fair value	$ 2	$ 22
Swaptions	Derivative assets, at fair value	17	39
TBA and forward settling non-Agency securities	Derivative assets, at fair value	72	61
U.S. Treasury futures - short	Derivative assets, at fair value	1	83
SOFR futures contracts - long	Derivative assets, at fair value	6	—
Total derivative assets, at fair value		$ 98	$ 205
Interest rate swaps [1]	Derivative liabilities, at fair value	$ (3)	$ —
TBA and forward settling non-Agency securities	Derivative liabilities, at fair value	(28)	(87)
U.S. Treasury futures - short	Derivative liabilities, at fair value	(39)	—
SOFR futures contracts - long	Derivative liabilities, at fair value	—	(7)
Total derivative liabilities, at fair value		$ (70)	$ (94)
U.S. Treasury securities - long	U.S. Treasury securities, at fair value	$ 3,280	$ 1,575
U.S. Treasury securities - short	Obligation to return securities borrowed under reverse repurchase agreements, at fair value	(17,180)	(16,676)
Total U.S. Treasury securities, net at fair value		$ (13,900)	$ (15,101)

1. As of March 31, 2025 and December 31, 2024, the net fair value of our interest rate swaps excluding the recognition of variation margin settlements as a direct reduction of carrying value (see Note 2) was a net asset (liability) of $1.4 billion and $2.3 billion, respectively.

The following tables summarize certain characteristics of our derivative and other hedging instruments outstanding as of March 31, 2025 and December 31, 2024 (dollars in millions):

Pay Fixed / Receive Variable Interest Rate Swaps	March 31, 2025				December 31, 2024			
Years to Maturity	Notional Amount	Average Fixed Pay Rate	Average Variable Receive Rate [1]	Average Maturity (Years)	Notional Amount	Average Fixed Pay Rate	Average Variable Receive Rate [1]	Average Maturity (Years)
≤ 1 year	$ 9,250	0.15%	4.38%	0.3	$ 8,500	0.14%	4.42%	0.5
> 1 to ≤ 3 years	9,800	0.21%	4.39%	1.6	10,550	0.22%	4.45%	1.8
> 3 to ≤ 5 years	4,800	0.36%	4.40%	3.9	3,800	0.25%	4.49%	3.9
> 5 to ≤ 7 years	4,450	3.03%	4.41%	6.0	4,150	2.14%	4.46%	5.7
> 7 to ≤ 10 years	19,496	3.72%	4.41%	9.0	12,646	3.52%	4.49%	8.8
Total	$ 47,796	1.91%	4.40%	5.0	$ 39,646	1.46%	4.46%	4.4

1. As of March 31, 2025, 85% and 15% of notional amount receive index references SOFR and OIS, respectively. As of December 31, 2024, 82% and 18% of notional amount receive index references SOFR and OIS, respectively.

Payer Swaptions		Option			Underlying Payer Swap		
	Option Expiration Date	Cost Basis	Fair Value	Average Months to Option Expiration Date	Notional Amount	Average Fixed Pay Rate [1]	Average Term (Years)
March 31, 2025	≤ 1 year	$ 34	$ 16	10	$ 2,000	4.59%	10.0
December 31, 2024	≤ 1 year	$ 23	$ 38	5	$ 2,000	4.16%	10.0

1. Receive index references SOFR.

Receiver Swaptions		Option			Underlying Receiver Swap		
	Option Expiration Date	Cost Basis	Fair Value	Average Months to Option Expiration Date	Notional Amount	Average Fixed Receive Rate [1]	Average Term (Years)
March 31, 2025	≤ 1 year	$ 3	$ 1	8	$ 150	2.98%	5.0
December 31, 2024	≤ 1 year	$ 3	$ 1	11	$ 150	2.98%	5.0

1. Pay index references SOFR.

U.S. Treasury Securities [1]	March 31, 2025			December 31, 2024		
Years to Maturity	Face Amount Long/(Short)	Cost Basis	Fair Value	Face Amount Long/(Short)	Cost Basis	Fair Value
≤ 5 years	$ (1,056)	$ (1,053)	$ (1,058)	$ 956	$ 961	$ 956
> 5 year ≤ 7 years	(671)	(657)	(507)	(2,722)	(2,685)	(2,302)
> 7 year ≤ 10 years	(10,910)	(10,531)	(10,526)	(12,659)	(12,329)	(11,999)
> 10 years	(1,783)	(1,829)	(1,809)	(1,782)	(1,829)	(1,756)
Total U.S. Treasury securities	$ (14,420)	$ (14,070)	$ (13,900)	$ (16,207)	$ (15,882)	$ (15,101)

1. As of March 31, 2025 and December 31, 2024, short U.S. Treasury securities totaling $(17.2) billion and $(16.7) billion, at fair value, respectively, had a weighted average yield of 4.06% and 3.85%, respectively. As of March 31, 2025 and December 31, 2024, long U.S. Treasury securities totaling $3.3 billion and $1.6 billion, at fair value, respectively, had a weighted average yield of 4.42% and 4.27%, respectively.

U.S. Treasury Futures	March 31, 2025				December 31, 2024			
Years to Maturity	Notional Amount Long (Short)	Cost Basis	Fair Value	Net Carrying Value [1]	Notional Amount Long (Short)	Cost Basis	Fair Value	Net Carrying Value [1]
> 5 year ≤ 7 years	$ 668	$ 742	$ 743	$ 1	$ (1,582)	$ (1,734)	$ (1,721)	$ 13
> 7 year ≤ 10 years	(150)	(169)	(171)	(2)	(500)	(566)	(557)	9
> 10 years	(2,041)	(2,357)	(2,394)	(37)	(2,291)	(2,669)	(2,608)	61
Total U.S. Treasury futures	$ (1,523)	$ (1,784)	$ (1,822)	$ (38)	$ (4,373)	$ (4,969)	$ (4,886)	$ 83

1. Net carrying value represents the difference between the fair market value and the cost basis (or the forward price to be paid/(received) for the underlying U.S. Treasury security) of the U.S. Treasury futures contract as of period-end and is reported in derivative assets/(liabilities), at fair value in our consolidated balance sheets.

TBA Securities by Coupon	March 31, 2025 Notional Amount Long (Short)	Cost Basis	Fair Value	Net Carrying Value [1]	December 31, 2024 Notional Amount Long (Short)	Cost Basis	Fair Value	Net Carrying Value [1]
30-Year TBA securities:								
≤ 3.0%	50	41	38	(3)	(586)	(504)	(497)	7
3.5%	200	181	180	(1)	—	2	—	(2)
4.0%	972	906	904	(2)	122	112	111	(1)
4.5%	3,736	3,549	3,570	21	2,342	2,210	2,204	(6)
5.0%	4,517	4,417	4,421	4	2,780	2,703	2,700	(3)
5.5%	(2,193)	(2,189)	(2,178)	11	(235)	(180)	(210)	(30)
6.0%	365	356	370	14	2,033	2,036	2,044	8
≥ 6.5%	164	168	168	—	499	508	509	1
Total TBA securities, net	$ 7,811	$ 7,429	$ 7,473	$ 44	$ 6,955	$ 6,887	$ 6,861	$ (26)

1. Net carrying value represents the difference between the fair market value and the cost basis (or the forward price to be paid/(received) for the underlying Agency security) of the TBA contract as of period-end and is reported in derivative assets/(liabilities), at fair value in our consolidated balance sheets.

As of March 31, 2025 and December 31, 2024, we held SOFR futures contracts with a long notional position of $1.2 billion and $1.2 billion, respectively, measured on a two-year swap equivalent basis, with a net carrying value of $6 million and $(7) million, respectively.

Gain (Loss) From Derivative Instruments and Other Securities, Net

The following table summarizes changes in our derivative and other hedge portfolio and their effect on our consolidated statements of comprehensive income for the three months ended March 31, 2025 and 2024 (in millions):

Derivative and Other Hedging Instruments		Beginning Notional Amount	Additions	Settlement, Termination, Expiration or Exercise		Ending Notional Amount		Gain/(Loss) on Derivative Instruments and Other Securities, Net[1]
Three months ended March 31, 2025:								
TBA securities, net	$	6,955	27,967	(27,111)	$	7,811	$	77
Interest rate swaps - payer	$	39,646	8,150	—	$	47,796		(569)
Payer swaptions	$	2,000	1,500	(1,500)	$	2,000		(19)
Receiver swaptions	$	(150)	—	—	$	(150)		—
U.S. Treasury securities - short position	$	(17,792)	(3,821)	3,977	$	(17,636)		(460)
U.S. Treasury securities - long position	$	1,585	5,388	(3,757)	$	3,216		60
U.S. Treasury futures contracts - short position	$	(4,373)	(1,441)	4,291	$	(1,523)		(100)
							$	(1,011)
Three months ended March 31, 2024:								
TBA securities, net	$	5,332	25,390	(22,071)	$	8,651	$	(58)
Interest rate swaps - payer	$	44,476	5,170	(5,250)	$	44,396		658
Interest rate swaps - receiver	$	(1,000)	—	—	$	(1,000)		(9)
Credit default swaps - buy protection	$	(96)	—	—	$	(96)		(3)
Payer swaptions	$	1,250	—	(1,250)	$	—		33
Receiver swaptions	$	(150)	—	—	$	(150)		—
U.S. Treasury securities - short position	$	(11,347)	(3,101)	1,641	$	(12,807)		338
U.S. Treasury securities - long position	$	1,492	1,669	(1,346)	$	1,815		(43)
U.S. Treasury futures contracts - short position	$	(6,429)	(3,384)	6,774	$	(3,039)		186
							$	1,102

1. Amounts exclude other miscellaneous gains and losses and other interest income (expense) recognized in gain (loss) on derivative instruments and other securities, net in our consolidated statements of comprehensive income.

Additionally, as of March 31, 2025 and 2024, we held SOFR futures contracts with a long notional position of $1.2 billion and $0.7 billion, respectively, measured on a two-year swap equivalent basis. For the three months ended March 31, 2025 and 2024, we recognized a gain (loss) of $10 million and $(10) million, respectively, on our SOFR futures contracts in gain (loss) on derivative instruments and other securities, net in our consolidated statements of comprehensive income.

Note 6. Pledged Assets

Our funding agreements require us to fully collateralize our obligations under the agreements based upon our counterparties' collateral requirements and their determination of the fair value of the securities pledged as collateral, which fluctuates with changes in interest rates, credit quality and liquidity conditions within the investment banking, mortgage finance and real estate industries. Our derivative contracts similarly require us to fully collateralize our obligations under such agreements, which will vary over time based on similar factors as well as our counterparties' determination of the value of the derivative contract. We are typically required to post initial margin upon execution of derivative transactions, such as under our interest rate swap agreements and TBA contracts, and subsequently post or receive variation margin based on daily fluctuations in fair value. Our brokerage and custody agreements and the clearing organizations utilized by our wholly-owned captive broker-dealer subsidiary, Bethesda Securities, LLC, also require that we post minimum daily clearing deposits. If we breach our collateral requirements, we will be required to fully settle our obligations under the agreements, which could include a forced liquidation of our pledged collateral.

Our counterparties also apply a "haircut" to our pledged collateral, which means our collateral is valued at slightly less than market value and limits the amount we can borrow against our securities. This haircut reflects the underlying risk of the specific collateral and protects our counterparty against a change in its value. Our agreements do not specify the haircut; rather, haircuts are determined on an individual transaction basis. Consequently, our funding agreements and derivative contracts expose us to credit risk relating to potential losses that could be recognized if our counterparties fail to perform their obligations under such agreements. We minimize this risk by limiting our counterparties to major financial institutions with acceptable credit ratings or to registered clearinghouses and U.S. government agencies, and we monitor our positions with individual counterparties. In the event of a default by a counterparty, we may have difficulty obtaining our assets pledged as collateral to such counterparty and may not receive payments as and when due to us under the terms of our derivative agreements. In the case of centrally cleared instruments, we could be exposed to credit risk if the central clearing agency or a clearing member defaults on its respective obligation to perform under the contract. However, we believe that the risk is minimal due to the clearing exchanges' initial and daily mark-to-market margin requirements, clearinghouse guarantee funds and other resources that are available in the event of a clearing member default.

As of March 31, 2025, our maximum amount at risk with any counterparty related to our repurchase agreements, excluding the Fixed Income Clearing Corporation, was less than 2% of our tangible stockholders' equity (or the excess/shortfall of the value of collateral pledged/received over our repurchase agreement liabilities/reverse repurchase agreement receivables). As of March 31, 2025, 8% of our tangible stockholder's equity was at risk with the Fixed Income Clearing Corporation.

Assets Pledged to Counterparties

The following tables summarize our assets pledged as collateral under our funding, derivative and brokerage and clearing agreements by type, including securities pledged related to securities sold but not yet settled, as of March 31, 2025 and December 31, 2024 (in millions):

	March 31, 2025			
Assets Pledged to Counterparties [1]	**Repurchase Agreements [2]**	**Debt of Consolidated VIEs**	**Derivative Agreements and Other**	**Total**
Agency RMBS - fair value	$ 64,116	$ 95	$ 100	$ 64,311
CRT - fair value	595	—	—	595
Non-Agency - fair value	173	—	—	173
U.S. Treasury securities - fair value	2,866	—	403	3,269
Accrued interest on pledged securities	296	—	9	305
Restricted cash	383	—	880	1,263
Total	$ 68,429	$ 95	$ 1,392	$ 69,916

	December 31, 2024			
Assets Pledged to Counterparties [1]	**Repurchase Agreements [2]**	**Debt of Consolidated VIEs**	**Derivative Agreements and Other**	**Total**
Agency RMBS - fair value	$ 59,958	$ 97	$ 27	$ 60,082
CRT - fair value	590	—	—	590
Non-Agency - fair value	206	—	—	206
U.S. Treasury securities - fair value	1,414	—	151	1,565
Accrued interest on pledged securities	279	—	1	280
Restricted cash	386	—	880	1,266
Total	$ 62,833	$ 97	$ 1,059	$ 63,989

1. Includes repledged assets received as collateral from counterparties and securities sold but not yet settled.
2. Includes $33 million and $33 million of retained interests in our consolidated VIEs pledged as collateral under repurchase agreements as of March 31, 2025 and December 31, 2024, respectively.

The following table summarizes our securities pledged as collateral under our repurchase agreements by the remaining maturity of our borrowings, including securities pledged related to sold but not yet settled securities, as of March 31, 2025 and December 31, 2024 (in millions). For the corresponding borrowings associated with the following amounts and the interest rates thereon, refer to Note 4.

	March 31, 2025			December 31, 2024		
Securities Pledged by Remaining Maturity of Repurchase Agreements [1]	Fair Value of Pledged Securities	Amortized Cost of Pledged Securities	Accrued Interest on Pledged Securities	Fair Value of Pledged Securities	Amortized Cost of Pledged Securities	Accrued Interest on Pledged Securities
≤ 1 month	$ 56,493	$ 57,606	$ 253	$ 58,180	$ 60,506	$ 266
> 1 and ≤ 2 months	9,133	9,581	35	3,842	4,227	13
> 2 and ≤ 3 months	252	258	1	146	149	—
> 3 months	1,872	2,037	7	—	—	—
Total	$ 67,750	$ 69,482	$ 296	$ 62,168	$ 64,882	$ 279

1. Includes $33 million and $33 million of retained interests in our consolidated VIEs pledged as collateral under repurchase agreements as of March 31, 2025 and December 31, 2024, respectively.

Assets Pledged from Counterparties

As of March 31, 2025 and December 31, 2024, we had assets pledged to us from counterparties as collateral under our reverse repurchase and derivative agreements summarized in the tables below (in millions).

	March 31, 2025				December 31, 2024			
Assets Pledged to AGNC	Reverse Repurchase Agreements	Derivative Agreements	Repurchase Agreements	Total	Reverse Repurchase Agreements	Derivative Agreements	Repurchase Agreements	Total
Agency securities - fair value	$ —	$ —	$ 21	$ 21	$ —	$ —	$ 17	$ 17
U.S. Treasury securities - fair value	17,476	—	—	17,476	16,885	—	—	16,885
Cash	—	18	2	20	—	28	38	66
Total	$ 17,476	$ 18	$ 23	$ 17,517	$ 16,885	$ 28	$ 55	$ 16,968

Offsetting Assets and Liabilities

Certain of our repurchase agreements and derivative transactions are governed by underlying agreements that generally provide for a right of setoff under master netting arrangements (or similar agreements), including in the event of default or in the event of bankruptcy of either party to the transactions. We present our assets and liabilities subject to such arrangements on a gross basis in our consolidated balance sheets. The following tables present information about our assets and liabilities that are subject to master netting arrangements and can potentially be offset on our consolidated balance sheets as of March 31, 2025 and December 31, 2024 (in millions):

	Offsetting of Financial and Derivative Assets					
				Gross Amounts Not Offset in the Consolidated Balance Sheets		
	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Consolidated Balance Sheets	Net Amounts of Assets Presented in the Consolidated Balance Sheets	Financial Instruments	Collateral Received [2]	Net Amount
March 31, 2025						
Interest rate swap and swaption agreements, at fair value [1]	$ 19	$ —	$ 19	$ —	$ (17)	$ 2
TBA securities, at fair value [1]	72	—	72	(28)	(42)	2
Receivable under reverse repurchase agreements	17,604	—	17,604	(12,991)	(4,613)	—
Total	$ 17,695	$ —	$ 17,695	$ (13,019)	$ (4,672)	$ 4
December 31, 2024						
Interest rate swap and swaption agreements, at fair value [1]	$ 61	$ —	$ 61	$ —	$ (28)	$ 33
TBA securities, at fair value [1]	61	—	61	(61)	—	—
Receivable under reverse repurchase agreements	17,137	—	17,137	(11,680)	(5,457)	—
Total	$ 17,259	$ —	$ 17,259	$ (11,741)	$ (5,485)	$ 33

	Offsetting of Financial and Derivative Liabilities					
				Gross Amounts Not Offset in the Consolidated Balance Sheets		
	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Consolidated Balance Sheets	Net Amounts of Liabilities Presented in the Consolidated Balance Sheets	Financial Instruments	Collateral Pledged [2]	Net Amount
March 31, 2025						
Interest rate swap agreements, at fair value [1]	$ 3	$ —	$ 3	$ —	$ (3)	$ —
TBA securities, at fair value [1]	28	—	28	(28)	—	—
Repurchase agreements	66,138	—	66,138	(12,991)	(53,147)	—
Total	$ 66,169	$ —	$ 66,169	$ (13,019)	$ (53,150)	$ —
December 31, 2024						
TBA securities, at fair value [1]	$ 87	$ —	$ 87	$ (61)	$ (26)	$ —
Repurchase agreements	60,798	—	60,798	(11,680)	(49,118)	—
Total	$ 60,885	$ —	$ 60,885	$ (11,741)	$ (49,144)	$ —

1. Reported under derivative assets / liabilities, at fair value in the accompanying consolidated balance sheets. Refer to Note 5 for a reconciliation of derivative assets / liabilities, at fair value to their sub-components.
2. Includes cash and securities pledged / received as collateral, at fair value. Amounts include repledged collateral. Amounts presented are limited to collateral pledged sufficient to reduce the net amount to zero for individual counterparties, as applicable.

Note 7. Fair Value Measurements

The following table provides a summary of our assets and liabilities that are measured at fair value on a recurring basis, as of March 31, 2025 and December 31, 2024, based on their categorization within the valuation hierarchy (in millions). There were no transfers between valuation hierarchy levels during the periods presented in our accompanying consolidated statements of comprehensive income.

	March 31, 2025			December 31, 2024		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Assets:						
Agency securities	$ —	$ 70,363	$ —	$ —	$ 65,367	$ —
Agency securities transferred to consolidated VIEs	—	95	—	—	97	—
Credit risk transfer securities	—	640	—	—	633	—
Non-Agency securities	—	227	—	—	251	—
U.S. Treasury securities	3,280	—	—	1,575	—	—
Interest rate swaps [1]	—	2	—	—	22	—
Swaptions	—	17	—	—	39	—
TBA securities	—	72	—	—	61	—
SOFR Futures	6	—	—	—	—	—
U.S. Treasury futures	1	—	—	83	—	—
Total	$ 3,287	$ 71,416	$ —	$ 1,658	$ 66,470	$ —
Liabilities:						
Debt of consolidated VIEs	$ —	$ 62	$ —	$ —	$ 64	$ —
Obligation to return U.S. Treasury securities borrowed under reverse repurchase agreements	17,180	—	—	16,676	—	—
Interest rate swaps [1]	—	3	—	—	—	—
TBA securities	—	28	—	—	87	—
U.S. Treasury futures	39	—	—	—	—	—
SOFR Futures	—	—	—	7	—	—
Total	$ 17,219	$ 93	$ —	$ 16,683	$ 151	$ —

1. As of March 31, 2025 and December 31, 2024, the net fair value of our interest rate swaps excluding the recognition of variation margin settlements as a direct reduction of carrying value was a net asset (liability) of $1.4 billion and $2.3 billion, respectively, based on "Level 2" inputs.

Excluded from the table above are financial instruments reported at cost and other mortgage credit investments reported under the equity method of accounting in our consolidated financial statements. As of March 31, 2025 and December 31, 2024, the fair value of our repurchase agreements approximated cost, given their short-term nature (less than one year) and the rates on our outstanding repurchase agreements largely corresponded to prevailing rates observed in the repo market. The fair value of cash and cash equivalents, restricted cash, receivables and other payables were determined to approximate cost as of such dates due to their short duration. We estimate the fair value of these instruments carried at cost using "Level 1" or "Level 2" inputs. As of March 31, 2025 and December 31, 2024, the carrying value of other mortgage credit investments reported under the equity method of accounting was $63 million and $64 million, respectively.

Note 8. Net Income (Loss) Per Common Share

Basic net income (loss) per common share is computed by dividing (i) net income (loss) available (attributable) to common stockholders by (ii) the sum of our weighted-average number of common shares outstanding and the weighted-average number of vested but not yet issued time- and performance-based restricted stock units ("RSUs") that were outstanding during the period, which were granted under our long-term incentive program to employees and non-employee members of the Board of Directors ("the Board"). Diluted net income (loss) per common share assumes the issuance of all potential common stock equivalents unless doing so would reduce a loss or increase income per common share. Our potential common stock equivalents consist of unvested time- and performance-based RSUs. The following table presents the computations of basic and diluted net income (loss) per common share for the periods indicated (shares and dollars in millions):

	Three Months Ended March 31, 2025	2024
Weighted average number of common shares issued and outstanding	916.1	700.1
Weighted average number of fully vested restricted stock units outstanding	2.2	2.1
Weighted average number of common shares outstanding - basic	918.3	702.2
Weighted average number of dilutive unvested restricted stock units outstanding	3.6	2.0
Weighted average number of common shares outstanding - diluted	921.9	704.2
Net income available to common stockholders	$ 15	$ 412
Net income per common share - basic	$ 0.02	$ 0.59
Net income per common share - diluted	$ 0.02	$ 0.59

Note 9. Stockholders' Equity

Preferred Stock

We are authorized to designate and issue up to 10.0 million shares of preferred stock in one or more classes or series. As of March 31, 2025 and December 31, 2024, 13,800, 10,350, 16,100, 23,000 and 6,900 shares of preferred stock were designated as 7.00% Series C Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, 6.875% Series D Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, 6.50% Series E Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, 6.125% Series F Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock and 7.75% Series G Fixed-Rate Reset Cumulative Redeemable Preferred Stock, respectively, (referred to as "Series C, D, E, F and G Preferred Stock", respectively). As of March 31, 2025 and December 31, 2024, 13,000, 9,400, 16,100, 23,000 and 6,000 shares of Series C, D, E, F and G Preferred Stock, respectively, were issued and outstanding. Each share of preferred stock is represented by 1,000 depositary shares. Each share of preferred stock has a liquidation preference of $25,000 per share ($25 per depositary share).

Our preferred stock ranks senior to our common stock with respect to the payment of dividends and the distribution of assets upon a voluntary or involuntary liquidation, dissolution or winding up of the Company. Our preferred stock has no stated maturity, is not subject to any sinking fund or mandatory redemption and each series of preferred stock ranks on parity with one another. Under certain circumstances upon a change of control, our preferred stock is convertible to shares of our common stock. Holders of our preferred stock and depositary shares underlying our preferred stock have no voting rights, except under limited conditions. Beginning on each series' optional redemption date, we may redeem shares at $25.00 per depositary share, plus accumulated and unpaid dividends (whether or not declared), exclusively at our option.

The following table includes a summary of preferred stock depositary shares issued and outstanding as of March 31, 2025 (dollars and shares in millions):

Cumulative Redeemable Preferred Stock [1]	Issue Date	Depositary Shares Issued and Outstanding	Carrying Value	Aggregate Liquidation Preference	Per Annum Dividend Rate [2,3]	First Optional Redemption Date / Conversion Date [3,4]
Fixed-to-Floating Rate:						
Series C	August 22, 2017	13.0	$ 315	$ 325	9.68019%	October 15, 2022
Series D	March 6, 2019	9.4	227	235	8.90119%	April 15, 2024
Series E	October 3, 2019	16.1	390	403	9.56219%	October 15, 2024
Series F	February 11, 2020	23.0	557	575	6.125%	April 15, 2025
Fixed-Rate Reset:						
Series G	September 14, 2022	6.0	145	150	7.750%	October 15, 2027
Total		67.5	$ 1,634	$ 1,688		

1. The depositary shares underlying our preferred stock accrue dividends at an initial annual fixed rate of the $25.00 liquidation preference per depositary share from the issuance date up to, but not including, the fixed-to-floating rate or fixed-rate-reset conversion date; thereafter, dividends will accrue on a floating rate or fixed-rate-reset basis equal to the conversion rate plus a fixed spread.
2. The Series C, D and E per annum dividend rates represent the rates in effect as of March 31, 2025.
3. The Series C, D and E dividends accrue at a rate equal to the 3-Month CME Term SOFR plus 0.26161%, plus spreads of 5.111%, 4.332% and 4.993%, respectively, per annum, resetting quarterly in accordance with the certificate of designations for such series and the Adjustable Interest Rate (LIBOR) Act of 2021 (the "LIBOR Act"). At the conclusion of the fixed rate period (the conversion date) for the Series F Preferred Stock, the dividend for such series will accrue at a rate equal to the 3-Month CME Term SOFR plus 0.26161%, plus a spread of 4.697% per annum, resetting quarterly in accordance with the certificate of designations for such series and the LIBOR Act. At the conclusion of the fixed rate period for the Series G Preferred Stock, the dividend will accrue at a floating rate equal to the 5-Year US Treasury rate plus a spread of 4.39% per annum and will reset in accordance with the certificate of designations for such series.

4. Shares may be redeemed prior to our optional redemption date under certain circumstances intended to preserve our qualification as a REIT for U.S federal income tax purposes.

At-the-Market Offering Program

We are authorized by our Board to enter into agreements with sales agents to publicly offer and sell shares of our common stock in privately negotiated and/or at-the-market transactions from time-to-time up to a maximum aggregate offering price of our common stock. The following table includes a summary of shares of our common stock issued under the sales agreements during the three months ended March 31, 2025 and 2024 (in millions, except for per share data). As of March 31, 2025, shares of our common stock with an aggregate offering price of $0.7 billion remained authorized for issuance under this program through December 31, 2025. See Note 11. Subsequent Event for additional information regarding our new At-the-Market Offering Program.

ATM Offerings	Average Price Received Per Share, Net	Shares	Net Proceeds
Three months ended:			
March 31, 2025	$10.23	49.7	$509
March 31, 2024	$9.61	25.1	$241

Accumulated Other Comprehensive Income (Loss)

The following table summarizes changes to accumulated OCI for the three months ended March 31, 2025 and 2024 (in millions):

	Three Months Ended March 31,	
Accumulated Other Comprehensive Income (Loss)	**2025**	**2024**
Beginning Balance	$ (591)	$ (517)
OCI before reclassifications	93	(77)
Net (gain) loss amounts for available-for-sale securities reclassified from accumulated OCI to realized gain (loss) on sale of investment securities, net	—	—
Ending Balance	$ (498)	$ (594)

Note 10. Segment Reporting

Our investment portfolio consists primarily of Agency RMBS, and we fund our investments primarily through collateralized borrowings structured as repurchase agreements. As part of our operations, we are exposed to market risks, including interest rate, prepayment, extension, spread, and credit risks.

Our portfolio is managed as a whole, with investment and hedging decisions assessed collectively by the Chief Operating Decision Maker (CODM). The CODM, represented by our Chief Executive Officer with the support of our Executive Management Committee, allocates resources and evaluates financial performance by considering the market risks identified above. The CODM also considers factors such as total assets and repurchase agreements outstanding, as reported on the consolidated balance sheet; our TBA position, as disclosed in Note 5. *Derivative and Other Hedging Instruments*; our ability to hedge certain risks; and our intention to qualify as a REIT. Consequently, the Company operates as a single reportable segment, as reflected in the accompanying consolidated financial statements and notes.

The CODM assesses performance using comprehensive income (loss), as reported on the consolidated statement of comprehensive income (loss). Comprehensive income (loss) is a key determinant of the Company's economic return, calculated as the change in tangible stockholders' equity attributable to common stockholders plus common stock dividends declared, divided by the prior period's tangible stockholders' equity attributable to common stockholders, each computed on a per common share basis. This measure is used to monitor actual results, benchmark performance against peers, and inform management's compensation. Additionally, the CODM also evaluates consolidated expense information, including interest expense, compensation and benefits, and other operating expenses, as significant metrics in decision-making.

Note 11. Subsequent Event

In April 2025, we filed a prospectus supplement and entered into agreements with sales agents to establish a new At-the-Market Offering Program (see Note 9. Stockholders' Equity) pursuant to which we may publicly offer and sell shares of our common stock in privately negotiated and/or at-the-market transactions from time-to-time up to a maximum aggregate offering price of our common stock of $1.5 billion from and after the date of the prospectus supplement through December 31, 2026.

Item 2. *Management's Discussion and Analysis of Financial Condition and Results of Operations*

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is designed to provide a reader of AGNC Investment Corp.'s consolidated financial statements with a narrative from the perspective of management and should be read in conjunction with the consolidated financial statements and accompanying notes included in this Quarterly Report on Form 10-Q for quarterly period ended March 31, 2025. Our MD&A is presented in the following sections:

- Executive Overview
- Financial Condition
- Results of Operations
- Liquidity and Capital Resources
- Off-Balance Sheet Arrangements
- Forward-Looking Statements
- Website and Social Media Disclosure

EXECUTIVE OVERVIEW

We are a leading provider of private capital to the U.S. housing market, enhancing liquidity in the residential real estate mortgage markets and, in turn, facilitating home ownership in the U.S. We invest primarily in Agency residential mortgage-backed securities ("Agency RMBS") on a leveraged basis. These investments consist of residential mortgage pass-through securities and collateralized mortgage obligations for which the principal and interest payments are guaranteed by a U.S. Government-sponsored enterprise, such as Federal National Mortgage Association ("Fannie Mae") and Federal Home Loan Mortgage Corporation ("Freddie Mac," and together with Fannie Mae, the "GSEs"), or by a U.S. Government agency, such as Government National Mortgage Association ("Ginnie Mae"). We may also invest in other assets related to the housing, mortgage or real estate markets that are not guaranteed by a GSE or U.S. Government agency.

We are internally managed with the principal objective of generating favorable long-term stockholder returns with a substantial yield component. We generate income from the interest earned on our investments, net of associated borrowing and hedging costs, and net realized gains and losses on our investment and hedging activities. We fund our investments primarily through collateralized borrowings structured as repurchase agreements. We operate in a manner to qualify to be taxed as a REIT under the Internal Revenue Code.

We employ an active management strategy that is dynamic and responsive to evolving market conditions. The composition of our portfolio and our investment, funding, and hedging strategies are tailored to reflect our analysis of market conditions and the relative values of available options. Market conditions are influenced by a variety of factors, including interest rates, prepayment expectations, liquidity, housing prices, unemployment rates, general economic conditions, government participation in the mortgage market, regulations and relative returns on other assets.

Trends and Recent Market Impacts

Investor sentiment turned decidedly more cautious during the first quarter of 2025, as the potential adverse effects of government policy actions on economic growth and inflation caused increasing macroeconomic and monetary policy uncertainty. In response, investors initially rotated into high-quality assets—such as U.S. Treasuries, Agency RMBS, and cash—while reducing exposure to higher-risk assets, including equities and corporate debt.

Fixed income markets posted positive returns across major Bloomberg indices during the quarter, led by Agency RMBS with a total return of 3.1%. On a hedged basis, Agency RMBS performance was more mixed, as spreads to benchmark rates generally widened, particularly in the lower- and middle-coupon segments. The 30-year Agency RMBS current coupon spread to a blend of 5- and 10-year Treasury rates widened by eight basis points during the quarter.

Despite the modest spread widening, for the first quarter, AGNC had total comprehensive income of $0.12 per common share and generated an economic return on tangible common equity of 2.4%, consisting of $0.36 in dividends declared per common share and a $0.16 decline in tangible net book value per share.

Shortly after quarter-end in early April, volatility escalated following the administration’s announcement of tariffs that were significantly broader and greater in magnitude than anticipated. Recession concerns intensified, equity markets entered bear market territory from their February peaks, and interest rate volatility increased markedly. Over the first nine trading days of April, the 10-year Treasury yield fluctuated by more than 100 basis points—initially declining sharply before reversing materially higher. This elevated volatility and uncertainty disrupted typical market correlations, constrained liquidity, and further pressured investor sentiment.

The Agency RMBS market was not immune to these adverse developments and also came under significant pressure. In early April, the 30-year Agency RMBS current coupon spread to the blended 5- and 10-year Treasury rate widened to 160 basis points—the top of its five-quarter trading range. Agency RMBS relative performance to swaps was even weaker. The Agency RMBS current coupon spread to blended swap rates reached an intraday peak of 230 basis points, approaching the high of 235 basis points observed during the COVID-19 crisis. As of the end of April, these spreads have narrowed somewhat but remain elevated.

AGNC was well-positioned entering this period of market disruption. Consistent with our disciplined approach to balance sheet management, during the first quarter we maintained our tangible net book value "at risk" leverage within our target range, ending the quarter at 7.5x tangible equity. We also raised $509 million in common equity through our At-the-Market Offering Program at a material premium to tangible net book value, generating meaningful accretion for common stockholders and further enhancing our liquidity position. As a result, we concluded the quarter with $6.0 billion in cash and unencumbered Agency RMBS, representing 63% of tangible equity.

While our net asset value was negatively impacted by the widening of mortgage spreads to benchmark interest rates, the implied return potential on our portfolio and new investments have increased commensurately, reflecting these wider spread levels. At current valuations, we believe Agency RMBS offer compelling return opportunities on both a levered and unlevered basis. Historical spread behavior supports this view, as mortgage spreads to benchmark rates have not typically remained at these levels for extended periods. We also view Agency RMBS as an attractive alternative to corporate credit, particularly in the context of a weakening economic outlook. Accordingly, despite the likelihood of continued macroeconomic uncertainty, our outlook for Agency RMBS remains highly constructive. On the demand side, we continue to expect that regulatory relief and the potential for more favorable capital requirements will support increased bank demand for Agency RMBS and also benefit the Treasury and swap markets. At the same time, with mortgage rates in the mid-to-upper 6% range, new issuance of Agency RMBS is expected to remain relatively muted.

During the first quarter, our investment portfolio increased approximately $5 billion to $78.9 billion at quarter-end. Asset additions were concentrated in pools with favorable prepayment characteristics, while our TBA position was relatively stable, and the weighted average coupon of our holdings remained just over 5.0%.

In line with our asset growth, our interest rate hedge portfolio increased during the quarter to $64.1 billion in notional balance at quarter-end and covered 91% of the outstanding balance of our repurchase agreements used to fund our investment portfolio ("Investment Securities Repo"), TBA position, and other debt, unchanged from December 31, 2024. Our duration gap, which measures the estimated difference between the interest rate sensitivity of our assets and our liabilities, inclusive of interest rate hedges, was 0.4 years at quarter-end, compared to 0.3 years as of December 31, 2024.

Net spread and dollar roll income (a non-GAAP measure) for the first quarter increased $0.07 to $0.44 per common share, driven by a 21 basis point improvement in our net interest rate spread from the fourth quarter of 2024 to 2.12%. This improvement reflected higher asset yields, a greater proportion of swap-based hedges, and repo funding that fully reset to prevailing short-term rate levels.

Consistent with lower rates during the quarter, the average projected life CPR for our portfolio increased to 8.3% at quarter-end, from 7.7% as of December 31, 2024. Actual CPRs averaged 7.0% for the quarter, down from 9.6% in the fourth quarter.

For information regarding non-GAAP financial measures, including reconciliations to the most comparable GAAP measure please refer to Results of Operations included in this MD&A below. For information regarding the sensitivity of our tangible net book value per common share to changes in interest rates and mortgage spreads, please refer to Item 3. *Quantitative and Qualitative Disclosures about Market Risk* in this form 10-Q.

Market Information

The following table summarizes benchmark interest rates and prices of generic fixed rate Agency RMBS as of each date presented below:

Interest Rate/Security Price [1]	Mar. 31, 2024	June 30, 2024	Sept. 30, 2024	Dec. 31, 2024	Mar. 31, 2025	Mar. 31, 2025 vs Dec. 31, 2024
Target Federal Funds Rate:						
Target Federal Funds Rate - Upper Band	5.50%	5.50%	5.00%	4.50%	4.50%	— bps
SOFR:						
SOFR Rate	5.34%	5.33%	4.96%	4.49%	4.41%	-8 bps
SOFR Interest Rate Swap Rate:						
2-Year Swap	4.55%	4.61%	3.44%	4.08%	3.72%	-36 bps
5-Year Swap	3.98%	4.10%	3.25%	4.04%	3.65%	-39 bps
10-Year Swap	3.84%	3.98%	3.32%	4.07%	3.76%	-31 bps
30-Year Swap	3.62%	3.76%	3.30%	3.93%	3.79%	-14 bps
U.S. Treasury Security Rate:						
2-Year U.S. Treasury	4.62%	4.76%	3.64%	4.24%	3.89%	-35 bps
5-Year U.S. Treasury	4.21%	4.38%	3.56%	4.38%	3.95%	-43 bps
10-Year U.S. Treasury	4.20%	4.40%	3.78%	4.57%	4.21%	-36 bps
30-Year U.S. Treasury	4.34%	4.56%	4.12%	4.78%	4.57%	-21 bps
30-Year Fixed Rate Agency Price:						
2.5%	$82.77	$81.87	$86.22	$81.38	$83.05	+$1.67
3.0%	$86.16	$85.26	$89.68	$84.88	$86.58	+$1.70
3.5%	$89.61	$88.67	$93.09	$88.38	$90.11	+$1.73
4.0%	$92.74	$91.68	$95.98	$91.32	$93.10	+$1.78
4.5%	$95.34	$94.45	$98.27	$93.98	$95.55	+$1.57
5.0%	$97.70	$96.81	$99.90	$96.44	$97.89	+$1.45
5.5%	$99.58	$98.76	$101.15	$98.61	$99.79	+$1.18
6.0%	$100.98	$100.39	$102.19	$100.45	$101.49	+$1.04
6.5%	$102.21	$101.88	$103.10	$102.10	$103.08	+$0.98
15-Year Fixed Rate Agency Price:						
1.5%	$86.69	$85.61	$89.16	$85.80	$87.69	+$1.89
2.0%	$88.71	$88.00	$91.41	$88.34	$90.30	+$1.96
2.5%	$91.07	$90.44	$93.68	$90.83	$92.44	+$1.61
3.0%	$93.17	$92.61	$95.82	$93.12	$94.55	+$1.43
3.5%	$95.13	$94.61	$97.88	$94.56	$96.16	+$1.60
4.0%	$96.95	$96.24	$99.28	$96.01	$97.37	+$1.36

1. Price information is for generic instruments only and is not reflective of our specific portfolio holdings. Price information is as of 3:00 p.m. (EST) on such date and can vary by source. Price information is sourced from Barclays. Interest rate information is sourced from Bloomberg.

The following table summarizes mortgage and credit spreads as of each date presented below:

Mortgage Rate/Credit Spread	Mar. 31, 2024	June 30, 2024	Sept. 30, 2024	Dec. 31, 2024	Mar. 31, 2025	Mar. 31, 2025 vs Dec. 31, 2024
Mortgage Rate: [1]						
30-Year Agency Current Coupon Yield to 5-Year U.S. Treasury Spread	139	149	140	145	156	+11
30-Year Agency Current Coupon Yield to 10-Year U.S. Treasury Spread	140	147	118	126	130	+4
30-Year Agency Current Coupon Yield to 5/10-Year U.S. Treasury Spread	139	149	129	135	143	+8
30-Year Agency Current Coupon Yield	5.60%	5.87%	4.96%	5.83%	5.51%	-32 bps
30-Year Mortgage Rate	6.74%	6.94%	6.14%	6.86%	6.60%	-26 bps
Credit Spread (in bps): [2]						
CRT M2	182	166	159	137	163	+26
CMBS AAA	88	100	91	72	94	+22
CDX IG	51	54	53	50	61	+11

1. 30-Year Current Coupon Yield represents yield on new production Agency RMBS. 30-Year Current Coupon Yields are sourced from Bloomberg and 30-Year Mortgage Rates are sourced from Clear Blue.
2. CRT and CDX spreads sourced from JP Morgan. CMBS spreads are the average of spreads sourced from Bank of America, JP Morgan and Wells Fargo.

FINANCIAL CONDITION

As of March 31, 2025 and December 31, 2024, our investment portfolio totaled $78.9 billion and $73.3 billion, respectively, consisting of: $70.5 billion and $65.5 billion Agency RMBS, at fair value, respectively; $7.5 billion and $6.9 billion net TBA securities, at fair value, respectively; $0.9 billion and $0.9 billion CRT, non-Agency RMBS and CMBS, at fair value, respectively; and other mortgage credit investments of $63 million and $64 million, respectively, which we account for under the equity method of accounting. The following table is a summary of our investment securities (including TBA securities) as of March 31, 2025 and December 31, 2024 (dollars in millions):

	March 31, 2025				December 31, 2024			
Investment Securities (Includes TBAs) [1]	**Amortized Cost**	**Fair Value**	**Average Coupon**	**%**	**Amortized Cost**	**Fair Value**	**Average Coupon**	**%**
Fixed rate Agency RMBS and TBA securities:								
≤ 15-year:								
≤ 15-year RMBS	$ 88	$ 83	2.65 %	— %	$ 97	$ 90	2.68 %	— %
15-year TBA securities	—	—	— %	— %	—	—	— %	— %
Total ≤ 15-year	88	83	2.65 %	— %	97	90	2.68 %	— %
20-year RMBS	560	498	3.12 %	1 %	578	506	3.12 %	1 %
30-year:								
30-year RMBS	69,659	67,887	5.11 %	86 %	66,464	63,453	5.01 %	87 %
30-year TBA securities, net [2]	7,429	7,473	4.51 %	9 %	6,887	6,861	5.37 %	9 %
Total 30-year	77,088	75,360	5.05 %	96 %	73,351	70,314	5.04 %	96 %
Total fixed rate Agency RMBS and TBA securities	77,736	75,941	5.03 %	96 %	74,026	70,910	5.02 %	97 %
Adjustable rate Agency RMBS	783	785	4.85 %	1 %	796	790	4.85 %	1 %
Multifamily	1,033	1,038	4.65 %	1 %	485	476	4.62 %	1 %
CMO Agency RMBS:								
CMO	96	92	3.36 %	— %	102	96	3.34 %	— %
Interest-only strips	58	53	0.60 %	— %	35	30	2.08 %	— %
Principal-only strips	24	22	— %	— %	25	23	— %	— %
Total CMO Agency RMBS [3]	178	167	3.36 %	— %	162	149	3.34 %	— %
Total Agency RMBS and TBA securities [3]	79,730	77,931	5.02 %	99 %	75,469	72,325	5.02 %	99 %
Non-Agency RMBS [1,3]	17	15	5.28 %	— %	17	15	5.29 %	— %
CMBS [3]	235	212	6.82 %	— %	264	236	6.59 %	— %
CRT	595	640	10.26 %	1 %	583	633	10.44 %	1 %
Total investment securities [3]	$ 80,577	$ 78,798	5.06 %	100 %	$ 76,333	$ 73,209	5.06 %	100 %

1. Table excludes other mortgage credit investments of $63 million and $64 million as of March 31, 2025 and December 31, 2024, respectively.
2. TBA securities are presented net of long and short positions. For further details of our TBA securities refer to Note 5 of our Consolidated Financial Statements in this Form 10-Q
3. Average coupon excludes interest-only and principal-only securities.

TBA securities are recorded as derivative instruments in our accompanying consolidated financial statements, and our TBA dollar roll transactions represent a form of off-balance sheet financing. As of March 31, 2025 and December 31, 2024, our TBA securities had a net carrying value of $44 million and $(26) million, respectively, reported in derivative assets/(liabilities) on our accompanying consolidated balance sheets. The net carrying value represents the difference between the fair value of the underlying security in the TBA contract and the price to be paid or received for the underlying security.

As of March 31, 2025 and December 31, 2024, the weighted average yield on our investment securities (excluding TBA and forward settling securities) was 4.87% and 4.77%, respectively.

The following tables summarize certain characteristics of our fixed rate Agency RMBS portfolio, inclusive of TBA securities, as of March 31, 2025 and December 31, 2024 (dollars in millions):

	March 31, 2025								
	Includes Net TBA Position					Excludes Net TBA Position			
							Weighted Average		
Fixed Rate Agency RMBS and TBA Securities	**Par Value**	**Amortized Cost**	**Fair Value**	**Specified Pool %** [1]	**Weighted Average Coupon**	**Amortized Cost Basis**	**Yield** [2]	**Age (Months)**	**Projected CPR** [2]
Fixed rate									
≤ 15-year:									
2.0%	$ 33	$ 34	$ 31	100%	2.00%	102.5%	1.33%	51	9%
2.5%	10	11	10	100%	2.50%	99.5%	2.80%	145	17%
3.0%	31	31	30	100%	3.00%	100.8%	2.38%	139	16%
3.5%	8	8	8	100%	3.50%	101.1%	2.61%	140	16%
4.0%	4	4	4	10%	4.00%	101.0%	1.98%	166	38%
Total ≤ 15-year	86	88	83	96%	2.65%	101.3%	2.03%	107	15%
20-year:									
2.5%	300	313	266	—%	2.50%	104.4%	1.73%	57	5%
3.0%	23	24	21	97%	3.00%	103.4%	2.29%	68	8%
3.5%	92	94	89	77%	3.50%	101.6%	2.97%	139	9%
4.0%	56	58	55	92%	4.00%	103.6%	3.09%	95	9%
≥ 4.5%	67	71	67	97%	4.64%	104.7%	3.41%	90	10%
Total 20-year:	538	560	498	41%	3.12%	103.8%	2.32%	79	7%
30-year:									
≤ 3.0%	2,674	2,614	2,251	62%	2.51%	98.1%	2.75%	48	6%
3.5%	4,997	5,174	4,602	82%	3.50%	104.1%	2.84%	112	6%
4.0%	6,686	6,941	6,325	78%	4.00%	105.6%	3.10%	95	7%
4.5%	9,547	9,547	9,196	38%	4.50%	103.2%	3.94%	57	8%
5.0%	15,380	15,207	15,132	25%	5.00%	99.3%	5.08%	20	7%
5.5%	20,837	20,909	20,960	33%	5.50%	100.3%	5.45%	16	8%
6.0%	11,893	12,072	12,196	44%	6.00%	101.6%	5.70%	18	10%
≥ 6.5%	4,504	4,624	4,698	37%	6.51%	102.7%	5.91%	17	14%
Total 30-year	76,518	77,088	75,360	42%	5.05%	101.4%	4.84%	35	8%
Total fixed rate	$ 77,142	$ 77,736	$ 75,941	42%	5.03%	101.4%	4.82%	36	8%

1. Specified pools include pools backed by lower balance loans with original loan balances of up to $200K, HARP pools (defined as pools that were issued between May 2009 and December 2018 and backed by 100% refinance loans with original LTVs ≥ 80%), and pools backed by loans 100% originated in New York and Puerto Rico. As of March 31, 2025, lower balance specified pools had a weighted average original loan balance of $188,000 and $139,000 for 15-year and 30-year securities, respectively, and HARP pools had a weighted average original LTV of 128% and 141% for 15-year and 30-year securities, respectively.
2. Portfolio yield incorporates a projected life CPR based on forward rate assumptions as of March 31, 2025.

Fixed Rate Agency RMBS and TBA Securities	December 31, 2024								
	Includes Net TBA Position					Excludes Net TBA Position			
	Par Value	Amortized Cost	Fair Value	Specified Pool % [1]	Weighted Average Coupon	Amortized Cost Basis	Weighted Average Yield [2]	Weighted Average Age (Months)	Projected CPR [2]
Fixed rate									
≤ 15-year:									
≤ 2.0%	$ 34	$ 35	$ 30	100%	2.00%	102.6%	1.34%	48	8%
≤ 2.5%	12	12	12	100%	2.50%	99.4%	2.80%	142	15%
3.0%	34	35	33	100%	3.00%	100.9%	2.38%	136	15%
3.5%	9	9	9	100%	3.50%	101.2%	2.61%	137	15%
4.0%	5	5	5	9%	4.00%	101.2%	1.96%	164	34%
4.5%	1	1	1	100%	4.50%	101.0%	2.71%	165	28%
Total ≤ 15-year	95	97	90	95%	2.68%	101.4%	2.05%	107	14%
20-year:									
2.5%	307	321	267	—%	2.50%	104.5%	1.74%	54	5%
3.0%	23	24	21	97%	3.00%	103.5%	2.29%	65	7%
3.5%	98	99	93	78%	3.50%	101.7%	2.97%	136	9%
4.0%	58	60	56	92%	4.00%	103.7%	3.09%	93	9%
≥ 4.5%	71	74	69	97%	4.64%	104.8%	3.42%	87	10%
Total 20-year:	557	578	506	42%	3.12%	103.9%	2.33%	77	7%
30-year:									
≤ 3.0%	3,734	3,726	3,052	66%	2.41%	97.9%	2.73%	43	6%
3.5%	4,910	5,114	4,439	86%	3.50%	104.1%	2.84%	109	6%
4.0%	5,980	6,302	5,567	90%	4.00%	105.7%	3.10%	92	7%
4.5%	8,206	8,273	7,786	45%	4.50%	103.4%	3.92%	55	8%
5.0%	12,013	11,898	11,663	32%	5.00%	99.6%	5.03%	20	7%
5.5%	19,627	19,758	19,502	31%	5.50%	100.4%	5.44%	15	7%
6.0%	13,334	13,517	13,512	38%	6.00%	101.6%	5.72%	16	9%
≥ 6.5%	4,641	4,763	4,793	37%	6.51%	102.7%	5.97%	15	11%
Total 30-year	72,445	73,351	70,314	44%	5.04%	101.5%	4.74%	36	8%
Total fixed rate	$ 73,097	$ 74,026	$ 70,910	44%	5.02%	101.5%	4.71%	36	8%

1. See Note 1 of preceding table for specified pool composition. As of December 31, 2024, lower balance specified pools had a weighted average original loan balance of $188,000 and $148,000 for 15-year and 30-year securities, respectively, and HARP pools had a weighted average original LTV of 128% and 141% for 15-year and 30-year securities, respectively.
2. Portfolio yield incorporates a projected life CPR based on forward rate assumptions as of December 31, 2024.

For additional details regarding our CRT and non-Agency securities, including credit ratings, as of March 31, 2025 and December 31, 2024, please refer to Note 3 of our Consolidated Financial Statements in this Form 10-Q.

RESULTS OF OPERATIONS

Non-GAAP Financial Measures

In addition to the results presented in accordance with GAAP, our results of operations discussed below include certain non-GAAP financial information, including "economic interest income," "economic interest expense," and "net spread and dollar roll income available to common stockholders" and the related per common share measures and certain financial metrics derived from such non-GAAP information.

"Economic interest income" is measured as interest income (GAAP measure), adjusted to (i) exclude retrospective "catch-up" adjustments to premium amortization cost associated with changes in projected CPR estimates and (ii) include TBA dollar roll implied interest income. "Economic interest expense" is measured as interest expense (GAAP measure) adjusted to include TBA dollar roll implied interest expense/benefit and interest rate swap periodic cost/income. "Net spread and dollar roll income available to common stockholders" is measured as comprehensive income (loss) available (attributable) to common stockholders (GAAP measure) adjusted to: (i) exclude gains/losses on investment securities recognized through net income and other comprehensive income and gains/losses on derivative instruments and other securities (GAAP measures); (ii) exclude retrospective "catch-up" adjustments to premium amortization cost associated with changes in projected CPR estimates; and (iii) include interest rate swap periodic income/cost, TBA dollar roll income and other interest income/expense. As defined "Net spread and dollar roll income available to common stockholders" includes (i) the components of "economic interest income" and "economic interest expense", plus (ii) other interest income/expense, and less (iii) total operating expenses and dividends on preferred stock (GAAP measures).

By providing such measures, in addition to the related GAAP measures, we believe we give greater transparency into the information used by our management in its financial and operational decision-making. We also believe it is important for users of our financial information to consider information related to our current financial performance without the effects of certain measures and one-time events that are not necessarily indicative of our current investment portfolio performance and operations.

Specifically, in the case "net spread and dollar roll income available to common stockholders" and components of such measure, "economic interest income" and "economic interest expense," we believe the inclusion of TBA dollar roll income is meaningful as TBAs, which are accounted for under GAAP as derivative instruments with gains and losses recognized in other gain (loss) in our consolidated statement of comprehensive income, are economically equivalent to holding and financing generic Agency RMBS using short-term repurchase agreements. Similarly, we believe that the inclusion of periodic interest rate swap settlements is meaningful as interest rate swaps are the primary instrument we use to economically hedge against fluctuations in our borrowing costs and it is more indicative of our total cost of funds than interest expense alone. Additionally, we believe the exclusion of "catch-up" premium amortization adjustments is meaningful as it excludes the cumulative effect from prior reporting periods due to current changes in future prepayment expectations and, therefore, exclusion of such adjustments is more indicative of the current earnings potential of our investment portfolio.

However, because such measures are incomplete measures of our financial performance and involve differences from results computed in accordance with GAAP, they should be considered as supplementary to, and not as a substitute for, results computed in accordance with GAAP. In addition, because not all companies use identical calculations, our presentation of such non-GAAP measures may not be comparable to other similarly titled measures of other companies.

Selected Financial Data

The following selected financial data is derived from our interim consolidated financial statements and the notes thereto. The selected financial data should be read in conjunction with the more detailed information contained in Item 1. *Financial Statements* and in this Item 2. *Management's Discussion and Analysis of Financial Condition and Results of Operations* (in millions, except per share amounts):

Balance Sheet Data	**March 31, 2025**	**December 31, 2024**
	(Unaudited)	
Investment securities, at fair value of $71,325 and $66,348, respectively, and other mortgage credit investments	$ 71,388	$ 66,412
Total assets	$ 95,889	$ 88,015
Repurchase agreements and other debt	$ 66,200	$ 60,862
Total liabilities	$ 85,847	$ 78,253
Total stockholders' equity	$ 10,042	$ 9,762
Net book value per common share [1]	$ 8.80	$ 9.00
Tangible net book value per common share [2]	$ 8.25	$ 8.41

Statement of Comprehensive Income Data (Unaudited)	Three Months Ended March 31, 2025	2024
Interest income	$ 846	$ 642
Interest expense	687	672
Net interest income (expense)	159	(30)
Other gain (loss), net	(81)	497
Operating expenses	28	24
Net income	50	443
Dividends on preferred stock	35	31
Net income available to common stockholders	$ 15	$ 412
Net income	$ 50	$ 443
Other comprehensive income (loss), net	93	(77)
Comprehensive income	143	366
Dividends on preferred stock	35	31
Comprehensive income available to common stockholders	$ 108	$ 335
Weighted average number of common shares outstanding - basic	918.3	702.2
Weighted average number of common shares outstanding - diluted	921.9	704.2
Net income per common share - basic	$ 0.02	$ 0.59
Net income per common share - diluted	$ 0.02	$ 0.59
Comprehensive income per common share - basic	$ 0.12	$ 0.48
Comprehensive income per common share - diluted	$ 0.12	$ 0.48
Dividends declared per common share	$ 0.36	$ 0.36

Other Data (Unaudited) *	Three Months Ended March 31, 2025	2024
Average investment securities - at par	$ 69,704	$ 55,455
Average investment securities - at cost	$ 70,725	$ 56,664
Average net TBA dollar roll position - at cost	$ 7,428	$ 6,190
Average total assets - at fair value	$ 92,683	$ 70,731
Average repurchase agreements and other debt outstanding [3]	$ 61,707	$ 48,730
Average stockholders' equity [4]	$ 9,935	$ 8,328
Average tangible net book value "at risk" leverage [5]	7.3:1	7.0:1
Tangible net book value "at risk" leverage *(as of period end)* [6]	7.5:1	7.1:1
Economic return on tangible common equity [7]	2.4 %	5.7 %
Expenses % of average total assets - annualized	0.12 %	0.14 %
Expenses % of average assets, including average net TBA position - annualized	0.11 %	0.12 %
Expenses % of average stockholders' equity - annualized	1.13 %	1.15 %

* Except as noted below, average numbers for each period are weighted based on days on our books and records.

1. Net book value per common share is calculated as total stockholders' equity, less preferred stock liquidation preference, divided by number of common shares outstanding as of period end.
2. Tangible net book value per common share excludes goodwill.
3. Amount represents the daily weighted average repurchase agreements outstanding for the period used to fund our investment securities and other debt. Amount excludes U.S. Treasury repurchase agreements and TBA contracts. Other debt includes debt of consolidated VIEs.
4. Average stockholders' equity calculated as average month-ended stockholders' equity during the period.
5. Average tangible net book value "at risk" leverage is calculated by dividing the sum of daily weighted average repurchase agreements used to fund our investment securities, other debt, and TBA and forward settling securities (at cost) (collectively "mortgage borrowings") outstanding for the period by the sum of average stockholders' equity adjusted to exclude goodwill for the period. Leverage excludes U.S. Treasury repurchase agreements.
6. Tangible net book value "at risk" leverage as of period end is calculated by dividing the sum of mortgage borrowings outstanding and receivable/payable for unsettled investment securities as of period end by the sum of total stockholders' equity adjusted to exclude goodwill as of period end. Leverage excludes U.S. Treasury repurchase agreements.

7. Economic return on tangible common equity represents the sum of the change in tangible net book value per common share and dividends declared per share of common stock during the period over beginning tangible net book value per common share.

Economic Interest Income and Asset Yields

The following table summarizes our economic interest income (a non-GAAP measure) for the three months ended March 31, 2025 and 2024, which includes the combination of interest income (a GAAP measure) on our holdings reported as investment securities on our consolidated balance sheets, adjusted to exclude estimated "catch-up" premium amortization adjustments for the cumulative effect from prior reporting periods due to changes in our CPR forecast, and implied interest income on our TBA securities (dollars in millions):

	Three Months Ended March 31, 2025		Three Months Ended March 31, 2024	
	Amount	Yield	Amount	Yield
Interest income:				
Cash/coupon interest income	$ 885	5.08 %	$ 679	4.90 %
Net premium amortization benefit (cost)	(39)	(0.30)%	(37)	(0.37)%
Interest income (GAAP measure)	846	4.78 %	642	4.53 %
Estimated "catch-up" premium amortization cost (benefit) due to change in CPR forecast	2	0.02 %	(10)	(0.07)%
Interest income, excluding "catch-up" premium amortization	848	4.80 %	632	4.46 %
TBA dollar roll income - implied interest income [1,2]	104	5.58 %	84	5.40 %
Economic interest income (non-GAAP measure) [3]	$ 952	4.87 %	$ 716	4.56 %
Weighted average actual portfolio CPR for investment securities held during the period	7.0 %		5.7 %	
Weighted average projected CPR for the remaining life of investment securities held as of period end	8.3 %		10.4 %	
30-year fixed rate mortgage rate as of period end [4]	6.60 %		6.74 %	
10-year U.S. Treasury rate as of period end [4]	4.21 %		4.20 %	

1. Reported in gain (loss) on derivatives instruments and other securities, net in the accompanying consolidated statements of operations.
2. Implied interest income from TBA dollar roll transactions is computed as the sum of (i) TBA dollar roll income and (ii) estimated TBA implied funding cost (see *Economic Interest Expense and Aggregate Cost of Funds* below). TBA dollar roll income represents the price differential, or "price drop," between the TBA price for current month settlement versus the TBA price for forward month settlement and is the economic equivalent to interest income on the underlying Agency securities, less an implied funding cost, over the forward settlement period. Amount is net of TBAs used for hedging purposes. Amount excludes TBA mark-to-market adjustments.
3. The combined asset yield is calculated on a weighted average basis based on our average investment and TBA balances outstanding during the period and their respective yields.
4. 30-year fixed rate mortgage rates are sourced from Optimal Blue. 10-year U.S. Treasury rates are sourced from Bloomberg.

The principal elements impacting our economic interest income are the average size of our investment portfolio and the average yield on our securities. The following table includes a summary of the estimated impact of each of these elements on our economic interest income for the three months ended March 31, 2025 compared to the prior year period (in millions):

Impact of Changes in the Principal Elements Impacting Economic Interest Income

Three Months Ended March 31, 2025 vs. March 31, 2024

	Total Increase / (Decrease)	Due to Change in Average Portfolio Size	Due to Change in Average Asset Yield
Interest Income (GAAP measure)	$ 204	$ 159	$ 45
Estimated "catch-up" premium amortization due to change in CPR forecast	12	—	12
Interest income, excluding "catch-up" premium amortization	216	159	57
TBA dollar roll income - implied interest income	20	17	3
Economic interest income, excluding "catch-up" amortization (non-GAAP measure)	$ 236	$ 176	$ 60

Our average investment portfolio (at cost), inclusive of TBAs, increased 24% for the three months ended March 31, 2025, compared to the prior year period, primarily due to an increase in our capital base. The average yield on our investment portfolio, including TBA implied asset yields and excluding "catch-up" premium amortization, increased 31 basis points for the three months ended March 31, 2025 largely as a result of shifting our asset portfolio from lower coupon holdings toward a greater share of higher coupon, specified pools.

Leverage

Our primary measure of leverage is our tangible net book value "at risk" leverage ratio, which is measured as the sum of our repurchase agreements and other debt used to fund our investment securities and net TBA and forward settling securities position (at cost) (together referred to as "mortgage borrowings") and our net receivable/payable for unsettled investment securities, divided by our total stockholders' equity adjusted to exclude goodwill.

We include our net TBA position in our measure of leverage because a forward contract to acquire Agency RMBS in the TBA market carries similar risks to Agency RMBS purchased in the cash market and funded with on-balance sheet liabilities. Similarly, a TBA contract for the forward sale of Agency securities has substantially the same effect as selling the underlying Agency RMBS and reducing our on-balance sheet funding commitments. (Refer to *Liquidity and Capital Resources* in this Form 10-Q for further discussion of TBA securities and dollar roll transactions). Repurchase agreements used to fund short-term investments in U.S. Treasury securities ("U.S. Treasury Repo") are excluded from our measure of leverage due to the temporary and highly liquid nature of these investments. The following table presents a summary of our leverage ratios for the periods listed (dollars in millions):

	Investment Securities Repurchase Agreements and Other Debt [1]			Net TBA Position Long/(Short) [2]			
Quarter Ended	Average Daily Amount	Maximum Daily Amount	Ending Amount	Average Daily Amount	Ending Amount	Average Tangible Net Book Value "At Risk" Leverage during the Period [3]	Tangible Net Book Value "At Risk" Leverage as of Period End [4]
March 31, 2025	$ 61,707	$ 63,789	$ 63,312	$ 7,428	$ 7,429	7.3:1	7.5:1
December 31, 2024	$ 59,690	$ 63,759	$ 59,426	$ 5,936	$ 6,887	7.2:1	7.2:1
March 31, 2024	$ 48,730	$ 49,894	$ 48,216	$ 6,190	$ 8,405	7.0:1	7.1:1

1. Other debt includes debt of consolidated VIEs. Amounts exclude U.S. Treasury Repo agreements.
2. Daily average and ending net TBA position outstanding measured at cost. Includes forward settling non-Agency securities.
3. Average tangible net book value "at risk" leverage during the period represents the sum of our daily weighted average repurchase agreements and other debt used to fund acquisitions of investment securities and net TBA and forward settling securities position outstanding, divided by the sum of our average month-ended stockholders' equity, adjusted to exclude goodwill.
4. Tangible net book value "at risk" leverage as of period end represents the sum of our repurchase agreements and other debt used to fund acquisitions of investments securities, net TBA and forward settling securities position (at cost), and net receivable/payable for unsettled investment securities outstanding as of period end, divided by total stockholders' equity, adjusted to exclude goodwill as of period end.

Economic Interest Expense and Aggregate Cost of Funds

The following table summarizes our economic interest expense and aggregate cost of funds (non-GAAP measures) for the three months ended March 31, 2025 and 2024 (dollars in millions), which includes the combination of interest expense on repurchase agreements and other debt used to fund acquisitions of investment securities (GAAP measure), implied financing cost of our TBA securities and interest rate swap periodic income:

	Three Months Ended March 31,			
	2025		2024	
Economic Interest Expense and Aggregate Cost of Funds [1]	Amount	Cost of Funds	Amount	Cost of Funds
Investment securities repurchase agreement and other debt - interest expense (GAAP measure)	$ 687	4.45 %	$ 672	5.45 %
TBA dollar roll income - implied interest expense [2,3]	81	4.34 %	84	5.34 %
Economic interest expense - before interest rate swap periodic income, net [4]	768	4.44 %	756	5.44 %
Interest rate swap periodic income, net [2,5]	(293)	(1.69)%	(536)	(3.86)%
Total economic interest expense (non-GAAP measure)	$ 475	2.75 %	$ 220	1.58 %

1. Amounts exclude interest rate swap termination fees and variation margin settlements paid or received, forward starting swaps and the impact of other supplemental hedges, such as swaptions and U.S. Treasury positions.
2. Reported in gain (loss) on derivative instruments and other securities, net in our consolidated statements of comprehensive income.
3. The implied funding cost (benefit) of TBA dollar roll transactions is determined using the price differential, or "price drop," between the TBA price for current month settlement versus the TBA price for forward month settlement and market based assumptions regarding the "cheapest-to-deliver" collateral that can be delivered to satisfy the TBA contract, such as the anticipated collateral's weighted average coupon, weighted average maturity and projected 1-month CPR. The average implied funding cost (benefit) for all TBA transactions is weighted based on our daily average TBA balance outstanding for the period.
4. The combined cost of funds for total mortgage borrowings outstanding, before interest rate swap periodic income, is calculated on a weighted average basis based on average investment securities repurchase agreements, other debt and TBA securities outstanding during the period and their respective cost of funds.
5. Interest rate swap periodic income is measured as a percent of average mortgage borrowings outstanding for the period.

The principal elements impacting our economic interest expense are (i) the size of our average mortgage borrowings and interest rate swap portfolio outstanding during the period, (ii) the average interest rate on our mortgage borrowings and (iii) the average net interest rate paid/received on our interest rate swaps. The following table includes a summary of the estimated impact of these elements on our economic interest expense for the three months ended March 31, 2025 compared to the prior year period (in millions):

Impact of Changes in the Principal Elements of Economic Interest Expense

Three Months Ended March 31, 2025 vs. March 31, 2024

		Due to Change in Average	
	Total Increase / (Decrease)	**Borrowing / Swap Balance**	**Borrowing / Swap Rate**
Investment securities repurchase agreement and other debt interest expense	$ 15	$ 179	$ (164)
TBA dollar roll income - implied interest expense	(3)	17	(20)
Interest rate swap periodic income/cost	243	(3)	246
Total change in economic interest expense	$ 255	$ 193	$ 62

Our average mortgage borrowings, inclusive of TBAs, increased 26% for the three months ended March 31, 2025, consistent with the increase to our average investment portfolio. The average interest rate on our mortgage borrowings, excluding the impact of interest rate swap periodic income, decreased 100 basis points for the three months ended March 31, 2025 due to lower short-term interest rates.

Interest rate swap periodic income declined for the three months ended March 31, 2025, primarily due to higher pay rates on our pay-fixed swaps—driven by the maturity of lower-cost swaps—and lower receive rates. The ratio of interest rate swaps outstanding to mortgage borrowings also declined, reflecting a shift towards a higher proportion of U.S. Treasury-based hedges. The following is a summary of our interest rate swaps outstanding during the three months ended March 31, 2025 and 2024 (dollars in millions). Amounts exclude forward starting swaps not yet in effect.

	Three Months Ended March 31,	
Average Ratio of Interest Rate Swaps (Excluding Forward Starting Swaps) to Mortgage Borrowings Outstanding	**2025**	**2024**
Average investment securities repo and other debt outstanding	$ 61,707	$ 48,730
Average net TBA dollar roll position outstanding - at cost	$ 7,428	$ 6,190
Average mortgage borrowings outstanding	$ 69,135	$ 54,920
Average notional amount of interest rate swaps outstanding (excluding forward starting swaps), net	$ 44,179	$ 43,903
Ratio of average interest rate swaps to mortgage borrowings outstanding	64 %	80 %
Average interest rate swap pay-fixed rate (excluding forward starting swaps)	1.73 %	0.84 %
Average interest rate swap receive-floating rate	(4.38)%	(5.67)%
Average interest rate swap net pay/(receive) rate	(2.65)%	(4.83)%

For the three months ended March 31, 2025 and 2024, we had an average forward starting net pay-fixed rate swap balance of $286 million and $585 million, respectively. Forward starting interest rate swaps do not impact our economic interest expense and aggregate cost of funds until they commence accruing net interest settlements on their forward start dates.

Net Interest Spread

The following table presents a summary of our net interest spread (including the impact of TBA dollar roll income, interest rate swaps and excluding "catch-up" premium amortization) for the three months ended March 31, 2025 and 2024:

	Three Months Ended March 31,	
Investment and TBA Securities - Net Interest Spread	**2025**	**2024**
Average asset yield	4.87 %	4.56 %
Average aggregate cost of funds	(2.75)%	(1.58)%
Average net interest spread	2.12 %	2.98 %

Net Spread and Dollar Roll Income

The following table presents a reconciliation of net spread and dollar roll income available to common stockholders (non-GAAP measure) from comprehensive income (loss) available (attributable) to common stockholders (the most comparable GAAP financial measure) for the three months ended March 31, 2025 and 2024 (dollars in millions):

	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024
Comprehensive income available to common stockholders	$ 108	$ 335
Adjustments to exclude realized and unrealized (gains) losses reported through net income:		
Realized loss on sale of investment securities, net	245	91
Unrealized (gain) loss on investment securities measured at fair value through net income, net	(1,183)	471
(Gain) loss on derivative instruments and other securities, net	1,019	(1,059)
Adjustment to exclude unrealized (gain) loss reported through other comprehensive income:		
Unrealized (gain) loss on available-for-sale securities measure at fair value through other comprehensive income, net	(93)	77
Other adjustments:		
Estimated "catch-up" premium amortization cost (benefit) due to change in CPR forecast [1]	2	(10)
TBA dollar roll income, net [2]	23	—
Interest rate swap periodic income, net [2]	293	536
Other interest income (expense), net [2,3]	(11)	(35)
Net spread and dollar roll income available to common stockholders (non-GAAP measure)	403	406
Weighted average number of common shares outstanding - basic	918.3	702.2
Weighted average number of common shares outstanding - diluted	921.9	704.2
Net spread and dollar roll income per common share - basic	$ 0.44	$ 0.58
Net spread and dollar roll income per common share - diluted	$ 0.44	$ 0.58

1. Reported in interest income in our consolidated statements of comprehensive income.
2. Reported in gain (loss) on derivative instruments and other securities, net in our consolidated statements of comprehensive income.
3. Other interest income (expense), net includes interest income on cash and cash equivalents; price alignment interest income (expense) ("PAI") on interest rate swap margin deposits posted by or (to) the Company; and other miscellaneous interest income (expense).

Gain (Loss) on Investment Securities, Net

The following table is a summary of our net gain (loss) on investment securities for the three months ended March 31, 2025 and 2024 (in millions):

Gain (Loss) on Investment Securities, Net [1]	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024
Loss on sale of investment securities, net	$ (245)	$ (91)
Unrealized gain (loss) on investment securities measured at fair value through net income, net [2]	1,183	(471)
Unrealized gain (loss) on investment securities measured at fair value through other comprehensive income, net	93	(77)
Total gain (loss) on investment securities, net	$ 1,031	$ (639)

1. Amounts exclude gain (loss) on TBA securities, which are reported in gain (loss) on derivative instruments and other securities, net in our Consolidated Statements of Comprehensive Income.
2. Investment securities acquired after fiscal year 2016 are measured at fair value through net income (see Note 2 of our Consolidated Financial Statements in this Form 10-Q).

Gain (Loss) on Derivative Instruments and Other Securities, Net

The following table is a summary of our gain (loss) on derivative instruments and other securities, net for the three months ended March 31, 2025 and 2024 (in millions):

	Three Months Ended March 31,	
	2025	2024
TBA securities, dollar roll income	$ 23	$ —
TBA securities, mark-to-market gain (loss)	54	(58)
Interest rate swaps, periodic income	293	536
Interest rate swaps, mark-to-market gain (loss)	(862)	113
Credit default swaps - buy protection	—	(3)
Payer swaptions	(19)	33
U.S. Treasury securities - short position	(460)	338
U.S. Treasury securities - long position	60	(43)
U.S. Treasury futures contracts - short position	(100)	186
SOFR futures contracts - long position	10	(10)
Other interest income (expense)	(11)	(35)
Other gain (loss)	(7)	2
Total gain (loss) on derivative instruments and other securities, net	$ (1,019)	$ 1,059

For further details regarding our use of derivative instruments and related activity refer to Notes 2 and 5 of our Consolidated Financial Statements in this Form 10-Q.

LIQUIDITY AND CAPITAL RESOURCES

Our business is dependent on our ability to maintain adequate levels of liquidity and capital resources to fund day-to-day operations, fulfill collateral requirements under our funding and derivative agreements, and to satisfy our dividend distribution requirement of at least 90% of our taxable income to maintain our qualification as a REIT. Our primary sources of liquidity are unencumbered cash and securities, borrowings available under repurchase agreements, TBA dollar roll financing and monthly receipts of principal and interest payments. We may also conduct asset sales, change our asset or funding mix, issue equity or undertake other capital enhancing actions to maintain adequate levels of liquidity and capital resources. There are various risks and uncertainties that can impact our liquidity, such as those described in Item 1A. *Risk Factors* of our most recent Annual Report on Form 10-K and Item 3. *Quantitative and Qualitative Disclosures of Market Risks* in this Form 10-Q. In assessing our liquidity, we consider a number of factors, including our current leverage, collateral levels, access to capital markets, overall market conditions, and the sensitivity of our tangible net book value over a range of scenarios. We believe that we have sufficient liquidity and capital resources available to meet our obligations and execute our business strategy.

Leverage and Financing Sources

Our leverage will vary depending on market conditions and our assessment of relative risks and returns, but we generally expect our leverage to be between six and twelve times the amount of our tangible stockholders' equity, measured as the sum of our total mortgage borrowings and net payable / (receivable) for unsettled investment securities, divided by the sum of our total stockholders' equity adjusted to exclude goodwill. Our tangible net book value "at risk" leverage ratio was 7.5x and 7.2x as of March 31, 2025 and December 31, 2024, respectively. The following table includes a summary of our mortgage borrowings outstanding as of March 31, 2025 and December 31, 2024 (dollars in millions). For additional details of our mortgage borrowings refer to Notes 2, 4 and 5 to our Consolidated Financial Statements in this Form 10-Q.

	March 31, 2025		December 31, 2024	
Mortgage Borrowings	**Amount**	**%**	**Amount**	**%**
Investment securities repurchase agreements [1,2]	$ 63,250	89 %	$ 59,362	90 %
Debt of consolidated variable interest entities, at fair value	62	— %	64	— %
Total debt	63,312	89 %	59,426	90 %
TBA and forward settling non-Agency securities, at cost	7,429	11 %	6,887	10 %
Total mortgage borrowings	$ 70,741	100 %	$ 66,313	100 %

1. Includes Agency RMBS, CRT and non-Agency MBS repurchase agreements. Excludes U.S. Treasury repurchase agreements totaling $2.9 billion and $1.4 billion as of March 31, 2025 and December 31, 2024, respectively.
2. As of March 31, 2025 and December 31, 2024, 47% and 47%, respectively, of our total repurchase agreements, including 49% and 49% or our investment securities repurchase agreements, respectively, were funded through the Fixed Income Clearing Corporation's GCF Repo service.

Our primary financing sources are collateralized borrowings structured as repurchase agreements. We enter into repurchase agreements, or "repo," through bi-lateral arrangements with financial institutions and independent dealers. We also enter into third-party repurchase agreements through our wholly-owned registered broker-dealer subsidiary, Bethesda Securities, LLC, such as tri-party repo offered through the FICC's GCF Repo service. We manage our repurchase agreement funding position through a variety of methods, including diversification of counterparties, maintaining a suitable maturity profile and utilization of interest rate hedging strategies. We also use TBA dollar roll transactions as a means of synthetically financing Agency RMBS.

The terms and conditions of our repurchase agreements are determined on a transaction-by-transaction basis when each such borrowing is initiated or renewed and, in the case of GCF Repo, by the prevailing margin requirements calculated by the FICC, which acts as the central counterparty. The amount borrowed is generally equal to the fair value of the securities pledged, as determined by the lending counterparty, less an assessed discount, referred to as a "haircut," that reflects the underlying risk of the specific collateral and protects the counterparty against a change in its value. Interest rates are generally fixed based on prevailing rates corresponding to the term of the borrowing. None of our repo counterparties are obligated to renew or otherwise enter into new borrowings at the conclusion of our existing borrowings.

The use of TBA dollar roll transactions increases our funding diversification, expands our available pool of assets, and increases our overall liquidity position, as TBA contracts typically have lower implied haircuts relative to Agency RMBS pools funded with repo financing. TBA dollar roll transactions may also have a lower implied cost of funds than comparable repo funded transactions (referred to as "dollar roll specialness") offering incremental return potential. However, if it were to become uneconomical to roll our TBA contracts into future months it may be necessary to take physical delivery of the underlying securities and fund those assets with cash or other financing sources, which could reduce our liquidity position.

Collateral Requirements and Unencumbered Assets

Amounts available to be borrowed under our repurchase agreements are dependent upon prevailing interest rates, the lender’s "haircut" requirements and collateral value. Each of these elements may fluctuate with changes in interest rates, credit quality and liquidity conditions within the financial markets. To help manage the adverse impact of interest rate changes on our borrowings, we utilize an interest rate risk management strategy involving the use of derivative financial instruments. In particular, we attempt to mitigate the risk of the cost of our short-term funding liabilities increasing at a faster rate than the earnings of our long-term fixed rate assets during a period of rising interest rates.

The collateral requirements, or haircut levels, under our repo agreements are typically determined on an individual transaction basis or by the prevailing requirements established by the FICC for GCF tri-party repo. Consequently, haircut levels and minimum margin requirements can change over time and may increase during periods of elevated market volatility. If the fair value of our collateral declines, our counterparties will typically require that we post additional collateral to re-establish the agreed-upon collateral levels, referred to as "margin calls." Similarly, if the estimated fair value of our investment securities increases, we may request that counterparties release collateral back to us. Our counterparties typically have the sole discretion to determine the value of pledged collateral but are required to act in good faith in making determinations of value. Our agreements generally provide that in the event of a margin call, collateral must be posted on the same business day, subject to notice requirements. As of March 31, 2025, we had met all our margin requirements.

The value of Agency RMBS collateral is impacted by market factors and is reduced by monthly principal pay-downs on the underlying mortgage pools. Fannie Mae and Freddie Mac publish monthly security pay-down factors for their mortgage pools on the fifth day after month-end, but do not remit payment to security holders until generally the 25th day after month-end. Bi-lateral repo counterparties assess margin to account for the reduction in value of Agency collateral when factors are released. The FICC assesses margin on the last day of each month, prior to the factor release date, based on its internally projected pay-down rates (referred to as the "blackout period exposure adjustment" or "blackout margin"). On the factor release date, the blackout margin is released and collateralization requirements are adjusted to actual factor data. Due to the timing difference between associated margin calls and our receipt of principal pay-downs, our liquidity is temporarily reduced each month for principal repayments. We attempt to manage the liquidity risk associated with principal pay-downs by monitoring conditions impacting prepayment rates and through asset selection. As of March 31, 2025, approximately 9% of our investment portfolio consisted of TBA securities, which are not subject to monthly principal pay-downs. The remainder of our portfolio primarily consisted of Agency RMBS, which had an average one-year CPR forecast of 8% as of March 31, 2025.

Collateral requirements under our derivative agreements are subject to our counterparties' assessment of their maximum risk of loss associated with the derivative instrument, referred to as the initial or minimum margin requirement, and may be adjusted based on changes in market volatility and other factors. We are also subject to daily variation margin requirements based on changes in the value of the derivative instrument and/or collateral pledged. Daily variation margin requirements also entitle us to receive collateral if the value of amounts owed to us under the derivative agreement exceeds the minimum margin requirement. The collateral requirements under our TBA contracts are governed by the Mortgage-Backed Securities Division ("MBSD") of the FICC. Collateral levels for interest rate derivative agreements are typically governed by the central clearing exchange and the associated futures commission merchants ("FCMs"), which may establish margin levels in excess of the clearing exchange. Collateral levels for interest rate derivative agreements not subject to central clearing are established by the counterparty financial institution.

Haircut levels and minimum margin requirements imposed by our counterparties reduce the amount of our unencumbered assets and limit the amount we can borrow against our investment securities. During the three months ended March 31, 2025, haircuts on our repo funding arrangements remained stable. As of March 31, 2025, the weighted average haircut on our repurchase agreements was approximately 3.0% of the value of our collateral, compared to 3.2% as of December 31, 2024.

To mitigate the risk of margins calls, we seek to maintain excess liquidity by holding unencumbered liquid assets that can be used to satisfy collateral requirements, collateralize additional borrowings or sold for cash. As of March 31, 2025, our unencumbered assets totaled approximately $6.1 billion, or 64% of tangible equity, consisting of $6.0 billion of cash and unencumbered Agency RMBS and $0.1 billion of unencumbered credit assets. This compares to $6.2 billion of unencumbered assets, or 67% of tangible equity, as of December 31, 2024, consisting of $6.1 billion of cash and unencumbered Agency RMBS and $0.1 billion of unencumbered credit assets.

Counterparty Risk

Collateral requirements imposed by counterparties subject us to the risk that the counterparty does not return pledged assets to us as and when required. We attempt to manage this risk by monitoring our collateral positions and limiting our counterparties to registered clearinghouses and major financial institutions with acceptable credit ratings. We also diversify our funding across multiple counterparties and by region.

As of March 31, 2025, our maximum amount at risk (or the excess/shortfall of the value of collateral pledged/received over our repurchase agreement liabilities/reverse repurchase agreement receivables) with any of our repurchase agreement counterparties, excluding the FICC, was less than 2% of our tangible stockholders' equity, with our top five repo counterparties, excluding the FICC, representing 5% of our tangible stockholders' equity. As of March 31, 2025, 8% of our tangible stockholder's equity was at risk with the FICC. Excluding central clearing exchanges, as of March 31, 2025, our amount at risk with any counterparty to our derivative agreements was less than 1% of our stockholders' equity.

Asset Sales

Agency RMBS securities are among the most liquid fixed income securities, and the TBA market is the second most liquid market (after the U.S. Treasury market). Although market conditions fluctuate, the vitality of these markets enables us to sell assets under most conditions to generate liquidity through direct sales or delivery into TBA contracts, subject to "good delivery" provisions promulgated by the Securities Industry and Financial Markets Association ("SIFMA"). Under certain market conditions, however, we may be unable to realize the full carrying value of our securities. We attempt to manage this risk by maintaining at least a minimum level of securities that trade at or near TBA values that in our estimation enhances our portfolio liquidity across a wide range of market conditions. Please refer to *Trends and Recent Market Impacts* of this Management Discussion and Analysis for further information regarding Agency RMBS and TBA market conditions.

Capital Markets

The equity capital markets serve as a source of capital to grow our business and to meet potential liquidity needs of our business. The availability of equity capital is dependent on market conditions and investor demand for our common and preferred stock. We will typically not issue common stock at times when we believe the capital raised will not be accretive to our tangible net book value or earnings, and we will typically not issue preferred equity when its cost exceeds acceptable hurdle rates of return on our equity. We may also be unable to raise additional equity capital at suitable times or on favorable terms. Furthermore, when the trading price of our common stock is less than our then-current estimate of our tangible net book value per common share, among other conditions, we may repurchase shares of our common stock pursuant to the stock repurchase plan authorized by our Board, which as of March 31, 2025, shares of our common stock with an aggregate repurchase price of $1.0 billion remained authorized for repurchase through December 31, 2026. Please refer to Notes 9 and 11 of our Consolidated Financial Statements in this Form 10-Q for further details regarding our recent equity capital transactions and our new At-the-Market Offering Program established in April 2025.

OFF-BALANCE SHEET ARRANGEMENTS

As of March 31, 2025, we did not maintain relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance, or special purpose or variable interest entities, established to facilitate off-balance sheet arrangements or other contractually narrow or limited purposes. Additionally, as of March 31, 2025, we had not guaranteed obligations of unconsolidated entities or entered into a commitment or intent to provide funding to such entities.

FORWARD-LOOKING STATEMENTS

The statements contained in this Quarterly Report that are not historical facts, including estimates, projections, beliefs, expectations concerning conditions, events, or the outlook for our business, strategy, performance, operations or the markets or industries in which we operate, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act. Forward-looking statements are typically identified by words such as “believe,” “plan,” “expect,” “anticipate,” “see,” “intend,” “outlook,” “potential,” “forecast,” “estimate,” “will,” “could,” “should,” “likely” and other similar, correlative or comparable words and expressions.

Forward-looking statements are based on management’s assumptions, projections and beliefs as of the date of this Quarterly Report, but they involve a number of risks and uncertainties. Actual results may differ materially from those anticipated in forward-looking statements, as well as from historical performance. Factors that could cause actual results to vary from our forward-looking statements include, but are not limited to, the following:

- changes in U.S. monetary policy or interest rates, including actions taken by the Federal Reserve to normalize monetary policy and to reduce the size of its U.S. Treasury and Agency RMBS bond portfolio;
- fluctuations in the yield curve;
- the level, degree and extent of volatility in interest rates or the yield on our assets relative to interest rate benchmarks;
- fluctuations in mortgage prepayment rates on the loans underlying our Agency RMBS;
- the availability and terms of financing and our hedge positions;

- changes in the market value of our assets, including from changes in net interest spreads, market liquidity or depth, and changes in our "at risk" leverage or hedge positions;
- the effectiveness of our risk mitigation strategies;
- conditions in the market for Agency RMBS and other mortgage securities, including changes in the available supply of such securities or investor appetite therefor;
- actions by the federal, state, or local governments that affect the economy, the housing sector or financial markets;
- the direct or indirect effects of geopolitical events, including war, terrorism, civil discord, embargos, trade or other disputes, or natural disasters, on conditions in the markets for Agency RMBS or other mortgage securities, the terms or availability of funding for our business, or our ongoing business operations;
- the availability of personnel, operational resources, information technology and other systems to conduct our operations;
- changes to laws, regulations, rules or policies that affect the GSE's, the primary or secondary mortgage markets in which we participate or U.S. housing finance activity, including actions that would end or alter the conservatorships of Fannie Mae or Freddie Mac or their quasi-governmental status; and
- legislative or regulatory actions that affect our status as a REIT or our exemption from the Investment Company Act of 1940.

Forward-looking statements speak only as of the date made, and we do not assume any duty and do not undertake to update forward-looking statements. A further discussion of risks and uncertainties that could cause actual results to differ from any of our forward-looking statements is included under Item 1A. *Risk Factors* in Part I of our most recent Annual Report on Form 10-K and Part II of this Form 10-Q. We caution readers not to place undue reliance on our forward-looking statements.

WEBSITE AND SOCIAL MEDIA DISCLOSURE

We use our website (www.AGNC.com) and AGNC’s LinkedIn (www.linkedin.com/company/agnc-investment-corp/) and X (www.x.com/AGNCInvestment) accounts to distribute information about the Company. Investors should monitor these channels in addition to our press releases, filings with the U.S. Securities and Exchange Commission (“SEC”), public conference calls and webcasts, as information posted through them may be deemed material. Our website, alerts and social media channels are not incorporated by reference into, and are not a part of, this or any other report filed with or furnished to the SEC. Investors and others may automatically receive emails and information about AGNC when they sign up for investor alerts on the "Investor Resources" tab of the Investor Relations section of our website.

Item 3. ***Quantitative and Qualitative Disclosures about Market Risk***

Market risk is the exposure to loss resulting from changes in market factors such as interest rates, foreign currency exchange rates, commodity prices and equity prices. The primary market risks that we are exposed to are interest rate, prepayment, spread, liquidity, extension and credit risks.

Interest Rate Risk

We are subject to interest rate risk in connection with the fixed income nature of our assets and the short-term, variable rate nature of our financing obligations. Our operating results depend in large part on differences between the income earned on our assets and our cost of borrowing and hedging activities. The costs associated with our borrowings are generally based on prevailing market interest rates. During a period of rising interest rates, our borrowing costs generally will increase while the yields earned on our existing portfolio of leveraged fixed-rate assets will largely remain static. This can result in a decline in our net interest spread. Changes in the level of interest rates can also affect the rate of mortgage prepayments and the value of our assets.

Interest rates are highly sensitive to many factors, including fiscal and monetary policies and domestic and international economic and political considerations, as well as other factors beyond our control. Subject to maintaining our qualification as a REIT, we engage in a variety of interest rate management techniques to mitigate the influence of interest rate changes on our net interest income and fluctuations of our tangible net book value. The principal instruments that we use to hedge our interest rate risk are interest rate swaps, swaptions, U.S. Treasury securities and U.S. Treasury futures contracts. Our hedging techniques are highly complex and are partly based on assumed levels of prepayments of our assets. If prepayments are slower or faster than assumed, the maturity of our investments will also differ from our expectations, which could reduce the effectiveness of our hedging strategies and may cause losses on such transactions and adversely affect our cash flow.

The severity of potential declines in our tangible net book value due to fluctuations in interest rates would depend on our asset, liability, and hedge composition at the time, as well as the magnitude and duration of the interest rate change. Primary measures of an instrument's price sensitivity to interest rate fluctuations are its duration and convexity. Duration measures the estimated percentage change in market value of an instrument that would be caused by a parallel change in short and long-term interest rates. The duration of our assets will vary with changes in interest rates and tends to increase when interest rates rise and decrease when interest rates fall. This "negative convexity" generally increases the interest rate exposure of our investment portfolio in excess of what is measured by duration alone.

We estimate the duration and convexity of our assets using a third-party risk management system and market data. We review the estimates for reasonableness, giving consideration to any unique characteristics of our securities, market conditions and other factors likely to impact these estimates, and based on our judgement we may make adjustments to the third-party estimates. Our estimated duration gap, which is a measure of the difference between the interest rate sensitivity of our assets and our liabilities, inclusive of interest rate hedges, was 0.4 years as of March 31, 2025, compared to 0.3 years as of December 31, 2024.

The table below quantifies the estimated changes in the fair value of our investment portfolio (including derivatives and other securities used for hedging purposes) and in our tangible net book value per common share as of March 31, 2025 and December 31, 2024 should interest rates go up or down by 25, 50 and 75 basis points, assuming instantaneous parallel shifts in the yield curve and including the impact of both duration and convexity. All values in the table below are measured as percentage changes from the base interest rate scenario. The base interest rate scenario assumes interest rates and prepayment projections as of March 31, 2025 and December 31, 2024.

To the extent that these estimates or other assumptions do not hold true, which may be more likely during periods of elevated market volatility, actual results could differ materially from our projections. Moreover, if different models were employed in the analysis, materially different projections could result. Lastly, while the table below reflects the estimated impact of interest rate changes on a static portfolio, we actively manage our portfolio, and we continuously adjust the size and composition of our asset and hedge portfolio.

Interest Rate Sensitivity [1,2]

	March 31, 2025		December 31, 2024	
Change in Interest Rate	Estimated Change in Portfolio Market Value	Estimated Change in Tangible Net Book Value Per Common Share	Estimated Change in Portfolio Market Value	Estimated Change in Tangible Net Book Value Per Common Share
-75 Basis Points	-0.2%	-1.6%	-0.1%	-0.9%
-50 Basis Points	0.0%	+0.2%	0.0%	+0.2%
-25 Basis Points	+0.1%	+0.6%	+0.1%	+0.5%
+25 Basis Points	-0.2%	-1.6%	-0.1%	-1.1%
+50 Basis Points	-0.4%	-4.0%	-0.3%	-2.8%
+75 Basis Points	-0.7%	-7.0%	-0.5%	-4.8%

1. Derived from models that are dependent on inputs and assumptions, assumes there are no changes in mortgage spreads and assumes a static portfolio. Actual results could differ materially from these estimates.
2. Includes the effect of derivatives and other securities used for hedging purposes. Interest rates are assumed to be floored at 0% in down rate scenarios.

Prepayment Risk and Extension Risk

Prepayment risk is the risk that our assets will be repaid at a faster rate than anticipated. Interest rates and numerous other factors affect the rate of prepayments, such as housing prices, general economic conditions, loan age, size and loan-to-value ratios, and GSE buyouts of delinquent loans underlying our securities. Generally, declining mortgage rates increase the rate of prepayments, while rising rates have the opposite effect.

If our assets prepay at a faster rate than anticipated, we may be unable to reinvest the repayments at acceptable yields. If the proceeds are reinvested at lower yields than our existing assets, our net interest income would be negatively impacted. We also amortize or accrete premiums and discounts we pay or receive at purchase relative to the stated principal of our assets into interest income over their projected lives using the effective interest method. If the actual and estimated future prepayment experience differs from our prior estimates, we are required to record an adjustment to interest income for the impact of the cumulative difference in the effective yield.

Extension risk is the risk that our assets will be repaid at a slower rate than anticipated and generally increases when interest rates rise. In a rising or higher interest rate environment, we may be required to finance our investments at potentially higher costs without the ability to reinvest principal into higher yielding securities as a result of borrowers prepaying their mortgages at a slower pace than originally anticipated, adversely impacting our net interest spread, and thus our net interest income.

As of March 31, 2025 and December 31, 2024, our investment securities (excluding TBAs) had a weighted average projected CPR of 8.3% and 7.7%, respectively, and a weighted average yield of 4.87% and 4.77%, respectively. The table below presents estimated weighted average projected CPRs and yields for our investment securities should interest rates go up or down instantaneously by 25, 50 and 75 basis points. Estimated yields exclude the impact of retroactive "catch-up" premium amortization adjustments for prior periods due to changes in the projected CPR assumption.

Interest Rate Sensitivity [1]

	March 31, 2025		December 31, 2024	
Change in Interest Rate	**Weighted Average Projected CPR**	**Weighted Average Asset Yield [2]**	**Weighted Average Projected CPR**	**Weighted Average Asset Yield [2]**
-75 Basis Points	13.9%	4.78%	11.7%	4.70%
-50 Basis Points	11.4%	4.82%	9.8%	4.73%
-25 Basis Points	9.5%	4.85%	8.5%	4.76%
Actual as of Period End	8.3%	4.87%	7.7%	4.77%
+25 Basis Points	7.5%	4.89%	7.3%	4.78%
+50 Basis Points	7.0%	4.90%	6.9%	4.79%
+75 Basis Points	6.8%	4.91%	6.7%	4.80%

1. Derived from models that are dependent on inputs and assumptions and assumes a static portfolio. Actual results could differ materially from these estimates. Table excludes TBA securities.
2. Asset yield based on historical cost basis and does not include the impact of retroactive "catch-up" premium amortization adjustments due to changes in projected CPR.

Spread Risk

Spread risk is the risk that the market spread between the yield on our assets and the yield on benchmark interest rates linked to our interest rate hedges, such as U.S. Treasury rates and interest rate swap rates, may vary. As a levered investor in mortgage-backed securities, spread risk is an inherent component of our investment strategy. Therefore, although we use hedging instruments to attempt to protect against moves in interest rates, our hedges are generally not designed to protect against spread risk, and our tangible net book value could decline if spreads widen.

Fluctuations in mortgage spreads can occur due to a variety of factors, including changes in interest rates, prepayment expectations, actual or anticipated monetary policy actions by the U.S. and foreign central banks, liquidity conditions, required rates of returns on different assets and other market supply and demand factors. The table below quantifies the estimated changes in the fair value of our assets, net of hedges, and our tangible net book value per common share as of March 31, 2025 and December 31, 2024 should spreads widen or tighten by 10, 25 and 50 basis points. The estimated impact of changes in spreads is in addition to our interest rate shock sensitivity included in the interest rate shock table above. The table below assumes a spread duration of 5.2 and 5.1 years as of March 31, 2025 and December 31, 2024, respectively, based on interest rates and prices as of such dates; however, our portfolio's sensitivity to mortgage spread changes will vary with changes in interest rates and in the size and composition of our portfolio. Therefore, actual results could differ materially from our estimates.

Spread Sensitivity [1,2]

	March 31, 2025		December 31, 2024	
Change in MBS Spread	**Estimated Change in Portfolio Market Value**	**Estimated Change in Tangible Net Book Value Per Common Share**	**Estimated Change in Portfolio Market Value**	**Estimated Change in Tangible Net Book Value Per Common Share**
-50 Basis Points	+2.6%	+25.9%	+2.5%	+24.5%
-25 Basis Points	+1.3%	+13.0%	+1.3%	+12.3%
-10 Basis Points	+0.5%	+5.2%	+0.5%	+4.9%
+10 Basis Points	-0.5%	-5.2%	-0.5%	-4.9%
+25 Basis Points	-1.3%	-13.0%	-1.3%	-12.3%
+50 Basis Points	-2.6%	-25.9%	-2.5%	-24.5%

1. Spread sensitivity is derived from models that are dependent on inputs and assumptions, assumes there are no changes in interest rates and assumes a static portfolio. Actual results could differ materially from these estimates.
2. Includes the effect of derivatives and other securities used for hedging purposes.

Liquidity Risk

Our liquidity risk principally arises from financing long-term fixed rate assets with shorter-term variable rate borrowings. Future borrowings are dependent upon the willingness of lenders to finance our investments, lender collateral requirements and the lenders' determination of the fair value of the securities pledged as collateral, which fluctuates with changes in interest rates and liquidity conditions within the commercial banking and mortgage finance industries.

As of March 31, 2025, we believe that we have sufficient liquidity and capital resources available to execute our business strategy (see *Liquidity and Capital Resources* in this Form 10-Q for additional details). However, should the value of our collateral or the value of our derivative instruments suddenly decrease, or margin requirements increase, we may be required to post additional collateral for these arrangements, causing an adverse change in our liquidity position. Furthermore, there is no assurance that we will always be able to renew (or roll) our short-term funding liabilities. In addition, our counterparties have the option to increase our haircuts (margin requirements) on the assets we pledge against our funding liabilities, thereby reducing the amount that can be borrowed against an asset even if they agree to renew or roll our funding liabilities. Significantly higher haircuts can reduce our ability to leverage our portfolio or may even force us to sell assets, especially if correlated with asset price declines or faster prepayment rates on our assets.

Credit Risk

Our credit sensitive investments, such as CRT and non-Agency securities, expose us to the risk of nonpayment of principal, interest or other remuneration we are contractually entitled to. We are also exposed to credit risk in the event our repurchase agreement counterparties default on their obligations to resell the underlying collateral back to us at the end of the repo term or in the event our derivative counterparties do not perform under the terms of our derivative agreements.

We accept credit exposure related to our credit sensitive assets at levels we deem prudent within the context of our overall investment strategy. We attempt to manage this risk through careful asset selection, pre-acquisition due diligence, post-acquisition performance monitoring, and the sale of assets where we identify negative credit trends. We may also manage credit risk with credit default swaps or other financial derivatives that we believe are appropriate. Additionally, we may vary the mix of our interest rate and credit sensitive assets or our duration gap to adjust our credit exposure and/or improve the return profile of our assets, such as when we believe credit performance is inversely correlated with changes in interest rates. Our credit risk related to derivative and repurchase agreement transactions is largely mitigated by limiting our counterparties to major financial institutions with acceptable credit ratings or to registered central clearinghouses and monitoring concentration levels with any one counterparty. We also continuously monitor and adjust the amount of collateral pledged based on changes in market value. However, our efforts to manage credit risk may be unsuccessful and we could suffer losses as a result. Excluding central clearing exchanges, as of March 31, 2025, our maximum amount at risk with any counterparty related to our repurchase agreements and derivative agreements was less than 2% and less than 1%, respectively, of tangible stockholders' equity.

Item 4. *Controls and Procedures*

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure based on the definition of "disclosure controls and procedures" as promulgated under the Exchange Act and the rules and regulations thereunder. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

We, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of March 31, 2025. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

There have been no changes in our "internal control over financial reporting" (as defined in Rule 13a-15(f) of the Exchange Act) that occurred during the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. ***Legal Proceedings***

Neither we, nor any of our consolidated subsidiaries, are currently subject to any material litigation nor, to our knowledge, is any material litigation threatened against us or any consolidated subsidiary, other than routine litigation and administrative proceedings arising in the ordinary course of business. Such proceedings are not expected to have a material adverse effect on the business, financial conditions, or results of our operations.

Item 1A. ***Risk Factors***

There have been no material changes to the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2024.

Item 2. ***Unregistered Sales of Equity Securities and Use of Proceeds***

None.

Item 3. ***Defaults upon Senior Securities***

None.

Item 4. ***Mine Safety Disclosures***

Not applicable.

Item 5. ***Other Information***

During the fiscal quarter ended March 31, 2025, none of our directors or officers (as defined in Rule 16a-1(f) under the Exchange Act) informed us of the adoption or termination of a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement" (as each term is defined in Regulation S-K, Item 408).

Item 6. ***Exhibits and Financial Statement Schedules***

(a) Exhibit Index

Exhibit No. **Description**

3.1 AGNC Investment Corp. Amended and Restated Certificate of Incorporation, as amended, filed herewith.

*3.2 AGNC Investment Corp. Amended and Restated Bylaws, as amended, incorporated herein by reference to Exhibit 3.1 of Form 8-K (File No. 001-34057), filed July 21, 2023.

*3.3 Certificate of Designations of 7.00% Series C Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, incorporated herein by reference to Exhibit 3.5 of Form 8-A (File No. 001-34057), filed August 18, 2017.

*3.4 Certificate of Elimination of 8.000% Series A Cumulative Redeemable Preferred Stock, incorporated herein by reference to Exhibit 3.1 of Form 8-K (File No 001-34057), filed October 26, 2017.

*3.5 Certificate of Designations of 6.875% Series D Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, incorporated herein by reference to Exhibit 3.5 of Form 8-A (File No 001-34057), filed March 6, 2019.

*3.6 Certificate of Designations of 6.50% Series E Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, incorporated herein by reference to Exhibit 3.6 of Form 8-A (File No 001-34057), filed October 3, 2019.

*3.7 Certificate of Elimination of 7.750% Series B Cumulative Redeemable Preferred Stock, incorporated herein by reference to Exhibit 3.1 of Form 8-K (File No 001-34057), filed December 13, 2019.

*3.8 Certificate of Designations of 6.125% Series F Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, incorporated herein by reference to Exhibit 3.6 of Form 8-A (File No 001-34057), filed February 11, 2020.

*3.9 Certificate of Designations of 7.75% Series G Fixed-Rate Reset Cumulative Redeemable Preferred Stock, incorporated herein by reference to Exhibit 3.7 of Form 8-A (File No 001-34057), filed September 14, 2022.

4.1 Instruments defining the rights of holders of securities: See Article IV of our Amended and Restated Certificate of Incorporation, as amended, filed herewith.

*4.2 Instruments defining the rights of holders of securities: See Article VI of our Amended and Restated Bylaws, as amended, incorporated herein by reference to Exhibit 3.1 of Form 8-K, filed July 21, 2023.

*4.3 Form of Certificate for Common Stock, incorporated herein by reference to Exhibit 4.3 of Form 10-Q for the quarter ended September 30, 2022 (File No. 001-34057), filed November 7, 2022.

*4.4 Specimen 7.00% Series C Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock Certificate, incorporated herein by reference to Exhibit 4.1 of Form 8-A (File No. 001-34057), filed August 18, 2017.

*4.5 Specimen 6.875% Series D Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock Certificate, incorporated herein by reference to Exhibit 4.1 of Form 8-A (File No. 001-34057), filed March 6, 2019.

*4.6 Specimen 6.50% Series E Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock Certificate, incorporated herein by reference to Exhibit 4.1 of Form 8-A (File No. 001-34057), filed October 3, 2019.

*4.7 Specimen 6.125% Series F Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock Certificate, incorporated herein by reference to Exhibit 4.1 of Form 8-A (File No 001-34057), filed February 11, 2020.

*4.8 Specimen 7.75% Series G Fixed-Rate Reset Cumulative Redeemable Preferred Stock Certificate, incorporated herein by reference to Exhibit 4.1 of Form 8-A (File No 001-34057), filed September 14, 2022.

*4.9 Deposit Agreement relating to 7.00% Series C Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, dated August 22, 2017, among AGNC Investment Corp., Computershare Inc. and Computershare Trust Company, N.A., jointly as depositary, incorporated herein by reference to Exhibit 4.2 of Form 8-K (File No. 001-34057) filed August 22, 2017.

*4.10 Form of Depositary Receipt representing 1/1,000th of a share of 7.00% Series C Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock (included as part of Exhibit 4.9), incorporated herein by reference to Exhibit A of Exhibit 4.2 of Form 8-K (File No. 001-34057) filed August 22, 2017.

*4.11 Deposit Agreement relating to 6.875% Series D Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, dated March 6, 2019, among AGNC Investment Corp., Computershare Inc. and Computershare Trust Company, N.A., jointly as depositary, incorporated herein by reference to Exhibit 4.2 of Form 8-K (File No. 001-34057) filed March 6, 2019.

*4.12 Form of Depositary Receipt representing 1/1,000th of a share of 6.875% Series D Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock (included as part of Exhibit 4.11), incorporated herein by reference to Exhibit A of Exhibit 4.2 of Form 8-K (File No. 001-34057) filed March 6, 2019.

*4.13 Deposit Agreement relating to 6.50% Series E Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, dated October 3, 2019, among AGNC Investment Corp., Computershare Inc. and Computershare Trust Company, N.A., jointly as depositary, incorporated herein by reference to Exhibit 4.2 of Form 8-K (File No. 001-34057) filed October 3, 2019.

*4.14 Form of Depositary Receipt representing 1/1,000th of a share of 6.50% Series E Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock (included as part of Exhibit 4.13), incorporated herein by reference to Exhibit A of Exhibit 4.2 of Form 8-K (File No. 001-34057) filed October 3, 2019.

*4.15 Deposit Agreement relating to 6.125% Series F Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, dated February 11, 2020, among AGNC Investment Corp., Computershare Inc. and Computershare Trust Company, N.A., jointly as depositary, incorporated herein by reference to Exhibit 4.1 of Form 8-K (File No. 001-34057) filed February 11, 2020.

*4.16 Form of Depositary Receipt representing 1/1,000th of a share of 6.125% Series F Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock (included as part of Exhibit 4.15), incorporated herein by reference to Exhibit A of Exhibit 4.1 of Form 8-K (File No. 001-34057) filed February 11, 2020.

*4.17 Deposit Agreement relating to 7.75% Series G Fixed-Rate Reset Cumulative Redeemable Preferred Stock, dated September 14, 2022, among AGNC Investment Corp., Computershare Inc. and Computershare Trust

Company, N.A., jointly as depositary, incorporated herein by reference to Exhibit 4.2 of Form 8-K (File No. 001-34057) filed September 14, 2022.

*4.18 Form of Depositary Receipt representing 1/1,000th of a share of 7.75% Series G Fixed-Rate Reset Cumulative Redeemable Preferred Stock (included as part of Exhibit 4.17), incorporated herein by reference to Exhibit A of Exhibit 4.2 of Form 8-K (File No. 001-34057) filed September 14, 2022.

31.1 Certification of CEO Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.

31.2 Certification of CFO Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.

32 Certification of CEO and CFO Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS** The instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document

101.SCH** XBRL Taxonomy Extension Schema Document

101.CAL** XBRL Taxonomy Extension Calculation Linkbase Document

101.LAB** XBRL Taxonomy Extension Labels Linkbase Document

101.PRE** XBRL Taxonomy Extension Presentation Linkbase Document

101.DEF** XBRL Taxonomy Extension Definition Linkbase Document

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* Previously filed

** This exhibit is being furnished rather than filed, and shall not be deemed incorporated by reference into any filing, in accordance with Item 601 of Regulation S-K

† Management contract or compensatory plan or arrangement

(b) Exhibits

See the exhibits filed herewith.

(c) Additional financial statement schedules

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AGNC INVESTMENT CORP.

By: /s/ PETER J. FEDERICO

Peter J. Federico
President and
Chief Executive Officer (Principal Executive Officer)

Date: May 2, 2025

By: /s/ BERNICE E. BELL

Bernice E. Bell
Executive Vice President and
Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

Date: May 2, 2025

Exhibit 3.1

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
AGNC INVESTMENT CORP.
As amended and in effect through April 17, 2025

ARTICLE I
NAME

The name of the Corporation is AGNC Investment Corp.

ARTICLE II
ADDRESS OF REGISTERED OFFICE; NAME OF REGISTERED AGENT

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

ARTICLE III
PURPOSE AND POWER

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law.

ARTICLE IV
CAPITAL STOCK

Section 4.1. Total Number of Shares of Capital Stock. The total number of shares of capital stock of all classes that the Corporation shall have authority to issue is 2,260,000,000 shares. The authorized stock is divided into 10,000,000 shares of preferred stock, with the par value of $0.01 each (the “Preferred Stock”), and 2,250,000,000 shares of common stock, with the par value of $0.01 each (the “Common Stock”). The Board of Directors of the Corporation (the “Board of Directors”) may classify any unissued shares of stock and reclassify any previously classified but unissued shares of stock from time to time, in one or more classes or series, of stock.”

Section 4.2 Preferred Stock. Authority is hereby expressly granted to the Board of Directors of the Corporation (the "Board of Directors"), subject to the provisions of this Article IV and to the limitations prescribed by the General Corporation Law, to authorize the issue of one or more classes of Preferred Stock and, with respect to each such class, to fix by resolution or resolutions providing for the issue of such class the voting powers, full or limited, if any, of the shares of such class, the designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof. The authority of the Board of Directors with respect to each class thereof shall include, but not be limited to, the determination or fixing of the following:

(a) the designation of such class;

(b) the number of shares to compose such class, which number the Board of Directors may thereafter (except where otherwise provided in a resolution designating a particular class) increase (but not above the total number of authorized shares of the class) or decrease (but not below the number of shares thereof then outstanding);

(c) the dividend rate of such class, the conditions and dates upon which such dividends shall be payable, the relation which such dividends shall bear to the dividends payable on any other class or classes of capital stock of the Corporation and whether such dividends shall be cumulative or noncumulative;

(d) whether the shares of such class shall be subject to redemption by the Corporation and, if made subject to such redemption, the times, prices and other terms and conditions of such redemption;

(e) the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such class;

(f) whether the shares of such class shall be convertible into or exchangeable for shares of any other class or classes of any capital stock or any other securities of the Corporation, and, if provision is made for conversion or exchange, the times, prices, rates, adjustments and other terms and conditions of such conversion or exchange;

(g) the extent, if any, to which the holders of shares of such class shall be entitled to vote with respect to the election of directors or otherwise;

(h) the restrictions, if any, on the issue or reissue of any additional Preferred Stock;

(i) the rights of the holders of the shares of such class upon the dissolution of, voluntary or involuntary liquidation, winding up or upon the distribution of assets of the Corporation; and

(j) the manner in which any facts ascertainable outside the resolution or resolutions providing for the issue of such class shall operate upon the voting powers, designations, preferences, rights and qualifications, limitations or restrictions of such class.

Section 4.3 Common Stock. (a) Subject to all of the rights of the holders of Preferred Stock provided for by resolution or resolutions of the Board of Directors pursuant to this Article IV or by the General Corporation Law, each holder of Common Stock shall have one vote per share of Common Stock held by such holder on all matters on which holders of Common Stock are entitled to vote and shall have the right to receive notice of and to vote at all meetings of the stockholders of the Corporation.

(b) The holders of Common Stock shall have the right to receive dividends as and when declared by the Board of Directors in its sole discretion, subject to any limitations on the declaring of dividends imposed by the General Corporation Law or the rights of holders of Preferred Stock provided for by resolution or resolutions of the Board of Directors pursuant to this Article IV.

(c) Stockholders shall not have preemptive rights to acquire additional shares of stock of any class which the Corporation may elect to issue or sell.

Section 4.4 Issuance of Rights to Purchase Securities and Other Property. Subject to all of the rights of the holders of Preferred Stock provided for by resolution or resolutions of the Board of Directors pursuant to this Article IV or by the General Corporation Law, the Board of Directors is hereby authorized to create and to authorize and direct the issuance (on either a pro rata or a non-pro rata basis) by the Corporation of rights, options and warrants for the purchase of shares of capital stock of the Corporation, other securities of the Corporation or shares or other securities of any successor in interest of the Corporation (a "Successor"), at such times, in such amounts, to such persons, for such consideration, with such form and content (including without limitation the consideration for which any shares of capital stock of the Corporation, other securities of the Corporation or shares or other securities of any Successor are to be issued) and upon such terms and conditions as it may from time to time determine, subject only to the restrictions, limitations, conditions and requirements imposed by the General Corporation Law, other applicable laws and this Certificate of Incorporation.

Section 4.5 Certificate of Incorporation and By-laws. All persons who shall acquire stock in the Corporation shall acquire the same subject to the provisions of the Certificate of Incorporation and the By-laws of the Corporation (the "By-laws").

ARTICLE V
BOARD OF DIRECTORS

Section 5.1 Power of the Board of Directors. The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors. In furtherance, and not in limitation, of the powers conferred by the General Corporation Law, the Board of Directors is expressly authorized to:

(a) adopt, amend, alter, change or repeal the By-laws; provided, however, that no By-laws hereafter adopted shall invalidate any prior act of the directors that was valid at the time such action was taken;

(b) determine the rights, powers, duties, rules and procedures that affect the power of the Board of Directors to manage and direct the business and affairs of the Corporation, including the power to designate and empower committees of the Board of Directors to elect, appoint and empower the officers and other agents of the Corporation, and to determine the time and place of, and the notice requirements for, Board meetings, as well as quorum and voting requirements for, and the manner of taking, Board action; and

(c) exercise all such powers and do all such acts as may be exercised or done by the Corporation, subject to the provisions of the General Corporation Law, this Certificate of Incorporation and the By-laws.

Section 5.2 Number of Directors. The number of directors constituting the Board of Directors shall be as specified in the By-laws of the Corporation.

Section 5.3 Classes, Election and Term. The directors shall be elected by the stockholders at each annual meeting of the stockholders for a one-year term. The term of all current directors will end at the 2009 annual meeting of stockholders. Commencing with the 2009 annual meeting of stockholders, each director shall hold office for a one-year term and until such director's successor shall have been duly elected and qualified.

Section 5.4 Vacancies. Any vacancies in the Board of Directors for any reason and any newly created directorships resulting by reason of any increase in the number of directors may be filled only by the Board of Directors, acting by a majority of the remaining directors then in office, although less than a quorum, or by a sole remaining director, and any directors so appointed shall hold office until the next annual election of directors and until their successors are duly elected and qualified.

Section 5.5 Removal of Directors. Except as may be provided in a resolution or resolutions providing for any class of Preferred Stock pursuant to Article IV hereof, with respect to any directors elected by the holders of such class, any director, or the entire Board of Directors, may be removed from office at any time with or without cause by the affirmative vote of the holders of at least sixty-six percent (66%) of the voting power of all of the shares of capital stock of the Corporation then entitled to vote generally in the election of directors, voting together as a single class.

Section 5.6 REIT Qualification. If the Corporation elects to qualify for federal income tax treatment as a REIT (as defined in Article VIII hereof), the Board of Directors shall use its reasonable best efforts to take such actions as are necessary or appropriate to preserve the qualification of the Corporation as a REIT; however, if the Board of Directors determines that it is no longer in the best interests of the Corporation to continue to be qualified as a REIT, the Board of Directors may revoke or otherwise terminate the Corporation's REIT election pursuant to Section 856(g) of the Code (as defined in Article VIII hereof). The Board of Directors also may determine that compliance with any restriction or limitation on stock ownership and transfers set forth in Article VIII hereof is no longer required for REIT qualification.

ARTICLE VI
STOCKHOLDER ACTION

Except as may be provided in a resolution or resolutions providing for any class of Preferred Stock pursuant to Article IV hereof, any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of such holders and may not be effected by any consent in writing by such holders. Meetings of stockholders may be held within or without the State of Delaware, as the

By-laws may provide. Elections of directors need not be by written ballot, unless otherwise provided in the By-laws of the Corporation.

ARTICLE VII
INDEMNIFICATION

Section 7.1 Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact:

(a) that he or she is or was a director or officer of the Corporation, or

(b) that he or she, being at the time a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise (collectively, "another enterprise" or "other enterprise"),

whether either in case (a) or in case (b) the basis of such proceeding is alleged action or inaction (x) in an official capacity as a director or officer of the Corporation, or as a director, trustee, officer, employee or agent of such other enterprise, or (y) in any other capacity related to the Corporation or such other enterprise while so serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent not prohibited by Section 145 of the General Corporation Law, (or any successor provision or provisions, respectively) as the same exists or may hereafter be amended, respectively (but, in the case of any amendment to Section 145 of the General Corporation Law, with respect to actions taken prior to such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such person in connection therewith if such person satisfied the applicable level of care to permit such indemnification under the General Corporation Law; provided however, that nothing in this Article VII shall indemnify any person to the extent that such person has committed willful misfeasance, bad faith, gross negligence or reckless disregard involved in the conduct of such person's duties to or for the Corporation. The persons indemnified by this Article VII are hereinafter referred to as "indemnities." Such indemnification as to such alleged action or inaction shall continue as to an indemnitee who has after such alleged action or inaction ceased to be a director or officer of the Corporation, or director, officer, employee or agent of another enterprise; and shall inure to the benefit of the indemnitee's heirs, executors and administrators. The right to indemnification conferred in this Article VII: (i) shall be a contract right; (ii) shall not be affected adversely as to any indemnitee by any amendment of this Certificate with respect to any action or inaction occurring prior to such amendment; and (iii) shall, subject to any requirements imposed by law and the By-laws, include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition.

Section 7.2. Relationship to Other Rights and Provisions Concerning Indemnification. The rights to indemnification and to the advancement of expenses conferred in this Article VII shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, this Certificate, By-laws, agreement, vote of stockholders or disinterested directors or otherwise. The By-laws may contain such other provisions concerning indemnification, including provisions specifying reasonable procedures relating to and conditions to the receipt by indemnitees of indemnification, provided that such provisions are not inconsistent with the provisions of this Article VII.

Section 7.3 Agents and Employees. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and to the advancement of expenses, to any agent of the Corporation (or any person serving at the Corporation's request as a director, trustee, officer, employee or agent of another enterprise) or to persons who are or were a director, officer, employee or agent of any of the Corporation's affiliates, predecessor or subsidiary corporations or of a constituent corporation absorbed by the Corporation in a consolidation or merger or who is or was serving at the request of such affiliate, predecessor or subsidiary corporation or of such constituent corporation as a director, officer, employee or agent of another enterprise, in each case as determined by the Board of Directors to the fullest extent of the provisions of this Article

VII in cases of the indemnification and advancement of expenses of directors and officers of the Corporation, or to any lesser extent (or greater extent, if permitted by law) determined by the Board of Directors.

ARTICLE VIII
RESTRICTION ON TRANSFER AND OWNERSHIP OF SHARES

Section 8.1 Definitions. For the purpose of this Article VIII, the following terms shall have the following meanings:

Aggregate Stock Ownership Limit. The term "Aggregate Stock Ownership Limit" shall mean not more than 9.8 percent (in value or in number of shares, whichever is more restrictive) of the aggregate of the outstanding shares of Capital Stock, subject to the Board of Directors' power under Section 8.2.8 hereof to increase or decrease such percentage. The value and number of the outstanding shares of Capital Stock shall be determined by the Board of Directors of the Corporation in good faith, which determination shall be conclusive for all purposes hereof. For the purposes of determining the percentage ownership of Capital Stock by any Person, shares of Capital Stock that may be acquired upon conversion, exchange or exercise of any securities of the Corporation directly or constructively held by such Person, but not Capital Stock issuable with respect to the conversion exchange or exercise of securities for the Corporation held by other Persons shall be deemed to be outstanding prior to conversion, exchange or exercise.

Beneficial Ownership. The term "Beneficial Ownership" shall mean ownership of Capital Stock by a Person, whether the interest in the shares of Capital Stock is held directly or indirectly (including by a nominee), and shall include interests that would be treated as owned through the application of Section 544 of the Code, as modified by Sections 856(h)(1)(B) and 856(h)(3) of the Code. The terms "Beneficial Owner," "Beneficially Owns" and "Beneficially Owned" shall have the correlative meanings.

Business Day. The term "Business Day" shall mean any day, other than a Saturday or Sunday, that is neither a legal holiday nor a day on which banking institutions in New York City are authorized or required by law, regulation or executive order to close.

Capital Stock. The term "Capital Stock" shall mean all classes or series of stock of the Corporation, including, without limitation, Common Stock and Preferred Stock.

Charitable Beneficiary. The term "Charitable Beneficiary" shall mean one or more beneficiaries of the Trust as determined pursuant to Section 8.3.6, provided that each such organization must be described in Section 501(c)(3) of the Code and contributions to each such organization must be eligible for deduction under each of Sections 170(b)(1)(A), 2055 and 2522 of the Code.

Certificate of Incorporation. The term "Certificate of Incorporation" shall mean the Certificate of Incorporation of the Corporation.

Code. The term "Code" shall mean the Internal Revenue Code of 1986, as amended from time to time.

Common Stock Ownership Limit. The term "Common Stock Ownership Limit" shall mean not more than 9.8 percent (in value or in number of shares, whichever is more restrictive) of the aggregate of the outstanding shares of Common Stock, subject to the Board of Directors' power under Section 8.2.8 hereof to increase or decrease such percentage. The number and value of the outstanding shares of Common Stock of the Corporation shall be determined by the Board of Directors of the Corporation in good faith, which determination shall be conclusive for all purposes hereof. For purposes of determining the percentage ownership of Common Stock by any Person, shares of Common Stock that may be acquired upon conversion, exchange or exercise of any securities of the Corporation directly or constructively held by such Person, but not Common Stock issuable with respect to the conversion, exchange or exercise of securities for the Corporation held by other Persons, shall be deemed to be outstanding prior to conversion, exchange or exercise.

Constructive Ownership. The term "Constructive Ownership" shall mean ownership of Capital Stock by a Person, whether the interest in the shares of Capital Stock is held directly or indirectly (including by a nominee), and shall include interests that would be treated as owned actually or constructively through the application of Section 318(a) of the Code, as modified by Section 856(d)(5) of the Code. The terms "Constructive Owner," "Constructively Owns" and "Constructively Owned" shall have the correlative meanings.

Excepted Holder. The term "Excepted Holder" shall mean a Person for whom an Excepted Holder Limit is created by the Certificate of Incorporation or by the Board of Directors pursuant to Section 8.2.7.

Excepted Holder Limit. The term "Excepted Holder Limit" shall mean, provided that the affected Excepted Holder agrees to comply with the requirements established by the Certificate of Incorporation or by the Board of Directors pursuant to Section 7.2.7 and subject to adjustment pursuant to Section 8.2.8, the percentage limit established for an Excepted Holder by the Board of Directors pursuant to Section 8.2.7.

Initial Date. The term "Initial Date" shall mean the date upon which the Amended and Restated Certificate of Incorporation containing this Article VIII are filed with the Delaware Secretary of State.

Market Price. The term "Market Price" on any date shall mean, with respect to any class or series of outstanding shares of Capital Stock, the Closing Price for such Capital Stock on such date. The "Closing Price" on any date shall mean the last reported sale price for such Capital Stock, regular way, or, in case no such sale takes place on such day, the average of the closing bid and asked prices, regular way, for such Capital Stock, in either case as reported in the principal consolidated transaction reporting system with respect to securities listed or admitted to trading on Nasdaq or, if such Capital Stock is not listed or admitted to trading on Nasdaq, as reported on the principal consolidated transaction reporting system with respect to securities listed on the principal national securities exchange on which such Capital Stock is listed or admitted to trading or, if such Capital Stock is not listed or admitted to trading on any national securities exchange, the last quoted price, or, if not so quoted, the average of the high bid and low asked prices in the over-the-counter market, as reported by the National Association of Securities Dealers, Inc. Automated Quotation System or, if such system is no longer in use, the principal other automated quotation system that may then be in use or, if such Capital Stock is not quoted by any such organization, the average of the closing bid and asked prices as furnished by a professional market maker making a market in such Capital Stock selected by the Board of Directors of the Corporation or, in the event that no trading price is available for such Capital Stock, the fair market value of the Capital Stock, as determined in good faith by the Board of Directors of the Corporation.

General Corporation Law. The term "General Corporation Law" shall mean the Delaware General Corporation Law, as amended from time to time.

Nasdaq. The term "Nasdaq" shall mean The NASDAQ Stock Market, Inc.

Person. The term "Person" shall mean an individual, corporation, partnership, limited liability company, estate, trust (including a trust qualified under Sections 401(a) or 501(c)(17) of the Code), a portion of a trust permanently set aside for or to be used exclusively for the purposes described in Section 642(c) of the Code, association, private foundation within the meaning of Section 509(a) of the Code, joint stock company or other entity and also includes a group as that term is used for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, and a group to which an Excepted Holder Limit applies.

Prohibited Owner. The term "Prohibited Owner" shall mean, with respect to any purported Transfer (or other event), any Person who, but for the provisions of Section 8.2.1, would Beneficially Own or Constructively Own shares of Capital Stock in violation of the provisions of 8.2.1(a) and, if appropriate in the context, shall also mean any Person who would have been the record owner of the shares of Capital Stock that the Prohibited Owner would have so owned.

REIT. The term "REIT" shall mean a real estate investment trust within the meaning of Section 856 of the Code.

Restriction Termination Date. The term "Restriction Termination Date" shall mean the first day after the Initial Date on which the Corporation determines pursuant to Section 5.6 of the Certificate of Incorporation that it is no longer in the best interests of the Corporation to attempt to, or continue to, qualify as a REIT or that compliance with the restrictions and limitations on Beneficial Ownership, Constructive Ownership and Transfers of shares of Capital Stock set forth herein is no longer required in order for the Corporation to qualify as a REIT.

Transfer. The term “Transfer” shall mean any issuance, sale, transfer, gift, assignment, devise or other disposition, as well as any other event that causes any Person to acquire Beneficial Ownership or Constructive Ownership, or any agreement to take any such actions or cause any such events, of Capital Stock or the right to vote or receive dividends on Capital Stock, including (a) the granting or exercise of any option (or any disposition of any option), (b) any disposition of any securities or rights convertible into or exchangeable for Capital Stock or any interest in Capital Stock or any exercise of any such conversion or exchange right and (c) Transfers of interests in other entities that result in changes in Beneficial or Constructive Ownership of Capital Stock; in each case, whether voluntary or involuntary, whether owned of record, Constructively Owned or Beneficially Owned and whether by operation of law or otherwise. The terms “Transferring” and “Transferred” shall have the correlative meanings.

Trust. The term “Trust” shall mean any trust provided for in Section 8.3.1.

Trustee. The term “Trustee” shall mean the Person unaffiliated with the Corporation and a Prohibited Owner, that is appointed by the Corporation to serve as trustee of the Trust.

Section 8.2 Capital Stock.

Section 8.2.1 Ownership Limitations. During the period commencing on the Initial Date and prior to the Restriction Termination Date:

(a) Basic Restrictions.

(i) (1) No Person, other than an Excepted Holder, shall Beneficially Own or Constructively Own either shares of Capital Stock in excess of the Aggregate Stock Ownership Limit or shares of Common Stock in excess of the Common Stock Ownership Limit and (2) no Excepted Holder shall Beneficially Own or Constructively Own shares of Capital Stock in excess of the Excepted Holder Limit for such Excepted Holder.

(ii) No Person shall Beneficially or Constructively Own shares of Capital Stock to the extent that such Beneficial or Constructive Ownership of Capital Stock would result in the Corporation being “closely held” within the meaning of Section 856(h) of the Code (without regard to whether the ownership interest is held during the last half of a taxable year), or otherwise failing to qualify as a REIT (including, but not limited to, Beneficial or Constructive Ownership to the extent that such Beneficial or Constructive Ownership would result in the Corporation owning (actually or Constructively) a 9.9% interest in a tenant that is described in Section 856(d)(2)(B) of the Code (for this purpose, a tenant from whom the Corporation (or an entity owned or controlled by the Corporation) derives (and is expected to continue to derive) a sufficiently small amount of revenue such that, in the opinion of the Board of Directors of the Corporation, rent from such tenant would not adversely affect the Corporation’s ability to qualify as a REIT, shall not be treated as a tenant of the Corporation)).

(iii) Notwithstanding any other provisions contained herein, no Person shall Transfer of shares of Capital Stock (whether or not such Transfer is the result of a transaction entered into through the facilities of Nasdaq or any other national securities exchange or automated inter-dealer quotation system) that, if effective, would result in the Capital Stock being Beneficially Owned by less than 100 Persons (determined under the principles of Section 856(a)(5) of the Code).

(b) Transfer in Trust. If any Transfer of shares of Capital Stock (whether or not such Transfer is the result of a transaction entered into through the facilities of Nasdaq or any other national securities exchange or automated inter-dealer quotation system) occurs which, if effective, would result in any Person Beneficially Owning or Constructively Owning shares of Capital Stock in violation of Section 8.2.1(a),

(i) then that number of shares of Capital Stock the Beneficial or Constructive Ownership of which otherwise would cause such Person to violate Section 8.2.1(a) (rounded up to the nearest whole share) shall be automatically transferred to a Trust for the benefit of a Charitable Beneficiary, as described in Section 8.3, effective as of the close of business on the Business Day prior to the date of such Transfer (or other event), and such Person shall acquire no rights in such shares of Capital Stock; or

(ii) if the transfer to the Trust described in clause (i) of this sentence would not be effective for any reason to prevent the violation of Section 8.2.1(a), then the Transfer of that number of shares of Capital Stock that otherwise would cause any Person to violate Section 8.2.1(a) shall be void ab initio, and the intended transferee shall acquire no rights in such shares of Capital Stock.

(iii) In determining which shares of Capital Stock are to be transferred to a Trust in accordance with this Section 8.2.1(b) and Section 8.3 hereof, shares shall be so transferred to a Trust in such manner that minimizes the aggregate value of the shares that are transferred to the Trust (except to the extent that the Board of Directors determines that the shares transferred to the Trust shall be those directly or indirectly held or Beneficially Owned or Constructively Owned by a Person or Persons that caused or contributed to the application of this Section 8.2.1(b)), and to the extent not inconsistent therewith, on a pro rata basis.

(iv) To the extent that, upon a transfer of shares of Capital Stock pursuant to this Section 8.2.1(b), a violation of Section 8.2.1(a) would nonetheless be continuing, (for example where the ownership of shares of Capital Stock by a single Trust would result in the Capital Stock being beneficially owned (determined under the principles of Section 856(a)(5) of the Code) by less than 100 persons), the shares of Capital Stock shall be transferred to that number of Trusts, each having a distinct Trustee and a Charitable Beneficiary or Beneficiaries that are distinct from those of each other Trust, such that there is no violation of Section 8.2.1(a).

Section 8.2.2 Remedies for Breach. If the Board of Directors of the Corporation or any duly authorized committee thereof (or other designees if permitted by the General Corporation Law) shall at any time determine in good faith that a Transfer or other event has taken place that results in a violation of Section 8.2.1(a) or that a Person intends to acquire or has attempted to acquire Beneficial Ownership or Constructive Ownership of any shares of Capital Stock in violation of Section 8.2.1(a) (whether or not such violation is intended), the Board of Directors or a committee thereof (or other designees if permitted by the General Corporation Law) shall take such action as it deems advisable to refuse to give effect to or to prevent such Transfer or other event, including, without limitation, causing the Corporation to redeem shares of Capital Stock, refusing to give effect to such Transfer on the books of the Corporation or instituting proceedings to enjoin such Transfer or other event; provided, however, that any Transfer or attempted Transfer or other event in violation of Section 8.2.1(a) shall automatically result in the transfer to the Trust described above and, where applicable, such Transfer (or other event) shall be void ab initio as provided above irrespective of any action (or non-action) by the Board of Directors or a committee thereof.

Section 8.2.3 Notice of Restricted Transfer. Any Person who acquires or attempts or intends to acquire Beneficial Ownership or Constructive Ownership of shares of Capital Stock that will or may violate Section 8.2.1(a) or any Person who would have owned shares of Capital Stock that resulted in a transfer to the Trust pursuant to the provisions of Section 8.2.1(b) shall immediately give written notice to the Corporation of such event, or in the case of such a proposed or attempted transaction, give at least 15 days prior written notice, and shall provide to the Corporation such other information as the Corporation may request in order to determine the effect, if any, of such Transfer on the Corporation's qualification as a REIT.

Section 8.2.4 Owners Required to Provide Information. From the Initial Date and prior to the Restriction Termination Date:

(a) every owner of more than five percent (or such lower percentage as required by the Code or the Treasury Regulations promulgated thereunder) in number or value of the outstanding shares of Capital Stock, within 30 days after the end of each taxable year, shall give written notice to the Corporation stating the name and address of such owner, the number of shares of Capital Stock and other shares of the Capital Stock Beneficially Owned and a description of the manner in which such shares are held. Each such owner shall provide to the Corporation such additional information as the Corporation may request in order to determine the effect, if any, of such Beneficial Ownership on the Corporation's qualification as a REIT and to ensure compliance with the Aggregate Stock Ownership Limit and the Common Stock Ownership Limit; and

(b) each Person who is a Beneficial or Constructive Owner of Capital Stock and each Person (including the stockholder of record) who is holding Capital Stock for a Beneficial or Constructive Owner shall provide to the Corporation such information as the Corporation may request, in good faith, in order to determine the Corporation's qualification as a REIT and to comply with requirements of any taxing authority or governmental authority or to determine such compliance and to ensure compliance with the Aggregate Stock Ownership Limit and the Common Stock Ownership Limit.

Section 8.2.5 Remedies Not Limited. Subject to Section 5.6 of the Certificate of Incorporation, nothing contained in this Section 8.2 shall limit the authority of the Board of Directors of the Corporation to take such other action as it deems necessary or advisable to protect the Corporation and the interests of its stockholders in preserving the Corporation's qualification as a REIT.

Section 8.2.6 Ambiguity. In the case of an ambiguity in the application of any of the provisions of this Section 8.2, Section 8.3 or any definition contained in Section 8.1, the Board of Directors of the Corporation shall have the power to determine the application of the provisions of this Section 8.2 or Section 8.3 or any such definition with respect to any situation based on the facts known to it. In the event Section 8.2 or Section 8.3 requires an action by the Board of Directors and the Certificate of Incorporation fails to provide specific guidance with respect to such action, the Board of Directors shall have the power to determine the action to be taken so long as such action is not contrary to the provisions of Sections 8.1, 8.2 or 8.3. Absent a decision to the contrary by the Board of Directors (which the Board of Directors may make in its sole and absolute discretion), if a Person would have (but for the remedies set forth in Section 8.2.1) acquired Beneficial Ownership or Constructive Ownership of Capital Stock in violation of Section 8.2.1, such remedies (as applicable) shall apply first to the shares of Capital Stock that, but for such remedies, would have been actually owned by such Person, and second to shares of Capital Stock which, but for such remedies, would have been Beneficially Owned or Constructively Owned (but not actually owned) by such Person, pro rata among the Persons who actually own such shares of Capital Stock based upon the relative number of the shares of Capital Stock held by each such Person.

Section 8.2.7 Exceptions.

(a) Subject to Section 8.2.1, the Board of Directors of the Corporation, in its sole discretion, may exempt (prospectively or retroactively) a Person from the Aggregate Stock Ownership Limit, the Common Stock Ownership Limit, or both such limits and may establish or increase an Excepted Holder Limit for such Person if:

(i) the Board of Directors obtains such representations and undertakings from such Person as are reasonably necessary to ascertain that no individual's Beneficial or Constructive Ownership of such shares of Capital Stock will violate Section 8.2.1(a)(ii);

(ii) such Person does not and represents that it will not own, actually or Constructively, an interest in a tenant of the Corporation (or a tenant of any entity owned or controlled by the Corporation) that would cause the Corporation to own, actually or Constructively, more than a 9.9% interest (as set forth in Section 856(d)(2)(B) of the Code) in such tenant and the Board of Directors obtains such representations and undertakings from such Person as are reasonably necessary to ascertain this fact; and

(iii) such Person agrees that any violation or attempted violation of such representations or undertakings (or other action which is contrary to the restrictions contained in Sections 8.2.1 through 8.2.6) will result in such shares of Capital Stock being automatically transferred to a Trust in accordance with Sections 8.2.1(b) and 8.3.

(b) Prior to granting any exception pursuant to Section 8.2.7(a), the Board of Directors of the Corporation may require a ruling from the Internal Revenue Service, or an opinion of counsel, in either case in form and substance satisfactory to the Board of Directors in its sole discretion, as it may deem necessary or advisable in order to determine or ensure the Corporation's qualification as a REIT. Notwithstanding the receipt of any ruling or opinion, the Board of Directors may impose such conditions or restrictions as it deems appropriate in connection with granting such exception.

(c) Subject to Section 8.2.1(a)(ii), an underwriter or placement agent that participates in a public offering or a private placement of Capital Stock (or securities convertible into or exchangeable for Capital Stock) may Beneficially Own or Constructively Own shares of Capital Stock (or securities convertible into or exchangeable for Capital Stock) in excess of the Aggregate Stock Ownership Limit, the Common Stock Ownership Limit, or both such limits, but only to the extent necessary to facilitate such public offering or private placement.

(d) The Board of Directors may only reduce the Excepted Holder Limit for an Excepted Holder: (i) with the written consent of such Excepted Holder at any time, or (ii) pursuant to the terms and conditions of the agreements and undertakings entered into with such Excepted Holder in connection with the establishment of the Excepted Holder Limit for that Excepted Holder. No Excepted Holder Limit shall be reduced to a percentage that is less than the Aggregate Stock Ownership Limit or the Common Stock Ownership Limit, as the case may be.

Section 8.2.8 Change in Aggregate Stock Ownership Limit and Common Stock Ownership Limit. The Board of Directors may from time to time increase or decrease the Aggregate Stock Ownership Limit and Common Stock Ownership Limit; provided, however, that a decreased Aggregate Stock Ownership Limit or Common Stock Ownership Limit will not be effective for any Person whose percentage ownership of Capital Stock or Common Stock, as the case may be, is in excess of such decreased Aggregate Stock Ownership Limit or Common Stock Ownership Limit until such time as such Person's percentage of Capital Stock or Common Stock, as the case may be, equals or falls below the decreased Aggregate Stock Ownership Limit or Common Stock Ownership, but until such time as such Person's percentage of Capital Stock or Common Stock, as the case may be, falls below such decreased Aggregate Stock Ownership Limit or Common Stock Ownership Limit, any further acquisition of Capital Stock or Common Stock will be in violation of the Aggregate Stock Ownership Limit or Common Stock Ownership Limit and, provided further, that the new Aggregate Stock Ownership Limit or Common Stock Ownership Limit would not allow five or fewer individuals (as defined in Section 542(a)(2) of the Code and taking into account all Excepted Holders) to Beneficially Own more than 49.9% in value of the outstanding Capital Stock. If the Board of Directors changes the Common Stock Ownership Limit and/or Aggregate Stock Ownership Limit, it will (i) notify each stockholder of record of any such change, and (ii) publicly announce any such change, in each case at least 30 days prior to the effective date of such change.

Section 8.2.9 Legend. Each certificate for shares of Capital Stock shall bear substantially the following legend:

“The shares of any class or series of the Corporation’s stock (the “Capital Stock”) represented by this certificate are subject to restrictions on Beneficial Ownership, Constructive Ownership and Transfer (as each such capitalized term is defined in the Corporation’s Certificate of Incorporation, as the same may be amended from time to time (the "Certificate of Incorporation")) for the purpose of the Corporation's maintenance of its status as a real estate investment trust (a “REIT”) under the Internal Revenue Code of 1986, as amended (the “Code”). Subject to certain further restrictions and except as expressly provided in the Certificate of Incorporation, (i) no Person (as defined in the Certificate of Incorporation) may Beneficially Own or Constructively Own shares of the Corporation’s common stock, par value $0.01 per share (the “Common Stock”) in excess of 9.8% (in value or number of shares, whichever is more restrictive) of the total outstanding shares of Common Stock unless such Person is an Excepted Holder (as defined in the Certificate of Incorporation), in which case the Excepted Holder Limit (as defined in the Certificate of Incorporation) shall be applicable; (ii) no Person may Beneficially Own or Constructively Own shares of Capital Stock in excess of 9.8% (in value or number of shares, whichever is more restrictive) of the total outstanding shares of Capital Stock, unless such Person is an Excepted Holder, in which case the Excepted Holder Limit shall be applicable; (iii) no Person may Beneficially Own or Constructively Own shares of Capital Stock that would result in the Corporation being “closely held” under Section 856(h) of the Code or otherwise cause the Corporation to fail to qualify as a REIT; and (iv) no Person may Transfer shares of Capital Stock if such Transfer would result in the Capital Stock of the Corporation being owned by fewer than 100 Persons. Any Person who Beneficially Owns or Constructively Owns, or attempts to Beneficially Own or Constructively Own shares of Capital Stock which causes or will cause a Person to Beneficially Own or Constructively Own shares of Capital Stock in excess or in violation of the above limitations must immediately notify the Corporation. If any of the above restrictions on Beneficial Ownership, Constructive Ownership or Transfer are violated, the shares of Capital Stock represented hereby will be automatically transferred to a Trust (as defined in the Certificate of Incorporation) for the benefit of one or more Charitable Beneficiaries (as defined in the Certificate of

Incorporation). In addition, the Board of Directors shall take such action as it deems advisable to refuse to give effect to or to prevent such Transfer or other event, including, without limitation, causing the Corporation to redeem shares of Capital Stock; provided, however, that any Transfer or attempted Transfer or other event in violation of the above restrictions on Beneficial Ownership, Constructive Ownership and Transfer shall automatically result in the above transfer to the Trust and, where applicable, such Transfer (or other event) shall be void ab initio as provided above irrespective of any action (or non-action) by the Board of Directors. The Board of Directors may, pursuant to Section 8.2.8 of the Certificate of Incorporation, increase or decrease the percentage of Common Stock or Capital Stock that a person may Beneficially Own or Constructively Own.

A copy of the Certificate of Incorporation, including the above restrictions on Beneficial Ownership, Constructive Ownership and Transfer, will be furnished to each holder of Capital Stock on request and without charge. Requests for such a copy may be directed to the Secretary of the Corporation at its principal office."

Instead of the foregoing legend, the certificate may state that the Corporation will furnish a full statement about certain restrictions on transferability to a stockholder on request and without charge.

Section 8.3 Transfer of Capital Stock in Trust.

Section 8.3.1 Ownership in Trust. Upon any purported Transfer or other event described in Section 8.2.1(a) that would result in a transfer of shares of Capital Stock to a Trust, such shares of Capital Stock shall be deemed to have been transferred to the Trustee as trustee of a Trust for the exclusive benefit of one or more Charitable Beneficiaries. Such transfer to the Trustee shall be deemed to be effective as of the close of business on the Business Day prior to the purported Transfer or other event that results in the transfer to the Trust pursuant to Section 8.2.1(b). The Trustee shall be appointed by the Corporation and shall be a Person unaffiliated with the Corporation and any Prohibited Owner. Each Charitable Beneficiary shall be designated by the Corporation as provided in Section 8.3.6.

Section 8.3.2 Status of Shares Held by the Trustee. Shares of Capital Stock held by the Trustee shall continue to be issued and outstanding shares of Capital Stock of the Corporation. The Prohibited Owner shall have no rights in the shares of Capital Stock held by the Trustee. The Prohibited Owner shall not benefit economically from ownership of any shares held in trust by the Trustee, shall have no rights to dividends or other distributions and shall not possess any rights to vote or other rights attributable to the shares held in the Trust.

Section 8.3.3 Dividend and Voting Rights. The Trustee shall have all voting rights and rights to dividends or other distributions with respect to shares of Capital Stock held in the Trust, which rights shall be exercised for the exclusive benefit of the Charitable Beneficiary. Any dividend or other distribution paid to a Prohibited Owner prior to the discovery by the Corporation that the shares of Capital Stock have been transferred to the Trustee shall be paid with respect to such shares of Capital Stock by the Prohibited Owner to the Trustee upon demand and any dividend or other distribution authorized but unpaid shall be paid when due to the Trustee. Any dividend or distribution so paid to the Trustee shall be held in trust for the Charitable Beneficiary. The Prohibited Owner shall have no voting rights with respect to shares held in the Trust and, subject to the General Corporation Law, effective as of the date that the shares of Capital Stock have been transferred to the Trustee, the Trustee shall have the authority (at the Trustee's sole discretion) (i) to rescind as void any vote cast by a Prohibited Owner prior to the discovery by the Corporation that the shares of Capital Stock have been transferred to the Trustee and (ii) to recast such vote in accordance with the desires of the Trustee acting for the benefit of the Charitable Beneficiary; provided, however, that if the Corporation has already taken irreversible corporate action, then the Trustee shall not have the authority to rescind and recast such vote. Notwithstanding the provisions of this Article VIII, until the Corporation has received notification that shares of Capital Stock have been transferred into a Trust, the Corporation shall be entitled to rely on its share transfer and other stockholder records for purposes of preparing lists of stockholders entitled to vote at meetings, determining the validity and authority of proxies and otherwise conducting votes of stockholders.

Section 8.3.4 Sale of Shares by Trustee. Within 20 days of receiving notice from the Corporation that shares of Capital Stock have been transferred to the Trust, the Trustee of the Trust shall sell the shares held in the Trust to a person, designated by the Trustee, whose ownership of the shares will not violate the ownership limitations set forth in Section 8.2.1(a). Upon such sale, the interest of the Charitable Beneficiary in the shares sold shall terminate and the Trustee shall distribute the net proceeds of the sale to the Prohibited Owner and to the Charitable Beneficiary as provided in this Section 8.3.4. The Prohibited Owner shall receive the lesser of (i) the price paid by the Prohibited Owner for the shares or, if the Prohibited Owner did not give value for the shares in connection with the event causing the shares to be held in the Trust (e.g., in the case of a gift, devise or other such transaction), the Market Price of the shares on the day of the event causing the shares to be held in the Trust and (ii) the price per share received by the Trustee (net of any commissions and other expenses of sale) from the sale or other disposition of the shares held in the Trust. The Trustee may reduce the amount payable to the Prohibited Owner by the amount of dividends and distributions paid to the Prohibited Owner and owned by the Prohibited Owner to the Trustee pursuant to Section 8.3.3 of this Article VIII. Any net sales proceeds in excess of the amount payable to the Prohibited Owner shall be immediately paid to the Charitable Beneficiary. If, prior to the discovery by the Corporation that shares of Capital Stock have been transferred to the Trustee, such shares are sold by a Prohibited Owner, then (a) such shares shall be deemed to have been sold on behalf of the Trust and (b) to the extent that the Prohibited Owner received an amount for such shares that exceeds the amount that such Prohibited Owner was entitled to receive pursuant to this Section 8.3.4, such excess shall be paid to the Trustee upon demand.

Section 8.3.5 Purchase Right in Stock Transferred to the Trustee. Shares of Capital Stock transferred to the Trustee shall be deemed to have been offered for sale to the Corporation, or its designee, at a price per share equal to the lesser of (i) the price per share in the transaction that resulted in such transfer to the Trust (or, in the case of a devise or gift, the Market Price at the time of such devise or gift) and (ii) the Market Price on the date the Corporation, or its designee, accepts such offer. The Corporation may reduce the amount payable to the Prohibited Owner by the amount of dividends and distributions paid to the Prohibited Owner and owed by the Prohibited Owner to the Trustee pursuant to Section 8.3.3 of this Article VIII. The Corporation may pay the amount of such reduction to the Trustee for the benefit of the Charitable Beneficiary. The Corporation shall have the right to accept such offer until the Trustee has sold the shares held in the Trust pursuant to Section 8.3.4. Upon such a sale to the Corporation, the interest of the Charitable Beneficiary in the shares sold shall terminate and the Trustee shall distribute the net proceeds of the sale to the Prohibited Owner and any dividends or other distributions held by the Trustee shall be paid to the Charitable Beneficiary.

Section 8.3.6 Designation of Charitable Beneficiaries. By written notice to the Trustee, the Corporation shall designate one or more nonprofit organizations to be the Charitable Beneficiary of the interest in the Trust such that (i) the shares of Capital Stock held in the Trust would not violate the restrictions set forth in Section 8.2.1(a) in the hands of such Charitable Beneficiary and (ii) each such organization must be described in Section 501(c)(3) of the Code and contributions to each such organization must be eligible for deduction under each of Sections 170(b)(1)(A), 2055 and 2522 of the Code.

Section 8.4 Nasdaq Transactions. Nothing in this Article VIII shall preclude the settlement of any transaction entered into through the facilities of Nasdaq or any other national securities exchange or automated inter-dealer quotation system. The fact that the settlement of any transaction occurs shall not negate the effect of any other provision of this Article VIII and any transferee in such a transaction shall be subject to all of the provisions and limitations set forth in this Article VIII.

Section 8.5 Enforcement. The Corporation is authorized specifically to seek equitable relief, including injunctive relief, to enforce the provisions of this Article VIII.

Section 8.6 Non-Waiver. No delay or failure on the part of the Corporation or the Board of Directors in exercising any right hereunder shall operate as a waiver of any right of the Corporation or the Board of Directors, as the case may be, except to the extent specifically waived in writing.

Section 8.7 Severability. If any provision of this Article VIII or any application of any such provision is determined to be invalid by any federal or state court having jurisdiction over the issues, the validity of the remaining provisions shall not be affected and other applications of such provisions shall be affected only to the extent necessary to comply with the determination of such court.

ARTICLE IX
LIMITATION ON LIABILITY OF DIRECTORS

A director of the Corporation shall, to the maximum extent now or hereafter permitted by Section 102(b)(7) of the General Corporation Law (or any successor provision or provisions), have no personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such director has committed willful misfeasance, bad faith, gross negligence or reckless disregard of such director's duties involved in the conduct of the office of director.

ARTICLE X
COMPROMISE

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of the General Corporation Law, trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of the General Corporation Law, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

ARTICLE XI
AMENDMENT OF BY-LAWS

The Board of Directors shall have power to adopt, amend, alter, change and repeal any By-laws by a vote of the majority of the Board of Directors then in office. In addition to any requirements of the General Corporation Law (and notwithstanding the fact that a lesser percentage may be specified by the General Corporation Law), any adoption, amendment, alteration, change or repeal of any By-laws by the stockholders of the Corporation shall require the affirmative vote of the holders of at least sixty-six percent (66%) of the combined voting power of all of the shares of all classes of capital stock of the Corporation then entitled to vote generally in the election of directors.

ARTICLE XII
AMENDMENT OF CERTIFICATE OF INCORPORATION

The Corporation hereby reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation. Except as may be provided in a resolution or resolutions providing for any class of Preferred Stock pursuant to Article IV hereof and which relate to such class of Preferred Stock and except as provided in Article IV hereof, any such amendment, alteration, change or repeal shall require the affirmative vote of both (a) a majority of the members of the Board of Directors then in office and (b) a majority of the combined voting power of all of the shares of all classes of capital stock of the Corporation then entitled to vote generally in the election of directors.

By a vote of the majority of the Board of Directors then in office, the Board of Directors may adopt a resolution providing that at any time prior to the filing of the amendment with the Secretary of State, notwithstanding authorization of the proposed amendment by the stockholders, the Board of Directors may abandon such proposed amendment without further action by the stockholders.

Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least sixty-six percent (66%) of the combined voting power of all of the shares of all classes of capital stock of the Corporation then entitled to vote shall be required to amend, repeal or adopt any provision inconsistent with Article V herein.

ARTICLE XIII
MISCELLANEOUS

Section 13.1 Books and Records. The books of the Corporation may be kept (subject to any provision contained in the General Corporation Law) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-laws of the Corporation.

Section 13.2 Section 203. The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law.

Exhibit 31.1

AGNC Investment Corp.
Certification Pursuant to Section 302(a)
of the Sarbanes-Oxley Act of 2002

I, Peter J. Federico, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of AGNC Investment Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an Annual Report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 2, 2025

/s/ PETER J. FEDERICO

Peter J. Federico
President and Chief Executive Officer (Principal Executive Officer)

Exhibit 31.2

AGNC Investment Corp.
Certification Pursuant to Section 302(a)
of the Sarbanes-Oxley Act of 2002

I, Bernice E. Bell, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of AGNC Investment Corp;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entitles, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an Annual Report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
   (a) All significant deficiencies and material weakness in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 2, 2025

/s/ BERNICE E. BELL

Bernice E. Bell
Executive Vice President and Chief Financial Officer (Principal Financial Officer)

Exhibit 32

AGNC Investment Corp.
Certification of CEO and CFO Pursuant to 18 U.S.C. Section 1350,
as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

We, Peter J. Federico, President and Chief Executive Officer, and Bernice E. Bell, Executive Vice President and Chief Financial Officer of AGNC Investment Corp. (the "Company"), certify pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350 that:

1. The Quarterly Report on Form 10-Q of the Company for the quarter ended March 31, 2025 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ PETER J. FEDERICO

Name: Peter J. Federico
Title: President and
Chief Executive Officer (Principal Executive Officer)
Date: May 2, 2025

/s/ BERNICE E. BELL

Name: Bernice E. Bell
Title: Executive Vice President and
Chief Financial Officer (Principal Financial Officer)
Date: May 2, 2025

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.