UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

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

For the year ended December 31, 2021

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

2 Bethesda Metro Center, 12th 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

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes ☐ No ☒

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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

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

As of June 30, 2021, the aggregate market value of the Registrant's common stock held by non-affiliates of the Registrant was approximately $7.3 billion based upon the closing price of the Registrant's common stock of $16.89 per share as reported on The Nasdaq Global Select Market on that date. (For this computation, the Registrant has excluded the market value of all shares of its common stock reported as beneficially owned by executive officers and directors of the Registrant and certain other stockholders; such an exclusion shall not be deemed to constitute an admission that any such person is an "affiliate" of the Registrant.)

The number of shares of the issuer's common stock, $0.01 par value, outstanding as of January 31, 2022 was 522,223,792.

DOCUMENTS INCORPORATED BY REFERENCE. The information required by Part III will be incorporated by reference from the Registrant's definitive proxy statement for the 2022 Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission pursuant to Regulation 14A.

Certain exhibits previously filed with the Securities and Exchange Commission are incorporated by reference into Part IV of this report.

AGNC INVESTMENT CORP.

TABLE OF CONTENTS

PART I.		
Item 1.	Business	2
Item 1A.	Risk Factors	7
Item 1B.	Unresolved Staff Comments	20
Item 2.	Properties	21
Item 3.	Legal Proceedings	21
Item 4.	Mine Safety Disclosures	21
PART II.		
Item 5.	Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities	22
Item 6.	Selected Financial Data	23
Item 7.	Management's Discussion and Analysis of Financial Condition and Results of Operations	24
Item 7A.	Quantitative and Qualitative Disclosures About Market Risk	43
Item 8.	Financial Statements	46
Item 9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	77
Item 9A.	Controls and Procedures	77
Item 9B.	Other Information	78
PART III.		
Item 10.	Directors, Executive Officers and Corporate Governance	78
Item 11.	Executive Compensation	78
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	78
Item 13.	Certain Relationships and Related Transactions, and Director Independence	78
Item 14.	Principal Accounting Fees and Services	78
PART IV.		
Item 15.	Exhibits	79
Signatures		83

PART I.

Item 1. Business

AGNC Investment Corp. ("AGNC," the "Company," "we," "us" and "our") was organized 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") 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 the Federal National Mortgage Association ("Fannie Mae") and the Federal Home Loan Mortgage Corporation ("Freddie Mac," and together with Fannie Mae, the "GSEs"), or by a U.S. Government agency, such as the 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 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 all 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 taxable year.

We are internally managed with the principal objective of providing our stockholders with attractive risk-adjusted returns through a combination of monthly dividends and tangible net book value accretion. 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.

Investment Strategy

Our investment strategy is intended to:

- generate attractive risk-adjusted returns for our stockholders through monthly dividend distributions and tangible net book value accretion;
- manage an investment portfolio consisting primarily of Agency securities;
- invest a subset of the portfolio in credit-oriented securities that are not guaranteed by a GSE or U.S. Government agency and other assets related to the housing, mortgage or real estate markets;
- capitalize on discrepancies in the relative valuations in the Agency and non-Agency securities market;
- manage financing, interest rate, prepayment, extension and credit risks;
- continue to qualify as a REIT; and
- remain exempt from the requirements of the Investment Company Act of 1940 (the "Investment Company Act").

Targeted Investments

Agency Securities

- **Agency Residential Mortgage-Backed Securities.** Our primary investments consist of Agency pass-through certificates representing interests in "pools" of mortgage loans secured by residential real property. Monthly payments of principal and interest made by the individual borrowers on the mortgage loans underlying the pools are in effect "passed through" to the security holders, after deducting guarantee and servicer fees. In general, mortgage pass-through certificates distribute cash flows from the underlying collateral on a pro rata basis among the security holders. Security holders also receive guarantor advances of principal and interest for delinquent loans in the mortgage pools. We may also invest in Agency collateralized mortgage obligations ("CMOs"), which are structured instruments backed by a pool of Agency mortgage-backed securities.

- **To-Be-Announced Forward Contracts ("TBAs").** TBAs are forward contracts to purchase or sell Agency RMBS in the TBA market. TBA contracts specify the coupon rate, issuer, term and face value of the bonds to be delivered, with the actual bonds to be delivered only identified shortly before the TBA settlement date.

Non-Agency Securities

- **Credit Risk Transfer ("CRT") Securities.** CRT securities are risk sharing instruments that 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. Full repayment of the original principal balance of CRT securities is not guaranteed by the GSE or other third-party; rather, "credit risk transfer" is achieved by writing down the outstanding principal balance of the CRT security if credit losses on the related pool of loans exceed certain thresholds.

- **Non-Agency Residential Mortgage-Backed Securities ("Non-Agency RMBS").** Non-Agency RMBS are structured securities backed by pools of residential mortgages packaged and issued by private institutions, such as a commercial bank or non-bank lender. Certain tranches of non-Agency RMBS may benefit from credit enhancement derived from structural elements, such as subordination, over-collateralization or insurance. We may purchase investment grade instruments that benefit from credit enhancement and non-investment grade instruments that are structured to absorb more credit risk. We focus primarily on non-Agency securities where the underlying mortgages are secured by residential properties within the United States, which may be comprised of prime, non-prime, qualified and non-qualified mortgage loans.

- **Commercial Mortgage-Backed Securities ("CMBS").** CMBS are securities backed by a pool of loans secured by one or more commercial properties. CMBS may also consist of a single loan for a single asset or multiple loans for a group of cross-collateralized assets of a single-borrower. CMBS are typically structured as multiple classes of securities where cash flows are distributed following a predetermined waterfall, which may give priority to selected classes while subordinating other classes. We may invest across the capital structure of these securities. We intend to focus on CMBS where the underlying collateral is secured by commercial properties located within the United States.

Active Portfolio Management Strategy

We employ an active management strategy designed to achieve our principal objectives of generating attractive risk-adjusted returns and managing our tangible net book value within reasonable bands. As part of our investment strategy, we use leverage on our investment portfolio to increase potential returns to our stockholders. We invest in securities based on our assessment of their relative risk-return profiles and our ability to effectively hedge a portion of the securities' exposure to market risks. The composition of our portfolio and the strategies we use will vary based on our view of prevailing market conditions and the availability of suitable investment, hedging and funding opportunities.

Financing Strategy

We finance our investment portfolio primarily through collateralized borrowings structured as repurchase agreements ("repo"). Repurchase agreements involve the sale and a simultaneous agreement to repurchase the transferred assets at a future date. Our borrowings through repurchase transactions are generally short-term and have maturities ranging from one day to one year but may have maturities up to five or more years. Our financing rates are primarily impacted by short-term benchmark rates and liquidity in the Agency repo and short-term funding markets.

The amount of leverage that we utilize depends on market conditions, our assessment of risk and returns and our ability to borrow sufficient funds to acquire mortgage securities. We generally expect our leverage to be within six to twelve times the amount of our tangible stockholders' equity, but under certain conditions we may operate at leverage levels outside of this range.

We diversify our funding exposure by entering into repurchase agreements with multiple counterparties. We finance a portion of our investments through our wholly-owned captive broker-dealer subsidiary, Bethesda Securities, LLC ("BES"). BES is a member of the Fixed Income Clearing Corporation ("FICC") and has direct access to bilateral and triparty repo funding as a Financial Industry Regulatory Authority ("FINRA") member broker-dealer. As an eligible institution, BES also raises repo funding through the General Collateral Finance ("GCF") Repo service offered by the FICC, with the FICC acting as the central counterparty. Thus, through BES, we have greater depth and diversity of funding than solely through traditional bilateral repo, while also lowering our funding cost, reducing our collateral requirements and limiting our counterparty exposure.

We also finance the acquisition of Agency RMBS by entering into TBA dollar roll transactions through which we sell a TBA contract for current month settlement and simultaneously purchase a similar TBA contract for a forward settlement date. Prior to the forward settlement date, we may choose to roll the position to a later date by entering into an offsetting TBA position, net settling the paired off positions for cash, and simultaneously entering into a similar TBA contract for a forward settlement date. The TBA contract purchased for the forward settlement date is priced at a discount to the TBA contract sold for settlement/pair off in the current month. The difference (or discount) is referred to as the "price drop" and is the economic

equivalent of net interest carry income (interest income less implied financing cost) on the underlying Agency RMBS over the roll period, which is commonly referred to as "dollar roll income." We recognize TBA contracts as derivative instruments on our consolidated financial statements at their net carrying value, which is their fair value less the purchase price to be paid or received under the TBA contract. Consequently, dollar roll transactions represent a form of off-balance sheet financing. In evaluating our overall leverage, we consider both our on-balance sheet and off-balance sheet financing.

Risk Management Strategy

We are exposed to a variety of market risks, including interest rate, prepayment, extension, spread and credit risks. Our investment strategies are based on our assessment of these risks, our ability to hedge a portion of these risks and our intention to qualify as a REIT. Our hedging strategies are generally not designed to protect our net book value from spread risk, which as a levered investor in mortgage-backed securities is the inherent risk we take that the spread between the market yield on our investments and the benchmark interest rates linked to our interest rate hedges fluctuates. In addition, although we attempt to protect our net book value against moves in interest rates, we may not fully hedge against interest rate, prepayment and extension risks if we believe that bearing such risks enhances our return profile, or if the hedging transaction would negatively impact our REIT status. Our risk management actions may lower our earnings and dividends in the short-term to further our objective of preserving our net book value and maintaining attractive levels of earnings and dividends over the long-term. In addition, some of our hedges are intended to provide protection against larger rate moves and as a result may be relatively ineffective for smaller interest rate changes. For additional explanation of our market risks please refer to Item 7A. *Quantitative and Qualitative Disclosures about Market Risk* and Item 1A. *Risk Factors* within this Form 10-K.

Regulatory Requirements

Exemption from Regulation under the Investment Company Act

We conduct our business so as not to become regulated as an investment company under the Investment Company Act, in reliance on the exemption provided by Section 3(c)(5)(C) of the Act. So long as we qualify for this exemption, we will not be subject to leverage and other restrictions imposed on registered investment companies, which would significantly reduce our ability to use leverage. Section 3(c)(5)(C), as interpreted by the staff of the U.S. Securities and Exchange Commission ("SEC"), requires us to invest at least 55% of our assets in "mortgages and other liens on and interest in real estate" or "qualifying real estate interests" ("55% asset test") and at least 80% of our assets in qualifying real estate interests and "real estate-related assets." In satisfying this 55% requirement, based on pronouncements of the SEC staff and in certain instances our own judgment, we treat Agency RMBS issued with respect to an underlying pool of mortgage loans in which we hold all the certificates issued by the pool ("whole pool" securities) as qualifying real estate interests. We typically treat "partial pool" and other mortgage securities where we hold less than all the certificates issued by the pool as real estate-related assets. For additional information regarding our exemption under the Investment Company Act please refer to Item 1A. *Risk Factors* within this Form 10-K.

Real Estate Investment Trust Requirements

We have elected to be taxed as a REIT under the Internal Revenue Code. As a REIT, we generally will not be subject to U.S. federal or state corporate income tax on our taxable income to the extent that we distribute annually all our taxable income to stockholders within the time limits prescribed by the Internal Revenue Code. Qualification and taxation as a REIT depend on our ability to continually meet requirements imposed upon REITs by the Internal Revenue Code, including satisfying certain organizational requirements, an annual distribution requirement and quarterly asset and annual income tests. The REIT asset and income tests are significant to our operations as they restrict the extent to which we can invest in certain types of securities and conduct certain hedging activities within the REIT. Consequently, we may be required to limit these activities or conduct them through a taxable REIT subsidiary ("TRS"). We believe that we have been organized and operate in such a manner as to qualify for taxation as a REIT.

Income Tests:

To continue to qualify as a REIT, we must satisfy two gross income requirements on an annual basis.

1. At least 75% of our gross income for each taxable year generally must be derived from investments in real property or mortgages on real property.

2. At least 95% of our gross income in each taxable year generally must be derived from some combination of income that qualifies under the 75% gross income test described above, as well as other dividends, interest, and gains from the sale or disposition of stock or securities, which need not have any relation to real property.

Interest income from obligations secured by mortgages on real property (such as Agency and non-Agency MBS) generally constitutes qualifying income for purposes of the 75% gross income test described above. There is no direct authority with respect to the qualification of income or gains from TBAs for the 75% gross income test; however, we treat these as qualifying income for this purpose based on an opinion of legal counsel. The treatment of interest income from other real estate securities depends on their specific tax structure. Income and gains from instruments that we use to hedge the interest rate risk associated with our borrowings incurred, or to be incurred, to acquire real estate assets will generally be excluded from both gross income tests, provided that specified requirements are met.

Asset Tests:

At the close of each calendar quarter, we must satisfy five tests relating to the nature of our assets.

1. At least 75% of the value of our total assets must be represented by some combination of "real estate assets," cash, cash items, U.S. Government securities, and, under some circumstances, temporary investments in stock or debt instruments purchased with new capital. For this purpose, mortgage-backed securities and mortgage loans are generally treated as "real estate assets." Assets that do not qualify for purposes of the 75% asset test are subject to the additional asset tests described below.

2. The value of any one issuer's securities that we own may not exceed 5% of the value of our total assets.

3. We may not own more than 10% of any one issuer's outstanding securities, as measured by either voting power or value. The 5% and 10% asset tests do not apply to securities of TRSs and qualified REIT subsidiaries and the 10% asset test does not apply to "straight debt" having specified characteristics and to certain other securities.

4. The aggregate value of all securities of all TRSs that we hold may not exceed 20% of the value of our total assets.

5. No more than 25% of the total value of our assets may be represented by certain non-mortgage debt instruments issued by publicly offered REITs (even though such debt instruments qualify under the 75% asset test).

A failure to satisfy the income or asset tests would not immediately cause us to lose our REIT qualification; rather, we could retain our REIT qualification if we were able to satisfy certain relief provisions and pay any applicable penalty taxes and other fines, or, in the case of a failure to satisfy the asset test, eliminate the discrepancy within a 30-day cure period. Please also refer to the "Risks Related to Our Taxation as a REIT" in "Item 1A. Risk Factors" of this Form 10-K for further discussion of REIT qualification requirements and related items.

Regulatory Requirements of our Captive Broker-Dealer Subsidiary

BES as a member of the FICC and FINRA is subject to ongoing membership and regulatory requirements of the securities business that include but are not limited to trade practices, use and safekeeping of funds and securities, capital structure, recordkeeping and conduct of directors, officers and employees. Additionally, as a self-clearing, registered broker-dealer, BES is subject to minimum net capital requirements. Thus, our ability to access triparty repo funding through the FICC's GCF Repo service, which represents a significant portion of our total borrowing capacity, is reliant on BES' ability to continually meet FINRA and FICC regulatory and membership requirements.

Human Capital Management

We believe our success as a company ultimately depends on the strength, wellness, and dedication of our workforce. We pride ourselves on robust practices in the area of human capital management that are constantly evolving to meet the needs of our people. As of December 31, 2021, our workforce consisted of 50 full-time employees. We strive to provide each of our highly skilled employees an engaging, rewarding, supportive, and inclusive atmosphere in which to grow professionally. Our competitive and comprehensive benefits package is carefully designed to attract and retain talented personnel. We believe our low voluntary employee turnover and favorable employee survey results are a testament to the success of our human capital management initiatives.

Employee Turnover Metrics

Year	January 1	Terminations [1]	New Hires	December 31
2021	50	-2	2	50
2020	51	-1	0	50
2019	56	-6	1	51

1. Employee terminations include voluntary and involuntary terminations. Terminations during 2019 were primarily associated with the termination of MTGE Investment Corp.'s management services agreement with our subsidiary MTGE Management, LLC due to the sale of MTGE Investment Corp. to a third party in 2018.

Employee Communications and Engagement

We recognize the importance of ongoing open communication and engagement with our employees, and we greatly value their input. We regularly engage with our employees in a variety of ways through ongoing direct engagement with each member of our staff, anonymous employee surveys and regular town hall meetings. Our anonymous employee surveys are an important component of our employee engagement that provide a means of assessing job satisfaction and specific concerns of our employees. To enhance the candor and comfort of our employees, we use outside vendors that provide verbatim comments and analysis of engagement levels on an anonymous basis. In 2021, AGNC received the Great Place to Work™ certification. The prestigious certification was based entirely on feedback from employees through an extensive anonymous survey about their experiences working at AGNC, during which 98% of our employees said AGNC is a great place to work. Our Board and management use the results of our surveys and ongoing feedback to implement various ideas and recommendations received from employees.

Workplace Culture and Ethics

Our corporate culture promotes open and honest communication, fair treatment, collegiality and high ethics and compliance standards. Our Code of Ethics and Conduct ("Code of Conduct") applies to all directors, officers and employees and provides clear expectations and guidance to facilitate appropriate decisioning. Our Code of Conduct covers topics such as compliance with securities laws, conflicts of interest, giving and receiving gifts, discrimination, harassment, privacy, appropriate use of Company assets, protecting confidential information, and reporting Code of Conduct violations (including through an anonymous hotline). All employees are required to affirm their understanding of these standards on at least an annual basis. Our executive officers and human resources department maintain "open door" policies and any form of retaliation for bona fide reporting of Code of Conduct violations is expressly prohibited.

Employee Development

We have a number of policies and programs to further the professional development of our employees, including our professional certification and continuing education policy. This includes reimbursement for any supervisor-approved courses for our employees. We also maintain a "Lunch and Learn" series and a formal mentoring program for employees to receive direct one-on-one career guidance and cross-functional experience across various operations. These initiatives have advanced unique and professional skill sets throughout the organization.

Diversity and Inclusion

Central to our core values is that every individual deserves respect and equal treatment, regardless of gender, race, ethnicity, age, disability, sexual orientation, gender identity, cultural background or religious belief. We strive to have a diverse workforce and an inclusive and welcoming work environment that is free from wrongful discrimination. We have long maintained policies against discrimination and harassment in our workplace, and we periodically conduct workplace trainings and workshops attended by all employees related to these topics. Although we have a relatively small workforce and low turnover rate, our recruitment and hiring practices attempt to ensure the diversity of applicant pools for posted job openings. We also seek to engage our employees and provide them opportunities on a non-discriminatory and inclusive basis. As of December 31, 2021, 40% of our employees were women and 35% were ethnically diverse. Our Board also strives to maintain diversity and inclusion among its directors. As of December 31, 2021, three of our nine directors were women and two directors were ethnically diverse.

Compensation and Benefits

We seek to attract and retain the most talented employees in our industry by offering competitive compensation and benefits. Our pay-for-performance compensation philosophy is based on rewarding each employee's individual contributions through a combination of fixed and variable pay elements. Each employee receives a total compensation package that includes base salary, short-term incentives in the form of an annual cash bonus and long-term equity incentives in the form of time-vesting and/or performance-vesting restricted stock units. The proportion of each employee's variable incentive versus fixed-based elements of their compensation is directly correlated to the individual's level of responsibility and role in the organization. Generally, higher level employees have higher proportions of variable incentive-based compensation in their target mix. Similarly, within the incentive-based elements, the proportion of long-term incentive-based elements generally corresponds to the individual's role and level of responsibility in the organization.

As the success of our business is fundamentally connected to the well-being of our people, we offer benefits that support their physical, financial and emotional well-being. We provide our employees with access to flexible, comprehensive and convenient medical coverage intended to meet their needs and the needs of their families. In addition to standard medical coverage, we offer employees dental and vision coverage, health savings and flexible spending accounts, paid time off,

employee assistance programs, voluntary short-term and long-term disability insurance, term life insurance and other benefits. We also believe in the long-term financial wellness of our employees, and to foster maximum savings rates by our employees we offer a 401(k) Savings Plan and Company matching contributions of 100% up to 6% of each employee's eligible compensation, subject to IRS limits.

COVID-19 and Workforce Safety

To protect the health and safety of our workforce, during the COVID-19 pandemic (the "Pandemic" or "COVID-19"), we shifted to a fully remote work-from home environment prior to any jurisdiction's mandate to do so. We also instituted a survey in mid-2020 to understand our employees' perspective during the extreme circumstances brought about by the Pandemic, including work-from-home environment and resource issues, employee mental health and wellbeing, child-care considerations and similar matters. We used their feedback to inform decisions regarding matters such as implementing flexible work schedules, providing additional resources and equipment to improve our employees work from home experience, and demonstrating flexibility with respect to the timing and manner of eventual office re-openings. Finally, we hosted regular town hall meetings to ensure sufficient company-wide communication with our workforce during this time. Employee survey results indicated that 100% of our employees believe we responded to the COVID-19 outbreak very well or extremely well. These approaches continued in 2021. Mid-year, we commenced a gradual return to in-office work, with employees having the choice to work in the office subject to safety protocols or to continue working remotely. Going forward, when conditions permit, we expect to implement a hybrid model through which employees will be able to split hours between the office and remote work.

Competition

Our success depends, in large part, on our ability to acquire assets at favorable spreads over our borrowing costs. In acquiring mortgage assets, we compete with a variety of other investors, including other mortgage REITs, government entities, banks, specialty finance companies, public and private funds, insurance companies and other financial institutions, who may have competitive advantages over us as to the price they are willing to pay due to factors such as a lower cost of funds, access to funding sources not available to us or a lack of REIT and Investment Company Act regulatory constraints.

Corporate Information

Our executive offices are located at Two Bethesda Metro Center, 12th Floor, Bethesda, MD 20814 and our telephone number is (301) 968-9315.

We make available our Annual Reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to such reports as well as our Code of Ethics and Conduct on our internet website at www.AGNC.com as soon as reasonably practical after such material is electronically filed with or furnished to the SEC. These reports are also available on the SEC internet website at www.sec.gov.

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

You should carefully consider the risks described below and all other information contained in this Annual Report on Form 10-K, including our annual consolidated financial statements and the related notes thereto before deciding to purchase our securities. Any of the following risks could materially affect our business, financial condition or results of operations. If that happens, the trading price of our securities could decline, and you may lose all or part of your investment. The risks and uncertainties described below are not the only ones facing us. Additional risks and uncertainties not presently known to us, or not presently deemed material by us, may also impair our operations and performance.

Risks Related to Our Investment and Portfolio Management Activities

Spread risk is inherent to our business as a levered investor in Agency RMBS.

When the spread between the market yield on our mortgage assets and benchmark interest rates widens, our tangible net book value will typically decline. We refer to this as "spread risk". As a levered investor primarily in fixed-rate Agency RMBS, spread risk is an inherent component of our investment strategy. Although we use hedging instruments to attempt to protect against moves in interest rates, our hedges will typically not protect us against spread risk. Spreads may widen due to numerous factors, including changes in mortgage and fixed income markets due to actual or expected monetary policy actions by U.S. and foreign central banks, market liquidity or changes in investor return requirements and sentiment. Wider spreads can also occur independent of moves in interest rates. For example, actions by the Federal Reserve to taper its purchases of Agency RMBS and to reduce its balance sheet will likely result in materially wider spreads.

The Fed's participation in the Agency mortgage market could have an adverse effect on our Agency RMBS investments.

Since the onset of the COVID-19 financial crisis in March 2020, the Federal Reserve and the U.S. Government have provided unprecedented amounts of monetary and fiscal stimulus in support of sustained economic growth. As part of its monetary policy response, the Fed doubled the size of its balance sheet from the start of the crisis to nearly $9 trillion as of December 31, 2021, through the acquisition of U.S. Treasuries and Agency RMBS. As of December 31, 2021, the Fed's holdings of Agency RMBS totaled $2.6 trillion, representing nearly a third of all outstanding Agency RMBS.

During the fourth quarter of 2021, with inflation well above the Fed's 2% long-run target and the unemployment rate at levels indicative of maximum employment, the Fed began to shift towards a normalization of monetary policy, starting with its reduction in the amount of monthly asset purchases, which are expected to be completed March 2022. The Fed also signaled its intent to begin to reduce the size of its balance sheet and has suggested that its asset holdings may decline sooner and at a faster pace than in the 2016-2020 time period following the prior quantitative easing cycle. Accordingly, we expect the Fed to announce the passive contraction of its balance sheet by reducing reinvestments of proceeds from maturing U.S. Treasury securities and Agency RMBS portfolio repayments by a predetermined amount comparatively soon after commencing increases in the Federal Funds interest rate.

As part of the Fed's overall monetary policy, it has participated in the Agency mortgage market since first conducting large scale asset purchases during the Great Financial Crisis in 2008. The Fed's participation in the mortgage market can materially impact the available supply, price and returns on Agency RMBS. Thus, given the Fed's historic participation and the current scale of its balance sheet holdings, the effects of a shift in monetary policy may be material and difficult to predict, and we may be unable to mitigate potentially adverse effects on our portfolio and financial condition. Furthermore, despite its stated preference for a passive balance sheet reduction, there is no guarantee the Fed will not conduct outright sales of Agency RMBS in the secondary market. The Fed could also reduce or cease altogether monthly reinvestments, which could significantly increase the pace of their balance sheet reduction and lead to wider RMBS spreads to benchmark interest rates. Spread widening is an inherent risk we take as a levered Agency mortgage investor, and our hedges are not designed to protect against this risk. To mitigate some of the impact of spread widening, we may reduce our leverage below our normal operating levels, which may reduce our earnings potential relative to higher leverage operations.

The ongoing effects of Covid-19 on economic conditions and our business are uncertain

COVID-19 has resulted in, and may continue to result in, significant disruption of the global financial markets. The Pandemic may lead to a deterioration of economic and financial conditions, including periods of extreme market volatility, illiquidity and adverse dislocations, potentially leading to an economic downturn, and/or a recession, at a domestic or global scale, which could materially affect our business. There may also be unintended adverse consequences resulting from the magnitude of measures and actions taken by policymakers as a result of the Pandemic that could negatively impact our business and have lasting effects, which are difficult to predict. With only 50 employees, we may also experience the absence of critical personnel should our employees contract COVID-19. We may be unable to take actions necessary to mitigate these or other adverse consequences resulting from the Pandemic. Consequently, our operating results may be impaired, and we could incur significant losses.

We may change our targeted investments, investment guidelines and other operational policies without stockholder consent.

We may change our targeted investments and investment guidelines at any time without the consent of our stockholders, which could result in our making investments that are different from, and possibly riskier than, those described in this Annual Report or under our current guidelines. Our Board of Directors also determines our other operational policies, including our policies with respect to our REIT qualification, acquisitions, dispositions, operations, indebtedness and distributions. Our Board of Directors may amend or revise such policies or authorize transactions that deviate from them, without a vote of, or notice to, our stockholders. Any such change may increase our exposure to risks described herein or expose us to new risks that are not currently contemplated, which could materially impair our operations and financial performance.

Our active portfolio management strategy may expose us to greater losses and lower returns than compared to passive strategies.

We employ an active management strategy to achieve our principal objective of preserving our tangible net book value while generating attractive risk-adjusted returns. The composition of our investment portfolio, leverage ratio and hedge composition will vary as we believe changes to market conditions, risks and valuations warrant. We may experience significant investment gains or losses when we sell investments that we no longer believe provide attractive risk-adjusted returns or when we believe more attractive alternatives are available. We may be incorrect in our assessment and select an investment portfolio that may generate lower returns than a more static management strategy. Furthermore, because of our active strategy, investors may be unable to assess changes in our financial position solely by observing changes in the mortgage market.

A decline in the fair value of our assets may adversely affect our financial condition and make it costlier to finance our assets.

We record our investments at fair value with changes in fair value reported in net income or other comprehensive income. A decline in the fair value of our investments could reduce both our net income and stockholders' equity. We also use our investments as collateral for our financings and certain hedge transactions; consequently, a decline in fair value, or perceived market uncertainty about the value of our assets, could make it difficult for us to obtain financing on favorable terms or at all, or for us to maintain our compliance with terms of agreements already in place. Since we primarily invest in long-term fixed rate securities, our investment portfolio is particularly sensitive to changes in longer-term interest rates. If interest rates or other market conditions result in a decline in the fair value of our assets, we would be subject to margin calls on our existing agreements and it would decrease the amount we may borrow to purchase additional investments. If this occurs, we could be required to sell assets at adverse prices and our ability to maintain or increase our net income would be significantly restricted.

Changes in prepayment rates may adversely affect the return on our investments.

Our investment portfolio includes securities backed by pools of mortgage loans, which receive payments related to the underlying mortgage loans. When borrowers prepay their mortgage loans at rates faster or slower than anticipated, it exposes us to prepayment or extension risk. Generally, prepayments increase during periods of falling mortgage interest rates and decrease during periods of rising mortgage interest rates, but other factors can also affect the rate of prepayments, including loan age and size, loan-to-value ratios, housing price trends, general economic conditions and GSE buyouts of delinquent loans.

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 margins would be negatively impacted. We also amortize or accrete into interest income any premiums and discounts we pay or receive at purchase relative to the stated principal of our assets 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, which could negatively affect our interest income.

If our assets prepay at a slower rate than anticipated, our assets could extend beyond their expected maturity and we may have to finance our investments at potentially higher costs without the ability to reinvest principal into higher yielding securities. Additionally, if prepayment rates decrease due to a rising interest rate environment, the average life or duration of our fixed-rate assets would extend, but our interest rate swap maturities would remain fixed and, therefore, cover a smaller percentage of our funding exposure. This situation may also cause the market value of our assets to decline, while most of our hedging instruments would not receive any incremental offsetting gains.

To the extent that actual prepayment speeds differ from our expectations, our operating results could be adversely affected, and we could be forced to sell assets to maintain adequate liquidity, which could cause us to incur realized losses. In addition, should significant prepayments occur, there is no certainty that we will be able to identify acceptable new investments, which could reduce our invested capital or result in us investing in less favorable securities.

Prepayment rates are difficult to predict, and market conditions and other factors impacting mortgage origination channels may disrupt the historical correlation between interest rate changes and prepayment trends.

Our success depends in part on our ability to predict prepayment behavior over a variety of economic conditions. As part of our overall portfolio risk management, we analyze interest rate changes and prepayment trends to assess their effects on our investment portfolio. Our analysis is largely based on predictive models and reliance on historical correlations between interest rates and other factors and the rate of prepayments. However, unprecedented events, market dislocations, advances in origination channel technologies and other factors may impair the usefulness of these historical correlations or render them completely invalid, reducing our ability to accurately predict future prepayment activity.

Other factors beyond interest rates also impact the rate of prepayments and may be difficult to predict. For example, Government programs or changes to GSE policies designed to increase the availability of credit to homeowners, when borrowers sell their property and use the proceeds to prepay their mortgage, or when borrowers default on their mortgages and the defaulted loans are either purchased from the RMBS trust or the mortgages are prepaid from the proceeds of a foreclosure sale of the property. Fannie Mae and Freddie Mac typically repurchase mortgages that are 120 days or more delinquent from RMBS trusts. However, during COVID-19, as a result of the GSEs granting qualified borrowers forbearance for a period of up to 18 months, they temporarily extended the timeline for repurchasing otherwise delinquent loans that are in forbearance. Thus, to the extent that the number of delinquencies and loan modifications increase as a result of exiting forbearance or due to other factors, the amount of loans bought out from RMBS trusts may increase prepayments on our investment portfolio.

The analytical models and third-party data that we rely on to manage our portfolio and conduct our business objectives may be incorrect, misleading or incomplete.

We use analytical models, data and other information to value our assets and assess potential investment opportunities in connection with our risk management and hedging activities. We may source our models and data from third-parties or develop them internally. Models are dependent on multiple assumptions and inputs. Models typically also assume a static portfolio. If either the models, their underlying assumptions or data inputs prove to be incorrect, misleading or incomplete, any decisions we make in reliance on such information may be faulty and expose us to potential risks.

Many of the analytical models we use are predictive in nature, such as mortgage prepayment and default models. The use of predictive models has inherent risks and may incorrectly forecast future behavior, leading to potential losses. Furthermore, since predictive models are usually constructed based on historical trends using data supplied by third parties, the success of relying on such models depends heavily on the accuracy and reliability of the supplied historical data. Additionally, multiple factors could disrupt the relationships between data and historical trends, reducing the ability of our models to predict future outcomes, or even render them invalid. We are at greater risk of this occurring during periods of high volatility or unanticipated and/or unprecedented financial or economic events, such as during the ongoing Pandemic. A shift in Fed policy from a period of historic quantitative easing during 2020 and 2021 to a period of quantitative tightening and balance sheet normalization could also trigger significant volatility and reduce the predictive nature of our analytical models. Consequently, actual results could differ materially from our projections. Moreover, use of different models could result in materially different projections.

Valuation models rely on the accuracy of market data inputs. If incorrect market data is entered into even a well-founded valuation model, the resulting valuations will be incorrect. However, even if market data is input correctly, "model prices" may differ substantially from market prices, especially for securities with complex characteristics or illiquid instruments. Analytical models and third-party data used to analyze securitizations backed by non-Agency and residential and commercial mortgages also expose us to the risk that the (i) collateral cash flows and/or liability structures may be incorrectly modeled in one or more scenarios, or may be modeled based on simplifying assumptions that lead to errors; (ii) information about collateral may be incorrect, incomplete or misleading; (iii) collateral or bond historical performance (such as historical prepayments, defaults, cash flows, etc.) may be incorrectly reported, or subject to interpretation (e.g., different issuers may report delinquency statistics based on different definitions of what constitutes a delinquent loan); or (iv) collateral or bond information may be outdated, in which case the models may contain incorrect assumptions as to what has occurred since the date information was last updated.

Models may also include LIBOR as an input. Thus, the transition away from LIBOR may require changes to the models and/or impair the historical relationships patterned within these models as a result of less historical data than is currently available for LIBOR.

The fair value of our investments may not be readily determinable or may be materially different from the value that we ultimately realize upon their disposal.

We measure the fair value of our investments in accordance with guidance set forth in Accounting Standards Codification Topic 820, *Fair Value Measurements and Disclosures*. Fair value is only an estimate based on good faith judgment of the price at which an investment can be sold since market prices of investments can only be determined by negotiation between a willing buyer and seller. Our determination of the fair value of our investments includes inputs provided by pricing services and third-party dealers. Valuations of certain investments in which we invest may be difficult to obtain or unreliable. In general, pricing services and dealers heavily disclaim their valuations and we do not have recourse against them in the event of inaccurate price quotes or other inputs used to determine the fair value of our investments. Depending on the complexity and illiquidity of a security, valuations of the same security can vary substantially from one pricing source to another. Moreover, values can fluctuate significantly, even over short periods of time. For these reasons, the fair value at which our investments are recorded may not be an accurate indication of their realizable value. The ultimate realization of the value of an asset depends on economic and other conditions that are beyond our control. Consequently, if we were to sell an asset, particularly in a forced liquidation, the realized value may be less than the amount at which the asset is recorded, which would negatively affect our results of operations and financial condition.

The mortgage loans referenced by our CRT securities or that underlie our non-Agency securities may be or could become subject to delinquency or foreclosure, which could result in significant losses to us.

Investments in credit-oriented securities, such as CRT securities and non-Agency MBS, where repayment of principal and interest is not guaranteed by a GSE or U.S. Government agency, subject us to the potential risk of loss of principal and/or interest due to delinquency, foreclosure and related losses on the underlying mortgage loans.

CRT securities are risk sharing instruments issued by Fannie Mae and Freddie Mac, and similarly structured transactions arranged by third-party market participants, that are designed to synthetically transfer mortgage credit risk from the issuing

entity to private investors. The transactions are structured as unguaranteed bonds whose principal payments are determined by the delinquency and prepayment experience of a reference pool of mortgages guaranteed by Fannie Mae or Freddie Mac. An investor in CRT securities bears the risk that the borrowers in the reference pool of loans may default on their obligations to make full and timely payments of principal and interest.

Residential mortgage loans underlying non-Agency RMBS are secured by residential property and are subject to risks of delinquency, foreclosure and loss. The ability of a borrower to repay a loan secured by residential property is dependent upon the income or assets of the borrower. Many factors could impair a borrower's ability to repay the loan, including loss of employment, divorce, illness, acts of God, acts of war or terrorism, adverse changes in economic and market conditions, changes in laws and regulations, changes in fiscal policies and zoning ordinances, costs of remediation and liabilities associated with environmental conditions such as mold, and the potential for uninsured or under-insured property losses.

Commercial mortgage loans underlying CMBS are generally secured by multifamily or other commercial properties and are subject to risks of delinquency and foreclosure and risks of loss that are greater than similar risks associated with loans made on the security of residential property. The ability of a borrower to repay a loan secured by an income-producing property typically is dependent primarily upon the successful operation of such property rather than upon the existence of independent income or assets of the borrower. If the net operating income of the property is reduced, the borrower's ability to repay the loan may be impaired. Net operating income of an income producing property can be affected by numerous factors, such as: occupancy rates, tenant mix, success of tenant businesses, property management decisions, property location and condition, changes in economic or operating conditions and other factors.

Geographic concentration of our assets can expose us to greater risk of default and loss. Repayments by borrowers and the market value of the related assets underlying our investments are affected by national as well as local and regional economic and other conditions. As a result, concentrations of investments tied to geographic regions increase the risk that adverse economic conditions or other developments affecting a region could increase the frequency and severity of losses on our investments. Additionally, assets in certain regional areas may be more susceptible to certain hazards (such as earthquakes, widespread fires, rising sea levels, disease, floods, hurricanes and certain climate risks) than properties in other parts of the country; for example, assets located in coastal states may be more susceptible to hurricanes or sea level rise than properties in other parts of the country. Areas affected by these types of events often experience disruptions in travel, transportation and tourism, loss of jobs, a decrease in consumer activity, and a decline in real estate-related investments, and their economies may not recover sufficiently to support income producing real estate at pre-event levels. These types of occurrences may increase over time or become more severe due to changes in weather patterns and other climate changes.

Private mortgage insurance may not cover losses on loans referenced by our CRT securities and underlying our non-Agency RMBS.

In certain instances, mortgage loans referenced by our CRT securities or underlying our non-Agency RMBS may have private mortgage insurance. However, this insurance may not cover some or all of our potential loss if a loan defaults. This may occur, for example, because it is frequently structured to absorb only a portion of the loss; the insurance provider rescinds or denies coverage; or the insurer's failure to satisfy its obligations under the insurance contract, whether due to breach of contract or to an insurer's insolvency.

Changes in credit spreads may adversely affect our profitability.

A significant component of the fair value of CRT and non-Agency securities and other credit risk-oriented investments is attributable to the credit spread, or the difference between the value of the credit instrument and the value of a financial instrument with similar interest rate exposure, but with no credit risk, such as a U.S. Treasury note. Credit spreads can be highly volatile and may fluctuate due to changes in economic conditions, liquidity, investor demand and other factors. Credits spreads typically widen in times of increased market uncertainty or when economic conditions have or are expected to deteriorate. Credit spreads may also widen due to actual or anticipated rating downgrades on the securities or similar securities. Hedging fair value changes associated with credit spreads can be inefficient and our hedging strategies are generally not designed to mitigate credit spread risk. Consequently, changes in credit spreads could adversely affect our profitability and financial condition.

We may be unable to acquire desirable investments due to competition, a reduction in the supply of new production Agency RMBS having the specific attributes we seek, and other factors.

Our profitability depends on our ability to acquire our target assets at attractive prices. We may seek assets with specific attributes that affect their propensity for prepayment under certain market conditions or enable us to satisfy asset test requirements to maintain our REIT qualification status or exemption from regulation under the Investment Company Act (such as "whole pool" Agency RMBS). The supply of our target assets may be impacted by policies and procedures adopted by the

GSEs, such as pooling practices, or their regulator, the FHFA, or actions by other governmental agencies. Housing finance reform measures may also impact the supply and availability of our target assets. Consequently, a sufficient supply of our target assets may not be available or available at attractive prices. We may also compete for these assets with a variety of other investors, including other REITs, specialty finance companies, public and private funds, government entities, banks, insurance companies and other financial institutions, who may have competitive advantages over us, such as a lower cost of funds and access to funding sources not available to us. If we are unable to acquire a sufficient supply of our target assets, we may be unable to achieve our investment objectives or to maintain our REIT qualification status or exemption from regulation under the Investment Company Act.

Risks Related to Our Financing and Hedging Activities

Our use of significant leverage increases the risk that we may incur substantial losses.

Our strategy involves the significant use of leverage which will vary depending on our assessment of market conditions and risk adjusted returns. We generally expect to maintain our leverage between six to twelve times the amount of our tangible stockholders' equity, but we may operate at levels outside of this range for extended periods. We incur leverage by borrowing against a substantial portion of the market value of our assets. While leverage is fundamental to our investment strategy, it also creates significant risks because leverage amplifies the effect of changes in underlying asset values. Because of our leverage, we may incur substantial losses if the value of our investments declines or if mortgage spreads widen and our investments underperform our interest rate hedges.

We may be unable to procure adequate financing or to renew or replace existing financing as it matures.

We rely primarily on short-term borrowings to finance our mortgage investments. Consequently, our ability to achieve our investment objectives depends not only on our ability to borrow sufficient amounts and on favorable terms, but also our ability to renew or replace our maturing short-term borrowings on a continuous basis. A variety of factors could prevent us from being able to achieve our intended borrowing and leverage objectives, including:

- disruptions in the repo market that adversely impact the availability and cost of repo funding, including failure of the Fed and other policy makers to stabilize the repo market or a discontinuation of such stabilization measures;
- lender requirements of additional collateral to cover our borrowings, which we may be unable to deliver;
- lender exits from the market or unwillingness to make repurchase agreements or other financing arrangements available to us at acceptable rates and terms;
- regulatory capital requirements or other limitations imposed on our lenders that may negatively impact their ability or willingness to lend to us;
- our failure to satisfy covenants, leverage limits, or other requirements imposed by our lenders, in which case our lenders may terminate and cease entering into repurchase transactions with us; and
- our wholly-owned captive broker-dealer’s inability to continually meet FINRA and FICC regulatory and membership requirements, which may change over time.

The FICC continually assesses potential changes to rules governing the calculation of margin and minimum margin requirements. Increases in FICC margin requirements would have the effect of reducing our unencumbered assets and could potentially limit our ability to utilize triparty repo funding accessed through the FICC's GCF Repo service, which represents a significant portion of our total borrowing capacity.

Because of these and other factors, there is no assurance that we will be able to secure financing on terms that are acceptable to us. If we cannot obtain sufficient funding on acceptable terms, we may have to sell assets possibly under adverse market conditions.

Our borrowing costs may increase at a faster pace than the yield on our investments.

Our borrowing costs are particularly sensitive to changes in short-term interest rates, as well as overall funding availability and market liquidity, whereas the yield on our fixed rate assets is largely influenced by longer-term rates and conditions in the mortgage market. Consequently, our borrowing costs may rise at a faster pace or decline at a slower pace than the yield on our assets, negatively impacting our net interest margin.

It may be uneconomical to roll our TBA dollar roll transactions and we may be required to take physical delivery of the underlying securities and fund our obligations with cash or other financing sources.

We utilize TBA dollar roll transactions as an alternate means of investing in and financing Agency RMBS, which represent a form of off-balance sheet financing and increase our "at risk" leverage. It may become uneconomical for us to roll forward our TBA positions prior to their settlement dates due to market conditions, which can be impacted by a variety of

factors including the Fed's purchases and sales of Agency RMBS in the TBA market. TBA dollar roll transactions include a deferred purchase price obligation on our part, and an inability or unwillingness to continue to roll forward our position has effects similar to a termination of financing: In that circumstance, we would be required to settle the obligations for cash and would then take physical delivery of underlying Agency RMBS. We may not have sufficient funds or alternative financing sources available to settle such obligations. If we take delivery of the underlying securities, we expect to receive the "cheapest to deliver" securities with the least favorable prepayment attributes that satisfy the terms of the TBA contract. Additionally, the specific securities that we receive may include few, if any, "whole pool" securities, which could inhibit our ability to remain exempt from and regulation as an investment company under the Investment Company Act (see *"Loss of our exemption from regulation pursuant to the Investment Company Act would adversely affect us"* below). TBA contracts also subject us to margin requirements as described further below. Our inability to roll forward our TBA positions or failure to obtain adequate financing to settle our obligations or to meet margin calls under our TBA contracts could force us to sell assets under adverse market conditions potentially causing us to incur significant losses.

Our funding and derivative agreements subject us to margin calls that could result in defaults or force us to sell assets under adverse market conditions or through foreclosure.

Our financing and hedging arrangements require that we maintain certain levels of collateral with our counterparties, called margin, to protect them from loss in the event we default on our obligations. Our counterparties in these arrangements require us to post additional margin if the value of the posted collateral declines to re-establish the agreed-upon collateral level. Our fixed-rate collateral is generally more susceptible to margin calls due to its price sensitivity to changes in interest rates. In addition, some collateral may be less liquid than other instruments, which could cause it to be more susceptible to margin calls in a volatile market environment. Additionally, faster rates of prepayment increase the magnitude of potential margin calls as there is a time lag between the effective date of the prepayment and when we receive the principal payment.

Our derivative agreements also subject us to margin calls. Collateral requirements under our derivative agreements are typically dictated by contract or clearinghouse rules and regulations adopted by the U.S. Commodity Futures Trading Commission ("CFTC") and regulators of other countries. Thus, changes in clearinghouse rules and other regulations can increase our margin requirements and the cost of our hedges. Our counterparties typically have the sole discretion to determine eligible collateral, the value of our collateral and, in the case of our derivative counterparties, the value of our derivative instruments. Additionally, for cleared swaps and futures, the futures commission merchant, or FCM, that we transact through typically has the right to require more collateral than the clearinghouse requires.

The requirement to meet margin calls can create liquidity risks. In the event of a margin call, we must generally provide additional collateral on the same business day. Following an event of default, we could be required to settle our obligations under the agreements. Our derivative agreements may also contain cross default provisions under which a default under our other indebtedness may cause an event of default under the derivative agreement. The threat or occurrence of margin calls or the forced settlement of our obligations under our agreements could force us to sell our investments under adverse market conditions and result in substantial losses.

Our funding and derivative agreement counterparties may not fulfill their obligations to us as and when due.

If a repurchase agreement counterparty defaults on its obligation to resell collateral to us, we could incur a loss on the transaction equal to the difference between the value of our collateral and the amount of our borrowing. Similarly, if a derivative agreement counterparty fails to return collateral to us at the conclusion of the derivative transaction or fails to pledge collateral to us or to make other payments we are entitled to under the terms of our agreement as and when due, we could incur a loss equal to the value of our collateral and other amounts due to us.

We attempt to limit our counterparty exposure by diversifying our funding across multiple counterparties and limiting our counterparties to registered central clearing exchanges and major financial institutions with acceptable credit ratings. However, these measures may not sufficiently reduce our risk of loss. Central clearing exchanges typically attempt to reduce the risk of default by requiring initial and daily variation margin from their clearinghouse members and maintain guarantee funds and other resources that are available in the event of default. Nonetheless, we could be exposed to a risk of loss if an exchange or one or more of its clearing members defaults on its obligations. Most of the swaps that we enter into must be cleared by a Derivatives Clearing Organization, or DCO. DCOs are subject to regulatory oversight, use extensive risk management processes, and might receive "too big to fail" support from the government in the case of insolvency. We access the DCO through several FCMs, which may establish their own collateral requirements beyond that of the DCO. Consequently, for any cleared swap, we bear the credit risk of both the DCO and the relevant FCM as to obligations under our swap agreements. The enforceability of our derivative and repurchase agreements may also depend on compliance with applicable statutory, commodity and other regulatory requirements and, depending on the domicile of the counterparty, applicable international requirements.

Our rights under repurchase agreements in the event bankruptcy or insolvency may be limited.

In the event of our bankruptcy or insolvency, our repurchase agreements may qualify for special treatment under the U.S. Bankruptcy Code, the effect of which, among other things, would be to allow the lender under the applicable repurchase agreement to avoid the automatic stay provisions of the U.S. Bankruptcy Code and to foreclose on the collateral without delay. In the event of a lender's insolvency or bankruptcy, the lender may be permitted, under applicable insolvency laws, to repudiate the contract, and our claim against the lender for damages may be treated simply as an unsecured creditor. In addition, if the lender is a broker or dealer subject to the Securities Investor Protection Act of 1970, or an insured depository institution subject to the Federal Deposit Insurance Act, our ability to recover our assets under a repurchase agreement or to be compensated for any damages resulting from the lender's insolvency may be further limited by those statutes. Recoveries on these claims could be subject to significant delay and, if received, could be substantially less than the damages incurred.

Our hedging strategies may be ineffective.

We attempt to limit, or hedge against, the adverse effect of changes in interest rates on the value of our assets and financing costs, subject to complying with REIT tax requirements. Hedging strategies are complex and do not fully protect against adverse changes under all circumstances. Our business model also calls for accepting certain amounts of risk. Consequently, our hedging activities are generally designed to limit interest rate exposure, but not to eliminate it, and they are generally not designed to hedge against spread risk and other risks inherent to our business model.

Our hedging strategies may vary in scope based on our portfolio composition, liabilities and our assessment of the level and volatility of interest rates, expected prepayments, credit and other market conditions, and are expected to change over time. We could fail to properly assess a risk or fail to recognize a risk entirely, leaving us exposed to losses without the benefit of any offsetting hedges. Furthermore, the techniques and derivative instruments we select may not have the effect of reducing our risk. Poorly designed hedging strategies or improperly executed transactions could increase our risk of loss. Hedging activities could also result in losses if the hedged event does not occur. Numerous other factors can impact the effectiveness of our hedging strategies, including the following:

- the cost of interest rate hedges;
- the degree to which the interest rate hedge benchmark rate correlates to the interest rate risk being hedged;
- the degree to which the duration of the hedge matches that of the related asset or liability, particularly as interest rates change;
- the amount of income that a REIT may earn from hedging transactions that do not satisfy certain requirements of the Internal Revenue Code or that are not done through a TRS; and
- the degree to which the value of our interest rate hedges changes relative to our assets as a result of fluctuations in interest rates, passage of time, or other factors.

Additionally, regulations adopted by the CFTC and regulators of other countries could adversely affect our ability to engage in derivative transactions or impose increased margin requirements and require additional operational and compliance costs. Consequently, our hedging strategies may fail to protect us from loss and could even result in greater losses than if we had not entered in the hedge transaction.

The discontinuation of LIBOR could negatively impact the dividends we pay on our fixed-to-floating rate cumulative redeemable preferred stock and the value of our LIBOR-based financial instruments.

The stated dividend rate of each series of our outstanding fixed-to-floating rate cumulative redeemable preferred stock is indexed to three-month USD LIBOR following the applicable fixed rate period. In addition, we also have certain investments that reference USD LIBOR. The United Kingdom Financial Conduct Authority, or FCA, which regulates LIBOR, has announced that the USD LIBOR tenors relevant to us will cease to be published or will no longer be representative after June 30, 2023. The FCA's announcement coincided with the announcement of LIBOR's administrator, the ICE Benchmark Administration Limited, that it will cease publication of such LIBOR tenors immediately after the last publication on June 30, 2023 as a result of not having sufficient data necessary to calculate LIBOR on a representative basis after such date. These announcements mean that our LIBOR-based floating rate instruments outstanding beyond June 30, 2023 will need to be converted to alternative interest rates.

The Alternative Reference Rates Committee ("ARRC"), a group convened by the Federal Reserve Board and the Federal Reserve Bank of New York, has recommended the Secured Overnight Financing Rate ("SOFR") as its preferred alternative rate for USD LIBOR. There are significant differences between LIBOR and SOFR. LIBOR reflects the average rates at which major banks indicate they are willing to lend to one another on an unsecured basis for various terms. Conversely, SOFR is a broad-based measure of the cost of borrowing cash overnight, on a secured basis, in the U.S. Treasury-backed repurchase market. Switching existing financial instruments from LIBOR to SOFR requires calculations of a fixed spread to account for such

differences, which may not favor all parties equally. Additionally, certain of our LIBOR-based financial instruments may not contain fallback language specific to the permanent discontinuation of LIBOR. These factors may result in disputes over the substitute dividend rates on our fixed-to-floating rate preferred stock in effect after the fixed dividend periods end and negatively impact the fair value of our LIBOR-based investments.

Holders of depositary shares of our fixed-to-floating preferred stock should refer to the relevant prospectus for each series to understand the LIBOR-cessation provisions applicable to it. Each series of preferred stock that is currently outstanding becomes callable at the same time it begins to pay a LIBOR-based rate. At the later of the end of the fixed-rate term or the cessation of LIBOR, we may set the stated dividend rate in the manner specified by the provisions applicable to such series. Alternatively, at our option, we may call the shares of preferred stock. Application of these LIBOR fallback provisions or calling series of preferred stock may result in our incurring a higher cost of capital or potentially selling assets. Stockbrokers could also have restrictions on trading our preferred stock.

Risks Related to Our Business Operations

Our executive officers and other key personnel are critical to our success and the loss of any executive officer or key employee may materially adversely affect our business.

We operate in a highly specialized industry and our success is dependent upon the efforts, experience, diligence, skill and network of business contacts of our executive officers and key personnel. The departure of any of our executive officers and/or key personnel could have a material adverse effect on our operations and performance.

We are highly dependent on information systems and third-party service providers to conduct our operations, and system failures, cybersecurity incidents or failure of our providers to fulfill their obligations to us could significantly disrupt our ability to operate our business.

Our business is highly dependent on communication and information systems. We are dependent on third-parties to maintain many of our systems and to support our increasing reliance on cloud-based services and other services essential to operating our business. A system failure or of a third-party provider to fulfill their obligations to us could significantly delay or prevent us from conducting critical operating activities. Furthermore, our reliance on information systems, including remote access to such systems, exposes us to risks of a cybersecurity incident occurring, such as computer malware, virus, hacking, denial of service and phishing attacks, which have become more prevalent in our industry. In addition to disrupting our operations, a cyber-attack or security breach could lead to unauthorized access to confidential information and the release, misuse, loss or destruction of such information, subjecting us to regulatory fines, remediation costs, reputational harm, financial loss, litigation and increased difficulty doing business with third-parties that may rely on us to meet their own data protection requirements.

Although we have not detected a material cybersecurity breach to date, other financial services institutions have reported material breaches of their systems, some of which have been significant. Even with all reasonable security efforts, not every breach can be prevented or even detected. It is possible that we or our third-party providers have experienced an undetected breach or may in the future. It is difficult to determine what, if any, negative impact may directly result from any specific cyber-attack, security breach or other business interruption. We may also face increased costs as we and our providers continue to evolve cyber defenses to contend with changing risks. Additionally, the legal and regulatory environment surrounding information privacy and security in the U.S. and international jurisdictions is constantly evolving potentially leading to increased regulatory requirements. The cost associated with these risks are difficult to predict and quantify but could have a significant adverse effect on our operating results.

Risks Related to Our Taxation as a REIT

Our failure to qualify as a REIT would have adverse tax consequences.

We believe that we operate in a manner that allows us to qualify as a REIT for U.S. federal income tax purposes under Sections 856 through 860 of the Internal Revenue Code of 1986, as amended, and Treasury Regulations promulgated thereunder. We plan to continue to meet the requirements for taxation as a REIT. The determination that we are a REIT requires an analysis of various factual matters and circumstances that may not be totally within our control, and our compliance with the annual REIT income and quarterly asset requirements depends upon our ability to successfully manage the composition of our income and assets on an ongoing basis. For example, to qualify as a REIT, at least 75% of our gross income must come from real estate sources and 95% of our gross income must come from real estate sources and certain other sources that are itemized in the REIT tax laws. Additionally, our ability to satisfy the REIT asset tests depends upon our analysis of the characterization and fair market values of our assets, some of which are not susceptible to a precise determination, and for which we will not obtain independent appraisals. Furthermore, the proper classification of an instrument as debt or equity for federal income tax

purposes may be uncertain in some circumstances, which could affect the application of the REIT asset requirements. We are also required to distribute to stockholders at least 90% of our REIT taxable income (determined without regard to the deduction for dividends paid and by excluding any net capital gain).

If we fail to qualify as a REIT in any tax year, we would be subject to U.S. federal and state corporate income tax on our taxable income at regular corporate rates, and dividends paid to our stockholders would not be deductible by us in computing our taxable income. Also, unless the IRS granted us relief under certain statutory provisions, we would remain disqualified as a REIT for four years following the year we first fail to qualify. If we fail to qualify as a REIT, we may have to pay significant income taxes and would, therefore, have less money available for investments or for distributions to our stockholders. This would likely have a significant adverse effect on the value of our equity. In addition, the tax law would no longer require us to make distributions to our stockholders.

If we fail to satisfy one or more requirements for REIT qualification, we may still qualify as a REIT if there is reasonable cause for the failure and not due to willful neglect and other applicable requirements are met, including completion of applicable IRS filings. It is not possible to state whether we would be entitled to the benefit of these relief provisions. If these relief provisions are inapplicable, we will not qualify as a REIT. Furthermore, if we satisfy the relief provisions and maintain our qualification as a REIT, we may be still subject to a penalty tax. The amount of the penalty tax would be at least $50,000 per failure, and, in the case of certain asset test failures, would be determined as the amount of net income generated by the assets in question multiplied by the highest U.S. federal corporate tax rate in effect at the time of the failure if that amount exceeds $50,000 per failure, and, in case of income test failures, would be a 100% tax on an amount based on the magnitude of the failure, as adjusted to reflect the profit margin associated with our gross income.

REIT distribution requirements could adversely affect our ability to execute our business plan.

We generally must distribute annually at least 90% of our taxable income, subject to certain adjustments and excluding any net capital gain, for U.S. federal and state corporate income tax not to apply to earnings that we distribute and to retain our REIT status. Distributions of our taxable income must generally occur in the taxable year to which they relate, or in the following taxable year if declared before we timely file our tax return for the year and if paid with or before the first regular dividend payment after such declaration. We may also elect to retain, rather than distribute, our net long-term capital gains and pay tax on such gains if required, in which case, we could elect for our stockholders to include their proportionate share of such undistributed long-term capital gains in income, and to receive a corresponding credit for their share of the tax that we paid. Our stockholders would then increase the adjusted basis of their stock by the difference between (a) the amounts of capital gain dividends that we designated and that they include in their taxable income, minus (b) the tax that we paid on their behalf with respect to that income. We intend to make distributions to our stockholders to comply with the REIT qualification requirements of the Internal Revenue Code, which limits our ability to retain earnings and thereby replenish or increase capital from operations.

To the extent that we satisfy this distribution requirement, but distribute less than 100% of our taxable income, we will be subject to U.S. federal and state corporate income tax on our undistributed taxable income. Furthermore, if we should fail to distribute during each calendar year at least the sum of (a) 85% of our REIT ordinary income for such year, (b) 95% of our REIT capital gain net income for such year, and (c) any undistributed taxable income from prior periods, we would be subject to a non-deductible 4% excise tax on the excess of such required distribution over the sum of (x) the amounts actually distributed, (y) the amounts of income we retained and on which we have paid corporate income tax and (z) any excess distributions from prior periods.

Our taxable income will typically differ from income prepared in accordance with GAAP due to temporary and permanent differences. For example, market gains and losses on our hedging instruments, such as interest rate swaps, may be deferred for income tax purposes and amortized into taxable income over the original contract term of the instrument even if we have exited the instrument and settled such gains or losses for cash. We are also not allowed to reduce our taxable income for a net capital loss incurred; instead, the net capital loss may be carried forward for a period of up to five years and applied against future capital gains subject to our ability to generate sufficient capital gains, which cannot be assured. Therefore, it is possible that our taxable income could be in excess of the net cash generated from our operations. If we do not have funds available in these situations to meet our REIT distribution requirements or to avoid corporate and excise taxes altogether, we could be required to borrow funds on unfavorable terms, sell investments at disadvantageous prices or distribute amounts that would otherwise be invested in future acquisitions.

We may choose to pay dividends in our own stock, in which case stockholders may be required to pay income taxes in excess of cash dividends received.

We may in the future distribute taxable dividends that are payable at least in part in shares of our common stock. Taxable stockholders receiving such dividends will be required to include the full amount of the dividend as ordinary income to the

extent of our current and accumulated earnings and profits for U.S. federal income tax purposes. As a result, stockholders may be required to pay income taxes with respect to such dividends that are in excess of the cash dividends received. If a U.S. stockholder sells the stock that it receives as a dividend to pay this tax, the sales proceeds may be less than the amount included in income with respect to the dividend, depending on the market price of our stock at the time of the sale. Furthermore, with respect to certain non-U.S. stockholders, we may be required to withhold U.S. tax with respect to such dividends, including in respect of all or a portion of such dividend that is payable in stock.

Even if we remain qualified as a REIT, we may face other tax liabilities that reduce our cash flow.

Even if we remain qualified for taxation as a REIT, we may nonetheless be subject to certain federal, state and local taxes on our income and assets, including the following items. Any of these or other taxes we may incur would decrease cash available for distribution to our stockholders.

- Regular U.S. federal and state corporate income taxes on any undistributed taxable income, including undistributed net capital gains.
- A non-deductible 4% excise tax if the actual amount distributed to our stockholders in a calendar year is less than a minimum amount specified under Federal tax laws.
- Corporate income taxes on the earnings of subsidiaries, to the extent that such subsidiaries are subchapter C corporations and are not qualified REIT subsidiaries or other disregarded entities for federal income tax purposes.
- A 100% tax on certain transactions between us and our TRSs that do not reflect arm's-length terms.
- If we acquire appreciated assets from a corporation that is not a REIT (i.e., a corporation taxable under subchapter C of the Internal Revenue Code) in a transaction in which the adjusted tax basis of the assets in our hands is determined by reference to the adjusted tax basis of the assets in the hands of the subchapter C corporation, we may be subject to tax on such appreciation at the highest corporate income tax rate then applicable if we subsequently recognize a gain on a disposition of any such assets during the five-year period following their acquisition from the subchapter C corporation.
- A 100% tax on net income and gains from "prohibited transactions."
- Penalty taxes and other fines for failure to satisfy one or more requirements for REIT qualification.

Complying with REIT requirements may cause us to liquidate or forgo attractive investment opportunities.

To remain qualified as a REIT, we must ensure that, at the end of each calendar quarter, at least 75% of the value of our assets consists of cash, cash items, government securities and qualified real estate assets. The remainder of our investments in securities (other than government securities and qualified real estate assets) generally cannot include more than 10% of the outstanding voting securities of any one issuer or more than 10% of the total value of the outstanding securities of any one issuer. In addition, in general, no more than 5% of the value of our assets (other than government securities and qualified real estate assets) can consist of the securities of any one issuer, and no more than 20% of the value of our total assets can be represented by securities of one or more TRSs. If we fail to comply with these requirements at the end of any calendar quarter, we must correct the failure within 30 days after the end of the calendar quarter or qualify for certain statutory relief provisions to avoid losing our REIT qualification and suffering adverse tax consequences. We must also satisfy tests concerning the sources of our income and the amounts that we distribute to our stockholders. Complying with these requirements may prevent us from acquiring certain attractive investments or we may be required to sell otherwise attractive investments. Thus, the potential returns on our investment portfolio may be lower than if we were not subject to such requirements. Additionally, if we must liquidate our investments to repay our lenders or to satisfy other obligations, we may be unable to comply with these requirements, potentially jeopardizing our qualification as a REIT.

Complying with REIT requirements may limit our ability to hedge effectively and may cause us to incur tax liabilities.

The REIT provisions of the Internal Revenue Code could substantially limit our ability to hedge our risks. Any income from a properly designated hedging transaction to manage risk of interest rate changes with respect to borrowings made or to be made, or ordinary obligations incurred or to be incurred, to acquire or carry real estate assets generally does not constitute "gross income" for purposes of the 75% or 95% gross income tests ("qualified hedges"). To the extent that we enter into other types of hedging transactions, or fail to properly designate qualified hedges, the income from those transactions is likely to be treated as non-qualifying income for purposes of both gross income tests. As such, we may have to limit our use of advantageous hedging techniques or implement those hedges through a TRS. This could increase the cost of our hedging activities as our TRS would be subject to tax on gains or expose us to greater risks than we would otherwise want to bear. In addition, losses in a TRS will generally not provide any tax benefit, except for being carried forward against future taxable income in the TRS.

Uncertainty exists with respect to the treatment of our TBAs for purposes of the REIT asset and income tests.

There is no direct authority with respect to the qualification of TBAs as real estate assets or U.S. Government securities for purposes of the 75% asset test or the qualification of income or gains from dispositions of TBAs as gains from the sale of real property or other qualifying income for purposes of the 75% gross income test. However, we treat our TBAs as qualifying assets for purposes of the REIT 75% asset test, and we treat income and gains from our TBAs as qualifying income for purposes of the 75% gross income test, based on a legal opinion of Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden") substantially to the effect that (i) for purposes of the REIT asset tests, our ownership of a TBA should be treated as ownership of the underlying Agency RMBS, and (ii) for purposes of the 75% REIT gross income test, any gain recognized by us in connection with the settlement of our TBAs should be treated as gain from the sale or disposition of the underlying Agency RMBS. Opinions of counsel are not binding on the IRS, and no assurance can be given that the IRS will not successfully challenge the conclusions set forth in such opinions. In addition, it must be emphasized that Skadden's opinion is based on various assumptions relating to our TBAs and is conditioned upon fact-based representations and covenants made by our management regarding our TBAs. No assurance can be given that the IRS would not assert that such assets or income are not qualifying assets or income. If the IRS were to successfully challenge Skadden's opinion, we could be subject to a penalty tax or we could fail to remain qualified as a REIT if a sufficient portion of our assets consists of TBAs or a sufficient portion of our income consists of income or gains from the disposition of TBAs.

Qualifying as a REIT involves highly technical and complex provisions of the Internal Revenue Code.

Qualification as a REIT involves the application of highly technical and complex Internal Revenue Code provisions on a continuous basis for which only limited judicial and administrative authorities exist. Our application of such provisions may be dependent on interpretations of the provisions by the staff of the Internal Revenue Service, which may change over time. Even a technical or inadvertent violation of the Internal Revenue Code provisions could jeopardize our REIT qualification.

The tax on prohibited transactions could limit our ability to engage in certain transactions.

Net income that we derive from a "prohibited transaction" is subject to a 100% tax. The term "prohibited transaction" generally includes a sale or other disposition of property that is held primarily for sale to customers in the ordinary course of a trade or business by us or by a borrower that has issued a shared appreciation mortgage or similar debt instrument to us. We could be subject to this tax if we were to dispose of assets or structure transactions in a manner that is treated as a prohibited transaction for federal income tax purposes.

We intend to structure our activities to avoid classification as prohibited transactions. As a result, we may choose not to engage in certain transactions at the REIT level that might otherwise be beneficial to us. In addition, whether property is held "primarily for sale to customers in the ordinary course of a trade or business" depends on the particular facts and circumstances. Thus, no assurance can be given that any property that we sell will not be treated as such or that we can comply with certain safe-harbor provisions of the Internal Revenue Code that would prevent such treatment. The 100% tax does not apply to gains from the sale of property that is held through a TRS or other taxable corporation, although such income will be subject to tax at the entity's regular corporate rates.

Distributions to tax-exempt investors may be classified as unrelated business taxable income.

Although distributions with respect to our common stock generally do not constitute unrelated business taxable income, there are some circumstances where they may. If (i) we generate "excess inclusion income" as a result of all or a portion of our assets being subject to rules relating to "taxable mortgage pools" or as a result of holding residual interests in a REMIC or (ii) we become a "pension held REIT," then a portion of the distributions to tax exempt investors may be subject to U.S. federal income tax as unrelated business taxable income under the Code.

Legislative and Regulatory Risks

Loss of our exemption from regulation pursuant to the Investment Company Act would adversely affect us.

We conduct our business so as not to become regulated as an investment company under the Investment Company Act in reliance on the exemption provided by Section 3(c)(5)(C) of the Investment Company Act. Section 3(c)(5)(C), as interpreted by the staff of the SEC, requires that: (i) at least 55% of our investment portfolio consists of "mortgages and other liens on and interest in real estate," or "qualifying real estate interests," and (ii) at least 80% of our investment portfolio consists of qualifying real estate interests plus "real estate-related assets."

The specific real estate related assets that we acquire are limited by the provisions of the Investment Company Act and the rules and regulations promulgated thereunder. In satisfying the 55% requirement, we treat Agency RMBS issued with respect to an underlying pool of mortgage loans in which we directly or indirectly hold all the certificates issued by the pool

("whole pool" securities) as qualifying real estate interests based on pronouncements of the SEC staff. We treat partial pool securities, CRT and other mortgage related securities as real estate-related assets. Consequently, our ability to satisfy the exemption under the Investment Company Act is dependent upon our ability to acquire and hold on a continuous basis a sufficient amount of whole pool securities. The availability of whole pool securities may be adversely impacted by a variety of factors, including GSE pooling practices, which can change over time, housing finance reform initiatives and competition for whole pool securities with other mortgage REITs.

Additionally, if the SEC determines that any of our securities are not qualifying interests in real estate or real estate-related assets, otherwise believes we do not satisfy the above exceptions or changes its interpretation with respect to these securities or the above exceptions, we could be required to restructure our activities or sell certain of our assets. As such, we cannot guarantee that we will be able to acquire or hold enough whole pool securities to maintain our exemption under the Investment Company Act, and our compliance with these requirements may at times lead us to adopt less efficient methods of investing in certain securities or to forego acquiring more desirable securities. Importantly, if we fail to qualify for this exemption, our ability to use leverage would be substantially reduced and we would be unable to conduct our business as we currently conduct it, which could materially and adversely affect our business.

New legislation or administrative or judicial action could make it more difficult or impossible for us to remain qualified as a REIT or it could otherwise adversely affect REITs and their stockholders.

The present U.S. federal income tax treatment of REITs may be modified, possibly with retroactive effect, by legislative, judicial or administrative action at any time, which could affect our ability to maintain our REIT status and/or the federal income tax treatment of an investment in us. The federal income tax rules dealing with REITs constantly are under review by persons involved in the legislative process, the IRS and the U.S. Treasury Department, which results in statutory changes as well as frequent revisions to regulations and interpretations. Revisions in Federal tax laws and interpretations thereof could affect or cause us to change our investments and affect the tax considerations of an investment in us.

Actions of the U.S. Government, including the U.S. Congress, Fed, U.S. Treasury, Federal Housing Finance Administration ("FHFA") and other governmental and regulatory bodies may adversely affect our business.

U.S. Government actions may have an adverse impact on the financial markets. To the extent the markets do not respond favorably to any such actions or such actions do not function as intended, they could have broad adverse market implications and could negatively impact our financial condition and results of operations. New regulatory requirements, should they be imposed, could adversely affect the availability or terms of financing from our lender counterparties, impose more stringent capital rules on financial institutions, restrict the origination of residential mortgage loans and the formation of new issuances of mortgage-backed securities and limit the trading activities of certain banking entities and other systemically significant organizations that are important to our business. Together or individually new regulatory requirements could materially affect our financial condition or results of operations in an adverse way.

Federal housing finance reform and potential changes to the Federal conservatorship of Fannie Mae and Freddie Mac or to laws or regulations affecting the relationship between the GSEs and the U.S. Government may adversely affect our business.

The payments of principal and interest we receive on our Agency RMBS are guaranteed by Fannie Mae, Freddie Mac or Ginnie Mae. The guarantees on Agency securities created by Ginnie Mae are explicitly backed by the full faith and credit of the U.S. Government, whereas the guarantees on Agency securities created by Fannie Mae and Freddie Mac are not.

In September 2008, Fannie Mae and Freddie Mac were placed into the conservatorship of the FHFA, their federal regulator. In addition to the conservatorships, the U.S. Department of the Treasury has provided a liquidity backstop to Fannie Mae and Freddie Mac to ensure their financial stability. Over time, efforts to end the conservatorships and the guarantee-payment structure of Fannie Mae and Freddie Mac have garnered attention from the U.S. Government. During the final year of the Trump Administration, FHFA established new regulatory capital requirements necessary for Fannie Mae and Freddie Mac to exit conservatorship, and the U.S. Treasury Department amended the terms of its liquidity backstop to enable Fannie Mae and Freddie Mac to retain a greater amount of capital in order to achieve these levels, subject to certain conditions. During 2021, the Biden Administration, and the FHFA, have delayed implementation or reversed some of these initiatives, and have taken steps intended to advance other housing finance policy objectives. These or future administrative actions may significantly impact the source, pricing, volume and nature of Agency RMBS and other mortgage securities that Fannie Mae and Freddie Mac issue, which may impact the supply of Agency RMBS available in the future.

Further administrative and/or legislative actions may be taken that affect structural GSE and federal housing finance reform, alter the amount or nature of the credit support provided by the U.S. Treasury to Fannie Mae and Freddie Mac, or modify the future roles of Fannie Mae and Freddie Mac in housing finance. Such actions may create market uncertainty, may have the effect of reducing the actual or perceived credit quality of securities issued or guaranteed by them or may otherwise

impact the size and scope of the Agency RMBS markets. To the extent such actions would terminate the conservatorships without also providing for a sufficiently robust U.S. government guaranty, they could re-define what constitutes an Agency security and subject Agency RMBS to Fannie Mae or Freddie Mac credit risk, make them more difficult to finance, and cause their values to decline, all of which could have broad adverse implications for the mortgage markets and our business.

Risks Related to Our Common Stock

The market price and trading volume of our common stock may be volatile.

The market price and trading volume of our common stock may be highly volatile and subject to wide fluctuations. If the market price of our common stock declines significantly, stockholders may be unable to resell shares at a gain. Furthermore, fluctuations in the trading price of our common stock may adversely affect the liquidity of our common stock and our ability to raise additional equity capital. Price fluctuations may result in our stock trading below our reported net tangible book value per share for extended periods of time. Variations in the price of our common stock can be affected by any one of the risk factors described herein. Variations may also occur due to a variety of factors unrelated to our financial performance, such as:

- general market and economic conditions, including actual and anticipated changes in interest rates and mortgage spreads;
- changes in government policy, rules and regulations applicable to mortgage REITs, including tax laws, financial accounting and reporting standards, and exemptions from the Investment Company Act of 1940, as amended;
- actual or anticipated variations in our quarterly operating results as well as relative to levels expected by securities analysts;
- issuance of shares of common stock or securities convertible into common stock, which may be issued at a price below tangible net book value per share of common stock;
- changes in market valuations of similar companies;
- adverse market reaction to any increased indebtedness we incur in the future or issuance of preferred stock senior in priority to our common stock;
- actions by stockholders, individually or collectively;
- additions or departures of key management personnel;
- speculation in the press or investment community;
- actual or anticipated changes in our dividend policy; and
- changes to our targeted investments or investment guidelines.

We have not established a minimum dividend payment level and may be unable to pay dividends in the future.

We intend to pay monthly dividends to our common stockholders in an amount that all or substantially all our taxable income is distributed within the limits prescribed by the Internal Revenue Code. However, we have not established a minimum dividend payment level and the amount of our dividend may fluctuate. Our ability to pay dividends may be adversely affected by the risk factors described herein. All distributions will be made at the discretion of our Board of Directors and will depend on our earnings and financial condition, the requirements for REIT qualification and such other factors as our Board of Directors deems relevant from time to time. Additionally, our preferred stock has a preference on dividend payments and liquidating distributions that could limit our ability to pay dividends to the holders of our common stock. Therefore, we may not be able to make distributions in the future or our Board of Directors may change our dividend policy.

Our certificate of incorporation generally does not permit ownership of more than 9.8% of our common or capital stock and attempts to acquire amounts above this limit will be ineffective unless an exemption is granted by our Board of Directors.

For the purpose of complying with REIT ownership limitations under the Internal Revenue Code, our amended and restated certificate of incorporation generally prohibits beneficial or constructive ownership by any person of more than 9.8% of our common or capital stock (by value or by number of shares, whichever is more restrictive), unless exempted by our Board of Directors. Such constructive ownership rules are complex and may cause the outstanding stock owned by a group of related individuals or entities to be deemed to be constructively owned by one individual or entity. As a result, the acquisition of 9.8% or less of the outstanding stock by an individual, entity or group could result in constructive ownership greater than 9.8% and thus be subject to our amended and restated certificate of incorporation's ownership limit. Any attempt to own or transfer shares of our common or preferred stock more than the ownership limit without the consent of the Board of Directors will result in the shares being automatically transferred to a charitable trust or, if the transfer to a charitable trust would not be effective, such transfer being treated as invalid from the outset. Such ownership limit could also delay or prevent a transaction or a change in our control that might involve a premium price for our common stock or otherwise be in the best interest of our stockholders.

Item 1B. ***Unresolved Staff Comments***

None.

Item 2. ***Properties***

We do not own any property. Our executive offices are in Bethesda, Maryland.

Item 3. ***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 4. ***Mine Safety Disclosures***

Not applicable.

PART II.

Item 5. ***Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***

Our common stock is listed on the Nasdaq Global Select Market under the symbol "AGNC." As of January 31, 2022, 522,223,792 shares of common stock were issued and outstanding, which were held by 1,377 stockholders of record. Most of the shares of our common stock are held by brokers and other institutions on behalf of stockholders.

Dividends

We intend to pay dividends monthly to our common stockholders and to continue to qualify for the tax benefits accorded to a REIT under the Internal Revenue Code. We have not established a minimum dividend payment level and our ability to pay dividends may be adversely affected for the reasons described under the caption "Risk Factors." Additionally, holders of depositary shares underlying our preferred stock are entitled to receive cumulative cash dividends before holders of our common stock are entitled to receive any dividends. See Note 9 to our Consolidated Financial Statements in this Form 10-K for a description of our preferred stock and for common and preferred stock dividends paid for the three years ended December 31, 2021. All distributions to stockholders will be made at the discretion of our Board of Directors and will depend on our earnings, financial condition, maintenance of our REIT status and other factors as our Board of Directors may deem relevant from time to time.

Stock Repurchase Program

On October 21, 2021, our Board of Directors terminated a previously existing stock repurchase authorization that was due to expire December 31, 2021 and replaced it with a new authorization to repurchase up to $1 billion of common stock through December 31, 2022. As of December 31, 2021, the Company had repurchased common stock totaling $42 million under the program and had $958 million of common stock remaining available for repurchase. The following table presents information with respect to purchases of our common stock made during the fourth quarter ended December 31, 2021 by us or any "affiliated purchaser" of us, as defined in Rule 10b-18(a)(3) under the Exchange Act (in millions, except per share amounts).

Period [1]	Total Number of Shares Purchased	Average Net Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares That May Yet Be Purchased Under the Publicly Announced Plans or Programs (in millions)
October 1, 2021 - October 31, 2021	1.0	$15.90	1.0	$985
November 1, 2021 - November 30, 2021	1.2	$15.95	1.2	$965
December 1, 2021 - December 31, 2021	0.5	$14.92	0.5	$958
Total	2.7	$15.74	2.7	$958

1. Amounts are reported based on the trade date of the share repurchase.

Equity Compensation Plan Information

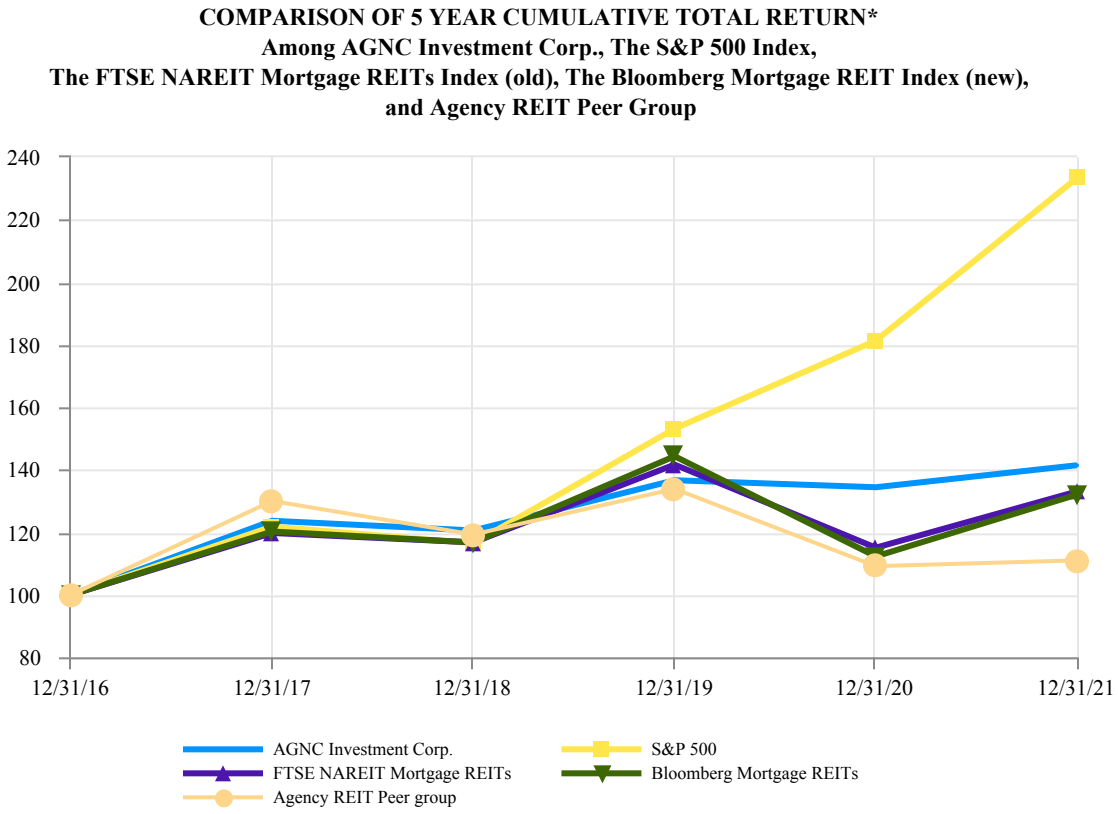
The following table summarizes information, as of December 31, 2021, concerning shares of our common stock authorized for issuance under our equity compensation plans, pursuant to which grants of equity-based awards, namely restricted stock units ("RSUs"), may be granted from time to time. See Notes 2 and 10 to our Consolidated Financial Statements in this Form 10-K for a description of our equity compensation plans.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights [1]	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column of this table) [2]
Equity compensation plans approved by security holders	6,173,430	$ —	33,141,787
Equity compensation plans not approved by security holders	—	—	—
Total	6,173,430	$ —	33,141,787

1. Includes (i) unvested time and performance-based RSU awards (unvested performance-based awards assume the maximum payout under the terms of the award); (ii) outstanding previously vested awards, if distribution of such awards has been deferred beyond the vesting date; and (iii) accrued dividend equivalent units on items (i) and (ii) through December 31, 2021.
2. Available shares are reduced by items (i), (ii) and (iii) noted above and by shares issued for vested awards, net of units withheld to cover minimum statutory tax withholding requirements paid by us in cash on behalf of the employee.

Performance Graph

The following graph and table compare a stockholder's cumulative total return, assuming $100 invested at December 31, 2016, with the reinvestment of all dividends, as if such amounts had been invested in: (i) our common stock; (ii) the stocks included in the Standard & Poor's 500 Stock Index ("S&P 500"); (iii) the stocks included in the FTSE NAREIT Mortgage REIT Index (old); (iv) the stocks included in the Bloomberg Mortgage REIT Index (new) and (iv) an index of selected issuers in our peer group, composed of Annaly Capital Management, Inc., Armour Residential REIT, Inc, Two Harbors Investment Corp., Invesco Mortgage Capital, Inc and Dynex Capital, Inc (collectively, the "Agency REIT Peer Group").



* $100 invested on 12/31/16 in stock or index, including reinvestment of dividends.
Fiscal year ending December 31.

	December 31,				
	2021	2020	2019	2018	2017
AGNC Investment Corp.	$ 141.47	$ 134.43	$ 136.67	$ 120.60	$ 123.70
S&P 500	$ 233.41	$ 181.35	$ 153.17	$ 116.49	$ 121.83
FTSE NAREIT Mortgage REITs	$ 133.08	$ 115.09	$ 141.67	$ 116.77	$ 119.79
Bloomberg Mortgage REITs	$ 132.08	$ 112.30	$ 144.35	$ 116.77	$ 120.27
Agency REIT Peer Group [1]	$ 111.03	$ 109.18	$ 133.91	$ 119.32	$ 130.04

1. Agency REIT Peer Group annual return is calculated on a weighted basis by market cap at the end of the previous year.

The information in the share performance graph and table has been obtained from sources believed to be reliable, but neither its accuracy nor its completeness can be guaranteed. The historical information set forth above is not necessarily indicative of future performance. Accordingly, we do not make or endorse any predictions as to future share performance.

Item 6. [Reserved]

Item 7. ***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 Annual Report on Form 10-K. Our MD&A is presented in six sections:

- Executive Overview
- Financial Condition
- Summary of Critical Accounting Estimates
- Results of Operations
- Liquidity and Capital Resources
- Forward-Looking Statements

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 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 Fannie Mae and Freddie Mac, or by a U.S. Government agency, such as 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 providing our stockholders with attractive risk-adjusted returns through a combination of monthly dividends and tangible net book value accretion. 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.

The size and composition of our investment portfolio depends on the investment strategies we implement, availability of attractively priced investments, suitable financing to appropriately leverage our investment portfolio and overall market conditions. 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

Since the onset of the COVID-19 financial crisis in March 2020, the Federal Reserve and the U.S. Government have provided unprecedented amounts of monetary and fiscal stimulus in support of sustained economic growth. In response, the U.S. economy, as measured by gross domestic product, grew 5.7% in 2021, the fastest full-year pace in nearly 40 years. U.S. equity markets also benefited, with the S&P 500 index reaching a series of record highs throughout 2021.

As part of its monetary policy response, the Fed doubled the size of its balance sheet from the start of the crisis to nearly $9 trillion as of December 31, 2021, through the acquisition of U.S. Treasuries and Agency RMBS. The Fed’s holdings of Agency RMBS totaled $2.6 trillion as of December 31, 2021, representing almost a third of all outstanding Agency RMBS, as compared to approximately 20% at the start of the crisis.

In the fourth quarter of 2021, however, with annual inflation measures running well above its 2% target and the labor market showing signs of full employment, the Fed communicated that it would soon end its incremental monthly asset purchases and begin tightening monetary policy conditions. Accordingly, the Fed is expected to begin raising the Federal Funds rate in March 2022 and has signaled that these rate hikes could occur at an aggressive pace. The Fed is also expected to reduce its holdings of U.S. Treasury securities and Agency RMBS by a predetermined monthly amount soon after raising the Federal Funds rate.

This shift by the Fed led to a notable increase in short and intermediate-term rates, with the two and five-year Treasury rates increasing 61 and 90 basis points over the year, respectively, while the longer end of the yield curve, despite material intra-year volatility, experienced more modest increases, with the 10 and 30-year Treasury rates rising 59 and 25 basis points, respectively. Against the backdrop of the anticipated reduction in the Fed’s balance sheet coupled with the expectation of greater mortgage supply in 2022, Agency RMBS spreads to benchmark interest rates widened over the course of 2021, particularly in the second and fourth quarters. As a result, our economic return on tangible common equity for fiscal year 2021

was 2.9%, comprised of $1.44 in dividends declared per common share and a $0.96 decline in tangible net book value per common share.

We expect Agency RMBS spreads to continue to widen and for challenging market conditions to persist in 2022, as the Fed increases short term rates and reduces its holdings of Agency RMBS. Given this outlook, we expect to continue to maintain a more defensive portfolio position characterized by lower leverage and significant interest rate hedge protection. As of December 31, 2021, our "at risk" leverage was 7.7x our tangible equity, below our normal historical operating levels. Our hedge ratio was 101%, indicating that the notional amount of our interest rate hedges exceeded our mortgage borrowings. Our duration gap, which is a measure of the difference between the interest rate sensitivity of our assets and liabilities, inclusive of our interest rate hedges, was 0.1 years. Additionally, our unencumbered cash and Agency RMBS totaled $4.9 billion, or 50% of our tangible equity, as of December 31, 2021, which excludes unencumbered credit assets and assets held at our captive broker-dealer subsidiary, BES.

Wider spreads cause a decline in our tangible net book value, and we may experience increased volatility in our tangible net book value over the near term as the Agency RMBS market reprices to expectations regarding the normalization of Fed monetary policy. Over the longer run, however, wider Agency RMBS spreads improve the expected return on new investments and are beneficial to our business. We believe we are well positioned for the current environment and have the capacity and flexibility to take advantage of more attractive investment opportunities as they arise.

For fiscal year 2021, AGNC's comprehensive income available to common stockholders totaled $231 million, or $0.44 per common share, compared to $260 million, or $0.47 per common share, for fiscal year 2020. Our average "at risk" leverage, which includes our net TBA position, declined to 7.7x tangible equity for the year, compared to 8.5x for the prior year.

Despite the decline in our "at risk" leverage, our net spread and dollar roll income, excluding estimated catch-up premium amortization, a non-GAAP measure, increased to $3.02 per common share for the year, compared to $2.70 per common share for 2020, due primarily to favorable funding and stable hedge costs throughout the year. Net spread and dollar roll income also benefited from attractive TBA dollar roll opportunities, with TBA dollar roll implied funding rates remaining well below comparable repo funding during the year. As a result, we increased our average dollar roll position to approximately 35% of our investment portfolio for the year, compared to 23% for the prior year and well above typical levels prior to the start of the crisis. As the Fed ends its monthly incremental asset purchases and begins to reduce the size of its balance sheet, we expect a corresponding decline in implied dollar roll financing to levels more consistent with historical averages. Additionally, with the Fed set to begin raising the Federal Funds rate in March 2022, we anticipate similar increases in repo rates. However, given our large hedge position, with interest rate swaps covering nearly 70% of our repo and TBA funding liabilities, we anticipate that these rate increases will have a more muted impact on our total cost of funds.

Lastly, during fiscal year 2021, our portfolio experienced elevated rates of prepayment as compared to pre-crisis levels driven by historically low mortgage rates. For 2021, our Agency RMBS, which excludes our lower coupon holdings held in TBA form, repaid at 23.1% CPR, compared to 19.9% for 2020 and 11.4% for 2019. Quantitative tightening measures by the Fed typically lead to higher mortgage rates and slower rates of prepayments, which should be beneficial to returns on our higher coupon RMBS holdings and new investments. However, multiple factors can impact longer-term rates, as a consequence, this may not be case during the forthcoming quantitative tightening cycle.

For information regarding non-GAAP financial measures, including reconciliations to the most comparable GAAP measure, and information regarding our average implied TBA dollar roll financing for fiscal years 2021, 2020 and 2019, please refer to *Results of Operations* included in this MD&A below. For further discussion regarding the sensitivity of our tangible net book value to changes in interest rates and mortgage spreads, please refer to Item 7A. *Quantitative and Qualitative Disclosures about Market Risk* in this form 10-K.

Market Information

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

Interest Rate/Security Price [1]	Dec. 31, 2020	Mar. 31, 2021	June 30, 2021	Sept. 30, 2021	Dec. 31, 2021	Dec. 31, 2021 vs Dec. 31, 2020
Target Federal Funds Rate:						
Target Federal Funds Rate - Upper Band	0.25%	0.25%	0.25%	0.25%	0.25%	— bps
SOFR:						
SOFR Rate	0.07%	0.01%	0.05%	0.05%	0.05%	-2 bps
SOFR Interest Rate Swap Rate:						
2-Year Swap	0.06%	0.12%	0.19%	0.24%	0.74%	+68 bps
5-Year Swap	0.24%	0.82%	0.75%	0.83%	1.12%	+88 bps
10-Year Swap	0.71%	1.52%	1.19%	1.26%	1.32%	+61 bps
30-Year Swap	1.15%	1.92%	1.50%	1.52%	1.46%	+31 bps
U.S. Treasury Security Rate:						
2-Year U.S. Treasury	0.12%	0.16%	0.25%	0.28%	0.73%	+61 bps
5-Year U.S. Treasury	0.36%	0.94%	0.89%	0.97%	1.26%	+90 bps
10-Year U.S. Treasury	0.92%	1.74%	1.47%	1.49%	1.51%	+59 bps
30-Year U.S. Treasury	1.65%	2.41%	2.09%	2.05%	1.90%	+25 bps
30-Year Fixed Rate Agency Price:						
2.0%	$103.88	$99.70	$101.09	$100.21	$99.79	-$4.09
2.5%	$105.41	$102.55	$103.48	$103.04	$102.12	-$3.29
3.0%	$104.77	$104.13	$104.27	$104.61	$103.68	-$1.09
3.5%	$105.66	$105.63	$105.28	$105.80	$105.32	-$0.34
4.0%	$106.78	$107.31	$106.53	$107.13	$106.44	-$0.34
4.5%	$108.39	$108.91	$107.66	$108.13	$107.19	-$1.20
15-Year Fixed Rate Agency Price:						
1.5%	$102.89	$100.40	$101.23	$100.95	$100.33	-$2.56
2.0%	$104.55	$102.61	$103.19	$102.96	$102.45	-$2.10
2.5%	$104.30	$104.06	$104.29	$104.16	$103.45	-$0.85
3.0%	$104.97	$105.59	$105.05	$105.14	$104.59	-$0.38
3.5%	$106.03	$106.69	$106.83	$106.56	$105.52	-$0.51
4.0%	$106.28	$106.34	$106.19	$106.06	$105.47	-$0.81

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. Prices in the table above were obtained from Barclays. Interest rates were obtained from Bloomberg.

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

Mortgage Rate/Credit Spread	Dec. 31, 2020	Mar. 31, 2021	June 30, 2021	Sept. 30, 2021	Dec. 31, 2021	Dec. 31, 2021 vs Dec. 31, 2020
Mortgage Rate: [1]						
30-Year Mortgage Rate	2.87%	3.27%	3.13%	3.18%	3.27%	+40 bps
30-Year Agency Current Coupon	1.34%	2.04%	1.83%	1.97%	2.07%	+73 bps
30-Year Primary to Secondary Spread	1.53%	1.23%	1.30%	1.21%	1.20%	-33 bps
Credit Spread (in bps): [2]						
CRT M2	216	235	179	171	182	-34
CMBS AAA	66	69	65	66	68	+2
CDX IG	50	54	48	53	49	-1

1. 30-Year Mortgage rates are sourced from Bloomberg; 30-Year Current Coupon rates represent current coupon rates for new production Agency RMBS sourced from Bloomberg; and the 30-Year Primary to Secondary Spreads represent the 30-Year Mortgage Rate and 30-Year Agency Current Coupon rate spread differential as of each date.
2. CRT and CMBS spreads are averages of JP Morgan, Bank of America and Wells Fargo. CRT spreads are discount margins. CMBS spreads are spreads to the swap curve. CDX spreads are sourced from JP Morgan.

FINANCIAL CONDITION

As of December 31, 2021 and 2020, our investment portfolio totaled $82.0 billion and $97.9 billion, respectively, consisting of: $54.4 billion and $66.4 billion investment securities, at fair value, respectively; $27.1 billion and $31.5 billion net TBA securities, at fair value, respectively; and $0.4 billion and zero forward settling non-Agency securities, at fair value, respectively. The following table is a summary of our investment portfolio as of December 31, 2021 and 2020 (dollars in millions):

	December 31, 2021				December 31, 2020			
Investment Portfolio (Includes TBAs)	**Amortized Cost**	**Fair Value**	**Average Coupon**	**%**	**Amortized Cost**	**Fair Value**	**Average Coupon**	**%**
Fixed rate Agency RMBS and TBA securities:								
≤ 15-year:								
≤ 15-year RMBS	$ 2,570	$ 2,652	3.27 %	3 %	$ 9,256	$ 9,482	2.48 %	10 %
15-year TBA securities, net [1]	2,056	2,059	1.71 %	3 %	6,916	6,980	1.74 %	7 %
Total ≤ 15-year	4,626	4,711	2.57 %	6 %	16,172	16,462	2.16 %	17 %
20-year RMBS	1,948	1,942	2.52 %	2 %	2,409	2,470	2.58 %	3 %
30-year:								
30-year RMBS	47,028	47,695	3.04 %	58 %	50,312	52,663	3.55 %	54 %
30-year TBA securities, net [1]	25,128	25,081	2.54 %	31 %	24,288	24,499	2.05 %	25 %
Total 30-year	72,156	72,776	2.87 %	89 %	74,600	77,162	3.06 %	79 %
Total fixed rate Agency RMBS and TBA securities	78,730	79,429	2.84 %	97 %	93,181	96,094	2.89 %	98 %
Adjustable rate Agency RMBS	45	47	2.23 %	— %	69	70	2.35 %	— %
Multifamily	—	—	— %	— %	17	19	3.31 %	— %
CMO Agency RMBS:								
CMO	182	188	3.12 %	— %	289	301	3.30 %	1 %
Interest-only strips	31	37	5.60 %	— %	45	59	5.57 %	— %
Principal-only strips	39	43	— %	— %	60	67	— %	— %
Total CMO Agency RMBS	252	268	4.08 %	— %	394	427	4.10 %	1 %
Total Agency RMBS and TBA securities	79,027	79,744	2.85 %	97 %	93,661	96,610	2.90 %	99 %
Non-Agency RMBS [2]	763	767	2.85 %	1 %	178	188	4.28 %	— %
CMBS	505	514	3.60 %	1 %	333	358	4.13 %	— %
CRT	955	974	3.74 %	1 %	733	737	3.43 %	1 %
Total investment portfolio	$ 81,250	$ 81,999	2.85 %	100 %	$ 94,905	$ 97,893	2.91 %	100 %

1. 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-K.
2. Includes $0.4 billion of forward settling non-Agency securities.

TBA and forward settling 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 December 31, 2021 and 2020, our TBA position and forward settling securities had a net carrying value of $(44) million and $275 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 or forward purchase agreement and the price to be paid or received for the underlying security.

As of December 31, 2021 and 2020, the weighted average yield on our investment securities (excluding TBA and forward settling securities) was 2.43% and 2.33%, respectively.

The following tables summarize certain characteristics of our fixed rate Agency RMBS portfolio, inclusive of TBA securities, as of December 31, 2021 and 2020 (dollars in millions):

	December 31, 2021								
	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]	Amortized Cost Basis	WAC [2]	Yield [3]	Age (Months)	Projected CPR [3]
Fixed rate									
≤ 15-year:									
1.5%	$ 1,184	$ 1,184	$ 1,185	—%	—%	—%	—%	—	—%
2.0%	914	933	934	6%	102.9%	2.68%	1.29%	13	11%
2.5%	312	329	326	100%	105.4%	3.03%	1.16%	27	13%
3.0%	806	818	848	99%	101.5%	3.55%	2.46%	55	15%
3.5%	869	887	924	100%	102.0%	4.03%	2.73%	52	18%
≥ 4.0%	462	475	494	92%	102.9%	4.61%	2.88%	50	19%
Total ≤ 15-year	4,547	4,626	4,711	55%	102.5%	3.82%	2.44%	49	16%
20-year:									
2.0%	1,044	1,076	1,055	—%	103.0%	2.86%	1.42%	14	10%
2.5%	427	446	440	—%	104.4%	3.28%	1.48%	18	14%
3.0%	35	36	37	97%	103.4%	3.78%	2.16%	29	14%
3.5%	169	172	181	81%	101.8%	4.05%	2.95%	101	13%
≥ 4.0%	209	218	229	96%	104.1%	4.74%	3.08%	61	15%
Total 20-year:	1,884	1,948	1,942	21%	103.3%	3.29%	1.77%	28	12%
30-year:									
2.0%	15,617	15,673	15,581	3%	100.5%	2.86%	1.92%	8	7%
2.5%	27,578	28,342	28,182	22%	104.1%	3.16%	1.96%	6	7%
3.0%	5,031	5,197	5,234	16%	102.8%	3.61%	2.52%	49	11%
3.5%	8,531	8,917	9,200	86%	104.5%	4.05%	2.59%	83	12%
4.0%	8,696	9,146	9,495	92%	105.2%	4.51%	2.81%	65	15%
≥ 4.5%	4,606	4,881	5,084	97%	106.0%	5.02%	3.06%	53	16%
Total 30-year	70,059	72,156	72,776	40%	103.5%	3.71%	2.36%	38	11%
Total fixed rate	$ 76,490	$ 78,730	$ 79,429	41%	103.5%	3.70%	2.34%	38	11%

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 December 31, 2021, lower balance specified pools had a weighted average original loan balance of $119,000 and $117,000 for 15-year and 30-year securities, respectively, and HARP pools had a weighted average original LTV of 127% and 138% for 15-year and 30-year securities, respectively.
2. WAC represents the weighted average coupon of the underlying collateral.
3. Portfolio yield incorporates a projected life CPR based on forward rate assumptions as of December 31, 2021.

Fixed Rate Agency RMBS and TBA Securities	December 31, 2020								
	Includes Net TBA Position				Excludes Net TBA Position				
						Weighted Average			
	Par Value	Amortized Cost	Fair Value	Specified Pool % [1]	Amortized Cost Basis	WAC [2]	Yield [3]	Age (Months)	Projected CPR [3]
Fixed rate									
≤ 15-year:									
1.5%	$ 5,001	$ 5,107	$ 5,144	—%	102.4%	2.28%	0.91%	1	13%
2.0%	6,718	6,958	7,023	—%	103.8%	2.62%	1.01%	2	15%
2.5%	795	836	840	59%	105.5%	3.07%	1.10%	13	15%
3.0%	1,168	1,186	1,248	94%	101.5%	3.55%	2.46%	44	16%
3.5%	1,249	1,275	1,356	100%	102.1%	4.03%	2.75%	40	18%
≥ 4.0%	788	810	851	92%	102.8%	4.63%	2.92%	47	19%
Total ≤ 15-year	15,719	16,172	16,462	23%	103.1%	3.09%	1.59%	17	16%
20-year:									
≤ 2.0%	1,168	1,202	1,215	—%	103.0%	2.87%	1.29%	3	15%
2.5%	597	620	630	—%	103.9%	3.28%	1.33%	6	20%
3.0%	48	50	52	98%	103.0%	3.78%	2.10%	17	19%
3.5%	226	230	246	81%	101.6%	4.05%	2.93%	89	18%
≥ 4.0%	296	307	327	96%	103.6%	4.73%	3.05%	48	20%
Total 20-year:	2,335	2,409	2,470	23%	103.2%	3.34%	1.70%	18	17%
30-year:									
≤ 2.0%	23,805	24,445	24,628	—%	103.2%	2.89%	1.51%	—	11%
2.5%	8,995	9,423	9,506	4%	105.2%	3.43%	1.35%	4	16%
3.0%	3,507	3,619	3,709	17%	102.9%	3.74%	2.03%	33	22%
3.5%	12,913	13,428	14,151	88%	104.0%	4.07%	2.48%	66	17%
4.0%	14,245	14,847	15,734	92%	104.2%	4.51%	2.81%	52	19%
≥ 4.5%	8,417	8,838	9,434	98%	105.0%	5.01%	3.04%	38	21%
Total 30-year	71,882	74,600	77,162	48%	104.3%	4.17%	2.43%	42	18%
Total fixed rate	$ 89,936	$ 93,181	$ 96,094	43%	104.0%	3.98%	2.28%	37	18%

1. See Note 1 of preceding table for specified pool composition. As of December 31, 2020, lower balance specified pools had a weighted average original loan balance of $117,000 and $117,000 for 15-year and 30-year securities, respectively, and HARP pools had a weighted average original LTV of 126% and 137% for 15-year and 30-year securities, respectively.
2. WAC represents the weighted average coupon of the underlying collateral.
3. Portfolio yield incorporates a projected life CPR based on forward rate assumptions as of December 31, 2020.

For additional details regarding our CRT and non-Agency securities, including credit ratings, as of December 31, 2021 and 2020, please refer to Note 3 of our Consolidated Financial Statements included under Item 8 of this Form 10-K.

SUMMARY OF CRITICAL ACCOUNTING ESTIMATES

Our critical accounting estimates involve estimates that require management to make judgments that are subjective in nature. We rely on our experience and analysis of historical and current market data to arrive at what we believe to be reasonable estimates. Under different conditions, we could report materially different amounts based on such estimates. For additional information regarding our significant accounting policies please refer to Note 2 of our Consolidated Financial Statements included under Item 8 of this Form 10-K.

Interest Income

The effective yield on our Agency RMBS and non-Agency securities of high credit quality is highly impacted by our estimate of future prepayments. We accrue interest income based on the outstanding principal amount and contractual terms of these securities, and we amortize or accrete premiums and discounts associated with our purchase of these securities into interest income over their projected lives, taking into account scheduled contractual payments and estimated prepayments, using the effective interest method. The weighted average cost basis of our securities as of December 31, 2021 was 103.4% of par value; therefore, changes in our actual or projected prepayments can significantly alter the effective yield on our assets.

Future prepayment rates are difficult to predict, and we rely on a third-party service provider and our experience and analysis of historical and current market data to arrive at what we believe to be reasonable estimates. Our third-party service

provider estimates prepayment rates over the remaining life of our securities using models that incorporate the forward yield curve, current mortgage rates, mortgage rates on the outstanding loans, age and size of the outstanding loans, loan-to-value ratios, interest rate volatility and other factors. We review the estimated prepayment rates for reasonableness, giving consideration to historical prepayment rates, current market conditions and other factors we believe are likely to impact the rate of prepayments on our portfolio, and based on our judgment we may adjust the third-party estimates.

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 prepayment estimates and (ii) actual prepayments to date and current estimates of future prepayments. If the actual and estimated future prepayment experience differs from our prior estimate of prepayments, we are required to record an adjustment in the current period to the amortization or accretion of premiums and discounts for the cumulative difference in the effective yield from inception through the reporting date. We commonly refer to this adjustment as "catch-up" premium amortization or expense.

The most significant factor impacting prepayment rates on our securities is changes to long-term interest rates. Prepayment rates generally increase when interest rates fall and decrease when interest rates rise. Item 7A. *Quantitative and Qualitative Disclosures About Market Risk* in this Form 10-K includes the estimated change in the weighted average projected CPR of our investments and in the corresponding weighted average yield on our investments should interest rates instantaneously go up or down by 50, 75 and 100 basis points. However, there are a variety of other factors that may impact the rate of prepayments on our securities. Consequently, our actual experience and future estimates of prepayments could differ materially from our estimates.

At the time we purchase CRT and non-Agency securities that are not of high credit quality, we determine an effective interest rate based on our estimate of the timing and amount of cash flows and our cost basis. On at least a quarterly basis, we review the estimated cash flows and make appropriate adjustments based on input and analysis received from external sources, internal models, our judgment about interest rates, prepayment rates, including collateral call provisions, timing and amount of estimated credit losses, and other factors. Any resulting changes in effective yield are recognized prospectively based on the current amortized cost of the investment as adjusted for credit impairment, if any.

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," "net spread and dollar roll income," "net spread and dollar roll income, excluding 'catch-up' premium amortization," "estimated taxable income" and the related per common share measures and certain financial metrics derived from such non-GAAP information, such as "cost of funds" and "net interest spread."

"Economic interest income" is measured as interest income (GAAP measure), adjusted (i) to exclude "catch-up" premium amortization associated with changes in CPR estimates and (ii) to 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, excluding "catch-up" premium amortization" includes (i) the components of economic interest income and economic interest expense and other interest and dividend income (referred to as "adjusted net interest and dollar roll income"), less (ii) total operating expenses (GAAP measure).

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 of "adjusted net interest and dollar roll income," 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 in "economic interest expense" 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. In the case of "economic interest income" and "net spread and dollar roll income, excluding 'catch-up' premium amortization," we believe the exclusion of "catch-up" adjustments to premium amortization cost or benefit 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 cost or benefit is more indicative of the current earnings potential of our investment portfolio. In the case of estimated taxable income, we believe it is meaningful information because it directly relates to the amount of dividends that we are required to distribute to maintain our REIT qualification status.

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. Furthermore, estimated taxable income can include certain information that is subject to potential adjustments up to the time of filing our income tax returns, which occurs after the end of our fiscal year.

Selected Financial Data

The following selected financial data is derived from our annual financial statements for the three years ended December 31, 2021. The selected financial data should be read in conjunction with the more detailed information contained in Item 8. *Financial Statements* and in this Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations* (in millions, except per share amounts):

	December 31,		
Balance Sheet Data	**2021**	**2020**	**2019**
Investment securities, at fair value	$ 54,421	$ 66,414	$ 100,442
Total assets	$ 68,149	$ 81,817	$ 113,082
Repurchase agreements and other debt	$ 47,507	$ 52,543	$ 89,410
Total liabilities	$ 57,858	$ 70,738	$ 102,041
Total stockholders' equity	$ 10,291	$ 11,079	$ 11,041
Net book value per common share [1]	$ 16.76	$ 17.68	$ 18.63
Tangible net book value per common share [2]	$ 15.75	$ 16.71	$ 17.66

Statement of Comprehensive Income Data	Fiscal Year 2021	2020	2019
Interest income	$ 1,361	$ 1,519	$ 2,842
Interest expense	75	674	2,149
Net interest income	1,286	845	693
Other gain (loss), net	(449)	(1,018)	78
Operating expenses	88	93	83
Net income (loss)	749	(266)	688
Dividends on preferred stock	100	96	54
Issuance cost of redeemed preferred stock	—	—	6
Net income (loss) available (attributable) to common stockholders	$ 649	$ (362)	$ 628
Net income (loss)	$ 749	$ (266)	$ 688
Other comprehensive income (loss), net	(418)	622	1,040
Comprehensive income	331	356	1,728
Dividends on preferred stock	100	96	54
Issuance cost of redeemed preferred stock	—	—	6
Comprehensive income available to common stockholders	$ 231	$ 260	$ 1,668
Weighted average number of common shares outstanding - basic	528.1	551.6	540.6
Weighted average number of common shares outstanding - diluted	530.0	551.6	541.4
Net income (loss) per common share - basic	$ 1.23	$ (0.66)	$ 1.16
Net income (loss) per common share - diluted	$ 1.22	$ (0.66)	$ 1.16
Comprehensive income (loss) per common share - basic	$ 0.44	$ 0.47	$ 3.09
Comprehensive income (loss) per common share - diluted	$ 0.44	$ 0.47	$ 3.08
Dividends declared per common share	$ 1.44	$ 1.56	$ 2.00

Other Data (Unaudited) *	Fiscal Year 2021	2020	2019
Average investment securities - at par	$ 53,057	$ 70,077	$ 89,234
Average investment securities - at cost	$ 54,869	$ 72,543	$ 92,207
Net TBA portfolio - at par (as of period end) [9]	$ 27,123	$ 30,364	$ 7,322
Net TBA portfolio - at cost (as of period end) [9]	$ 27,622	$ 31,204	$ 7,404
Net TBA portfolio - at market value (as of period end) [9]	$ 27,578	$ 31,479	$ 7,429
Net TBA portfolio - at carrying value (as of period end) [3,9]	$ (44)	$ 275	$ 25
Average net TBA dollar roll position - at cost	$ 29,851	$ 21,224	$ 9,262
Average total assets - at fair value	$ 72,908	$ 88,403	$ 110,112
Average repurchase agreements and other debt outstanding [4]	$ 49,923	$ 69,370	$ 86,231
Average stockholders' equity [5]	$ 10,885	$ 10,684	$ 10,380
Average tangible net book value "at risk" leverage [6]	7.7:1	8.9:1	9.7:1
Tangible net book value "at risk" leverage *(as of period end)* [7]	7.7:1	8.5:1	9.4:1
Economic return on tangible common equity [8]	2.9 %	3.5 %	18.7 %
Expenses % of average total assets	0.12 %	0.11 %	0.08 %
Expenses % of average assets, including average net TBA position	0.09 %	0.08 %	0.07 %
Expenses % of average stockholders' equity	0.81 %	0.87 %	0.80 %

* 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. The carrying value of our net TBA position represents the difference between the market value and the cost basis of the TBA contract as of period-end and is reported in derivative assets/(liabilities), at fair value on our accompanying consolidated balances sheets.

4. Amount excludes U.S. Treasury repurchase agreements and TBA contracts. Other debt includes debt of consolidated VIEs.
5. Average stockholders' equity calculated as average month-ended stockholders' equity during the period.
6. 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.
7. 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.
8. 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.
9. Includes net TBA dollar roll position and, if applicable, forward settling securities.

Economic Interest Income and Asset Yields

The following table summarizes our economic interest income (a non-GAAP measure) for fiscal years 2021, 2020 and 2019, 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 of changes in our CPR forecast, and implied interest income on our TBA securities (dollars in millions):

	Fiscal Year 2021		Fiscal Year 2020		Fiscal Year 2019	
	Amount	Yield	Amount	Yield	Amount	Yield
Interest income:						
Cash/coupon interest income	$1,730	3.26 %	$2,601	3.71 %	$3,443	3.84 %
Net premium amortization benefit (cost)	(369)	(0.78)%	(1,082)	(1.62)%	(601)	(0.76)%
Interest income (GAAP measure)	1,361	2.48 %	1,519	2.09 %	2,842	3.08 %
Estimated "catch-up" premium amortization cost (benefit) due to change in CPR forecast	(96)	(0.17)%	457	0.63 %	104	0.11 %
Interest income, excluding "catch-up" premium amortization	1,265	2.31 %	1,976	2.72 %	2,946	3.19 %
TBA dollar roll income - implied interest income [1,2]	528	1.77 %	365	1.73 %	306	3.30 %
Economic interest income, excluding "catch-up" amortization (non-GAAP measure) [3]	$1,793	2.12 %	$2,341	2.50 %	$3,252	3.20 %
Weighted average actual portfolio CPR for investment securities held during the period	23.1 %		19.9 %		11.4 %	
Weighted average projected CPR for the remaining life of investment securities held as of period end	10.9 %		17.6 %		10.8 %	
30-year fixed rate mortgage rate as of period end [4]	3.27 %		2.87 %		3.86 %	
10-year U.S. Treasury rate as of period end	1.51 %		0.92 %		1.92 %	

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. Source: Bloomberg

The principal elements impacting our economic interest income are the size of our average investment portfolio and the 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 fiscal years 2021 and 2020 compared to the prior year period (in millions):

Impact of Changes in the Principal Elements Impacting Economic Interest Income

Fiscal Year 2021 vs 2020	Total Increase / (Decrease)	Due to Change in Average	
		Portfolio Size	Asset Yield
Interest Income (GAAP measure)	$ (158)	$ (370)	$ 212
Estimated "catch-up" premium amortization due to change in CPR forecast	(553)	—	(553)
Interest income, excluding "catch-up" premium amortization	(711)	(370)	(341)
TBA dollar roll income - implied interest income	163	148	15
Economic interest income, excluding "catch-up" amortization (non-GAAP measure)	$ (548)	$ (222)	$ (326)

Fiscal Year 2020 vs 2019	Total Increase / (Decrease)	Due to Change in Average	
		Portfolio Size	Asset Yield
Interest Income (GAAP measure)	$ (1,323)	$ (606)	$ (717)
Estimated "catch-up" premium amortization due to change in CPR forecast	353	—	353
Interest income, excluding "catch-up" premium amortization	(970)	(606)	(364)
TBA dollar roll income - implied interest income	59	395	(336)
Economic interest income, excluding "catch-up" amortization (non-GAAP measure)	$ (911)	$ (211)	$ (700)

Our average investment portfolio, inclusive of TBAs (at cost), decreased 10% and 8% for fiscal years 2021 and 2020, respectively, primarily due to reductions in our targeted operating leverage. The decrease in the average yield on our investment portfolio, including TBA implied asset yields and excluding "catch-up" premium amortization, of 38 and 70 basis points for fiscal years 2021 and 2020, respectively, was largely the result of changes in asset composition and lower prevailing yields on new asset purchases.

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* 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):

Quarter Ended	Repurchase Agreements and Other Debt [1]			Net TBA Position Long/(Short) [2]		Average Tangible Net Book Value "At Risk" Leverage during the Period [3]	Tangible Net Book Value "At Risk" Leverage as of Period End [4]
	Average Daily Amount	Maximum Daily Amount	Ending Amount	Average Daily Amount	Ending Amount		
December 31, 2021	$ 46,999	$ 48,524	$ 47,037	$ 29,014	$ 27,622	7.6:1	7.7:1
September 30, 2021	$ 45,847	$ 49,021	$ 45,723	$ 30,312	$ 28,912	7.5:1	7.5:1
June 30, 2021	$ 52,374	$ 60,186	$ 48,488	$ 28,082	$ 27,611	7.6:1	7.9:1
March 31, 2021	$ 54,602	$ 57,153	$ 55,221	$ 32,022	$ 25,355	8.0:1	7.7:1
December 31, 2020	$ 53,645	$ 55,249	$ 52,543	$ 33,753	$ 31,204	8.4:1	8.5:1
September 30, 2020	$ 61,008	$ 69,628	$ 54,558	$ 27,785	$ 29,460	8.9:1	8.8:1
June 30, 2020	$ 69,552	$ 72,399	$ 69,370	$ 15,662	$ 20,413	8.8:1	9.2:1
March 31, 2020	$ 93,538	$ 104,773	$ 63,241	$ 7,487	$ 20,648	9.9:1	9.4:1
December 31, 2019	$ 88,677	$ 92,672	$ 89,313	$ 7,038	$ 7,404	9.5:1	9.4:1
September 30, 2019	$ 87,938	$ 92,420	$ 90,462	$ 10,146	$ 1,820	10.0:1	9.8:1
June 30, 2019	$ 86,147	$ 86,969	$ 85,367	$ 11,864	$ 11,086	10.0:1	9.8:1
March 31, 2019	$ 82,070	$ 87,877	$ 86,590	$ 8,002	$ 6,885	9.3:1	9.4:1

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 fiscal years 2021, 2020 and 2019 (dollars in millions), which includes the combination of interest expense on Agency repurchase agreements and other debt (GAAP measure), implied financing cost (benefit) of our TBA securities and interest rate swap periodic cost:

	Fiscal Year 2021		Fiscal Year 2020		Fiscal Year 2019	
Economic Interest Expense and Aggregate Cost of Funds [1]	**Amount**	**Cost of Funds**	**Amount**	**Cost of Funds**	**Amount**	**Cost of Funds**
Repurchase agreement and other debt - interest expense (GAAP measure)	$ 75	0.15 %	$ 674	0.96 %	$ 2,149	2.46 %
TBA dollar roll income - implied interest expense (benefit) [2,3]	(128)	(0.42)%	(60)	(0.27)%	212	2.26 %
Economic interest expense (benefit) - before interest rate swap periodic cost, net [4]	(53)	(0.06)%	614	0.67 %	2,361	2.44 %
Interest rate swap periodic cost (income), net [2,5]	60	0.07 %	48	0.05 %	(402)	(0.42)%
Total economic interest expense (benefit) (non-GAAP measure)	$ 7	0.01 %	$ 662	0.72 %	$ 1,959	2.02 %

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 costs, is calculated on a weighted average basis based on average repo, other debt and TBA balances outstanding during the period and their respective cost of funds.
5. Interest rate swap periodic cost 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 fiscal years 2021 and 2020 compared to the prior year period (in millions):

Impact of Changes in the Principal Elements of Economic Interest Expense

		Due to Change in Average	
Fiscal Year 2021 vs 2020	**Total Increase / (Decrease)**	**Borrowing / Swap Balance**	**Borrowing / Swap Rate**
Repurchase agreements and other debt interest expense	$ (599)	$ (189)	$ (410)
TBA dollar roll income - implied interest benefit/expense	(68)	(24)	(44)
Interest rate swap periodic cost	12	(1)	13
Total change in economic interest benefit/expense	$ (655)	$ (214)	$ (441)

		Due to Change in Average	
Fiscal Year 2020 vs 2019	**Total Increase / (Decrease)**	**Borrowing / Swap Balance**	**Borrowing / Swap Rate**
Repurchase agreements and other debt interest expense	$ (1,475)	$ (415)	$ (1,060)
TBA dollar roll income - implied interest benefit/expense	(272)	274	(546)
Interest rate swap periodic cost	450	87	363
Total change in economic interest benefit/expense	$ (1,297)	$ (54)	$ (1,243)

Our average mortgage borrowings, inclusive of TBAs, decreased 12% and 5% for fiscal years 2021 and 2020, respectively, due to reductions in our targeted operating leverage. The decline in the average interest rate on our mortgage borrowings for fiscal years 2021 and 2020 of 73 and 177 basis points, respectively, was due to the combination of lower short-term interest rates and favorable funding opportunities in the TBA dollar roll market.

The change in our interest rate swap periodic cost for fiscal years 2021 and 2020 was a function of our average swap balance outstanding and the average fixed rate paid / floating rate received on our interest rate swaps. The following is a summary of our average interest rate swaps outstanding and the related average swap pay and receive rates for fiscal years 2021, 2020 and 2019 (dollars in millions). Amounts exclude forward starting swaps not yet in effect.

	Fiscal Year		
Average Ratio of Interest Rate Swaps (Excluding Forward Starting Swaps) to Mortgage Borrowings Outstanding	**2021**	**2020**	**2019**
Average Agency repo and other debt outstanding	$ 49,923	$ 69,370	$ 86,231
Average net TBA dollar roll position outstanding - at cost	$ 29,851	$ 21,224	$ 9,262
Average mortgage borrowings outstanding	$ 79,774	$ 90,594	$ 95,493
Average notional amount of interest rate swaps outstanding (excluding forward starting swaps)	$ 48,634	$ 49,978	$ 63,890
Ratio of average interest rate swaps to mortgage borrowings outstanding	61 %	55 %	67 %
Average interest rate swap pay-fixed rate (excluding forward starting swaps)	0.17 %	0.66 %	1.61 %
Average interest rate swap receive-floating rate	(0.05)%	(0.56)%	(2.24)%
Average interest rate swap net pay/(receive) rate	0.12 %	0.10 %	(0.63)%

For fiscal years 2021, 2020 and 2019, we had an average forward starting swap balance of $0.1 billion, $0.8 billion and $3.0 billion, 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. Including forward starting swaps, our average ratio of interest rate swaps outstanding to our average mortgage borrowings for fiscal years 2021, 2020 and 2019 was 61%, 56% and 70%, respectively.

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 fiscal years 2021, 2020 and 2019:

	Fiscal Year		
Investment and TBA Securities - Net Interest Spread	**2021**	**2020**	**2019**
Average asset yield, excluding "catch-up" premium amortization	2.12 %	2.50 %	3.20 %
Average aggregate cost of funds	(0.01)%	(0.72)%	(2.02)%
Average net interest spread, excluding "catch-up" premium amortization	2.11 %	1.78 %	1.18 %

Net Spread and Dollar Roll Income

The following table presents a summary of our net spread and dollar roll income, excluding estimated "catch-up" premium amortization, per diluted common share (a non-GAAP financial measure) and a reconciliation to our net interest income (the most comparable GAAP financial measure) for fiscal years 2021, 2020 and 2019 (dollars in millions):

	Fiscal Year		
	2021	2020	2019
Net interest income (GAAP measure)	$ 1,286	$ 845	$ 693
TBA dollar roll income, net [1]	656	425	94
Interest rate swap periodic cost (income), net [1]	(60)	(48)	402
Other interest and dividend income [1]	—	3	14
Adjusted net interest and dollar roll income	1,882	1,225	1,203
Operating expense	(88)	(93)	(83)
Net spread and dollar roll income	1,794	1,132	1,120
Dividend on preferred stock	100	96	54
Net spread and dollar roll income available to common stockholders (non-GAAP measure)	1,694	1,036	1,066
Estimated "catch-up" premium amortization cost (benefit) due to change in CPR forecast	(96)	457	104
Net spread and dollar roll income, excluding "catch-up" premium amortization, available to common stockholders (non-GAAP measure)	$ 1,598	$ 1,493	$ 1,170
Weighted average number of common shares outstanding - basic	528.1	551.6	540.6
Weighted average number of common shares outstanding - diluted	530.0	552.7	541.4
Net spread and dollar roll income per common share - basic	$ 3.21	$ 1.88	$ 1.97
Net spread and dollar roll income per common share - diluted	$ 3.20	$ 1.87	$ 1.97
Net spread and dollar roll income, excluding "catch-up" premium amortization, per common share - basic	$ 3.03	$ 2.71	$ 2.16
Net spread and dollar roll income, excluding "catch-up" premium amortization, per common share - diluted	$ 3.02	$ 2.70	$ 2.16

1. Reported in gain (loss) on derivative instruments and other securities, net in our consolidated statements of comprehensive income

Gain (Loss) on Investment Securities, Net

The following table is a summary of our net gain (loss) on investment securities for fiscal years 2021, 2020 and 2019 (in millions):

	Fiscal Year		
Gain (Loss) on Investment Securities, Net [1]	**2021**	**2020**	**2019**
Gain (loss) on sale of investment securities, net	$ (57)	$ 1,126	$ 388
Unrealized gain (loss) on investment securities measured at fair value through net income, net [2]	(1,502)	319	2,014
Unrealized gain (loss) on investment securities measured at fair value through other comprehensive income, net	(418)	622	1,040
Total gain (loss) on investment securities, net	$ (1,977)	$ 2,067	$ 3,442

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-K).

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 fiscal years 2021, 2020 and 2019 (in millions):

	Fiscal Year		
	2021	2020	2019
TBA securities, dollar roll income	$ 656	$ 425	$ 94
TBA securities, mark-to-market gain/(loss)	(1,208)	1,072	317
Forward settling non-Agency securities, mark-to-market gain/(loss)	5	—	—
Interest rate swaps, periodic cost/(income)	(60)	(48)	402
Interest rate swaps, mark-to-market gain/(loss)	1,177	(2,718)	(2,047)
Payer swaptions	23	(156)	(26)
U.S. Treasury securities - short position	444	(905)	(967)
U.S. Treasury securities - long position	(25)	102	11
U.S. Treasury futures contracts - short position	42	(106)	(109)
Other	56	(129)	1
Total gain (loss) on derivative instruments and other securities, net	$ 1,110	$ (2,463)	$ (2,324)

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-K.

Estimated Taxable Income (Loss)

For the fiscal years 2021, 2020 and 2019, we had estimated taxable income (loss) available (attributable) to common stockholders of $(488) million, $745 million and $620 million, respectively, or $(0.92), $1.35 and $1.15 per diluted common share, respectively. Income determined under GAAP differs from income determined under U.S. federal income tax rules because of both temporary and permanent differences in income and expense recognition. The primary differences are (i) unrealized gains and losses on investment securities and derivative instruments marked-to-market in current income for GAAP purposes, but excluded from taxable income until realized, settled or amortized over the instrument's original term, (ii) timing differences, both temporary and potentially permanent, in the recognition of certain realized gains and losses and (iii) temporary differences related to the amortization of premiums and discounts on investments. Furthermore, our estimated taxable income is subject to potential adjustments up to the time of filing our appropriate tax returns, which occurs after the end of our fiscal year.

The following is a reconciliation of our GAAP net income to our estimated taxable income for fiscal years 2021, 2020 and 2019 (dollars in millions, except per share amounts):

	Fiscal Year		
	2021	2020	2019
Net income/(loss)	$ 749	$ (266)	$ 688
Book to tax differences:			
Premium amortization, net	(300)	292	91
Realized gain/loss, net	(2,363)	1,535	1,530
Net capital loss/(utilization of net capital loss carryforward)	—	(394)	212
Unrealized (gain)/loss, net	1,428	(321)	(1,838)
Other	(2)	(5)	(9)
Total book to tax differences	(1,237)	1,107	(14)
REIT taxable income (loss)	(488)	841	674
REIT taxable income attributed to preferred stock	—	96	54
REIT taxable income (loss), attributed to common stock	$ (488)	$ 745	$ 620
Weighted average common shares outstanding - basic	528.1	551.6	540.6
Weighted average common shares outstanding - diluted	528.1	552.7	541.4
REIT taxable income (loss) per common share - basic	$ (0.92)	$ 1.35	$ 1.15
REIT taxable income (loss) per common share - diluted	$ (0.92)	$ 1.35	$ 1.15
Beginning net capital loss carryforward	$ —	$ 394	$ 182
Increase (decrease) in net capital loss carryforward	—	(394)	212
Ending net capital loss carryforward	$ —	$ —	$ 394
Ending net capital loss carryforward per common share	$ —	$ —	$ 0.73

Given our taxable loss for fiscal year 2021, we do not expect to incur a tax liability for this period. We also did not incur income or excise tax liabilities for fiscal years 2020 or 2019 as we distributed all of our taxable income for these periods within the time limits prescribed by the Internal Revenue Code. Please refer to Note 9 to our Consolidated Financial Statements included in this Form 10-K for a summary of dividends declared on our common and preferred stock during fiscal years 2021, 2020 and 2019.

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* and Item 7A. *Quantitative and Qualitative Disclosures of Market Risks* sections of this Form 10-K. 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 7.7x and 8.5x as of December 31, 2021 and 2020, respectively. The following table includes a summary of our mortgage borrowings outstanding as of December 31, 2021 and 2020 (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-K.

	December 31, 2021		December 31, 2020	
Mortgage Borrowings	**Amount**	**%**	**Amount**	**%**
Repurchase agreements [1,2]	$ 46,911	63 %	$ 52,366	63 %
Debt of consolidated variable interest entities, at fair value	126	— %	177	— %
Total debt	47,037	63 %	52,543	63 %
TBA and forward settling non-Agency securities, at cost	27,622	37 %	31,204	37 %
Total mortgage borrowings	$ 74,659	100 %	$ 83,747	100 %

1. As of December 31, 2021 and 2020, 42% and 46%, respectively, of our repurchase agreements were funded through the Fixed Income Clearing Corporation's GCF Repo service.
2. Amounts exclude U.S. Treasury repurchase agreements.

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 staggered 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 variable 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 agreed-upon discount, referred to as a "haircut," which 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 December 31, 2021, 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 December 31, 2021, our portfolio largely consisted of lower coupon TBA securities, which are not subject to monthly principal pay-downs, and higher coupon holdings concentrated in high quality, specified Agency RMBS pools, which have a lower risk of prepayment than similar coupon generic Agency RMBS.

Collateral requirements under our derivative agreements are subject to our counterparties' assessment of their maximum risk of loss associated with the derivative instrument measured over a certain period of time, referred to as the initial or minimum margin requirement. 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 and, if applicable, by our third-party brokerage agreements, which may establish margin levels in excess of the MBSD. 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 fiscal year 2021, haircuts remained stable. As of December 31, 2021, the weighted average haircut on our repurchase agreements was approximately 3.8% of the value of our collateral, compared to 4.6% as of December 31, 2020.

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 December 31, 2021, our unencumbered assets totaled 67% of our tangible net equity, compared to 60% as of December 31, 2020. The majority of our liquidity is held at AGNC, but we also maintain capital and excess liquidity at Bethesda Securities to meet regulatory standards, satisfy counterparty and clearing organization expectations, and for risk management purposes. As of December 31, 2021, we had cash and unencumbered Agency RMBS and U.S. Treasury securities totaling $4.9 billion, or 50% of our tangible equity, which excludes unencumbered CRT and non-Agency securities and assets held at Bethesda Securities, compared to $5.4 billion and 51%, respectively, as of December 31, 2020.

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 December 31, 2021, 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 approximately 2% of our tangible stockholders' equity, with our top five repo counterparties, excluding the FICC, representing less than 5% of our tangible stockholders' equity. As of December 31, 2021, approximately 7% of our tangible stockholder's equity was at risk with the FICC. Excluding central clearing exchanges, as of December 31, 2021, 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). The vitality of these markets enables us to sell assets under most market 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 "pay-up" value of our specified pool securities, or the incremental value in excess of equivalent coupon generic Agency RMBS. 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.

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 when the price of our common stock trades below our tangible net book value or issue preferred equity when its cost exceeds acceptable hurdle rates of return on our equity. There can be no assurance that we will be able to raise additional equity capital at any particular time or on any particular terms. Furthermore, when the trading price of our common stock is less than our estimate of our current tangible net book value per common share, among other conditions, we may repurchase shares of our common stock. Please refer to Note 9 of our Consolidated Financial Statements in this Form 10-K for further details regarding our recent equity capital transactions.

FORWARD-LOOKING STATEMENTS

The statements contained in this Annual 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 Annual 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 Fed to normalize monetary policy, to reduce its purchases of Agency RMBS and to address the size of its U.S. Treasury and Agency RMBS bond portfolio;
- fluctuations in the yield curve;
- fluctuations in mortgage prepayment rates on the loans underlying our Agency RMBS;
- the availability and terms of financing;
- changes in the market value of our assets, including from changes in net interest spreads, and changes in market liquidity or depth;
- the effectiveness of our risk mitigation strategies;
- conditions in the market for Agency RMBS and other mortgage securities;

- the impact of the COVID-19 pandemic and of measures taken in response to the COVID-19 pandemic by various governmental authorities, businesses and other third parties;
- actions by the federal, state, or local governments to stabilize the economy, the housing sector or financial markets;
- legislative or regulatory changes that affect our status as a REIT, our exemption from the Investment Company Act of 1940 or the mortgage markets in which we participate; and
- other risks discussed under the heading “Risk Factors” herein and in our Annual Report on Form 10-K.

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 in this document under Item 1A. *Risk Factors*. We caution readers not to place undue reliance on our forward-looking statements.

Item 7A. *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.

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 December 31, 2021 and 2020 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 December 31, 2021 and 2020.

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]

	December 31, 2021		December 31, 2020	
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	-0.6%	-6.4%	-0.9%	-9.7%
-50 Basis Points	-0.2%	-2.3%	-0.5%	-5.8%
-25 Basis Points	0.0%	-0.3%	-0.2%	-2.1%
+25 Basis Points	-0.1%	-1.3%	0.0%	0.4%
+50 Basis Points	-0.4%	-3.8%	-0.1%	-1.1%
+75 Basis Points	-0.7%	-7.4%	-0.4%	-4.0%

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

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

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 December 31, 2021 and 2020, our investment securities (excluding TBAs) had a weighted average projected CPR of 10.9% and 17.6%, respectively, and a weighted average yield of 2.43% and 2.33%, 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]

Change in Interest Rate	December 31, 2021		December 31, 2020	
	Weighted Average Projected CPR	Weighted Average Asset Yield [2]	Weighted Average Projected CPR	Weighted Average Asset Yield [2]
-75 Basis Points	17.0%	2.21%	23.9%	1.99%
-50 Basis Points	14.1%	2.30%	21.9%	2.09%
-25 Basis Points	12.2%	2.37%	19.7%	2.20%
Actual as of Period End	10.9%	2.43%	17.6%	2.33%
+25 Basis Points	9.9%	2.47%	15.9%	2.38%
+50 Basis Points	9.1%	2.51%	14.3%	2.45%
+75 Basis Points	8.4%	2.54%	13.0%	2.51%

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 December 31, 2021 and 2020 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 5.4 and 4.4 years as of December 31, 2021 and 2020, 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]

Change in MBS Spread	December 31, 2021		December 31, 2020	
	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	+2.7%	+27.1%	+2.2%	+23.9%
-25 Basis Points	+1.4%	+13.6%	+1.1%	+11.9%
-10 Basis Points	+0.5%	+5.4%	+0.4%	+4.8%
+10 Basis Points	-0.5%	-5.4%	-0.4%	-4.8%
+25 Basis Points	-1.4%	-13.6%	-1.1%	-11.9%
+50 Basis Points	-2.7%	-27.1%	-2.2%	-23.9%

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 December 31, 2021, 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-K for additional details). However, should the value of our collateral or the value of our derivative instruments suddenly decrease, margin calls relating to our funding liabilities and derivative agreements could increase, 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.

There is no guarantee that our efforts to manage credit risk will be successful and we could suffer losses if credit performance is worse than our expectations or our counterparties default on their obligations. Excluding central clearing exchanges, as of December 31, 2021, our maximum amount at risk with any counterparty related to our repurchase agreements and derivative agreements was approximately 2% and less than 1%, respectively, of tangible stockholders' equity.

Item 8. ***Financial Statements***

Our management is responsible for the accompanying consolidated financial statements and the related financial information. The financial statements have been prepared in conformity with accounting principles generally accepted in the United States and necessarily include certain amounts that are based on estimates and informed judgments. Our management also prepared the related financial information included in this Annual Report on Form 10-K and is responsible for its accuracy and consistency with the consolidated financial statements.

The consolidated financial statements as of December 31, 2021 and 2020 and fiscal years 2021, 2020 and 2019 have been audited by Ernst & Young LLP, an independent registered public accounting firm, who conducted their audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). The independent registered public accounting firm's responsibility is to express an opinion on these consolidated financial statements based on their audit. For further information refer to the Ernst & Young LLP (PCAOB ID: 42) audit opinion included in this Item 8 of our Annual Report.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of our management and Board of Directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2021, utilizing the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in its Internal Control-Integrated Framework (2013 framework). Based on this assessment and those criteria, management determined that our internal control over financial reporting was effective as of December 31, 2021. The effectiveness of our internal control over financial reporting as of December 31, 2021 has been audited by Ernst & Young LLP, our independent registered public accounting firm, as stated in their attestation report included in this Form 10-K.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of AGNC Investment Corp.

Opinion on Internal Control over Financial Reporting

We have audited AGNC Investment Corp.'s internal control over financial reporting as of December 31, 2021, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, AGNC Investment Corp. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2021, based on the COSO criteria**.**

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of AGNC Investment Corp. as of December 31, 2021 and 2020, and the related consolidated statements of comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2021, and the related notes, and our report dated February 23, 2022 expressed an unqualified opinion thereon.

Basis for Opinion

AGNC Investment Corp.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on AGNC Investment Corp.'s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to AGNC Investment Corp. in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Tysons, Virginia
February 23, 2022

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of AGNC Investment Corp.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of AGNC Investment Corp. (the Company) as of December 31, 2021 and 2020, and the related consolidated statements of comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2021, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of AGNC Investment Corp. at December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2021, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), AGNC Investment Corp.'s internal control over financial reporting as of December 31, 2021, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 23, 2022 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of AGNC Investment Corp.'s management. Our responsibility is to express an opinion on these financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to AGNC Investment Corp. in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Agency securities and non-agency securities of high credit quality net premium amortization

Description of the Matter

As of December 31, 2021, the Company's investment securities had a net unamortized premium balance of $1.8 billion, including interest and principal-only securities, and it recorded $0.4 billion of net premium amortization for the year then ended. As explained in Note 2 to the financial statements, premiums or discounts associated with the purchase of Agency residential mortgage-backed securities ("Agency RMBS") and non-Agency mortgage-backed securities 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. The effective yield on the Company's Agency RMBS and non-Agency mortgage-backed securities of high credit quality is highly impacted by the Company's estimate of future prepayments. The Company estimates long-term prepayment speeds of such securities using a third-party service provider and market data. The third-party service provider estimates long-term prepayment speeds using models that incorporate the forward yield curve, 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.

Auditing the Company's estimation of long-term prepayment speeds used for the amortization of premiums and accretion of discounts is subjective due to the significant judgments and estimates required by management and the third-party service provider, as inputs into prepayment models are prone to fluctuation based on changing macroeconomic conditions.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of internal controls over the estimation of long-term prepayment speeds, including management's review of the estimated prepayment speeds provided by the third-party service provider.

Our audit procedures included, among others, performing comparative analyses between the Company's long-term prepayment speed estimates and long-term prepayment speed estimates data from independent third-party sources, reconciling the Company's estimates of long-term prepayment speeds to source prepayment speeds data provided by management's third-party service provider, evaluating the competency and objectivity of management's third-party service provider, and identifying potential sources of contrary information, with the assistance of an internal valuation specialist.

/s/ Ernst & Young LLP

We have served as AGNC Investment Corp.'s auditor since 2008.

Tysons, Virginia
February 23, 2022

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

	December 31, 2021	December 31, 2020
Assets:		
Agency securities, at fair value (including pledged securities of $47,601 and $53,698, respectively)	$ 52,396	$ 64,836
Agency securities transferred to consolidated variable interest entities, at fair value (pledged securities)	208	295
Credit risk transfer securities, at fair value (including pledged securities of $510 and $455, respectively)	974	737
Non-Agency securities, at fair value (including pledged securities of $571 and $458, respectively)	843	546
U.S. Treasury securities, at fair value (including pledged securities of $471 and $0, respectively)	471	—
Cash and cash equivalents	998	1,017
Restricted cash	527	1,307
Derivative assets, at fair value	317	391
Receivable for investment securities sold (including pledged securities of $0 and $207, respectively)	—	210
Receivable under reverse repurchase agreements	10,475	11,748
Goodwill	526	526
Other assets	414	204
Total assets	$ 68,149	$ 81,817
Liabilities:		
Repurchase agreements	$ 47,381	$ 52,366
Debt of consolidated variable interest entities, at fair value	126	177
Payable for investment securities purchased	80	6,157
Derivative liabilities, at fair value	86	2
Dividends payable	88	90
Obligation to return securities borrowed under reverse repurchase agreements, at fair value	9,697	11,727
Accounts payable and other liabilities	400	219
Total liabilities	57,858	70,738
Stockholders' equity:		
Preferred Stock - aggregate liquidation preference of $1,538	1,489	1,489
Common stock - $0.01 par value; 1,500 shares authorized; 522.2 and 539.5 shares issued and outstanding, respectively	5	5
Additional paid-in capital	13,710	13,972
Retained deficit	(5,214)	(5,106)
Accumulated other comprehensive income	301	719
Total stockholders' equity	10,291	11,079
Total liabilities and stockholders' equity	$ 68,149	$ 81,817

See accompanying notes to consolidated financial statements.

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

	For the year ended December 31,		
	2021	**2020**	**2019**
Interest income:			
Interest income	$ 1,361	$ 1,519	$ 2,842
Interest expense	75	674	2,149
Net interest income	1,286	845	693
Other gain (loss), net:			
Gain (loss) on sale of investment securities, net	(57)	1,126	388
Unrealized gain (loss) on investment securities measured at fair value through net income, net	(1,502)	319	2,014
Gain (loss) on derivative instruments and other securities, net	1,110	(2,463)	(2,324)
Total other gain (loss), net:	(449)	(1,018)	78
Expenses:			
Compensation and benefits	54	56	47
Other operating expense	34	37	36
Total operating expense	88	93	83
Net income (loss)	749	(266)	688
Dividends on preferred stock	100	96	54
Issuance costs of redeemed preferred stock	—	—	6
Net income (loss) available (attributable) to common stockholders	$ 649	$ (362)	$ 628
Net income (loss)	$ 749	$ (266)	$ 688
Unrealized gain (loss) on investment securities measured at fair value through other comprehensive income (loss), net	(418)	622	1,040
Comprehensive income	331	356	1,728
Dividends on preferred stock	100	96	54
Issuance costs of redeemed preferred stock	—	—	6
Comprehensive income available to common stockholders	$ 231	$ 260	$ 1,668
Weighted average number of common shares outstanding - basic	528.1	551.6	540.6
Weighted average number of common shares outstanding - diluted	530.0	551.6	541.4
Net income (loss) per common share - basic	$ 1.23	$ (0.66)	$ 1.16
Net income (loss) per common share - diluted	$ 1.22	$ (0.66)	$ 1.16

See accompanying notes to consolidated financial statements.

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

	Preferred Stock	Common Stock		Additional Paid-in Capital	Retained Deficit	Accumulated Other Comprehensive Income (Loss)	Total
		Shares	Amount				
Balance, December 31, 2018	$ 484	536.3	$ 5	$ 13,793	$ (3,433)	$ (943)	$ 9,906
Net income	—	—	—	—	688	—	688
Other comprehensive income:							
Unrealized gain on available-for-sale securities, net	—	—	—	—	—	1,040	1,040
Stock-based compensation, net	—	0.1	—	13	—	—	13
Issuance of preferred stock, net of offering cost	617	—	—	—	—	—	617
Redemption of preferred stock	(169)	—	—	—	(6)	—	(175)
Issuance of common stock, net of offering cost	—	11.4	—	190	—	—	190
Repurchase of common stock	—	(6.9)	—	(103)	—	—	(103)
Preferred dividends declared	—	—	—	—	(54)	—	(54)
Common dividends declared	—	—	—	—	(1,081)	—	(1,081)
Balance, December 31, 2019	$ 932	540.9	$ 5	$ 13,893	$ (3,886)	$ 97	$ 11,041
Net loss	—	—	—	—	(266)	—	(266)
Other comprehensive income:							
Unrealized gain on available-for-sale securities, net	—	—	—	—	—	622	622
Stock-based compensation, net	—	0.1	—	18	—	—	18
Issuance of preferred stock, net of offering cost	557	—	—	—	—	—	557
Issuance of common stock, net of offering cost	—	26.7	1	438	—	—	439
Repurchase of common stock	—	(28.2)	(1)	(377)	—	—	(378)
Preferred dividends declared	—	—	—	—	(96)	—	(96)
Common dividends declared	—	—	—	—	(858)	—	(858)
Balance, December 31, 2020	$ 1,489	539.5	$ 5	$ 13,972	$ (5,106)	$ 719	$ 11,079
Net income	—	—	—	—	749	—	749
Other comprehensive loss:							
Unrealized loss on available-for-sale securities, net	—	—	—	—	—	(418)	(418)
Stock-based compensation, net	—	0.4	—	19	—	—	19
Repurchase of common stock	—	(17.7)	—	(281)	—	—	(281)
Preferred dividends declared	—	—	—	—	(100)	—	(100)
Common dividends declared	—	—	—	—	(757)	—	(757)
Balance, December 31, 2021	$ 1,489	522.2	$ 5	$ 13,710	$ (5,214)	$ 301	$ 10,291

See accompanying notes to consolidated financial statements.

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

	For the year ended December 31,		
	2021	**2020**	**2019**
Operating activities:			
Net income (loss)	$ 749	$ (266)	$ 688
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Amortization of premiums and discounts on mortgage-backed securities, net	369	1,082	601
Stock-based compensation, net	19	18	13
(Gain) loss on sale of investment securities, net	57	(1,126)	(388)
Unrealized (gain) loss on investment securities measured at fair value through net income, net	1,502	(319)	(2,014)
(Gain) loss on derivative instruments and other securities, net	(1,110)	2,463	2,324
(Increase) decrease in other assets	(29)	119	(35)
Decrease in accounts payable and other accrued liabilities	(17)	(224)	(9)
Net cash provided by operating activities	1,540	1,747	1,180
Investing activities:			
Purchases of Agency mortgage-backed securities	(45,345)	(56,521)	(47,548)
Purchases of credit risk transfer and non-Agency securities	(2,031)	(765)	(1,406)
Proceeds from sale of Agency mortgage-backed securities	34,595	77,294	23,212
Proceeds from sale of credit risk transfer and non-Agency securities	1,434	896	1,437
Principal collections on Agency mortgage-backed securities	15,042	17,373	12,810
Principal collections on credit risk transfer and non-Agency securities	84	131	20
Payments on U.S. Treasury securities	(22,055)	(24,497)	(26,823)
Proceeds from U.S. Treasury securities	19,795	25,978	13,555
Net proceeds from (payments on) reverse repurchase agreements	1,272	(1,530)	11,962
Net proceeds from (payments on) derivative instruments	1,045	(1,834)	(1,437)
Net cash provided by investing activities	3,836	36,525	(14,218)
Financing activities:			
Proceeds from repurchase arrangements	2,189,555	3,133,008	4,234,972
Payments on repurchase agreements	(2,194,540)	(3,169,824)	(4,221,507)
Payments on debt of consolidated variable interest entities	(49)	(62)	(55)
Net proceeds from preferred stock issuances	—	557	617
Payments for preferred stock repurchases	—	—	(175)
Net proceeds from common stock issuances	—	439	190
Payments for common stock repurchases	(281)	(378)	(103)
Cash dividends paid	(860)	(970)	(1,139)
Net cash (used in) provided by financing activities	(6,175)	(37,230)	12,800
Net change in cash, cash equivalents and restricted cash	(799)	1,042	(238)
Cash, cash equivalents and restricted cash at beginning of period	2,324	1,282	1,520
Cash, cash equivalents and restricted cash at end of period	$ 1,525	$ 2,324	$ 1,282
Supplemental disclosure to cash flow information:			
Interest paid	$ 89	$ 866	$ 2,097

See accompanying notes to consolidated financial statements.

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 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 providing our stockholders with attractive risk-adjusted returns through a combination of monthly dividends and tangible net book value accretion. 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 and Consolidation

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). Our consolidated financial statements include the accounts of all subsidiaries and variable interest entities for which we are the primary beneficiary. Significant intercompany accounts and transactions have been eliminated.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the period reported. Actual results could differ from those estimates.

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). 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, such as during periods of elevated market uncertainty or unique market conditions, 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, including 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 financial institutions. Repurchase arrangements involve the sale and a simultaneous agreement to repurchase the transferred assets 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 but may extend up to five years or more.

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. Cash receipts and payments related to 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 but may extend up to 20 years or more. 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, which is generally intended to be set at a level sufficient to protect the exchange from the interest rate swap's maximum estimated single-day price movement. 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

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 borrow U.S. Treasury securities under reverse repurchase agreements to cover short sales of U.S. Treasury securities. 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. 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, 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 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 securities and derivative instruments to those actively traded enable our pricing sources and us to observe quoted prices in the market and utilize those 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 forward contracts in the Agency RMBS "to-be-announced" market ("TBA securities") of 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.

Consolidated Variable Interest Entities

ASC Topic 810, *Consolidation* ("ASC 810"), requires an enterprise to consolidate a variable interest entity ("VIE") if it is deemed the primary beneficiary of the VIE. As of December 31, 2021 and 2020, our consolidated financial statements reflect the consolidation of certain VIEs for which we have determined we are the primary beneficiary. The consolidated VIEs consist of CMO trusts backed by fixed or adjustable-rate Agency RMBS. Fannie Mae or Freddie Mac guarantees the payment of interest and principal and acts as the trustee and administrator of their respective securitization trusts. Accordingly, we are not required to provide the beneficial interest holders of the CMO securities any financial or other support. Our maximum exposure to loss related to our involvement with the CMO trusts is the fair value of the CMO securities and interest and principal-only securities held by us, less principal amounts guaranteed by Fannie Mae and Freddie Mac.

Cash and Cash Equivalents

Cash and cash equivalents include cash held in bank accounts and cash held in money market funds on an overnight basis.

Restricted Cash

Restricted cash includes cash pledged as collateral for clearing and executing trades, repurchase agreements, and interest rate swaps and other derivative instruments.

Goodwill

Goodwill is the cost of an acquisition in excess of the fair value of identified assets acquired and liabilities assumed and is recognized as an asset on our consolidated balance sheets. As of December 31, 2021 and 2020, we had $526 million of goodwill related to our acquisition of AGNC Management, LLC, our former manager, on July 1, 2016. Goodwill is not subject to amortization but must be tested for impairment at least annually and at interim periods when events or circumstances may make it more likely than not that an impairment has occurred. If a qualitative analysis indicates that there may be an

impairment, a quantitative analysis is performed. The quantitative analysis requires that we compare the carrying value of the identified reporting unit comprising the goodwill to the reporting unit's fair value. If the reporting units' carrying value is greater than its fair value, an impairment charge is recognized to the extent the carrying amount of the reporting unit exceeds its fair value. During each of the three fiscal years ended December 31, 2021, we did not recognize a goodwill impairment charge.

Stock-Based Compensation

Under our Amended and Restated AGNC Investment Corp. 2016 Equity and Incentive Compensation Plan (the "2016 Equity Plan" or "the Plan"), we may grant equity-based compensation to our officers and other employees and non-employee directors for the purpose of providing incentives and rewards for service or performance. Stock-based awards issued under the Plan include time-based and performance-based restricted stock unit awards ("RSU" and "PSU" awards, respectively), but may include other forms of equity-based compensation. RSU and PSU awards are an agreement to issue an equivalent number of shares of our common stock, plus any equivalent shares for dividends declared on our common stock, at the time the award vests, or later if distribution of such shares has been deferred beyond the vesting date. RSU awards vest over a specified service period. PSU awards vest over a specified service period subject to achieving long-term performance criteria.

We measure and recognize compensation expense for all stock-based payment awards made to employees and non-employee directors based on their fair values. We value RSU and PSU awards based on the fair value of our common stock on the date of grant. Compensation expense is recognized over each award’s respective service period. In the case of PSU awards, we estimate the probability that the performance criteria will be achieved and recognize expense only for those awards expected to vest. We reevaluate our estimates each reporting period and recognize a cumulative effect adjustment to expense if our estimates change from the prior period. We do not estimate forfeiture rates; rather, we adjust for forfeitures in the periods in which they occur.

Shares underlying RSU and PSU awards are issued on the vesting dates, or later if distribution of such shares has been deferred beyond the vesting date, net of shares withheld for minimum statutory tax withholdings to be paid by us on behalf of our employees. As a result, the actual number of shares issued will be fewer than the actual number of awards outstanding. When shares are withheld for statutory tax withholdings, we record a liability for tax withholding amounts to be paid by us as a reduction to additional paid-in capital.

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 December 31, 2021 and 2020, our investment portfolio consisted of: $54.4 billion and $66.4 billion investment securities, at fair value, respectively; $27.1 billion and $31.5 billion net TBA securities, at fair value, respectively; and $0.4 billion and zero forward settling non-Agency securities, at fair value, respectively. Our net TBA position and forward settling non-Agency securities are reported at their net carrying value totaling $(44) million and $275 million as of December 31, 2021 and 2020, respectively, in derivative assets / (liabilities) on our accompanying consolidated balance sheets. The net carrying value of our TBA position and forward settling non-Agency securities 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 December 31, 2021 and 2020, our investment securities had a net unamortized premium balance of $1.8 billion and $2.4 billion, respectively.

The following tables summarize our investment securities as of December 31, 2021 and 2020, excluding TBA and forward settling securities, (dollars in millions). Details of our TBA and forward settling securities as of each of the respective dates are included in Note 5.

Investment Securities	December 31, 2021		December 31, 2020	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Agency RMBS:				
Fixed rate	$ 51,546	$ 52,289	$ 61,977	$ 64,615
Adjustable rate	45	47	69	70
CMO	182	188	289	301
Interest-only and principal-only strips	70	80	105	126
Multifamily	—	—	17	19
Total Agency RMBS	51,843	52,604	62,457	65,131
Non-Agency RMBS	325	329	178	188
CMBS	505	514	333	358
CRT securities	955	974	733	737
Total investment securities	$ 53,628	$ 54,421	$ 63,701	$ 66,414

Investment Securities	December 31, 2021						
	Agency RMBS			Non-Agency			
	Fannie Mae	Freddie Mac	Ginnie Mae	RMBS	CMBS	CRT	Total
Available-for-sale securities:							
Par value	$ 6,345	$ 2,111	$ 2	$ —	$ —	$ —	$ 8,458
Unamortized discount	(3)	(1)	—	—	—	—	(4)
Unamortized premium	299	105	—	—	—	—	404
Amortized cost	6,641	2,215	2	—	—	—	8,858
Gross unrealized gains	234	67	—	—	—	—	301
Gross unrealized losses	—	—	—	—	—	—	—
Total available-for-sale securities, at fair value	6,875	2,282	2	—	—	—	9,159
Securities remeasured at fair value through earnings:							
Par value	27,952	13,680	3	327	508	950	43,420
Unamortized discount	(14)	(4)	—	(6)	(6)	(7)	(37)
Unamortized premium	924	444	—	4	3	12	1,387
Amortized cost	28,862	14,120	3	325	505	955	44,770
Gross unrealized gains	517	213	—	6	11	21	768
Gross unrealized losses	(181)	(89)	—	(2)	(2)	(2)	(276)
Total securities remeasured at fair value through earnings	29,198	14,244	3	329	514	974	45,262
Total securities, at fair value	$ 36,073	$ 16,526	$ 5	$ 329	$ 514	$ 974	$ 54,421
Weighted average coupon as of December 31, 2021	3.09 %	2.98 %	4.69 %	3.33 %	3.60 %	3.74 %	3.08 %
Weighted average yield as of December 31, 2021 [1]	2.38 %	2.29 %	2.54 %	5.68 %	4.28 %	4.47 %	2.43 %

1. Incorporates a weighted average future constant prepayment rate assumption of 10.9% based on forward rates as of December 31, 2021.

	December 31, 2020						
	Agency RMBS			Non-Agency			
Investment Securities	Fannie Mae	Freddie Mac	Ginnie Mae	RMBS	CMBS	CRT	Total
Available-for-sale securities:							
Par value	$ 9,325	$ 3,416	$ 2	$ —	$ —	$ —	$ 12,743
Unamortized discount	(4)	(1)	—	—	—	—	(5)
Unamortized premium	389	152	—	—	—	—	541
Amortized cost	9,710	3,567	2	—	—	—	13,279
Gross unrealized gains	539	180	—	—	—	—	719
Gross unrealized losses	—	—	—	—	—	—	—
Total available-for-sale securities, at fair value	10,249	3,747	2	—	—	—	13,998
Securities remeasured at fair value through earnings:							
Par value	32,824	14,447	3	187	331	735	48,527
Unamortized discount	(18)	(1)	—	(12)	(3)	(12)	(46)
Unamortized premium	1,314	607	—	4	6	10	1,941
Amortized cost	34,120	15,053	3	179	334	733	50,422
Gross unrealized gains	1,280	683	—	11	28	12	2,014
Gross unrealized losses	(5)	(1)	—	(2)	(4)	(8)	(20)
Total securities remeasured at fair value through earnings	35,395	15,735	3	188	358	737	52,416
Total securities, at fair value	$ 45,644	$ 19,482	$ 5	$ 188	$ 358	$ 737	$ 66,414
Weighted average coupon as of December 31, 2020	3.30 %	3.56 %	4.73 %	4.28 %	4.13 %	3.43 %	3.39 %
Weighted average yield as of December 31, 2020 [1]	2.25 %	2.39 %	2.46 %	4.33 %	4.29 %	3.71 %	2.33 %

1. Incorporates a weighted average future constant prepayment rate assumption of 17.6% based on forward rates as of December 31, 2020.

As of December 31, 2021 and 2020, our investments in CRT and non-Agency securities had the following credit ratings (in millions):

	December 31, 2021			December 31, 2020		
CRT and Non-Agency Security Credit Ratings [1]	CRT	RMBS	CMBS	CRT	RMBS	CMBS
AAA	$ —	$ 164	$ 10	$ —	$ —	$ 35
AA	—	21	111	—	20	190
A	17	28	45	—	32	28
BBB	75	51	85	28	83	55
BB	126	43	126	167	36	43
B	327	7	117	304	6	7
Not Rated	429	15	20	238	11	—
Total	$ 974	$ 329	$ 514	$ 737	$ 188	$ 358

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.

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 December 31, 2021 and 2020, 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 10.9% and 17.6%, 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 December 31, 2021 and 2020 according to their estimated weighted average life classification (dollars in millions):

Estimated Weighted Average Life of Investment Securities	December 31, 2021 Fair Value	Amortized Cost	Weighted Average Coupon	Weighted Average Yield	December 31, 2020 Fair Value	Amortized Cost	Weighted Average Coupon	Weighted Average Yield
≤ 3 years	$ 1,677	$ 1,642	3.64%	3.69%	$ 3,642	$ 3,569	3.56%	2.15%
> 3 years and ≤ 5 years	11,214	10,868	3.97%	2.74%	47,740	45,578	3.54%	2.42%
> 5 years and ≤10 years	36,936	36,490	2.87%	2.32%	15,019	14,541	2.87%	2.08%
> 10 years	4,594	4,628	2.48%	2.09%	13	13	5.56%	3.59%
Total	$ 54,421	$ 53,628	3.08%	2.43%	$ 66,414	$ 63,701	3.39%	2.33%

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 fiscal years 2021, 2020 and 2019 by investment classification of accounting (in millions):

Investment Securities	Fiscal Year 2021 Available-for-Sale Securities [2]	Fair Value Option Securities	Total	Fiscal Year 2020 Available-for-Sale Securities [2]	Fair Value Option Securities	Total	Fiscal Year 2019 Available-for-Sale Securities [2]	Fair Value Option Securities	Total
Investment securities sold, at cost	$ (4,972)	$ (30,903)	$ (35,875)	$ (2,310)	$ (74,964)	$ (77,274)	$ (732)	$ (23,040)	$ (23,772)
Proceeds from investment securities sold [1]	5,008	30,810	35,818	2,391	76,009	78,400	723	23,437	24,160
Net gain (loss) on sale of investment securities	$ 36	$ (93)	$ (57)	$ 81	$ 1,045	$ 1,126	$ (9)	$ 397	$ 388
Gross gain on sale of investment securities	$ 36	$ 176	$ 212	$ 81	$ 1,149	$ 1,230	$ —	$ 401	$ 401
Gross loss on sale of investment securities	—	(269)	(269)	—	(104)	(104)	(9)	(4)	(13)
Net gain (loss) on sale of investment securities	$ 36	$ (93)	$ (57)	$ 81	$ 1,045	$ 1,126	$ (9)	$ 397	$ 388

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.

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 December 31, 2021, we had met all margin call requirements. For additional information regarding our pledged assets, please refer to Note 6.

As of December 31, 2021 and 2020, we had $47.4 billion and $52.4 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. Our repurchase agreements with original maturities greater than one year may have floating interest rates based on an index plus or minus a fixed spread. The following table summarizes our borrowings under repurchase agreements by their remaining maturities as of December 31, 2021 and 2020 (dollars in millions):

Remaining Maturity	December 31, 2021 Repurchase Agreements	December 31, 2021 Weighted Average Interest Rate	December 31, 2021 Weighted Average Days to Maturity	December 31, 2020 Repurchase Agreements	December 31, 2020 Weighted Average Interest Rate	December 31, 2020 Weighted Average Days to Maturity
Agency repo:						
≤ 1 month	$ 23,747	0.14 %	13	$ 29,505	0.22 %	12
> 1 to ≤ 3 months	14,781	0.15 %	61	13,434	0.27 %	57
> 3 to ≤ 6 months	4,576	0.19 %	154	7,317	0.28 %	142
> 6 to ≤ 9 months	2,445	0.21 %	264	660	0.24 %	208
> 9 to ≤ 12 months	1,362	0.23 %	307	1,450	0.15 %	354
Total Agency repo	46,911	0.15 %	63	52,366	0.24 %	54
U.S. Treasury repo:						
> 1 day to ≤ 1 month	470	(0.05)%	4	—	— %	—
Total	$ 47,381	0.15 %	63	$ 52,366	0.24 %	54

As of December 31, 2021 and 2020, $0.8 billion and $11.2 billion, respectively, of our repurchase agreements had an overnight maturity of one business day and none of our repurchase agreements were due on demand. As of December 31, 2021, we had $9.8 billion of forward commitments to enter into repurchase agreements with a weighted average forward start date of 3 days and a weighted average interest rate of 0.08%. As of December 31, 2020, we had $2.9 billion of forward commitments to enter into repurchase agreements, with a weighted average forward start date of 4 days and a weighted average interest rate of 0.12%. As of December 31, 2021 and 2020, 43% and 47%, 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 42% and 46% of our repurchase agreement funding outstanding as of December 31, 2021 and 2020, respectively.

During fiscal year 2020, we terminated $3.7 billion of repurchase agreements with a weighted average interest rate of 2.11% and a weighted average remaining maturity of 2.2 years. The terminated agreements were replaced with shorter duration repurchase agreements at lower prevailing market rates. We recognized losses on debt extinguishment of $146 million in other gain (loss), net for fiscal year 2020 associated with the terminated repurchase agreements. We did not terminate any repurchase agreements during fiscal years 2021 and 2019.

Reverse Repurchase Agreements

As of December 31, 2021 and 2020, we had $10.5 billion and $11.7 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 $9.7 billion and $11.7 billion, respectively. As of December 31, 2021 and 2020, $3.0 billion and $3.6 billion, respectively, of our reverse repurchase agreements were with the FICC sourced through BES.

Note 5. Derivative and Other Hedging Instruments

We hedge a portion of our interest rate risk primarily utilizing interest rate swaps, interest rate swaptions, U.S. Treasury securities and U.S. Treasury futures contracts. We utilize TBA securities primarily as a means of investing in the Agency securities market. 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 December 31, 2021 and 2020 (in millions):

		December 31,	
Derivative and Other Hedging Instruments	**Balance Sheet Location**	**2021**	**2020**
Interest rate swaps [1]	Derivative assets, at fair value	$ —	$ —
Swaptions	Derivative assets, at fair value	290	116
TBA and forward settling non-Agency securities	Derivative assets, at fair value	27	275
Total derivative assets, at fair value		$ 317	$ 391
Interest rate swaps [1]	Derivative liabilities, at fair value	$ —	$ —
TBA and forward settling non-Agency securities	Derivative liabilities, at fair value	(71)	—
U.S. Treasury futures - short	Derivative liabilities, at fair value	(15)	(2)
Total derivative liabilities, at fair value		$ (86)	$ (2)
U.S. Treasury securities - long	U.S. Treasury securities, at fair value	$ 471	$ —
U.S. Treasury securities - short	Obligation to return securities borrowed under reverse repurchase agreements, at fair value	(9,697)	(11,727)
Total U.S. Treasury securities, net at fair value		$ (9,226)	$ (11,727)

1. As of December 31, 2021 and 2020, 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 $1.6 billion and $0.4 billion respectively.

The following tables summarize certain characteristics of our derivative and other hedging instruments outstanding as of December 31, 2021 and 2020 (dollars in millions):

	December 31, 2021				December 31, 2020			
Pay Fixed / Receive Variable Interest Rate Swaps	**Notional Amount**	**Average Fixed Pay Rate**	**Average Receive Rate**	**Average Maturity (Years)**	**Notional Amount**	**Average Fixed Pay Rate**	**Average Receive Rate**	**Average Maturity (Years)**
≤ 3 years	$ 22,500	0.10%	0.05%	2.0	$ 8,750	0.04%	0.08%	2.4
> 3 to ≤ 5 years	16,800	0.22%	0.06%	4.0	17,000	0.10%	0.08%	4.1
> 5 to ≤ 7 years	6,050	0.29%	0.05%	6.0	9,800	0.21%	0.08%	5.8
> 7 to ≤ 10 years	4,400	0.46%	0.05%	8.5	6,200	0.28%	0.07%	8.5
> 10 years	1,475	0.47%	0.05%	13.2	1,475	0.47%	0.07%	14.2
Total	$ 51,225	0.20%	0.05%	4.0	$ 43,225	0.15%	0.08%	5.1

Pay Fixed / Receive Variable Interest Rate Swaps by Receive Index (% of Notional Amount)	**December 31, 2021**	**December 31, 2020**
SOFR	75 %	71 %
OIS	25 %	29 %
Total	100 %	100 %

Swaptions	Option			Underlying Payer Swap		
Current Option Expiration Date	Cost Basis	Fair Value	Average Months to Current Option Expiration Date [1]	Notional Amount	Average Fixed Pay Rate [2]	Average Term (Years)
December 31, 2021						
≤ 1 year	$ 101	$ 64	6	$ 3,800	1.81%	8.5
> 1 year ≤ 2 years	128	147	20	5,150	1.69%	10.0
> 2 year ≤ 3 years	99	79	28	4,050	2.35%	10.0
Total	$ 328	$ 290	18	$ 13,000	1.93%	9.6
December 31, 2020						
≤ 1 year	$ 123	$ 15	5	$ 5,900	2.17%	9.2
> 1 year ≤ 2 years	41	33	20	2,000	1.38%	10.0
> 2 year ≤ 3 years	65	60	33	2,250	1.40%	10.0
> 3 year ≤ 4 years	8	8	40	250	1.43%	10.0
Total	$ 237	$ 116	15	$ 10,400	1.84%	9.5

1. As of December 31, 2021 and 2020, ≤ 1 year notional amount includes $700 million of Bermudan swaptions where the options may be exercised on predetermined dates up to their final exercise date, which is six months prior to the underlying swaps' maturity date.
2. As of December 31, 2021, 95% and 5% of the underlying swap receive rates were tied to SOFR and 3-Month LIBOR, respectively. As of December 31, 2020, 67% and 33% of the underlying swap receive rates were tied to SOFR and 3-Month LIBOR, respectively.

U.S. Treasury Securities	December 31, 2021			December 31, 2020		
Maturity	Face Amount Long/(Short)	Cost Basis [1]	Fair Value	Face Amount Long/(Short)	Cost Basis [1]	Fair Value
5 years	$ (310)	$ (306)	$ (293)	$ (425)	$ (425)	$ (425)
7 years	(1,218)	(1,218)	(1,206)	(1,083)	(1,081)	(1,089)
10 years	(7,590)	(7,593)	(7,727)	(9,780)	(9,862)	(10,213)
Total U.S. Treasury securities	$ (9,118)	$ (9,117)	$ (9,226)	$ (11,288)	$ (11,368)	$ (11,727)

1. As of December 31, 2021 and 2020, short U.S. Treasury securities totaling $(9.7) billion and $(11.7) billion, at fair value, respectively, had a weighted average yield of 1.56% and 1.20%, respectively, and, as of December 31, 2021, long U.S. Treasury securities totaling $0.5 billion, at fair value, had a weighted average yield of 1.18% as of December 31, 2021.

U.S. Treasury Futures	December 31, 2021				December 31, 2020			
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]
10 years	$ (1,500)	$ (1,942)	$ (1,957)	$ (15)	$ (1,000)	$ (1,379)	$ (1,381)	$ (2)

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 [2]	December 31, 2021 Notional Amount Long (Short)	Cost Basis	Fair Value	Net Carrying Value [1]	December 31, 2020 Notional Amount Long (Short)	Cost Basis	Fair Value	Net Carrying Value [1]
15-Year TBA securities:								
≤ 2.0%	$ 2,039	$ 2,056	$ 2,059	3	$ 6,540	$ 6,708	$ 6,771	$ 63
2.5%	—	—	—	—	200	208	209	1
Total 15-Year TBA securities	2,039	2,056	2,059	3	6,740	6,916	6,980	64
30-Year TBA securities:								
≤ 2.0%	2,892	2,872	2,874	2	19,805	20,314	20,480	166
2.5%	17,602	17,953	17,914	(39)	3,167	3,291	3,335	44
3.0%	3,559	3,692	3,682	(10)	528	552	553	1
3.5%	581	611	611	—	124	131	131	—
Total 30-Year TBA securities, net	24,634	25,128	25,081	(47)	23,624	24,288	24,499	211
Total TBA securities, net	$ 26,673	$ 27,184	$ 27,140	$ (44)	$ 30,364	$ 31,204	$ 31,479	$ 275

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.
2. Table excludes forward settling non-Agency securities totaling $0.4 billion market value and $0.2 million net carrying value as of December 31, 2021.

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 fiscal years 2021, 2020 and 2019 (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]
Fiscal Year 2021:					
TBA securities, net	$ 30,364	352,658	(356,349)	$ 26,673	$ (552)
Forward settling non-Agency securities	$ —	1,800	(1,350)	$ 450	5
Interest rate swaps - payer	$ 43,225	9,000	(1,000)	$ 51,225	1,117
Payer swaptions	$ 10,400	8,050	(5,450)	$ 13,000	23
U.S. Treasury securities - short position	$ (11,287)	(12,691)	14,388	$ (9,590)	444
U.S. Treasury securities - long position	$ —	7,618	(7,146)	$ 472	(25)
U.S. Treasury futures contracts - short position	$ (1,000)	(6,000)	5,500	$ (1,500)	42
					$ 1,054
Fiscal Year 2020:					
TBA securities, net	$ 7,322	286,586	(263,544)	$ 30,364	$ 1,497
Interest rate swaps - payer	$ 79,075	101,950	(137,800)	$ 43,225	(2,766)
Payer swaptions	$ 8,850	7,000	(5,450)	$ 10,400	(156)
U.S. Treasury securities - short position	$ (9,224)	(18,912)	16,849	$ (11,287)	(905)
U.S. Treasury securities - long position	$ 95	7,011	(7,106)	$ —	102
U.S. Treasury futures contracts - short position	$ (1,000)	(4,000)	4,000	$ (1,000)	(106)
					$ (2,334)

Fiscal Year 2019:						
TBA securities, net	$ 7,152	95,169	(94,999)	$ 7,322	$	411
Interest rate swaps - payer	$ 51,625	166,975	(139,525)	$ 79,075		(1,645)
Interest rate swaps - receiver	$ —	(175)	175	$ —		—
Payer swaptions	$ 3,500	7,650	(2,300)	$ 8,850		(26)
U.S. Treasury securities - short position	$ (21,345)	(12,601)	24,722	$ (9,224)		(967)
U.S. Treasury securities - long position	$ 45	1,776	(1,726)	$ 95		11
U.S. Treasury futures contracts - short position	$ (1,650)	(5,300)	5,950	$ (1,000)		(109)
					$	(2,325)

1. Amounts exclude other miscellaneous gains and losses recognized in gain (loss) on derivative instruments and other securities, net in our consolidated statements of comprehensive income. Amounts for fiscal year 2020 exclude $146 million of losses on debt extinguishment (see Note 4).

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 December 31, 2021, 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 December 31, 2021, approximately 7% 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 December 31, 2021 and 2020 (in millions):

	December 31, 2021			
Assets Pledged to Counterparties [1]	**Repurchase Agreements [2]**	**Debt of Consolidated VIEs**	**Derivative Agreements and Other [3]**	**Total**
Agency RMBS - fair value	$ 46,943	$ 208	$ 739	$ 47,890
CRT - fair value	510	—	—	510
Non-Agency - fair value	571	—	—	571
U.S. Treasury securities - fair value	1,084	—	208	1,292
Accrued interest on pledged securities	117	1	2	120
Restricted cash	15	—	512	527
Total	$ 49,240	$ 209	$ 1,461	$ 50,910

	December 31, 2020			
Assets Pledged to Counterparties [1]	**Repurchase Agreements [2]**	**Debt of Consolidated VIEs**	**Derivative Agreements and Other [3]**	**Total**
Agency RMBS - fair value	$ 53,401	$ 295	$ 623	$ 54,319
CRT - fair value	455	—	—	455
Non-Agency - fair value	458	—	—	458
Accrued interest on pledged securities	147	1	2	150
Restricted cash	417	—	890	1,307
Total	$ 54,878	$ 296	$ 1,515	$ 56,689

1. Includes repledged assets received as collateral from counterparties and securities sold but not yet settled.
2. Includes $81 million and $119 million of retained interests in our consolidated VIEs pledged as collateral under repurchase agreements as of December 31, 2021 and 2020, respectively.
3. Includes deposits under brokerage and clearing agreements.

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 December 31, 2021 and 2020 (in millions). For the corresponding borrowings associated with the following amounts and the interest rates thereon, refer to Note 4.

	December 31, 2021			December 31, 2020		
Securities Pledged by Remaining Maturity of Repurchase Agreements [1,2]	**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**
≤ 30 days	$ 24,548	$ 24,075	$ 61	$ 29,674	$ 28,208	$ 82
> 30 and ≤ 60 days	7,869	7,735	19	8,438	8,013	23
> 60 and ≤ 90 days	7,006	6,906	16	5,782	5,495	16
> 90 days	9,073	9,036	21	10,420	10,068	26
Total	$ 48,496	$ 47,752	$ 117	$ 54,314	$ 51,784	$ 147

1. Includes $81 million and $119 million of retained interests in our consolidated VIEs pledged as collateral under repurchase agreements as of December 31, 2021 and 2020, respectively.
2. Excludes $0.6 billion of repledged U.S. Treasury securities received as collateral from counterparties as of December 31, 2021.

Assets Pledged from Counterparties

As of December 31, 2021 and 2020, we had assets pledged to us from counterparties as collateral under our reverse repurchase and derivative agreements summarized in the tables below (in millions).

Assets Pledged to AGNC	December 31, 2021 Reverse Repurchase Agreements	Derivative Agreements	Repurchase Agreements	Total	December 31, 2020 Reverse Repurchase Agreements	Derivative Agreements	Repurchase Agreements	Total
U.S. Treasury securities - fair value [1]	$ 10,420	$ —	$ 11	$ 10,431	$ 11,727	$ —	$ 13	$ 11,740
Cash	—	303	7	310	—	107	3	110
Total	$ 10,420	$ 303	$ 18	$ 10,741	$ 11,727	$ 107	$ 16	$ 11,850

1. As of December 31, 2021 and 2020, amounts include $9.7 billion and $11.7 billion, respectively, of U.S. Treasury securities received from counterparties that were used to cover short sales of U.S. Treasury securities.

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 December 31, 2021 and 2020 (in millions):

	Offsetting of Financial and Derivative Assets					
	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Consolidated Balance Sheets	Net Amounts of Assets Presented in the Consolidated Balance Sheets	Gross Amounts Not Offset in the Consolidated Balance Sheets: Financial Instruments	Gross Amounts Not Offset in the Consolidated Balance Sheets: Collateral Received [2]	Net Amount
December 31, 2021						
Interest rate swap and swaption agreements, at fair value [1]	$ 290	$ —	$ 290	$ —	$ (290)	$ —
TBA and forward settling non-Agency securities, at fair value	27	—	27	(27)	—	—
Receivable under reverse repurchase agreements	10,475	—	10,475	(6,087)	(4,381)	7
Total	$ 10,792	$ —	$ 10,792	$ (6,114)	$ (4,671)	$ 7
December 31, 2020						
Interest rate swap and swaption agreements, at fair value [1]	$ 116	$ —	$ 116	$ —	$ (105)	$ 11
TBA securities, at fair value	275	—	275	—	—	275
Receivable under reverse repurchase agreements	11,748	—	11,748	(6,522)	(5,223)	3
Total	$ 12,139	$ —	$ 12,139	$ (6,522)	$ (5,328)	$ 289

	Offsetting of Financial and Derivative Liabilities					
	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Consolidated Balance Sheets	Net Amounts of Liabilities Presented in the Consolidated Balance Sheets	Gross Amounts Not Offset in the Consolidated Balance Sheets: Financial Instruments	Gross Amounts Not Offset in the Consolidated Balance Sheets: Collateral Pledged [2]	Net Amount
December 31, 2021						
TBA and forward settling non-Agency securities, at fair value	$ 71	$ —	$ 71	$ (27)	$ (44)	$ —
Repurchase agreements	47,381	—	47,381	(6,087)	(41,294)	—
Total	$ 47,452	$ —	$ 47,452	$ (6,114)	$ (41,338)	$ —
December 31, 2020						
Repurchase agreements	$ 52,366	$ —	$ 52,366	$ (6,522)	$ (45,844)	$ —
Total	$ 52,366	$ —	$ 52,366	$ (6,522)	$ (45,844)	$ —

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 December 31, 2021 and 2020, 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.

	December 31, 2021			December 31, 2020		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Assets:						
Agency securities	$ —	$ 52,396	$ —	$ —	$ 64,836	$ —
Agency securities transferred to consolidated VIEs	—	208	—	—	295	—
Credit risk transfer securities	—	974	—	—	737	—
Non-Agency securities	—	843	—	—	546	—
U.S. Treasury securities	471	—	—	—	—	—
Interest rate swaps [1]	—	—	—	—	—	—
Swaptions	—	290	—	—	116	—
TBA and forward settling securities	—	27	—	—	275	—
Total	$ 471	$ 54,738	$ —	$ —	$ 66,805	$ —
Liabilities:						
Debt of consolidated VIEs	$ —	$ 126	$ —	$ —	$ 177	$ —
Obligation to return U.S. Treasury securities borrowed under reverse repurchase agreements	9,697	—	—	11,727	—	—
Interest rate swaps [1]	—	—	—	—	—	—
TBA and forward settling securities	—	71	—	—	—	—
U.S. Treasury futures	15	—	—	2	—	—
Total	$ 9,712	$ 197	$ —	$ 11,729	$ 177	$ —

1. As of December 31, 2021 and 2020, 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 $1.6 billion and $0.4 billion, respectively, based on "Level 2" inputs. See Note 2 for additional details.

Excluded from the table above are financial instruments presented in our consolidated financial statements at cost. The fair value of our repurchase agreements approximated cost as of December 31, 2021 and 2020, as 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.

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") outstanding for the period granted under our long-term incentive program to employees and non-employee Board of Directors. Diluted net income (loss) per common share assumes the issuance of all potential common stock equivalents unless the effect is to reduce a loss or increase the 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):

	Fiscal Year		
	2021	2020	2019
Weighted average number of common shares issued and outstanding	526.5	550.6	540.2
Weighted average number of fully vested restricted stock units outstanding	1.6	1.0	0.4
Weighted average number of common shares outstanding - basic	528.1	551.6	540.6
Weighted average number of dilutive unvested restricted stock units outstanding	1.9	—	0.8
Weighted average number of common shares outstanding - diluted	530.0	551.6	541.4
Net income (loss) available (attributable) to common stockholders	$ 649	$ (362)	$ 628
Net income (loss) per common share - basic	$ 1.23	$ (0.66)	$ 1.16
Net income (loss) per common share - diluted	$ 1.22	$ (0.66)	$ 1.16

For fiscal year 2020 1.1 million of potentially dilutive unvested time and performance based RSUs outstanding were excluded from the computation of diluted net income (loss) per common share because to do so would have been anti-dilutive for the period.

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 December 31, 2021 and 2020, 13,800, 10,350, 16,100 and 23,000 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 and 6.125% Series F Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, respectively, (referred to as "Series C, D, E and F Preferred Stock", respectively). As of December 31, 2021 and 2020, 13,000, 9,400, 16,100 and 23,000 shares of Series C, D, E and F 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 December 31, 2021 (dollars and shares in millions):

Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock [1]	Issuance Date	Depositary Shares Issued and Outstanding	Carrying Value	Aggregate Liquidation Preference	Fixed Rate	Optional Redemption Date [2]	Fixed-to-Floating Rate Conversion Date	Floating Annual Rate
Series C	August 22, 2017	13.0	315	325	7.000%	October 15, 2022	October 15, 2022	3M LIBOR + 5.111%
Series D	March 6, 2019	9.4	227	235	6.875%	April 15, 2024	April 15, 2024	3M LIBOR + 4.332%
Series E	October 3, 2019	16.1	390	403	6.500%	October 15, 2024	October 15, 2024	3M LIBOR + 4.993%
Series F	February 11, 2020	23.0	557	575	6.125%	April 15, 2025	April 15, 2025	3M LIBOR + 4.697%
Total		61.5	$ 1,489	$ 1,538				

1. Fixed-to-floating rate redeemable preferred stock accrue dividends at an 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 conversion date; thereafter, dividends will accrue on a floating rate basis equal to 3-month LIBOR plus a fixed spread.
2. 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 of Directors 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 sold under such sales agreements during fiscal years 2020 and 2019 (in millions, except for per share data). During fiscal year 2021, we did not issue shares under this program. As of December 31, 2021, shares of our common stock with an aggregate offering price of $1.25 billion remained authorized for issuance under this program through June 11, 2024.

ATM Offerings	Average Price Received Per Share, Net	Shares	Net Proceeds
Fiscal Year 2020	$16.46	26.7	$ 439
Fiscal Year 2019	$16.67	11.4	$ 190

Common Stock Repurchase Program

We are authorized by our Board of Directors to repurchase shares of our common stock in open market or through privately negotiated transactions or pursuant to a trading plan that may be adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The following table includes a summary of shares of our common stock repurchased during fiscal years 2021, 2020 and 2019 (in millions, except for per share data). As of December 31, 2021, shares of our common stock with an aggregate repurchase price of $958 million remained authorized for repurchase through December 31, 2022.

Common Stock Repurchases	Average Price Paid Per Share [1]	Shares	Net Cost
Fiscal Year 2021 [2]	$15.96	17.7	$ 281
Fiscal Year 2020	$13.33	28.2	$ 378
Fiscal Year 2019	$14.90	6.9	$ 103

1. Average price paid per share includes transaction costs.
2. Includes December 2020 share repurchases that settled in January 2021 totaling $24 million, or 1.6 million shares.

Distributions to Stockholders

The following table summarizes dividends declared during fiscal years 2021, 2020 and 2019 (in millions, except per share amounts):

	Dividends Declared		Dividends Declared Per Share [1]
Series B Preferred Stock			
Fiscal year 2019	$	12	$ 1.673785
Series C Preferred Stock			
Fiscal year 2021	$	23	$ 1.750000
Fiscal year 2020	$	23	$ 1.750000
Fiscal year 2019	$	23	$ 1.750000
Series D Preferred Stock			
Fiscal year 2021	$	16	$ 1.718750
Fiscal year 2020	$	16	$ 1.718750
Fiscal year 2019	$	14	$ 1.475263
Series E Preferred Stock			
Fiscal year 2021	$	26	$ 1.625000
Fiscal year 2020	$	26	$ 1.625000
Fiscal year 2019	$	7	$ 0.460420
Series F Preferred Stock			
Fiscal year 2021	$	35	$ 1.531250
Fiscal year 2020	$	33	$ 1.420658
Common Stock			
Fiscal year 2021	$	757	$ 1.440000
Fiscal year 2020	$	858	$ 1.560000
Fiscal year 2019	$	1,081	$ 2.000000

1. Preferred stock per share amounts are per depositary share.

The following table summarizes our tax characterization of distributions to stockholders for fiscal years 2021, 2020 and 2019. Distributions included in the table below are based on the fiscal tax year for which the distribution is attributed to for stockholders in accordance with rules promulgated under the Internal Revenue Code:

		Tax Characterization [1]				
Fiscal Tax Year	Distribution Rate [1]	Ordinary Dividend Per Share	Qualified Dividends	Capital Gain Dividend Per Share	Non-Dividend Distributions	Section 199A Dividend
Series B Preferred Stock						
Fiscal year 2019	$ 2.158160	$ 2.158160	$ —	$ —	$ —	$ 2.158160
Series C Preferred Stock						
Fiscal year 2021	$ 1.750000	$ 0.341718	$ —	$ 0.095782	$ 1.312500	$ 0.341718
Fiscal year 2020	$ 1.750000	$ 0.570268	$ —	$ 1.179732	$ —	$ 0.570268
Fiscal year 2019	$ 1.750000	$ 1.750000	$ —	$ —	$ —	$ 1.750000
Series D Preferred Stock						
Fiscal year 2021	$ 1.718750	$ 0.335616	$ —	$ 0.094072	$ 1.289063	$ 0.335616
Fiscal year 2020	$ 1.718750	$ 0.560086	$ —	$ 1.158664	$ —	$ 0.560086
Fiscal year 2019	$ 1.045575	$ 1.045575	$ —	$ —	$ —	$ 1.045575
Series E Preferred Stock						
Fiscal year 2021	$ 1.625000	$ 0.317310	$ —	$ 0.088940	$ 1.218750	$ 0.317310
Fiscal year 2020	$ 1.679170	$ 0.547188	$ —	$ 1.131982	$ —	$ 0.547188
Series F Preferred Stock						
Fiscal year 2021	$ 1.531250	$ 0.299004	$ —	$ 0.083809	$ 1.148438	$ 0.299004
Fiscal year 2020	$ 1.037845	$ 0.338201	$ —	$ 0.699644	$ —	$ 0.338201
Common Stock						
Fiscal year 2021	$ 1.320000	$ 0.095930	$ —	$ 0.026889	$ 1.197181	$ 0.095930
Fiscal year 2020	$ 1.720000	$ 0.560492	$ —	$ 1.159508	$ —	$ 0.560492
Fiscal year 2019	$ 2.020000	$ 1.159504	$ —	$ —	$ 0.860496	$ 1.159504

1. Preferred stock per share amounts are per depositary share.

Accumulated Other Comprehensive Income (Loss)

The following table summarizes changes to accumulated OCI for fiscal years 2021, 2020 and 2019 (in millions):

	Fiscal Year		
Accumulated Other Comprehensive Income (Loss)	**2021**	**2020**	**2019**
Beginning Balance	$ 719	$ 97	$ (943)
OCI before reclassifications	(382)	703	1,031
Net loss amounts for available-for-sale securities reclassified from accumulated OCI to realized gain (loss) on sale of investment securities, net	(36)	(81)	9
Ending Balance	$ 301	$ 719	$ 97

Note 10. Stock-Based Compensation

During fiscal years 2021, 2020 and 2019, we granted RSU awards to employees with a grant date fair value of $8 million, $7 million and $7 million, respectively, which generally vest annually over a three-year period, and we granted RSU awards to independent directors of $0.9 million, $0.8 million and $0.5 million, respectively, which vest at the end of a one-year period from grant date. We also granted PSU awards to employees which generally vest at the end of a three-year period provided that specified performance criteria are met. The performance criteria are based on a formula tied to our achievement of long-term economic returns consisting of the change in tangible net book value and dividends paid per common share on an absolute basis

and relative to a select group of our peers. The fair value of the PSU awards granted during fiscal years 2021, 2020 and 2019 as of the grant date was $10 million, $10 million and $9 million, respectively, assuming the target levels of performance are achieved. The actual value of the awards will vary within a range of 0% to 200% of the target based on the actual performance achieved relative to the targets.

Our 2016 Equity Plan, as amended, authorizes a total of 40 million shares of our common stock that may be used to satisfy awards granted under the Plan, subject to the share counting rules set forth within the Plan. As of December 31, 2021, 33.1 million shares remained available for awards under the 2016 Equity Plan. For purposes of determining the total number of shares available for awards under the 2016 Equity Plan, available shares are reduced by (i) shares issued for vested awards, net of units withheld to cover minimum statutory tax withholding requirements paid by us in cash on behalf of the employee, (ii) outstanding unvested awards, (iii) outstanding previously vested awards, if distribution of such awards has been deferred beyond the vesting date ("deferred awards"), and (iv) accrued dividend equivalent units on outstanding awards through December 31, 2021. Unvested PSU awards assume the maximum potential payout under the terms of the award. As of December 31, 2021, 1.6 million of deferred awards, including accrued dividend equivalents, were outstanding.

During fiscal years 2021, 2020 and 2019, we recognized compensation expense of $21.4 million, $20.6 million and $13.7 million, respectively, for stock-based awards to employees and we recognized other operating expense of $0.8 million, $0.7 million and $0.5 million, respectively, for stock-based awards to independent directors. As of December 31, 2021, we had unrecognized expense related to stock-based awards of approximately $13 million, which is expected to be recognized over a weighted average period of 1.8 years.

The following tables summarizes awards under our 2016 Equity Plan for fiscal years 2021, 2020 and 2019:

RSU Awards	RSU Awards	Weighted Average Grant Date Fair Value [1]	Weighted Average Vest Date Fair Value
Unvested balance as of December 31, 2018	501,913	$ 16.08	$ —
Granted	432,149	$ 17.59	$ —
Accrued RSU dividend equivalents	83,355	$ —	$ —
Vested	(252,375)	$ 15.30	$ 17.91
Forfeitures	(6,812)	$ 16.00	$ —
Unvested balance as of December 31, 2019	758,230	$ 15.44	$ —
Granted	433,414	$ 18.60	$ —
Accrued RSU dividend equivalents	95,809	$ —	$ —
Vested	(377,244)	$ 14.82	$ 11.82
Forfeitures	(1,225)	$ 17.87	$ —
Unvested balance as of December 31, 2020	908,984	$ 15.57	$ —
Granted	567,426	$ 16.10	$ —
Accrued RSU dividend equivalents	84,976	$ —	$ —
Vested	(483,601)	$ 14.31	$ 16.64
Forfeitures	(27,758)	$ 15.98	$ —
Unvested balance as of December 31, 2021	1,050,027	$ 15.15	$ —

1. Accrued RSU award dividend equivalents have a weighted average grant date fair value of $0.

PSU Awards	PSUs at Target Performance Level	Weighted Average Grant Date Fair Value [1]	Weighted Average Vest Date Fair Value [1]
Unvested balance as of December 31, 2018	606,775	$ 16.08	$ —
Granted	494,016	$ 17.56	$ —
Accrued PSU dividend equivalents	123,594	$ —	$ —
Performance adjustment - Granted	95,427	$ 19.39	$ —
Performance adjustment - Accrued PSU dividend equivalents	35,825	$ —	$ —
Vested	—	$ —	$ —
Forfeitures	(4,224)	$ 15.84	$ —
Unvested balance as of December 31, 2019	1,351,413	$ 14.96	$ —
Granted	508,757	$ 19.62	$ —
Accrued PSU dividend equivalents	160,442	$ —	$ —
Performance adjustment - Granted	62,796	$ 17.98	$ —
Performance adjustment - Accrued PSU dividend equivalents	26,183	$ —	$ —
Vested	(482,806)	$ 13.84	$ 11.81
Forfeitures	—	$ —	$ —
Unvested balance as of December 31, 2020	1,626,785	$ 15.15	$ —
Granted	630,886	$ 15.96	$ —
Accrued PSU dividend equivalents	157,539	$ —	$ —
Performance adjustment - Granted	206,547	$ 17.56	$ —
Performance adjustment - Accrued PSU dividend equivalents	70,953	$ —	$ —
Vested	(466,224)	$ 12.86	$ 16.52
Forfeitures	(13,826)	$ 15.54	$ —
Unvested balance as of December 31, 2021	2,212,660	$ 14.52	$ —

1. Accrued PSU award dividend equivalents have a weighted average grant date fair value of $0.

Note 11. Income Taxes

We did not incur a tax liability for fiscal years ended 2020 and 2019 and we do not expect to incur an income tax liability for fiscal year 2021.

Based on our analysis of any potential uncertain income tax positions, we concluded that we do not have any uncertain tax positions that meet the recognition or measurement criteria of ASC 740 as of December 31, 2021 or prior periods. Our tax returns for tax years 2018 and forward are open to examination by the IRS. If we incur income tax related interest and penalties, our policy is to classify them as a component of provision for income taxes.

Item 9. ***Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

None.

Item 9A. ***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 December 31, 2021. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective.

Management's Report on Internal Control over Financial Reporting

Management Report on Internal Control over Financial Reporting is included in "Item 8. Financial Statements and Supplementary Data."

Attestation Report of Registered Public Accounting Firm

The attestation report of our registered public accounting firm is included in "Item 8. Financial Statements and Supplementary Data."

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.

Item 9B. ***Other Information***

None.

PART III.

Item 10. ***Directors, Executive Officers and Corporate Governance***

Information in response to this Item is incorporated herein by reference to the information provided in our Proxy Statement for our 2022 Annual Meeting of Stockholders (the "2022 Proxy Statement") under the headings "PROPOSAL 1: ELECTION OF DIRECTORS", "EXECUTIVE OFFICERS OF REGISTRANT", and "BOARD AND GOVERNANCE MATTERS."

Item 11. ***Executive Compensation***

Information in response to this Item is incorporated herein by reference to the information provided in the 2022 Proxy Statement under the headings "PROPOSAL 1: ELECTION OF DIRECTORS", "EXECUTIVE COMPENSATION", "COMPENSATION DISCUSSION AND ANALYSIS", "REPORT OF THE COMPENSATION AND CORPORATE GOVERNANCE COMMITTEE", and "COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION."

Item 12. ***Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

Information in response to this Item is incorporated herein by reference to the information provided in the 2022 Proxy Statement under the heading "SECURITY OWNERSHIP OF MANAGEMENT AND CERTAIN BENEFICIAL OWNERS."

Item 13. ***Certain Relationships and Related Transactions, and Director Independence***

Information in response to this Item is incorporated herein by reference to the information provided in the 2022 Proxy Statement under the headings "CERTAIN TRANSACTIONS WITH RELATED PERSONS" and "PROPOSAL 1: ELECTION OF DIRECTORS."

Item 14. ***Principal Accounting Fees and Services***

Information in response to this Item is incorporated herein by reference to the information provided in the 2022 Proxy Statement under the heading "PROPOSAL 3: RATIFICATION OF APPOINTMENT OF INDEPENDENT PUBLIC ACCOUNTANT."

PART IV.

Item 15. ***Exhibits and Financial Statement Schedules***

(a) List of documents filed as part of this report:

(1) The following financial statements are filed herewith:

Consolidated Balance Sheets as of December 31, 2021 and 2020
Consolidated Statements of Comprehensive Income for fiscal years 2021, 2020 and 2019
Consolidated Statements of Stockholders' Equity for fiscal years 2021, 2020 and 2019
Consolidated Statements of Cash Flows for fiscal years 2021, 2020 and 2019

(2) The following exhibits are filed herewith or incorporated herein by reference

Exhibit No.	Description
3.1	AGNC Investment Corp. Amended and Restated Certificate of Incorporation, as amended, filed herewith.
*3.2	AGNC Investment Corp. Fourth Amended and Restated Bylaws, as amended, incorporated herein by reference to Exhibit 3.1 of Form 8-K (File No. 001-34057), filed March 11, 2021.
*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.
4.1	Instruments defining the rights of holders of securities: See Article IV of our Amended and Restated Certificate of Incorporation, as amended (included in Exhibit 3.1).
4.2	Instruments defining the rights of holders of securities: See Article VI of our Fourth Amended and Restated Bylaws, as amended (included in Exhibit 3.1).
*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, 2016 (File No. 001-34057), filed November 7, 2016.
*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	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.
*4.9	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 4.8), incorporated herein by reference to Exhibit A of Exhibit 4.2 of Form 8-K (File No. 001-34057) filed August 22, 2017.
*4.10	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.
*4.11	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 4.10), incorporated herein by reference to Exhibit A of Exhibit 4.2 of Form 8-K (File No. 001-34057) filed March 6, 2019.
*4.12	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.
*4.13	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 4.12), incorporated herein by reference to Exhibit A of Exhibit 4.2 of Form 8-K (File No. 001-34057) filed October 3, 2019.
*4.14	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.
*4.15	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 4.14), incorporated herein by reference to Exhibit A of Exhibit 4.1 of Form 8-K (File No. 001-34057) filed February 11, 2020.
4.16	Description of the Registrant's Securities, filed herewith.
†* 10.1	Form of Indemnification Agreement, incorporated herein by reference to Exhibit 10.1 of Form 8-K (File No. 001-34057) filed October 25, 2021.
†* 10.2	Fifth Amended and Restated Employment Agreement, dated December 10, 2020, by and between AGNC Mortgage Management, LLC and Gary Kain, incorporated herein by reference to Exhibit 10.1 of Form 8-K (File No. 001-34057), filed December 10, 2020.
†* 10.3	Second Amended and Restated Employment Agreement, dated December 10, 2020, by and between AGNC Mortgage Management, LLC and Peter Federico, incorporated herein by reference to Exhibit 10.2 of Form 8-K (File No. 001-34057), filed December 10, 2020.
†* 10.4	Second Amended and Restated Employment Agreement, dated December 10, 2020, by and between AGNC Mortgage Management, LLC and Christopher Kuehl, incorporated herein by reference to Exhibit 10.3 of Form 8-K (File No. 001-34057), filed December 10, 2020.
†* 10.5	Amended and Restated Employment Agreement, dated January 22, 2021, by and between AGNC Mortgage Management, LLC and Bernice Bell, incorporated herein by reference to Exhibit 10.1 of Form 8-K (File No. 001-34057), filed January 22, 2021.
†* 10.6	First Amendment to Amended and Restated Employment Agreement dated January 21, 2022 between AGNC Mortgage Management, LLC and Bernice Bell, incorporated herein by reference to Exhibit 10.1 of Form 8-K (File No. 001-34057), filed January 21, 2022.

†* 10.7	Amended and Restated Employment Agreement, dated January 22, 2021, by and between AGNC Mortgage Management, LLC and Aaron Pas, incorporated herein by reference to Exhibit 10.2 of Form 8-K (File No. 001-34057), filed January 22, 2021.
† 10.8	First Amendment to Amended and Restated Employment Agreement dated January 21, 2022 between AGNC Mortgage Management, LLC and Aaron Pas, filed herewith.
†* 10.9	Amended and Restated Employment Agreement, dated January 22, 2021, by and between AGNC Mortgage Management, LLC and Kenneth Pollack, incorporated herein by reference to Exhibit 10.15 of Form 10-K (File No. 001-34057), filed February 26, 2021.
†* 10.10	First Amendment to Amended and Restated Employment Agreement dated January 21, 2022 between AGNC Mortgage Management, LLC and Kenneth Pollack, incorporated herein by reference to Exhibit 10.2 of Form 8-K (File No. 001-34057), filed January 21, 2022.
† 10.11	Amended and Restated AGNC Investment Corp. 2016 Equity and Incentive Compensation Plan, filed herewith.
†* 10.12	Form of AGNC Investment Corp. 2016 Equity and Incentive Compensation Plan Restricted Stock Unit Agreement for Section 16 Officers with Employment Contracts, incorporated herein by reference to Exhibit 10.8 of Form 10-K (File No. 001-34057), filed February 27, 2017.
†* 10.13	Form of AGNC Investment Corp. 2016 Equity and Incentive Compensation Plan Performance-Based Restricted Stock Unit Agreement for Section 16 Officers with Employment Contracts, incorporated herein by reference to Exhibit 10.9 of Form 10-K (File No. 001-34057), filed February 27, 2017.
†* 10.14	Form of AGNC Investment Corp. 2016 Equity and Incentive Compensation Plan Restricted Stock Unit Agreement for Section 16 Officers without Employment Contracts, incorporated herein by reference to Exhibit 10.10 of Form 10-K (File No. 001-34057), filed February 27, 2017.
†* 10.15	Form of AGNC Investment Corp. 2016 Equity and Incentive Compensation Plan Performance-Based Restricted Stock Unit Agreement for Section 16 Officers without Employment Contracts, incorporated herein by reference to Exhibit 10.11 of Form 10-K (File No. 001-34057), filed February 27, 2017.
†* 10.16	Form of AGNC Investment Corp. 2016 Equity and Incentive Compensation Plan Restricted Stock Unit Agreement for Non-Employee Directors, incorporated herein by reference to Exhibit 10.14 of Form 10-K (File No. 001-34057), filed February 26, 2018.
†* 10.17	Form of AGNC Investment Corp. 2016 Equity and Incentive Compensation Plan Deferred Stock Unit Agreement incorporated herein by reference to Exhibit 10 of Form 10-Q for the quarter ended September 30, 2018 (File No. 001-34057), filed November 5, 2018.
†* 10.18	Form of AGNC Investment Corp. 2016 Equity and Incentive Compensation Plan Restricted Stock Unit Agreement for Section 16 Officers with Retirement Provisions, incorporated herein by reference to Exhibit 10.15 of Form 10-K (File No. 001-34057), filed February 22, 2019.
†* 10.19	Form of AGNC Investment Corp. 2016 Equity and Incentive Compensation Plan Performance-Based Restricted Stock Unit Agreement for Section 16 Officers with Retirement Provisions, incorporated herein by reference to Exhibit 10.16 of Form 10-K (File No. 001-34057), filed February 22, 2019.
†* 10.20	Form of AGNC Investment Corp. 2016 Equity and Incentive Compensation Plan Performance-Based Restricted Stock Unit Agreement for Section 16 Officers with Employment Contracts, incorporated herein by reference to Exhibit 10.17 of Form 10-K (File No. 001-34057), filed February 22, 2019.
†* 10.21	Form of AGNC Investment Corp. 2016 Equity and Incentive Compensation Plan Restricted Stock Unit Agreement for Section 16 Officers with Retirement Provisions, incorporated herein by reference to Exhibit 10.26 of Form 10-K (File No. 001-34057), filed February 26, 2021.
†* 10.22	Form of AGNC Investment Corp. 2016 Equity and Incentive Compensation Plan Performance-Based Restricted Stock Unit Agreement for Section 16 Officers with Retirement Provisions, incorporated herein by reference to Exhibit 10.27 of Form 10-K (File No. 001-34057), filed February 26, 2021.

†* 10.23	Form of AGNC Investment Corp. 2016 Equity and Incentive Compensation Plan Restricted Stock Unit Agreement for Section 16 Officers with Employment Contracts, incorporated herein by reference to Exhibit 10.28 of Form 10-K (File No. 001-34057), filed February 26, 2021.
†* 10.24	Form of AGNC Investment Corp. 2016 Equity and Incentive Compensation Plan Performance-Based Restricted Stock Unit Agreement for Section 16 Officers with Employment Contracts, incorporated herein by reference to Exhibit 10.29 of Form 10-K (File No. 001-34057), filed February 26, 2021
*14	AGNC Investment Corp. Code of Ethics and Conduct, adopted January 23, 2020, incorporated herein by reference to Exhibit 14 of Form 10-K (File No. 001-34057), filed February 25, 2020.
21	Subsidiaries of the Company and jurisdiction of incorporation: 1) AGNC TRS, LLC, a Delaware limited liability company 2) Old Georgetown Insurance Co. LLC, a Missouri limited liability company 3) Bethesda Securities, LLC, a Delaware limited liability company 4) AGNC Mortgage Management, LLC, a Delaware limited liability company
23	Consent of Ernst & Young LLP, filed herewith.
24	Powers of Attorney of directors, filed herewith.
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

* 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: February 23, 2022

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name	Title	Date
/s/ PETER J. FEDERICO **Peter J. Federico**	Director, President and Chief Executive Officer (Principal Executive Officer)	February 23, 2022
/s/ BERNICE E. BELL **Bernice E. Bell**	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 23, 2022
/s/ GARY D. KAIN **Gary D. Kain**	Director, Executive Chair	February 23, 2022
* **Donna J. Blank**	Director	February 23, 2022
* **Morris A. Davis**	Director	February 23, 2022
* **John D. Fisk**	Director	February 23, 2022
* **Andrew A. Johnson, Jr.**	Director	February 23, 2022
* **Prue B. Larocca**	Director	February 23, 2022
* **Paul E. Mullings**	Director	February 23, 2022
* **Frances R. Spark**	Director	February 23, 2022

*By: /s/ KENNETH L. POLLACK

Kenneth L. Pollack
Attorney-in-fact