

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2020
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934
Commission file number 001-34057



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)

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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller Reporting Company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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

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

The number of shares of the issuer's common stock, \$0.01 par value, outstanding as of April 30, 2020 was 559,356,584.

AGNC INVESTMENT CORP.

TABLE OF CONTENTS

<u>PART I.</u>	<u>FINANCIAL INFORMATION</u>	
<u>Item 1.</u>	<u>Financial Statements</u>	<u>2</u>
<u>Item 2.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>24</u>
<u>Item 3.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>42</u>
<u>Item 4.</u>	<u>Controls and Procedures</u>	<u>46</u>
<u>PART II.</u>	<u>OTHER INFORMATION</u>	
<u>Item 1.</u>	<u>Legal Proceedings</u>	<u>46</u>
<u>Item 1A.</u>	<u>Risk Factors</u>	<u>46</u>
<u>Item 2.</u>	<u>Properties</u>	<u>48</u>
<u>Item 3.</u>	<u>Defaults upon Senior Securities</u>	<u>48</u>
<u>Item 4.</u>	<u>Mine Safety Disclosures</u>	<u>48</u>
<u>Item 5.</u>	<u>Other Information</u>	<u>48</u>
<u>Item 6.</u>	<u>Exhibits</u>	<u>49</u>
<u>Signatures</u>		<u>51</u>

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

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

	March 31, 2020	December 31, 2019
	(Unaudited)	
Assets:		
Agency securities, at fair value (including pledged securities of \$64,154 and \$92,608, respectively)	\$ 70,292	\$ 98,516
Agency securities transferred to consolidated variable interest entities, at fair value (pledged securities)	358	371
Credit risk transfer securities, at fair value (including pledged securities of \$360 and \$309, respectively)	574	976
Non-Agency securities, at fair value (including pledged securities of \$437 and \$0, respectively)	552	579
U.S. Treasury securities, at fair value (pledged securities)	3,721	97
Cash and cash equivalents	1,289	831
Restricted cash	1,978	451
Derivative assets, at fair value	664	190
Receivable for investment securities sold	—	—
Receivable under reverse repurchase agreements	4,938	10,181
Goodwill	526	526
Other assets	245	364
Total assets	\$ 85,137	\$ 113,082
Liabilities:		
Repurchase agreements	\$ 66,540	\$ 89,182
Debt of consolidated variable interest entities, at fair value	214	228
Payable for investment securities purchased	3,273	2,554
Derivative liabilities, at fair value	138	6
Dividends payable	113	104
Obligation to return securities borrowed under reverse repurchase agreements, at fair value	4,886	9,543
Accounts payable and other liabilities	175	424
Total liabilities	75,339	102,041
Stockholders' equity:		
Preferred Stock - aggregate liquidation preference of \$1,538 and \$963, respectively	1,489	932
Common stock - \$0.01 par value; 900 shares authorized; 567.7 and 540.9 shares issued and outstanding, respectively	6	5
Additional paid-in capital	14,334	13,893
Retained deficit	(6,592)	(3,886)
Accumulated other comprehensive income (loss)	561	97
Total stockholders' equity	9,798	11,041
Total liabilities and stockholders' equity	\$ 85,137	\$ 113,082

See accompanying notes to consolidated financial statements.

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

	Three Months Ended	
	March 31,	
	2020	2019
Interest income:		
Interest income	\$ 491	\$ 705
Interest expense	426	541
Net interest income	65	164
Other gain (loss), net:		
Gain on sale of investment securities, net	494	60
Unrealized gain on investment securities measured at fair value through net income, net	197	1,060
Loss on derivative instruments and other securities, net	(3,154)	(1,000)
Total other gain (loss), net:	(2,463)	120
Expenses:		
Compensation and benefits	13	10
Other operating expense	10	9
Total operating expense	23	19
Net income (loss)	(2,421)	265
Dividends on preferred stock	21	10
Net income (loss) available (attributable) to common stockholders	<u>\$ (2,442)</u>	<u>\$ 255</u>
Net income (loss)	\$ (2,421)	\$ 265
Unrealized gain on investment securities measured at fair value through other comprehensive income, net	464	400
Comprehensive income (loss)	(1,957)	665
Dividends on preferred stock	21	10
Comprehensive income (loss) available (attributable) to common stockholders	<u>\$ (1,978)</u>	<u>\$ 655</u>
Weighted average number of common shares outstanding - basic	548.0	536.7
Weighted average number of common shares outstanding - diluted	548.0	537.2
Net income (loss) per common share - basic	\$ (4.46)	\$ 0.48
Net income (loss) per common share - diluted	\$ (4.46)	\$ 0.47
Dividends declared per common share	\$ 0.48	\$ 0.54

See accompanying notes to consolidated financial statements.

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

	Preferred Stock	Common Stock		Additional Paid-in Capital	Retained Deficit	Accumulated Other Comprehensive Income (Loss)	Total
		Shares	Amount				
Balance, December 31, 2018	\$ 484	536.3	\$ 5	\$ 13,793	\$ (3,433)	\$ (943)	\$ 9,906
Net income	—	—	—	—	265	—	265
Other comprehensive income:							
Unrealized gain on available-for-sale securities, net	—	—	—	—	—	400	400
Stock-based compensation	—	—	—	2	—	—	2
Issuance of preferred stock, net of offering cost	227	—	—	—	—	—	227
Preferred dividends declared	—	—	—	—	(10)	—	(10)
Common dividends declared	—	—	—	—	(289)	—	(289)
Balance, March 31, 2019	<u>\$ 711</u>	<u>536.3</u>	<u>\$ 5</u>	<u>\$ 13,795</u>	<u>\$ (3,467)</u>	<u>\$ (543)</u>	<u>\$ 10,501</u>
Balance, December 31, 2019	\$ 932	540.9	\$ 5	\$ 13,893	\$ (3,886)	\$ 97	\$ 11,041
Net loss	—	—	—	—	(2,421)	—	(2,421)
Other comprehensive income:							
Unrealized gain on available-for-sale securities, net	—	—	—	—	—	464	464
Stock-based compensation	—	0.1	—	3	—	—	3
Issuance of preferred stock, net of offering cost	557	—	—	—	—	—	557
Issuance of common stock, net of offering cost	—	26.7	1	438	—	—	439
Preferred dividends declared	—	—	—	—	(21)	—	(21)
Common dividends declared	—	—	—	—	(264)	—	(264)
Balance, March 31, 2020	<u>\$ 1,489</u>	<u>567.7</u>	<u>\$ 6</u>	<u>\$ 14,334</u>	<u>\$ (6,592)</u>	<u>\$ 561</u>	<u>\$ 9,798</u>

See accompanying notes to consolidated financial statements.

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

	Three Months Ended March 31,	
	2020	2019
Operating activities:		
Net income (loss)	\$ (2,421)	\$ 265
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of premiums and discounts on mortgage-backed securities, net	384	142
Stock-based compensation	3	2
Gain on sale of investment securities, net	(494)	(60)
Unrealized gain on investment securities measured at fair value through net income, net	(197)	(1,060)
Loss on derivative instruments and other securities, net	3,154	1,000
(Increase) decrease in other assets	78	(35)
Increase (decrease) in accounts payable and other accrued liabilities	(160)	75
Net cash provided by operating activities	<u>347</u>	<u>329</u>
Investing activities:		
Purchases of Agency mortgage-backed securities	(23,339)	(16,038)
Purchases of credit risk transfer and non-Agency securities	(347)	(499)
Proceeds from sale of Agency mortgage-backed securities	49,596	4,694
Proceeds from sale of credit risk transfer and non-Agency securities	492	297
Principal collections on Agency mortgage-backed securities	3,743	1,889
Principal collections on credit risk transfer and non-Agency securities	11	5
Payments on U.S. Treasury securities	(17,907)	(7,550)
Proceeds from U.S. Treasury securities	8,795	5,103
Net proceeds from reverse repurchase agreements	5,275	1,526
Net payments on derivative instruments	(2,742)	(714)
Net cash provided by (used in) investing activities	<u>23,577</u>	<u>(11,287)</u>
Financing activities:		
Proceeds from repurchase arrangements	1,162,934	930,289
Payments on repurchase agreements	(1,185,576)	(919,321)
Payments on debt of consolidated variable interest entities	(16)	(13)
Net proceeds from preferred stock issuances	557	227
Net proceeds from common stock issuances	439	—
Cash dividends paid	(277)	(298)
Net cash provided by (used in) financing activities	<u>(21,939)</u>	<u>10,884</u>
Net change in cash, cash equivalents and restricted cash	1,985	(74)
Cash, cash equivalents and restricted cash at beginning of period	1,282	1,520
Cash, cash equivalents and restricted cash at end of period	<u>\$ 3,267</u>	<u>\$ 1,446</u>

See accompanying notes to consolidated financial statements.

AGNC INVESTMENT CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 1. Basis of Presentation

The unaudited interim consolidated financial statements of AGNC Investment Corp. (referred throughout this report as the "Company," "we," "us" and "our") are prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information and pursuant to the requirements for reporting on Form 10-Q and Article 10 of Regulation S-X. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. In the opinion of management, all adjustments, consisting solely of normal recurring accruals, necessary for the fair presentation of financial statements for the interim period have been included. The current period's results of operations are not necessarily indicative of results that ultimately may be achieved for the year.

Our unaudited interim consolidated financial statements include the accounts of all our wholly-owned subsidiaries and variable interest entities for which we are the primary beneficiary. Significant intercompany accounts and transactions have been eliminated.

Note 2. Organization

We were organized in Delaware on January 7, 2008 and commenced operations on May 20, 2008 following the completion of our initial public offering. Our common stock is traded on The Nasdaq Global Select Market under the symbol "AGNC."

We are internally managed, and our principal objective is to provide 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 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, after application of available tax attributes, within the limits prescribed by the Internal Revenue Code, which may extend into the subsequent tax year.

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 in other investments in, or related to, the housing, mortgage or real estate markets. We fund our investments primarily through borrowings structured as repurchase agreements.

Note 3. Summary of Significant Accounting Policies

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, overcollateralization 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 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. For the three months ended March 31, 2020 and 2019, we have not recognized any impairment losses on our available-for-sale securities through net income.

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 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 transactions under master repurchase agreements. Pursuant to ASC Topic 860, *Transfers and Servicing*, we account for repurchase transactions 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 Overnight Index Swap Rate ("OIS"), Secured Overnight Financing Rate ("SOFR") or three-month London Interbank Offered Rate ("LIBOR"). 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 premium paid for interest rate swaptions is reported as an asset in our consolidated balance sheets. 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.

Recent Accounting Pronouncements

In June 2016 the Financial Accounting Standards Board ("FASB") issued *Accounting Standards Update 2016-13, Financial Instruments - Credit Losses (Topic 326)*, which replaces the incurred loss impairment methodology in prior GAAP with a methodology that better reflects expected credit losses. For financial instruments carried at amortized cost, impairment will be measured as a current estimate of expected lifetime credit losses. For available-for-sale investment securities with changes in fair value recorded in accumulated other comprehensive income, the FASB made targeted improvements eliminating the write-down of available-for-sale securities under the "other-than-temporary" impairment model replacing it with an allowance for credit loss model. We adopted ASU 2016-13 effective January 1, 2020, which had no material effect on our financial results.

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 4. Investment Securities

As of March 31, 2020 and December 31, 2019, our investment portfolio consisted of \$71.8 billion and \$100.4 billion of investment securities, at fair value, respectively, and \$21.2 billion and \$7.4 billion of net TBA securities, at fair value, respectively. Our net TBA position is reported at its net carrying value of \$574 million and \$25 million as of March 31, 2020 and December 31, 2019, respectively, in derivative assets / (liabilities) on our accompanying consolidated balance sheets. The net carrying value of our TBA position represents the difference between the fair value of the underlying Agency security in the TBA contract and the cost basis or the forward price to be paid or received for the underlying Agency security.

As of March 31, 2020 and December 31, 2019, our investment securities had a net unamortized premium balance of \$2.6 billion and \$3.1 billion, respectively.

The following tables summarize our investment securities as of March 31, 2020 and December 31, 2019, excluding TBA securities, (dollars in millions). Details of our TBA securities as of each of the respective dates are included in Note 6.

Investment Securities	March 31, 2020		December 31, 2019	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Agency RMBS:				
Fixed rate	\$ 67,284	\$ 69,901	\$ 96,375	\$ 98,074
Adjustable rate	118	120	160	163
CMO	406	422	441	447
Interest-only and principal-only strips	138	165	146	164
Multifamily	37	42	37	39
Total Agency RMBS	67,983	70,650	97,159	98,887
Non-Agency RMBS	225	204	198	209
CMBS	360	348	352	370
CRT securities	775	574	961	976
Total investment securities	\$ 69,343	\$ 71,776	\$ 98,670	\$ 100,442

Investment Securities	March 31, 2020						
	Agency RMBS			Non-Agency			Total
	Fannie Mae	Freddie Mac	Ginnie Mae	RMBS	CMBS	CRT	
Available-for-sale securities:							
Par value	\$ 13,566	\$ 4,547	\$ 17	\$ —	\$ —	\$ —	\$ 18,130
Unamortized discount	(8)	(1)	—	—	—	—	(9)
Unamortized premium	600	232	—	—	—	—	832
Amortized cost	14,158	4,778	17	—	—	—	18,953
Gross unrealized gains	441	122	1	—	—	—	564
Gross unrealized losses	(3)	—	—	—	—	—	(3)
Total available-for-sale securities, at fair value	14,596	4,900	18	—	—	—	19,514
Securities remeasured at fair value through earnings:							
Par value	27,214	20,042	4	232	356	757	48,605
Unamortized discount	(24)	(2)	—	(10)	(3)	(3)	(42)
Unamortized premium	997	798	—	4	7	21	1,827
Amortized cost	28,187	20,838	4	226	360	775	50,390
Gross unrealized gains	1,223	890	—	—	6	1	2,120
Gross unrealized losses	(3)	(3)	—	(22)	(18)	(202)	(248)
Total securities remeasured at fair value through earnings	29,407	21,725	4	204	348	574	52,262
Total securities, at fair value	\$ 44,003	\$ 26,625	\$ 22	\$ 204	\$ 348	\$ 574	\$ 71,776
Weighted average coupon as of March 31, 2020	3.77%	3.93%	3.84%	4.16%	4.29%	4.27%	3.84%
Weighted average yield as of March 31, 2020 ¹	2.91%	2.95%	2.25%	4.13%	4.15%	2.27%	2.93%

1. Incorporates a weighted average future constant prepayment rate assumption of 14.5% based on forward rates as of March 31, 2020.

December 31, 2019

Investment Securities	Agency RMBS			Non-Agency			Total
	Fannie Mae	Freddie Mac	Ginnie Mae	RMBS	CMBS	CRT	
Available-for-sale securities:							
Par value	\$ 14,301	\$ 4,762	\$ 18	\$ —	\$ —	\$ —	\$ 19,081
Unamortized discount	(10)	(2)	—	—	—	—	(12)
Unamortized premium	711	276	—	—	—	—	987
Amortized cost	15,002	5,036	18	—	—	—	20,056
Gross unrealized gains	142	29	1	—	—	—	172
Gross unrealized losses	(50)	(25)	—	—	—	—	(75)
Total available-for-sale securities, at fair value	15,094	5,040	19	—	—	—	20,153
Securities remeasured at fair value through earnings:							
Par value	45,106	29,881	—	208	348	937	76,480
Unamortized discount	(68)	(2)	—	(10)	(3)	(2)	(85)
Unamortized premium	1,218	967	—	1	7	26	2,219
Amortized cost	46,256	30,846	—	199	352	961	78,614
Gross unrealized gains	991	691	—	10	19	18	1,729
Gross unrealized losses	(32)	(18)	—	—	(1)	(3)	(54)
Total securities remeasured at fair value through earnings	47,215	31,519	—	209	370	976	80,289
Total securities, at fair value	\$ 62,309	\$ 36,559	\$ 19	\$ 209	\$ 370	\$ 976	\$ 100,442
Weighted average coupon as of December 31, 2019	3.62%	3.75%	3.77%	4.05%	4.49%	5.07%	3.68%
Weighted average yield as of December 31, 2019 ¹	3.03%	3.09%	2.08%	4.39%	4.38%	4.05%	3.07%

1. Incorporates a weighted average future constant prepayment rate assumption of 10.8% based on forward rates as of December 31, 2019.

As of March 31, 2020 and December 31, 2019, our investments in CRT and non-Agency securities had the following credit ratings:

CRT and Non-Agency Security Credit Ratings ¹	March 31, 2020			December 31, 2019		
	CRT	RMBS	CMBS	CRT	RMBS	CMBS
AAA	\$ —	\$ —	\$ 34	\$ —	\$ —	\$ 43
AA	—	65	204	—	81	214
A	—	29	30	13	25	34
BBB	97	72	55	67	71	69
BB	233	23	25	471	21	10
B	175	5	—	308	4	—
Not Rated	69	10	—	117	7	—
Total	\$ 574	\$ 204	\$ 348	\$ 976	\$ 209	\$ 370

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 March 31, 2020 and December 31, 2019, 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 14.5% and 10.8%, respectively. Our estimates can differ materially for different securities and thus our individual holdings have a wide range of projected CPRs. The following table summarizes our investments as of March 31, 2020 and December 31, 2019 according to their estimated weighted average life classification (dollars in millions):

Estimated Weighted Average Life of Investment Securities	March 31, 2020				December 31, 2019			
	Fair Value	Amortized Cost	Weighted Average Coupon	Weighted Average Yield	Fair Value	Amortized Cost	Weighted Average Coupon	Weighted Average Yield
≤ 3 years	\$ 2,790	\$ 2,866	3.49%	2.31%	\$ 2,671	\$ 2,654	3.54%	2.61%
> 3 years and ≤ 5 years	23,997	23,169	4.04%	2.96%	10,822	10,563	3.85%	3.20%
> 5 years and ≤ 10 years	44,910	43,213	3.75%	2.95%	86,492	85,002	3.67%	3.07%
> 10 years	79	95	3.50%	3.60%	457	451	3.31%	3.06%
Total	\$ 71,776	\$ 69,343	3.84%	2.93%	\$ 100,442	\$ 98,670	3.68%	3.07%

The following table presents the gross unrealized loss and fair values of securities classified as available-for-sale by length of time that such securities have been in a continuous unrealized loss position as of March 31, 2020 and December 31, 2019 (in millions):

Securities Classified as Available-for-Sale	Unrealized Loss Position For					
	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
March 31, 2020	\$ 7	\$ (1)	\$ 231	\$ (2)	\$ 238	\$ (3)
December 31, 2019	\$ 1,653	\$ (12)	\$ 6,984	\$ (63)	\$ 8,637	\$ (75)

Gains and Losses on Sale of Investment Securities

The following table is a summary of our net gain (loss) from the sale of investment securities for the three months ended March 31, 2020 and 2019 by investment classification of accounting (in millions):

Investment Securities	Three Months Ended March 31,					
	2020			2019		
	Available-for-Sale Securities ²	Fair Value Option Securities	Total	Available-for-Sale Securities ²	Fair Value Option Securities	Total
Investment securities sold, at cost	\$ (155)	\$ (49,440)	\$ (49,595)	\$ (339)	\$ (4,562)	\$ (4,901)
Proceeds from investment securities sold ¹	156	49,933	50,089	335	4,626	4,961
Net gain (loss) on sale of investment securities	\$ 1	\$ 493	\$ 494	\$ (4)	\$ 64	\$ 60
Gross gain on sale of investment securities	\$ 1	\$ 567	\$ 568	\$ —	\$ 66	\$ 66
Gross loss on sale of investment securities	—	(74)	(74)	(4)	(2)	(6)
Net gain (loss) on sale of investment securities	\$ 1	\$ 493	\$ 494	\$ (4)	\$ 64	\$ 60

1. Proceeds include cash received during the period, plus receivable for investment securities sold during the period as of period end.
2. See Note 10 for a summary of changes in accumulated OCI.

Note 5. Repurchase Agreements and Reverse Repurchase Agreements

Repurchase Agreements

We pledge our securities as collateral under our borrowings structured as repurchase agreements with financial institutions. Amounts available to be borrowed are dependent upon the fair value of the securities pledged as collateral, which fluctuates with changes in interest rates, type of security and liquidity conditions within the banking, mortgage finance and real estate industries. If the fair value of our pledged securities declines, lenders will typically require us to post additional collateral or pay down borrowings to re-establish agreed upon collateral requirements, referred to as "margin calls." Similarly, if the fair value of our pledged securities increases, lenders may release collateral back to us. As of March 31, 2020, we had met all margin call requirements. For additional information regarding our pledged assets, please refer to Note 7.

As of March 31, 2020 and December 31, 2019, we had \$66.5 billion and \$89.2 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 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 March 31, 2020 and December 31, 2019 (dollars in millions):

Remaining Maturity	March 31, 2020			December 31, 2019		
	Repurchase Agreements	Weighted Average Interest Rate	Weighted Average Days to Maturity	Repurchase Agreements	Weighted Average Interest Rate	Weighted Average Days to Maturity
Agency repo:						
≤ 1 month	\$ 40,605	1.06%	9	\$ 56,664	2.19%	10
> 1 to ≤ 3 months	8,365	1.79%	49	20,761	2.01%	53
> 3 to ≤ 6 months	5,450	1.80%	97	5,683	2.19%	100
> 6 to ≤ 9 months	398	2.18%	197	1,500	2.66%	182
> 9 to ≤ 12 months	4,509	2.04%	286	2,152	2.41%	351
> 12 to ≤ 24 months	800	2.67%	676	625	2.38%	411
> 24 to ≤ 36 months	2,900	1.96%	909	1,700	2.45%	833
Total Agency repo	63,027	1.36%	93	89,085	2.17%	55
U.S. Treasury repo:						
> 1 day to ≤ 1 month	3,513	0.87%	16	97	1.63%	2
Total	\$ 66,540	1.33%	89	\$ 89,182	2.17%	55

As of March 31, 2020 and December 31, 2019, \$20.7 billion and \$17.0 billion, respectively, of our repurchase agreements had a remaining maturity of one business day and none of our repurchase agreements were due on demand. As of March 31, 2020, we had \$9.3 billion of forward commitments to enter into repurchase agreements, with a weighted average forward start date of 16 days and a weighted average interest rate of 0.74%. As of December 31, 2019, we had \$4.5 billion of forward commitments to enter into repurchase agreements, with a weighted average forward start date of 12 days and a weighted average interest rate of 1.60%. As of March 31, 2020 and December 31, 2019, 56% and 40%, 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 54% and 38% of our repurchase agreement funding outstanding as of March 31, 2020 and December 31, 2019, respectively.

Reverse Repurchase Agreements

As of March 31, 2020 and December 31, 2019, we had \$4.9 billion and \$10.2 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 \$4.9 billion and \$9.5 billion, respectively. As of March 31, 2020 and December 31, 2019, \$4.6 billion and \$5.4 billion, respectively, of our reverse repurchase agreements were with the FICC sourced through BES.

Note 6. 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 3.

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

The table below summarizes fair value information about our derivative and other hedging instrument assets/(liabilities) as of March 31, 2020 and December 31, 2019 (in millions):

Derivative and Other Hedging Instruments	Balance Sheet Location	March 31, 2020	December 31, 2019
Interest rate swaps	Derivative assets, at fair value	\$ —	\$ 21
Swaptions	Derivative assets, at fair value	21	126
TBA securities	Derivative assets, at fair value	643	29
U.S. Treasury futures - short	Derivative assets, at fair value	—	14
Total derivative assets, at fair value		\$ 664	\$ 190
Interest rate swaps	Derivative liabilities, at fair value	\$ —	\$ (2)
TBA securities	Derivative liabilities, at fair value	(69)	(4)
U.S. Treasury futures - short	Derivative liabilities, at fair value	(69)	—
Total derivative liabilities, at fair value		\$ (138)	\$ (6)
U.S. Treasury securities - long	U.S. Treasury securities, at fair value	\$ 3,721	\$ 97
U.S. Treasury securities - short	Obligation to return securities borrowed under reverse repurchase agreements, at fair value	(4,886)	(9,543)
Total U.S. Treasury securities, net at fair value		\$ (1,165)	\$ (9,446)

The following tables summarize certain characteristics of our derivative and other hedging instruments outstanding as of March 31, 2020 and December 31, 2019 (dollars in millions):

Pay Fixed / Receive Variable Interest Rate Swaps	March 31, 2020				December 31, 2019			
	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	\$ 16,650	0.86%	0.21%	2.5	\$ 59,700	1.30%	1.58%	1.6
> 3 to ≤ 5 years	17,350	0.91%	0.06%	4.1	9,850	1.17%	1.55%	3.8
> 5 to ≤ 7 years	7,600	1.08%	0.21%	6.1	5,650	1.34%	1.70%	6.4
> 7 to ≤ 10 years	3,900	1.05%	0.08%	9.1	2,850	1.36%	1.58%	8.9
> 10 years	975	1.30%	0.45%	16.0	1,025	1.64%	1.78%	15.4
Total	\$ 46,475	0.94%	0.15%	4.5	\$ 79,075	1.29%	1.59%	2.7

Pay Fixed / Receive Variable Interest Rate Swaps by Receive Index (% of Notional Amount)	March 31, 2020	December 31, 2019
OIS	69%	86%
SOFR	26%	3%
3M LIBOR	5%	11%
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	Average Receive Rate (LIBOR)	Average Term (Years)
March 31, 2020								
≤ 1 year	\$ 132	\$ 11	7	\$ 6,350	2.14%	3M	9.3	
> 1 year ≤ 2 years	50	10	16	3,200	2.41%	3M	10.0	
Total	\$ 182	\$ 21	10	\$ 9,550	2.23%	3M	9.5	
December 31, 2019								
≤ 1 year	\$ 123	\$ 80	8	\$ 5,650	2.26%	3M	9.3	
> 1 year ≤ 2 years	53	46	16	3,200	2.50%	3M	10.0	
Total	\$ 176	\$ 126	11	\$ 8,850	2.34%	3M	9.5	

1. As of March 31, 2020 and December 31, 2019, ≤ 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.

U.S. Treasury Securities	March 31, 2020			December 31, 2019		
	Face Amount Long/(Short)	Cost Basis ¹	Fair Value	Face Amount Long/(Short)	Cost Basis ¹	Fair Value
5 years	\$ 3,133	\$ 3,218	\$ 3,252	\$ 95	\$ 95	\$ 97
7 years	(250)	(252)	(260)	—	—	—
10 years	(3,559)	(3,653)	(4,157)	(9,224)	(9,329)	(9,543)
Total U.S. Treasury securities	\$ (676)	\$ (687)	\$ (1,165)	\$ (9,129)	\$ (9,234)	\$ (9,446)

1. As of March 31, 2020 and December 31, 2019, short U.S. Treasury securities had a weighted average yield of 2.07% and 2.19%, respectively, and long U.S. Treasury securities had a weighted average yield of 0.62% and 2.21%, respectively.

U.S. Treasury Futures	March 31, 2020				December 31, 2019			
	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	\$ (1,000)	\$ (1,318)	\$ (1,387)	\$ (69)	\$ (1,000)	\$ (1,298)	\$ (1,284)	\$ 14

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

TBA Securities by Coupon	March 31, 2020				December 31, 2019			
	Notional Amount Long (Short)	Cost Basis	Fair Value	Net Carrying Value ¹	Notional Amount Long (Short)	Cost Basis	Fair Value	Net Carrying Value ¹
15-Year TBA securities:								
2.5%	\$ 100	\$ 92	\$ 104	\$ 12	\$ 805	\$ 811	\$ 812	\$ 1
3.0%	—	(4)	—	4	1,059	1,083	1,086	3
3.5%	—	—	—	—	241	250	250	—
4.0%	—	—	—	—	75	78	78	—
Total 15-Year TBA securities	100	88	104	16	2,180	2,222	2,226	4
30-Year TBA securities:								
≤ 2.5%	5,786	5,884	5,974	90	—	—	—	—
3.0%	9,072	9,191	9,502	311	5,008	5,052	5,073	21
3.5%	3,366	3,451	3,556	105	1,226	1,259	1,261	2
4.0%	1,955	2,034	2,086	52	(1,507)	(1,565)	(1,568)	(3)
≥ 4.5%	—	—	—	—	415	436	437	1
Total 30-Year TBA securities, net	20,179	20,560	21,118	558	5,142	5,182	5,203	21
Total TBA securities, net	\$ 20,279	\$ 20,648	\$ 21,222	\$ 574	\$ 7,322	\$ 7,404	\$ 7,429	\$ 25

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.

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

The following table summarizes changes in our derivative and other hedge portfolio and their effect on our consolidated statements of comprehensive income for the three months ended March 31, 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
Three months ended March 31, 2020:					
TBA securities, net	\$ 7,322	37,750	(24,793)	\$ 20,279	\$ 693
Interest rate swaps - payer	\$ 79,075	49,975	(82,575)	\$ 46,475	(2,795)
Payer swaptions	\$ 8,850	2,000	(1,300)	\$ 9,550	(134)
U.S. Treasury securities - short position	\$ (9,224)	(6,045)	11,024	\$ (4,245)	(937)
U.S. Treasury securities - long position	\$ 95	6,461	(2,987)	\$ 3,569	97
U.S. Treasury futures contracts - short position	\$ (1,000)	(1,000)	1,000	\$ (1,000)	(104)
					\$ (3,180)
Three months ended March 31, 2019:					
TBA securities, net	\$ 7,152	18,442	(18,772)	\$ 6,822	\$ 83
Interest rate swaps	\$ 51,625	5,350	(8,800)	\$ 48,175	(596)
Payer swaptions	\$ 3,500	—	(950)	\$ 2,550	(27)
U.S. Treasury securities - short position	\$ (21,345)	(4,770)	7,380	\$ (18,735)	(425)
U.S. Treasury securities - long position	\$ 45	405	(330)	\$ 120	—
U.S. Treasury futures contracts - short position	\$ (1,650)	(1,650)	1,650	\$ (1,650)	(31)
					\$ (996)

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.

Note 7. Pledged Assets

Our funding agreements require us to fully collateralize our obligations under the agreements based upon our counterparties' collateral requirements and their determination of the fair value of the securities pledged as collateral, which fluctuates with changes in interest rates, credit quality and liquidity conditions within the investment banking, mortgage finance and real estate

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

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

As of March 31, 2020 and December 31, 2019, our maximum amount at risk with any counterparty related to our repurchase agreements, excluding the Fixed Income Clearing Corporation, was less than 6% and 4%, respectively, of our tangible stockholders' equity (measured as the excess of the value of collateral pledged over the amount of our repurchase liabilities). The following table summarizes certain characteristics of our repurchase agreements outstanding with counterparties representing amounts at risk greater than or equal to 5% of our stockholders' equity as of March 31, 2020 (dollars in millions):

	March 31, 2020			
	Amount Outstanding	Net Counterparty Exposure ¹	Percent of Stockholders' Equity	Weighted Average Months to Maturity
J.P. Morgan Securities, LLC	\$ 5,102	\$ 518	5.6%	23

1. Represents the net carrying value of securities pledged under repurchase agreements, including accrued interest plus any cash or assets on deposit to secure the repurchase obligation, less the amount of the repurchase liability, including accrued interest.

As of March 31, 2020 and December 31, 2019, approximately 10% of our tangible stockholder's equity was at risk with the Fixed Income Clearing Corporation.

Assets Pledged to Counterparties

The following tables summarize our assets pledged as collateral under our funding, derivative and brokerage and clearing agreements by type, including securities pledged related to securities sold but not yet settled, as of March 31, 2020 and December 31, 2019 (in millions):

	March 31, 2020				
Assets Pledged to Counterparties ¹	Repurchase Agreements ²	Debt of Consolidated VIEs	Derivative Agreements	Brokerage and Clearing Agreements ³	Total
Agency RMBS - fair value	\$ 64,059	\$ 358	\$ 157	\$ 52	\$ 64,626
CRT - fair value	360	—	—	—	360
Non-Agency - fair value	437	—	—	—	437
U.S. Treasury securities - fair value	3,514	—	207	—	3,721
Accrued interest on pledged securities	195	1	1	—	197
Restricted cash	1,040	—	938	—	1,978
Total	\$ 69,605	\$ 359	\$ 1,303	\$ 52	\$ 71,319

Assets Pledged to Counterparties ¹	December 31, 2019					Total
	Repurchase Agreements ²	Debt of Consolidated VIEs	Derivative Agreements	Brokerage and Clearing Agreements ³		
Agency RMBS - fair value	\$ 92,142	\$ 371	\$ 404	\$ 206	\$ 93,123	
CRT - fair value	309	—	—	—	309	
U.S. Treasury securities - fair value	453	—	—	28	481	
Accrued interest on pledged securities	267	1	1	1	270	
Restricted cash	111	—	340	—	451	
Total	\$ 93,282	\$ 372	\$ 745	\$ 235	\$ 94,634	

1. Includes repledged assets received as collateral from counterparties.
2. Includes \$113 million and \$144 million of retained interests in our consolidated VIEs pledged as collateral under repurchase agreements as of March 31, 2020 and December 31, 2019, respectively.
3. Includes margin for TBAs cleared through prime brokers and other clearing deposits.

The following table summarizes our securities pledged as collateral under our repurchase agreements by the remaining maturity of our borrowings, including securities pledged related to sold but not yet settled securities, as of March 31, 2020 and December 31, 2019 (in millions). For the corresponding borrowings associated with the following amounts and the interest rates thereon, refer to Note 5.

Securities Pledged by Remaining Maturity of Repurchase Agreements ^{1,2}	March 31, 2020			December 31, 2019		
	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	\$ 45,038	\$ 43,542	\$ 126	\$ 56,990	\$ 55,951	\$ 167
> 30 and ≤ 60 days	7,409	7,101	22	14,410	14,114	42
> 60 and ≤ 90 days	1,122	1,087	3	7,637	7,536	20
> 90 days	14,801	14,215	44	13,510	13,286	38
Total	\$ 68,370	\$ 65,945	\$ 195	\$ 92,547	\$ 90,887	\$ 267

1. Includes \$113 million and \$144 million of retained interests in our consolidated VIEs pledged as collateral under repurchase agreements as of March 31, 2020 and December 31, 2019, respectively.
2. Excludes \$357 million of repledged U.S. Treasury securities received as collateral from counterparties as of December 31, 2019.

Assets Pledged from Counterparties

As of March 31, 2020 and December 31, 2019, 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	March 31, 2020				December 31, 2019			
	Reverse Repurchase Agreements	Derivative Agreements	Repurchase Agreements	Total	Reverse Repurchase Agreements	Derivative Agreements	Repurchase Agreements	Total
U.S. Treasury securities - fair value ¹	\$ 4,913	\$ —	\$ (60)	\$ 4,853	\$ 10,099	\$ —	\$ 1	\$ 10,100
Cash	—	27	—	27	—	116	—	116
Total	\$ 4,913	\$ 27	\$ (60)	\$ 4,880	\$ 10,099	\$ 116	\$ 1	\$ 10,216

1. As of March 31, 2020 and December 31, 2019, \$0 million and \$357 million, respectively, of U.S. Treasury securities received from counterparties were repledged as collateral and \$4.9 billion and \$9.5 billion, respectively, 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 March 31, 2020 and December 31, 2019 (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		Net Amount
				Financial Instruments	Collateral Received ²	
March 31, 2020						
Interest rate swap and swaption agreements, at fair value ¹	\$ 21	\$ —	\$ 21	\$ —	\$ (19)	\$ 2
TBA securities, at fair value	643	—	643	(69)	—	574
Receivable under reverse repurchase agreements	4,938	—	4,938	(4,938)	—	—
Total	\$ 5,602	\$ —	\$ 5,602	\$ (5,007)	\$ (19)	\$ 576
December 31, 2019						
Interest rate swap and swaption agreements, at fair value ¹	\$ 147	\$ —	\$ 147	\$ (2)	\$ (116)	\$ 29
TBA securities, at fair value	29	—	29	(4)	—	25
Receivable under reverse repurchase agreements	10,181	—	10,181	(9,852)	(329)	—
Total	\$ 10,357	\$ —	\$ 10,357	\$ (9,858)	\$ (445)	\$ 54

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		Net Amount
				Financial Instruments	Collateral Pledged ²	
March 31, 2020						
Interest rate swap agreements, at fair value ¹	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
TBA securities, at fair value	69	—	69	(69)	—	—
Repurchase agreements	66,540	—	66,540	(4,938)	(61,602)	—
Total	\$ 66,609	\$ —	\$ 66,609	\$ (5,007)	\$ (61,602)	\$ —
December 31, 2019						
Interest rate swap agreements, at fair value ¹	\$ 2	\$ —	\$ 2	\$ (2)	\$ —	\$ —
TBA securities, at fair value	4	—	4	(4)	—	—
Repurchase agreements	89,182	—	89,182	(9,852)	(79,330)	—
Total	\$ 89,188	\$ —	\$ 89,188	\$ (9,858)	\$ (79,330)	\$ —

1. Reported under derivative assets / liabilities, at fair value in the accompanying consolidated balance sheets. Refer to Note 6 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 8. 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.

We typically obtain price estimates from multiple third-party pricing services and dealers or, if applicable, the registered clearing exchange. The following is a description of the valuation methodologies used for instruments carried at fair value on a recurring basis.

U.S. Treasury securities and futures prices - are valued based on quoted prices for identical instruments in active markets and are classified as Level 1 assets.

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.

Investment securities - are valued based on prices obtained from multiple third-party pricing services and non-binding dealer quotes. These 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, which may include 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.

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 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 markets for interest rate swap, swaption and TBA derivatives and for the investment securities that we invest in are considered to be 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. Consequently, we classify these instruments as Level 2 inputs in the fair value hierarchy.

The following table provides a summary of our assets and liabilities that are measured at fair value on a recurring basis, as of March 31, 2020 and December 31, 2019, based on their categorization within the valuation hierarchy (in millions). There were no transfers between valuation hierarchy levels during the periods presented.

	March 31, 2020			December 31, 2019		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Assets:						
Agency securities	\$ —	\$ 70,292	\$ —	\$ —	\$ 98,516	\$ —
Agency securities transferred to consolidated VIEs	—	358	—	—	371	—
Credit risk transfer securities	—	574	—	—	976	—
Non-Agency securities	—	552	—	—	579	—
U.S. Treasury securities	3,721	—	—	97	—	—
Interest rate swaps	—	—	—	—	21	—
Swaptions	—	21	—	—	126	—
TBA securities	—	643	—	—	29	—
U.S. Treasury futures	—	—	—	14	—	—
Total	\$ 3,721	\$ 72,440	\$ —	\$ 111	\$ 100,618	\$ —
Liabilities:						
Debt of consolidated VIEs	\$ —	\$ 214	\$ —	\$ —	\$ 228	\$ —
Obligation to return U.S. Treasury securities borrowed under reverse repurchase agreements	4,886	—	—	9,543	—	—
Interest rate swaps	—	—	—	—	2	—
TBA securities	—	69	—	—	4	—
U.S. Treasury futures	69	—	—	—	—	—
Total	\$ 4,955	\$ 283	\$ —	\$ 9,543	\$ 234	\$ —

Excluded from the table above are financial instruments presented in our consolidated financial statements at cost. The fair value of our repurchase agreements was approximately \$66.8 billion as of March 31, 2020, compared to our cost of \$66.5 billion, based on lower prevailing interest rates observed in the repo market compared to our outstanding repurchase agreements. The fair value of our repurchase agreements, as of December 31, 2019, approximated cost as the prevailing rates observed in the repo market largely corresponded to our outstanding repurchase agreements. The fair value of cash and cash equivalents, restricted cash, receivables and other payables were determined to approximate cost, as of March 31, 2020 and December 31, 2019, due to their short duration. We estimate the fair value of these instruments carried at cost using "Level 1" or "Level 2" inputs.

Note 9. 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):

	Three Months Ended March 31,	
	2020	2019
Weighted average number of common shares issued and outstanding	547.5	536.3
Weighted average number of fully vested restricted stock units outstanding	0.5	0.4
Weighted average number of common shares outstanding - basic	548.0	536.7
Weighted average number of dilutive unvested restricted stock units outstanding	—	0.5
Weighted average number of common shares outstanding - diluted	548.0	537.2
Net income (loss) available (attributable) to common stockholders	\$ (2,442)	\$ 255
Net income (loss) per common share - basic	\$ (4.46)	\$ 0.48
Net income (loss) per common share - diluted	\$ (4.46)	\$ 0.47

For the three months ended March 31, 2020, 1.2 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 10. Stockholders' Equity

Preferred Stock

We are authorized to designate and issue up to 10.0 million shares of preferred stock in one or more classes or series. As of March 31, 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). During February 2020, we issued \$575 million, or 23,000 shares, of 6.125% Series F Preferred Stock, for net proceeds of \$557 million. As of March 31, 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, with an aggregate carrying value of \$1,489 million and aggregate liquidation preference of \$1,538 million. Each share of preferred stock is represented by 1,000 depositary shares.

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

The following table includes a summary of preferred stock depositary shares issued and outstanding as of March 31, 2020 (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. During the three months ended March 31, 2020, we sold 26.7 million shares of our common stock under the sales agreements for proceeds of \$439 million, or \$16.46 per common share, net of offering costs. As of March 31, 2020, shares of our common stock with an aggregate offering price of \$26 million remained authorized for issuance under this program through June 14, 2021.

Common Stock Repurchase Program

From time-to-time we are authorized by our Board of Directors to repurchase shares of our common stock under certain conditions. In July 2019, our Board of Directors authorized the repurchase of up to \$1 billion of our outstanding shares of common stock through December 31, 2020. As of March 31, 2020, we had \$0.9 billion of common stock remaining available for repurchase.

Accumulated Other Comprehensive Income (Loss)

The following table summarizes changes to accumulated OCI for the three months ended March 31, 2020 and 2019 (in millions):

Accumulated Other Comprehensive Income (Loss)	Three Months Ended March 31,	
	2020	2019
Beginning Balance	\$ 97	\$ (943)
OCI before reclassifications	465	396
Net loss amounts for available-for-sale securities reclassified from accumulated OCI to realized gain (loss) on sale of investment securities, net	(1)	4
Ending Balance	<u>\$ 561</u>	<u>\$ (543)</u>

Note 11. Subsequent Events

Common Stock Dividend Declaration

On April 8, 2020, our Board of Directors declared a monthly dividend of \$0.12 per common share payable on May 11, 2020 to common stockholders of record as of April 30, 2020.

Common Stock Repurchases

Subsequent to March 31, 2020, we repurchased 10.1 million shares, or \$121 million, of our common stock for an average repurchase price of \$12.04 per common share, including transaction costs.

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

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is designed to provide a reader of AGNC Investment Corp.'s consolidated financial statements with a narrative from the perspective of management and should be read in conjunction with the consolidated financial statements and accompanying notes included in this Quarterly Report on Form 10-Q for quarterly period ended March 31, 2020. Our MD&A is presented in six sections:

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

EXECUTIVE OVERVIEW

We are an internally managed Real Estate Investment Trust ("REIT"). We 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."

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 invest primarily in Agency residential mortgage-backed securities ("Agency RMBS") on a leveraged basis. These investments consist of residential mortgage pass-through securities and collateralized mortgage obligations for which the principal and interest payments are guaranteed by a U.S. Government-sponsored enterprise, such as Federal National Mortgage Association ("Fannie Mae") and Federal Home Loan Mortgage Corporation ("Freddie Mac," and together with Fannie Mae, the "GSEs"), or by a U.S. Government agency, such as Government National Mortgage Association ("Ginnie Mae"). We also invest in other types of mortgage and mortgage-related residential and commercial mortgage-backed securities where repayment of principal and interest is not guaranteed by a GSE or U.S. Government agency and in other investments in, or related to, the housing, mortgage or real estate markets.

Our principal objective is to provide 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 borrowings structured as repurchase agreements.

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

On March 11, 2020, the World Health Organization characterized COVID-19, a respiratory disease caused by a novel coronavirus, as a pandemic, and, on March 13, 2020, President Trump declared the COVID-19 outbreak (the "Pandemic") in the U.S. a national emergency. The Pandemic resulted in stay-at-home orders, school closures and widespread business shutdowns globally, significantly adversely affecting worldwide economies. Extensive shutdowns and business reductions in the U.S. were expected to substantially increase unemployment levels and sparked concerns that the U.S. GDP could contract at Depression-era levels. Reactions to the human and economic impacts of the Pandemic led to swift and severe financial market dislocations that had a significant impact on our business and financial results during the first quarter.

The U.S. government has taken actions to reduce the negative impact of the Pandemic. For example, Congress passed multiple rounds of legislation increasing and expanding unemployment benefits, providing direct cash payments to eligible taxpayers, and allocating funds to assist businesses. In March, the Federal Reserve (the "Fed") lowered the federal funds rate target by 150 basis points to the zero-bound range. Importantly, the Fed also committed its unlimited support of the U.S. Treasury and Agency MBS markets through unprecedented levels of asset purchases. The Fed also significantly increased its support for

the repurchase agreement ("repo") funding markets for Treasury and Agency mortgage backed securities by offering to provide up to an additional \$1 trillion of daily liquidity to the overnight repo market, in addition to its ongoing open market repo operations. The Federal Housing Finance Administration ("FHFA") also announced large-scale mortgage forbearance programs, and some states enacted bans on foreclosures to protect borrowers and avoid a steep decline in the housing market.

The financial market dislocations during March resulted in a significant decline in the valuations of Agency MBS and other fixed-income products, causing spreads to widen to levels unseen since the depths of 2008 before the Fed's bold and decisive actions began to take hold and stabilized the broader fixed income markets. Despite the Fed's actions, the extreme intra-quarter volatility, coupled with significantly weaker valuations on our holdings of specified pools, drove a 22.9% decline in our tangible net book value per common share, resulting in a negative economic return on tangible common equity of 20.2% for the quarter.

In March, we transitioned to a fully remote work force, ensuring the safety and well-being of our employees. Our prior investments in technology, business continuity planning and cyber security protocols enabled a seamless transition to this new paradigm. Benefit plans offered to all our employees have also helped to ensure their well-being, including comprehensive health insurance benefits, access to 24/7 Teladoc services, on-call family support and mental health services, short and long-term disability benefits and others.

During the first quarter, we prioritized liquidity and risk management in response to adverse market conditions, and, as such, took several actions to mitigate the impact of the severe market volatility and disruptions on our business. Specifically, we repositioned our assets, strategically managed our liquidity and funding exposure, and adjusted our hedge positions. In aggregate, we reduced our investment portfolio by \$15 billion to \$93 billion as of quarter-end. The net decline in our asset base consisted of principal pay-downs of \$4 billion and sales of approximately \$25 billion of lower coupon, relatively generic Agency MBS, which were partially replaced with \$14 billion of current production coupon TBA securities. Importantly, our sales of these lower coupon generic MBS enabled us to build liquidity while maintaining our higher quality specified pools, as the premiums, or "pay-up" values, for these securities had declined in mid-March to severely depressed levels. Pay-up values improved somewhat prior to quarter-end but still contributed to about half of the decline in our net book value per common share for the quarter.

To further strengthen our liquidity position, we maintained our entire TBA position at our broker-dealer subsidiary, Bethesda Securities, LLC ("BES") and shifted a larger portion of our Agency repo funding to the General Collateral Finance Repo service offered by the Fixed Income Clearing Corporation ("FICC") through BES to 54% of our Agency repo funding, as of March 31, 2020, compared to 38% as of December 31, 2019. The result was a significant reduction in "haircut" levels, and in turn, margin requirements on our funding obligations compared to traditional bi-lateral repo agreements.

Our leverage and liquidity position at the end of March was at normal operating levels. Our "at risk" leverage ratio was 9.4x and our unencumbered assets totaled 54% of our tangible equity, unchanged from December 31, 2019. (See Liquidity and Capital Resources for additional discussion of unencumbered assets as of March 31, 2020).

With the Fed lowering short term rates to near zero, treasury bond yields fell substantially, and interest rate swaps also repriced dramatically lower during the quarter. The decline in interest rates reduced the duration of our assets, which in turn reduced our near term hedging requirements. As such, we reduced our shorter-dated interest rate swap position and our short U.S. Treasury position but also added some longer-dated swaps at very low pay-rates. In aggregate, our interest rate hedge position decreased to 70% of our funding liabilities, inclusive of our net TBA position (at cost), as of March 31, 2020, from 102% as of December 31, 2019, and the average pay-rate on our fixed to floating rate interest rate swaps declined 35 basis points to 0.94% as of March 31, 2020, from December 31, 2019.

Our duration gap, which is a measure of the mismatch between the interest rate sensitivity of our assets and liabilities, inclusive of interest rate hedges, ended the quarter near zero. With interest rates at historically low absolute levels, there is significantly more extension risk in our portfolio and in the mortgage market as a whole. Although negative interest rates are certainly possible, we believe the Fed would likely utilize all its monetary policy tools, including asset purchases, providing forward guidance and other measures, before lowering the Fed funds target to a level materially below zero. Given this asymmetric risk profile and the low cost of longer-dated hedges, we anticipate operating with a flat or even negative duration gap in the current environment.

Additionally, as we look ahead, we believe liquidity concerns will give way to fundamental performance metrics, with prepayments and funding being the key determinants of AGNC's prospective returns. Although tremendous uncertainty remains regarding the extent to which the federal government's actions will mitigate the short and long-term negative impacts of the Pandemic on the U.S. economy, we believe our portfolio composition is favorably positioned for the current environment. We have minimal credit exposure, and the GSE guarantee provides timely payment of principal and interest on our Agency holdings. On the prepayment front, we believe social distancing, operational headwinds, and negative credit conditions arising from the Pandemic are likely to persist over the near term, causing meaningful disruptions to the mortgage origination and refinance process. We expect that these disruptions will mitigate increases in aggregate prepayment speeds resulting from today's very low interest

rate environment over the next several quarters. These disruptions, coupled with historically low funding costs, should benefit our net interest spread, offsetting some of the negative impact of our smaller asset base. As conditions ease, we anticipate prepayment activity increasing, assuming rates remain near current levels, but we believe our portfolio will perform relatively well despite faster aggregate prepayments given the concentration of our holdings in low coupon TBA securities and high quality specified pool positions, which have slower prepayment characteristics.

Longer-term risks remain, however. The Fed could prematurely reduce its support of the mortgage and funding markets, and the eventual unwind of its asset purchases could result in renewed strains on the mortgage and broader fixed income markets. Despite the favorable prepayment profile of our portfolio holdings, we could experience a higher than anticipated level of prepayment activity. In addition, after extended forbearance periods, borrower delinquencies could eventually lead to large scale GSE buyouts of delinquent loans from mortgage pools. Increased market volatility could also negatively impact mortgage spreads and reduce liquidity. Although any one of these events could negatively impact our financial position, we believe Agency MBS continue to provide the most attractive risk adjusted returns within the fixed income markets. For additional information regarding our interest rate and spread sensitivity please refer to Quantitative and Qualitative Disclosures about Market Risk and regarding risks associated with the economic and financial market turbulence resulting from the COVID-19 Pandemic to Risk Factors in this Form 10-Q.

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	Mar. 31, 2019	June 30, 2019	Sept. 30, 2019	Dec. 31, 2019	Mar. 31, 2020	Mar. 31, 2020 vs Dec. 31, 2019
Target Federal Funds Rate:						
Target Federal Funds Rate - Upper Band	2.50%	2.50%	2.00%	1.75%	0.25%	-150 bps
LIBOR:						
1-Month	2.49%	2.40%	2.02%	1.76%	0.99%	-77 bps
3-Month	2.60%	2.32%	2.09%	1.91%	1.45%	-46 bps
U.S. Treasury Security Rate:						
2-Year U.S. Treasury	2.26%	1.75%	1.62%	1.57%	0.25%	-132 bps
5-Year U.S. Treasury	2.23%	1.77%	1.54%	1.69%	0.38%	-131 bps
10-Year U.S. Treasury	2.41%	2.01%	1.66%	1.92%	0.67%	-125 bps
30-Year U.S. Treasury	2.81%	2.53%	2.11%	2.39%	1.32%	-107 bps
Interest Rate Swap Rate:						
2-Year Swap	2.38%	1.81%	1.63%	1.70%	0.49%	-121 bps
5-Year Swap	2.28%	1.77%	1.50%	1.73%	0.52%	-121 bps
10-Year Swap	2.41%	1.96%	1.56%	1.90%	0.72%	-118 bps
30-Year Swap	2.58%	2.21%	1.71%	2.09%	0.88%	-121 bps
30-Year Fixed Rate Agency Price:						
2.5%	\$97.10	\$99.36	\$99.55	\$98.89	\$103.59	+\$4.70
3.0%	\$99.55	\$100.84	\$101.51	\$101.42	\$104.83	+\$3.41
3.5%	\$101.35	\$102.24	\$102.58	\$102.86	\$105.70	+\$2.84
4.0%	\$102.86	\$103.36	\$103.77	\$104.01	\$106.67	+\$2.66
4.5%	\$104.20	\$104.49	\$105.29	\$105.29	\$107.47	+\$2.18
15-Year Fixed Rate Agency Price:						
2.5%	\$99.39	\$100.67	\$100.85	\$100.91	\$103.72	+\$2.81
3.0%	\$100.89	\$101.95	\$102.21	\$102.50	\$104.61	+\$2.11
3.5%	\$102.28	\$103.20	\$103.42	\$103.69	\$105.19	+\$1.50
4.0%	\$103.00	\$103.84	\$104.08	\$104.28	\$105.56	+\$1.28

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 and interest rates in the table above were obtained from Barclays. LIBOR rates were obtained from Bloomberg.

FINANCIAL CONDITION

As of March 31, 2020 and December 31, 2019, our investment portfolio consisted of \$71.8 billion and \$100.4 billion of investment securities, at fair value, respectively, and \$21.2 billion and \$7.4 billion of TBA securities, at fair value, respectively. The following table is a summary of our investment portfolio as of March 31, 2020 and December 31, 2019 (dollars in millions):

Investment Portfolio (Includes TBAs)	March 31, 2020				December 31, 2019			
	Amortized Cost	Fair Value	Average Coupon	%	Amortized Cost	Fair Value	Average Coupon	%
Fixed rate Agency RMBS and TBA securities:								
≤ 15-year:								
≤ 15-year RMBS	\$ 5,650	\$ 5,830	3.27%	6%	\$ 6,140	\$ 6,239	3.29%	6%
15-year TBA securities, net ¹	88	104	2.50%	—%	2,222	2,226	2.91%	2%
Total ≤ 15-year	5,738	5,934	3.26%	6%	8,362	8,465	3.19%	8%
20-year RMBS	1,099	1,136	3.50%	1%	752	773	3.87%	1%
30-year:								
30-year RMBS	60,535	62,935	3.86%	68%	89,483	91,062	3.67%	84%
30-year TBA securities, net ¹	20,560	21,118	3.03%	23%	5,182	5,203	2.92%	5%
Total 30-year	81,095	84,053	3.64%	90%	94,665	96,265	3.63%	89%
Total fixed rate Agency RMBS and TBA securities	87,932	91,123	3.62%	98%	103,779	105,503	3.60%	98%
Adjustable rate Agency RMBS	118	120	2.69%	—%	160	163	3.04%	—%
Multifamily	37	42	3.37%	—%	37	39	3.37%	—%
CMO Agency RMBS:								
CMO	406	422	3.43%	—%	441	447	3.44%	1%
Interest-only strips	60	77	4.92%	—%	63	77	4.22%	—%
Principal-only strips	78	88	—%	—%	83	87	—%	—%
Total CMO Agency RMBS	544	587	3.81%	1%	587	611	3.48%	1%
Total Agency RMBS and TBA securities	88,631	91,872	3.62%	99%	104,563	106,316	3.59%	99%
Non-Agency RMBS	225	204	4.16%	—%	198	209	4.05%	1%
CMBS	360	348	4.29%	1%	352	370	4.49%	—%
CRT	775	574	4.27%	1%	961	976	5.07%	1%
Total investment portfolio	\$ 89,991	\$ 92,998	3.62%	100%	\$ 106,074	\$ 107,871	3.61%	100%

1. TBA securities are presented net of long and short positions. As of March 31, 2020, 30-year TBA securities consisted of \$21.4 billion long and \$(0.3) billion short TBA securities (at fair value) at an average coupon of 3.03% and 3.00%, respectively, and 15-year TBA securities consisted of entirely long TBA securities at an average coupon of 2.50%. As of December 31, 2019, 30-year TBA securities consisted of \$6.8 billion long and \$(1.6) billion short TBA securities at an average coupon of 3.17% and 4.00%, respectively, and 15-year TBA securities consisted entirely of long TBA securities at an average coupon of 2.91%. For further details of our TBA securities held as of each date refer to Note 6 of the accompanying consolidated financial statements.

TBA securities are recorded as derivative instruments in our accompanying consolidated financial statements and our TBA dollar roll transactions represent a form of off-balance sheet financing. As of March 31, 2020 and December 31, 2019, our TBA positions had a net carrying value of \$574 million and \$25 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 Agency security in the TBA contract and the contract price to be paid or received for the underlying Agency security.

As of March 31, 2020 and December 31, 2019, the weighted average yield on our investment securities (excluding TBA securities) was 2.93% and 3.07%, respectively.

The following tables summarize certain characteristics of our fixed rate Agency RMBS portfolio, inclusive of TBAs, as of March 31, 2020 and December 31, 2019 (dollars in millions):

Fixed Rate Agency RMBS and TBA Securities	March 31, 2020								
	Includes Net TBA Position				Excludes Net TBA Position				
	Par Value	Amortized Cost	Fair Value	Specified Pool % ¹	Amortized Cost Basis	Weighted Average			Projected CPR ³
					WAC ²	Yield ³	Age (Months)		
Fixed rate									
≤ 15-year									
2.5%	\$ 961	\$ 961	\$ 997	67%	100.9%	2.98%	2.11%	89	13%
3.0%	1,950	1,982	2,048	92%	101.8%	3.53%	2.41%	51	12%
3.5%	1,671	1,709	1,770	93%	102.3%	4.03%	2.83%	29	13%
4.0%	942	970	1,002	91%	103.0%	4.60%	3.05%	29	14%
≥ 4.5%	112	116	117	97%	103.2%	4.89%	2.99%	115	15%
Total ≤ 15-year	5,636	5,738	5,934	88%	102.0%	3.81%	2.61%	48	13%
20-year									
2.5%	148	155	153	—%	105.0%	3.51%	1.32%	4	22%
3.0%	264	278	279	21%	105.2%	3.81%	1.58%	4	21%
3.5%	271	276	292	81%	101.9%	4.05%	2.95%	79	13%
4.0%	189	194	206	92%	103.2%	4.45%	3.12%	37	15%
≥ 4.5%	187	196	206	100%	104.7%	5.00%	3.21%	41	16%
Total 20-year:	1,059	1,099	1,136	61%	103.9%	4.15%	2.45%	35	17%
30-year:									
≤ 2.5%	6,787	6,896	7,010	—%	101.1%	3.51%	2.21%	0	17%
3.0%	13,344	13,527	13,997	6%	101.5%	3.74%	2.73%	27	16%
3.5%	20,704	21,502	22,182	74%	104.1%	4.05%	2.67%	56	12%
4.0%	25,654	26,735	27,863	84%	104.2%	4.51%	3.04%	42	15%
≥ 4.5%	11,836	12,435	13,001	98%	105.1%	5.00%	3.28%	28	17%
Total 30-year	78,325	81,095	84,053	64%	104.1%	4.40%	2.94%	41	14%
Total fixed rate	\$ 85,020	\$ 87,932	\$ 91,123	65%	103.9%	4.35%	2.91%	42	14%

1. Specified pools include pools backed by lower balance loans with original loan balances of up to \$200K, HARP pools (defined as pools that were issued between May 2009 and December 2018 and backed by 100% refinance loans with original LTVs ≥ 80%), and pools backed by loans 100% originated in New York and Puerto Rico. As of March 31, 2020, lower balance specified pools had a weighted average original loan balance of \$116,000 and \$119,000 for 15-year and 30-year securities, respectively, and HARP pools had a weighted average original LTV of 119% and 136% 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 March 31, 2020.

December 31, 2019

Fixed Rate Agency RMBS and TBA Securities	Includes Net TBA Position				Excludes Net TBA Position				
	Par Value	Amortized Cost	Fair Value	Specified Pool % ¹	Amortized Cost Basis	Weighted Average			Projected CPR ³
						WAC ²	Yield ³	Age (Months)	
Fixed rate									
≤ 15-year									
≤ 2.5%	\$ 1,720	\$ 1,735	\$ 1,738	40%	101.0%	2.98%	2.11%	86	11%
3.0%	2,985	3,041	3,067	59%	101.7%	3.52%	2.45%	58	10%
3.5%	2,299	2,354	2,401	71%	102.2%	4.04%	2.86%	25	13%
4.0%	1,075	1,109	1,135	84%	103.1%	4.60%	3.05%	26	14%
4.5%	117	122	123	98%	103.5%	4.87%	3.00%	111	13%
≥ 5.0%	1	1	1	100%	101.9%	6.55%	4.55%	146	15%
Total ≤ 15-year	8,197	8,362	8,465	63%	102.0%	3.82%	2.65%	47	12%
20-year									
3.5%	284	289	297	81%	102.0%	4.05%	2.97%	77	12%
4.0%	196	202	209	92%	103.3%	4.45%	3.18%	34	13%
4.5%	194	204	210	100%	104.8%	5.00%	3.23%	37	15%
≥ 5.0%	1	1	1	—%	105.1%	5.95%	3.33%	141	18%
Total 20-year:	675	696	717	90%	103.2%	4.40%	3.05%	49	13%
30-year:									
≤ 3.0%	27,864	28,218	28,252	3%	101.4%	3.85%	2.73%	8	9%
3.5%	23,760	24,525	24,902	60%	103.3%	4.05%	2.97%	49	10%
4.0%	26,934	28,062	28,795	84%	104.2%	4.51%	3.25%	37	11%
4.5%	12,730	13,381	13,831	93%	105.1%	4.98%	3.45%	23	13%
5.0%	380	410	416	94%	108.0%	5.50%	3.28%	39	14%
≥ 5.5%	63	69	69	49%	109.6%	6.18%	3.33%	158	13%
Total 30-year	91,731	94,665	96,265	55%	103.3%	4.29%	3.07%	31	11%
Total fixed rate	\$ 100,603	\$ 103,723	\$ 105,447	56%	103.3%	4.26%	3.04%	32	11%

- See Note 1 of preceding table for specified pool composition. As of December 31, 2019, lower balance specified pools had a weighted average original loan balance of \$115,000 and \$118,000 for 15-year and 30-year securities, respectively, and HARP pools had a weighted average original LTV of 119% and 136% for 15-year and 30-year securities, respectively.
- WAC represents the weighted average coupon of the underlying collateral.
- Portfolio yield incorporates a projected life CPR based on forward rate assumptions as of December 31, 2019.

As of March 31, 2020 and December 31, 2019, our investments in CRT and non-Agency securities had the following credit ratings:

CRT and Non-Agency Security Credit Ratings ¹	March 31, 2020			December 31, 2019		
	CRT ²	RMBS	CMBS	CRT ²	RMBS	CMBS
AAA	\$ —	\$ —	\$ 34	\$ —	\$ —	\$ 43
AA	—	65	204	—	81	214
A	—	29	30	13	25	34
BBB	97	72	55	67	71	69
BB	233	23	25	471	21	10
B	175	5	—	308	4	—
Not Rated	69	10	—	117	7	—
Total	\$ 574	\$ 204	\$ 348	\$ 976	\$ 209	\$ 370

- 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.
- CRT securities reference the performance of loans underlying Agency RMBS issued by Fannie Mae or Freddie Mac, each of which were subject to Fannie Mae and Freddie Mac's underwriting standards.

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 and interest rate swap periodic income/(cost). "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 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 interim consolidated financial statements and the notes thereto. The tables below present our condensed consolidated balance sheets as of March 31, 2020 and December 31, 2019 and our condensed consolidated statements of comprehensive income and key statistics for the three months ended March 31, 2020 and 2019 (in millions, except per share amounts):

(\$ in Millions, Except Per Share Amounts)

Balance Sheet Data	March 31, 2020	December 31, 2019
	(Unaudited)	
Investment securities, at fair value	\$ 71,776	\$ 100,442
Total assets	\$ 85,137	\$ 113,082
Repurchase agreements and other debt	\$ 66,754	\$ 89,410
Total liabilities	\$ 75,339	\$ 102,041
Total stockholders' equity	\$ 9,798	\$ 11,041
Net book value per common share ¹	\$ 14.55	\$ 18.63
Tangible net book value per common share ²	\$ 13.62	\$ 17.66
	Three Months Ended March 31,	
Statement of Comprehensive Income Data	2020	2019
Interest income	\$ 491	\$ 705
Interest expense	426	541
Net interest income	65	164
Other gain (loss), net	(2,463)	120
Operating expenses	23	19
Net income (loss)	(2,421)	265
Dividends on preferred stock	21	10
Net income (loss) available (attributable) to common stockholders	\$ (2,442)	\$ 255
Net income (loss)	\$ (2,421)	\$ 265
Other comprehensive income, net	464	400
Comprehensive income (loss)	(1,957)	665
Dividends on preferred stock	21	10
Comprehensive income (loss) available (attributable) to common stockholders	\$ (1,978)	\$ 655
Weighted average number of common shares outstanding - basic	548.0	536.7
Weighted average number of common shares outstanding - diluted	548.0	537.2
Net income (loss) per common share - basic	\$ (4.46)	\$ 0.48
Net income (loss) per common share - diluted	\$ (4.46)	\$ 0.47
Comprehensive income (loss) per common share - basic	\$ (3.61)	\$ 1.22
Comprehensive income (loss) per common share - diluted	\$ (3.61)	\$ 1.22
Dividends declared per common share	\$ 0.48	\$ 0.54

Other Data (Unaudited) *	Three Months Ended March 31,	
	2020	2019
Average investment securities - at par	\$ 94,933	\$ 87,021
Average investment securities - at cost	\$ 97,889	\$ 89,952
Average net TBA portfolio - at cost	\$ 7,487	\$ 8,002
Average total assets - at fair value	\$ 113,930	\$ 114,994
Average repurchase agreements and other debt outstanding ³	\$ 93,538	\$ 82,070
Average stockholders' equity ⁴	\$ 10,735	\$ 10,186
Average tangible net book value "at risk" leverage ⁵	9.9:1	9.3:1
Tangible net book value "at risk" leverage (as of period end) ⁶	9.4:1	9.4:1
Economic return on tangible common equity ⁷	(20.2)%	7.3%
Expenses % of average total assets	0.08 %	0.07%
Expenses % of average assets, including average net TBA position	0.08 %	0.06%
Expenses % of average stockholders' equity	0.86 %	0.75%

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

1. Net book value per common share is calculated as total stockholders' equity, less preferred stock liquidation preference, divided by number of common shares outstanding as of period end.
2. Tangible net book value per common share excludes goodwill.
3. Amount excludes U.S. Treasury repurchase agreements and TBA contracts. Other debt includes debt of consolidated VIEs.
4. Average stockholders' equity calculated as average month-ended stockholders' equity during the period.
5. Average tangible net book value "at risk" leverage is calculated by dividing the sum of daily weighted average mortgage borrowings outstanding (Agency and non-Agency MBS repurchase agreements, other debt and TBA securities (at cost)) for the period by the sum of average stockholders' equity adjusted to exclude goodwill for the period. Leverage excludes U.S. Treasury repurchase agreements.
6. "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 (at cost) by the sum of total stockholders' equity adjusted to exclude goodwill as of period end. Leverage excludes U.S. Treasury repurchase agreements.
7. Economic return on tangible common equity represents the sum of the change in tangible net book value per common share and dividends declared per share of common stock during the period over beginning tangible net book value per common share.

Economic Interest Income and Asset Yields

The following table summarizes our economic interest income (a non-GAAP measure) for the three months ended March 31, 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):

	Three Months Ended March 31,			
	2020		2019	
	Amount	Yield	Amount	Yield
Interest income:				
Cash/coupon interest income	\$ 875	3.68 %	\$ 847	3.87 %
Net premium amortization	(384)	(1.67)%	(142)	(0.73)%
Interest income (GAAP measure)	491	2.01 %	705	3.14 %
Estimated "catch-up" premium amortization cost (benefit) due to change in CPR forecast	243	0.99 %	39	0.17 %
Interest income, excluding "catch-up" premium amortization	734	3.00 %	744	3.31 %
TBA dollar roll income - implied interest income ^{1,2}	48	2.54 %	71	3.55 %
Economic interest income, excluding "catch-up" amortization (non-GAAP measure) ³	\$ 782	2.97 %	\$ 815	3.33 %
Weighted average actual portfolio CPR for investment securities held during the period	12.2%		6.3%	
Weighted average projected CPR for the remaining life of investment securities held as of period end	14.5%		10.5%	
Average 30-year fixed rate mortgage rate as of period end ⁴	3.50%		4.06%	
10-year U.S. Treasury rate as of period end	0.67%		2.41%	

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: Freddie Mac Primary Fixed Mortgage Rate Mortgage Market Survey

The principal elements impacting our economic interest income are the size of our average investment portfolio and the yield (actual and implied) on our securities. The following table includes a summary of the estimated impact of each of these elements on our economic interest income for the three months ended March 31, 2020 compared to the prior year period (in millions):

Impact of Changes in the Principal Elements Impacting Economic Interest Income			
Three Months Ended March 31, 2020 vs. March 31, 2019			
	Total Increase / (Decrease)	Due to Change in Average	
		Portfolio Size	Asset Yield
Three months ended:			
Interest Income (GAAP measure)	\$ (215)	\$ 62	\$ (277)
Estimated "catch-up" premium amortization due to change in CPR forecast	204	—	204
Interest income, excluding "catch-up" premium amortization	(11)	62	(73)
TBA dollar roll income - implied interest income	(24)	(5)	(19)
Economic interest income, excluding "catch-up" amortization (non-GAAP measure)	<u>\$ (35)</u>	<u>\$ 57</u>	<u>\$ (92)</u>

Our average investment portfolio, inclusive of TBAs, increased 8% (at cost) for the three months ended March 31, 2020, compared to the prior year period, largely due to a larger capital base from equity capital raises. The decrease in our average asset yield was due to the combination of changes in asset composition and higher premium amortization cost resulting from faster prepayment expectations.

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 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 and other intangible assets.

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		
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
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.
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 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 position (at cost) and net receivable/payable for unsettled investment securities outstanding as of period end divided by total stockholders' equity, adjusted to exclude goodwill as of period end.

Economic Interest Expense and Aggregate Cost of Funds

The following table summarizes our economic interest expense and aggregate cost of funds (non-GAAP measures) for the three months ended March 31, 2020 and 2019 (dollars in millions), which includes the combination of interest expense on Agency repurchase agreements and other debt (GAAP measure), implied interest expense on our TBA securities and interest rate swap periodic interest (income) cost:

Economic Interest Expense and Aggregate Cost of Funds ¹	Three Months Ended March 31,			
	2020		2019	
	Amount	Cost of Funds	Amount	Cost of Funds
Repurchase agreement and other debt - interest expense (GAAP measure)	\$ 426	1.80 %	\$ 541	2.64 %
TBA dollar roll income - implied interest expense ^{2,3}	32	1.67 %	52	2.60 %
Economic interest expense - before interest rate swap periodic (income) costs, net ⁴	458	1.79 %	593	2.64 %
Interest rate swap periodic interest (income) cost, net ^{2,5}	(31)	(0.12)%	(83)	(0.37)%
Total economic interest expense (non-GAAP measure)	\$ 427	1.67 %	\$ 510	2.27 %

- 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.
- Reported in gain (loss) on derivative instruments and other securities, net in our consolidated statements of comprehensive income.
- The implied funding cost 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 for all TBA transactions is weighted based on our daily average TBA balance outstanding for the period.
- 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.
- Interest rate swap periodic interest (income) 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 (actual and implied) on our mortgage borrowings and (iii) the average net interest rate paid/received on our interest rate swaps. The following table includes a summary of the estimated impact of these elements on our economic interest expense for the three months ended March 31, 2020 compared to the prior year period (in millions):

Impact of Changes in the Principal Elements of Economic Interest Expense			
Three Months Ended March 31, 2020 vs. March 31, 2019			
	Total Increase / (Decrease)	Due to Change in Average	
		Borrowing / Swap Balance	Borrowing / Swap Rate
Repurchase agreements and other debt interest expense	\$ (114)	\$ 73	\$ (187)
TBA dollar roll income - implied interest expense	(20)	(3)	(17)
Interest rate swap periodic interest income/cost	52	(48)	100
Total change in economic interest expense	\$ (82)	\$ 22	\$ (104)

Our average mortgage borrowings, inclusive of TBAs, increased by 12% for the three months ended March 31, 2020 compared to the prior year period largely as a function of our higher asset base. The decrease in the average interest rate (actual and implied) on our mortgage borrowings was largely due to decreases in the Federal Funds rate. The decrease in our interest rate swap periodic interest income was due a decline in the average rate received on our interest rate swaps as the receive leg of our pay-fixed interest rate swaps reset to lower prevailing rates, which was partially offset by a decline in our average pay-rate. The increase in our average interest rate swap position outstanding was due to hedge recomposition. The following table presents a summary of the ratio of our average interest rates swaps outstanding, excluding forward starting swaps, to our average mortgage borrowings and the weighted average pay-fixed / receive-floating rates on our interest rate swaps for the three months ended March 31, 2020 and 2019 (dollars in millions):

Average Ratio of Interest Rate Swaps (Excluding Forward Starting Swaps) to Mortgage Borrowings Outstanding	Three Months Ended March 31,	
	2020	2019
Average Agency repo and other debt outstanding	\$ 93,538	\$ 82,070
Average net TBA portfolio outstanding - at cost	\$ 7,487	\$ 8,002
Average mortgage borrowings outstanding	\$ 101,025	\$ 90,072
Average notional amount of interest rate swaps outstanding (excluding forward starting swaps)	\$ 71,659	\$ 45,158
Ratio of average interest rate swaps to mortgage borrowings outstanding	71 %	50 %
Average interest rate swap pay-fixed rate (excluding forward starting swaps)	1.22 %	1.97 %
Average interest rate swap receive-floating rate	(1.39)%	(2.72)%
Average interest rate swap net pay/(receive) rate	(0.17)%	(0.75)%

For the three months ended March 31, 2020 and 2019, we had an average forward starting swap balance of \$1.5 billion and \$5.9 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 the three months ended March 31, 2020 and 2019 was 72% and 57%, 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 the three months ended March 31, 2020 and 2019:

Investment and TBA Securities - Net Interest Spread	Three Months Ended March 31,	
	2020	2019
Average asset yield, excluding "catch-up" premium amortization	2.97 %	3.33 %
Average aggregate cost of funds	(1.67)%	(2.27)%
Average net interest spread, excluding "catch-up" premium amortization	1.30 %	1.06 %

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 the three months ended March 31, 2020 and 2019 (dollars in millions):

	Three Months Ended March 31,	
	2020	2019
Net interest income (GAAP measure)	\$ 65	\$ 164
TBA dollar roll income, net ¹	16	19
Interest rate swap periodic interest income (cost), net ¹	31	83
Other interest and dividend income ¹	2	3
Adjusted net interest and dollar roll income	114	269
Operating expense	(23)	(19)
Net spread and dollar roll income	91	250
Dividend on preferred stock	21	10
Net spread and dollar roll income available to common stockholders (non-GAAP measure)	70	240
Estimated "catch-up" premium amortization cost due to change in CPR forecast	243	39
Net spread and dollar roll income, excluding "catch-up" premium amortization, available to common stockholders (non-GAAP measure)	<u>\$ 313</u>	<u>\$ 279</u>
Weighted average number of common shares outstanding - basic	548.0	536.7
Weighted average number of common shares outstanding - diluted	549.2	537.2
Net spread and dollar roll income per common share - basic	<u>\$ 0.13</u>	<u>\$ 0.45</u>
Net spread and dollar roll income per common share - diluted	<u>\$ 0.13</u>	<u>\$ 0.45</u>
Net spread and dollar roll income, excluding "catch-up" premium amortization, per common share - basic	<u>\$ 0.57</u>	<u>\$ 0.52</u>
Net spread and dollar roll income, excluding "catch-up" premium amortization, per common share - diluted	<u>\$ 0.57</u>	<u>\$ 0.52</u>

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 the three months ended March 31, 2020 and 2019 (in millions):

	Three Months Ended March 31,	
	2020	2019
Gain (Loss) on Investment Securities, Net ¹		
Gain on sale of investment securities, net	\$ 494	\$ 60
Unrealized gain (loss) on investment securities measured at fair value through net income, net ²	197	1,060
Unrealized gain (loss) on investment securities measured at fair value through other comprehensive income, net	464	400
Total gain (loss) on investment securities, net	<u>\$ 1,155</u>	<u>\$ 1,520</u>

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 3 of our Consolidated Financial Statements in this Form 10-Q).

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

The following table is a summary of our gain (loss) on derivative instruments and other securities, net for the three months ended March 31, 2020 and 2019 (in millions):

	Three Months Ended March 31,	
	2020	2019
Interest rate swap periodic interest income (cost), net	\$ 31	\$ 83
Realized gain (loss) on derivative instruments and other securities, net:		
TBA securities - dollar roll income, net	16	19
TBA securities - mark-to-market net gain (loss)	129	65
Payer swaptions	(22)	(10)
U.S. Treasury securities - long position	60	—
U.S. Treasury securities - short position	(634)	(66)
U.S. Treasury futures - short position	(21)	(45)
Interest rate swaps - termination fees and variation margin settlements, net	(2,806)	(699)
Other	27	(6)
Total realized gain (loss) on derivative instruments and other securities, net	<u>(3,251)</u>	<u>(742)</u>
Unrealized gain (loss) on derivative instruments and other securities, net:		
TBA securities - mark-to-market net gain (loss)	548	(1)
Interest rate swaps	(20)	20
Payer swaptions	(112)	(17)
U.S. Treasury securities - long position	37	—
U.S. Treasury securities - short position	(303)	(359)
U.S. Treasury futures - short position	(83)	14
Other	(1)	2
Total unrealized gain (loss) on derivative instruments and other securities, net	<u>66</u>	<u>(341)</u>
Total gain (loss) on derivative instruments and other securities, net	<u>\$ (3,154)</u>	<u>\$ (1,000)</u>

For further details regarding our use of derivative instruments and related activity refer to Notes 3 and 6 of our Consolidated Financial Statements in this Form 10-Q.

Estimated Taxable Income

For the three months ended March 31, 2020 and 2019, we had estimated taxable income available to common stockholders of \$111 million and \$196 million (or \$0.20 and \$0.36 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 the three months ended March 31, 2020 and 2019 (dollars in millions, except per share amounts):

	Three Months Ended March	
	31,	
	2020	2019
Net income (loss)	\$ (2,421)	\$ 265
Estimated book to tax differences:		
Premium amortization, net	237	54
Realized gain/loss, net	2,555	627
Net capital loss/(utilization of net capital loss carryforward)	32	(12)
Unrealized (gain)/loss, net	(263)	(719)
Other	(8)	(9)
Total book to tax differences	2,553	(59)
Estimated REIT taxable income	132	206
Dividends on preferred stock	21	10
Estimated REIT taxable income available to common stockholders	\$ 111	\$ 196
Weighted average number of common shares outstanding - basic	548.0	536.7
Weighted average number of common shares outstanding - diluted	549.2	537.2
Estimated REIT taxable income per common share - basic	\$ 0.20	\$ 0.37
Estimated REIT taxable income per common share - diluted	\$ 0.20	\$ 0.36
Beginning cumulative non-deductible net capital loss	\$ 394	\$ 182
Increase (decrease) in net capital loss carryforward	32	(12)
Ending cumulative non-deductible net capital loss	\$ 426	\$ 170
Ending cumulative non-deductible net capital loss per common share	\$ 0.75	\$ 0.32

LIQUIDITY AND CAPITAL RESOURCES

Our business is dependent on our ability to maintain adequate levels of liquidity 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, monthly receipts of principal and interest payments, asset sales and equity offerings. We may also utilize TBA dollar roll transactions to finance Agency RMBS investments.

We believe that we have sufficient liquidity and capital resources available to meet our obligations and execute our business strategy. In assessing our liquidity, we consider a number of factors, including our current leverage, haircut and minimum collateral levels, access to capital markets, overall market conditions, and the sensitivity of our tangible net book value over a range of scenarios. However, these and other factors impacting our liquidity are subject to numerous risks and uncertainties, including as described in the *Quantitative and Qualitative Disclosures of Market Risks* and *Risk Factors* sections of our Annual Report on Form 10-K for the year ended December 31, 2019, as amended (our "2019 Form 10-K") and this Form 10-Q.

Leverage

Our leverage will vary depending on market conditions and our assessment of relative risks and returns, but we generally would 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. As of March 31, 2020, our tangible net book value "at risk" leverage ratio was 9.4x and, despite the decline in our tangible net book value during the first quarter, was unchanged from December 31, 2019. The following table includes a summary of our mortgage borrowings outstanding, as of March 31, 2020 and December 31, 2019 (dollars in millions). For additional details of our mortgage borrowings refer to Notes 3, 5 and 6 to our Consolidated Financial Statements in this Form 10-Q.

Mortgage Borrowings	March 31, 2020		December 31, 2019	
	Amount	%	Amount	%
Repurchase agreements ¹	\$ 63,027	75%	\$ 89,085	92%
Debt of consolidated variable interest entities, at fair value	214	—%	228	—%
Total debt	63,241	75%	89,313	92%
Net TBA position, at cost	20,648	25%	7,404	8%
Total mortgage borrowings	\$ 83,889	100%	\$ 96,717	100%

1. Amount excludes \$3,513 million and \$97 million of repurchase agreements used to fund purchases of U.S. Treasury securities as of March 31, 2020 and December 31, 2019, respectively.

Repurchase arrangements involve the sale and a simultaneous agreement to repurchase the transferred assets at a future date and are accounted for as collateralized financing transactions. 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.

The terms and conditions of secured borrowings are negotiated on a transaction-by-transaction basis when each such borrowing is initiated or renewed. 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." This haircut reflects the underlying risk of the specific collateral and protects our counterparty against a change in its value, but conversely subjects us to counterparty credit risk and limits the amount we can borrow against our investment securities. Interest rates are generally fixed based on prevailing rates corresponding to the terms of the borrowings. Interest may be paid monthly or at the termination of a borrowing at which time we may enter into a new borrowing at prevailing haircuts and rates with the same lending counterparty or repay that counterparty and negotiate financing with a different lending counterparty. 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 have lower implied haircuts relative to Agency MBS pools held on balance sheet and funded with repo financing. However, if it were to become uneconomical to roll our TBA contracts into future months we could be required to take physical delivery of the underlying securities and fund those assets with cash or other financing sources, which could reduce our liquidity position, as the liquidity benefit of TBA contracts would be eliminated. The collateral requirements under our TBA contracts are governed by the Mortgage-Backed Securities Division ("MBSD") of the FICC and by our brokerage agreements, which may establish margin levels in excess of the MBSD.

To help manage the adverse impact of interest rate changes on the value of our investment portfolio as well as our cash flows, we utilize an interest rate risk management strategy under which we use derivative financial instruments. In particular, we attempt to mitigate the risk of the cost of our variable rate liabilities increasing at a faster rate than the earnings of our long-term fixed rate assets during a period of rising interest rates. 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.

Collateral Requirements and Unencumbered Assets

Amounts available to be borrowed under our repurchase agreements are dependent upon lender collateral requirements and the lender's 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. In response to declines in the fair value of pledged securities due to changes in market conditions or the publishing of monthly security pay-down factors, lending counterparties typically require that we post additional securities as collateral, pay-down borrowings or fund cash margin accounts with the counterparties in order to re-establish the agreed-upon collateral requirements, referred to as "margin calls." Similarly, if the estimated fair value of our investment securities increases due to changes in interest rates or other factors, counterparties may release collateral back to us. Our derivative agreements also require that we maintain a minimum collateral balance regardless of the value of the derivative instrument based on our counterparties' assessment of risk specific to the derivative instrument and clearing exchange rules.

Collateral requirements under our repurchase and derivative agreements are dependent on our counterparties' determination of the fair value of securities pledged and the "haircut" levels they apply against the value of our securities. Haircuts under repo agreements are typically determined on an individual transaction basis and reflect our counterparties' assessment of the underlying risk associated with the specific collateral. Our derivative agreements also require that we maintain a minimum collateral balance regardless of the value of the derivative instrument based on our counterparties' assessment of risk specific to the derivative instrument and clearing exchange rules. Haircut levels and minimum margin requirements can change overtime and could be expected to increase during periods of elevated market volatility. We are also subject to daily variation margin requirements based on changes in the value of our collateral and, in the case of derivative agreements, changes in the value of the derivative instrument. Daily variation margin requirements under our interest rate derivative agreements also entitle us to receive collateral if the value of amounts owed to us under the derivative instrument exceeds a minimum margin requirement. Our agreements may provide that the valuations of securities securing our obligations under the agreement are to be obtained from a generally recognized source agreed to by both parties to the agreement. Other agreements provide that our counterparty has the sole discretion to determine the value of pledged collateral, but is required to act in good faith in making determinations of value. Our agreements generally provide that in the event of a margin call, collateral must be posted on the same business day, subject to notice requirements. As of March 31, 2020, we had met all our margin requirements.

The value of Agency RMBS is reduced by principal pay-downs on the mortgage pools underlying them. Fannie Mae and Freddie Mac publish monthly security pay-down factors for their mortgage pools on the fifth day after month-end and remit payment based on these factors generally on the 25th day after month-end. Counterparties to our bi-lateral repurchase agreements typically assess margin to account for these principal pay-downs when pool level principal payment data becomes available and prior to our receipt of the principal repayment. The FICC assesses margin based on its internally projected pay-down rates on the last day of each month (referred to as the "blackout period exposure adjustment" or "blackout margin"). On the fifth day of the month, the blackout margin is released and collateralization requirements are adjusted to the actual published factor data. Consequently, our liquidity is temporarily reduced each month until we receive payment of the pay-down amounts. We attempt to manage the liquidity risk associated with principal pay-downs by monitoring conditions impacting prepayment rates and through asset selection. As of March 31, 2020, given the current market conditions and elevated prepayment risk associated with historically low interest rates, our portfolio largely consisted of higher coupon specified pool securities, which have a lower risk of prepayment compared to generic Agency RMBS, and TBA securities, which do not expose us to margin calls due to prepayments.

Haircut levels and minimum margin requirements imposed by counterparties reduce the amount of our unencumbered assets and limit the amount we can borrow against our investment securities. As of March 31, 2020, the weighted average haircut on our repurchase agreements was approximately 4.0% of the value of our collateral, inclusive of collateral funded through BES, compared to 4.4% as of December 31, 2019. During the first quarter, haircuts on our Agency RMBS collateral remained stable. Financing for less liquid, credit-oriented securities was significantly impacted by the dislocation in the financial markets in the first quarter; such assets were either not financeable through certain lenders, or haircuts and pricing for such assets increased substantially.

To enhance our liquidity position during the first quarter, we sold lower coupon Agency RMBS securities funded by repurchase agreements and partially replaced them with TBA securities. We maintained our entire TBA position at our broker-dealer subsidiary,

BES, and we shifted a larger portion of our Agency repo funding to the FICC through BES, increasing it to 54% of our Agency repo funding, as of March 31, 2020, from 38% as of December 31, 2019. These actions reduced our average "haircut" level and lowered our aggregate margin requirement compared to our traditional bi-lateral repo agreements. As of March 31, 2020, our unencumbered assets totaled 54% of our tangible net equity, unchanged from December 31, 2019, or \$5.0 billion in the aggregate. The majority of our liquidity is held at AGNC, which included \$3.5 billion of unencumbered cash and Agency RMBS and \$0.3 billion of unencumbered CRT and non-agency securities as of March 31, 2020. We also maintain capital and excess liquidity at BES for regulatory standards, risk management purposes, and to meet expectations of counterparties, its clearing bank and clearing organizations. As of March 31, 2020, our unencumbered assets held at BES totaled approximately \$1.2 billion, after being temporarily reduced for "blackout margin" charges posted by BES at the end of the month.

Collateral haircuts and minimum margin requirements imposed by counterparties subject us to counterparty credit risk. We attempt to manage this risk by monitoring our collateral positions and limiting our counterparties to registered clearinghouses and major financial institutions with acceptable credit ratings. We also diversify our funding across multiple counterparties and by region. As of March 31, 2020, we had master repurchase agreements with 47 financial institutions located throughout North America, Europe and Asia, including repo counterparties accessed through BES. BES' direct access to the General Collateral Finance Repo service offered by the FICC and other triparty and bi-lateral repo funding provides us greater depth and diversity of funding at favorable terms relative to traditional bilateral repurchase agreement funding. As of March 31, 2020, \$35.4 billion of our repurchase agreement funding was sourced through BES.

The table below includes a summary of our Agency RMBS repurchase agreement funding by number of repo counterparties and counterparty region as of March 31, 2020.

Counter-Party Region	March 31, 2020	
	Number of Counter-Parties	Percent of Repurchase Agreement Funding ¹
North America:		
FICC	1	53%
Other	27	36%
Total North America	28	89%
Europe	14	9%
Asia	5	2%
Total	47	100%

1. Percent of repurchase agreement funding includes U.S. Treasury repurchase agreements.

As of March 31, 2020, our maximum amount at risk (or the excess value of collateral pledged over our repurchase liabilities) with any of our repurchase agreement counterparties, excluding the FICC, was less than 6% of our tangible stockholders' equity, with our top five repo counterparties, excluding the FICC, representing less than 12% of our tangible stockholders' equity. As of March 31, 2020, approximately 10% of our tangible stockholder's equity was at risk with the FICC. Excluding central clearing exchanges, as of March 31, 2020, our amount at risk with any counterparty to our derivative agreements was less than 1% of our stockholders' equity.

Asset Sales and TBA Eligible Securities

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 Securities Industry and Financial Markets Association ("SIFMA"). As of March 31, 2020, approximately 93% of our fixed rate Agency RMBS portfolio was eligible for TBA delivery, although we will typically conduct outright sales of specified securities when they trade at a premium to generic securities due to their unique attributes.

Equity Capital

The equity capital markets serve as a source of capital to grow our business and to generate liquidity to meet our business objectives. The availability of equity capital is dependent on conditions in the equity capital markets 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 of capital exceeds acceptable hurdle rates of return on our equity. There can be no assurance, however, 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 Notes 10 and 11 to our Consolidated Financial Statements in this Form 10-Q for further details regarding our recent equity capital transactions.

OFF-BALANCE SHEET ARRANGEMENTS

As of March 31, 2020, we did not maintain relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance, or special purpose or variable interest entities, established to facilitate off-balance sheet arrangements or other contractually narrow or limited purposes. Additionally, as of March 31, 2020, we had not guaranteed obligations of unconsolidated entities or entered into a commitment or intent to provide funding to such entities.

FORWARD-LOOKING STATEMENTS

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

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

- the impact of the Pandemic and of measures taken in response to the 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;
- changes in U.S. monetary policy or interest rates;
- 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;
- 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 our most recent Annual Report on Form 10-K and this document under Item 1A. *Risk Factors*. We caution readers not to place undue reliance on our forward-looking statements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

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

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 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 both a third-party risk management system and market data. We review the duration estimates from the third-party model and may make adjustments based on our judgment to better reflect any unique characteristics and market trading conventions associated with certain types of securities.

The table below quantifies the estimated changes in the fair value of our investment portfolio (including derivatives and other securities used for hedging purposes) and in our tangible net book value per common share as of March 31, 2020 and December 31, 2019 should interest rates go up or down by 50, 75 and 100 basis points, assuming instantaneous parallel shifts in the yield curve and including the impact of both duration and convexity. All values in the table below are measured as percentage changes from the base interest rate scenario. The base interest rate scenario assumes interest rates and prepayment projections as of March 31, 2020 and December 31, 2019.

To the extent that these estimates or other assumptions do not hold true, which is likely in a period of high 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}				
Change in Interest Rate	March 31, 2020		December 31, 2019	
	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
-100 Basis Points	—%	+0.1%	-0.5%	-6.0%
-75 Basis Points	+0.2%	+2.9%	-0.3%	-3.0%
-50 Basis Points	+0.3%	+3.3%	-0.1%	-0.9%
+50 Basis Points	-0.2%	-2.6%	-0.4%	-4.7%
+75 Basis Points	-0.5%	-5.9%	-0.8%	-9.1%
+100 Basis Points	-0.9%	-10.3%	-1.3%	-14.8%

1. Derived from models that are dependent on inputs and assumptions provided by third parties, 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 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 among. Generally, prepayments increase during periods of falling mortgage interest rates and decrease during periods of rising mortgage interest rates. However, this may not always be the case.

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 which case, we may have to finance our investments at potentially higher costs without the ability to reinvest principal into higher yielding securities because borrowers prepay their mortgages at a slower pace than originally expected, adversely impacting our net interest spread, and thus our net interest income.

As of March 31, 2020 and December 31, 2019, our investment securities (excluding TBAs) had a weighted average projected CPR of 14.5% and 10.8%, respectively, and a weighted average yield of 2.93% and 3.07%, 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 50, 75 and 100 basis points. Estimated yields exclude the impact of retroactive "catch-up" premium amortization adjustments from prior periods due to changes in the projected CPR assumption.

Change in Interest Rate	Interest Rate Sensitivity ¹			
	March 31, 2020		December 31, 2019	
	Weighted Average Projected CPR	Weighted Average Asset Yield ²	Weighted Average Projected CPR	Weighted Average Asset Yield ²
-100 Basis Points	19.5%	2.67%	20.3%	2.73%
-75 Basis Points	18.6%	2.70%	17.7%	2.82%
-50 Basis Points	17.4%	2.76%	15.0%	2.90%
Actual as of Period End	14.5%	2.93%	10.8%	3.07%
+50 Basis Points	11.4%	3.03%	8.1%	3.12%
+75 Basis Points	10.3%	3.08%	7.5%	3.15%
+100 Basis Points	9.4%	3.12%	6.8%	3.16%

1. Derived from models that are dependent on inputs and assumptions provided by third parties 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. Consequently, although we use hedging instruments to attempt to protect against moves in interest rates, our hedges are generally not designed to protect against spread risk, and our tangible net book value could decline if spreads widen.

Fluctuations in mortgage spreads can occur due to a variety of factors, including changes in interest rates, prepayment expectations, actual or anticipated monetary policy actions by the U.S. and foreign central banks, liquidity conditions, required rates of returns on different assets and other market supply and demand factors. The table below quantifies the estimated changes in the fair value of our assets, net of hedges, and our tangible net book value per common share as of March 31, 2020 and December 31, 2019 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 4.5 and 5.0 years as of March 31, 2020 and December 31, 2019, 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	March 31, 2020		December 31, 2019	
	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	+2.3%	+27.1%	+2.5%	+28.0%
-25 Basis Points	+1.1%	+13.6%	+1.2%	+14.0%
-10 Basis Points	+0.5%	+5.4%	+0.5%	+5.6%
+10 Basis Points	-0.5%	-5.4%	-0.5%	-5.6%
+25 Basis Points	-1.1%	-13.6%	-1.2%	-14.0%
+50 Basis Points	-2.3%	-27.1%	-2.5%	-28.0%

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

Liquidity Risk

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

As of March 31, 2020, we believe that we have sufficient liquidity and capital resources available to execute our business strategy (see *Liquidity and Capital Resources* in this Form 10-Q for additional details). However, should the value of our collateral or the value of our derivative instruments suddenly decrease, 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 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 to be 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 March 31, 2020, our maximum amount at risk with any counterparty related to our repurchase agreements was less than 6% of our tangible stockholders' equity and less than 1% of tangible stockholders' equity related to our interest rate swap and swaption agreements.

Item 4. Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Securities Exchange Act of 1934, as amended (the "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 disclosure based on the definition of "disclosure controls and procedures" as promulgated under the Exchange Act and the rules and regulations thereunder. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

We, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of March 31, 2020. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

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

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Neither we, nor any of our consolidated subsidiaries, are currently subject to any material litigation nor, to our knowledge, is any litigation threatened against us or any consolidated subsidiary, in each case, that is expected to have a material adverse effect on our business, financial condition or operations. You may refer to Part I, Item 3 of our 2019 Form 10-K concerning the resolution and dismissal of litigation involving the Company.

Item 1A. Risk Factors

Except provided below, there have been no material updates to the risk factors previously disclosed in our 2019 Form 10-K. The following supplement should be read in conjunction with the "Risk Factors" identified in Part I, Item 1A of our 2019 Form 10-K.

The risks we face could materially adversely affect our business, results of operations, financial condition, liquidity and tangible net book value, and could cause our actual results to differ materially from our past results or the results contemplated by any forward-looking statements we make. The risks described in this report and our 2019 Form 10-K are not the only risks we face. Additional risks and uncertainties not presently known to us, or not presently deemed material by us, may also impair our operations and performance.

The economic and financial market turbulence resulting from the COVID-19 pandemic (the "Pandemic") has adversely affected our financial results and financial position and could continue to negatively impact our business.

The rapid global outbreak of COVID-19, a respiratory disease caused by a novel coronavirus, has led to substantial financial market volatility and has significantly adversely affected both the U.S. and global economies. On March 11, 2020, the World Health Organization characterized COVID-19 as a pandemic, and on, March 13, 2020, President Trump declared the COVID-19 outbreak in the United States a national emergency. The COVID-19 outbreak in the United States has resulted in stay-at-home orders, school closures and widespread business shutdowns across the country. These shutdowns and other reductions in business activity have resulted in a contraction of U.S. GDP for the first quarter of 2020 and substantially increased current and projected unemployment levels. While the U.S. federal government and the Federal Reserve (the "Fed") have taken actions to reduce the negative economic impact of the Pandemic, as described in our *Executive Overview-Trends and Recent Market Impacts*, the extent to which these actions will mitigate the short-term and long-term negative impacts of the Pandemic on the U.S. economy, financial markets and our business is unclear, and the drop in the level of U.S. economic activity from these events could be sustained. The sudden and dramatic change to U.S. and global economic activity due to the Pandemic has resulted in severe financial market dislocations, varying degrees of illiquidity among fixed income assets, and a significant increase in market volatility, and such events may recur, persist or worsen.

The economic and financial market turbulence resulting from the Pandemic negatively impacted our results of operations and our tangible net book value during the first quarter and could continue to negatively impact our business. Each of the "Risk Factors" described in our 2019 Form 10-K could be materially impacted by conditions resulting from the Pandemic. Risks that we believe may be heightened during and following the Pandemic and related developments are described below; however, you should review each of the risk factors described in our 2019 Form 10-K carefully in light of the Pandemic and related developments.

Because the direct and indirect impacts of the Pandemic and related developments are uncertain and depend on future events, they may also affect our operating and financial results in a manner that is not presently known to us or that we currently do not expect to present significant risks.

Model and forecast risks - The Pandemic and its impact on the U.S. and global economies, and the related governmental responses, have been unprecedented. It is difficult to assess or predict the impact of unprecedented events on our business, financial results and condition. Our forecasts and expectations relating to these developments are subject to many uncertainties and may change, perhaps substantially, from our current forecasts and expectations. Furthermore, our analytical models were not designed to incorporate the unique circumstances associated with the Pandemic and related developments. We use analytical models (both those supplied by third parties and proprietary models developed by us) and information supplied by our third-party vendors to value assets; forecast prepayment, default and foreclosure rates; and to manage risk. These predictive models are usually constructed based on historical trends, and the success of relying on such models depends heavily on the correlation between the reported historical data and future events or behavior. As such, the unprecedented economic and financial market events associated with the Pandemic reduce the ability of our models to predict future outcomes and could even render them invalid. Consequently, actual results could differ materially from our projections.

Spread and credit risks - Spread risk is an inherent component of our business and is increased by the use of leverage. Our hedging strategies are not designed to mitigate spread risk, and, thus, wider spreads negatively impact our tangible net book value. Spreads can widen 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, nearly all of which have been impacted by the Pandemic and related developments and are likely to continue to be impacted over at least the short to intermediate term as markets continue to grapple with their effects. The unprecedented decline in interest rates, extreme market volatility, and illiquidity across the fixed income markets stemming from these developments resulted in historically wide and volatile spread movements during the first quarter of 2020. The Fed's unprecedented purchases of Agency RMBS and U.S. Treasury securities that began in March have eased conditions somewhat, but markets remain fragile. The Fed has committed its continued support of the U.S. Treasury and Agency RMBS markets and to the liquidity of repo funding markets backed by U.S. Treasury and Agency collateral. However, should the Fed fail to maintain an adequate level of support, prematurely reduce its support or stop its support altogether any number of adverse market reactions could occur, including materially wider spread movements. It is also possible that despite substantial Fed support, the funding market for Agency MBS could still deteriorate if primary dealers are unwilling to pass along the liquidity provided by the Fed to broader market participants. Additionally, an unwinding of the Fed's purchases of Agency and U.S. Treasury securities could severely disrupt the fixed income markets, resulting in interest rate volatility and wider spreads. Should any of these events occur, our tangible net book value and our financial position could be materially adversely impacted. In addition to spread risks, our investments in CRT and non-agency RMBS and CMBS are subject to credit risk, and the Pandemic and related developments may adversely impact the credit quality of those investments and result in our experiencing a loss on these investments.

Prepayment risk - The Pandemic has led to historically low interest rates. Prepayments on our investment securities typically increase when interest rates fall. An increase in prepayments can negatively impact our net interest margin and tangible net book value, which could be material. Over the near term, we anticipate that social distancing, operational headwinds and negative credit conditions arising from the Pandemic are likely to disrupt housing turnover, mortgage originations and refinance activity. These conditions could mitigate an increase in prepayment activity despite the current record low interest rates. However, the extent and duration of any such mitigation is uncertain, and prepayments could materially exceed our expectations. Furthermore, over time, we expect that prepayment activity for much of the mortgage universe will increase as these conditions abate and lenders become increasingly willing to lend. Additionally, technological advances and changes to GSE underwriting requirements, potentially implemented in part or in whole in response to the Pandemic, could lead to materially faster prepayments. It is also possible that after the extended forbearance periods offered by the GSEs, which may extend up to 12 months, borrowers may be unable to resume monthly payments leading to a larger scale of buyouts of delinquent loans from mortgage pools by the GSE's than we anticipate. Furthermore, since prepayment models were not designed to incorporate the unique circumstances associated with the Pandemic, they may be less predictive of prepayment activity, hindering our ability to accurately forecast prepayment rates.

Extension risk - The social distancing measures instituted to combat the Pandemic have resulted in curtailed or ceased activity in many parts of the economy and have raised fears that the U.S. and global economies will enter a deep and protracted recession, or even depression. These fears have led to a historic decline in interest rates; however, should the U.S. economy recover faster than anticipated, interest rates could rise rapidly. Should this occur, the duration of our mortgage portfolio could extend faster than we expect and negatively impact our net book value. Although we expect to hedge against an increase in interest rates and manage our net duration gap, we cannot guarantee that our hedges or other funding and liability management activities will adequately protect us against extension risk and, thus, our tangible net book value could be materially adversely impacted should this occur.

Hedging and interest rate risks - Our hedges are intended to limit the adverse effect of changes in interest rates on our assets and cost of funds. Hedging strategies are complex and we use analytical models to help manage our risk. Since analytical models may be less reliable given the unprecedented events stemming from the Pandemic, there is an increased risk that our hedging strategies may be less effective, or even ineffective, which could materially adversely affect our financial position and tangible net book value. There are also many uncertainties associated with the Pandemic and the short and long-term economic and fiscal tolls are difficult to predict. With interest rates at or near their zero-bound range, an actual or anticipated severe economic recession or depression could cause interest rates to fall below zero. Negative rates could result in material losses on our interest rate hedges and negatively impact our net interest margin, adversely affecting our net income and tangible net book value. Although we expect that the Fed would use all its monetary policy tools to prevent negative rates, there is no guarantee that it will do so or that it would be successful at keeping rates above zero.

Liquidity risks - Turbulent market conditions resulting from the Pandemic increase the risk of margin calls under our funding and derivative agreements. If the value of our pledged collateral or if the value of our interest rate hedges declines, we will be required to post additional collateral. Counterparties may also increase haircut levels or overall margin requirements and generally have the right to unilaterally value our collateral. Counterparties to certain agreements, such as TBA clearing agreements, may only post collateral to us up to certain limits, resulting in our inability to receive collateral when it would otherwise have been due. Certain assets, such as credit assets, may not be financeable, or haircuts and pricing for such assets could increase substantially, particularly in periods of market volatility. Lastly, to the extent we are entitled to receive collateral from counterparties, they may be unwilling or unable to return collateral in a timely manner. If conditions result in our inability to meet margin calls, we could default on our obligations and be forced to sell assets under adverse conditions. In addition, if counterparties fail to fulfill their obligations to us, we could experience a loss. We may be unable to raise additional equity capital or procure funding, at all or on favorable terms, to address liquidity or other needs.

Human capital and business resiliency risks - Since mid-March, all of our workforce has been working remotely consistent with our business continuity plan. Stay-at-home orders in effect in the states and localities where our workforce is located may be extended in whole or in part for several additional weeks or months. The strain on our workforce and our business operations caused by this shift in our operating environment may result in business interruptions, reduced productivity and other adverse impacts on our operations. While our technological systems to date have continued to function with our workforce working remotely, this telework arrangement increases the risk of technological or cybersecurity incidents that could negatively affect our business operations. This telework arrangement, the risk that our employees or their family members could contract COVID-19 and our reliance for some services and functions on third parties, which are largely working under similar conditions, could also adversely affect our ability to maintain effective controls and procedures, which could result in material errors in our reported results or disclosures that are not complete or accurate.

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

Stock Repurchase Program

In July of 2019, our Board of Directors authorized the repurchase of up to \$1 billion of our outstanding shares of common stock through December 31, 2020. No shares were repurchased during the quarter ended March 31, 2020. As of March 31, 2020, we had \$0.9 billion of common stock remaining available for repurchase.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits and Financial Statement Schedules**(a) Exhibit Index****Exhibit No. Description**

3.1	AGNC Investment Corp. Amended and Restated Certificate of Incorporation, as amended, filed herewith.
*3.2	AGNC Investment Corp. Third Amended and Restated Bylaws, as amended, incorporated herein by reference to Exhibit 3.2 of Form 10-Q for the quarter ended September 30, 2016 (File No. 001-34057), filed November 7, 2016.
*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, incorporated herein by reference to Exhibit 3.1 of Form 10-Q for the quarter ended March 31, 2018 (File No. 001-34057) filed May 7, 2018.
*4.2	Instruments defining the rights of holders of securities: See Article VI of our Third Amended and Restated Bylaws, as amended, incorporated herein by reference to Exhibit 3.2 of Form 10-Q for the quarter ended September 30, 2016 (File No. 001-34057) filed November 7, 2016.
*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 depository, 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 depository, 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 depository, 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 depository, 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.
- 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

- (b) Exhibits
See the exhibits filed herewith.
- (c) Additional financial statement schedules
None.

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
AGNC INVESTMENT CORP.
As amended and in effect through April 23, 2020

ARTICLE I

NAME

The name of the Corporation is AGNC Investment Corp.

ARTICLE II

ADDRESS OF REGISTERED OFFICE; NAME OF REGISTERED AGENT

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

ARTICLE III

PURPOSE AND POWER

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

ARTICLE IV

CAPITAL STOCK

Section 4.1. Total Number of Shares of Capital Stock. The total number of shares of capital stock of all classes that the Corporation shall have authority to issue is 1,510,000,000 shares. The authorized stock is divided into 10,000,000 shares of preferred stock, with the par value of \$0.01 each (the "Preferred Stock"), and 1,500,000,000 shares of common stock, with the par value of \$0.01 each (the "Common Stock"). The Board of Directors of the Corporation (the "Board of Directors") may classify any unissued shares of stock and reclassify any previously classified but unissued shares of stock from time to time, in one or more classes or series of stock.

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

(a) the designation of such class;

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

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

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

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

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

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

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

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

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

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

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

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

Section 4.4 Issuance of Rights to Purchase Securities and Other Property. Subject to all of the rights of the holders of Preferred Stock provided for by resolution or resolutions of the Board of Directors pursuant to this Article IV or by the General Corporation Law, the Board of Directors is hereby authorized to create and to authorize and direct the issuance (on either a pro rata or a non-pro rata basis) by the Corporation of rights, options and warrants for the purchase of shares of capital stock of the Corporation, other securities of the Corporation or shares or other securities of any successor in interest of

the Corporation (a "Successor"), at such times, in such amounts, to such persons, for such consideration, with such form and content (including without limitation the consideration for which any shares of capital stock of the Corporation, other securities of the Corporation or shares or other securities of any Successor are to be issued) and upon such terms and conditions as it may from time to time determine, subject only to the restrictions, limitations, conditions and requirements imposed by the General Corporation Law, other applicable laws and this Certificate of Incorporation.

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

ARTICLE V

BOARD OF DIRECTORS

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

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

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

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

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

Section 5.3 Classes, Election and Term. The directors shall be elected by the stockholders at each annual meeting of the stockholders for a one-year term. The term of all current directors will end at the 2021 annual meeting of stockholders. Commencing with the 2020 annual meeting of stockholders, each director shall hold office for a one-year term and until such director's successor shall have been duly elected and qualified.

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

Section 5.5 Removal of Directors. Except as may be provided in a resolution or resolutions providing for any class of Preferred Stock pursuant to Article IV hereof, with respect to any directors elected by the holders of such class, any director, or the entire Board of Directors, may be removed from office at any time with or without cause by the affirmative vote of the holders of at least

sixty-six percent (66%) of the voting power of all of the shares of capital stock of the Corporation then entitled to vote generally in the election of directors, voting together as a single class.

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

ARTICLE VI

STOCKHOLDER ACTION

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

ARTICLE VII

INDEMNIFICATION

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

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

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

whether either in case (a) or in case (b) the basis of such proceeding is alleged action or inaction (x) in an official capacity as a director or officer of the Corporation, or as a director, trustee, officer, employee or agent of such other enterprise, or (y) in any other capacity related to the Corporation or such other enterprise while so serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent not prohibited by Section 145 of the General Corporation Law, (or any successor provision or provisions, respectively) as the same exists or may hereafter be amended, respectively (but, in the case of any amendment to Section 145 of the General Corporation Law, with respect to actions taken prior to such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such person in connection therewith if such person satisfied the applicable level of care to permit such indemnification under the General Corporation Law; provided however, that nothing in this Article VII shall indemnify any person

to the extent that such person has committed willful misfeasance, bad faith, gross negligence or reckless disregard involved in the conduct of such person's duties to or for the Corporation. The persons indemnified by this Article VII are hereinafter referred to as "indemnities." Such indemnification as to such alleged action or inaction shall continue as to an indemnitee who has after such alleged action or inaction ceased to be a director or officer of the Corporation, or director, officer, employee or agent of another enterprise; and shall inure to the benefit of the indemnitee's heirs, executors and administrators. The right to indemnification conferred in this Article VII: (i) shall be a contract right; (ii) shall not be affected adversely as to any indemnitee by any amendment of this Certificate with respect to any action or inaction occurring prior to such amendment; and (iii) shall, subject to any requirements imposed by law and the By-laws, include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition.

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

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

ARTICLE VIII

RESTRICTION ON TRANSFER AND OWNERSHIP OF SHARES

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

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

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

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

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

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

Certificate of Incorporation. The term “Certificate of Incorporation” shall mean the Certificate of Incorporation of the Corporation.

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

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

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

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

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

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

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

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

Nasdaq. The term “Nasdaq” shall mean The NASDAQ Stock Market, Inc.

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

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

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

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

Transfer. The term “Transfer” shall mean any issuance, sale, transfer, gift, assignment, devise or other disposition, as well as any other event that causes any Person to acquire Beneficial Ownership or Constructive Ownership, or any agreement to take any such actions or cause any such

events, of Capital Stock or the right to vote or receive dividends on Capital Stock, including (a) the granting or exercise of any option (or any disposition of any option), (b) any disposition of any securities or rights convertible into or exchangeable for Capital Stock or any interest in Capital Stock or any exercise of any such conversion or exchange right and (c) Transfers of interests in other entities that result in changes in Beneficial or Constructive Ownership of Capital Stock; in each case, whether voluntary or involuntary, whether owned of record, Constructively Owned or Beneficially Owned and whether by operation of law or otherwise. The terms “Transferring” and “Transferred” shall have the correlative meanings.

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

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

Section 8.2 Capital Stock.

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

(a) Basic Restrictions.

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

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

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

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

(i) then that number of shares of Capital Stock the Beneficial or Constructive Ownership of which otherwise would cause such Person to violate Section 8.2.1(a) (rounded up to the nearest whole share) shall be automatically transferred to a Trust for the benefit of a Charitable Beneficiary, as described in Section 8.3, effective as of the close of business on the Business Day prior to

the date of such Transfer (or other event), and such Person shall acquire no rights in such shares of Capital Stock; or

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

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

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

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

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

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

(a) every owner of more than five percent (or such lower percentage as required by the Code or the Treasury Regulations promulgated thereunder) in number or value of the outstanding

shares of Capital Stock, within 30 days after the end of each taxable year, shall give written notice to the Corporation stating the name and address of such owner, the number of shares of Capital Stock and other shares of the Capital Stock Beneficially Owned and a description of the manner in which such shares are held. Each such owner shall provide to the Corporation such additional information as the Corporation may request in order to determine the effect, if any, of such Beneficial Ownership on the Corporation's qualification as a REIT and to ensure compliance with the Aggregate Stock Ownership Limit and the Common Stock Ownership Limit; and

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

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

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

Section 8.2.7 Exceptions.

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

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

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

obtains such representations and undertakings from such Person as are reasonably necessary to ascertain this fact; and

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

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

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

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

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

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

“The shares of any class or series of the Corporation's stock (the “Capital Stock”) represented by this certificate are subject to restrictions on Beneficial Ownership, Constructive Ownership

and Transfer (as each such capitalized term is defined in the Corporation's Certificate of Incorporation, as the same may be amended from time to time (the "Certificate of Incorporation")) for the purpose of the Corporation's maintenance of its status as a real estate investment trust (a "REIT") under the Internal Revenue Code of 1986, as amended (the "Code"). Subject to certain further restrictions and except as expressly provided in the Certificate of Incorporation, (i) no Person (as defined in the Certificate of Incorporation) may Beneficially Own or Constructively Own shares of the Corporation's common stock, par value \$0.01 per share (the "Common Stock") in excess of 9.8% (in value or number of shares, whichever is more restrictive) of the total outstanding shares of Common Stock unless such Person is an Excepted Holder (as defined in the Certificate of Incorporation), in which case the Excepted Holder Limit (as defined in the Certificate of Incorporation) shall be applicable; (ii) no Person may Beneficially Own or Constructively Own shares of Capital Stock in excess of 9.8% (in value or number of shares, whichever is more restrictive) of the total outstanding shares of Capital Stock, unless such Person is an Excepted Holder, in which case the Excepted Holder Limit shall be applicable; (iii) no Person may Beneficially Own or Constructively Own shares of Capital Stock that would result in the Corporation being "closely held" under Section 856(h) of the Code or otherwise cause the Corporation to fail to qualify as a REIT; and (iv) no Person may Transfer shares of Capital Stock if such Transfer would result in the Capital Stock of the Corporation being owned by fewer than 100 Persons. Any Person who Beneficially Owns or Constructively Owns, or attempts to Beneficially Own or Constructively Own shares of Capital Stock which causes or will cause a Person to Beneficially Own or Constructively Own shares of Capital Stock in excess or in violation of the above limitations must immediately notify the Corporation. If any of the above restrictions on Beneficial Ownership, Constructive Ownership or Transfer are violated, the shares of Capital Stock represented hereby will be automatically transferred to a Trust (as defined in the Certificate of Incorporation) for the benefit of one or more Charitable Beneficiaries (as defined in the Certificate of Incorporation). In addition, the Board of Directors shall take such action as it deems advisable to refuse to give effect to or to prevent such Transfer or other event, including, without limitation, causing the Corporation to redeem shares of Capital Stock; provided, however, that any Transfer or attempted Transfer or other event in violation of the above restrictions on Beneficial Ownership, Constructive Ownership and Transfer shall automatically result in the above transfer to the Trust and, where applicable, such Transfer (or other event) shall be void ab initio as provided above irrespective of any action (or non-action) by the Board of Directors. The Board of Directors may, pursuant to Section 8.2.8 of the Certificate of Incorporation, increase or decrease the percentage of Common Stock or Capital Stock that a person may Beneficially Own or Constructively Own.

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

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

Section 8.3 Transfer of Capital Stock in Trust.

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

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

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

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

Section 8.3.5 Purchase Right in Stock Transferred to the Trustee. Shares of Capital Stock transferred to the Trustee shall be deemed to have been offered for sale to the Corporation, or its designee, at a price per share equal to the lesser of (i) the price per share in the transaction that

resulted in such transfer to the Trust (or, in the case of a devise or gift, the Market Price at the time of such devise or gift) and (ii) the Market Price on the date the Corporation, or its designee, accepts such offer. The Corporation may reduce the amount payable to the Prohibited Owner by the amount of dividends and distributions paid to the Prohibited Owner and owed by the Prohibited Owner to the Trustee pursuant to Section 8.3.3 of this Article VIII. The Corporation may pay the amount of such reduction to the Trustee for the benefit of the Charitable Beneficiary. The Corporation shall have the right to accept such offer until the Trustee has sold the shares held in the Trust pursuant to Section 8.3.4. Upon such a sale to the Corporation, the interest of the Charitable Beneficiary in the shares sold shall terminate and the Trustee shall distribute the net proceeds of the sale to the Prohibited Owner and any dividends or other distributions held by the Trustee shall be paid to the Charitable Beneficiary.

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

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

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

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

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

ARTICLE IX

LIMITATION ON LIABILITY OF DIRECTORS

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

ARTICLE X

COMPROMISE

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

ARTICLE XI

AMENDMENT OF BY-LAWS

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

ARTICLE XII

AMENDMENT OF CERTIFICATE OF INCORPORATION

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

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

Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least sixty-six percent (66%) of the combined voting power of all of

the shares of all classes of capital stock of the Corporation then entitled to vote shall be required to amend, repeal or adopt any provision inconsistent with Article V herein.

ARTICLE XIII

MISCELLANEOUS

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

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

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

I, Gary D. Kain, certify that:

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

Date: May 11, 2020

/s/ GARY D. KAIN

Gary D. Kain
Chief Executive Officer and Chief Investment
Officer (Principal Executive Officer)

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

I, Bernice E. Bell, certify that:

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

Date: May 11, 2020

/s/ BERNICE E. BELL

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

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

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

1. The Quarterly Report on Form 10-Q of the Company for the quarter ended March 31, 2020 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ GARY D. KAIN

Name: Gary D. Kain
Title: Chief Executive Officer and
Chief Investment Officer (Principal Executive Officer)
Date: May 11, 2020

/s/ BERNICE E. BELL

Name: Bernice E. Bell
Title: Senior Vice President and
Chief Financial Officer (Principal Financial Officer)
Date: May 11, 2020

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