

MFA FINANCIAL, INC.
COMPENSATION COMMITTEE CHARTER
(as amended and restated through December 11, 2018)

1. Purposes of the Compensation Committee

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of MFA Financial, Inc. (the “Company”) shall, among other things:

- provide oversight of the Company’s compensation plans, policies and programs, including the Company’s executive compensation program and its employee benefit plans, as well as such other compensation plans as may be established by the Company from time to time for which the Committee is deemed as administrator;
- review and make recommendations to the Board with respect to the compensation of non-employee directors on the Board (the “Non-Employee Directors”);
- review, discuss with the management and recommend to the Board the Compensation Discussion and Analysis (“CD&A”) to be included in the Company’s annual proxy statement; and
- prepare any report on or relating to executive compensation required by the rules and regulations of the Securities and Exchange Commission (the “SEC”).

The Committee shall report to the Board on a regular basis and in any event not less than once a year.

2. Composition of the Compensation Committee

The Committee shall be comprised of at least three directors as appointed by the Board, each of whom shall meet the independence requirements (including the additional independence requirements specific to compensation committee members) under the rules and regulations of the New York Stock Exchange (the “NYSE”) as in effect from time to time and shall be free from any relationship that would interfere with the exercise of his or her independent judgment as a member of the Committee.

The members of the Committee shall be appointed annually by the Board on or prior to the date of the Company’s annual meeting of stockholders and shall serve until their successors are duly appointed by the Board or until their earlier resignation or removal. In connection with the annual appointment of the members of the Committee, the Board shall also select a member of the Committee to serve as its Chairman.

3. Meetings of the Compensation Committee

The Committee shall meet at such times and from time to time as it deems to be appropriate, but not less than three times each year. The Committee may request members of the Company’s management or others to attend meetings and provide pertinent information as necessary. Minutes will be kept for each meeting of the Committee and will be provided to each member of the Board. Notwithstanding any other provision of this Charter, the Committee may, for so long as it deems reasonably necessary, maintain the confidentiality of its proceedings from some or all of the other members of the Board, if the Committee determines that such confidentiality is in the best interests of the Company.

4. **Responsibilities and Duties of the Compensation Committee**

The responsibilities and duties of the Committee shall include the following:

Executive Compensation

- In consultation with the other independent directors on the Board (together, the “Independent Directors”) and senior management, establish the Company’s general compensation philosophy and oversee the development, implementation and administration of compensation plans, policies and programs.
- (i) Review and approve corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer (“CEO”), (ii) evaluate the performance of the CEO in light of those goals and objectives, and (iii) together with the Independent Directors, determine and approve the CEO’s compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee and/or the Independent Directors shall consider, among other factors, the Company’s performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the CEO in past years.
- In consultation with the CEO, (i) consider, formulate and evaluate the goals and objectives relevant to the compensation of, and establish the compensation programs applicable to, the Company’s executive officers other than the CEO and other designated key employees and (ii) determine the compensation levels applicable to such executive officers and key employees.
- Review and make recommendations to the Board for the Board’s final determination and approval with respect to the compensation programs applicable to the Non-Employee Directors.
- Make recommendations to the Board with respect to the Company’s incentive compensation plans and equity-based plans, oversee the activities of the individuals and committees responsible for administering these plans and discharge any responsibilities imposed on the Committee by any of these plans.
- In consultation with senior management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company’s policies on structuring compensation programs to preserve tax deductibility and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.
- Review, and make recommendations to the Independent Directors for their final determination and approval with respect to, any employment agreements, post-employment consulting agreements, change-in-control agreements or severance or similar termination arrangements with the CEO or any other current or former executive officer or key employee of the Company.

Other Committee Responsibilities

- Produce an annual Compensation Committee Report for inclusion in the Company’s annual proxy statement in accordance with applicable SEC rules and regulations.

- Review and discuss with the management the CD&A for the Company’s annual proxy statement and determine whether to recommend to the Board that such CD&A be included in the annual proxy statement.
- Make recommendations to the Board on a policy on the frequency upon which the Company should seek an advisory vote from stockholders on executive compensation (“say-on-pay”), taking into account, among other items, the results of any prior stockholder votes on the frequency of say-on-pay resolutions at the Company. The Committee also shall review the results of say-on-pay resolutions and consider whether to make any adjustments to the Company’s executive compensation programs.
- Conduct an annual review of this Charter and recommend to the Board any changes that the Committee deems necessary, desirable or appropriate.
- Any other duties or responsibilities assigned to the Committee by the Board from time to time relating to the Company’s compensation programs.

5. Additional Committee Powers/Use of Consultants, Legal Counsel and Advisors

The Committee shall have the resources and authority appropriate to discharge its responsibilities and duties. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other advisor (each, an “Advisor”). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor retained by it, the compensation of which shall be borne by the Company, and the Committee shall have the sole authority to terminate an Advisor and approve the terms and conditions of the Advisor’s retention. To the extent required by NYSE rules, the Committee may select an Advisor to it only after taking into consideration, all factors relevant to the Advisor’s independence from management, including the following:

- the provision of other services to the Company by the person that employs the Advisor;
- the amount of fees received from the Company the person that employs the Advisor, as a percentage of the total revenue of the person that employs the Advisor;
- the policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest;
- any business or personal relationship of the Advisor with a member of the Committee;
- any stock of the Company owned by the Advisor; and
- any business or personal relationship of the Advisor or his or her employer with an executive officer of the Company.

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to one or more of its members to the extent permissible under this Charter, the Company’s bylaws, the terms of the applicable compensation plans, laws, rules, regulations and listing standards, and subject to any limitations imposed by the Board from time to time.

6. Performance Evaluation

The Committee shall conduct a self-evaluation of its performance on an annual basis. The results of the annual evaluation shall be discussed with the full Board. The Committee shall establish the criteria for the annual performance evaluation and it shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chairman of the Committee or any other member of the Committee designated by the Committee to make this report.

7. Limitations on Scope

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

- The Committee members are not employees or officers of the Company and are not directly involved in the Company's daily operations and they will not serve as members of the Committee on a full-time basis.
- The Committee members expect the Company's management to provide the Committee with prompt and accurate information, so that the Committee can discharge its duties properly.
- To the extent permitted by law, the Committee shall be entitled to rely on the information and opinions of management and the persons and entities noted in Section 5 above in carrying out its responsibilities.

The Committee members, in adopting this Charter and in agreeing to serve on the Committee, do so in reliance on, among other things, the provisions of the Company's charter which:

- Together with the Company's Bylaws and Articles of Incorporation, provide indemnification for their benefit; and,
- To the fullest extent permitted by law, provide that no current or former director shall be personally liable to the Company or its stockholders for monetary damages.