

## **MFA FINANCIAL, INC.**

### **CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE (as amended and restated through December 11, 2018)**

#### **1. Purposes of the Nominating and Corporate Governance Committee**

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of MFA Financial, Inc. (the “Company”) shall:

- assist the Board by identifying individuals qualified to become Board members;
- recommend to the Board the director nominees to stand for election by the Company’s stockholders;
- recommend to the Board the director candidates to fill vacancies on the Board;
- recommend to the Board the directors to serve on each Board committee;
- develop, together with the Chairman of the Board and members of senior management, and recommend to the Board succession plans for the Company’s Chief Executive Officer and other senior executive officers;
- develop and recommend to the Board the corporate governance principles and guidelines applicable to the Company; and
- direct the Board in the annual review of its performance.

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 Nominating and Corporate Governance Committee**

The Committee shall be comprised of at least three directors as appointed by the Board, each of whom shall meet the independence requirements under the rules and regulations of the New York Stock Exchange 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 Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee**

The duties of the Committee shall include the following:

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- Review periodically and make recommendations to the Board as to the appropriate size, composition (including recommendations as to the chair), organization and operational structure of the Board and its committees.
- Review and make recommendations to the Board on the range of qualifications that should be represented on the Board and each Board committee and eligibility criteria for individual Board and Board committee membership.
- Make recommendations to the Board with respect to director nominees to stand for election or re-election to the Board at each annual meeting of the Company's stockholders (or, if applicable, at any special meeting of stockholders).
- Consider any stockholder nominees for director or any stockholder recommendations of nominees for director.
- When informed that the Board is considering adding a member to fill an existing vacancy or newly created position, or any other time the Committee thinks the Board should consider adding a member, conduct a search to identify director candidate(s) to be added to the Board and make recommendations to the Board based upon the results of such search.
- Identify and make recommendations to the Board with respect to director nominees for appointment as members to the Board's respective committees.
- Consult from time to time with the Chairman of the Board to obtain his or her views regarding whether new members should be added to the Board and whether current members should be nominated for re-election or replaced.
- Develop, together with the Chairman of the Board and members of senior management, and recommend to the Board succession plans for the Company's Chief Executive Officer and other senior executive officers.
- Develop and recommend to the Board a set of corporate governance principles applicable to the Company, including the Company's Corporate Governance Guidelines; review those principles periodically; and monitor the Board's governance process and make recommendations to the Chairman of the Board on governance and related matters.
- Review any allegation made known to the Committee that the Company's Code of Business Conduct and Ethics has been violated by an officer, director or employee of the Company and report its findings to the Board.

- Under the guidance of the Chairman of the Committee, oversee the annual performance appraisal of the Board and the Board's committees; solicit and receive comments from each director and report to the Board with an assessment of the Board's performance.

#### Other Committee Responsibilities

- Prepare and issue the evaluations as required under "Performance Evaluation" below.
- 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 nominating and corporate governance procedures, policies and programs.

### **5. Additional Committee Powers**

The Committee shall have the resources and authority appropriate to discharge its responsibilities and duties, including the authority to retain one or more search firms to assist in the identification of director candidates and/or separate counsel and other experts and consultants. The Committee shall have the sole authority to select, retain and terminate any such search firm and/or professionals and to approve the fees and other retention terms relating to any such search firm and/or professionals. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors. 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, 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.