

CHIMERA INVESTMENT CORPORATION

Audit Committee Charter

This Audit Committee Charter has been adopted by the Board of Directors (the “Board”) of Chimera Investment Corporation (the “Company”). The Audit Committee (the “Committee”) of the Board shall review and reassess this charter annually and recommend proposed changes for the Board’s approval.

Purpose

The purpose of the Committee is to assist the Board with its oversight responsibilities regarding: (i) the integrity of the Company’s financial statements; (ii) the Company’s compliance with legal and regulatory requirements; (iii) the independent registered public accounting firm’s qualifications and independence; and (iv) the performance of the Company’s internal audit function and independent registered public accounting firm.

Role and Independence: Organization

The Committee assists the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing, internal control, and financial reporting practices of the Company. It may also have such other duties as may from time to time be assigned to it by the Board. The membership of the Committee shall consist of at least three directors, who are each free of any relationship that, in the opinion of the Board, may interfere with such member’s individual exercise of independent judgment. Each Committee member shall also meet the independence and financial literacy requirements for serving on audit committees, and at least one member shall have accounting or related financial expertise, all as set forth in the applicable rules of the New York Stock Exchange and to the extent required by the rules of the Securities and Exchange Commission. No member may serve on the audit committees of more than two other public companies unless the Board determines that such simultaneous service would not impair the ability of such director to serve effectively on the Committee, and discloses this determination in the Company’s annual proxy statement. The Committee shall maintain free and open communication with the independent registered public accounting firm and the Company management. In discharging its oversight role, the Committee is empowered to investigate any matter relating to the Company’s accounting, auditing, internal control, and financial reporting practices brought to its attention, with full access to all Company books, records, facilities, and personnel. The Committee shall also annually review its own performance. The Committee may retain outside counsel, an independent registered public accounting firm, or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. One member of the Committee shall be appointed as chair. The chair shall be responsible for leadership of the Committee, including scheduling and presiding over meetings, preparing agendas, and making regular reports to the Board. The chair will also maintain regular liaison with the CEO, CFO, and the lead independent audit partner. The Committee shall meet at least four times a year, or more frequently as the Committee considers necessary. At least once each

year the Committee shall have separate private meetings with the independent registered public accounting firm.

Responsibilities

Although the Committee may wish to consider other duties from time to time, the general recurring activities of the Committee in carrying out its oversight role are described below. The Committee shall be responsible for:

- Selecting, retaining and terminating the Company's independent registered public accounting firm (subject to shareholder ratification for the hiring or retention) to audit the financial statements of the Company and the determination of the compensation and other terms of engagement of such independent auditors. The independent registered public accounting firm is ultimately accountable to the Board and the Committee, as representatives of the shareholders.
- Annually evaluating, together with the Board and management, the performance of the independent registered public accounting firm including reviewing and evaluating the qualifications, performance, and independence of the lead independent audit partner.
- Reviewing, at least annually, the independence and quality control procedures of the Company's independent registered public accounting firm and the experience and qualifications of the independent registered public accounting firm's senior personnel that are providing audit services to the Company. In conducting its review:
 - The Committee shall obtain and review a report prepared by the independent registered public accounting firm describing (i) the accounting firm's internal quality-control procedures and (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the accounting firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the accounting firm, and any steps taken to deal with such issues.
 - The Committee shall obtain annually from the independent registered public accounting firm a formal written statement describing all relationships between the independent registered public accounting firm and the Company, consistent with the requirements of the Public Company Accounting Oversight Board, and actively engage in a dialogue with the independent registered public accounting firm with respect to any relationship that may impact the objectivity and independence of the independent registered public accounting firm and shall take, or recommend that the Board take, appropriate actions to oversee and satisfy itself as to the registered public accounting firm's independence.
 - The Committee shall confirm that the accounting firm is in compliance with the partner rotation requirements established by the SEC.
 - The Committee shall consider whether the Company should adopt a rotation of the annual audit among independent accounting firms.
- Establishing policies and procedures for the engagement of the independent registered public accounting firm to provide permissible non-audit services, which shall include pre-

approval of permissible non-audit services to be provided by the independent registered public accounting firm. The Committee shall approve in advance all permissible non-audit services to be provided by the independent registered public accounting firm.

- Reviewing the annual audited financial statements and discussing them with management and the independent registered public accounting firm. Included in these discussions shall be the disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operation,” to be included in the Company’s Annual Report on Form 10-K. These discussions shall include the matters required to be discussed under Statement of Auditing Standards No. 61 and consideration of the quality of the Company’s accounting principles as applied in its financial reporting, including a review of particularly sensitive accounting estimates, reserves and accruals, judgmental areas, audit adjustments (whether or not recorded), the clarity of the financial statements and other such inquiries as the Committee or the independent auditors shall deem appropriate. Based on such review, the Committee shall make its recommendation to the Board as to the inclusion of the Company’s audited financial statements in the Company’s Annual Report on Form 10-K.
- Meeting separately with management, the independent registered public accounting firm and the person responsible for the internal audit function.
- Issuing annually a report to be included in the Company’s proxy statement as required by the rules of the Securities and Exchange Commission.
- Overseeing the relationship with the independent registered public accounting firm, including discussing with the independent registered public accounting firm the nature and rigor of the audit process, receiving and reviewing audit reports, and providing the independent registered public accounting firm full access to the Committee (and the Board) to report on any and all appropriate matters.
- Discussing with a representative of management and the independent registered public accounting firm: (1) the interim financial information and statements contained in the Company’s Quarterly Reports on Form 10-Q (including the disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operation”) prior to their filing, (2) the Company’s earnings announcements prior to their release, as well as financial information and earnings guidance provided to analysts and rating agencies, and (3) the results of the review of such information by the independent registered public accounting firm. (These discussions may be held with the Committee as a whole or with the Committee chair in person or by telephone.)
- Overseeing internal audit activities, including discussing with management the internal audit function’s organization, objectivity, responsibilities, plans, results, budget and staffing.
- Review with the independent registered public accounting firm any problems or difficulties the independent auditor may have encountered during the course of the audit

work, including any restrictions on the scope of activities or access to required information or any significant disagreements with management and management's responses to such matters. Among the items the Committee may review with the independent registered public accounting firm are: (i) any accounting adjustments that were noted or proposed by the accounting firm but were "passed" (as immaterial or otherwise); (ii) any communications between the audit team and the independent registered public accounting firm's national office respecting auditing or accounting issues presented by the engagement; and (iii) any "management" or "internal control" letter issued, or proposed to be issued, by the Company's independent registered public accounting firm.

- Review and discuss with management and the independent registered public accounting firm: (i) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (ii) any analyses prepared by management or the independent registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial reporting statements, including analyses of the effects of alternative generally accepted accounting principles ("GAAP") methods on the Company's financial statements; and (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structure, on the Company's financial statements.
- Discuss with the independent registered public accounting firm the report that such accounting firm is required to make to the Committee regarding: (i) all accounting policies and practices to be used that the independent registered public accounting firm identifies as critical; (ii) all alternative treatments within GAAP for policies and practices related to material items that have been discussed among management and the independent registered public accounting firm, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent accounting firm; and (iii) all other material written communications between the independent registered public accounting firm and management of the Company, such as any management letter, management representation letter, reports on observations and recommendations on internal controls, independent registered public accounting firm's engagement letter, independent registered public accounting firm's independence letter, schedule of unadjusted audit differences and a listing of adjustments and reclassifications not recorded, if any.
- Discussing with management and the independent registered public accounting firm the quality and adequacy of the compliance with the Company's internal controls.
- Discussing policies with respect to risk assessment and risk management, including discussing the steps management has taken to monitor and control risk exposure.

- Discussing with management and/or the Company's legal counsel any legal matters (including the status of pending litigation) that may have a material impact on the Company's financial statements, and any material reports or inquiries from regulatory or governmental agencies.
- Establishing procedures for handling complaints regarding accounting, internal accounting controls, or auditing matters, including procedures for confidential, anonymous submission of concerns by employees regarding accounting or auditing matters.
- Establishing procedures for handling of concerns by employees regarding business conduct and ethics including procedures for confidential and anonymous submission of such concerns.
- Set clear hiring policies for employees or former employees of the Company's independent registered public accounting firm.

The Committee's job is one of oversight. Management is responsible for the preparation of the Company's financial statements and the independent registered public accounting firm is responsible for auditing those financial statements. The Committee and the Board recognize that management and the independent registered public accounting firm have more resources and time, and more detailed knowledge and information regarding the Company's accounting, auditing, internal control and financial reporting practices than the Committee does; accordingly the Committee's oversight role does not provide any expert or special assurance as to the financial statements and other financial information provided by the Company to its shareholders and others.