



## **Risk Committee Charter**

This Risk Committee Charter (the "Committee") has been adopted by the Board of Directors (the "Board") of Chimera Investment Corporation (the "Company").

### **Purpose**

The Committee is appointed by the Company's Board to assist the Board in its oversight of (i) the Company's risk governance structure; (ii) the Company's risk management and risk assessment guidelines and policies regarding market, credit, operational, liquidity, funding and reputational risk and such other risks as necessary to fulfill the Committee's duties and responsibilities; (iii) the Company's risk tolerance; and (iv) the Company's capital, liquidity and funding.

Risk assessment and risk management are the responsibility of the Company's management. The Committee's responsibility in this regard is one of oversight and review.

### **Role and Independence: Organization**

The Committee shall be comprised of at least three (3) Board members appointed by the Board after considering the recommendations of the Nominating and Governance Committee. The Board shall designate one (1) Committee member as the Committee's chair. All Committee members shall have no material relationship with the Company and shall otherwise satisfy the independence requirements of the Company and the New York Stock Exchange.

The Committee shall hold regular meetings at least four times per year and report to the Board on a regular basis. Meetings shall include any participants the Committee deems appropriate and shall be of sufficient duration and scheduled at such times as the Committee deems appropriate to discharge properly its responsibilities. The Committee may form and delegate to one or more subcommittees all or any portion of the Committee's authority, duties and responsibilities, and may establish such rules as it determines necessary or appropriate to conduct the Committee's business. The Committee shall review and assess annually its performance and report the results to the Board. The Committee shall review and assess annually the adequacy of this charter and, if appropriate, recommend changes to the charter to the Board.

### **Responsibilities**

The Committee has oversight of (i) risk management; (ii) risk tolerance; and (iii) capital, liquidity and funding. The general recurring activities of the Committee in carrying out its oversight roles are described below.

- Review or discuss, as and when appropriate, with management the Company's risk governance structure and the Company's risk management and risk assessment guidelines and policies regarding market, credit, operational, liquidity, funding, and reputational risk and the Company's risk tolerance.
- Review at least quarterly the Company's investment policies with respect to the risk exposures associated with the types of assets that the Company invests in, including regarding market, credit, operational, liquidity, funding, and reputational risk and the Company's risk tolerance.
- Discuss with management significant risk exposures and the actions management has taken to limit, monitor or control such exposures, including guidelines and policies with respect to assessment of risk and risk management.

- Receive reports from management on various matters related to risk exposures on a regular basis.
- Oversee the Company's process and policies for determining risk tolerance and review management's measurement and comparison of overall risk tolerance to established levels. As appropriate, confirm risk tolerance levels and capital targets and limits.
- Review at least quarterly the Company's capital, liquidity and funding and steps management has taken to manage capital, liquidity and funding.
- Review or discuss, as and when appropriate, the Company's capital, liquidity and funding guidelines and policies.

The Chairman of the Committee shall liaise with other Board Committees from time to time and as deemed appropriate. This includes coordination with the Chairman of the Audit Committee to assist the Audit Committee in its review of the Company's policies with respect to risk assessment and risk management as set forth in the Audit Committee charter and coordination with the Chairman of the Compensation Committee to assist the Compensation Committee in its consideration of the Company's risks associated with the compensation paid by the Company.

Additionally, the Committee has the authority to make such recommendations with respect to any of the above and other matters as the Committee deems necessary or appropriate as well as any such other authority, duties and responsibilities as may be delegated to the Committee by the Board. The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special or independent counsel, accountants or other experts, as it deems appropriate, without seeking approval of the Board or management.