

**ANNALY CAPITAL MANAGEMENT, INC.  
NOMINATING/CORPORATE GOVERNANCE  
COMMITTEE CHARTER**

This charter of the Nominating/Corporate Governance Committee (the “Committee”) has been adopted by the Board of Directors (the “Board”) of Annaly Capital Management, Inc. (the “Company”).

**Purpose and Goals**

The purpose of the Committee shall be to:

- Develop and recommend to the Board criteria for the selection of individuals to be considered as candidates for the Board;
- Identify and screen individuals qualified to become Board members, and recommend to the Board candidates for nomination for election or re-election to the Board and to fill Board vacancies;
- Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; and
- Provide oversight of the evaluation of the Board.

The Committee may also have such other duties as may from time to time be delegated to it by the Board.

**Membership**

The membership of the Committee shall consist of at least three directors, each of whom, by the Board’s affirmative determination, is free of any material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company).

All members of the Committee shall also be “independent” directors under the applicable listing standards of the New York Stock Exchange (“NYSE”). Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

Members of the Committee shall be appointed by the Board upon the recommendation of the Committee and may be removed by the Board at its discretion. One member of the Committee shall be appointed by the Board as Chair. The Chair shall be responsible for leadership of the Committee, including scheduling and presiding over meetings, reviewing and approving agendas, and making regular reports to the Board.

## **Operations**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. 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. Meetings may be telephonic; polling of Committee members, however, shall not be permitted in lieu of meetings. Any Committee member may suggest agenda items for consideration to the Chair. Meeting materials will be provided to the Committee as far in advance of the meetings as practicable.

The Committee may also act by unanimous written consent of its members and may also form, and delegate any of its responsibilities, to a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the Securities and Exchange Commission and the NYSE. The Committee may establish such rules as it determines necessary or appropriate to conduct the Committee's business.

The Committee shall report periodically its findings to the Board.

## **Board Membership**

The Committee develops and recommends to the Board criteria for the selection of director candidates. The Committee also identifies and screens individuals qualified to become Board members and recommends to the Board candidates for nomination for election or re-election to the Board and to fill Board vacancies. In making its recommendations, the Committee considers the applicable criteria to be used in selecting qualified candidates, consistent with the criteria approved by the Board. The Company endeavors to have a Board representing diverse backgrounds and a wide range of professional experience in areas that are relevant to the Company's business and its status as a public company. The Committee is committed to seeking out highly qualified candidates of diverse gender and race/ethnicity, as well as taking into account other factors that promote principles of diversity, including diversity of a candidate's perspective, background, nationality, age and other demographics. As part of the search process for each new director, the Committee shall consider a diverse pool of candidates, including individuals of diverse gender and race (and, if applicable, instruct any firm it engages therewith to include such candidates in the slate of candidates offered for consideration). The Committee also conducts inquiries into the background and qualifications of potential candidates.

A majority of the members of the Board shall qualify as "independent" directors under the applicable listing standards of the NYSE.

## **Assignment of Directors to Board Committees**

The Committee also recommends to the Board the assignment of directors to Board committees, including the designation of committee chairs, at each annual organizational meeting of the Board, and to fill vacancies as needed. From time to time, the Committee will consider whether to rotate the membership of the Board committees.

The Committee shall review the Board’s committee structure and operations in general and make recommendations to the Board regarding any changes that it believes necessary in order to enable the Board to fulfill its objectives under the Company’s Corporate Governance Guidelines (the “Governance Guidelines”).

### **Corporate Governance**

The Committee is responsible for developing, and overseeing the implementation of, the Governance Guidelines. The Committee shall review the Governance Guidelines at least annually, and recommend modifications to the Board, as appropriate. In addition, the Committee shall consider other corporate governance matters, such as proxy advisory firm policies and recommendations, director tenure and retirement policies and review of potential conflicts of interest of Board members and senior management, and make recommendations for changes, as appropriate. The Committee shall also consider continuing education alternatives for directors and provide oversight of management’s responsibility for providing the Board with educational sessions on matters relevant to the Company and its business.

### **Oversight of the Evaluation of the Board**

The Committee is responsible for overseeing the annual review and evaluation by the Board of the Board’s performance and ensuring that such evaluation is conducted in accordance with the Governance Guidelines.

### **Coordination with Other Board Committees**

The Chair of the Committee shall liaise with the Chair of the Corporate Responsibility Committee to discuss matters related to Board diversity and the impact of environmental, social and governance (“ESG”)-related matters to be included in the Company’s annual proxy statement, as appropriate.

The Chair of the Committee shall liaise with the Chair of any other Board committee to the extent necessary and appropriate to the conduct of the duties of the Committee.

### **Selection of Advisors to the Committee**

The Committee shall have the authority to retain, compensate and terminate any search firm to assist it in identifying director candidates, and to retain outside counsel, or other advisors. The Committee shall have the sole authority to negotiate and approve related fees and retention terms of such advisors and the Company will provide appropriate funding (as determined by the Committee) for the payment of reasonable compensation to any such advisor.

### **Annual Performance Evaluation of the Committee**

The Committee shall conduct an annual review and evaluation of its performance based upon, among other things, an assessment of the Committee's fulfillment of its obligations pursuant to this charter, and shall report its findings to the Board. The review shall seek to identify specific areas, if any, in need of improvement or strengthening. As part of this review, the Committee shall consider what qualifications would be desirable for Committee members and shall report its findings to the Board. The Committee shall also review at least annually the adequacy of this charter and recommend changes or modifications for the Board's approval, as appropriate.

*(adopted by the Board as of October 2021)*