



Barclays 2016 Global Financial Services Conference September 14, 2016

Safe Harbor Notice



This presentation, other written or oral communications and our public documents to which we refer contain or incorporate by reference certain forward-looking statements which are based on various assumptions (some of which are beyond our control) and may be identified by reference to a future period or periods or by the use of forward-looking terminology, such as "may," "will," "believe," "expect," "anticipate," "continue," or similar terms or variations on those terms or the negative of those terms. Actual results could differ materially from those set forth in forward-looking statements due to a variety of factors, including, but not limited to, changes in interest rates; changes in the yield curve; changes in prepayment rates; the availability of mortgage-backed securities and other securities for purchase; the availability of financing and, if available, the terms of any financings; changes in the market value of our assets; changes in business conditions and the general economy; our ability to grow our commercial business; our ability to grow our residential mortgage credit business; credit risks related to our investments in credit risk transfer securities, residential mortgage-backed securities and related residential mortgage credit assets, commercial real estate assets and corporate debt; risks related to investments in mortgage servicing rights and ownership of a servicer; any potential business disruption following the acquisition of Hatteras Financial Corp.; our ability to consummate any contemplated investment opportunities; changes in government regulations affecting our business; our ability to maintain our qualification as a REIT; and our ability to maintain our exemption from registration under the Investment Company Act of 1940, as amended. For a discussion of the risks and uncertainties which could cause actual results to differ from those contained in the forward-looking statements, see "Risk Factors" in our most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q. We do not undertake, and specifically disclaim any obligation, to publicly release the result of any revisions which may be made to any forward-looking statements to reflect the occurrence of anticipated or unanticipated events or circumstances after the date of such statements, except as required by law.

This presentation includes unaudited pro forma information reflecting the acquisition of Hatteras Financial Corp. The unaudited pro forma information should be read in conjunction with the historical financial information and accompanying notes of Annaly Capital Management, Inc. and Hatteras Financial Corp.

Non-GAAP Financial Measures

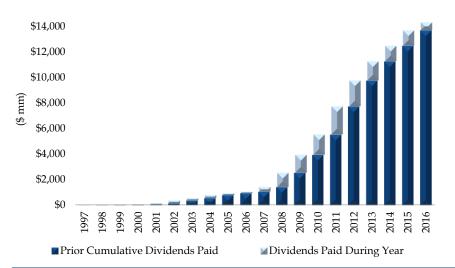
This presentation includes certain non-GAAP financial measures. The non-GAAP financial measures should not be viewed in isolation and are not a substitute for financial measures computed in accordance with GAAP. Please see the section entitled "Non-GAAP Reconciliations" in the attached Appendix for a reconciliation to the most directly comparable GAAP financial measures.

Annaly is a Leading Real Estate Finance Company



- ✓ Largest mREIT with a \$13 billion equity base, 15x the size of the median mREIT
- ✓ Permanent capital solution for the redistribution of mortgage-backed securities ("MBS"), residential credit, commercial real estate ("CRE") assets and middle market loans
- ✓ Diversified investment platform built to manage various interest rate and economic environments
- ✓ Conservative leverage profile with a variety of potential financing sources for each investment class

Over \$14bn Dividends Paid Since IPO



Business Profile (1)								
Sector Assets (\$bn) Capital ⁽²⁾ (\$bn) Sector Rank								
Agency ⁽⁴⁾	\$93.9	\$10.1	#1					
Commercial Real Estate ⁽⁴⁾	\$2.5	\$1.4	#4					
Residential Credit	\$2.1	\$1.0	#8					
Middle Market Lending (MML)	\$0.7	\$0.7	#16					

Performance Track Record



Note: Market data as of September 2, 2016.

Financial Data as of June 30, 2016. Financial data is unaudited and shown pro forma for Hatteras acquisition

⁽²⁾ Dedicated capital excludes non-portfolio related activity and may differ from total stockholders' equity.
(3) Sector ranking compares Annaly dedicated capital in each of its business strategies (Agency, CRE, Residential Credit and MML) pro forma for Hatteras acquisition as of June 30, 2016, adjusted for the relevant sector average price to book multiple, to the market capitalization of the

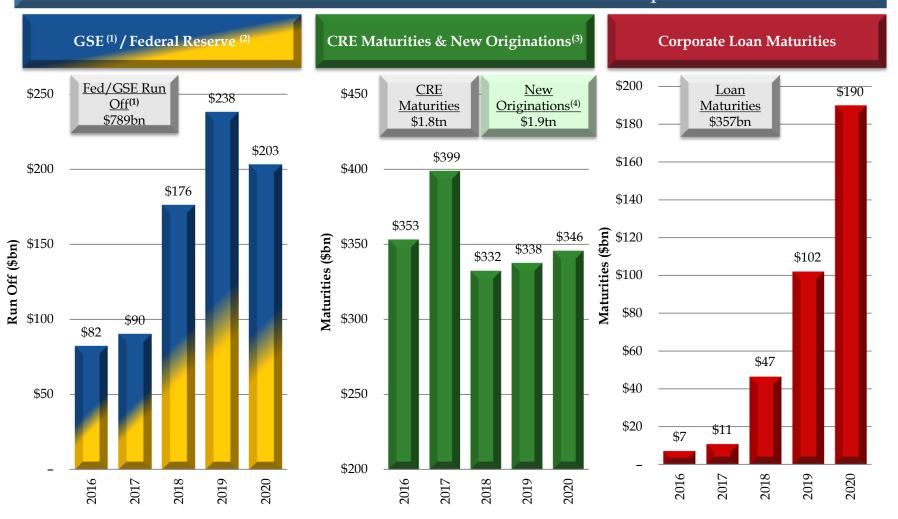
companies in each respective sector as of September 2, 2016. Comparative sectors include the Bloomberg mREIT Index for Agency, CRE and Residential Credit and the S&P BDC Index for MML.

Agency assets include TBA purchase contracts (market value). Commercial Real Estate assets are exclusive of consolidated variable interest entities ("VIEs") associated with B Piece commercial mortgage-backed securities

Diversified Business Model: \$3 Trillion Total Market Opportunity



Annaly is positioned as a permanent capital solution for the redistribution of MBS, residential credit, commercial real estate assets and corporate loans



Source: Fannie Mae, Freddie Mac, JPMorgan, Federal Reserve Flow of Funds Report, Trepp, Goldman Sachs, Leveraged Commentary & Data ("LCD") and Mortgage Bankers Association ("MBA"). Analytics provided by The YieldBook Software Note: \$3 trillion opportunity represents the sum of estimated Fed and GSE runoff, CRE maturities and institutional loan maturities from 2016 to 2020. Excludes new CRE originations.

(3) CMBS Data from RSS as of March 31, 2016.

Retained portfolios include both MBS and unsecuritized loans and represent 15% annual declines from 2015YE target of \$719bn (10% below originally agreed upon target in Senior Preferred Stock Purchase Agreement).

Current Fed holdings as of September 2, 2016. Future Fed holdings and runoff are projected assuming reinvestments continue until July 31, 2018 using forward interest rates.

Mortgage Bankers Originations from MBA Commercial/Multifamily Real Estate Forecast from February 1, 2016.

Sum-of-the-Parts Capital Diversification



Balancing the liquidity of the Agency strategy with the durability of multiple credit strategies

	Agency	Commercial Real Estate	Residential Credit	Middle Market Lending	
Assets (1)	\$93.3bn	\$2.5bn	\$2.1bn	\$0.7bn	
Dedicated Capital ⁽²⁾	\$10.1bn	\$1.4bn	\$1.0bn	\$0.7bn	
Sector Rank (3)	#1 #4		#8	#16	
% of Total Capital	77%	11% (4)	8%	5%	
Liquidity	Very Liquid	Low to Moderate	Liquid	Moderate	
Income Stability	Fluctuates	Fairly Stable	Fluctuates	Fairly Stable	
Book Value Impact	Higher	Low to Moderate	Higher	Low	
Benefits & Considerations	 Scalable Deep, liquid market FHLB as supplemental funding Repo costs Financing capacity with RCap 	 Fairly stable EPS & Book Value profile Favorable market valuation Longer lead time 	 Low correlation profile to Agency book Helps better manage interest rate cycles Positive housing fundamentals 	 View into real economy Fairly stable profile Idiosyncratic risk High carry, floating rate assets 	

Note: Market Data as of September 2, 2016. Financial Data as of June 30, 2016. Financial data is unaudited and shown pro forma for Hatteras acquisition.

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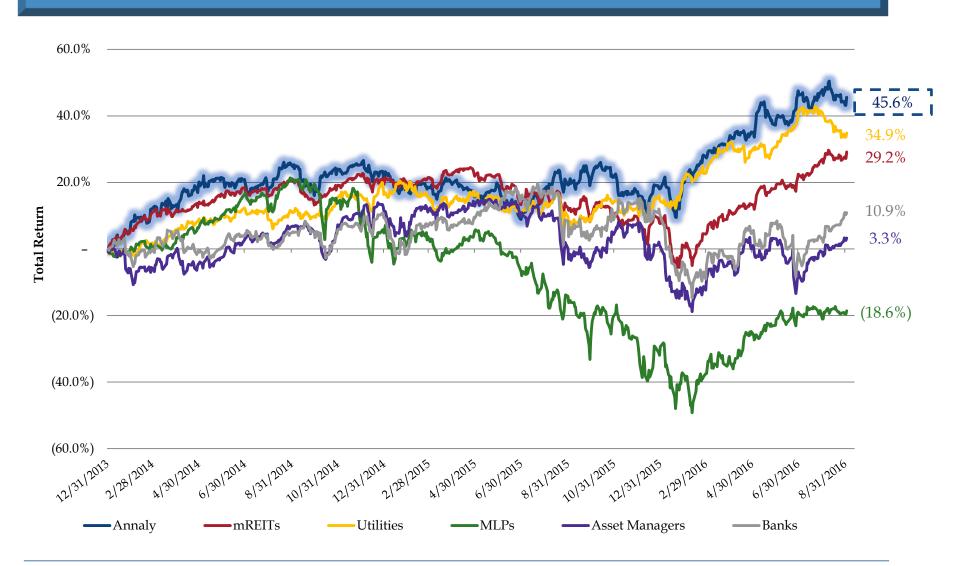
Dedicated capital excludes non-portfolio related activity and may differ from total stockholders' equity.

Sector ranking compares Annaly dedicated capital in each of its business strategies (Agency, CRE, Residential Credit and MML) pro forma for Hatteras acquisition as of June 30, 2016, adjusted for the relevant sector average price to book multiple, to the market capitalization of the companies in each respective sector as of September 2, 2016. Comparative sectors include the Bloomberg mREIT Index for Agency, CRE and Residential Credit and the S&P BDC Index for MML. Includes loans held for sale.

Annaly vs. Other Yield Investments - Performance



Annaly's current investment team has outperformed all other yield options since 2014



Annaly vs. Other Yield Investments - Valuation



Annaly pays a superior dividend yield with a more conservative valuation compared to other income-oriented sectors





















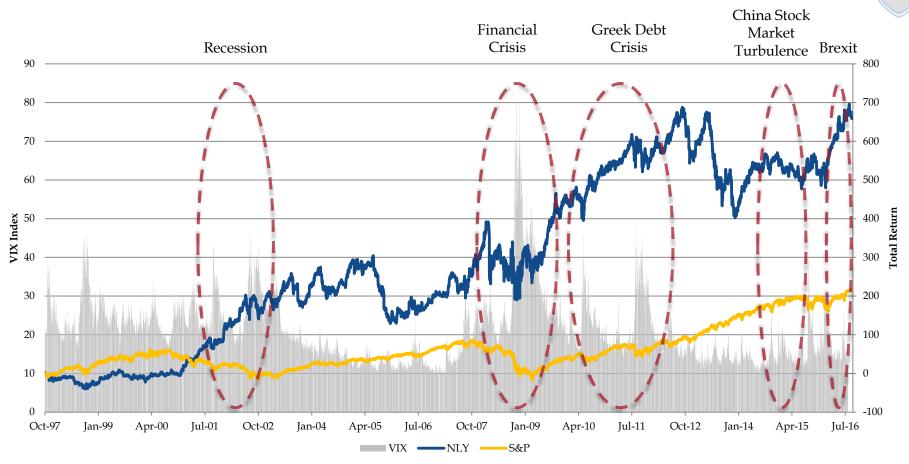


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Average Market Cap (\$bn)	\$10.8	\$1. 6	\$11.6	\$6.3	\$22.4	\$51.1
Dividend Yield	11.0%	10.5%	3.7%	7.3%	2.5%	2.1%
Price / Book	0.95x	0.99x	2.23x	1.84x	1.96x	1.03x
Leverage	6.1x	4.3x	4.7x	3.4x	7.6x	9.6x
ADTV (\$mm)	\$105.2	\$13.2	\$17.2	\$5.3	\$34.7	\$77.0
Total Return ⁽¹⁾	45.6%	29.2%	34.9%	(18.6%)	3.3%	10.9%

Source: Bloomberg, Company filings and SNL Financial. mREITs represents the Bloomberg Mortgage REIT Index. Utilities represents the Russell 3000 Utilities Index. MLPs represents the Alerian MLP Index. Asset Managers represents the S&P 500 Asset Management and Custody Bank Index. Banks represent the KBW Bank Index.

Note: Market data as of September 2, 2016. Quarterly data as of June 30, 2016. Leverage for other yield investments (excluding mREITs) represents financial leverage defined as average assets over average equity per Bloomberg. ADTV represents 3-month average daily trading volume per Bloomberg.

Annaly Has Outperformed in Periods of Heightened Volatility...



	Recession	Financial Crisis	Greek Debt Crisis	China Stock Market Turbulence	Brexit
	Mar '01 - Nov '01	Dec '07 - May '09	Oct '09 - June '12	June '15 - Sept '15	June '16 - July '16
NLY	36.7%	(0.4%)	35.9%	5.7%	4.9%
S&P	(7.3%)	(33.9%)	26.7%	(7.8%)	(1.1%)
NLY Outperformance	44.0%	33.5%	9.2%	13.5%	6.1%

...While Providing Stable Earnings and Superior Returns Over Time





Note: SNL Financial, Bloomberg, Company Filings.
*Represents a non-GAAP measure. See appendix.
(1) 2016 YTD reflects total return as of September 2, 2016.

 ²⁰¹⁶ YTD reflects total return as of September 2, 2016.
 Reflects annualized core return on average equity.

Efficiency of Operating Model



Annaly outperforms internally and externally managed mREITs

- From 2012 through annualized 1H 2016, Annaly significantly outperformed its mREIT peers with respect to operating expenditures as a percentage of equity and as a percentage of assets
 - Annaly's average expense levels over the period were 49% lower as a percentage of average equity and 65% lower as a percentage of average assets
 - Annaly expense levels averaged 1.60% as a percentage of equity and 0.23% as a percentage of assets, while mREIT peers averaged 3.30% and 0.71%, respectively

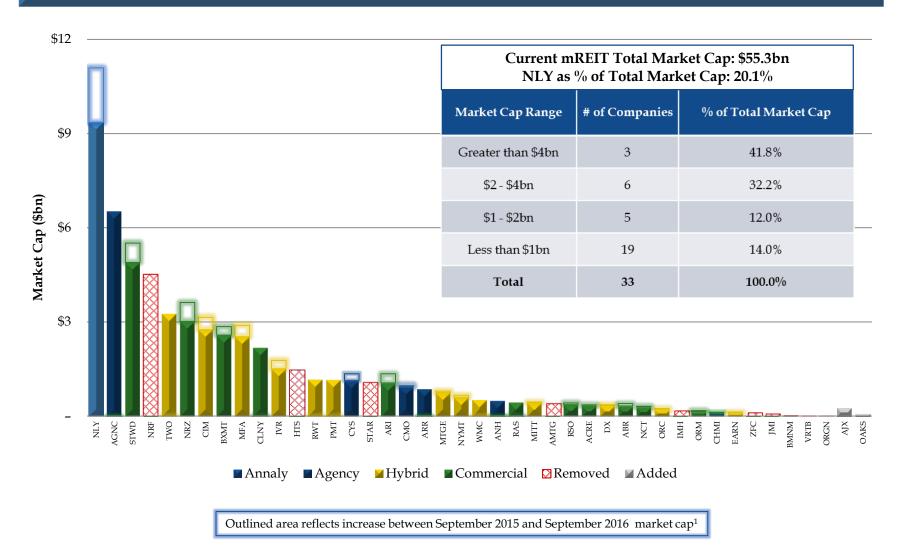
		2012	2013	2014	2015	2016E ⁽¹⁾
of of	3 ANNALY	1.45%	1.66%	1.61%	1.58%	1.67%
OpEx as % of Avg Equity	Internal Management	2.72%	3.83%	4.13%	3.84%	3.07%
Op A	External Management	2.20%	3.06%	3.57%	3.75%	3.71%
		2012	2013	2014	2015	2016E ⁽¹⁾
s of ets	ANNALY	2012 0.19%	2013 0.22%	2014 0.24%	2015 0.25%	2016E ⁽¹⁾ 0.25%
OpEx as % of Avg Assets	ANNALY Internal Management					

Average
1.60%
3.52%
3.26%
Average
0.23%
0.78%
0.69%

mREIT Industry Landscape - September 2015 vs. Today



20% Fewer Mortgage REITs with \$4.5 Billion Higher Industry Market Capitalization



Source: Bloomberg. Note: Assuming current market caps as of September 2, 2016 for companies removed and added to the BBREMTG Index.

¹ No outline denotes either a reduction in market cap or no change to market cap from September 2015 to September 2016

Progress on Our Strategy in 2016



External Growth

- On July 12, 2016 Annaly completed its acquisition of Hatteras Financial Corp. for approximately \$1.5 billion
 - Represents largest mREIT acquisition in history
- Added complementary assets to Annaly's existing investment portfolio

Portfolio Strategy

- Focused Agency MBS runoff into high quality prepay protected securities
- Residential Credit portfolio comprised of Credit Risk Transfer (CRT), Jumbo AAA Securities, NPL/RPL Securities, Legacy bonds and Whole Loans
- CRE portfolio growth only in high credit quality, risk-adjusted opportunities
- MML new deal flows increased with repeat sponsor business and larger ownership positions

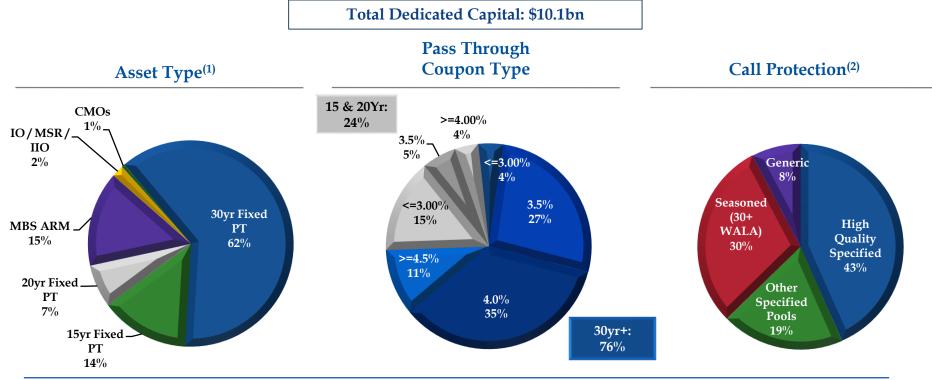
Financing Strategy

- Increased FHLB borrowings to \$3.6 billion with a weighted average maturity of over four years
- Increased capacity under existing credit facility to \$350 million for Annaly Commercial Real Estate Group
- Obtained \$300 million credit facility for Middle Market Lending business

Agency MBS Portfolio Update



- As of Q2 2016, the market value of Agency portfolio was approximately \$93.9 billion in assets, inclusive of the TBA position
- Approximately 92% of the portfolio is positioned in securities with prepayment protection
- MBS performed well over the course of Q2 2016 in light of elevated volatility; however, low absolute yield levels have increased prepayment expectations
- Strategy has focused on continued rotation into bonds with durable and stable cash flows



Data as of June 30, 2016. Data is unaudited and shown pro forma for Hatteras acquisition. Note: Percentages based on fair market value and may not sum to 100% due to rounding.

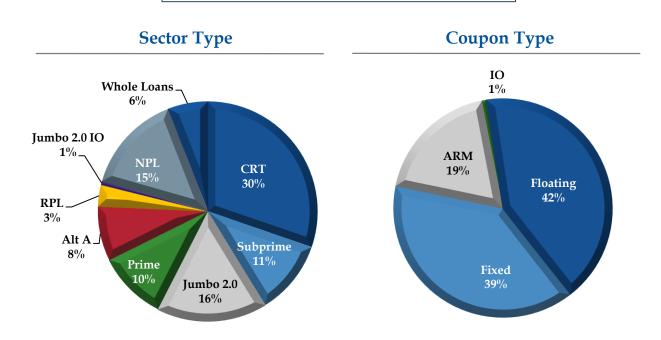
Asset type is inclusive of TBA contracts.

^{2) &}quot;High Quality" protection is defined as pools backed by original loan balances of up to \$150K, higher LTV pools (CR/CQ), geographic concentrations (NY/PR). "Other Specified Pools" includes \$175K loan balance, high LTV pools, FICO < 700.

Residential Credit Portfolio Update

- As of Q2 2016, the portfolio grew to just over \$2.1 billion in assets and is comprised of the following sectors:
 - Credit Risk Transfer (CRT): Expect supply to remain in line with expectations in coming months and pick up modestly in Q4/early 2017 as faster prepayment speeds translate into modest increase in gross issuance
 - **Jumbo "AAA" Securities:** Limited issuance given aggregators preferred funding mechanism of whole loan sales relative to securitization
 - **NPL/RPL Securities:** Yields on these products have tightened significantly year to date, as fundamentals remain strong
 - **Legacy:** Market continues to be supported primarily by both short and long term positive technicals, as well as positive fundamentals

Total Dedicated Capital: \$1.0bn



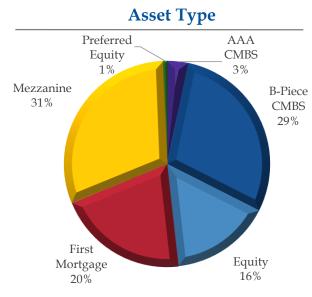
Commercial Real Estate Portfolio Update

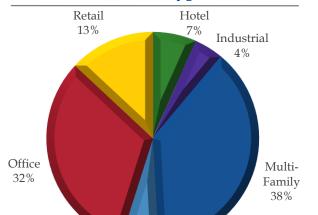


- As of Q2 2016, the commercial real estate portfolio was approximately \$2.5 billion in assets⁽¹⁾
- The combination of a significant decline in new acquisition activity by sponsors, a volatile marketplace and a cautious stance on credit led us to slow originations in the first half of 2016
 - \$365 million of new originations/purchases in first half of 2016
- Increased financing capacity to \$350 million with recent \$150 million upsize to existing credit facility
 - \$305 million funded under the facility in July 2016
- Active pipeline with quality opportunities, but will remain disciplined
 - Will only grow with the right risk-adjusted opportunities

Total Dedicated Capital: \$1.4bn

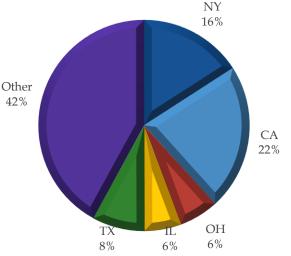
Sector Type





Other 6%

Geographic Concentration⁽²⁾



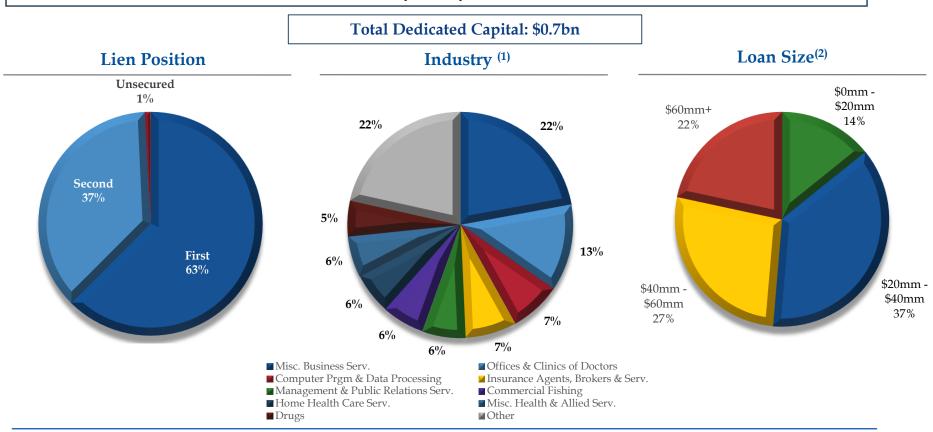
Commercial Real Estate assets are exclusive of consolidated variable interest entities ("VIEs") associated with B Piece commercial mortgage-backed securities.

⁽²⁾ Other includes 24 states, none of which represent more than 5% of total portfolio value.

Middle Market Lending Portfolio Update



- As of Q2 2016, the middle market lending portfolio grew to approximately \$700 million in assets
- A combination of repeat sponsor business, sectors of origination focus and larger ownership positions have garnered demonstrably increased new deal flow during the latter half of Q2 2016
- Unlevered portfolio yield increased from 7.8% at the end of Q1 2016 to 8.0% at the end of Q2 2016
- Closed \$300 million credit facility in Q2 2016
 - \$228 million funded under the facility in July 2016



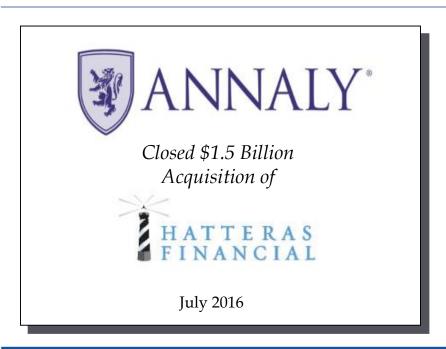
Data as of June 30, 2016 unless otherwise noted. Data is unaudited and shown pro forma for Hatteras acquisition Note: Percentages based on principal outstanding and may not sum to 100% due to rounding.

Based on Moody's industry categories.

⁽²⁾ Breakdown based on aggregate \$ amount of individual investments made within the respective loan size buckets. Multiple investment positions with a single obligor shown as one individual investment.

Annaly Acquisition of Hatteras Financial Corp





- ✓ Largest Mortgage REIT to Mortgage REIT Transaction Ever, by Deal Value and Target Asset Value
- ✓ Third Largest Transaction in the Entire REIT Sector Since the Financial Crisis, by Target Asset Value
- ✓ Third Largest Specialty Finance Transaction Since the Financial Crisis, by Target Asset Value (1)

Transaction Overview

- On April 11, 2016, Annaly Capital Management, Inc. (NLY) announced the acquisition of Hatteras Financial Corp. (HTS) for \$1.5 billion in cash and stock
 - 11.2% premium to the closing price of HTS common stock ending April 8, 2016
 - Price reflects 0.85x multiple of estimated book value per share at February 29, 2016
 - Proration used to ensure an aggregate consideration of 65% stock/35% cash
 - Transaction closed July 12, 2016, within 3 months of announcement

Management's Strategic Rationale

- Expands and Further Diversifies Annaly's Investment Portfolio
- ✓ Transaction Expected to be Accretive to Annaly Shareholders
- ✓ Reinforces Annaly's Stature as Industry Leader
- ✓ Strong Liquidity Position

Significant Financing Advantages

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Annaly has a variety of potential financing sources for each asset class in which the Company invests

	Agency	Commercial Real Estate	Residential Credit	Middle Market Lending
Potential Financing Source	☑ Repo☑ RCap Securities☑ FHLB	 ✓ Securitization ✓ Credit Facilities ✓ 1st Mortgages ✓ Note Sales ✓ FHLB 	☑ Repo☑ FHLB☑ Securitization	☑ Credit Facilities □ CLO
Target Leverage	6.0x - 8.0x	2.0x - 3.0x	2.0x - 3.0x	0.5x - 1.5x
Commentary	 Maintain significant funding capacity with RCap Securities and the Street Sunset⁽¹⁾ for FHLB funding provides competitive advantage 	 Able to attain non-recourse leverage via securitization market for certain asset classes Credit facilities provide term leverage Note sales expand liquidity scope for institutional lending FHLB funding for certain asset classes remains attractive 	 Significant appetite across the Street to fund Resi Credit collateral FHLB funding for certain asset classes remains attractive 	 Portfolio generates attractive risk- adjusted yields on an unlevered basis Significant capacity exists for bank funding

Macro Economic & Interest Rate Market Outlook

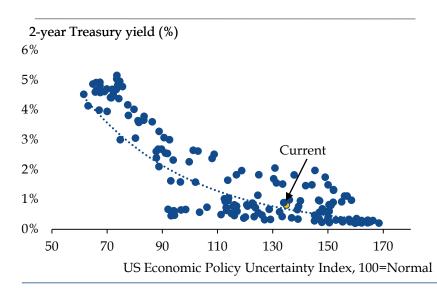


Geopolitical Risks and Record Monetary Accommodation Keep Yields at Record Lows

Heightened Uncertainty Means Hesitant Central Banks

- U.S. election, rises in nationalism, continued Brexit negotiations and fiscal entrenchment add uncertainty to weak potential and actual growth
- Lack of fiscal response to slow growth leads to heavy reliance on central bank policies - market has become very reliant on monetary policy accommodation

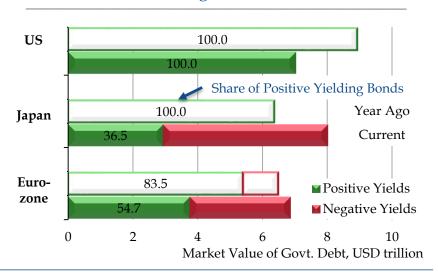
Uncertainty Lowers Yields(1)



U.S. Yields Are Strongly Impacted by Overseas Developments

- Continued bid for U.S. rates products which remain attractive amid negative yields abroad – suggest U.S. yields will likely remain low and trade with high correlation to other G4 yields
- Flattening of yield curve caused by strong demand for duration as evidenced by negative term premia

U.S. Debt Represents More than Half of Positive Yielding G3 Debt⁽²⁾



Annaly is an Industry Leading, Liquid Alternative Asset Manager



Size and Liquidity

15x Size of Median mREIT

Consolidator

Recent Hatteras ("HTS") Acquisition Demonstrates External Growth and Ability to be Opportunistic

Diversification

Four Distinct Operating Businesses Intended to Produce More Stable Earnings and Book Value

Valuation

Valuation More Attractive than Other Yield Sectors Given Favorable Performance, Yield and Leverage Profile

Stability

Core EPS 37% Less Volatile than the Agency mREIT Average over the Last 8 Ouarters (1)

Employee Stock Ownership Significant Management Share Purchases; Unique Employee Stock Ownership Guidelines

Low Leverage/ Access to Funding

Robust Menu of Financing Sources across Asset Classes

Prominent Institutional Sponsorship

Investor Base Includes Leading Equity and Bond Fund Managers

Operating Efficiency Expense Levels as a Percentage of Equity and Assets are 49% and 65% Lower than mREIT Sector Average (2)

Track Record

Outperformed S&P 500 by ~3x and mREIT Sector by ~5x since NLY's IPO (3)

Source: Bloomberg and company filings. Market data as of September 2, 2016. Quarterly peer financial data as of June 30, 2016. All peer comparisons represent NLY vs. the Bloomberg mREIT index unless otherwise noted.

Definition of core earnings per share, which is a non-GAAP measure, can vary by Agency mREIT. Volatility based on range of quarterly core EPS reported from Q3 2014 to Q2 2016. Agency mREIT peers include AGNC, ARR, ANH, CMO, CYS. 20 Represents average expense levels from 2012 to Q2 2016 annualized as a percentage of average equity and average assets versus mREIT sector





ANNALY Appendix: Non-GAAP Reconciliation

Non-GAAP Reconciliations



Unaudited, dollars in thousands except per share amounts

					For the quar	rters ended				
	June 30,	March 31,	Dec. 31,	Sept. 30,	June 30,	March 31,	Dec. 31,	Sept. 30,	June 30,	March 31,
	2016	2016	2015	2015	2015	2015	2014	2014	2014	2014
GAAP to Core Reconciliation										
GAAP net income (loss)	(\$278,497)	(\$868,080)	\$669,666	(\$627,491)	\$900,071	(\$476,499)	(\$658,272)	\$354,856	(\$335,512)	(\$203,351)
Less:										
Realized (gains) losses on termination of interest rate swaps	60,064	-	-	-	-	226,462	-	-	772,491	6,842
Unrealized (gains) losses on interest rate swaps	373,220	1,031,720	(463,126)	822,585	(700,792)	466,202	873,468	(98,593)	(175,062)	348,942
Net (gains) losses on disposal of investments	(12,535)	1,675	7,259	7,943	(3,833)	(62,356)	(3,420)	(4,693)	(5,893)	(79,710)
Net (gains) losses on trading assets	(81,880)	(125,189)	(42,584)	(108,175)	114,230	6,906	57,454	(4,676)	46,489	146,228
Net unrealized (gains) losses on financial instruments measured at fair value through earnings	54,154	(128)	62,703	24,501	(17,581)	33,546	29,520	37,944	(2,085)	20,793
Impairment of goodwill	-	-	-	-	22,966	-	-	-	-	-
Corporate acquisition related expenses	2,163	-	-	-	-	-	-	23,783	-	-
Net (income) loss attributable to non-controlling interests	385	162	373	197	149	90	196	-	-	-
Premium amortization adjustment cost (benefit)	85,583	168,408	(18,072)	83,136	(79,582)	87,883	31,695	25,992	(4,279)	(27,870)
Plus:										
TBA dollar roll income	79,519	83,189	94,914	98,041	95,845	59,731	-	-	-	-
Core earnings	\$282,176	\$291,757	\$311,133	\$300,737	\$331,473	\$341,965	\$330,641	\$334,613	\$296,149	\$211,874
GAAP net income (loss) per average common share	(\$0.32)	(\$0.96)	\$0.69	(\$0.68)	\$0.93	(\$0.52)	(\$0.71)	\$0.36	(\$0.37)	(\$0.23)
Core earnings per average common share	\$0.29	\$0.30	\$0.31	\$0.30	\$0.33	\$0.34	\$0.33	\$0.33	\$0.29	\$0.20
Premium Amortization Reconciliation										
Premium amortization expense	\$265,475	\$355,671	\$159,720	\$255,123	\$94,037	\$284,777	\$198,041	\$197,709	\$149,641	\$118,988
Less:										
Premium amortization adjustment cost (benefit)	85,583	168,408	(18,072)	83,136	(79,582)	87,883	31,695	25,992	(4,279)	(27,870)
Premium amortization expense exclusive of premium amortization adjustment	\$179,892	\$187,263	\$177,792	\$171,987	\$173,619	\$196,894	\$166,346	\$171,717	\$153,920	\$146,858