

DYNEX CAPITAL, INC.

Audit Committee Charter

Statement of Purpose

The Audit Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Dynex Capital, Inc. (the “**Company**”) to assist the Board in fulfilling the Board’s oversight responsibilities to the shareholders relating to: (i) the integrity of the financial statements of the Company; (ii) the Company’s compliance with legal and regulatory requirements; (iii) the qualifications, independence, and performance of the Company’s independent auditor; and (iv) the performance of the Company’s internal audit function.

Responsibilities

The Committee shall have the following duties, responsibilities, and authority:

A. Oversight of the Audit Function

1. Be directly responsible for the appointment, compensation, retention, and oversight of the work of the external independent auditor (the “independent auditor”) engaged (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company, and the Company shall provide appropriate funding, as determined by the Committee, for the compensation of such independent auditor. As part of the Committee’s direct oversight of the independent auditor: (a) the independent auditor shall report directly to the Committee; (b) the Committee shall periodically review and evaluate the performance of the independent auditor and the lead audit partner, considering the opinions of management, including the Company’s chief executive officer(s), chief financial officer, chief accounting officer, controller, and internal auditor; (c) the Committee shall assure the regular rotation of the lead audit partner and other audit partners as required by law and consider whether there should be regular rotation of the audit firm itself; and (d) the Committee shall pre-approve all auditing and non-auditing services to be performed by the independent auditor as required by law; provided, that in no event shall the Committee approve non-auditing services that are prohibited by Section 10A of the Securities Exchange Act of 1934, as amended; and provided further, that the Chair of the Committee, or any other Committee member designated by the Committee, shall be delegated the authority to grant such pre-approvals.
2. Assess the independence of the Company’s independent auditor from management and

from the Company and discuss all relationships between the independent auditor and its affiliates and the Company and its affiliates that may reasonably be thought to bear on the auditor's independence. As part of the Committee's independence assessment: (a) the independent auditor shall confirm that, in its view, it is independent of the Company; (b) the Committee shall obtain and review at least annually a formal written report from the independent auditor describing all relationships between the auditor and its affiliates and the Company and its affiliates, consistent with the requirements of the Public Company Accounting Oversight Board (the "PCAOB"); and (c) the Committee shall consider any non-audit services performed by the independent auditor and its affiliates for the Company and its affiliates and the impact such services may have on the auditor's independence. The Committee may adopt policies regarding auditor independence including, without limitation, policies regarding the auditor's performance of non-audit services.

3. Discuss with the internal auditor and the independent auditor the overall scope and plans for their respective audits, including the adequacy of staffing. With respect to the internal auditor, the Committee shall review the internal auditor's responsibilities, staffing, budget, and scope of the internal audit and changes thereto.
4. Oversee the internal audit function, which shall include the following: (a) periodically review and approve the internal audit charter; (b) periodically review the performance of the head of internal audit or the internal auditor and approve decisions regarding the appointment, replacement, and compensation of the head of internal audit or the internal auditor; (c) receive periodic communications from the internal auditor on the internal audit function's performance relative to its plan and other matters, and (d) make appropriate inquiries of management and the internal auditor to determine whether there is inappropriate scope or resource limitations.
5. Receive and review all reports from the independent auditor required under applicable rules and regulations, including a report with respect to (a) all critical accounting policies and practices to be used in the preparation of the Company's financial statements and any critical audit matters, (b) all alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management of the Company, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor, and (c) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences. The Committee shall also obtain and review at least annually a report by the independent auditor describing (x) the independent auditor's internal quality-control procedures and (y) any material issues raised by the most recent internal quality-control review, peer review, or PCAOB review or inspection of the independent auditor, or by any other inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more audits carried out by the independent auditor, and any steps taken to deal with any such issues.
6. Discuss with the independent auditor the results of the annual audit and any other matters

required under GAAP or other applicable auditing standards to be communicated to the Committee by the independent auditor regarding the conduct of the audit.

7. Review with the independent auditor any significant difficulties the auditor may have encountered in the course of the audit work, including any restrictions on the scope of the auditor's activities or access to requested information, any significant disagreements with management, and management's response to these problems, difficulties, or disagreements. In addition, the Committee may review the following with the independent auditor: (a) any accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise), (b) any communications between the audit team and the audit firm's national office respecting auditing or accounting issues presented by the engagement, and (c) any "management" or "internal control" letter issued, or proposed to be issued, by the auditor to the Company. The Committee shall, as it deems appropriate, resolve all disagreements between management and the independent auditor. The Committee also shall review significant changes to the Company's accounting principles and practices as suggested by the independent auditor, internal auditor, or management.
8. Review and approve an "Audit Committee Report" as required by the rules of the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement.

B. Oversight of Financial Statements and Internal Controls

1. Review and discuss the Company's public disclosures related to: (a) the annual audited financial statements of the Company with management and the independent auditor, including under "Management's Discussion and Analysis of Financial Conditions and Results of Operations," and recommend to the Board whether the audited financial statements should be included in the Company's annual report on Form 10-K for filing with the SEC; (b) the quarterly financial statements of the Company with management and the independent auditor, including under "Management's Discussion and Analysis of Financial Conditions and Results of Operations," included in the Company's quarterly reports on Form 10-Q for filing with the SEC; and (c) material cybersecurity, climate, sustainability, or related matters.
2. Review and discuss with management and the independent auditor: (a) significant accounting principles, financial reporting issues, and judgments made in connection with the preparation of the Company's financial statements, including, without limitation, critical accounting policies and assumptions and any critical audit matters; and (b) at least annually, all material off-balance sheet transactions, arrangements, obligations, and other Company relationships with unconsolidated entities or other persons, and determine whether any would have a material current or future effect on financial condition, changes in financial condition, results of operations, liquidity, capital expenditures, capital resources, or significant components of revenues or expenses. The independent auditor shall provide its judgment to the Committee about the quality, not merely the acceptability, of accounting principles, the reasonableness of any significant

judgments, and the clarity of disclosures in the financial statements as part of such review.

3. Discuss with management, the internal auditor, and the independent auditor: (a) the adequacy and effectiveness of accounting and financial controls that could significantly affect the Company's financial statements, including, without limitation, any significant deficiencies or material weaknesses noted in the design or operation of the Company's internal controls, including those which could adversely affect the Company's ability to record, process, summarize and report financial data; and (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls. The Committee may elicit any recommendations for the improvement of such internal controls or particular areas where new or more detailed controls or procedures are desirable.
4. Review with management the quarterly earnings press releases of the Company prior to public issuance as well as financial information and earnings guidance provided to analysts and rating agencies, and the disclosure of any pro forma or non-GAAP information.

C. Legal and Regulatory Compliance and Other Responsibilities

1. Review and discuss with management and the internal auditor the Company's policies and guidelines governing the process by which risk assessment and risk management, including with respect to major financial risk exposures, are handled by the Company; provided, however, consistent with the rules and regulations of the New York Stock Exchange (the "NYSE"), this oversight responsibility of the Committee shall contemplate the oversight responsibilities of the Risk Committee with regard to the Company's enterprise risk management framework and related policies.
2. Review reports from management, and the Company's legal counsel as necessary, regarding any significant legal and regulatory compliance matters that may have a material effect on the financial statements or any matters that indicate or suggest the occurrence of a material violation of applicable legal or regulatory requirements or the Company's ethics and compliance policies and programs.
3. Review disclosure of related person transactions.
4. Establish and oversee procedures for receiving, retaining, and handling complaints regarding the Company's accounting, internal accounting controls, or auditing matters, and for the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters, including any submissions pursuant to the Company's Whistleblower Policy.
5. Establish hiring policies for employees or former employees of the independent auditor that address conflicts of interests.
6. Perform any other duties and responsibilities consistent with this Charter or otherwise

delegated to the Committee by the Board.

Organization

The Committee shall consist of at least three members of the Board, and (i) all members of the Committee shall be deemed “independent” in accordance with the rules and regulations of the NYSE, Rule 10A-3 under the Securities Exchange Act of 1934, as amended, and the Company’s Corporate Governance Guidelines; (ii) all members shall be financially literate or shall become financially literate within a reasonable period of time after appointment to the Committee; (iii) at least one member shall be an “audit committee financial expert” as defined by SEC rules; and (iv) all members shall have the experience and expertise to serve, as the Board shall determine. The Board shall designate a member of the Committee to serve as Chair of the Committee.

No member of the Committee may serve simultaneously on the audit committee of more than two other public companies unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and such determination is disclosed in accordance with NYSE rules.

The members of the Committee shall be appointed by the Board and shall serve at the pleasure of the Board. The Board retains the right to remove any member from the Committee at any time.

Resources

The Committee shall have the authority, without obtaining the prior authorization of the Board, to retain and terminate outside counsel, consultants, and other experts as it deems necessary or appropriate in connection with the execution of its duties and to approve fees and other retention terms relating to such engagements. The Company shall provide appropriate funding, as determined by the Committee, for the payment of compensation to any such outside counsel, consultants, or other experts to the Committee and the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Chair of the Committee shall notify the Chair of the Board, or the Board, to the extent that it retains or terminates such experts or advisors.

The Committee shall also have the authority to delegate one or more of its responsibilities to a subcommittee that consists of at least two members of the Committee.

Meetings, Reports and Records

The Committee shall meet at least four times each year and at such other times as it deems necessary to fulfill its responsibilities. In connection with fulfilling its responsibilities, the Committee shall meet periodically in separate sessions with management, the internal auditor, and the independent auditor. The Committee shall regularly report its activities to the Board and maintain adequate minutes and records thereof. The operation of the Committee, including with respect to actions without meetings, notice of meetings, and waiver of notice, quorums, and voting requirements, shall be as set forth in the Company’s Bylaws.

Annual Performance Evaluation of the Committee and Review of Charter

On an annual basis, the Committee shall review and evaluate its own performance. The Committee will also review and assess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.

* * *

This Charter shall not be construed in a manner that imposes, upon the Committee or its members, additional duties and responsibilities or a higher standard of conduct or care than that imposed upon directors or committees of boards of directors generally, pursuant to applicable law. It is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete or accurate or are in accordance with GAAP. Management is responsible for the preparation, presentation, and integrity of the Company's financial statements, the appropriateness of the accounting principles and reporting policies that are used by the Company and the effectiveness of the Company's internal control over financial reporting. The independent auditor is responsible for auditing the Company's financial statements and the effectiveness of the Company's internal control over financial reporting and for reviewing the Company's unaudited interim financial statements.

Last approved on November 5, 2025