



ARMOUR RESIDENTIAL REIT, INC.

Charter of the Compensation Committee of the Board of Directors

I. PURPOSE

The purpose of the Compensation Committee of the Board of Directors of ARMOUR Residential REIT, Inc. (the "Company") is to (1) discharge the responsibilities of the Board of Directors relating to compensation, if any (excluding compensation received from the Company's external manager (the "Manager")), of the Company's executives, to produce a discussion and analysis and annual report on executive compensation for inclusion in the Company's proxy statement in accordance with applicable rules and regulations, (2) generally to provide assistance to the Board of Directors on the Company's executive officer compensation matters, and (3) review and evaluate the performance and fees payable to the Manager, as described below. The Compensation Committee shall not be responsible for reviewing, evaluating or approving the compensation and distributions that the Manager pays to its employees and equity holders, respectively, including for those individuals who also may serve as officers or directors of the Company.

II. COMMITTEE COMPOSITION

- A. The Compensation Committee will be comprised of at least three members, consisting solely of independent directors. A director is "independent" if he or she meets the requirements for independence set forth in the rules of the New York Stock Exchange (the "NYSE"). In addition, each member of the Compensation Committee shall satisfy the requirements of a "non-employee director" for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and, at such times as the Company is subject to Section 162(m) of the Internal Revenue Code of 1986 (the "Code"), an "outside director" within the meaning of section 162(m) of the Code.
- B. The members of the Committee will be appointed by the Board of Directors and may be removed by the Board of Directors at any time. A member will serve until either: (i) his or her successor is appointed; (ii) until his or her resignation from the Compensation Committee; (iii) until he or she is removed from the Compensation Committee; (v) until his or her death; or (vi) until his or her service on the Board of Directors terminates. The chairperson of the Compensation Committee will be the member of the Compensation Committee and shall perform such duties as may from time to time be assigned to the chairperson by the Compensation Committee or the Board.

III. MEETINGS AND REPORTS

The Compensation Committee will meet as frequently as the Compensation Committee deems necessary, but the Compensation Committee will meet at least two times each year. Meetings of the Compensation Committee may be called by or at the request of the chairperson of the Board

of Directors, the chairperson of the Compensation Committee, or otherwise as provided in the bylaws of the Company. The Compensation Committee will report periodically to the Board of Directors regarding the Compensation Committee's activities. In addition, the Committee shall conduct an annual performance self-evaluation.

IV. SPECIFIC RESPONSIBILITIES AND AUTHORITY

The Committee is responsible for:

1. Participating in the development and approval of a compensation philosophy and policies for the Company;
2. Reviewing and recommending to the Board of Directors compensation for the Board of Directors;
3. Reviewing and approving the corporate goals and objectives with respect to the Company's compensation, if any (excluding compensation received from the Manager), for the chief executive officer, consistent with the Company's strategic plan. The Committee shall evaluate the chief executive officer's performance in light of these established goals and objectives and based upon these evaluations, shall determine and approve the chief executive officer's compensation by the Company, if any (excluding compensation received from the Manager). In evaluating and determining the chief executive officer's compensation by the Company, the Committee should consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act;
4. Reviewing and overseeing management's evaluation process and compensation structure for the Company's other executive officers (as determined by the Board), in consultation with the chief executive officer. The Committee shall oversee management's evaluation of, and decisions concerning, the performance of the Company's other senior executive officers and shall approve the compensation by the Company, if any (excluding compensation received from the Manager), for such senior executive officers. In evaluating and approving executive compensation, the Committee should consider the results of the most recent Say on Pay Vote;
5. Reviewing annually, the Company's equity-based plans, including the executive equity incentive plan and director equity program;
6. Approving adoption of Company compensation plans not requiring stockholder approval and recommending for Board approval, Company compensation plans requiring stockholder approval;
7. Evaluating annually, the performance of the Manager;
8. Reviewing annually, the fees and expenses payable by the Company to ACM under the management agreement;

9. Reviewing and discussing annually with management, the Company's disclosures under "Compensation Discussion and Analysis" (the "CD&A") as required by the Securities and Exchange Commission pursuant to Item 402(b) of Regulation S-K under the Exchange Act, and based on such review and discussion, making a recommendation to the Board of Directors as to whether the CD&A should be included in the Company's annual report on Form 10-K or the Company's proxy statement, as applicable. As part of this review, the Committee should consider the results of the most recent Say on Pay Vote;
10. Preparing and approving an annual Committee report to be furnished in the Company's proxy statement or the Company's annual report on Form 10-K, as applicable, stating whether the Committee has reviewed and discussed the CD&A with management and recommended that the CD&A be included in the Company's proxy statement or the Company's annual report on Form 10-K, as applicable;
11. Reviewing and assessing annually, the adequacy of this Charter; and
12. Reviewing the Company's executive officer compensation, if any (excluding compensation received from the Manager), and assessing whether such compensation is reasonably likely to have a material adverse effect on the Company.

V. DELEGATION; USE OF ADVISORS

The Compensation Committee may delegate authority with respect to certain of its functions to executive officers of the Company or to a subcommittee of directors in accordance with applicable laws and regulations. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other advisor after considering all factors relevant to the advisor's independence, including the factors specified by applicable NYSE listing standards. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other advisor retained by the Committee. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or other advisor retained by the Committee. The Committee shall not be required to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other advisor retained by the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

As Approved by the Board and Effective February 11, 2025.