

NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE CHARTER  
OF  
AG MORTGAGE INVESTMENT TRUST, INC.

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of AG Mortgage Investment Trust, Inc. (the “Company”) is to (i) seek, consider and recommend to the Board candidates qualified to be directors of the Company for either appointment to the Board or to stand for election at the annual meeting of stockholders, (ii) recommend to the Board individuals qualified to be appointed as the Company’s executive officers, (iii) periodically prepare and submit to the Board for adoption the Committee’s selection criteria for director nominees, (iv) review and recommend to the Board on matters involving the general operation of the Board and corporate governance guidelines for the Company, (v) recommend to the Board nominees for each committee thereof on an annual basis, or more often if and as requested by the Board and (vi) facilitate on an annual basis the assessment of the performance of the Board as a whole, the individual directors thereof and each committee of the Corporation and report to the Board thereon.

Composition of Committee

The Committee shall be comprised of three or more directors, each of whom meets the independence requirements of the New York Stock Exchange (the “NYSE”), as well as any other applicable legal or regulatory requirements. Determinations as to whether a particular director satisfies the requirements for membership of the Committee shall be made by the Board.

Any vacancy on the Committee shall be filled by the Board on the recommendation of the Committee, and members shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal by the Board.

Meetings

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, not less than twice a year. Meetings of the Committee may be called, notice of all meetings shall be given, and waiver thereof determined, and all actions of the Committee shall be conducted in accordance with the Company’s by-laws.

Delegation

The Committee may form and delegate authority to subcommittees, when it deems appropriate, to the extent permitted under applicable law.

## External Advisors

The Committee shall have the sole authority to retain and terminate consultants to assist in the identification and evaluation of director candidates, including the sole authority to approve the consultants' fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company or any outside legal expert or other advisor, and the Company shall be responsible for any costs or expenses so incurred.

## Nominating Duties and Responsibilities

The Committee shall:

1. Make recommendations to the Board regarding changes to the size and composition of the Board or any committee thereof.
2. Identify individuals that the Committee believes are qualified to become Board members in accordance with the Nominating Criteria set forth below, and recommend that the Board select such nominee or nominees to stand for election at the next meeting of stockholders of the Company in which directors will be elected.
3. In the event there is a vacancy on the Board, identify individuals that the Committee believes are qualified to become Board members in accordance with the Nominating Criteria set forth below, and recommend such person or persons for appointment to the Board.
4. Annually identify Board members qualified to serve on a committee of the Board, whether or not a vacancy exists on such committee, in accordance with the Nominating Criteria set forth below, and recommend such nominee or nominees to the Board for appointment to such committee.
5. Review and evaluate all duly and properly submitted stockholder nominees for service on the Board in accordance with the Nominating Criteria set forth below, and review and evaluate any other stockholder proposals, and, in either case, recommend appropriate action to the Board.
6. Review and recommend to the Board selection criteria for director nominees.

## Corporate Governance Duties and Responsibilities

The Committee shall:

1. Consult with the Audit Committee and the Board regarding the Board's adoption of a Code of Business Conduct and Ethics applicable to all executive officers, employees and directors and required by the rules of the New York Stock Exchange, and adopt procedures for monitoring and enforcing compliance with such Code of Business Conduct.

2. Provide for and review prompt disclosure to the public of any change in, or waiver of, the Code of Business Conduct and Ethics periodically and recommend such changes to such Code of Business Conduct and Ethics as the Committee shall deem appropriate.
3. Develop and recommend to the Board standards to be applied in making determinations on the types of relationships that constitute material relationships between the Company and a director for purposes of determining director independence.
4. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company.
5. Review the Company's corporate governance guidelines at least once per year, and prepare a report to the Board recommending any proposed changes to the Board for approval.
6. Review periodically with the Board the succession plans relating to the Company's Chief Executive Officer and, as appropriate, make recommendations to the Board with respect to succession in the event of an emergency or the retirement of the Chief Executive Officer.
7. Monitor the functioning of the committees of the Board and make recommendations for any changes, including the creation and elimination of committees.
8. Review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and report any recommendations to the Board.
9. Conduct an annual performance evaluation to, at a minimum, (i) compare the performance of the Committee to the requirements of this Charter and any other duties or responsibilities delegated to the Committee by the Board and (ii) recommend to the Board any improvements to this Charter that the Committee deems to be necessary or appropriate, and report to the Board the results of the evaluation, which may take the form of an oral presentation by a member of the Committee to the Board.
10. Report regularly to the Board on the activities of the Committee.
11. Conduct an annual evaluation of the Board, the committees of the Board, the directors and management of the Company.
12. In consultation with counsel to the Company, review, at least annually, the Company's compliance with the requirements of the New York Stock Exchange Listed Company Manual, and report to the Board regarding same.
13. Develop orientation materials for new directors and corporate governance-related continuing education for all Board members.
14. Perform such other duties and responsibilities, consistent with this Charter, delegated to the Committee by the Board.

## Nominating Criteria

In evaluating candidates for nomination to the Board, the Committee shall take into account the applicable requirements for directors under the Securities Exchange Act of 1934, as amended (together with rules promulgated thereunder, the “Exchange Act”), and the listing standards of the NYSE. The Committee may take into consideration such other factors and criteria that the Committee deems appropriate in evaluating a candidate, including his or her judgment, skill, integrity, diversity, business or other experience, time availability in light of other commitments and conflicts of interest. The Committee may (but is not required to) consider candidates suggested by management or other members of the Board.

In evaluating candidates for nomination to committees of the Board, the Committee shall take into account the applicable requirements for members of committees of boards of directors under the Exchange Act and the listing standards of the NYSE. The Committee also shall take into consideration the factors and requirements set forth in the charter of the Committee, if any. The Committee may take into consideration such other factors or criteria that the Committee deems appropriate in evaluating a candidate, including his or her judgment, skill, integrity, diversity and business or other experience.