

## **Nominating and Corporate Governance Committee Charter**

1. *Members.* The Nominating and Corporate Governance Committee (the “Committee”) shall consist of at least three members of the Board of Directors (the “Board”) of Fannie Mae (the “Company”), appointed by the Board upon recommendation by the Committee, and may be removed by the Board in its discretion.
2. *Purpose of the Committee.* The purpose of the Committee shall be to: (a) identify individuals qualified to become members of the Board, consistent with criteria approved by the Board; (b) recommend to the Board candidates for election by the Conservator on an annual basis; (c) recommend directors to be elected by the Board to fill any vacancies, subject to Conservator approval; and (d) develop and recommend to the Board a set of corporate governance principles and play a leadership role in shaping the Company's corporate governance.
3. *Duties to the Conservator.* The directors of the Company serve on behalf of the U.S. Federal Housing FHFA, as Conservator of the Company, and shall exercise authority as directed by the Conservator. The Committee shall consult and obtain approval of the Conservator before taking those actions indicated in Sections 4 and 5 below, as being subject to the Conservator’s approval.
4. *Duties and Responsibilities of the Committee.* The Committee's duties and responsibilities shall include:
  - i. Developing and recommending to the Board criteria to identify and evaluate prospective candidates for the Board. The Committee shall look for candidates (a) who, as a group, are knowledgeable in business, finance, capital markets, accounting, risk management, public policy, mortgage lending, real estate, low-income housing, homebuilding, regulation of financial institutions, technology, and any other areas as may be relevant to the safe and sound operation of the Company; (b) who possess the highest personal values, judgment and integrity; (c) who have an understanding of the regulatory and policy environment in which the Company does its business; (d) who have the ability to attend meetings and fully participate in the activities of the Board, including whether a candidate's service on outside boards or other activities will permit the candidate sufficient time to devote to responsibilities associated with being a director of the Company; (e) who, at the time of election, or within a reasonable time thereafter, have a working familiarity with basic finance and accounting practices, including the ability to read and understand the regulated entity’s balance sheet and income statement and to ask substantive questions of management and the internal and external auditors; (f) who comply with specific committee membership requirements for the committees to which they are appointed; and (g) such other criteria as required by applicable law or regulation.
  - ii. Recommending to the Board potential nominees to the Board and the re-nomination of incumbent directors, as appropriate.
  - iii. Reviewing the membership of committees of the Board and recommending members of each committee to the Board.

- iv. Annually assessing the composition of the committees and the Board, including the Chair and Vice Chair of the Board and each of the committees, to identify any desired rotations and whether or not to recruit additional Board members.
- v. Overseeing the evaluation of the Board and its committees, including evaluating the adequacy and appropriateness of the content, format, and distribution of the written information and evaluating reports and other material provided to the Board.
- vi. Developing and monitoring implementation of the Company's corporate governance guidelines and key practices, conducting periodic benchmarking of corporate governance practices, and, as needed, recommend appropriate changes.
- vii. Annually reviewing the adequacy of the charters of each committee of the Board with respect to corporate governance-related practices.
- viii. Overseeing implementation of and compliance with the Company's Code of Conduct for the Board of Directors (the "Director Code") and recommending to the Board any changes as necessary.
- ix. Reviewing the Company's Code of Conduct for employees (the "Employee Code") and recommending to the Board any changes as necessary.
- x. Reviewing requests for any waiver to the Director Code or Employee Code and recommending to the Board whether a particular waiver should be granted.
- xi. Approving requests for any exception to the Oversight of Designated Executive Officers' Conflicts of Interest and Business Courtesies Matters Policy (except for those involving meals) with respect to the Chief Executive Officer.
- xii. Reviewing and recommending to the Board retirement and other tenure policies for directors.
- xiii. Reviewing directorships in other for-profit companies held by or offered to directors of the Company and approving directorships in other for-profit companies held by or offered to senior management of the Company, including the Chief Executive Officer, those additional officers who are "executive officers" as defined in Rule 3b-7 under the Securities Exchange Act, the Chief Audit Executive, and the Chief Compliance Officer (this group, collectively, the "Designated Executive Officers").
- xiv. Approving all matters regarding the Chief Executive Officer in accordance with the Oversight of Designated Executive Officers' Conflicts of Interest and Business Courtesies Matters Policy.
- xv. Approving all matters disclosed to the Chief Ethics Officer or his or her designee in accordance with the Oversight of Designated Executive Officers' Conflicts of Interest and Business Courtesies Matters Policy. The Committee will consult with the Audit Committee at least annually with respect to any such conflict of interest matters for the Chief Audit Executive.
- xvi. Reviewing and approving the Oversight of Designated Executive Officers' Conflicts of Interest and Business Courtesies Matters Policy relating to

Designated Executive Officers.

- xvii. Reviewing regular reports regarding all activities engaged in by Designated Executive Officers as disclosed in accordance with the Employee Code or the Oversight of Designated Executive Officers' Conflicts of Interest and Business Courtesies Matters Policy.
  - xviii. Conducting a reasonable prior review and oversight of transactions with any director, nominee for director or executive officer of the Company, or any of such director's, nominee's or executive officer's immediate family members that are required to be disclosed pursuant to Item 404 of Regulation S-K, and prohibiting such a transaction if it is determined to be inconsistent with the interest of the Company and its shareholders.
  - xix. Approving any loan agreement, credit agreement, or similar agreement with an employee of the Company.
  - xx. Administering and overseeing director orientation and continuing education program requirements for Board members.
  - xxi. Annually evaluating the performance of the Committee and the adequacy of the Committee's charter.
5. *Outside advisors.* Subject to the Conservator's approval, the Committee shall have the authority to retain and terminate such outside legal counsel as it determines appropriate to assist it in the full performance of its functions. The Committee shall also have sole authority to retain and terminate search firms, experts and other advisors as it determines appropriate to assist it in the full performance of its functions, and approve any such search firms', experts' or other advisors' fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisor retained by the Committee.
6. *Meetings.* The Committee shall develop a calendar for its meetings and devote such time as it deems necessary to fulfill its duties, and shall meet as often as may be deemed necessary or appropriate in its judgment, either in person or by means of a conference call or similar communications equipment providing a means by which all persons participating in the meeting can hear each other, and at such times and places as the Committee shall determine. The Committee shall make regular reports to the Board on its activities. These reports will generally occur after each Committee meeting or at such other times as the Committee deems appropriate.
7. *Subcommittees.* In its discretion, the Committee may establish and delegate responsibilities to subcommittees consisting of one or more members, who shall report on their activities to the Committee.

*Charter Last Approved: August 12, 2025.*