

Compensation and Human Capital Committee Charter

1. *Members.* The Compensation and Human Capital 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 Nominating and Corporate Governance Committee of the Board and may be removed by the Board in its discretion.
2. *Purpose of the Committee.* The purpose of the Committee shall be: (a) to discharge the responsibilities of, or make recommendations to, the Board relating to the appointment and compensation of the Company’s senior management; (b) to review the compensation of directors for service on the Board and its committees and recommend changes to the Board as appropriate; (c) to oversee and advise the Board on the adoption of policies that govern certain annual compensation and stock ownership plans consistent with the Board’s Delegations of Authority to the Chief Executive Officer and management-level committees and reservation of powers (the “Board Delegations”) and as provided by the Company’s plans; (d) to approve the Company’s compensation policy, which applies to all employees of the Company, from time to time (the “Compensation Policy”); (e) to oversee the Company’s policies and practices to comply with Section 1116 of The Housing and Economic Recovery Act of 2008 and other applicable laws; (f) to review and discuss with management the compensation discussion and analysis (“CD&A”) for inclusion in the Company’s annual report or proxy statement, as applicable; (g) to produce the report of the Committee to accompany the CD&A in such annual report or proxy statement, as applicable; and (h) to oversee other elements of the Company’s human capital management.
3. *Duties to the Conservator.* The directors of the Company serve on behalf of U.S. Federal Housing FHFA (“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. Consistent with the Board Delegations and as provided by the Company’s plans, overseeing compensation policies and plans for senior management and the Compensation Policy and key compensation and benefits programs governing employees of the Company and approving the Compensation Policy, in a manner consistent with the Company’s obligations under the Charter Act.
 - ii. Making recommendations to the Board with respect to the Company’s incentive compensation plans and stock-based plans that are subject to Board approval.
 - iii. Overseeing the recruitment, retention, and evaluation of senior management with appropriate qualifications and expertise to operate the Company’s business.

- iv. Reviewing objectives relevant to CEO performance and evaluating the CEO's performance in light of those objectives. With respect to the compensation of the CEO, the Committee shall oversee compliance with applicable FHFA directives.
- v. Recommending to the Board corporate goals for measurement of performance and recommending to the Board an assessment of performance against those goals.
- vi. Recommending to the Board the compensation of "executive officers" as defined in Rule 3b-7 under the Securities Exchange Act, the Chief Audit Executive, and the Chief Compliance Officer (collectively, the "Designated Executive Officers"), subject to the Conservator's approval of the compensation of the Designated Executive Officers. With respect to the compensation of the Chief Audit Executive and Chief Compliance Officer (limited to the Chief Compliance Officer's job performance with regard to the Company's legal and regulatory compliance and associated programs), the Committee shall consult with the Audit Committee, and the Audit Committee shall approve such compensation subject to approval by the Board. With respect to the compensation of the Chief Risk Officer, the Committee shall consult with the Risk Policy and Capital Committee.
- vii. Approving the appointment and compensation of senior vice presidents, excluding Designated Executive Officers.
- viii. Reviewing the compensation of directors for service on the Board and its committees and recommending changes to the Board as appropriate.
- ix. Approving the list of companies in the comparator group against which the Company benchmarks its compensation and reviewing the compensation for the Company's senior management against the compensation of the companies in this comparator group.
- x. Reviewing management's risk assessment of compensation policies and practices.
- xi. Performing the functions assigned to it, under the Company's various compensation and benefit plans and arrangements, or by the Board with respect to those plans and arrangements.
- xii. Reviewing, at least annually, succession plans for senior management in preparation for discussion by the entire Board regarding succession planning for the CEO and other key members of senior management.
- xiii. Reviewing periodic reports from management on matters relating to the Company's compensation, promotion, hiring and talent programs.
- xiv. Periodically reviewing the Company's employee benefits and retirement programs and charitable contributions made by the Company.
- xv. Overseeing the Company's human capital management and talent development strategies.
- xvi. Recommending to the Board the approval of an annual statement confirming the Company's commitment to the principles of equal opportunity in employment and contracting.

- xvii. Reviewing and discussing annually with management the CD&A required by Item 402 of Regulation S-K and, based on such review and discussion, determining whether to recommend to the Board that the CD&A be included in the Company's annual report or proxy statement.
 - xviii. Providing annually, over the names of the Committee's members, the required report of the Committee for the Company's annual report or proxy statement, as applicable.
 - xix. Evaluating annually the independence of compensation advisors to the Committee.
 - xx. Annually evaluating its performance and the adequacy of its charter.
5. *Outside advisors.* Subject to the Conservator's approval as appropriate, 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 such other experts and advisors as it determines appropriate to assist it in the full performance of its functions, and approve any such experts' or 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 responsibility to subcommittees consisting of one or more members, who shall report on their activities to the Committee.

Charter Last Approved: August 12, 2025