

INVESCO MORTGAGE CAPITAL INC.

NOMINATION AND CORPORATE GOVERNANCE COMMITTEE CHARTER

This Nomination and Corporate Governance Committee Charter (the “Charter”) has been adopted by the Board of Directors (the “Board”) of Invesco Mortgage Capital Inc. (the “Company”) in connection with its oversight of the Company’s management and the business affairs of the Company.

1. **Purpose.** The purpose of the Nomination and Corporate Governance Committee (the “Committee”) is to:
 - a. Provide counsel to the Board with respect to the organization, function and composition of the Board and its committees.
 - b. Oversee the self-evaluation of the Board and the Board’s evaluation of management.
 - c. Periodically review and, if appropriate, recommend to the Board changes to, the Company’s corporate governance policies and procedures.
 - d. Identify and recommend to the Board potential director candidates for nomination.

2. **Membership.**
 - a. **Number.** The Committee shall be comprised of not less than three members of the Board.
 - b. **Qualifications.** All of the members of the Committee shall be “independent” directors in accordance with the Applicable Corporate Governance Listing Standards.

The term “Applicable Corporate Governance Listing Standards” means the Listed Company Manual of the New York Stock Exchange and such listing standards of any other applicable securities exchanges on which the Company’s shares may be listed from time to time (together with such other requirements imposed by applicable law or regulation with respect to issuers of shares so listed), in each case as amended and in effect from time to time.
 - c. **Appointment and Removal.** The members of the Committee shall be appointed and may be removed by the Board, taking into account any applicable recommendations of the Committee.
 - d. **Term.** Each member of the Committee shall serve until his or her successor is duly appointed and qualified, or until his or her earlier removal or resignation or

such time as he or she no longer meets the qualifications to serve on the Committee.

- e. **Chairman.** The Board shall designate a Chairman for the Committee from among its members from time to time.

3. **Meetings and Operations.**

- a. **Meetings.** The Committee shall meet on a regular basis and hold special meetings as circumstances require. The Committee may meet in executive session and invite one or more officers and/or representatives of its external manager, independent advisors or other third parties to attend as it deems appropriate. The timing of the meetings shall be determined by the Chairman of the Committee, in consultation with the other Committee members.
- b. **Quorum.** At all Committee meetings, a majority of the members of the Committee shall constitute a quorum for the transaction of business.
- c. **Actions.** The action of a majority of those present at a meeting, at which a quorum is present, shall be the action of the Committee. The Committee shall keep a record of its actions and proceedings.
- d. **Reporting to the Board.** The Committee shall regularly report to the Board actions taken by the Committee.
- e. **Delegation.** Subject to applicable law and the Applicable Corporate Governance Listing Standards, in discharging its duties, the Committee shall have full authority to form subcommittees and delegate any or all of its duties to such subcommittees (or, in circumstances deemed appropriate by the Committee, to a single Committee member) as the Committee deems appropriate.

4. **Authority and Responsibilities.** The Committee shall have the following authority and responsibilities:

- a. The Committee may, if it deems it advisable, develop and recommend to the Board for adoption specific, minimum qualifications that the Committee believes must be met by a potential nominee for director, including any specific qualities or skills that the Committee believes are necessary for one or more of the directors to possess. Such qualifications may include provisions pertaining to retirement and tenure for members of the Board.
- b. The Committee shall periodically review and, if appropriate and legally permitted, recommend to the Board changes to and/or exceptions from, the Company's director independence standards (including any categorical independence standards as contemplated by Section 303A.02 of the Listed Company Manual of the New York Stock Exchange).

- c. The Committee shall regularly review the structure, size and composition of the Board and make recommendations to the Board regarding any changes the Committee believes are necessary or appropriate.
- d. The Committee shall develop and recommend to the Board for adoption policies and procedures by which director candidates are identified and evaluated by the Committee, including, as the Board may determine to be appropriate, policies and procedures applicable to director candidates recommended by security holders.
- e. The Committee shall identify and evaluate candidates to become potential director nominees in accordance with the minimum qualifications and procedures approved by the Board. The Committee shall recommend to the Board candidates or nominees for election as members of the Board.
- f. The Committee shall make recommendations to the Board in respect to the nomination of existing directors who may be subject to election or re-election under the provisions of the Bylaws.
- g. The Committee shall have the sole authority to retain and terminate any search firm to assist in identifying director candidates, including the authority to approve the search firm's fees and other retention terms.
- h. The Committee shall recommend to the Board directors for appointment to the various committees of the Board. At least annually, the Committee shall review the composition of each committee of the Board, including the qualifications of its members, and make such recommendations to the Board for rotation of the committee members as the Committee deems appropriate.

Corporate Governance.

- i. The Committee shall periodically review and, if appropriate, recommend to the Board revisions to the Company's Corporate Governance Guidelines.
- j. The Committee shall periodically review and, if appropriate, recommend to the Board revisions to the Company's Code of Conduct, which shall be consistent with the Applicable Corporate Governance Listing Standards.
- k. The Committee shall make recommendations to the Board from time to time as the Committee deems appropriate regarding the structure of the various committees of the Board, including responsibilities, qualifications of the members and delegation authority.
- l. The Committee shall develop and recommend to the Board for adoption such other policies or procedures regarding the corporate governance of the Company as the Committee from time to time deems appropriate.

Oversight and Evaluations.

- m. The Committee shall oversee the Company's orientation for new elected members of the Board and continuing education process for the Board and assist the Board in its implementation.
- n. The Committee shall oversee the Board's annual self-evaluation. In connection therewith, the Committee shall obtain comments regarding the Board's performance from all directors and shall report annually to the Board with an assessment of the Board's performance.
- o. The Committee shall oversee the annual self-evaluation of each committee of the Board. In addition, the Committee shall at least annually review each committee's performance, including its reporting to the full Board, and make such recommendations to the Board as the Committee deems appropriate.

Other.

- p. The Committee shall have the authority to perform any other activities it deems are appropriate, consistent with this Charter.
 - q. The Committee shall have the authority to retain independent advisors, including, but not limited to, independent counsel or other experts, at the expense of the Company, to assist in carrying out Committee responsibilities, as the Committee may deem appropriate.
5. **Annual Performance Evaluation.** The Committee or the Board shall annually review its own performance in such manner as it deems appropriate.
6. **Annual Review of Committee Charter.** The Committee or the Board shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
7. **Miscellaneous.**
- a. The Company Secretary shall be the Secretary of the Committee except as the Committee may otherwise determine from time to time.
 - b. The Committee will make this Charter publicly available.
8. **General.** This Charter is intended as a component of the flexible framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of applicable laws, regulations and

listing requirements, as well as in the context of the Company's Bylaws (as amended), it is not intended to establish by its own force any legally binding obligations.