

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Cherry Hill Mortgage Investment Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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**1451 Route 34, Suite 303
Farmingdale, New Jersey 07727**

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

The 2024 Annual Meeting of Stockholders (the “Annual Meeting”) of Cherry Hill Mortgage Investment Corporation (the “Company”) will be held on June 13, 2024, at 8:00 a.m., Eastern Time. At the Annual Meeting, the Company’s stockholders will be asked to vote on the following matters:

1. the election of the four director nominees named in the attached Proxy Statement, to hold office until the next annual meeting of stockholders and until their successors are duly elected and qualified;
2. the approval, on a non-binding advisory basis, of the compensation of the Company’s named executive officers for the year ended December 31, 2023;
3. the ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024;
4. the approval of a proposed amendment to the Company’s charter to remove the board of directors’ exclusive power to amend the Company’s bylaws and make new bylaws; and
5. such other business as may properly be brought before the Annual Meeting and at any adjournments or postponements thereof.

We know of no other matters to come before the Annual Meeting. Only stockholders of record as of the close of business on April 8, 2024 are entitled to notice of, and to vote at, the Annual Meeting and any adjournment or postponement of the meeting.

The Annual Meeting will be held over the web in a virtual meeting format only. You will not be able to attend the Annual Meeting in person. To access the Annual Meeting online, go to meetnow.global/MKDMG4S.

Whether or not you plan to participate in the Annual Meeting, your vote is very important, and we encourage you to vote promptly. If you vote by proxy, but later decide to participate in the Annual Meeting online, or for any other reason desire to revoke your proxy, you may do so at any time before your proxy is voted.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Michael Hutchby

Michael Hutchby,
Secretary

Farmingdale, New Jersey
April 19, 2024

**IMPORTANT NOTICE REGARDING THE INTERNET AVAILABILITY OF PROXY MATERIALS
FOR THE STOCKHOLDER MEETING TO BE HELD ON JUNE 13, 2024**

The notice of meeting, proxy statement and annual report are available at www.envisionreports.com/CHMI.

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CHERRYHILL

MORTGAGE INVESTMENT CORPORATION

1451 Route 34, Suite 303
Farmingdale, New Jersey 07727
(877) 870-7005

PROXY STATEMENT 2024 ANNUAL MEETING OF STOCKHOLDERS

GENERAL INFORMATION

Proxy Solicitation

The Board of Directors (the “Board”) of Cherry Hill Mortgage Investment Corporation, a Maryland corporation (“we,” “our,” “us” or “our company”), has made these materials available to you in connection with its solicitation of proxies for its Annual Meeting of Stockholders to be held on June 13, 2024, at 8:00 a.m., Eastern Time, and any adjournment or postponement thereof. The 2024 Annual Meeting of Stockholders (the “Annual Meeting”) will be held over the web in a virtual meeting format only. You will not be able to attend the Annual Meeting in person. To access the Annual Meeting online, go to meetnow.global/MKDMG4S. The approximate date on which this Proxy Statement, the proxy card and other accompany materials are first being sent to stockholders is May 8, 2024.

In addition to solicitation through the Internet or by mail, certain of our directors and officers may solicit proxies by telephone, personal contact or other means of communication. They will not receive any additional compensation for these activities. In addition, brokers, banks and other persons holding common stock on behalf of beneficial owners will be requested to solicit proxies or authorizations from beneficial owners. We will bear all costs incurred in connection with the preparation, assembly and furnishing of our proxy materials and the solicitation of proxies and will reimburse brokers, banks and other nominees, fiduciaries and custodians for reasonable expenses incurred by them in forwarding proxy materials to beneficial owners of our common stock. We have engaged Morrow Sodali LLC (“Morrow”) to solicit proxies on our behalf. The anticipated cost of Morrow’s services is estimated to be approximately \$50,000 plus reimbursement of reasonable out-of-pocket expenses.

No person is authorized to give any information or to make any representation not contained in this Proxy Statement and, if given or made, you should not rely on that information or representation as having been authorized by us. The information contained in this Proxy Statement is accurate only as of the date of this Proxy Statement.

Cherry Hill Contact Information

The mailing address of our principal executive office is 1451 Route 34, Suite 303, Farmingdale, New Jersey 07727, and our main telephone number is (877) 870-7005. We maintain an Internet website at www.chmireit.com. Information at or connected to our website is not and should not be considered part of this Proxy Statement.

	<p>Small steps make an impact.</p> <p>Help the environment by consenting to receive electronic delivery, sign up at www.envisionreports.com/CHMI</p>	
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FREQUENTLY ASKED QUESTIONS ABOUT THE ANNUAL MEETING AND VOTING

On what am I voting?

You are being asked to vote on the following proposals:

- **Proposal No. 1:** Election to the Board of the four director nominees named in this Proxy Statement, to hold office until the next annual meeting of stockholders and until their successors are duly elected and qualified;
- **Proposal No. 2:** Approval, on a non-binding advisory basis, of the compensation of our named executive officers for the year ended December 31, 2023 (the “Say-on-Pay Proposal”); and
- **Proposal No. 3:** Ratification of the appointment of Ernst & Young LLP (“EY”) as our independent registered public accounting firm for the fiscal year ending December 31, 2024.
- **Proposal No. 4:** Approval of a proposed amendment to the Company’s charter to remove the Board’s exclusive power to amend the Company’s bylaws and make new bylaws (the “Proposed Charter Amendment”).

Who can vote?

Holders of our common stock as of the close of business on the record date, April 8, 2024, are entitled to notice of, and to vote at, the Annual Meeting. Each share of our common stock has one vote.

Why are you holding a virtual Annual Meeting?

The Board believes that a virtual meeting format will provide the opportunity for full and equal participation by all stockholders, from any location around the world. A virtual meeting also substantially reduces the costs associated with hosting an in-person meeting. We have considered concerns raised by investor advisory groups and other shareholder rights advocates that virtual meetings may diminish shareholder voice or reduce accountability. Accordingly, we have designed our virtual format to enhance, rather than constrain, stockholder access, participation and communication. For example, the virtual format allows stockholders to communicate with us during the Annual Meeting so they can ask questions of the Board or management. During the live Q&A session of the Annual Meeting, we may answer questions asked by virtual meeting attendees if such questions are relevant to the business of the Annual Meeting, as time permits.

How can I attend the Annual Meeting?

The Annual Meeting will be a virtual meeting of stockholders, which means that you may attend the Annual Meeting online at meetnow.global/MKDMG4S. There will be no physical location for stockholder to attend the Annual Meeting.

You are entitled to attend, vote and submit questions prior to and during the Annual Meeting if you were a stockholder of record as of the close of business on April 8, 2024, the record date, or if you hold a valid proxy for the Annual Meeting.

Guests may join the Annual Meeting in a listen-only mode.

The Annual Meeting will begin promptly at 8:00 a.m. Eastern Time on June 13, 2024. We encourage you to access the meeting prior to the start time to leave ample time to log into the meeting and test your computer audio system. You should ensure that you have a strong Internet connection to support your virtual attendance at the Annual Meeting.

Do I need to register to attend the Annual Meeting?

Stockholders of Record. If you are a stockholder of record—that is, you hold your shares through our transfer agent, Computershare Trust Company, N.A. (“Computershare”)—then you do not need to register to attend the Annual Meeting.

To attend the meeting, visit the Annual Meeting website at meetnow.global/MKDMG4S to log-in on the day of the meeting and enter your control number located on your proxy card.

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Beneficial Owners. If your shares are held in “street name” (i.e., you hold your shares through an intermediary, such as a bank or broker), then you must register in advance to attend the Annual Meeting.

If you hold your shares through an intermediary, such as a bank or broker, you must register in advance to participate in the Annual Meeting. To register to attend the Annual Meeting, you must submit proof of your proxy power (such as a legal proxy) reflecting your Cherry Hill Mortgage Investment Corporation common stock holdings, along with your name and email address to Computershare. Requests for registration should be directed to Computershare by email to legalproxy@computershare.com (forwarding the email from your broker, or attaching an image of your legal proxy) or by mail to Computershare, Cherry Hill Mortgage Investment Corporation Legal Proxy, P.O. Box 43001, Providence, RI 02940-3001. Requests for registration must be labeled as “Legal Proxy” and be received no later than 5:00 p.m., Eastern Time, on June 12, 2024. You will receive confirmation of your registration by email (or by mail, if no email address is provided) after Computershare receives your registration materials.

To attend the meeting, visit the Annual Meeting website at meetnow.global/MKDMG4S to log in on the day of the meeting and enter the control number provided in the confirmation sent by Computershare.

What if I have trouble accessing the Annual Meeting?

If you have difficulties logging into the Annual Meeting, you can use the technical resources available on the log-in page at meetnow.global/MKDMG4S, which will be available beginning at 7:30 a.m. Eastern Time on June 13, 2024 or contact 1-888-724-2416 for further assistance.

How do I vote at the Annual Meeting?

Stockholders of record can vote during the Annual Meeting or by proxy. There are three ways for stockholders of record to vote by proxy:

- *By Telephone* – You can vote by telephone toll-free by following the instructions on the accompanying proxy card (you will need the control number on the accompanying proxy card);
- *By Internet* – You can vote by Internet by following the instructions on the accompanying proxy card (you will need the control number on the accompanying proxy card); or
- *By Mail* – You can vote by mail by completing, signing, dating and mailing the accompanying proxy card in the postage-prepaid envelope provided.

The telephone and Internet voting procedures are designed to confirm your identity, to allow you to give your voting instructions and to verify that your instructions have been properly recorded. If you wish to vote by telephone or Internet, please follow the instructions that are included on the accompanying proxy card.

If you mail us your properly completed and signed proxy card, or vote by telephone or Internet, your shares will be voted according to the choices that you specify.

If you submit a signed proxy without marking any choices, your proxy will be voted:

- **FOR** the election of all director nominees named in this Proxy Statement;
- **FOR** the approval, on a non-binding advisory basis, of the compensation paid to our named executive officers for the year ended December 31, 2023;
- **FOR** the ratification of the appointment of EY as our registered independent public accounting firm for the fiscal year ending December 31, 2024; and
- **FOR** the approval of the Proposed Charter Amendment.

We do not expect any other matters to be brought before the Annual Meeting. However, by giving your proxy, you appoint the persons named as proxies as your representatives at the Annual Meeting. If any matter requiring a stockholder vote is properly presented at the Annual Meeting and that matter is not described in our proxy materials, the proxy holders will vote your shares in accordance with their best judgment.

If you hold your shares through an intermediary, such as a bank or broker, you will receive voting instructions from the holder of record of your shares and you must register in advance to attend the Annual Meeting.

May I change or revoke my vote?

Yes. You may change your vote or revoke your proxy at any time prior to the Annual Meeting by:

- notifying our Secretary in writing at 1451 Route 34, Suite 303, Farmingdale, New Jersey 07727, that you are revoking your proxy;
- executing or authorizing, dating and delivering to us a new proxy that is dated after the proxy you wish to revoke; or
- attending the Annual Meeting and voting online during the Annual Meeting.

If you hold your shares through an intermediary, such as a bank or broker, you should contact the holder of record to change your vote.

Will my shares be voted if I do not provide my proxy?

It depends on whether you hold your shares in your own name or in street name. If you hold your shares directly in your own name, they will not be voted unless you provide a proxy or vote online during the Annual Meeting.

Brokerage firms generally have the authority to vote customers' un-voted shares on certain "routine" matters. If your shares are held in street name by a brokerage firm, the brokerage firm can vote your shares for the ratification of the appointment of EY as our registered independent public accounting firm for the fiscal year ending December 31, 2024 (Proposal No. 3) if you do not timely provide your voting instructions, because this matter is considered "routine" under the applicable rules. The other items (Proposals Nos. 1, 2 and 4) are considered "non-routine," and the brokerage firm cannot vote your shares without your specific voting instruction.

What constitutes a quorum?

As of the record date, a total of 30,019,969 shares of our common stock were issued and outstanding and entitled to vote at the Annual Meeting. In order to conduct the Annual Meeting, a majority of the shares entitled to vote must be in attendance online at the Annual Meeting or represented by proxy. This is referred to as a "quorum." If you submit a properly executed proxy card or vote by telephone or on the Internet, you will be considered part of the quorum. Abstentions and broker non-votes will be counted as present and entitled to vote for purposes of determining a quorum. If a quorum is not present, the Annual Meeting may be adjourned or postponed from time to time until a quorum is obtained, to a date not more than 120 days after the original record date without notice other than announcement during the Annual Meeting. A broker non-vote occurs when a nominee who holds shares in street name has not received voting instructions from the beneficial owner of the shares and either chooses not to vote those shares on a routine matter or is not permitted to vote those shares on a non-routine matter.

What vote is needed to approve the matters submitted?

Election of Directors (Proposal No. 1). Directors are elected by a plurality of the votes cast at the Annual Meeting. "Plurality" means that the nominees receiving the largest number of votes cast are elected as directors up to the maximum number of directors to be chosen at the Annual Meeting. For purposes of this vote, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote for this proposal.

Say-on-Pay (Proposal No. 2). The affirmative vote of a majority of the votes cast at the Annual Meeting is required to approve the Say-on-Pay Proposal. For purposes of this vote, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote for this proposal.

Ratification of Appointment of EY (Proposal No. 3). The affirmative vote of a majority of the votes cast at the Annual Meeting is required to approve this proposal. For purposes of this vote, abstentions will not be counted as votes cast and will have no effect on the result of the vote for this proposal. Because this matter is considered "routine" under applicable rules, we do not expect there to be any broker non-votes on this proposal.

Approval of the Proposed Charter Amendment (Proposal No. 4). The affirmative vote of a majority of all of the votes entitled to be cast at the Annual Meeting is required to approve this proposal. For purposes of this vote, abstentions and broker non-votes will have the same effect as votes against the proposal, although they will be considered present for the purpose of determining the presence of a quorum.

PROPOSAL NO. 1:**ELECTION OF DIRECTORS**

The Board has fixed the number of directors at four. The four persons named below (each, a “director nominee”) currently serve on the Board and have been recommended by the Nominating and Corporate Governance Committee and nominated by the Board to serve on the Board until our 2024 Annual Meeting of Stockholders and until their respective successors are elected and qualified.

The Board has no reason to believe that any of the director nominees will be unable, or will decline, to serve if elected. If any director nominee is unable to stand for election, the persons appointed to vote your proxy may vote at the Annual Meeting for another candidate proposed by the Board, or the Board may choose to reduce the size of the Board, provided that we continue to have a majority of independent directors following any such reduction. In addition, the Board has determined that all of the director nominees, other than Mr. Lown, are independent under applicable rules of the U. S. Securities and Exchange Commission (the “SEC”) and the New York Stock Exchange (the “NYSE”).

Director Nominees

The following table sets forth the name, position with our Company and age at the Annual Meeting of each director nominee:

Name	Position	Age
Jeffrey B. Lown II	President and Chief Executive Officer	60
Robert C. Mercer, Jr.	Independent Director	76
Joseph P. Murin	Independent Director	74
Sharon L. Cook	Independent Director	64

We believe that all of the director nominees are intelligent, experienced and proactive with respect to management and risk oversight, and that they exercise good judgment. The biographical descriptions below set forth certain information with respect to each director nominee, including the experience, qualifications, attributes or skills of each director nominee that led us to conclude that such person should serve as a director.

Jeffrey B. Lown II has served as our President and as a director since the completion of our initial public offering in October 2013 and as our Chief Executive Officer since March 2017. Mr. Lown also served as our Chief Investment Officer through March 2016, at which time Julian Evans was appointed as Chief Investment Officer. Mr. Lown has over 25 years of combined experience in the financial services industry and the residential mortgage markets. Mr. Lown has been employed by Freedom Mortgage Corporation (“Freedom Mortgage”) since April 2012 and served as Executive Vice President in charge of strategic funding projects and capital markets until July 2016, at which time he began to focus his full-time efforts on us and the management of our business. Prior to joining Freedom Mortgage, Mr. Lown served as a Portfolio Manager at Avenue Capital Group from April 2011 to January 2012. Prior to co-founding and serving as a principal of Green Lake Investment Partners, LLC in the fall of 2010, Mr. Lown spent 11 months at New Oak Capital LLC as head of the residential mortgage loan business and as a member of the bank advisory group. Prior to joining New Oak Capital, Mr. Lown was a fellow at the Office of Thrift Supervision (the “OTS”), from March 2008 through September 2009. At the OTS, he served as an advisor to the Senior Deputy Director’s office and focused on residential mortgage loan origination and residential asset valuation and RMBS. Noteworthy assignments included participating in the creation of the Obama administration’s “Making Home Affordable” modification program, the review of TARP Capital Purchase Program applications for OTS thrifts and working with the Acting Deputy Director of Examinations, Supervision, and Consumer Protection and regional staff on troubled institutions.

Before OTS, from April 2002 to March 2008, Mr. Lown worked at UBS Securities LLC in mortgage trading. While at UBS Securities, Mr. Lown managed an internal mortgage origination platform specializing in Alt-A mortgage loans, overseeing all units within the organization, including sales, capital markets and operations. Mr. Lown began his career at Salomon Brothers (now Citigroup) in 1991, where he spent 11 years working for the mortgage trading desk. The last six years at Citigroup were in the Mortgage Finance Group where Mr. Lown held several positions both in investment banking and mortgage finance roles. While serving in these positions, he developed strong credit, contract finance and securitization skills.

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As a consequence of Mr. Lown's more than 25 years' experience in the residential mortgage markets, the Board, upon the recommendation of the Nominating and Corporate Governance Committee, believes that he is well qualified to provide valuable advice in many important areas and that he should serve as a director.

Robert C. Mercer, Jr. has served as a director, chairperson of the Audit Committee and member of the Compensation Committee and Nominating and Corporate Governance Committee since March 15, 2017. Mr. Mercer has over 40 years of management and executive experience in generating and servicing consumer loans and mortgages. From July 2009 to March 2017, Mr. Mercer served as a Senior Examiner/Subject Matter Expert — Credit Risk, Operations and Counterparty Management at the Federal Housing Finance Agency ("FHFA") in Washington, D.C. At FHFA, Mr. Mercer monitored Freddie Mac's seller/servicer and mortgage insurance counterparty risk analysis focusing on concentration of risk, regulatory risk and servicing transfer approvals. He also monitored Freddie Mac's credit loss forecasting and loan loss reserve adequacy for its single family and multifamily loan portfolios.

Prior to his work at FHFA, Mr. Mercer's experience included managing problem portfolio workouts, managing due diligence processes involving mergers and acquisitions, purchasing mortgage portfolios and developing or enhancing profit and risk models to improve portfolio predictability and profitability. In addition to his operational experience, he also has an extensive credit risk background, having been Chief Credit Officer of Citicorp National Services. Mr. Mercer has been involved in all aspects of credit risk management, including the development of proprietary score cards.

As President of American Equity Mortgage, Inc. in St. Louis, Missouri, Mr. Mercer was responsible for expanding the retail branch network and improving operational efficiencies. Mr. Mercer has held senior executive and management positions in consumer lending at a series of financial institutions that ultimately became part of National City Bank, including Equibank, Integra Bank and Altegra Credit Company. Prior to that, Mr. Mercer held positions at Citicorp and Valley National Bank in Phoenix, Arizona after beginning his career spending thirteen-years at Ford Motor Credit Company.

Mr. Mercer brings to the Board over 40 years of experience in the consumer lending and mortgage industry sectors. Due to the depth and extent of his financial and credit risk management experience, the Board, upon the recommendation of the Nominating and Corporate Governance Committee, believes that he should serve as a director.

Joseph Murin has served as a director, chairperson of the Nominating and Corporate Governance Committee and member of the Audit Committee and Compensation Committee since the completion of our initial public offering in October 2013. Since September 2009, Mr. Murin has served as the Chairman of The Collingwood Group LLC, a Washington, D.C.-based strategic investment and advisory firm serving the financial services industry that he cofounded in 2009. Since September 2012, Mr. Murin has served as President of New Day Financial LLC, a mortgage lender that provides homeowners with FHA, VA and reverse mortgage loans, and as Chairman of the Board of Directors of Chrysalis Holdings, LLC, a private investment firm focused on building and growing successful businesses that provide home financing, data analytics and technology solutions in the mortgage banking and financial services industries. From October 2001 to October 2007, Mr. Murin served, and since December 2009, he has served, as a director of the Point Park University. From July 2011 to August 2012, Mr. Murin served as the Chief Executive Officer of National Real Estate Information Services, a portfolio company owned by funds managed by affiliates of Fortress Investment Group, LLC.

President George W. Bush nominated Mr. Murin in October 2007 to serve as President of Ginnie Mae, a position which he held from July 2008 to August 2009. He also served as a consultant to the White House until he was confirmed by the U.S. Senate from January 2008 until May 2008. Prior to his nomination to serve as President of Ginnie Mae, Mr. Murin was with HUD for two years, to which he brought more than 40 years of diverse experience in the financial services, mortgage and banking industries. This experience includes having served as the Chief Executive Officer of a number of financial organizations such as Century Mortgage Co. from September 1986 to January 1989, Lender's Service Inc. from May 1991 to December 2001, and Mortgage Settlement Network Innovations from September 2004 to August 2007. Mr. Murin served as a director for iGATE Corporation (NASDAQ: IGTE) from August 2009 to April 2013. Mr. Murin holds a bachelor's degree in business from National Louis University.

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As a consequence of Mr. Murin's more than 40 years' experience in the financial services, mortgage and banking industries, including his service as President of Ginnie Mae, the Board, upon the recommendation of the Nominating and Corporate Governance Committee, believes that he is well qualified to provide valuable advice to the Board in many important areas and that he should serve as a director.

Sharon Lee Cook has served as a director, chairperson of the Compensation Committee and member of the Audit Committee and Nominating and Corporate Governance Committee since March 8, 2023 and is independent in accordance with applicable NYSE and SEC rules. Since March 2022, Ms. Cook has served as the president of OLE Three Consulting, Inc., a management organization advisory firm that she founded. Ms. Cook has also served as a certified private arbitrator for the Financial Industry Regulatory Authority since June 2019. From February 2020 to January 2021, Ms. Cook served as a part-time administrative assistant at the Gulf Coast Community Foundation and during the period from September 2017 through February 2020, Ms. Cook was not employed and was dedicating her time to various personal matters. Ms. Cook has more than 30 years of broad experience in fixed income capital markets and financial services regulation, and her background includes serving as a business consultant for the regulated trading platform FTX US Derivatives from February 2022 to June 2022, serving as a managing director at securities firm Incapital LLC between January 2017 and September 2017, serving as a managing director at investment banking firm D.A. Davidson & Co. from December 2012 to May 2016, serving as a managing director at Sterne, Agee & Leach Inc. from September 2009 to November 2012 and serving as a senior economic and policy advisor to the deputy director of the U.S. Department of Treasury's Office of Thrift Supervision from May 2007 to September 2009 where she participated in the resolution of failing banks and the development of the Troubled Assets Relief Program (TARP) and the Home Affordable Modification Program (HAMP).

Earlier in her career, Ms. Cook spent 12 years as a managing director at investment management firm Legg Mason Wood Walker Inc. and was the deputy assistant director at the Federal Deposit Insurance Corporation (FDIC) for five years. Ms. Cook is a member of the board of directors of the Prevent Cancer Foundation, where she serves on the Finance Committee, and she is a member of the National Association of Corporate Directors. Ms. Cook is a graduate of The George Washington University.

Based on Ms. Cook's over 30 years of experience in fixed income capital markets and financial services regulation, the Board, upon the recommendation of the Nominating and Corporate Governance Committee, believes that she should serve as a director.

The Board recommends that you vote "FOR" the election of each director nominee named above.

CORPORATE GOVERNANCE

The Board believes that the combination of its current composition, leadership structure and the intelligent, experienced and diverse perspectives of the directors provides the proper independent and expert oversight of our company's business, strategy and management. Some of the governance and leadership highlights include the following:

- annual election of each director for a one-year term;
- each stockholder is entitled to one vote per share;
- a strong independent leadership structure with a lead independent director;
- diversified board composition with more than 90 years of collective experience in mortgage finance;
- no over-boarded directors;
- board committees consist solely of independent directors;
- 75% of the board is independent; and
- regular, annual performance evaluations of the directors.

The Board of Directors

Our business is managed by Cherry Hill Mortgage Management, LLC (the "Manager"), subject to the oversight and direction of the Board. Our Manager is an SEC-registered investment adviser and is responsible for administering our business activities and day-to-day operations. The directors are informed about our business at meetings of the Board and its committees and through supplemental reports and communications.

There were four regular meetings of the Board in 2023 and one special meeting. Each director attended all of the meetings of the Board. Each independent director also attended all committee meetings for the committees on which the director served in 2023. Although our company does not have a policy regarding board members' attendance at the Annual Meeting, all of our directors participated in the 2023 annual meeting of stockholders. In accordance with NYSE requirements and our Corporate Governance Guidelines, the independent directors of the Board regularly meet in executive session without management present. Generally, these executive sessions follow a meeting of the Board or of the Audit Committee. If the executive session follows a meeting of the Audit Committee, the chairperson of the Audit Committee will preside over the executive session. If the executive session follows a meeting of the Board, the lead independent director will preside over the executive session. In 2023, the independent directors of the Board met in executive session nine times without management present.

The Board has established three standing committees that are comprised solely of independent directors, the principal functions of which are briefly described below. Matters put to a vote at any one of our three committees must be approved by a majority of the directors on the committee who are present at a meeting at which there is a quorum or by unanimous written consent of the directors on that committee.

Lead Independent Director

Mr. Murin, the chairperson of the Nominating and Corporate Governance Committee, serves as the lead independent director. The lead independent director generally is the point of contact for persons desiring to communicate directly with the independent directors. All interested parties may do so by using the IR Contact tab under the Investor Relations section on our website, which is www.chmireit.com, and leaving a message.

Director Independence

The Board has determined, after taking into account all facts and circumstances, that there are no material transactions, relationships or arrangements between us and Mr. Mercer, Mr. Murin or Ms. Cook requiring disclosure under applicable SEC rules and regulations or otherwise and that each of them is independent in accordance with applicable NYSE rules.

Corporate Governance Guidelines

The Board has adopted Corporate Governance Guidelines, which provide the framework for our governance and represent the Board's current views with respect to selected corporate governance issues considered to be of significance to our stockholders.

Code of Business Conduct and Ethics

The Board has established a Code of Business Conduct and Ethics that applies to our officers, directors and employees when such individuals are acting for or on our behalf. Any waiver of the Code of Business Conduct and Ethics may be made only by the Nominating and Corporate Governance Committee and will be promptly disclosed to stockholders in accordance with applicable SEC and NYSE rules.

Anti-Hedging Policy

The Board has adopted a policy prohibiting all of our directors, officers, employees, if any, and certain “related persons” (as defined in the policy) of such persons from engaging in hedging or monetization transactions and other speculative transactions involving our securities, including our common stock. Under the policy, a covered person may not, directly or indirectly, engage in any kind of hedging or monetization transaction against future declines in the market value of our securities that could reduce or limit such person’s economic risk with respect to holdings or ownership of or interest in our securities. Pursuant to the policy, a “short sale,” or sale of securities that the seller does not own at the time of sale or, if owned, that will not be delivered within 20 days of the sale, is an example of a prohibited hedging transaction. Prohibited transactions under the policy also include the purchase by a covered person of financial instruments, including, without limitation, prepaid variable forward contracts, equity swaps, collars, puts, calls, exchange funds, or other derivative securities that are designed to hedge or offset a decrease in market value of our securities. The policy does not restrict holding, exercising or settling awards such as options, restricted stock, restricted stock units, deferred stock units, LTIP Units, or other derivative securities granted under our equity incentive plans. Persons who violate our anti-hedging policy may be subject to disciplinary action. Such disciplinary action may include, but is not limited to, termination of employment and/or restrictions on future participation in our equity incentive plans.

Bribery and Kickbacks

Bribery is illegal and subject to criminal penalties in the U.S. and many other foreign countries. Bribery is forbidden under the U.S. Foreign Corrupt Practices Act and other laws, rules and regulations. Bribery, kickbacks or other improper payments of any kind have no place in our company’s business and are strictly prohibited. In accordance with our Code of Business Conduct and Ethics, our directors, officers and employees, if any, and employees of our Manager and its affiliates may not give bribes, kickbacks or offer anything of value to any person, organization or government official in order to obtain a particular result for us. All decisions made on our behalf, whether with respect to investing in assets or purchasing goods or services, must be made on the basis of appropriate investment or business criteria and must be legal and reasonable in relation to customary commercial practice. Similarly, our directors, officers and employees, if any, and employees of our Manager and its affiliates are prohibited from accepting or receiving a bribe, kickback or anything of value from any party in exchange for or consideration of the award of any of our business. Gifts and entertainment could constitute an illegal bribe or kickback under certain circumstances. Persons subject to our Code of Conduct and Business Ethics are instructed that they should never receive a payment or anything of value in exchange for a decision involving our business. We recognize exceptions for token gifts, which are not excessive in value or are consistent with customary business practices, and customary and appropriate business entertainment when a clear business purpose is involved. We are committed to the principles expressed in our Code of Business Conduct and will provide annual training to all of our personnel to address bribery, kickbacks and corruption.

Political Activity

In accordance with our Code of Business Conduct and Ethics, we do not make contributions or payments that could be considered a contribution to political parties or candidates or to intermediary organizations such as political action committees. However, persons subject to our Code of Business Conduct and Ethics, including our directors and officers, are free to exercise their right to make personal political contributions within legal limits, except to the extent these contributions are otherwise prohibited or restricted by our Code of Business Conduct and Ethics or by other policies. Persons subject to our Code of Business and Ethics are instructed not make any contribution in a way that might appear to be an endorsement or contribution by us and such persons are expected to be certain that they understand, and are in compliance with, all applicable laws, rules and regulations before making any political contribution. We do not reimburse our directors, officers or employees, if any, or any employees of our Manager or any of its affiliates for political contributions in any way.

Availability of Corporate Governance and ESG Materials

Stockholders may view our corporate governance and environmental, social and governance (“ESG”) materials, including the charters of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee, our Corporate Governance Guidelines, our Code of Business Conduct and Ethics our 2023 ESG Report and our Human Rights Policy, on our website at www.chmireit.com under the section “Investors—Corporate Governance—Highlights,” and these documents are available in print to any stockholder upon request by writing to 1451 Route 34, Suite 303, Farmingdale, New Jersey 07727, Attention: Secretary. Information at or connected to our website is not and should not be considered a part of this Proxy Statement.

Committees of the Board

The Board has established three standing committees:

- the Audit Committee;
- the Compensation Committee; and
- the Nominating and Corporate Governance Committee.

The members of these standing committees are appointed by and serve at the discretion of the Board.

Audit Committee

The current members of the Audit Committee are Mr. Mercer (chairperson), Mr. Murin and Ms. Cook. Each of these members has been determined to be “independent” within the meaning of the applicable standards of the NYSE and Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). In addition, each of these members meets the financial literacy requirements for audit committee membership under the NYSE’s rules and the rules and regulations of the SEC. The Board has determined that each of Mr. Mercer and Mr. Murin is an “audit committee financial expert” as such term is defined in Item 407(d)(5)(ii) of Regulation S-K. No member of the Audit Committee serves on the audit committee of more than three public companies.

The Audit Committee held eight meetings in 2023. The primary purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibility relating to: (i) the integrity of our financial statements and financial reporting process, our systems of internal accounting and financial controls and other financial information we provide; (ii) the performance of the internal audit services function; (iii) the annual independent audit of our financial statements and internal control over financial reporting, the engagement of the independent auditors and the evaluation of the independent auditors’ qualifications, independence and performance; (iv) our compliance with legal and regulatory requirements, including our disclosure controls and procedures; and (v) the evaluation of risk assessment and risk management policies.

Compensation Committee

The members of the Compensation Committee are Ms. Cook (chairperson), Mr. Mercer and Mr. Murin. The Board has determined that each member of the Compensation Committee is “independent” within the meaning of the applicable standards of the NYSE for members of a compensation committee. Each member of the Compensation Committee qualifies as a “non-employee director” for purposes of Rule 16b-3 under the Exchange Act.

The Compensation Committee held six meetings in 2023. The primary purpose of the Compensation Committee is to assist the Board in discharging its responsibilities relating to the management agreement with our Manager and the compensation of our Manager, directors and executive officers and administration of our compensation plans, policies and programs, including but not limited to our 2023 Equity Incentive Plan (our “2023 Plan”). The Compensation Committee has overall responsibility for evaluating and recommending changes to our compensation plans, policies and programs and approving and recommending to the Board for its approval awards under, and amendments to, our 2023 Plan. The Compensation Committee may form and delegate authority to subcommittees comprised solely of independent directors or its chair when appropriate.

Nominating and Corporate Governance Committee

The members of the Nominating and Corporate Governance Committee are Mr. Murin (chairperson), Mr. Mercer and Ms. Cook. By virtue of his position of chairperson of the Nominating and Corporate Governance Committee, Mr. Murin also serves as the lead independent director. The Board has determined that each member of the Nominating and Corporate Governance Committee is “independent” within the meaning of the applicable standards of the NYSE.

The Nominating and Corporate Governance Committee held four meetings in 2023. The primary purpose of the Nominating and Corporate Governance Committee is to assist the Board by: (i) identifying individuals qualified to become members of the Board, consistent with any guidelines and criteria approved by the Board; (ii) considering and recommending director nominees for the Board to select in connection with each annual meeting of stockholders; (iii) considering and recommending nominees for election to fill any vacancies on the Board and to address related matters; (iv) developing and recommending to the Board corporate governance guidelines applicable to us; (v) overseeing an annual evaluation of the Board’s and management’s performance; (vi) providing counsel to the Board with respect to the organization, function and composition of the Board and its committees; and (vii) overseeing corporate actions and disclosure, as is determined to be necessary and advisable, relating to material environmental, social and governance matters that may impact long-term performance and risk management strategies in anticipation of changing investor demands and regulatory requirements. The Nominating and Corporate Governance Committee is also in charge of reviewing and, where appropriate, approving transactions between us and Freedom Mortgage or its affiliates.

Board Leadership Structure

The Board has not established a fixed policy regarding the separation of the roles of Chief Executive Officer and Chairman of the Board. As of the date of this Proxy Statement, the Board has not named a director to act as Chairman of the Board.

Risk Management Oversight

Risk management begins with the Board, through review and oversight of the Company’s risk management framework, and continues with executive management, through ongoing formulation of risk management practices and related execution. Management has implemented various risk management procedures regarding portfolio management, counterparty exposure and financial position that involve close consultation with individuals responsible for those areas. The Board exercises its oversight of risk primarily through the Audit Committee with support from the other committees of the Board. The Board uses its standing committees to monitor and address areas of risk within the scope of each committee’s expertise and as required by the charter of each committee.

- The Audit Committee assists the Board in overseeing our enterprise risk management program, which includes, among other items, non-investment related risks such as strategic risk, operational risk, reputational risk, cybersecurity risk and climate-related risks affecting our company. In conducting this oversight, the Audit Committee reviews and discusses with management, our Manager’s risk and control personnel, EY (our independent registered public accounting firm) and RSM US LLP (“RSM”) (our internal auditing firm) our policies and practices with respect to risk assessment and risk management for all non-investment risks identified by our Manager. The Audit Committee also specifically reviews and discusses with management, our Manager’s risk and control personnel, EY and RSM the risks related to financial reporting and controls, including, among other things, the risks from cybersecurity risks, on at least a quarterly basis. The Audit Committee also discusses with management our exposure to risks related to climate change and how management seeks to mitigate climate-related risk.
- The Compensation Committee assists the Board in overseeing risk related to the Company’s compensation policies and practices, primarily by reviewing and discussing with management the extent to which our compensation policies and practices create incentives for excessive risk taking by management.
- The Nominating and Corporate Governance Committee assists the Board in overseeing corporate governance and sustainability-related risks and reviews and discusses with management the extent to which our ESG policies and practices create or mitigate risks for our company.

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We believe that our leadership structure promotes effective Board oversight of risk management as the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee are each comprised solely of independent directors. Each of the committees actively monitors our policies and practices with respect to risk assessment and risk management, and the independent directors are provided with the information necessary to evaluate significant risks and strategies for addressing these risks. In this regard, Mr. Lown, due to his service as a director of our company and as our President and Chief Executive Officer, plays a particularly important role by communicating with our independent directors and keeping them updated on the important aspects of our operations. Although each committee is responsible for evaluating certain risks and overseeing the management of such risks, our entire Board is regularly informed through committee reports about such risks as well as through regular reports directly from our executive officers responsible for management of particular risks to the Company.

Criteria and Procedures for Selection of Director Nominees

Although the Board retains ultimate responsibility for nominating individuals for election as directors, the Nominating and Corporate Governance Committee conducts the initial screening and evaluation process. As provided in our Corporate Governance Guidelines, director nominees, including those directors eligible to stand for re-election, are selected based on, among other things, the following factors:

- requirements of applicable laws and NYSE listing standards, including independence;
- the absence of material relationships with us;
- strength of character;
- diversity;
- age;
- skills; and
- experience.

In conducting the screening and evaluation of potential director nominees, the Nominating and Corporate Governance Committee considers candidates recommended by directors and our management, as well as recommendations from our stockholders. Subject to the discretion of the Nominating and Corporate Governance Committee, we anticipate that any director candidates submitted to us by our stockholders will be evaluated by the Nominating and Corporate Governance Committee on the same basis as any other director candidate.

The Nominating and Corporate Governance Committee evaluates each individual in the context of the Board as a whole, with the objective of recommending a group of directors that can best contribute to the success of the business and represent stockholder interests through the exercise of sound judgment, using its diversity of experience. In determining whether to recommend a director for re-election, the Committee also considers the director's past attendance at meetings and participation in and contributions to the activities of the Board.

We do not have a formal policy about diversity of Board membership, but the Nominating and Corporate Governance Committee will consider a broad range of factors when nominating individuals for election as directors, including differences of viewpoint, professional experience, education, skill, other personal qualities and attributes, race, gender and national origin. The Nominating and Corporate Governance Committee neither includes nor excludes any candidate from consideration solely based on the candidate's diversity traits.

The Nominating and Corporate Governance Committee will consider appropriate nominees for directors whose names are submitted in writing by a stockholder. See "Other Information—Stockholder Proposals and Director Nominations for the 2024 Annual Meeting of Stockholders".

Compensation Committee Interlocks and Insider Participation

The Compensation Committee consists of Ms. Cook (chairperson), Mr. Mercer and Mr. Murin. None of the members of the Compensation Committee are or have been an employee or officer of our company, our Manager or Freedom Mortgage, and none of such members has any relationship requiring disclosure by our company under Item 404 of Regulation S-K under the Exchange Act. None of our executive officers currently serves, or during the past fiscal year has served, as a member of the board of directors or compensation committee of another entity that has one or more executive officers serving on the Board or Compensation Committee.

Communication with the Board

Stockholders and other interested parties who wish to communicate with our lead independent director, the Board or any of its committees may do so by writing to the Secretary of Cherry Hill Mortgage Investment Corporation, 1451 Route 34, Suite 303, Farmingdale, New Jersey 07727. The independent directors have directed our Secretary to act as their agent in processing any written communications received. All communications that relate to matters within the scope of the responsibilities of the Board and its standing committees will be forwarded to the lead independent director. Communications that relate to matters that are within the scope of the responsibilities of one of the Board's standing committees also will be forwarded to the chairperson of the appropriate committee. Communications that relate to ordinary business matters that are not within the scope of the responsibilities of the Board will be sent to the appropriate member of management.

CORPORATE SOCIAL RESPONSIBILITY AND SUSTAINABILITY

The Board and management value the opportunity to engage with our stockholders so as to better understand and focus on the priorities that matter most to them, and to foster consistent and constructive dialogue. The feedback and insight from these meetings, in addition to emerging best practices, policies at other companies and other market standards, will be considered and evaluated by management and the Board. We believe engaging with stockholders will assist us in enhancing the evolution of our disclosures, improve our corporate governance profile and our compensation policies and practices and implement ESG initiatives that matter most to stockholders. In 2023, we engaged an independent, outside ESG and corporate governance advisor to assist with these initiatives. Our management meets regularly with our ESG and corporate governance advisor to evaluate best public company corporate governance practices and policies and ESG initiatives. Based on the advice of our ESG and corporate governance advisor, management recommends to the Nominating and Corporate Governance Committee the implementation of policies, practices and initiatives focused on corporate social responsibility and sustainability that we believe matter most to our stockholders.

Environmental Responsibility

Our ESG initiatives are overseen by our Nominating and Corporate Governance Committee. In April 2023 we published our first Environmental, Social and Governance Report (the “2023 ESG Report”). The 2023 ESG Report is available on our website at www.chmireit.com under the section “Investors—Corporate Governance—Highlights”. Information at or connected to our website is not and should not be considered a part of this Proxy Statement.

The 2023 ESG Report outlines our progress towards our ESG goals and commitments across three key ESG areas:

- environmental responsibility and sustainability;
- social responsibility; and
- corporate governance.

Our environmental strategy is based on simplicity and transparency. Specifically, we endeavor to minimize our environmental impact by reducing waste that is generated by our Company and sent to landfills, purchasing, to the extent practicable, environmentally responsible products, and reducing internal paper usage. We believe that the Company’s corporate footprint and business operations have a relatively modest impact on the environment. Nevertheless, we believe in promoting a sustainable environment by using resources as efficiently and responsibly as practicable. Our commitment to these principles is reflected in our daily activities in a variety of ways:

- to reduce waste and promote a cleaner environment, we recycle paper, glass, plastic and aluminum cans, electronic equipment, batteries and ink cartridges, and we emphasize electronic communications, record storage e-statements and invoices to reduce our office paper usage;
- to reduce our carbon footprint, we utilize video conferencing as an alternative to business travel; and
- to reduce energy usage, we use Energy Star ® certified products, printers and televisions.

Although we are unable to predict the rate at which climate change will progress, we recognize that the physical effects of climate change could have a material adverse effect on our operations. To the extent that climate change impacts changes in weather patterns, assets in which we hold a direct or indirect interest could experience severe weather, including hurricanes, severe winter storms, wildfires and flooding due to increases in storm intensity and rising sea levels, among other effects that could impact house prices and housing-related costs and/or disrupt borrowers’ ability to pay their mortgage. Moreover, long term climate change could trigger extreme weather conditions that result in macroeconomic and demographic shifts. Over time, these conditions could result in repricing of the assets that we hold. There can be no assurance that climate change and severe weather will not have a material adverse effect on our financial performance.

Focus On Our Personnel

As an externally managed REIT, our corporate responsibility focus is on the team of dedicated professionals provided to us by our Manager through its relationship with Freedom Mortgage. Through our “we’re all in” ethos, we are committed to building an inclusive, encouraging and respectful workplace that allows us to

seamlessly meet our fiduciary commitments to our stockholders and successfully grow our company. We are committed to our team members' growth and development, and instill a sense of ownership in our company by providing long-term equity incentives to all our employees. We rely on our Manager to provide the necessary personnel to conduct our investment operations that meet the standards of government-sponsored enterprises. In addition, medical and wellness benefits are made available to all of our team members.

Diversity and Inclusion; Anti-Discrimination and Anti-Harassment Policy

As reflected in our Code of Business Conduct and Ethics and our 2023 ESG Report, diversity and inclusion is integrated in everything we do. Currently, our team is comprised of 12 individuals, with women representing one-third of the overall team and key members of our team also being racially and ethnically diverse. We believe the diversity of the Company's personnel is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances.

We are committed to providing equal employment opportunities to all persons without regard to race, color, religion, creed, gender, sex, sexual orientation, national origin or ancestry, alienage or citizenship status, age, disability, marital or partnership status, military status, predisposing genetic characteristics, status as a victim of domestic violence, sex offense or stalking or any other class or status protected by law in accordance with applicable federal, state and local laws. All persons must be treated with dignity and respect.

We believe our management team's intentional dedication to engage, train and motivate the personnel provided to us and to promote a diverse and inclusive culture has allowed us to retain the talent necessary to operate our company.

Human Rights Policy

As a responsible corporate citizen, we seek to promote and protect human rights in our business. As reflected in our Human Rights Policy, which is available on our website at www.chmireit.com under the section "Investors—Corporate Governance—Highlights" (information on or connected to our website is not and should not be considered a part of this Proxy Statement), we strive to conduct our operations in accordance with the United Nations Guiding Principles on Business and Human Rights. We recognize the importance of respecting, protecting and promoting human rights and fundamental freedoms such as those covered by the United Nations Universal Declaration on Human Rights.

Management is responsible for the ongoing maintenance and day-to-day oversight of our Human Rights Policy to ensure compliance. The Board will review our compliance with the Human Rights Policy at least annually.

We recognize that our stakeholders value information about our efforts in this area. We are committed to ongoing engagement on issues relating to human rights. We welcome input from our stakeholders on our ongoing commitment to human rights.

We will require our personnel to complete Code of Business Conduct and Ethics and Workplace Harassment training upon hire, and annually thereafter, and to certify upon completing each training session that they have read, and that they understand our policies, including our Human Rights Policy.

Our Business Conduct and Ethical Investment Practices

We adhere to a stringent Code of Business Conduct which covers, among other topics, compliance with applicable laws, the avoidance of conflicts of interest, and a strict prohibition against insider trading, discrimination and harassment. All of our employees are also subject to the Manager's separate Code of Ethics to ensure we are acting with integrity, transparency and accountability.

Our acquisition, investment and management portfolios are focused on mortgage servicing rights (MSRs), agency residential mortgage back securities (RMBS) and other residential mortgage assets that target the full spectrum of single-family residential homeowners from new to mature homeowners. The loans underlying our MSR portfolio are owned and/or securitized by Fannie Mae or Freddie Mac, and must conform to the lending standards of the government-sponsored enterprises. These standards include prohibitions against predatory

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lending practices, high-cost loans, prepayment penalties, as well as anti-discrimination and consumer protection compliance. We have limited information about the borrowers, such as their credit quality and location, and do not receive information about borrowers' gender, race and/or ethnicity.

We conduct counterparty due diligence with a third-party that includes reviews of government audit reports and compliance with policies and procedures that address the following:

- Equal Credit Opportunity Act/Regulation B;
- Fair Credit Reporting Act;
- Truth in Lending Act;
- Real Estate Settlement Procedures Act;
- Flood Disaster Protection Act; and
- Record Retention.

DIRECTOR COMPENSATION

For 2023, our independent directors received the following compensation:

- Mr. Mercer and Mr. Murin were each paid a cash retainer of \$70,000 and Ms. Cook, who became a director in March 2023, was paid a prorated retainer of \$39,667. The cash retainer was paid in quarterly installments in arrears and accrued at an annual rate of \$70,000.
- Mr. Mercer was paid an additional cash retainer of \$10,000 for serving as the chairperson of the Audit Committee.
- Ms. Cook was paid an additional cash retainer in the prorated amount \$2,833 (the additional cash retainer accrues at an annual rate of \$5,000) for serving as the chairperson of the Compensation Committee and an additional cash retainer of \$1,417 (the additional cash retainer accrues at an annual rate of \$2,500) for serving as a member of the Audit Committee.
- Mr. Murin was paid an additional cash retainer of \$5,000 for serving as the chairperson of the Nominating and Corporate Governance Committee, an additional cash retainer of \$2,500 for serving as a member of the Audit Committee and an additional cash retainer of \$10,000 for serving as our lead independent director.

In addition to the cash compensation described above, our independent directors also receive annual grants of common stock pursuant to our equity incentive plan. On June 29, 2023, we granted each of our independent directors 13,945 restricted shares of common stock pursuant to our 2023 Plan. These restricted shares become non-forfeitable on June 29, 2024.

Mr. Lown, our President and Chief Executive Officer, did not receive any cash or equity compensation from us for his service as a director.

We reimburse our independent directors for reasonable out-of-pocket expenses incurred in connection with the performance of their duties as directors, including, without limitation, travel expenses in connection with their attendance at in-person board and committee meetings.

We have entered into indemnification agreements with each of our current directors and intend to enter into indemnification agreements with each of our future directors. The indemnification agreements provide these directors the maximum indemnification permitted under Maryland law. The agreements provide, among other things, for the advancement of expenses and indemnification for liabilities which such person may incur by reason of his or her status as a present or former director of our company in any action or proceeding arising out of the performance of such person's services as a present or former director of our company.

The table below describes the compensation earned by our directors other than Mr. Lown for 2023. Mr. Lown's compensation is described below under "Executive Compensation".

Name	Fees Earned or Paid in Cash	Stock Awards⁽¹⁾	Total Compensation
Sharon L. Cook	\$43,917	\$70,004	\$113,921
Robert C. Mercer, Jr.	\$80,000	\$70,004	\$150,004
Joseph P. Murin	\$87,500	\$70,004	\$157,504

(1) Represents the aggregate grant date fair value of 13,945 restricted shares of common stock awarded to each of our independent directors pursuant to our 2023 Plan on June 29, 2023. Amounts have been calculated in accordance with FASB ASC Topic 718 and disregard estimated forfeitures.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Management Agreement

We are a party to a management agreement with our Manager pursuant to which our Manager provides for the day-to-day management of our operations. Our Manager is an SEC-registered investment adviser. The management agreement requires our Manager to manage our business and affairs in conformity with the policies and investment guidelines approved and monitored by the Board. The current term of the management agreement expires on October 22, 2024 and will be automatically renewed for one-year terms thereafter unless we elect or our Manager elects not to renew the management agreement or the management agreement is terminated by either us or our Manager. Under certain circumstances, our Manager is entitled to receive a termination fee from us in an amount equal to three times the average annual management fee amount earned by our Manager during the two four-quarter periods ending as of the end of the most recently completed fiscal quarter prior to the effective date of termination or, in the case of non-renewal, the expiration of the term.

Under the management agreement, we pay our Manager an annual management fee. The management fee is payable quarterly in arrears in cash in the amount equal to 1.50% per annum of our stockholders' equity, with stockholders' equity being calculated, as of the end of any fiscal quarter, as (a) the sum of (1) the net proceeds from any issuances of our common stock or other equity securities issued by us or our operating partnership (without double counting) since our inception, plus (2) our and our operating partnership's (without double counting) retained earnings calculated in accordance with U.S. generally accepted accounting principles ("GAAP"), at the end of the most recently completed fiscal quarter (without taking into account any non-cash equity compensation expense incurred in current or prior periods), less (b) any amount that we or our operating partnership have paid to repurchase shares of our common stock or other equity securities issued by us or our operating partnership since inception. For purposes of the management agreement, "stockholders' equity" excludes (1) any unrealized gains, losses or other non-cash items that have impacted stockholders' equity as reported in our financial statements prepared in accordance with GAAP, regardless of whether such items are included in other comprehensive income or loss, or in net income, and (2) one-time events pursuant to changes in GAAP, and certain non-cash items not otherwise described above in each case, after discussions between our Manager and our independent directors and approval by a majority of our independent directors. Our Manager is not entitled to receive any incentive fee under the management agreement, and no such incentive fee was paid to our Manager for the fiscal year ended December 31, 2023.

Our Manager provides us with our executive officers and appropriate support personnel in order for our Manager to deliver the management services called for under the management agreement. Our Manager is responsible for all costs incident to the performance of its duties under the management agreement, including compensation and other related expenses of our executive officers and other personnel provided to us by our Manager. In some instances, our Manager is entitled to be reimbursed for the costs of the wages, salaries and benefits incurred by our Manager with respect to certain personnel provided to us. We reimburse our Manager for the costs of the salary paid to Michael Hutchby, our Chief Financial Officer, Treasurer and Secretary. We do not reimburse our Manager for the costs of the wages, salaries and benefits incurred by our Manager with respect to executive officers other than Mr. Hutchby or any other personnel provided to us through our Manager. The Compensation Committee approves the amount of the reimbursement relating to the costs of the salary paid to Mr. Hutchby each quarter.

For the fiscal year ended December 31, 2023, we incurred approximately \$6.3 million in management fees payable to our Manager pursuant to the management agreement. In addition, we reimbursed our Manager for approximately \$580,000 of allocable expenses reimbursable by us under the management agreement, including the costs of the salary paid in 2023 to Mr. Hutchby. The costs of the salary paid in 2023 to Mr. Hutchby and reimbursed by us is shown in the "Salary" column of the table appearing under the heading "Executive Compensation—Summary Compensation Table" in this Proxy Statement.

Our Manager's sole member is the CHMM Blind Trust, a grantor trust established for the benefit of, but not controlled by, Mr. Middleman. Mr. Middleman controls Freedom Mortgage. All management fee compensation paid by us to our Manager pursuant to the management agreement accrues to the benefit of Mr. Middleman as the beneficiary under the CHMM Blind Trust.

Our Manager is a party to a services agreement with Freedom Mortgage, pursuant to which Freedom Mortgage provides to our Manager personnel, including our executive officers, and payroll and benefits

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administration services as needed by our Manager to enable our Manager to carry out its obligations and responsibilities under the management agreement. The management agreement between us and our Manager obligates our Manager to maintain the services agreement with Freedom Mortgage. We are a named third-party beneficiary to the services agreement and, as a result, have, as a non-exclusive remedy, a direct right of action against Freedom Mortgage in the event of any breach by our Manager of any of its duties, obligations or agreements under the management agreement that arise out of or result from any breach by Freedom Mortgage of its obligations under the services agreement. The services agreement will terminate upon the termination or non-renewal of the management agreement.

Indemnification Agreements

For information regarding indemnification agreements that we have entered into with our directors and executive officers, please see “Director Compensation”.

Related Party Transaction Policies

The Board has adopted a policy regarding the approval of any “related person transaction”, which is any transaction or series of transactions in which we or any of our subsidiaries is or are to be a participant, where the amount involved exceeds \$120,000, and a “related person” (as defined under SEC rules) has a direct or indirect material interest. Under the policy, a related person would need to promptly disclose to our Secretary any related person transaction and all material facts about the transaction. Our Secretary would then assess and promptly communicate that information to the Audit Committee. Based on its consideration of all of the relevant facts and circumstances, the Audit Committee will decide whether or not to approve such transaction. If we were to become aware of an existing related person transaction that has not been pre-approved under this policy, the transaction would be referred to this committee, which would evaluate all options available, including ratification, revision or termination of such transaction. Our policy will require any director who may be interested in a related person transaction to recuse himself or herself from any consideration of such related person transaction.

Any transaction between our company and Freedom Mortgage or its affiliates requires the approval of the Nominating and Corporate Governance Committee, regardless of the dollar amount of the transaction.

EXECUTIVE OFFICERS

Set forth below are the names, positions and ages of our executive officers as of the date of this Proxy Statement:

Name	Position	Age
Jeffrey B. Lown II	President and Chief Executive Officer	60
Michael A. Hutchby	Chief Financial Officer, Treasurer and Secretary	46
Julian B. Evans	Chief Investment Officer	54

Biographical information with respect to Mr. Lown is set forth above under “Proposal No. 1: Election of Directors”. We have no executive officers other than the executive officers named above. Our executive officers are employees of Freedom Mortgage and provided to us by our Manager. Our executive officers are fully dedicated to us and our business.

Michael Hutchby was appointed as our Chief Financial Officer, Treasurer and Secretary in June 2019. Mr. Hutchby served as the Company’s Controller from October 2013 to June 2019. Prior to joining the Company in 2013, Mr. Hutchby was Vice President, Capital Markets at Freedom Mortgage specializing in mergers and acquisitions, corporate development and capital raising. From 2011 to 2012, Mr. Hutchby worked at Sterne, Agee & Leach, where he was an investment banking senior associate in the Financial Institutions Group. From 2009 to 2011, Mr. Hutchby was a Vice President, M&A and Strategic Advisory at Madison Place Partners, Inc., an asset management consultancy specializing in mortgage related risk and servicing products. Prior to that, Mr. Hutchby held various positions at Bank of America Merrill Lynch, and Sungard Energy Systems. Mr. Hutchby has a B.A. in Economics from The Johns Hopkins University and an M.B.A. from the Stern School of Business at New York University.

Julian Evans has served as our Senior Trader and Portfolio Manager since our initial public offering in October 2013. In March 2016, Mr. Evans was appointed Chief Investment Officer. Mr. Evans has over 20 years of experience in the financial services industry with more than 17 years trading mortgage backed securities. Prior to joining our company, Mr. Evans was a Director at Deutsche Asset Management where he was head of the MBS Sector Team and Senior Portfolio Manager responsible for a platform of \$25 billion of mortgage-backed securities. Prior to that, Mr. Evans was a Vice President at Times Square Capital Management, Inc. (formerly known as Cigna Investment Management), where he was head trader for all mortgage-related products and assisted in the management of an \$11 billion portfolio of structured products. Mr. Evans obtained a Bachelor of Arts degree in Economics from Trinity College. He also holds a Master of Business Administration degree from the University of Michigan and is a certified financial analyst.

COMPENSATION DISCUSSION AND ANALYSIS

Our Compensation Discussion and Analysis describes our compensation program, objectives and policies for our named executive officers (“NEOs”). For 2023, our NEOs were:

- Mr. Lown, our President and Chief Executive Officer (our principal executive officer);
- Mr. Hutchby, our Chief Financial Officer, Treasurer and Secretary (our principal financial and accounting officer); and
- Mr. Evans, our Chief Investment Officer.

We have no executive officers other than our NEOs.

Executive Compensation Overview

We are externally managed by our Manager pursuant to a management agreement between our Manager and us. Our NEOs and other personnel who provide services to us are made available to us through our Manager and its services agreement with Freedom Mortgage, which directly pays cash compensation and provides benefits to our personnel, including our NEOs.

As an externally managed company, we utilize a hybrid approach to the compensation program for our NEOs. Our Manager is obligated under the management agreement to pay or cause to be paid all cash compensation of our NEOs. Our Manager does not have its own formal compensation program. The levels of cash compensation for our NEOs, substantially all of which is fixed annual base salary rather than variable/incentive pay, are determined based on recommendations by Mr. Lown, as an officer of our Manager, which are acknowledged and implemented by Freedom Mortgage. The Compensation Committee does not determine the levels of cash compensation paid to our NEOs other than the cash compensation paid by our Manager to Mr. Hutchby, our Chief Financial Officer, Treasurer and Secretary, which we reimburse.

In addition to the cash compensation that Freedom Mortgage pays to our NEOs, our NEOs are eligible to receive equity compensation from us. Equity compensation that we award to our NEOs from time to time is determined by the Compensation Committee, which consists solely of independent directors, in accordance with our equity incentive plan. When we refer to our equity incentive plan, we mean our 2013 Equity Incentive Plan (“2013 Plan”) for periods prior to June 15, 2023 and our 2023 Plan, which replaced our 2013 Plan, for periods on and after June 15, 2023. As described in more detail in the following sections, we believe that the terms of the management agreement and the utilization of our equity incentive plan effectively align the interests of our NEOs with those of our stockholders.

What We Do; What We Don’t Do

What We Do

- ✓ We pay our Manager a management fee and reimburse it for certain expenses it incurs in connection with managing our company, including the cash compensation paid to Mr. Hutchby, our Chief Financial Officer, Treasurer and Secretary.
- ✓ We provide our NEOs with equity compensation in the form of LTIP Units, a special class of limited partnership units in our operating partnership, Cherry Hill Operating Partnership, L.P.
- ✓ We link the amount of equity compensation awarded to our NEOs directly to our achievement of strategic and operational goals and company-specific financial metrics.
- ✓ We use both absolute and relative company-specific financial metrics to create balance between company-specific financial performance and industry expectations.
- ✓ We impose minimum vesting requirements on equity awards made to our NEOs (equity awards vest ratably over 3 years), encouraging long-term alignment and retention.

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- ✓ We have a comprehensive incentive compensation recoupment (clawback) policy for performance-based compensation.
- ✓ We have an independent Compensation Committee.
- ✓ We provide stockholders with an opportunity to cast an advisory say-on-pay vote on an annual basis.

What We Don't Do

- ✗ We do not pay our NEOs any compensation other than LTIP Units awarded pursuant to our equity incentive plan.
- ✗ We do not reimburse our Manager for the cash compensation paid to our NEOs other than the cash compensation paid to Mr. Hutchby, our Chief Financial Officers, Treasurer and Secretary.
- ✗ We do not provide any perquisites to our NEOs.
- ✗ We do not have any employment agreements with our NEOs and are not obligated to make any payments to them upon termination of employment.
- ✗ None of our NEOs have the right to receive severance payments from us.
- ✗ We are not required to make payments to our NEOs upon a change of control of our company; however, all LTIP Units granted to our NEOs vest immediately upon a change of control if the recipient of such LTIP Units is still performing services for us at the time of such change of control.
- ✗ We do not have golden parachute excise or tax gross-up payments for our NEOs.
- ✗ We do not have liberal recycling of shares under our 2023 Plan.
- ✗ We do not grant stock options to our NEOs.
- ✗ We do not permit any transactions in our securities without pre-clearance under our insider trading policy.
- ✗ We do not permit hedging or pledging of our securities.

2023 Say-on-Pay Vote Results

At our 2023 annual meeting of stockholders, we provided stockholders with the opportunity to cast an advisory, non-binding vote on the compensation of our NEOs for 2022, which consisted solely of equity awards in the form of LTIP Units made in January 2022 to our NEOs for 2022. Approximately 61% of the votes cast (excluding abstentions and broker non-votes) on last year's say-on-pay proposal were voted in favor of the proposal, down from approximately 86% in the prior year. Last year's say-on-pay vote was the first year that our proposal received less than 70% support from stockholders. Accordingly, the Compensation Committee believes it is too soon to determine whether issues raised by the low level of support are isolated or recurring.

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Our common stock is held predominantly by retail investors. As of the record date for last year’s annual meeting and as of the record date for this year’s Annual Meeting, no institutional investor held more than 5% of our outstanding common stock. Because of the retail ownership of our common stock, the Compensation Committee determined that outreach to investors would be difficult and that certain actions needed to be taken to show that it was being responsive to stockholders and their concerns with respect to our executive compensation program. As a result, the Compensation Committee took the following actions in light of the low level of support for our say-on-pay proposal at last year’s annual meeting.

- The Compensation Committee implemented a more formal structure for determining the amount of equity awards for our NEOs and other personnel who support us by tying 30% of the equity awards to the achievement of certain strategic and operational goals and 70% of the award to the achievement of certain company-specific financial metrics.
- The Compensation Committee determined that no increase in the overall size of the pool of LTIP Units awarded in January 2024 was justified and that the overall size of the pool of LTIP Units would be established at 80% of the overall size of the pool in the prior year.
- The Compensation Committee engaged Pay Governance LLC as its independent compensation consultant to advise the Compensation Committee on the overall design of our executive compensation program and to advise the Compensation Committee on its executive compensation policies and practices going forward.

The Compensation Committee is committed to engaging with stockholders in a meaningful way to address any concerns or issues that stockholders may have with respect to our executive compensation program. Stockholders who would like to discuss any issues relating to our executive compensation program should communicate with the Compensation Committee by following the procedures described in this proxy statement under the heading “Corporate Governance—Communication With the Board”.

Overview of Our Business; Company Performance Highlights

Overview of Our Business

We are an externally managed mortgage REIT that is focused on investing in, financing and managing residential mortgage assets in the United States. Our principal objective is to generate attractive current yields and risk-adjusted total returns for our stockholders over the long term, primarily through dividend distributions and secondarily through capital appreciation. We attempt to attain this objective by selectively constructing and actively managing a portfolio of servicing related assets (mortgage servicing rights and excess mortgage servicing rights) and residential mortgage-backed securities.

We operate so as to continue to qualify to be taxed as a REIT under the Internal Revenue Code of 1986, as amended. To qualify as a REIT, we must distribute annually to our stockholders an amount at least equal to 90% of our REIT taxable income, determined without regard to the deduction for dividends paid and excluding any net capital gain. As a REIT, we are limited in our ability to grow our book value per share of common stock and our equity capital base through the reinvestment of retained earnings from our business operations. We produce earnings through income we generate on our investments in residential mortgage assets, net of the interest we pay to finance our assets and the other expenses we incur to operating our business. The nature of our business model is a key factor the Compensation Committee considers in determining the amount of equity compensation to be awarded to our NEOs.

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Company Performance Highlights

	2023	2022
Net income (loss) allocable to common stockholders	(\$44,647)	\$11,886
Earnings available for distribution (“EAD”) to common stockholders ⁽¹⁾	\$18,423	\$21,827
Net income (loss) allocable to common stockholders per share	(\$1.70)	\$0.60
EAD to common stockholders per share ⁽¹⁾	\$0.70	\$1.10
Dividends declared per share of common stock	\$0.72	\$1.08
Return (loss) on equity ⁽²⁾	(28.0%)	7.0%
GAAP book value per share of common stock (“GAAP BVPS”), period end	\$4.53	\$6.06
Total economic return (loss) on GAAP BVPS ⁽³⁾	(14.1%)	(16.7%)
Total economic return (loss) on NAV ⁽⁴⁾	(4.9%)	(5.9%)
Price to book ratio ⁽⁵⁾	89.3%	94.5%

- (1) “Earnings available for distribution to common stockholders” is a non-GAAP measure. A reconciliation to the GAAP measure net income (loss) allocable to common stockholders is provided in our Annual Report on Form 10-K for the year ended December 31, 2023 on page 59.
- (2) Return on equity is calculated as (i) net income allocable to common stockholders per share divided by (ii) beginning GAAP book value per share of common stock.
- (3) Total economic return (loss) on GAAP BVPS for the years ended December 31, 2023 and 2022 is the compounded quarterly economic return (loss) on GAAP BVPS for each quarterly period in 2023 and 2022, as applicable.
- Quarterly economic return (loss) on GAAP BVPS for each quarterly period in 2023 is calculated as follows (dollars in thousands except per share amounts):

	Quarter Ended 3/31/23	Quarter Ended 6/30/23	Quarter Ended 9/30/23	Quarter Ended 12/31/23
Total stockholders’ equity	\$264,145	\$262,569	\$257,556	\$258,375
Less: Non-controlling interests in Operating Partnership	(\$3,112)	(\$3,134)	(\$3,485)	(\$2,899)
Less: Aggregate liquidation preference of Series A and B Preferred Stock	(\$119,541)	(\$119,541)	(\$119,541)	(\$119,541)
Common CHMI stockholders’ equity	\$141,492	\$139,894	\$134,530	\$135,935
Common stock outstanding (period end)	25,648,130	26,978,077	26,978,077	30,019,969
GAAP BVPS	\$5.52	\$5.19	\$4.99	\$4.53
Quarterly common dividend per share	<u>\$0.27</u>	<u>\$0.15</u>	<u>\$0.15</u>	<u>\$0.15</u>
GAAP BVPS plus quarterly common dividend	\$5.79	\$5.34	\$5.14	\$4.68
Quarterly economic return (loss) on GAAP BVPS*	(4.5%)	(3.3%)	(1.0%)	(6.2%)

* *GAAP BVPS plus quarterly common dividend for the period divided by GAAP BVPS at the end of the prior period minus one.*

Quarterly economic return (loss) on GAAP BVPS for each quarterly period in 2022 is calculated as follows (dollars in thousands except per share amounts):

	Quarter Ended 3/31/22	Quarter Ended 6/30/22	Quarter Ended 9/30/22	Quarter Ended 12/31/22
Total stockholders’ equity	\$259,651	\$255,084	\$250,801	\$265,516
Less: Non-controlling interests in Operating Partnership	(\$3,666)	(\$3,315)	(\$4,182)	(\$3,481)
Less: Aggregate liquidation preference of Series A and B Preferred Stock	(\$119,541)	(\$119,541)	(\$119,541)	(\$119,541)
Common CHMI stockholders’ equity	\$136,444	\$132,228	\$127,078	\$142,494
Common stock outstanding (period end)	18,766,848	19,647,945	20,989,030	23,508,130
GAAP BVPS	\$7.27	\$6.73	\$6.05	\$6.06
Quarterly common dividend per share	<u>\$0.27</u>	<u>\$0.27</u>	<u>\$0.27</u>	<u>\$0.27</u>
GAAP BVPS plus quarterly common dividend	\$7.54	\$7.00	\$6.32	\$6.33
Quarterly economic return (loss) on GAAP BVPS*	(11.9%)	(3.7%)	(6.1%)	4.6%

* *GAAP BVPS plus quarterly common dividend for the period divided by GAAP BVPS minus one.*

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- (4) Total economic return (loss) on NAV for the years ended December 31, 2023 and 2022 is the compounded quarterly economic return (loss) on NAV for each quarterly period in 2023 and 2022, as applicable.

Quarterly economic return (loss) on NAV for each quarterly period in 2023 is calculated as follows (dollars in thousands except per share amounts):

	Quarter Ended 3/31/23	Quarter Ended 6/30/23	Quarter Ended 9/30/23	Quarter Ended 12/31/23
Total stockholders' equity	\$264,145	\$262,569	\$257,556	\$258,375
Less: Non-controlling interests in Operating Partnership	(\$3,112)	(\$3,134)	(\$3,485)	(\$2,899)
Common and preferred CHMI stockholders' equity ^(a)	\$261,033	\$259,435	\$254,071	\$255,476
Common stock outstanding (period end)	25,648,130	26,978,077	26,978,077	30,019,969
Adjustment for Series A and B preferred stock ^(b)	<u>19,726,217</u>	<u>21,655,956</u>	<u>23,032,924</u>	<u>23,956,087</u>
Adjusted shares of common stock outstanding (period end)	45,374,347	48,634,033	50,011,001	53,976,056
NAV per adjusted share of common stock	\$5.75	\$5.33	\$5.08	\$4.73
Quarterly common dividends	\$6,925	\$4,047	\$4,047	\$4,503
Quarterly preferred dividends	<u>\$2,466</u>	<u>\$2,466</u>	<u>\$2,466</u>	<u>\$2,466</u>
Quarterly cash dividends (common and preferred)	\$9,391	\$6,512	\$6,512	\$6,969
Quarterly cash dividend per adjusted share of common stock outstanding	\$0.21	\$0.13	\$0.13	\$0.13
NAV and quarterly cash dividend per adjusted share of common stock outstanding	\$5.96	\$5.46	\$5.21	\$4.86
Quarterly economic return (loss) on NAV*	(1.7%)	(1.0%)	0.4%	(2.6%)

* NAV and quarterly cash dividend per adjusted share of common stock outstanding divided by NAV per adjusted share of common stock at the end of the prior period minus one.

(a) Includes aggregate liquidation preference of Series A and B preferred stock of \$119,541.

(b) Aggregate liquidation preference of Series A and B preferred stock divided by GAAP BVPS as of the prior quarter end.

Quarterly economic return (loss) on NAV for each quarterly period in 2022 is calculated as follows (dollars in thousands except per share amounts):

	Quarter Ended 3/31/22	Quarter Ended 6/30/22	Quarter Ended 9/30/22	Quarter Ended 12/31/22
Total stockholders' equity	\$259,651	\$255,084	\$250,801	\$265,516
Less: Non-controlling interests in Operating Partnership	(\$3,666)	(\$3,315)	(\$4,182)	(\$3,481)
Common and preferred CHMI stockholders' equity ^(a)	\$255,985	\$251,769	\$246,619	\$262,035
Common stock outstanding (period end)	18,766,848	19,647,945	20,989,030	23,508,130
Adjustment for Series A and B preferred stock ^(b)	<u>13,965,055</u>	<u>16,443,036</u>	<u>17,762,389</u>	<u>19,758,822</u>
Adjusted shares of common stock outstanding (period end)	32,731,903	36,090,981	38,751,419	43,266,952
NAV per adjusted share of common stock	\$7.82	\$6.98	\$6.36	\$6.06
Quarterly common dividends	\$5,067	\$5,305	\$5,667	\$6,347
Quarterly preferred dividends	<u>\$2,466</u>	<u>\$2,466</u>	<u>\$2,466</u>	<u>\$2,466</u>
Quarterly cash dividends (common and preferred)	\$7,533	\$7,771	\$8,133	\$8,813
Quarterly cash dividend per adjusted share of common stock outstanding	\$0.23	\$0.22	\$0.21	\$0.20
NAV and quarterly cash dividend per adjusted share of common stock outstanding	\$8.05	\$7.20	\$6.57	\$6.26
Quarterly economic return (loss) on NAV	(6.0%)	(1.0%)	(2.4%)	3.5%

* NAV and quarterly cash dividend per adjusted share of common stock outstanding divided by NAV per adjusted share of common stock at the end of the prior period minus one.

(a) Includes aggregate liquidation preference of Series A and B preferred stock of \$119,541.

(b) Aggregate liquidation preference of Series A and B preferred stock divided by GAAP BVPS as of the prior quarter end.

- (5) Calculated as the average of our quarter end common stock price divided by our quarter end GAAP book value per share of common stock for the four quarterly periods ended December 31, 2023 and 2022, as applicable.

Cash Compensation

We believe that our Manager uses payments made by us under the management agreement in part to pay for the services it receives under the services agreement with Freedom Mortgage, including the payroll and benefits received by Mr. Lown, our President and Chief Executive Officer, and the payroll and benefits received by Mr. Evans, our Chief Investment Officer. However, our Manager is not required to do so, and it is not required to provide us with information regarding the portion, if any, of the management fee so used. Our Manager itself has no formal compensation program. We do not pay or accrue any salaries to our NEOs. However, under the management agreement, we reimburse our Manager for the cash compensation paid to Mr. Hutchby, our Chief Financial Officer, Treasurer and Secretary, as reflected in “Executive Compensation—Summary Compensation Table” below.

Based on conversations with our Manager, the aggregate compensation of our NEOs that may reasonably be associated with their management of our company totaled approximately \$2.6 million for 2023 (88.3% of which was fixed base salary and 11.7% of which was variable/incentive pay). The aggregate compensation of our NEOs represents approximately 38.2% of the \$6.8 million in total management fees and reimbursements paid by us to our Manager for 2023. No specific metrics are utilized by our Manager or its affiliates for purposes of measuring performance to determine our NEOs’ variable/incentive pay.

Equity Compensation

The Compensation Committee is responsible for overseeing the equity compensation component of our executive compensation program and approves and recommends all equity awards granted pursuant to our equity incentive plan, which awards are then ratified by the Board.

Equity Compensation Objectives and Philosophy

The equity compensation paid to our NEOs is designed to drive and reward corporate performance. We believe our equity compensation program reflects good governance practices and the best interests of our stockholders, while striving to meet the following core objectives:

- ***Strengthen our Ability to Retain our Work Force.*** We are a specialized company operating in a highly competitive industry, and our continued success depends on retaining our talented executive team. Our equity compensation program is designed to attract and retain highly qualified executives whose abilities and expertise are critical to our long-term success and our competitive advantage. The LTIP Units awarded to our NEOs vest over a three-year period which is particularly important for the Compensation Committee since these individuals do not have employment contracts, and the Compensation Committee does not have control over the level of cash compensation received by these individuals.
- ***Align Risk and Reward.*** We are committed to creating an environment that encourages increased profitability for our company without undue risk-taking. We strive to focus our NEOs’ decisions on goals that are consistent with our overall business strategy without threatening the long-term viability of our company.
- ***Align NEOs’ Interests with Interests of Stockholders.*** We are committed to using our equity compensation program to focus our NEOs’ attention on creating value for our stockholders. We believe that the use of LTIP Units for our equity compensation program directly aligns the interests of our NEOs with those of our stockholders since the LTIP Units only receive payments if and to the extent cash dividends are paid on shares of our common stock, and encourages our NEOs to focus on creating long-term stockholder value.

Form of Equity Compensation Awarded to Our NEOs

Pursuant to our equity incentive plan, the Compensation Committee may grant equity awards to our NEOs in the form of LTIP Units, options, stock awards, stock appreciation rights, performance units, incentive awards or other equity-based awards. Although our equity incentive plan provides for the use of these types of instruments, we have used LTIP Units with time-based vesting exclusively as the form of equity awarded to our NEOs.

Initially, LTIP Units do not have full parity with our operating partnership’s common units of limited partnership interest (“Common Units”) with respect to liquidating distributions. Under the terms of our operating partnership’s partnership agreement, our operating partnership revalues its assets upon the occurrence of certain

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specified events, and any increase in our operating partnership’s valuation from the time of grant of LTIP Units until such event is allocated first to the holders of LTIP Units to equalize the capital accounts of such holders with the capital accounts of holders of Common Units.

Upon equalization of the capital accounts of the holders of LTIP Units with the holders of Common Units, the LTIP Units achieve full parity with the Common Units for all purposes, including with respect to liquidating distributions. If such parity is reached, vested LTIP Units may be converted into an equal number of Common Units at any time, and thereafter are entitled to all the rights of Common Units, including the right to cause our operating partnership to redeem their Common Units for cash or, at our option, shares of our common stock on a one-for-one basis. However, there are circumstances under which such parity would not be reached.

The grant of LTIP Units does not trigger a tax event for either us or our NEOs and limits the financial statement impact due to the three-year vesting feature. LTIP Units also provide an immediate reward to the recipients because LTIP Units receive distributions as and when dividends are paid on our common stock, whether or not the LTIP Units have fully vested. This form of reward also creates an incentive that is fully aligned with that of our stockholders since distributions are only made if and to the extent holders of our common stock receive cash dividends.

We believe our compensation policies are particularly appropriate since we are an externally managed REIT. To qualify as a REIT for federal income tax purposes, regulations require us to distribute to our stockholders each calendar year at least 90% of our REIT taxable income (including certain items of non-cash income), determined without regard to the deduction for dividends paid and excluding net capital gain. As a result, we believe that our stockholders are principally interested in receiving attractive risk-adjusted dividends and stability in book value. Accordingly, we want to provide an incentive to our personnel that rewards success in achieving these goals and efforts to build the business over time. We believe that this alignment of interests provides an incentive to our personnel to implement strategies that will enhance our long-term performance and promote growth in dividends while preserving book value.

January 2023 LTIP Awards

On January 10, 2023, the Compensation Committee and the Board approved the grant of an aggregate of 43,700 LTIP Units under our 2013 Plan to our NEOs (the “January 2023 LTIP Awards”). The January 2023 LTIP Awards had an aggregate grant date fair value of \$264,822 based on our closing stock price on January 10, 2023 of \$6.06. The January 2023 LTIP Awards are set forth in more detail under the heading “Executive Compensation – Grants of Plan-Based Awards”. The individual grants made to each of our NEOs on January 10, 2023 are set forth below:

	Number of LTIP Units Granted	Aggregate Grant Date Fair Value of LTIP Units Granted ⁽¹⁾	Year-over-Year Percentage Increase in Aggregate Grant Date Fair Value ⁽²⁾	Fair Value of LTIP Units at December 31, 2023 ⁽³⁾
Jeffrey B. Lown II	19,100	\$115,746	10.2%	\$ 77,164
Michael A. Hutchby	12,300	\$ 74,538	10.9%	\$ 49,692
Julian B. Evans	12,300	\$ 74,538	10.9%	\$ 49,692
Total/Average	43,700	\$264,822	10.6%	\$176,548

(1) Based on our closing stock price on January 10, 2023 of \$6.06.

(2) On January 3, 2022, our NEOs received an aggregate of 28,500 LTIP Units with an aggregate grant date fair value of \$239,400 based on our closing stock price on January 3, 2022 of \$8.40. Mr. Lown was granted 12,500 LTIP Units with an aggregate grant date fair value of \$105,000. Mr. Hutchby was granted 8,000 LTIP Units with an aggregate grant date fair value of \$67,200. Mr. Evans was granted 8,000 LTIP Units with an aggregate grant date fair value of \$67,200.

(3) Based on our closing stock price on December 29, 2023 of \$4.04.

Based on a recommendation made by Mr. Lown to the members of the Compensation Committee in the fourth quarter of 2022, the Compensation Committee determined that a 10.6% year-over-year increase in the aggregate grant date fair value of the LTIP Units awarded to our NEOs compared to the aggregate grant date fair value of the LTIP Units awarded to our NEOs in January 2022 was warranted. This determination was made by the Compensation Committee at its discretion and no formulas or specific weightings were assigned to any factor in reaching this determination. The Compensation Committee considered a number of key company results and

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developments relating to strategic and operational goals in determining whether it was appropriate to grant equity awards to our NEOs in January 2023, including, among other things, that our company:

- Continued dividend payments throughout 2022 and delivered value to stockholders through total cash dividends of \$1.08 per share of common stock in 2022, equivalent to an average dividend yield of 18.6%;
- Developed reliable performance metrics for the Board to assess our absolute performance and our relative performance in our respective peer group;
- Enhanced our internal portfolio and financial reporting metrics to provide the Board with a better understanding of our performance at any point in time; and
- Remained compliant with GSE covenants and regulation at our licensed mortgage servicing subsidiary, Aurora Financial Group, Inc. (“Aurora”).

In addition to the strategic and operational goals noted above, the Compensation Committee considered certain financial performance metrics included the following:

- **Total Economic Return (Loss) on NAV vs. Average Peer Group Total Economic Return (Loss) on NAV.** Over a performance period beginning on October 1, 2021 and ending on September 30, 2022, we achieved a total economic return on NAV of (9.8%), compared to an average total economic return on NAV for a peer group of 13 externally and internally managed public mortgage REITs (the “Peer Group”) of (21.1%) over the same period. For an explanation of how we calculate total economic return (loss) on NAV please see “—Overview of Our Business; Company Performance Highlights—Company Performance Highlights”. Total economic return (loss) on NAV for the companies in the Peer Group was determined based on publicly available information. While certain companies in the Peer Group have considerably larger market capitalizations than us, we focused on companies that have investment strategies comparable to ours and companies that are similar to us in asset management and investment complexity. The Peer Group is used by us to assess our financial performance relative to the Peer Group and not for benchmarking purposes. The Peer Group was recommended by our NEOs and approved by the Compensation Committee and consisted of the following companies:

Two Harbors Investment Corp.	Ellington Financial Inc.	Armour Residential REIT, Inc.
Ellington Residential Mortgage REIT	Annaly Capital Management, Inc.	New York Mortgage Trust, Inc.
AG Mortgage Investment Trust, Inc.	AGNC Investment Corp.	Orchid Island Capital, Inc.
Chimera Investment Corporation	MFA Financial, Inc.	Invesco Mortgage Capital, Inc.
Dynex Capital, Inc.		

- **Total Economic Return (Loss) on GAAP BVPS vs. Average Peer Group Total Economic Return (Loss) on GAAP BVPS.** Over a performance period beginning on October 1, 2021 and ending on September 30, 2022, we achieved a total economic return (loss) on GAAP BVPS of (22.4%), compared to an average total economic return (loss) on GAAP BVPS for the Peer Group of (27.0%) over the same period. For an explanation of how we calculate total economic return (loss) on GAAP BVPS, please see “—Overview of Our Business; Company Performance Highlights—Company Performance Highlights”. Total economic return (loss) on GAAP BVPS for companies in the Peer Group was determined based on publicly available information.
- **Price to Book Ratio vs. Average Peer Group Price to Book Ratio.** Over a performance period beginning on October 1, 2021 and ending on September 30, 2022, we achieved a price to book ratio of 94.7% compared to an average price to book ratio for the Peer Group of 87.1% over the same period. For an explanation of how we calculate price to book ratio, please see “—Overview of Our Business; Company Performance Highlights—Company Performance Highlights”. Price to book ratio for the companies in the Peer Group was determined based on publicly available information.

When determining the number of LTIP Units granted to each of our NEOs, the Compensation Committee took into account the factors described above, as well as the individual’s role and responsibility in attaining the results listed above, the individual’s expected and actual job performance, the individual’s ability to influence the outcome of our company’s future performance, the value of the award in retaining and motivating key personnel and economic and market conditions generally. The Compensation Committee considered all of these factors in exercising its discretion to determine the January 2023 LTIP Awards.

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The Compensation Committee's decision on whether to approve any equity awards in future periods will depend on a number of factors, including our company's performance, market trends and practices, expense implications, tax efficiencies or other considerations in the Compensation Committee's sole discretion.

Role of Our President and CEO in Equity Compensation Decisions

The Compensation Committee makes all equity compensation decisions related to our NEOs. The Compensation Committee receives input from Mr. Lown, our President and Chief Executive Officer, regarding the equity compensation and performance of our NEOs other than himself, including recommendations as to the equity compensation levels that he believes are commensurate with an individual's job performance, skills, experience, qualifications, criticality to our company, as well as with our compensation philosophy, external market data and considerations of internal equity. Mr. Lown regularly attends meetings of the Compensation Committee, except when the Compensation Committee is meeting in executive session or when his own equity compensation arrangements are being considered. The Compensation Committee communicates its views and decisions regarding equity compensation arrangements for our NEOs to Mr. Lown, who is generally responsible for implementing such arrangements.

Compensation Policies and Practices as They Relate to Risk Management

The management fee under the management agreement is calculated based on a fixed percentage of stockholders' equity, as adjusted and defined in that agreement, and is payable quarterly in arrears. Calculation of the management fee is not dependent upon our financial performance or the performance of our NEOs. Thus, the management fee does not create an incentive for our NEOs to take excessive or unnecessary risks. Specifically, the use of stockholders' equity to calculate the management fee does not result in leveraged pay-out curves, steep pay-out cliffs, or set unreasonable goals and thresholds, each of which can promote excessive and unnecessary risks. The members of the Compensation Committee are provided with the management fees and expenses each quarter, providing a check upon any improper effort by our Manager to increase compensation payments indirectly via the pass-through of costs. We will continue to have certain costs allocated to us by our Manager for data services and proprietary technology and other costs, including the compensation paid to Mr. Hutchby, our Chief Financial Officer, Treasurer and Secretary, but most expenses we incur with third-party vendors are paid directly by us. The management fee itself cannot be increased or revised without the approval of our independent directors.

We believe this management fee is not likely to create risks that are reasonably likely to have a material adverse effect on us. We have designed the incentives and rewards related to grants of LTIP Units under our 2023 Plan, as such policies and practices relate to or affect risk taking on our behalf, in a manner that we believe will not cause our NEOs to seek to make higher risk investments. We have designed the equity compensation portion of the compensation program in an attempt to align the efforts of our NEOs to meet specified short-term and strategic goals with the long-term best interests of our stockholders.

Compensation Clawback Policy

In 2023, we adopted a new clawback policy as required by the requirements of Rule 10D-1 under the Securities Exchange Act of 1934, as amended, and the requirements of the New York Stock Exchange Listed Company Manual listing standards adopted pursuant to Rule 10D-1. The new clawback policy requires us to clawback erroneously awarded incentive compensation paid to current and former executive officers in the event of a restatement of our financial statements (without regard to the fault of the executive). Restatements that trigger such recoupment are restatements due to material noncompliance with any financial reporting requirement applicable to us under the federal securities laws, including restatements to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period. Except in very limited circumstances, in the event of such a restatement, the new clawback policy requires the recoupment of incentive compensation paid to the executive officer in excess of the amount that would have been paid if the amount of such incentive compensation had been based on the restated financial statements.

January 2024 LTIP Awards

On January 16, 2024, the Compensation Committee and the Board approved the grant of an aggregate of 41,925 LTIP Units under our 2023 Plan to our NEOs (the “January 2024 LTIP Awards”). The January 2024 LTIP Awards had an aggregate grant date fair value of \$164,346 based on our closing stock price on January 16, 2024 of \$3.92.

The January 2024 LTIP Awards do not appear in the stock awards column of the summary compensation table or the grants of plan-based awards table appearing under the heading “Executive Compensation – Summary Compensation Table” and “– Grants of Plan Based Awards”.

The individual grants made to each of our NEOs on January 16, 2024 are set forth below:

	Number of LTIP Units Granted	Aggregate Grant Date Fair Value of LTIP Units Granted ⁽¹⁾	Year-over-Year Percentage Decrease in Aggregate Grant Date Fair Value ⁽²⁾
Jeffrey B. Lown II	11,700	\$ 45,864	60.3%
Michael A. Hutchby	15,600	\$ 61,152	18.0%
Julian B. Evans	14,625	\$ 57,330	23.1%
Total/Average	41,925	\$164,346	37.9%

(1) Based on our closing stock price on January 16, 2024 of \$3.92.

(2) As described in more detail above, our NEOs received an aggregate of 43,700 LTIP Units on January 10, 2023. These LTIP Units had an aggregate grant date fair value of \$264,822 based on our closing stock price on January 10, 2023 of \$6.06. Mr. Lown was granted 19,100 LTIP Units with an aggregate grant date fair value of \$115,746. Mr. Hutchby was granted 12,300 LTIP Units with an aggregate grant date fair value of \$74,538. Mr. Evans was granted 12,300 LTIP Units with an aggregate grant date fair value of \$74,538.

In December 2023, the Compensation Committee exercised discretion and determined the overall size of the pool of LTIP Units to be awarded in January 2024 (the “2024 LTIP Unit Pool”) to our NEOs and other personnel who support us. The overall size of the 2024 LTIP Unit Pool was set at \$436,668, or 80% of the overall size of the pool of LTIP Units awarded in January 2023 to our NEOs and other personnel who support us (the “2023 LTIP Unit Pool”). The Compensation Committee determined that an increase in the overall size of the 2024 LTIP Unit Pool was not warranted because our say-on-pay proposal at the 2023 annual meeting received less than 70% support from our stockholders. The Compensation Committee set the overall size of the 2024 LTIP Unit pool at 80% of the overall size of the 2023 LTIP Unit Pool based on our achievement of certain strategic and operational goals and certain company-specific financial performance metrics. The Compensation Committee assigned a 30% weighting to the strategic and operational goals and a 70% weighting to the company-specific financial performance metrics. The Compensation Committee then determined that the strategic and operational goals had been earned at the 100% level and the company-specific financial performance metrics had been achieved on a weighted average basis of 70%. Based on the achievement of the strategic and operational goals and the company-specific financial performance metrics, and after considering the results of the 2023 say-on-pay advisory vote, the Compensation Committee established the overall size of the January 2024 Pool at \$436,668 (80% of the overall size of the January 2023 LTIP Unit Pool). After establishing the overall size of the January 2024 LTIP Unit Pool, the Compensation Committee authorized Mr. Lown to allocate the LTIP Units to the NEOs and other personnel who support us at his discretion, with the final allocation subject to approval by the Compensation Committee. The Compensation Committee approved the final allocation of the LTIP Units in January 2024.

In December 2023, the Compensation Committee determined that we had achieved the following strategic and operational goals, which had been assigned a 30% weighting, at the 100% level:

- We maintained funding diversification to ensure sufficient availability and capacity maintenance.
- We provided comprehensive and transparent public financial disclosure and enhanced operational efficiencies by developing new tools and processes across all investment ventures with the intention of modernizing and streamlining our systems and operations.
- We took steps to improve our capital structure through various mechanisms to enhance return potential to our common stockholders. These steps included publicly announcing our intention to repurchase shares of our outstanding preferred stock through a \$50 million preferred stock repurchase program. We

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intend to fund these repurchases with net proceeds from the issuance and sale of our common stock pursuant to our existing at-the-market offering program. During the year ended December 31, 2023, we issued and sold 6,470,004 shares of common stock under our at-the-market offering program. The shares were sold at a weighted average price of \$4.87 per share for aggregate gross proceeds of approximately \$31.5 million before fees of approximately \$631,000.

- We identified and integrated a new sub-servicer to replace Roundpoint Mortgage Servicing Corporation due to its recent acquisition by Matrix Financial Services Corporation, a wholly owned subsidiary of another publicly traded REIT, to ensure consistent and independent servicing quality to our portfolio of servicing-related assets.
- We continued building on our advances with respect corporate social responsibility initiatives in the previous year and taking further steps to improve our corporate governance profile with institutional investors.
- We minimized any material adverse audit issues, remained compliance with GSE covenants and regulation at Aurora, adhered to our investment risk reporting framework in order to mitigate exposure to market volatility and reduced liquidity in a rising interest rate environment.
- We took steps to fortify our information technology infrastructure to bolster information security and resilience and our ability to respond to threats from material cybersecurity incidents.
- We leveraged innovative data analytics tools to extract valuable insights from business and market data to enhance our decision-making processes and facilitate insightful strategic resolutions.

In December 2023, the Compensation Committee determined that we had achieved certain company-specific financial performance metrics, which had been assigned a weighting of 70%, over a performance period beginning on October 1, 2022 and ending on September 30, 2023, on weighted average basis of 70%. The Compensation Committee exercised discretion and determined that financial performance should be measured over the four-quarter period ended September 30, 2023 because these metrics were used by the Compensation Committee in December 2023 to establish the overall size of the January 2024 LTIP Unit Pool. The company-specific financial metrics considered by the Compensation Committee consisted of the following:

Performance Metric	Metric Weight	Below Threshold	Threshold	Target	Out-Performance	Actual Performance (October 1, 2022 to September 30, 2023)
Economic Return on NAV vs. Peer Group ⁽¹⁾	40%	< -0.25	-0.25	0.25	> 0.50	0.13
Economic Return on GAAP BVPS vs. Peer Group ⁽¹⁾	25%	< -0.25	-0.25	0.25	> 0.50	-0.39
Absolute Economic Return on NAV	20%	< 0.0%	0.0%	9.0%	> 15.0%	1.2%
Price to Book Ratio vs. Peer Group ⁽¹⁾	15%	< -0.25	-0.25	0.25	> 0.50	0.39
Payout Continuum (% of Target)						
	100%	0%	50%	100%	200%	70.0%

(1) The peer group for purposes of the January 2024 LTIP Awards was the same as the Peer Group used for purposes of the January 2023 LTIP Awards. For an explanation of how we calculate economic return (loss) on GAAP BVPS, economic return (loss) on NAV and price to book ratio, please see “—Overview of Our Business; Company Performance Highlights—Company Performance Highlights”.

Based on our actual performance and the actual performance of the peer group over the period from October 1, 2022 to September 30, 2023 and applying linear interpolation, the Compensation Committee determined that we earned the relative economic return on NAV component between threshold and target at 88.0%, the relative economic return on GAAP BVPS component at below threshold, the absolute economic return on NAV component between threshold and target at 56.8% and the relative price to book ratio component between target and out-performance at 156.6%. This resulted in achievement of the company-specific financial metrics on a weighted average basis of 70.0%.

COMPENSATION COMMITTEE REPORT

In accordance with and to the extent permitted by applicable law or regulation, the information contained in this Compensation Committee Report is not “soliciting material”, is not deemed to be “filed” with the SEC and is not to be incorporated by reference into any future filing under the Securities Act or under the Exchange Act, except to the extent that the Company specifically incorporates such information by reference in such filing.

The Compensation Committee of the Company has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

Submitted By the Compensation Committee:

Sharon L. Cook, Chairperson

Joseph P. Murin

Robert C. Mercer, Jr.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth information concerning the compensation of our NEOs for the past three fiscal years.

Name	Year	Salary ⁽¹⁾	Stock Awards ⁽²⁾	Total
Jeffrey B. Lown II <i>President and Chief Executive Officer</i> <i>(Principal Executive Officer)</i>	2023	—	\$115,746	\$115,746
	2022	—	\$105,000	\$105,000
	2021	—	—	—
Michael A. Hutchby <i>Chief Financial Officer, Treasurer and Secretary</i> <i>(Principal Financial and Accounting Officer)</i>	2023	\$580,000	\$ 74,538	\$654,538
	2022	\$510,000	\$ 67,200	\$577,200
	2021	\$450,000	\$ 61,670	\$511,670
Julian B. Evans <i>Chief Investment Officer</i>	2023	—	\$ 74,538	\$ 74,538
	2022	—	\$ 67,200	\$ 67,200
	2021	—	\$ 59,908	\$ 59,908

- (1) Amounts in this column represent the costs of the salary paid to Mr. Hutchby and reimbursed by us to our Manager.
- (2) Effective January 10, 2023, (a) Mr. Lown was granted 19,100 LTIP Units, (b) Mr. Hutchby was granted 12,300 LTIP Units and (c) Mr. Evans was granted 12,300 LTIP Units. These LTIP Units were granted pursuant to our 2013 Plan and vest ratably over a three-year period beginning on the one-year anniversary of the grant date, subject to continued employment. With respect to the LTIP Units, the dollar amounts indicated in the table under “Stock Awards” represent the aggregate grant date fair value of the awards computed in accordance with FASB ASC Topic 718, disregarding estimated forfeitures. For additional information regarding the valuation of LTIP Units, see Note 6 to the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2023.

Grants of Plan-Based Awards

The following table summarizes each equity award granted to our NEOs pursuant to our 2013 Plan during the fiscal year ended December 31, 2023:

Name	Grant Date	All Other Stock Awards: Number of Shares of Stock or Units ⁽¹⁾	Grant Date Fair Value of Stock and Option Awards ⁽²⁾
Jeffrey B. Lown II	1/10/2023	19,100	\$115,746
Michael A. Hutchby	1/10/2023	12,300	\$ 74,538
Julian B. Evans	1/10/2023	12,300	\$ 74,538

- (1) See also “Summary Compensation Table” above. The LTIP Units were granted pursuant to our 2013 Plan and will vest in three equal annual installments beginning on the first anniversary of the grant date, so long as the named executive officer remains employed and complies with the terms and conditions of his LTIP Unit award agreement.
- (2) The amounts in this column represent the aggregate grant date fair value of the awards computed in accordance with FASB ASC Topic 718, disregarding estimated forfeitures. For additional information regarding the valuation of LTIP Units, see Note 6 to the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2023.

Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table

The LTIP Units described above were granted to our NEOs pursuant to the 2013 Plan. Our Manager, our operating partnership and Freedom Mortgage were not eligible to participate in the 2013 Plan because participation in the 2013 Plan is limited to individuals.

The 2013 Plan was administered by the Compensation Committee, except that the 2013 Plan was administered by the Board with respect to awards made to directors who are not employees. Our officers, employees and directors and the officers and employees of our affiliates were eligible to participate in the 2013 Plan. In addition, individuals who provide services to us or an affiliate through our Manager were eligible to receive awards under the 2013 Plan.

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The 2013 Plan expired by its terms in October 2023. Our stockholders approved the adoption of the 2023 Plan at the 2023 Annual Meeting and the 2023 Plan became effective on June 15, 2023 and no new awards were to be granted under the 2013 Plan after that date.

Outstanding Equity Awards at December 31, 2023

The following table sets forth information concerning equity incentive plan awards for each of our NEOs outstanding at December 31, 2023.

Name	Number of Shares That Have Not Vested⁽¹⁾	Market Value of Share That Have Not Vested⁽²⁾
Jeffrey B. Lown II	27,433	\$110,829
Michael A. Hutchby	19,965	\$ 80,659
Julian B. Evans	19,899	\$ 80,392

- (1) Represents shares of common stock underlying unvested LTIP Units granted to our NEOs pursuant to our 2013 Plan. The LTIP Units will vest ratably over the three-year period beginning on the one-year anniversary of the grant date, subject to continued employment. Vesting dates of these shares are January 3, 2024, January 4, 2024, January 10, 2024, January 3, 2025, January 10, 2025 and January 10, 2026.
- (2) Pursuant to SEC rules, for purposes of this table the market value per share of common stock underlying unvested LTIP Units is assumed to be \$4.04, which was the closing market price per share of our common stock on December 31, 2023.

Name	Number of Shares Acquired on Vesting⁽¹⁾	Value Realized in Vesting
Jeffrey B. Lown II	6,667	\$39,083
Michael A. Hutchby	6,583	\$38,590
Julian B. Evans	6,517	\$38,199

- (1) This number represents the vesting during 2023 of previously granted service-based LTIP Units. An individual, upon the vesting of an equity award, does not receive cash equal to the amount contained in the Value Realized on Vesting column of this table. Instead, the amounts contained in the Value Realized on Vesting column reflect the market value of our common stock on the applicable vesting date. For purposes of this table, it is assumed that one LTIP Unit represents the economic equivalent of one share of Common Stock. The LTIP Units do not realize their full economic value until certain conditions are met as described in this proxy statement under the caption “— Compensation Discussion and Analysis—Equity-Based Compensation”.

Pension Benefits and Nonqualified Deferred Compensation

We do not provide any of our NEOs with pension benefits or nonqualified deferred compensation.

Potential Payments Upon Termination or Change in Control

We do not have any employment agreements with any of our NEOs and are not obligated to make any payments to them upon termination of employment. None of our NEOs have the right to receive severance payments from us, and we are not required to make payments to any named executive officer upon a change of control of our company. However, all LTIP Units granted pursuant to our 2013 Plan and 2023 Plan vest immediately upon a change of control if the recipient of such LTIP Units is still performing services for us at the time of such change of control. The value, based on the closing price of our common stock on December 31, 2023, as reported by the NYSE of the LTIP Units held by our NEOs as of December 31, 2023 that would be accelerated assuming a change in control was approximately \$1.1 million of which approximately \$455,000, \$290,000 and \$319,000 would be allocated to Messrs. Lown, Hutchby and Evans, respectively.

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Pay Versus Performance

As required by Item 402(v) of Regulation S-K, we are providing the information below regarding the relationship between executive compensation and our financial performance for each of 2023, 2022 and 2021. The table below summarizes the (i) compensation values reported in the Summary Compensation Table for our President and Chief Executive Officer, and average for our other NEOs excluding the Chief Executive Officer (our “Non-CEO NEOs”) as compared to the “Compensation Actually Paid”, calculated pursuant to the applicable rules and (ii) our financial performance for the years ended December 31, 2023, 2022 and 2021.

Year	Summary Compensation Total for Chief Executive Officer ⁽¹⁾	Compensation Actually Paid to Chief Executive Officer ⁽²⁾	Average Summary Compensation Table Total for Named Executive Officers Excluding Chief Executive Officer ⁽³⁾	Average Compensation Actually Paid to Named Executive Officers Excluding Chief Executive Officer ⁽²⁾⁽³⁾	Total Shareholder Return ⁽⁴⁾	Net Income (Loss) ⁽⁵⁾
2023	\$115,746	\$62,915	\$364,538	\$326,665	\$67.66	(\$35,455,000)
2022	\$105,000	\$67,170	\$322,200	\$286,871	\$84.75	\$22,189,000
2021	—	(\$6,178)	\$285,789	\$278,052	\$101.61	\$12,530,000

- (1) For each of the years included above, our Chief Executive Officer was Mr. Lown. We are an externally managed company, and we did not pay any cash compensation to Mr. Lown. Accordingly, compensation information for Mr. Lown is limited to stock awards.
- (2) As required by Item 402(v) of Regulation S-K, reconciliation tables illustrating the calculation of Compensation Actually Paid are presented under “Pay versus Performance Supplemental Information – Reconciliation of Summary Compensation to Compensation Actually Paid” immediately below.
- (3) Individuals comprising our Non-CEO NEOs are Mr. Hutchby, our Chief Financial Officer, Treasurer and Secretary, and Mr. Evans, our Chief Investment Officer. Compensation information for our Non-CEO NEOs includes stock awards and the costs of the salary paid to Mr. Hutchby and reimbursed by us to our Manager.
- (4) Total Shareholder Return assumes \$100 invested at December 31, 2021 in our common stock and the reinvestment of dividends.
- (5) Represents GAAP net income before allocation to noncontrolling interests as reported in our Annual Report on Form 10-K for the year ended December 31, 2023.

Pay versus Performance Supplemental Information – Reconciliation of Summary Compensation to Compensation Actually Paid

“Compensation actually paid” represents totals from the Summary Compensation Table above, adjusted for certain items as detailed in the following table for the years ended December 31, 2023, 2022 and 2021:

Adjustments to Summary Compensation Tables to Determine Compensation Actually Paid to Chief Executive Officer	2023	2022	2021
Reported Summary Compensation Table for Chief Executive Officer	\$115,746	\$105,000	—
Deduction of Amounts Reported under the “Stock Awards” column in the Summary Compensation Table	(\$115,746)	(\$105,000)	—
Equity Award Adjustments			
Year End Fair Value of Unvested Equity Awards Granted in the Covered Year	\$ 77,164	\$ 72,500	—
Year over Year Change in Fair Value of Outstanding and Unvested Equity Awards	(\$ 14,666)	(\$ 6,175)	(\$7,830)
Year over Year Change in Fair Value of Equity Awards Granted in Prior Years that Vested in the Covered Year	\$ 417	\$ 845	\$1,652
Compensation Actually Paid to Chief Executive Officer	\$ 62,915	\$ 67,170	(\$6,178)

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Adjustments to Summary Compensation Tables to Determine Average Compensation Actually Paid to Non-CEO NEOs	2023	2022	2021
Average Reported Summary Compensation Table for Non-CEO NEOs	\$364,538	\$322,200	\$285,789
Deduction of Average Amounts Reported under the “Stock Awards” Column in the Summary Compensation Table	(\$ 74,538)	(\$ 67,200)	\$ (60,789)
Equity Award Adjustments			
Average Year End Fair Value of Unvested Equity Awards Granted in the Covered Year	\$ 49,692	\$ 46,400	\$ 57,063
Average Year over Year Change in Fair Value of Outstanding and Unvested Equity Awards	(\$ 13,432)	(\$ 15,268)	\$ (4,784)
Average Year over Year Change in Fair Value of Equity Awards Granted in Prior Years and Vested in the Covered Year	<u>\$ 405</u>	<u>\$ 739</u>	<u>\$ 773</u>
Average Compensation Actually Paid to Non-CEO NEOs	\$326,665	\$286,871	\$278,052

Relationship Between “Compensation Actually Paid” and Performance Measures

The graph below illustrates the relationship of “compensation actually paid” to our Chief Executive Officer and “average compensation actually paid” to our Non-CEO NEOs, in either case, to total shareholder return for the years ended December 31, 2021, 2022 and 2023.

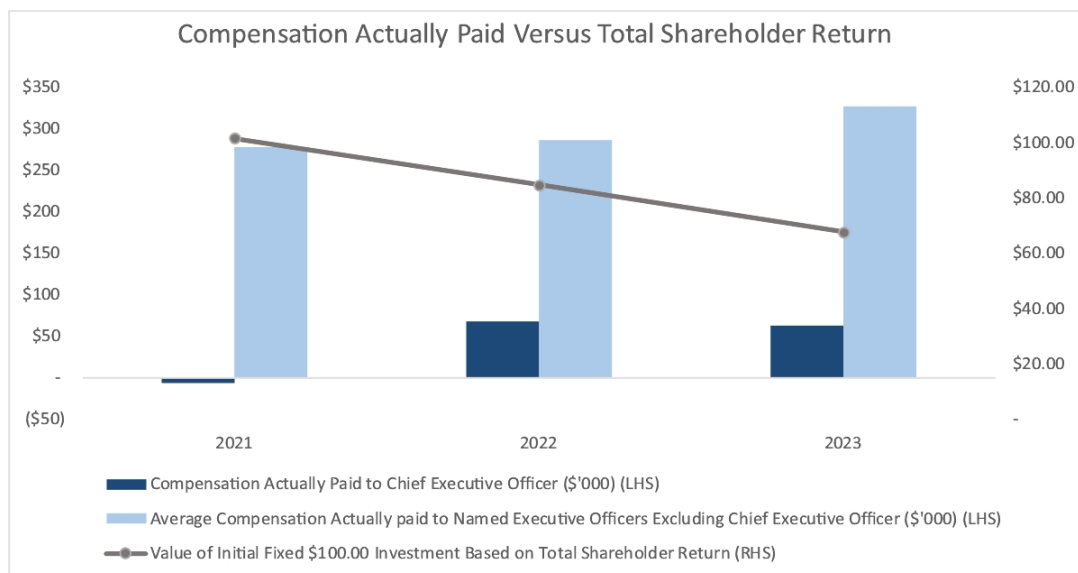
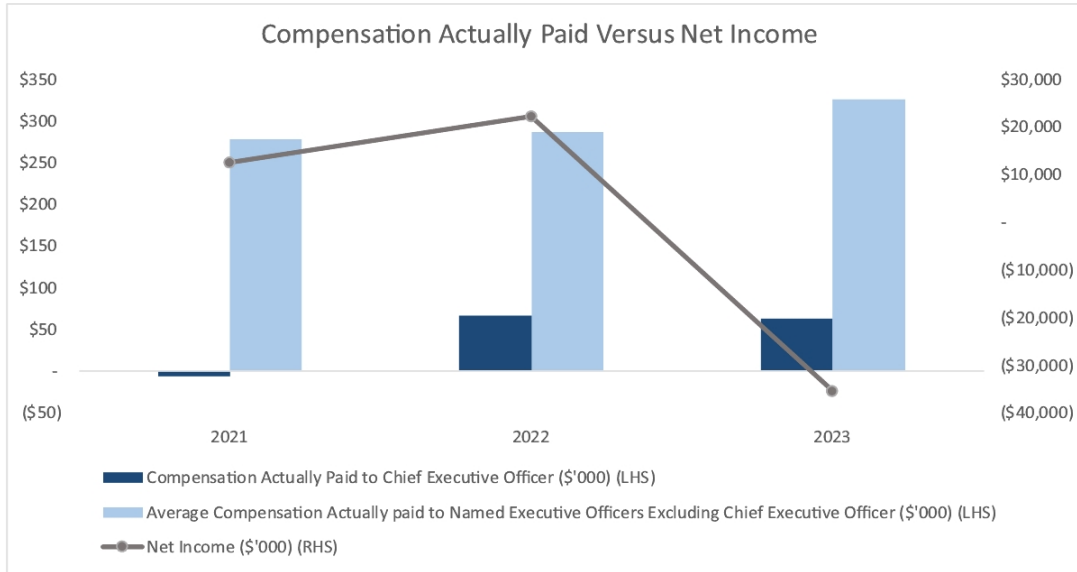


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The graph below illustrates the relationship of “compensation actually paid” to our Chief Executive Officer and “average compensation actually paid” to our Non-CEO NEOs, in either case, to net income (loss) for the years ended December 31, 2021, 2022 and 2023.



CEO PAY RATIO DISCLOSURE

The SEC has issued final rules implementing the provision of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) that require U.S. publicly-traded companies to disclose the ratio of their chief executive officer’s compensation to that of their median employee. As noted above, our President and Chief Executive Officer does not receive any direct cash compensation or benefits from us, and we do not reimburse our Manager for the cash compensation and benefits paid to Mr. Lown. Because we do not pay, or provide reimbursement for, any direct cash compensation to Mr. Lown and we have no employees, we are not able to calculate and provide a ratio of the median employee’s annual total compensation to the total annual compensation of Mr. Lown.

PROPOSAL NO. 2:

APPROVAL, ON A NON-BINDING ADVISORY BASIS, OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS

Pursuant to Section 14A of the Exchange Act and Section 951 of the Dodd-Frank Act, we are providing stockholders with an opportunity to vote, on a non-binding advisory basis, on the compensation of our NEOs as disclosed in this Proxy Statement in accordance with SEC rules. The advisory vote on executive compensation described in this proposal is commonly referred to as a “say-on-pay vote”.

As described under “Compensation Discussion and Analysis” above, we are externally managed and advised by our Manager. We do not have any agreements with our NEOs with respect to their cash compensation and do not intend to directly pay any cash compensation to them. We reimburse our Manager for the cash compensation that is paid to Mr. Hutchby, our Chief Financial Officer, Treasurer and Secretary. We believe that our Manager uses payments made by us under the management agreement in part to pay for the services it receives under the services agreement, including payroll and benefits services received by our NEOs. However, our Manager is not required to do so, and it is not required to provide us with information regarding the portion, if any, of the management fee so used. Our NEOs also receive equity awards granted by the Compensation Committee.

This proposal gives our stockholders the opportunity to express their views on the overall compensation of our NEOs and the philosophy, policies and practices described in this Proxy Statement. This vote is not intended to address any specific item of the compensation and is not a vote on our general compensation policies, compensation of the Board or our compensation policies as they relate to risk management. For the reasons discussed above, we are asking our stockholders to indicate their support for our named executive officer compensation by voting for the following resolution at the Annual Meeting:

“RESOLVED, that the compensation of the Company’s NEOs, as disclosed in this Proxy Statement pursuant to Item 402 of Regulation S-K (which disclosure includes the Compensation Discussion and Analysis, compensation tables and any related narrative discussion disclosed in this Proxy Statement), is hereby approved.”

The say-on-pay vote is advisory only, and therefore it will not bind us or the Board. The Board and the Compensation Committee will consider the voting results as appropriate when making future decisions regarding executive compensation.

The Board recommends a vote “FOR” the approval, on a non-binding advisory basis, of the compensation of our named executive officers as disclosed in this Proxy Statement.

AUDIT COMMITTEE REPORT

Each of the members of the Audit Committee (Mr. Mercer (chairperson), Mr. Murin and Ms. Cook) has been determined to be “independent” within the meaning of the applicable standards of the NYSE and Rule 10A-3 of the Exchange Act. In addition, each of these members meets the financial literacy requirements for audit committee membership under the NYSE’s rules and the rules and regulations of the SEC. The Board has determined that each of Mr. Mercer and Mr. Murin is an “audit committee financial expert” as such term is defined in Item 407(d)(5)(ii) of Regulation S-K. No member of the Audit Committee serves on the audit committee of more than three public companies. The Board has adopted, and annually reviews, the charter of the Audit Committee, which sets forth the Audit Committee’s responsibilities and how it carries out those responsibilities.

The Audit Committee oversees our company’s financial reporting process on behalf of the Board, in accordance with the charter of the Audit Committee. Pursuant to its charter, the primary purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibility relating to: (i) the integrity of the company’s financial statements and financial reporting process, our systems of internal accounting and financial controls and other financial information we provide; (ii) the performance of the internal audit services function; (iii) the annual independent audit of our financial statements and internal control over financial reporting, the engagement of the independent auditors and the evaluation of the independent auditors’ qualifications, independence and performance; (iv) our compliance with legal and regulatory requirements, including our disclosure controls and procedures; and (v) the evaluation of risk assessment and risk management policies. Our registered independent public accounting firm, EY, is responsible for expressing an opinion on (a) the conformity of our company’s audited financial statements with generally accepted accounting principles and (b) our company’s maintenance of internal control over financial reporting based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework).

In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed with management and EY the audited financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2023, and discussed with management and EY the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the financial statements. The Audit Committee also reviewed and discussed with management and EY the EY report on our internal controls over financial reporting set forth in our Annual Report on Form 10-K for the year ended December 31, 2023. In addition, the Audit Committee has discussed with EY the critical accounting matter included in their report as well as the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board (“PCAOB”) and the SEC. The Audit Committee has received the written disclosures and the letter from EY required by applicable requirements of the PCAOB regarding EY’s communications with the Audit Committee concerning independence, and has discussed with EY its independence. In addition, the Audit Committee has evaluated and concluded the non-audit services provided by EY to our company comply with SEC independence rules.

Based on the reviews and discussions referred to above, the Audit Committee recommended to the Board (and the Board approved) that the audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2023 for filing with the SEC.

The members of the Audit Committee are not professionally engaged in the practice of auditing or accounting. Members of the Audit Committee rely, without independent verification, on the information provided to them and on the representations made by management and the registered independent public accountants. Accordingly, the Audit Committee’s oversight does not provide an independent basis to determine that management has maintained appropriate accounting and financial reporting principles or appropriate internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, the Audit Committee’s considerations and discussions referred to above do not assure that the audit of our financial statements has been carried out in accordance with generally accepted auditing standards, that the financial statements are presented in accordance with generally accepted accounting principles or that EY is in fact “independent”.

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In accordance with and to the extent permitted by applicable law or regulation, the information contained in the foregoing Audit Committee Report is not “soliciting material,” is not deemed to be “filed” with the SEC and is not to be incorporated by reference into any future filing under the Securities Act or under the Exchange Act.

Submitted by the Audit Committee:
Robert C. Mercer, Jr., Chairperson
Joseph P. Murin
Sharon L. Cook

PROPOSAL NO. 3:

RATIFICATION OF APPOINTMENT OF EY

The Audit Committee selected the accounting firm of EY to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2024. Although current laws, rules and regulations, as well as the Audit Committee charter, require our independent registered public accounting firm to be engaged, retained and supervised by the Audit Committee, the Board considers the appointment of the independent registered public accounting firm to be an important matter of stockholder concern and is submitting the appointment of EY for ratification by stockholders as a matter of good corporate practice. EY has served as our independent registered public accounting firm since 2012, prior to our company’s initial public offering.

A representative of EY is expected to be present at the Annual Meeting and will be given the opportunity to make a statement if he or she so desires and will be available to respond to appropriate questions.

The Board recommends that you vote for the ratification of the appointment of EY as our independent registered public accounting firm for the fiscal year ending December 31, 2024.

Fee Disclosure

The following is a summary of the fees billed to us by EY for professional services rendered for the years ended December 31, 2023 and 2022.

	Year Ended December 31,	
	2023	2022
Audit Fees	\$1,057,200	\$1,020,000
Audit-Related Fees	—	—
Tax Fees	\$ 197,900	\$ 160,000
All Other Fees	—	—
Total	\$1,255,100	\$1,180,000

Audit Fees

“Audit Fees” consist of fees and expenses billed for professional services rendered for the audit of the financial statements and internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act, and review of the interim consolidated financial statements, review of registration statements and the preparation of comfort letters and services that are normally provided by accountants in connection with statutory and regulatory filings or engagements.

Audit-Related Fees

“Audit-Related Fees” consist of fees and expenses for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements that are not “Audit Fees”.

Tax Fees

“Tax Fees” consist of fees and related expenses billed for professional services for tax compliance, tax advice and tax planning. These services include assistance regarding federal and state tax compliance and tax planning and structuring.

All Other Fees

“All Other Fees” consist of fees and expenses for products and services that are not “Audit Fees”, “Audit-Related Fees” or “Tax Fees”. There were no such fees in 2022 or 2023.

Pre-Approval Policy

All audit-related, tax and other services provided to us are reviewed and pre-approved by the Audit Committee. The Audit Committee has approved a routine on-call tax advisory services arrangement with EY to provide for ready responses to tax issues from time to time. The engagement provides that no project may exceed \$25,000, and the aggregate of all projects may not exceed \$100,000 without the further approval of the Audit Committee. The Audit Committee concluded that the provision of such services by EY in 2023 and 2022 was compatible with the maintenance of that firm’s independence in the conduct of its auditing functions. All of the fees paid to EY in 2023 that are described above were approved by the Audit Committee.

The Audit Committee has considered whether, and has determined that, the provision by EY of the services described under “Audit-Related Fees”, “Tax Fees” and “All Other Fees” is compatible with maintaining EY’s independence from management and our company.

PROPOSAL NO. 4:

APPROVAL OF THE PROPOSED CHARTER AMENDMENT

Proposed Charter Amendment

The Board has declared advisable and recommends that stockholders approve the Proposed Charter Amendment to remove the Board's exclusive power to amend the Company's bylaws and make new bylaws.

Purpose and Effect of the Proposed Charter Amendment

We are committed to good corporate governance and the Board, acting through the Nominating and Corporate Governance Committee, monitors our corporate governance policies and practices. In April 2023, after careful consideration of the advantages and disadvantages of giving stockholders the power to amend the bylaws, the Board adopted and approved amended and restated bylaws (the "Second Amended and Restated Bylaws") that, among other things, give stockholders power to amend, repeal and adopt new bylaws, without the approval of the Board. In accordance with the Second Amended and Restated Bylaws, a stockholder approved amendment to the bylaws must be approved by the affirmative vote of a majority of the votes entitled to be cast on the matter by stockholders entitled to vote generally in the election of directors.

Currently, Section 6.7 of the Company's charter provides the Board with the exclusive power to adopt, alter or repeal any provision of the bylaws and to make new bylaws. Because the terms of the charter take precedence over the terms of the bylaws, the Proposed Charter Amendment is necessary to remove the Board's exclusive power to amend the bylaws and, consistent with the Second Amended and Restated Bylaws and our commitment to good corporate governance, give stockholders concurrent power to amend the bylaws, without the approval of the Board.

The Proposed Charter Amendment, if approved by stockholders at the Annual Meeting, will remove from Section 6.7 of the charter the Board's exclusive power to adopt, alter or repeal any provision of the bylaws and to make new bylaws. The general description of the Proposed Charter Amendment is qualified in its entirety by reference to the text of the Proposed Charter Amendment attached as *Annex A* to this Proxy Statement.

If the Proposed Charter Amendment is approved by the requisite vote of stockholders, the Proposed Charter Amendment will become effective upon the filing of Articles of Amendment with the State Department of Assessments and Taxation in Maryland (the "SDAT") and the Board's exclusive power to amend the bylaws will be removed from the charter. If the Proposed Charter Amendment is not approved by the requisite vote of stockholders, the Articles of Amendment will not be filed with the SDAT and, notwithstanding the terms set forth in the Second Amended and Restated Bylaws, the Board will continue to have the exclusive power to amend the bylaws.

The Board recommends that stockholders vote "FOR" the approval of the Proposed Charter Amendment.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain ownership information with respect to shares of our common stock for those persons known to us who beneficially own more than 5% of our outstanding common stock, if any, and all of our directors, each of the NEOs and all of the directors and executive officers as a group calculated as of the dates and based on the amounts indicated below. In accordance with SEC rules, each listed person’s beneficial ownership includes:

- all shares of common stock the investor actually owns beneficially or of record;
- all shares of common stock over which the investor has or shares voting or dispositive control (such as in the capacity as a general partner of a fund); and
- all shares of common stock the investor has the right to acquire within 60 days of April 8, 2024 (such as upon exercise of options that are currently vested or which are scheduled to vest within 60 days).

We are not aware of any persons who beneficially own more than 5% of our outstanding common stock as of the date of this Proxy Statement.

Name and Address	Common Shares Beneficially Owned	
	Number	Percentage of Outstanding Common Shares ⁽¹⁾
<i>Directors and Named Executive Officers⁽²⁾</i>		
Jeffrey B. Lown II ⁽³⁾	103,708	*
Michael A. Hutchby ⁽⁴⁾	36,294	*
Julian B. Evans ⁽⁵⁾	50,126	*
Joseph P. Murin ⁽⁶⁾	62,226	*
Sharon L. Cook	13,945	*
Robert C. Mercer, Jr.	49,607	*
<i>Directors and executive officers as a group (6 persons)</i>	315,906	1.4%

* Denotes beneficial ownership of less than 1% of our common stock.

- (1) Based on an aggregate amount of 39,019,969 shares of our common stock issued and outstanding as of April 8, 2024, plus, for any named persons who owns LTIP Units, the number of shares of our common stock that would be outstanding assuming that all LTIP Units beneficially owned by such named person become eligible to be exchanged, and are exchanged, for Common Units that are then exchanged for shares of our common stock in accordance with the terms of the partnership agreement of Cherry Hill Operating Partnership, L.P., our operating partnership.
- (2) The address for our executive officers and directors is Cherry Hill Mortgage Investment Corporation, 1451 Route 34, Suite 303, Farmingdale, New Jersey 07727.
- (3) Includes an aggregate of 73,580 shares of our common stock underlying an equal number of vested LTIP Units granted to Mr. Lown. Excludes an aggregate of 39,133 shares of our common stock underlying unvested LTIP Units granted to Mr. Lown on January 3, 2022, January 10, 2023 and January 16, 2024. Unvested LTIP Units vest ratably over a three-year period beginning on the one-year anniversary of the applicable grant date.
- (4) Includes an aggregate of 36,294 shares of our common stock underlying an equal number of vested LTIP Units that were granted to Mr. Hutchby. Excludes an aggregate of 35,565 shares of our common stock underlying unvested LTIP Units granted to Mr. Hutchby on January 3, 2022, January 10, 2023 and January 16, 2024. Unvested LTIP Units vest ratably over a three-year period beginning on the one-year anniversary of the applicable grant date.
- (5) Includes an aggregate of 44,542 shares of our common stock underlying an equal number of vested LTIP Units granted to Mr. Evans. Excludes an aggregate of 34,524 shares of our common stock underlying unvested LTIP Units granted to Mr. Evans on January 3, 2022, January 10, 2023 and January 16, 2024. Unvested LTIP Units vest ratably over a three-year period beginning on the one-year anniversary of the applicable grant date.
- (6) Includes 2,660 shares of our common stock underlying an equal number of vested LTIP Units that were granted to Mr. Murin.

DELINQUENT SECTION 16(A) REPORTS

Section 16(a) of the Exchange Act requires our directors, executive officers and anyone holding 10% or more of a registered class of our equity securities to file reports with the SEC showing their holdings of, and transactions in, these securities. Based solely on a review of copies of such reports we received, we believe that during 2023, all reporting persons known to us filed such reports on a timely basis.

OTHER INFORMATION

Discretionary Voting Authority

We do not anticipate that any matter other than the proposals set out in this Proxy Statement will be raised at the Annual Meeting. If any other matters are properly presented at the Annual Meeting, the persons named as proxies will have discretion to vote on those matters according to their best judgment.

Stockholder Proposals and Director Nominations for the 2025 Annual Meeting of Stockholders

Requirements for Proposals to be Considered for Inclusion in Proxy Materials

Stockholders interested in submitting a proposal for inclusion in our proxy materials for our 2025 Annual Meeting of Stockholders may do so by following the procedures prescribed in Rule 14a-8 under the Exchange Act. To be eligible for inclusion in our proxy statement, stockholder proposals must be received no later than January 8, 2025, or 120 days prior to the first anniversary date of these materials and must comply with Rule 14a-8 under the Exchange Act regarding the inclusion of stockholder proposals in company-sponsored proxy materials. If we change the date of the 2025 Annual Meeting of Stockholders by more than 30 days from the first anniversary of the date of this year's annual meeting, stockholder proposals must be received a reasonable time before we begin to print and mail our proxy materials for the 2024 Annual Meeting of Stockholders. Proposals should be mailed to our Secretary c/o Cherry Hill Mortgage Investment Corporation, 1451 Route 34, Suite 303, Farmingdale, New Jersey 07727.

Requirements for Proposals Not Intended for Inclusion in Proxy Materials; Director Nominations

Stockholders who wish to nominate persons for election to the Board at the 2025 Annual Meeting of Stockholders, who wish to present a proposal at the 2025 Annual Meeting of Stockholders, but whose stockholder proposal will not be included in our proxy materials for such meeting, or who intend to solicit proxies in support of director nominees other than the Company's nominees in accordance with the SEC's new universal proxy rules must deliver written notice of the nomination or proposal to our Secretary no earlier than December 9, 2024, the 150th day prior to the anniversary date of these materials, and no later than 5:00 p.m., Eastern Time, on January 8, 2025, the 120th day prior to the anniversary date of these materials (provided, however, that if the 2025 Annual Meeting of Stockholders is advanced or delayed by more than 30 days from the first anniversary of this year's meeting, nominations and proposals must be received no earlier than the 150th day prior to the date of the 2025 Annual Meeting of Stockholders and no later than 5:00 p.m., Eastern Time, on the later of (i) the 120th day prior to the date of the 2025 Annual Meeting of Stockholders and (ii) the 10th day following the day on which public announcement of the date of the 2025 Annual Meeting of Stockholders is first made). The stockholder's written notice must include certain information concerning the stockholder and each nominee as specified in our bylaws. In addition to satisfying the requirements set forth in our bylaws, to comply with the SEC's universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than the Company's nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act. If a stockholder's written notice is not received between the dates specified above and does not satisfy the additional requirements set forth in our bylaws, the notice will not be considered properly submitted and will not be acted upon at the 2024 Annual Meeting of Stockholders. A stockholder's written notice should be sent to our Secretary c/o Cherry Hill Mortgage Investment Corporation, 1451 Route 34, Suite 303, Farmingdale, New Jersey 07727.

Requests for Annual Report on Form 10-K

A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, including the financial statements and the financial statement schedules, may be obtained at our website at www.chmireit.com. If you would like to receive a complimentary copy of our Annual Report on Form 10-K, please submit a written request to Cherry Hill Mortgage Investment Corporation, 1451 Route 34, Suite 303, Farmingdale, New Jersey 07727, Attention: Investor Relations.



APPENDIX A
FORM OF PROPOSED CHARTER AMENDMENT

CHERRY HILL MORTGAGE INVESTMENT CORPORATION

ARTICLES OF AMENDMENT

Cherry Hill Mortgage Investment Corporation, a Maryland corporation (the “**Corporation**”), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation (the “**Charter**”) is hereby amended by deleting the second sentence of Section 6.7 of Article VI so that such section of the Charter now reads in its entirety as follows:

Section 6.7 Charter and Bylaws. The rights of all stockholders and the terms of all stock are subject to the provisions of the Charter and the Bylaws.

SECOND: The foregoing amendment to the Charter has been advised by the Board of Directors and approved by the stockholders of the Corporation entitled to vote thereon.

THIRD: The foregoing amendment to the Charter shall become effective upon acceptance for record by the State Department of Assessments and Taxation of Maryland.

FOURTH: The undersigned acknowledges these Articles of Amendment to be the corporate act of the Corporation and as to all matters or facts required to be verified under oath, the undersigned acknowledges that, to the best of such officer’s knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its President and Chief Executive Officer and witnessed and attested to by its Chief Financial Officer, Treasurer and Secretary on this [•] day of [•], 2024.

ATTEST:

CHERRY HILL MORTGAGE INVESTMENT
CORPORATION

By: _____

Name: Michael Hutchby
Title: Chief Financial Officer, Treasurer and
Secretary

By: _____

Name: Jeffrey Lown III
Title: President and Chief Executive Officer



Your vote matters - here's how to vote!

You may vote online or by phone instead of mailing this card.

Online

Go to www.envisionreports.com/CHMI or scan the QR code – login details are located in the shaded bar below.



Phone

Call toll free 1-800-652-VOTE (8683) within the USA, US territories and Canada



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Using a black ink pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas.



2024 Annual Meeting Proxy Card

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

A Proposals – The Board of Directors recommends a vote FOR all the nominees listed and FOR Proposals 2, 3 and 4.



1. Election of Directors:

01 - Jeffrey "Jay" B. Lown II
04 - Sharon Lee Cook

02 - Joseph Murin

03 - Robert C. Mercer, Jr.

Mark here to vote FOR all nominees

Mark here to WITHHOLD vote from all nominees

For All EXCEPT - To withhold authority to vote for any nominee(s), write the name(s) of such nominee(s) below.

2. Approval, on a non-binding advisory basis, of the compensation of the Company's named executive officers for the year ended December 31, 2023.

For Against Abstain

3. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024.

For Against Abstain

4. Approval of a proposed amendment to the Company's charter to remove the board of directors' exclusive power to amend the Company's bylaws and give stockholders concurrent power to amend the Company's bylaws.

For Against Abstain

B Authorized Signatures – This section must be completed for your vote to count. Please date and sign below.

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) – Please print date below.

Signature 1 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.



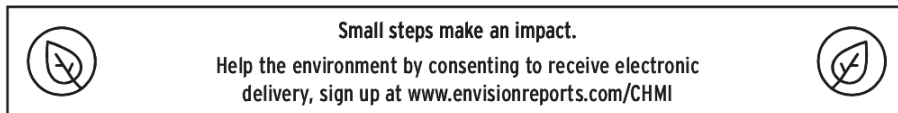
1 U P X



The 2024 Annual Meeting of Stockholders of Cherry Hill Mortgage Investment Corporation will be held on June 13, 2024 at 8:00 a.m. local time, virtually via the internet at meetnow.global/MKDMG4S.

To access the virtual meeting, you must have the information that is printed in the shaded bar located on the reverse side of this form.

Important notice regarding the Internet availability of proxy materials for the Annual Meeting of Stockholders. The material is available at: www.envisionreports.com/CHMI



▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Cherry Hill Mortgage Investment Corporation +

Notice of 2024 Annual Meeting of Stockholders

Proxy Solicited by Board of Directors for Annual Meeting – June 13, 2024

Jeffrey Lown II and Michael Hutchby, or any of them, each with the power of substitution, are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Annual Meeting of Stockholders of Cherry Hill Mortgage Investment Corporation to be held on June 13, 2024 or at any postponement or adjournment thereof.

Shares represented by this proxy will be voted in accordance with the choices made. If no such directions are indicated, the Proxies will have authority to vote FOR the election of the Board of Directors and FOR items 2, 3 and 4.

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

(Items to be voted appear on reverse side)

C Non-Voting Items

Change of Address – Please print new address below.

