

ANNALY CAPITAL MANAGEMENT, INC.

ARTICLES OF AMENDMENT

Annaly Capital Management, Inc., 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 first two sentences of ARTICLE VI(A) and replacing them with the following:

"A. The total number of shares of stock of all classes which the Corporation has authority to issue is one billion five hundred thirty-one million seven hundred fifty thousand (1,531,750,000) shares of capital stock, par value one cent (\$0.01) per share, amounting in the aggregate par value to \$15,317,500. Of these shares of capital stock, 1,468,250,000 shares are classified as "Common Stock," 28,800,000 shares are classified as "6.95% Series F Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock," 17,000,000 shares are classified as "6.50% Series G Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock," and 17,700,000 shares are classified as "6.75% Series I Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock.""

SECOND: The amendment to the Charter as set forth above has been duly advised by the Board of Directors of the Company and approved by the stockholders of the Corporation as required by the Maryland General Corporation Law (the "MGCL").

THIRD: The total number of shares of stock which the Corporation had authority to issue immediately prior to the foregoing amendment of the Charter was 3,000,000,000 shares of stock, consisting of 2,936,500,000 shares of common stock, \$0.01 par value per share ("Common Stock"), 28,800,000 shares of 6.95% Series F Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, \$0.01 par value per share ("Series F Preferred Stock"), 17,000,000 shares of 6.50% Series G Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, \$0.01 par value per share ("Series G Preferred Stock"), and 17,700,000 shares of 6.75% Series I Fixed-to-Floating Rate Cumulative Redeemable Preferred Stock, \$0.01 par value per share ("Series I Preferred Stock"). The aggregate par value of all shares of stock having par value was \$30,000,000.

FOURTH: The total number of shares of stock which the Corporation has authority to issue pursuant to the foregoing amendment of the Charter is 1,531,750,000,

consisting of 1,468,250,000 shares of Common Stock, 28,800,000 shares of Series F Preferred Stock, 17,000,000 shares of Series G Preferred Stock and 17,700,000 shares of Series I Preferred Stock. The aggregate par value of all shares of stock having par value is \$15,317,500.

FIFTH: The information required by Section 2-607(b)(2)(i) of MGCL is not changed by the foregoing amendment of the Charter.

SIXTH: The undersigned officer 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]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed in its name and on its behalf by its Chief Executive Officer and Chief Investment Officer and attested to by its Chief Corporate Officer, Chief Legal Officer and Secretary on this 18th day of May, 2023.

ATTEST:

ANNALY CAPITAL MANAGEMENT, INC.

By: /s/ Anthony C. Green

Name: Anthony C. Green

Title: Chief Corporate Officer, Chief Legal Officer and Secretary

By: /s/ David L. Finkelstein (SEAL)

Name: David L. Finkelstein

Title: Chief Executive Officer and Chief Investment Officer