ANGELO GORDON
MORTGAGE INVESTMENT TRUST, INC.

2023

Proxy Statement

AG MORTGAGE INVESTMENT TRUST, INC.

AG Mortgage Investment Trust, Inc.
245 Park Avenue, 26th Floor
New York, New York 10167

March 22, 2023

Dear Fellow Stockholders:

You are cordially invited to attend the 2023 Annual Meeting of Stockholders (the "Annual Meeting") of AG Mortgage Investment Trust, Inc., which will be held virtually on Thursday, May 4, 2023 at 8:30 a.m., Eastern Time. You will be able to participate in the Annual Meeting, vote, and submit your questions via live webcast by visiting https://web.lumiagm.com/201017455. Details of the business to be presented at the meeting can be found in the accompanying Notice of Annual Meeting of Stockholders and proxy statement (the "Proxy Statement").

Pursuant to rules adopted by the United States Securities and Exchange Commission, we have provided access to our proxy materials over the Internet. Accordingly, we are sending a notice regarding the Internet availability of proxy materials ("Notice") on or about March 22, 2023 to our stockholders of record on March 7, 2023. The Notice and Proxy Statement contain instructions for your participation in this process, including how to access our Proxy Statement and the Annual Report to Stockholders for the fiscal year ended December 31, 2022 over the Internet, how to authorize your proxy to vote online, and how to request a paper copy of the Proxy Statement and Annual Report to Stockholders if you so desire.

If you are unable to attend the virtual Annual Meeting, it is nevertheless very important your shares be represented and voted. You may authorize your proxy to vote your shares over the Internet as described in the Notice and Proxy Statement. Alternatively, if you received a paper copy of the proxy card by mail, please complete, date, sign and promptly return the proxy card by mail so your shares may be voted. You may also vote by telephone as described in your proxy card. If you vote your shares over the Internet, by mail or by telephone prior to the Annual Meeting, you may nevertheless revoke your proxy and cast your vote electronically via live webcast at the Annual Meeting.

On behalf of the Board of Directors, I extend our appreciation for your participation and continued support.

Sincerely,

Debra Hess
Non-Executive Chair of the Board

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 4, 2023

NOTICE IS HEREBY GIVEN to holders of shares of common stock of AG Mortgage Investment Trust, Inc., a Maryland corporation (the "Company," "we," "us," or "our"), that the Company's 2023 Annual Meeting of Stockholders (the "Annual Meeting") will be held virtually on Thursday, May 4, 2023, at 8:30 a.m., Eastern Time. You can vote and submit questions during the Annual Meeting by visiting https://web.lumiagm.com/201017455. The Annual Meeting will be held for the following purposes:

1. to consider and vote upon the election of six directors, with each director serving until the 2024 annual meeting of stockholders and until his or her successor is duly elected and qualified;

2. to consider and vote upon the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2023;

3. to consider and vote upon the approval, on an advisory basis, of our executive compensation, as described in the Proxy Statement; and

4. to consider and vote upon the transaction of such other business as may properly come before the Annual Meeting and any postponement or adjournment thereof.

We know of no other matter to come before the Annual Meeting. Only holders of record of our common stock at the close of business on March 7, 2023 (the "Record Date") are entitled to notice of, and to attend and to vote at, the Annual Meeting and any postponement or adjournment thereof.

If you plan on virtually attending the Annual Meeting, you will need to enter the 11-Digit Control Number on your notice regarding the Internet availability of proxy materials ("Notice"). Whether or not you plan to access the Annual Meeting, please authorize your proxy to vote your shares over the Internet, as described in the Notice. Alternatively, if you received a paper copy of the proxy card by mail, please mark, sign, date and promptly return the proxy card in the self-addressed stamped envelope provided. You may also authorize your proxy to vote your shares by telephone as described in your proxy card. Stockholders who authorize a proxy to vote their shares over the Internet, by mail or by telephone prior to the Annual Meeting may nevertheless access the Annual Meeting, revoke their proxies and cast their vote electronically at the virtual meeting.

By Order of the Board of Directors,

Jenny B. Neslin
General Counsel and Secretary

March 22, 2023

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to Be Held on Thursday, May 4, 2023. This Proxy Statement and the Company's Annual Report to Stockholders for the fiscal year ended December 31, 2022 are available on the "Financial Reports" page of the "Investor Relations" section of our website at *www.agmit.com*.

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245 Park Avenue, 26th Floor
New York, New York 10167

PROXY STATEMENT
FOR
2023 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 4, 2023

This proxy statement (the "Proxy Statement") is being furnished in connection with the solicitation of proxies by the Board of Directors (the "Board") of AG Mortgage Investment Trust, Inc. (the "Company," "we," "us" or "our") for use at our 2023 Annual Meeting of Stockholders (the "Annual Meeting") to be held virtually on Thursday, May 4, 2023 at 8:30 a.m., Eastern Time. Any reference herein to attending the Annual Meeting, including any reference to "in-person" attendance, means attending by remote communication via live webcast on the Internet.

Like an in-person meeting, you can vote and submit questions during the Annual Meeting by visiting https://web.lumiagm.com/201017455. You must have your 11-Digit Control Number in order to access the Annual Meeting. The Proxy Statement, proxy card, and our 2022 Annual Report to Stockholders (the "Annual Report") will be distributed or made available on or about March 22, 2023 to stockholders of record as of the close of business on the Record Date.

GENERAL INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

In this section of the Proxy Statement, we answer some common questions regarding our Annual Meeting and the voting of shares at the meeting.

Q: Where and when will the annual meeting be held?

A: The meeting will be held on Thursday, May 4, 2023 at 8:30 a.m., Eastern Time. You will be able to participate in the Annual Meeting, vote and submit your questions via live webcast by visiting https://web.lumiagm.com/201017455. To satisfy the requirements for admission to the Annual Meeting, please use the passcode "ag2023".

Q: Why is the Company holding a virtual meeting?

A: We value and encourage broad investor participation and believe that a virtual meeting does so by providing an opportunity for more stockholders to attend and participate in the meeting, while reducing the cost of planning and holding an in person meeting. Please see "How Do I Attend the Annual Meeting?" and "May Stockholders Ask Questions at the Annual Meeting?" below for additional information regarding how to attend and participate in the Annual Meeting.

Q: What is the quorum for the meeting?

A: A quorum will be present at the Annual Meeting if a majority of the votes entitled to be cast are present, whether in person or by proxy. No business may be conducted at the Annual Meeting if a quorum is not present. As of the Record Date, 21,047,851 shares of common stock were issued and outstanding, and each share of common stock is entitled to one vote. If less than a majority of outstanding shares entitled to vote are represented at the Annual Meeting, we expect that the Annual Meeting will be adjourned in order to solicit additional proxies creating the necessary quorum. Notice need not be given of the new date, time or place if announced at the Annual Meeting before an adjournment is taken and the new date of the Annual Meeting is not more than 120 days from March 7, 2023, the Record Date. Shares that are voted "For," "Against," "Abstain," or, with respect to the election of directors, "Withhold," will be treated as being present at the Annual Meeting for purposes of establishing a quorum. Accordingly, if you are a stockholder of record as of the close of business on the Record Date and have returned a valid proxy or attend the Annual Meeting, your shares will be counted for the purpose of determining whether there is a quorum, even if you wish to abstain from voting on some or all matters at the Annual Meeting. Broker non-votes will also be counted as present for purposes of determining the presence of a quorum.

Q: What am I voting on?

A:

(1) The election of six directors each serving until the 2024 annual meeting of stockholders and until his or her successor is duly elected and qualified;

(2) Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2023; and

(3) Approval, on an advisory basis, of our executive compensation, as described in this Proxy Statement.

Q: How does the Board recommend that I vote on these proposals?

A:

(1) "FOR" the election of each of the nominees as directors;

(2) "FOR" the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2023; and

(3) "FOR" the approval, on an advisory basis, of our resolution on executive compensation, as described in the Proxy Statement.

Q: Who is entitled to vote?

A: Only stockholders of record of our common stock as of the close of business on the Record Date or their duly authorized proxies are entitled to vote at the Annual Meeting.

Q: How do I vote?

A: Whether or not you plan to attend the Annual Meeting, we urge you to authorize your proxy to vote your shares over the Internet as described in your notice regarding the Internet availability of proxy materials ("Notice"). Alternatively, if you received a paper copy of the proxy card by mail, please complete, date, sign and promptly return the proxy card in the self-addressed stamped envelope provided. Authorizing your proxy over the Internet, by mailing a proxy card or by telephone will not limit your right to attend the Annual Meeting and vote your shares in person.

Q: How do I vote my shares that are held by my broker?

A: If you have shares held by a broker, you may instruct your broker to vote your shares by following the instructions that the broker provides to you. Most brokers allow you to authorize your proxy by mail, telephone and on the Internet.

Q: How do I vote my shares at the Annual Meeting?

A: First, you must satisfy the requirements for admission to the Annual Meeting by visiting https://web.lumiagm.com/201017455 and entering the passcode "ag2023". Then, if you are a stockholder of record at the close of business on March 7, 2023, you may cast your vote electronically at the Annual Meeting.

You may vote shares held in "street name" at the Annual Meeting only if you obtain a signed proxy from the record holder (broker, bank or other nominee) giving you the right to vote the shares.

Even if you plan to attend the Annual Meeting, we encourage you to authorize a proxy to vote your shares in advance by Internet, telephone or mail so that your vote will be counted in the event you later decide not to attend the Annual Meeting.

Q: How many votes do I have?

A: You are entitled to one vote for each share of common stock you hold as of the close of business on the Record Date. Our stockholders do not have the right to cumulate their votes for directors.

Q: What are the voting requirements that apply to the proposals discussed in this Proxy Statement?

A: With respect to the election of directors, you may vote "For" all nominees, "Withhold" your vote as to all nominees, or you may vote "For All Except" one or more nominees. A properly executed proxy marked "Withhold" with respect to the election of one or more directors will not be voted with respect to the director or directors indicated. Members of the Board are elected by a plurality of votes cast, in person or by proxy, at the Annual Meeting, provided that a quorum is present. This means the six nominees who receive the greatest number of "For" votes cast will be elected. Neither broker non-votes nor votes marked "Withhold" will have an effect with respect to the election of any nominee.

You may vote "For," "Against" or "Abstain" on Proposals 2 and 3. To be approved, each of Proposals 2 and 3 must receive the affirmative vote of a majority of the votes cast, in person or by proxy, at the Annual Meeting on the proposal, provided that a quorum is present. Abstentions and broker non-votes, if any, will not be counted as votes cast on Proposals 2 and 3 and will have no effect on the result of the vote.

	Proposal	**Vote Required**	**Discretionary Voting Allowed?**
(1)	Election of directors	Plurality*	No
(2)	Ratification of the appointment of PricewaterhouseCoopers LLP	Majority**	Yes
(3)	Approval, on an advisory basis, of our executive compensation	Majority**	No

* "Plurality" means with regard to the election of directors, that the six nominees for director receiving the greatest number of "for" votes from our shares entitled to vote will be elected.

** "Majority" means a majority of the votes cast at the Annual Meeting on the particular matter.

Q: What is the difference between holding shares as a stockholder of record and as a beneficial owner?

A: If your shares are registered in your name with our transfer agent, American Stock Transfer & Trust Company, LLC, you are the "stockholder of record" of those shares.

If your shares are held in a stock brokerage account or by a bank or other holder of record, you are considered the "beneficial owner" of those shares. The Notice and Proxy Statement and any accompanying document have been forwarded to you by your broker, bank or other holder of record. As the beneficial owner, you have the right to direct your broker, bank or other holder of record how to vote your shares by using the voting instruction card or by following their instructions for voting by telephone or on the Internet.

Q: How do I attend the Annual Meeting?

A: You can attend the Annual Meeting, vote and submit your questions during the Annual Meeting by visiting https://web.lumiagm.com/201017455. You must use the passcode "ag2023" in order to access the Annual Meeting. Online access to the webcast will open 60 minutes prior to the start of the Annual Meeting to allow time for you to log-in and test your device. We encourage you to access the webcast in advance of the designated start time.

Q: May stockholders ask questions at the Annual Meeting?

A: Yes. There will be time allotted at the end of the meeting when our representatives will answer questions from stockholders participating on the webcast.

Q: Why did I not receive my proxy materials in the mail?

A: As permitted by rules of the United States Securities and Exchange Commission (the "SEC"), we are making this Proxy Statement and the Annual Report, which includes our Annual Report on Form 10-K for the fiscal year ended December 31, 2022, available to our stockholders electronically via the Internet. The "e-proxy" process expedites stockholders' receipt of proxy materials and lowers the costs and reduces the environmental impact of our Annual Meeting.

On or about March 22, 2023, we mailed to stockholders of record, as of the close of business on the Record Date, the Notice containing instructions on how to access this Proxy Statement, our Annual Report and other soliciting materials via the Internet. If you received the Notice by mail, you will not receive a printed copy of the proxy materials in the mail unless you had previously indicated that you wanted to receive a printed copy. The Notice instructs you on how to access the Proxy Statement and Annual Report and how you may submit your proxy.

Q: Can I vote my shares by filling out and returning the Notice?

A: No. The Notice identifies the items to be voted on at the Annual Meeting, but you cannot vote by marking the Notice and returning it. The Notice provides instructions on how to authorize your proxy via the Internet or by telephone or vote in person at the Annual Meeting or to request a paper proxy card, which will contain instructions for authorizing a proxy by the Internet, by telephone or by returning a signed paper proxy card.

Q: Will there be any other items of business on the agenda?

A: We do not know of any other matter that may be brought before the Annual Meeting nor do we foresee or have reason to believe that proxy holders will have to vote for substitute or alternate nominees for election to the Board. In the event that any other matter should come before the Annual Meeting or any nominee is not available for election, the persons named in the enclosed proxy will have discretionary authority to exercise all proxies with respect to such matters in accordance with their discretion.

Q: Who has paid for this proxy solicitation?

A: We pay for the cost of preparing, printing and mailing the Notice and, to the extent requested by our stockholders, the proxy materials and any additional materials furnished to stockholders. Proxies may be solicited by our directors or our executive officers or by executive officers of our external manager, AG REIT Management, LLC (our "Manager"), personally, by e-mail or by telephone without additional compensation for such activities. We have also retained D.F. King & Co., Inc. to perform proxy solicitation services at a fee estimated at $8,000, plus out of pocket expenses. We will also request persons, firms and corporations holding shares in their names or in the names of their nominees, which are beneficially owned by others, to send appropriate solicitation materials to such beneficial owners, and we will pay such holders their standard and ordinary fees. We will also reimburse such holders for their reasonable out-of-pocket expenses.

Q: What does it mean if I receive more than one Notice?

A: If you receive more than one Notice, your shares are registered in more than one name or are registered in more than one account. Sign and return all proxy cards to ensure that all your shares are voted.

Q: What if I return a signed proxy or voting instruction card, but do not specify how my shares are to be voted?

A: If you are a stockholder of record and you submit a proxy, but you do not provide voting instructions, all of your shares will be voted FOR Proposals 1, 2, and 3.

If you are a beneficial owner and you do not provide the broker or other nominee that holds your shares with voting instructions, the broker or other nominee will determine if it has the discretionary authority to vote on the particular matter. Under the rules of the New York Stock Exchange ("NYSE"), brokers and other nominees have the discretion to vote on routine matters, such as Proposal 2, but do not have discretion to vote on non-routine matters, such as Proposals 1 and 3. Therefore, if you do not provide voting instructions to your broker or other nominee, your broker or other nominee may only vote your shares on Proposal 2 and any other routine matters properly presented for a vote at the Annual Meeting.

Q: How are abstentions and "broker non-votes" treated?

A: Abstentions and broker non-votes are each included in the determination of the number of shares present at the Annual Meeting for the purpose of determining whether a quorum is present.

An abstention is the voluntary act of directing your proxy to abstain or attending the meeting in person and marking a ballot to abstain.

Under NYSE rules, brokers or other nominees who hold shares for a beneficial owner have the discretion to vote on a limited number of "routine" proposals when they have not received voting instructions from the beneficial owner at least ten days prior to the Annual Meeting. Your shares may be voted on Proposal 2 if they are held in the name of a brokerage firm, even if you do not provide the brokerage firm with voting instructions, since the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm is considered a "routine" proposal. All other items on this year's ballot are considered "non-routine" proposals under NYSE rules for which brokers may not vote absent voting instructions from the beneficial owner. A "broker non-vote" occurs when a broker or other nominee does not vote on a particular proposal because such broker or nominee does not receive such voting instructions and does not have the discretion to vote the shares.

Pursuant to Maryland law, abstentions and broker non-votes are counted as present for purposes of determining the presence of a quorum. However, abstentions and broker non-votes, as applicable, will have no impact on the outcome of any of the three proposals, as they are not counted as votes cast.

Q: Can I change my vote after I have voted?

A: Yes. You can change your vote either by:

- executing or authorizing, dating and delivering to us a new proxy with a later date that is received no later than May 3, 2023;
- voting again via the Internet or by telephone at a later time before the closing of those voting facilities at 11:59 p.m., Eastern Time, on May 3, 2023;
- sending a written statement revoking your proxy card to our General Counsel provided such statement is received no later than May 3, 2023; or
- by attending the Annual Meeting, revoking your proxy and voting electronically at the Annual Meeting.

Your virtual attendance at the Annual Meeting will not, by itself, revoke a proxy previously authorized by you. We will honor the proxy card or authorization with the latest date.

Proxy revocation notices should be sent to AG Mortgage Investment Trust, Inc., 245 Park Avenue, 26th Floor, New York, New York 10167, Attention: General Counsel. New paper proxy cards should be sent to Proxy Tabulation Department, c/o American Stock Transfer and Trust Company, LLC, 6201 15th Avenue, Brooklyn, NY 11219.

Q: Can I find additional information on the Company's website?

A: Yes. Our website is located at *www.agmit.com*. Although the information contained on our website is not part of this Proxy Statement, you can view additional information on our website, such as our corporate governance guidelines, our code of business conduct and ethics, charters of our board committees and reports that we file with the SEC. The information contained on our website is not part of, or incorporated by reference in, this proxy statement.

PROPOSAL 1: ELECTION OF DIRECTORS

Our Board currently consists of six members, including four directors that meet the independence standards of the NYSE. Our Nominating and Corporate Governance Committee analyzes the composition of our Board each year. In connection with this review, the Board, upon the recommendation of the Nominating and Corporate Governance Committee, nominated the following six individuals to serve until the 2024 annual meeting of stockholders and until their successors are duly elected and qualified: Debra Hess, T.J. Durkin, Dianne Hurley, Matthew Jozoff, Peter Linneman and Nicholas Smith (each a "Nominee," and, collectively, the "Nominees").

All of the Nominees currently serve on the Board and were elected by the stockholders at the 2022 annual meeting of stockholders, except for Mr. Smith, who also serves as the Company's Chief Investment Officer. Mr. Smith was elected to the Board effective October 1, 2022 to fill the vacancy created by the resignation of David N. Roberts, the Company's former Chair of the Board and Chief Executive Officer. The Board anticipates that, if elected, each Nominee will serve as a director. However, if any Nominee is unable to accept election, the proxies will be voted for the election of such other person or persons as the Board may recommend, unless the Board determines to reduce the number of directors or to leave a vacant seat on our Board in accordance with the Company's charter and bylaws.

RECOMMENDATION OF THE BOARD:

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE NOMINEES TO THE BOARD OF DIRECTORS.

The voting requirements for this proposal are described above in the "General Information About the Annual Meeting and Voting" section of this Proxy Statement.

DIRECTOR NOMINEES AND EXECUTIVE OFFICERS

Information Regarding Director Nominees

We believe that all of the Nominees are intelligent, collegial, insightful, proactive with respect to management and risk oversight, diligent and exercise good judgment. The biographical descriptions below set forth certain information with respect to each Nominee for election as a director at the Annual Meeting, including the age of each Nominee as of the date of this Proxy Statement, and the experience, qualifications, attributes or skills of each Nominee that led us to conclude that such person should serve as a director.

Debra Hess

Non-Executive Chair of the Board

Independent Director since 2018

Age: 58

Committees
- Audit
- Compensation
- Nominating and Corporate Governance (Chair)

Ms. Hess served as Chief Financial Officer of NorthStar Asset Management Group Inc. (NYSE: NSAM) ("NorthStar") from July 2014 until January 2017, when NorthStar merged with Colony Capital, Inc. (NYSE: CLNY) ("Colony Capital"), which is now known as DigitalBridge Group, Inc. (NYSE: DBRG). Ms. Hess had also served as Chief Financial Officer of NorthStar Realty Finance Corp. (NYSE: NRF) ("NRF") from July 2011 to January 2017, when NRF merged with Colony Capital. During her tenure at NorthStar until August 2015, Ms. Hess served as Chief Financial Officer of NorthStar's non-traded companies. Ms. Hess also served as Interim Chief Financial Officer of NorthStar Realty Europe Corp. (NYSE: NRE) from June 2015 to November 2015. Prior to joining NorthStar, Ms. Hess served as Chief Financial Officer of H/2 Capital Partners, where she was employed from August 2008 to June 2011. From March 2003 to July 2008, Ms. Hess was a managing director at Fortress Investment Group, where she also served as Chief Financial Officer of Newcastle Investment Corp., a Fortress portfolio company and a NYSE-listed alternative investment manager. From 1993 to 2003, Ms. Hess served in various positions at Goldman, Sachs & Co., including as Vice President in Goldman Sachs' Principal Finance Group and as a Manager of Financial Reporting in Goldman Sachs' Finance Division. Prior to 1993, Ms. Hess was employed by the Chemical Banking Corporation in the corporate credit policy group and by Arthur Andersen & Company as a supervisory senior auditor. Ms. Hess currently serves on the board of directors, including as chair of its audit committee, of Radian Group Inc. (NYSE: RDN), and on the board of directors of CenterPoint Properties Trust where she is the chair of the audit committee. Ms. Hess holds a Bachelor of Science in Accounting from the University of Connecticut and a Master of Business Administration in Finance from New York University.

Due to her extensive mortgage banking, finance and real estate experience, her role as the Chief Financial Officer of various publicly traded companies in our sector, and her significant financial, accounting and compliance experience at public companies, we believe Ms. Hess should serve as a member of our Board.

T.J. Durkin

Chief Executive Officer & President

Director since 2018

Age: 40

Mr. Durkin joined Angelo, Gordon & Co., L.P. ("Angelo Gordon") in 2008 and is a Managing Director, a member of the firm's Advisory Board and Head of the firm's Structured Credit Platform. Mr. Durkin also serves as co-Portfolio Manager of Angelo Gordon's structured credit securities portfolios. Mr. Durkin has served as our Chief Executive Officer and President since October 2022 and April 2021, respectively, having also previously served as our Chief Investment Officer from October 2017 to April 2021. Mr. Durkin has also served as a member of our Board of Directors since 2018. Mr. Durkin is also a board member of Arc Home LLC ("Arc Home"), a mortgage originator and GSE licensed servicer owned by the Company and other affiliates of Angelo Gordon. Prior to joining Angelo Gordon, Mr. Durkin began his career at Bear, Stearns & Co. where he was a Managing Director on the Non-Agency Trading Desk focused on the structuring and trading of multiple asset classes, including subprime, Alt-A, second lien and small balance commercial. Mr. Durkin earned his Bachelor's degree in finance from Fordham University and currently serves as a member of the school's President's Council. He is also a board member of VE International, a not-for-profit organization focused on preparing high school students for college and careers through skills learned in an entrepreneurship-based curriculum.

Due to his vast industry experience and mortgage and structured products expertise, we believe Mr. Durkin should serve as a member of our Board.

Dianne Hurley

Independent Director since 2020

Age: 60

Committees
- Audit (Chair)
- Nominating and Corporate Governance

Ms. Hurley is currently Managing Director at Glocap, a boutique recruiting and human capital management consulting firm. Before joining Glocap in April 2022, Ms. Hurley served as the Chief Financial and Operations Officer of Moravian Academy (2020-2022) and as Chief Administrative Officer of A&E Real Estate, one of the largest owner/operators of multi-family real estate in New York City (2017-2020). Since 2015, Ms. Hurley has also worked as an operational consultant to various startup asset management firms, including BayPine Capital, Stonecourt Capital and Imperial Companies. From September 2009 to November 2011, Ms. Hurley served as the first Chief Operating Officer of Global Distribution in the Asset Management Division of Credit Suisse. From 2004 to September 2009, Ms. Hurley served as the founding Chief Administrative Officer of TPG-Axon, a large investment management firm affiliated with TPG Capital. Ms. Hurley began her career in the real estate department of Goldman, Sachs & Co. Ms. Hurley currently serves as the chair of the audit committee for American Healthcare REIT, Inc. (fka, Griffin-American Healthcare REIT IV). She has also previously served as an independent director of an additional three public companies within the real estate industry. Ms. Hurley holds a Bachelor of Arts from Harvard University and a Master of Business Administration from Yale School of Management.

Due to her extensive financial and real estate experience, as well as her experience as a director for several other public companies, we believe Ms. Hurley should serve as a member of our Board.

Matthew Jozoff

Independent Director since 2022

Age: 57

Committees:
- Audit
- Compensation

Mr. Jozoff is currently a Managing Director at Radkl, a quantitative trading firm for digital assets and cryptocurrencies, where he has served since 2021. Prior to joining Radkl, Mr. Jozoff served in various positions at J.P. Morgan Chase & Co., including as a Managing Director and Co-Head of Fixed Income, Currencies, Commodities and Index Research (2019-2021); Head of Rates and Securitized Products Research (2013-2019); and Head of Mortgage/Securitized Products Research (2006-2013). Prior to joining J.P. Morgan, Mr. Jozoff worked at Goldman Sachs & Co. as a Vice President and Head of Mortgage Strategy from 1997 to 2006 and at Lehman Brothers in its Mortgage Research division from 1991 to 1997. Mr. Jozoff holds a Bachelor of Arts from Princeton University and a Master of Business Administration from the University of Pennsylvania.

Due to his extensive experience in the mortgage origination, fixed income and finance industries, we believe Mr. Jozoff should serve as a member of our Board.

Peter Linneman

Independent Director since 2011

Age: 71

Committees:
- Compensation (Chair)
- Nominating and Corporate Governance

Dr. Linneman is currently the Emeritus Albert Sussman Professor of Real Estate, Finance, and Public Policy at the University of Pennsylvania, Wharton School of Business where he has been on the faculty since 1979. At Wharton, he was the Director of the Samuel Zell and Robert Lurie Real Estate Center from 1986-1998 and the Chairperson of the Wharton Real Estate Department from 1994-1997. Dr. Linneman is also the founding principal of Linneman Associates, a real estate advisory firm, and the CEO of American Land Funds and KL Realty Fund, both private real estate acquisition firms. He currently serves on the board of directors of Regency Centers Corporation (NYSE: REG), Paramount Group, Inc. (NYSE: PGRE) and Equity Commonwealth (NYSE: EQC), each of which is a public real estate investment trust. Dr. Linneman has served on over 20 public and private company boards, including as director of eleven NYSE-listed companies. Dr. Linneman holds both a masters and a doctorate degree in economics from the University of Chicago.

Due to his extensive academic and business experience in real estate, his understanding of complex financial structures and his experience as a member of several public and private boards, including many real estate investment companies, we believe Dr. Linneman should serve as a member of our Board.

Nicholas Smith

Chief Investment Officer

Director since 2022

Age: 42

Mr. Smith joined Angelo Gordon in 2021 as a Managing Director in the Structured Credit team and is the head of the firm's Residential Whole Loan Business. Mr. Smith has served as our Chief Investment Officer since April 2021 and as a member of our Board of Directors since October 2022. Mr. Smith also serves as a board member of Arc Home, a mortgage originator and GSE licensed servicer owned by the Company and other affiliates of Angelo Gordon. Prior to joining Angelo Gordon, Mr. Smith was a Managing Director at Bank of America Securities, where he was the Non-Agency RMBS and ABS Trading Desk Head. During his tenure at Bank of America Securities, Mr. Smith was instrumental in developing the Whole Loan Purchase Program along with the disposition of Credit Sensitive Loans for the Legacy Assets and Servicing Group. Prior to working at Bank of America, Mr. Smith worked at Guggenheim Capital Markets and Bear, Stearns & Co. in various trading, banking and structuring roles. Mr. Smith holds a Bachelor's degree in Mathematical Economics from Colgate University.

Due to his deep expertise in residential mortgage origination, trading, underwriting and lending, and extensive industry experience, we believe Mr. Smith should serve as a member of our Board.

Biographical Information Regarding Executive Officers Who Are Not Directors

The following is a list of individuals serving as executive officers of the Company, other than T.J. Durkin (our Chief Executive Officer and President) and Nicholas Smith (our Chief Investment Officer), who serve as members of our Board in addition to their roles as executive officers. For biographical information regarding Messrs. Durkin and Smith, see "Information Regarding Director Nominees" above. All of our executive officers serve at the discretion of the Board. In addition, all of our executive officers are employed by Angelo Gordon, an affiliate of our Manager, in various executive, managerial and administrative positions. Pursuant to the terms of our management agreement, our Manager is obligated to supply us with our management team, including a chief executive officer, chief financial officer and chief investment officer or similar positions.

Anthony Rossiello

Chief Financial Officer and Treasurer

Age: 35

Mr. Rossiello joined Angelo Gordon's finance team in 2020 and was appointed as our Chief Financial Officer and Treasurer and a Managing Director of Angelo Gordon, effective January 2021. In this position, Mr. Rossiello also serves as our Principal Financial and Accounting Officer. Mr. Rossiello has previously served as our Controller and interim Principal Accounting Officer during 2020. Prior to joining Angelo Gordon, Mr. Rossiello began his career at Ernst & Young LLP where he was a Senior Manager in the Banking and Capital Markets practice primarily focusing on providing client services to publicly traded companies within the banking and mortgage REIT industry as well as working with private companies within the mortgage origination and servicing industry. Mr. Rossiello holds a Bachelor of Science in Accounting from the State University of New York at Albany and is a Certified Public Accountant.

Jenny B. Neslin

General Counsel and Secretary

Age: 40

Ms. Neslin joined Angelo Gordon's legal team as a Managing Director in April 2021 and was appointed as our General Counsel and Secretary, effective April 2021. Ms. Neslin also serves as General Counsel and Secretary of AG Twin Brook BDC, Inc., and AG Twin Brook Capital Income Fund, positions she has held since November 2021 and February 2022, respectively. Prior to joining the Company, Ms. Neslin was Managing Director and Deputy General Counsel at Colony Capital, which is now known as DigitalBridge Group, Inc. (NYSE: DBRG). At Colony Capital, Ms. Neslin was responsible for legal oversight of Colony Capital's capital markets activities (including public and private equity and debt offerings), ongoing disclosure and reporting obligations under U.S. federal securities laws and corporate governance matters. In addition, from August 2015 to January 2018, Ms. Neslin served as General Counsel and Secretary for each of NorthStar Real Estate Income Trust, Inc. and NorthStar Real Estate Income II, Inc., which were public, non-traded real estate investment trusts managed by NorthStar, until NorthStar's merger with Colony Capital in January 2017. Prior to joining an affiliate of NorthStar in July 2013 as Associate General Counsel, Ms. Neslin was an associate in the Capital Markets group at Clifford Chance US LLP, where she primarily advised REITs and investment banks in public and private capital markets transactions. Ms. Neslin holds a Bachelor of Music in Music Business from New York University and a Juris Doctor from Benjamin N. Cardozo School of Law at Yeshiva University.

Andrew Parks

Chief Risk Officer

Age: 50

Mr. Parks joined Angelo Gordon in August 2009 as Chief Risk Officer and has served as our Chief Risk Officer since our IPO in July 2011. Before joining Angelo Gordon, Mr. Parks was associated with Morgan Stanley where he served as an Executive Director overseeing the risk management group for the ultra-high net worth division in the U.S. and Latin America. Prior to joining Morgan Stanley, Mr. Parks worked as a corporate attorney at Cravath, Swaine & Moore LLP in New York in the areas of mergers and acquisitions, debt and equity capital markets, secured corporate credit and real estate acquisition/finance. Mr. Parks holds a Bachelor of Arts from Tulane University and a Juris Doctor from The University of Texas School of Law.

CORPORATE GOVERNANCE

Board and Committees

Our Manager manages our day-to-day operations, subject to the supervision and oversight of our Board. Our Manager has delegated to Angelo Gordon the overall responsibility of our Manager's day-to-day duties and obligations arising under our management agreement. Members of our Board are kept informed of our business through discussions with our and our Manager's executive officers, by reviewing materials provided to them and by participating in meetings of the Board and its committees. A majority of the members of our Board are "independent," as determined in accordance with the requirements of the NYSE and the regulations of the SEC. Our independent directors meet in executive sessions without the presence of our executive officers or non-independent directors.

Our Board has formed an audit committee ("Audit Committee"), a compensation committee ("Compensation Committee") and a nominating and corporate governance committee ("Nominating and Corporate Governance Committee") and has adopted charters for each of these committees. Each of these committees is composed exclusively of independent directors, as defined by the listing standards of the NYSE and, as it relates to the Audit Committee, Rule 10A-3(b)(1) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and, as it relates to the Compensation Committee, Rule 10C-1(b)(1)(ii) promulgated under the Exchange Act. Moreover, the Compensation Committee is composed exclusively of individuals intended to be, to the extent provided by Rule 16b-3 promulgated under the Exchange Act, non-employee directors.

Board Composition and Refreshment

Our Board recognizes the importance of having the right mix of skills, expertise and experience and regularly reviews its capabilities. Our Board is also committed to seeking highly qualified individuals from minority groups (including gender and ethnically/racially diverse groups) to include in the pool from which board nominees are selected. In the past five years, our Board has appointed two women to serve on our Board and, as a result, one-third of our Board's members are female.

Our Board further recognizes the importance of refreshment. In 2022, two new directors with substantial mortgage origination and securitization experience - Matthew Jozoff, an independent director, and Nicholas Smith, our Chief Investment Officer - were elected to our Board. As a result, our Board of Directors has an average tenure of 4 years.

Board Leadership

Our business is conducted day-to-day by our executive officers and our Manager, under the direction of our chief executive officer and the oversight of our Board, to enhance long-term value for our stockholders. Our Board is elected by our stockholders on an annual basis to oversee our executive officers and our Manager.

The Board annually appoints a chair of the board, who may or may not be our chief executive officer. We currently separate the Chair of the Board and Chief Executive Officer roles. In October 2022, our Board appointed Debra Hess, an independent director, to serve as the Non-Executive Chair of the Board. As Non-Executive Chair of the Board, Ms. Hess presides over all meetings of the Board (including executive sessions of the independent directors) and stockholders, consults with the Chief Executive Officer and the Board committee chairs in establishing the agenda for Board and Board committee meetings, acts as a liaison between the outside directors and management (including the Chief Executive Officer), and among independent directors. In addition, Ms. Hess serves as the focal point of communication to the Board regarding management plans and initiatives, ensures that the role between Board oversight and management operations is respected, and performs such other duties as the Board requires from time to time.

At present, our Board believes that the separation of the Chair and Chief Executive Officer roles, while not required, fosters clear accountability and enhances the Board's oversight of and independence from management, as well as assists the Board's ability to carry out its roles and responsibilities on behalf of stockholders. The Board also

believes that the current leadership structure fosters effective decision-making and alignment on corporate strategy. In addition, the Board believes that separation of the Chair of the Board and Chief Executive Officer roles strengthens risk management and allows our Chief Executive Officer to focus more of his time and energy on day-to-day management and operations of the business.

The Board recognizes that one of its key responsibilities is to evaluate and determine its optimal leadership structure so as to provide independent oversight of management. The Board believes that there is no single, generally accepted approach to providing board leadership, and the right board leadership structure may vary as circumstances warrant. Consistent with this belief, our independent directors consider the board's leadership structure on an annual basis.

Director Independence

Under the corporate governance standards of the NYSE, at least a majority of our directors, and all of the members of our Audit, Compensation and Nominating and Corporate Governance Committees, must be "independent," as such term is defined in the NYSE Listed Company Manual. The NYSE standards provide that to qualify as an "independent" director, in addition to satisfying certain bright-line criteria, the Board must affirmatively determine a director has no material relationship with us (either directly or as a partner, stockholder or officer of an organization that has a relationship with us). Our Board has affirmatively determined each of the following director nominees satisfies the bright-line independence criteria of the NYSE and none of them has a relationship with us that would interfere with such person's ability to exercise independent judgment as a member of the Board: Debra Hess, Dianne Hurley, Matthew Jozoff and Peter Linneman. Therefore, we believe that all of these nominees, who constitute a majority of our Board nominees, are independent under the NYSE rules.

The Nominating and Corporate Governance Committee has adopted limits on the number of public company boards on which our independent directors may serve, to enable them to have sufficient time to devote to their duties to the Company. Unless approved by the Board, our independent directors may not serve on more than four public company boards, which number includes service on our Board. The Company does not limit the number of not-for-profit boards on which our independent directors may serve.

We have implemented procedures for interested parties, including stockholders, to communicate directly with our independent directors. We believe providing a method for interested parties to communicate directly with our independent directors, rather than the full Board, facilitates candid and open communications and provides an efficient method of relaying any interested party's concerns or comments. See "Communication with the Board and Independent Directors."

Nomination of Directors

Before each annual meeting of stockholders, the Nominating and Corporate Governance Committee considers the nomination of all directors and also considers new candidates whenever there is a vacancy on the Board or whenever a vacancy is anticipated. The Nominating and Corporate Governance Committee identifies director candidates based on recommendations from directors, stockholders, management and others. The committee may engage the services of third-party search firms to assist in identifying or evaluating director candidates.

Our Nominating and Corporate Governance Committee charter provides that the Nominating and Corporate Governance Committee will consider recommendations for board membership by stockholders. The Nominating and Corporate Governance Committee considers candidates proposed by stockholders and evaluates them using the same criteria as for other candidates.

The Nominating and Corporate Governance Committee evaluates annually the effectiveness of the Board as a whole and of each committee and conducts an annual assessment of each independent director. The Nominating and Corporate Governance Committee also identifies any area in which the Board would be better served by adding new members with different skills, backgrounds or areas of experience. The Board considers director candidates, including those nominated by stockholders, based on a number of factors including: whether the board member will

be “independent,” as such term is defined by the NYSE listing standards; whether the candidate possesses the highest personal and professional ethics, integrity and values; and whether the candidate contributes to the overall diversity of the Board. Candidates are also evaluated on their understanding of our business, experience, and willingness to devote adequate time to carrying out their duties, among other things. The Nominating and Corporate Governance Committee also monitors the mix of skills, experience and background of the members of the Board to assure the Board has the necessary composition to effectively perform its oversight function.

While we do not have a formal policy about diversity, our Board is committed to seeking highly qualified individuals from minority groups (including gender and ethnically/racially diverse groups) to include in the pool from which board nominees are selected. Each individual is evaluated in the context of the Board as a whole, with the objective of recommending a group of directors that reflects a mix of different viewpoints, professional experience, education, skills and other personal qualities and attributes that can best facilitate the success of the Company’s business and can represent shareholder interests through the exercise of sound judgment, using its diversity of experience.

Corporate Governance Guidelines

Our Board has also adopted corporate governance guidelines, which are available in the "Investor Relations - Corporate Governance" section of our website, *www.agmit.com*. These guidelines set forth the practices the Board follows with respect to, among other matters, the composition of the Board; director responsibilities; board committees; director access to executive officers, the Manager and independent advisors; director compensation; and regular evaluations of the performance of the Board.

Retirement Policy

The Board believes that 75 years of age is an appropriate retirement age for directors. Directors generally will not be nominated for reelection at any annual stockholders meeting following their 75th birthday. However, the Board may determine to waive this policy in individual cases.

Code of Business Conduct and Ethics

Our Board has established a code of business conduct and ethics that applies to our executive officers and directors as well as the employees, executive officers and directors of our affiliates who provide us services (the “Code of Ethics”). Among other matters, our Code of Ethics is designed to deter wrongdoing and to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- accurate, complete, objective, relevant, timely and understandable disclosure in our SEC reports and other public communications;
- compliance with applicable governmental laws, rules and regulations;
- the protection of Company assets, including corporate opportunities and confidential information;
- prompt internal reporting of violations of the Code of Ethics to appropriate persons identified in the Code of Ethics; and
- accountability for adherence to the Code of Ethics.

Any waiver of the Code of Ethics may be made only by our Board or one of our board committees. The Code of Ethics is posted in the “Investor Relations — Corporate Governance” section of our website, *www.agmit.com*. We intend to satisfy the disclosure requirement regarding any amendment to, or a waiver of, a provision of the Code of Ethics by posting such information on our website.

Stockholder Outreach

We are committed to effective corporate governance and value the views of our stockholders. Our senior management team maintains a regular dialogue with investors to gain their perspectives on current governance and related issues, with a view toward addressing any questions or concerns. Along these lines, in connection with our 2022 voting results for the election of directors and say-on-pay proposals, we engaged in a robust stockholder outreach program to solicit feedback and better understand any individual stockholder concerns on our corporate governance and overall executive compensation program. In connection with this program, we reached out to 20 institutional stockholders representing over 25% of our outstanding shares. We ultimately met with three different stockholders, representing approximately 11% of our outstanding shares. The remainder of the stockholders we contacted confirmed that they did not view a discussion to be necessary or did not respond to our request.

Based on our conversations, we believe these stockholders are generally supportive of our executive compensation program, including the disclosures we provide, particularly in the context of being an externally managed REIT with no employees. See "Executive Compensation — Compensation Discussion and Analysis — Overview of Compensation Program" in this proxy statement. Certain of the stockholders we spoke with also expressed concerns regarding certain governance aspects of the reverse stock split we effectuated in July 2021, which impacted their support for certain of our director nominees in 2022. Like many other REITs who effected reverse stock splits during 2021, the purpose of our reverse stock split was to seek to improve liquidity in our common stock and expand the universe of institutional investors who could invest in our Company. We have only effected one reverse stock split in our Company's history, and we have no current intention to undertake another reverse split; however, if we do ever consider one in the future, our Board intends to take our stockholders' views into consideration, including the views expressed to us during our 2022 stockholder outreach program.

Board's Role in Risk Oversight

The Board is responsible for overseeing our risk management policies and practices. Our executive officers, including our Chief Risk Officer, who are responsible for our day-to-day risk management practices, regularly present to the Board on our overall risk profile and the processes by which such risks are mitigated. Our Manager also regularly reports to the Board on various matters related to our risk exposure. Through regular and consistent communication, our Manager provides reasonable assurances to our Board that all of our material operational and investment risks, including among others, liquidity risk, interest rate risk and capital market risk, are understood and addressed.

Cybersecurity

Cybersecurity is a growing risk for companies. While our Audit Committee is tasked with overseeing cybersecurity risks, it is of particular concern to the full Board, as well. Our Manager reports at least annually to the full Board regarding the steps our Manager is taking to protect the Company and its assets from cyber attacks or intrusions. Our Manager has developed a comprehensive framework that is designed to prevent, detect, address and mitigate the risk of unauthorized access, misuse, computer viruses and other events that could have a security impact. This framework includes an incident response plan and a third party vendor management program.

Board Meetings and Annual Meeting of Stockholders

The Board held 14 meetings (including regularly scheduled and special meetings) in 2022, and each director who was a director in 2022 attended at least 75% of the aggregate of (i) the total number of meetings of the Board (held during the period for which such person has been a director) and (ii) the total number of meetings held by all committees of the Board on which such person served (during the periods that such person served).

We have a policy that directors attend each annual meeting of stockholders. All of our directors serving in May 2022 attended the 2022 annual meeting of stockholders. The independent directors have the opportunity to meet in executive session at least once per quarter during a regularly scheduled board meeting without management. From

January 2022 until May 2022, Joseph LaManna, our former Lead Independent Director, presided at executive sessions of the independent directors. For the remainder of 2022, Debra Hess, who served as our Lead Independent Director from May 2022 until her appointment as the Non-Executive Chair of the Board in October 2022, presided at the executive sessions of the independent directors.

Committee Membership

The current committees of the Board are the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee. The table below provides current Board committee membership information and information regarding the number of meetings held in 2022.

Director	Audit	Compensation	Nominating and Corporate Governance
Debra Hess*	M, E	M	C
Dianne Hurley	C, E	—	M
Matthew Jozoff[1]	M	M	—
Peter Linneman	—	C	M
Number of Meetings Held in 2022	4	4	5

*Non-Executive Chair of the Board

M - Member C - Chair E - Audit Committee Financial Expert

[1] Mr. Jozoff was elected to our Board on May 2, 2022 and concurrently became a member of the Audit and Compensation Committees.

Board Committees

Below is a description of each committee of the Board. Each of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee has adopted a charter, which is available at our website at *www.agmit.com* under the heading "Investor Relations – Corporate Governance."

Audit Committee

Our Audit Committee consists of Mses. Hurley and Hess and Mr. Jozoff, each of whom is an independent director and "financially literate" under the rules of the NYSE. Ms. Hurley chairs our Audit Committee and each of Mses. Hurley and Hess are audit committee financial experts, as that term is defined by the SEC. Our Audit Committee assists the Board in overseeing:

- our internal controls over financial reporting;
- our accounting and financial reporting processes;
- the integrity and audits of our consolidated financial statements;
- our compliance with legal and regulatory requirements;
- our information technology security program;
- the qualifications and independence of our independent auditors; and
- the performance of our independent and internal auditors.

Our Audit Committee is responsible for engaging independent registered public accounting firms, reviewing with the independent registered public accountants the plans and results of the audit engagement, approving professional services provided by the independent registered public accountants, reviewing the independence of the independent registered public accountants, considering the range of audit and non-audit fees, and reviewing the adequacy of our internal controls over financial reporting.

Compensation Committee

Our Compensation Committee consists of Messrs. Linneman and Jozoff and Ms. Hess, each of whom is an independent director under the rules of the NYSE. Dr. Linneman chairs our Compensation Committee. The responsibilities of our Compensation Committee include evaluating the performance of our executive officers; reviewing the compensation payable by us, if any, to our executive officers; evaluating the performance of our Manager; reviewing the equity compensation and fees payable to our Manager under the management agreement; administering our equity incentive plans and any other compensation plans, policies and programs; discharging our Board's responsibilities relating to compensation payable to our independent directors; and reviewing and recommending to the Board compensation plans, policies and programs.

Nominating and Corporate Governance Committee

Our Nominating and Corporate Governance Committee consists of Mses. Hess and Hurley and Mr. Linneman, each of whom is an independent director under the rules of the NYSE. Ms. Hess chairs our Nominating and Corporate Governance Committee. Our Nominating and Corporate Governance Committee is responsible for seeking, considering and recommending to our Board qualified candidates for election as directors and recommending a slate of nominees for election as directors at each annual meeting of stockholders. The committee also recommends to our Board the appointment of each of our executive officers. It also periodically prepares and submits to our Board for adoption the committee's selection criteria for director nominees. It reviews and makes recommendations on matters involving the general operation of our Board and our corporate governance and annually recommends to our Board the nominees for each committee of the Board. In addition, the committee annually conducts an evaluation of the performance of our Board, both individually and collectively.

Other Committees

Our Board may from time to time establish other committees to facilitate the management of the Company.

Stock Ownership Guidelines

Our minimum share ownership guidelines for directors require that each director acquire and maintain a minimum number of shares equal to four times the basic annual cash retainer payable to non-employee directors within four years of becoming subject to the guidelines. From time to time, the Nominating and Corporate Governance Committee of the Board will review each director's compliance with the guidelines and may grant exceptions to the guidelines as it deems appropriate. All of our directors are either currently in compliance with the minimum share ownership guidelines or are still within the four-year grace period for compliance.

Our minimum share ownership guidelines for executive officers require that our Chief Executive Officer, President, Chief Investment Officer and Chief Financial Officer acquire and maintain a minimum equity investment in the company of 5,000 shares of our common stock. Any executive officer elected to an office subject to the minimum share ownership guidelines after the minimum share ownership guidelines became effective must be compliant within three years of the date of his or her election. Until the minimum equity investment is met, an executive officer subject to the guidelines must retain all of our common stock granted to him or her as compensation. From time to time, the Nominating and Corporate Governance Committee of the Board will review each executive officer's compliance with the guidelines and may grant exceptions to the guidelines as it deems appropriate and market-competitive on a case-by-case basis. All of our executive officers subject to the minimum share ownership guidelines are currently in compliance therewith.

Policy Prohibiting Pledging and Hedging of Our Securities

Our Policy Prohibiting Pledging and Hedging of AG Mortgage Investment Trust, Inc. Securities applies to each of our directors and executive officers, and states that each such person is prohibited from (i) making or maintaining any pledges of our securities or otherwise holding our securities in a margin account and (ii) engaging in any hedging transactions with respect to our securities, including, without limitation, the use of financial instruments, such as prepaid variable forward contracts, equity swaps, collars or exchange funds.

Compensation Committee Interlocks and Insider Participation

Our Compensation Committee consists solely of the following independent, non-employee directors: Messrs. Linneman and Jozoff and Ms. Hess. None of the members of our Compensation Committee, nor any prospective member of our Compensation Committee, is or has been an employee or officer of us or any of our affiliates. During 2022, none of the Company's executive officers served on the compensation committee (or other committee serving an equivalent function) of another entity whose executive officers served on the Compensation Committee or Board.

Communication with the Board and Independent Directors

Our Board or any individual director may be contacted by any party via mail at the address listed below:

Board of Directors
AG Mortgage Investment Trust, Inc.
245 Park Avenue, 26th Floor
New York, New York 10167
Attn: General Counsel

We believe that providing a method for interested parties to communicate directly with our independent directors, rather than the full Board, provides a confidential, candid, and efficient method of relaying any interested party's concerns or comments. Our Non-Executive Chair of the Board is Ms. Hess. The independent directors can be contacted by any party via mail at the address listed below:

Independent Directors
AG Mortgage Investment Trust, Inc.
245 Park Avenue, 26th Floor
New York, New York 10167
Attn: General Counsel

The Company does not screen mail except when warranted for security purposes, and all correspondence will be forwarded to our Board, any specified committee or individual directors as specified in the correspondence.

CORPORATE SOCIAL RESPONSIBILITY

Angelo Gordon is committed to corporate social responsibility. We recognize the importance of developing a strong corporate social responsibility program, including environmental, social and governance ("ESG") policies, and believe that the implementation of such a program benefits Angelo Gordon's employees and supports long-term value creation for our stockholders. Angelo Gordon's values of integrity, fairness, honesty and entrepreneurship guide our business and commitment to social responsibility. Angelo Gordon's corporate social responsibility strategy consists of four pillars:

- Diversity & Inclusion;
- Operational Impact / Governance;
- Responsible Investing; and
- Community Engagement.

Diversity & Inclusion

Angelo Gordon's diversity and inclusion policies are organized around three pillars: (1) education, (2) attraction, and (3) retention / development.

Educate: Angelo Gordon regularly conducts diversity and inclusion trainings with leadership and across the firm, promoting a diverse and inclusive culture where all voices are welcomed and heard.

Attract: Angelo Gordon supports diverse recruitment, opportunity, and retention through its active partnerships with diverse recruitment organizations and diversity and inclusion-focused initiatives, such as:

- Girls Who Invest;
- Seizing Every Opportunity (SEO);
- FastTrack;
- iMentor;
- Posse Foundation; and
- Toigo Foundation.

Hiring managers at Angelo Gordon are expected to expand diversity in prospective candidate pools and are required to attend additional diversity and inclusion training and workshops.

Retain and Develop: The AG Diversity Council and AG Women's Network drive networking, awareness and engagement initiatives.

Further, our Board is committed to seeking highly qualified individuals from minority groups (including gender and ethnically / racially diverse groups) to include in the pool from which board nominees are selected. One-third of the members of our Board of Directors are female.

Operational Impact / Governance

We are committed to good corporate governance practices that strengthen alignment of interests with our stockholders. We have adopted and adhere to a Code of Business Conduct and Ethics covering, among other things, compliance with laws, rules and regulations, avoidance and management of conflicts of interest, strict prohibitions against insider trading (which are also subject to a separate policy), usurping corporate opportunities, and

discrimination and harassment, in addition to general provisions ensuring that employees act honestly and ethically. As an extension of these policies, we maintain a whistleblower / ethics hotline with anonymous reporting options. This code is applicable to our directors and to all of Angelo Gordon's employees who provide services to us, including our officers.

Further examples of our strong governance framework include:

- 2/3 of our Board members are independent and our Board has an independent, Non-Executive Chair;
- 33% of our Board members are female;
- We are committed to Board refreshment (4 years average director tenure);
- Shares received as director compensation are subject to a lock-up for the duration of such director's tenure;
- Established common stock ownership minimums, with a policy prohibiting pledging or hedging;
- We do not have a classified board and we hold annual elections of directors;
- Adopted Corporate Governance Guidelines & Code of Business Conduct and Ethics;
- Our Board and each committee conduct annual self-assessments;
- Our Board committees are comprised solely of independent directors; and
- Regular meetings of independent directors without management and with independent auditors.

In addition, Angelo Gordon embraces opportunities to reduce our environmental impact. Angelo Gordon has invested in best-in-class compliance, risk and internal control processes and platforms, delivered by teams with deep industry and firm experience. Angelo Gordon has robust cyber-security monitoring and action plans, safeguarding investor and firm information and data. Angelo Gordon is also a signatory of the Standard Board for Alternative Investments (SBAI).

Further, our principal office is headquartered in a LEED Gold Certified Building with close access to a major public transportation hub, enabling Angelo Gordon's employees to commute efficiently.

Responsible Investing

Angelo Gordon, which became a signatory to the United Nations' Principles for Responsible Investment in 2021, seeks to incorporate material environmental, social and governance factors into its investment decision making to maximize risk-adjusted returns. For its residential debt business this entails seeking to identify potentially material ESG risks in the underlying collateral, as well as in the performance of the debt originators and servicers. For example, our investment and data science teams conduct ongoing monitoring of the geographic exposure of our assets against FEMA's National Risk Index for Natural Hazards (NRI). The NRI estimates the risks for 18 natural hazards alongside social and community data at the census tract level. Our teams also use a portfolio heatmap to proactively identify and track the performance of collateral that are subject to National Oceanic and Atmospheric Association (NOAA) designated extreme weather incidents. Angelo Gordon's RMBS asset management team maintains constructive relationships with its mortgage servicers and receives regular updates on customer issues and regulatory compliance. Additionally, the firm's third-party risk management (TPRM) program and processes involve reviewing and periodically assessing risks related to key vendors utilized in RMBS strategy investments, including third party originators, loan servicers and financial counterparties. The team executes on a robust due diligence process that meets or exceeds regulatory standards, including an anti-money laundering (AML) policy and process, with established Know-Your-Customer (KYC) procedures.

Angelo Gordon has a dedicated Head of ESG to lead and drive a best-in-class, strategic approach to ESG integration and opportunity across Angelo Gordon's global platform.

Community Engagement

Angelo Gordon has a long history of supporting its employees' dedication of time, resources and passion in having a positive impact on the communities in which they live and work. Angelo Gordon's philanthropic platform, AG Gives, focuses on:

- **Volunteering** opportunities for employees through partnerships such as:
    - NYC Cares
    - Habitat for Humanity
    - SuitUp
    - iMentor
- **Charitable giving** to support community organizations and initiatives and other non-profits through financial, in-kind and other donations, including clothing and food drives.
    - Angelo Gordon supports employee charitable contributions with a targeted matching program
- **Educating** Angelo Gordon employees about issues facing different communities, how various organizations are responding, and how employees can get involved or provide support.

PROPOSAL 2: RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of our Board has appointed the accounting firm of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2023, and recommended the ratification of this appointment by our stockholders. PricewaterhouseCoopers LLP has served as our independent registered public accounting firm since our initial public offering in July 2011 and is considered by our management to be well qualified.

We expect that a representative of PricewaterhouseCoopers LLP will be present at the Annual Meeting to respond to appropriate questions and will have the opportunity to make a statement if such representative desires to do so.

RECOMMENDATION OF THE BOARD:

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2023.

The voting requirements for this proposal are described above in the "General Information About The Annual Meeting And Voting" section of this Proxy Statement.

AUDIT COMMITTEE MATTERS

Fee Disclosure

The following is a summary of the fees billed to the Company by PricewaterhouseCoopers LLP for professional services rendered for the fiscal years ended December 31, 2022 and 2021:

	Fiscal Year Ended December 31,	
	2022	**2021**
Audit Fees[1]	$1,010,954	$1,049,380
Audit-Related Fees	—	—
Tax Fees[2]	188,730	184,500
All Other Fees[3]	183,558	—
Total	$1,383,242	$1,233,880

[1] "Audit Fees" consist of fees and related expenses for professional services rendered in connection with the audits of our consolidated financial statements performed by PricewaterhouseCoopers LLP. Audit Fees include fees related to the audit of internal control over financial reporting, the review of the Company's quarterly reports on Form 10-Q, and the issuance of consents and comfort letters related to equity offerings and registration statements. There were no fees or expenses related to the issuance of consents and comfort letters incurred in 2022. In 2021, fees and expenses related to the issuance of consents and comfort letters included in the total Audit Fees was $90,000.

[2] "Tax Fees" consist of fees and related expenses for professional services for tax compliance, tax advice and tax planning. These services included assistance regarding federal and state tax compliance and tax planning and structuring.

[3] "All Other Fees" consist of fees related to agreed upon procedures performed in connection with securitization transactions completed during 2022.

Pre-Approval Policy

All audit, tax and other services provided to us were reviewed and pre-approved by the Audit Committee in accordance with the terms of the Audit Committee's charter. In addition, our Audit Committee has established a pre-approval policy pursuant to which a list of specific services within certain categories of services, including audit, audit-related, tax and other services, are specifically pre-approved, subject to an aggregate maximum fee established annually and payable by the Company for each category of pre-approved services. Any service that is not included in the approved list of services must be separately pre-approved by the Audit Committee. In addition, all audit and permissible non-audit services in excess of the pre-approved fee level, whether or not included on the pre-approved list of services, must be separately pre-approved by the Audit Committee.

AUDIT COMMITTEE REPORT

The audit committee (the "Audit Committee") of the board of directors (the "Board") of AG Mortgage Investment Trust, Inc. (the "Company") has furnished the following report to stockholders of the Company in accordance with rules adopted by the Securities and Exchange Commission (the "SEC"). The Audit Committee is composed of three directors, each of whom is independent and "financially literate" under the rules of the NYSE. The Board has determined that each of Ms. Hess and Ms. Hurley is an "audit committee financial expert" as defined by the rules of the SEC. The Audit Committee has the duties and powers described in its written charter adopted by the Board on February 26, 2020. A copy of the charter is available on the Company's website at *www.agmit.com*.

The Company's management has primary responsibility for establishing and maintaining effective internal controls over financial reporting, preparing the Company's consolidated financial statements in accordance with U.S. generally accepted accounting principles, and managing the public reporting process. PricewaterhouseCoopers LLP, the Company's independent registered public accounting firm ("PwC"), is responsible for forming and expressing opinions on the conformity of the Company's audited consolidated financial statements in accordance with U.S. generally accepted accounting principles, in all material respects, and on the effectiveness of the Company's internal controls over financial reporting.

The Audit Committee reviewed and discussed with management the Company's audited consolidated financial statements for the year ended December 31, 2022, including a discussion of the acceptability and appropriateness of significant accounting policies and management's assessment of the effectiveness of the Company's internal controls over financial reporting. The Audit Committee discussed with the Company's independent registered public accounting firm matters related to the conduct of the audits of the Company's consolidated financial statements and internal controls over financial reporting. The Audit Committee also reviewed with management and the independent registered public accounting firm the reasonableness of significant estimates and judgments made in preparing the consolidated financial statements, as well as the clarity of the disclosures in the consolidated financial statements and related notes. The Audit Committee does not itself prepare financial statements or perform audits, and its members are not auditors or certifiers of the Company's financial statements.

The Audit Committee has discussed with the Company's independent registered public accounting firm the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board ("PCAOB").

The Audit Committee has also received and reviewed the written communications from PwC as required by the applicable requirements of the PCAOB regarding PwC's communications with the Audit Committee concerning independence and has discussed with PwC its independence.

Based on the reviews and discussions described in this report, and subject to the limitations on the role and responsibilities of the Audit Committee referred to in this report and in the Company's Audit Committee charter, the Audit Committee recommended to the Board (and the Board approved) the audited consolidated financial statements and related notes be included in the Annual Report on Form 10-K for the year ended December 31, 2022 for filing with the SEC. The Audit Committee also selected and appointed PwC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023 and is presenting this appointment to the Company's stockholders for ratification.

By the Audit Committee

Dianne Hurley (Chair)
Debra Hess
Matthew Jozoff

PROPOSAL 3: APPROVAL ON AN ADVISORY BASIS OF OUR EXECUTIVE COMPENSATION

At our 2018 annual meeting, we asked our stockholders to vote, on an advisory basis, to recommend the frequency with which we would provide future advisory votes on named executive officer compensation. At our 2018 annual meeting, 98% of our stockholders who voted on the "say on frequency" proposal voted, on an advisory basis, to hold future advisory votes on named executive officer compensation each year. Taking into consideration the recommendation of the stockholders, our Board elected to hold advisory votes on named executive officer compensation each year. In the future, our Board may reconsider the frequency with which we hold advisory votes on named executive officer compensation.

Our Board is committed to corporate governance best practices and recognizes the significant interest of stockholders in executive compensation matters. We are providing this advisory vote as required pursuant to the rules of the SEC. We are asking our stockholders to indicate their support for our named executive officer compensation as disclosed in this Proxy Statement. This vote is not intended to address any specific item of compensation, but rather the overall policies and practices that apply to the compensation of our named executive officers. We will ask our stockholders to vote "FOR" the following resolution at the Annual Meeting:

> "RESOLVED, that the stockholders approve, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the Company's Proxy Statement for the 2023 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, the compensation tables and the other related disclosure."

While this vote is advisory and not binding on us or the Compensation Committee, it will provide information to us and the Compensation Committee regarding stockholder sentiment about our executive compensation policies and practices. Our Board and our Compensation Committee value the opinions of our stockholders. In the event there is a significant vote against the named executive officer compensation as disclosed in this Proxy Statement, we will consider our stockholders' concerns, and the Compensation Committee will evaluate whether any actions are necessary to address those concerns.

As described in detail under the heading "Executive Compensation" below, we are externally managed by our Manager, pursuant to the management agreement between our Manager and us. Our Manager has delegated to Angelo Gordon the overall responsibility of our Manager's day-to-day duties and obligations arising under our management agreement. In 2022, we did not have any employees whom we compensated directly with salary, other cash compensation or stock-based compensation. A portion of our named executive officers' compensation was paid out of funds from management fees we pay to our Manager and the expense reimbursement we pay to our Manager. We have not paid, and do not intend to pay, any cash compensation to our named executive officers. We do not provide our named executive officers with pension benefits, termination payments or other incidental payments.

RECOMMENDATION OF THE BOARD:

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE APPROVAL, ON AN ADVISORY BASIS, OF OUR EXECUTIVE COMPENSATION.

The voting requirements for this proposal are described in the "General Information About the Annual Meeting and Voting" section of this Proxy Statement.

EXECUTIVE COMPENSATION

Named Executive Officers

Our named executive officers for 2022 were:

Name	Title
T.J. Durkin[1]	Chief Executive Officer and President
Anthony Rossiello	Chief Financial Officer and Treasurer
Nicholas Smith	Chief Investment Officer
Andrew Parks	Chief Risk Officer
Jenny B. Neslin	General Counsel and Secretary
David N. Roberts[2]	Former Chairman and Chief Executive Officer

[1] On September 19, 2022, the Board appointed Mr. Durkin as the Company's Chief Executive Officer (in addition to his role as President), effective on October 1, 2022.
[2] In connection with his retirement as a partner of Angelo Gordon, Mr. Roberts resigned as the Company's Chairman, Chief Executive Officer and as a member of the Board, effective on September 30, 2022.

Compensation Discussion and Analysis

Our Compensation Discussion and Analysis describes our compensation program, objectives and policies for the executive officers named in this Proxy Statement and our executive officers generally.

Overview of Compensation Program

We have no employees. We are externally managed by our Manager, pursuant to a management agreement between our Manager and us. Because the management agreement provides that our Manager is responsible for managing our affairs, our executive officers, all of whom are employees of our Manager or an affiliate of our Manager, do not receive cash compensation from us. Instead, our executive officers are compensated by our Manager or an affiliate of our Manager, in part, with the management fee we pay to our Manager and with the expense reimbursement we provide to our Manager related to compensation. The management agreement provides for our reimbursement to the Manager of the allocable share of annual base salary, bonus, and any related withholding taxes and employee benefits paid to our chief financial officer, general counsel and other non-investment personnel based on the percentage of time those individuals spent on our affairs or another agreed upon methodology fair to the Company. We do not determine the compensation payable to personnel, including our executive officers, by our Manager or its affiliates. Our Manager or its affiliates, in their discretion, determine the levels of base salary, cash incentive compensation and other benefits earned by our executive officers.

Cash and Other Compensation

Our named executive officers and other personnel who conduct our business are employees of our Manager or its affiliates. Accordingly, we do not pay or accrue any salary or bonus for our executive officers.

Equity-Based Compensation

Our Compensation Committee may, from time to time, grant equity awards in the form of restricted stock, stock options, restricted stock units or other types of awards to our Manager or to our named executive officers pursuant to our equity incentive plans. These awards are designed to align the interests of our named executive officers with those of our stockholders by allowing our named executive officers to share in the creation of value for our stockholders through stock appreciation and dividends. These equity awards are generally subject to vesting requirements over a number of years and are designed to promote the retention of management and to achieve strong

performance for our Company. These awards further provide flexibility to us in enabling our Manager to attract, motivate and retain talented individuals.

Notwithstanding the foregoing, following the execution of an amendment (the "Third Amendment") to our management agreement in November 2021 related to the incentive fee, the Compensation Committee no longer expects to continue its historical practice of making periodic equity grants to the Manager pursuant to the Company's 2021 manager equity incentive plan.

We believe our equity-based compensation policies are particularly appropriate since we are an externally managed real estate investment trust ("REIT"). Pursuant to REIT qualification requirements, we must generally pay at least 90% of our "REIT taxable income" (computed without regard to the dividends paid deduction and our net capital gain) to stockholders as dividends.

We have not and do not intend to either backdate stock options or grant stock options retroactively. Presently, we do not have designated dates on which we grant stock option awards. We do not intend to time stock options grants with our release of material nonpublic information for the purpose of affecting the value of executive compensation.

To further align the interests of management and our stockholders, Angelo Gordon, an affiliate of our Manager, may, in its discretion, grant to its employees separate awards of shares of our common stock that Angelo Gordon and its affiliates acquired from us, including shares acquired in connection with the completion of our initial public offering, received from us in lieu of cash for a portion of the first and second quarters of 2020 base management fees or acquired in our public common stock offering completed in November 2021 when the Manager purchased 700,000 shares at the public offering price not subject to any underwriting discounts or commissions. Awards based on shares of our common stock made by our Manager to our named executive officers are generally subject to time-based vesting conditions and are not made pursuant to our Company's equity incentive plans. Our Compensation Committee is aware of the terms of equity awards made by Angelo Gordon out of the shares of our common stock our Manager previously acquired from us. Angelo Gordon determines the amounts of any awards of shares of our common stock held by Angelo Gordon to our named executive officers and other recipients. In connection with 2022 bonus compensation, in January 2023, Angelo Gordon granted an aggregate of 95,000 shares of our common stock to certain of our executive officers and other employees of our Manager or an affiliate of our Manager providing services to us. As of the date of this proxy statement, Angelo Gordon holds 287,457 shares of our common stock that may be granted to its employees, including our executive officers.

Compensation in 2022

We did not pay any compensation of any kind to our named executive officers during the year ended December 31, 2022. We do not provide any of our executive officers with any cash compensation, pension benefits or non-qualified deferred compensation plans. The compensation that we reimbursed to our Manager for our allocable share of the 2022 compensation of our Chief Financial Officer, Chief Risk Officer and General Counsel is discussed in this Proxy Statement in “Other Matters – Certain Relationships and Related Transactions – Management Agreement.”

For 2022, the named executive officers as a group received aggregate salaries of $0.8 million and aggregate performance-based incentive bonuses for 2022 of $3.2 million from the Manager, based on the percentage of time such officers spent managing affairs of the Company. These amounts collectively represent 49% of the aggregate management fees the Company paid to the Manager during 2022. On an aggregated basis, based on the percentage of time the named executive officers spent managing affairs of the Company, such officers received 20.6% of their total compensation in the form of base salaries and the remaining 79.4% in the form of performance-based incentive bonuses. The performance-based incentive bonuses for 2022 include awards of our common stock made by our Manager to certain of our named executive officers. Such awards are subject to time-based vesting conditions.

Our Manager and its affiliates do not use a specific formula to calculate the variable or incentive pay portion of our named executive officers’ compensation. Additionally, our Manager and its affiliates do not explicitly set future variable or incentive compensation on the basis of the compensation the named executive officers earned in prior

years. Generally, in determining each executive's variable or incentive pay, our Manager and its affiliates will take into account factors such as the individual's position, his or her contribution to our Company and market practices. We did not, nor did our Manager or its affiliates, retain a compensation consultant in connection with the compensation of our named executive officers in 2022.

Summary Compensation Table

Our named executive officers are not our employees and are not paid compensation by us. We have not paid any compensation to our named executive officers for the years ended December 31, 2020, December 31, 2021 or December 31, 2022.

Grants of Plan Based Awards in 2022

We did not grant any shares of restricted stock, options, restricted stock units or other incentive compensation to our named executive officers during the year ended December 31, 2022.

Outstanding Equity Awards at Fiscal Year-End

As of December 31, 2022, there was no outstanding award of equity made by us to any of our named executive officers.

Options Exercised and Stock Vested

As of December 31, 2022, we had not issued any outstanding options to purchase shares of common stock to any of our named executive officers. No option to purchase shares of our common stock or restricted shares of common stock granted by the Company to any of our named executive officers vested in 2022.

Pension Benefits

We do not provide any of our named executive officers with pension benefits.

Nonqualified Deferred Compensation

We do not provide any of our named executive officers with any nonqualified deferred compensation plans.

Potential Payments Upon Termination of Employment

We do not have any employment agreement with any of our named executive officers and are not obligated to make any payment to them upon termination of employment.

Potential Post-Employment Payments and Payments on a Change in Control

We do not have any employment agreements with any of our named executive officers and are not obligated to make any post-employment payments to them or any payments upon a change of control.

Compensation Policies and Practices as They Relate to Risk Management

We did not pay any compensation of any kind to our named executive officers and did not have any employees during the year ended December 31, 2022. Therefore, our compensation policies and practices are not reasonably likely to have a material adverse effect on us. We pay our Manager a management fee that is a percentage of our stockholders' equity, as that term is defined in the management agreement. We believe this management fee structure helps guard against our Manager making higher risk investments to achieve higher management fees as might be the case if the management fee was based on total assets or returns on investments. In addition, beginning with the 2023 calendar year, our Manager has the ability to earn an incentive fee that is based, in large part, upon our

achievement of targeted levels of adjusted net income, as calculated in accordance with the management agreement and as described in "Other Matters - Certain Relationships and Related Transactions - Management Agreement" below. The incentive fee is computed and paid annually generally on adjusted net income that includes unrealized gains driven by mark-to-market increases on investments. The incentive fee is payable in cash or, at the Board's option, in shares of our common stock. We have designed our compensation policy in an effort to provide the proper incentives to our executive officers and our Manager to maximize our performance in order to serve the best interests of our stockholders. Our Board monitors our compensation policies and practices to determine whether our risk management objectives are being met.

Stockholder Engagement

We believe in listening to and communicating with stockholders. Based on feedback received in our 2023 stockholder outreach program, we understand stockholders are generally supportive of our executive compensation program, including the disclosures we provide, particularly in the context of being an externally managed REIT with no employees. See "Corporate Governance—Stockholder Engagement" for additional information.

COMPENSATION COMMITTEE REPORT

The compensation committee ("Compensation Committee") of the Board of Directors (the "Board") of AG Mortgage Investment Trust, Inc. (the "Company") has reviewed and discussed the Compensation Discussion and Analysis contained in this Proxy Statement with management of the Company. Based on that review and discussion, the Compensation Committee recommended to the Board (and the Board has approved) that the Compensation Discussion and Analysis be included in the Company's Proxy Statement.

By the Compensation Committee

Peter Linneman (Chair)
Debra Hess
Matthew Jozoff

DIRECTOR COMPENSATION

Director Compensation

Our Compensation Committee is responsible for discharging our Board's responsibilities relating to compensation payable to our non-employee directors. Our Compensation Committee annually evaluates compensation paid to our non-employee directors and may, from time to time, recommend to the full Board changes to such compensation as appropriate. Our Compensation Committee did not retain a compensation consultant in connection with establishing the compensation paid to our non-employee directors for 2022. The Company does not pay director compensation to directors who are also employees of our Manager or its affiliates (i.e., T.J. Durkin, Nicholas Smith and, for the period during which he was a member of our Board, David N. Roberts, our former Chairman & Chief Executive Officer).

Each member of our Board who is not an employee of our Manager or its affiliates received annual compensation for service as a director during 2022 as follows:

- Each non-employee director receives an annual base fee of $150,000, of which $70,000 is payable in unrestricted cash and the other $80,000 is payable in shares of restricted common stock.
- In addition, the chair of our Audit Committee receives an annual fee of $25,000, and the chairs of our Compensation and Nominating and Corporate Governance Committees each receive an annual fee of $10,000.

In addition, we paid our lead independent director an additional annual fee of $25,000. Upon the appointment of Debra Hess, the then-lead independent director, as Non-Executive Chair of the Board on October 1, 2022, the position of lead independent director was retired. Effective October 1, 2022, our Non-Executive Chair of the Board receives an additional annual fee of $60,000, of which $30,000 is payable in unrestricted cash and the other $30,000 is payable in shares of restricted common stock.

2022 Director Compensation Table

The following table summarizes the compensation that we paid to our non-employee directors for their services in fiscal year 2022:

Name	Fees Earned or Paid in Cash[1]	Stock Awards	Total
Debra Hess [2]	$102,949	$87,486	$190,435
Joseph LaManna [3]	34,819	26,509	61,328
Peter Linneman	80,013	79,987	160,000
Dianne Hurley [4]	86,726	79,987	166,713
Matthew Jozoff [5]	46,804	53,470	100,274

[1] Amounts include cash in lieu of fractional shares relating to the portion of the annual compensation paid in stock.
[2] Ms. Hess served as chair of our Audit Committee until our 2022 annual meeting of stockholders on May 2, 2022. Immediately following our 2022 annual meeting of stockholders, Ms. Hess was appointed our lead independent director and chair of our Nominating and Corporate Governance Committee. On October 1, 2022, Ms. Hess was appointed our Non-Executive Board Chair.
[3] Mr. LaManna, our former lead independent director and chair of the Nominating and Corporate Governance Committee, did not stand for reelection at our 2022 annual meeting of stockholders on May 2, 2022.
[4] Ms. Hurley was appointed chair of our Audit Committee on May 2, 2022.
[5] Mr. Jozoff was elected to the Board at our 2022 annual meeting of stockholders on May 2, 2022.

The annual cash and equity compensation for our non-employee directors is paid quarterly in arrears. The number of shares of restricted common stock to be issued each quarter to each non-employee director is determined based on the average of the high and low prices of the Company's common stock on the NYSE on the last trading day of each

fiscal quarter. In addition, the restricted common stock issued to non-employee directors may not be sold or transferred during such director's term of service on the Board.

Each member of our Board is also reimbursed for reasonable out-of-pocket expenses associated with service on the Board and Committee thereof and with attendance at or participation in board meetings or committee meetings, including reasonable travel expenses.

COMMON STOCK OWNERSHIP OF EXECUTIVE OFFICERS, DIRECTORS AND SIGNIFICANT STOCKHOLDERS

Ownership of Common Stock by Directors and Executive Officers

The following table sets forth, as of March 7, 2023, beneficial ownership of the Company's common stock by each named executive officer, each director and director nominee, and by all directors and executive officers as a group. Beneficial ownership reported in the below table has been presented in accordance with SEC rules. Unless otherwise indicated, all directors and executive officers have sole voting and investment power with respect to the shares shown, and the address of each beneficial owner reported in the below table is c/o AG Mortgage Investment Trust, Inc., 245 Park Avenue, 26th Floor, New York, New York 10167.

Name of Beneficial Owner	Shares Beneficially Owned	Percent of Class[1]
T.J. Durkin	322,832	1.5%
Debra Hess	37,050	*
Dianne Hurley	21,300	*
Matthew Jozoff	48,499	*
Peter Linneman[2]	40,785	*
Nicholas Smith	166,666	*
Anthony Rossiello	63,334	*
Jenny B. Neslin	50,000	*
Andrew Parks	—	—
David N. Roberts[3]	354,617	1.7%
All directors and executive officers as a group (9 persons)	750,466	3.6%

* Represents ownership of less than one percent.

(1) As of March 7, 2023, we had 21,047,851 shares of our common stock outstanding.

(2) All shares owned by Peter Linneman are held jointly with his spouse.

(3) In connection with his retirement as a partner of Angelo Gordon, Mr. Roberts resigned as the Company's Chairman, Chief Executive Officer and as a member of the Board, effective on September 30, 2022.

Ownership of Common Stock by Certain Significant Stockholders

As of March 7, 2023, unless otherwise indicated below, the following are beneficial owners of more than five percent of our outstanding common stock:

Name and Address of Beneficial Owner	Shares Beneficially Owned	Percent of Class[1]
Beach Point Capital Management LP[2]	2,282,570	10.8%

(1) As of March 7, 2023, we had 21,047,851 shares of our common stock outstanding.

(2) Information obtained solely by reference to the amended Schedule 13G filed with the SEC on February 9, 2023 by Beach Point Capital Management LP ("Beach Point Capital"). Of the reported shares, Beach Point Capital reported that it has sole voting power for 0 shares, shared voting power for 2,282,570 shares, sole dispositive power for 0 shares and shared dispositive power for 2,282,570 shares. The address of Beach Point Capital is 1620 26th Street Suite 6000n, Santa Monica, CA 90404.

OTHER MATTERS

Certain Relationships and Related Transactions

Our Manager is a subsidiary of Angelo Gordon. Two of our current executive officers and directors/nominated directors (T.J. Durkin and Nicholas Smith) and all of our other executive officers are employees of Angelo Gordon or its affiliates.

To avoid any actual or perceived conflict of interest with our Manager, our Board has approved investment guidelines and policies providing that an investment in any security structured or managed by our Manager and its affiliates, and any sale of our assets to our Manager and its affiliates or any entity managed by our Manager and its affiliates, will comply with all applicable law, our compliance policies, and the compliance policies of Angelo Gordon and our Manager. Our independent directors have approved parameters within which our Manager and its affiliates may act as our counterparty and provide broker, dealer and lending services to us in order to enable transactions to occur in an orderly and timely manner. Angelo Gordon and/or our Manager may in the future change then-existing, or adopt additional, conflicts of interest resolution policies and procedures. Our independent directors periodically review our Manager's and Angelo Gordon's compliance with these conflicts of interest provisions.

Related Person Transaction Policy

Our Board has adopted a policy (the "Related Person Transaction Policy") regarding the approval of any "related person transaction," which is any transaction or series of transactions in which (i) we or any of our subsidiaries is or are to be a participant, (ii) the amount involved exceeds one hundred twenty thousand dollars ($120,000), and (iii) a "related person" (as defined under SEC rules) has a direct or indirect material interest. Under the Related Person Transaction Policy, a related person would need to promptly disclose to our Secretary or Assistant Secretary any related person transaction and all material facts about the transaction. Our Secretary or Assistant Secretary, in consultation with outside counsel, to the extent appropriate, would then assess and promptly communicate that information to the Audit Committee of our Board. Based on its consideration of all of the relevant facts and circumstances, the Audit Committee will review, approve or ratify such transactions as appropriate. The Audit Committee will not approve or ratify a related person transaction unless it shall have determined that such transaction is in, or is not inconsistent with, our best interests and does not create a conflict of interest. If we become aware of an existing related person transaction that has not been approved under this policy, the transaction will be referred to the Audit Committee which will evaluate all options available, including ratification, revision or termination of such transaction. Our Related Person Transaction Policy requires any director who may be interested in a related person transaction to recuse himself or herself from any consideration of such related person transaction.

Affiliated Transactions Policy

Our Board has also adopted a policy (the "Affiliated Transactions Policy") regarding the approval of any transaction with affiliates that are not "related persons," as that term is defined in the Related Person Transaction Policy. The Affiliated Transactions Policy is meant to supplement the existing policies and procedures of the Related Person Transaction Policy. The Affiliated Transactions Policy applies to all transactions between Angelo Gordon, or any entity or account managed by an affiliate of Angelo Gordon, and us (an "Affiliated Transaction"). All Affiliated Transactions must be permitted within our investment guidelines and contractual agreements, comply with applicable law and regulations, satisfy the requirements of Angelo Gordon's cross trade policy and comply with any other requirement deemed necessary by our General Counsel. Affiliated Transactions that satisfy each of the foregoing criteria are presumed to be fair, reasonable and within the Affiliated Transaction Policy. On a quarterly basis, our management team delivers a complete list and appropriate supporting documentation of the Affiliated Transactions entered into during the quarter to the Audit Committee for its review and confirmation to the Company's independent directors.

Management Agreement

We entered into a management agreement with AG REIT Management, LLC, our Manager, in connection with our initial public offering. Our management agreement with our Manager provides for the day-to-day management of our operations. Our Manager has delegated to Angelo Gordon the overall responsibility of its day-to-day duties and obligations arising under our management agreement.

The management agreement requires our Manager to manage our business affairs in conformity with the investment policies that are approved and monitored by our Board. Pursuant to the terms of our management agreement, our Manager is obligated to supply us with our management team, including a chief executive officer, chief financial officer and chief investment officer or similar positions, along with appropriate support personnel, to provide the management services to be provided by our Manager to us as described in the management agreement.

We are obligated to reimburse our Manager or its affiliates for the allocable share of the compensation, including, without limitation, annual base salary, bonus, any related withholding taxes and employee benefits, paid to (i) our chief financial officer based on the percentage of time spent on our affairs, (ii) our general counsel based on the percentage of time spent on our affairs, and (iii) other corporate finance, tax, accounting, internal audit, legal, risk management, operations, compliance and other non-investment personnel of our Manager and its affiliates who spend all or a portion of their time managing our affairs based upon the percentage of time devoted by such personnel to our affairs. In their capacities as executive officers or personnel of our Manager or its affiliates, they will devote such portion of their time to our affairs as is necessary to enable us to operate our business. For the years ended December 31, 2022 and December 31, 2021, the Company recorded $8.2 million and $6.3 million, respectively, of expenses that were reimbursable to the Manager or its affiliates, of which approximately $1.3 million and $1.6 million, respectively, related to the Company's allocable share of annual compensation reimbursed to our Manager for our Chief Financial Officer, Chief Risk Officer, and General Counsel based on the percentage of time such officers spent on the Company's affairs. For the years ended December 31, 2022 and December 31, 2021, the Manager agreed to waive its right to receive expense reimbursements of $1.5 million and $0.8 million, respectively.

Pursuant to the management agreement, we pay to our Manager a management fee, calculated and payable quarterly in arrears in an amount equal to 1.50% of our Stockholders' Equity, per annum. For the years ended December 31, 2022 and December 31, 2021, our Manager earned management fees of $8.1 million and $6.8 million, respectively.

On November 22, 2021, we executed the Third Amendment, pursuant to which we agreed to include an incentive fee, in addition to a base management fee. Pursuant to the Third Amendment, the Manager waived the annual incentive fee with respect to the fiscal years ending December 31, 2021 and December 31, 2022, and the annual incentive fee will first be payable with respect to the fiscal year ending December 31, 2023. Regardless of such waiver, no incentive fees were earned for the period from the Third Amendment to the end of 2021 and for the year ended 2022.

The annual incentive fee with respect to each applicable fiscal year will be equal to 15% of the amount by which our cumulative adjusted net income from the date of the Third Amendment exceeds the cumulative hurdle amount, which represents an 8% return (cumulative, but not compounding) on an equity hurdle base consisting of the sum of (i) $341.5 million, and (ii) the gross proceeds of any subsequent public or private common stock offerings by us. The annual incentive fee will be payable in cash, or, at the option of our Board of Directors, shares of our common stock or a combination of cash and shares.

The initial term of the management agreement was three years. Pursuant to the Third Amendment, the term of the management agreement was extended until June 30, 2023, unless earlier terminated in accordance with its terms. Thereafter, the management agreement will continue to renew automatically each year for an additional one-year period, unless the Company or the Manager exercise its respective termination rights. As of the date hereof, no event of termination has occurred. Our Manager is entitled to receive a termination fee from us should the management agreement be terminated under certain circumstances.

Following the execution of the Third Amendment the Compensation Committee no longer expects to continue its historical practice of making periodic equity grants to the Manager pursuant to the Company's 2021 manager equity incentive plan.

Common Stock Offering

On November 17, 2021, we, along with the Manager, entered into an underwriting agreement (the "Underwriting Agreement"), with Credit Suisse Securities (USA) LLC, JMP Securities LLC, and Wells Fargo Securities, LLC, as representatives of the underwriters (the "Underwriters"), for the issuance and sale of 7,000,000 shares of our common stock. We also provided the Underwriters a 30-day option to purchase up to an additional 1,050,000 shares of Common Stock. The transaction contemplated by the Underwriting Agreement closed on November 22, 2021, with the Underwriters' option exercised and closed on December 15, 2021. The Manager and David N. Roberts, our former Chairman and Chief Executive Officer, participated in the underwritten offering and purchased 700,000 and 200,000 shares of our common stock, respectively, at the public offering price of $10.25 per share and such purchases were not subject to any underwriting discounts or commissions.

Transactions with Red Creek Asset Management LLC

In connection with the Company’s investments in residential mortgage loans, the Company engages asset managers to provide advisory, consultation, asset management and other services. The Company engaged Red Creek Asset Management LLC ("Asset Manager"), an affiliate of the Manager and direct subsidiary of Angelo Gordon, as the asset manager for certain of its residential mortgage loans. The Company pays the Asset Manager asset management fees which are assessed periodically and determined to be commercially reasonable by a third-party valuation firm. The fees paid by the Company to the Asset Manager totaled $2.7 million and $2.2 million for the years ended December 31, 2022 and 2021, respectively.

Transactions with Arc Home

On December 9, 2015, the Company, alongside private funds managed by Angelo Gordon, through AG Arc LLC, one of the Company’s indirect affiliates ("AG Arc"), formed Arc Home LLC, which we refer to as Arc Home. The Company has an approximate 44.6% interest in AG Arc. Arc Home originates residential mortgage loans and retains the mortgage servicing rights associated with the loans it originates. Arc Home is led by an external management team. The Board of Managers of Arc Home consists of members appointed by us and affiliates of our Manager. Our investment in Arc Home had a fair value of $39.7 million and $53.4 million as of December 31, 2022 and December 31, 2021, respectively.

Arc Home may sell loans to the Company, to third-parties, or to affiliates of the Manager. The below table details the unpaid principal balance of Non-Agency Loans and Agency-Eligible Loans sold to the Company and private funds under the management of Angelo Gordon during the years ended December 31, 2022 and 2021 (in thousands).

	Year Ended	
	December 31, 2022	**December 31, 2021**
Residential mortgage loans sold by Arc Home to the Company	$ 1,086,937	$ 812,557
Residential mortgage loans sold by Arc Home to private funds under the management of Angelo Gordon	212,341	613,283

As of December 31, 2022, the Company recorded a $0.5 million receivable from Arc Home related to certain loans purchased from Arc Home.

Arc Home may also enter into agreements with third-parties or affiliates of the Manager to sell rights to receive the excess servicing spread related to MSRs that it either purchases from third-parties or originates. The Company, directly or through its subsidiaries, previously entered into agreements with Arc Home to purchase rights to receive the excess servicing spread related to certain of Arc Home's MSRs, all of which were sold during 2021.

In July 2021, the Company, alongside private funds under the management of Angelo Gordon, sold its remaining Agency Excess MSRs to Arc Home for total proceeds of $9.9 million. The portfolio had a total unpaid principal balance of $2.0 billion. The Company's share of the total proceeds was $2.7 million, representing its approximate 45% ownership interest. Arc Home subsequently sold its MSR portfolio to a third party.

The Company enters into forward purchase commitments with Arc Home whereby the Company commits to purchase residential mortgage loans from Arc Home at a particular price on a best-efforts basis. Actual loan purchases are contingent upon successful loan closings. These commitments to purchase mortgage loans are classified as derivatives. As of December 31, 2022, the Company had committed to purchase residential mortgage loans with an unpaid principal balance of $8.0 million from Arc Home. The Company had not entered into any forward purchase commitments with Arc Home as of December 31, 2021.

During the year ended December 31, 2022, the Company determined that certain loans that it had previously committed to purchase from Arc Home would be sold to third parties. The Company net settled its commitment to purchase these loans with Arc Home for $0.8 million, which represented the difference between the Company's committed price and the ultimate sale price, inclusive of costs to sell the loans.

Mortgage Acquisition Trust I Restructured Financing Arrangement

On August 29, 2017, the Company, alongside private funds managed by Angelo Gordon, formed Mortgage Acquisition Holding I LLC ("MATH") to conduct a residential mortgage investment strategy. The Company has an approximate 44.6% interest in MATH. MATH in turn sponsored the formation of an entity called Mortgage Acquisition Trust I LLC ("MATT") to purchase predominantly Non-QM Loans. MATT made an election to be treated as a real estate investment trust beginning with the 2018 tax year. As of December 31, 2022, MATT only holds retained tranches from past securitizations which continue to reduce in size due to ongoing principal repayments and the Company does not expect to acquire additional investments within this equity method investment.

On April 3, 2020, the Company, alongside private funds under the management of Angelo Gordon, restructured its financing arrangements in MATT ("Restructured Financing Arrangement"). The Restructured Financing Arrangement required all principal and interest on the underlying assets in MATT to be used to pay down principal and interest on the outstanding financing arrangement. As of April 3, 2020, the Restructured Financing Arrangement did not have mark-to-market margin calls and was non-recourse to the Company. The Restructured Financing Arrangement provided for a termination date of October 1, 2021. At the earlier of the termination date or the securitization or sale by the Company of the remaining assets subject to the Restructured Financing Arrangement, the financing counterparty (which is a non-affiliate) was entitled to 35% of the remaining equity in the assets. The Company evaluated this restructuring and concluded it was an extinguishment of debt. MATT chose to make a fair value election on this financing arrangement and the Company treated this arrangement consistently with this election.

On January 29, 2021, the Company, alongside private funds under the management of Angelo Gordon, entered into an amendment with respect to its Restructured Financing Arrangement in MATT. The amendment converted the existing financing to a mark-to-market facility that is recourse to the Company and the private funds managed by Angelo Gordon that invest in MATT up to the below mentioned commitment from MATH to MATT. Upon amending the agreement, the Company settled the premium recapture fee with the financing counterparty.

On January 29, 2021, the Company alongside private funds under the management of Angelo Gordon, entered into an amendment to the MATH LLC Agreement, which requires MATH to fund a capital commitment of $50.0 million to MATT. The Company, through its investment in MATH, is responsible for its pro-rata share of the capital commitment. On January 28, 2022, this agreement was amended and the capital commitment to MATT was reduced to $35.0 million.

Subsequent to December 31, 2022, the Company alongside private funds under the management of Angelo Gordon, entered into an amendment to the MATH LLC Agreement which removed any further required capital commitment of the Company and the other private funds.

Securitization Transactions

In May 2021, the Company, alongside private funds under the management of Angelo Gordon, participated through its unconsolidated ownership interest in MATT in a rated Non-QM Loan securitization, in which Non-QM Loans with a fair value of $171.4 million were securitized. Certain senior tranches in the securitization were sold to third parties with the Company and private funds under the management of Angelo Gordon retaining the subordinate tranches, which had a fair value of $25.7 million as of June 30, 2021.

In November 2021, the Company, alongside a private fund under the management of Angelo Gordon, participated in a rated Non-QM Loan securitization, in which Non-QM Loans with a fair value of $225.9 million were securitized. Upon evaluating its investment in the VIE, the Company determined it was not the primary beneficiary and, as a result, did not consolidate the securitization trust. Certain senior tranches in the securitization were sold to third-parties with the Company and the private fund under the management of Angelo Gordon retaining the subordinate tranches, which had a fair value of $44.0 million as of December 31, 2021. The Company has a 40.9% interest in the retained subordinate tranches which represents its continuing involvement in the securitization trust.

Transactions under the Company's Affiliated Transaction Policy

In March 2021, in accordance with our Affiliated Transactions Policy, we sold certain real estate securities to an affiliate of the Manager. As of the date of the transaction, these real estate securities had a total fair value of $6.9 million. The purchase occurred by the affiliate submitting an offer to purchase the securities to us in a competitive bidding process. This allowed us to confirm third-party market pricing and best execution.

In April 2021, in accordance with our Affiliated Transactions Policy, we sold certain CMBS to affiliates of the Manager. As of the date of the transaction, the CMBS sold to the buyer had a total fair value of $16.8 million. Pricing was based on valuations prepared by third-party pricing vendors in accordance with our policy. The third-party pricing vendors allowed us to confirm third-party market pricing and best execution.

In July 2021, in accordance with our Affiliated Transactions Policy, we sold certain real estate securities to affiliates of the Manager. As of the date of the transaction, these real estate securities had a total fair value of $17.6 million. The purchase occurred by the affiliate submitting an offer to purchase the securities to us in a competitive bidding process. This allowed us to confirm third-party market pricing and best execution.

In October 2021, in accordance with our Affiliated Transactions Policy, we purchased through one of our unconsolidated affiliated entities certain real estate securities from affiliates of the Manager. As of the date of the transaction, these real estate securities had a total fair value of $3.5 million. Pricing was based on valuations prepared by third-party pricing vendors in accordance with our policy. The third-party pricing vendors allowed us to confirm third-party market pricing and best execution.

In November 2021, MATT exercised its call rights on two securitization trusts in which it held interests in the subordinate tranches. Upon exercising its call rights and acquiring the remaining residential mortgage loans within the trusts, MATT sold the loans to us and a private fund under the management of Angelo Gordon in accordance with our Affiliated Transactions Policy. As of the date of the transaction, the residential mortgage loans sold to us and the private fund had a total fair value of $181.8 million and $183.6 million, respectively. Pricing was based on valuations prepared by third-party pricing vendors in accordance with our policy. The third-party pricing vendors allowed us to confirm third-party market pricing and best execution.

Stockholder Proposals

Any stockholder intending to present a proposal at our 2024 annual meeting of stockholders and have the proposal included in the proxy statement for such meeting must, in addition to complying with the applicable laws and regulations governing submissions of such proposals, submit the proposal in writing to us no later than November 23, 2023. To be included in the proxy statement, the proposal must comply with the requirements of Rule 14a-8 of the Exchange Act.

Pursuant to our current bylaws, any stockholder intending to nominate a director or present a proposal at an annual meeting of our stockholders under the advance notice provisions in our bylaws, must notify us in writing not less than 120 days nor more than 150 days prior to the first anniversary of the date of the proxy statement for the preceding year's annual meeting. Accordingly, any stockholder who intends to submit such a nomination or proposal at our 2024 annual meeting of stockholders must notify us in writing of such proposal by November 23, 2023, but in no event earlier than October 24, 2023. However, in the event that the 2024 annual meeting of stockholders is advanced by more than 30 days or delayed by more than 60 days from the first anniversary of the date of the 2023 annual meeting of stockholders, notice by the stockholder to be timely must be received no earlier than the 120th day prior to the date of the meeting and not later than 5:00 p.m., Eastern Time, on the later of the 90th day prior to the date of the meeting or the 10th day following the date of the first public announcement of the meeting.

Any such nomination or proposal should be sent to AG Mortgage Investment Trust, Inc., 245 Park Avenue, 26th Floor, New York, New York 10167, Attn: General Counsel, and, to the extent applicable, must include the information required by our bylaws.

Access to SEC Reports

A copy of the Company's Annual Report, including financial statements, is being furnished concurrently herewith to all stockholders as of the close of business on the Record Date. Please read it carefully.

Stockholders may obtain a copy of the Annual Report or Proxy Statement, without charge, by visiting our website at *http://www.agmit.com* or by writing AG Mortgage Investment Trust, Inc., 245 Park Avenue, 26th Floor, New York, New York 10167, Attn: General Counsel. These materials are also available at *http://www.proxyvote.com*. Upon request to our General Counsel, the exhibits set forth on the exhibit index of the Company's Annual Report may be made available at a reasonable charge (which will be limited to our reasonable expenses in furnishing such exhibits).

"Householding" of Proxy Statement and Annual Report

The SEC rules allow for the delivery of a single copy of the Notice or set of proxy materials to any household at which two or more stockholders reside, if it is believed the stockholders are members of the same family. This delivery method, known as "householding," will save us printing and mailing costs. Duplicate account mailings will be eliminated by allowing stockholders to consent to such elimination, or through implied consent, if a stockholder does not request continuation of duplicate mailings. Brokers, dealers, banks or other nominees or fiduciaries that hold shares of our common stock in "street" name for beneficial owners of our common stock and that distribute proxy materials and the Notice they receive to beneficial owners may be householding on your behalf. Depending upon the practices of your broker, bank or other nominee or fiduciary, you may need to contact them directly to discontinue duplicate mailings to your household. If you wish to revoke your consent to householding, you must contact your broker, bank or other nominee or fiduciary.

If you hold shares of our common stock in your own name as a holder of record, householding will not apply to your shares. Also, if you own shares of our common stock in more than one account, such as individually and also jointly with your spouse, you may receive more than one set of our proxy materials. To assist us in saving money and to provide you with better stockholder services, we encourage registered holders of our stock to have all of your accounts registered in the same name and address. You may do this by contacting the Company's transfer agent,

American Stock Transfer & Trust Company, LLC, by telephone at (800) 937-5449 or in writing at American Stock Transfer & Trust Company, LLC, 6201 15th Avenue, Brooklyn, New York 11219.

If you wish to request extra copies free of charge of any annual report to stockholders or proxy statement, please send your request to AG Mortgage Investment Trust, Inc., 245 Park Avenue, 26th Floor, New York, New York, 10167, Attn: General Counsel, or contact our General Counsel via telephone at (212) 692-2000. You can also refer to our website at www.agmit.com. Information at or connected to our website is not and should not be considered part of this Proxy Statement.