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

# FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended March 31, 2023**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from __________ to ___________**

Commission File Number**: 001-35236**

**Orchid Island Capital, Inc.**

**(Exact name of registrant as specified in its charter)**

| | |
|---|---|
| **Maryland** | **27-3269228** |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

**3305 Flamingo Drive, Vero Beach, Florida 32963**
(Address of principal executive offices) (Zip Code)

**(772) 231-1400**
(Registrant's telephone number, including area code)

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Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Trading Symbol: | Name of Each Exchange on Which Registered |
|---|---|---|
| Common Stock, $0.01 par value | ORC | New York Stock Exchange |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act. Check one:

| | | | |
|---|---|---|---|
| Large accelerated filer | ☐ | Accelerated filer | ☒ |
| Non-accelerated filer | ☐ | Smaller reporting company | ☐ |
| | | Emerging growth company | ☐ |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

**Number of shares outstanding at April 28, 2023: 39,134,901**

**ORCHID ISLAND CAPITAL, INC.**

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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

### ORCHID ISLAND CAPITAL, INC.
### CONDENSED BALANCE SHEETS
### ($ in thousands, except per share data)

| | (Unaudited) March 31, 2023 | December 31, 2022 |
|---|---|---|
| **ASSETS:** | | |
| Mortgage-backed securities, at fair value (includes pledged assets of $3,946,156 and $3,512,640, respectively) | $ 3,999,906 | $ 3,540,002 |
| U.S. Treasury Notes, at fair value (includes pledged assets of $36,806 and $36,382, respectively) | 36,806 | 36,382 |
| Cash and cash equivalents | 143,220 | 205,651 |
| Restricted cash | 42,738 | 31,568 |
| Accrued interest receivable | 13,120 | 11,519 |
| Derivative assets | 29,315 | 40,172 |
| Other assets | 907 | 442 |
| **Total Assets** | $ 4,266,012 | $ 3,865,736 |
| | | |
| **LIABILITIES AND STOCKHOLDERS' EQUITY** | | |
| | | |
| **LIABILITIES:** | | |
| Repurchase agreements | $ 3,769,437 | $ 3,378,445 |
| Dividends payable | 6,279 | 5,908 |
| Derivative liabilities | 19,582 | 7,161 |
| Accrued interest payable | 14,753 | 9,209 |
| Due to affiliates | 1,229 | 1,131 |
| Other liabilities | 3,371 | 25,119 |
| **Total Liabilities** | 3,814,651 | 3,426,973 |
| | | |
| **COMMITMENTS AND CONTINGENCIES** | | |
| | | |
| **STOCKHOLDERS' EQUITY:** | | |
| Preferred stock, $0.01 par value; 20,000,000 shares authorized; no shares issued and outstanding as of March 31, 2023 and December 31, 2022 | - | - |
| Common Stock, $0.01 par value; 100,000,000 shares authorized, 39,085,756 shares issued and outstanding as of March 31, 2023 and 36,764,983 shares issued and outstanding as of December 31, 2022 | 391 | 368 |
| Additional paid-in capital | 788,647 | 779,602 |
| Accumulated deficit | (337,677) | (341,207) |
| **Total Stockholders' Equity** | 451,361 | 438,763 |
| **Total Liabilities and Stockholders' Equity** | $ 4,266,012 | $ 3,865,736 |

*See Notes to Financial Statements*

**ORCHID ISLAND CAPITAL, INC.**
**CONDENSED STATEMENTS OF OPERATIONS**
**(Unaudited)**
**For the Three Months Ended March 31, 2023 and 2022**
**($ in thousands, except per share data)**

| | Three Months Ended March 31, 2023 | Three Months Ended March 31, 2022 |
|---|---|---|
| Interest income | $ 38,012 | $ 41,857 |
| Interest expense | (42,217) | (2,655) |
| **Net interest (expense) income** | (4,205) | 39,202 |
| Realized losses on mortgage-backed securities | - | (51,086) |
| Unrealized gains (losses) on mortgage-backed securities and U.S. Treasury Notes | 53,895 | (309,962) |
| (Losses) gains on derivative and other hedging instruments | (41,156) | 177,498 |
| **Net portfolio income (loss)** | 8,534 | (144,348) |
| **Expenses:** | | |
| Management fees | 2,642 | 2,634 |
| Allocated overhead | 576 | 441 |
| Incentive compensation | 470 | 237 |
| Directors' fees and liability insurance | 323 | 311 |
| Audit, legal and other professional fees | 451 | 304 |
| Direct REIT operating expenses | 165 | 325 |
| Other administrative | 377 | 127 |
| **Total expenses** | 5,004 | 4,379 |
| **Net income (loss)** | $ 3,530 | $ (148,727) |
| **Basic and diluted net income (loss) per share** | $ 0.09 | $ (4.20) |
| **Weighted Average Shares Outstanding** | 38,491,767 | 35,399,513 |
| **Dividends declared per common share** | $ 0.480 | $ 0.775 |

*See Notes to Financial Statements*

**ORCHID ISLAND CAPITAL, INC.**
**CONDENSED STATEMENTS OF STOCKHOLDERS' EQUITY**
**(Unaudited)**
**For the Three Months Ended March 31, 2023 and 2022**
**(in thousands)**

| | Common Stock | | Additional Paid-in | Retained Earnings | |
|---|---|---|---|---|---|
| | Shares | Par Value | Capital | (Deficit) | Total |
| Balances, January 1, 2023 | 36,765 | $ 368 | $ 779,602 | $ (341,207) | $ 438,763 |
| Net income | - | - | - | 3,530 | 3,530 |
| Cash dividends declared | - | - | (18,807) | - | (18,807) |
| Stock based awards and amortization | 4 | - | 181 | - | 181 |
| Issuance of common stock pursuant to public offerings, net | 2,690 | 26 | 31,631 | - | 31,657 |
| Shares repurchased and retired | (373) | (3) | (3,960) | - | (3,963) |
| Balances, March 31, 2023 | 39,086 | $ 391 | $ 788,647 | $ (337,677) | $ 451,361 |
| | | | | | |
| Balances, January 1, 2022 | 35,399 | $ 354 | $ 850,497 | $ (82,754) | $ 768,097 |
| Net loss | - | - | - | (148,727) | (148,727) |
| Cash dividends declared | - | - | (27,492) | - | (27,492) |
| Stock based awards and amortization | 25 | - | 540 | - | 540 |
| Balances, March 31, 2022 | 35,424 | $ 354 | $ 823,545 | $ (231,481) | $ 592,418 |

*See Notes to Financial Statements*

**ORCHID ISLAND CAPITAL, INC.**
**CONDENSED STATEMENTS OF CASH FLOWS**
**(Unaudited)**
**For the Three Months Ended March 31, 2023 and 2022**
**($ in thousands)**

| | 2023 | 2022 |
|---|---|---|
| **CASH FLOWS FROM OPERATING ACTIVITIES:** | | |
| Net income (loss) | $ 3,530 | $ (148,727) |
| Adjustments to reconcile net loss to net cash provided by operating activities: | | |
| Stock based compensation | 409 | 162 |
| Realized losses on mortgage-backed securities | - | 51,086 |
| Unrealized (gains) losses on mortgage-backed securities and U.S. Treasury Notes | (53,895) | 309,962 |
| Realized and unrealized losses (gains) on derivative instruments | 43,563 | (101,921) |
| Changes in operating assets and liabilities: | | |
| Accrued interest receivable | (1,601) | 4,006 |
| Other assets | (459) | (833) |
| Accrued interest payable | 5,544 | 230 |
| Other liabilities | 182 | 204 |
| Due to affiliates | 98 | 4 |
| NET CASH (USED IN) PROVIDED BY OPERATING ACTIVITIES | (2,629) | 114,173 |
| | | |
| **CASH FLOWS FROM INVESTING ACTIVITIES:** | | |
| From mortgage-backed securities investments: | | |
| Purchases | (467,460) | - |
| Sales | - | 1,413,039 |
| Principal repayments | 61,021 | 157,112 |
| Net (payments on) proceeds from derivative instruments | (42,450) | 103,900 |
| NET CASH (USED IN) PROVIDED BY INVESTING ACTIVITIES | (448,889) | 1,674,051 |
| | | |
| **CASH FLOWS FROM FINANCING ACTIVITIES:** | | |
| Proceeds from repurchase agreements | 7,849,145 | 12,861,900 |
| Principal payments on repurchase agreements | (7,458,153) | (14,641,897) |
| Cash dividends | (18,422) | (31,010) |
| Proceeds from issuance of common stock, net of issuance costs | 31,657 | - |
| Common stock repurchases, including shares withheld from employee stock awards for payment of taxes | (3,970) | (214) |
| NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES | 400,257 | (1,811,221) |
| | | |
| NET DECREASE IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH | (51,261) | (22,997) |
| CASH, CASH EQUIVALENTS AND RESTRICTED CASH, beginning of the period | 237,219 | 450,442 |
| CASH, CASH EQUIVALENTS AND RESTRICTED CASH, end of the period | $ 185,958 | $ 427,445 |
| | | |
| **SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:** | | |
| Cash paid during the period for: | | |
| Interest | $ 36,673 | $ 2,425 |

*See Notes to Financial Statements*

**ORCHID ISLAND CAPITAL, INC.**
**NOTES TO CONDENSED FINANCIAL STATEMENTS**
**(Unaudited)**
**MARCH 31, 2023**

## NOTE 1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

### Organization and Business Description

Orchid Island Capital, Inc. (“Orchid” or the “Company”) was incorporated in Maryland on August 17, 2010 for the purpose of creating and managing a leveraged investment portfolio consisting of residential mortgage-backed securities (“RMBS”). From incorporation to the completion of Orchid’s initial public offering of its common stock on February 20, 2013, Orchid was a wholly owned subsidiary of Bimini Capital Management, Inc. (“Bimini”). Orchid began operations on November 24, 2010 (the date of commencement of operations). From incorporation through November 24, 2010, Orchid’s only activity was the issuance of common stock to Bimini.

On October 29, 2021, Orchid entered into an equity distribution agreement (the “October 2021 Equity Distribution Agreement”) with four sales agents pursuant to which the Company could offer and sell, from time to time, up to an aggregate amount of $250,000,000 of shares of the Company’s common stock in transactions that were deemed to be “at the market” offerings and privately negotiated transactions. The Company issued a total of 9,742,188 shares under the October 2021 Equity Distribution Agreement for aggregate gross proceeds of approximately $151.8 million, and net proceeds of approximately $149.3 million, after commissions and fees, prior to its termination in March 2023.

On March 7, 2023, Orchid entered into an equity distribution agreement (the “March 2023 Equity Distribution Agreement”) with three sales agents pursuant to which the Company may offer and sell, from time to time, up to an aggregate amount of $250,000,000 of shares of the Company’s common stock in transactions that are deemed to be “at the market” offerings and privately negotiated transactions. No shares have been issued under the March 2023 Equity Distribution Agreement through March 31, 2023.

### Basis of Presentation and Use of Estimates

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair statement of results for the interim period have been included. Operating results for the three month period ended March 31, 2023 are not necessarily indicative of the results that may be expected for the year ending December 31, 2023.

The balance sheet at December 31, 2022 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by GAAP for complete financial statements. For further information, refer to the financial statements and footnotes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2022.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The significant estimates affecting the accompanying financial statements are the fair values of RMBS and derivatives. Management believes the estimates and assumptions underlying the financial statements are reasonable based on the information available as of March 31, 2023.

### Reclassification of Comparative Period Information

The Company previously reported $0.3 million of commissions, fees and other expenses associated with its derivative holdings for the three months ended March 31, 2022 in 'Direct REIT operating expenses' in the statement of operations. These expenses have been reclassified as part of 'Gains (losses) on derivative and other hedging instruments' to conform with the presentation in the current period.

**Common Stock Reverse Split**

On August 30, 2022, the Company effected a 1-for-5 reverse stock split of its common stock and proportionately decreased the number of authorized shares of common stock. All share, per share, deferred stock unit ("DSU") and performance unit ("PU") information has been retroactively adjusted to reflect the reverse split. The shares of common stock retain a par value of $0.01 per share.

**Variable Interest Entities ("VIEs")**

The Company obtains interests in VIEs through its investments in mortgage-backed securities. The Company's interests in these VIEs are passive in nature and are not expected to result in the Company obtaining a controlling financial interest in these VIEs in the future. As a result, the Company does not consolidate these VIEs and accounts for these interests in these VIEs as mortgage-backed securities. See Note 2 for additional information regarding the Company's investments in mortgage-backed securities. The maximum exposure to loss for these VIEs is the carrying value of the mortgage-backed securities.

**Cash and Cash Equivalents and Restricted Cash**

Cash and cash equivalents include cash on deposit with financial institutions and highly liquid investments with original maturities of three months or less at the time of purchase. Restricted cash includes cash pledged as collateral for repurchase agreements and other borrowings, and interest rate swaps and other derivative instruments.

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported within the statement of financial position that sum to the total of the same such amounts shown in the statement of cash flows.

*(in thousands)*

| | March 31, 2023 | December 31, 2022 |
|---|---|---|
| Cash and cash equivalents | $ 143,220 | $ 205,651 |
| Restricted cash | 42,738 | 31,568 |
| **Total cash, cash equivalents and restricted cash** | $ 185,958 | $ 237,219 |

The Company maintains cash balances at three banks, a government securities backed overnight sweep fund, and excess margin on account with two exchange clearing members. At times, balances may exceed federally insured limits. The Company has not experienced any losses related to these balances. The Federal Deposit Insurance Corporation insures eligible accounts up to $250,000 per depositor at each financial institution. Restricted cash balances are uninsured, but are held in separate customer accounts that are segregated from the general funds of the counterparty. The Company limits uninsured balances to only large, well-known banks and exchange clearing members and believes that it is not exposed to any significant credit risk on cash and cash equivalents or restricted cash balances.

**Mortgage-Backed Securities and U.S. Treasury Notes**

The Company invests primarily in mortgage pass-through ("PT") residential mortgage backed securities ("RMBS") and collateralized mortgage obligations ("CMOs") issued by Freddie Mac, Fannie Mae or Ginnie Mae, interest-only ("IO") securities and inverse interest-only ("IIO") securities representing interest in or obligations backed by pools of RMBS. The Company refers to RMBS and CMOs as PT RMBS. The Company refers to IO and IIO securities as structured RMBS. The Company also invests in U.S. Treasury Notes, primarily to satisfy collateral requirements of derivative counterparties. The Company has elected to account for its investment in RMBS and U.S. Treasury Notes under the fair value option. Electing the fair value option requires the Company to record changes in fair value in the statements of operations, which, in management's view, more appropriately reflects the results of the Company's operations for a particular reporting period and is consistent with the underlying economics and how the portfolio is managed.

The Company records securities transactions on the trade date. Security purchases that have not settled as of the balance sheet date are included in the portfolio balance with an offsetting liability recorded, whereas securities sold that have not settled as of the balance sheet date are removed from the portfolio balance with an offsetting receivable recorded.

Fair value is defined as the price that would be received to sell the asset or paid to transfer the liability in an orderly transaction between market participants at the measurement date. The fair value measurement assumes that the transaction to sell the asset or transfer the liability either occurs in the principal market for the asset or liability, or in the absence of a principal market, occurs in the most advantageous market for the asset or liability. Estimated fair values for RMBS are based on independent pricing sources and/or third party broker quotes, when available. Estimated fair values for U.S. Treasury Notes are based on quoted prices for identical assets in active markets.

Income on PT RMBS and U.S. Treasury Notes is based on the stated interest rate of the security. Premiums or discounts present at the date of purchase are not amortized. Premium lost and discount accretion resulting from monthly principal repayments are reflected in unrealized gains (losses) on RMBS in the statements of operations. For IO securities, the income is accrued based on the carrying value and the effective yield. The difference between income accrued and the interest received on the security is characterized as a return of investment and serves to reduce the asset's carrying value. At each reporting date, the effective yield is adjusted prospectively for future reporting periods based on the new estimate of prepayments and the contractual terms of the security. For IIO securities, effective yield and income recognition calculations also take into account the index value applicable to the security. Changes in fair value of RMBS during each reporting period are recorded in earnings and reported as unrealized gains or losses on mortgage-backed securities in the accompanying statements of operations. Realized gains and losses on sales of RMBS and U.S. Treasury Notes, using the specific identification method, are reported as a separate component of net portfolio income on the statements of operations.

**Derivative and Other Hedging Instruments**

The Company uses derivative and other hedging instruments to manage interest rate risk, facilitate asset/liability strategies and manage other exposures, and it may continue to do so in the future. The principal instruments that the Company has used to date are Treasury Note ("T-Note"), federal funds ("Fed Funds") and Eurodollar futures contracts, short positions in U.S. Treasury securities, interest rate swaps, options to enter in interest rate swaps ("interest rate swaptions") and "to-be-announced" ("TBA") securities transactions, but the Company may enter into other derivative and other hedging instruments in the future.

The Company accounts for TBA securities as derivative instruments. Gains and losses associated with TBA securities transactions are reported in gain (loss) on derivative instruments in the accompanying statements of operations.

Derivative and other hedging instruments are carried at fair value, and changes in fair value are recorded in earnings for each period. The Company's derivative financial instruments are not designated as hedge accounting relationships, but rather are used as economic hedges of its portfolio assets and liabilities. Gains and losses on derivatives, except those that result in cash receipts or payments, are included in operating activities on the statements of cash flows. Cash payments and cash receipts from settlements of derivatives, including current period net cash settlements on interest rates swaps, are classified as an investing activity on the statements of cash flows.

Holding derivatives creates exposure to credit risk related to the potential for failure on the part of counterparties and exchanges to honor their commitments. In the event of default by a counterparty, the Company may have difficulty recovering its collateral and may not receive payments provided for under the terms of the agreement. The Company's derivative agreements require it to post or receive collateral to mitigate such risk. In addition, the Company uses only registered central clearing exchanges and well-established commercial banks as counterparties, monitors positions with individual counterparties and adjusts posted collateral as required.

**Financial Instruments**

The fair value of financial instruments for which it is practicable to estimate that value is disclosed either in the body of the financial statements or in the accompanying notes. RMBS, Fed Funds and T-Note futures contracts, interest rate swaps, interest rate swaptions and TBA securities are accounted for at fair value in the balance sheets. The methods and assumptions used to estimate fair value for these instruments are presented in Note 12 of the financial statements.

The estimated fair value of cash and cash equivalents, restricted cash, accrued interest receivable, receivable for securities sold, other assets, due to affiliates, repurchase agreements, payable for unsettled securities purchased, accrued interest payable and other liabilities generally approximates their carrying values as as Level 2 assets under the fair value hierarchy as of March 31, 2023 and December 31, 2022 due to the short-term nature of these financial instruments.

**Repurchase Agreements**

The Company finances the acquisition of the majority of its RMBS through the use of repurchase agreements under master repurchase agreements. Repurchase agreements are accounted for as collateralized financing transactions, which are carried at their contractual amounts, including accrued interest, as specified in the respective agreements.

**Manager Compensation**

The Company is externally managed by Bimini Advisors, LLC (the “Manager” or “Bimini Advisors”), a Maryland limited liability company and wholly-owned subsidiary of Bimini. The Company’s management agreement with the Manager provides for payment to the Manager of a management fee and reimbursement of certain operating expenses, which are accrued and expensed during the period for which they are earned or incurred. Refer to Note 13 for the terms of the management agreement.

**Earnings Per Share**

Basic earnings per share (“EPS”) is calculated as net income or loss attributable to common stockholders divided by the weighted average number of shares of common stock outstanding during the period. Diluted EPS is calculated using the treasury stock or two-class method, as applicable, for common stock equivalents, if any. However, the common stock equivalents are not included in computing diluted EPS if the result is anti-dilutive.

**Stock-Based Compensation**

The Company may grant equity-based compensation to non-employee members of its Board of Directors and to the executive officers and employees of the Manager. Stock-based awards issued include PUs, DSUs and immediately vested common stock awards. Compensation expense is measured and recognized for all stock-based payment awards made to employees and non-employee directors based on the fair value of the Company’s common stock on the date of grant. Compensation expense is recognized over each award’s respective service period using the graded vesting attribution method. The Company does not estimate forfeiture rates; but rather, adjusts for forfeitures in the periods in which they occur.

**Income Taxes**

Orchid has elected and is organized and operated so as to qualify to be taxed as a real estate investment trust (“REIT”) under the Internal Revenue Code of 1986, as amended (the “Code”). REITs are generally not subject to federal income tax on their REIT taxable income provided that they distribute to their stockholders all of their REIT taxable income on an annual basis. A REIT must distribute at least 90% of its REIT taxable income, determined without regard to the deductions for dividends paid and excluding net capital gain, and meet other requirements of the Code to retain its tax status.

Orchid assesses the likelihood, based on their technical merit, that uncertain tax positions will be sustained upon examination based on the facts, circumstances and information available at the end of each period. All of Orchid’s tax positions are categorized as highly certain. There is no accrual for any tax, interest or penalties related to Orchid’s tax position assessment. The measurement of uncertain tax positions is adjusted when new information is available, or when an event occurs that requires a change.

**Recent Accounting Pronouncements**

In March 2020, the FASB issued ASU 2020-04 “*Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting.*” ASU 2020-04 provides optional expedients and exceptions to GAAP requirements for modifications on debt instruments, leases, derivatives, and other contracts, related to the expected market transition from the London Interbank Offered Rate (“LIBOR”), and certain other floating rate benchmark indices, or collectively, IBORs, to alternative reference rates. ASU 2020-04 generally considers contract modifications related to reference rate reform to be an event that does not require contract remeasurement at the modification date nor a reassessment of a previous accounting determination. The guidance in ASU 2020-04 is optional and may be elected over time, through December 31, 2022, as reference rate reform activities occur. In December 2022, the FASB issued ASU 2022-06 "Reference Rate Reform (Topic 848)," deferring the sunset date provided in ASU 2020-04 from December 31, 2022 to December 31, 2024. The Company expects to adopt this ASU during the second quarter of 2023 as SOFR replaces LIBOR for certain derivative positions but does not believe that this will have a material impact on its financial statements.

In January 2021, the FASB issued ASU 2021-01 "*Reference Rate Reform (Topic 848*)." ASU 2021-01 expands the scope of ASC 848 to include all affected derivatives and give market participants the ability to apply certain aspects of the contract modification and hedge accounting expedients to derivative contracts affected by the discounting transition. In addition, ASU 2021-01 adds implementation guidance to permit a company to apply certain optional expedients to modifications of interest rate indexes used for margining, discounting or contract price alignment of certain derivatives as a result of reference rate reform initiatives and extends optional expedients to account for a derivative contract modified as a continuation of the existing contract and to continue hedge accounting when certain critical terms of a hedging relationship change to modifications made as part of the discounting transition. The guidance in ASU 2021-01 is effective immediately and available generally through December 31, 2024, as reference rate reform activities occur. The Company expects to adopt this ASU during the second quarter of 2023 as SOFR replaces LIBOR for certain derivative positions but does not believe that this will have a material impact on its financial statements.

**NOTE 2. MORTGAGE-BACKED SECURITIES AND U.S. TREASURY NOTES**

The following table presents the Company's RMBS portfolio as of March 31, 2023 and December 31, 2022:

*(in thousands)*

| | March 31, 2023 | December 31, 2022 |
|---|---|---|
| **Pass-Through RMBS Certificates:** | | |
| Fixed-rate Mortgages | $ 3,980,462 | $ 3,519,906 |
| Total Pass-Through Certificates | 3,980,462 | 3,519,906 |
| **Structured RMBS Certificates:** | | |
| Interest-Only Securities | 18,962 | 19,669 |
| Inverse Interest-Only Securities | 482 | 427 |
| Total Structured RMBS Certificates | 19,444 | 20,096 |
| Total | $ 3,999,906 | $ 3,540,002 |

As of March 31, 2023 and December 31, 2022, the Company held U.S. Treasury Notes with a fair value of approximately $36.8 million and $36.4 million, respectively, primarily to satisfy collateral requirements of one of its derivative counterparties.

The following table is a summary of the Company's net gain (loss) from the sale of RMBS for the three months ended March 31, 2023 and 2022.

| | Three Months Ended March 31, | |
|---|---|---|
| | 2023 | 2022 |
| Proceeds from sales of RMBS | $ - | $ 1,413,039 |
| Carrying value of RMBS sold | - | (1,464,125) |
| Net loss on sales of RMBS | $ - | $ (51,086) |
| | | |
| Gross gain on sales of RMBS | $ - | $ 709 |
| Gross loss on sales of RMBS | - | (51,795) |
| Net loss on sales of RMBS | $ - | $ (51,086) |

**NOTE 3. REPURCHASE AGREEMENTS**

The Company pledges certain of its RMBS as collateral under repurchase agreements with financial institutions. Interest rates are generally fixed based on prevailing rates corresponding to the terms of the borrowings, and interest is generally paid at the termination of a borrowing. If the fair value of the pledged securities declines, lenders will typically require the Company to post additional collateral or pay down borrowings to re-establish agreed upon collateral requirements, referred to as "margin calls." Similarly, if the fair value of the pledged securities increases, lenders may release collateral back to the Company. As of March 31, 2023, the Company had met all margin call requirements.

As of March 31, 2023 and December 31, 2022, the Company's repurchase agreements had remaining maturities as summarized below:

*($ in thousands)*

| | OVERNIGHT (1 DAY OR LESS) | BETWEEN 2 AND 30 DAYS | BETWEEN 31 AND 90 DAYS | GREATER THAN 90 DAYS | TOTAL |
|---|---|---|---|---|---|
| **March 31, 2023** | | | | | |
| Fair market value of securities pledged, including accrued interest receivable | $ - | $ 2,760,937 | $ 1,070,036 | $ 128,049 | $ 3,959,022 |
| Repurchase agreement liabilities associated with these securities | $ - | $ 2,632,522 | $ 1,017,354 | $ 119,561 | $ 3,769,437 |
| Net weighted average borrowing rate | - | 4.88% | 4.96% | 4.70% | 4.90% |
| **December 31, 2022** | | | | | |
| Fair market value of securities pledged, including accrued interest receivable | $ - | $ 2,496,769 | $ 884,632 | $ 142,658 | $ 3,524,059 |
| Repurchase agreement liabilities associated with these securities | $ - | $ 2,404,329 | $ 837,299 | $ 136,817 | $ 3,378,445 |
| Net weighted average borrowing rate | - | 4.43% | 4.51% | 4.15% | 4.44% |

Included in the table above are repurchase agreements with outstanding principal balances of approximately $255.2 million and $190.3 million as of March 31, 2023 and December 31, 2022, respectively, with interest rates indexed to the Secured Overnight Financing Rate ("SOFR") that reprice daily.

In addition, cash pledged to counterparties for repurchase agreements was approximately $18.1 million and $13.3 million as of March 31, 2023 and December 31, 2022, respectively.

If, during the term of a repurchase agreement, a lender files for bankruptcy, the Company might experience difficulty recovering its pledged assets, which could result in an unsecured claim against the lender for the difference between the amount loaned to the Company plus interest due to the counterparty and the fair value of the collateral pledged to such lender, including the accrued interest receivable and cash posted by the Company as collateral. At March 31, 2023, the Company had an aggregate amount at risk (the difference between the amount loaned to the Company, including interest payable and securities posted by the counterparty (if any), and the fair value of securities and cash pledged (if any), including accrued interest on such securities) with all counterparties of approximately $193.2 million. The Company did not have an amount at risk with any individual counterparty that was greater than 10% of the Company's equity at March 31, 2023 and December 31, 2022.

## NOTE 4. DERIVATIVE AND OTHER HEDGING INSTRUMENTS

The table below summarizes fair value information about the Company’s derivative and other hedging instruments assets and liabilities as of March 31, 2023 and December 31, 2022.

*(in thousands)*

| Derivative and Other Hedging Instruments | Balance Sheet Location | March 31, 2023 | December 31, 2022 |
|---|---|---|---|
| **Assets** | | | |
| Interest rate swaps | Derivative assets, at fair value | $ 13,972 | $ 4,983 |
| Payer swaptions (long positions) | Derivative assets, at fair value | 14,849 | 33,398 |
| Interest rate caps | Derivative assets, at fair value | 474 | 1,119 |
| TBA securities | Derivative assets, at fair value | 20 | 672 |
| Total derivative assets, at fair value | | $ 29,315 | $ 40,172 |
| | | | |
| **Liabilities** | | | |
| Payer swaptions (short positions) | Derivative liabilities, at fair value | $ 8,528 | $ 5,982 |
| TBA securities | Derivative liabilities, at fair value | 11,054 | 1,179 |
| Total derivative liabilities, at fair value | | $ 19,582 | $ 7,161 |
| | | | |
| **Margin Balances Posted to (from) Counterparties** | | | |
| Futures contracts | Restricted cash | $ 15,547 | $ 16,493 |
| TBA securities | Restricted cash | 9,119 | 1,734 |
| TBA securities | Other liabilities | (372) | (532) |
| Interest rate swaption contracts | Other liabilities | (1,505) | (12,489) |
| Total margin balances on derivative contracts | | $ 22,789 | $ 5,206 |

Fed Funds and T-Note futures are cash settled futures contracts on an interest rate, with gains and losses credited or charged to the Company’s cash accounts on a daily basis. A minimum balance, or “margin”, is required to be maintained in the account on a daily basis. The tables below present information related to the Company’s T-Note futures positions at March 31, 2023 and December 31, 2022.

*($ in thousands)*

| | March 31, 2023 | | | |
|---|---|---|---|---|
| Expiration Year | Average Contract Notional Amount | Weighted Average Entry Rate | Weighted Average Effective Rate | Open Equity(1) |
| **Treasury Note Futures Contracts (Short Positions)(2)** | | | | |
| June 2023 5-year T-Note futures (Jun 2023 - Jun 2028 Hedge Period) | $ 926,500 | 4.17% | 3.89% | $ (20,719) |
| June 2023 10-year Ultra futures (Jun 2023 - Jun 2033 Hedge Period) | $ 54,200 | 3.91% | 3.48% | $ (2,181) |

*($ in thousands)*

| | December 31, 2022 | | | |
|---|---|---|---|---|
| Expiration Year | Average Contract Notional Amount | Weighted Average Entry Rate | Weighted Average Effective Rate | Open Equity(1) |
| **Treasury Note Futures Contracts (Short Position)(2)** | | | | |
| March 2023 5-year T-Note futures (Mar 2023 - Mar 2028 Hedge Period) | $ 750,500 | 4.20% | 4.22% | $ (100) |
| March 2023 10-year Ultra futures (Mar 2023 - Mar 2033 Hedge Period) | $ 174,500 | 3.66% | 3.79% | $ 965 |

(1) Open equity represents the cumulative gains (losses) recorded on open futures positions from inception.

(2) 5-Year T-Note futures contracts were valued at a price of $109.5 at March 31, 2023 and $107.9 at December 31, 2022. The contract values of the short positions were $1,014.6 million and $810.0 million at March 31, 2023 and December 31, 2022, respectively. 10-Year Ultra futures contracts were valued at a price of $121.1 at March 31, 2023 and $118.3 at December 31, 2022. The contract value of the short position was $65.7 million and $206.4 million at March 31, 2023 and December 31, 2022, respectively

Under its interest rate swap agreements, the Company typically pays a fixed rate and receives a floating rate ("payer swaps") based on an index, such as the LIBOR and SOFR. The floating rate the Company receives under its swap agreements has the effect of offsetting the repricing characteristics of its repurchase agreements and cash flows on such liabilities. The Company is typically required to post collateral on its interest rate swap agreements. The table below presents information related to the Company's interest rate swap positions at March 31, 2023 and December 31, 2022.

*($ in thousands)*

| | Notional Amount | Average Fixed Pay Rate | Average Receive Rate | Average Maturity (Years) |
|---|---|---|---|---|
| **March 31, 2023** | | | | |
| Expiration > 3 to ≤ 5 years | $ 500,000 | 0.84% | 5.02% | 3.5 |
| Expiration > 5 years | 1,174,000 | 2.10% | 4.88% | 7.2 |
| | $ 1,674,000 | 1.72% | 4.92% | 6.1 |
| **December 31, 2022** | | | | |
| Expiration > 3 to ≤ 5 years | $ 500,000 | 0.84% | 4.75% | 3.7 |
| Expiration > 5 years | 900,000 | 1.70% | 4.23% | 6.6 |
| | $ 1,400,000 | 1.39% | 4.41% | 5.6 |

The table below presents our open payer swap positions by receive index, as a percentage of notional amount.

| | March 31, 2023 | December 31, 2022 |
|---|---|---|
| Overnight SOFR | 58% | 50% |
| Three Month LIBOR | 42% | 50% |
| | 100% | 100% |

As of March 31, 2023, the table above includes a swap with a notional amount of $274.0 million that begins accruing interest on February 24, 2024 with a fixed pay rate of 3.43% and a receive rate indexed to overnight SOFR.

Our interest rate swaps are centrally cleared through two registered commodities exchanges, the Chicago Mercantile Exchange ("CME") and the London Clearing House ("LCH"). The clearing exchanges require that we post an "initial margin" amount determined by the exchanges. The initial margin amount is intended to be set at a level sufficient to protect the exchange from the interest rate swap's maximum estimated single-day price movement and is subject to adjustment based on changes in market volatility and other factors. We also exchange daily settlements of "variation margin" based upon changes in fair value, as measured by the exchanges.

The table below presents information related to the Company's interest rate cap positions at March 31, 2023 and December 31, 2022.

*($ in thousands)*

| | Notional Amount | Cost | Strike Swap Rate | Curve Spread | Net Estimated Fair Value |
|---|---|---|---|---|---|
| **March 31, 2023** | | | | | |
| February 8, 2024 | $ 200,000 | $ 1,450 | 0.09% | 2Y10Y | $ 474 |
| **December 31, 2022** | | | | | |
| February 8, 2024 | $ 200,000 | $ 1,450 | 0.09% | 2Y10Y | $ 1,119 |

The table below presents information related to the Company's interest rate swaption positions at March 31, 2023 and December 31, 2022.

*($ in thousands)*

| | Option | | | Underlying Swap | | | |
|---|---|---|---|---|---|---|---|
| **Expiration** | **Cost** | **Fair Value** | **Weighted Average Months to Expiration** | **Notional Amount** | **Average Fixed Rate** | **Average Adjustable Rate** | **Weighted Average Term (Years)** |
| **March 31, 2023** | | | | | | | |
| Payer Swaptions - long | | | | | | | |
| ≤ 1 year | $ 36,685 | $ 6,548 | 6.6 | $ 1,250,000 | 4.09% | SOFR | 10.0 |
| >1 year | 10,115 | 8,301 | 21.7 | 1,000,000 | 3.49% | SOFR | 2.0 |
| | $ 46,800 | $ 14,849 | 13.3 | $ 2,250,000 | 3.82% | | 6.4 |
| Payer Swaptions - short | | | | | | | |
| >1 year | $ (12,252) | $ (8,528) | 13.0 | $ (1,917,000) | 3.91% | SOFR | 5.8 |
| **December 31, 2022** | | | | | | | |
| Payer Swaptions (long positions) | | | | | | | |
| ≤ 1 year | $ 36,685 | $ 21,253 | 9.6 | $ 1,250,000 | 4.09% | SOFR | 10.0 |
| > 10 years | 11,021 | 12,145 | 239.5 | 120,000 | 2.05% | SOFR | 10.0 |
| | $ 47,706 | $ 33,398 | 29.8 | $ 1,370,000 | 3.91% | | 10.0 |
| Payer Swaptions (short positions) | | | | | | | |
| ≤ 1 year | $ (17,800) | $ (5,982) | 3.6 | $ (917,000) | 4.09% | SOFR | 10.0 |

The following table summarizes the Company's contracts to purchase and sell TBA securities as of March 31, 2023 and December 31, 2022.

*($ in thousands)*

| | **Notional Amount Long (Short)(1)** | **Cost Basis(2)** | **Market Value(3)** | **Net Carrying Value(4)** |
|---|---|---|---|---|
| **March 31, 2023** | | | | |
| ***30-Year TBA securities:*** | | | | |
| 2.0% | $ (175,000) | $ (144,511) | $ (144,526) | $ (15) |
| 3.0% | (700,000) | (616,438) | (627,457) | (11,019) |
| Total | $ (875,000) | $ (760,949) | $ (771,983) | $ (11,034) |
| **December 31, 2022** | | | | |
| ***30-Year TBA securities:*** | | | | |
| 2.0% | $ (175,000) | $ (142,268) | $ (143,145) | $ (877) |
| 3.0% | (500,000) | (440,644) | (440,274) | 370 |
| Total | $ (675,000) | $ (582,912) | $ (583,419) | $ (507) |

(1) Notional amount represents the par value (or principal balance) of the underlying Agency RMBS.
(2) Cost basis represents the forward price to be paid (received) for the underlying Agency RMBS.
(3) Market value represents the current market value of the TBA securities (or of the underlying Agency RMBS) as of period-end.
(4) Net carrying value represents the difference between the market value and the cost basis of the TBA securities as of period-end and is reported in derivative assets (liabilities) at fair value in the balance sheets.

**Gain (Loss) From Derivative and Other Hedging Instruments, Net**

The table below presents the effect of the Company's derivative and other hedging instruments on the statements of operations for the three months ended March 31, 2023 and 2022.

*(in thousands)*

| | Three Months Ended March 31, 2023 | Three Months Ended March 31, 2022 |
|---|---|---|
| T-Note futures contracts (short position) | $ (4,038) | $ 79,691 |
| Interest rate swaps | (26,144) | 66,170 |
| Payer swaptions (short positions) | 6,585 | (10,908) |
| Payer swaptions (long positions) | (12,109) | 40,975 |
| Interest rate caps | (645) | (996) |
| Interest rate floors | 1,185 | - |
| TBA securities (short positions) | (5,990) | 2,539 |
| TBA securities (long positions) | - | 27 |
| Total | $ (41,156) | $ 177,498 |

**Credit Risk-Related Contingent Features**

The use of derivatives and other hedging instruments creates exposure to credit risk relating to potential losses that could be recognized in the event that the counterparties to these instruments fail to perform their obligations under the contracts. The Company attempts to minimize this risk by limiting its counterparties for instruments which are not centrally cleared on a registered exchange to major financial institutions with acceptable credit ratings and monitoring positions with individual counterparties. In addition, the Company may be required to pledge assets as collateral for its derivatives, whose amounts vary over time based on the market value, notional amount and remaining term of the derivative contract. In the event of a default by a counterparty, the Company may not receive payments provided for under the terms of its derivative agreements, and may have difficulty obtaining its assets pledged as collateral for its derivatives. The cash and cash equivalents pledged as collateral for the Company derivative instruments are included in restricted cash on its balance sheets.

It is the Company's policy not to offset assets and liabilities associated with open derivative contracts. However, CME, Intercontinental Exchange ("ICE"), and LCH rules characterize variation margin transfers as settlement payments, as opposed to adjustments to collateral. As a result, derivative assets and liabilities associated with centrally cleared derivatives for which the CME, ICE, or LCH serves as the central clearing party are presented as if these derivatives had been settled as of the reporting date.

**NOTE 5. PLEDGED ASSETS**

**Assets Pledged to Counterparties**

The table below summarizes the Company's assets pledged as collateral under repurchase agreements and derivative agreements by type, including securities pledged related to securities sold but not yet settled, as of March 31, 2023 and December 31, 2022.

*(in thousands)*

| | March 31, 2023 | | | December 31, 2022 | | |
|---|---|---|---|---|---|---|
| Assets Pledged to Counterparties | Repurchase Agreements | Derivative Agreements | Total | Repurchase Agreements | Derivative Agreements | Total |
| PT RMBS - fair value | $ 3,926,711 | $ - | $ 3,926,711 | $ 3,492,544 | $ - | $ 3,492,544 |
| Structured RMBS - fair value | $ 19,445 | - | 19,445 | 20,096 | - | 20,096 |
| U.S. Treasury Notes | - | 36,806 | 36,806 | - | 36,382 | 36,382 |
| Accrued interest on pledged securities | 12,867 | 4 | 12,871 | 11,419 | 16 | 11,435 |
| Restricted cash | 18,072 | 24,666 | 42,738 | 13,341 | 18,227 | 31,568 |
| Total | $ 3,977,095 | $ 61,476 | $ 4,038,571 | $ 3,537,400 | $ 54,625 | $ 3,592,025 |

**Assets Pledged from Counterparties**

The table below summarizes assets pledged to the Company from counterparties under repurchase agreements and derivative agreements as of March 31, 2023 and December 31, 2022.

*(in thousands)*

| | March 31, 2023 | | | December 31, 2022 | | |
|---|---|---|---|---|---|---|
| **Assets Pledged to Orchid** | **Repurchase Agreements** | **Derivative Agreements** | **Total** | **Repurchase Agreements** | **Derivative Agreements** | **Total** |
| Cash | $ 4,053 | $ 1,877 | $ 5,930 | $ 3,075 | $ 13,021 | $ 16,096 |
| U.S. Treasury securities - fair value | 5,000 | - | $ 5,000 | 197 | - | 197 |
| Total | $ 9,053 | $ 1,877 | $ 10,930 | $ 3,272 | $ 13,021 | $ 16,293 |

Cash received as margin is recognized as cash and cash equivalents with a corresponding amount recognized as an increase in repurchase agreements or other liabilities in the balance sheets.

## NOTE 6. OFFSETTING ASSETS AND LIABILITIES

The Company's derivative agreements and repurchase agreements are subject to underlying agreements with master netting or similar arrangements, which provide for the right of offset in the event of default or in the event of bankruptcy of either party to the transactions. The Company reports its assets and liabilities subject to these arrangements on a gross basis in the case of repurchase agreements and for certain derivative agreements. CME and LCH rules characterize variation margin transfers as settlement payments, as opposed to adjustments to collateral. As a result, derivative assets and liabilities associated with centrally cleared derivatives for which the CME or LCH serves as the central clearing party are presented as if these derivatives had been settled as of the reporting date.

The following table presents information regarding those assets and liabilities subject to such arrangements as if the Company had presented them on a net basis as of March 31, 2023 and December 31, 2022.

*(in thousands)*

| Offsetting of Assets | | | | | | |
|---|---|---|---|---|---|---|
| | | | | Gross Amount Not Offset in the Balance Sheet | | |
| | **Gross Amount of Recognized Assets** | **Gross Amount Offset in the Balance Sheet** | **Net Amount of Assets Presented in the Balance Sheet** | **Financial Instruments Received as Collateral** | **Cash Received as Collateral** | **Net Amount** |
| **March 31, 2023** | | | | | | |
| Interest rate swaps | $ 13,972 | $ - | $ 13,972 | $ - | $ - | $ 13,972 |
| Interest rate swaptions | 14,849 | - | 14,849 | - | (1,505) | 13,344 |
| Interest rate caps | 474 | - | 474 | - | - | 474 |
| TBA securities | 20 | - | 20 | - | (20) | - |
| | $ 29,315 | $ - | $ 29,315 | $ - | $ (1,525) | $ 27,790 |
| **December 31, 2022** | | | | | | |
| Interest rate swaps | $ 4,983 | $ - | $ 4,983 | $ - | $ - | $ 4,983 |
| Interest rate swaptions | 33,398 | - | 33,398 | - | (12,489) | 20,909 |
| Interest rate caps | 1,119 | - | 1,119 | - | - | 1,119 |
| TBA securities | 672 | - | 672 | - | (532) | 140 |
| | $ 40,172 | $ - | $ 40,172 | $ - | $ (13,021) | $ 27,151 |

*(in thousands)*

| Offsetting of Liabilities | | | | | | |
|---|---|---|---|---|---|---|
| | | | | Gross Amount Not Offset in the Balance Sheet | | |
| | Gross Amount of Recognized Liabilities | Gross Amount Offset in the Balance Sheet | Net Amount of Liabilities Presented in the Balance Sheet | Financial Instruments Posted as Collateral | Cash Posted as Collateral | Net Amount |
| **March 31, 2023** | | | | | | |
| Repurchase Agreements | $ 3,769,437 | $ - | $ 3,769,437 | $ (3,751,365) | $ (18,072) | $ - |
| Interest rate swaptions | 8,528 | - | 8,528 | - | - | 8,528 |
| TBA securities | 11,054 | - | 11,054 | - | (9,119) | 1,935 |
| | $ 3,789,019 | $ - | $ 3,789,019 | $ (3,751,365) | $ (27,191) | $ 10,463 |
| **December 31, 2022** | | | | | | |
| Repurchase Agreements | $ 3,378,445 | $ - | $ 3,378,445 | $ (3,365,104) | $ (13,341) | $ - |
| Interest rate swaps | - | - | - | - | - | - |
| Interest rate swaptions | 5,982 | - | 5,982 | - | - | 5,982 |
| TBA securities | 1,179 | - | 1,179 | - | (1,179) | - |
| | $ 3,385,606 | $ - | $ 3,385,606 | $ (3,365,104) | $ (14,520) | $ 5,982 |

The amounts disclosed for collateral received by or posted to the same counterparty up to and not exceeding the net amount of the asset or liability presented in the balance sheets. The fair value of the actual collateral received by or posted to the same counterparty typically exceeds the amounts presented. See Note 5 for a discussion of collateral posted or received against or for repurchase obligations and derivative and other hedging instruments.

## NOTE 7. CAPITAL STOCK

### Reverse Stock Split

On August 30, 2022, the Company effected a 1-for-5 reverse stock split of its common stock and proportionately decreased the number of authorized shares of common stock. All share, per share, DSU and PU information has been retroactively adjusted to reflect the reverse split. The shares of common stock retain a par value of $0.01 per share.

**Common Stock Issuances**

During the three months ended March 31, 2023 and the year ended December 31, 2022, the Company completed the following public offerings of shares of its common stock.

*($ in thousands, except per share amounts)*

| Type of Offering | Period | | Weighted Average Price Received Per Share(1) | Shares | | Net Proceeds(2) |
|---|---|---|---|---|---|---|
| **2023** | | | | | | |
| At the Market Offering Program(3) | First Quarter | $ | 11.77 | 2,690,000 | $ | 31,657 |
| | | | | 2,690,000 | $ | 31,657 |
| **2022** | | | | | | |
| At the Market Offering Program(3) | First Quarter | $ | - | - | $ | - |
| At the Market Offering Program(3) | Second Quarter | | - | - | | - |
| At the Market Offering Program(3) | Third Quarter | | - | - | | - |
| At the Market Offering Program(3) | Fourth Quarter | | 10.45 | 3,885,048 | | 40,580 |
| | | | | 3,885,048 | $ | 40,580 |

(1) Weighted average price received per share is after deducting the underwriters' discount, if applicable, and other offering costs.
(2) Net proceeds are net of the underwriters' discount, if applicable, and other offering costs.
(3) The Company has entered into eleven equity distribution agreements, ten of which have either been terminated because all shares were sold or were replaced with a subsequent agreement

**Stock Repurchase Program**

On July 29, 2015, the Company's Board of Directors authorized the repurchase of up to 400,000 shares of the Company's common stock. On February 8, 2018, the Board of Directors approved an increase in the stock repurchase program for up to an additional 904,564 shares of the Company's common stock. Coupled with the 156,751 shares remaining from the original 400,000 share authorization, the increased authorization brought the total authorization to 1,061,316 shares, representing 10% of the Company's then outstanding share count.

On December 9, 2021, the Board of Directors approved an increase in the number of shares of the Company's common stock available in the stock repurchase program for up to an additional 3,372,399 shares, bringing the remaining authorization under the stock repurchase program to 3,539,861 shares, representing approximately 10% of the Company's then outstanding shares of common stock.

On October 12, 2022, the Board of Directors approved an increase in the number of shares of the Company's common stock available in the stock repurchase program for up to an additional 4,300,000 shares, bringing the remaining authorization under the stock repurchase program to 6,183,601 shares, representing approximately 18% of the Company's then outstanding shares of common stock.

As part of the stock repurchase program, shares may be purchased in open market transactions, block purchases, through privately negotiated transactions, or pursuant to any trading plan that may be adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Open market repurchases will be made in accordance with Exchange Act Rule 10b-18, which sets certain restrictions on the method, timing, price and volume of open market stock repurchases. The timing, manner, price and amount of any repurchases will be determined by the Company in its discretion and will be subject to economic and market conditions, stock price, applicable legal requirements and other factors. The authorization does not obligate the Company to acquire any particular amount of common stock and the program may be suspended or discontinued at the Company's discretion without prior notice. The stock repurchase program has no termination date.

From the inception of the stock repurchase program through March 31, 2023, the Company repurchased a total of 4,048,613 shares at an aggregate cost of approximately $68.8 million, including commissions and fees, for a weighted average price of $16.99 per share. During the three months ended March 31, 2023, the Company repurchased a total of 373,041 shares at an aggregate cost of approximately $4.0 million, including commissions and fees, for a weighted average price of $10.62 per share. During the year ended December 31, 2022, the Company repurchased a total of 2,538,470 shares at an aggregate cost of approximately $24.5 million, including commissions and fees, for a weighted average price of $9.63 per share. The remaining authorization under the stock repurchase program as of April 28, 2023 was 4,928,350 shares.

**Cash Dividends**

The table below presents the cash dividends declared on the Company's common stock.

*(in thousands, except per share amounts)*

| Year | Per Share Amount | Total |
|---|---|---|
| 2013 | $ 6.975 | $ 4,662 |
| 2014 | 10.800 | 22,643 |
| 2015 | 9.600 | 38,748 |
| 2016 | 8.400 | 41,388 |
| 2017 | 8.400 | 70,717 |
| 2018 | 5.350 | 55,814 |
| 2019 | 4.800 | 54,421 |
| 2020 | 3.950 | 53,570 |
| 2021 | 3.900 | 97,601 |
| 2022 | 2.475 | 87,906 |
| 2023 - YTD(1) | 0.640 | 25,098 |
| Totals | $ 65.290 | $ 552,568 |

(1) On April 12, 2023, the Company declared a dividend of $0.16 per share to be paid on May 26, 2023. The effect of this dividend is included in the table above but is not reflected in the Company's financial statements as of March 31, 2023.

## NOTE 8. STOCK INCENTIVE PLAN

In 2021, the Company's Board of Directors adopted, and the stockholders approved, the Orchid Island Capital, Inc. 2021 Equity Incentive Plan (the "2021 Incentive Plan") to replace the Orchid Island Capital, Inc. 2012 Equity Incentive Plan (the "2012 Incentive Plan" and together with the 2021 Incentive Plan, the "Incentive Plans"). The 2021 Incentive Plan provides for the award of stock options, stock appreciation rights, stock awards, PUs, other equity-based awards (and dividend equivalents with respect to awards of PUs and other equity-based awards) and incentive awards. The 2021 Incentive Plan is administered by the Compensation Committee of the Company's Board of Directors except that the Company's full Board of Directors will administer awards made to directors who are not employees of the Company or its affiliates. The 2021 Incentive Plan provides for awards of up to an aggregate of 10% of the issued and outstanding shares of the Company's common stock (on a fully diluted basis) at the time of the awards, subject to a maximum aggregate 1,473,324 shares of the Company's common stock that may be issued under the 2021 Incentive Plan. The 2021 Incentive Plan replaces the 2012 Incentive Plan, and no further grants will be made under the 2012 Incentive Plan. However, any outstanding awards under the 2012 Incentive Plan will continue in accordance with the terms of the 2012 Incentive Plan and any award agreement executed in connection with such outstanding awards.

**Performance Units**

The Company has issued, and may in the future issue additional, PUs under the Incentive Plans to certain executive officers and employees of its Manager. PUs vest after the end of a defined performance period, based on satisfaction of the performance conditions set forth in the PU agreement. When earned, each PU will be settled by the issuance of one share of the Company's common stock, at which time the PU will be cancelled. The PUs contain dividend equivalent rights, which entitle the Participants to receive distributions declared by the Company on common stock, but do not include the right to vote the underlying shares of common stock. PUs are subject to forfeiture should the participant no longer serve as an executive officer or employee of the Company or the Manager. Compensation expense for the PUs, included in incentive compensation on the statements of operations, is recognized over the remaining vesting period once it becomes probable that the performance conditions will be achieved.

The following table presents information related to PUs outstanding during the three months ended March 31, 2023 and 2022.

*($ in thousands, except per share data)*

| | Three Months Ended March 31, | | | |
|---|---|---|---|---|
| | 2023 | | 2022 | |
| | Shares | Weighted Average Grant Date Fair Value | Shares | Weighted Average Grant Date Fair Value |
| Unvested, beginning of period | 36,921 | $ 20.57 | 26,645 | $ 29.40 |
| Granted | - | - | 35,114 | 16.55 |
| Vested and issued | (4,462) | 22.09 | (2,664) | 29.40 |
| Unvested, end of period | 32,459 | $ 20.36 | 59,095 | $ 21.75 |
| | | | | |
| Compensation expense during period | | $ 90 | | $ 106 |
| Unrecognized compensation expense, end of period | | $ 267 | | $ 942 |
| Intrinsic value, end of period | | $ 348 | | $ 960 |
| Weighted-average remaining vesting term (in years) | | 1.1 | | 1.8 |

Subsequent to March 31, 2023, the Company granted 76,696 PUs to its executive officers and certain of its Manager's employees. These PUs will be earned at the rate of 10% per quarter beginning with the quarter ending March 31, 2024 and concluding with the quarter ending June 30, 2026. The number of PUs actually earned is subject to adjustment based on the Company's achievement of certain performance goals as set forth in each PU award agreement.

**Stock Awards**

The Company has issued, and may in the future issue additional, immediately vested common stock under the Incentive Plans to certain executive officers and employees of its Manager. The following table presents information related to fully vested common stock issued during the three months ended March 31, 2023 and 2022. All of the fully vested shares of common stock issued during the three months ended March 31, 2022, and the related compensation expense, were granted with respect to service performed during the fiscal year ended December 31, 2021. Subsequent to March 31, 2023, the Company granted 76,696 shares of fully vested common stock, with a related compensation expense of $0.8 million, to its executive officers and certain employees of its Manager with respect to service performed during the fiscal year ended December 31, 2022

*($ in thousands, except per share data)*

| | Three Months Ended March 31, | |
|---|---|---|
| | 2023 | 2022 |
| Fully vested shares granted | - | 35,114 |
| Weighted average grant date price per share | $ - | $ 16.55 |
| Compensation expense related to fully vested shares of common stock awards | $ - | $ 581 |

**Deferred Stock Units**

Non-employee directors receive a portion of their compensation in the form of DSU awards pursuant to the Incentive Plans. Each DSU represents a right to receive one share of the Company’s common stock. Beginning in 2022, each non-employee director could elect to receive all of his or her compensation in the form of DSUs. The DSUs are immediately vested and are settled at a future date based on the election of the individual participant. Compensation expense for the DSUs is included in directors’ fees and liability insurance in the statements of operations. The DSUs contain dividend equivalent rights, which entitle the participant to receive distributions declared by the Company on common stock. These dividend equivalent rights are settled in cash or additional DSUs at the participant’s election. The DSUs do not include the right to vote the underlying shares of common stock.

The following table presents information related to the DSUs outstanding during the three months ended March 31, 2023 and 2022.

*($ in thousands, except per share data)*

| | Three Months Ended March 31, | | | | | |
|---|---|---|---|---|---|---|
| | 2023 | | | 2022 | | |
| | Shares | | Weighted Average Grant Date Fair Value | Shares | | Weighted Average Grant Date Fair Value |
| Outstanding, beginning of period | 54,197 | $ | 20.29 | 28,595 | $ | 26.92 |
| Granted and vested | 9,302 | | 10.59 | 3,055 | | 21.95 |
| Outstanding, end of period | 63,499 | $ | 18.87 | 31,650 | $ | 26.45 |
| | | | | | | |
| Compensation expense during period | | $ | 89 | | $ | 75 |
| Intrinsic value, end of period | | $ | 681 | | $ | 514 |

**NOTE 9. COMMITMENTS AND CONTINGENCIES**

From time to time, the Company may become involved in various claims and legal actions arising in the ordinary course of business. Management is not aware of any reported or unreported contingencies at March 31, 2023.

**NOTE 10. INCOME TAXES**

The Company will generally not be subject to U.S. federal income tax on its REIT taxable income to the extent that it distributes its REIT taxable income to its stockholders and satisfies the ongoing REIT requirements, including meeting certain asset, income and stock ownership tests. A REIT must generally distribute at least 90% of its REIT taxable income, determined without regard to the deductions for dividends paid and excluding net capital gain, to its stockholders, annually to maintain REIT status. An amount equal to the sum of which 85% of its REIT ordinary income and 95% of its REIT capital gain net income, plus certain undistributed income from prior taxable years, must be distributed within the taxable year, in order to avoid the imposition of an excise tax. The remaining balance may be distributed up to the end of the following taxable year, provided the REIT elects to treat such amount as a prior year distribution and meets certain other requirements.

**NOTE 11. EARNINGS PER SHARE (EPS)**

The Company had dividend eligible PUs and DSUs that were outstanding during the three months ended March 31, 2023 and 2022. The basic and diluted per share computations include these unvested PUs and DSUs if there is income available to common stock, as they have dividend participation rights. The unvested PUs and DSUs have no contractual obligation to share in losses. Because there is no such obligation, the unvested PUs and DSUs are not included in the basic and diluted EPS computations when no income is available to common stock even though they are considered participating securities.

The table below reconciles the numerator and denominator of EPS for the three months ended March 31, 2023 and 2022.

*(in thousands, except per share information)*

| | Three Months Ended March 31, | | | |
|---|---|---|---|---|
| | | 2023 | | 2022 |
| **Basic and diluted EPS per common share:** | | | | |
| Numerator for basic and diluted EPS per share of common stock: | | | | |
| Net income (loss) - Basic and diluted | $ | 3,530 | $ | (148,727) |
| Weighted average shares of common stock: | | | | |
| Shares of common stock outstanding at the balance sheet date | | 39,086 | | 35,423 |
| Unvested dividend eligible share based compensation outstanding at the balance sheet date | | 96 | | - |
| Effect of weighting | | (690) | | (23) |
| Weighted average shares-basic and diluted | | 38,492 | | 35,400 |
| Net income (loss) per common share: | | | | |
| Basic and diluted | $ | 0.09 | $ | (4.20) |
| Anti-dilutive incentive shares not included in calculation | | - | | 91 |

**NOTE 12. FAIR VALUE**

The framework for using fair value to measure assets and liabilities defines fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price). A fair value measure should reflect the assumptions that market participants would use in pricing the asset or liability, including the assumptions about the risk inherent in a particular valuation technique, the effect of a restriction on the sale or use of an asset and the risk of non-performance. Required disclosures include stratification of balance sheet amounts measured at fair value based on inputs the Company uses to derive fair value measurements. These stratifications are:

- Level 1 valuations, where the valuation is based on quoted market prices for identical assets or liabilities traded in active markets (which include exchanges and over-the-counter markets with sufficient volume),
- Level 2 valuations, where the valuation is based on quoted market prices for similar instruments traded in active markets, quoted prices for identical or similar instruments in markets that are not active and model-based valuation techniques for which all significant assumptions are observable in the market, and
- Level 3 valuations, where the valuation is generated from model-based techniques that use significant assumptions not observable in the market, but observable based on Company-specific data. These unobservable assumptions reflect the Company's own estimates for assumptions that market participants would use in pricing the asset or liability. Valuation techniques typically include option pricing models, discounted cash flow models and similar techniques, but may also include the use of market prices of assets or liabilities that are not directly comparable to the subject asset or liability.

The Company's RMBS and TBA securities are Level 2 valuations, and such valuations currently are determined by the Company based on independent pricing sources and/or third party broker quotes. Because the price estimates may vary, the Company must make certain judgments and assumptions about the appropriate price to use to calculate the fair values. The Company and the independent pricing sources use various valuation techniques to determine the price of the Company's securities. These techniques include observing the most recent market for like or identical assets (including security coupon, maturity, yield, and prepayment speeds), spread pricing techniques to determine market credit spreads (option adjusted spread, zero volatility spread, spread to the U.S. Treasury curve or spread to a benchmark such as a TBA), and model driven approaches (the discounted cash flow method, Black Scholes and SABR models which rely upon observable market rates such as the term structure of interest rates and volatility). The appropriate spread pricing method used is based on market convention. The pricing source determines the spread of recently observed trade activity or observable markets for assets similar to those being priced. The spread is then adjusted based on variances in certain characteristics between the market observation and the asset being priced. Those characteristics include: type of asset, the expected life of the asset, the stability and predictability of the expected future cash flows of the asset, whether the coupon of the asset is fixed or adjustable, the guarantor of the security if applicable, the coupon, the maturity, the issuer, size of the underlying loans, year in which the underlying loans were originated, loan to value ratio, state in which the underlying loans reside, credit score of the underlying borrowers and other variables if appropriate. The fair value of the security is determined by using the adjusted spread.

The Company's U.S. Treasury Notes are based on quoted prices for identical instruments in active markets and are classified as Level 1 assets.

The Company's futures contracts are Level 1 valuations, as they are exchange-traded instruments and quoted market prices are readily available. Futures contracts are settled daily. The Company's interest rate swaps and interest rate swaptions are Level 2 valuations. The fair value of interest rate swaps is determined using a discounted cash flow approach using forward market interest rates and discount rates, which are observable inputs. The fair value of interest rate swaptions is determined using an option pricing model.

RMBS (based on the fair value option), derivatives and TBA securities were recorded at fair value on a recurring basis during the three months ended March 31, 2023 and 2022. When determining fair value measurements, the Company considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset. When possible, the Company looks to active and observable markets to price identical assets. When identical assets are not traded in active markets, the Company looks to market observable data for similar assets.

The following table presents financial assets (liabilities) measured at fair value on a recurring basis as of March 31, 2023 and December 31, 2022. Derivative contracts are reported as a net position by contract type, and not based on master netting arrangements.

*(in thousands)*

| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|---|---|---|---|
| **March 31, 2023** | | | |
| Mortgage-backed securities | $ - | $ 3,999,906 | $ - |
| U.S. Treasury Notes | 36,806 | - | - |
| Interest rate swaps | - | 13,972 | - |
| Interest rate swaptions | - | 6,321 | - |
| Interest rate caps | - | 474 | - |
| TBA securities | - | (11,034) | - |
| **December 31, 2022** | | | |
| Mortgage-backed securities | $ - | $ 3,540,002 | $ - |
| U.S. Treasury Notes | 36,382 | - | - |
| Interest rate swaps | - | 4,983 | - |
| Interest rate swaptions | - | 27,416 | - |
| Interest rate caps | - | 1,119 | - |
| TBA securities | - | (507) | - |

During the three months ended March 31, 2023 and 2022, there were no transfers of financial assets or liabilities between levels 1, 2 or 3.

## NOTE 13. RELATED PARTY TRANSACTIONS

### Management Agreement

The Company is externally managed and advised by Bimini Advisors, LLC (the "Manager") pursuant to the terms of a management agreement. The management agreement has been renewed through February 20, 2024 and provides for automatic one-year extension options thereafter and is subject to certain termination rights. Under the terms of the management agreement, the Manager is responsible for administering the business activities and day-to-day operations of the Company. The Manager receives a monthly management fee in the amount of:

- One-twelfth of 1.5% of the first $250 million of the Company's month-end equity, as defined in the management agreement,
- One-twelfth of 1.25% of the Company's month-end equity that is greater than $250 million and less than or equal to $500 million, and
- One-twelfth of 1.00% of the Company's month-end equity that is greater than $500 million.

On April 1, 2022, pursuant to the third amendment to the management agreement entered into on November 16, 2021, the Manager began providing certain repurchase agreement trading, clearing and administrative services to the Company that had been previously provided by AVM, L.P. under an agreement terminated on March 31, 2022. In consideration for such services, the Company will pay the following fees to the Manager:

- A daily fee equal to the outstanding principal balance of repurchase agreement funding in place as of the end of such day multiplied by 1.5 basis points for the amount of aggregate outstanding principal balance less than or equal to $5 billion, and multiplied by 1.0 basis point for any amount of aggregate outstanding principal balance in excess of $5 billion, and
- A fee for the clearing and operational services provided by personnel of the Manager equal to $10,000 per month.

The Company is obligated to reimburse the Manager for any direct expenses incurred on its behalf and to pay the Manager the Company's pro rata portion of certain overhead costs set forth in the management agreement. Should the Company terminate the management agreement without cause, it will pay the Manager a termination fee equal to three times the average annual management fee, as defined in the management agreement, before or on the last day of the term of the agreement.

Total expenses recorded for the management fee, allocated overhead and repurchase agreement trading, clearing and administrative services were approximately $3.4 million and $3.1 million, for the three months ended March 31, 2023 and 2022, respectively. At March 31, 2023 and December 31, 2022, the net amount due to affiliates was approximately $1.2 million and $1.1 million, respectively.

**Other Relationships with Bimini**

Robert Cauley, the Company’s Chief Executive Officer and Chairman of the Board of Directors, also serves as Chief Executive Officer and Chairman of the Board of Directors of Bimini and owns shares of common stock of Bimini. George H. Haas, IV, the Company’s Chief Financial Officer, Chief Investment Officer, Secretary and a member of the Board of Directors, also serves as the Chief Financial Officer, Chief Investment Officer and Treasurer of Bimini and owns shares of common stock of Bimini. In addition, as of March 31, 2023, Bimini owned 569,071 shares, or 1.5%, of the Company’s common stock.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with the financial statements and notes to those statements included in Item 1 of this Form 10-Q. The discussion may contain certain forward-looking statements that involve risks and uncertainties. Forward-looking statements are those that are not historical in nature. As a result of many factors, such as those set forth under "Risk Factors" in our most recent Annual Report on Form 10-K, our actual results may differ materially from those anticipated in such forward-looking statements.

### Common Stock Reverse Split

On August 30, 2022, the Company effected a 1-for-5 reverse stock split of its common stock and proportionately decreased the number of authorized shares of common stock. All share and per share information has been retroactively adjusted to reflect the reverse split.

### Overview

We are a specialty finance company that invests in residential mortgage-backed securities ("RMBS") which are issued and guaranteed by a federally chartered corporation or agency ("Agency RMBS"). Our investment strategy focuses on, and our portfolio consists of, two categories of Agency RMBS: (i) traditional pass-through Agency RMBS, such as mortgage pass-through certificates issued by the Federal National Mortgage Association ("Fannie Mae"), the Federal Home Loan Mortgage Corporation ("Freddie Mac" and together with Fannie Mae, the "Enterprises") or the Government National Mortgage Association ("Ginnie Mae" and, together with the Enterprises the "GSEs") and collateralized mortgage obligations ("CMOs") issued by the GSEs ("PT RMBS") and (ii) structured Agency RMBS, such as interest-only securities ("IOs"), inverse interest-only securities ("IIOs") and principal only securities ("POs"), among other types of structured Agency RMBS. We were formed by Bimini in August 2010, commenced operations on November 24, 2010 and completed our initial public offering ("IPO") on February 20, 2013. We are externally managed by Bimini Advisors, an investment adviser registered with the Securities and Exchange Commission (the "SEC").

Our business objective is to provide attractive risk-adjusted total returns over the long term through a combination of capital appreciation and the payment of regular monthly distributions. We intend to achieve this objective by investing in and strategically allocating capital between the two categories of Agency RMBS described above. We seek to generate income from (i) the net interest margin on our leveraged PT RMBS portfolio and the leveraged portion of our structured Agency RMBS portfolio, and (ii) the interest income we generate from the unleveraged portion of our structured Agency RMBS portfolio. We intend to fund our PT RMBS and certain of our structured Agency RMBS through short-term borrowings structured as repurchase agreements. PT RMBS and structured Agency RMBS typically exhibit materially different sensitivities to movements in interest rates. Declines in the value of one portfolio may be offset by appreciation in the other. The percentage of capital that we allocate to our two Agency RMBS asset categories will vary and will be actively managed in an effort to maintain the level of income generated by the combined portfolios, the stability of that income stream and the stability of the value of the combined portfolios. We believe that this strategy will enhance our liquidity, earnings, book value stability and asset selection opportunities in various interest rate environments.

We operate so as to qualify to be taxed as a REIT under the Code. We generally will not be subject to U.S. federal income tax to the extent that we currently distribute all of our REIT taxable income (as defined in the Code) to our stockholders and maintain our REIT qualification.

The Company's common stock trades on the New York Stock Exchange under the symbol "ORC".

### Capital Raising Activities

On October 29, 2021, we entered into an equity distribution agreement (the "October 2021 Equity Distribution Agreement") with four sales agents pursuant to which we could offer and sell, from time to time, up to an aggregate amount of $250,000,000 of shares of our common stock in transactions that were deemed to be "at the market" offerings and privately negotiated transactions. We issued a total of 9,742,188 shares under the October 2021 Equity Distribution Agreement for aggregate gross proceeds of approximately $151.8 million, and net proceeds of approximately $149.3 million, after commissions and fees, prior to its termination in March 2023.

On March 7, 2023, we entered into an equity distribution agreement (the “March 2023 Equity Distribution Agreement”) with three sales agents pursuant to which we may offer and sell, from time to time, up to an aggregate amount of $250,000,000 of shares of our common stock in transactions that are deemed to be “at the market” offerings and privately negotiated transactions. No shares have been issued under the March 2023 Equity Distribution Agreement through March 31, 2023 .

**Stock Repurchase Agreement**

On July 29, 2015, the Company’s Board of Directors authorized the repurchase of up to 400,000 shares of our common stock. The timing, manner, price and amount of any repurchases is determined by the Company in its discretion and is subject to economic and market conditions, stock price, applicable legal requirements and other factors. The authorization does not obligate the Company to acquire any particular amount of common stock and the program may be suspended or discontinued at the Company’s discretion without prior notice. On February 8, 2018, the Board of Directors approved an increase in the stock repurchase program for up to an additional 904,564 shares of the Company’s common stock. Coupled with the 156,751 shares remaining from the original 400,000 share authorization, the increased authorization brought the total authorization to 1,061,316 shares, representing 10% of the Company’s then outstanding share count.

On December 9, 2021, the Board of Directors approved an increase in the number of shares of the Company’s common stock available in the stock repurchase program for up to an additional 3,372,399 shares, bringing the remaining authorization under the stock repurchase program to 3,539,861 shares, representing approximately 10% of the Company’s then outstanding shares of common stock.

On October 12, 2022, the Board of Directors approved an increase in the number of shares of the Company’s common stock available in the stock repurchase program for up to an additional 4,300,000 shares, bringing the remaining authorization under the stock repurchase program to 6,183,601 shares, representing approximately 18% of the Company’s then outstanding shares of common stock. This stock repurchase program has no termination date.

From the inception of the stock repurchase program through March 31, 2023, the Company repurchased a total of 4,048,613 shares at an aggregate cost of approximately $68.8 million, including commissions and fees, for a weighted average price of $16.99 per share. During the three months ended March 31, 2023, the Company repurchased a total of 373,041 shares of its common stock at an aggregate cost of approximately $4.0 million, including commissions and fees, for a weighted average price of $10.62 per share.

**Factors that Affect our Results of Operations and Financial Condition**

A variety of industry and economic factors may impact our results of operations and financial condition. These factors include:

- interest rate trends;
  increases in our cost of funds resulting from increases in the Federal Funds rate that are controlled by the Federal Reserve (the "Fed") that occurred in 2022 and the first quarter of 2023, and may continue to occur during 2023;
- the difference between Agency RMBS yields and our funding and hedging costs;
- competition for, and supply of, investments in Agency RMBS;
- actions taken by the U.S. government, including the presidential administration, the Fed, the Federal Housing Financing Agency (the “FHFA”), The Federal Deposit Insurance Corporation ("FDIC"), Federal Housing Administration (the “FHA”), the Federal Open Market Committee (the “FOMC”) and the U.S. Treasury;
- prepayment rates on mortgages underlying our Agency RMBS and credit trends insofar as they affect prepayment rates; and
- other market developments, including bank failures.

In addition, a variety of factors relating to our business may also impact our results of operations and financial condition. These factors include:

- our degree of leverage;
- our access to funding and borrowing capacity;
- our borrowing costs;
- our hedging activities;
- the market value of our investments; and
- the requirements to qualify as a REIT and the requirements to qualify for a registration exemption under the Investment Company Act.

**Results of Operations**

Described below are the Company’s results of operations for the three months ended March 31, 2023, as compared to the Company’s results of operations for the three months ended March 31, 2022.

**Net Income (Loss) Summary**

Net income for the three months ended March 31, 2023 was $3.5 million, or $0.09 per share. Net loss for the three months ended March 31, 2022 was $148.7 million, or $4.20 per share. The components of net (loss) income for the three months ended March 31, 2023 and 2022, along with the changes in those components are presented in the table below:

*(in thousands)*

| | Three Months Ended March 31, | | |
|---|---|---|---|
| | 2023 | 2022 | Change |
| Interest income | $ 38,012 | $ 41,857 | $ (3,845) |
| Interest expense | (42,217) | (2,655) | (39,562) |
| Net interest expense | (4,205) | 39,202 | (43,407) |
| Gains (losses) on RMBS and derivative contracts | 12,739 | (183,550) | 196,289 |
| Net portfolio income (loss) | 8,534 | (144,348) | 152,882 |
| Expenses | (5,004) | (4,379) | (625) |
| Net income (loss) | $ 3,530 | $ (148,727) | $ 152,257 |

**GAAP and Non-GAAP Reconciliations**

In addition to the results presented in accordance with GAAP, our results of operations discussed below include certain non-GAAP financial information, including “Net Earnings Excluding Realized and Unrealized Gains and Losses”, “Economic Interest Expense” and “Economic Net Interest Income.”

*Net Earnings Excluding Realized and Unrealized Gains and Losses*

We have elected to account for our Agency RMBS under the fair value option. Securities held under the fair value option are recorded at estimated fair value, with changes in the fair value recorded as unrealized gains or losses through the statements of operations.

In addition, we have not designated our derivative financial instruments used for hedging purposes as hedges for accounting purposes, but rather hold them for economic hedging purposes. Changes in fair value of these instruments are presented in a separate line item in the Company’s statements of operations and are not included in interest expense. As such, for financial reporting purposes, interest expense and cost of funds are not impacted by the fluctuation in value of the derivative instruments.

Presenting net earnings excluding realized and unrealized gains and losses allows management to: (i) isolate the net interest income and other expenses of the Company over time, free of all fair value adjustments and (ii) assess the effectiveness of our funding and hedging strategies on our capital allocation decisions and our asset allocation performance. Our funding and hedging strategies, capital allocation and asset selection are integral to our risk management strategy, and therefore critical to the management of our portfolio. We believe that the presentation of our net earnings excluding realized and unrealized gains is useful to investors because it provides a means of comparing our results of operations to those of our peers who have not elected the same accounting treatment. Our presentation of net earnings excluding realized and unrealized gains and losses may not be comparable to similarly-titled measures of other companies, who may use different calculations. As a result, net earnings excluding realized and unrealized gains and losses should not be considered as a substitute for our GAAP net income (loss) as a measure of our financial performance or any measure of our liquidity under GAAP. The table below presents a reconciliation of our net income (loss) determined in accordance with GAAP and net earnings excluding realized and unrealized gains and losses.

Described below are the Company’s results of operations for the three months ended March 31, 2023, and for each quarter in 2022.

**Net Earnings Excluding Realized and Unrealized Gains and Losses**

*(in thousands, except per share data)*

| | Net Income (GAAP) | Realized and Unrealized Gains and Losses(1) | Net Earnings Excluding Realized and Unrealized Gains and Losses | Per Share Net Income (GAAP) | Per Share Realized and Unrealized Gains and Losses | Per Share Net Earnings Excluding Realized and Unrealized Gains and Losses |
|---|---|---|---|---|---|---|
| **Three Months Ended** | | | | | | |
| March 31, 2023 | $ 3,530 | $ 12,739 | $ (9,209) | $ 0.09 | $ 0.33 | $ (0.24) |
| December 31, 2022 | 34,926 | 36,727 | (1,801) | 0.95 | 1.00 | (0.05) |
| September 30, 2022 | (84,513) | (94,433) | 9,920 | (2.40) | (2.68) | 0.28 |
| June 30, 2022 | (60,139) | (82,673) | 22,534 | (1.70) | (2.33) | 0.63 |
| March 31, 2022 | (148,727) | (183,550) | 34,823 | (4.20) | (5.19) | 0.99 |

(1) Includes realized and unrealized gains (losses) on RMBS and derivative financial instruments, including net interest income or expense on interest rate swaps.

Prior to 2023, we included certain expenses related to our derivative instruments in 'Direct REIT operating expenses' in the statements of operations. Beginning in 2023, we have included these expenses in 'Gains (losses) on derivative and hedging instruments.' Prior period amounts have been reclassified to conform with the current presentation. The table below presents the effect of this reclassification for each quarter in 2022.

**Realized and Unrealized Gains and Losses - Reclassification of Derivative Transaction Expenses**

*(in thousands, except per share data)*

| | Realized and Unrealized Gains and Losses | | | Net Earnings Excluding Realized and Unrealized Gains and Losses | | |
|---|---|---|---|---|---|---|
| | Prior Presentation | Reclassified Expenses | Current Presentation | Prior Presentation | Reclassified Expenses | Current Presentation |
| **Three Months Ended** | | | | | | |
| December 31, 2022 | $ 38,389 | $ (1,662) | $ 36,727 | $ (3,463) | $ (1,662) | $ (1,801) |
| September 30, 2022 | (93,544) | (889) | (94,433) | 9,031 | (889) | 9,920 |
| June 30, 2022 | (82,282) | (391) | (82,673) | 22,143 | (391) | 22,534 |
| March 31, 2022 | (183,232) | (318) | (183,550) | 34,505 | (318) | 34,823 |
| | | | **Per Share** | | | |
| **Three Months Ended** | | | | | | |
| December 31, 2022 | $ 1.04 | $ (0.04) | $ 1.00 | $ (0.09) | $ (0.04) | $ (0.05) |
| September 30, 2022 | (2.66) | (0.02) | (2.68) | 0.26 | (0.02) | 0.28 |
| June 30, 2022 | (2.32) | (0.01) | (2.33) | 0.62 | (0.01) | 0.63 |
| March 31, 2022 | (5.18) | (0.01) | (5.19) | 0.98 | (0.01) | 0.99 |

*Economic Interest Expense and Economic Net Interest Income*

We use derivative and other hedging instruments, specifically Fed Funds and T-Note futures contracts, short positions in U.S. Treasury securities, interest rate swaps and swaptions, to hedge a portion of the interest rate risk on repurchase agreements in a rising rate environment.

We have not elected to designate our derivative holdings for hedge accounting treatment. Changes in fair value of these instruments are presented in a separate line item in our statements of operations and not included in interest expense. As such, for financial reporting purposes, interest expense and cost of funds are not impacted by the fluctuation in value of the derivative instruments.

For the purpose of computing economic net interest income and ratios relating to cost of funds measures, GAAP interest expense has been adjusted to reflect the realized and unrealized gains or losses on certain derivative instruments the Company uses, specifically Eurodollar, Fed Funds and U.S. Treasury futures, and interest rate swaps and swaptions, that pertain to each period presented. We believe that adjusting our interest expense for the periods presented by the gains or losses on these derivative instruments would not accurately reflect our economic interest expense for these periods. The reason is that these derivative instruments may cover periods that extend into the future, not just the current period. Any realized or unrealized gains or losses on the instruments reflect the change in market value of the instrument caused by changes in underlying interest rates applicable to the term covered by the instrument, not just the current period. For each period presented, we have combined the effects of the derivative financial instruments in place for the respective period with the actual interest expense incurred on borrowings to reflect total economic interest expense for the applicable period. Interest expense, including the effect of derivative instruments for the period, is referred to as economic interest expense. Net interest income, when calculated to include the effect of derivative instruments for the period, is referred to as economic net interest income. This presentation includes gains or losses on all contracts in effect during the reporting period, covering the current period as well as periods in the future.

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From time to time, we invest in TBAs, which are forward contracts for the purchase or sale of Agency RMBS at a predetermined price, face amount, issuer, coupon and stated maturity on an agreed-upon future date. The specific Agency RMBS to be delivered into the contract are not known until shortly before the settlement date. We may choose, prior to settlement, to move the settlement of these securities out to a later date by entering into a dollar roll transaction. The Agency RMBS purchased or sold for a forward settlement date are typically priced at a discount to equivalent securities settling in the current month. Consequently, forward purchases of Agency RMBS and dollar roll transactions represent a form of off-balance sheet financing. These TBAs are accounted for as derivatives and marked to market through the income statement. Gains or losses on TBAs are included with gains or losses on other derivative contracts and are not included in interest income for purposes of the discussions below.

We believe that economic interest expense and economic net interest income provide meaningful information to consider, in addition to the respective amounts prepared in accordance with GAAP. The non-GAAP measures help management to evaluate its financial position and performance without the effects of certain transactions and GAAP adjustments that are not necessarily indicative of our current investment portfolio or operations. The unrealized gains or losses on derivative instruments presented in our statements of operations are not necessarily representative of the total interest rate expense that we will ultimately realize. This is because as interest rates move up or down in the future, the gains or losses we ultimately realize, and which will affect our total interest rate expense in future periods, may differ from the unrealized gains or losses recognized as of the reporting date.

Our presentation of the economic value of our hedging strategy has important limitations. First, other market participants may calculate economic interest expense and economic net interest income differently than the way we calculate them. Second, while we believe that the calculation of the economic value of our hedging strategy described above helps to present our financial position and performance, it may be of limited usefulness as an analytical tool. Therefore, the economic value of our investment strategy should not be viewed in isolation and is not a substitute for interest expense and net interest income computed in accordance with GAAP.

The tables below present a reconciliation of the adjustments to interest expense shown for each period relative to our derivative instruments, and the income statement line item, gains (losses) on derivative instruments, calculated in accordance with GAAP for each quarter of 2023 to date and 2022.

**Gains (Losses) on Derivative Instruments**

*(in thousands)*

| | | TBA Securities Gain (Loss) | | Funding Hedges | |
|---|---|---|---|---|---|
| | **Recognized in Income** Statement **(GAAP)** | (Short **Positions)** | (Long **Positions)** | **Attributed to Current** Period **(Non-GAAP)** | **Attributed to Future** Periods **(Non-GAAP)** |
| **Three Months Ended** | | | | | |
| March 31, 2023 | $ (41,156) | $ (5,990) | $ - | $ 19,211 | $ (54,377) |
| December 31, 2022 | (12,319) | (9,700) | - | 9,414 | (12,033) |
| September 30, 2022 | 183,930 | 10,642 | 106 | 4,154 | 169,028 |
| June 30, 2022 | 103,367 | 1,013 | 1,067 | 1,605 | 99,682 |
| March 31, 2022 | 177,498 | 2,539 | 27 | (1,605) | 176,537 |

The table below presents the effect of the reclassification of derivative expenses discussed above for each quarter in 2022.

**Gains (Losses) on Derivative Instruments - Reclassification of Derivative Transaction Expenses**

*(in thousands)*

| | Recognized in Income Statement | | | Attributed to Current Period | | |
|---|---|---|---|---|---|---|
| | Prior Presentation | Reclassified Expenses | Current Presentation | Prior Presentation | Reclassified Expenses | Current Presentation |
| **Three Months Ended** | | | | | | |
| December 31, 2022 | $ (10,657) | $ 1,662 | $ (12,319) | $ 11,076 | $ 1,662 | $ 9,414 |
| September 30, 2022 | 184,819 | 889 | 183,930 | 5,043 | 889 | 4,154 |
| June 30, 2022 | 103,758 | 391 | 103,367 | 1,996 | 391 | 1,605 |
| March 31, 2022 | 177,816 | 318 | 177,498 | (1,287) | 318 | (1,605) |

**Economic Interest Expense and Economic Net Interest Income**

*(in thousands)*

| | | Interest Expense on Borrowings | | | Net Interest Income | |
|---|---|---|---|---|---|---|
| | Interest Income | GAAP Interest Expense | Gains (Losses) on Derivative Instruments Attributed to Current Period(1) | Economic Interest Expense(2) | GAAP Net Interest Income | Economic Net Interest Income(3) |
| **Three Months Ended** | | | | | | |
| March 31, 2023 | $ 38,012 | $ 42,217 | $ 19,211 | $ 23,006 | $ (4,205) | $ 15,006 |
| December 31, 2022 | 31,897 | 29,512 | 9,414 | 20,098 | 2,385 | 11,799 |
| September 30, 2022 | 35,611 | 21,361 | 4,154 | 17,207 | 14,250 | 18,404 |
| June 30, 2022 | 35,268 | 8,180 | 1,605 | 6,575 | 27,088 | 28,693 |
| March 31, 2022 | 41,857 | 2,655 | (1,605) | 4,260 | 39,202 | 37,597 |

(1) Reflects the effect of derivative instrument hedges for only the period presented.
(2) Calculated by adding the effect of derivative instrument hedges attributed to the period presented to GAAP interest expense.
(3) Calculated by adding the effect of derivative instrument hedges attributed to the period presented to GAAP net interest income.

***Net Interest Income***

During the three months ended March 31, 2023, we generated a net interest loss of $4.2 million consisting of $38.0 million of interest income from RMBS assets offset by $42.2 million of interest expense on borrowings. For the comparable period ended March 31, 2022, we generated $39.2 million of net interest income, consisting of $41.9 million of interest income from RMBS assets offset by $2.7 million of interest expense on borrowings. The $3.9 million decrease in interest income was due to a $1,775.9 million decrease in average RMBS, which was partially offset by a 101 basis point ("bps") increase in the yield on average RMBS. The $39.6 million increase in interest expense was due to a 452 bps increase in the average cost of funds, partially offset by a $1,780.2 million decrease in average outstanding borrowings.

On an economic basis, our interest expense on borrowings for the three months ended March 31, 2023 and 2022 was $23.0 million and $4.3 million, respectively, resulting in $15.0 million and $37.6 million of economic net interest income, respectively.

The tables below provide information on our portfolio average balances, interest income, yield on assets, average borrowings, interest expense, cost of funds, net interest income and net interest spread for the three months ended March 31, 2023 and each quarter of 2022 on both a GAAP and economic basis.

*($ in thousands)*

| | Average RMBS Held(1) | Interest Income | Yield on Average RMBS | Average Borrowings(1) | Interest Expense GAAP Basis | Interest Expense Economic Basis(2) | Average Cost of Funds GAAP Basis | Average Cost of Funds Economic Basis(3) |
|---|---|---|---|---|---|---|---|---|
| **Three Months Ended** | | | | | | | | |
| March 31, 2023 | $ 3,769,954 | $ 38,012 | 4.03% | $ 3,573,941 | $ 42,217 | $ 23,006 | 4.72% | 2.57% |
| December 31, 2022 | 3,370,608 | 31,897 | 3.79% | 3,256,153 | 29,512 | 20,098 | 3.63% | 2.47% |
| September 30, 2022 | 3,571,037 | 35,611 | 3.99% | 3,446,420 | 21,361 | 17,207 | 2.48% | 2.00% |
| June 30, 2022 | 4,260,727 | 35,268 | 3.31% | 4,111,544 | 8,180 | 6,575 | 0.80% | 0.64% |
| March 31, 2022 | 5,545,844 | 41,857 | 3.02% | 5,354,107 | 2,655 | 4,260 | 0.20% | 0.32% |

*($ in thousands)*

| | Net Interest Income GAAP Basis | Net Interest Income Economic Basis(2) | Net Interest Spread GAAP Basis | Net Interest Spread Economic Basis(4) |
|---|---|---|---|---|
| **Three Months Ended** | | | | |
| March 31, 2023 | $ (4,205) | $ 15,006 | (0.69)% | 1.46% |
| December 31, 2022 | 2,385 | 11,799 | 0.16% | 1.32% |
| September 30, 2022 | 14,250 | 18,404 | 1.51% | 1.99% |
| June 30, 2022 | 27,088 | 28,693 | 2.51% | 2.67% |
| March 31, 2022 | 39,202 | 37,597 | 2.82% | 2.70% |

(1) Portfolio yields and costs of borrowings presented in the tables above and the tables on pages 30-31 are calculated based on the average balances of the underlying investment portfolio/borrowings balances and are annualized for the periods presented. Average balances for quarterly periods are calculated using two data points, the beginning and ending balances.
(2) Economic interest expense and economic net interest income presented in the table above and the tables on page 31 includes the effect of our derivative instrument hedges for only the periods presented.
(3) Represents interest cost of our borrowings and the effect of derivative instrument hedges attributed to the period divided by average RMBS.
(4) Economic net interest spread is calculated by subtracting average economic cost of funds from realized yield on average RMBS.

***Interest Income and Average Asset Yield***

Our interest income for the three months ended March 31, 2023 and 2022 was $38.0 million and $41.9 million, respectively. We had average RMBS holdings of $3,770.0 million and $5,545.8 million for the three months ended March 31, 2023 and 2022, respectively. The yield on our portfolio was 4.03% and 3.02% for the three months ended March 31, 2023 and 2022, respectively. For the three months ended March 31, 2023, as compared to the three months ended March 31, 2022, there was a $3.9 million decrease in interest income due to the $1,775.9 million decrease in average RMBS that was partially offset by the 101 bps increase in the yield on average RMBS.

The table below presents the average portfolio size, income and yields of our respective sub-portfolios, consisting of structured RMBS and PT RMBS, for the three months ended March 31, 2023 and each quarter of 2022.

*($ in thousands)*

| | Average RMBS Held PT RMBS | Average RMBS Held Structured RMBS | Average RMBS Held Total | Interest Income PT RMBS | Interest Income Structured RMBS | Interest Income Total | Realized Yield on Average RMBS PT RMBS | Realized Yield on Average RMBS Structured RMBS | Realized Yield on Average RMBS Total |
|---|---|---|---|---|---|---|---|---|---|
| **Three Months Ended** | | | | | | | | | |
| March 31, 2023 | $ 3,750,184 | $ 19,770 | $ 3,769,954 | $ 37,594 | $ 418 | $ 38,012 | 4.01% | 8.44% | 4.03% |
| December 31, 2022 | 3,335,154 | 35,454 | 3,370,608 | 31,204 | 693 | 31,897 | 3.74% | 7.83% | 3.79% |
| September 30, 2022 | 3,458,277 | 112,760 | 3,571,037 | 32,297 | 3,314 | 35,611 | 3.74% | 11.75% | 3.99% |
| June 30, 2022 | 4,069,334 | 191,393 | 4,260,727 | 31,894 | 3,374 | 35,268 | 3.14% | 7.05% | 3.31% |
| March 31, 2022 | 5,335,353 | 210,491 | 5,545,844 | 40,066 | 1,791 | 41,857 | 3.00% | 3.40% | 3.02% |

***Interest Expense and the Cost of Funds***

We had average outstanding borrowings of $3,573.9 million and $5,354.1 million and total interest expense of $42.2 million and $2.7 million for the three months ended March 31, 2023 and 2022, respectively. Our average cost of funds was 4.72% for the three months ended March 31, 2023, compared to 0.20% for the comparable period in 2022. The $39.6 million increase in interest expense was due to the 452 bps increase in the average cost of funds, partially offset by the $1,780.2 million decrease in average outstanding borrowings during the three months ended March 31, 2023, as compared to the three months ended March 31, 2022.

Our economic interest expense was $23.0 million and $4.3 million for the three months ended March 31, 2023 and 2022, respectively. There was a 225 bps increase in the average economic cost of funds to 2.57% for the three months ended March 31, 2023, from 0.32% for the three months ended March 31, 2022.

Since all of our repurchase agreements are short-term, changes in market rates directly affect our interest expense. Our average cost of funds calculated on a GAAP basis was 9 bps above the one-month average SOFR and 63 bps above the six-month average SOFR for the quarter ended March 31, 2023. Our average economic cost of funds was 206 bps below the one-month average SOFR and 152 bps below the six-month average SOFR for the quarter ended March 31, 2023. The average term to maturity of the outstanding repurchase agreements was 30 days at March 31, 2023 and 27 days at December 31, 2022.

The tables below present the average balance of borrowings outstanding, interest expense and average cost of funds, and average one-month and six-month SOFR rates for the three months ended March 31, 2023 and for each quarter in 2022, on both a GAAP and economic basis.

*($ in thousands)*

| | Average Balance of Borrowings | Interest Expense | | Average Cost of Funds | |
|---|---|---|---|---|---|
| | | GAAP Basis | Economic Basis | GAAP Basis | Economic Basis |
| **Three Months Ended** | | | | | |
| March 31, 2023 | $ 3,573,941 | $ 42,217 | $ 23,006 | 4.72% | 2.57% |
| December 31, 2022 | 3,256,153 | 29,512 | 20,098 | 3.63% | 2.47% |
| September 30, 2022 | 3,446,420 | 21,361 | 17,207 | 2.48% | 2.00% |
| June 30, 2022 | 4,111,544 | 8,180 | 6,575 | 0.80% | 0.64% |
| March 31, 2022 | 5,354,107 | 2,655 | 4,260 | 0.20% | 0.32% |

| | Average SOFR | | Average GAAP Cost of Funds Relative to Average | | Average Economic Cost of Funds Relative to Average | |
|---|---|---|---|---|---|---|
| | One-Month | Six-Month | One-Month SOFR | Six-Month SOFR | One-Month SOFR | Six-Month SOFR |
| **Three Months Ended** | | | | | | |
| March 31, 2023 | 4.63% | 4.09% | 0.09% | 0.63% | (2.06)% | (1.52)% |
| December 31, 2022 | 4.06% | 2.89% | (0.43)% | 0.74% | (1.59)% | (0.42)% |
| September 30, 2022 | 2.47% | 1.43% | 0.01% | 1.05% | (0.47)% | 0.57% |
| June 30, 2022 | 1.09% | 0.39% | (0.29)% | 0.41% | (0.45)% | 0.25% |
| March 31, 2022 | 0.16% | 0.07% | 0.04% | 0.13% | 0.16% | 0.25% |

### *Gains or Losses*

The table below presents our gains or losses for the three months ended March 31, 2023 and 2022.

*(in thousands)*

| | Three Months Ended March 31, | | |
|---|---|---|---|
| | 2023 | 2022 | Change |
| Realized losses on sales of RMBS | $ - | $ (51,086) | $ 51,086 |
| Unrealized gains (losses) on RMBS and U.S. Treasury Notes | 53,895 | (309,962) | 363,857 |
| Total gains (losses) on RMBS and U.S. Treasury Notes | 53,895 | (361,048) | 414,943 |
| (Losses) gains on interest rate futures | (4,038) | 79,691 | (83,729) |
| (Losses) gains on interest rate swaps | (26,144) | 66,170 | (92,314) |
| Gains (losses) on payer swaptions (short positions) | 6,585 | (10,908) | 17,493 |
| (Losses) gains on payer swaptions (long positions) | (12,109) | 40,975 | (53,084) |
| Losses on interest rate caps | (645) | (996) | 351 |
| Gains (losses) on interest rate floors | 1,185 | - | 1,185 |
| (Losses) gains on TBA securities (short positions) | (5,990) | 2,539 | (8,529) |
| (Losses) gains on TBA securities (long positions) | - | 27 | (27) |
| Total (losses) gains from derivative instruments | $ (41,156) | $ 177,498 | $ (218,654) |

We invest in RMBS with the intent to earn net income from the realized yield on those assets over their related funding and hedging costs, and not for the purpose of making short term gains from sales. However, we have sold, and may continue to sell, existing assets to acquire new assets, which our management believes might have higher risk-adjusted returns in light of current or anticipated interest rates, federal government programs or general economic conditions or to manage our balance sheet as part of our asset/liability management strategy. During the three months ended March 31, 2022, we received proceeds of $1,413.0 million from the sales of RMBS. We did not sell any RMBS during the three months ended March 31, 2023.

Realized and unrealized gains and losses on RMBS are driven in part by changes in yields and interest rates, the spreads that Agency RMBS trade relative to comparable duration U.S. Treasuries or swaps, as well as varying levels of demand for RMBS, which affect the pricing of the securities in our portfolio. The unrealized gains and losses on RMBS may also include the premium lost as a result of prepayments on the underlying mortgages, decreasing unrealized gains or increasing unrealized losses as prepayment speeds or premiums increase. To the extent RMBS are carried at a discount to par, unrealized gains or losses on RMBS would also include discount accreted as a result of prepayments on the underlying mortgages, increasing unrealized gains or decreasing unrealized losses as speeds on discounts increase. Gains and losses on interest rate futures contracts are affected by changes in implied forward rates during the reporting period. The table below presents historical interest rate data for each quarter end during 2023 to date and 2022.

| | 5 Year U.S. Treasury Rate(1) | 10 Year U.S. Treasury Rate(1) | 15 Year Fixed-Rate Mortgage Rate(2) | 30 Year Fixed-Rate Mortgage Rate(2) | 90 Day Average SOFR(3) |
|---|---|---|---|---|---|
| March 31, 2023 | 3.61% | 3.49% | 5.56% | 6.32% | 4.51% |
| December 31, 2022 | 4.00% | 3.88% | 5.68% | 6.42% | 3.62% |
| September 30, 2022 | 4.04% | 3.80% | 5.35% | 6.11% | 3.45% |
| June 30, 2022 | 3.00% | 2.97% | 4.65% | 5.52% | 1.97% |
| March 31, 2022 | 2.42% | 2.33% | 3.39% | 4.17% | 0.84% |

(1) Historical 5 and 10 Year U.S. Treasury Rates are obtained from quoted end of day prices on the Chicago Board Options Exchange.
(2) Historical 30 Year and 15 Year Fixed Rate Mortgage Rates are obtained from Freddie Mac's Primary Mortgage Market Survey.
(3) Historical SOFR is obtained from the Federal Reserve Bank of New York.

***Expenses***

For the three months ended March 31, 2023, the Company's total operating expenses were approximately $5.0 million compared to approximately $4.4 million for the three months ended March 31, 2022. The table below presents a breakdown of operating expenses for the three months ended March 31, 2023 and 2022.

*(in thousands)*

| | Three Months Ended March 31, 2023 | 2022 | Change |
|---|---|---|---|
| Management fees | $ 2,642 | $ 2,634 | $ 8 |
| Overhead allocation | 576 | 441 | 135 |
| Accrued incentive compensation | 470 | 237 | 233 |
| Directors fees and liability insurance | 323 | 311 | 12 |
| Audit, legal and other professional fees | 451 | 304 | 147 |
| Direct REIT operating expenses | 165 | 325 | (160) |
| Other administrative | 377 | 127 | 250 |
| Total expenses | $ 5,004 | $ 4,379 | $ 625 |

We are externally managed and advised by Bimini Advisors, LLC (the "Manager") pursuant to the terms of a management agreement. The management agreement has been renewed through February 20, 2024 and provides for automatic one-year extension options thereafter and is subject to certain termination rights. Under the terms of the management agreement, the Manager is responsible for administering the business activities and day-to-day operations of the Company. The Manager receives a monthly management fee in the amount of:

- One-twelfth of 1.5% of the first $250 million of the Company's month end equity, as defined in the management agreement,
- One-twelfth of 1.25% of the Company's month end equity that is greater than $250 million and less than or equal to $500 million, and
- One-twelfth of 1.00% of the Company's month end equity that is greater than $500 million.

The Company is obligated to reimburse the Manager for any direct expenses incurred on its behalf and to pay the Manager the Company's pro rata portion of certain overhead costs set forth in the management agreement.

On April 1, 2022, pursuant to the third amendment to the management agreement entered into on November 16, 2021, the Manager began providing certain repurchase agreement trading, clearing and administrative services to the Company that had been previously provided by AVM, L.P. under an agreement terminated on March 31, 2022. In consideration for such services, the Company will pay the following fees to the Manager:

- A daily fee equal to the outstanding principal balance of repurchase agreement funding in place as of the end of such day multiplied by 1.5 basis points for the amount of aggregate outstanding principal balance less than or equal to $5 billion, and multiplied by 1.0 basis point for any amount of aggregate outstanding principal balance in excess of $5 billion, and
- A fee for the clearing and operational services provided by personnel of the Manager equal to $10,000 per month.

Should the Company terminate the management agreement without cause, it will pay the Manager a termination fee equal to three times the average annual management fee, as defined in the management agreement, before or on the last day of the term of the agreement.Table of Contents

The following table summarizes the management fee and overhead allocation expenses for the three months ended March 31, 2023 and for each quarter in 2022.

*($ in thousands)*

| | Average | Average | Advisory Services | | |
|---|---|---|---|---|---|
| Three Months Ended | Orchid MBS | Orchid Equity | Management Fee | Overhead Allocation | Total |
| March 31, 2023 | $ 3,769,954 | $ 865,722 | $ 2,642 | $ 576 | $ 3,218 |
| December 31, 2022 | 3,370,608 | 823,516 | 2,566 | 560 | 3,126 |
| September 30, 2022 | 3,571,037 | 839,935 | 2,616 | 522 | 3,138 |
| June 30, 2022 | 4,260,727 | 866,539 | 2,631 | 519 | 3,150 |
| March 31, 2022 | 5,545,844 | 853,576 | 2,634 | 441 | 3,075 |

**Financial Condition:**

***Mortgage-Backed Securities***

As of March 31, 2023, our RMBS portfolio consisted of $3,999.9 million of Agency RMBS at fair value and had a weighted average coupon on assets of 3.55%. During the three months ended March 31, 2023, we received principal repayments of $61.0 million compared to $157.1 million for the three months ended March 31, 2022. The average three month prepayment speeds for the quarters ended March 31, 2023 and 2022 were 4.0% and 10.7%, respectively.

The following table presents the 3-month constant prepayment rate ("CPR") experienced on our structured and PT RMBS sub-portfolios, on an annualized basis, for the quarterly periods presented. CPR is a method of expressing the prepayment rate for a mortgage pool that assumes that a constant fraction of the remaining principal is prepaid each month or year. Specifically, the CPR in the chart below represents the three month prepayment rate of the securities in the respective asset category.

| Three Months Ended | PT RMBS Portfolio (%) | Structured RMBS Portfolio (%) | Total Portfolio (%) |
|---|---|---|---|
| March 31, 2023 | 3.9 | 5.7 | 4.0 |
| December 31, 2022 | 4.9 | 6.0 | 5.0 |
| September 30, 2022 | 6.1 | 10.4 | 6.5 |
| June 30, 2022 | 8.3 | 13.7 | 9.4 |
| March 31, 2022 | 8.1 | 19.5 | 10.7 |

The following tables summarize certain characteristics of the Company's PT RMBS and structured RMBS as of March 31, 2023 and December 31, 2022:

*($ in thousands)*

| Asset Category | | Fair Value | Percentage of Entire Portfolio | Weighted Average Coupon | Weighted Average Maturity in Months | Longest Maturity |
|---|---|---|---|---|---|---|
| **March 31, 2023** | | | | | | |
| Fixed Rate RMBS | $ | 3,980,462 | 99.5% | 3.56% | 338 | 1-Feb-53 |
| Interest-Only Securities | | 18,962 | 0.5% | 4.01% | 231 | 25-Jul-48 |
| Inverse Interest-Only Securities | | 482 | 0.0% | 0.00% | 283 | 15-Jun-42 |
| Total Mortgage Assets | $ | 3,999,906 | 100.0% | 3.55% | 335 | 1-Feb-53 |
| **December 31, 2022** | | | | | | |
| Fixed Rate RMBS | $ | 3,519,906 | 99.4% | 3.47% | 339 | 1-Nov-52 |
| Interest-Only Securities | | 19,669 | 0.6% | 4.01% | 234 | 25-Jul-48 |
| Inverse Interest-Only Securities | | 427 | 0.0% | 0.00% | 286 | 15-Jun-42 |
| Total Mortgage Assets | $ | 3,540,002 | 100.0% | 3.46% | 336 | 1-Nov-52 |

*($ in thousands)*

| | March 31, 2023 | | | December 31, 2022 | | |
|---|---|---|---|---|---|---|
| **Agency** | | **Fair Value** | **Percentage of Entire Portfolio** | | **Fair Value** | **Percentage of Entire Portfolio** |
| Fannie Mae | $ | 2,630,153 | 65.8% | $ | 2,320,960 | 65.6% |
| Freddie Mac | | 1,369,753 | 34.2% | | 1,219,042 | 34.4% |
| Total Portfolio | $ | 3,999,906 | 100.0% | $ | 3,540,002 | 100.0% |

| | | March 31, 2023 | | December 31, 2022 |
|---|---|---|---|---|
| Weighted Average Pass-through Purchase Price | $ | 105.59 | $ | 106.41 |
| Weighted Average Structured Purchase Price | $ | 18.74 | $ | 18.74 |
| Weighted Average Pass-through Current Price | $ | 93.32 | $ | 91.46 |
| Weighted Average Structured Current Price | $ | 14.02 | $ | 14.05 |
| Effective Duration [(1)] | | 5.500 | | 5.580 |

(1) Effective duration is the approximate percentage change in price for a 100 bps change in rates. An effective duration of 5.500 indicates that an interest rate increase of 1.0% would be expected to cause a 5.500% decrease in the value of the RMBS in the Company's investment portfolio at March 31, 2023. An effective duration of 5.580 indicates that an interest rate increase of 1.0% would be expected to cause a 5.580% decrease in the value of the RMBS in the Company's investment portfolio at December 31, 2022. These figures include the structured securities in the portfolio, but do not include the effect of the Company's funding cost hedges. Effective duration quotes for individual investments are obtained from The Yield Book, Inc.

The following table presents a summary of portfolio assets acquired during the three months ended March 31, 2023 and 2022, including securities purchased during the period that settled after the end of the period, if any.

*($ in thousands)*

| | 2023 | | | | | 2022 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | **Total Cost** | | **Average Price** | **Weighted Average Yield** | | **Total Cost** | | **Average Price** | **Weighted Average Yield** |
| Pass-through RMBS | $ | 467,460 | $ | 97.97 | 4.59% | $ | - | $ | - | - |
| Structured RMBS | | - | | - | - | | - | | - | - |

***Borrowings***

As of March 31, 2023, we had established borrowing facilities in the repurchase agreement market with a number of commercial banks and other financial institutions and had borrowings in place with 20 of these counterparties. None of these lenders are affiliated with the Company. These borrowings are secured by the Company's RMBS and cash, and bear interest at prevailing market rates. We believe our established repurchase agreement borrowing facilities provide borrowing capacity in excess of our needs.

As of March 31, 2023, we had obligations outstanding under the repurchase agreements of approximately $3,769.4 million with a net weighted average borrowing cost of 4.90%. The remaining maturity of our outstanding repurchase agreement obligations ranged from 3 to 154 days, with a weighted average remaining maturity of 30 days. Securing the repurchase agreement obligations as of March 31, 2023 are RMBS with an estimated fair value, including accrued interest, of approximately $3,959.0 million and a weighted average maturity of 343 months, and cash pledged to counterparties of approximately $18.1 million. Through April 28, 2023, we have been able to maintain our repurchase facilities with comparable terms to those that existed at March 31, 2023, with maturities through September 1, 2023.

The table below presents information about our period end, maximum and average balances of borrowings for each quarter in 2023 to date and 2022.

*($ in thousands)*

| Three Months Ended | Ending Balance of Borrowings | Maximum Balance of Borrowings | Average Balance of Borrowings | Difference Between Ending Borrowings and Average Borrowings | |
|---|---|---|---|---|---|
| | | | | Amount | Percent |
| March 31, 2023 | $ 3,769,437 | $ 3,849,137 | $ 3,573,941 | $ 195,496 | 5.47% |
| December 31, 2022 | 3,378,445 | 3,414,950 | 3,256,153 | 122,292 | 3.76% |
| September 30, 2022 | 3,133,861 | 4,047,606 | 3,446,420 | (312,559) | (9.07)% |
| June 30, 2022 | 3,758,980 | 4,464,544 | 4,111,544 | (352,564) | (8.57)% |
| March 31, 2022 | 4,464,109 | 6,244,106 | 5,354,107 | (889,998) | (16.62)%(1) |

(1) The lower ending balance relative to the average balance during the quarter ended March 31, 2022 reflects the disposal of RMBS pledged as collateral. During the quarter ended March 31, 2022, the Company's investment in RMBS decreased $510.4 million.

**Liquidity and Capital Resources**

Liquidity is our ability to turn non-cash assets into cash, purchase additional investments, repay principal and interest on borrowings, fund overhead, fulfill margin calls and pay dividends. We have both internal and external sources of liquidity. However, our material unused sources of liquidity include cash balances, unencumbered assets and our ability to sell encumbered assets to raise cash. Our balance sheet also generates liquidity on an on-going basis through payments of principal and interest we receive on our RMBS portfolio. Management believes that we currently have sufficient liquidity and capital resources available for (a) the acquisition of additional investments consistent with the size and nature of our existing RMBS portfolio, (b) the repayments on borrowings and (c) the payment of dividends to the extent required for our continued qualification as a REIT. We may also generate liquidity from time to time by selling our equity or debt securities in public offerings or private placements.

*Internal Sources of Liquidity*

Our internal sources of liquidity include our cash balances, unencumbered assets and our ability to liquidate our encumbered security holdings. Our balance sheet also generates liquidity on an on-going basis through payments of principal and interest we receive on our RMBS portfolio. Because our PT RMBS portfolio consists entirely of government and agency securities, we do not anticipate having difficulty converting our assets to cash should our liquidity needs ever exceed our immediately available sources of cash. Our structured RMBS portfolio also consists entirely of governmental agency securities, although they typically do not trade with comparable bid / ask spreads as PT RMBS. However, we anticipate that we would be able to liquidate such securities readily, even in distressed markets, although we would likely do so at prices below where such securities could be sold in a more stable market. To enhance our liquidity even further, we may pledge a portion of our structured RMBS as part of a repurchase agreement funding, but retain the cash in lieu of acquiring additional assets. In this way we can, at a modest cost, retain higher levels of cash on hand and decrease the likelihood we will have to sell assets in a distressed market in order to raise cash.

Our strategy for hedging our funding costs typically involves taking short positions in interest rate futures, treasury futures, interest rate swaps, interest rate swaptions or other instruments. When the market causes these short positions to decline in value we are required to meet margin calls with cash. This can reduce our liquidity position to the extent other securities in our portfolio move in price in such a way that we do not receive enough cash via margin calls to offset the derivative related margin calls. If this were to occur in sufficient magnitude, the loss of liquidity might force us to reduce the size of the levered portfolio, pledge additional structured securities to raise funds or risk operating the portfolio with less liquidity.

*External Sources of Liquidity*

Our primary external sources of liquidity are our ability to (i) borrow under master repurchase agreements, (ii) use the TBA security market and (iii) sell our equity or debt securities in public offerings or private placements. Our borrowing capacity will vary over time as the market value of our interest earning assets varies. Our master repurchase agreements have no stated expiration, but can be terminated at any time at our option or at the option of the counterparty. However, once a definitive repurchase agreement under a master repurchase agreement has been entered into, it generally may not be terminated by either party. A negotiated termination can occur, but may involve a fee to be paid by the party seeking to terminate the repurchase agreement transaction.

Under our repurchase agreement funding arrangements, we are required to post margin at the initiation of the borrowing. The margin posted represents the haircut, which is a percentage of the market value of the collateral pledged. To the extent the market value of the asset collateralizing the financing transaction declines, the market value of our posted margin will be insufficient and we will be required to post additional collateral. Conversely, if the market value of the asset pledged increases in value, we would be over collateralized and we would be entitled to have excess margin returned to us by the counterparty. Our lenders typically value our pledged securities daily to ensure the adequacy of our margin and make margin calls as needed, as do we. Typically, but not always, the parties agree to a minimum threshold amount for margin calls so as to avoid the need for nuisance margin calls on a daily basis. Our master repurchase agreements do not specify the haircut; rather haircuts are determined on an individual repo transaction basis. Throughout the three months ended March 31, 2023, haircuts on our pledged collateral remained stable and as of March 31, 2023, our weighted average haircut was approximately 4.4% of the value of our collateral compared to 4.9% as of December 31, 2022.

TBAs represent a form of off-balance sheet financing and are accounted for as derivative instruments. (See Note 4 to our Financial Statements in this Form 10-Q for additional details on our TBAs). Under certain market conditions, it may be uneconomical for us to roll our TBAs into future months and we may need to take or make physical delivery of the underlying securities. If we were required to take physical delivery to settle a long TBA, we would have to fund our total purchase commitment with cash or other financing sources and our liquidity position could be negatively impacted.

Our TBAs are also subject to margin requirements governed by the Mortgage-Backed Securities Division ("MBSD") of the FICC and by our Master Securities Forward Transaction Agreements (“MSFTAs”), which may establish margin levels in excess of the MBSD. Such provisions require that we establish an initial margin based on the notional value of the TBA, which is subject to increase if the estimated fair value of our TBAs or the estimated fair value of our pledged collateral declines. The MBSD has the sole discretion to determine the value of our TBAs and of the pledged collateral securing such contracts. In the event of a margin call, we must generally provide additional collateral on the same business day.

Settlement of our TBA obligations by taking delivery of the underlying securities as well as satisfying margin requirements could negatively impact our liquidity position. However, since we do not use TBA dollar roll transactions as our primary source of financing, we believe that we will have adequate sources of liquidity to meet such obligations.

We invest a portion of our capital in structured Agency RMBS. We generally do not apply leverage to this portion of our portfolio. The leverage inherent in structured securities replaces the leverage obtained by acquiring PT securities and funding them in the repurchase market. This structured RMBS strategy has been a core element of the Company’s overall investment strategy since inception. However, we have and may continue to pledge a portion of our structured RMBS in order to raise our cash levels, but generally will not pledge these securities in order to acquire additional assets.

In future periods, we expect to continue to finance our activities in a manner that is consistent with our current operations through repurchase agreements. As of March 31, 2023, we had cash and cash equivalents of $143.2 million. We generated cash flows of $95.6 million from principal and interest payments on our RMBS and had average repurchase agreements outstanding of $3,573.9 million during the three months ended March 31, 2023.

As described more fully below, we may also access liquidity by selling our equity or debt securities in public offerings or private placements.

***Stockholders*' *Equity***

On October 29, 2021, we entered into an equity distribution agreement (the "October 2021 Equity Distribution Agreement") with four sales agents pursuant to which we could offer and sell, from time to time, up to an aggregate amount of $250,000,000 of shares of our common stock in transactions that were deemed to be "at the market" offerings and privately negotiated transactions. We issued a total of 9,742,188 shares under the October 2021 Equity Distribution Agreement for aggregate gross proceeds of approximately $151.8 million, and net proceeds of approximately $149.3 million, after commissions and fees, prior to its termination in March 2023.

On March 7, 2023, we entered into an equity distribution agreement (the "March 2023 Equity Distribution Agreement") with three sales agents pursuant to which we may offer and sell, from time to time, up to an aggregate amount of $250,000,000 of shares of our common stock in transactions that are deemed to be "at the market" offerings and privately negotiated transactions. No shares have been issued under the March 2023 Equity Distribution Agreement through March 31, 2023 .

**Outlook**

*Economic Summary*

As 2022 came to a close and the calendar turned to 2023, there was clear divergence in the outlook for monetary policy between the Federal Reserve (the "Fed") and the market. Market pricing in the Fed Funds futures market implied the Fed would increase the Fed Funds rate by 25 bps one or possibly two more times in early 2023 and then begin to lower the Fed Funds rate in late 2023 and continue doing so in 2024 as inflation moderated towards the Fed's 2% target rate and the economy slowed. The Fed, as reflected in their "dot plot" and frequent public statements, implied they would hold the Fed Funds rate steady throughout 2023 after the expected hikes early in the year. The divergence persisted through January of 2023 and into early February until the incoming economic data began to change and clearly supported the Fed's case that inflation was not slowing and that monetary policy would need to be restrictive until the data warranted such a change.

The January non-farm payroll report released on February 3, 2023 indicated the economy added over 500,000 jobs in January. The inflation data released in late 2022 was revised higher. It was becoming clear that market pricing of future Fed Funds levels was too optimistic and that the Fed had more work to do. Measures of inflation related to goods had clearly slowed, reflecting the easing of supply constraints brought about by the pandemic, coupled with a shift in consumption patterns away from goods and towards services. However, the Fed's focus was on service-related inflation, particularly service-related inflation excluding shelter related costs. This measure of inflation was not declining. Further, the Fed sees service inflation as being strongly influenced by wage pressures. With the unemployment rate near historical lows and wage inflation high, there was no reason to believe service-related inflation was about to abruptly slow. In fact, data released in the first months of 2023 for this measure, what is now referred to as "super core" inflation, appears to have accelerated. Strong job growth will only exacerbate the problem. The market pricing for Fed Funds futures moved higher starting in early February and the terminal rate for Fed Funds moved above 5.5% in early March.

This was not the last time the outlook for the economy, inflation and Fed Funds levels would change during the first quarter. In early March there were two large regional bank failures that required the Federal Deposit Insurance Corporation ("FDIC") to intervene. The speed with which the banks failed caught the market by surprise and required rapid responses by monetary authorities. The Fed introduced a bank term lending facility ("BTLF") and the FDIC announced they would guarantee all deposits at both banks, regardless of size. The cause for both failures was deposit withdrawals. With short-term rates having risen by well over 400 bps in approximately 1 year, the banks that could not afford to pay correspondingly high rates on their deposits were vulnerable to losing previously cheap funding. The market expected further problems across the industry and anticipated the Fed would not be able to continue to increase rates and risk exacerbating the problem. Market pricing in the Fed Funds futures market moved from a terminal rate above 5.5% to pricing in multiple cuts to the Fed Funds rate by year-end. Interest rates across the curve moved quickly lower.

As the first quarter of 2023 came to a close it appeared the macroprudential policies imposed by the FDIC, U.S. Treasury and Fed were containing the deposit problem in the banking industry. Once again, the market outlook shifted and the outlook for monetary pricing has shifted as well. Economic data, particularly labor market and inflation related data has remained supportive of the notion that the Fed would have to move policy to more restrictive levels and keep it there longer. The brief banking crisis initially appeared to have been contained; however, additional bank failures are possible.

*Interest Rates*

The two-year U.S. Treasury note is the most sensitive to anticipated Fed Funds levels. The yield on the 2-year U.S. Treasury note was approximately 4.43% on December 31, 2022, declined to just above 4% in early February, increased rapidly after the payroll report on February 3, 2023, to a high of 5.07% on March 8, 2023, then declined to a low of approximately 3.77% on March 24, 2023 after the two bank failures occurred. Since the first quarter ended, the 2-year yield has continued to move significantly from day to day as data and headlines dictate. The daily volatility in the rates market was near historical highs, particularly short-term rates. Over the course of the first quarter the level of interest rates over the entire curve – nominal rates or SOFR swap levels – did not move materially. All movements along the curve were plus or minus approximately 40 bps. Rates/swaps were higher on shorter maturities (six-month maturities or less) and higher for 2-year maturities and longer. However, this masks the extreme volatility during the quarter where daily movements of 20 bps occurred for several days at a time. Interest rate volatility is a significant driver of Agency RMBS prices and performance. With volatility so high during the quarter, performance was negatively impacted, particularly in March, as described below.

Mortgage rates available to borrowers for Agency RMBS were more stable during the first quarter of 2023. The Mortgage Bankers Association 30-year survey rate averaged 6.45% for the quarter, with a high of 6.79% and a low of 6.18% for the quarter. Note the first quarter is typically the seasonal trough for housing activity and, with rates still generally far above levels available to borrowers a year or more ago, refinancing activity during the first quarter was barely above the level that occurred in December of 2022, which in turn was the lowest level observed since the very early 2000s.

*The Agency RMBS Market*

The Agency RMBS market generated a total return of 2.5% for the first quarter of 2023. The sector underperformed comparable duration SOFR swaps by 0.2% for the first quarter. Performance for the quarter was meaningfully impacted by the extreme volatility in March. For the month of March, the sector returns were 2.0% and -1.2% versus comparable duration SOFR swaps. Performance across the 30-year sector versus comparable duration SOFR swaps was uneven, as lower (2.0% and 2.5% securities) and higher coupons (5.0% and 5.5% securities) underperformed intermediate coupon securities.

The Agency RMBS sector underperformed investment grade and sub-investment grade corporates both on an absolute and relative basis (to comparable duration swaps) for the quarter. Performance versus most other sectors of the domestic fixed income markets was generally comparable.

*Recent Legislative and Regulatory Developments*

In response to the deterioration in the markets for U.S. Treasuries, Agency RMBS and other mortgage and fixed income markets resulting from the impacts of the COVID-19 pandemic, the Fed implemented a program of quantitative easing. Through November of 2021, the Fed was committed to purchasing $80 billion of U.S. Treasuries and $40 billion of Agency RMBS each month. In November of 2021, it began tapering its net asset purchases each month, ended net asset purchases by early March of 2022, and ended asset purchases entirely in September of 2022. On May 4, 2022, the FOMC announced a plan for reducing the Fed's balance sheet. In June of 2022, in accordance with this plan, the Fed began reducing its balance sheet by a maximum of $30 billion of U.S. Treasuries and $17.5 billion of Agency RMBS each month. On September 21, 2022, the FOMC announced the Fed's decision to continue reducing the balance sheet by a maximum of $60 billion of U.S. Treasuries and $35 billion of Agency RMBS per month.

On January 29, 2021, the Center for Disease Control and Prevention issued guidance extending eviction moratoriums for covered persons put in place by the CARES Act through March 31, 2021. The FHFA subsequently extended the foreclosure moratorium for loans backed by the Enterprises and the eviction moratorium for real estate owned by the Enterprises until July 31, 2021 and September 30, 2021, respectively. The U.S. Housing and Urban Development Department subsequently extended the FHA foreclosure and eviction moratoria to July 31, 2021, and September 30, 2021, respectively. Despite the expirations of these foreclosure moratoria, a final rule adopted by the CFPB on June 28, 2021, effectively prohibited servicers from initiating a foreclosure before January 1, 2022, in most instances. Foreclosure activity has risen since the end of the moratorium, with foreclosure starts in the first quarter of 2023 up 22% year over year, but still remaining lower than pre-pandemic levels.

On September 30, 2019, the FHFA announced that the Enterprises were allowed to increase their capital buffers to $25 billion and $20 billion, respectively, from the prior limit of $3 billion each. This step could ultimately lead to the Enterprises being privatized and represents the first concrete step on the road to Enterprise reform. In December 2020, the FHFA released a final rule on a new regulatory framework for the Enterprises which seeks to implement both a risk-based capital framework and minimum leverage capital requirements. On January 14, 2021, the U.S. Treasury and the FHFA executed letter agreements allowing the Enterprises to continue to retain capital up to their regulatory minimums, including buffers, as prescribed in the December rule. These letter agreements provide, in part, (i) there will be no exit from conservatorship until all material litigation is settled and the Enterprise has common equity Tier 1 capital of at least 3% of its assets, (ii) the Enterprises will comply with the FHFA's regulatory capital framework, (iii) higher-risk single-family mortgage acquisitions will be restricted to current levels, and (iv) the U.S. Treasury and the FHFA will establish a timeline and process for future Enterprise reform. However, no definitive proposals or legislation have been released or enacted with respect to ending the conservatorship, unwinding the Enterprises, or materially reducing the roles of the Enterprises in the U.S. mortgage market. On September 14, 2021, the U.S. Treasury and the FHFA suspended certain policy provisions in the January agreement, including limits on loans acquired for cash consideration, multifamily loans, loans with higher risk characteristics and second homes and investment properties. On February 25, 2022, the FHFA published a final rule, effective as of April 26, 2022, amending the Enterprise capital framework established in December 2020 by, among other things, replacing the fixed leverage buffer equal to 1.5% of an Enterprise's adjusted total assets with a dynamic leverage buffer equal to 50% of an Enterprise's stability capital buffer, reducing the risk weight floor from 10% to 5%, and removing the requirement that the Enterprises must apply an overall effectiveness adjustment to their credit risk transfer exposures. On June 14, 2022, the Enterprises announced that they would each charge a 50 bps fee for commingled securities issued on or after July 1, 2022 to cover the additional capital required for such securities under the Enterprise capital framework, which was subsequently reduced on January 19, 2023 to 9.375 bps for commingled securities issued on or after April 1, 2023 to address industry concern that the fee posed a risk to the fungibility of the Uniform Mortgage-Backed Security ("UMBS") and negatively impacted liquidity and pricing in the market for TBA securities.

In 2017, policymakers announced that LIBOR will be replaced by December 31, 2021. The directive was spurred by the fact that banks are uncomfortable contributing to the LIBOR panel given the shortage of underlying transactions on which to base levels and the liability associated with submitting an unfounded level. However, the ICE Benchmark Administration, in its capacity as administrator of USD LIBOR, has announced that it intends to extend publication of USD LIBOR (other than one-week and two-month tenors) by 18 months to June 2023.

On December 7, 2021, the CFPB released a final rule that amends Regulation Z, which implemented the Truth in Lending Act, aimed at addressing cessation of LIBOR for both closed-end (e.g., home mortgage) and open-end (e.g., home equity line of credit) products. The rule, which mostly became effective in April of 2022, establishes requirements for the selection of replacement indices for existing LIBOR-linked consumer loans. Although the rule does not mandate the use of SOFR as the alternative rate, it identifies SOFR as a comparable rate for closed-end products and states that for open-end products, the CFPB has determined that ARRC's recommended spread-adjusted indices based on SOFR for consumer products to replace the one-month, three-month, or six-month USD LIBOR index "have historical fluctuations that are substantially similar to those of the LIBOR indices that they are intended to replace." The CFPB reserved judgment, however, on a SOFR-based spread-adjusted replacement index to replace the one-year USD LIBOR until it obtained additional information.

On March 15, 2022, the Adjustable Interest Rate (LIBOR) Act (the "LIBOR Act") was signed into law as part of the Consolidated Appropriations Act, 2022 (H.R. 2471). The LIBOR Act provides for a statutory replacement benchmark rate for contracts that use LIBOR as a benchmark and do not contain any fallback mechanism independent of LIBOR. Pursuant to the LIBOR Act, SOFR becomes the new benchmark rate by operation of law for any such contract. The LIBOR Act establishes a safe harbor from litigation for claims arising out of or related to the use of SOFR as the recommended benchmark replacement. The LIBOR Act makes clear that it should not be construed to disfavor the use of any benchmark on a prospective basis.

On July 28, 2022, the Fed published a proposed rule to implement the LIBOR Act, which was adopted on December 16, 2022. The final rule, which went into effect on February 27, 2023, sets benchmark SOFR rates to replace overnight, one-month, three-month, six-month and 12-month LIBOR contracts and provides mechanisms for converting most existing LIBOR contracts, including Agency RMBS, to SOFR no later than June 30, 2023.

The LIBOR Act also attempts to forestall challenges that it is impairing contracts. It provides that the discontinuance of LIBOR and the automatic statutory transition to a replacement rate neither impairs or affects the rights of a party to receive payment under such contracts, nor allows a party to discharge their performance obligations or to declare a breach of contract. It amends the Trust Indenture Act of 1939 to state that the “the right of any holder of any indenture security to receive payment of the principal of and interest on such indenture security shall not be deemed to be impaired or affected” by application of the LIBOR Act to any indenture security.

The scope and nature of the actions the U.S. government or the Fed will ultimately undertake are unknown and will continue to evolve.

*Effect on Us*

Regulatory developments, movements in interest rates and prepayment rates affect us in many ways, including the following:

*Effects on our Assets*

A change in or elimination of the guarantee structure of Agency RMBS may increase our costs (if, for example, guarantee fees increase) or require us to change our investment strategy altogether. For example, the elimination of the guarantee structure of Agency RMBS may cause us to change our investment strategy to focus on non-Agency RMBS, which in turn would require us to significantly increase our monitoring of the credit risks of our investments in addition to interest rate and prepayment risks.

If prepayment rates are relatively low (due, in part, to the refinancing problems described above), lower long-term interest rates can increase the value of our Agency RMBS. This is because investors typically place a premium on assets with coupon/yields that are higher than coupon/yields available in the market. To the extent such securities pre-pay slower than would otherwise be the case, we benefit from an above market coupon/yield for longer, enhancing the return from the security. Although lower long-term interest rates may increase asset values in our portfolio, we may not be able to invest new funds in similarly yielding assets.

If prepayment levels increase, the value of any of our Agency RMBS that are carried at a premium to par that are affected by such prepayments may decline. This is because a principal prepayment accelerates the effective term of an Agency RMBS, which would shorten the period during which an investor would receive above-market returns (assuming the yield on the prepaid asset is higher than market yields). Also, prepayment proceeds may not be able to be reinvested in similar-yielding assets. Agency RMBS backed by mortgages with high interest rates are more susceptible to prepayment risk because holders of those mortgages are most likely to refinance to a lower rate. If prepayment levels decrease, the value of any of our Agency RMBS that are carried at a discount to par that are affected by such prepayments may increase. This is because a principal prepayment accelerates the effective term of an Agency RMBS, which would shorten the timeframe over which an investor would receive the principal of the underlying loans. Agency RMBS backed by mortgages with low interest rates are less susceptible to prepayment risk because holders of those mortgages are less likely to refinance to a higher rate. IOs and IIOs, however, may be the types of Agency RMBS most sensitive to increased prepayment rates. Because the holder of an IO or IIO receives no principal payments, the values of IOs and IIOs are entirely dependent on the existence of a principal balance on the underlying mortgages. If the principal balance is eliminated due to prepayment, IOs and IIOs essentially become worthless. Although increased prepayment rates can negatively affect the value of our IOs and IIOs, they have the opposite effect on POs. Because POs act like zero-coupon bonds, meaning they are purchased at a discount to their par value and have an effective interest rate based on the discount and the term of the underlying loan, an increase in prepayment rates would reduce the effective term of our POs and accelerate the yields earned on those assets, which would increase our net income.

Higher long-term rates can also affect the value of our Agency RMBS. As long-term rates rise, rates available to borrowers also rise. This tends to cause prepayment activity to slow and extend the expected average life of mortgage cash flows. As the expected average life of the mortgage cash flows increases, coupled with higher discount rates, the value of Agency RMBS declines. Some of the instruments we use to hedge our Agency RMBS assets, such as interest rate futures, swaps and swaptions, are stable average life instruments. This means that to the extent we use such instruments to hedge our Agency RMBS assets, our hedges may not adequately protect us from price declines, and therefore may negatively impact our book value. It is for this reason we use interest only securities in our portfolio. As interest rates rise, the expected average life of these securities increases, causing generally positive price movements as the number and size of the cash flows increase the longer the underlying mortgages remain outstanding. This makes interest only securities desirable hedge instruments for pass-through Agency RMBS.

The Agency RMBS market began to experience severe dislocations in mid-March 2020 as a result of the economic, health and market turmoil brought about by COVID-19. On March 23, 2020, the Fed announced that it would purchase Agency RMBS and U.S. Treasuries in the amounts needed to support smooth market functioning, which largely stabilized the Agency RMBS market, but ended these purchases in March 2022 and announced plans to reduce its balance sheet. The Fed's continued reduction of its balance sheet could negatively impact our investment portfolio.

Because we base our investment decisions on risk management principles rather than anticipated movements in interest rates, in a volatile interest rate environment we may allocate more capital to structured Agency RMBS with shorter durations. We believe these securities have a lower sensitivity to changes in long-term interest rates than other asset classes. We may attempt to mitigate our exposure to changes in long-term interest rates by investing in IOs and IIOs, which typically have different sensitivities to changes in long-term interest rates than PT RMBS, particularly PT RMBS backed by fixed-rate mortgages.

*Effects on our borrowing costs*

We leverage our PT RMBS portfolio and a portion of our structured Agency RMBS with principal balances through the use of short-term repurchase agreement transactions. The interest rates on our debt are determined by the short term interest rate markets. Increases in the Fed Funds rate, SOFR or LIBOR typically increase our borrowing costs, which could affect our interest rate spread if there is no corresponding increase in the interest we earn on our assets. This would be most prevalent with respect to our Agency RMBS backed by fixed rate mortgage loans because the interest rate on a fixed-rate mortgage loan does not change even though market rates may change.

In order to protect our net interest margin against increases in short-term interest rates, we may enter into interest rate swaps, which economically convert our floating-rate repurchase agreement debt to fixed-rate debt or utilize other hedging instruments such as Fed Funds and T-Note futures contracts or interest rate swaptions.

*Summary*

The economy and the outlook for monetary policy during the first quarter were very volatile. While it is likely we are nearing the end of the accelerated policy removal period that began last March the outlook for monetary policy over the course of 2023 and beyond changed multiple times during the quarter, generating significant interest rate volatility, particularly in March.

As the first quarter began the market, as reflected in Fed Funds futures pricing, anticipated the Fed would hike the Fed Funds rate one or possibly two more times in early 2023 and then pivot to easing later in the year as inflation moderated towards their long-term goal of 2%. The incoming economic data in early February and for the balance of the quarter was strong, especially with respect to inflation, the labor market and wages. The Fed, cognizant that goods inflation has already moderated significantly, is focused on services inflation, particularly services excluding housing or shelter related costs (what is currently referred to as "super core" inflation). Readings on "super core" inflation accelerated during the quarter. As the data was released over the balance of the quarter market pricing for Fed Funds over the course of the year continued to increase and the projected terminal rate eventually exceeded 5.5%. Consistent with a policy rate that was likely to remain elevated for a considerable period, the yield on the 2-year U.S. Treasury reached 5.07% in early March.

The volatility continued, and in fact increased, when a brief banking crisis occurred in early March. Two banks failed and were taken over by the FDIC. The FDIC, U.S. Treasury and Fed responded quickly and as we enter the second quarter it seems the macroprudential steps taken appear to have contained the crisis. However, in the immediate aftermath of these developments, the market reaction was rapid and significant. The two-year U.S. Treasury yield decreased by approximately 130 bps in a little over two weeks. Market pricing of Fed Funds at the end of 2023 reflected 3 or 4 25 bps cuts. The December 2023 contract price moved nearly 175 bps in the week after the first failure of Silicon Valley Bank. In sum, volatility across the entire rates market was extremely elevated, surpassing all previous periods since the 2008 financial crisis.

The performance for the Agency RMBS market was in line with most sectors of the fixed income markets during the first quarter of 2023 with the exception of the investment grade and sub-investment grade corporate bonds. However, the volatility described above, which peaked during March, meaningfully impacted performance for the sector in March. The return for the sector versus comparable duration SOFR swaps was -1.2%. Across the 30-year, fixed rate sector of the Agency RMBS market returns were uneven, as higher and lower coupons – over 4.5% and below 3.0% - trailed returns for the intermediate coupons.

The failure of Silicon Valley Bank and Signature Bank led to their takeover by the FDIC. The FDIC took possession of approximately $114 billion of securities held by the two banks that the FDIC needs to liquidate. These sales will occur over the balance of 2023. The magnitude of these sales in proportion to typical supply levels in the current rate environment represents a formidable risk to the performance of the sector over the near term. The Agency RMBS expected to be sold – predominantly lower coupon 30, 20 and 15-year securities, have underperformed higher coupon securities since the proposed liquidations were announced. The liquidation sales commenced on April 18th, 2023, and are expected to continue for 30 to 40 more weeks. The Company's portfolio contains a significant allocation to some of the securities to be sold. These securities have performed poorly since the announcement date of the liquidations and their poor relative performance may continue. To the extent this trend continues the Company's performance will be affected absent changes in the construction of the portfolio or hedges.

**Critical Accounting Estimates**

Our condensed financial statements are prepared in accordance with GAAP. GAAP requires our management to make some complex and subjective decisions and assessments. Our most critical accounting estimates involve decisions and assessments which could significantly affect reported assets, liabilities, revenues and expenses. There have been no changes to our critical accounting estimates as discussed in our annual report on Form 10-K for the year ended December 31, 2022.

**Capital Expenditures**

At March 31, 2023, we had no material commitments for capital expenditures.

**Dividends**

In addition to other requirements that must be satisfied to continue to qualify as a REIT, we must pay annual dividends to our stockholders of at least 90% of our REIT taxable income, determined without regard to the deduction for dividends paid and excluding any net capital gains. REIT taxable income (loss) is computed in accordance with the Code, and can be greater than or less than our financial statement net income (loss) computed in accordance with GAAP. These book to tax differences primarily relate to the recognition of interest income on RMBS, unrealized gains and losses on RMBS, and the amortization of losses on derivative instruments that are treated as funding hedges for tax purposes.

We intend to pay regular monthly dividends to our stockholders and have declared the following dividends since the completion of our IPO.

*(in thousands, except per share amounts)*

| Year | Per Share Amount | Total |
|---|---|---|
| 2013 | $ 6.975 | $ 4,662 |
| 2014 | 10.800 | 22,643 |
| 2015 | 9.600 | 38,748 |
| 2016 | 8.400 | 41,388 |
| 2017 | 8.400 | 70,717 |
| 2018 | 5.350 | 55,814 |
| 2019 | 4.800 | 54,421 |
| 2020 | 3.950 | 53,570 |
| 2021 | 3.900 | 97,601 |
| 2022 | 2.475 | 87,906 |
| 2023 - YTD(1) | 0.640 | 25,098 |
| Totals | $ 65.290 | $ 552,568 |

(1) On April 12, 2023, the Company declared a dividend of $0.16 per share to be paid on May 26, 2023. The effect of this dividend is included in the table above but is not reflected in the Company's financial statements as of March 31, 2023.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Market risk is the exposure to loss resulting from changes in market factors such as interest rates, foreign currency exchange rates, commodity prices and equity prices. The primary market risks that we are exposed to are interest rate risk, prepayment risk, spread risk, liquidity risk, extension risk and counterparty credit risk.

*Interest Rate Risk*

Interest rate risk is highly sensitive to many factors, including governmental monetary and tax policies, domestic and international economic and political considerations and other factors beyond our control.

Changes in the general level of interest rates can affect our net interest income, which is the difference between the interest income earned on interest-earning assets and the interest expense incurred in connection with our interest-bearing liabilities, by affecting the spread between our interest-earning assets and interest-bearing liabilities. Changes in the level of interest rates can also affect the rate of prepayments of our securities and the value of the RMBS that constitute our investment portfolio, which affects our net income, ability to realize gains from the sale of these assets and ability to borrow, and the amount that we can borrow against these securities.

We may utilize a variety of financial instruments in order to limit the effects of changes in interest rates on our operations. The principal instruments that we use are futures contracts, interest rate swaps and swaptions. These instruments are intended to serve as an economic hedge against future interest rate increases on our repurchase agreement borrowings. Hedging techniques are partly based on assumed levels of prepayments of our Agency RMBS. If prepayments are slower or faster than assumed, the life of the Agency RMBS will be longer or shorter, which would reduce the effectiveness of any hedging strategies we may use and may cause losses on such transactions. Hedging strategies involving the use of derivative securities are highly complex and may produce volatile returns. Hedging techniques are also limited by the rules relating to REIT qualification. In order to preserve our REIT status, we may be forced to terminate a hedging transaction at a time when the transaction is most needed.

Our profitability and the value of our investment portfolio (including derivatives used for hedging purposes) may be adversely affected during any period as a result of changing interest rates, including changes in the forward yield curve.

Our portfolio of PT RMBS is typically comprised of adjustable-rate RMBS ("ARMs"), fixed-rate RMBS and hybrid adjustable-rate RMBS. We generally seek to acquire low duration assets that offer high levels of protection from mortgage prepayments provided that they are reasonably priced by the market. Although the duration of an individual asset can change as a result of changes in interest rates, we strive to maintain a hedged PT RMBS portfolio with an effective duration of less than 2.0. The stated contractual final maturity of the mortgage loans underlying our portfolio of PT RMBS generally ranges up to 30 years. However, the effect of prepayments of the underlying mortgage loans tends to shorten the resulting cash flows from our investments substantially. Prepayments occur for various reasons, including refinancing of underlying mortgages and loan payoffs in connection with home sales, and borrowers paying more than their scheduled loan payments, which accelerates the amortization of the loans.

The duration of our IO and IIO portfolios will vary greatly depending on the structural features of the securities. While prepayment activity will always affect the cash flows associated with the securities, the interest only nature of IOs may cause their durations to become extremely negative when prepayments are high, and less negative when prepayments are low. Prepayments affect the durations of IIOs similarly, but the floating rate nature of the coupon of IIOs (which is inversely related to the level of one month LIBOR) causes their price movements, and model duration, to be affected by changes in both prepayments and one month LIBOR, both current and anticipated levels. As a result, the duration of IIO securities will also vary greatly.

Prepayments on the loans underlying our RMBS can alter the timing of the cash flows from the underlying loans to us. As a result, we gauge the interest rate sensitivity of our assets by measuring their effective duration. While modified duration measures the price sensitivity of a bond to movements in interest rates, effective duration captures both the movement in interest rates and the fact that cash flows to a mortgage related security are altered when interest rates move. Accordingly, when the contract interest rate on a mortgage loan is substantially above prevailing interest rates in the market, the effective duration of securities collateralized by such loans can be quite low because of expected prepayments.

We face the risk that the market value of our PT RMBS assets will increase or decrease at different rates than that of our structured RMBS or liabilities, including our hedging instruments. Accordingly, we assess our interest rate risk by estimating the duration of our assets and the duration of our liabilities. We generally calculate duration using various third party models. However, empirical results and various third party models may produce different duration numbers for the same securities.

The following sensitivity analysis shows the estimated impact on the fair value of our interest rate-sensitive investments and hedge positions as of March 31, 2023 and December 31, 2022, assuming rates instantaneously fall 200 bps, fall 100 bps, fall 50 bps, rise 50 bps, rise 100 bps and rise 200 bps, adjusted to reflect the impact of convexity, which is the measure of the sensitivity of our hedge positions and Agency RMBS' effective duration to movements in interest rates. We have a negatively convex asset profile and a linear to slightly positively convex hedge portfolio (short positions). It is not uncommon for us to have losses in both directions.

All changes in value in the table below are measured as percentage changes from the investment portfolio value and net asset value at the base interest rate scenario. The base interest rate scenario assumes interest rates and prepayment projections as of March 31, 2023 and December 31, 2022.

Actual results could differ materially from estimates, especially in the current market environment. To the extent that these estimates or other assumptions do not hold true, which is likely in a period of high price volatility, actual results will likely differ materially from projections and could be larger or smaller than the estimates in the table below. Moreover, if different models were employed in the analysis, materially different projections could result. Lastly, while the table below reflects the estimated impact of interest rate increases and decreases on a static portfolio, we may from time to time sell any of our agency securities as a part of the overall management of our investment portfolio.

**Interest Rate Sensitivity(1)**

| **Change in Interest Rate** | **Portfolio Market Value(2)(3)** | **Book Value(2)(4)** |
|---|---|---|
| **As of March 31, 2023** | | |
| -200 Basis Points | 0.11% | 0.99% |
| -100 Basis Points | 0.42% | 3.72% |
| -50 Basis Points | 0.28% | 2.51% |
| +50 Basis Points | (0.47)% | (4.14)% |
| +100 Basis Points | (1.03)% | (9.13)% |
| +200 Basis Points | (2.41)% | (21.39)% |
| **As of December 31, 2022** | | |
| -200 Basis Points | 0.52% | 4.18% |
| -100 Basis Points | 0.61% | 4.92% |
| -50 Basis Points | 0.40% | 3.25% |
| +50 Basis Points | (0.43)% | (3.47)% |
| +100 Basis Points | (1.04)% | (8.38)% |
| +200 Basis Points | (2.51)% | (20.27)% |

(1) Interest rate sensitivity is derived from models that are dependent on inputs and assumptions provided by third parties as well as by our Manager, and assumes there are no changes in mortgage spreads and assumes a static portfolio. Actual results could differ materially from these estimates.
(2) Includes the effect of derivatives and other securities used for hedging purposes.
(3) Estimated dollar change in investment portfolio value expressed as a percent of the total fair value of our investment portfolio as of such date.
(4) Estimated dollar change in portfolio value expressed as a percent of stockholders' equity as of such date.

In addition to changes in interest rates, other factors impact the fair value of our interest rate-sensitive investments, such as the shape of the yield curve, market expectations as to future interest rate changes and other market conditions. Accordingly, in the event of changes in actual interest rates, the change in the fair value of our assets would likely differ from that shown above and such difference might be material and adverse to our stockholders.

*Prepayment Risk*

Because residential borrowers have the option to prepay their mortgage loans at par at any time, we face the risk that we will experience a return of principal on our investments faster than anticipated. Various factors affect the rate at which mortgage prepayments occur, including changes in the level of and directional trends in housing prices, interest rates, general economic conditions, loan age and size, loan-to-value ratio, the location of the property and social and demographic conditions. Additionally, changes to government sponsored entity underwriting practices or other governmental programs could also significantly impact prepayment rates or expectations. Generally, prepayments on Agency RMBS increase during periods of falling mortgage interest rates and decrease during periods of rising mortgage interest rates. However, this may not always be the case. We may reinvest principal repayments at a yield that is lower or higher than the yield on the repaid investment, thus affecting our net interest income by altering the average yield on our assets.

*Spread Risk*

When the market spread widens between the yield on our Agency RMBS and benchmark interest rates, our net book value could decline if the value of our Agency RMBS falls by more than the offsetting fair value increases on our hedging instruments tied to the underlying benchmark interest rates. We refer to this as "spread risk" or "basis risk." The spread risk associated with our mortgage assets and the resulting fluctuations in fair value of these securities can occur independent of changes in benchmark interest rates and may relate to other factors impacting the mortgage and fixed income markets, such as actual or anticipated monetary policy actions by the Fed, market liquidity, or changes in required rates of return on different assets. Consequently, while we use futures contracts and interest rate swaps and swaptions to attempt to protect against moves in interest rates, such instruments typically will not protect our net book value against spread risk.

*Liquidity Risk*

The primary liquidity risk for us arises from financing long-term assets with shorter-term borrowings through repurchase agreements. Our assets that are pledged to secure repurchase agreements are Agency RMBS and cash. As of March 31, 2023, we had unrestricted cash and cash equivalents of $143.2 million and unpledged securities of approximately $53.8 million (not including unsettled securities purchases or securities pledged to us) available to meet margin calls on our repurchase agreements and derivative contracts, and for other corporate purposes. However, should the value of our Agency RMBS pledged as collateral or the value of our derivative instruments suddenly decrease, margin calls relating to our repurchase and derivative agreements could increase, causing an adverse change in our liquidity position. Further, there is no assurance that we will always be able to renew (or roll) our repurchase agreements. In addition, our counterparties have the option to increase our haircuts (margin requirements) on the assets we pledge against repurchase agreements, thereby reducing the amount that can be borrowed against an asset even if they agree to renew or roll the repurchase agreement. Significantly higher haircuts can reduce our ability to leverage our portfolio or even force us to sell assets, especially if correlated with asset price declines or faster prepayment rates on our assets.

*Extension Risk*

The projected weighted average life and the duration (or interest rate sensitivity) of our investments is based on our Manager's assumptions regarding the rate at which the borrowers will prepay the underlying mortgage loans. In general, we use futures contracts and interest rate swaps and swaptions to help manage our funding cost on our investments in the event that interest rates rise. These hedging instruments allow us to reduce our funding exposure on the notional amount of the instrument for a specified period of time.

However, if prepayment rates decrease in a rising interest rate environment, the average life or duration of our fixed-rate assets or the fixed-rate portion of the ARMs or other assets generally extends. This could have a negative impact on our results from operations, as our hedging instrument expirations are fixed and will, therefore, cover a smaller percentage of our funding exposure on our mortgage assets to the extent that their average lives increase due to slower prepayments. This situation may also cause the market value of our Agency RMBS and CMOs collateralized by fixed rate mortgages or hybrid ARMs to decline by more than otherwise would be the case while most of our hedging instruments would not receive any incremental offsetting gains. In extreme situations, we may be forced to sell assets to maintain adequate liquidity, which could cause us to incur realized losses.

*Counterparty Credit Risk*

We are exposed to counterparty credit risk relating to potential losses that could be recognized in the event that the counterparties to our repurchase agreements and derivative contracts fail to perform their obligations under such agreements. The amount of assets we pledge as collateral in accordance with our agreements varies over time based on the market value and notional amount of such assets as well as the value of our derivative contracts. In the event of a default by a counterparty, we may not receive payments provided for under the terms of our agreements and may have difficulty obtaining our assets pledged as collateral under such agreements. Our credit risk related to certain derivative transactions is largely mitigated through daily adjustments to collateral pledged based on changes in market value and we limit our counterparties to registered central clearing exchanges and major financial institutions with acceptable credit ratings, monitoring positions with individual counterparties and adjusting collateral posted as required. However, there is no guarantee our efforts to manage counterparty credit risk will be successful and we could suffer significant losses if unsuccessful.

## ITEM 4. CONTROLS AND PROCEDURES

### Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report (the “evaluation date”), we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer (the “CEO”) and Chief Financial Officer (the “CFO”), of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rule 13a-15(e) under the Exchange Act. Based on this evaluation, the CEO and CFO concluded our disclosure controls and procedures, as designed and implemented, were effective as of the evaluation date (1) in ensuring that information regarding the Company is accumulated and communicated to our management, including our CEO and CFO, by our Manager's employees, as appropriate to allow timely decisions regarding required disclosure and (2) in providing reasonable assurance that information we must disclose in our periodic reports under the Exchange Act is recorded, processed, summarized and reported within the time periods prescribed by the SEC’s rules and forms.

### Changes in Internal Control over Financial Reporting

There were no significant changes in the Company’s internal control over financial reporting that occurred during the Company’s most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

# PART II. OTHER INFORMATION

## ITEM 1. LEGAL PROCEEDINGS

We are not party to any material pending legal proceedings as described in Item 103 of Regulation S-K.

## ITEM 1A. RISK FACTORS

A description of certain factors that may affect our future results and risk factors is set forth in our Annual Report on Form 10-K for the year ended December 31, 2022. As of March 31, 2023, there have been no material changes in our risk factors from those set forth in our Annual Report on Form 10-K for the year ended December 31, 2022.

## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The Company did not have any unregistered sales of its equity securities during the three months ended March 31, 2023.

The table below presents the Company's share repurchase activity for the three months ended March 31, 2023.

| | Total Number of Shares Repurchased(1) | Weighted-Average Price Paid Per Share | Shares Purchased as Part of Publicly Announced Programs | Maximum Number of Shares That May Yet Be Repurchased Under the Authorization |
|---|---|---|---|---|
| January 1, 2023 - January 31, 2023 | 373,041 | $ 10.62 | 373,041 | 4,928,350 |
| February 1, 2023 - February 28, 2023 | - | - | - | 4,928,350 |
| March 1, 2023 - March 31, 2023 | 645 | 10.56 | - | 4,928,350 |
| Totals / Weighted Average | 373,686 | $ 10.62 | 373,041 | 4,928,350 |

(1) Includes 645 shares of the Company's common stock acquired by the Company in connection with the satisfaction of tax withholding obligations on vested employment related awards under equity incentive plans. These repurchases do not reduce the number of shares available under the stock repurchase program authorization.

## ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

## ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

## ITEM 5. OTHER INFORMATION

None.

**ITEM 6. EXHIBITS**

| Exhibit No. | |
|---|---|
| 3.1 | Articles of Amendment and Restatement of Orchid Island Capital, Inc. (filed as Exhibit 3.1 to the Company's Registration Statement on Amendment No. 1 to Form S-11 (File No. 333-184538) filed on November 28, 2012 and incorporated herein by reference). |
| 3.2 | Certificate of Correction of Orchid Island Capital, Inc. (filed as Exhibit 3.2 to the Company's Annual Report on Form 10-K filed on February 22, 2019 and incorporated herein by reference). |
| 3.3 | Articles of Amendment to the Articles of Amendment and Restatement of the Company (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on August 30, 2022 and incorporated herein by reference). |
| 3.4 | Amended and Restated Bylaws of Orchid Island Capital, Inc. (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on December 13, 2022 and incorporated herein by reference). |
| 4.1 | Specimen Certificate of common stock of Orchid Island Capital, Inc. (filed as Exhibit 4.1 to the Company's Registration Statement on Amendment No. 1 to Form S-11 (File No. 333-184538) filed on November 28, 2012 and incorporated herein by reference). |
| 10.1 | 2023 Long Term Incentive Compensation Plan*† |
| 31.1 | Certification of Robert E. Cauley, Chief Executive Officer and President of the Registrant, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.* |
| 31.2 | Certification of George H. Haas, IV, Chief Financial Officer of the Registrant, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.* |
| 32.1 | Certification of Robert E. Cauley, Chief Executive Officer and President of the Registrant, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.** |
| 32.2 | Certification of George H. Haas, IV, Chief Financial Officer of the Registrant, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.** |

| | |
|---|---|
| Exhibit 101.INS XBRL | Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.*** |
| Exhibit 101.SCH XBRL | Taxonomy Extension Schema Document *** |
| Exhibit 101.CAL XBRL | Taxonomy Extension Calculation Linkbase Document*** |
| Exhibit 101.DEF XBRL | Additional Taxonomy Extension Definition Linkbase Document Created*** |
| Exhibit 101.LAB XBRL | Taxonomy Extension Label Linkbase Document *** |
| Exhibit 101.PRE XBRL | Taxonomy Extension Presentation Linkbase Document *** |
| Exhibit 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

| | |
|---|---|
| * | Filed herewith. |
| ** | Furnished herewith. |
| *** | Submitted electronically herewith. |
| † | Management contract or compensatory plan. |

**Signatures**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Orchid Island Capital, Inc**.
Registrant

| | | | |
|---|---|---|---|
| Date: | April 28, 2023 | By: | /s/ Robert E. Cauley<br>Robert E. Cauley<br>Chief Executive Officer, President and Chairman of the Board<br>(Principal Executive Officer) |
| Date: | April 28, 2023 | By: | /s/ George H. Haas, IV<br>George H. Haas, IV<br>Secretary, Chief Financial Officer, Chief Investment Officer and<br>Director (Principal Financial and Accounting Officer) |

**Exhibit 10.1**

# ORCHID ISLAND CAPITAL, INC.
# 2023 LONG-TERM EQUITY INCENTIVE COMPENSATION PLAN

This 2023 Long-Term Equity Incentive Compensation Plan (the "2023 Plan") sets forth terms and conditions on which equity awards may be made by Orchid Island Capital, Inc. (the "Company").

All employees of Bimini Advisors, LLC, which is the Company's external manager (the "Manager"), and employees of entities affiliated with the Manager (collectively, the "Employees") are eligible to participate in the 2023 Plan. Members of our Manager's and its affiliates' senior management team also serve as the Company's executive officers, including the Company's Chief Executive Officer and Chief Financial Officer. All of the Employees are referred to as "Participants." Being a Participant does not entitle the individual to an award under the 2023 Plan. The Compensation Committee of the Board of Directors of the Company (the "Committee") will have absolute sole discretion over all aspects of the 2023 Plan, including but not limited to the ability to reduce the amount of any bonus award or the size of the bonus pool even if the performance objectives and other terms of the 2023 Plan are satisfied and to adjust the Company's book value for purposes of the 2023 Plan due to dilutive issuances of the Company's common stock.

Participants will be eligible to earn awards under the 2023 Plan for performance over the next one-year, three-year and five-year periods. A bonus pool will be established under the 2023 Plan for each of the one-, three- and five-year measurement periods. The amount credited to the bonus pool will be based on the Company's performance under each of the three performance criteria (which are described below) of the 2023 Plan for each of the three measurement periods. The Committee, in its discretion, will determine each Participant's award (*i.e.*, the percentage of the bonus pool paid to each Participant).

The maximum amount that may be credited to the bonus pool for each measurement period will equal the average management fees paid by the Company to the Manager (pursuant to the terms of the management agreement between the Company and the Manager) for such period multiplied by the applicable percentage described in the table below. Under the 2023 Plan, the maximum bonus pool for awards to be issued for performance during (i) the one-year measurement period will equal 20% of the average monthly management fee earned during 2023 multiplied by 12, (ii) the three-year measurement period will equal 35% of the average annual management fee paid for 2023 through 2025 and (iii) for the five-year measurement period will equal 45% of the average annual management fee paid for 2023 through 2027.

As noted above, the amount credited to the bonus pool for each measurement period will reflect the Company's performance measured against the three performance criteria described below. The table below illustrates the maximum amount that may be credited to the bonus pool for each measurement period (as a percentage of the average management fees for the applicable period). The table also shows the amount that may be credited to the bonus pool for each measurement period (also as a percentage of the average management fees for the applicable period) for achievement of objectives with respect to each of the performance criteria. For example, the maximum amount that may be credited to the bonus pool for the three-year measurement period based on the Agency RMBS rate (as defined below) relative performance is 10.50% of the average management fees paid for 2023 through 2025.

| | 1-year | 3-year | 5-year |
|---|---|---|---|
| Peer-relative financial performance | 9.00% | 15.75% | 20.25% |
| Agency RMBS rate relative performance | 6.00% | 10.50% | 13.50% |
| Peer-relative book value performance | 5.00% | 8.75% | 11.25% |
| **Total for Measurement Period** | 20.00% | 35.00% | 45.00% |

The Committee established the following performance measures and the performance thresholds that must be satisfied for awards to be earned under the 2023 Plan.

*Peer-Relative Financial Performance.* No amount will be earned for this performance measure unless the Company's financial performance for the applicable measurement period exceeds the mean of the financial performance of the companies in the Peer Group (defined below) for the applicable measurement period. The financial performance of the Company and those in the Peer Group will equal the sum of total dividends paid during the measurement period and the change in book value during the measurement period divided by the book value on the first day of the applicable measurement period. The "Peer Group" consists of the following companies: AGNC Investment Corp., Annaly Capital Management, Inc., ARMOUR Residential REIT, Inc., Cherry Hill Mortgage Investment Corporation, Dynex Capital, Inc. and Invesco Mortgage Capital Inc. In the event that a company in the Peer Group merges with another entity, sells all or a significant portion of its business, dissolves, liquidates or the Committee determines that a company has substantially changed its business in such a way that it no longer conducts a similar business to the Company's business, then such company will be removed from the Peer Group for the measurement period(s) when such event occurs.

*Agency RMBS Rate Relative Performance.* The Company's performance under this performance measure will equal the sum of the change in book value during the applicable measurement period and total dividends paid during the measurement period. No amount will be earned for this performance measure unless the Company's performance as calculated in the preceding sentence for the applicable measurement period exceeds the Agency RMBS rate multiplied by the number of years in the measurement period. The "Agency RMBS rate" will equal the yield on the Fannie Mae 30-year fixed rate current coupon mortgage as of the beginning of 2023 of 5.350% (determined by averaging the rate as of the last business day of 2022 and the first business day of 2023) plus 400 bps, or 9.350%.

*Peer-Relative Book Value Performance.* No amount will be earned for this performance measure unless the Company's change in book value for the applicable measurement period (calculated in accordance with the following sentence) exceeds the mean change in book value for the companies in the Peer Group. The change in book value for the Company and those in the Peer Group will be determined by subtracting the book value on the first day of the measurement period from the book value on the last day in the measurement period, with such amount divided by the book value on the first day of the measurement period.

If the Company's results for a performance measure equal or are less than the threshold for a measurement period, no amount will be added to the bonus pool for the measurement period with respect to that measurement criterion. The table below details the amounts by which the Company's performance must exceed the threshold performance measures described above for the maximum bonus award to be added to the bonus pool. Linear interpolation will be used for results falling between the threshold and the result that must be achieved to earn the maximum award.

| | 1-year | 3-year | 5-year |
|---|---|---|---|
| Peer-relative financial performance | Threshold + 5.0% | Threshold + 10.0% | Threshold + 15.0% |
| Agency RMBS rate relative performance | Threshold + 5.0% | Threshold + 10.0% | Threshold + 15.0% |
| Peer-relative book value performance | Threshold + 2.0% | Threshold + 4.0% | Threshold + 6.0% |

Awards for these three measurement periods will be paid no later than March 30 of the year following the end of the relevant measurement period. The Committee anticipates that 50% of earned bonuses will be paid in unrestricted shares of the Company's common stock and 50% will be paid in the form of "Performance Units," all of which will be issued under the 2021 Equity Incentive Plan (the "2021 Plan"). The number of unrestricted shares of the Company's common stock and Performance Units to be issued in satisfaction of the earned bonuses will be determined by dividing the amount of such bonus by the average closing price of the Company's common stock on the New York Stock Exchange for the 10 trading days preceding the grant date of the common stock and Performance Units rounded to the nearest whole number. The Performance Units will vest at the rate of 10% per quarter commencing with the first quarter after the one year anniversary of the end of the applicable measurement period, with the Participant receiving one share of the Company's common stock for each Performance Unit that vests. The Participant must continue to be employed by the Company as of the end of each such quarter in order to vest in the number of Performance Units scheduled to vest on that date. In the event of a Change in Control (as defined in the 2021 Plan) or the death or disability of the Participant, all of his or her Performance Units will be vested. When vested, each Performance Unit will be settled by the issuance of one share of the Company's common stock, at which time the Performance Unit shall be cancelled immediately, but in no case later than March 30 of the year after the year in which the Performance Units vest.

The Performance Units will contain dividend equivalent rights which entitle the Participants to receive distributions declared by the Company on common stock. One Performance Unit is equivalent to one share of common stock for purposes of the dividend equivalent rights. Other than dividend equivalent rights, the Performance Units do not entitle the Participants to any of the rights of a stockholder of the Company.

The number of outstanding Performance Units will be subject to the following adjustments prior to the date on which such Performance Unit vests:

*Book Value Impairment*. A "Book Value Impairment" will occur if over any two consecutive quarters the following conditions are satisfied: (i) the Company's book value per share declines by 15% or more during the first of such two quarters and (ii) the Company's book value per share decline from the beginning of such two quarters to the end of such two quarters is at least 10%. If a Book Value Impairment occurs, then the number of Performance Units that are outstanding as of the last day of such two quarter period shall be reduced by 15%.

*Extraordinary Book Value Preservation*. "Extraordinary Book Value Preservation" will occur in any quarter in which the following conditions are satisfied: (i) the median change in the book value per share of the companies in the Peer Group (the "Median Book Value Decline") is a decline of 6% or more and (ii) the Company's book value per share either (a) increases or (b) declines by a percentage that is less than 50% of the Median Book Value Decline. If an event of Extraordinary Book Value Preservation occurs, then the number of Performance Units that are outstanding as of the last day of the quarter in which the Extraordinary Book Value Preservation has occurred shall be increased by 5 basis points for every 1 basis point of difference between the Company's book value per share percentage change and the Median Book Value Decline during such quarter.

*Outperform All Peer Companies*. The Company will "Outperform All Peer Companies" in any quarter in which the following conditions are satisfied: (i) the companies in the Peer Group all experience a decline in book value per share and (ii) the Company's book value per share either (a) increases or (b) declines by an amount that is less than the decline experienced by each company in the Peer Group. If the Company Outperforms All Peer Companies in any quarter, then the number of Performance Units that are outstanding as of the last day of such quarter shall increase by 10%.

The Committee anticipates adopting similar plans for future years with modifications to the performance measures and hurdle rates as the Committee deems appropriate.

**Exhibit 31.1**

**CERTIFICATIONS**

I, Robert E. Cauley, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Orchid Island Capital, Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 28, 2023

/s/ Robert E. Cauley
Robert E. Cauley
Chairman of the Board, Chief Executive Officer and President

**Exhibit 31.2**

**CERTIFICATIONS**

I, George H. Haas, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Orchid Island Capital, Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 28, 2023

/s/ George H. Haas, IV
George H. Haas, IV
Chief Financial Officer

**Exhibit 32.1**

**CERTIFICATION
PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002, 18 U.S.C. SECTION 1350**

In connection with the quarterly report on Form 10-Q of Orchid Island Capital, Inc. (the “Company”) for the period ended March 31, 2023 to be filed with the Securities and Exchange Commission on or about the date hereof (the ”Report”), I, Robert E. Cauley, Chairman of the Board and Chief Executive Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates of, and for the periods covered by, the Report.

It is not intended that this statement be deemed to be filed for purposes of the Securities Exchange Act of 1934.

April 28, 2023

/s/ Robert E. Cauley
Robert E. Cauley,
Chairman of the Board and
Chief Executive Officer

**CERTIFICATION**
**PURSUANT TO SECTION 906 OF THE**
**SARBANES-OXLEY ACT OF 2002, 18 U.S.C. SECTION 1350**

In connection with the quarterly report on Form 10-Q of Orchid Island Capital, Inc. (the “Company”) for the period ended March 31, 2023 to be filed with the Securities and Exchange Commission on or about the date hereof (the ”Report”), I, George H. Haas, Chief Financial Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates of, and for the periods covered by, the Report.

It is not intended that this statement be deemed to be filed for purposes of the Securities Exchange Act of 1934.

April 28, 2023

/s/ George H. Haas, IV
George H. Haas, IV
Chief Financial Officer