


**Dynex Capital, Inc.**

DX NYSE

REIT - Residential / Commercial

Market Capitalization USD:

\$325.17 mm**CONCERN LEVEL: LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Thomas B. Akin**Age: 59****CEO Since: 2008**

	2009	2010	2011
Base Salary	\$300,000	\$300,000	\$500,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$309,531	\$574,350	\$500,000
Benefits and Perquisites	\$1,032	\$1,982	\$579
TOTAL ANNUAL COMPENSATION	\$610,563	\$876,332	\$1,000,579
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$0	\$0	\$1,068,000
TOTAL COMPENSATION	\$610,563	\$876,332	\$2,068,579
Median of Other Named Executive Officers Total Compensation	\$548,442	\$771,484	\$1,971,304
Value Realized on Exercise of Stock Option	\$0	\$14,875	\$0
Value Realized on Vesting of Stock	\$0	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$14,875	\$0

Proxy Date: 3 Apr 2012

Annual Meeting Date: 14 May 2012

Equity Reserves: 3.83%

Stock Option Run Rate: 0.00%

Dynex Capital, Inc.

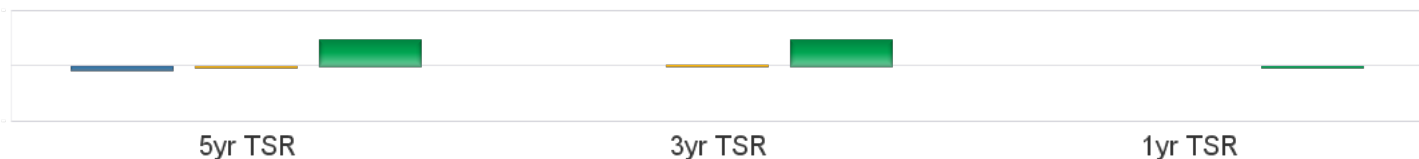
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Performance Comparison

■ S&P500 ■ Industry ■ DX



Peer Comparisons (TRBC) =REIT - Residential / Commercial

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
DX	Dynex Capital, Inc.	\$610,563	\$876,332	\$2,068,579	\$325,171,076
FSP	Franklin Street Properties Corp.	\$231,000	\$231,000	\$231,000	\$921,057,050
ANH	Anworth Mortgage Asset Corporation	\$4,726,737	\$3,809,730		\$898,390,431
RWT	Redwood Trust, Inc.	\$6,189,012	\$4,594,789	\$3,230,750	\$879,147,427
GRT	Glimcher Realty Trust	\$1,068,871	\$1,331,159	\$2,469,589	\$760,753,809
AKR	Acadia Realty Trust	\$1,226,103	\$2,570,667	\$4,929,883	\$754,218,759
SUI	Sun Communities, Inc.	\$1,906,705	\$797,382		\$747,324,118

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Capstead Mortgage Corporation, Cypress Investments, and MFA Financial, Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Michael R. Hughes	Chairman	51	Male	2	Outside
Daniel K. Osborne	Member	47	Male	7	Outside
James C. Wheat	Member	59	Male	4	Outside

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