

**CHARTER OF THE COMPENSATION AND HUMAN RESOURCES COMMITTEE  
OF THE  
BOARD OF DIRECTORS  
OF THE  
FEDERAL HOME LOAN MORTGAGE CORPORATION**

**[Amended and Restated by the Board of Directors on March 3, 2007]**

**Organization, Membership Requirements and Committee Processes**

The Compensation and Human Resources Committee (the “Committee”) of the Board of Directors (the “Board”) of the Federal Home Loan Mortgage Corporation (“Freddie Mac”) shall consist of at least three members, each of whom shall be independent under the rules of the New York Stock Exchange.

One member of the Committee shall be designated by the Board as the Committee’s Chairman.

The Committee’s Chairman shall report regularly to the Board on the Committee’s activities and minutes of the Committee’s meetings shall be submitted to the Board.

The members of the Committee shall have access to any employees of Freddie Mac, and shall have the authority to engage outside consultants or advisors including, but not limited to, compensation consultants, as the Committee may deem appropriate to fulfill its responsibilities. The Committee shall have sole authority over the retention and termination of any such compensation consultants and of the compensation and all other terms relating to such retention. Freddie Mac shall provide appropriate funding for the retention of any such consultants or advisors and for other necessary and appropriate administrative expenses of the Committee, all as determined by the Committee.

**Purposes, Powers, Duties and Responsibilities of the Committee**

The Committee is hereby charged by the Board with the following authority and responsibilities:

1. In consultation with senior management, to approve Freddie Mac’s executive compensation philosophy and to oversee and monitor Freddie Mac’s executive compensation policies, plans and programs to ensure that they are consistent with this philosophy, as well as the long-term interests of Freddie Mac’s shareholders.
2. To approve the goals and objectives relevant to determining the compensation of the Chief Executive Officer (“CEO”), to evaluate the CEO’s performance in light of those goals and objectives and such other factors as the Committee deems relevant, including competitive market data from a list of comparable companies approved by the Committee, and to use that evaluation for purposes of determining the CEO’s compensation, provided that the Committee shall obtain and consider the views of the other independent members of the Board with respect to the CEO’s compensation.

3. To approve the annual allocation pool for cash incentives and stock grants.
4. To approve the base salaries (including salary adjustments), cash incentive plans and cash incentive payouts, stock-based incentive compensation grants, and other terms of employment, including any employment or severance agreement, for (a) the CEO, the President, the Chief Operating Officer (“COO”), the Chief Financial Officer, the principal accounting officer, (b) any officer in charge of a principal business unit, division or function, or any other officer who performs a significant policy-making function, as determined by the Committee, other than the Senior Vice President – General Auditor and (c) any other officer at the level of Senior Vice President or above whose target total direct compensation exceeds \$2 million (each, an “Executive Officer”), provided that no separate action shall be necessary to the extent that any such individual is part of a larger group of Freddie Mac’s employees covered by a plan that is approved as otherwise provided. The Committee shall obtain and consider the views of the other independent members of the Board with respect to the compensation of individuals occupying the positions of CEO, President and/or COO prior to taking any action.
5. The Committee hereby delegates any of its authority described in Paragraph 4 above, other than with respect to the CEO, President and COO, to the Committee Chair where competitive circumstances preclude delaying approval to the next Committee meeting, provided that the Committee Chair shall report to the Committee on such action at the Committee’s next regularly-scheduled meeting.
6. To approve any employment, professional, consulting or other relationship of the CEO or the President and COO with any entity other than Freddie Mac in accordance with the terms of their respective employment agreements and to report to the Board on any such approval.
7. To approve the cash incentive plans for all other officers who are not Executive Officers.
8. To review, approve, amend and/or terminate any stock-based compensation or benefit plan and any retirement plan, including Freddie Mac’s pension plan and thrift plan.
9. Consistent with Paragraph 3 above, to approve the terms and conditions, effective date, price (including the method of determining the price) and aggregate amount of stock with respect to all stock-based incentive compensation grants for officers who are not Executive Officers and other employees, as well as approve guidelines for individual grants or awards, and to authorize the Authorized Officers to set the amount of individual grants for such officers and employees.
10. To review, at least annually, the management of human resources within the Corporation including the recruitment, retention, diversity, and development of the Corporation’s human resources needed to achieve corporate objectives.

11. To review plans, policies and procedures for management succession with respect to the Executive Officers of the Corporation.
12. To recommend to the Board compensation plans, stock-based compensation plans and benefit plans for outside directors.
13. To prepare the Committee's report for inclusion in Freddie Mac's annual proxy statement in accordance with applicable regulatory requirements and to review and discuss with management drafts of Freddie Mac's compensation discussion and analysis and, if appropriate, to recommend to the Board that the compensation discussion and analysis be included in the annual report to shareholders or annual proxy statement.
14. To review, at least annually, under the oversight of the Governance, Nominating and Risk Oversight Committee, this Committee's performance, including review of its structure and operations (including authority to delegate to subcommittees), its process for reporting to the Board, and the process for determining the membership of the Committee, including qualifications for Committee membership.
15. To review and reassess the adequacy of the Committee's Charter on an annual basis and recommend any changes to the Board for approval.
16. To perform such other duties as may from time to time be assigned by the Board or requested by the Board's Chairman or the Lead Director.