



## FREDDIE MAC'S CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the "Board") of the Federal Home Loan Mortgage Corporation ("Freddie Mac" or the "Company") has adopted the Corporate Governance Guidelines (the "Guidelines") set forth below to assist the Board in the exercise of its responsibilities. These Guidelines should be interpreted in accordance with any applicable legal requirements, including those imposed by federal or state law or regulation, the Federal Housing Finance Agency ("FHFA") acting as Conservator of Freddie Mac, the New York Stock Exchange (the "NYSE") and Freddie Mac's statutory Charter and Bylaws. The Board may amend these Guidelines from time to time.

The Nominating and Governance Committee is responsible for reviewing and recommending to the Board appropriate changes to these Guidelines to reflect changes in legal or regulatory requirements, evolving governance practices and the Board's policies and procedures. The Nominating and Governance Committee also oversees the implementation of the Guidelines by the Board and management. These Guidelines are published on Freddie Mac's Internet website ([http://www.freddiemac.com/governance/pdf/gov\\_guidelines.pdf](http://www.freddiemac.com/governance/pdf/gov_guidelines.pdf)) and will be provided in print to any stockholder on request.

**1. BOARD SIZE AND BOARD COMMITTEES:** Under its statutory Charter, Freddie Mac's Board of Directors is to have 13 members ("Directors"), or such other number as the Director of FHFA determines appropriate. Acting as Conservator, FHFA has determined that the Board shall have 11 members.

The Board's standing Committees include an Audit Committee, a Business and Risk Committee, a Compensation Committee, and a Nominating and Governance Committee. Each Committee has a charter, adopted by the Board and published on Freddie Mac's Internet website ([http://www.freddiemac.com/governance/bd\\_committees.html](http://www.freddiemac.com/governance/bd_committees.html)), that specifies its authority and responsibilities.

The Board also has established an Executive Committee (consisting of the Non-Executive Chairperson of the Board (the "Chairperson"), the Chief Executive Officer, and the Chairs of the four standing Committees), which may meet during intervals between regularly scheduled Board meetings if the Chairperson determines that a matter should be considered promptly and that it is not feasible to convene a special meeting of the Board.

**2. BOARD AND COMMITTEE MEETINGS:** The Board will meet at least eight times each year, and at least once each calendar quarter. The four standing Committees will meet at least five times each year. The schedule of Board and standing Committee meetings is determined annually. Agendas for Board meetings are set by the Chairperson, with input from other members of the Board and management. Agendas for Committee meetings are set by the

chairs of the respective Committees, with input from other Committee members and management.

**3. DIRECTOR RESPONSIBILITIES:** The members of the Board of Directors serve on behalf of the Conservator and exercise authority delegated by the Conservator.

Subject to the direction and/or approval of the Conservator, some of the specific functions of the Board are to:

- Promote ethical conduct on the part of the Company and its employees and oversee its compliance with applicable laws and regulations and the integrity of its financial disclosures.
- Oversee the development of corporate strategy and monitor its implementation.
- Select and evaluate the Chief Executive Officer and plan for management succession.
- Oversee the establishment and implementation of effective corporate governance processes.

Consistent with applicable legal requirements, the Board may delegate some of these functions to a Committee.

Directors are expected to devote the time and attention necessary to fully discharge their responsibilities as members of the Board and Committees, including attending all meetings of the Board and of Committees of which they are members and any annual stockholders meeting at which they are standing for election or re-election. Materials scheduled to be discussed at Board and Committee meetings are provided to Directors in advance of the meetings, except in unusual circumstances, and Directors are expected to review those materials prior to the meetings.

**4. BOARD AND COMMITTEE INDEPENDENCE:** A substantial majority of the members of the Board will be independent, as determined by the Directors who are not officers or employees of Freddie Mac ("Outside Directors"), acting on behalf of the Board, under the standards set forth in these Guidelines. All members of the Audit Committee, Compensation Committee and Nominating and Governance Committee and the chair of the Business and Risk Committee will be independent under those standards (and, in the case of Audit Committee members, the requirements of SEC Rule 10A-3(b)(1)).

At least annually, the Outside Directors will make a determination regarding the independence of each Director or nominee for election or re-election to the Board. If a Director joins the Board at a time that does not coincide with the Board's annual independence determinations, the Board will make a determination regarding the Director's independence when that Director joins the Board. These determinations and the basis for them (including, as applicable, application of the independence standards set forth below) will be disclosed in an appropriate public disclosure document.

The Outside Directors shall consider any change in a Director's status or circumstances that might cause them to conclude that the Director is no longer independent and, if they determine

that the Director is no longer independent, that determination and the basis for it shall be disclosed on Freddie Mac's Internet website (<http://www.freddiemac.com/governance/bod.html>).

**5. INDEPENDENCE STANDARDS:** For a Director to be considered independent, the Board must determine that the Director does not have any material relationship with Freddie Mac. The independence criteria set forth in these Guidelines shall be interpreted in a manner that is consistent with the rules of the NYSE and any other applicable regulatory provisions and related guidance, except where the criteria in the Guidelines are intended to be stricter than the corresponding criteria set forth in those rules or regulatory provisions.

The Board will solicit, and each Director will disclose, information concerning any employment, personal service or charitable relationships of the general types described below (regardless of whether the relationships satisfy the specified criteria) and any other potentially material relationships, direct or indirect, between the Director and Freddie Mac.

In determining whether a Director is independent, the Board will consider whether any potentially material relationships, individually or taken as a whole, would impair the Director's judgment as a member of the Board or create the perception or appearance of such an impairment. When another entity has a relationship with both a Director and Freddie Mac, the Board will take into consideration the nature and extent of those relationships.

To assist it in making and disclosing independence determinations, and as contemplated by the NYSE rules, the Board has established independence categories, set forth below, that cover a number of types of actual or potential Director relationships. Criteria associated with each category specify types of relationships within the category that will preclude a determination that a Director is independent and/or that will require a specific Board finding to support such a determination. Other relationships that fall within the categories will be deemed not to be material to a Director's independence.

CATEGORIES	CRITERIA
<b>Employment by Freddie Mac</b>	A Director will not be deemed independent if, within the past three years, the Director was employed by Freddie Mac, or an immediate family member was an executive officer of Freddie Mac or employed in a professional capacity in Freddie Mac's Internal Audit Division. For purposes of these Guidelines, an immediate family member means a spouse, parents, children, siblings, in-laws (including mothers, fathers, sons, daughters, brothers and sisters-in-law), and anyone other than a domestic employee who shares a Director's home.
<b>Direct Compensation from Freddie Mac</b>	A Director will not be deemed independent if, during any twelve-month period within the past three years, the Director or an immediate family member received more than \$120,000 in direct compensation from Freddie Mac (other than fees for Board service, and pension or other deferred compensation for prior service which is not contingent on continued service). If a Director or an immediate family member received any such

CATEGORIES	CRITERIA
<b>Affiliation with or Employment by Freddie Mac's External Auditor</b>	compensation in an amount that did not exceed \$120,000 during any twelve-month period within the past three years, the Director will not be deemed independent unless the Board specifically determines otherwise.  A Director will not be deemed independent if: (i) the Director is a partner or employee of Freddie Mac's current external auditor; (ii) an immediate family member of the Director is a partner of the current external auditor or an employee who personally works on the external auditor's audit of Freddie Mac; or (iii) during the last three years, the Director or an immediate family member was a partner or employee of the current external auditor and personally worked on Freddie Mac's audit.
<b>Freddie Mac Executive Officer Membership on the Board of a Director's Employer</b>	A Director will not be deemed independent if, within the past three years, a current executive officer of Freddie Mac served on the board of directors of the employer of the Director or of an immediate family member at the time that the Director or immediate family member was an executive officer of that employer.
<b>Affiliation with an Entity that Does Business with Freddie Mac</b>	A Director will not be deemed independent if the Director is an executive officer or employee, or an immediate family member is an executive officer, of a company that, during any one of that company's past three fiscal years, made payments to, or received payments from, Freddie Mac for property or services in an amount that exceeded the greater of \$1 million or 2% of that company's consolidated gross revenues in that fiscal year.
<b>Consulting Services to Freddie Mac Executive Officers</b>	Unless the Board makes a specific determination otherwise, a Director will not be considered independent if, during the past three years, (i) the Director or an immediate family member received any fees for providing accounting, consulting, legal, investment banking or financial advisory services to a current executive officer of Freddie Mac, (ii) the Director or an immediate family member was an executive officer, partner or managing director (or held a similar position) in a business unit that provided such services within an organization that received such fees, or (iii) the Director or an immediate family member was a 10% or more equity holder of an organization that received such fees.

CATEGORIES	CRITERIA
<b>Affiliation with a Charity that Receives Contributions from Freddie Mac</b>	Unless the Board makes a specific determination otherwise, a Director will not be considered independent if the Director or the Director's immediate family member is an officer, director or trustee of a charitable institution (other than the Freddie Mac Foundation) that, during any one of the last three years, received more than \$100,000, or 2% of its consolidated gross revenues, whichever is greater, during that year from charitable contributions by Freddie Mac, direct contributions by the Freddie Mac Foundation, Freddie Mac Foundation matching contributions for executive officers, and contributions by executive officers of Freddie Mac.
<b>Open Market Transactions in Freddie Mac Securities</b>	A Director's independence will not be considered impaired because the Director, or an organization with which the Director is affiliated, buys or sells Freddie Mac securities in open market transactions or other arms-length transactions (such as auctions), for the Director's own account or the account of others.

**6. DIRECTOR QUALIFICATIONS AND NOMINATIONS:** Subject to the direction of the Conservator, Directors are elected to one-year terms at Freddie Mac's annual meeting of stockholders. Freddie Mac's Board seeks candidates for the Board who have achieved a high level of stature, success and respect in their principal occupations. Directors must exemplify high standards of integrity and be committed to Freddie Mac. Freddie Mac seeks to have a diversity of talent on the Board. Candidates are selected for their character, judgment, experience and expertise. Candidates should have no actual or apparent conflicts of interest or other circumstances that make it inappropriate for them to serve on the Board. Under Freddie Mac's statutory charter, the Board shall include at least one individual from the homebuilding industry, from the mortgage lending industry and from the real estate industry, and one individual who either is from an organization that has represented consumer or community interests for not less than two years or who has demonstrated a career commitment to the provision of housing for low-income households.

**Membership on Other Boards of Directors.** Directors must have the ability and time to commit to Board service. For this reason, the Board has established the following recommendations and ceilings for membership by Outside Directors on the boards of directors of other publicly-traded companies, which vary with the nature of a Director's employment. (The recommended limits and ceilings on the number of board memberships are in addition to a Director's memberships on Freddie Mac's Board and, for a CEO or other fully employed Director, the board of directors of the Director's employer.):

<u>Employment Status</u>	<u>Recommendation</u>	<u>Ceiling</u>
CEO of a public company or other comparable position	None	No more than one
Other full-time employment	No more than two	No more than three
Other Directors	No more than four	No more than five

Members of Freddie Mac's Audit Committee may not serve on more than two other public company audit committees.

The Board may permit a Director to serve on other boards of directors and/or audit committees in excess of the above ceilings if the Board determines, in light of the nature of such commitments, that such service will not impair the Director's ability to serve effectively as a member of Freddie Mac's Board and the Committees on which the Director sits. Any such determination shall be disclosed in an appropriate public disclosure document.

**Termination of Freddie Mac Employment.** A Freddie Mac employee whose employment terminates while he or she is a member of the Board of Directors shall be deemed to have tendered his or her resignation as a Director, effective as of the date of termination of his or her employment. The Board shall determine whether the resignation should be accepted in light of applicable circumstances.

**Candidates for Nomination.** The Board recognizes the benefits to be gained from both long-term service and the periodic addition of new members to the Board. As part of the annual nomination process, the Nominating and Governance Committee considers candidates for nomination that may come to its attention through several different means, including recommendations from Board members, senior management and professional search firms, stockholder nominations, and other sources. The Committee considers the needs of the Company and the talents and skills then available on the Board and makes appropriate recommendations. The Committee considers the independence of the Directors, their willingness to continue to serve on the Board and devote the necessary time, the contributions that they have made to Board and Committee discussions and decision making, their continued involvement in business and professional activities relevant to the Company, the skills and experience that should be represented on the Board, the availability of other individuals with desirable skills to join the Board and the desire to maintain a diverse Board. The Committee then recommends, and the Board determines, whether to nominate such Directors for election for another term.

**Term Limit.** An Outside Director shall not serve on the Board beyond the tenth anniversary of the date on which the Director joined the Board, provided that a Director who is elected or appointed to an annual term that begins prior to that date may complete that annual term.

**Age Limit.** A Director shall not serve on the Board beyond the Director's 72<sup>nd</sup> birthday, provided that a Director who is elected or appointed to an annual term that begins prior to that date may complete that annual term.

The Board shall consider any change in a Director's status or circumstances that might cause the Board to conclude that the Director is no longer qualified to serve on the Board or might not be able to continue to serve effectively, or that such service otherwise is no longer appropriate.

**7. CHANGE IN DIRECTOR STATUS OR CIRCUMSTANCES:** An Outside Director shall inform the Non-Executive Chairperson or the Chairman of the Nominating and Governance Committee as promptly as feasible, in advance, if the Director is contemplating a change in employment, membership on another public company board of directors, or any other board membership or other change in status or circumstances that might cause the Board to conclude that the Director is no longer independent, is no longer qualified to serve on the Board or might not be able to continue to serve effectively, or that such service otherwise is no longer appropriate. Such prior notice is intended to permit management to conduct a preliminary analysis of the potential impact of that change on the Director's independence and/or service, and for the Non-Executive Chairperson and the Chair of the Nominating and Governance Committee to consider that analysis and, as appropriate, to consult with the Director before the Director commits to such a change. If sufficient prior notice cannot be given, the Director shall in any event inform the Non-Executive Chairperson or the Chairman of the Nominating and Governance Committee of the anticipated or actual change as promptly as possible.

**8. SELECTION OF CHAIRPERSON:** The Board annually elects one of its independent Outside Directors as its Non-Executive Chairperson.

**9. EXECUTIVE SESSIONS OF OUTSIDE DIRECTORS:** The Outside Directors meet in regularly scheduled executive sessions at meetings of the Board, and at such additional times as the Chairperson or a majority of the Outside Directors may determine. If any of the Outside Directors are not independent, then the independent Outside Directors also shall meet separately at least once each year. The Chairperson sets the agenda for meetings of the Outside Directors and, if applicable, the independent Outside Directors, based on input from the other Directors eligible to attend such meetings, and presides over the meetings.

**10. COMMUNICATIONS:** Any investor, employee or other interested party may contact the Board at an address published on Freddie Mac's Internet website (<http://www.freddiemac.com/governance/contactus.html>) and/or in an appropriate public disclosure document. Comments or complaints relating to accounting, internal accounting controls or auditing matters will be forwarded to the Chair of the Audit Committee, for treatment pursuant to the Audit Committee's complaint procedures, which are published on Freddie Mac's Internet website (<http://www.freddiemac.com/governance/conduct.html>) and to the Chairperson. All other comments will be forwarded to the Chairperson. Comments that indicate that they are to be submitted to the Chairperson or the Chair of the Audit Committee anonymously or confidentially will be treated accordingly. Comments will be acknowledged in writing by the Corporate Secretary upon receipt, unless they are anonymous.

The Chairperson or the Chair of the Audit Committee, as applicable, will take whatever action he or she believes appropriate in response to such communications and may seek advice from the other Outside Directors, the Board, a Board Committee, independent advisors and/or management.

Employees may communicate with management, the Internal Audit Division or the Audit Committee of the Board to express concerns or complaints regarding accounting matters, internal accounting controls or auditing matters. Procedures for employees to submit such concerns and complaints, which may be submitted anonymously, are set forth in a Corporate Policy available to all employees.

Management generally speaks on behalf of Freddie Mac. Public communications by the Board, when appropriate, will generally be made by, or at the direction of, the Chairperson.

**11. ANNUAL BOARD PERFORMANCE EVALUATION:** Each year, the standing Committees evaluate their performance. The Board also evaluates its performance and, with input from each of the standing Committees, the performance of those Committees. The evaluations include an assessment of the information being provided to the Board by management. The Nominating and Governance Committee oversees those evaluations and, based on the evaluations, makes appropriate recommendations to the Board and the Committees concerning their policies and procedures.

The Board reviews the performance of individual Directors annually in conjunction with the nomination process.

**12. EXECUTIVE OFFICER PERFORMANCE REVIEW AND COMPENSATION:** The Compensation Committee annually evaluates the performance of Freddie Mac's CEO and approves the compensation of Freddie Mac's CEO and other executive officers, other than the General Auditor.

In determining the compensation of the CEO and the other executive officers, the Compensation Committee considers Freddie Mac's performance, the officers' individual performance, their duties and responsibilities, and compensation for employment involving similar duties and responsibilities in similar businesses.

The Audit Committee annually reviews the performance of, and determines the compensation of, Freddie Mac's General Auditor.

**13. MANAGEMENT SUCCESSION:** In coordination with the Compensation Committee, the Nominating and Governance Committee oversees the development and maintenance of an effective CEO succession plan. The Compensation Committee oversees the development and maintenance of succession plans for Freddie Mac's other senior executives. These plans include possible scenarios for how to address succession, including in most cases the identification of one or more employees who could immediately fill each position. The Nominating and Governance Committee also makes recommendations to the Board concerning the retention and termination of the CEO, including a recommendation concerning a successor to the CEO in the event of a vacancy in that position.

**14. DIRECTOR ORIENTATION AND CONTINUING EDUCATION:** The Board believes that an effective orientation program and ongoing education are beneficial in enabling Directors to fulfill their responsibilities. The Chairperson oversees development of the orientation program. The orientation for each new Director takes place as soon as practical after a Director joins the Board. The orientation consists of written materials and oral briefings by management that will

assist the Director in effectively overseeing the Company and fulfilling the Director's duties. The orientation topics generally include Freddie Mac's charter and mission, business strategy and plans, significant risk exposures and risk management, financial statements, corporate governance, Directors' responsibilities, Code of Conduct and regulatory oversight.

The Board and individual Directors advise management about desired topics for Board discussions and continuing education to assist in fulfilling their duties as Directors. Continuing education for Directors includes presentations on relevant topics by speakers in conjunction with Board meetings.

Directors are encouraged to attend external educational and training programs relevant to their service as Directors. Freddie Mac pays Directors' expenses associated with external continuing education.

**15. DIRECTOR COMPENSATION:** The Board believes that appropriate Director compensation helps attract and retain superior candidates to serve on the Board. Outside Directors receive an annual retainer, which the Board reviews annually.. The Board also considers, in connection with its annual review, whether Outside Directors also should receive any other forms of compensation. Employee Directors do not receive additional compensation for their Board service.

**16. DIRECTOR ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS:** Board members have complete access to Freddie Mac's management during and between Board meetings. In addition, the Board encourages the Chairperson to invite members of management to attend Board and Committee meetings to make presentations or to be available to respond to questions. The Board encourages direct communication between Directors and members of management, not limited to senior management.

The Board, its Outside Directors and any Board Committee (acting by a majority in each case) may retain outside advisors to assist in fulfilling their responsibilities. Retention of an advisor by a Board Committee other than the Audit Committee is subject to Board approval. Management will make funds available to pay any such advisors as directed by the Board, the Outside Directors or any Board Committee.

**17. CODE OF CONDUCT:** Freddie Mac Directors are subject to a Code of Conduct that is adopted by the Board and must agree to comply with that Code. Freddie Mac employees are subject to a Code of Conduct that is approved by the Audit Committee. The Chief Compliance Officer and the Audit Committee oversee compliance with the Codes of Conduct. Employees must certify annually that they are in compliance with the Code and must respond to an annual questionnaire from the Chief Compliance Officer concerning Code compliance, the results of which are reported to the Audit Committee. The Director and employee Codes of Conduct shall be reviewed, and possible amendments to them shall be considered, at least once every three years. The Director and employee Codes of Conduct are published on Freddie Mac's Internet website (<http://www.freddiemac.com/governance/conduct.html>) and will be provided in print to any stockholder on request.

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