

**CHARTER OF THE NOMINATING AND CORPORATE
GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
WMIH CORP.**

Amended and Restated as of July 31, 2018

Purpose

The Nominating and Corporate Governance Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of WMIH Corp. (the “**Company**”) for the purposes of (a) assisting the Board in identifying individuals qualified to serve as members of the Board, (b) developing and recommending to the Board a set of corporate governance guidelines for the Company, (c) overseeing the evaluation of the Board, (d) review, approve or ratify related party transactions and other matters which may pose conflicts of interest and (e) otherwise taking a leadership role in shaping the corporate governance of the Company.

Composition

The Committee shall consist of at least three "independent" directors (meeting the independence requirements of the Nasdaq Stock Market, Inc. Marketplace Rules and Rule I OA-3(b)(1) under the Securities Exchange Act of 1934). Committee members shall be appointed by the Board annually, upon recommendation of the Committee, and shall serve at the pleasure of the Board. Members may be removed, with or without cause, by a majority vote of the Board. All vacancies in the Committee shall be filled by a majority vote of the Board. No person may be made a member of the Committee if his or her service on the Committee would violate any restriction on service imposed by any rule or regulation of the SEC or any securities exchange or market on which shares of the common stock of the Company are traded.

Unless a Chairman of the Committee is specifically elected by the Board, the members of the Committee may designate a Chairperson by majority vote of all of the members of the Committee. The Committee may, in its discretion, delegate authority to subcommittees, whether or not such delegation is specifically contemplated under any plan or program when and as it deems appropriate.

Meetings

The Board or the Committee (as provided in Section II above) shall designate annually one of its members as Chairperson of the Committee. The Chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignment and reporting the Committee's actions to the Board from time to time but at least one (1) times annually as requested by the Board. Meeting agendas shall be prepared and provided in advance to members, along with appropriate background materials. Minutes or other records of meetings and activities of the Committee,

including any significant issues considered by the Committee, shall be maintained and reported to the full Board. The Committee may invite such members of management and other persons to its meetings as it may deem desirable or appropriate.

The Committee shall meet at least two (2) times annually or more often, as appropriate, to fulfill its responsibilities. The provisions of the Company's Bylaws regarding meetings of and actions by the Board, including with respect to format, calling, notice and quorum, shall apply to the Committee as if it were the Board.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall perform the following functions:

Board of Directors

1. The Committee shall screen and recommend to the Board nominees for election as directors of the Company at each annual meeting of stockholders at which directors will be elected and recommend to the Board nominees to fill any vacancies and newly created directorships to the Board.
2. The Committee shall evaluate candidates for Board membership, including nominees recommended by the Company's stockholders pursuant to the procedures set forth in the proxy statement and incumbent directors. In evaluating incumbent directors, the Committee shall consider their performance, intention to continue to serve as directors, and their annual Board and Committee assessments, in determining whether to recommend them to stand for re-election at the next annual meeting of the stockholders.
3. The Committee shall establish and periodically review criteria for selecting nominees for director.
4. The Committee shall periodically review the composition of the Board and recommend, as appropriate, changes in the number or membership of the Board.
5. The Committee shall periodically review the composition of the Board Committees and recommend, as appropriate, changes in the number, function or membership of each committee.
6. The Committee shall recommend to the Board the chairperson and members of each of the Board's committees.

7. The Committee shall review and discuss with management the disclosure regarding the operations of the Committee and director independence, and to recommend that this disclosure be, included in the Company's proxy statement or annual report on Form 10-K, as applicable.
8. The Committee shall assist the Board in determining and monitoring whether or not each director and prospective director is "independent" and ensuring that a majority of the Board are "independent".
9. The Committee shall formulate and recommend to the Board for adoption a policy regarding attendance of directors at the annual meetings of the stockholders, as well as attendance at scheduled Board and Committee meetings.
10. The Committee shall establish procedures for, and administer annual performance evaluations of the Board, individual Board members, Board committees and the Board's evaluation of management, which will include an annual performance review of the Committee by its members.

Related-Person Transactions

The Committee shall be responsible for reviewing and approving in advance (or ratifying, as the case may be) any related party transactions, other than related party transactions which are pre-approved pursuant to pre-approval guidelines or rules established by the Committee or the Board to cover specific categories of transactions or are required to be approved by any agreement the Company may enter into from time to time. In addition, the Committee shall have the authority to establish pre-approval guidelines or rules covering specific categories of transactions, which guidelines and rules the Committee shall review, evaluate and update, as appropriate, from time to time.

Corporate Guidelines

1. The Committee shall develop and recommend to the Board Corporate Governance Guidelines, including the Company's Insider Trading Policy. The Committee shall monitor compliance with such guidelines and make recommendations to the Board, at least annually, for modifications or revisions, as appropriate.
2. The Committee shall annually review and, as appropriate, recommend changes to the Company's Certificate of Incorporation and Bylaws as they relate to corporate governance issues.
3. The Committee shall (i) annually review the Code of Ethics for directors, officers, senior financial officers and employees, (ii) monitor compliance therewith, (iii) make recommendations for modifications to the Board as

deemed appropriate and (v) to review any requested waivers for directors and executive officers to the Code of Ethics.

Communications with Stockholders

The Committee shall at least annually review the Company's policies for communications with stockholders. The Committee shall annually review and as appropriate recommend to the Board procedures for stockholders to send communications to the Board. The Committee shall also review annually and as appropriate recommend to the Board procedures for communications between non- management directors and stockholders.

Other Duties

1. The Committee shall review executive officer and director indemnification and insurance matters.
2. The Committee shall review periodic reports from management regarding the Company's liaison with federal, state and local governments concerning legislation and regulation.
3. The Committee shall perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

Notwithstanding the provisions set forth in this section on Responsibilities and Duties, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors (*e.g.*, preferred stock rights to elect directors upon a dividend default, stockholder agreements and management agreements), the selection and nomination of such directors need not be subject to the Committee's nominating and review process.

Annual Evaluation Procedures

The Committee shall perform an annual self-review and self-evaluation of its performance to confirm that it is meeting its responsibilities under this Charter. The Committee shall annually review the adequacy of this Charter. The Committee may recommend to the Board such changes to this Charter as the Committee deems appropriate.

Resources and Authority

The Committee shall have resources, authority and funding appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel and other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. The Committee shall have sole authority over the retention and termination of search firms and other employment consultants used to locate potential candidates for the Board. The consultants, outside counsel or other advisors retained by the Committee shall be independent as

determined in the discretion of the Committee.

Miscellaneous

The Committee may carry out its responsibilities and adopt policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the Company's directors or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter, and any amendments thereto, shall be displayed on the Company's web site and a printed copy of such shall be made available to any stockholder who requests it.