WASHINGTON MUTUAL, INC.

Corporate Governance Guidelines
As Updated and Adopted February 26, 2008

The Board of Directors of Washington Mutual, Inc. (the "Company"), acting on the recommendation of the Governance Committee, has adopted a set of corporate governance principles to promote effective functioning of the Board's activities, to ensure that the Company conducts its business in accordance with the highest legal and ethical standards and to enhance shareholder value. The principles are to be implemented in a climate of respect, trust and candor conducive to the effective functioning of the Board. These principles of governance reflect the Company's current business operations, capital structure, regulatory environment and economic conditions. In adopting these revised principles, the Board recognizes that these conditions change with time and, accordingly, the Board, acting on the recommendation of the Governance Committee, will evolve our governance principles to meet changing circumstances.

BOARD COMPOSITION AND LEADERSHIP

A. Composition of Board.

A principal goal of our Board is to maximize the availability of independent perspectives and advice to the Chief Executive Officer and management and to increase the quality of Board oversight and lessen the possibility of conflicts of interest. Accordingly, the Board should consist predominantly of non-management Directors, that is, those Directors who are not and have not been employees of the Company in the past three years. Currently, the Chief Executive Officer is the only management Director.

A substantial majority of the Board at all times will consist of independent Directors, that is, those Directors that do not possess any material relationship with the Company as affirmatively determined by the Board annually in accordance with the Board-approved *Guidelines for Determining Director Independence.*

B. Size of Board.

We believe long-term that a Board with between 12 and 15 members is the appropriate size and will enable us to achieve our governance objectives and goals. The Board should be a group small enough to permit substantive discussions of the whole Board in which each Director can participate meaningfully and large enough that committee work does not become unduly burdensome. In addition, we seek to achieve an appropriate level of diversity in our Board membership and to assemble the broad range of skills, expertise, industry knowledge and contacts useful to the Company's business.

C. Director Independence.

A Director is independent when he or she has no material relationship with the Company, either directly or as a partner, shareholder or officer of an organization that has a material relationship with the Company, other than as a Director. Independence must be affirmatively determined by the Board in accordance with the Board-approved *Guidelines for Determining Director Independence*. The Governance Committee is responsible for reviewing the *Guidelines for Determining Director Independence* with the Board annually to ensure that they set forth the appropriate criteria and standards for determining Director independence consistent with all applicable legal requirements and the rules of the New York Stock Exchange and Section 10A(m) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations of the Securities Exchange Commission under the Exchange Act. All changes to the *Guidelines for Determining Director Independence* require Board approval. Appendix A sets forth the Board-approved *Guidelines for Determining Director Independence*.

D. General Criteria for Nomination to the Board.

The Governance Committee is responsible for reviewing with the Board annually the skills and characteristics required of Board members in the context of the current composition of the Board and our goals for nominees to the Board and for selecting and recommending nominees for election by the Company's shareholders. Appendix B sets forth the Board-approved *General Criteria for Nomination to the Board*. The Governance Committee is responsible for reviewing the *General Criteria for Nomination to the Board* with the Board annually to ensure that they set forth the minimum qualifications and experience that the Board looks for in determining candidates for election to the Board consistent with all applicable legal requirements and the rules of the New York Stock Exchange and Securities Exchange Commission. Shareholders may recommend a nominee by submitting the nominee's name and qualifications for Board membership to: Secretary, Washington Mutual, Inc., 1301 Second Avenue, WMC3501, Seattle, WA 98101.

The Chair of the Governance Committee may authorize the Chairman or any other representative of the Board, speaking on behalf of the Board, to extend invitations to join the Board to new Director candidates. The Board is responsible for making interim appointments of Directors in accordance with the Company's bylaws.

E. Director Elections.

In accordance with the Company's bylaws, all Directors serve for one-year terms, which means that all Directors stand for re-election to the Company's Board of Directors on an annual basis. In every uncontested election of Directors (i.e. an election where the only nominees are those recommended by the Board), any nominee who does not receive a majority of the shares cast shall promptly offer his or her resignation to the Board of Directors following the meeting at which the election occurred. A "vote of the majority of shares cast" means that the number of shares voted "for" a Director exceeds the number of votes affirmatively voted as "withheld" from that Director.

The Governance Committee will promptly consider the Director's offer to resign and make a recommendation to the Board to accept or reject the offer. In determining whether to recommend acceptance or rejection of the tendered resignation, the Governance Committee will consider all relevant factors, including, without limitation, the reasons (if known) why shareholders withheld or were requested to withhold votes from the Director, the Director's length of service and qualifications, the Director's contributions to the Company, and the current mix of skills and attributes of the Directors on the Board.

The Board will then act on the Governance Committee's recommendation at a regularly scheduled meeting of the Board held within 90 days following the shareholder meeting at which the election occurred. In deciding whether to accept the tendered resignation, the Board will consider the factors considered by the Governance Committee and any additional information and factors that the Board believes to be relevant. Thereafter, the Company will promptly disclose publicly the Board's decision whether to accept the Director's offer to resign.

If the Board decides to accept the Director's offer to resign, the Governance Committee will recommend to the Board whether to fill the resulting vacancy or to reduce the size of the Board. If the Board does not accept the Director's offer to resign, it may elect to address the underlying shareholder concerns related to the "withheld" votes or take such other actions that the Board deems appropriate and in the best interests of the Company and its shareholders.

Any Director who tenders his or her offer to resign pursuant to this guideline will not participate in the Governance Committee recommendation or the Board consideration whether to accept or reject the resignation offer. If a majority of the members of the Governance Committee received a majority withhold vote at the same election, then the Company's independent Directors who did not receive a majority withhold vote will, by majority vote appoint one or more of themselves to the Governance Committee, and such reconstituted Governance Committee will recommend to the Board whether to accept or reject the tendered resignation offers within the 90 day period. If no Director receives a majority of shares cast in an uncontested election, then the Directors who were Directors immediately before such election will nominate a new slate of Directors and hold a special meeting of the shareholders for the purpose of electing those nominees within 180 days following the date of the shareholders' meeting at which the election occurred.

F. Director Orientation and Education.

All Directors are expected to be knowledgeable about the Company and its industry. This knowledge is gained from attendance at Board meetings; periodic Director training sessions; regular meetings with management of the Company; reading of appropriate industry, corporate governance and Directorship literature; and attendance at educational seminars. All new Directors are expected to attend orientation sessions conducted by management. The Company periodically conducts in-house Director education programs on relevant topics during the year. Each Committee of the Board may establish additional educational program requirements for its members as it deems appropriate to satisfy at a minimum the special qualification requirements for membership on that Committee.

Directors are encouraged to participate in continuing education programs to assist them in performing their Board responsibilities. The Company reimburses them for the reasonable costs and expenses of such programs.

G. The Chair of the Board.

The Company's Bylaws permit the Chairman, President and Chief Executive Officer to be the same person. We believe the decision as to whether the Chief Executive Officer or a non-management Director should chair the Board will vary depending on the situation of the Company, the Chief Executive Officer and the Board. It may be beneficial for the Chief Executive Officer to serve also as the Chair of the Board or it may be beneficial to split the positions. The Board retains the flexibility to make the decision at any time, based on circumstances at that time. Currently, the Chief Executive Officer is the Chair of the Board and the positions of Chief Executive Office and President are split. In the absence of the Chair, the Lead Independent Director will chair the meeting or, in the absence of the Lead Independent Director, the Board will elect a Chair Pro Tem to chair the meeting.

H. Retirement of Directors.

1. *Term Limits*.

The Board does not favor term limits for non-management Directors. We believe it is important to monitor overall Board performance and to have a process for bringing in new members, to address changing needs of the Company and to bring fresh perspectives to the challenges facing the Company as circumstances warrant. Accordingly, each year the Governance Committee reassesses board membership as part of the process described in Section D under "Board Composition and Leadership."

2. *Retirement Policy*.

A Director who reaches the age of seventy-two before the next occurring annual meeting of shareholders will not be considered for nomination.

3. *Directors Changing Their Present Job Responsibility*.

A Director whose present position or job responsibility changes significantly is required to tender his or her resignation to the Chair, who will refer it to the Governance Committee for review. The Board will decide, in light of the circumstances and the recommendation of the Governance Committee, whether to accept the resignation.

I. Lead Independent Director.

The Board recognizes the benefits of designating a lead independent director. The independent Directors shall by majority vote annually select one of the independent Directors to serve as the Lead Independent Director. The Lead Independent Director will assist the Chair of the Board with board-related matters, including meeting agendas and schedules, and will serve as a liaison between the independent Directors and the Chair of the Board. The Lead Independent Director also will preside at any meetings of non-management or independent Directors and at any meeting of the Board at which the Chair of the Board will not be present. The Lead Independent Director has authority to call meetings of the independent or non-management Directors and to recommend to the Chair the retention of outside advisors and consultants who report directly to the Board on board-wide issues. In addition, while the Human Resources Committee shall continue to evaluate the performance of the Chief Executive Officer, the Lead Independent Director shall coordinate with the Chair of the Human Resources Committee, and join him or her to communicate, to the Chief Executive Officer, the results of the Committee's evaluation of the Chief Executive Officer's performance.

COMMUNICATION WITH THE BOARD

Individuals may submit communications to an individual Director, the Board as a group, or a specified committee or group of Directors at the following address: Board of Directors, Washington Mutual, Inc., 1301 Second Avenue, WMC3501, Seattle, WA 98101. Pursuant to a policy approved by the Board, the correspondence will be sorted and handled differently depending upon which of the following categories it falls into: shareholder correspondence, regulator correspondence, commercial correspondence or customer correspondence.

BOARD MEETINGS

A. Number of Meetings.

The Board currently plans eight meetings each year. The meetings are ordinarily held on the third Tuesday of each month, excluding March, May, August and November, and Directors are expected to attend in person.

B. Selection of Agenda Items.

The Chief Executive Officer, in consultation with the Chair if the positions of Chair and Chief Executive Officer are split, prepares a preliminary agenda for each Board meeting and circulates it to all Directors sufficiently in advance of each meeting to permit meaningful review. Any Director may submit topics or request changes to the preliminary agenda as he or she deems appropriate in order to ensure that the interests and needs of the non-management Directors are appropriately addressed. Each meeting includes a report by the Chief Executive Officer, a report by the Chief Financial Officer and other reports from management appropriate to adequately inform the Board regarding significant developments affecting the Company.

C. Distribution of Materials.

Management provides all Directors an agenda and appropriate written materials sufficiently in advance of the meetings to permit meaningful review. The materials should be concise and with such brevity as is consistent with the need for an understanding of the issues presented for the Board's or Committee's consideration.

D. Attendance of Non-Directors.

The Board believes that the attendance of key executive officers of the Company augments the meeting process and the free-flow of information. The Company's Chief Executive Officer, President, Chief Financial Officer and Chief Legal Officer regularly attend all scheduled Board meetings. In addition, other members of management may be invited to attend meetings to make presentations to the Board or to participate in discussions relevant to their areas of responsibility. Attendance of such officers allows the most knowledgeable and accountable executives to communicate directly with the Board.

E. Executive Sessions of Directors and Lead Independent Director.

The non-management Directors meet in executive session at every regularly scheduled board meeting. The non-management Directors who have been determined to be independent in accordance with the Board-approved *Guidelines for Determining Director Independence* meet in executive session at least once per year. Any non-management Director may submit topics he or she deems appropriate for discussion at executive sessions to the Chief Executive Officer or to the Director ensure that the interests and needs of the non-management Directors are appropriately addressed.

If the Lead Independent Director is absent from or otherwise unable to preside at an executive session, the independent Directors in attendance shall by majority vote select one of their members to preside at that executive session.

THE COMMITTEES OF THE BOARD

A. Standing Committees.

The Board seeks to accomplish much of its work through Committees. The Board has designated the following six standing Committees: the Audit Committee; the Human Resources Committee (which is responsible, among other things, for executive compensation); the Corporate Development Committee; the Governance Committee (which is responsible, among other things, for Director nominations); the Corporate Relations Committee; and the Finance Committee.

B. Committee Charters.

Each of the standing Committees has been delegated authority by the full Board. Each Committee has a written charter that addresses the Committee's purpose, its goals and responsibilities, any special qualifications for membership on the Committee, any requirements for periodic contact with senior management of the Company and a process for annual performance evaluation of its work and accomplishments. Committee charters are posted on the Company's website at www.wamu.com.

C. Committee Assignments and Designation of Committee Chairs.

Committee assignments and the designation of Committee Chairs are recommended by the Governance Committee and approved annually by the Board. Committee assignments and the designation of the Committee Chairs are made on the basis of the Director's knowledge, skills, interests and areas of expertise, balanced with Committee needs, succession planning discussions and workload assignments, and will satisfy all applicable legal requirements and the rules of the New York Stock Exchange. The required qualifications for the members of each Committee are set out in the Committee's charter.

The Audit Committee, the Human Resources Committee and the Governance Committee will be composed at all times entirely of Directors determined by the Board to be independent in accordance with the Board-approved *Guidelines for Determining Director Independence*. The Board believes experience and continuity in Committee work from year to year are more important than rotation. Accordingly, there is no required rotation of Committee assignments and Chair designations and changes are made to increase Committee performance, facilitate Committee work or to facilitate transitions due to changes in Board membership.

D. Committee Meetings.

The required number of Committee meetings during a calendar year is set out in the Committee’s charter. In the absence of such a requirement, a Committee will meet as frequently as may be determined by the Committee’s Chair. Each Committee shall meet in executive session as frequently as may be determined by the Committee’s Chair. All standing Committees receive reports from Company personnel on Company developments affecting the Committee’s work.

In order to facilitate open communication, non-Committee Directors may attend Committee meetings, after having consulted with and obtained the permission of the Committee Chair. Recognizing the important role Committees serve in fulfilling the Board's responsibilities, non-Committee Directors attending Committee meetings shall do so as observers and the Committee Chair should ask non-Committee Directors in attendance to leave meetings when the Chair deems it necessary or appropriate for the conduct of the Committee's business.

E. Committee Agendas and Reports.

The Committee Chair is responsible for establishing Committee agendas for the year. The agenda, materials and minutes of each meeting are furnished to each Committee Director in advance of each meeting to permit meaningful review, and each Committee Chair will give an informative report of his or her Committee’s activities to the Board.

KEY RESPONSIBILITIES OF THE BOARD

A. Oversight of Management.

The Board recognizes the distinct, but related, roles of the Board and management in governance and operation of the business of the Company. It is management’s responsibility to propose the Company’s strategy and, within defined limits, to implement the strategy, once approved by the Board, in the day-to-day operations of the business. It is also management’s role to speak on behalf of the Company to constituencies that include its shareholders, customers and employees, the financial community and the communities in which the Company conducts its business.

The Board has separate and specific obligations that require it to effectively monitor management’s capabilities, compensation, leadership and performance, without undermining management’s ability to successfully operate the business. In fulfilling these obligations, the Board will, directly or through its Committees:

- Periodically approve or recommend to management modifications of the strategy for the Company proposed by management,
- Periodically evaluate its effectiveness and monitor the annual performance reviews made by the Committees of the Board,

- Select the Chief Executive Officer and periodically evaluate the performance of the Chief Executive Officer and the compensation for the Chief Executive Officer set by the Human Resources Committee,
- Periodically review with the Chief Executive Officer the plans for executive management succession,
- Annually oversee management compensation, and
- Oversee management's administration of the Company's programs to detect and protect against wrongdoing.

The Board will have the authority to retain and set fees for outside legal, accounting or other advisors, as necessary, to carry out its responsibilities.

B. Strategy.

Currently, each year in June, management presents its business strategy to the Board for its review and approval or modification. The Board tests the assumptions of management and brings independent expertise, knowledge and perspective to the planning process, based on a thorough understanding of the Company's financial condition, management capabilities, systems, industry and economic environment. Each year, at its December meeting, the Board reviews and approves or modifies management's operating plan for the upcoming year to implement the strategy.

C. Self-Evaluation.

The Board, acting through the Governance Committee, evaluates the effectiveness of the Board, collectively, and the performance of each of the standing Committees annually, through whatever means the Governance Committee determines appropriate, including but not limited to, by surveying the Board and Committee membership.

D. Selecting the Chief Executive Officer and Providing for Management Succession.

A key role and responsibility of the Board is selecting the Chief Executive Officer of the Company. At least once a year, the Chief Executive Officer of the Company shall meet with non-management Directors to discuss potential successors as Chief Executive Officer, particularly in a situation requiring an immediate replacement in an emergency situation.

The current Chief Executive Officer possesses the most direct knowledge of the Company and its needs and is charged by the Board with generating a proposed management succession plan to ensure the stability and continued successful operation of the business both in the ordinary course and in the event of an emergency. The Board, acting through the Human Resources Committee, receives at least annually a report from the Chief Executive Officer on succession planning for other senior management of the Company and provides input and comments thereon as appropriate.

E. Evaluating and Setting Compensation for the Chief Executive Officer.

The Board, acting through the Human Resources Committee, annually establishes goals for the Chief Executive Officer for the upcoming year and evaluates the performance of the Chief Executive Officer against these goals as part of the Chief Executive Officer's evaluation process. The Human Resources Committee solicits input into this process from all Directors and sets the compensation for the Chief Executive Officer, including annual and long-term incentive compensation awards.

F. Approving Management Compensation.

As part of its duties, the Human Resources Committee develops and administers the Company's executive and senior officer compensation programs, establishes and administers annual and long-term incentive compensation plans for executive and senior management and establishes programs and guidelines to align executive and senior officer interests with the long-term interests of the shareholders. The Human Resources Committee hires and utilizes a third-party compensation consultant to assist it in its deliberations.

G. Prevention and Detection of Wrongdoing.

As part of its duties, the Audit Committee ensures that the Company has appropriate systems in place to prevent and detect wrongdoing by monitoring both the audit function and the compliance program.

H. Approving Director Compensation.

The Board, acting upon a recommendation from the Governance Committee, shall annually determine the non-employee Directors' compensation for serving on the Board and its committees. In recommending a compensation program for non-employee Directors to the Board, the Governance Committee shall be guided by the following goals: compensation should consist of a combination of cash and equity awards that are designed to fairly pay Directors for work required for a company of the Company's size and scope, compensation should align Directors' interests with the long-term interests of shareholders, and compensation should assist with attracting and retaining qualified Directors.

EXPECTATIONS OF DIRECTORS

A. Investment in the Company.

The Board supports the position that Directors should own a meaningful number of shares of Company common stock. Because of different personal resources and circumstances among the Directors, meaningful ownership will vary for each Director, but will be a number of shares having a value not less than three times the annual cash retainer for directors, which ownership requirement for newly appointed or elected directors may be achieved over a three-year period.

B. Commitment and Attendance.

Attendance at Board meetings is a priority and Directors should make every effort to attend every meeting of the Board and every meeting of each Committee on which they are members.

Directors are also encouraged to attend each annual meeting of the shareholders of Washington Mutual, Inc.

C. Participation in Meetings.

Each Director should arrive at each meeting of the Board and each meeting of each Committee on which he or she serves having reviewed the materials for the meeting and prepared to take active and effective participation in the meeting. Directors are entitled to rely on the advice and reports of management and professional advisers, in the absence of extraordinary circumstances that would render reliance unreasonable, and they should thoroughly review all such advice and materials in advance of the meetings.

D. Loyalty and Avoidance of Appearance of Conflicts of Interest.

In their roles as Directors, all Directors owe their primary duty of loyalty to the Company and its shareholders. Directors are expected to avoid any action, position or interest that conflicts with an interest of the Company, or gives the appearance of a conflict. To prevent inadvertent conflicts of interest, or the appearance of a conflict of interest, Directors should disclose all other business relationships with the Company and should recuse themselves from discussions and decisions affecting those relationships. The Company annually solicits information from Directors in order to monitor potential conflicts of interest and to make its determination of Director independence.

E. Other Directorships.

Directors should advise the Chief Executive Officer before accepting membership on other boards of directors of public companies or other significant commitments involving affiliation with other businesses or governmental units. While there is value to be gained from service on other boards of directors, such service may have legal and regulatory implications to the Company or may present recurrent conflicts.

F. Contact with Management.

All Directors are invited to contact the Chief Executive Officer at any time to discuss any aspect of the Company's business. The Board expects that there will be frequent opportunities for Directors to meet with other members of the management team. The charter for each standing Committee may set out the Committee's requirements, if any, for periodic contact with members of the management team.

G. Contact with Constituencies.

The Board believes that under ordinary circumstances, management speaks for the Company and the Chair speaks for the Board. Individual Board members may, from time to time, meet with or communicate with various constituencies that are involved with the Company and the Company will publish on its website the means by which constituents may contact the non-management Directors of the Company. In the absence of unusual circumstances, Directors should coordinate all communications with the Chief Executive Officer and advise the Chief Executive Officer of unsolicited, substantive contact with outside constituents.

H. Confidentiality.

In order to facilitate open discussion, the Board believes maintaining confidentiality of information and deliberations is an imperative. Each Director has a fiduciary obligation to maintain the confidentiality of information received in connection with his or her service as a Director.

I. Ethics and Legal Compliance.

The Company has adopted a Code of Conduct for all employees and directors and a Code of Ethics for senior financial officers. The Company conducts its business in accordance with the highest legal and ethical standards and has adopted educational programs and a compliance program to ensure that it does. The Code of Conduct and the Code of Ethics are posted on the Company's website at www.wamu.com. The Company has also adopted an Insider Trading Policy with respect to transactions in the securities of the Company and a Related Party Transaction Policy and Procedures. Portions of these policies apply to Directors and all Directors should review and become familiar with these areas of the Company's policies. Directors who have questions concerning these policies should contact the Chief Legal Officer.

ADMINISTRATION OF THE CORPORATE GOVERNANCE GUIDELINES

The Governance Committee has been charged with the responsibility for administering these Corporate Governance Guidelines and should periodically review performance under these guidelines. It should also review the guidelines annually and, when appropriate, recommend changes to them.

APPENDIX A

WASHINGTON MUTUAL, INC.

Guidelines for Determining Director Independence
As Revised and Adopted February 21, 2006

General Statement

The Governance Committee of Washington Mutual, Inc. ("WMI") is responsible for reviewing with the Board of Directors (the "Board") annually the appropriate criteria and standards for determining Director independence consistent with all applicable legal requirements and the rules of the New York Stock Exchange ("NYSE") and Section 10A(m) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations of the Securities Exchange Commission (the "SEC") under the Exchange Act.

Definition of Independent Director

A Director is "independent" when he or she has no material relationship with WMI or any of its consolidated subsidiaries (WMI together with each of these subsidiaries shall be referred to as the "Company"), either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company, other than as a Director. Independence must be affirmatively determined by the Board. The Board when making its determination must broadly consider all relevant facts and circumstances, including those described below.

The Governance Committee has established the following guidelines to assist the Board in determining Director independence in accordance with the rules and regulations of the NYSE and SEC:

Guidelines

A. A Director will not be independent if any of the following apply:

1. The Director is, or has an immediate family member who is, a current partner of WMI's external auditor.
2. The Director is a current employee of WMI's external auditor, or the Director has an immediate family member who is a current employee of the external auditor who participates in that firm's audit, assurance or tax compliance (but not tax planning) practices.
3. The Director is a current employee of, or a member of his or her immediate family is a current executive officer of, another company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeded the greater of $1 million or

2% of such other company's consolidated annual gross revenues (determined for the most recent completed fiscal year). Contributions to tax exempt organizations shall not be considered "payments" for this purpose.

B. A Director also will not be independent if at any time within the preceding three years any of the following applied:

1. The Director was employed by WMI or any of its subsidiaries, other than as interim chairman or as an interim executive officer.
2. An immediate family member of the Director was employed by WMI or any of its subsidiaries as an executive officer.
3. The Director, or a member of his or her immediate family, received more than $100,000 in any twelve month period in direct compensation from the Company (not including compensation paid for services as interim chairman or as an interim executive officer, or compensation paid to an immediate family member for service as a non-executive officer), other than Director and committee fees and pension or other forms of compensation (including payments from deferred compensation plans) for prior service (provided that such compensation is not contingent on continued service).
4. The Director or a member of his or her immediate family was a partner or employee of WMI's external auditor who personally worked on the Company's audit within the three-year period.
5. The Director was employed, or a member of his or her immediate family was employed as an executive officer, by another company where any WMI present executive officer at the same time served on such other company's board of Directors' compensation committee.

C. The following existing relationships will not be considered to be material relationships for the purpose of determining whether a Director is independent:

1. If currently or at any time during the preceding three years the Director was an employee or executive officer of, or a member of his or her immediate family was an employee or an executive officer of, another company that has made payments to, or received payments from, the Company for property or services in an amount which is less than $1 million <u>and</u> less than two percent (2%) of the annual consolidated gross revenues of the company he or she served as an executive officer (determined for the most recent completed fiscal year).

2. If currently or at any time during the preceding three years the Director or a member of his or her immediate family was a Director of another company that has made payments to or received payments from the Company for property or services in an amount which is less than the greater of $1 million <u>and</u> two percent (2%) of the annual consolidated gross revenues of the other company he or she served as a Director (determined for the most recent completed fiscal year).

3. If the Director or a member of his or her immediate family is an executive officer of another company which is indebted to the Company, or to which the Company is indebted, and the total amount of indebtedness either of them owes to the other is less than one percent (1%) of the total consolidated assets of the company he or she serves as an executive officer.
4. If the Director or a member of his or her immediate family serves as an officer, Director or trustee of a tax exempt organization, and the Company’s discretionary contributions to the organization during the most recent calendar year are no greater than the greater of $250,000 or one percent (1%) of that organization's total annual consolidated gross revenues (determined for the most recent fiscal year). The Company’s automatic matching of employee contributions will not be included in the amount of the Company's contributions for this purpose.
5. If the Director or a member of his or her immediate family serves as a non-employee Director of another for-profit company (and has not been determined by such other company to be non-independent), on whose board one or more other WMI Directors sit as non-employee Directors.
6. If the Director or a member of his or her immediate family maintains one or more deposit accounts with the Company, provided that there is no obligation or requirement to maintain the existence of such accounts and such accounts exist on terms and conditions that are no more favorable than those offered to the general public.
7. If the Director maintains a credit card with the Company or a Company subsidiary pursuant to the Company’s Employee Card program, or if a member of his or her immediate family maintains a credit card account with the Company or a Company subsidiary where there is no obligation or requirement to maintain the existence of such account and such account exists on terms and conditions that are generally no more favorable than those widely offered to the Company employees in the program.

   For the purposes of these guidelines, “immediate family” includes a Director’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares the Director’s home.

The Board will annually review all business, commercial and charitable relationships of the Directors. Whether Directors meet these categorical independence tests will be reviewed annually. The Board will make its determination of Director independence public annually prior to Director elections. WMI will then explain in the next annual proxy statement the basis for any determination by the Board that a relationship was immaterial despite the fact that it did not meet any of the categorical standards of immateriality set forth in subsection (C) above.

Modifications to Guidelines

These guidelines are subject to future changes by the Board, upon recommendation of the Governance Committee, as it may find necessary or advisable for the Company to achieve its governance objectives or as required by law or pursuant to the rules and regulations of the NYSE and the SEC.

APPENDIX B

General Criteria for Nomination to the Board of Directors of Washington Mutual, Inc.

1. Directors should possess personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the Company's shareholders and other constituencies.

2. Directors should have reputations, both personal and professional, consistent with the image and reputation of Washington Mutual.

3. Each Director should have relevant experience and expertise and be able to add value and offer advice and guidance to the Chief Executive Officer based on that experience and expertise.

4. Other important factors to be considered in seeking Directors include current knowledge and contacts in the Company's industry and other industries relevant to the Company's business, ability to work with others as an effective group and ability to commit adequate time as a Director.

5. A substantial majority of Directors on the Board should be "independent," not only as that term may be legally defined, but also without the appearance of any conflict in serving as a Director. In addition, Directors should be independent of any particular constituency and be able to represent the interests of the Company's shareholders and other constituencies.

6. Each Director should have the ability to exercise sound business judgment.

7. Directors should be selected so that the Board of Directors is a diverse body reflecting gender, ethnic background, professional experience, current responsibilities, and community involvement.