

WMIH CORP.

Amended and Restated Corporate Strategy & Development Committee Charter

Purpose and Authority

The purpose of the Corporate Strategy & Development Committee (the “*Committee*”) of the board of directors (the “*Board*”) of WMIH Corp. (the “*Company*”) is to support the Board with the identification, review and assessment of potential acquisitions and strategic or business investment opportunities (“*Potential Transactions*”).

Composition

The Committee shall be comprised of not less than three (3) directors. Each member of the Committee will be appointed by the Board. The entire Committee shall be subject to annual reconfirmation and may be removed at any time by the Board in its sole discretion.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities, in addition to any duties and responsibilities assigned to the Committee from time to time by the Board:

1. Review, and discuss strategies for identification of Potential Transactions with the Company’s senior management (“*Management*”) and the Board.
2. Assist Management and the Board with the identification of Potential Transactions.
3. Review and recommend Potential Transactions for approval by the Board, as well as relevant terms for each Potential Transaction.
4. Negotiate and approve the Company entering into Confidentiality Agreements and non-binding letters of intent relating to consideration of Potential Transactions.
5. Recommend to the Board selection and engagement of investment bankers or other financial advisors, consultants and professionals to be engaged by the Company in connection with assessing Potential Transactions.
6. Review this Charter from time to time for adequacy and recommend any changes to the Board.
7. Provide to the Board periodic reports of the Committee’s meetings and activities.

Meetings and Reporting to Board

The Committee shall meet as often as necessary to fulfill the responsibilities set forth in this Charter. The chair of the Committee will establish the initial agenda for each scheduled meeting; provided, however, that members of the Committee or the Board may request that additional agenda items be added to such agenda. In the absence of a member designated by the Board to serve as chair, the members of the Committee may appoint from among their number a person to preside at their meetings. The Committee may request Management, or the Company's outside legal counsel, to review and/or prepare (or cause to be prepared) materials, as the case may be, in connection with meetings of the Committee, to attend meetings of the Committee or to meet with any advisors or consultants to the Committee. In addition to the foregoing, as the Committee deems appropriate, the Committee may retain independent counsel and other advisors, consultants and professionals to assist the Committee in carrying out its duties, and the Committee may undertake such retentions without seeking Board approval with respect to the selection, fees or terms of engagement of any such advisors, consultants and professionals. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

Deadlock Procedure

If, in connection with discharging its duties as contemplated by this Charter, the Committee becomes deadlocked with respect to making any decision or taking any action contemplated by this Charter, then the deadlocked matter shall be tendered to the full Board for consideration and resolution.

Adopted by the Committee on March 18, 2016 and approved by the Board of Directors of the Company as of March 29, 2016.