

**Bank Mutual Corporation**  
**Corporate Governance Guidelines**  
**(as adopted November 7, 2005)**

In addition to the various corporate governance matters and issues which are covered in our Vision Statement, our Codes of Ethics and Conduct and our Board Committees' charters, the Company adheres to additional principles of corporate governance that guide our corporation and our Board of Directors. They are summarized as follows:

- A majority of the members of the Board shall be independent directors in accordance with the rules of the Nasdaq Stock Market.
- Other than dividends or market-rate interest on deposit products, independent Directors shall not receive any compensation from the Company other than compensation as Board and committee members.
- Outside independent directors shall meet on a regular basis, not less frequently than every other Board meeting, for executive sessions apart from the CEO, other members of management, and any other non-independent directors.
- Any Director may add items for review and discussion to the Board agenda or for discussion at the executive session.
- Annually, the Board shall hold a strategic planning discussion to review the Company's long-range strategic plan and business initiatives.
- The Compensation Committee shall annually evaluate the performance of the Chief Executive Officer
- The Chief Executive Officer shall periodically report to the Board on succession planning and management development.
- Upon a job change (other than a promotion or retirement), Directors shall tender a resignation letter. It shall be within the Board's discretion as to whether or not to accept any such resignation depending upon its determination as to whether such change will adversely affect the Board or the Company.
- To help assure that Directors will have the necessary time to devote to the Company, directors may not be members of the boards of more than three other publicly-held companies.
- At a minimum, the Board shall have Audit, Compensation and Nominating Committees. The Audit, Compensation and Nominating Committees shall consist solely of outside directors.
- The Board shall appoint members of the Board committees.
- Each Committee shall have a charter, which details its functions. Each Committee shall review its charter at least annually.

- The Company's selection of an independent accounting firm will be submitted for shareholder ratification at the annual shareholders meeting.

These guidelines, along with our Vision Statement, our Codes of Ethics and Conduct, our Board's Committees' charters and such other corporate governance documents as may be determined, shall be posted on the Company's website.