

**Bank Mutual Corporation**  
**Audit Committee Charter**  
**(as amended and restated August 1, 2011)**

The Audit Committee of the Bank Mutual Corporation Board of Directors shall have the authority, duties and responsibilities specified below. As used in this Charter, "Bank Mutual" refers to Bank Mutual Corporation, and the "Company" refers to Bank Mutual together with its direct and indirect subsidiaries.

**Authority**

The Audit Committee monitors the integrity of Company financial statements, oversees its relationship with and monitors the independence, qualifications and performance of its outside auditors, monitors the Company's internal controls in compliance with legal and regulatory requirements, and supervises the Company's internal audit function. The Audit Committee is given primary responsibility to determine and establish relationships with the Company's outside auditors. It is also authorized to review the financial statements prepared by management and the annual audit of Bank Mutual, to review any other activity of the Company in connection therewith that it deems appropriate, and to take all action it deems appropriate to fulfill its responsibilities hereunder.

All Company employees are directed to cooperate as required by members of the Committee. The Committee may retain, and shall have access to appropriate funding (as the Committee shall determine) to pay for, persons having special competence, such as counsel, auditors or other advisors, if and as necessary to assist the Committee in fulfilling its responsibilities and to comply with any or all provisions of law and Nasdaq Global Select Market rules.

**Responsibilities**

The Audit Committee shall coordinate communication among directors who are not members of the Committee, the outside auditors and management as their duties relate to financial accounting, reporting and controls. The Committee shall assist the Board in fulfilling its fiduciary responsibilities as to Bank Mutual's accounting policies and reporting practices, and the sufficiency of auditing relating thereto. The Committee is to be the Board's principal agent in assuring the independence of the outside auditors, the integrity of management (including the internal audit function), and the adequacy of disclosures to shareholders. However, the outside auditors are ultimately responsible to the entire Board, and the opportunity for the outside auditors to meet with the entire Board as needed or desired, or the Board as a whole to take appropriate action, is not restricted.

In fulfilling these responsibilities, the Audit Committee shall:

1. Engage (subject, if appropriate, to shareholder ratification) the Company's outside auditors, including oversight and final decisions to hire, retain or terminate relationships with outside auditors and determining their compensation.

2. Approve in advance all audit services and nonaudit services (to the extent permissible under law and Nasdaq regulations) conducted by the outside auditors.
3. Review the scope and general extent of the outside auditors' audit examination, including their engagement letter. The Committee's review should entail an understanding from the outside auditors of the factors considered in determining the audit scope.
4. Consider, review and confirm the independence of the outside auditors, including any written disclosures required from them and the scope and extent of permissible nonaudit services which may be provided by the outside auditors in relation to the objectivity needed from them in the audit.
5. Review and approve, subject to such criteria as the Audit Committee may determine, fees payable to the outside auditor for both auditing services and other services being provided by that firm.
6. Confirm that management and the outside auditors are aware that the auditors and the Committee may communicate with each other at any time and that the Committee will obtain and review reports required from or provided by the outside auditors as appropriate.
7. Review with management, internal audit staff and outside auditors the Company's general policies and procedures, both for financial and regulatory purposes, to reasonably assure the adequacy of the Company's internal accounting and financial reporting controls.
8. Have familiarity with the accounting and reporting principles and practices which are applied by Bank Mutual in preparing its financial statements and its subsidiaries' regulatory reports, as well as its established standards of corporate conduct and performance, and deviations therefrom.
9. Review the scope of authority of the Company's internal audit staff, the staff's internal audit plan and policies, and the staff's performance of internal audit duties.
10. Review with management and the outside auditors, upon completion of their audit, the financial results for the year.
11. Provide any reports or summaries which may be required for the annual report to shareholders and/or Form 10-K, and review (either together as a committee or by individual members) proposed Company quarterly and annual disclosures.
12. Evaluate the cooperation received by the outside auditors during their audit examination, including their access to all requested records, data and information. Inquire of the outside auditors whether there have been any disagreements with management which if not satisfactorily resolved would have caused them to issue a nonstandard report on the financial statements.
13. Discuss with the outside auditors the quality of the Company's financial and accounting personnel, and any relevant recommendations which the outside auditors may have, including those in their "letter of comments and recommendations."

14. Review the written responses of Bank Mutual's management to the auditors' comment letter.
15. Discuss with management the scope and quality of controls over financial reporting. Also, obtain management comments on the responsiveness of the outside auditors to Bank Mutual's needs.
16. Assure that there are established procedures for compliance (including the receipt, retention and treatment of complaints received by the Company) regarding accounting, internal accounting controls, auditing or disclosure matters, including internal control over financial reporting and including the maintenance of a method for employees and other persons to bring matters to the attention of the Committee, on a confidential, anonymous basis if desired, and steps to assure that there will not be retribution against persons for truthful reporting to the Committee.
17. Conduct an appropriate review of related party transactions with Bank Mutual on an ongoing basis and review potential conflict of interest situations or questions where appropriate.
18. Discuss guidelines and policies governing the process by which management assesses and manages the Company's exposure to risk, and discuss with management and the outside auditors the Company's major risk exposures and the steps management has taken to monitor and control such exposures.
19. Review the Company's compliance with applicable laws and regulations, and review and oversee policies, procedures and programs designed to promote such compliance.
20. Review periodically, in accordance with SEC and Nasdaq requirements, and recommend to the Board of Directors any appropriate extensions or changes in the duties of the Committee and/or changes to this Charter.
21. Update the Board of Directors, through minutes and presentations as may be necessary or appropriate, of significant developments in the course of performing the above duties.

As set forth above, the Committee oversees the financial reporting and disclosure process. It is not the intention of this Charter that the Committee have the duty to plan or conduct audits or to determine that the financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Those matters are the responsibility of management and the outside auditors. Also, while the Audit Committee reviews and oversees policies, procedures and programs related to the Company's compliance with laws and regulations, it is not the duty of the Audit Committee to assure compliance with laws and regulations.

### **Administrative Matters**

#### **Membership**

The Audit Committee shall consist of three or more directors. The Committee members shall meet the independence and experience requirements of law and the Nasdaq Global Select Market. The

Committee shall determine whether additional standards for membership, so as to assure adequate independence and experience on the Committee, shall be established.

One of the members shall be appointed as the Committee's Chairman by the Committee members. The Committee may authorize the Chairman to act on behalf of the Committee between meetings in appropriate circumstances, but shall not delegate to the chairman any duties which are required by law or Nasdaq regulations to be performed by the Committee as a whole.

The Audit Committee shall regularly evaluate the experience and performance of its members. The Committee also shall assist the board of directors in its determinations as to the independence of the members of the Board of Directors and as to special expertise members of the Board or Committee which may be required and/or required to be disclosed by Bank Mutual.

### **Meetings**

The Audit Committee is to meet at least four times per year, and as many other times as that Committee deems necessary. At least one meeting shall occur shortly after the completion of the audit process to provide Bank Mutual's outside auditors the opportunity to meet with the Committee and review the audit process and results. The Chairman may call a meeting at any time he or she believes is necessary or appropriate.

### **Attendance**

At least a majority of the members of the Audit Committee are to be present at all meetings. As necessary or desirable, the Chairman may request that members of management and/or representatives of the outside auditors be present at meetings.

### **Minutes**

The Committee shall arrange for the preparation of minutes of each meeting, and make them available to be sent to all Committee members and directors who are not members of the Committee. If Bank Mutual's corporate Secretary has not taken the minutes, they should be sent to him or her for inclusion in the minute books.