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Washington Federal, Inc.
Nominating & Governance Committee Charter

PURPOSE

The Nominating & Governance Committee ("Committee") is appointed annually by the Board of Directors ("Board") to establish and oversee the general responsibilities and functions of the Board, to assist the Board in identifying and qualifying individuals to serve as directors, and to approve nominations for their election.

COMPOSITION

The Committee will consist of at least three members of the Board, each of whom meets the criteria for "independence" as defined by the corporate governance rules established by NASDAQ and the regulations of the Securities and Exchange Commission. Members will be chosen from non-employee directors whom the Board has affirmatively determined have no material relationship with Washington Federal either directly, or indirectly, as a partner, shareholder, officer or employee of an organization that has a material relationship with the Company. Members will be appointed by the Board of Directors annually to serve one-year terms. The Board will also appoint the Chairman of the Committee.

MEETINGS

The Committee will hold a minimum of one meeting each year, with additional meetings to be held as needed in the discretion of the Committee Chairman.

AUTHORITY

In discharging its responsibilities, the Committee may:

- At its sole discretion, obtain advice and assistance from legal, accounting, compensation consultants or other advisors that it deems appropriate to assist in the performance of its duties and responsibilities. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to such advisors that the Committee chooses to engage.

- Retain and terminate search firms to assist in the identification of qualified directors, with funding to be provided by the Company.

- Invite to its meetings any member of management or such other persons as it deems appropriate in order to carry out its duties and responsibilities.

RESPONSIBILITIES

The Committee will:

- Review, advise and make recommendations to the Board for its organization and the assignment of responsibilities to appropriate committees.

- Evaluate and consider the capabilities of each Board member and make recommendations for committee assignments and committee chairs, including a recommendation to the Board for a Lead Independent Director.

- Evaluate, in consultation with the Chairman of the Board and the CEO, the ongoing contributions to the Board of each director whose term is expiring and who would otherwise be nominated for re-election to the Board and recommend to the Board whether the director should be so nominated.

- In consultation with the Board, develop and recommend criteria for selection of new directors.

- Actively seek qualified individuals and recommend to the Board such nominees to fill vacancies on the Board.

- Review and monitor the orientation of new Board members and the continuing education of all directors.

- Review, evaluate and make recommendations for Board compensation.

- Review and approve elected officers' directorships in other publicly owned or for-profit companies.

- Develop and recommend to the Board for its approval an annual self-evaluation process for the Board and oversee the annual self-evaluation process.

CHARTER

The Committee shall review and reassess the adequacy of its charter on an annual basis and recommend any proposed changes to the Board for approval. The Committee shall post its charter on the Company's website.

Approved by the Board of Directors November 26, 2012