



**FLAGSTAR BANCORP, INC.**  
**5151 CORPORATE DRIVE**  
**TROY, MI 48098-2639**

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E68616-P18046-Z74113

KEEP THIS PORTION FOR YOUR RECORDS  
 DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**FLAGSTAR BANCORP, INC.**

The Board of Directors recommends you vote FOR the following director nominees:

	For	Against	Abstain
1. The election of directors:			
1a. Alessandro P. DiNello	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b. Jay J. Hansen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1c. John D. Lewis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1d. David J. Matlin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1e. Bruce E. Nyberg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1f. James A. Ovenden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1g. Peter Schoels	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1h. David L. Treadwell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1i. Jennifer R. Whip	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Board of Directors recommends you vote FOR the following proposals:

	For	Against	Abstain
2. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To adopt an advisory (non-binding) resolution to approve named executive officer compensation.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Board of Directors recommends you vote FOR Every Year for the following proposal:

	Every Year	Every 2 Years	Every 3 Years	Abstain
4. To hold an advisory (non-binding) vote on the frequency of future advisory votes on named executive officer compensation.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The undersigned hereby acknowledges receipt of the accompanying Notice of Annual Meeting of Shareholders and Proxy Statement and the Annual Report on Form 10-K for the year ended December 31, 2018, and hereby revokes any proxy heretofore given. THIS PROXY MAY BE REVOKED AT ANY TIME BEFORE ITS EXERCISE IN ACCORDANCE WITH THE PROCEDURES DESCRIBED IN THE PROXY STATEMENT.

PLEASE MARK, DATE AND SIGN AS YOUR NAME APPEARS HEREIN AND RETURN IN THE ENCLOSED ENVELOPE. If acting as executor, administrator, trustee, guardian, etc., you should so indicate when signing. If the signer is a corporation, please sign the full name by duly appointed officer. If a partnership, please sign in partnership name by authorized person. If shares are held jointly, each shareholder named should sign.

Signature [PLEASE SIGN WITHIN BOX]	Date

Signature (Joint Owners)	Date

**Important notice regarding the availability of proxy materials for the Annual Meeting of Shareholders to be held on May 21, 2019.**

The Notice of Annual Meeting of Shareholders and the Proxy Statement relating to the Annual Meeting of Shareholders, as well as the 2018 Annual Report on Form 10-K, are available at [flagstar.com/proxy](http://flagstar.com/proxy). This proxy will not be used if you attend the Annual Meeting and choose to vote in person.

E68617-P18046-274113

FLAGSTAR BANCORP, INC.  
5151 CORPORATE DR.  
TROY, MICHIGAN 48098

REVOCABLE PROXY FOR THE ANNUAL MEETING  
OF SHAREHOLDERS  
May 21, 2019

The undersigned hereby constitutes and appoints Christine M. Reid and Mark Silverman, and each of them, the proxies of the undersigned, with full power of substitution, to attend the Annual Meeting of Shareholders of Flagstar Bancorp, Inc. (the "Company") to be held at the National Headquarters of the Company and Flagstar Bank, FSB, located at 5151 Corporate Drive, Troy, Michigan 48098 on May 21, 2019, at 8:30 a.m., Eastern Time, and any adjournments thereof, and to vote all shares of stock of the Company which the undersigned may be entitled to vote, upon the matters stated on the reverse side. In their discretion, the proxies are authorized to vote upon any other business that may properly come before the meeting.

THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS OF THE COMPANY. IF THIS PROXY IS PROPERLY EXECUTED AND RETURNED, YOUR SHARES WILL BE VOTED AS SPECIFIED BELOW. WHERE A CHOICE IS NOT SPECIFIED, YOUR SHARES WILL BE VOTED "FOR" ALL OF THE DIRECTOR NOMINEES, "FOR" PROPOSALS 2 AND 3, "FOR" EVERY YEAR ON PROPOSAL 4, AND IN ACCORDANCE WITH THE DISCRETION OF THE NAMED PROXIES ON ANY OTHER MATTERS THAT MAY COME BEFORE THE MEETING.

**Continued and to be signed on reverse side**