



HomeTrust Bancshares, Inc.

Charter of the Governance and Nominating Committee of the Board of Directors of HomeTrust Bancshares, Inc. and HomeTrust Bank

November 27, 2017

I. Statement of Policy

The Governance and Nominating Committee (the “Committee”) shall be appointed by the Board of Directors (the “Board”) of HomeTrust Bancshares, Inc. (the “Corporation”) for the purpose of:

- (i) identifying individuals qualified to serve as Directors of the Board;
- (ii) recommending to the Board the Director nominees for election or appointment to the Board of Directors;
- (iii) recommending to the Board the Directors for membership on the various committees of the Board;
- (iv) taking a leadership role in shaping the Corporation’s corporate governance practices;
- (v) reviewing and recommending to the Board, changes to the Corporation’s Charters, Bylaws and other similar governing documents, subject to approval by the Corporation’s stockholders if required; and
- (vi) fulfilling the other responsibilities set forth in this Charter.

II. Committee Composition and Meetings

The Committee shall be comprised of two or more Directors (including a chair) as appointed annually by the Board, each of whom shall be an independent Director as defined by the NASDAQ Stock Market listing standards and each of whom shall be free from any relationship that would interfere with the exercise of his or her independent judgment. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies, subject to the qualification requirements of this Charter.

The Committee shall meet at least two times annually or more frequently as circumstances require. The Committee Chair shall prepare and/or approve an agenda in advance of each meeting. The agenda and information concerning the business to be conducted at each meeting shall be provided to the members of the Committee sufficiently in advance of each meeting to permit a meaningful review. If the Chair is not available for a meeting, the other members of the Committee may appoint a temporary chair for such meeting by vote of a majority of the full Committee. The Committee may request that any directors, officers or employees of the Corporation, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

The Committee shall maintain minutes of meetings and report regularly to the Board on the Committee’s activities. The provisions of the Corporation’s Bylaws regarding Board

committees, committee meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, quorum, and voting requirements, shall apply to the Committee. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with:

- (a) any provision of this Charter,
- (b) any provision of the Bylaws of the Corporation, or
- (c) the laws of the State of Maryland.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to those subcommittees such power and authority as the Committee deems appropriate; provided, however, that: (a) no subcommittee shall consist of fewer than two members, and (b) the Committee shall not delegate to a subcommittee any power or authority required by any law, rule or regulation to be observed and/or exercised by the Committee as a whole.

III. Committee Duties, Responsibilities and Process

The Committee shall have the following responsibilities:

1. Recommend to the Board the appropriate size of the Board and assist in identifying, interviewing and recruiting candidates for the Board.
2. Recommend candidates (including incumbents) for election and appointment to the Board of Directors, subject to the provisions set forth in the Corporation's Charter and Bylaws relating to the nomination or appointment of Directors, giving consideration to the candidate's particular experience, qualifications, attributes or skills in view of the following criteria, as applicable: honesty / integrity /reputation; commitment to the long-term success of the Corporation and stock ownership; right fit/collaborative leader/builds consensus/team builder; commitment and time to fulfill responsibilities; ability to read and understand financial statements; expertise in strategic thinking and planning; diversity of Board members; financial management expertise; understanding and knowledge of banking industry and trends; bank accounting expertise, experience as a CPA/CFO/auditor/other relevant experience and/or meets SEC "Audit Committee Financial Expert" definition; director/senior executive of a company comparable in size and/or complexity to the Corporation (or larger) with recent operating experience; experience with mergers / acquisitions; expertise in technology, including e-commerce and business continuity planning; expertise in enterprise risk management; experience as a human resources executive or related experience in culture change, recruiting and retaining talent; and any other factors that the Committee may deem appropriate.

The Committee shall consider these criteria, and any other criteria established by the Board, in the context of an assessment of the operation and needs of the Board as a whole and the Board's goal of maintaining diversity of backgrounds and experience among its members.

3. Review nominations submitted by stockholders, which have been addressed to the corporate secretary, and which comply with the requirements of the Corporation's Charter and Bylaws. Nominations from stockholders will be considered and evaluated using the same criteria as all other nominations.
4. Review proposals submitted by stockholders for business to be conducted at annual meetings of stockholders.
5. Determine the criteria for the selection of the Chair and Vice Chair/Lead Director of the Board and make recommendations to the Board for these positions.
6. Periodically review and make appropriate recommendations for Board approval, with respect to, among other things:
 - (a) the Board's leadership structure, given the Corporation's characteristics or circumstances at the time, including consideration of whether the Chief Executive Officer and Chair positions should be separated or combined, and the Board's role in the risk oversight of the Corporation and how this oversight function is administered;
 - (b) the structure of various committees of the Board, the composition and individual members of such committees and the functions of the Board and the committees thereof;
 - (c) Director access to management;
 - (d) Board tenure and retirement policies;
 - (e) Board performance evaluations;
 - (f) Director orientation and continuing education, including continuing education programs relating to service on particular Board committees; and
 - (g) Other matters deemed advisable to improve the overall effectiveness of the Board.
7. Annually recommend to the Board committee assignments and committee chairs on all committees of the Board, and recommend committee members to fill vacancies on committees as necessary.
8. Recommend to the Board a set of corporate governance principles applicable to the Corporation, perform a review of those principles at least annually and perform the responsibilities assigned to the Committee under those principles. Implement other policies regarding corporate governance matters as deemed necessary or appropriate.
9. The Committee will oversee an annual performance evaluation of the Board.
10. Recommend advisory directors and emeritus directors.

11. Periodically review and recommend to the Board, as deemed appropriate, amendments to the Corporation’s Charters, Bylaws and similar governing documents, subject to stockholder approval if required.
12. Review, at least annually, this Charter and recommend changes to the Board for approval as appropriate.
14. Consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations to the Board.
15. Review and recommend officers to be elected at the annual organizational meeting of the Board.
16. Perform any other duties and responsibilities delegated to the Committee by the Board from time to time.

IV. Investigations and Studies; Outside Advisers

The Committee may conduct or authorize independent audits as well as studies of or investigations into matters within the Committee’s scope of responsibilities, and may retain, at the Corporation’s expense, such auditors, counsel or other advisers as it deems necessary (which may, if the Committee deems it appropriate, be the Corporation’s regular counsel or advisers).

V. Charter for Governance and Nominating Committee of Board of Directors of HomeTrust Bank

This Charter shall also serve as the Charter of the Governance and Nominating Committee of the Board of Directors of HomeTrust Bank (the “Bank”) to the extent its provisions are applicable to the Bank, and has been adopted as such by the Board of the Bank. It shall supersede in its entirety any prior charter of the Governance and Nominating Committee of the Bank’s Board.

Revision Log

REV #	REVISION/EFFECTIVE DATE	DESCRIPTION	APPROVED BY
New	July 16, 2012	New Governance & Nominating Committee Charter for HTBI	HTBI Board
01	August 26, 2013	Added Section V	HTBI Board
02	October 27, 2014	Modified Item 5 and Added Item 15 in Section III	HTBI Board
03	October 26, 2015	Modified Section II, Item II in Section III and Section IV	HTBI Board
04	Nov 28, 2016	Section III. Removed #12 regarding the Corporation’s Code of Ethics and Conduct as the ACER Committee now handles this	HTBI Board
05	Nov 3, 2017	Revised Section I, and Section III; and various other grammatical changes	GN Committee
-	Nov 27, 2017	Approved by the HTBI Board of Directors	