



**Charter of the Executive and Risk Committee  
of the Board of Directors of HomeTrust Bancshares, Inc.  
September 24, 2018**

**I. Statement of Purpose**

The Executive and Risk Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of HomeTrust Bancshares, Inc. (the “Corporation”) for the purpose of exercising the powers and authority of the Board generally between meetings of the Board and to provide oversight of the Corporation’s enterprise risk management framework and corporate risk structure, including the strategies, policies, processes, procedures, and systems established by management to identify, assess, measure, manage and monitor the Corporation’s risk exposures.

The Committee serves as the primary point of contact between the Board and management-level committees that oversee the Corporation’s risk management activities. The Committee functions to assist the Board in its understanding of the risks facing the Corporation across the enterprise and the effectiveness of the Corporation’s Enterprise Risk Management (ERM) Program.

In fulfilling its responsibilities, it is recognized that members of the Committee are not employees of the Corporation and that management holds overall responsibility for the Corporation’s ERM Program.

**II. Committee Composition and Meetings**

The Committee shall be comprised of four or more directors of the Corporation (including a chairperson) as appointed annually by the Board, considering the recommendation of the Governance and Nominating Committee. Subject to the power of the Board to determine otherwise, the members of the Committee are expected to include the Chair/CEO of the Board, the Vice Chair Lead Director, and the Chairs of the Audit, Governance and Nominating, and Compensation Committees. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies.

The Committee shall meet as often as it determines is necessary or appropriate, but not less than four times per year. The Committee chairperson 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 chairperson is not available for a meeting, the other members of the Committee may appoint a temporary chairperson 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. Each meeting agenda will provide time during which the Committee can meet separately in executive session with the Chief Risk Officer or other

employees with whom the Committee desires to discuss matters privately. The Chief Risk Officer is expected to communicate with the Committee Chair on any significant risk matters that arise between Committee meetings.

The Committee shall maintain minutes of meetings and report to the Board at the next regularly scheduled meeting following a Committee meeting. The provisions of the Corporation's bylaws regarding Board committees, including committee meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and 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 Authority, Duties, Responsibilities and Processes**

The following shall be the principal duties, responsibilities and recurring processes of the Committee in carrying out its role. The processes are set forth as a guide with the understanding that the Committee may supplement them as appropriate. The Committee shall:

1. Be authorized to exercise all of the powers and authority of the Board between meetings of the Board, except to the extent limited by the Corporations' bylaws, the laws of the State of Maryland or the Board, or to the extent inconsistent with the rules of any exchange or quotation system on which the Corporation's securities are then listed or quoted.
2. Perform the duties of the Loan Committee in the months the full Board of Directors does not meet.
3. Periodically review and approve the Corporation's enterprise risk management program activities and related frameworks, which outline the Corporation's approach to risk management and the policies, processes, and governance structures used by management to execute its risk management strategy.
4. Review and discuss the following with management:
  - a. Risk appetite statement and the known and potential risks to the corporate strategy

## Charter of the Executive and Risk Committee

Page 3

- b. Alignment of strategy and business objectives with the Corporation's stated mission, vision, and core values
  - c. Significant business decisions, including mergers & acquisitions, capital allocations, funding, and dividend-related decisions to understand the risks to the Corporation
  - d. Responses to significant fluctuations in the performance of the Corporation or the risks impacting the Corporation
  - e. Corporate culture and desired behaviors, including responses to instances of deviations from core values
5. Coordinate with other committees of the Board, in particular the Audit Committee and the Compensation Committee, to assist in the performance of their duties and responsibilities with respect to risk management, to share information and to avoid duplication of efforts.
  6. Review and approve the Chief Risk Officer's assessment of the risks with employee compensation and incentive practices. The Chair of the Compensation Committee will update the Committee on the results of any compensation or incentive risk assessments performed by the Chief Risk Officer.
  7. Review and approve Risk Management's policies, systems and processes for risk data aggregation and model governance.
  8. Receive and discuss with the Chief Risk Officer the major risk exposures and Corporate Risk Profile, which considers the metrics and measurements of key risks within the Risk Appetite Statement. Review steps taken by management to monitor, manage and mitigate significant risk exposures.
  9. Review the activities of management-level committees in place to identify, monitor and respond to the significant risks facing the Corporation.
  10. Review and approve enterprise risk policies for the Corporation that reflect the risk management philosophies, principles, and risk limits.
  11. Receive and review reports from the Chief Risk Officer and other members of management regarding the state and maturity of the overall Risk Management Program.
  12. Receive and review communications from the Chief Risk Officer and other members of management on the results of risk management activities, including any emerging risks and risk topics to enhance the Committee members' knowledge and awareness of key risks that may impact the Corporation.

13. Review and discuss with management any audit and examination results and other reports from regulatory authorities relating to the Corporation's risk management activities.
14. Review management's process for the reporting of all independent loan review results directly to the full Board.
15. Receive and review reports from management at least annually on the Corporation's insurance program, including coverages for directors and officers, cyber security and property and casualty.
16. Review and approve the Corporation's Information Security Program and receive reports from management on the status of the program activities and any significant risks to the Corporation or customers.
17. Review and approve the Corporation's Vendor Management Program, which includes policies governing the use of service providers, risk assessment and due diligence requirements, standards for contract provisions and considerations, ongoing monitoring of service providers, and business continuity and contingency planning.
18. Review the Corporation's Business Continuity Planning (BCP) Program, which includes establishing policies that define how business continuity risks will be managed and controlled, allocation of resources, independent review, employee awareness, and testing results.
19. Review this charter at least annually and recommend changes to the Board for its approval as appropriate.
20. Perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

**IV. Investigations and Studies; Outside Advisors**

The Committee may conduct or authorize studies of or investigations into matters within the Committee's scope of responsibilities, and may retain, as the Corporation's expense, such counsel or other advisors as it deems necessary (which may, if the Committee deems it appropriate, by the Corporation's regular counsel or advisors).

**V. Charter for Executive and Risk Committee of the Board of Directors of HomeTrust Bank**

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

**Revision Log**

<b>REV #</b>	<b>REVISION/EFFECTIVE DATE</b>	<b>DESCRIPTION</b>	<b>APPROVED BY</b>
New	July 16, 2012	New Executive Committee Charter for HTBI	HTBI Board
01	October 27, 2014	Added Section V	HTBI Board
02	October 26, 2015	Reviewed	HTBI Board
03	November 28, 2016	Section III. – Added #3	HTBI Board
04	January 29, 2018	Changed committee name to Executive and Risk Committee  Section I. – expanded purpose to include oversight of enterprise risk management program  Section II. – addressed role of CRO; added ability to form subcommittees  Section III. – added responsibilities for enterprise risk management program and related activities	HTBI Board
05	September 24, 2018	Added responsibility for Vendor Management and Business Continuity Programs	HTBI Board