



**Charter of the Compensation Committee of the Board of Directors  
of HomeTrust Bancshares, Inc.  
October 27, 2014**

**I. Statement of Policy**

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of HomeTrust Bancshares, Inc. (the “Corporation”) shall discharge certain of the Board’s responsibilities relating to the performance, professional development, succession and compensation of the Corporation’s executive officers, including, without limitation, determining, or recommending to the Board for determination, the compensation of the Corporation’s Chief Executive Officer and all other executive officers of the Corporation, and make recommendations to the Board regarding director compensation.

**II. Committee Composition and Meetings**

The Committee shall be comprised of three or more directors (including a chairperson) as appointed annually by the Board, considering the recommendations of the Governance and Nominating Committee, each of whom shall meet the independence requirements for compensation committee members under the listing rules of the NASDAQ Stock Market and each of whom shall be free from any relationship that would interfere with the exercise of his or her independent judgment. In affirmatively determining the independence of any director who will serve on the Committee, the Board shall consider all factors specifically relevant to determining whether a director has a relationship to the Corporation which is material to that director’s ability to be independent from management in connection with the duties of a member of the Committee, including but not limited to: (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Corporation to such director; and (ii) whether the director is affiliated with the Corporation, a subsidiary of the Corporation or an affiliate of a subsidiary of the Corporation. In addition, the Board shall consider whether it is advisable for members of the Committee to qualify as “non-employee directors” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), or any other standards of applicable law, rule or regulation. 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 chairperson shall prepare 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.

The Committee shall maintain minutes of meetings and report regularly to the Board on the Committee's activities and recommendations for Board review and approval. 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 Duties, Responsibilities and Process**

The Committee shall have the following responsibilities and authority, in addition to those specified in Section IV of this Charter:

- (1) Review from time to time the goals and objectives of the Corporation's compensation plans, and, if the Committee deems it appropriate, recommend that the Board amend these goals and objectives.
- (2) Review from time to time the Corporation's compensation plans in light of the Corporation's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, recommend to the Board the adoption of new incentive-compensation plans, equity-based plans, other compensation plans or amendments to existing plans.
- (3) Perform an annual performance evaluation of the Chief Executive Officer (CEO) and oversee the evaluation of the Corporation's other Executive Officers (as defined in NASDAQ Listing Rule 5605(a)(1) or any successor rule), and determine, or recommend to the Board for its determination, the compensation for the Corporation's CEO and other Executive Officers, including salary, bonus, short-term incentives, long-term incentives and all other forms of compensation, including participation in tax-qualified and non-qualified benefit plans. The CEO may not be present during voting or deliberations on his compensation. The Committee shall review and establish performance targets as applicable, and participant eligibility for management incentive compensation programs. At the end of any incentive period for any such program, the Committee will evaluate performance under such program and recommend to the Board the extent to which such program should be funded, as well as specific awards for the CEO and other Executive Officers.
- (4) Review and recommend to the Board the amount of the Corporation's 401(k) matching and Profit Sharing Plan contributions each year.

- (5) Perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive or employee compensation plan.
- (6) Review annually all employment contracts with the Corporation's executive officers and recommend to the Board the amendment, extension or termination of such contracts as deemed appropriate, and consider any proposed new employment contracts with executive officers.
- (7) Periodically review and recommend to the Board the appropriate level of compensation and the appropriate mix of cash compensation and equity compensation for Board and Board committee service.
- (8) Review and discuss with the Corporation's management the Compensation Discussion and Analysis ("CD&A") disclosure to appear in the Company's Annual Report on Form 10-K and/or annual proxy statement, recommend whether the CD&A should be included in the Annual Report on Form 10-K and/or annual proxy statement and issue a report to appear in the Annual Report on Form 10-K and/or annual proxy statement.
- (9) Review the Corporation's policies regarding the tax deductibility of compensation paid to the Corporation's executive officers for purposes of Section 162(m) of the Code.
- (10) Conduct succession planning for the Corporation's executive management team.
- (11) Review and reassess the adequacy of this Charter at least annually, and recommend any proposed changes to the Board for its approval. Ensure the publication of this Charter in accordance with SEC regulations.
- (12) 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 studies of or investigations into matters within the Committee's scope of responsibilities (including, without limitation, reviews of industry analyses and peer comparisons), and shall have full access to all necessary books, records and personnel of the Corporation.

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. The Corporation must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee. To the extent required under the listing rules of the NASDAQ Stock Market, the Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following factors:

- (i) the provision of other services to the Corporation by the person that employs the compensation consultant, legal counsel or other adviser;
- (ii) the amount of fees received from the Corporation by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (v) any stock of the Corporation owned by the compensation consultant, legal counsel or other adviser; and
- (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Corporation.

The foregoing assessment shall be conducted by the Committee at least annually.

**V. Charter for Compensation Committee of Board of Directors of HomeTrust Bank**

This Charter shall also serve as the charter of the Compensation Committee of the Board of Directors of HomeTrust Bank NA (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 Compensation Committee of the Bank’s Board of Directors.

**Revision Log**

REV #	REVISION/EFFECTIVE DATE	DESCRIPTION	APPROVED BY
New	July 16, 2012	New COMPENSATION Committee Charter for HTBI	HTBI Board
01	June 14, 2013	Revised Section IV; Added Section Five	HTBI Board
02	Oct 27, 2014	Revised Sections II, III, IV, and V	HTBI Board