



## HomeTrust Bancshares, Inc.

### Charter of the Executive Committee of the Board of Directors of HomeTrust Bancshares, Inc. October 27, 2014

#### **I. Statement of Purpose**

The Executive Committee (the “Committee”) shall be 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.

#### **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 recommendations 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 Chairman of the Board, the lead director and the Chief Executive Officer. 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. 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.

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, 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.

#### **III. Committee Process and Authority, Duties and Responsibilities**

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 Corporation’s 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) Review this charter at least annually and recommend changes to the Board for its approval as appropriate.
- (3) Perform any other duties or 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, and may retain, at the Corporation's expense, such 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 Executive Committee of Board of Directors of HomeTrust Bank**

This Charter shall also serve as the charter of the Executive 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 Executive Committee of the Bank's Board of Directors.

**Revision Log**

REV #	REVISION/EFFECTIVE DATE	DESCRIPTION	APPROVED BY
New	July 16, 2012	New Executive Committee Charter for HTBI	HTBI Board
01	October 27, 2014	Added Section V	HTBI Board