



HomeTrust Bancshares, Inc.

Charter of the Audit Committee of the Board of Directors of HomeTrust Bancshares, Inc. September 30, 2019

I. Statement of Purpose

The Audit Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of HomeTrust Bancshares, Inc. (the “Corporation”) to represent and provide assistance to the Board in fulfilling its oversight responsibility relating to the integrity of the Corporation’s financial statements and the accounting and financial reporting processes; the systems of internal accounting and financial controls; compliance with legal and regulatory requirements and the Corporation’s policies; the annual independent audits of the Corporation’s financial statements and internal control over financial reporting; the independent auditors’ qualifications and independence; the performance of the Corporation’s Internal Audit Department and independent auditors; and any other areas of concern or potential financial risks to the Corporation specified by the Board. The Committee shall annually prepare a report to shareholders as required by the Securities and Exchange Commission (the “SEC”) for inclusion in the Corporation’s annual proxy statement. In discharging its duties and responsibilities, the Committee is empowered to investigate any matter brought to its attention, with full access to all necessary books, records, facilities and personnel of the Corporation, and has the authority to retain at the Corporation’s expense special legal, accounting or other advisors, consultants or experts as it deems appropriate.

In fulfilling its responsibilities, it is recognized that members of the Committee are not employees of the Corporation. The Corporation’s management is responsible for preparing the Corporation’s financial statements and providing an assessment of the Corporation’s internal control over financial reporting. The independent auditors are responsible for auditing the Corporation’s annual financial statements and the Corporation’s internal control over financial reporting, and reviewing the Corporation’s quarterly financial statements prior to the filing of the Corporation’s annual and quarterly reports on Forms 10-K and 10-Q with the SEC. It is not the duty or responsibility of the Committee or its members to conduct auditing or accounting reviews or procedures or to determine that the Corporation’s financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles (“GAAP”) and applicable rules and regulations. These are the responsibilities of management and the independent auditors. Each member of the Committee shall be entitled to rely on the integrity of those persons and organizations within and outside the Corporation from whom and from which he or she receives information and the accuracy of the financial and other information provided to the Committee by such persons or organizations, absent actual knowledge to the contrary (which shall be promptly reported to the Board).

II. Committee Composition and Meetings

The Committee composition shall be in accordance with the listing standards of the NASDAQ Stock Market (“NASDAQ”). 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 and other requirements of NASDAQ and the SEC for audit committee members, and each of whom shall be free from any relationship that would interfere with the exercise of his or her independent judgment. No member of the Committee shall have participated in the preparation of the financial statements of the Corporation or any current subsidiary of the Corporation at any time during the past three years. Each member of the Committee shall be financially knowledgeable, as such qualification is interpreted by the Board in its business judgment, including, at a minimum, having the ability to read and understand fundamental financial statements (including a balance sheet, income statement and cash flow statement). At least one member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. At least one member of the Committee who qualifies as such, if any, may be designated annually by the Board as an “audit committee financial expert,” as the SEC defines that term and as the Board interprets such qualification in its business judgment consistent with such definition. 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 quarterly. 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 ask members of management or others to attend meetings and provide pertinent information as necessary. The Committee should provide for open communication among the independent auditors, financial and senior management, the Internal Audit Department, Risk Management and the Board. In this regard, the Committee shall meet separately, periodically, with management, the Director of Internal Audit and/or other members of the Corporation’s Internal Audit Department, the independent auditors, the Director of Compliance, the Chief Risk Officer and the Chief Technology Officer, to discuss any matters that the Committee or any of these persons believes should be discussed. The Committee may also meet separately with regulatory examiners.

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.

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 Processes

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

Review and Oversight Procedures

1. Review and discuss the form of presentation and type of information to be contained in earnings press releases. The Committee need not discuss in advance each earnings release or each instance in which the Corporation may provide earnings guidance.
2. Prior to the filing of quarterly and annual reports on Forms 10-Q and 10-K, review and discuss with management and the independent auditors: (i) the Corporation's quarterly and annual consolidated financial statements; (ii) matters that affect the Corporation's consolidated financial statements, including disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations;" (iii) the results of the independent auditors' reviews of the quarterly financial statements, the audit of the annual financial statements and the independent auditors' report, and any other matters required to be communicated to the Committee by the independent auditors, as well as discussions regarding qualitative judgments of the independent auditors about the appropriateness, not just the acceptability, of the Corporation's accounting principles, and the clarity of the financial statements; (iv) all critical accounting policies and practices to be used; (v) any matters required to be communicated to the Committee by the independent auditors in accordance with Auditing Standard No. 16 or any other Auditing Standard issued by the Public Company Accounting Oversight Board; and (vi) other material written communications between the independent auditors and management. Prior to the filing of the Corporation's Annual Report on Form 10-K, recommend to the Board whether the audited financial statements should be included in the Form 10-K.
3. Regularly review with the independent auditors any problems or difficulties encountered in the course of the audit work and management's response, including

any restrictions on the scope of activities or access to requested information and any significant disagreements with management.

4. Review: (i) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and any major issues as to the adequacy of the Company's internal controls, and any special audit steps adopted in light of any material control deficiencies; (ii) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; and (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements. In consultation with management, the independent auditors and the Internal Audit Department, monitor the integrity and effectiveness of the Corporation's accounting and financial reporting processes and systems of internal controls (including information technology security and control) and including reviewing and discussing major financial risk exposures and the steps management has taken to monitor, control and report such exposures; and review significant findings relating to the foregoing prepared by the independent auditors or the internal auditors, together with management's responses and follow-up to these reports. Review the reports of management and the independent auditors on the Corporation's internal control over financial reporting required by SEC regulations.
5. Establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. Such procedures have been established by the Committee and are set forth in the Corporation's Code of Ethics and Conduct Policy.
6. Establish procedures for the receipt of reports from the Corporation on consumer complaints and management's resolution of such complaints. Any complaints that could have implications for the Executive and Risk Committee (ERC) will be shared with the ERC.
7. Oversee Internal Audit's investigation and reporting of "whistleblower" complaints in accordance with the Corporation's Whistleblower Policy.

Independent Auditors and Other External Services

8. The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditors, including resolution of disagreements between management and the independent auditors regarding financial reporting. The independent auditors shall report directly to the Committee.

9. Pre-approve the engagement of and the fees to be paid to the independent auditors for all audit and permissible non-audit services to be provided by the independent auditors and consider the possible effect that any non-audit services could have on the independence of the auditors. The Committee may establish pre-approval policies and procedures, as permitted by applicable law and SEC regulations and consistent with this Charter, for the engagement of the independent auditors to render permissible non-audit services to the Corporation, including but not limited to policies that would allow the delegation of pre-approval authority to one or more members of the Committee, provided that any pre-approvals delegated to one or more members of the Committee are reported to the Committee at its next scheduled meeting.
10. Evaluate the qualifications, independence and performance of the independent auditors annually. In connection with this evaluation, receive the written disclosures and the letter from the independent auditors required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditors' communications with the Committee concerning independence (including a formal written statement delineating all relationships between the independent auditors and the Corporation), discuss the independent auditors' independence with them and actively engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors, and take, or recommend that the Board take, appropriate action to oversee the independence of the independent auditors. Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law and the rotation of any other audit partner whose rotation is required by the regulations of the SEC.
11. Review the audit plan of the independent auditors -- discuss scope, staffing, timing, estimated and actual fees, reliance upon management and internal auditors and general audit approach. At the conclusion of the audit, review and discuss with the independent auditors any significant changes from the original audit plan.
12. Set clear hiring policies for employees or former employees of the independent auditors.

Internal Audit Function and Reporting Structure

13. Review the budget, program, changes in program, activities, strategies, organizational structure and qualifications of the Internal Audit Department, as needed, it being understood that the Director of Internal Audit and the Internal Audit Department administratively reports to the Chief Risk Officer (CRO) and functionally reports directly to the Committee. It also being understood that the CRO administratively reports to the CEO and functionally reports directly to the Committee. Evaluate whether the Internal Audit Department operation and structure permits unrestricted access by internal auditors to records, personnel and

physical properties relevant to the performance of its responsibilities and to top management, the Committee and the Board. Assess the appropriateness of the resources allocated to internal auditing. Evaluate the effectiveness of the internal audit function.

14. Review the appointment, performance and replacement of the Director of Internal Audit and the Chief Risk Officer. Decisions regarding the job descriptions and hiring or termination of the Director of Internal Audit and Chief Risk Officer require approval by the Committee. The chairperson of the Committee will also be responsible for the performance evaluation and compensation decisions related to the Director of Internal Audit and the Chief Risk Officer. During a period when the Director of Internal Audit position is vacated, the appointment of the officer who will act as the interim Director of Internal Audit will require review and approval by the Committee.
15. Review significant issues presented by the Internal Audit Department together with management's response and follow-up to these reports.
16. Review and approve recommendations from the Director of Internal Audit to outsource portions of the internal audit plan and receive any audit reports issued by third parties that perform internal audit work on behalf of the Internal Audit Department.

Other Committee Responsibilities

17. 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.
18. Review examination reports by regulatory agencies together with management's responses to such reports and report on the same to the Board.
19. Conduct an appropriate review of and approve all related party transactions on an ongoing basis, as required by the NASDAQ listing standards and in accordance with the Corporation's Related Party Transaction Policy. For these purposes, the term "related party transactions" shall refer to transactions required to be disclosed pursuant to SEC Regulation S-K, Item 404.
20. Review with the Board any issues that arise with respect to the quality or integrity of the Corporation's financial statements, the Corporation's compliance with legal or regulatory requirements, the performance and independence of the independent auditors, or the performance of the internal audit function.
21. Review with the Corporation's legal counsel: (i) any significant legal matter that could reasonably be expected to have a material impact on the Corporation's financial statements; (ii) legal compliance matters, including corporate securities

trading policies and material notices to or inquiries received from governmental agencies; and (iii) reports of evidence of a material violation of securities laws or breaches of fiduciary duty. The Chair of this Committee will apprise the Executive and Risk Committee of any significant legal matters of the Corporation.

22. Review disclosures made to the Committee by the Corporation's CEO and CFO during their certification process for the Forms 10-K and 10-Q with respect to the financial statements and about any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting and any fraud, whether or not material, involving management or other employees who have a significant role in the Corporation's internal control over financial reporting.
23. Review the effectiveness of the Corporation's system for monitoring compliance with laws and regulations, including Bank Secrecy Act / Anti-Money Laundering, and the results of management's investigation and follow-up, to the extent necessary or appropriate, on any instances of noncompliance.
24. Review reports from management on the Community Reinvestment Act activities of the Corporation and receive reports related to Fair Lending Act monitoring.
25. Perform any other activities consistent with this Charter, the Corporation's bylaws or governing law as the Committee or the Board deems necessary or appropriate and perform any other duties and responsibilities delegated to the Committee by the Board from time to time.

IV. Investigations and Studies; Outside Advisors

The Committee shall have the authority to engage independent counsel and other advisers, as the Committee determines necessary to carry out its duties. The Corporation shall provide the Committee with appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of: (i) compensation to the independent auditors and to any advisers employed by the Committee; and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

V. Charter for Audit Committee of the Board of Directors of HomeTrust Bank

This Charter shall also serve as the charter of the Audit 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 Audit Committee of the Bank’s Board of Directors.

Revision Log

REV #	REVISION/EFFECTIVE DATE	DESCRIPTION	APPROVED BY
New	July 16, 2012	New ACER Committee Charter for HTBI	HTBI Board
01	August 26, 2013	Added Section V	HTBI Board
02	September 24, 2014	Revised Auditing Standard Reference in Section III.2; added clarification in Section IV; updated Bank name in Section V	HTBI Board
03	July 27, 2015	Revised section III.11 and III.12	HTBI Board
04	September 26, 2016	Revised section II to include Director of Internal Audit; added “job descriptions” of Director of Internal Audit and CRO requiring approval by the Committee to Section III; added role of the Committee when the Director of Internal Audit position is temporarily vacated to Section III; and added Committee responsibilities for approving outsourced internal audit work to Section III.	HTBI Board
05	August 29, 2017	No changes	HTBI Board
06	January 29, 2018	Changed committee name to Audit Committee; removed all references to responsibility for enterprise risk management Section III. – added separate responsibilities for CRA / Fair Lending, Vendor Management and Business Continuity	HTBI Board
07	September 24, 2018	Removed responsibility for Vendor Management and Business Continuity Programs	HTBI Board
08	September 30, 2019	Removed requirement to submit a Corporate Governance Certification, unless there is a change in the Corporation’s status. Referenced the Corporation’s Related Party Transaction Policy	HTBI Board