

I. Overview

The following Corporate Governance Principles (the “Principles”) have been adopted by the Board of Directors (the “Board”) of HomeTrust Bancshares, Inc. to serve the best interests of the Company and its stockholders.

The Principles, along with the Company’s Charter, Bylaws, and Board committee charters provide the governance foundation for the Company and set forth a common set of expectations to promote effective governance practices.

The Principles are guidelines within which the Board may conduct business and are not intended to be legally binding obligations. The Board, at its discretion, may deviate from the Principles from time to time as it deems appropriate. The Principles are not intended to modify or amend the Company’s Charter or Bylaws. In the event of a discrepancy between the Principles and the Charter or Bylaws, the Charter and Bylaws will always govern.

II. Board Composition and Qualifications

Number of Directors

The Governance and Nominating Committee of the Board (the “GNC”) shall recommend the number of directors of the Company (“Directors”) needed to function efficiently and effectively to the full Board for approval.

Age Limits

Individuals 75 years of age or older may not be elected, re-elected, appointed or re-appointed to the Board, and may not continue to serve as a Director beyond the annual stockholders’ meeting of the Company immediately following the Director becoming 75 years of age.

Term

The Directors are divided into three classes, with approximately one-third of the Directors typically elected annually. The Directors generally are elected to serve for a three-year term or until their respective successors are elected and qualified.

Independence

A majority of Directors shall be “independent directors,” as defined in the Listing Rules of the Nasdaq Stock Market.

Key Competencies

Board members should be and remain qualified, individually, and collectively, for their positions and be able to exercise sound, objective judgment about the affairs of the Company.

In assessing the collective suitability of the Board, the following competencies are considered:

- Directors should maintain a range of knowledge and experience in relevant areas and have varied backgrounds to promote diversity of views.
- Directors should maintain a reasonable understanding of local, regional, and national markets and the legal and regulatory environment.
- Directors should facilitate collaboration, debate, and communication in the decision-making process.

III. Director Selection & Orientation

Director Selection

The nomination or appointment of any person to serve as a Director shall be made by the Board, upon the recommendation of the GNC. A person may also be nominated to serve as a Director by a stockholder in accordance with the Company's Bylaws.

The GNC reviews Director candidates using established criteria and key competencies, while also considering the needs of the Board as a whole and the Board's goal of maintaining diversity among its members.

Director Orientation

The Board and Chief Executive Officer ("CEO") arrange orientation for new members of the Board. New members may meet with senior management, outside advisors, and auditors to familiarize themselves with the Company's vision, strategic direction, core values, cultural fundamentals, financial statements, and key policies. All new Directors must participate in orientation.

IV. Board Leadership

It is the responsibility of the Board to elect its Chairperson. Should the Chairperson of the Board be a non-independent Director, the Board shall name another, independent Director as Lead Director.

The Chairperson establishes the agenda for each Board meeting with appropriate input from the CEO and other members of senior management. Each Director is free to suggest the inclusion of items on the agenda or raise subjects that are not on the agenda for any given meeting.

The duties and responsibilities of the Chairperson include:

- Organizing, convening, and presiding over meetings of the Board.
- Organizing, convening, and presiding over executive sessions of independent Directors.
- Providing availability for consultation and communication with stockholders as reasonably necessary or advisable.
- Calling meetings of the Board as necessary or advisable; and
- Other duties and responsibilities as assigned by the Board from time to time.

V. Board Meeting Standards

Meeting Frequency

The number and frequency of regular Board meetings is established by the Board on an annual basis. Regular Board meetings are held no less often than quarterly, and additional, special meetings of the Board may be called as provided in the Company's Bylaws. The Board also holds a strategic planning session annually.

Board Materials and Recordkeeping

To allow for adequate Board preparation, management provides Directors with presentations and other materials in advance of Board meetings.

The Board keeps appropriate records of its meetings in documented minutes. Minutes of a Board meeting are typically approved by the Board at its next scheduled meeting.

Executive Sessions for Independent Directors

Independent Directors meet in executive session (i.e., with no non-independent Directors or management present) at least twice per year and more frequently as needed or desired. These meetings, or others that may be scheduled, provide the opportunity to suggest agenda items and / or other topics as the independent Directors may find appropriate for the Board to discuss.

VI. Director Responsibilities

General

A Director shall act in good faith, in a manner the Director reasonably believes to be in the best interests of the Company, and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

Ethics and Conflicts of Interest

Directors are expected to be familiar with, and adhere to, the Company’s Code of Ethics and Conduct Policy, Insider Trading Policy, Related Party Transaction Policy and all other Company policies to which they are subject.

If an actual or potential conflict of interest arises for a Director, the Director shall promptly inform the Chairperson of the Audit Committee or the CEO for evaluation by the Board. The nature of any such conflict of interest or potential conflict of interest shall be evaluated by the Board prior to the time action is taken by the Board with respect to the matter. All Directors will recuse themselves from any discussion or decision affecting their business, personal interests, or immediate family.

Confidentiality

Directors shall maintain the confidentiality of information entrusted to them by the Company, or any other confidential information about the Company they receive from any source in their capacity as a Director, except when disclosure is authorized by the Board or legally required. “Confidential information” is defined as all non-public information relating to the Company, its customers, Directors, and employees, including information that could be useful to competitors or harmful to the Company’s interest if disclosed.”

Directors are expected to take reasonable steps to minimize the risk of disclosure of confidential information. Discussions occurring at Board or committee meetings are presumed to be confidential to the extent disclosure is not legally required.

Directors may not use confidential information for their own personal benefit or for the benefit of persons or entities outside the Company, or in violation of any law or regulations including insider trading laws and regulations. These responsibilities apply to Directors during and after their service on the Board.

Engagement

A Director is expected to attend all scheduled Board, stockholder, and applicable Board committee meetings, unless attendance is not feasible under the circumstances. Directors are expected to spend the time and effort necessary to properly perform their

responsibilities, including preparation and active participation in meeting discussions. Adherence to attendance and engagement expectations are taken into consideration by the GNC, and excessive absences or a lack of engagement may be grounds for foregoing the re-nomination of an incumbent Director.

Continuing Education

Each Director is required to maintain the necessary level of expertise to perform his/her responsibilities on the Board. The Company provides Directors with ongoing training opportunities including presentations by internal or third-party experts to assist Directors in fulfilling their governing responsibilities. Expenses associated with continued education are considered an appropriate item to be reimbursed by the Company.

Stock Ownership

An ownership stake leads to a stronger alignment of interests between Directors and stockholders. Accordingly, the Company has adopted stock ownership guidelines applicable to its Directors and executive officers.

Limits on Outside Board Membership

It is essential that Directors devote sufficient time to Company matters and actively participate in Board activities. Accordingly, no independent Director shall serve on more than two other public company boards. Non-independent Directors shall serve on no more than one other public company board.

Prior to agreeing to serve on the board of another publicly held company, a Director shall notify the GNC of his or her opportunity to serve on that other board. The GNC shall then advise the Board as to whether the GNC believes the Director's service on the other board would be a benefit or detriment to the Company. In the event the Board determines that the Director's service on the other board would be a detriment to the Company, the Director shall refrain from serving on the other board while serving as a member of the Company's Board.

Changes in Principal Occupation

All Directors will provide prior notice (or prompt notice thereafter, if prior notice is not practicable) in writing to the GNC of any change in their principal occupation or their employer, or any material change in their job responsibilities.

A Director who changes his or her principal occupation or his or her employer, or who undergoes a material change in his or her job responsibilities, must offer to resign from the Board. The GNC will then review the continued appropriateness of the Director's Board membership under the circumstances.

Resignation

A Director may resign at any time by giving written notice of his or her resignation to the Company's President or Secretary at the Company's principal office. Unless otherwise specified, the resignation will take effect upon receipt.

VII. Board Responsibilities

The business and affairs of the Company are managed under the direction of the Board. The Board provides direction to optimize the development, growth, and performance of the Company. The role of the Board is one of oversight, with specific day-to-day management functions and decision making delegated to the full-time officers of the Company.

Electing Officers of the Bank

The Board is responsible for choosing a CEO, President, one or more Vice Presidents, a Secretary and Treasurer, and other officers as it may deem proper. Under the direction and oversight of the Board, officers shall conduct and manage the Company's activities in a manner consistent with the business strategy, risk appetite, and other policies approved by the Board.

The term of officers shall be until the Board's next annual election of officers and until their respective successors are chosen. Any officer may be removed from office at any time by the affirmative vote of a majority of the authorized number of Directors then constituting the Board.

Management Succession Planning

The Board recognizes the importance of continuity at the executive level of management. Accordingly, from time to time, the Board, or the Compensation and Human Capital Committee of the Board, will review the Company's management succession plan, addressing the policies and principles for selecting successors to senior executives, both in an emergency situation and in the ordinary course of business, including retirement.

Formal Evaluation of the Chief Executive Officer

The Compensation and Human Capital Committee of the Board evaluates the performance of the CEO annually. The evaluation is based on objective criteria including Company performance and accomplishment of strategic objectives.

Annual Self-Assessment

The Board's performance, Board committee performance, and the individual performance of Directors are assessed annually.

The assessment is developed and overseen by the GNC based on facts, circumstances, and strategic goals in effect. Assessment results are utilized to increase the effectiveness of the Board, identify areas for improvement, determine the characteristics and critical skills required of prospective Director candidates, and in considering assignments of Directors to various committees.

The GNC is responsible for reporting the results of performance assessments to the full Board annually.

VIII. Board Committees

The Board appoints members to committees, with the purpose of assisting the Board in effectively and efficiently fulfilling its responsibilities, and with the understanding that the committees do not displace the oversight responsibilities of the Board as a whole.

The Board has established six standing committees:

- Audit Committee
- Compensation and Human Capital Committee
- Executive and Risk Committee
- Governance and Nominating Committee
- Asset and Liability Committee
- Mergers and Acquisitions Committee

Specific committee responsibilities are outlined in formal charters and can be located at <https://ir.htb.com/corporate-governance/documents-charters>.

On an annual basis, the GNC reviews the Board's committee structure, the designated responsibilities and charter of each committee, and committee member composition, and recommends changes to the full Board as needed. However, the Board may add, eliminate, and change any committee charter, or composition of a committee at any time, except to the extent that the change violates the Company's Charter, Bylaws, or applicable laws, or regulations.

Each committee is designated a Chairperson by the Board. The Chairperson of each committee, after consultation with management, will determine the agenda for each meeting of the committee. The Board Chairperson/Lead Director, or other Board committee members may suggest the inclusion of items on the committee agenda.

Committees report the results of their significant activities to the full Board, and make recommendations to the full Board as appropriate, generally at the next regularly scheduled Board meeting following a committee meeting.

There is no strict rotation policy for committee members. Changes in committee assignments are made based on committee needs, Director experience, interest, and availability.

Among its other responsibilities, the Executive and Risk Committee performs the duties of the Loan Committee in the months the full Board does not meet.

Members of the Audit Committee, Compensation and Human Capital Committee, and GNC are Directors for whom the Board has made an independence determination. Non-independent Directors may attend meetings of these committees at the invitation of the committee Chairperson.

IX. Board Access and Communication

Board Access to Senior Management

The Board, as a body, shall have complete access to the Company's senior management team.

Management is expected to provide timely and forthright information to the Board to provide for proper direction in policymaking and oversight decisions.

The Board encourages the CEO to bring management personnel into Board meetings from time to time to provide additional insight and respond to any questions from the Board.

Board Access to Outside Advisors

The Board, as well as each Committee, may from time to time, at its request, retain the services of one or more independent outside advisors (financing, legal, compensation, etc.) as is considered appropriate at the Company's expense.

Board Interaction with Institutional Investors, Press or Research Analysts

It is the policy of the Company that the CEO and the Chief Financial Officer of the Company function as the spokespersons for the Company, although management may, from time to time, request individual Directors to meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should in most circumstances come from the Chairperson or Lead Director.

Stockholder Access to Directors

It is the policy of the Company that stockholders have reasonable access to Directors at annual meetings of stockholders, and the opportunity to communicate directly with members of the Board on appropriate matters. The Board will generally respond, or cause the Company to respond, in writing, to bona fide communications from stockholders addressed to one or more members of the Board.

Stockholders desiring to communicate with the Board, or with specific individual Directors, may do so by writing to:

Tony J. VunCannon, EVP
Chief Financial Officer, Corporate Secretary and Treasurer
HomeTrust Bancshares, Inc.
10 Woodfin Street
Asheville, North Carolina 28801

X. Director Compensation

The Board shall determine the form and amount of Director compensation after considering the recommendations of the Compensation and Human Capital Committee.

Director compensation is determined considering the following factors:

- 1) Directors should be fairly compensated for the work involved in overseeing the management of the company.
- 2) Director compensation should be competitive with board compensation at other U.S. companies within the financial services industry, similar in size, scope, and geographic focus.
- 3) Director compensation should align Board members' interests with the long-term interest of the Company's stockholders, including payment of a portion of Director compensation in equity.

Employee Directors do not receive any additional compensation for their service as Directors.

XI. Other

The Board may adopt or approve such other or further guidelines as may be presented to it, from time-to-time, by the GNC.