



## **HomeTrust Bancshares, Inc.**

### **Charter of the Mergers and Acquisitions Committee of the Board of Directors of HomeTrust Bancshares, Inc. November 13, 2023**

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

The Mergers and Acquisitions Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of HomeTrust Bancshares, Inc. (the “Corporation”) for the purpose of reviewing potential merger and acquisition transactions and, if appropriate, recommending such transactions to the Board for the Board’s consideration and approval, and performing and carrying out the other responsibilities set forth in this Charter.

#### **II. Committee Size, Composition and Meetings**

The Committee shall be comprised of three or more directors of the Corporation (including a chair), as appointed by the Board, considering the recommendation of the Governance and Nominating Committee. 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 Chair 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 Chair is not available for a meeting, the other members of the Committee may appoint a temporary chair 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, committee meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, 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 Committee shall have the following responsibilities:

1. Review with management and the Board, as appropriate, potential merger and acquisition strategies, criteria and candidates.
2. Confer with management on discussions with potential merger or acquisition candidates.
3. Review management's valuation models and oversee management's due diligence processes.
4. Recommend any negotiated transaction agreements to the Board for the Board's consideration.
5. Review this charter at least annually and recommend changes to the Board for its approval as appropriate.
6. 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 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 advisors as it deems necessary (which may, if the Committee deems it appropriate, be the Corporation's regular counsel or advisors).

**Revision Log**

REV #	REVISION/EFFECTIVE DATE	DESCRIPTION	APPROVED BY
New	September 30, 2019	M&A Committee Charter	HTBI Board
	November 23, 2023	Approved by Board	HTBI Board