

HomeTrust Bancshares, Inc.  
Form DEF 14A  
October 15, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

HOMETRUST  
BANCSHARES,  
INC.  
(Name of  
Registrant as  
Specified In Its  
Charter)

(Name of  
Person(s) Filing  
Proxy Statement,  
if other than the  
Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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October 15, 2018

Dear Fellow Stockholder:

On behalf of the Board of Directors and management of HomeTrust Bancshares, Inc., we cordially invite you to attend our annual meeting of stockholders. The meeting will be held at 10:00 a.m., local time, on Monday, November 26, 2018, at the Renaissance Hotel, located at 31 Woodfin Street, Asheville, North Carolina.

An important aspect of the annual meeting process is the stockholder vote on corporate business items. I urge you to exercise your rights as a stockholder to vote and participate in this process. Stockholders are being asked to consider and vote upon: (1) the election of three directors of the Company; (2) an advisory (non-binding) vote on executive compensation (commonly referred to as a "say on pay vote"); (3) an advisory (non-binding) vote on whether a say on pay vote should be held every year, every two years or every three years (commonly referred to as a "say on pay frequency vote"); (4) the approval of an amendment to the HomeTrust Bancshares, Inc. Tax Benefits Preservation Plan in order to extend the plan's final expiration date to August 21, 2021; and (5) the ratification of the appointment of Dixon Hughes Goodman LLP as the Company's independent auditors for the fiscal year ending June 30, 2019. This year we are again using a Securities and Exchange Commission rule to furnish our proxy statement, Annual Report and proxy card over the internet to stockholders. This means that stockholders will not receive paper copies of these documents. Instead, stockholders will receive only a notice containing instructions on how to access the proxy materials over the internet. This rule allows us to lower the costs of delivering the annual meeting materials and reduce the environmental impact of the meeting. If you would like to receive printed copies of the materials, the notice contains instructions on how you can request printed copies.

Regardless of whether you plan to attend the annual meeting in person, please read the accompanying proxy statement and then vote by internet, telephone or mail as promptly as possible. Voting promptly will save us additional expense in soliciting proxies and will ensure that your shares are represented at the meeting.

Your Board of Directors and management are committed to the continued growth and success of HomeTrust Bancshares, Inc. and the enhancement of your investment. As Chairman and Chief Executive Officer, I greatly appreciate your confidence and support.

Very truly yours,

/s/ Dana L. Stonestreet

Dana L. Stonestreet  
Chairman of the Board, President and  
Chief Executive Officer

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD NOVEMBER 26, 2018

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders of HomeTrust Bancshares, Inc. will be held as follows:

TIME AND DATE 10:00 a.m. local time  
Monday, November 26, 2018

PLACE Renaissance Hotel  
31 Woodfin Street  
Asheville, North Carolina

ITEMS OF  
BUSINESS

- (1) The election of three directors.
- (2) An advisory (non-binding) vote on executive compensation (commonly referred to as a "say on pay vote").
- (3) An advisory (non-binding) vote on whether future say on pay votes should be held every year, every two years or every three years (commonly referred to as a "say on pay frequency vote").
- (4) The approval of an amendment to the HomeTrust Bancshares, Inc. Tax Benefits Preservation Plan in order to extend the plan's final expiration date to August 21, 2021.
- (5) The ratification of the appointment of Dixon Hughes Goodman LLP as HomeTrust Bancshares, Inc.'s independent auditors for the fiscal year ending June 30, 2019.

RECORD DATE Holders of record of HomeTrust Bancshares, Inc. common stock at the close of business on September 28, 2018 are entitled to vote at the annual meeting or any adjournment or postponement thereof.

PROXY VOTING It is very important that your shares be represented and voted at the annual meeting. Regardless of whether you plan to attend the annual meeting in person, please read the accompanying proxy statement and then vote by internet, telephone or mail as promptly as possible.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Dana L. Stonestreet

DANA L. STONESTREET  
Chairman of the Board, President and  
Chief Executive Officer

Asheville, North Carolina  
October 15, 2018

HOMETRUST BANCSHARES, INC.  
10 Woodfin Street  
Asheville, North Carolina 28801  
(828) 259-3939

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## PROXY STATEMENT

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### INTRODUCTION

The HomeTrust Bancshares, Inc. Board of Directors is using this proxy statement to solicit proxies from the holders of the Company's common stock for use at the Company's upcoming annual meeting of stockholders. The annual meeting of stockholders will be held at 10:00 a.m., local time, on Monday, November 26, 2018 at the Renaissance Hotel, located at 31 Woodfin Street, Asheville, North Carolina. At the meeting, stockholders will be asked to vote on five proposals. The proposals are set forth in the accompanying Notice of Annual Meeting of Stockholders and are described in more detail below. Stockholders also will consider any other matters that may properly come before the meeting or any adjournment or postponement of the meeting, although the Board of Directors knows of no other business to be presented. HomeTrust Bancshares, Inc. is referred to in this proxy statement from time to time as the "Company," "HomeTrust Bancshares," "we," "us" or "our." Certain of the information in this proxy statement relates to HomeTrust Bank (sometimes referred to as the "Bank"), a wholly owned subsidiary of the Company. We have decided to again use the "Notice and Access" rule adopted by the Securities and Exchange Commission (the "SEC") to provide access to our proxy materials over the internet instead of mailing printed copies of the proxy materials to each stockholder. As a result, on or about October 15, 2018, we mailed to all stockholders a "Notice of Internet Availability of Proxy Materials" that tells them how to access and review the information contained in the proxy materials and how to vote their proxies over the internet. You will not receive printed copies of the proxy materials in the mail unless you request them by following the instructions included in the Notice of Internet Availability of Proxy Materials.

By submitting your proxy, either by executing and returning the accompanying proxy card or by voting electronically via the internet or by telephone, you are authorizing the Company's Board of Directors to represent you and vote your shares at the meeting in accordance with your instructions. The Board of Directors also may vote your shares to adjourn the meeting from time to time and will be authorized to vote your shares at any adjournments or postponements of the meeting.

This proxy statement and the accompanying materials are first being made available to stockholders on or about October 15, 2018.

Your proxy vote is important. Whether or not you plan to attend the meeting, please vote your proxy by internet, telephone or mail as promptly as possible.

### INFORMATION ABOUT THE ANNUAL MEETING

What is the purpose of the annual meeting?

At the annual meeting, stockholders will be asked to vote on the following proposals:

Proposal  
1. The election of three directors of the Company.

Proposal  
2. An advisory (non-binding) vote on executive compensation (the "Say on Pay Vote").

Proposal An advisory (non-binding) vote on whether future Say on Pay Votes should be held every year, every two  
3. years or every three years (the "Say on Pay Frequency Vote").

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Proposal 4. The approval of an amendment to the HomeTrust Bancshares, Inc. Tax Benefits Preservation Plan in order to extend the plan's final expiration date to August 21, 2021 (the "Tax Benefits Preservation Plan Amendment").

Proposal 5. The ratification of the appointment of Dixon Hughes Goodman LLP as the Company's independent auditors for the fiscal year ending June 30, 2019.

Stockholders also will transact any other business that may properly come before the meeting or any adjournment or postponement of the meeting. Members of our management team will be present at the meeting to respond to appropriate questions from stockholders.

How does the Board of Directors recommend that I vote?

The Board of Directors recommends that you vote FOR the election of the director nominees named in this proxy statement, FOR the Say on Pay Vote, FOR a frequency of every ONE YEAR on the Say on Pay Frequency Vote, FOR the Tax Benefits Preservation Plan Amendment and FOR the ratification of the appointment of Dixon Hughes Goodman LLP.

Who is entitled to vote?

The record date for the meeting is September 28, 2018. Only stockholders of record at the close of business on that date are entitled to notice of and to vote at the meeting. The only class of stock entitled to vote at the meeting is the Company's common stock. Each outstanding share of common stock is entitled to one vote for all matters before the meeting; provided, however, that pursuant to Section D of Article 5 of the Company's charter, no person who beneficially owns more than 10% of the shares of the Company's common stock outstanding as of the record date may vote shares in excess of that amount. At the close of business on the record date there were 18,957,280 shares of common stock outstanding.

What if my shares are held in "street name" by a broker?

If you are the beneficial owner of shares held in "street name" by a broker, your broker, as the record holder of the shares, is required to vote those shares in accordance with your instructions. If you do not give instructions to your broker, your broker nevertheless will be entitled to vote the shares with respect to "discretionary" items but will not be permitted to vote your shares with respect to any "non-discretionary" items. In the case of non-discretionary items, the shares will be treated as "broker non-votes." Whether an item is discretionary is determined by the exchange rules governing your broker. It is expected that the ratification of the appointment of Dixon Hughes Goodman LLP will be considered a discretionary item and that each of the other proposals will be considered a non-discretionary item.

What if I hold shares through an account under the HomeTrust Bank KSOP?

Each participant in the HomeTrust Bank KSOP (the "KSOP") may instruct the KSOP trustee how to vote the shares of common stock held in the participant's KSOP account. If a participant properly executes the voting instruction card distributed by the trustee, the trustee will vote the participant's shares in accordance with the instructions. Where properly executed voting instruction cards are returned to the trustee with no specific instruction as to how to vote at the annual meeting, the trustee will vote the shares "FOR" the election of the director nominees named in this proxy statement, FOR the Say on Pay Vote, FOR a frequency of every ONE YEAR on the Say on Pay Frequency Vote, FOR the Tax Benefits Preservation Plan Amendment and FOR the ratification of the appointment of Dixon Hughes Goodman LLP. In the event the participant fails to give timely voting instructions to the trustee with respect to the voting of the shares of common stock held in the participant's KSOP account, and in the case of shares held by the KSOP but not allocated to any participant's account, the trustee will vote such shares in the same proportion as directed by the participants who directed the trustee as to the manner of voting the shares held in their KSOP accounts with respect to each proposal.





How many shares must be present to hold the meeting?

A quorum must be present at the meeting for any business to be conducted. The presence at the meeting, in person or by proxy, of the holders of at least one-third of the shares of the Company's common stock outstanding on the record date will constitute a quorum. Proxies received but marked as abstentions or broker non votes will be included in the calculation of the number of shares considered to be present at the meeting.

What if a quorum is not present at the meeting?

If a quorum is not present at the scheduled time of the meeting, the stockholders who are represented may adjourn the meeting until a quorum is present. The time and place of the adjourned meeting will be announced at the time the adjournment is taken, and no other notice will be given. An adjournment will have no effect on the business that may be conducted at the meeting.

How do I vote?

1. You may vote by mail. If you properly complete and sign the proxy card, it will be voted in accordance with your instructions.
2. You may vote by telephone. If you are a registered stockholder, that is, if you hold your stock in your own name, you may vote by telephone by following the instructions included on the proxy card. If you vote by telephone, you do not have to mail in your proxy card.
3. You may vote on the internet. If you are a registered stockholder, that is, if you hold your stock in your own name, you may vote on the internet by following the instructions included on the proxy card. If you vote on the internet, you do not have to mail in your proxy card.
4. You may vote in person at the meeting. If you plan to attend the annual meeting and wish to vote in person, we will give you a ballot at the annual meeting. However, if your shares are held in the name of your broker, bank or other nominee, you will need to obtain a proxy form from the institution that holds your shares indicating that you were the beneficial owner of the Company's common stock on September 28, 2018, the record date for voting at the annual meeting.

Can I vote by telephone or on the internet if I am not a registered stockholder?

If your shares are held in "street name" by a broker or other nominee, you should check the voting form used by that firm to determine whether you will be able to vote by telephone or on the internet.

Can I change my vote after I submit my proxy?

If you are a registered stockholder, you may revoke your proxy and change your vote at any time before the polls close at the meeting by:

- signing another proxy with a later date;
- voting by telephone or on the internet -- your latest telephone or internet vote will be counted;
- giving written notice of the revocation of your proxy to the Corporate Secretary of the Company prior to the annual meeting; or
- voting in person at the annual meeting.

If you have instructed a broker, bank or other nominee to vote your shares, you must follow directions received from your nominee to change those instructions.

What if I do not specify how my shares are to be voted?

If you are a registered stockholder and you submit an executed proxy but do not indicate any voting instructions, your shares will be voted:

·FOR the election of the three director nominees named in this proxy statement;

·FOR the Say on Pay Vote;

·for a frequency of every ONE YEAR on the Say on Pay Frequency Vote;

·FOR the Tax Benefits Preservation Plan Amendment; and

·FOR the ratification of the appointment of Dixon Hughes Goodman LLP as the Company's independent auditors for the fiscal year ending June 30, 2019.

Will any other business be conducted at the annual meeting?

The Board of Directors knows of no other business that will be conducted at the meeting. If any other business properly comes before the stockholders for a vote at the meeting, however, the proxy holders will vote your shares in accordance with their best judgment.

How many votes are required to approve the proposals?

Director nominees who receive the highest number of votes for the positions to be filled will be elected. Approval of each of the Say on Pay Vote, the Tax Benefits Preservation Plan Amendment and the ratification of the appointment of Dixon Hughes Goodman LLP as the Company's independent auditors requires the affirmative vote of a majority of the votes cast on the matter. On the Say on Pay Frequency Vote, the choice receiving the greatest number of votes – one year, two years or three years – will be the frequency that stockholders will be deemed to have approved.

How will withheld votes and abstentions be treated?

If you withhold authority to vote for one or more director nominees or if you abstain from voting on any other proposal, your shares will still be included for purposes of determining whether a quorum is present. If you abstain from voting on any proposal other than the election of directors, your shares will be not be included in the number of shares voting on that proposal and, consequently, your abstention will have no practical effect on that proposal.

How will broker non votes be treated?

Shares treated as broker non votes on one or more proposals will be included for purposes of calculating the presence of a quorum. Otherwise, shares represented by broker non-votes will be treated as shares not entitled to vote on a proposal. Consequently, broker non-votes will have no effect on the election of directors or any other proposal.

Who can I call if I have questions?

If you have any questions, you can call Tony J. VunCannon, Executive Vice President, Chief Financial Officer, Corporate Secretary and Treasurer at 828-350-3049.

## STOCK OWNERSHIP

As of September 28, 2018, there were 18,957,280 shares of the Company's common stock outstanding. The following table sets forth, as of September 28, 2018, certain information as to the only person known by management to be the beneficial owner of more than five percent of the outstanding shares of our common stock:

| Name and Address of Beneficial Owner  | Amount and Nature of Beneficial Ownership | Percent of Class |
|---|---|------------------|
| HomeTrust Bank KSOP<br>10 Woodfin Street<br>Asheville, North Carolina 28801                           | 1,155,271 <sup>(1)</sup>                  | 6.09%            |
| Paradice Investment Management LLC et al.<br>257 Fillmore Street, Suite 200<br>Denver, Colorado 80206 | 1,126,758 <sup>(2)</sup>                  | 5.94%            |

Each KSOP participant may instruct the KSOP trustee how to vote the shares of common stock held in the participant's KSOP account. In the event the participant fails to give timely voting instructions to the trustee with respect to the voting of the shares of common stock held in the participant's KSOP account, and in the case of (1) shares held by the KSOP but not allocated to any participant's account, the trustee will vote such shares in the same proportion as directed by the participants who directed the trustee as to the manner of voting the shares held in their KSOP accounts with respect to each proposal.

As reported by Paradice Investment Management LLC and Paradice Investment Management Pty Ltd in a Schedule 13G filed with the SEC on February 13, 2018. Paradice Investment Management LLC and Paradice (2) Investment Management Pty Ltd each reported having shared voting power with respect to 979,674 shares and shared dispositive power with respect to 1,126,758 shares.

The following table sets forth, as of September 28, 2018, certain information as to the shares of common stock beneficially owned by our current directors and named executive officers and by all current directors and executive officers as a group. The address of each person in the table is: c/o HomeTrust Bancshares, Inc., 10 Woodfin Street, Asheville, North Carolina 28801.

| Name                     | Amount and Nature of Beneficial Ownership <sup>(1)(2)</sup> | Percent of Class <sup>(6)</sup> |
|--------------------------|---|---------------------------------|
| Sidney A. Biesecker      | 63,492  | (3) 0.33 %                      |
| Robert. G. Dinsmore, Jr. | 50,800  | 0.27                            |
| J. Steven Goforth        | 64,800  | 0.34                            |
| Keith J. Houghton        | 7,014   | (3) 0.04                        |
| Robert E. James, Jr.     | 10,075  | 0.05                            |
| Laura C. Kendall         | 11,000  | 0.06                            |
| Craig C. Koontz          | 63,729  | 0.34                            |
| F.K. McFarland, III      | 67,400  | (4) 0.35                        |
| Peggy C. Melville        | 74,800  | 0.39                            |
| Howard L. Sellinger      | 125,031   | (3) 0.66                        |

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|  |           |        |      |
|--|-----------|--------|------|
| Dana L. Stonestreet                                      | 491,412   | (3)(5) | 2.56 |
| Tony J. VunCannon  | 146,711   | (3)    | 0.77 |
| C. Hunter Westbrook                                      | 143,321   | (3)    | 0.75 |
| Richard T. Williams                                      | 9,000     |        | 0.05 |
| Directors and Executive Officers as a Group (15 persons) | 1,345,348 | (3)    | 7.10 |

(1) Amounts include shares held directly, as well as shares held jointly with family members, in retirement accounts, in a fiduciary capacity, by certain family members, by certain related entities or by trusts of which the directors and executive officers are trustees or substantial beneficiaries, with respect to which shares the respective director or executive officer may be deemed to have sole or shared voting and/or dispositive powers. The holders may disclaim beneficial ownership of the included shares which are owned by or with family members, trusts or other entities.

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- Included in the shares beneficially owned by the directors and executive officers are options to purchase shares of the Company's common stock which are currently exercisable or which will become exercisable within 60 days after September 28, 2018, as follows: Mr. Biesecker – 32,000 shares; Mr. Dinsmore – 36,000 shares; Mr. Goforth – 40,000 shares; Mr. James – 2,000 shares; Ms. Kendall – 2,000 shares; Mr. Koontz – 32,000 shares; Mr. McFarland – 40,000 shares; Ms. Melville – 40,000 shares; Mr. Sellinger – 80,000 shares; Mr. Stonestreet – 210,000 shares; Mr. VunCannon – 90,000 shares; Mr. Westbrook – 90,000 shares; Mr. Williams – 2,000 shares; and all directors and executive officers as a group – 706,000 shares.
- (2) Includes shares held in KSOP accounts, as follows: Mr. Biesecker – 2,019 shares; Mr. Houghton – 1,602 shares; Mr. Sellinger – 18,602 shares; Mr. Stonestreet – 65,807 shares; Mr. VunCannon – 24,954 shares; Mr. Westbrook – 4,022 shares; and all directors and executive officers as a group – 118,357 shares.
- (3) Includes 3,800 shares held by Mr. McFarland's spouse.
- (4) Includes 30,000 shares held by Mr. Stonestreet's spouse.
- (5) Shares subject to options that are currently exercisable or that will become exercisable within 60 days after September 28, 2018 are deemed outstanding for purposes of calculating the percentage ownership of the person holding those options but are not treated as outstanding for purposes of calculating the percentage ownership of any other person.
- (6)



**PROPOSAL I  
ELECTION OF DIRECTORS**

The Company's Board of Directors currently consists of ten members but will be reduced to nine members upon the retirement of Peggy C. Melville as a director effective at the completion of the annual meeting. Approximately one-third of the Company's directors are elected annually. Directors of the Company are elected to serve for a three-year term or until their respective successors are elected and qualified.

The following table sets forth certain information regarding the composition of the Company's Board of Directors, including each director's term of office. The Board of Directors, acting on the recommendation of the Governance and Nominating Committee, has recommended and approved the nominations of Sidney A. Biesecker, Robert G. Dinsmore, Jr. and Richard T. Williams to serve as directors, each for a term of three years to expire at the annual meeting of stockholders to be held in fiscal 2022, following the Company's fiscal year ending June 30, 2021. It is intended that the proxies solicited on behalf of the Board of Directors (other than proxies in which the authority to vote for a nominee is withheld) will be voted at the annual meeting FOR the election of these director nominees. If any nominee is unable to serve, the shares represented by all valid proxies will be voted for the election of such substitute nominee as the Board of Directors may recommend, acting on the recommendations of the Governance and Nominating Committee. Except as disclosed in this proxy statement, there are no arrangements or understandings between any nominee and any other person pursuant to which the nominee was selected.

| Name | Age <sup>(1)</sup> | Position(s) Held in the Company and the Bank | Director Since <sup>(2)</sup> | Term of Office Expires in Fiscal |
|------|--------------------|--|-------------------------------|----------------------------------|
|------|--------------------|--|-------------------------------|----------------------------------|

**NOMINEES**

|                         |    |          |      |                     |
|-------------------------|----|----------|------|---------------------|
| Sidney A. Biesecker     | 67 | Director | 2010 | 2022                |
| Robert G. Dinsmore, Jr. | 73 | Director | 2012 | 2022 <sup>(3)</sup> |
| Richard T. Williams     | 65 | Director | 2016 | 2022                |

**DIRECTORS REMAINING IN OFFICE**

|                      |    |   |      |      |
|----------------------|----|---|------|------|
| J. Steven Goforth    | 73 | Director  | 2002 | 2020 |
| Laura C. Kendall     | 66 | Director  | 2016 | 2020 |
| Dana L. Stonestreet  | 64 | Chairman, President and Chief Executive Officer | 2007 | 2020 |
| Robert E. James, Jr. | 67 | Director  | 2016 | 2021 |
| Craig C. Koontz      | 68 | Director  | 2010 | 2021 |
| F. K. McFarland, III | 61 | Director  | 2003 | 2021 |

(1) As of June 30, 2018.

(2) Includes service as a director of the Bank.

Although Mr. Dinsmore has been nominated for a three-year term, it is expected that if he is elected, his term will (3) effectively expire prior to fiscal 2022 due to the mandatory director retirement provision of the Company's bylaws. See "Mandatory Director Retirement Bylaw Provision" below.

**Mandatory Director Retirement Bylaw Provision**

Article II, Section 12 of the Company's bylaws provides generally that a person who is not an employee of the Company or any of its subsidiaries and is (a) 72 years of age or older and was a director of the Company on April 30, 2018 or (b) 70 years of age or older and was not a director of the Company on April 30, 2018, shall not be eligible for election, re-election, appointment or re-appointment to the Company's Board of Directors and shall also not be eligible to continue to serve as a director beyond the annual meeting of stockholders of the Company immediately following the non-employee director becoming 72 or 70 years of age, as applicable.



Article II, Section 12 grants the Board discretion to exempt a non-employee director who (a) was a director of the Company on June 30, 2013 and April 30, 2018 and (b) is between 72 and 74 years of age, from mandatory retirement until the Company's next annual meeting of stockholders. This discretion may be exercised by the Board only if it finds that the exemption is in the best interest of the Company based on the qualifications considered in the selection of directors. Directors Dinsmore and Goforth, each of whom is currently age 73, have been exempted from mandatory retirement until the annual meeting of stockholders to be held in fiscal 2020, following the Company's fiscal year ending June 30, 2019.

Article II, Section 12 prohibits a person who is 75 years of age or older and who is an employee of the Company or any of its subsidiaries from being elected, re-elected, appointed or re-appointed to the Board or continuing to serve as a director beyond the annual meeting of stockholders of the Company immediately following the director becoming age 75.

#### Business Experience and Qualifications of Our Directors

The Board believes that the years of service many of our directors have with us is one of their most important qualifications for service on our Board. This service has given them extensive knowledge of the banking business and of the Company. Furthermore, their service on our Board committees, especially in the areas of audit, risk management and compensation, enables them to more effectively oversee the management of the Company by our executive officers. Service on the Board by our Chief Executive Officer is critical to aiding the outside directors' understanding of the issues that are common in the banking business. Each outside director brings special skills, experience and expertise to the Board as a result of their other business activities and associations. The business experience of each of our directors for at least the past five years and the experience, qualifications, attributes, skills and areas of expertise of each director that further supports his or her service as a director are set forth below. Unless otherwise indicated, each director has held his or her current position for the past five years.

**Sidney A. Biesecker.** On January 31, 2015, Mr. Biesecker retired as Senior Vice President of HomeTrust Bank and President for HomeTrust Bank's Industrial Federal Bank division, positions he had held since HomeTrust Bank's acquisition of Industrial Federal Bank in February 2010. Prior to the acquisition, Mr. Biesecker held various officer positions for Industrial Federal Bank since 1974, including President and Chief Executive Officer since 1990. Mr. Biesecker has served as a director of Industrial Federal Bank since 1992. Mr. Biesecker was appointed to the Board of Directors of HomeTrust Bank in 2010. Mr. Biesecker has served on the boards and committees of numerous community organizations. Mr. Biesecker currently serves as Board Chair of the Lexington Housing Community Development Corporation for Davidson County, North Carolina.

From over 40 years working for Industrial Federal Bank, Mr. Biesecker brings to the Board extensive knowledge of nearly all areas of banking operations and experience in all aspects of risk management.

**Robert G. Dinsmore, Jr.** Mr. Dinsmore was appointed as a director of HomeTrust Bancshares in August 2012 and became a director of HomeTrust Bank in November 2012. Mr. Dinsmore is a certified public accountant and worked in various roles for KPMG for nearly 30 years, retiring as a partner in 1999. Subsequent to that, Mr. Dinsmore worked as a consultant on general corporate matters and on U.S. and international tax and merger and acquisition matters for Zellweger Luwa, AG, a multi-national equipment manufacturer and air engineering services company based in Zurich, Switzerland (from 1999 to 2008), and for Bahnson Holdings, Inc., a specialty engineering, manufacturing and mechanical contracting company based in Winston-Salem, North Carolina (from 2008 to 2011). From 2001 until it was acquired by another company in 2009, Mr. Dinsmore served as a director and audit committee chair of American Community Bancshares, Inc., the publicly held parent of Monroe, North Carolina-based American Community Bank.

Mr. Dinsmore's background as a certified public accountant and his other business experience, including having previously served as a director and audit committee chair in the banking industry, are of great benefit to our Board of Directors.

**Richard T. Williams.** Mr. Williams recently retired as Vice President ("VP") of Corporate Community Affairs at Duke Energy Corporation and President of the Duke Energy Foundation. Over his 37-year career at Duke Energy Corporation, he held various leadership roles which included VP of Environmental, Health & Safety (2008-2012), VP of Enterprise Field Services (2006-2008), VP of Diversity & Talent Management (2004-2006), VP of Diversity, Ethics & Compliance and Chief Compliance Officer, (2002-2004), and VP of Business & Community Relations (1997-2002). Mr. Williams is a director of Coca-Cola Bottling Co. Consolidated. He also is a current board member for Carolinas HealthCare System, Central Piedmont Community College, National Association of Corporate Directors – Carolinas Chapter, Hope Haven, Inc., and Communities in School of NC. In addition, he has served on various other boards throughout his career, including UNC Chapel Hill - Board of Trustees (Chair 2003-2005), Chapel Hill

Chamber of Commerce (Chair 1995-1996), UNC General Alumni Association (Chair 2002),

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Durham Chamber of Commerce (Chair 2002), Greater Charlotte YMCA (Chair 2011-2013), The Mint Museum (Chair 2011-2013), and Bank of Commerce (2008-2014). Additionally, he was named one of last year's "Heroes of the Fortune 50