

## **Committee Composition and Procedures**

**Home Capital Group Inc.**

**Home Trust Company**

**Home Bank**

**Audit and Conduct Review (“ACR”) Committee**

**Risk and Capital (“R&C”) Committee**

**Governance and Nominating (“GN”) Committee**

**Human Resources and Compensation (“HRC”) Committee**

**Technology Transformation Advisory (“TTA”) Committee**

Members:

- Each committee shall consist of three or more directors, as determined by the Board
  - Eligibility requirements for committees are as follows:
    - ACR Committee: all members shall be independent directors and no member shall have served as CEO of the corporation within the previous 5 years or CFO of the Corporation within the previous 3 years
    - R&C Committee: majority of members shall be independent directors and all members shall be non-management directors
    - GN Committee: all members shall be independent directors
    - HRC Committee: all members shall be independent directors and no member shall have served as CEO of the corporation within the previous 5 years or CFO of the Corporation within the previous 3 years
    - TTA Committee: majority of members shall be independent directors
- For this purpose, “independent” shall have the meaning ascribed to it in the Corporation’s Board of Directors Policy.
- All members of the ARC and R&C Committees must be financially literate in accordance with applicable regulatory requirements
  - Following the recommendation of the GN Committee, the Board shall appoint the members of each committee
  - Following the recommendation of the GN Committee, the Board shall appoint one member of each committee as the Chair

Meetings

- Each committee shall meet as frequently as it deems necessary
- Meetings of the TTA Committee shall be held prior to the regularly scheduled Board meetings to ensure any follow-up or clarifications from the Committee may be addressed prior to R&C Committee and Board meetings
- Meetings may be called by any member of the Committee or by the Corporate Secretary; the head of any oversight function may call a meeting of the Committee to which it reports
- Notice of meeting shall generally be given in writing at least 24 hours prior to the time for such meeting; however, emergency meetings may be called on shorter notice, as required in the best interests of the Corporation
- Quorum for meetings shall be a majority of members, but in all cases, no less than 2 members

- Each Committee shall have unrestricted access to management and employees of the Corporation
- Committee members may participate in a meeting by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other.

#### Independent Advisors

- Each Committee shall have the authority to engage, at the expense of the Corporation, any independent advisors as such Committee may deem necessary or advisable to perform its duties under this Mandate