

HOME BANCORP, INC.  
Form DEF 14A  
April 04, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

**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 Rule 14a-12

**HOME BANCORP, INC**

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

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(1) Amount Previously Paid:

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April 4, 2013

Dear Shareholder:

You are cordially invited to attend the Annual Meeting of Shareholders of Home Bancorp, Inc. The meeting will be held at the Petroleum Club of Lafayette located at 111 Heymann Boulevard, Lafayette, Louisiana, on Wednesday, May 8, 2013 at 9:00 a.m., Central Daylight Time. The matters to be considered by shareholders at the Annual Meeting are described in detail in the accompanying materials.

It is very important that you be represented at the Annual Meeting regardless of the number of shares you own or whether you are able to attend the meeting in person. We urge you to mark, sign and date your proxy card today and return it in the envelope provided, even if you plan to attend the Annual Meeting. This will not prevent you from voting in person at the Annual Meeting, but will ensure that your vote is counted if you are unable to attend.

Your continued support of Home Bancorp, Inc. is sincerely appreciated.

Very truly yours,

John W. Bordelon  
*President and Chief Executive Officer*

**HOME BANCORP, INC.**

**503 Kaliste Saloom Road**

**Lafayette, Louisiana 70508**

**(337) 237-1960**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**TIME** 9:00 a.m., Central Daylight Time, Wednesday, May 8, 2013

**PLACE** The Petroleum Club of Lafayette

111 Heymann Boulevard

Lafayette, Louisiana

**ITEMS OF BUSINESS**

(1) To elect two directors for a three-year term expiring in 2016 and until their successors are elected and qualified;

(2) To ratify the appointment of Porter Keadle Moore, LLC as our independent registered public accounting firm for the fiscal year ending December 31, 2013; and

(3) To transact such other business, as may properly come before the meeting or at any adjournment thereof. We are not aware of any other such business.

**RECORD DATE** Holders of Home Bancorp, Inc. common stock of record at the close of business on March 18, 2013 are entitled to vote at the meeting.

**ANNUAL REPORT** Our 2012 Annual Report on Form 10-K is enclosed but is not a part of the proxy solicitation materials.

**PROXY VOTING** It is important that your shares be represented and voted at the meeting. You can vote your shares by completing and returning the proxy card sent to you. Most shareholders whose shares are held in street name can also vote their shares over the Internet or by telephone. If Internet or telephone voting is available to you, voting instructions are printed on the proxy card sent to you. You can revoke a proxy at any time prior to its exercise at the meeting by following the instructions in the accompanying proxy statement.

**BY ORDER OF THE BOARD OF DIRECTORS**

April 4, 2013

Henry W. Busch, Jr.  
*Corporate Secretary*

**HOME BANCORP, INC.**

**PROXY STATEMENT**

**ABOUT THE ANNUAL MEETING OF SHAREHOLDERS**

We are furnishing this proxy statement to holders of common stock of Home Bancorp, Inc., the holding company of Home Bank. We are soliciting proxies on behalf of our Board of Directors to be used at the Annual Meeting of Shareholders to be held at the Petroleum Club of Lafayette located at 111 Heymann Boulevard, Lafayette, Louisiana, on Wednesday, May 8, 2013 at 9:00 a.m., Central Daylight Time, and at any adjournment thereof, for the purposes set forth in the attached Notice of Annual Meeting of Shareholders. This proxy statement is first being mailed to shareholders on or about April 4, 2013.

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 8, 2013.** This proxy statement and our 2012 Annual Report on Form 10-K as well as directions to the Annual Meeting are available through our Investor Relations website at <http://home24bank.investorroom.com>.

***What is the purpose of the Annual Meeting?***

At our Annual Meeting, shareholders will act upon the election of directors and ratification of our independent registered public accounting firm. In addition, management will report on the performance of Home Bancorp, Inc. and respond to questions from shareholders.

***Who is entitled to vote?***

Only our shareholders of record as of the close of business on the record date for the meeting, March 18, 2013, are entitled to vote at the meeting. On the record date, we had 7,411,878 shares of common stock issued and outstanding and no other class of equity securities outstanding. For each issued and outstanding share of common stock you own on the record date, you will be entitled to one vote on each matter to be voted on at the meeting, in person or by proxy.

***How do I submit my proxy?***

After you have carefully read this proxy statement, indicate on your proxy form how you want your shares to be voted. Then sign, date and mail your proxy form in the enclosed prepaid return envelope as soon as possible. This will enable your shares to be represented and voted at the Annual Meeting.

***Can I attend the meeting and vote my shares in person?***

Yes. All shareholders are invited to attend the Annual Meeting. Shareholders of record can vote in person at the Annual Meeting. If your shares are held in street name, then you are not the shareholder of record and you must ask your broker or other nominee how you can vote at the Annual Meeting.

***Can I change my vote after I return my proxy card?***

Yes. If you are a shareholder of record, there are three ways you can change your vote or revoke your proxy after you have sent in your proxy form.

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First, you may send a written notice to our Corporate Secretary, Mr. Henry W. Busch, Jr., Home Bancorp, Inc., 503 Kaliste Saloom Road, Lafayette, Louisiana 70508, stating that you would like to revoke your proxy.

Second, you may complete and submit a new proxy form. Any earlier proxies will be revoked automatically.

Third, you may attend the Annual Meeting and vote in person. Any earlier proxy will be revoked. However, attending the Annual Meeting without voting in person will not revoke your proxy.

If your shares are held in street name and you have instructed a broker or other nominee to vote your shares, you must follow directions from your broker or other nominee to change your vote.

***If my shares are held in street name by my broker, could my broker automatically vote my shares for me?***

Your broker may not vote on the election of directors if you do not furnish instructions for such proposal. You should use the voting instruction card provided by the institution that holds your shares to instruct your broker to vote your shares or else your shares will be considered broker non-votes.

Broker non-votes are shares held by brokers or nominees as to which voting instructions have not been received from the beneficial owners or the persons entitled to vote those shares and the broker or nominee does not have discretionary voting power under rules applicable to broker-dealers. Under these rules, the proposal to elect directors is not an item on which brokerage firms may vote in their discretion on behalf of their clients if such clients have not furnished voting instructions.

Your broker may vote in its discretion on the ratification of the appointment of our independent registered public accounting firm if you do not furnish instructions.

***What constitutes a quorum?***

The presence at the meeting, in person or by proxy, of the holders of a majority of votes that all shareholders are entitled to cast on a particular matter will constitute a quorum. Proxies received but marked as abstentions and broker non-votes will be included in the calculation of the number of votes considered to be present at the meeting.

***What are the Board of Directors recommendations?***

The recommendations of the Board of Directors are set forth under the description of each proposal in this proxy statement. In summary, the Board of Directors recommends that you vote FOR the nominees for director described herein and FOR ratification of Porter Keadle Moore, LLC as our independent registered public accounting firm for the year ending December 31, 2013.

The proxy solicited hereby, if properly signed and returned to us and not revoked prior to its use, will be voted in accordance with your instructions contained in the proxy. If a proxy is properly signed and returned, but no instructions are given, it will be voted in the manner recommended by the Board of Directors and, upon the transaction of such other business as may properly come before the meeting, in accordance with the best judgment of the persons appointed as proxies. Proxies solicited hereby may be exercised only at the Annual Meeting and any adjournment of the Annual Meeting and will not be used for any other meeting.

***What vote is required to approve each item?***

The election of directors will be determined by a plurality of the votes cast at the Annual Meeting. The two nominees for director receiving the most for votes will be elected. The affirmative vote of a majority of the votes cast at the Annual Meeting is required for approval of the proposal to ratify the appointment of Porter Keadle Moore, LLC for 2013. Abstentions are considered in determining the presence of a quorum, but will not affect the vote required on the proposals to be considered at the Annual Meeting.



**INFORMATION WITH RESPECT TO NOMINEES FOR DIRECTOR, CONTINUING**

**DIRECTORS AND EXECUTIVE OFFICERS**

**Election of Directors (Proposal One)**

Our Articles of Incorporation provide that the Board of Directors shall be divided into three classes as nearly equal in number as possible. The directors are elected by our shareholders for staggered terms and until their successors are elected and qualified. No director is related to any other director or executive officer by first cousin or closer.

At this Annual Meeting, you will be asked to elect one class of directors, consisting of two directors, for a three-year term expiring in 2016 and until their successors are elected and qualified. Shareholders of Home Bancorp are not permitted to use cumulative voting for the election of directors. Our Board of Directors, by unanimous action of all of its independent directors, nominated Messrs. Michael P. Maraist and Richard J. Bourgeois to a three-year term expiring in 2016. All of the Company's current directors have served as directors of the Company since its organization in May 2008, and all of such directors also serve as directors of Home Bank, the Company's wholly owned subsidiary. Mr. Henry W. Busch, Jr., who has served as a director since 1993, is 72 years old and, consistent with the retirement provisions in the Company's Bylaws, will retire as a director and as Corporate Secretary as of the date of the Annual Meeting.

Unless otherwise directed, each proxy executed and returned by a shareholder will be voted for the election of the nominees for director listed below. If any person named as a nominee should be unable or unwilling to stand for election at the time of the Annual Meeting, the proxies will nominate and vote for any replacement nominee or nominees recommended by our Board of Directors. At this time, the Board of Directors knows of no reason why any of the nominees listed below may not be able to serve as a director if elected.

The following tables present information concerning the nominees for director and each director whose term continues, all of whom also serve as directors of Home Bank. Ages are reflected as of April 4, 2013. Where applicable, service as a director includes service as a director of Home Bank.

**Nominees for Director for a Three-Year Term Expiring in 2016**

| <b>Name</b>        | <b>Age</b> | <b>Principal Occupation During the Past Five Years/Public Directorships</b>   | <b>Director of the Bank Since</b> |
|--------------------|------------|---|-----------------------------------|
| Michael P. Maraist | 65         | Chairman of the Board. Owner and Chairman of the Board of Timco Services Inc., a provider of oilfield tools and services located in Lafayette, Louisiana. | 2004                              |

In addition to 10 years of prior banking experience, Mr. Maraist brings more than 30 years of entrepreneurial and business experience from his management efforts at a successful oilfield tools and services business headquartered in Lafayette, Louisiana.

|                      |    |  |      |
|----------------------|----|--|------|
| Richard J. Bourgeois | 66 | Director. Physician and surgeon, Lafayette, Louisiana. | 1994 |
|----------------------|----|--|------|

As a practicing physician in Lafayette, Dr. Bourgeois has extensive contacts in the local business community. Dr. Bourgeois also serves as Chairman of the Board of Lafayette General Surgical Hospital, Chairman of Lafayette Investment Group and Managing Member of Label B Real Estate Investments.

**The Board of Directors recommends that you vote FOR election of the nominees for director.**

**Members of the Board of Directors Continuing in Office**

**Directors Whose Term Expires in 2014**

| <b>Name</b>      | <b>Age</b> | <b>Principal Occupation During the Past Five Years/Public Directorships</b>  | <b>Director of the Bank Since</b> |
|------------------|------------|--|-----------------------------------|
| John W. Bordelon | 57         | Director, President and Chief Executive Officer of Home Bank since 1993. Previously served in various management and other positions since joining the Bank in 1981. | 1990                              |

As President and Chief Executive Officer, Mr. Bordelon brings to the board extensive knowledge of Home Bank's operations gained from his more than 30 years of banking experience.

|                       |    |   |      |
|-----------------------|----|---|------|
| Paul J. Blanchet, III | 58 | Director. Partner in Broussard Poche Lewis & Breaux, LLP, a public accounting firm located in Lafayette, Louisiana. | 2002 |
|-----------------------|----|---|------|

As a certified public accountant, Mr. Blanchet brings to the board over 30 years of experience in accounting and finance as well as in advising small to mid-sized businesses operating in south Louisiana.

|                |    |   |      |
|----------------|----|---|------|
| Marc W. Judice | 66 | Director. President of Judice & Adley, PLC, a law firm located in Lafayette, Louisiana. | 1996 |
|----------------|----|---|------|

Mr. Judice has more than 30 years of litigation experience in south Louisiana, has been listed in Louisiana Super Lawyers (2007 inaugural edition through 2010) and, among other honors, is listed in the Bar Register of Prominent Lawyers. Mr. Judice previously served as the Chairman of the Board of Trustees of the Southwest Medical Center, Lafayette, Louisiana, and as a member of the Board of Trustees of the Women s & Children s Hospital, Lafayette, Louisiana.

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**Directors Whose Term Expires in 2015**

| <b>Name</b>         | <b>Age</b> | <b>Principal Occupation During the Past Five Years/Public Directorships</b>                                 | <b>Director of the Bank Since</b> |
|---------------------|------------|---|-----------------------------------|
| Henry W. Busch, Jr. | 72         | Director and Secretary. President of Mike Baker Brick of Lafayette, Louisiana.                              | 1993                              |
|                     |            | Mr. Busch brings to the board almost 50 years of experience as a small businessman in Lafayette, Louisiana. |                                   |
| John A. Hendry      | 63         | Director. Pediatric Dentist in Lafayette, Louisiana.  | 2000                              |

Through his professional practice and affiliations, Dr. Hendry has extensive contacts in the local business community.

**Board Leadership Structure and the Board's Role in Risk Oversight**

Mr. John W. Bordelon serves as our President and Chief Executive Officer and Mr. Michael P. Maraist serves as Chairman of the Board. The Board of Directors has determined that separation of the offices of Chairman of the Board and President may enhance board independence and oversight. Further, the separation of the Chairman of the Board permits the President and Chief Executive Officer to better focus on his responsibilities on managing the daily operations of the Company, enhancing shareholder value and expanding and strengthening our franchise while allowing the Chairman to lead the Board of Directors in its fundamental role of providing independent oversight and advice to management. The Chairman also serves as a liaison between the Board of Directors and executive management. Mr. Maraist is an independent director under the rules of the Nasdaq Stock Market.

Risk is inherent with every business, particularly financial institutions. We face a number of risks, including credit risk, interest rate risk, liquidity risk, operational risk, strategic risk and reputational risk. Management is responsible for the day-to-day management of the risks the Company faces, while the board, as a whole and through its committees, has responsibility for the oversight of risk management. In its risk oversight role, the Board of Directors has the responsibility to ensure that the risk management processes designed and implemented by management are adequate and functioning as designed. In this regard, the Chairman of the Board meets regularly with management to discuss strategy and various risks facing the Company.

Members of executive management regularly attend meetings of the Board of Directors and address any questions or concerns raised by the board on risk management or other matters. The Board's risk oversight function is carried out through, among other factors, its review and approval of various policies and procedures, such as the Bank's lending and investment policies, ratification or approval of loans exceeding certain thresholds, and regular review of risk elements such as interest rate risk exposure, liquidity and problem assets.

**Stock Ownership Guidelines**

To further align management's interests with those of shareholders, the Company expects directors and our President and Chief Executive Officer to establish and maintain a significant level of stock ownership. In 2011, the Company's Board of Directors established stock ownership guidelines for our non-employee directors and President and Chief Executive Officer. Under such guidelines, our non-employee directors are expected to own shares of our common stock with a value of not less than four times their annual retainer and our President and Chief Executive Officer is expected to own shares with a value of not less than four times his annual salary. All of our current non-employee directors and our President and Chief Executive Officer satisfy the stock ownership guidelines. In the future, new non-employee directors and any new President and Chief Executive Officer will be expected to satisfy the Company's stock ownership guidelines within a reasonable period of time.

**Compensation Policies and Practices as They Relate to Risk Management**

The Compensation Committee of the Board of Directors has reviewed the Company's policies and practices applicable to employees, including the Company's benefit plans, arrangements and agreements, and does not believe that they are reasonably likely to have a material adverse effect on the Company. The Committee does not believe the Company's policies and practices encourage officers or employees to take unnecessary or excessive risks or behavior focused on short-term results rather than the creation of long-term value.



**Executive Officers Who Are Not Directors**

Darren E. Guidry. Age 50. Mr. Guidry has served as an Executive Vice President and Chief Lending Officer for the Bank since 1993.

Scott T. Sutton. Age 59. Mr. Sutton joined the Bank in August 2008 as Executive Vice President and Chief Operations Officer. Previously, Mr. Sutton served as Senior Vice President of Operations of Teche Federal Bank since August 1999, and prior thereto, as Senior Vice President of IberiaBank.

Joseph B. Zanco. Age 43. Mr. Zanco joined the Bank in April 2008 as Executive Vice President and Chief Financial Officer. Previously, Mr. Zanco served as Controller at IberiaBank Corporation since May 2003 and, prior thereto, as Internal Audit Manager at IberiaBank.

In accordance with Home Bancorp's Bylaws, our executive officers are elected annually and hold office until their respective successors have been elected and qualified or until death, resignation or removal by the Board of Directors.

**Director Compensation**

Directors of Home Bancorp are not compensated separately by Home Bancorp. The directors also serve as directors of Home Bank and are compensated by Home Bank for such service.

The Bank's directors currently receive an annual retainer of \$14,000 plus \$500 per Board meeting attended and \$350 per Committee meeting attended. Each director also received a Christmas bonus of \$451 in 2012.

The table below summarizes the total compensation paid to the Bank's directors for the fiscal year ended December 31, 2012, except for Mr. Bordelon who is in the Summary Compensation Table below.

| Name                  | Fees Earned or Paid in Cash | Stock Awards | Option Awards | All Other Compensation <sup>(1)</sup> | Total <sup>(2)</sup> |
|-----------------------|-----------------------------|--------------|---------------|---------------------------------------|----------------------|
| Michael P. Maraist    | \$ 34,650                   | \$           | \$            | \$ 451                                | \$ 35,101            |
| Paul J. Blanchet, III | 29,050                      |              |               | 451                                   | 29,501               |
| Richard J. Bourgeois  | 33,600                      |              |               | 451                                   | 34,051               |
| Henry W. Busch, Jr.   | 32,400                      |              |               | 451                                   | 32,851               |
| John A. Hendry        | 28,000                      |              |               | 451                                   | 28,451               |
| Marc W. Judice        | 28,350                      |              |               | 451                                   | 28,801               |

<sup>(1)</sup> Christmas bonus.

<sup>(2)</sup> At December 31, 2012, each non-employee director held 7,140 unvested stock awards under our 2009 Recognition and Retention Plan and outstanding options covering 44,630 shares under our 2009 Stock Option Plan.

**Committees and Meetings of the Board of Directors**

During the year ended December 31, 2012, the Board of Directors of Home Bancorp, met three times. No director of Home Bancorp attended fewer than 75% of the aggregate of the total number of Board meetings held during the period for which he has served as a director and the total number of meetings held by all committees of the Board on which he served. A majority of our directors are independent directors as defined in the Nasdaq listing standards. The Board of Directors has determined that Messrs. Blanchet, Bourgeois, Busch, Hendry, Judice and Maraist are independent directors. Members of the Board also serve on committees of Home Bank.

**Membership on Certain Board Committees.** The Board of Directors of Home Bancorp has established an Audit Committee and a Compensation Committee. The following table sets forth the membership of such committees as of the date of this proxy statement.

| Name                  | Audit Committee | Compensation Committee |
|-----------------------|-----------------|------------------------|
| John W. Bordelon      |                 |                        |
| Paul J. Blanchet, III | **              | *                      |
| Richard J. Bourgeois  |                 |                        |
| Henry W. Busch, Jr.   |                 |                        |
| John A. Hendry        | *               | *                      |
| Marc W. Judice        | *               | *                      |
| Michael P. Maraist    |                 | **                     |

\*\* Chairman.

**Audit Committee.** The Audit Committee reviews with management and our independent registered public accounting firm Home Bancorp's internal control over financial reporting, reviews our annual financial statements, including the Form 10-K and monitors Home Bancorp's adherence to generally accepted accounting principles in our accounting and financial reporting. The Audit Committee is currently comprised of three directors, all of whom are independent directors as defined in the Nasdaq's listing standards. Mr. Blanchet, a certified public accountant and partner in the accounting firm of Broussard Poche Lewis & Breaux LLP, has been designated as our Audit Committee Financial Expert by the Board of Directors. The Audit Committee of Home Bancorp met 16 times in 2012. The committee's charter is available on our website at [www.home24bank.com](http://www.home24bank.com) under the About Us/Investor Relations heading.

**Compensation Committee.** It is the responsibility of the Compensation Committee of Home Bancorp to set the compensation of Home Bancorp's Chief Executive Officer and Chief Financial Officer as well as the other named executive officers. The Compensation Committee of Home Bancorp met four times in 2012. Each of the current members of the Compensation Committee is an independent director as defined in the Nasdaq listing standards.

#### Directors Attendance at Annual Meetings

Although we do not have a formal policy regarding attendance by members of the Board of Directors at Annual Meetings of shareholders, we expect that our directors will attend. All of our directors attended our Annual Meeting of Shareholders held in May 2012.

#### Director Nominations

The Company does not have a Nominating Committee of the Board of Directors. Instead, nominations are made by a majority of the Board's independent directors. The Board of Directors considers various criteria when selecting individuals for nomination including: ensuring that the Board of Directors, as a whole, is diverse and consists of individuals with various and relevant career experience, relevant technical skills, industry knowledge and experience, financial expertise (including expertise that could qualify a director as a financial expert, as that term is defined by the rules of the U.S. Securities and Exchange Commission (the "SEC")), local or community ties, minimum individual qualifications, including strength of character, mature judgment, familiarity with our business and industry, independence of thought and an ability to work collegially. The Board also may consider the extent to which the candidate would fill a present need on the Board of Directors. The Board of Directors will also consider candidates for director suggested by our management or shareholders. Any shareholder wishing to make a nomination must follow our procedures for shareholder nominations, which are described under Shareholder Proposals, Nominations and Communications with the Board of Directors at page 27.

#### Code of Conduct and Ethics

Home Bancorp maintains a comprehensive Code of Conduct and Ethics which requires that our directors, officers and employees avoid conflicts of interest; maintain the confidentiality of information relating to Home Bancorp and its customers; engage in transactions in the common stock only in compliance with applicable laws and regulations

and the requirements set forth in the Code of Conduct and Ethics; and comply with other requirements which are intended to ensure that they conduct business in an honest and ethical manner and otherwise act with integrity and in the best interest of Home Bancorp. Our Code of Conduct and Ethics specifically imposes standards of conduct on our Chief Executive Officer, Chief Financial Officer and other persons with financial reporting responsibilities who are identified in regulations issued by the SEC dealing with corporate codes of conduct.

Our directors, officers and employees are required to affirm in writing that they have reviewed and understand the Code of Conduct and Ethics. A copy of our Code of Conduct and Ethics is available on our website at [www.home24bank.com](http://www.home24bank.com) under the About Us/Investor Relations heading. In accordance with the listing requirements of the Nasdaq Stock Market, we will disclose on the SEC's Form 8-K, any waivers to this Code of Conduct and Ethics with respect to any of our directors or executive officers.

## MANAGEMENT COMPENSATION

### Compensation Discussion and Analysis

**Compensation Philosophy and Objectives.** Our Compensation Committee has the responsibility for establishing and reviewing our compensation philosophy and objectives. In this role, the Compensation Committee has sought to design a compensation plan that is structured to attract and retain qualified and experienced officers and, at the same time, is reasonable and competitive. Our compensation plan contains various elements including cash compensation, salary and bonuses, stock-based benefit plans and retirement benefits (Employee Stock Option Plan and 401K Match).

**Role of Executive Officers and Management.** The President and Chief Executive Officer provides recommendations to the Compensation Committee on matters of compensation philosophy, plan design and the general guidelines for employee compensation. These recommendations are then considered by the Compensation Committee. The President and Chief Executive Officer generally attends Compensation Committee meetings but is not present for any discussion of his own compensation.

Periodically, the Company retains an independent benefits consulting firm to review its compensation structure. During 2011 and 2012, the Company retained Blanchard Consulting Group. The Consultant reviewed our compensation practices and compared them with compensation practices, including salary, bonus and supplemental executive retirement plans, for approximately 20 regional banks and thrift institutions. The Consultant also assisted the Compensation Committee in evaluating the cash bonus program described below. The Compensation Committee considered Blanchard Consulting Group's review of compensation levels in establishing the compensation amounts for the Company's named executive officers in 2012.

**Elements of Executive Compensation.** When setting the compensation of our executive officers, the Compensation Committee generally targets compensation at the median of our peer group. The compensation we provide to our executive officers and other employees primarily consists of the following:

annual base salary;

annual incentive bonuses which are discretionary;

stock-based benefit plans, consisting of our ESOP, stock option plan and recognition and retention plan;



retirement benefits; and

perquisites and other personal benefits.

**Base Salary** We provide named executive officers and other employees with a base salary to compensate them competitively for services rendered during the year. Base salary ranges for named executive officers are determined for each employee based on his or her position and responsibility, performance and compensation levels paid by our

peers to executives in similar positions. The Base Salary and the incentive bonus make up the Total Direct Cash Compensation. The Compensation Committee targets base salaries at the market mid-point (50<sup>th</sup> percentile) and structures pay-for-performance incentives to the 50<sup>th</sup> percentile of market for total direct compensation. When performance goals are met and exceeded, the upper quartile of market (75<sup>th</sup> percentile) would be appropriate. Merit increases normally take effect in April of each year.

During its review of base salaries for executives, the Compensation Committee primarily considers:

Peer and market data;

internal review of the executive's compensation, both individually and relative to other officers;

individual performance of the executive;

qualifications and experience of the officer; and

the financial condition and results of operations of the Company.

Base salaries are reviewed annually and adjusted from time to time to realign salaries with market levels after taking into account individual responsibilities, performance and experience and overall compensation.

**Incentive Bonuses.** In addition to base salary, we have established incentive plans for many executives of the Company. The amount of these cash bonuses typically has a stated target based upon reaching desired goals and a predetermined range above and below the target for fluctuations in employee and company performance. The Compensation Committee has determined that such bonuses were appropriate in light of bonuses paid to officers with the same position at comparable institutions, as reported in publicly available salary surveys. The Compensation Committee has developed specific individual or company performance targets as a measure to determine bonus amounts for each participant. All cash bonuses of the executive officers and all bonus plan designs are evaluated and approved by the Compensation Committee and are ratified by the Board of Directors. In its evaluation, the Compensation Committee seeks to ensure that bonus plans align with the Company's goals, and risks associated with the plans are effectively mitigated. The compensation plan is designed to compensate the Executive via incentive compensation for attaining pre-determined strategic goals of the Compensation Committee during a given year. These goals include but are not limited to ROA, ROE, Efficiency Ratio, EPS growth, Loan Growth, Core Deposit Growth, and Other Strategic Objectives. Attainment of these goals will provide the company with the framework to become a high performing company. For 2012, the bonuses to Messrs. Bordelon, Guidry, Zanco and Sutton were \$85,317, \$37,057, \$48,932, and \$38,083, respectively, and were determined based upon consideration of the matrix shown below.

| Name             | Components                           | Weight | Threshold     | Target         | Maximum        |
|------------------|--------------------------------------|--------|---------------|----------------|----------------|
| John W. Bordelon | Return on average assets             | 50%    | 0.80%         | 0.94%          | 1.08%          |
|                  | Strategic objectives                 | 10%    | 0             | 5              | 10             |
|                  | Efficiency ratio                     | 20%    | 77.63%        | 67.50%         | 57.38%         |
|                  | Core deposit growth                  | 20%    | 9.35%         | 11.00%         | 12.65%         |
|                  | Bonus as a percentage of base salary |        |               | 30%            | 50%            |
| Darren E. Guidry | Return on average assets             | 25%    | 0.80%         | 0.94%          | 1.08%          |
|                  | Efficiency ratio                     | 10%    | 77.63%        | 67.50%         | 57.38%         |
|                  | Core deposit growth                  | 20%    | 9.35%         | 11.00%         | 12.65%         |
|                  | Loan portfolio growth                | 15%    | \$ 85 million | \$ 100 million | \$ 115 million |
|                  | Strategic Objectives                 | 15%    | 0             | 5              | 10             |
|                  | Mortgage loan profitability          | 15%    | 0.85%         | 1.00%          | 1.15%          |
|                  | Bonus as a percentage of base salary |        |               | 25%            | 40%            |

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|                 |                                      |     |        |        |        |
|-----------------|--------------------------------------|-----|--------|--------|--------|
| Joseph B. Zanco | Return on average assets             | 40% | 0.80%  | 0.94%  | 1.08%  |
|                 | Efficiency ratio                     | 20% | 77.63% | 67.50% | 57.38% |
|                 | Core deposit growth                  | 10% | 9.35%  | 11.00% | 12.65% |
|                 | Strategic Objectives                 | 30% | 0      | 5      | 10     |
|                 | Bonus as a percentage of base salary |     |        | 25%    | 40%    |

| Name            | Components                           | Weight | Threshold | Target | Maximum |
|-----------------|--------------------------------------|--------|-----------|--------|---------|
| Scott T. Sutton | Return on average assets             | 30%    | 0.80%     | 0.94%  | 1.08%   |
|                 | Efficiency ratio                     | 20%    | 77.63%    | 67.50% | 57.38%  |
|                 | Core deposit growth                  | 10%    | 9.35%     | 11.00% | 12.65%  |
|                 | Supervision-technology and HR        | 15%    | 3.50%     | 4.00%  | 4.50%   |
|                 | Strategic Objectives                 | 25%    | 0         | 5      | 10      |
|                 | Bonus as a percentage of base salary |        |           | 25%    | 40%     |

Bonus payments are also subject to the Company's satisfaction of the Office of the Comptroller of the Currency Safety and Soundness Examination, Compliance Examination and a satisfactory external audit report based upon regulatory audit standards as well as consideration of subjective individual performance evaluations.

**Equity Compensation.** The Compensation Plan intends to maintain a portion of the compensation paid to Executives of the company in long term compensation. In 2009, we adopted our stock option plan and our recognition and retention plan, which is a restricted stock plan, in order to more closely align the interests of our directors and executive officers with our shareholders. Our named executive officers, Messrs. Bordelon, Guidry, Sutton and Zanco, received awards from the Compensation Committee under those plans in May 2009 which are vesting at a rate of 20% per year over five years. Once options become vested under our 2009 Stock Option Plan or awards become vested under our 2009 Recognition and Retention Plan, no additional holding period is imposed on award recipients. While no additional awards of stock options or restricted stock were made to our named executive officers in 2010, the Compensation Committee considered the value of the portion of such awards made in 2009 which became vested in 2010 when assessing the overall compensation paid to our named executive officers in 2010. In addition to the benefits provided by our stock option plan and our recognition and retention plan, in connection with our mutual-to-stock conversion we implemented an employee stock ownership plan. Through our employee stock ownership plan, as well as our 401(k) plan, we provide all of our employees, including our named executive officers, with tax-qualified retirement benefits.

**Other Elements of Executive Compensation.** In addition to Direct Cash Compensation and awards under our 2009 Stock Option Plan and 2009 Recognition and Retention Plan, we provide our named executive officers with certain compensation and benefits as described below.

Employment Agreements. In June 2009, Home Bank entered into employment agreements with each of our named executive officers. In addition, Home Bancorp entered into an employment agreement with Mr. Bordelon. Given the increased demands placed upon management of a public company compared to a mutual institution as well as the market risks that accompany public ownership, the Compensation Committee believed it was appropriate to enter into the employment agreements. In March 2011, the employment agreements were amended and restated to: extend the term of the agreements for one year, to June 22, 2014 in the case of Mr. Bordelon and to June 22, 2013 in the case of the Executive Vice Presidents; remove the prior provisions that permitted the agreements to be automatically extended for an additional year on the annual anniversary date of the agreement unless either party to the agreement has given notice that the term will not be extended (commonly referred to as an evergreen provision); and revise the provision in Mr. Bordelon's agreement with the Company which requires the Company to (1) reimburse Mr. Bordelon for any 20% excise tax incurred under Section 280G of the Internal Revenue Code of 1986, as amended (Section 280G), upon severance of employment after a change-in-control, as defined under Section 280G, and (2) pay the additional federal, state and local income taxes and excise taxes on such reimbursement in order to place Mr. Bordelon in the same after-tax position he would have been in if the excise tax had not been imposed (commonly referred to as a Section 280G gross-up provision) such that the Company will be obligated to pay a Section 280G gross-up to Mr. Bordelon only with respect to a change-in-control which occurs on or before June 22, 2014. The determination to remove the evergreen provisions in the agreements and, in the case of Mr. Bordelon's agreement with the Company, limit the provision providing for a 280G gross-up payment to change-in-control transactions occurring on or before June 22, 2014, were undertaken primarily upon consideration of the governance risk indicators (GRID) published by RiskMetrics Group (formerly known as Institutional Shareholder Services or ISS). For additional information, see Employment Agreements.

Retirement and Other Benefits. We also provide all of our employees, including our named executive officers, with tax-qualified retirement benefits through the Home Bank Profit Sharing 401(k) Plan (the "401(k) Plan"). All employees who meet the age and service requirements participate in the 401(k) Plan on a non-discriminatory basis. We provide a 401(k) match to employee contributions, up to specified amounts.

The Company implemented an employee stock ownership plan ("ESOP"), a tax-qualified plan which purchased 8.0% of the stock in the Company's initial public stock offering. This plan provides all of our employees who meet the age and service requirements with a stake in the future performance of our common stock. The ESOP is an equity based plan available to all employees who meet the minimum age and service requirements. The plan will distribute the stock over a twenty year period from inception.

We also offer various fringe benefits to all of our employees, including our named executive officers, including group policies for medical insurance, life insurance and long term disability. We provide individual and family coverage to employees, with the employee being responsible for a fixed premium, under our self-funded plan. We also provide all of our employees with life and long term disability insurance at no cost to the employee. Our President and Chief Executive Officer is provided an automobile and is charged on his W-2 for the personal mileage. The Chief Lending Officer and Chief Operating Officer receive a monthly auto allowance. We pay club dues for the Chief Executive Officer and Chief Lending Officer. The Chief Executive Officer has three club memberships for meetings with customers. The Chief Lending Officer has two club memberships for meetings with customers. The Compensation Committee believes such benefits are appropriate and assist such officers in fulfilling their employment obligations.

#### **Clawback Policy**

In 2011, the Company's Board of Directors instituted a new "clawback" policy with respect to incentive compensation. The clawback policy mitigates the risks associated with the Company's compensation policies, because certain executive employees will be required to repay compensation in the circumstances identified in the policy. The clawback policy provides that our Board of Directors will seek recoupment of incentive based compensation paid or granted to our named executive officers in the event of a material restatement of the Company's financial statements due to material non-compliance with any financial reporting requirement under Federal securities laws. If the Company is required to prepare an accounting restatement, the policy requires the board to seek to recover amounts of incentive compensation erroneously paid (that is, the excess of what amounts would have been paid to the executive under the restated financial statements) to the named executive officers during the three years preceding such restatement. The Board of Directors will reevaluate and, if necessary, revise the Company's clawback policy to comply with the Dodd-Frank Wall Street Reform and Consumer Protection Act once the rules implementing the clawback requirements have been finalized by the SEC.

#### **Additional Components of Executive Compensation.**

In August 2007, we entered into a salary continuation plan with our President and Chief Executive Officer which will provide supplemental retirement benefits equal to \$180,000 per year for 10 years upon retirement at normal retirement age or upon death, disability or termination in connection with or following a change in control. The salary and continuation plan was deemed appropriate by the Compensation Committee in light of Mr. Bordelon's years of service as an executive officer and as incentive to retain his services until retirement. We also entered into a salary continuation plan with our Chief Lending Officer, which will provide supplemental retirement benefits equal to \$75,000 per year for 10 years upon his retirement at age 65. The salary continuation plan entered into with Mr. Guidry was deemed appropriate as an incentive to maintain his continued services until retirement. The Compensation Committee may consider additional plans of this type for any new executive officers of the Company. These salary continuation plans are described in more detail on page 15 under "Salary Continuation Agreements".

**Summary Compensation Table**

The table below summarizes the total compensation paid or earned by our Chief Executive Officer, Chief Financial Officer, and other executive officers (which we refer to as the named executive officers) for the fiscal years ended December 31, 2012, 2011 and 2010. All cash compensation has been paid by Home Bank. Home Bancorp, Inc., the holding company for Home Bank, has not paid separate cash compensation to our executive officers.

| Name and Principal Position  | Year | Salary     | Bonus     | Stock Awards <sup>(1)</sup> | Option Awards <sup>(1)</sup> | Change in  | All Other | Total      |
|--|------|------------|-----------|-----------------------------|------------------------------|--|-----------|------------|
|  |      |            |           |                             |                              | Pension Value and Nonqualified Deferred Compensation Earnings <sup>(2)</sup> |           |            |
| John W. Bordelon<br>President and Chief Executive Officer                | 2012 | \$ 235,520 | \$ 85,317 | \$                          | \$                           | \$ 59,661  | \$ 51,096 | \$ 431,594 |
|  | 2011 | 228,660    | 78,991    |                             |                              | 56,195   | 71,100    | 434,946    |
|  | 2010 | 222,000    | 71,099    |                             |                              | 52,931   | 76,728    | 422,758    |
| Darren E. Guidry<br>Executive Vice President and Chief Lending Officer   | 2012 | 151,603    | 37,057    |                             |                              | 13,663   | 37,300    | 239,623    |
|  | 2011 | 147,187    | 41,367    |                             |                              | 12,869   | 36,972    | 238,395    |
|  | 2010 | 142,900    | 38,572    |                             |                              | 12,122   | 36,376    | 229,970    |
| Scott T. Sutton<br>Executive Vice President and Chief Operations Officer | 2012 | 152,372    | 38,083    |                             |                              |  | 30,860    | 221,315    |
|  | 2011 | 147,934    | 40,930    |                             |                              |  | 27,363    | 216,227    |
|  | 2010 | 143,625    | 38,080    |                             |                              |  | 31,072    | 212,777    |
| Joseph B. Zanco<br>Executive Vice President and Chief Financial Officer  | 2012 | 157,989    | 48,932    |                             |                              |  | 32,144    | 239,065    |
|  | 2011 | 153,388    | 46,149    |                             |                              |  | 33,374    | 232,911    |
|  | 2010 | 148,920    | 41,979    |                             |                              |  | 30,210    | 221,109    |

<sup>(1)</sup> Reflects the aggregate grant date fair value computed in accordance with ASC Topic 718.

<sup>(2)</sup> Reflects the increase in the actuarial present values of the salary continuation plans for Messrs. Bordelon and Guidry.

<sup>(3)</sup> For 2012, includes employer contributions under the Home Bank 401(k) Profit Sharing Plan in the amount of \$10,000, \$7,400, \$7,411 and \$7,593 for Messrs. Bordelon, Guidry, Sutton and Zanco, contributions to the Company's ESOP in the amount of \$15,531, \$13,104, \$12,331 and \$12,611 to the accounts of Messrs. Bordelon, Guidry, Sutton and Zanco, respectively, as well as payments for unused vacation, life insurance premiums and costs of cellular phones; includes automobile expense for Messrs. Bordelon, Guidry and Sutton; also includes for Messrs. Bordelon and Guidry, club dues and for Mr. Bordelon, director's fees of \$21,000, director's Christmas bonus of \$451 and the payment of premiums for long term disability insurance.

## Equity Compensation Plans

During 2012, no equity awards were granted to the named executive officers under our 2009 Recognition and Retention Plan or 2009 Stock Option Plan.

**Outstanding Equity Awards at Fiscal Year-End.** The table below sets forth outstanding equity awards at December 31, 2012 to our named executive officers.

| Name             | Option Awards                                 |               |                | Stock Awards           |             |                      |
|------------------|---|---------------|----------------|------------------------|-------------|----------------------|
|                  | Number of Securities                          |               | Exercise Price | Option Expiration Date | Number      |                      |
|                  | Underlying Unexercised Options <sup>(1)</sup> | Unexercisable |                |                        | Exercisable | That Have Not Vested |
| John W. Bordelon | 68,603  | 102,897       | \$ 11.45       | 5/12/2019              | 28,600      | \$ 521,950           |
| Darren E. Guidry | 20,003  | 29,997        | 11.45          | 5/12/2019              | 11,000      | 200,750              |
| Scott T. Sutton  | 20,003  | 29,997        | 11.45          | 5/12/2019              | 6,800       | 124,100              |
| Joseph B. Zanco  | 20,003  | 29,997        | 11.45          | 5/12/2019              | 6,800       | 124,100              |

<sup>(1)</sup> Options vest at a rate of 20% per year commencing on the first anniversary of the date of grant, or May 12, 2010.

<sup>(2)</sup> Market value is calculated based on the closing price of \$18.25 on December 31, 2012.

**Option Exercises and Stock Vested.** Initial grants of awards under our 2009 Recognition and Retention Plan and 2009 Stock Option Plan were made in May 2009. All of such awards under both plans began vesting in May 2010. None of our executive officers exercised any stock options during 2012.

| Name             | Option Awards                         |                            | Stock Awards                         |  |
|------------------|---------------------------------------|----------------------------|--------------------------------------|--|
|                  | Number of Shares Acquired on Exercise | Value Realized on Exercise | Number of Shares Acquired on Vesting | Value Realized on Vesting <sup>(1)</sup> |
| John W. Bordelon |                                       | \$                         | 14,300                               | \$ 246,675                               |
| Darren E. Guidry |                                       |                            | 5,500                                | 94,875                                   |
| Scott T. Sutton  |                                       |                            | 3,400                                | 58,650                                   |
| Joseph B. Zanco  |                                       |                            | 3,400                                | 58,650                                   |

<sup>(1)</sup> Market value is calculated based on the closing price of \$17.25 on May 11, 2012.

## Benefit Plans

**Salary Continuation Agreements.** Effective August 1, 2007, the Bank entered into a salary continuation agreement with its President and Chief Executive Officer, John W. Bordelon. The agreement provides that Mr. Bordelon will receive an annual retirement benefit for a period of 10 years, with the annual benefit equal to \$180,000 if he retires at age 62 and increasing each additional year he remains employed until the annual benefit reaches \$214,000 if he retires after age 65. The retirement benefits vest over a period of 10 years, with 50% of the benefit vesting in 2007. In the event of early retirement, the Bank will pay Mr. Bordelon his vested benefits in 120 equal monthly installments upon his attaining age 62. If Mr. Bordelon dies while still employed, the Bank will pay Mr. Bordelon's beneficiary an annual benefit of \$360,000 each year for five years, payable in monthly installments.

If Mr. Bordelon has a separation from service within 24 months following a change in control but prior to reaching age 62, the Bank shall pay him \$180,000 per year in 120 equal monthly installments, beginning the earlier of 24 months after separation from service or age 62. If the separation from service occurs more than 24 months following a change in control, the annual benefit shall be distributed beginning at age 62.





A nonqualified salary continuation agreement was also entered into with Darren E. Guidry, effective August 1, 2007. Mr. Guidry's agreement provides for a retirement benefit of \$75,000 per year if he remains employed until age 65, payable in equal monthly installments for a period of ten years. His retirement benefits vest over a period of 12 years, commencing August 1, 2008. In the event of early retirement, the Bank will pay Mr. Guidry his vested benefits in 120 equal monthly installments upon his attaining age 65. If Mr. Guidry dies while still employed, the Bank will pay his beneficiary an annual benefit of \$75,000 each year for 10 years, payable in monthly installments. If Mr. Guidry has a separation from service within 24 months following a change in control but prior to reaching age 65, the Bank shall pay him the vested portion of his annual benefit in a lump sum on the first day of the month following the separation from service. In each case, benefits are subject to a six-month delay to the extent required by the Internal Revenue Code.

The table below shows the present value of accumulated benefits payable to Messrs. Bordelon and Guidry under the salary continuation agreements. The salary continuation agreements do not include any provision regarding years of credited service.

| Name             | Plan Name                | Number of Years Credited Service | Present Value of Accumulated Benefit <sup>(1)</sup> | Payments During Last Fiscal Year |
|------------------|--------------------------|----------------------------------|---|----------------------------------|
| John W. Bordelon | Salary Continuation Plan | n/a                              | \$ 1,026,963  | \$                               |
| Darren E. Guidry | Salary Continuation Plan | n/a                              | \$ 235,188  | \$                               |

<sup>(1)</sup> Reflects the actuarial present value as of December 31, 2012, assuming normal retirement age (62 for Mr. Bordelon and 65 for Mr. Guidry). A discount rate of 6% was assumed in calculating the present value.

**Employment Agreements**

In March 2011, the Company amended and restated its employment agreement with John W. Bordelon, the Company's President and Chief Executive Officer, and the Bank amended and restated its employment agreements with Mr. Bordelon and Darren E. Guidry, Executive Vice President and Chief Lending Officer, Scott T. Sutton, Executive Vice President and Chief Operations Officer, and Joseph B. Zanco, Executive Vice President and Chief Financial Officer. The employment agreements with Mr. Bordelon have a term expiring on June 22, 2014, and the terms of the employment agreements with the other executive officers have a term expiring on June 22, 2013. At least annually, the Board of Directors of the Company and Home Bank will consider whether to renew and extend the term of the agreements. Any such renewals or extensions of the agreements will be reflected in an amendment or supplement to such agreement.

The employment agreements between the Bank and the named executive officers are terminable with or without cause by the Bank. The employment agreements provide that in the event of a termination of employment by the Bank other than due to cause, disability, death, retirement or in connection with a change in control of the Company or the Bank or in the event of a voluntary termination by the officer for good reason (which includes a change in the officer's position, salary or duties without his consent), each officer would be entitled to (1) an amount of cash severance which is equal to one times (three times in the case of Mr. Bordelon) the amount of his base salary as of the date of termination and (2) continued participation in certain employee benefit plans of Bank, including medical and dental plans, until the earlier of 12 months (36 months in the case of Mr. Bordelon) or the date the executive receives substantially similar benefits from full-time employment with another employer. In the event of termination of employment concurrently with or following a change in control of the Company or the Bank, including a voluntary termination by the officer for good reason, as defined, each officer would be entitled to (1) an amount of cash severance which is equal to two times (three times in the case of Mr. Bordelon) the sum of his base salary as of the date of termination plus his prior year's bonus and (2) continued participation in certain employee benefit plans, including medical and dental plans, until the earlier of 24 months (36 months in the case of Mr. Bordelon) or the date the officer receives substantially similar benefits from another employer upon his full-time employment. In the event an officer's employment is terminated due to cause, death, disability or retirement, he will have no rights under the employment agreements to any compensation or benefits following the date of termination. The employment agreements with Bank provide that in the event any of the payments to be made thereunder or otherwise upon termination of employment are deemed to constitute parachute payments within the meaning of Section 280G of the Internal Revenue Code (the Code), payments and benefits received thereunder shall be reduced by the minimum amount necessary to result in no portion of the payments and benefits being non-deductible by the Bank for federal income tax purposes.

In addition to the employment agreement between the Bank and Mr. Bordelon, the Company has also entered into an employment agreement with Mr. Bordelon which is on terms substantially similar to his agreement with the Bank, except as described below. With respect to any change in control, as defined, occurring after June 22, 2014, if any payments to be made under Mr. Bordelon's employment agreement with the Company would be deemed to constitute parachute payments, the payments and benefits to be received thereunder shall be reduced by the minimum amount necessary to result in no portion of the payments and benefits being non-deductible by the Company for federal income tax purposes. If the parachute payments are not more than 105% of the amount equal to three times the executive's base amount, the severance benefits payable by the Company will be reduced so they do not constitute parachute payments under Section 280G of the Code. The agreement between the Company and Mr. Bordelon provides that, with respect to any Change in Control, as defined, occurring on or before June 22, 2014, if the parachute amounts associated with the severance and other benefits payable to Mr. Bordelon exceed 105% of three times Mr. Bordelon's base amount as defined in Section 280G of the Code, then the Company shall reimburse Mr. Bordelon for any resulting excise taxes payable by him, plus such additional amount as may be necessary to compensate him for the payment of federal and state income, excise and other employment-related taxes on such reimbursement in order to place Mr. Bordelon in the same after-tax position he would have been in if the excise tax had not been imposed. Under the employment agreements, Mr. Bordelon's compensation, benefits and expenses will be paid by the Company and the Bank in the same proportion as the time and services actually expended by Mr. Bordelon on behalf of each company.

**Potential Payments upon Termination of Employment or a Change in Control**

The following table describes the potential payments to John W. Bordelon, President and Chief Executive Officer, upon an assumed termination of employment or a change in control as of December 31, 2012.

| Payments and Benefits                                 | Voluntary Termination | Termination for Cause | Involuntary Termination Without Cause or Termination by the Executive for Good Reason Absent a Change in Control | Change in Control With Termination of Employment | Death or Disability (l) | Retirement |
|---|-----------------------|-----------------------|--|--|-------------------------|------------|
| <b>Severance payments and benefits: (a)</b>           |                       |                       |  |  |                         |            |
| Cash severance (b)                                    | \$                    | \$                    | \$ 706,560   | \$ 943,533                                       | \$                      | \$         |
| ESOP allocations (c)                                  |                       |                       |  | 148,356  |                         |            |
| Medical benefits (d)                                  |                       |                       | 21,089   | 21,089   |                         |            |
| Other welfare benefits (e)                            |                       |                       | 18,423   | 18,423   |                         |            |
| Additional salary continuation agreement benefits (f) |                       |                       |  | 451,506  | 85,819                  |            |
| §280G tax gross-up (g)                                |                       |                       |  | 484,309  |                         |            |
| <b>Equity awards: (h)</b>                             |                       |                       |  |  |                         |            |
| Unvested stock options (i)                            |                       |                       |  | 466,500  | 466,500                 |            |
| Unvested restricted stock awards (j)                  |                       |                       |  | 521,950  | 521,950                 |            |
| <b>Total payments and benefits (k)</b>                | <b>\$</b>             | <b>\$</b>             | <b>\$ 746,072</b>  | <b>\$ 3,055,666</b>                              | <b>\$ 1,074,269</b>     | <b>\$</b>  |

(footnotes follow the table on page 19)

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The following table describes the potential payments to Darren E. Guidry, Executive Vice President and Chief Lending Officer, upon an assumed termination of employment or a change in control as of December 31, 2012.

| Payments and Benefits                                 | Voluntary Termination | Termination for Cause | Involuntary Termination Without Cause or Termination by the Executive for Good Reason Absent a Change in Control | Change in Control With Termination of Employment | Death or Disability (l) | Retirement |
|---|-----------------------|-----------------------|--|--|-------------------------|------------|
| <b>Severance payments and benefits: (a)</b>           |                       |                       |  |  |                         |            |
| Cash severance (b)                                    | \$                    | \$                    | \$ 151,603   | \$ 385,940                                       | \$                      | \$         |
| ESOP allocations (c)                                  |                       |                       |  | 111,146  |                         |            |
| Medical benefits (d)                                  |                       |                       | 6,371  | 13,380   |                         |            |
| Other welfare benefits (e)                            |                       |                       | 1,504  | 3,159  |                         |            |
| Additional salary continuation agreement benefits (f) |                       |                       |  | 18,407   |                         |            |
| §280G tax cutback (g)                                 |                       |                       |  |  |                         |            |
| <b>Equity awards: (h)</b>                             |                       |                       |  |  |                         |            |
| Unvested stock options (i)                            |                       |                       |  | 136,020  | 136,020                 |            |
| Unvested restricted stock awards (j)                  |                       |                       |  | 200,750  | 200,750                 |            |
| <b>Total payments and benefits (k)</b>                | <b>\$</b>             | <b>\$</b>             | <b>\$ 159,478</b>  | <b>\$ 868,802</b>                                | <b>\$ 336,770</b>       | <b>\$</b>  |

The following table describes the potential payments to Scott T. Sutton, Executive Vice President and Chief Operating Officer, upon an assumed termination of employment or a change in control as of December 31, 2012.

| Payments and Benefits                                 | Voluntary Termination | Termination for Cause | Involuntary Termination Without Cause or Termination by the Executive for Good Reason Absent a Change in Control | Change in Control With Termination of Employment | Death or Disability (l) | Retirement |
|---|-----------------------|-----------------------|--|--|-------------------------|------------|
| <b>Severance payments and benefits: (a)</b>           |                       |                       |  |  |                         |            |
| Cash severance (b)                                    | \$                    | \$                    | \$ 152,372   | \$ 386,604                                       | \$                      | \$         |
| ESOP allocations (c)                                  |                       |                       |  | 83,786   |                         |            |
| Medical benefits (d)                                  |                       |                       | 2,949  | 6,193  |                         |            |
| Other welfare benefits (e)                            |                       |                       | 1,513  | 3,177  |                         |            |
| Additional salary continuation agreement benefits (f) |                       |                       |  |  |                         |            |
| §280G tax cutback (g)                                 |                       |                       |  |  |                         |            |
| <b>Equity awards: (h)</b>                             |                       |                       |  |  |                         |            |
| Unvested stock options (i)                            |                       |                       |  | 136,020  | 136,020                 |            |
| Unvested restricted stock awards (j)                  |                       |                       |  | 124,100  | 124,100                 |            |
| <b>Total payments and benefits (k)</b>                | <b>\$</b>             | <b>\$</b>             | <b>\$ 156,834</b>  | <b>\$ 739,880</b>                                | <b>\$ 260,120</b>       | <b>\$</b>  |

*(footnotes follow the table on page 19)*

The following table describes the potential payments to Joseph B. Zanco, Executive Vice President and Chief Financial Officer, upon an assumed termination of employment or a change in control as of December 31, 2012.

| Payments and Benefits                                 | Voluntary Termination | Termination for Cause | Involuntary Termination Without Cause or Termination by the Executive for Good Reason Absent a Change in Control | Change in Control With Termination of Employment | Death or Disability (l) | Retirement |
|---|-----------------------|-----------------------|--|--|-------------------------|------------|
| <b>Severance payments and benefits: (a)</b>           |                       |                       |  |  |                         |            |
| Cash severance (b)                                    | \$                    | \$                    | \$ 157,989   | \$ 408,276                                       | \$                      | \$         |
| ESOP allocations (c)                                  |                       |                       |  | 102,568  |                         |            |
| Medical benefits (d)                                  |                       |                       | 6,371  | 13,380   |                         |            |
| Other welfare benefits (e)                            |                       |                       | 1,567  | 3,292  |                         |            |
| Additional salary continuation agreement benefits (f) |                       |                       |  |  |                         |            |
| §280G tax cutback (g)                                 |                       |                       |  |  |                         |            |
| <b>Equity awards: (h)</b>                             |                       |                       |  |  |                         |            |
| Unvested stock options (i)                            |                       |                       |  | 136,020  | 136,020                 |            |
| Unvested restricted stock awards (j)                  |                       |                       |  | 124,100  | 124,100                 |            |
| <b>Total payments and benefits (k)</b>                | <b>\$</b>             | <b>\$</b>             | <b>\$ 165,927</b>  | <b>\$ 787,636</b>                                | <b>\$ 260,120</b>       | <b>\$</b>  |

- (a) These severance payments and benefits are payable if the executive's employment is terminated prior to a change in control either (i) by the Bank or the Company for any reason other than cause, disability, retirement or death or (ii) by the executive if the Bank or the Company takes certain adverse actions (a good reason termination). The severance payments and benefits are also payable if the executive's employment is terminated for the reasons set forth above during the term of his employment agreement following a change in control.
- (b) The amounts shown in the involuntary termination column represent a lump sum payment equal to three times Mr. Bordelon's (one times for Messrs. Guidry, Sutton and Zanco) base salary as of the date of termination. The amounts shown in the change in control column represent a lump sum payment equal to the sum of the executive's base salary as of the date of termination and the cash bonus earned by the executive for the calendar year preceding the year in which the date of termination occurs, with such sum multiplied by three for Mr. Bordelon and by two for each of Messrs. Guidry, Sutton and Zanco.
- (c) Upon a change in control, the ESOP will be terminated and the unallocated ESOP shares will first be used to repay the outstanding ESOP loan. Any remaining unallocated ESOP shares will then be allocated among ESOP participants on a pro rata basis based on account balances. Based on the December 31, 2012 closing price of \$18.25 per share, the value of the remaining unallocated ESOP shares exceeds the remaining principal balance of the loan by approximately \$4,100,000. The amounts shown represent each executive's estimated share of such excess amount.
- (d) The amounts shown in the involuntary termination column represent the estimated cost of providing continued medical coverage to the executive for an assumed additional 36 months for Mr. Bordelon (12 months for Messrs. Guidry, Sutton and Zanco), at no cost to the executives. The amounts shown in the change in control column represent the estimated cost of providing continued medical coverage to the executive for an additional 36 months for Mr. Bordelon (24 months for Messrs. Guidry, Sutton and Zanco), at no cost to the executives. The estimated costs assume the current insurance premiums or costs increase by 10% each year, and the amounts have not been discounted to present value.

(footnotes continued on following page)

- (e) The amounts shown in the involuntary termination column represent the estimated cost of providing continued life, accidental death and long-term disability coverage to the executive for an assumed additional 36 months for Mr. Bordelon (12 months for Messrs. Guidry, Sutton and Zanco), at no cost to the executives. The amounts shown in the change in control column represent the estimated cost of providing continued life, accidental death and long-term disability coverage to the executive for an additional 36 months for Mr. Bordelon (24 months for Messrs. Guidry, Sutton and Zanco), at no cost to the executives. The estimated costs assume the current insurance premiums or costs increase by 10% each year, and the amounts have not been discounted to present value.
- (f) Represents the incremental increase in the present value of the benefits payable under the Company's salary continuation agreements with Messrs. Bordelon and Guidry. Under the salary continuation agreements, if the employment of Messrs. Bordelon and Guidry had terminated as of December 31, 2012 outside of a change in control for reasons other than death, disability or cause, their vested benefits under the salary termination agreements would provide them with annual benefits payable monthly for 10 years of \$135,000 and \$11,556, respectively, with the benefits starting after Mr. Bordelon reaches age 62 in 2017 and after Mr. Guidry reaches age 65 in 2027. If Messrs. Bordelon and Guidry remain employed until their respective normal retirement ages of 62 and 65, their normal retirement benefits would be \$180,000 per year for Mr. Bordelon and \$75,000 per year for Mr. Guidry, in each case payable for 10 years in monthly installments. If the employment of Messrs. Bordelon and Guidry had terminated as of December 31, 2012 in connection with a change in control, Mr. Bordelon would have received a change in control benefit of \$180,000 per year for 10 years commencing January 1, 2015, and Mr. Guidry would have received a lump sum change in control benefit of approximately \$85,000 in July 2013. In the event Mr. Bordelon's employment had terminated due to disability as of December 31, 2012, his annual retirement benefit would have been approximately \$146,250 for 10 years, commencing in 2017. If Mr. Bordelon had died on December 31, 2012, his beneficiary would have received the value of his accrued benefits under his salary continuation agreement in a lump sum in April 2013. If Mr. Guidry had died on December 31, 2012, his beneficiary would have received \$75,000 per year for 10 years, with the benefits starting in April 2013.
- (g) The payments and benefits to Mr. Bordelon in the change in control column are subject to a 20% excise tax to the extent the parachute amounts associated therewith under Section 280G of the Code equal or exceed three times his average taxable income for the five years ended December 31, 2011. His payments exceed this threshold. If a change in control was to occur, the Company believes that the excise tax could be reduced or even eliminated if the timing of the change in control permitted tax planning to be done. However, if the excise tax cannot be avoided and the parachute payments to Mr. Bordelon exceed 105% of three times his average taxable income from the Company and the Bank for the five years preceding the year in which the date of termination occurs, then the Company has agreed in its employment agreement with Mr. Bordelon to pay the 20% excise tax and the additional federal, state and local income taxes and excise taxes on such reimbursement in order to place him in the same after-tax position he would have been in if the excise tax had not been imposed. If the parachute payments to Mr. Bordelon are equal to or are less than 105% of three times his average taxable income from the Company and the Bank for the five years preceding the year in which the date of termination occurs, then such payments and benefits in the event of a change of control will be reduced by the minimum amount necessary so that they do not trigger the 20% excise tax. Payments to Messrs. Guidry, Sutton and Zanco in the event of a change of control will be reduced by the minimum amount necessary so that they do not trigger the 20% excise tax. The payments and benefits to Messrs. Guidry, Sutton and Zanco do not exceed the executive's Section 280G threshold and have not been reduced. If the timing of the change in control permitted tax planning to be done, the Company believes that the amount of any cutbacks that may be triggered in the future could be reduced or even eliminated.
- (h) As of December 31, 2012, based on the closing price of \$18.25 per share of our common stock on December 31, 2012, Messrs. Bordelon, Guidry, Sutton and Zanco held vested options with a cash value of approximately \$700,000, \$204,000, \$204,000 and \$204,000, respectively.

*(footnotes continued on following page)*

- (i) Represents the value of the unvested stock options held by Messrs. Bordelon, Guidry, Sutton and Zanco that had an exercise price below the December 31, 2012 closing price of \$18.25 per share, based on the difference between the December 31, 2012 closing price and the per share exercise price of the unvested stock options. All unvested stock options will become fully vested upon an executive's death or disability or upon a change in control.
- (j) Represents the value of the unvested restricted stock awards held by Messrs. Bordelon, Guidry, Sutton and Zanco based on the December 31, 2012 closing price of \$18.25 per share. All unvested restricted stock awards will become fully vested upon an executive's death or disability or upon a change in control.
- (k) Does not include the value of the vested benefits to be paid under our tax-qualified 401(k) plan and ESOP or under our salary continuation agreements. Also does not include earned but unpaid salary, accrued but unused vacation leave, reimbursable expenses and the value of the vested stock options set forth in Note (h) above.
- (l) If the employment of Messrs. Bordelon, Guidry, Sutton and Zanco had terminated at December 31, 2012 due to death, the executive's beneficiaries or estate would have received life insurance proceeds of approximately \$1.0 million, \$758,000, \$762,000, and \$790,000, respectively. The group life insurance coverage is based on three times the executive's base salary, subject to a cap of \$500,000. The Company also maintains a split dollar life insurance policy for the executives that pays an additional amount over the group coverage based on five times base salary, up to a combined maximum of \$1.0 million. If the employment of Messrs. Bordelon, Guidry, Sutton and Zanco had terminated due to disability, the executives would have received disability benefits of \$10,800, \$7,500, \$7,500, and \$7,500, respectively, per month. Disability benefits are provided at the rate of 60% of base salary not to exceed \$10,800 per month for Mr. Bordelon, and \$7,500 per month for Messrs. Guidry, Sutton and Zanco, until the executive reaches his or her normal retirement age. In addition, each executive's unvested stock options and unvested restricted stock awards will become fully vested upon death or disability.

#### **Related Party Transactions**

*Loans and Extensions of Credit.* The Bank offers loans to its directors, officers and employees as well as members of their immediate families and others who are considered related persons under Item 404 of Regulation S-K of the SEC. Any loans by the Bank to related persons were made in the ordinary course of business on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with persons not related to the Bank. These loans did not involve more than the normal risk of collectibility or present other unfavorable features. These loans were performing according to their original terms at December 31, 2011. None of the Bank's loans to any of its directors, executive officers, any of their immediate family members or to any related persons were non-accrual, past due, restructured or deemed potential problem loans at December 31, 2011.

Section 22(h) of the Federal Reserve Act generally provides that any credit extended by a savings institution, such as the Bank, to its executive officers, directors and, to the extent otherwise permitted, principal stockholder(s), or any related interest of the foregoing, must be on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions by the savings institution with non-affiliated parties; unless the loans are made pursuant to a benefit or compensation program that (i) is widely available to employees of the institution and (ii) does not give preference to any director, executive officer or principal stockholder, or certain affiliated interests of either, over other employees of the savings institution, and must not involve more than the normal risk of repayment or present other unfavorable features.

*Review, Approval or Ratification of Transactions with Related Persons.* Regulations of the Office of the Comptroller of the Currency require that if any director or executive officer has any interest in a matter to be considered by the Bank's Board of Directors, he or she must fully disclose such interest, refrain from participating in the board's discussion of the matter and recuse him or herself from voting on the matter. The Bank and its directors and executive officers, adheres to the regulations of the Office of the Comptroller of the Currency in acting upon any matter in which a director or executive officer has a direct or indirect personal interest. Such matters may be approved by the board provided that a majority of the non-interested directors conclude that the transaction is in the best interests of the Bank and consistent with all Federal regulations and the Bank's policies. The board's minutes will reflect the interest of the subject director or executive officer and note that he or she did not participate in the discussion of, or vote on, the matter.

**Compensation Committee Interlocks and Insider Participation**

Messrs. Blanchet, Hendry and Judice and Mr. Maraist, who is Chairman, serve as members of the Compensation Committee. None of the members of the Compensation Committee during 2012 was a current or former officer or employee of Home Bancorp or Home Bank. No member engaged in certain transactions with Home Bancorp or Home Bank required to be disclosed by regulations of the SEC. Additionally, there were no Compensation Committee interlocks during 2012, which generally means that no executive officer of Home Bancorp served as a director or member of the Compensation Committee of another entity, one of whose executive officers served as a director or member of the Compensation Committee of Home Bancorp.



**BENEFICIAL OWNERSHIP OF COMMON STOCK****BY CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth as of March 18, 2013, the voting record date, certain information as to the common stock beneficially owned by (a) each person or entity, including any group as that term is used in Section 13(d)(3) of the Securities Exchange Act of 1934, who or which was known to us to be the beneficial owner of more than 5% of the issued and outstanding common stock, (b) the directors of Home Bancorp, (c) certain executive officers of Home Bancorp named in the Summary Compensation Table; and (d) all directors and executive officers of Home Bancorp as a group.

| Name of Beneficial Owner or Number of Persons in Group  | Amount and<br>Nature of<br>Beneficial<br>Ownership as of<br>March 18,<br>2013 <sup>(1)</sup> | Percent of<br>Common<br>Stock |
|---|--|-------------------------------|
| FVP Master Fund, L.P.<br>551 Fifth Avenue, 36 <sup>th</sup> Floor<br>New York, New York 10176             | 650,060 <sup>(2)</sup>   | 8.8%                          |
| Home Bancorp Employee Stock Ownership Plan Trust<br>503 Kaliste Saloom Road<br>Lafayette, Louisiana 70508 | 705,969 <sup>(3)</sup>   | 9.5                           |
| Jacobs Asset Management,<br>11 East 26 <sup>th</sup> Street<br>New York, New York 10010                   | 421,397 <sup>(4)</sup>   | 5.7                           |
| Wellington Management Company, LLC<br>75 State Street<br>Boston, Massachusetts 02109                      | 510,094 <sup>(5)</sup>   | 6.9                           |
| <i>Directors:</i>   |  |                               |
| Paul J. Blanchet, III   | 65,554 <sup>(6)(7)(8)</sup>  | *                             |
| John W. Bordelon  | 257,869 <sup>(7)(9)</sup>  | 3.4                           |
| Richard J. Bourgeois  | 167,364 <sup>(7)(10)</sup>   | 2.2                           |
| Henry W. Busch, Jr.   | 148,554 <sup>(7)(11)</sup>   | 2.0                           |
| John A. Hendry  | 153,554 <sup>(7)(8)(12)</sup>  | 2.1                           |
| Marc W. Judice  | 149,995 <sup>(7)(8)(13)</sup>  | 2.0                           |
| Michael P. Maraist  | 183,054 <sup>(7)(8)(14)</sup>  | 2.5                           |
| <i>Other Executive Officers:</i>  |  |                               |
| Darren E. Guidry  | 85,176 <sup>(7)(15)</sup>  | 1.1                           |
| Scott T. Sutton   | 88,157 <sup>(7)(16)</sup>  | 1.2                           |
| Joseph B. Zanco   | 73,605 <sup>(7)(17)</sup>  | 1.0                           |
| All Directors and Executive Officers as a Group (10 persons)  | 1,372,882 <sup>(7)</sup>   | 17.4                          |

\* Represents less than 1% of our outstanding common stock.

(1) Based upon filings made pursuant to the Securities Exchange Act of 1934 and information furnished by the respective individuals. Under regulations promulgated pursuant to the Securities Exchange Act of 1934, shares of common stock are deemed to be beneficially owned by a person if he or she directly or indirectly has or shares (i) voting power, which includes the power to vote or to direct the voting of the

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shares, or (ii) investment power, which includes the power to dispose or to direct the disposition of the shares. Unless otherwise indicated, the named beneficial owner has sole voting and dispositive power with respect to the shares and none of the shares are pledged. Under applicable regulations, a person is deemed to have beneficial ownership of any shares of common stock which may be acquired within 60 days of the record date pursuant to the exercise of outstanding stock options. Shares of common stock which are subject to stock options are deemed to be outstanding for the purpose of computing the percentage of outstanding common stock owned by such person or group but not deemed outstanding for the purpose of computing the percentage of common stock owned by any other person or group.

*(Footnotes continued on following page)*

- (2) FVP Master Fund, L.P., a Cayman Islands exempted limited partnership ( FVP Master Fund ), reports shared voting and dispositive power over 765,060 shares of Common Stock (the FVP Master Fund and the FVP US-Q, LP, a Delaware limited partnership (the FVP Fund ) are referred to collectively as the Funds ). Firefly Value Partners, LP, the investment manager of the Funds ( Firefly Partners ), FVP GP, LLC ( FVP GP ), the general partner of the Funds, Firefly Management Company GP, LLC, the general partner of Firefly Partners ( Firefly Management ), and Messrs. Ryan Heslop and Ariel Warszawski, the managing members of FVP GP and Firefly Management, may be deemed to share with the FVP Master Fund voting and dispositive power with respect to the 650,060 shares in the aggregate owned by the FVP Master Fund.
- (3) As of December 31, 2012, 143,578 shares held in the Home Bancorp Employee Stock Ownership Plan ( ESOP ) trust had been allocated to the accounts of participating employees. Amounts held by the plan trustees, Messrs. John W. Bordelon, Joseph B. Zanco, Michael P. Maraist and Henry W. Busch, Jr., reflect shares allocated to their individual accounts in the ESOP, in the case of Messrs. Bordelon, Guidry, Sutton, Zanco and Dailey, and exclude all other shares held in the trust. Under the terms of the ESOP, the plan trustees vote all allocated shares in accordance with the instructions of the participating employees. Any unallocated shares are generally required to be voted by the plan trustee in the same manner that the majority of the allocated shares have voted.
- (4) Jacobs Asset Management, LLC and its Managing Member, Mr. Sy Jacobs, have shared voting power and shared dispositive power over all shares.
- (5) Wellington Management Company, LLP, an investment adviser, reports shared voting power with respect to 447,178 shares and shared dispositive power with respect to 510,094 shares, and that such shares are owned of record by clients of Wellington Management Company, LLP.
- (6) 12,000 shares are held jointly with spouse.
- (7) Includes stock options which have been granted to the director and officers under the Company s 2009 Stock Option Plan and which are exercisable within 60 days of the voting record date and shares held in the Company s 2009 Recognition and Retention Plan Trust over which the directors and executive officers may provide voting instructions as follows:

| Name  | Stock Options | Restricted Shares |
|---|---------------|-------------------|
| Paul J. Blanchet, III                                       | 35,704        | 7,140             |
| John W. Bordelon  | 137,196       | 28,600            |
| Richard J. Bourgeois  | 35,704        | 7,140             |
| Henry W. Busch, Jr.   | 35,704        | 7,140             |
| John A. Hendry  | 35,704        | 7,140             |
| Marc W. Judice  | 35,704        | 7,140             |
| Michael P. Maraist  | 35,704        | 7,140             |
| Darren E. Guidry  | 39,996        | 11,000            |
| Scott T. Sutton   | 39,996        | 6,800             |
| Joseph B. Zanco   | 39,996        | 6,800             |
| All directors and executive officer as a group (10 persons) | 471,408       | 96,040            |

Each Beneficial owner s percentage ownership is determined by assuming that options held by such person (but not those held by any other person) and that are exercisable within 60 days of the voting record date have been exercised.

- (8) Does not include unallocated shares or shares allocated to the accounts of others and held in the Company s 2009 Recognition and Retention Plan Trust, which shares are voted by the trustees, Messrs. Blanchet, Hendry, Judice and Maraist in their discretion.
- (9) Includes 5,000 shares held jointly with spouse, 49,389 shares held in the Home Banks Profit Sharing 401(k) Plan, 5,184 shares allocated to Mr. Bordelon s account in the ESOP, over which Mr. Bordelon has voting power, and 3,000 shares held by Mr. Bordelon s children.
- (10) Includes 25,000 shares held jointly with spouse, 11,750 shares held jointly with mother, 14,345 shares owned by spouse, 10,655 shares held as custodian for spouse, 16,436 shares as custodian for reporting person and 25,000 shares held by Lafayette Investment Group, LLC.

(Footnotes continued on following page)



- (11) Includes 25,000 shares held jointly with spouse, 10,000 shares held by spouse and 25,000 shares held by the Busch Family Trust I.
- (12) Includes 25,000 shares held by spouse and 25,000 shares held jointly with spouse.
- (13) Includes 30,000 shares owned by spouse.
- (14) Includes 22,000 shares held as custodian for child under a UTMA account, 25,000 shares held by MPM Resources, LLC, 5,000 shares held by PSI of Louisiana, Inc., 10,000 shares held by Mesa Properties, LLC, 10,000 shares held by Maraist Properties, Inc. and 25,000 shares held by LF Maraist Partnership, LLC.
- (15) Includes 50 shares held as custodian for children under a UTMA account, 25,016 shares held in the Home Bank Profit Sharing 401(k) Plan and 3,884 shares allocated to Mr. Guidry's account in the ESOP, over which Mr. Guidry has voting power.
- (16) Includes 16,000 shares held by spouse, 4,733 shares held jointly with spouse and 2,928 shares allocated to Mr. Sutton's account in the ESOP over which Mr. Sutton has voting power.
- (17) Includes 10,025 shares held in the Home Bank Profit Sharing 401(k) Plan and 3,584 shares allocated to Mr. Zanco's account in the ESOP, over which Mr. Zanco has voting power.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the officers and directors, and persons who own more than 10% of Home Bancorp's common stock to file reports of ownership and changes in ownership with the SEC. Officers, directors and greater than 10% shareholders are required by regulation to furnish us with copies of all Section 16(a) forms they file. We know of no person who owns 10% or more of Home Bancorp's common stock.

Based solely on our review of the copies of such forms furnished to us, or written representations from our officers and directors, we believe that during, and with respect to, the fiscal year ended December 31, 2012, our officers and directors complied in all respects with the reporting requirements promulgated under Section 16(a) of the Securities Exchange Act of 1934.

**RATIFICATION OF APPOINTMENT OF**

**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PROPOSAL TWO)**

The Audit Committee of the Board of Directors of Home Bancorp has appointed Porter Keadle Moore, LLC, an independent registered public accounting firm, to perform the audit of our financial statements for the year ending December 31, 2013, and further directed that the selection of auditors be submitted for ratification by the shareholders at the Annual Meeting.

We have been advised by Porter Keadle Moore, LLC that neither the firm nor any of its associates has any relationship with the Company or its subsidiary other than the usual relationship that exists between an independent registered public accounting firm and its clients. We do not anticipate that representatives of Porter Keadle Moore, LLC will attend the Annual Meeting.

**Audit Fees**

The following table sets forth the aggregate fees paid by us to Porter Keadle Moore, LLC for professional services rendered by Porter Keadle Moore, LLC in connection with the audit of Home Bancorp's consolidated financial statements for fiscal 2012 and 2011, respectively, as well as the fees paid by us to Porter Keadle Moore, LLC for audit-related services, tax services and all other services rendered by Porter Keadle Moore, LLC to us during fiscal 2012 and 2011, respectively.

|                           | <b>Year Ended December 31,</b> |                   |
|---------------------------|--------------------------------|-------------------|
|                           | <b>2012</b>                    | <b>2011</b>       |
| Audit fees <sup>(1)</sup> | \$ 241,000                     | \$ 226,000        |
| Audit-related fees        |                                |                   |
| Tax fees                  |                                |                   |
| All other fees            |                                |                   |
| <b>Total</b>              | <b>\$ 241,000</b>              | <b>\$ 226,000</b> |

<sup>(1)</sup> Includes professional services rendered for the audit of Home Bancorp's annual consolidated financial statements including the audit of internal control over financial reporting and review of consolidated financial statements included in Forms 10-Q, including out-of-pocket expenses.

The Audit Committee selects our independent registered public accounting firm and pre-approves all audit services to be provided by it to Home Bancorp. The Audit Committee also reviews and pre-approves all audit-related and non-audit related services rendered by our independent registered public accounting firm in accordance with the Audit Committee's charter. In its review of these services and related fees and terms, the Audit Committee considers, among other things, the possible effect of the performance of such services on the independence of our independent registered public accounting firm. The Audit Committee pre-approves certain audit-related services and certain non-audit related tax services which are specifically described by the Audit Committee on an annual basis and separately approves other individual engagements as necessary.

Each new engagement of the Company's independent registered public accounting firm was approved in advance by the Audit Committee or its Chair, and none of those engagements made use of the *de minimis* exception to pre-approval contained in the SEC's rules.

**The Board of Directors recommends that you vote FOR the ratification of the  
appointment of Porter Keadle Moore, LLC as our independent registered  
public accounting firm for the fiscal year ending December 31, 2013.**

**REPORT OF THE AUDIT COMMITTEE**

The Audit Committee has reviewed and discussed Home Bancorp's audited financial statements with management.

The Audit Committee has discussed with the independent registered public accounting firm the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (AICPA, *Professional Standards*, Vol. 1. AU Section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200 T. The Audit Committee has received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence, and has discussed with the

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independent registered public accounting firm such firm's independence. Based on the review and discussions referred to above in this report, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in Home Bancorp's Annual Report on Form 10-K for fiscal year ended December 31, 2012, for filing with the SEC.

*Members of the Audit Committee*

Paul J. Blanchet, III, Chairman  
John A. Hendry

Marc W. Judice

## REPORT OF THE COMPENSATION COMMITTEE

We have reviewed and discussed with management certain Compensation Discussion and Analysis provisions to be included in Home Bancorp's Schedule 14A Proxy Statement for the Annual Meeting of Shareholders to be held in 2013 and filed pursuant to Section 14(a) of the Securities Exchange Act of 1934. Based on the reviews and discussions referred to above, we recommended to the Board of Directors that the Compensation Discussion and Analysis be included in Home Bancorp's proxy statement.

### *Members of the Compensation Committee*

Michael P. Maraist, Chairman

Paul J. Blanchet, III

John A. Hendry

Marc W. Judice

## SHAREHOLDER PROPOSALS, NOMINATIONS AND COMMUNICATIONS

### WITH THE BOARD OF DIRECTORS

**Shareholder Proposals.** Any proposal which a shareholder wishes to have included in the proxy materials of Home Bancorp relating to the next annual meeting of shareholders of Home Bancorp must be received at the principal executive offices of Home Bancorp, Inc., 503 Kaliste Saloom Road, Lafayette, Louisiana, 70508, Attention: Henry W. Busch, Jr., Corporate Secretary, no later than December 6, 2013. If such proposal is in compliance with all of the requirements of Rule 14a-8 under the Securities Exchange Act of 1934, as amended, it will be included in the proxy statement and set forth on the form of proxy issued for such annual meeting of shareholders. It is urged that any such proposals be sent certified mail, return receipt requested.

Shareholder proposals that are not submitted for inclusion in Home Bancorp's proxy materials pursuant to Rule 14a-8 may be brought before an Annual Meeting pursuant to Article 9.D. of Home Bancorp's Articles of Incorporation. Notice of the proposal must also be given in writing and delivered to, or mailed and received at, our principal executive offices by December 6, 2013. The notice must include the information required by Article 9.D. of our Articles of Incorporation.

**Shareholder Nominations.** Our Articles of Incorporation provide that, subject to the rights of the holders of any class or series of stock having a preference over the common stock as to dividends or upon liquidation, all nominations for election to the Board of Directors, other than those made by the Board or the Nominating Committee thereof, shall be made by a shareholder who has complied with the notice provisions in the Articles of Incorporation. Written notice of a shareholder nomination generally must be communicated to the attention of the Corporate Secretary and either delivered to, or mailed and received at, our principal executive offices not later than, with respect to an annual meeting of shareholders, 120 days prior to the anniversary date of the mailing of proxy materials by us in connection with the immediately preceding annual meeting of shareholders. For our Annual Meeting in 2013, this notice must be received by December 6, 2013. Each written notice of a



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shareholder nomination is required to set forth certain information specified in Article 6.F. of Home Bancorp's Articles of Incorporation. We did not receive any shareholder nominations with respect to this Annual Meeting.

**Other Shareholder Communications.** Shareholders who wish to communicate with our Board of Directors may do so by sending written communications addressed to the Board of Directors of Home Bancorp, Inc., c/o Henry W. Busch, Jr., Corporate Secretary, 503 Kaliste Saloom Road, Lafayette, Louisiana 70508.

### ANNUAL REPORTS

A copy of our Annual Report to Shareholders on Form 10-K for the year ended December 31, 2012 accompanies this proxy statement. Such report is not part of the proxy solicitation materials.

**Upon receipt of a written request we will furnish to any shareholder without charge a copy of the exhibits to our Annual Report on Form 10-K for fiscal 2012. Such written requests should be directed to Mr. Henry W. Busch, Jr., Corporate Secretary, Home Bancorp, Inc., 503 Kaliste Saloom Road, Lafayette, Louisiana 70508. The Form 10-K is not a part of the proxy solicitation materials.**

#### **OTHER MATTERS**

Management is not aware of any business to come before the Annual Meeting other than the matters described above in this proxy statement. However, if any other matters should properly come before the meeting, it is intended that the proxies solicited hereby will be voted with respect to those other matters in accordance with the judgment of the persons voting the proxies.

The cost of the solicitation of proxies will be borne by Home Bancorp. Home Bancorp will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending the proxy materials to the beneficial owners of Home Bancorp's common stock. In addition to solicitations by mail, directors, officers and employees of Home Bancorp also may solicit proxies personally or by telephone without additional compensation.

**REVOCABLE PROXY**

**HOME BANCORP, INC.**

x **Please Mark Votes  
As in This Example**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF HOME BANCORP, INC. FOR USE AT THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 8, 2013 AND AT ANY ADJOURNMENT THEREOF.**

The undersigned hereby appoints the Board of Directors of Home Bancorp, Inc. or any successors thereto, as proxies with full powers of substitution, to represent and vote, as designated below, all the shares of common stock of Home Bancorp, Inc. held of record by the undersigned on March 18, 2013 at the Annual Meeting of Shareholders to be held at the Petroleum Club of Lafayette, located at 111 Heymann Boulevard, Lafayette, Louisiana on Wednesday, May 8, 2013, at 9:00 a.m., Central Daylight Time, or at any adjournment thereof.

If your address has changed, please mark here and provide new the address below.

*Important Notice Regarding the Availability of Proxy Materials for the Shareholders Meeting to Be Held on May 8, 2013.* The proxy statement and our 2012 Annual Report on Form 10-K as well as directions to the annual meeting are available at <http://home24bank.investorroom.com>.

**FOLD HERE PLEASE DO NOT DETACH PLEASE ACT PROMPTLY  
PLEASE COMPLETE, DATE, SIGN, AND MAIL THIS PROXY CARD IN THE ENCLOSED POSTAGE PAID ENVELOPE**

1. ELECTION OF DIRECTORS FOR A THREE-YEAR TERM:

FOR WITHHOLD FOR ALL EXCEPT  
Nominees for three-year term expiring in 2016: Michael P. Maraist and Richard J. Bourgeois

**Instruction: To withhold authority to vote for any individual nominee, mark For All Except and write that nominee s name in the space provided below.**

2. Proposal to ratify the appointment of Porter Keadle Moore, LLC as the Company s independent registered public accounting firm for the year ending December 31, 2013.

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“ FOR

“ AGAINST

“ ABSTAIN

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting.

**The Board of Directors recommends that you vote FOR all of the nominees listed above and FOR the ratification of the appointment of Porter Keadle Moore, LLC as the Company's independent registered public accounting firm.**



**Home Bancorp, Inc.**  
**503 Kaliste Saloom Road**  
**Lafayette, Louisiana 70508**

April 4, 2013

To: Participants in Home Bancorp's Employee Stock Ownership Plan

Re: Instructions for voting shares of Home Bancorp, Inc.

As described in the enclosed materials, proxies are being solicited in connection with the proposals to be considered at the upcoming Annual Meeting of Shareholders of Home Bancorp, Inc. We hope you will take advantage of the opportunity to direct the manner in which shares of common stock of Home Bancorp allocated to your account in the Home Bancorp Employee Stock Ownership Plan will be voted.

Enclosed with this letter is the Proxy Statement, which describes the matters to be voted upon, the Annual Report to Shareholders and Voting Instruction Ballot. After you have reviewed the Proxy Statement, we urge you to vote your allocated shares held in the Employee Stock Ownership Plan by marking, dating, signing and returning the enclosed Voting Instruction Ballot in the envelope provided. Registrar and Transfer Company will tabulate the votes for the purpose of having those shares voted by the Trustees.

We urge each of you to vote, as a means of participating in the governance of the affairs of Home Bancorp. If your voting instructions are not received, the shares allocated to your Employee Stock Ownership Plan account will generally not be voted. While we hope that you will vote in the manner recommended by the Board of Directors, the most important thing is that you vote in whatever manner you deem appropriate. Please take a moment to do so.

Please note that the enclosed material relates only to those shares which have been allocated to you in your account under the Employee Stock Ownership Plan. If you also own shares of Home Bancorp common stock outside of the Employee Stock Ownership Plan, you should receive other voting material for those shares owned by you individually or through other plans. Please return all your voting material so that all your shares may be voted.



IF YOUR ADDRESS HAS CHANGED, PLEASE MARK HERE AND PROVIDE NEW ADDRESS BELOW.

***Important Notice Regarding the Availability of Proxy Materials for the Shareholders Meeting to Be Held on May 8, 2013.*** The proxy statement and our 2012 Annual Report on Form 10-K as well as directions to the annual meeting are available at <http://home24bank.investorroom.com>.