



Approved April 2026

## I. PURPOSE

The purpose of the Audit Committee (“AC”) is to assist the Board of Directors (the “Board”) of Glacier Bancorp, Inc. (“Glacier”) in fulfilling its oversight responsibilities regarding the quality and integrity of the financial reporting processes and financial statements, compliance with legal and regulatory requirements, the independence, qualifications, performance and compensation of the independent auditor, and the performance of the Internal Audit function. [NYSE Requirement].

The AC’s responsibilities encompass Glacier’s entire enterprise, including the Holding Company, the Bank, Bank Divisions, and Subsidiaries. The AC will fulfill these responsibilities primarily by carrying out the responsibilities and duties outlined in Section IV of this Charter.

## II. COMPOSITION

Under the New York Stock Exchange (“NYSE”) requirements, the AC should consist of three or more Directors who are independent as determined by the Board. All members must comply with the independence and financial literacy requirements of the NYSE and the Securities and Exchange Commission (“SEC”). ACs are not required to include an AC Financial Expert as defined by the SEC, but they are required to disclose why they do not have one if that is the case. ACs should review their composition periodically to confirm that members have the knowledge and experience they need to be effective in their roles. The “Audit Committee financial expert” criteria, as of the most recent date of approval of this Charter, are set forth in **Exhibit A**.

In addition, the Audit Committee composition shall comply with FDIC regulatory requirements, including the following:

- Per FDIC 12 CFR 363.5 (a)(1) “Each insured depository institution with total assets of \$1 billion or more as of the beginning of its fiscal year shall establish an independent audit committee of its board of directors, the members of which shall be outside directors who are independent of management of the institution.”
- Per FDIC 12 CFR 363.5 (b) “The AC of any insured depository institution with total assets of more than \$3 billion as of the beginning of its fiscal year shall include members with banking or related financial management expertise, have access to its own outside counsel, and not include any large customers of the institution. If a large institution is a subsidiary of a holding company and relies on the AC of the holding company to comply with this rule, the holding company’s AC shall not include any members who are large customers of the subsidiary institution.”
- Per FDIC 12 CFR 363.5 Appendix A section 32: “At least two members of the AC of a large institution shall have banking or related financial management expertise.” This determination is to be made by the board of directors of the insured depository institution. A person will be considered to have such required expertise if the person has significant executive, professional, educational, or regulatory experience in financial, auditing, accounting, or banking matters as determined by the Board of Directors. Significant experience as an officer or member of the Board of Directors or AC of a financial services company would satisfy these criteria. A person who has the attributes of an “Audit Committee financial expert” as set forth in the SEC’s rules would also satisfy these criteria.



- Per FDIC 12 CFR 363.5 Appendix A section 33: A large customer is “Any individual or entity (including a controlling person of any such entity) which, in the determination of the Board of Directors, has such significant direct or indirect credit or other relationships with the institution, the termination of which likely would materially and adversely affect the institution's financial condition or results of operation...” Per the requirement, the Board of Directors will annually review the composition of the AC to ensure large customers are not members.

The AC members shall be appointed by the Board to serve until their successors shall be duly appointed or until such member’s earlier resignation or removal by the Board. Unless a Chair is appointed by the full Board, the members of the AC may designate a Chair by majority vote of the full AC membership.

### III. MEETINGS

The AC will meet at least four times annually, or more frequently as circumstances dictate. The AC will meet at least annually in separate executive sessions with management, the Chief Auditor, and the independent auditor to discuss any matters that the AC or each of these groups wish to discuss privately. [NYSE Requirement] In addition, the AC will meet with the independent auditor and management quarterly to review the Corporation's financial statements.

### IV. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, including those set out in SEC Rules 10A-3(b)(2), (3), (4) and (5) under the Securities Exchange Act of 1934, [NYSE Requirement] the AC shall:

1. **CHARTER REVIEW & APPROVAL:** Review the adequacy of this charter at least annually and recommend any proposed amendments to the Board for consideration and approval.
2. **OVERSIGHT OF FINANCIAL STATEMENTS AND REGULATORY FILINGS:** Review and discuss with the independent auditor, and management, the Corporation's quarterly and annual audited financial statements including disclosures under “Management’s Discussion and Analysis”. [NYSE Requirement] The AC shall also review material financial reports and disclosures submitted to bank regulatory authorities and other governmental bodies or released publicly, including any related certifications, or reviews issued by the independent auditor.
3. **OVERSIGHT OF THE EXTERNAL AUDIT PLAN AND RESULTS:** Review and discuss with the independent auditor, and management, the external audit plan, changes to the plan, and the nature, timing, scope, and results of the external audit. The AC shall also, review with the independent auditor any significant issues encountered during the audit, including difficulties or disagreements with management or the Internal Audit department, any restrictions on audit scope or access to information, as well as management’s response. [NYSE Requirement]
4. **OVERSIGHT OF INTERNAL AUDIT REPORTING:** Receive and review reports from the Internal Audit function regarding the results of audit activities, including significant issues, identified concerns, and management's response and remediation actions.
5. **AUDIT COMMITTEE ANNUAL REPORT APPROVAL:** Review and approve the AC's annual report for inclusion in the Corporation's filings as required by Item 407(d)(3)(i) of SEC Regulation S-K. [NYSE Requirement]



6. **EXTERNAL AUDITOR QUALITY AND INDEPENDENCE REVIEW:** Annually, obtain and review a written report from the independent auditor regarding the auditor's internal quality control procedures, any material issues raised by the most recent internal quality control review, Public Company Accounting Oversight Board (PCAOB) inspection, or peer review, or any inquiries or investigations by governmental or professional authorities within the preceding five years relating to audits performed by the auditor and the steps taken to address any such issues, and all relationships between the independent auditor and the Corporation.
7. **REVIEW OF EARNINGS RELEASES AND FINANCIAL GUIDANCE:** Discuss the Corporation's earnings press releases, financial information, and earnings guidance provided to analysts and ratings agencies, including the use of non-GAAP financial measures. These discussions need not occur in advance of each release or each provision of guidance. [NYSE Requirement]
8. **REPORTING KEY FINANCIAL, AUDIT, AND COMPLIANCE MATTERS TO THE BOARD:** Regularly report to the Board on significant matters relating to the quality or integrity of the Corporation's financial statements, the Corporation's compliance with legal and regulatory requirements, the performance and independence of the external auditor, and the performance of the Internal Audit function. [NYSE Requirement]
9. **SELECTION AND OVERSIGHT OF THE INDEPENDENT AUDITOR:** Select the independent auditor to examine the Corporation's accounts, internal controls, and financial statements. The AC shall have sole authority and responsibility to discharge, select, evaluate, compensate, and oversee the work of any registered public accounting firm engaged to prepare or issue an external audit report or to perform other services for the Corporation, including resolution of disagreements between management and the independent auditor regarding financial reporting.
10. **COMPLIANCE WITH FDIC AUDITOR ENGAGEMENT REQUIREMENTS:** Ensure that the independent auditor's engagement letter and any related agreements comply with FDIC 363.5(c) and 363.3(e). Such agreements shall not include any provisions that limit the auditor's liability to the Corporation, including provisions that indemnify, hold harmless, or release the auditor from liability, or that otherwise limit the remedies available to the Corporation, except as permitted by applicable regulation. The engagement letter shall also require the independent auditor to retain audit working papers for at least seven years following the report release date, or longer if required by law. The Audit Committee may permit alternative dispute resolution or jury trial waiver provisions, provided such provisions do not include prohibited limitations of liability.
11. **PRE-APPROVAL OF AUDIT AND NON-AUDIT SERVICES:** Approve all audit services and permissible non-audit services to be provided by the Corporation's external auditor, subject to the de minimis exceptions permitted under Sarbanes-Oxley Act of 2002 Section 202. A description of non-audit services currently in effect is set forth in **Exhibit B**.
12. **APPROVAL OF EXTERNAL AUDITOR FEES AND FUNDING:** Review and approve the fees and compensation to be paid to the Corporation's external auditor. In fulfilling this responsibility, the AC will determine the appropriate funding for the external auditor to perform audit, review, attest, or related services, and will work with the Board to ensure that such funding is provided pursuant to the Corporation's obligations.



13. **ANNUAL ASSESSMENT OF AUDITOR INDEPENDENCE:** Annually, review and discuss with the external auditor all significant relationships they have with the Corporation to assess the auditor's independence.
14. **AUDITOR-RELATED EMPLOYMENT AND HIRING POLICIES:** Set clear policies governing the hiring of current or former employees of the Corporation's external auditor. [NYSE Requirement]
15. **OVERSIGHT OF INTERNAL CONTROLS AND DISCLOSURE CONTROLS:** Review and discuss with management and, as appropriate, the external auditor, the effectiveness of the Corporation's internal control over financial reporting and its disclosure controls and processes.
16. **OVERSIGHT OF ACCOUNTING POLICIES, JUDGMENTS, AND STANDARDS:** Review and discuss with management and, as appropriate:
  - a. Major issues regarding accounting principles and financial statement presentations, including significant changes in the Corporation's selection or application of accounting principles, and matters relating to the adequacy of internal control over financial reporting
  - b. Analyses prepared by management or the external auditor relating to significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including the effects of alternative GAAP methodologies and
  - c. The impact of regulatory and accounting initiatives and new accounting standards on the Corporation's financial statements. [NYSE Requirement]
17. **REVIEW AND APPROVAL OF RELATED-PERSON TRANSACTIONS:** Review and approve related person transactions within the scope of Item 404(a) of SEC Regulation S-K, in accordance with the policies and procedures adopted by the Board.
18. **WHISTLEBLOWER AND COMPLAINT HANDLING PROCEDURES:** Establish and oversee procedures for the receipt, retention, and treatment of complaints regarding financial statements, disclosures, accounting, internal controls, or auditing matters and for the confidential anonymous employee submissions regarding questionable accounting or auditing matters.
19. **AUDIT COMMITTEE SELF-ASSESSMENT AND PERFORMANCE EVALUATION:** Conduct and present to the Board an annual self-assessment and performance evaluation of the AC. [NYSE Requirement]
20. **OVERSIGHT OF FINANCIAL RISK AND RISK MANAGEMENT PRACTICES:** Discuss the Corporation's major financial risk exposures and review the Corporation's risk assessment and risk management practices, including guidelines, policies and processes used to identify, assess, and manage such risks. [NYSE Requirement]
21. **OVERSIGHT OF CODE OF ETHICS FOR SENIOR FINANCIAL OFFICERS:** Establish, periodically review, and update the Corporation's Code of Ethics for Senior Financial Officers and oversee management's implementation and enforcement of the Code.
22. **MONITORING COMPLIANCE WITH ETHICAL AND LEGAL REPORTING REQUIREMENTS:** Review management's monitoring of compliance with the Corporation's Code of Ethics for Senior Financial Officers and oversee management's process to ensure that the Corporation's financial statements, reports, and other financial information



disclosed to governmental authorities and to the public comply with applicable legal and regulatory requirements.

23. **OVERSIGHT OF THE INTERNAL AUDIT FUNCTION:** Establish and maintain a direct reporting relationship with the Chief Auditor and oversee the Corporation's Internal Audit function related to the following:
  - a. Establish the mandate of the IA function as outlined in the IA Charter by incorporating input on expectations from Executive & Senior Leaders
  - b. Review and approve the IA Charter
  - c. Promote recognition of the IA function throughout the organization
  - d. Establish IA's organizational reporting lines to ensure independence
  - e. Oversee the appointment, replacement, performance evaluation, and compensation of the Chief Auditor
  - f. Maintain IA's unrestricted access to data, records, personnel, and property
  - g. Approve changes to IA practices, including the audit methodology, as outlined in the Internal Audit Manual
  - h. Approve the Audit Plan including changes to the plan
  - i. Approve the IA budget & resourcing plan including changes to the plan
  - j. Review the results from the Audit Plan including status of key issues
  - k. Review the results from the Quality Assurance & Improvement Plan including the Internal & External Quality Assessments
  - l. Review IA personnel matters, including the qualifications, training, experience, and succession planning for key IA roles
  - m. Approve IA's performance objectives, as defined by the CA, at least annually
  - n. Assess the overall effectiveness and efficiency of the IA function
  
24. **ALIGNMENT OF INTERNAL AUDIT STRATEGY WITH BOARD EXPECTATIONS:** Communicate the Board's perspective on the Corporation's strategies, objectives, and risks to support the CA in developing and maintaining the IA Strategic Plan.
  
25. **OVERSIGHT OF LEGAL AND REGULATORY COMPLIANCE MATTERS:** Review and discuss with the Corporation's counsel significant legal and regulatory compliance matters, including corporate securities trading policies and other legal matters that could have a material impact on the Corporation's financial statements.
  
26. **AUTHORITY TO RETAIN INDEPENDENT ADVISORS:** Retain sole authority to obtain outside counsel, experts, and other advisors as the AC deems appropriate. The AC shall have sole authority to approve related fees and retention terms, and the Corporation shall provide the necessary financial resources, as well as administrative expenses of the AC that are necessary or appropriate in carrying out its duties.
  
27. **DELEGATION AUTHORITY TO SUBCOMMITTEES:** Retain authority to delegate any of its responsibilities to subcommittees as the AC deems appropriate, provided at least one member of the subcommittee qualifies as an AC financial expert.
  
28. **OTHER DUTIES CONSISTENT WITH THE CHARTER AND APPLICABLE LAW:** Perform any other duties consistent with this Charter, the Corporation's Bylaws, and applicable law, as the AC or the Board deems necessary or appropriate

#### **AMENDMENT OF CHARTER**

Amendment of this charter is subject to the approval of the Glacier Board of Directors.



**CHARTER REVISION HISTORY**

<b>VERSION</b>	<b>DATE APPROVED</b>	<b>TYPE OF CHANGES</b>	<b>DETAILS OF REVISION</b>
1	April 2022	Initial version approval	N/A
2	April 2023	Minor revisions	Simplified the language and added FOIA
3	April 2024	Minor Revisions	Align to updated guidance from the FDIC and from the Global IIA Standards
4	April 2026	Minor Revisions	Added clarifying language to section IV. Responsibilities and Duties

**FOIA:**

*The information being submitted is confidential. Public disclosure of this proprietary business information could cause substantial competitive harm to Glacier Bancorp, In or their affiliates (collectively "Glacier"). Accordingly, Glacier requests that this information be treated as confidential and exempt from disclosure pursuant to 5 U.S.C. §552 (b)(4). Glacier requests that it be notified and given a reasonable opportunity to provide additional grounds to support its request for confidential treatment should anyone submit a Freedom of Information Act request for this information*



## EXHIBIT A

### AUDIT COMMITTEE FINANCIAL EXPERT

A person who has thorough education and experience of the following:

- a. Financial statements and generally accepted accounting (GAAP) principles
- b. An ability to assess the general application of GAAP principles in connection with the accounting for estimates, accruals, and reserves
- c. Experience preparing, auditing, analyzing, or evaluating financial statements that present a breadth and level of complexity of accounting issues generally comparable to what can reasonably be expected to be raised by the company's financial statements, or experience actively supervising those engaged in such activities
- d. An understanding of internal control over financial reporting
- e. An understanding of the AC functions

A person will need to possess all the attributes listed above to qualify as an "Audit Committee financial expert." A person can acquire such attributes through any one or more of the following means:

- Education and experience as a principal financial officer, principal accounting officer, controller, public accountant, auditor, or experience in positions that involve similar functions
- Experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor, or someone performing similar functions
- Experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing, or evaluation of financial statements
- Other relevant experience

Disclosure of whether at least one AC member is an AC financial expert is required in the annual report or proxy statement. If the committee does not have at least one AC financial expert, the company must explain why it does not. The SEC also requires disclosure of the financial expert's name and whether the expert is independent of management. The company may choose to disclose whether more than one AC member is an AC financial expert, but the names of any additional experts need not be disclosed.

The SEC rule states that designation as a financial expert does not imply that an individual is an expert for any purpose under the Exchange Act or otherwise. Furthermore, it does not elevate the duties, obligations, or liabilities of that member or lessen those of other board and AC members.

The NYSE requires all AC members to be "financially literate" as interpreted by the company's board, or to become financially literate within a reasonable period after being appointed to the committee. In addition, at least one member must have "accounting or related financial management expertise" as interpreted by the board. Although the NYSE listing standards do not require the AC to include a person who satisfies the SEC's definition of a financial expert, a person who satisfies the SEC's definition also satisfies the NYSE requirement.

**EXHIBIT B****PROHIBITED NON-AUDIT SERVICES**

The following non-audit services may not be performed for the Corporation by any accounting firm (or any associated person of such accounting firm), that contemporaneously performs for the Corporation any audit required under the Securities Exchange Act of 1934 or under the rules of the Public Corporation Accounting Oversight Board ("PCAOB"):

- Bookkeeping or other services related to the accounting records or financial statements of the Corporation
- Financial information systems design and implementation
- Appraisal or valuation services, fairness opinions or contributions-in-kind reports
- Actuarial services
- Internal auditing outsourcing services
- Management functions or human resources
- Broker or dealer, investment adviser or investment banking services
- Legal services and expert services unrelated to the audit
- Any other service that the PCAOB determines, by regulation, is impermissible

These prohibitions shall apply unless it is reasonable to conclude that the results of these services will not be subject to audit procedures during an audit of the Corporation's financial statements.