

Glacier Bancorp, Inc. and Glacier Bank
COMPENSATION AND HUMAN CAPITAL COMMITTEE OF THE BOARD
OF DIRECTORS CHARTER

Approved October 2023

I. COMPOSITION AND QUALIFICATIONS

The Compensation and Human Capital Committee (the “Committee”) of the Board of Directors (the “Board”) of Glacier Bancorp, Inc. and Glacier Bank (together, the “Corporation”) shall consist of at least three members, each of whom shall be a director of the Corporation. Each member of the Committee shall qualify as an “independent director” under the New York Stock Exchange (NYSE) rules, including the requirements of NYSE Rule 303A.02(a)(ii), and a “non-employee director” under Securities and Exchange Commission (“SEC”) Rule 16b-3, and otherwise satisfy all other applicable legal and independence requirements. Among other matters, the Board must consider whether the following factors affect the director’s ability to be independent from management or to make independent judgments in connection with the duties of a compensation and human capital committee member: (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Corporation to such director, and (ii) whether the director is affiliated with the Corporation, a subsidiary of the Corporation or an affiliate of a subsidiary of the Corporation. The Committee shall report its actions and recommendations to the Board at the next Board meeting following a Committee meeting.

II. APPOINTMENT AND REMOVAL

Each member of the Committee will be appointed by the Board and will serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal by the Board.

III. AUTHORITY AND RESPONSIBILITIES

The Committee shall:

1. Make recommendations to assist the Board in discharging its fiduciary duties relating to the compensation of the Corporation’s executive officers.
2. Annually review and approve the corporate goals and objectives relevant to the chief executive officer’s incentive compensation, evaluate the chief executive officer’s performance in light of those goals and objectives and certify the results, and determine the chief executive officer’s incentive compensation based on this evaluation. The chief executive officer shall not be present during any Committee deliberations or voting with respect to her or his compensation.
3. Annually conduct an evaluation of the performance of the chief executive officer under the oversight of the Nominating/Corporate Governance Committee.
4. Review and evaluate the performance of the other executive officers and other key employees of the Corporation in light of the goals and objectives of the Corporation.

5. Review and monitor the development, implementation, and effectiveness of the Corporation's policies and strategies related to human capital management including culture, recruitment, talent development, and diversity, equity, and inclusion.
6. Determine and approve, or recommend to the full Board of Directors for approval, the following as they affect the chief executive officer, other executive officers and key employees of the Corporation: (i) the annual compensation packages, including base salaries, bonus, and other cash-based and equity-based awards and opportunities; (ii) any employment agreements and severance arrangements; and (iii) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits.
7. Review and approve or recommend to the full Board of Directors for approval, guidelines for non-executive officer compensation, executive incentive compensation plans, and equity-based plans in which executive officers and members of the Board of Directors are eligible to participate.
8. Review the recommendations of management to (i) designate key employees to incentive compensation programs; (ii) determine appropriate incentive compensation and stock option award levels; and (ii) approve new benefit plans.
9. Approve for submission to shareholders all new or materially amended equity plans, make recommendations to the Board of Directors with respect to any incentive compensation plans and equity-based plans, and administer all plans of the Corporation that provide for stock- or similar-based awards.
10. Review the Corporation's compensation practices and the relationship among risk, risk management and compensation in light of the Corporation's objectives and applicable regulatory guidance, including safety and soundness and consumer compliance. The Corporation will avoid compensation practices that would encourage excessive risk taking.
11. Monitor the effectiveness of benefit plan offerings and approve changes where appropriate.
12. Recommend to the Board of Directors any fees for chairman of the board, directors and/or any committee members, as well as other compensation for non-employee directors.
13. Review and discuss with management the Compensation Discussion and Analysis ("CD&A") required to be filed in the Corporation's proxy statement and annual report on Form 10-K under SEC rules. Assure availability to management of access to the information reasonably necessary for management to prepare the CD&A and to execute the CEO and CFO certifications required to be filed with the Corporation's reports to the SEC.
14. Produce all other necessary or appropriate Committee disclosures and certifications to be included in the Corporation's proxy statement or otherwise provided to shareholders or regulatory authorities.

15. Determine the amount of any compensation to be recovered by the Corporation from current or former executive officers pursuant to the Corporation's Clawback Policy in the event that such Clawback Policy becomes applicable.
16. The Committee must be directly responsible for the appointment, compensation and oversight of any compensation advisor.
17. Have sole discretion to retain or obtain the advice of any advisor (including, but not limited to compensation consultants and outside legal counsel) only after taking into consideration the following independence factors:
 - the provision of other services to the listed Corporation by the person who employs the compensation consultant, legal counsel or other adviser;
 - the amount of fees received from the listed Corporation by the person who employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person who employs the compensation consultant, legal counsel or other adviser;
 - the policies and procedures of the person who employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
 - any stock of the listed Corporation owned by the compensation consultant, legal counsel or other adviser; and
 - any business or personal relationship of the compensation consultant, legal counsel, other adviser, or the person employing the adviser with an executive officer of the Corporation.

Nothing herein shall require any compensation consultant, legal counsel or other adviser to be independent, but the Committee shall consider the six independence factors enumerated above before selecting, or receiving advice from, such a compensation adviser.[NYSE Requirement] However, the Committee is not required to consider the foregoing factors (i) if the compensation consultant, legal counsel or other adviser's services are limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees, or (ii) before providing information that is either not customized for the Corporation or that is customized based on parameters that are not developed by the adviser and about which the adviser does not provide advice.

If the independent advisors provide services to the Corporation other than in connection with the evaluation of director, chief executive officer or senior executive compensation and benefits, the Committee shall approve the annual amount of aggregate fees permitted for such other services. Management shall report to the Committee at least annually regarding all services performed by and fees paid to any independent advisors.

18. Report regularly to the Board of Directors (i) following meetings of the Committee, (ii) with respect to those matters that are relevant to the Committee's discharge of its responsibilities, and (iii) with respect to those recommendations that the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairman of the Committee or any other member of the Committee designated by the Committee to make such report.
19. Perform a review and evaluation, at least annually, of the performance of the Committee and its members, including a review of the compliance of the Committee with this charter. In addition, the Committee will review and reassess periodically the adequacy of this charter and recommend to the Board of Directors any improvements to this charter that the Committee considers necessary or valuable. The Committee will conduct such evaluations and reviews in the manner it deems appropriate.

IV. FUNDING OF COMPENSATION COMMITTEE FUNCTIONS

The Corporation shall provide appropriate funding (as determined by the Committee) for the Committee in its capacity as a committee of the Board of Directors in such amounts as determined by the Committee for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee.

V. MEETINGS

The Committee shall meet at least one time each year. The Committee may establish its own meeting schedule.