

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

SCHEDULE 14A
Proxy Statement Pursuant To Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No. __)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

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

GLACIER BANCORP, INC.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- ☒ Fee not required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
- (1) Title of each class of securities to which transaction applies: _____
- (2) Aggregate number of securities to which transaction applies: _____
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
- (4) Proposed maximum aggregate value of transaction: _____
- (5) Total fee paid: _____
- ☐ Fee paid previously with preliminary materials.
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid: _____
- (2) Form, Schedule or Registration Statement No.: _____
- (3) Filing Party: _____
- (4) Date Filed: _____

GLACIER BANCORP, INC.
49 Commons Loop
Kalispell, Montana 59901
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
to Be Held April 26, 2023
9:00 a.m. Mountain Time

To the Shareholders of Glacier Bancorp, Inc.:

We cordially invite you to attend the 2023 Annual Meeting of Shareholders of Glacier Bancorp, Inc. (the “Company”), to be conducted on April 26, 2023, at 9:00 a.m. Mountain Time (the “Annual Meeting”) at The Hilton Garden Inn, 1840 Highway 93 South, Kalispell, Montana. The purpose of the Annual Meeting is to vote on the following proposals:

1. To elect ten directors to serve on the Company’s board of directors until the 2024 annual meeting of shareholders;
2. To vote on an advisory (non-binding) resolution to approve the compensation of the Company’s Named Executive Officers;
3. To vote, in an advisory (non-binding) capacity, on the frequency of future advisory votes on the compensation of the Company’s Named Executive Officers;
4. To ratify the appointment of FORVIS, LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023 and
5. To consider such other matters as may properly come before the meeting or any adjournments or postponements.

If you were a shareholder of record or beneficial owner on February 23, 2023, you may vote on the proposals presented at the Annual Meeting. We encourage you to promptly vote by phone or via the Internet, or complete and return the enclosed proxy card or voting instruction form, to ensure that your shares will be represented and voted at the meeting in accordance with your instructions. If you attend the meeting in person, you generally will be able to withdraw your proxy and vote your shares.

Further information regarding voting rights and the business to be transacted at the Annual Meeting is included in the accompanying Proxy Statement. The directors, officers, and employees who serve you genuinely appreciate your continued interest and support as a shareholder in the affairs of the Company and in its growth and development.

March 15, 2023

BY ORDER OF THE BOARD OF DIRECTORS



Ron J. Copher, Secretary

YOUR VOTE IS IMPORTANT

Whether or not you plan to attend the Annual Meeting, please vote promptly by phone or via the Internet, or sign and date your proxy card or voting instruction form and return it in the enclosed postage prepaid envelope. You do not need to retain the proxy card or voting instruction form in order to be admitted to the Annual Meeting. If you attend the Annual Meeting, you may vote either in person or by proxy. You may revoke any proxy that you have given either in writing or in person at any time prior to the proxy’s exercise.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on April 26, 2023. A copy of this Proxy Statement and the Annual Report to Shareholders for the year ended December 31, 2022, which includes our Form 10-K, are available at www.proxyvote.com.

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GLACIER BANCORP, INC.
49 Commons Loop
Kalispell, Montana 59901
(406) 756-4200

PROXY STATEMENT

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on April 26, 2023: This Proxy Statement and the Annual Report to Shareholders for the year ended December 31, 2022, which includes our Form 10-K, are available at www.proxyvote.com.

In this Proxy Statement, the terms “we,” “us” and “our” refer to Glacier Bancorp, Inc.

INFORMATION ABOUT THE MEETING

Meeting Information. This Proxy Statement and the accompanying proxy card or voting instruction form are being sent to shareholders on or about March 15, 2023, for use in connection with the 2023 Annual Meeting of Shareholders of Glacier Bancorp, Inc. (the “Company” or “Glacier”), to be held virtually on Wednesday, April 26, 2023, at 9:00 a.m. Mountain Time (the “Annual Meeting”) at The Hilton Garden Inn, 1840 Highway 93 South, Kalispell, Montana.

Record Date. If you were a shareholder on February 23, 2023 (the “Record Date”), you are entitled to vote at the Annual Meeting. There were approximately 110,868,332 shares of our common stock outstanding on the Record Date.

Quorum. The quorum requirement for holding the Annual Meeting and transacting business is a majority of the outstanding shares entitled to be voted. The shares may be present in person or represented by proxy at the Annual Meeting. Both abstentions and broker non-votes (as defined below) are counted as present for the purpose of determining the presence of a quorum.

Voting Your Shares Now or at the Annual Meeting. To vote now, follow the instructions on your proxy card or voting instruction form. Please vote promptly via the Internet (www.proxyvote.com) or phone (1-800-690-6903) or by completing and mailing your proxy card or voting instruction form. You generally may vote your shares at the Annual Meeting if you attend in person.

Revocation. Any proxy given by a shareholder of record or voting instructions given by a beneficial owner may be revoked before the proxy or voting instructions are exercised at the Annual Meeting by telephone, Internet or mail received prior to 11:59 p.m. Eastern Time on Tuesday, April 25, 2023, or by attending the Annual Meeting in person.

Solicitation of Proxies. Our board of directors (“Board”) is soliciting shareholder proxies, and we will pay the associated costs. Solicitation may be made by our directors, officers and employees or by the directors, officers and employees of the divisions of our banking subsidiary, Glacier Bank (“Glacier Bank”), operating under the following names:

- | | |
|--|--|
| • Altabank (American Fork, Utah) | • First State Bank (Wheatland, WY) |
| • Bank of the San Juans (Durango, CO) | • Glacier Bank (Kalispell, MT) |
| • Citizens Community Bank (Pocatello, ID) | • Heritage Bank of Nevada (Reno, NV) |
| • Collegiate Peaks Bank (Buena Vista, CO) | • Mountain West Bank (Coeur d’Alene, ID) |
| • First Bank of Montana (Lewistown, MT) | • North Cascades Bank (Chelan, WA) |
| • First Bank of Wyoming (Powell, WY) | • The Foothills Bank (Yuma, AZ) |
| • First Community Bank Utah (Layton, UT) | • Valley Bank of Helena (Helena, MT) |
| • First Security Bank (Bozeman, MT) | • Western Security Bank (Billings, MT) |
| • First Security Bank of Missoula (Missoula, MT) | |

We do not expect to engage an outside firm to provide proxy solicitation services. However, if we do, we will pay a fee for such services. Solicitation may be made through the mail or by telephone, facsimile, email, or in person.

Voting on Matters Presented

Proposal No. 1 - Election of Directors. The ten director nominees who receive the highest number of affirmative votes will be elected. Shareholders are not permitted to cumulate their votes for the election of directors. Votes may be cast FOR or WITHHELD from each nominee. Votes that are withheld and broker non-votes will have no effect on the outcome of the election.

As described in the section entitled “*Corporate Governance – Majority Voting Policy*,” the Company has adopted a Majority Voting Policy. Under the policy, as part of the nomination of directors, each of our director nominees is required to tender an irrevocable resignation as a director of the Company. The Company has such a letter on file from each director nominee. If any such director nominee receives more WITHHELD votes than FOR votes in an uncontested election of directors, his or her resignation will be considered by the Company’s Nominating/Corporate Governance Committee (the “Nominating/Governance Committee”) and the Board.

Proposal No. 2 - Advisory (Non-Binding) Vote on Executive Compensation. A vote FOR this proposal by a majority of the shares voting on the proposal is required to approve the advisory (non-binding) resolution on the compensation of our officers named in the Summary Compensation Table below (the “Named Executive Officers”). You may vote FOR, AGAINST or ABSTAIN from approving the advisory (non-binding) resolution on executive compensation. Abstentions and broker non-votes will have no effect on the outcome of the proposal.

Proposal No. 3 - Advisory (Non-Binding) Vote on Frequency of Shareholder Vote on Executive Compensation. Shareholders must vote, in an advisory (non-binding) capacity, to determine whether future advisory votes on executive compensation will occur every one, two or three years. The frequency receiving the greatest number of votes (every one, two or three years) will be considered the frequency recommended by shareholders. Shareholders may also abstain from voting. Abstentions and broker non-votes will have no effect on the outcome of the proposal.

Proposal No. 4 - Ratification of Independent Registered Public Accounting Firm. The proposal to ratify the appointment of FORVIS, LLP as the Company’s independent registered public accounting firm (also referred to as “independent auditors”) for the fiscal year ending December 31, 2023, will be approved if a majority of the shares voting on the proposal are cast FOR the proposal. You may vote FOR, AGAINST or ABSTAIN from approving the proposal. Abstentions and broker non-votes will have no effect on the outcome of the proposal.

Voting by Shareholders of Record and Beneficial Owners. A significant percentage of Glacier shareholders hold their shares through a broker, bank or other nominee rather than directly in their own names listed in the records maintained by the Company’s transfer agent. As summarized below, there are some differences between the two types of ownership.

Shareholders of Record. If your shares are registered directly in your name with Glacier’s transfer agent, American Stock Transfer & Trust Co, LLC, you are considered the shareholder of record with respect to those shares, and you have the right to grant your voting proxy directly to Glacier. We have enclosed a proxy card for you to use. You also may vote in person at the Annual Meeting as described in the section entitled “*Voting in Person at the Annual Meeting.*”

Shares represented by properly executed proxies that are received prior to the deadline for submitting proxies and that are not revoked will be voted in accordance with the instructions indicated on the proxies. If no instructions are indicated, the persons named in the proxy will vote the shares represented by the proxy (i) FOR the director nominees listed in this Proxy Statement, (ii) FOR the advisory (non-binding) resolution to approve the compensation of our Named Executive Officers, (iii) for ONE YEAR for the frequency of future advisory (non-binding) votes to approve the compensation of our Named Executive Officers, and (iv) FOR ratification of the appointment of FORVIS, LLP as our independent registered public accounting firm.

Beneficial Owners. If your shares are held in a stock brokerage account or by a bank or other nominee (including shares held for your account in the Company’s Profit Sharing and 401(k) Plan (“401(k) Plan”)), you are considered the beneficial owner of the shares, and these proxy materials are being forwarded to you by your broker, other nominee, or the trustee for the 401(k) Plan. As the beneficial owner, you have the right to direct your broker, other nominee or the trustee on how to vote. You are being provided with a voting instruction form to use in directing how your shares are to be voted. Beneficial owners (other than participants in the 401(k) Plan) generally are also permitted to vote in person as described in the section entitled “*Voting in Person at the Annual Meeting.*”

Under the rules of the NYSE governing voting by brokers, brokers may vote on behalf of their customers without voting instructions or other customer authorization only on routine meeting proposals. Brokers cannot vote on behalf of beneficial owners on non-routine proposals (defined as “broker non-votes”) unless the beneficial owner provides voting instructions. Generally, broker non-votes occur with respect to a particular proposal because (i) the broker has not received voting instructions from the beneficial owner and (ii) the broker lacks discretionary voting power to vote such shares.

If your shares are held in a brokerage account and you do not submit voting instructions to your broker, your broker may vote your shares at this meeting only on the ratification of the appointment of the independent registered public accounting firm, which is a routine proposal under the NYSE’s rules. If no instructions are given with respect to the other three proposals, your broker cannot vote your shares on those proposals.

Voting in Person at the Annual Meeting

You may vote your shares at the Annual Meeting even if you have previously submitted your vote (except for participants in the 401(k) Plan). If you choose to vote your shares in person at the Annual Meeting, please bring the enclosed proxy card and proof of identification. Even if you plan to attend the Annual Meeting, we recommend that you vote your shares in advance as described above so that your vote will be counted if you later decide not to attend the Annual Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

There were approximately 110,868,332 shares of common stock outstanding on the Record Date.

Principal Shareholders

The following table includes information as of December 31, 2022, concerning the persons or entities, including any “group” as that term is used in Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), who or which was known to us to be the beneficial owner of more than 5% of the Company’s issued and outstanding common stock on the Record Date.

<u>Title of Class</u>	<u>Name and Address of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership ⁽¹⁾</u>	<u>Percent of Class</u>
Common Stock	BlackRock, Inc. 55 East 52 nd Street New York, NY 10055	13,377,189 ⁽²⁾	12.1%
Common Stock	The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, PA 19355	11,506,356 ⁽³⁾	10.4%

(1) Pursuant to rules promulgated by the Securities and Exchange Commission (“SEC”) under the Exchange Act, a person or entity is considered to beneficially own shares of common stock if the person or entity has or shares (i) voting power, meaning the power to vote or to direct the voting of the shares, or (ii) investment power, meaning the power to dispose of or to direct the disposition of the shares.

(2) A Schedule 13G/A filed with the SEC on January 26, 2023, indicates that BlackRock, Inc. (“BlackRock”), had sole voting power over 13,124,124 shares and sole dispositive power over 13,377,189 shares of the Company’s common stock. The securities are beneficially owned by various BlackRock subsidiaries, including BlackRock Fund Advisors, which has beneficial ownership of more than 5% of the outstanding common stock. For purposes of the Exchange Act, BlackRock is deemed to be a beneficial owner of such shares.

(3) A Schedule 13G/A filed with the SEC on February 9, 2023, indicates that The Vanguard Group, Inc. (“Vanguard”) had shared voting power over 93,167 shares, sole dispositive power over 11,303,542 shares, and shared dispositive power over 202,814 shares of the Company’s common stock. The securities are beneficially owned by various Vanguard subsidiaries. For purposes of the Exchange Act, Vanguard is deemed to be a beneficial owner of such shares.

Directors and Named Executive Officers

The following table shows, as of February 23, 2023, the amount of Glacier common stock beneficially owned by (a) each director and director nominee of the Company, (b) the Named Executive Officers, and (c) all of Glacier's directors, director nominees, and Named Executive Officers as a group. Beneficial ownership is a technical term broadly defined by the Securities and Exchange Commission ("SEC"). In general, beneficial ownership includes (i) securities over which a director or a Named Executive Officer is deemed to have voting or investment power, either directly or indirectly, and (ii) stock options or other rights that are exercisable currently or become exercisable within 60 days of the date as of which the beneficial ownership was determined. Except as noted below, each holder has sole voting and investment power for all shares beneficially owned.

<u>Name and Address** of Beneficial Owner</u>	<u>Position</u>	<u>Amount and Nature of Beneficial Ownership of Common Stock as of February 23, 2023 ⁽¹⁾</u>	
<i>Named Executive Officers</i>			
Randall M. Chesler	Director, President and Chief Executive Officer (“CEO”)	52,577	*
Ron J. Copher	Executive Vice President (“EVP”), Chief Financial Officer (“CFO”) and Secretary	83,502 ⁽²⁾	*
Don J. Chery	EVP and Chief Administrative Officer (“CAO”)	33,572 ⁽³⁾	*
<i>Directors</i>			
David C. Boyles	Director	34,857 ⁽⁴⁾	*
Robert A. Cashell, Jr.	Director	130,117	*
Sherry L. Cladouhos	Director	23,169 ⁽⁵⁾	*
Jesus T. Espinoza	Director	1,371	*
Annie M. Goodwin	Director	17,493 ⁽⁶⁾	*
Kristen L. Heck	Director	6,874	*
Michael B. Hormaechea	Director	3,032	*
Craig A. Langel	Director, Chair of Glacier and Glacier Bank	81,574 ⁽⁷⁾	*
Douglas J. McBride	Director	15,731	*
Executive officers and directors as a group (12 individuals)		483,869	*

* Represents less than 1% of outstanding common stock.

** The business address for each beneficial owner is 49 Commons Loop, Kalispell, Montana 59901.

(1) The numbers and percentages shown are based on the number of shares of Glacier common stock deemed beneficially owned under applicable regulations and have been adjusted for stock splits and stock dividends.

(2) Includes 24,805 shares held for Mr. Copher's account in the Company's 401(k) Plan.

(3) All shares are held jointly with Mr. Chery's spouse.

(4) Includes 31,557 shares held jointly with Mr. Boyles' spouse.

(5) Includes 22,284 shares held jointly with Ms. Cladouhos' spouse; and 885 shares held as custodian for immediate family members pursuant to the Uniform Transfers to Minors Act.

(6) Includes 4,826 shares held in Ms. Goodwin's IRA account

(7) Includes 81,457 shares held directly by Mr. Langel and 117 shares owned by Mr. Langel's spouse.

Section 16(a) of the Exchange Act requires our directors and executive officers to file reports of their ownership of Glacier's common stock to the SEC. Based solely on a review of the filings made with the SEC and written representations from our directors and executive officers, we believe that all Section 16(a) filing requirements that apply to our directors and executive officers were complied with for the fiscal year ended December 31, 2022.

TRANSACTIONS WITH MANAGEMENT

Certain Transactions

Transactions between Glacier or its affiliates and related persons (including directors and executive officers of Glacier or their immediate family members) generally must be approved by the Audit Committee (or a comparable committee of independent disinterested directors), in accordance with the Related Person Transactions Policy adopted by the Board. Under the policy, a transaction between Glacier or Glacier Bank and a “related person” will be consummated only if (i) the designated committee, or a majority of the disinterested independent members of the Board, approves or ratifies such transaction in accordance with the guidelines set forth in the policy and (ii) the transaction is on terms comparable to those that could be obtained in arm’s-length dealings with an unrelated third party.

During 2022, certain directors and executive officers (and their associates) of Glacier and Glacier Bank were customers of one or more of our bank divisions, and it is anticipated that such individuals will continue to be customers in the future. All transactions between Glacier Bank and such executive officers and directors (and their associates) 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 loans with persons not related to the bank, and, in the opinion of management, did not involve more than the normal risk of collectability or present other unfavorable features.

SHAREHOLDER ENGAGEMENT

Discussions with Our Shareholders

During 2022, we initiated a shareholder engagement program focused on corporate governance topics. Prior to our 2022 annual meeting, Glacier management reached out to our 30 largest shareholders, who represented 50% of our shares outstanding, to obtain their feedback. We ultimately spoke with 16 shareholders, representing 26% of our shares outstanding. Discussions were led by management. During these discussions, management outlined Glacier’s governance practices and the Board’s approach when considering new directors. In general, the dialogue with our shareholders focused on investor policies and expectations regarding boardroom diversity. Shareholders acknowledged the gender representation on Glacier’s Board, with feedback focused on ethnic diversity.

In January 2023, management continued shareholder engagement efforts by reaching out to our 15 largest shareholders, representing approximately 45% of our shares outstanding, to continue the dialogue that took place in 2022. Of the eight shareholders who replied, four declined to indicate they had adequate information about the Company. Management spoke with four shareholders, representing 7% of our shares outstanding. Dialogue focused on Glacier’s corporate structure, the composition of key board committees, recent updates to Glacier’s Corporate Governance Policy and the appointment of Mr. Jesus T. Espinoza to the Board on October 27, 2022. No specific actions were requested by shareholders during these calls.

PROPOSAL NO. 1

ELECTION OF DIRECTORS

In accordance with the Restated Articles and the Company’s amended and restated Bylaws (the “Bylaws”), the Board has set the number of directors for election to the Board at the 2023 Annual Meeting at ten and has nominated the ten persons identified below in the section entitled “*Director Nominees*” for election at the Annual Meeting. If you elect the nominees presented, they will hold office until the election of their successors at the annual meeting in 2024 or until their earlier resignation.

We know of no reason why any nominee may be unable to serve as a director. If any nominee is unable to serve, the proxy may be voted for the election of such substitute nominee(s) as may be designated by the Board.

Director Nominees

Name	Age ⁽¹⁾	Gender	Director Since	Independent?	Committee Memberships ⁽²⁾
David C. Boyles ⁽³⁾	72	M	2018	Yes	A (Chair), CP, CM, N/G, RO
Robert A. Cashell, Jr.	57	M	2021	Yes	A, CP, CM (Chair), N/G, RO
Randall M. Chesler ⁽⁴⁾	64	M	2016	No	
Jesus T. Espinoza ⁽⁵⁾	75	M	2022	Yes	A, CP, CM, N/G, RO
Sherry L. Cladouhos	67	F	2010	Yes	A, CP (Chair), CM, N/G, RO
Annie M. Goodwin	64	F	2012	Yes	A, CP, CM, N/G, RO (Chair)
Kristen L. Heck	54	F	2021	Yes	A, CP, CM, N/G, RO
Michael B. Hormaechea	51	M	2021	Yes	A, CP, CM, N/G, RO
Craig A. Langel ^{(3),(6)}	72	M	2005	Yes	A, CP, CM, N/G, RO
Douglas J. McBride	70	M	2006	Yes	A, CP, CM, N/G (Chair), RO

(1) Age at February 25, 2023.

(2) Audit Committee = A; Compensation and Human Capital Committee = CP; Compliance Committee = CM; Nominating/Governance Committee = N/G; Risk Oversight Committee = RO

(3) Designated by our Board as an “audit committee financial expert” as defined by SEC rules.

(4) Mr. Chesler serves as President and CEO.

(5) Mr. Espinoza was appointed to the Board as of December 1, 2022.

(6) Mr. Langel serves as Chair of the Board.

Under the Company's Restated Articles of Incorporation (the "Restated Articles"), the number of directors is determined from time to time by a vote of the majority of the Board and may be no fewer than seven and no more than 17. Our Board has set the number of directors on the Board at ten, effective as of the close of the Annual Meeting, and the Nominating/Governance Committee has identified the ten director nominees set forth above.

Information regarding each of the nominees is provided below, including each nominee's name, principal occupation, and public company directorships during the past five years. All of the nominees are currently directors of both Glacier and Glacier Bank. Information regarding the amount and nature of each nominee's ownership of Glacier common stock is provided in the section entitled “*Voting Securities and Principal Holders Thereof*.”

David C. Boyles Mr. Boyles is a banker with over 48 years of commercial banking experience. He served as President and Chair of the Board of Columbine Capital Corp., and its subsidiary Collegiate Peaks Bank (“Columbine”) from 2006 until January 2018, when Columbine was acquired by Glacier. Mr. Boyles also served as Chair of the Audit Committee of Columbine. Prior to joining Columbine, Mr. Boyles served for 22 years as President and CEO and Chair of Guaranty Bank and Trust Company. Mr. Boyles is a founding Trustee of the Rose Community Foundation in Denver, Colorado, where he served for ten years and then continued as a member of its Investment Committee for six years. He served on the board of directors of Rose Hospital for 40 years, and has been on the boards of directors of Winter Park Ski Area and Boy Scouts of America, as well as a trustee of HealthONE. Mr. Boyles also served as the Tenth Federal Reserve District representative to the Federal Reserve Advisory Council from 2006 to 2008. Mr. Boyles currently serves as Chair of the Board of Collegiate Peaks Bank, a division of Glacier Bank. Mr. Boyles completed his undergraduate studies at the University of Colorado-Boulder, where he earned a Bachelor of Arts degree in Chemistry and a Bachelor of Science degree in Business-Finance. Mr. Boyles brings to the Board his extensive banking and regulatory knowledge.

Robert A. Cashell, Jr. Mr. Cashell, Jr., is the owner and President of Robert Parker, Inc., which operates the Winners Inn Casino, Pete's Gambling Hall and the Sundance Casino, Inc. Mr. Cashell, Jr., owns Topaz Lodge, Inc., where he also serves as its President. Since 1995, Mr. Cashell, Jr., has served as President of Northpointe Sierra, Inc., which owns a large travel center and casino and operates five casinos under the brand name Alamo Casino. Mr. Cashell, Jr., has over 40 years of experience in hospitality, tourism, recreation, and gaming, and has served on several community boards and trade associations. He is also a director of Red Rock Resorts, Inc., a Nasdaq-listed company, and serves as Chair of its Corporate Governance Committee and a member of its Audit and Compensation and Human Capital Committees. He was a member of the Board of Managers of Station Casinos LLC, a company with securities registered pursuant to Section 12(g) of the Exchange Act, from 2011 until 2017. Mr. Cashell, Jr., previously served as the Chair of the Board and a member of the loan and audit committees of Heritage Bancorp and Heritage Bank of Nevada until Heritage Bank was acquired by the Company in 2020, and he currently serves as Chair of Heritage Bank, a division of Glacier Bank. He earned a Bachelor of Arts at Pepperdine University. Mr. Cashell, Jr., brings extensive experience in governmental relations, business management and operations, and executive-level leadership to the Board.

Randall M. Chesler Beginning January 1, 2017, Mr. Chesler has served as President and CEO of Glacier and Glacier Bank. From August 1, 2015 to December 31, 2016, Mr. Chesler served as President of Glacier Bank. Mr. Chesler has more than 32 years of experience in the financial services industry; prior to joining Glacier and Glacier Bank, he served as President of CIT Bank, the Salt Lake City-based banking subsidiary of CIT Group. During his ten years with CIT, Mr. Chesler held progressive leadership positions, including President of Small Business Lending and President of Consumer Finance. Prior to CIT, Mr. Chesler held leadership positions with Size Technologies, Associates First Capital, Visa and Citibank. Mr. Chesler brings broad experience in a variety of aspects of financial services and technology industries, as well as proven leadership skills.

Sherry L. Cladouhos Ms. Cladouhos was employed by Blue Cross Blue Shield Montana for 36 years and served in a variety of leadership and executive roles, including President and CEO, Co-Chief Operating Officer, Senior Vice President of Marketing and Operations, Vice President of Member Services and Support, and Director of Customer Service and Administration. She was responsible for the overall strategic direction of the company and worked with others to provide affordable healthcare coverage to Montanans until her retirement in 2010. Ms. Cladouhos is a Certified Health Insurance Executive and is a graduate of the Berkeley Healthcare Executive Program. She also has served on the boards of numerous business and community-related organizations. Ms. Cladouhos is past Chair of the Montana Chamber of Commerce, and she previously served on the Montana Chamber of Commerce Foundation. Ms. Cladouhos brings extensive experience to the Board in executive-level leadership, strategic planning, corporate management, marketing, customer service, risk assessment, operations, regulatory compliance, audit, human resources, and executive compensation.

Jesus T. Espinoza Mr. Espinoza, who commonly goes by "Tom," is a prominent architect of Latino community and business development policy and programs, with over 45 years of community development experience that spans the public, private and non-profit spectrum. Mr. Espinoza is the President and CEO of Espinoza Community Development LLC, a company dedicated to private community development, and is the co-founder and former President and CEO of Raza Development Fund, the largest Latino Community Development Financial Institution in the United States. He also currently serves as a director for The Foothills Bank, division of Glacier Bank. Mr. Espinoza brings extensive experience in executive-level leadership, corporate management, consultation, asset management and community, business and real estate development to the Board.

Annie M. Goodwin Ms. Goodwin is an attorney in Helena, Montana, and is the principal of the Goodwin Law Office, L.L.C. She practices banking and regulatory law. Ms. Goodwin served as Montana's Commissioner of Banking and Financial Institutions from 2001 to 2010, as Chief Legal Counsel of the Montana Banking and Financial Institutions Division and Department of Commerce from 1988 to 2001, and worked in private practice prior to that time. She is active in local and trade associations and was appointed to the Commission on Character and Fitness of Attorney Admissions to State Bar of the Montana Supreme Court, where she has served as Chair since 1988. Ms. Goodwin earned her Bachelor of Science degree in nursing from Carroll College and worked as a registered nurse before going on to earn her Juris Doctor degree from the University of Montana Law School. She continued her legal education at Hastings College of Law, George Mason University of Law in the Banking Law Section, and completed the FDIC Bank Examination School for Attorneys. Ms. Goodwin brings to the Board her expertise, knowledge and executive-level leadership gained in her role as Commissioner where she had regulatory oversight over the financial institutions in Montana.

Kristen L. Heck Ms. Heck is the owner and Chief Executive Officer of Alternative Staffing Corporation doing business as LC Staffing Service, a Certified Woman Owned Small Business and a Certified Disadvantaged Business Enterprise. She is also the founder and owner of Loyal Care LP, an independent in-home care assistance service. Ms. Heck has over 28 years of leadership in the talent acquisition and staffing industry and over 10 years of experience leading and growing businesses. Ms. Heck is a director of Timber Products Manufacturers Association (in association with TPM MEWA Trust) and also serves as a director of Industrial Staffing Captive and Stillwater Christian School. She currently serves as a director of Glacier Bank, a division of Glacier Bank. Ms. Heck brings to the Board 14 years of experience as a bank director, extensive experience in human capital management and diversity, entrepreneurial and executive expertise, and knowledge of business management and operations, risk assessment and financial reporting.

Michael B. Hormaechea Mr. Hormaechea is the manager of Hormaechea Development LLC and has over 25 years of leadership in the real estate development industry for residential, commercial resort and mixed-use projects. He currently serves as Chair of Mountain West Bank, a division of Glacier Bank. Mr. Hormaechea earned a Bachelor's degree in Business Administration at the University of San Diego and brings extensive experience in real estate development, construction management, finance, sales, marketing, executive-level leadership, corporate management, operations, strategic planning and business development.

Craig A. Langel Mr. Langel has served the accounting profession for over 40 years and was a Certified Public Accountant ("CPA") accredited in Business Valuation and a Certified Valuation Analyst. He was an officer and shareholder of Langel & Associates, P.C., providing consulting and tax services throughout the United States. In addition, Mr. Langel is the owner and President of CLC Restaurants, Inc., which owns and operates Taco Bell and KFC restaurants in Montana, Idaho, and Washington, and he is a part owner of Mustard Seed Restaurants. He also serves on the boards of directors of two non-profit organizations, Taco Bell Foundation and Missoula Children's Theatre. Mr. Langel previously served as a director of Glacier's former subsidiary First Security Bank of Missoula from 1984 to 2005 and from February 2009 until the consolidation of Glacier's bank subsidiaries in 2012. Mr. Langel received his education at Montana State University, graduating with a Bachelor of Science degree in accounting. With a career as a CPA for over 40 years, Mr. Langel brings extensive financial acumen to the Board, as well as his experience as a business owner and executive.

Douglas J. McBride Dr. McBride has been an optometrist in Billings for over 30 years. He is a former President of the Montana State Board of Examiners for Optometry, of which he has been a member since 1993, and a past President of the Montana Optometric Association. Dr. McBride is also the former Chair of the Advisory Board for TLC Laser Eye Center in Billings and is the former administrator for the State of Montana for Vision Source, an optometric franchise. Dr. McBride currently serves as a director of Western Security Bank, a division of Glacier Bank. Dr. McBride earned his Bachelor of Arts degree at Linfield College and his Doctor of Optometry degree at the Illinois College of Optometry. Dr. McBride's expertise in the healthcare community is valuable to the Board and allows him to provide insight into the Company's healthcare and medical benefit issues, as well as the healthcare industry in general.

Of the above directors, three self-identify as female, six self-identify as male, one self-identifies as Hispanic, and one self-identifies as Hispanic and white.

The Board unanimously recommends a vote FOR the election of each of the nominees to the Board.

CORPORATE GOVERNANCE

Corporate Governance Guidelines and Policies

The Board is committed to good business practices, transparency in financial reporting, and high standards of corporate governance. Glacier operates within a comprehensive plan of corporate governance for the purpose of defining responsibilities, setting high standards of professional and personal conduct and assuring compliance with such responsibilities and standards. We regularly monitor developments in the area of corporate governance. The Board periodically reviews our governance policies and practices against those suggested by various groups or authorities active in corporate governance and the practices of other companies, as well as the requirements of the related SEC rules and listing standards of the New York Stock Exchange (the “NYSE”).

Our Governance Documents and Policies

You can access the following corporate governance documents of the Company by visiting the Company’s website at www.glacierbancorp.com and clicking on “Governance Documents” or by writing to Corporate Secretary, 49 Commons Loop, Kalispell, Montana 59901:

- Nominating/Corporate Governance Committee Charter
- Compensation and Human Capital Committee Charter
- Compliance Committee Charter
- Audit Committee Charter
- Credit Risk Management Committee Charter
- Risk Oversight Committee Charter
- Director Code of Ethics Policy
- Code of Ethics for Senior Financial Officers
- Code of Business Conduct & Ethics
- Corporate Governance Policy
- Clawback Policy
- Anti-Hedging Policy
- Anti-Pledging and Margin Account Policy
- Majority Voting Policy
- Director and Executive Officer Stock Ownership and Retention Guidelines Policy
- Community and Social Responsibility Report

Codes of Ethics

The Board has adopted a Director Code of Ethics Policy, as well as a Code of Ethics for Senior Financial Officers that applies to the Company’s president, chief executive officer, chief financial officer, chief administrative officer, chief accounting officer, and any persons performing similar functions. The Company also has a Code of Business Conduct and Ethics that governs its employees.

Corporate Governance Policy

The Board has adopted a Corporate Governance Policy to facilitate the effective oversight of the Company’s management and strategic objectives for the benefit of our shareholders. The Corporate Governance Policy sets forth the independence and other qualification standards for directors, including with regard to diversity of backgrounds, skills and other attributes, adherence to the highest financial standards, and ownership of our shares. The policy outlines the responsibilities of directors regarding, among other matters, attendance at meetings and the exercise of diligence and sound, independent judgment while acting in good faith and in a manner the director reasonably believes to be in the best interests of the Company. The Corporate Governance Policy also addresses the Board’s oversight of the Company’s strategic objectives, financial budgets, corporate policies, executive succession planning, and the effectiveness of management and management’s accountability for achieving Company results. The policy assures the Board’s access to management and independent advisors and outlines principles for director compensation.

As required under our Corporate Governance Policy, members of the Board conduct a self-evaluation at least annually under the oversight of the Nominating/Governance Committee to determine whether the Board and each of its committees are functioning effectively. The results of the evaluation also inform the Committee’s recommendations for Board candidates. The Nominating/Governance Committee will make recommendations to the Board based on the annual evaluation outcomes.

See the subheading “*Nominating/Corporate Governance Committee*” below for a discussion of recent actions.

Clawback Policy

The Board has adopted a “clawback” policy providing for the recovery of incentive compensation in certain circumstances. Under the clawback policy, if Glacier is required to prepare an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under applicable securities laws, the Company will recover compensation from any current or former executive officer who received cash or equity based incentive compensation during the three-year period preceding the date of the restatement, based on the erroneous data, in excess of what would have been paid to the executive under the accounting restatement.

Anti-Hedging Policy

The Board has adopted an Anti-Hedging Policy that prohibits our directors, officers and employees from engaging in a “hedging transaction,” which is generally a transaction that would have the economic effect of establishing a downside price protection in connection with Glacier common stock owned by such person, whether by purchasing or selling a security or derivative security, or otherwise. This type of transaction may create the appearance that the person’s interests are not aligned with those of our shareholders generally, to the extent that it is designed to hedge or offset any decrease in the market value of Glacier common stock, some or all of which may have been granted to our directors, officers and employees as part of their compensation.

Anti-Pledging and Margin Account Policy

The Board has adopted an Anti-Pledging and Margin Account Policy that prohibits our directors and executive officers from pledging Glacier common stock as collateral or from holding Glacier common stock in a margin account.

See the subheading “*Majority Voting Policy*” below for a discussion of that policy.

Stock Ownership and Retention Guidelines Policy

On December 29, 2021, the Board approved a revised Director and Executive Officer Stock Ownership and Retention Guidelines Policy (the “Stock Ownership Policy”) for its directors and executive officers which is intended to help closely align the financial interests of such persons with those of Glacier’s shareholders. Within five years after appointment or election to the Board, each director is expected to acquire and retain shares of Glacier common stock having a market value of at least five times his or her annual cash retainer, exclusive of committee fees. All directors have met the guideline or are on track to meet the guideline within the required timeframe.

Executive officers who are required to file reports pursuant to Section 16 of the Exchange Act are similarly expected, within five years of appointment or within three years of an increase in base salary, to acquire and retain Glacier shares having a specified market value. The CEO is expected to own shares having a market value equal to at least six times his or her annual base salary, and each other executive officer is expected to own shares having a market value equal to at least four times his or her annual base salary. Each of our executive officers has met the guideline or is on track to meet the guideline within the required timeframe.

Unless a director, executive officer or member of senior management has achieved the applicable guideline level of share ownership (as defined in the Stock Ownership Policy), he or she is required to retain an amount equal to 50% of the net shares received as a result of the exercise, vesting or payment of any Glacier equity awards granted to him or her.

Board Leadership Structure

The Board is committed to maintaining an independent Board. To that end, it has been our practice to separate the duties of Chair and CEO. At this time, the Board believes that the separation of duties of Chair and CEO eliminates any inherent conflict of interest that may arise when the roles are combined and that a non-employee director who is not serving as an executive officer of Glacier can best provide the necessary leadership and objectivity required as Chair.

Director Qualifications

The Board believes that it is necessary for each of our directors to possess many qualities and skills. All of our directors bring to our Board a wealth of leadership experience derived from their extensive board service and their service in a variety of professional and executive positions, as follows:

Director Nominee	Banking Industry	Audit / Accounting / Finance	Business Operations	Legal / Regulatory	Risk Management	Executive Leadership	Human Capital / Diversity
Annie M. Goodwin	•			•	•	•	•
Craig A. Langel	•	•	•	•	•	•	•
David C. Boyles	•	•	•	•	•	•	
Douglas J. McBride	•		•			•	•
Kristen L. Heck	•	•	•		•	•	•
Michael B. Hormaechea	•	•	•			•	
Randall M. Chesler	•	•	•	•	•	•	•
Robert A. Cashell Jr	•	•	•		•	•	•
Sherry L. Cladouhos	•	•	•	•	•	•	•
Jesus T. Espinoza	•		•		•	•	•

As outlined in our Corporate Governance Policy and its charter, the Nominating/Governance Committee is responsible for, among other duties, monitoring Board composition and the oversight and nomination process for director nominees. To this end, the Nominating/Governance Committee annually reviews the experience, qualifications, attributes and skills of each director and nominee as part of its evaluation as to whether or not the nominees are the right individuals to serve on Glacier's Board and help Glacier successfully meet its long-term strategic plans. Because each director must be re-elected at each annual meeting, the Nominating/Governance Committee has a yearly opportunity to assess these factors and, if appropriate, determine not to re-nominate any director. A more detailed discussion regarding the considerations given by the Nominating/Governance Committee when considering director nominees is set forth below in the section entitled "*Nominating/Corporate Governance Committee*."

Majority Voting Policy

The Company has adopted the Majority Voting Policy under which each director nominee is required to tender an irrevocable resignation as a director of the Company. The Company has such a letter on file from each 2023 director nominee. If any such nominee receives more WITHHELD votes than FOR votes in an uncontested election of directors, his or her resignation will be considered by our Nominating/Governance Committee and our Board.

We believe that the Majority Voting Policy enhances our accountability to shareholders by formalizing the consequences of a "majority withhold" vote and demonstrating our responsiveness to director election results, while at the same time protecting the long-term interests of the Company and its shareholders.

An "uncontested election" is generally an election in which the number of nominees for election does not exceed the number of Board positions to be filled. In a contested election, the Majority Voting Policy will not apply, and the nominees will be elected by plurality voting.

The Nominating/Governance Committee will consider any director resignation tendered under the policy and recommend to the Board the action to be taken with respect to such resignation. The Nominating/Governance Committee may recommend that the resignation be accepted or to defer acceptance until a qualified replacement director is identified and elected to the Board. The Nominating/Governance Committee may also recommend that the resignation be rejected, either: (i) unconditionally; (ii) by addressing what the Nominating/Governance Committee believes to be the underlying reasons for the failure of the director to receive more FOR votes than WITHHELD votes; or (iii) by resolving that the director will not be re-nominated in the future for election.

In considering a tendered resignation, the Nominating/Governance Committee is authorized to consider all factors it deems relevant to the best interests of the Company and its shareholders. The policy contains a non-exclusive list of the factors that may be considered in any particular circumstance.

The Board (excluding the director whose resignation is being considered) will act on the recommendations of the Nominating/Governance Committee no later than 90 days following certification of the shareholder vote. The Board is authorized to consider information and factors which led to the nomination of the director by the Nominating/Governance Committee and any additional factors as the Board deems relevant to the best interests of the Company and its shareholders. Following the Board's decision, the Company will promptly publicly announce such decision, provide an explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation.

Director Independence

With the assistance of legal counsel to the Company, the Nominating/Governance Committee has reviewed the applicable legal standards for Board and Board committee member independence. The Nominating/Governance Committee has also reviewed the answers to annual questionnaires completed by each of the directors, which identify any potential director-affiliated transactions.

The Board then analyzed the independence of each director other than our CEO and determined whether they met the standards regarding independence described in our Corporate Governance Policy, including those required by applicable law, regulation and listing standards of the NYSE. The Board determined whether or not each such director is free of relationships that would interfere with the individual exercise of independent judgment. In determining the independence of each such director, the Board considered many factors, including loans to directors and any entities controlled by a director. Each of such loans was made on the same terms as comparable transactions made with persons not related to Glacier, Glacier Bank, or our bank divisions. Such arrangements are discussed under the section entitled "*Transactions with Management.*"

Based on the standards described above, the Board determined that each of the directors listed in the table below is independent but that Randall M. Chesler, Glacier's President and CEO, is not independent.

- | | |
|-------------------------|--------------------------|
| • David C. Boyles | • Robert A. Cashell, Jr. |
| • Sherry L. Cladouhos | • Jesus T. Espinoza |
| • Annie M. Goodwin | • Kristen L. Heck |
| • Michael B. Hormaechea | • Craig A. Langel |
| • Douglas J. McBride | |

Shareholder Communications with the Board of Directors

As described in our Corporate Governance Policy, the Company and the Board welcome communications from shareholders and other interested parties. Communications may be made by writing to the Chair of the Board, c/o Corporate Secretary, Glacier Bancorp, Inc., 49 Commons Loop, Kalispell, Montana 59901. A copy of any such written communication will also be sent to our CEO. If the Chair and the CEO determine that such communications are relevant to and consistent with Glacier's operations and policies, such communications will be forwarded to the entire Board for review and consideration.

MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS

The Board held 12 meetings, 2 of which were special meetings, during the fiscal year ended December 31, 2022. Each director attended at least 75% of the meetings of the Board and the committees on which he or she served during the period that he or she served. We encourage but do not require our directors to attend our annual meetings of shareholders. Last year, all of our directors then in office attended the annual meeting.

Board Authority for Risk Oversight

The Board has the ultimate authority and responsibility for overseeing risk management at Glacier. Some aspects of risk oversight are fulfilled at the full Board level. For example, the Board regularly receives reports from management on risk components that impact the operations and reputation of the Company. The Board delegates other aspects of its risk oversight function to certain of its committees.

The Audit Committee oversees financial, accounting and internal control risk management, and legal and regulatory compliance. The director of the Company's internal audit function reports directly to the Audit

Committee. The executive officers regularly report directly to the entire Board and to appropriate Board committees with respect to the risks they are responsible for managing.

The Compensation and Human Capital Committee oversees the management of risks that may be posed by the Company's compensation practices and programs. As part of this process, the Compensation and Human Capital Committee is responsible for analyzing the compensation policies and practices for the Named Executive Officers, as well as all employees. In its review of these policies and practices, the Compensation and Human Capital Committee has determined that the current policies and practices do not create or encourage employees to take risks that are reasonably likely to have a material adverse effect on the Company. To further mitigate risks, the Board has also adopted a clawback policy for the recovery of incentive payments to executive officers in certain circumstances.

The Compliance Committee monitors compliance with federal and state laws associated with the consumer, including the Community Reinvestment Act, which are applicable to the Company, Glacier Bank, and our bank divisions.

The Risk Oversight Committee oversees the enterprise risk management practices of the Company regarding the identification, measurement, monitoring, and control of the Company's principal business risks related to strategy, credit, the market and interest rates, liquidity, operations, reputation, and safety and soundness laws and regulations. It also promotes accountability within the Company through the Three Lines model.

During 2022, Glacier's independent directors met in executive sessions at board and committee meetings five times.

Committees and Committee Membership

Throughout this Proxy Statement, we refer to all five of the committees established by the Board. All of the independent directors were members of all five committees throughout 2022, except Jesus T. Espinoza was appointed as a member of each committee effective December 1, 2022. Mr. Chesler was not considered an independent director in 2022, so he did not serve as a member of any of the Board committees.

The Board reviews on an annual basis the committee charters established for the operation of each Board committee and considers changes recommended by the Nominating/Governance Committee.

Audit Committee. Each Audit Committee member is considered independent as defined by NYSE listing standards and applicable SEC rules. As part of its periodic review of Audit Committee matters, the Audit Committee has received updates on the relevant requirements of applicable SEC rules and the corporate governance listing standards of NYSE. The Audit Committee held 11 meetings in 2022.

The Audit Committee is responsible for the oversight of the quality and integrity of Glacier's financial statements, its compliance with legal and regulatory requirements, the qualifications and independence of its independent auditors, the performance of its internal audit function and independent auditors, and other significant financial matters, and reporting any issues to the Board. In discharging its duties, the Audit Committee is expected to, among other authority and responsibilities:

- have the sole authority to select, compensate, oversee, and evaluate the independent auditors;
- review and approve the engagement and related fees of the Company's independent auditors to perform audit and non-audit services;
- review and discuss with management and the independent auditors the Company's annual audited financial statements and quarterly financial statements, including disclosures regarding management's analysis of the Company's financial results and condition;
- oversee the Company's internal audit function and review and discuss with management and the independent auditor, as appropriate, the effectiveness of the Company's internal control over financial reporting and disclosure controls and procedures;
- meet independently with the Company's internal audit department, independent auditors, and management;

- review the Company's financial reports and disclosures submitted to bank regulatory authorities;
- review significant issues and judgments regarding accounting principles, financial statement presentation and reporting, and the adequacy of the Company's internal control over financial reporting;
- discuss the Company's major financial risk exposure and its practices, guidelines, policies and processes for risk assessment and risk management;
- maintain procedures for the receipt, retention and treatment of complaints regarding financial matters;
- review and approve all related person transactions within the scope of Item 404 of SEC Regulation S-K; and
- have the authority to retain such outside counsel, experts, and other advisors as the Audit Committee may deem appropriate in its sole discretion, and to determine related fees and retention terms.

Compensation and Human Capital Committee. Each Compensation and Human Capital Committee member is considered independent as defined by NYSE listing standards and applicable SEC rules. The Compensation and Human Capital Committee held 7 meetings in 2022. The Compensation and Human Capital Committee reviews the performance of the Company's CEO and other key employees and determines, approves, and reports to the Board on the elements of their compensation and long-term equity-based incentives. In determining the CEO's compensation, the Compensation and Human Capital Committee evaluates several performance factors including the Company's financial results and levels of compensation at peer financial institutions. A complete description of the executive compensation process applicable to 2022 is described under the section entitled "*Compensation Discussion and Analysis.*"

In addition, among other authority and responsibilities, the Compensation and Human Capital Committee:

- reviews and monitors the development, implementation, and effectiveness of policies and strategies related to human capital management, including culture, recruitment, talent development and diversity, equity and inclusion;
- has the sole discretion to retain or obtain the advice of any advisor, including but not limited to compensation consultants and outside legal counsel, after taking into consideration certain independence factors as specified in the charter;
- recommends, if appropriate, new employee benefit plans to the Board;
- reviews all employee benefit plans;
- makes determinations in connection with compensation matters as may be necessary or advisable;
- recommends, if appropriate, revisions to the compensation and benefit arrangements for directors and executive officers; and
- determines the amounts of reasonable compensation to be paid to each compensation consultant, independent legal counsel, and any other adviser retained by the Committee.

Nominating/Corporate Governance Committee. Each Nominating/Governance Committee member is considered independent as defined by the NYSE listing standards. The Nominating/Governance Committee is responsible for performing an annual evaluation of the Board's composition and size and the overall effectiveness of the Board and nominating a slate of directors for election at the Company's annual meeting, as well as recommending to the Board individuals to fill vacant positions.

The Nominating/Governance Committee is also responsible for

- evaluating management succession plans at least annually;

- making recommendations to the Board regarding Board committee structure and appointments and changes to Board committee charters;
- supervising the development of corporate governance principles applicable to the Company, Glacier Bank, and our bank divisions in furtherance of emerging standards and best practices and the needs of the Company and its shareholders, including the Company's Corporate Governance Policy, codes of ethics governing employees, officers and directors, and insider trading policies and procedures;
- overseeing the Company's efforts in establishing and maintaining high standards for corporate social responsibility; and
- making such recommendations to the full Board regarding other governance issues affecting the Company as the Nominating/Governance Committee considers appropriate.

The Nominating/Governance Committee also oversees the Company's response to social, environmental, and governance issues, including its human capital management strategy. The Nominating/Governance Committee held nine meetings in 2022.

The Nominating/Governance Committee will consider nominees recommended by shareholders if the recommendations are made in accordance with the procedures described in this Proxy Statement under the section entitled "*2024 Shareholder Proposals and Director Nominations.*"

The Nominating/Governance Committee is responsible for monitoring Board composition, including identifying individuals qualified to become Board members and determining methodologies for finding the best possible candidates with regard to experience and diversity. The Nominating/Governance Committee is authorized to establish guidelines for the qualification, evaluation and selection of new directors to serve on the Board. Diversity of backgrounds and experiences are among the factors that the Nominating/Governance Committee considers when evaluating composition of the Board. The Nominating/Governance Committee and the Board value a diversity of backgrounds, viewpoints, professional experience and skills among its directors.

The current Nominating/Governance Committee Charter does not list specific qualifications for Nominating/Governance Committee-recommended nominees; rather, the Nominating/Governance Committee evaluates each nominee on a case-by-case basis, including assessment of each nominee's professional qualifications and experience, special skills, gender, ethnic background and other demographics.

In deciding whether or not to recommend incumbent directors for re-nomination, the Nominating/Governance Committee evaluates the evolving needs of the Company and assesses the effectiveness and contributions of its existing directors. The Nominating/Governance Committee is authorized to establish guidelines for the qualification, evaluation and selection of new directors to serve on the Board. The Nominating/Governance Committee and Board value a diversity of backgrounds, professional experience and skills among its directors. The current Nominating/Governance Committee Charter does not have specific qualifications for Nominating/Governance Committee-recommended nominees; rather, the Nominating/Governance Committee evaluates each nominee on a case-by-case basis, including assessment of each nominee's professional qualifications and experience, special skills, gender and ethnic background and how these complement the Board's current composition and skills. These considerations are also included in our Corporate Governance Policy.

In 2022, our Nominating/Governance Committee conducted a survey of the Board's performance, as required by our Corporate Governance Policy and the listing requirements of the NYSE. Each director completed a self-evaluation and a comprehensive questionnaire regarding the composition, performance, initiative, and overall effectiveness of the Board. The annual evaluation also assessed the characteristics, diversity, qualifications, independence and performance of individual directors, including a director peer review. The evaluation process informs the Nominating/Governance Committee's recommendations for Board candidates for election at the Company's annual meeting and to fill vacancies on the Board as they occur. The Board reviewed the survey results at a Board meeting and discussed areas for improvement.

Compliance Committee. The Compliance Committee monitors compliance with federal and state laws and the associated regulations applicable to the Company, Glacier Bank, and our bank divisions and reports to the Board on such matters. The Compliance Committee held 9 meetings in 2022.

In discharging its duties, the Compliance Committee is expected to, among other authority and responsibilities:

- review and discuss with management the Company's regulatory environment, legal requirements with which the Company must comply, and material risk areas;
- oversee the development and execution of a plan to monitor and remediate all compliance or fair lending deficiencies identified by the Company, regulators, or third party auditor(s);
- review internal and external reports to management prepared by the compliance department or third party, and management's response;
- review and approve proposed responses to regulatory agency examination reports prior to submission of any such response on examinations and ensure that all information requests made by regulatory agencies are accurately and timely addressed;
- pre-approve all compliance auditing services to be provided to the Company;
- ensure the proper implementation of the Community Reinvestment Act program for Glacier Bank so as to maintain at least a Satisfactory rating; and
- review, with legal counsel, any legal matter that could have a significant impact on the Company.

In carrying out its responsibilities and duties, the Compliance Committee will foster an environment that encourages the Compliance Director and all Company officers and employees to raise any compliance issues or concerns freely and without concern for retribution.

Risk Oversight Committee. The Risk Oversight Committee assists the Board in fulfilling its oversight responsibilities with regard to the Company's risk management program. The Risk Oversight Committee held 8 meetings in 2022. Among the responsibilities of the Risk Oversight Committee is to engage management in an ongoing risk-appetite dialogue as conditions and circumstances change and new opportunities arise. The Risk Oversight Committee reviews and approves the risk-appetite statement of the Company regularly and approves any material amendments to the risk-appetite statement. It will also engage with Glacier Bank's Information Security Officer on the development of its information security and cybersecurity programs as Glacier Bank grows and cyber and information risks change. In carrying out its responsibilities and duties, the Risk Oversight Committee will foster an environment that encourages the Senior Vice President/Enterprise Risk Manager and all Company officers and employees to raise any risk issues or concerns freely and without concern for retribution.

COMPENSATION OF DIRECTORS

The Compensation and Human Capital Committee has authority over director compensation subject to the Board's authority to approve changes. Our directors receive cash compensation and stock awards. Glacier does not pay directors who are also employees of the Company additional compensation for their service as directors.

The following table shows compensation paid or accrued for 2022 to Glacier's non-employee directors. These directors also serve on the board of directors of Glacier Bank. Mr. Chesler is not included in the table as he was an employee of Glacier in 2022 and thus received no compensation for his services as a director. The footnotes to the table describe the details of each form of compensation paid to directors.

Director Compensation Table

The following table shows the compensation earned during 2022 by the Directors:

Name	Fees Earned or Paid in Cash (\$) (1)	Stock Awards (\$) (2) (3)	Nonqualified Deferred Compensation Earnings (\$) (4)	All Other Compensation (\$)	Total (\$)
David C. Boyles	\$ 70,000	\$ 60,019	\$ —	\$ 15,400 ⁽⁵⁾	\$ 145,419
Robert A. Cashell, Jr.	66,667	60,019	—	15,880 ⁽⁶⁾	142,566
Sherry L. Cladouhos	70,000	60,019	194	—	130,213
Jesus T. Espinoza ⁽⁷⁾	5,000	—	—	16,500 ⁽⁸⁾	21,500
Annie M. Goodwin	70,000	60,019	—	—	130,019
Kristen L. Heck	60,000	60,019	—	18,400 ⁽⁹⁾	138,419
Michael B. Hormaechea	60,000	76,688	—	23,000 ⁽¹⁰⁾	159,688
Craig A. Langel	110,000	60,019	—	—	170,019
Douglas J. McBride	70,000	60,019	349	11,500 ⁽¹¹⁾	141,868

- (1) Directors are paid an annual retainer of \$60,000, Chair of the Board is paid an additional annual retainer of \$50,000, and committee chairpersons are paid an annual retainer of \$10,000. Amount includes all Board and committee chairperson fees earned or deferred in 2022.
- (2) Represents the grant date fair value of the stock awards, based on the per-share price of Glacier's common stock at the close of business on February 15, 2022 (\$54.12), the last trading day prior to the date as of which the stock awards were granted. The fair value of these awards was determined in accordance with FASB ASC Topic 718. Assumptions used to calculate these amounts are set forth in the notes to the Company's audited financial statements for the fiscal year ended December 31, 2022, included in the Company's accompanying Annual Report.
- (3) The stock awards were fully vested at the time of grant.
- (4) The amount represents the above-market earnings on nonqualified deferred compensation. Earnings are credited at 50% of the Company's current year return on average equity, or 5.25% in 2022.
- (5) Amount reflects fees earned for service as a director of Collegiate Peaks Bank, division of Glacier Bank.
- (6) Amount reflects fees earned for service as a director of Heritage Bank, division of Glacier Bank.
- (7) Mr. Espinoza was elected to the Board effective December 1, 2022.
- (8) Amount reflects fees earned for services as a director of The Foothills Bank, division of Glacier Bank for all of 2022.
- (9) Amount reflects fees earned for service as a director of Glacier Bank (MT), division of Glacier Bank.
- (10) Amount reflects fees earned for service as a director of Mountain West Bank, division of Glacier Bank.
- (11) Amount reflects fees earned for service as a director of Western Security Bank, division of Glacier Bank.

Director Equity Compensation

Fully vested equity awards for 2022, as set forth in the Director Compensation Table above, were made to non-employee directors in February 2022 under Glacier's 2015 Stock Incentive Plan.

MANAGEMENT

Named Executive Officers Who Are Not Directors

The following table sets forth information with respect to the Named Executive Officers who are not directors or nominees for director of Glacier, including employment history for at least the last five years. All executive officers are appointed annually and serve at the discretion of the Board.

Name	Age	Position	Executive Officer Beginning
Don J. Chery	60	Executive Vice President and Chief Administrative Officer	1989
Ron J. Copher	65	Executive Vice President, Chief Financial Officer, and Secretary	2006

Don J. Chery Mr. Chery has served as the Chief Administrative Officer since August of 2007, has over 38 years in banking and has served the Company for over 33 years. Prior to 2007, Mr. Chery previously served as President for two divisions of Glacier Bank. Mr. Chery received his education at Carroll College in Helena Montana, graduating with a Bachelor of Science in Business Administration and Economics and also received a diploma for The Graduate School of Banking Professional Masters of Banking course in cooperation with Sheshunoff Management Services.

Ron J. Copher Mr. Copher joined the Company in 2006 and has served as the CFO since March of 2007 and is a Certified Public Accountant. In addition, he has served as Secretary since April of 2017. Mr. Copher has more than 23 years of experience in financial services industry; prior to joining Glacier, he served as CFO and Secretary of Oak Hill Financial, Inc. in Jackson, Ohio. Prior to serving in the financial services industry, Mr. Copher was a partner with Grant Thornton LLP and was the Practice Leader of the Financial Services Industry Group for Southern California. Mr. Copher received his education at the University of Cincinnati, graduating with a Bachelor of Arts degree in Economics and a Master of Science degree in Taxation.

EXECUTIVE COMPENSATION

The following sections describe the compensation that Glacier pays its Named Executive Officers. In 2022, Glacier had only three Named Executive Officers, because there were only three individuals serving in positions with responsibilities fitting within the definition of “executive officer” under the SEC’s rules.

Glacier’s Named Executive Officers for the fiscal year ended December 31, 2022 were:

Name	Position During 2022
Randall M. Chesler	President and Chief Executive Officer (“CEO”); Director
Don J. Chery	Executive Vice President and Chief Administrative Officer (“CAO”)
Ron J. Copher	Executive Vice President, Chief Financial Officer (“CFO”), and Secretary

The following sections include (i) the Compensation Discussion and Analysis, including narrative and tabular disclosures about various compensation programs available to the Named Executive Officers; (ii) the Report of the Compensation and Human Capital Committee; (iii) the Summary Compensation Table and related tables detailing the compensation of the Named Executive Officers; and (iv) narrative and tabular disclosures about the employment agreements with and termination or change-in-control benefits payable to the Named Executive Officers.

COMPENSATION DISCUSSION AND ANALYSIS

Overview

This Compensation Discussion and Analysis (the “CD&A”) provides an overview and analysis of our Compensation and Human Capital Committee’s philosophy and objectives in designing Glacier’s compensation programs, as well as the compensation determinations and the rationale for those decisions relating to our Named Executive Officers.

This discussion should be read together with the compensation tables for our Named Executive Officers, which follow this discussion. Unless otherwise indicated, any references to a particular year in this discussion means the fiscal year ended December 31 of such year.

Executive Summary

2022 Financial and Strategic Highlights

Glacier continued its strong performance in 2022. Glacier was able to achieve these accomplishments, despite the significant changes in interest rates and the uncertainty in the economic environment. Glacier continued to focus its business practices on its community banking model, including providing best-in-class customer service for its loan and deposit products. Glacier was able to achieve the following results during 2022.

- Record net income was \$303 million, an increase of \$18.4 million, or 6%, over the prior year net income of \$285 million.
- Return on average equity and return on average assets for 2022 was 10.43% and 1.15%, respectively.
- Net interest income was \$788 million, an increase of \$126 million, or 19%, over the prior year.
- The Company ended the year with total assets of \$26.6 billion, which was an increase of \$695 million over the prior year.
- The loan portfolio increased by \$1.815 billion, or 14%, from the prior year end.
- Credit quality remained strong, with non-performing assets ending the year at 0.12% of subsidiary assets and early stage delinquencies (accruing loans 30-89 days past due) at 0.14% of loans at December 31, 2022.

Say-on-Pay Vote

The Compensation and Human Capital Committee evaluates our executive compensation programs in light of market conditions, shareholder interests, and governance considerations and makes changes as appropriate. As required by the Dodd-Frank Wall Street Reform and Consumer Protection Act and under Section 14A of the Exchange Act, we held an advisory vote on the compensation of our Named Executive Officers (“Say-on-Pay”) at the 2022 annual shareholder meeting. Our shareholders overwhelmingly approved the compensation of our Named Executive Officers, with approximately 97% of shareholder votes cast in favor of the Say-on-Pay resolution. As the Compensation and Human Capital Committee evaluated our compensation programs in 2022, it took into account our shareholders’ vote of confidence in making changes to our executive compensation program as described below to ensure a continued link of pay to performance.

Executive Compensation Philosophy

The quality and loyalty of our employees, including our executive team, is critical to executing our community banking philosophy, emphasizing personalized service combined with the full resources of a larger banking organization. To meet our primary goal of attracting, retaining and incenting highly qualified and loyal executives and employees within the context of our corporate culture, our compensation programs are designed with the following principles in mind:

- We are committed to providing effective compensation and benefit programs that are competitive within our industry and with other relevant organizations with which Glacier, Glacier Bank, and our bank divisions compete for employees.

- Our programs are designed to encourage and reward behaviors that ultimately contribute to the achievement of organizational goals.
- Our executive officer compensation has a meaningful portion of total compensation opportunity linked to the achievement of short- and long-term goals and delivering increasing shareholder value.
- Pay programs and practices reinforce our commitment to providing a work environment that promotes respect, teamwork, and individual growth opportunities.

Consistent with this overall philosophy, we have designed our executive compensation programs to be relatively straightforward and transparent to shareholders, while providing benefits appealing enough to attract, retain and motivate highly qualified executives.

The Compensation and Human Capital Committee designs our overall compensation program and makes decisions regarding individual executive compensation in the context of a “total compensation policy” that takes into account the overall package of compensation benefits provided to each executive. Our philosophy is to tie a significant percentage of an executive’s compensation to the achievement of Company financial and performance goals. Accordingly, Glacier strives to set base salaries at competitive levels, with an opportunity for each executive to be rewarded through the annual incentive bonus and equity grants if Glacier meets its performance objectives.

The compensation philosophy is reviewed and approved annually by the Compensation and Human Capital Committee. Decisions made by the Compensation and Human Capital Committee and the Board relative to compensation take all current applicable rules, regulations and guidance into consideration and are made with the goal of being compliant with all such requirements.

Our Compensation Governance Practices

Glacier is committed to pay for performance and sound compensation and governance practices, including the following:

What We Do

- ✓ Performance-based short-term and long-term incentive plans
- ✓ Stock Ownership and Retention Guidelines Policy for executives and directors
- ✓ 97% or higher annual Say-on-Pay approval since 2017
- ✓ Engagement of an independent compensation consultant
- ✓ Robust clawback policy
- ✓ Anti-Pledging and Margin Account Policy
- ✓ “Double trigger” change-in-control severance
- ✓ Modest personal benefits

What We Don’t Do

- ✗ No grants of multi-year guaranteed incentive awards for executive officers
- ✗ No excise tax “gross-ups” upon a change in control
- ✗ No hedging of Glacier stock
- ✗ No pledging of Glacier stock
- ✗ No liberal share recycling

Role of the Compensation and Human Capital Committee

The Compensation and Human Capital Committee operates under a written charter adopted by the Board. The Compensation and Human Capital Committee is responsible for the design, implementation and administration of the compensation programs for our executive officers and directors. When appropriate, the Compensation and Human Capital Committee makes recommendations to the Board on items that require Board approval. In 2022, the Compensation and Human Capital Committee:

- Monitored incentive programs with a view to avoid creating incentives that could subject the Company to excessive risk;

- Reviewed and recommended salary adjustments for Messrs. Chesler, Copher and Chery for Board approval;
- Reviewed the annual and long-term incentive program opportunities and goals and recommended Board approval;
- Reviewed the 2022 annual and long-term incentive program performance results and awards earned by the Named Executive Officers ("NEOs") in 2022 and recommended Board approval; and
- Reviewed and recommended Board approval of the payment of the annual incentive plan mandatory deferrals to the NEOs from prior years' performance.

Role of Management

Our CEO performs an annual performance review of executive officers of the Company and provides a recommendation to the Compensation and Human Capital Committee regarding base salary and bonus targets for them, which the Compensation and Human Capital Committee has discretion to approve or modify. The Compensation and Human Capital Committee meets separately on an annual basis with our CEO to discuss his compensation. No Named Executive Officers are present for the Compensation and Human Capital Committee's discussions, deliberations and decisions with respect to their individual compensation. The Compensation and Human Capital Committee then submits a recommendation regarding compensation for all executive officers to the Board for approval. With respect to the performance goals, management provides a recommendation to the Compensation and Human Capital Committee, which the committee has discretion to approve or modify.

Role and Relationship of the Compensation Consultant

The Compensation and Human Capital Committee has the sole authority to retain and terminate a compensation consultant and to approve the consultant's fees and all other terms of the engagement. The Compensation and Human Capital Committee has direct access to outside advisors and consultants throughout the year.

McLagan, a part of Aon plc and an independent compensation consulting firm focused on the financial services sector, has been engaged by, and has reported directly to, the Compensation and Human Capital Committee periodically since 2011 while working on various compensation initiatives. In 2022, McLagan assisted the Compensation and Human Capital Committee in updating the custom Compensation Peer Group, and provided related data and reports in connection with, and reviews of, (i) executive officer compensation; (ii) annual and long-term incentive plans and agreements; and (iii) proxy statement disclosure. The results of these analyses were used to establish executive compensation for 2023.

The Compensation and Human Capital Committee considered the independence of McLagan in light of SEC rules and NYSE listing standards. The Compensation and Human Capital Committee requested and received a report from McLagan addressing McLagan's independence and the independence of the senior advisors involved in the engagement. The Compensation and Human Capital Committee discussed these considerations and concluded that the work performed by McLagan and McLagan's senior advisors involved in the engagement did not raise any conflict of interest.

Risk Review

The Compensation and Human Capital Committee reviewed and discussed a compensation incentive plan review prepared by the Compliance Department during its January 2022 meeting. The Compensation and Human Capital Committee's conclusion was that our compensation policies and practices do not create risks that are reasonably likely to have a material adverse effect on our business or operations. This risk assessment review included an analysis of the design and operation of the Company's incentive compensation programs, identifying and evaluating situations or compensation elements that may raise material risks, and an evaluation of other controls and processes designed to identify and manage risk.

Competitive Benchmarking and Compensation Peer Group

The Compensation Peer Group has been updated periodically with the assistance of McLagan and consists of companies that the Compensation and Human Capital Committee believes are comparable in size, performance and business model to the Company and with which we may compete. In 2019, McLagan conducted an analysis of the Compensation Peer Group with emphasis on factors previously used by the

Compensation and Human Capital Committee to determine appropriate companies for inclusion, with emphasis on asset size, location, business model and performance as the measures of comparability. McLagan then worked with the Compensation and Human Capital Committee to select the following Compensation Peer Group, for the purpose of evaluating executive compensation and to create a multi-year plan for 2021 and 2022 to bring compensation closer to market. The composition of the peer group used in connection with establishing executive compensation levels for 2021 and 2022 included:

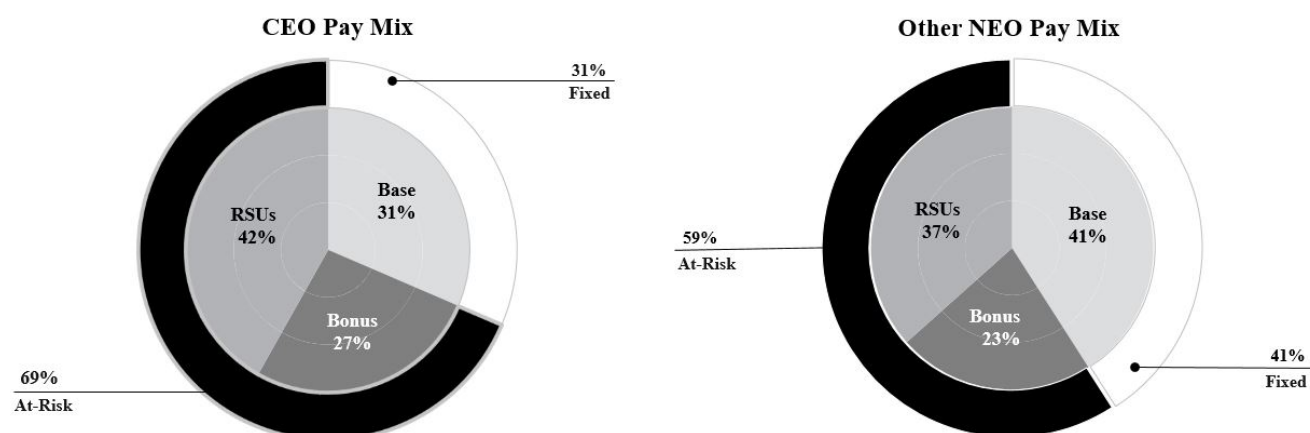
BancFirst Corp.	First Financial Bankshares	Old National Bancorp
BancorpSouth Bank	First Interstate BancSystem	Park National Corp.
Bank OZK	First Merchants Corp.	Simmons First National Corp.
Banner Corp.	First Midwest Bancorp Inc.	UMB Financial Corp.
Columbia Banking System Inc.	Great Western Bancorp	United Bankshares Inc.
First Busey Corp.	Heartland Financial USA Inc.	Washington Federal Inc.
First Financial Bancorp	Home BancShares Inc.	Western Alliance Bancorp

Discussion of Executive Compensation Components

The following table outlines the major elements of 2022 total compensation for the Named Executive Officers:

Compensation Element	Purpose	Link to Performance	Fixed / Performance-Based	Short- / Long-Term
Base Salary	Helps attract and retain executives through market-competitive base pay	Determined based on individual performance and market practices	Fixed	Short-Term
Annual Cash Incentive Awards	Encourages achievement of financial performance metrics that create near-term shareholder value	Earned based on achievement of predefined corporate performance objectives; a portion of Named Executive Officer cash bonuses are deferred on a mandatory basis, with additional performance triggers related to long-term performance	Performance-Based	Short-Term: Cash Long-Term: Mandatory Deferrals
Long-Term Incentive Awards (Restricted Stock Units)	Aligns executives' and shareholders' long-term interests while creating a retention incentive through multi-year vesting	Earned based on achievement of predefined corporate performance objectives, with additional three-year time-based vesting	Performance-Based	Long-Term
Supplemental Executive Retirement Plan	Provides income security into retirement	Competitive practice	Fixed	Long-Term
Benefits and Perquisites	Provides health and welfare benefits on the same basis as to our general employee population; also provides limited perquisites	Competitive practice	Fixed	Short-Term

The target pay mix for our CEO and other named executive officers, on average, is shown in the charts below. Target pay mix includes 2022 base salary, 2022 annual cash incentive bonus target and the grant date fair value of the long-term incentive awards granted in 2022.



Base Salary

Base salaries provide stable compensation to the NEOs, allow Glacier to attract and retain qualified executive talent and maintain a stable management team. Base salary generally is established by the Compensation Committee based on the Named Executive Officer's performance, experience, competent and effective execution of strategic objectives, and level of responsibilities and the positioning of base salary against the market and peer group, growth and overall financial performance of the Company, and the impact of salary on total compensation positioning compared to the Compensation Peer Group. For 2022, the Compensation Committee approved salary increases for all Named Executive Officers based on these factors.

Named Executive Officer	2021 Salary (\$)	2022 Salary (\$)	Increase (%)
Randall M. Chesler	\$839,302	\$881,300	5.00%
Ron J. Copher	\$440,935	\$449,800	2.01%
Don J. Chery	\$385,210	\$392,900	2.00%

Annual Cash Incentive Bonus

The short-term incentive program ("STIP") for 2022 is designed (i) to motivate executives to attain superior annual performance in key areas we believe create long-term value to Glacier and its shareholders and (ii) to provide incentive compensation opportunities competitive with those in the Compensation Peer Group.

The STIP is the same program as in prior years and provides for cash incentive awards determined pursuant to a formulaic plan based on a set percentage of the executive's base salary and the Company's achievement against performance metrics. The STIP and its goals are reviewed annually by the Compensation and Human Capital Committee with input from management, and then the Compensation and Human Capital Committee recommends Board approval.

The 2022 STIP performance goals were selected in light of Glacier's strategic plan, key initiatives, and the need to balance risks in executive compensation arrangements. The 2022 goals represent metrics addressing key areas of the Company's performance including profitability, credit and asset quality, and growth in assets and the customer base. The goals were established based on the expectation that 2022 performance results would reflect a slight decline or no change compared to 2021 results. 2022 was expected to be a year in which we would solidify our technology agenda, absorb the largest acquisition in our history, and get ready for future growth. This was all expected to be achieved while navigating a continuing low interest rate environment creating pressure on our net interest margin, including declining mortgage production

and refinance activity, higher expenses due to inflation, and employee staffing pressures due to record low unemployment. The table below shows the STIP goals and corresponding results for 2022:

Short-Term Incentive Program		Threshold	Target	Maximum	Actual Result	Result % of Target	Weighted % of Target
Performance Goals	Weight	80%	100%	115%			
Return on Tangible Equity ⁽¹⁾	20.00%	10.80%	13.50%	15.53%	16.59%	115.00%	23.00%
Non-performing Assets / Total Subsidiary Assets	20.00%	0.74%	0.50%	0.32%	0.12%	115.00%	23.00%
Net DDA Growth (# of accounts)	20.00%	2.25%	4.50%	7.52%	2.93%	86.04%	17.21%
Efficiency Ratio	20.00%	57.25%	54.50%	52.25%	54.64%	98.98%	19.80%
Net Interest Margin	20.00%	2.70%	3.00%	3.30%	3.27%	113.50%	22.70%
	100.00%				Overall Performance:		105.71%

(1) See the subheading “*Profit Sharing and 401(k) Plan*” below for the calculation of Return on Tangible Equity

For 2022, the overall STIP performance goals were achieved at 105.71% of target. The table below details, for each Named Executive Officer, the 2022 STIP opportunity levels as a percentage of base salary, the STIP bonus achieved as a percentage of base salary, and the STIP bonus achieved as a dollar value. The 2022 target award opportunity for the CEO was increased by 10% from the 2021 level; which was determined to be below a market competitive level.

Position	Annual Incentive Program Opportunity Levels as a % of Base Salary			Achieved Bonus	Achieved Bonus (\$) ⁽¹⁾
	Threshold	Target	Maximum	As % of Base Salary ⁽¹⁾	
President and CEO	0%	85%	128%	101.4%	\$893,362
CFO	0%	55%	83%	65.7%	\$295,333
CAO	0%	55%	83%	65.7%	\$257,973

(1) Amounts subject to mandatory deferral program described below.

To maintain focus on long-term Company performance and discourage excessive risk taking, the STIP is designed to require a mandatory deferral of a portion of the amount achieved; 50% of the STIP is paid in February following the performance year when results are known and 50% of the achieved award is deferred with 25% payable in each of the next two years thereafter, provided additional performance conditions are met. This mandatory deferral program has been in place since 2015 and also applies to the STIP awards granted in 2020 and 2021. The practice is intended to balance risk in the incentive plan and emphasize the longer-term performance of the Company. Payment of deferred amounts is subject to meeting the following minimum performance conditions over the deferral periods:

- NPAs/Total Subsidiary Assets no greater than 2.0% for each of the 2020, 2021, and 2022 STIP awards; and

- Must meet eligibility requirements outlined in the STIP program document, including remaining employed by the Company or the Bank through the applicable payment date, with certain exceptions that include death, disability and retirement.

In February 2023, the Compensation and Human Capital Committee determined that the minimum performance conditions noted above were achieved for the 2020 and 2021 STIP awards. As a result, the Company paid the deferred amounts for the 2020 and 2021, STIP awards. In addition, as discussed above, 50% of the 2022 STIP was also paid out. The total amounts paid out for 2022 performance and set forth in the non-equity incentive plan column of the Summary Compensation Table are shown in the table below.

Position	2020 STIP Deferred Payment Amount (\$) (25%)	2021 STIP Deferred Payment Amount (\$) (25%)	2022 STIP Payment Amount (\$) (50%)
President & CEO	\$188,377	\$208,983	\$446,681
CFO	\$72,769	\$80,609	\$147,667
CAO	\$63,572	\$70,422	\$128,987

Long-Term Incentives

The long-term incentive program (“LTIP”) is designed to reward executives for performance results relative to Company objectives while aligning the interests of our executives with those of our shareholders. The LTIP provides executives the opportunity to increase their ownership in Glacier, while at the same time creating a retention vehicle through the use of a multi-year vesting period.

The 2022 long-term incentive awards consist solely of restricted stock units (“RSUs”) granted under the Company’s 2015 Stock Incentive Plan (the “2015 Equity Plan”) that vest in equal installments on each of the first three anniversaries of the grant date, subject to the executive’s continued employment with certain exceptions for death, disability and qualifying retirements. RSUs were chosen because they provide the desired retention incentive for executives, while also aligning the executives’ interests with those of shareholders without encouraging excessive risk taking. In addition, RSUs deliver value reflecting the long-term performance of the Company.

The Committee determined the number of RSUs to be granted in 2022 based on the achievement of the performance goals in 2021, as described in the table below, excluding the impact of acquisitions during 2021. The 2021 LTIP goals were selected in light of Glacier’s long-term strategic plan, long-term initiatives and the need to balance risks in executive compensation arrangements. The 2021 LTIP goals also represented metrics addressing key areas of the Company’s performance, including return on tangible equity, diluted earnings per share, and relative total shareholder return. The Company’s total shareholder return for 2021 is ranked relative to the Compensation Peer Group. The Committee believes that comparing the Company’s performance against the total shareholder return of a peer group rewards NEOs for driving performance greater than or equal to peers, as the peer group is all generally subject to the same market factors as the Company. The RSUs have a grant date fair value (based on the closing price of Glacier’s common stock on the close of business on the last business day prior to the grant date) equal to the dollar amount calculated by multiplying the target amount of salary by the actual performance percentages. For ease of administration, RSU grants are made effective as of February 15 each year.

Long-Term Incentive Program		Threshold	Target	Maximum	Actual Result	Result % of Target	Weighted % of Target
Performance Area	Weight	80%	100%	115%			
Return on Tangible Equity ⁽¹⁾	45.00%	12.20%	15.25%	17.54%	17.06%	111.86%	50.34%
Diluted Earnings per Share	45.00%	\$2.50	\$2.75	\$3.00	\$3.13	115.00%	51.75%
Relative Total Shareholder Return	10.00%	25.00%	50.00%	75.00%	47.62%	98.10%	9.81%
	100%				Overall Performance		111.90%

(1) See Company's calculation of return on tangible equity described below.

The LTIP provides that, regardless of how relative total shareholder return ("TSR") compares to the Compensation Peer Group at the end of a period, if the total shareholder return is negative, the highest number of RSUs for this portion of the LTIP award will be made at the "target" level.

For 2022, the total of the LTIP goals achieved based on 2021 performance was at 111.90% of target. The table below details, for each Named Executive Officer, the 2022 LTIP opportunity levels as a percentage of base salary, the RSUs granted as a percentage of base salary, and the number of RSUs granted in February 2022. The long-term incentive award opportunities for the NEOs were increased over 2021 based on the results of the 2020 executive compensation assessment and the multi-year plan created for 2021 and 2022, which showed that the NEO award opportunities had fallen considerably below the market median. The 2022 target award opportunity for the CEO was increased by 10% and the other named executive officers was increased by 15% from the 2021 level.

Position	Long-Term Incentive Program Opportunity Levels as a % of Base Salary			RSUs Granted as a % of Base Salary	RSUs Granted (#)
	Threshold	Target	Maximum		
President & CEO	0%	100%	150%	139.7%	21,660
CFO	0%	65%	98%	91.2%	7,429
CAO	0%	65%	98%	91.2%	6,490

Profit Sharing and 401(k) Plan

The Named Executive Officers participate in the Glacier 401(k) Plan, which includes a 3% safe harbor contribution plus a discretionary contribution. The 401(k) Plan includes a trigger for the discretionary contribution, which is set equal to the 2022 STIP qualifier of NPAs/Total Subsidiary Assets of no greater than 2%. The Company considered return on tangible equity ("ROTE") as a primary metric in determining its discretionary contribution. Based on ROTE of 16.59% (which for purposes of the 401(k) Plan includes the impact of acquisitions, if any, during the year), the Board set the 2022 discretionary contribution at 7.00%.

The following table shows the Company's calculation of ROTE:

<i>(Dollars in thousands)</i>	December 31, 2022
Net Income	\$ 303,202
Core Deposit Intangible Amortization, net of tax	7,965
Tangible Net Income (numerator)	\$ 311,167
Average Shareholder's Equity	\$ 2,907,376
Average Goodwill	(985,392)
Average Core Deposit Intangible	(46,871)
Average tangible common equity (denominator)	\$ 1,875,113
ROTE (numerator / denominator)	16.59 %

Retirement Benefits

As part of our total compensation policy, we offer executives the opportunity to participate in both a tax-deferred compensation plan and a Supplemental Executive Retirement Plan (“SERP”). Each of our Named Executive Officers is a participant in the SERP. The SERP is intended to supplement payments due to participants upon retirement under our other qualified plans.

The deferred compensation plan allows certain Company and bank division executives to defer a portion of their salary and bonus and thereby defer tax payable on that income. Participation in these plans is elective. Terms of the deferred compensation plans and the Named Executive Officer SERP are described under the section entitled “*Director and Employee Plans.*”

Termination and Change-in-Control Benefits

As an additional part of our total compensation policy, we have entered into employment agreements with our Named Executive Officers that allow for continuation of current base salary upon termination without cause or upon termination under certain circumstances following a change in control of the Company. These arrangements are intended to retain our executives, who could have other employment opportunities that may appear to them to be less risky absent these arrangements.

The change-in-control arrangements in our executive officer employment agreements contain a “double trigger,” meaning that benefits are not awarded upon a change in control unless the executive’s employment is terminated without cause or for good reason within a specified period of time following the transaction.

The terms of these agreements are described under the section entitled “*Employment Arrangements and Potential Payments upon Termination or Change in Control.*” That section also contains tables showing the amounts that the Named Executive Officers would have received if their employment had terminated on December 31, 2022, in connection with a change in control.

Other General Employee Benefits

Executive officers are eligible to participate in all employee benefit plans that are available to eligible employees generally, including health, life, and disability insurance.

Other Arrangements

The Board and the Compensation and Human Capital Committee have established additional policies to ensure the overall compensation structure is responsive to shareholder interests and competitive with the market. These specific policies are summarized below.

Discussion of Option and Restricted Stock Unit Award Grant Timing

The Company does not have a written policy as to when equity awards are granted during the year. In recent years, the Compensation and Human Capital Committee and Board have met in January of each year to consider the award of stock options, restricted shares and RSUs to executives and other officers, with the grants being made as of each February 15 for ease of administration. The Company does not backdate or grant equity awards retroactively and does not coordinate equity grants with the release of positive or negative corporate news.

At the 2015 annual meeting, the Company's shareholders approved the 2015 Equity Plan. The 2015 Equity Plan does not permit the award of discounted options or the repricing of stock options. Pursuant to the terms of the 2015 Equity Plan, option exercise prices are determined based on the closing price of our common stock on the grant date, or if shares were not traded on the grant date, then on the nearest preceding trading day.

REPORT OF COMPENSATION AND HUMAN CAPITAL COMMITTEE

The Compensation and Human Capital Committee of the Board makes the following report which, notwithstanding anything to the contrary set forth in any of the Company's filings under the Securities Act of 1933 or the Securities Exchange Act of 1934, will not be incorporated by reference into any such filings and will not otherwise be deemed to be proxy soliciting materials or to be filed under such Acts.

The Compensation and Human Capital Committee of the Company has reviewed and discussed the Compensation Discussion and Analysis ("CD&A") as required by Item 402(b) of Regulation S-K with management, and, based on that review and those discussions, the Compensation and Human Capital Committee recommended to the Board that the CD&A be included as part of this Proxy Statement and the Company's 2022 Annual Report on Form 10-K.

Compensation and Human Capital Committee Members

◆ Sherry L. Cladouhos (Chair) ◆ David C. Boyles ◆ Robert A. Cashell, Jr. ◆
◆ Jesus T. Espinoza ◆ Annie M. Goodwin ◆ Kristen L. Heck ◆ Michael B. Hormaechea ◆
◆ Craig A. Langel ◆ Douglas J. McBride ◆

EXECUTIVE COMPENSATION TABLES

Summary Compensation Table

The following table shows compensation earned by the Named Executive Officers for the last three fiscal years.

Name and Principal Position	Year	Salary (\$)	Stock Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$) ⁽⁸⁾	All Other Compensation (\$) ⁽⁹⁾	Total (\$)
Randall M. Chesler, President and CEO	2022	\$ 881,300	\$1,172,239 ⁽²⁾	\$844,041 ⁽⁵⁾	\$213,595	\$39,650	\$3,150,825
	2021	839,302	1,061,615 ⁽³⁾	763,098 ⁽⁶⁾	188,831	37,700	2,890,546
	2020	799,335	633,310 ⁽⁴⁾	671,832 ⁽⁷⁾	190,892	37,500	2,332,869
Ron J. Copher, EVP, CFO, and Secretary	2022	\$ 449,800	\$402,057 ⁽²⁾	\$301,044 ⁽⁵⁾	\$79,450	\$39,650	\$1,272,001
	2021	440,935	318,978 ⁽³⁾	293,951 ⁽⁶⁾	72,152	37,700	1,163,716
	2020	432,289	209,971 ⁽⁴⁾	257,562 ⁽⁷⁾	76,821	37,500	1,014,143
Don J. Chery, EVP and CAO	2022	\$392,900	\$351,239 ⁽²⁾	\$262,980 ⁽⁵⁾	\$59,534	\$39,650	\$1,106,303
	2021	385,210	278,688 ⁽³⁾	255,403 ⁽⁶⁾	60,953	37,700	1,017,955
	2020	377,657	178,550 ⁽⁴⁾	221,220 ⁽⁷⁾	64,093	37,500	879,020

- (1) Represents the grant date fair value of the RSU awards. The fair value of these awards was determined in accordance with FASB ASC Topic 718. Assumptions used to calculate these amounts are set forth in the notes to the Company's audited financial statements for the year ended December 31, 2022, included in the Company's accompanying Annual Report. Accrued dividends are paid upon vesting of the underlying shares.
- (2) The fair market value of the RSU awards granted in 2022 is based on the per-share price of Glacier's common stock at the close of business on the grant date, February 15, 2022 (\$54.12). The awards vest in three equal annual installments beginning February 15, 2023.
- (3) The fair market value of the RSU awards granted in 2021 is based on the per-share price of Glacier's common stock at the close of business on February 12, 2021 (\$51.39), the last trading day preceding the grant date. The awards vest in three equal annual installments beginning February 15, 2022.
- (4) The fair market value of the RSU awards granted in 2020 is based on the per-share price of Glacier's common stock at the close on February 14, 2020, the last trading day preceding the grant date. (\$44.13). The awards vest in three equal annual installments beginning February 15, 2021.
- (5) The amount shown is the sum of 50% of the 2022 STIP award, 25% of the 2021 STIP award, and 25% of the 2020 STIP award, and represents the cash incentive amount earned based on 2022 results, as set forth in the section entitled "Compensation Discussion and Analysis – Annual Cash Incentive Bonus."
- (6) The amount shown is the sum of 50% of the 2021 STIP award, 25% of the 2020 STIP award, and 25% of the 2019 STIP award, and represents the cash incentive amount earned based on 2021 results.
- (7) The amount shown is the sum of 50% of the 2020 STIP award, 25% of the 2019 STIP award, and 25% of the 2018 STIP award, and represents the cash incentive amount earned based on 2020 results.
- (8) For all of the NEOs, except Mr. Chery, the amount reported in this column represents the increase in the actuarial present value of accumulated benefit under Glacier's SERP, the material terms of which are described below under the section entitled "Director and Employee Plans – Supplemental Executive Retirement Plan". For Mr. Chery, who is the only NEO participant in Glacier's deferred compensation plan, the amount includes \$59,437 for the increase in the SERP actuarial present value of and the above-market earnings on nonqualified deferred compensation which totaled \$97 in 2022. Earnings on the nonqualified deferred compensation plan is credit at 50% of the Company's current year return on average equity.
- (9) Amounts reported for 2022 that represent "All Other Compensation" for each of the Named Executive Officers are described in the table below.

Name	401(k) Matching Contribution (\$)	Profit Sharing Contribution (\$)	Total (\$)
Randall M. Chesler	\$9,150	\$30,500	\$39,650
Ron J. Copher	\$9,150	\$30,500	\$39,650
Don J. Chery	\$9,150	\$30,500	\$39,650

2022 Grants of Plan-Based Awards

The following table shows information regarding grants of non-equity incentive plan awards and grants of equity awards that we made during the fiscal year ended December 31, 2022 to each of our Named Executive Officers.

Name	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾			Grant Date	All Other Stock Awards: Number of Shares of Stock or Units ⁽²⁾	Grant Date Fair Value of Stock Awards ⁽²⁾
	Threshold	Target	Maximum			
	(\$)	(\$)	(\$)		(#)	(\$)
Randall M. Chesler RSUs	\$ —	\$ 749,105	\$1,128,064	2/15/2022	21,660	1,172,239
Ron J. Copher RSUs	\$ —	\$ 247,390	\$ 373,334	2/15/2022	7,429	402,057
Don J. Chery RSUs	\$ —	\$ 216,095	\$ 326,107	2/15/2022	6,490	351,239

(1) These amounts represent ranges of the possible performance-based cash bonuses that could have been paid based on 2022 results pursuant to the STIP. The actual bonuses paid are displayed under the column entitled “Non-Equity Incentive Plan Compensation” within the Summary Compensation Table. The incentive target level is determined as the aggregate dollar amount derived from the Named Executive Officers’ target bonuses expressed as a percent of annual salary. This target percentage is currently 85% for Mr. Chesler and 55% for each of Messrs. Copher and Chery. The maximum incentive is 128% for Mr. Chesler and 83% for each of Messrs. Copher and Chery. The STIP is further described in the section entitled “Compensation Discussion and Analysis – Annual Cash Incentive Bonus.”

(2) These amounts represent the grants of RSUs under the LTIP made in 2022 for performance in 2021. The LTIP is further described in the section entitled “Compensation Discussion and Analysis – Long-Term Incentives.”

2022 Outstanding Equity Awards at Fiscal Year-End Table

The following table presents information concerning the outstanding RSUs as of December 31, 2022, for each Named Executive Officer of the Company. No other type of equity award is outstanding.

Name	Stock Awards	
	Number of Shares or Units of Stock that Have Not Vested (#)	Market Value of Shares or Units of Stock that Have Not Vested (\$) ⁽¹⁾
Randall M. Chesler	4,784 ⁽²⁾	236,425
	13,772 ⁽³⁾	680,612
	21,660 ⁽⁴⁾	1,070,437
Ron J. Copher	1,586 ⁽²⁾	78,380
	4,138 ⁽⁵⁾	204,500
	7,429 ⁽⁶⁾	367,141
Don J. Chery	1,349 ⁽²⁾	66,668
	3,616 ⁽⁷⁾	178,703
	6,490 ⁽⁸⁾	320,736

(1) Amounts shown are calculated using \$49.42, the per-share price of Glacier’s common stock at the close of business on December 30, 2022, the last trading day of the year.

(2) The unvested RSUs vested on February 15, 2023.

(3) 6,886 of the unvested RSUs vested on February 15, 2023; 6,886 of the unvested RSUs will vest on February 15, 2024.

(4) 7,220 of the unvested RSUs vested on February 15, 2023; 7,220 of the unvested RSUs will vest on February 15, 2024 and 7,220 of the unvested RSUs will vest on February 15, 2025.

(5) 2,069 of the unvested RSUs vested on February 15, 2023; 2,069 of the unvested RSUs will vest on February 15, 2024.

- (6) 2,476 of the unvested RSUs vested on February 15, 2023; 2,476 of the unvested RSUs will vest on February 15, 2024 and 2,477 of the unvested RSUs will vest on February 15, 2025.
- (7) 1,808 of the unvested RSUs vested on February 15, 2023; 1,808 of the unvested RSUs will vest on February 15, 2024.
- (8) 2,163 of the unvested RSUs vested on February 15, 2023; 2,163 of the unvested RSUs will vest on February 15, 2024; and 2,164 of the unvested RSUs will vest on February 15, 2025.

2022 Option Exercises and Stock Vested Table

The following table presents information concerning the vesting of RSUs during 2022 for each Named Executive Officer of the Company:

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) ⁽¹⁾
Randall M. Chesler	15,798	\$854,988
Ron J. Copher	5,209	\$281,911
Don J. Chery	4,442	\$240,401

- (1) Amounts disclosed in this column reflect the value realized upon vesting of the RSUs, as calculated based on the price of a Glacier share on the vesting date, multiplied by the number of shares underlying each award.

2022 Nonqualified Deferred Compensation Table

Name	Executive Contributions in Last FY	Aggregate Earnings in Last FY	Aggregate Balance at Last FYE
	(\$) ⁽¹⁾	(\$) ⁽²⁾	(\$) ⁽³⁾
Don J. Chery	\$76,621	\$16,973	\$350,338

- (1) Amount deferred pursuant to the Deferred Plan, which is reported as compensation to the Named Executive Officer in the Summary Compensation Table above.
- (2) \$97 of the amount reported above was reported in the Summary Compensation Table.
- (3) All of the amount shown above has been reported in the Summary Compensation Table for 2022 or previous years except for the portion of earnings that was determined not to be above-market.

Supplemental Executive Retirement Plan

In December 1995, the Board adopted a nonqualified and non-funded Supplemental Executive Retirement Plan for executive officers. As amended and restated effective January 1, 2008, the SERP is intended to supplement payments due to participants upon retirement under the Company's qualified plans. In 2005 and 2008, the SERP was amended principally to mirror the changes described above for the Company's Deferred Plan; namely, permitting participants to make cash-out elections and new distribution elections and providing that, for years after 2004, the account balance for each participant will be credited with a rate of return that is equal to 50% of the Company's return on average equity.

In general, the SERP, together with separate agreements with participating executives, provides that Glacier will credit each participating executive's account, on an annual basis, with an amount equal to employer contributions that otherwise would have been allocated to the executive's account under the tax-qualified plans were it not for limits imposed by the Internal Revenue Code on participation in the Deferred Plan. Payments under the SERP are payable in a lump sum (with respect to Messrs. Copher and Chery) or in five annual installments (with respect to Mr. Chesler). Amounts credited to the executive's account will be paid to him on, or beginning on, the first day of the first month immediately following the month upon a payment trigger event, including (i) separation from service; (ii) attainment of age 65; (iii) any of the first five anniversary dates following his separation from service; or (iv) any of the first five anniversary dates following his attainment of age 65. In the event of a change in control, the amounts in the individual SERP accounts will be deposited into a trust, and the Company will continue to be obligated to provide for the benefits under the SERP. In the event the executive is terminated for cause (as defined in the SERP agreement), no benefits will be payable to the executive under the SERP, and all obligations of the Company with respect to the executive's SERP will cease. Information regarding benefits payable under the SERP is included in the following table.

2022 Pension Benefits Table

Name	Plan Name	Number of Years Credited Service (#) ⁽¹⁾	Present Value of Accumulated Benefit (\$) ⁽²⁾	Payments During Last Fiscal Year (\$)
Randall M. Chesler	SERP	N/A	\$957,037	0
Ron J. Copher	SERP	N/A	\$501,927	0
Don J. Chery	SERP	N/A	\$337,626	0

(1) There are no minimum service requirements under the SERP.

(2) Based on the amounts accrued through December 31, 2022, in the event the SERP is triggered, the Named Executive Officer could receive a payment in the amount stated in the table (i) payable in five annual installments for Mr. Chesler and (ii) in a lump-sum payment for each of Messrs. Copher and Chery.

Employment Arrangements and Potential Payments upon Termination or Change in Control

Below are summaries of certain arrangements between the Named Executive Officers and the Company or Glacier Bank. These summaries do not purport to include all of the provisions of the employment agreements with each Named Executive Officer, and this section is qualified in its entirety by reference to the full employment agreements, which can be accessed through links in our exhibit index to our Form 10-K for the year ended December 31, 2022. The terms “Cause,” “Good Reason,” and “Change in Control” are defined in the respective employment agreements with each Named Executive Officer.

Employment Agreements

Each of the employment agreements with our Named Executive Officers was entered into effective March 5, 2018, and was amended on February 19, 2020. The term of each employment agreement is two years, and, unless terminated in accordance with the terms of the employment agreement, will be automatically extended for an additional one-year term on each February 19 thereafter (a “Renewal Date”), unless either the Company or the officer gives notice of non-renewal at least 120 days prior to a Renewal Date. Accordingly, the term of each employment agreement currently extends to February 19, 2024.

Randall M. Chesler. Mr. Chesler’s employment agreement provides that, if his employment is terminated by the Company without Cause or by Mr. Chesler for Good Reason in the absence of a Change in Control, he will be entitled to receive an amount equal to the greater of (i) the amount of base salary payable during the remaining term and (ii) the amount he would be entitled to receive under Glacier Bank’s Severance Plan for Employees, in each case payable in equal monthly installments over a period of three years. The current terms of the Glacier’s Severance Plan indicate that employees covered by other arrangements, such as employment agreements, are not covered by or eligible for benefits under the Severance Plan.

If Mr. Chesler’s employment is terminated by the Company or its successor without Cause either following the announcement of a Change in Control that subsequently occurs within two years or following the Change in Control, or if Mr. Chesler terminates his employment for Good Reason within two years of a Change in Control, the agreement provides that Mr. Chesler will be entitled to receive a total amount equal to 2.99 times the compensation received by Mr. Chesler from the Company for the most recent calendar year, payable in 36 equal monthly installments. The payments to be received by Mr. Chesler will be reduced by any cash compensation that he receives from the Company or its successor following the Change in Control or after his termination of employment. Also, to the extent that any payment or distribution of any type would constitute an “excess parachute payment” as defined in Section 280(G) of the Internal Revenue Code, either the payments will be reduced to the largest amount that will result in no portion of those payments being subject to the excise tax imposed by Section 4999 of the Internal Revenue Code, or, if it would result in a better after-tax result, the payments will be made and the officer will be responsible for paying the excise tax.

In addition, the agreement prohibits Mr. Chesler from competing with the Company or its subsidiaries during the term of the agreement and for a three-year period following his termination of employment. Severance payments are subject to Mr. Chesler’s execution of a release of claims against the Company arising out his employment or termination.

Ron J. Copher. Except as described below, the terms of Mr. Copher's employment agreement are substantially the same as those for Mr. Chesler.

Mr. Copher's employment agreement provides that, if his employment is terminated by the Company without Cause or by Mr. Copher for Good Reason in the absence of a Change in Control, he will be entitled to receive an amount equal to the greater of (i) the amount of base salary payable during the remaining term or (ii) the amount he would be entitled to receive under Glacier's Severance Plan, payable in 24 equal monthly installments; provided that the payments will be accelerated as necessary to be paid in full by the end of the second calendar year after the calendar year in which the termination of his employment occurs. The current terms of the Glacier's Severance Plan indicate that employees covered by other arrangements, such as employment agreements, are not covered by or eligible for benefits under the Severance Plan.

If Mr. Copher's employment is terminated by the Company or its successor without Cause either following the announcement of a Change in Control that subsequently occurs within two years or following the Change in Control, or if Mr. Copher terminates his employment for Good Reason within two years of a Change in Control, the agreement provides that Mr. Copher will be entitled to receive a total amount equal to two times the compensation he received for the most recent calendar year, payable in 24 equal monthly installments, subject to the same reductions as are applicable to Mr. Chesler.

In addition, the agreement prohibits Mr. Copher from competing with the Company or its subsidiaries during the term of the agreement and for a two-year period following his termination of employment. Severance payments are subject to Mr. Copher's execution of a release of claims against the Company arising out of his employment or termination.

Don J. Chery. The material terms of Mr. Chery's employment agreement are the same as those for Mr. Copher.

Potential Payments upon Termination or Change in Control

The table below shows the maximum amounts that could have been paid to each Named Executive Officer in 2022 under his respective agreement. The following information is based on the executive's compensation at December 31, 2022 and assumes the triggering event occurred on December 31, 2022. Information regarding benefits payable to the Named Executive Officers under the Company's Deferred Plan and SERP is included above in the section entitled "Director and Employee Plans."

Randall M. Chesler	Termination by Company for Cause or by Executive without Good Reason (\$)	Termination by Company without Cause or by Executive for Good Reason (\$)	Death (\$)	Disability (\$)	Change-In- Control Termination (\$)⁽¹⁾	Retirement (\$)
Cash Severance	\$ —	\$ 1,002,026	\$ —	\$ —	\$ 7,492,817 ⁽²⁾	\$ —
401(k) Plan	30,500	30,500	30,500	30,500	30,500	30,500
Accrued Vacation ⁽³⁾	91,456	91,456	91,456	91,456	91,456	91,456
STIP ⁽⁴⁾	—	1,499,705	1,499,705	1,499,705	1,499,705	1,499,705
LTIP (RSU Accelerated Vesting) ⁽⁵⁾	—	—	2,072,344	2,072,344	2,072,344	—
TOTAL	\$ 121,956	\$ 2,623,687	\$ 3,694,005	\$ 3,694,005	\$ 11,186,822	\$ 1,621,661

- (1) Represents cash payments in the event of termination (i) by the Company without Cause within two years of a Change in Control; (ii) by the Company without Cause before a Change in Control and within six months of termination if a Change in Control occurs; or (iii) if Mr. Chesler terminates his employment with Good Reason within two years of a Change in Control. The amount shown does not reflect any adjustment that would be made in the event that any payment or distribution of any type would constitute an "excess parachute payment" as defined in Section 280(G) of the Internal Revenue Code.
- (2) Beginning within 30 days after a qualifying termination following Change in Control; payable in 36 substantially equal monthly payments.
- (3) Based on accrued hours times hourly pay rate.
- (4) Includes 100% of the current year bonus (2022), 50% of the prior year (2021) bonus, and 25% of the preceding year bonus (2020).
- (5) Pursuant to the LTIP program document and 2015 Equity Plan, Mr. Chesler's unvested RSUs would vest immediately only upon his death, disability, or qualifying termination following a Change in Control.

Ron J. Copher	Termination by Company for Cause or by Executive without Good Reason (\$)	Termination by Company without Cause or by Executive for Good Reason (\$)	Death (\$)	Disability (\$)	Change-In- Control Termination (\$)⁽¹⁾	Retirement (\$)
Cash Severance	\$ —	\$ 511,416	\$ —	\$ —	\$ 2,012,941 ⁽²⁾	\$ —
401(k) Plan	30,500	30,500	30,500	30,500	30,500	30,500
Accrued Vacation ⁽³⁾	58,561	58,561	58,561	58,561	58,561	58,561
STIP ⁽⁴⁾	—	529,319	529,319	529,319	529,319	529,319
LTIP (RSU Accelerated Vesting) ⁽⁵⁾	—	677,334	677,334	677,334	677,334	677,334
TOTAL	\$ 89,061	\$ 1,807,130	\$ 1,295,714	\$ 1,295,714	\$ 3,308,655	\$ 1,295,714

- (1) Represents cash payments in the event of termination (i) by the Company without Cause within two years of a Change in Control; (ii) by the Company without Cause before a Change in Control and within six months of termination if a Change in Control occurs; or (iii) if Mr. Copher terminates his employment with Good Reason within two years of a Change in Control. The amount shown does not reflect any adjustment that would be made in the event that any payment or distribution of any type would constitute an “excess parachute payment” as defined in Section 280(G) of the Internal Revenue Code.
- (2) Beginning within 30 days after a qualifying termination following Change in Control; payable in 24 substantially equal monthly payments.
- (3) Based on accrued hours times hourly pay rate.
- (4) Includes 100% of the current year bonus (2022), 50% of the prior year (2021) bonus, and 25% of the preceding year bonus (2020).
- (5) Pursuant to the LTIP program document and 2015 Equity Plan, and the “Rule of 80”, Mr. Copher’s unvested RSUs would vest immediately upon his death, disability, retirement, or qualifying termination with or without a Change in Control.

Don J. Chery	Termination by Company for Cause or by Executive without Good Reason (\$)	Termination by Company without Cause or by Executive for Good Reason (\$)	Death (\$)	Disability (\$)	Change-In- Control Termination (\$)⁽¹⁾	Retirement (\$)
Cash Severance	\$ —	\$ 446,722	\$ —	\$ —	\$ 1,566,561 ⁽²⁾	\$ —
401(k) Plan	30,500	30,500	30,500	30,500	30,500	30,500
Accrued Vacation ⁽³⁾	37,539	37,539	37,539	37,539	37,539	37,539
STIP ⁽⁴⁾	—	462,388	462,388	462,388	462,388	462,388
LTIP (RSU Accelerated Vesting) ⁽⁵⁾	—	589,823	589,823	589,823	589,823	589,823
TOTAL	\$ 68,039	\$ 1,566,972	\$ 1,120,250	\$ 1,120,250	\$ 2,686,811	\$ 1,120,250

- (1) Represents cash payments in the event of termination (i) by the Company without Cause within two years of a Change in Control; (ii) by the Company without Cause before a Change in Control and within six months of termination if a Change in Control occurs; or (iii) Mr. Chery terminates his employment with Good Reason within two years of a Change in Control. The amount shown does not reflect any adjustment that would be made in the event that any payment or distribution of any type would constitute an “excess parachute payment” as defined in Section 280(G) of the Internal Revenue Code.
- (2) Beginning within 30 days after a qualifying termination following Change in Control; payable in 24 substantially equal monthly payments.
- (3) Based on accrued hours times hourly pay rate.
- (4) Includes 100% of the current year bonus (2022), 50% of the prior year (2021) bonus, and 25% of the preceding year bonus (2020).
- (5) Pursuant to the LTIP program document and 2015 Equity Plan, and the “Rule of 80”, Mr. Chery’s unvested RSUs would vest immediately upon his death, disability, retirement, or qualifying termination with or without a Change in Control.

CEO Compensation Pay Ratio

As required by Item 402(u) of Regulation S-K, we are providing the following information for 2022, which is our last completed fiscal year:

- The median of the annual total compensation of all Glacier employees (other than Mr. Chesler, our President and CEO), was \$56,033; and
- The annual total compensation of Mr. Chesler was \$3,150,825.

Based on this information, the ratio for 2022 of the annual total compensation of our CEO to the median of the annual total compensation of all employees is 56:1.

The pay ratio reported above is a reasonable estimate calculated in a manner consistent with SEC rules based on our internal records and the methodology described below. Because the SEC rules for identifying the median compensated employee and calculating the pay ratio based on that employee's annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices, the pay ratio reported by other companies may not be comparable to the pay ratio reported above, as other companies have different employee populations and compensation practices and may utilize different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios.

We completed the following steps to identify the median of the annual total compensation of all our employees and to determine the annual total compensation of our median employee and CEO:

- The median employee was identified for 2022 based on the employee population on December 31, 2022, which consisted of all full-time, part-time, temporary, and seasonal employees employed on that date.
- To find the median of the annual total compensation of all our employees (other than our CEO), we used wages from our payroll records as reported to the Internal Revenue Service on Form W-2 for the fiscal year 2022. In making this determination, we annualized the compensation of full-time and part-time permanent employees who were employed on December 31, 2022, but who did not work for us the entire year. No full-time equivalent adjustments were made for part-time employees.
- We identified our median employee using this compensation measure and methodology, which was consistently applied to all employees who were included in the calculation.
- We reviewed 2022 compensation for this median employee, which was calculated by adding together all elements of this employee's compensation for 2022 in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K. We identified an anomaly with the employee's 2022 compensation that would have significantly impacted our pay ratio and therefore we substituted this employee with an employee immediately adjacent to the median employee that had substantially similar 2022 W-2 compensation to that of the originally identified median employee.
- With respect to the annual total compensation of our CEO, we used the amount reported in the "Total" column of our 2022 Summary Compensation Table.

Pay Versus Performance

In accordance with rules adopted by the Securities and Exchange Commission pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, we provide the following disclosure regarding executive compensation for our principal executive officer (“PEO”) and Non-PEO NEOs and Company performance for the fiscal years listed below. The Compensation Committee did not consider the pay versus performance disclosure below in making its pay decisions for any of the years shown.

Year	Summary Compensation Table Total for PEO ¹	Compensation Actually Paid to PEO ^{1, 2, 3}	Average Summary Compensation Table Total for Non-PEO NEOs ¹	Average Compensation Table Total for Non-PEO NEOs ^{1, 2, 3}	Value of Initial Fixed \$100 Investment based on: ⁴			
					TSR (\$)	Peer Group TSR (\$)	Net Income (\$ Millions)	Return on Tangible Equity ⁵
2022	3,150,825	2,890,225	1,189,152	1,103,734	117.62	116.10	303	16.6 %
2021	2,890,546	3,232,967	1,090,836	1,189,375	131.22	124.74	285	15.5 %
2020	2,332,869	2,359,141	946,582	948,582	103.81	91.29	266	16.9 %

- (1) Randall M. Chesler our CEO, was our PEO for each year presented and Ron J. Copher and Don J. Chery were our Non-PEO NEOs for each year presented.
- (2) The amounts shown for Compensation Actually Paid have been calculated in accordance with Item 402(v) of Regulation S-K and do not reflect compensation actually earned, realized, or received by the Company’s NEOs. These amounts reflect the Summary Compensation Table Total with certain adjustments as described in footnote 3 below.
- (3) Compensation Actually Paid reflects the exclusions and inclusions of certain amounts for the PEO and the Non-PEO NEOs as set forth below. Equity values are calculated in accordance with FASB ASC Topic 718. Amounts in the Exclusion of Stock Awards column are the totals from the Stock Awards column set forth in the Summary Compensation Table. Amounts in the Exclusion of Change in Pension Value column reflect the increase in the actuarial present value of accumulated benefit under Glacier’s SERP amounts which is described as a Change in Pension Value reported in the Summary Compensation Table in the Change in Pension Value and Nonqualified Deferred Compensation Earnings column. Amounts in the Inclusion of Pension Service Cost are based on the annual amount contributed by the Company for services rendered during the listed year.

Year	Summary Compensation Table Total for PEO (\$)	Exclusion of Change in Pension Value for PEO (\$)	Exclusion of Stock Awards for PEO (\$)	Inclusion of Pension Service Cost for PEO (\$)	Inclusion of Equity Values for PEO (\$)	Compensation Actually Paid to PEO (\$)
2022	3,150,825	(213,595)	(1,172,239)	174,122	951,112	2,890,225
2021	2,890,546	(188,831)	(1,061,615)	158,328	1,434,539	3,232,967
2020	2,332,869	(190,892)	(633,310)	169,570	680,904	2,359,141

Year	Average Summary Compensation Table Total for Non-PEO NEOs (\$)	Average Exclusion of Change in Pension Value for Non-PEO NEOs (\$)	Average Exclusion of Stock Awards for Non-PEO NEOs (\$)	Average Inclusion of Pension Service Cost for Non-PEO NEOs (\$)	Average Inclusion of Equity Values for Non-PEO NEOs (\$)	Average Compensation Actually Paid to Non-PEO NEOs (\$)
2022	1,189,152	(69,444)	(376,648)	50,834	309,840	1,103,734
2021	1,090,836	(62,732)	(298,834)	46,913	413,192	1,189,375
2020	946,582	(66,881)	(194,261)	54,138	209,004	948,582

The amounts in the Inclusion of Equity Values in the tables before are derived from the amounts set forth in the following tables:

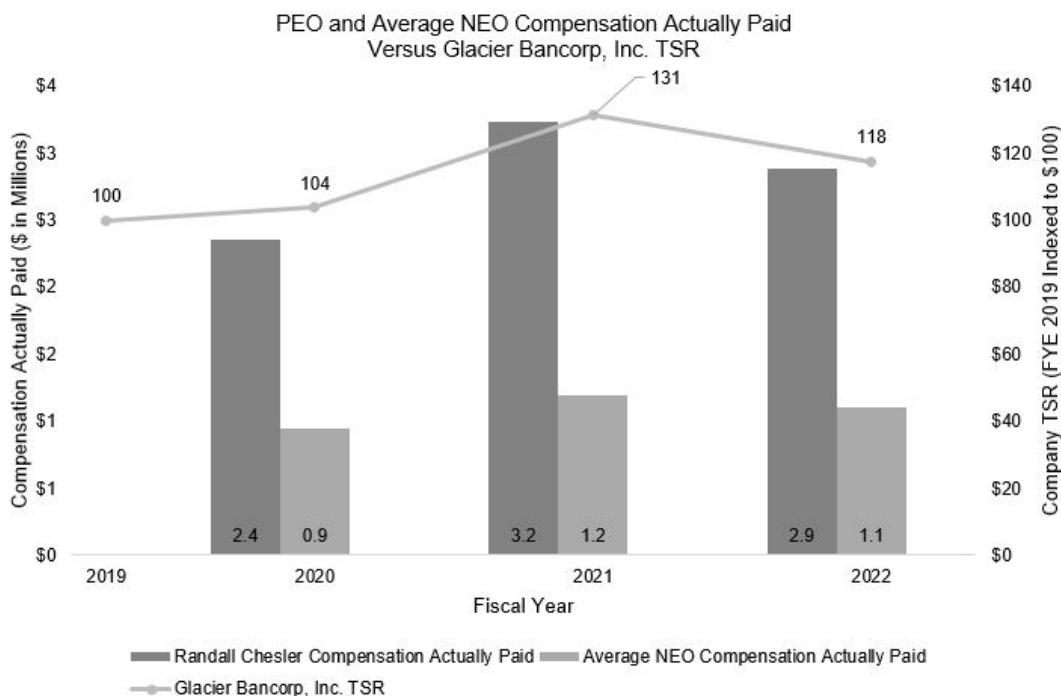
Year	Year-End Fair Value of Equity Awards Granted During Year That Remained Unvested as of Last Day of Year for PEO (\$)	Change in Fair Value from Last Day of Prior Year to Last Day of Year of Unvested Equity Awards for PEO (\$)	Vesting-Date Fair Value of Equity Awards Granted During Year that Vested During Year for PEO (\$)	Change in Fair Value from Last Day of Prior Year to Vesting Date of Unvested Equity Awards that Vested During Year for PEO (\$)	Fair Value at Last day of Prior Year of Equity Awards Forfeited During Year for PEO (\$)	Total - Inclusion of Equity values for PEO (\$)
2022	1,099,028	(108,738)	—	(39,178)	—	951,112
2021	1,197,544	165,858	—	71,137	—	1,434,539
2020	677,224	17,094	—	(13,414)	—	680,904

Year	Average Year-End Fair Value of Equity Awards Granted During Year That Remained Unvested as of Last Day of Year for Non-PEO NEOs (\$)	Average Change in Fair Value from Last Day of Prior Year to Last Day of Year of Unvested Equity Awards for Non-PEO NEOs (\$)	Average Vesting-Date Fair Value of Equity Awards Granted During Year that Vested During Year for Non-PEO NEOs (\$)	Average Change in Fair Value from Last Day of Prior Year to Vesting Date of Unvested Equity Awards that Vested During Year for Non-PEO NEOs (\$)	Average Fair Value at Last Day of Prior Year of Equity Awards Forfeited During Year for Non-PEO NEOs (\$)	Total - Average Inclusion of Equity Values for Non-PEO NEOs (\$)
2022	353,125	(31,318)	—	(11,967)	—	309,840
2021	337,096	52,739	—	23,357	—	413,192
2020	207,731	5,848	—	(4,575)	—	209,004

- (4) The Peer Group TSR set forth in this table utilizes the KBW NASDAQ Regional Banking Index (“KBW Regional Banking Index”), which we also utilize in the stock performance graph required by Item 201(e) of Regulation S-K included in our Annual Report for the year ended December 31, 2022. The comparison assumes \$100 was invested for the period starting December 31, 2019, through the end of the listed year in the Company and in the KBW Regional Banking Index, respectively. Historical stock performance is not necessarily indicative of future stock performance.
- (5) We determined Return on Tangible Equity to be the most important financial performance measure used to link Company performance to Compensation Actually Paid to our PEO and Non-PEO NEOs in 2022. This performance measure may not have been the most important financial performance measure for years 2021 and 2020 and we may determine a different financial performance measure to be the most important financial performance measure in future years.

Description of Relationship Between PEO and Other NEO Compensation Actually Paid and Company TSR

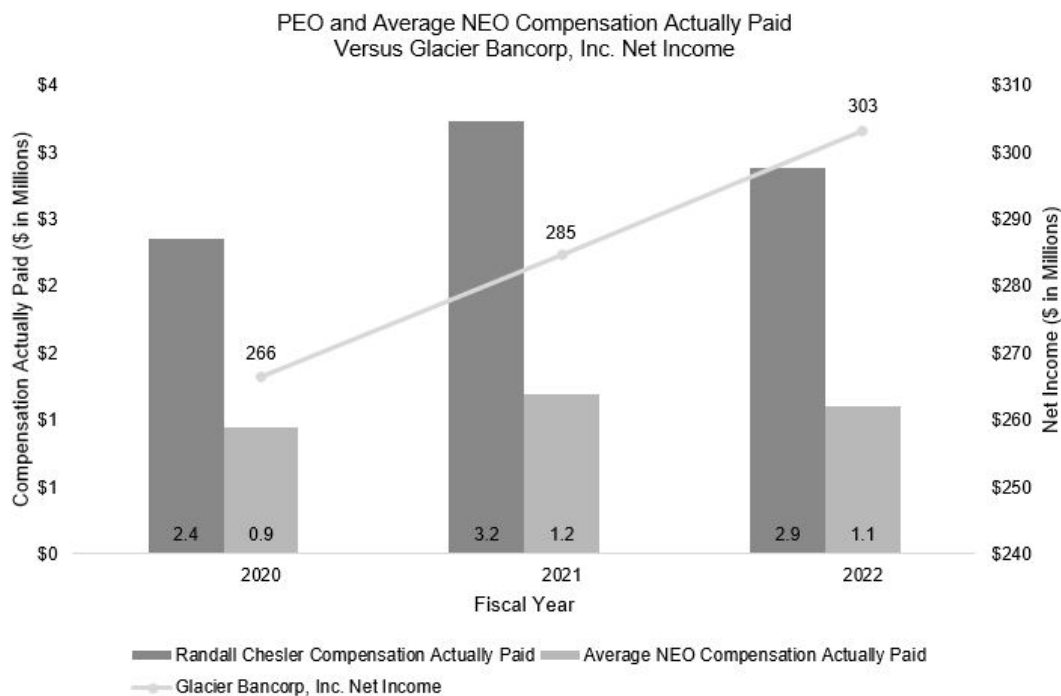
The following chart sets forth the relationship between Compensation Actually Paid to our PEO, the average of Compensation Actually Paid to our other NEOs, and the Company's cumulative TSR over the three most recently completed fiscal years.



*The Company TSR set forth above is indexed to an initial \$100 investment on December 31, 2019.

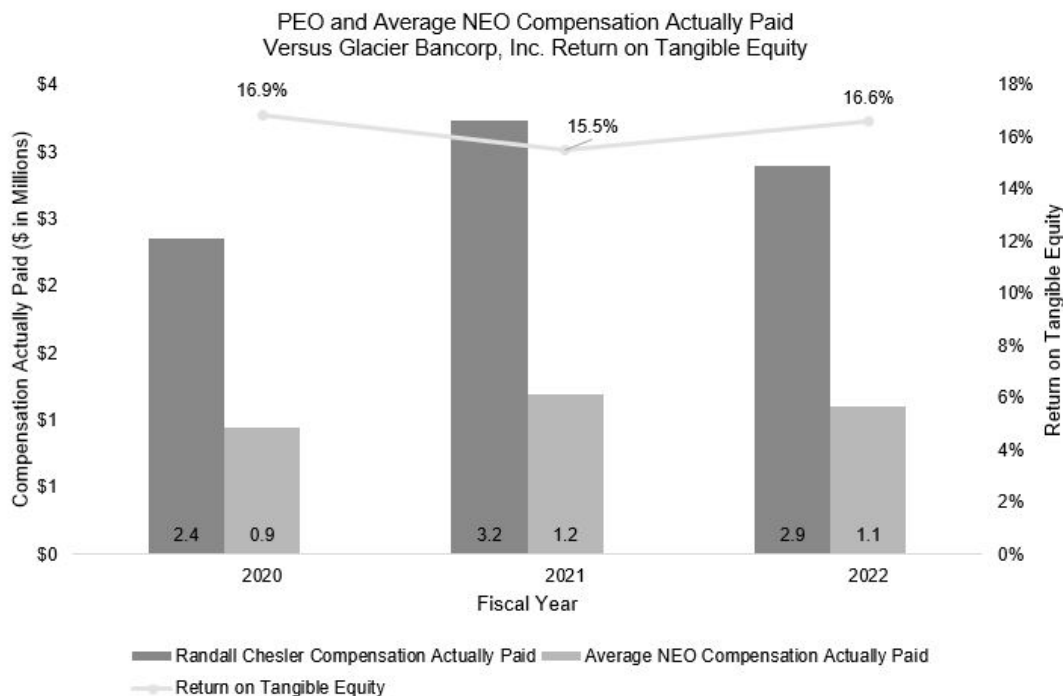
Description of Relationship Between PEO and Other NEO Compensation Actually Paid and Net Income

The following chart sets forth the relationship between Compensation Actually Paid to our PEO, the average of Compensation Actually Paid to our other NEOs, and our net income during the three most recently completed fiscal years.



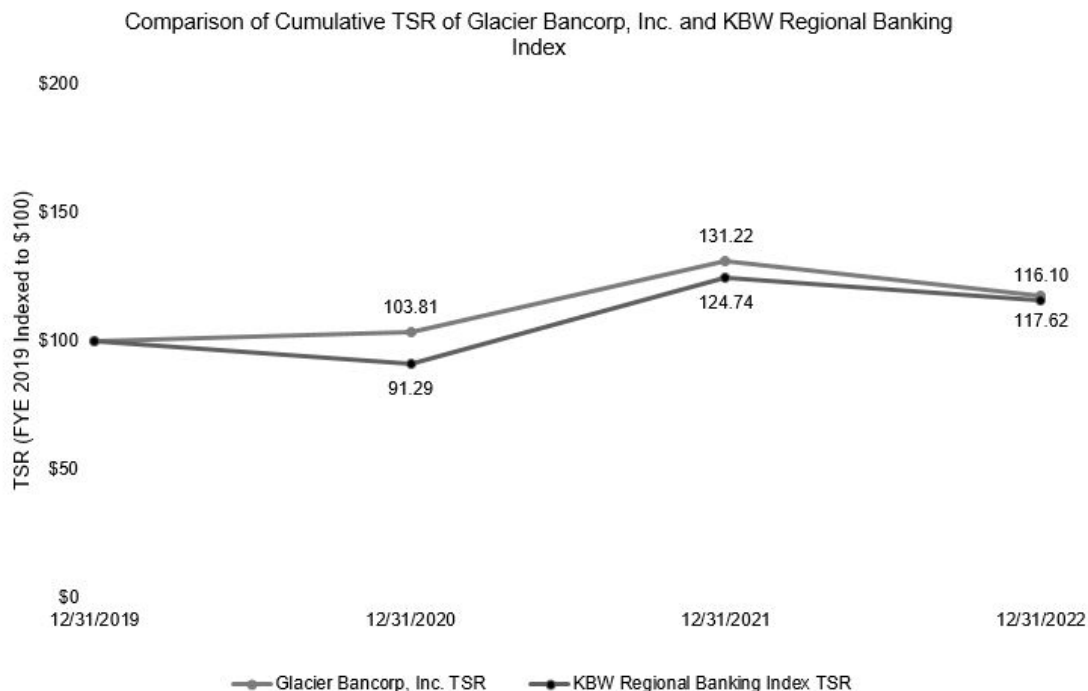
Description of Relationship Between PEO and Other NEO Compensation Actually Paid and ROTE

The following chart sets forth the relationship between Compensation Actually Paid to our PEO, the average of Compensation Actually Paid to our other NEOs, and our Return on Tangible Equity during the three most recently completed fiscal years.



Description of Relationship Between Company TSR and Peer Group TSR

The following chart compares our cumulative TSR over the three most recently completed fiscal years to that of the KBW Regional Banking Index over the same period.



Tabular List of Most Important Financial and Non-Financial Performance Measures

The following list presents the financial and non-financial performance measures that the Company considers to have been the most important in linking Compensation Actually Paid to our PEO and other NEOs for 2022 to Company performance. The measures in this list are not ranked.

Return on Tangible Equity
Diluted Earnings per Share
Relative Total Shareholder Return (to the Compensation Peer Group)
Non-performing Assets / Total Subsidiary Assets
Net Demand Deposit Account Growth (# of accounts)
Efficiency Ratio
Net Interest Margin

Director and Employee Plans

Equity Award Plans

At the 2015 annual meeting, Glacier's shareholders approved the 2015 Equity Plan, which provides for awards of stock-based incentive compensation to eligible employees, consultants, and directors of the Company or its affiliates. Shares of Glacier common stock are issuable under the 2015 Equity Plan in the form of stock options, share appreciation rights, restricted shares, RSUs, unrestricted shares, and performance awards.

The 2015 Equity Plan is effective for ten years and limits the grant of equity awards to any one eligible person to a maximum of 50,000 shares in a calendar year. The maximum number of shares subject to all awards to any non-employee director in a calendar year is 5,500. The aggregate number of shares authorized for issuance under the 2015 Equity Plan is 2,500,000, of which 890,109 have been issued, 29,986 have been forfeited and 1,639,877 remain available for issuance at December 31, 2022.

Equity Compensation Plan Information

The table below provides information regarding our equity compensation plans, including the 2015 Equity Plan and the plans acquired in acquisitions as of December 31, 2022.

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (#)	(b) Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (\$)	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in column (a)) (#)
Equity compensation plans approved by security holders	258,199 ⁽¹⁾	— ⁽²⁾	1,639,877
Equity compensation plans not approved by security holders ⁽³⁾	—	—	—

(1) Represents shares subject to RSUs issued under the 2015 Equity Plan.

(2) RSUs do not have an exercise price.

(3) An aggregate of 9,635 shares are issuable upon exercise of options assumed in connection with the acquisitions of Columbine Capital Corp. in January 2018 and Heritage Bancorp of Nevada in July 2019. The weighted-average exercise price of the assumed options is \$24.74. No shares are available for future grants under the acquired plans.

Nonqualified Deferred Compensation Plan

Directors and Key Employees. Since December 1995, Glacier has maintained a nonqualified and non-funded deferred compensation plan (as amended and restated effective January 1, 2008, the "Deferred Plan") for directors and key employees. The Deferred Plan permits eligible directors and officers of the Company to defer certain income that would otherwise be taxable as earned and paid in the ordinary course. As amended in 2005 and 2008, principally in response to the enactment of Section 409A of the Internal Revenue Code, the

Deferred Plan permits participants to elect cash-out distributions and to make new distribution elections on terms that conform to the restrictions set forth in Section 409A of the Internal Revenue Code.

The Deferred Plan permits a designated officer or key employee to annually defer up to 50% of his or her salary, as well as up to 100% of any cash bonuses. A non-employee director may elect to have any portion of his or her director's fees deferred into an account. The amended and restated Deferred Plan also provides that the post-2004 rate of return on deferred compensation accounts will equal 50% of the Company's return on average equity (whether positive or negative) as of December 31 for such year. This change is intended to limit the Company's future compensation expense while retaining the Deferred Plan's performance-based nature.

Of the Company's Named Executive Officers, only Mr. Chery participates in the Deferred Plan.

PROPOSAL NO. 2

ADVISORY (NON-BINDING) VOTE ON EXECUTIVE COMPENSATION

Our shareholders are entitled to vote to approve, on an advisory (non-binding) basis, the compensation of our Named Executive Officers as disclosed in this Proxy Statement in accordance with Section 14A of the Exchange Act. At the 2017 annual meeting, as recommended by the Board, shareholders voted on an advisory (non-binding) basis to hold such an advisory (non-binding) vote, also known as the Say-on-Pay vote, annually.

Accordingly, we are providing you the opportunity as a shareholder to endorse or not endorse our executive compensation programs through an advisory vote for or against the following non-binding resolution:

“RESOLVED, that the Company's shareholders APPROVE, on an advisory (non-binding) basis, the compensation paid to the Company's Named Executive Officers, as disclosed pursuant to Item 402 of Regulation S-K and including the Compensation Discussion and Analysis, compensation tables, and related narrative discussion in the proxy statement.”

We invite you to consider the details of our executive compensation programs provided under the section entitled “*Compensation Discussion and Analysis*” in this Proxy Statement. That section provides you with information about the structure of our executive compensation program and the objectives that our compensation program is intended to achieve.

Because your vote is advisory, it will not be binding upon the Board. However, the Compensation and Human Capital Committee values the opinions that our shareholders express in their votes and will take into account the outcome of the vote when considering future executive compensation arrangements.

The proposal to approve the advisory (non-binding) vote on executive compensation requires the affirmative vote FOR of a majority of the shares present and voting on this matter.

The Board unanimously recommends a vote FOR approval of the compensation of Glacier's Named Executive Officers as described in the Compensation Discussion and Analysis, the accompanying compensation tables, and the related narrative discussion in this Proxy Statement.

PROPOSAL NO. 3

ADVISORY (NON-BINDING) VOTE ON FREQUENCY OF SHAREHOLDER VOTE ON EXECUTIVE COMPENSATION

Section 14A of the Exchange Act, which requires the advisory Say-on-Pay vote (see Proposal 2 above), also requires that shareholders be asked to vote in an advisory (non-binding) capacity on the frequency of Say-on-Pay votes (“Say-on-Frequency”). Pursuant to this requirement, the Say-on-Frequency vote must be held at least once every six years (2017, 2023, and anticipated for 2029). Accordingly, we are providing you the opportunity as a shareholder to recommend the frequency of future Say-on-Pay votes.

You may cast your vote on your preferred voting frequency by choosing the option of one year, two years, three years or by abstaining from voting when you vote in response to the resolution set forth below.

“RESOLVED, that the Company should include an advisory (non-binding) vote on the compensation of the Named Executive Officers, pursuant to Section 14A of the Securities Exchange Act every one year, two years, or three years.”

Our Board values and encourages constructive dialogue on executive compensation and other important corporate governance topics with our shareholders because it is the shareholders to whom the Board is ultimately accountable. After careful consideration, our Board has concluded that providing our shareholders with an advisory resolution on executive compensation every year will enhance shareholder communication by providing another avenue to obtain information on shareholder sentiment about our executive compensation philosophy, policies, and procedures. Accordingly, our Board has determined to recommend an “every one year” advisory vote on executive compensation.

Because your vote is advisory, it will not be binding upon the Board. However, the Board values the opinions that our shareholders express in their votes and will take into account the outcome of the vote in determining the frequency of future advisory votes on executive compensation. Such decision will be disclosed in a Form 8-K that will be filed with the Securities and Exchange Commission following the annual meeting.

For the reasons described above, the Board unanimously recommends you choose a vote to approve executive compensation “every one year.” Your vote is to choose the frequency of the vote (one, two or three years), not to approve or disapprove the Board’s recommendation.

AUDITORS

Fees Paid to Independent Registered Public Accounting Firm

BKD, LLP, which changed its name to FORVIS, LLP on June 1, 2022, was selected to serve as the Company’s independent public accountants for the 2022 fiscal year, and the shareholders of the Company ratified the selection at the annual meeting of shareholders in April 2022. The Audit Committee has selected FORVIS, LLP to serve as the Company’s independent public accountants for the 2023 fiscal year, and the shareholders of the Company are being asked to ratify the selection at the 2023 Annual Meeting.

The following table sets forth the aggregate fees charged to Glacier by FORVIS, LLP for audit services rendered in connection with the audited consolidated financial statements and reports for the 2022 and 2021 fiscal years.

Fee Category	Fiscal 2022	% of Total	Fiscal 2021	% of Total
Audit Fees	\$ 1,065,051	99.1%	\$ 1,057,970	100.0%
Audit-Related Fees	9,775	0.9%	—	—
Tax Fees	—	—	—	—
All Other Fees	—	—	—	—
Total Fees	\$ 1,074,826	100.0%	\$ 1,057,970	100.0%

Audit Fees. Consists of fees billed to Glacier for professional services rendered by FORVIS, LLP in connection with the audits of the Company’s financial statements, the effectiveness of internal controls over financial accounting, the reviews of financial statements included in Glacier’s Forms 10-Q and 10-K and other documents filed with the SEC, and the services to Glacier in connection with statutory or regulatory filings or engagements.

Audit-Related Fees. Consists of fees billed to Glacier for technical accounting research and consultation relating to the adoption and implementation of new and revised financial accounting reporting standards incurred for the fiscal year ended December 31, 2022. There were no audit-related fees incurred for the fiscal years ended December 31, 2021.

Tax Fees. There were no fees incurred for tax services for the fiscal years ended December 31, 2022 and 2021.

All Other Fees. There were no fees for services not included above for the fiscal years ended December 31, 2022 and 2021.

In considering the nature of the services provided by FORVIS, LLP, the Audit Committee determined that such services are compatible with the provision of independent audit services. The Audit Committee discussed these services with FORVIS, LLP and Company management to determine that the services are permitted under the rules and regulations concerning auditor independence promulgated by (i) the SEC to implement the Sarbanes-Oxley Act of 2002 and (ii) the American Institute of Certified Public Accountants.

Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors

The services performed by FORVIS, LLP in 2022 were pre-approved in accordance with the pre-approval policy and procedures adopted by the Audit Committee. This policy describes the permitted audit, audit-related, tax, and other services (collectively, “Disclosure Categories”) that FORVIS, LLP may perform. The policy requires that, prior to the beginning of each fiscal year, a description of the services (“Service List”) expected to be performed by FORVIS, LLP in each of the Disclosure Categories in the following fiscal year be presented to the Audit Committee for approval.

Services provided by FORVIS, LLP during the following year that were included in the Service List were pre-approved following the policies and procedures of the Audit Committee.

Any requests for audit, audit-related, tax, and other services not contemplated on the Service List must be submitted to the Audit Committee for specific pre-approval, and services cannot commence until such approval has been granted. Normally, pre-approval is provided at regularly scheduled meetings of the Audit Committee. However, the authority to grant specific pre-approval between meetings, as necessary, has been delegated to the Chair of the Audit Committee. The Chair of the Audit Committee must update the Audit Committee at the next regularly scheduled meeting of any services that were granted specific pre-approval.

In addition, although not required by the rules and regulations of the SEC, the Audit Committee generally requests a range of fees associated with each proposed service on the Service List and any services that were not originally included on the Service List. Reviewing a range of fees for a service facilitates appropriate oversight and control of the independent auditor relationship, while permitting the Company to receive immediate assistance from FORVIS, LLP when time is of the essence.

The Audit Committee periodically reviews the status of services and fees incurred year-to-date against the original Service List and the forecast of remaining services and fees for the fiscal year.

REPORT OF AUDIT COMMITTEE

The Audit Committee of Glacier’s Board of Directors makes the following report which, notwithstanding anything to the contrary set forth in any of our filings under the Securities Act of 1933 or the Securities Exchange Act of 1934, will not be incorporated by reference into any such filings and will not otherwise be deemed to be proxy soliciting materials or to be filed under such Acts.

The Board has determined that the current members of the Audit Committee meet the independence requirements as defined under the NYSE listing standards and that each of David C. Boyles and Craig A. Langel qualifies as an “audit committee financial expert” as defined by SEC rules.

Management has the primary responsibility for the financial statements and the reporting process of the Company, including the systems of internal controls. The Audit Committee is responsible for overseeing Glacier’s financial reporting processes on behalf of the Board.

The Audit Committee has met and held discussions with management and Glacier’s independent auditors. Management represented to the Audit Committee that Glacier’s consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America, and the Audit Committee has reviewed and discussed the audited consolidated financial statements with management and the independent auditors. The Audit Committee discussed with the independent auditors the matters required to be discussed by applicable rules of the Public Company Accounting Oversight Board (the “PCAOB”). The Audit Committee also received the written disclosures and the letter from the independent auditors required by applicable requirements of the PCAOB regarding the independent auditors’ communications with the Audit Committee concerning independence and discussed with the independent auditors the independent auditors’ independence.

Based on the Audit Committee’s review of the audited consolidated financial statements and the various discussions with management and the independent auditors noted above, the Audit Committee recommended that the Board include the audited consolidated financial statements in Glacier’s Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC.

Audit Committee Members

♦ *David C. Boyles (Chair)* ♦ *Robert A. Cashell, Jr.* ♦ *Sherry L. Cladouhos* ♦
♦ *Jesus T. Espinoza* ♦ *Annie M. Goodwin* ♦ *Kristen L. Heck* ♦ *Michael B. Hormaechea* ♦
♦ *Craig A. Langel* ♦ *Douglas J. McBride* ♦

PROPOSAL NO. 4

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

FORVIS, LLP (formerly named BKD, LLP) currently serves as our independent registered public accounting firm and conducted the audit of our financial statements for the fiscal years ended December 31, 2005 through December 31, 2022. The Audit Committee has appointed FORVIS, LLP to serve as Glacier's independent registered public accounting firm to conduct an audit of the financial statements for fiscal year 2023.

Appointment of Glacier's independent registered public accounting firm is not required to be submitted to a vote of our shareholders for ratification. However, upon the recommendation of the Audit Committee, the Board has determined to submit the selection of auditors to our shareholders for ratification. In the event our shareholders fail to ratify the appointment, the Audit Committee may reconsider whether or not to retain FORVIS, LLP and may retain FORVIS, LLP or another firm without re-submitting the matter to our shareholders. Even if the appointment is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if the Audit Committee determines that such a change would be in Glacier's and its shareholders' best interests.

Representatives of FORVIS, LLP are expected to be present at the Annual Meeting and will have the opportunity to make a statement if they desire to do so. It is also expected that they will be available to respond to appropriate questions.

The Board unanimously recommends a vote FOR the ratification of the appointment of FORVIS, LLP to serve as Glacier's independent registered public accounting firm for the fiscal year ending December 31, 2023.

OTHER BUSINESS

The Board knows of no other matters to be brought before the shareholders at the Annual Meeting. If other matters are properly presented for a vote at the Annual Meeting, the proxy holders will vote shares represented by properly executed proxies in their discretion in accordance with their judgment on such matters.

2024 SHAREHOLDER PROPOSALS AND DIRECTOR NOMINATIONS

Shareholder Proposals

In order for a shareholder proposal to be considered for inclusion in our Proxy Statement for next year's annual meeting, the written proposal must be received by the Company no later than November 16, 2023 and should contain the information required under our Bylaws. Such proposals also need to comply with the SEC's regulations regarding the inclusion of shareholder proposals in Company-sponsored proxy materials. Shareholder proposals to be presented at the 2024 annual meeting of shareholders, which are not to be included in the Company's proxy materials, must also be received by the Company no later than November 16, 2023, in accordance with the Company's Bylaws. A copy of our Bylaws may be obtained from the Corporate Secretary or from our SEC filings at www.sec.gov.

Director Nominations

Glacier's Bylaws provide for the nomination of director candidates by its shareholders. In order to nominate one or more persons for election as directors, you must give written notice of your intent to make such nomination(s) by personal delivery or by U.S. mail, postage prepaid, no later than November 16, 2023. In addition, the notice must meet all other requirements contained in our Bylaws. Such notice should be sent to the attention of the Corporate Secretary of the Company and should contain the information set forth in the Company's Bylaws including (a) the name and address of each proposed nominee and the number of shares of Glacier stock held by such nominee; (b) the principal occupation of each proposed nominee; (c) a description of any arrangements or understandings between the nominee and the nominating shareholder pursuant to which

the nomination is being made; (d) your name and address; (e) the number of shares of Glacier stock you own of record; and (f) a consent of the nominee agreeing to the nomination. The presiding officer of the annual meeting may disregard your nomination if it does not contain the above information or otherwise does not meet the requirements set forth in our Bylaws.

The Nominating/Governance Committee will consider candidates for director recommended by any of our shareholders and will evaluate such recommendations in accordance with its charter, our Bylaws and the regular nominee criteria described in the section entitled “*Nominating/Corporate Governance Committee*.” This process is designed to ensure that the Board includes members with diverse backgrounds, skills and experience, including appropriate financial and other expertise relevant to our business. Eligible shareholders wishing to recommend a candidate for nomination should follow the procedures set forth in our Bylaws, as described above. In connection with its evaluation of a director nominee, the Nominating/Governance Committee may request additional information from the candidate or the recommending shareholder and may request an interview with the candidate. The Nominating/Governance Committee has discretion to decide which individuals to recommend for nomination as directors. Shareholders should submit any recommendations for director nominees at our 2024 annual meeting to us by November 16, 2023 (120 days prior to the anniversary of mailing this proxy statement).

Copy of Bylaws Provisions

You may contact Glacier’s Corporate Secretary for a copy of the relevant Bylaws provisions regarding the requirements for submitting shareholder proposals and nominating director candidates.

ANNUAL REPORT TO SHAREHOLDERS

Any shareholder may obtain without charge a copy of our Annual Report and/or Form 10-K filed with the SEC under the Exchange Act for the year ended December 31, 2022, including financial statements. Written requests for the Annual Report and/or Form 10-K should be addressed to: Corporate Secretary, 49 Commons Loop, Kalispell, Montana 59901. The Annual Report and Form 10-K are also available at www.glacierbancorp.com under the “Quick Links.”

DELIVERY OF DOCUMENTS TO SHAREHOLDERS SHARING AN ADDRESS

In some cases, only one copy of this Proxy Statement is being delivered to multiple shareholders who share an address (unless we have received contrary instructions from one or more of the shareholders). We will deliver promptly, upon written request, a separate copy of this Proxy Statement to a shareholder at a shared address to which a single copy of the document was delivered. To request a separate delivery of these materials now or in the future, a shareholder may submit a written request to Glacier’s Corporate Secretary at the address above. A shareholder may also request these materials by calling (406) 756-4200. Additionally, any shareholders who are presently sharing an address and receiving multiple copies of either the Proxy Statement or the Annual Report and who would rather receive a single copy of such materials may instruct us accordingly by directing their request to us in the manner provided above.

March 15, 2023

BY ORDER OF THE BOARD OF DIRECTORS



Ron J. Copher, Secretary