

Glacier Bancorp, Inc. and Glacier Bank
COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS
Approved January 30, 2019
CHARTER

I. COMPOSITION AND QUALIFICATIONS

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board of Directors”) of Glacier Bancorp, Inc. and Glacier Bank (the “Company”) shall consist of no fewer than three members, each of whom shall be a director of the Company. Each member of the Committee shall qualify as an “independent director” under the NASDAQ rules, an “outside director” under Internal Revenue Code (IRC) Section 162(m), and a “non-employee director” under Securities and Exchange Commission (“SEC”) Rule 16b-3, and otherwise satisfy all other applicable legal and independence requirements. In determining a director’s independence, the Board of Directors must consider whether or not the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company and whether or not such affiliation would impair the director’s judgment as a member of the Committee. No Committee member may accept directly or indirectly any consulting, advisory or other compensatory fee, other than for board services, from the Company or any subsidiary of the Company. The Committee shall report to the Board of Directors. A majority of the members of the Committee shall constitute a quorum.

II. APPOINTMENT AND REMOVAL

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

III. AUTHORITY AND RESPONSIBILITIES

The Committee shall be responsible for the following:

1. Make recommendations to assist the Board of Directors in discharging its responsibilities to the shareholders, potential shareholders and investment community relating to the compensation of the Company’s executive officers.
2. Annually review and approve the corporate goals and objectives relevant to the chief executive officer’s incentive compensation, evaluate the chief executive officer’s performance in light of those goals and objectives and certify the results, and determine the chief executive officer’s incentive compensation based on this evaluation. The chief executive officer shall not be present during any Committee deliberations or voting with respect to her or his compensation.
3. The Chairman of the Compensation Committee shall annually conduct performance appraisal of chief executive officer along with Chairman of Nominating and Governance Committee.
4. Review and evaluate the performance of the other executive officers and other key employees of the Company in light of the goals and objectives of the Company.

5. Determine and approve, or recommend to the full Board of Directors for approval, the following as they affect the chief executive officer, other executive officers and key employees of the Company: (i) the annual compensation packages, including base salaries, bonus, and other cash-based and equity-based awards and opportunities; (ii) any employment agreements and severance arrangements; and (iii) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits.
6. Review and approve, or recommend to the full Board of Directors for approval, guidelines for non-executive officer compensation, executive incentive compensation plans, and equity-based plans in which executive officers and members of the Board of Directors are eligible to participate.
7. Review the recommendations of management to (i) designate key employees to incentive compensation programs; (ii) determine appropriate incentive compensation and stock option award levels; and (ii) approve new benefit plans.
8. Approve for submission to shareholders all new or materially amended equity plans, make recommendations to the Board of Directors with respect to any incentive compensation plans and equity-based plans, and administer all plans of the Company that provide for stock- or similar-based awards.
9. Review the Company's compensation practices and the relationship among risk, risk management and compensation in light of the Company's objectives and applicable regulatory guidance, including safety and soundness and consumer compliance. The Corporation will avoid compensation practices that would encourage excessive risk taking.
10. Monitor the effectiveness of benefit plan offerings and approve changes where appropriate.
11. Recommend to the Board of Directors any fees for chairman of the board, directors and/or any committee members, as well as other compensation for non-employee directors.
12. Review and discuss with management the Compensation Discussion and Analysis ("CD&A") required to be filed in the Company's proxy statement and annual report on Form 10-K under SEC rules. Assure availability to management of access to the information reasonably necessary for management to prepare the CD&A and to execute the CEO and CFO certifications required to be filed with the Company's reports to the SEC.
13. Produce all other necessary or appropriate Committee disclosures and certifications to be included in the Company's proxy statement or otherwise provided to shareholders or regulatory authorities.
14. Determine the amount of any compensation to be recovered by the Company from current or former executive officers pursuant to the Company's Clawback Policy in the event that such Clawback Policy becomes applicable.
15. Have sole discretion to retain or obtain the advice of any advisor (including, but not limited to compensation consultants and outside legal counsel) only after taking into consideration the following factors:

- the provision of other services to the Company by the person who employs the compensation consultant, legal counsel or other adviser;
- the amount of fees received from the Company by the person who employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person who employs the compensation consultant, legal counsel or other adviser;
- the policies and procedures of the person who employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- any business or personal relationship of the compensation consultant, legal counsel, other adviser, or the person employing the adviser with an executive officer of the Company.

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

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

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

considers necessary or valuable. The Committee will conduct such evaluations and reviews in the manner it deems appropriate.

IV. FUNDING OF COMPENSATION COMMITTEE FUNCTIONS

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

V. MEETINGS

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