



Approved April 2024

I. PURPOSE

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

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

II. COMPOSITION

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

Per FDIC 12 CFR 363.5 (a)(1) “Each insured depository institution with total assets of \$1 billion or more as of the beginning of its fiscal year shall establish an independent audit committee of its board of directors, the members of which shall be outside directors who are independent of management of the institution.”

Per FDIC 12 CFR 363.5 (b) “The AC of any insured depository institution with total assets of more than \$3 billion as of the beginning of its fiscal year shall include members with banking or related financial management expertise, have access to its own outside counsel, and not include any large customers of the institution. If a large institution is a subsidiary of a holding company and relies on the AC of the holding company to comply with this rule, the holding company’s AC shall not include any members who are large customers of the subsidiary institution.”

Per FDIC 12 CFR 363.5 Appendix A section 32: “At least two members of the AC of a large institution shall have banking or related financial management expertise.” This determination is to be made by the board of directors of the insured depository institution. A person will be considered to have such required expertise if the person has significant executive, professional, educational, or regulatory experience in financial, auditing, accounting, or banking matters as determined by the Board of Directors. Significant experience as an officer or member of the Board of Directors or AC of a financial services company would satisfy these criteria. A person who has the attributes of an “Audit Committee financial expert” as set forth in the SEC’s rules would also satisfy these criteria.

Per FDIC 12 CFR 363.5 Appendix A section 33: A large customer is “Any individual or entity (including a controlling person of any such entity) which, in the determination of the Board of Directors, has such significant direct or indirect credit or other relationships with the institution, the termination of which likely would materially and adversely affect the



institution's financial condition or results of operation..." Per the requirement, the Board of Directors will annually review the composition of the AC to ensure large customers are not members.

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

III. MEETINGS

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

IV. RESPONSIBILITIES AND DUTIES

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

1. Review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.
2. Review and discuss with the independent auditor, and management, the Corporation's quarterly and annual audited financial statements including disclosures under "Management's Discussion and Analysis". [NYSE Requirement] Also, review the Corporation's financial reports and disclosures submitted to bank regulatory authorities; such review may also include other reports or financial information submitted to any governmental body or the public, including any certification, report, opinion, or review rendered by the independent auditor.
3. Review and discuss with the independent auditor, and management, the external audit plan, changes to the plan, and the nature, timing, scope, and results of the external audit. Also, review with the independent auditor any problems or difficulties and significant disagreements with management or the Internal Audit department during the external audit work, including any restrictions on the scope of work or access to requested information, as well as management's response. [NYSE Requirement]
4. Receive and review reports from the Corporation's Internal Audit function, including any problems or difficulties and management's response.
5. Approve the annual AC report to be filed as required by Item 407(d)(3)(i) of SEC Regulation S-K. [NYSE Requirement]
6. Annually, obtain and review a written report by the independent auditor regarding the external auditor's internal quality control procedures, any material issues raised by the most recent internal quality control review, PCAOB, or peer review, or any inquiry or investigation by governmental or professional authorities within the preceding five years regarding any independent audits carried out by the external auditor and steps taken to deal with any issues, and all relationships between the independent auditor and the Corporation.



7. Discuss the Corporation's earnings press releases, as well as financial information and earnings guidance provided to analysts and ratings agencies and the use of non-GAAP financial measures. These discussions need not occur in advance of each release or each provision of guidance. [NYSE Requirement]
 8. Regularly report to the Board regarding any issues that arise with respect to the quality or integrity of the Corporation's financial statements, the Corporation's compliance with legal or regulatory requirements, the performance and independence of the Corporation's independent auditor, or the performance of the Internal Audit function. [NYSE Requirement]
 9. Select the independent auditor to examine the Corporation's accounts, controls, and financial statements. The AC shall have the sole authority and responsibility to select, evaluate (including the discharge of the independent auditor when circumstances warrant), compensate, and oversee the work of any registered public accounting firm engaged for the purpose of preparing or issuing an external audit report or performing other reviews or attest services for the Corporation (including resolution of disagreements between management and the independent auditor regarding financial reporting).
 10. Ensure the independent auditor's engagement letter contains support to comply with FDIC 363.5(c):
 - a. "In performing its duties with respect to the appointment of the institution's independent public accountant, the AC shall ensure that engagement letters and any related agreements with the independent public accountant for services to be performed under this part do not contain any limitation of liability provisions that:
 - i. Indemnify the independent public accountant against claims made by third parties
 - ii. Hold harmless or release the independent public accountant from liability for claims or potential claims that might be asserted by the client insured depository institution, other than claims for punitive damages
 - iii. Limit the remedies available to the client insured depository institution
 - b. "Alternative dispute resolution agreements and jury trial waiver provisions are not precluded from engagement letters provided that they do not incorporate any limitation of liability provisions set forth in paragraph (c)(1) of this section."
- And FDIC 363.3(e):
- a. "The independent public accountant must retain the working papers related to the audit of the insured depository institution's financial statements and, if applicable, the evaluation of the institution's internal control over financial reporting for seven years from the report release date, unless a longer period of time is required by law."
11. Approve all external auditing services and permissible non-audit services to be provided to the Corporation by the Corporation's independent auditor, except for certain de minimis services as defined in the Sarbanes-Oxley Act of 2002 Section 202. A description of non-audit services, as currently in effect, is set forth **in Exhibit B**.



12. Review and approve the fees to be paid to the Corporation's independent auditor and otherwise be responsible for determining the compensation of such auditor. In such regard, the AC will determine, in its capacity as a Committee of the Board, the appropriate funding necessary to compensate any accounting firm engaged for the purpose of rendering or issuing an external audit report or related work or performing other audit, review or attest services for the Corporation, and the AC will work with the Board to ensure that such funds are provided pursuant to the Corporation's responsibility to do so.
13. On an annual basis, review and discuss with the independent auditor all significant relationships the independent auditor has with the Corporation to determine the auditor's independence.
14. Set clear hiring policies for current and former employees of the Corporation's independent auditor. [NYSE Requirement]
15. Review and discuss with management and the independent auditor, as appropriate, the effectiveness of the Corporation's internal control over financial reporting, and the Corporation's disclosure controls and processes.
16. Review the following:
 - a. Major issues regarding accounting principles and financial statement presentations, including any significant changes in the Corporation's selection or application of accounting principles, and major issues as to the adequacy of the internal control
 - b. Analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements
 - c. The effect of regulatory and accounting initiatives and new accounting standards on the Corporation's financial statements. [NYSE Requirement]
17. Review and approve all related person transactions within the scope of Item 404(a) of SEC Regulation S-K and in accordance with the policies and procedures adopted by the Board.
18. Establish procedures for the receipt, retention, and treatment of complaints received by the Corporation regarding financial statements, disclosures, accounting, internal controls, or auditing matters and for the confidential, anonymous submission by employees of the Corporation regarding questionable accounting or auditing matters.
19. Conduct and present to the Board an annual self-assessment and performance evaluation of the AC. [NYSE Requirement]
20. Discuss the Corporation's major financial risk exposures, the Corporation's risk assessment and risk management practices and the guidelines, policies and processes for risk assessment and risk management. [NYSE Requirement]
21. Establish, review, and update periodically the Corporation's Code of Ethics for Senior Financial Officers and ensure that management has established a system to enforce this Code.



22. Review management's monitoring of the Corporation's compliance with its Code of Ethics for Senior Financial Officers and ensure that management has the proper review system in place to ensure that the Corporation's financial statements, reports and other financial information disseminated to governmental organizations and the public satisfy legal requirements.
23. Establish a direct reporting relationship with the Chief Auditor and oversee the Corporation's Internal Audit function related to the following:
 - a. Establish the mandate of the IA function as outlined in the IA Charter by incorporating input on expectations for the IA function from Executive & Senior Leaders
 - b. Review and approve the IA Charter.
 - c. Promote recognition of the IA function throughout the organization
 - d. Establish IA's organizational reporting lines to ensure independence
 - e. Oversee the appointment, replacement, performance evaluation, and compensation of the Chief Auditor
 - f. Maintain IA's unrestricted access to data, records, personnel, and property
 - g. Approve the changes to IA practices, including the audit methodology, as outlined in the Internal Audit Manual
 - h. Approve the Audit Plan including changes to the plan
 - i. Approve the budget & resourcing plan including changes to the plan
 - j. Review the results from the Audit Plan including status of key issues
 - k. Review the results from the Quality Assurance & Improvement Plan including the Internal & External Quality Assessments
 - l. Review personnel matters, including the qualifications, training, experience, and succession planning for key IA roles
 - m. Approve IA's performance objectives, as defined by the CA, at least annually
 - n. Assess the effectiveness and efficiency of the IA function
24. Communicate the Board's perspective on the Corporation's strategies, objectives, and risks to assist the CA in determining IA's priorities
25. Review with the Corporation's counsel legal compliance matters, including corporate securities trading policies or any legal matter that could have a significant impact on the Corporation's financial statements.
26. Have the authority to retain such outside counsel, experts, and other advisors as the AC may deem appropriate in its sole discretion. The AC shall have sole authority to approve related fees and retention terms, and the Corporation shall provide the necessary financial resources, as well as administrative expenses of the AC that are necessary or appropriate in carrying out its duties.
27. The AC shall have the authority to delegate any of its responsibilities to subcommittees as the AC may deem appropriate so long as at least one member of the subcommittee is an AC financial expert.
28. Perform any other activities consistent with this Charter, the Corporation's Bylaws and governing law as the AC or the Board deems necessary or appropriate

AMENDMENT OF CHARTER

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



CHARTER REVISION HISTORY

VERSION	DATE APPROVED	TYPE OF CHANGES	DETAILS OF REVISION
1	April 2022	Initial version approval	N/A
2	April 2023	Minor revisions	Simplified the language and added FOIA
3	April 2024	Minor Revisions	Align to updated guidance from the FDIC and from the Global IIA Standards

FOIA:

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



EXHIBIT A

AUDIT COMMITTEE FINANCIAL EXPERT

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

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

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

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

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

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

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

EXHIBIT B**PROHIBITED NON-AUDIT SERVICES**

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

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

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