

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Glacier Bancorp, Inc.		2 Issuer's employer identification number (EIN) 81-0519541	
3 Name of contact for additional information Ronald J. Copher, EVP and CFO	4 Telephone No. of contact (406) 751-7706	5 Email address of contact RCopher@glacierbancorp.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 49 Commons Loop		7 City, town, or post office, state, and ZIP code of contact Kalispell, MT 59901	
8 Date of action July 31, 2019		9 Classification and description Common Stock	
10 CUSIP number 37637Q105	11 Serial number(s)	12 Ticker symbol GBCI	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **Pursuant to the terms and conditions of a Plan and Agreement of Merger, dated April 3, 2019 (the "Merger Agreement"), on July 31, 2019, Heritage Bancorp ("Heritage") merged with and into Glacier Bancorp, Inc. ("GBCI"), with GBCI as the surviving corporation (the "Merger"). Under the terms of the Merger Agreement, each share of Heritage common stock was converted into the right to receive 4.00 shares of GBCI common stock in the Merger, and \$12.00 in cash consideration, and cash-in-lieu of any fractional shares. The closing price of GBCI common stock on the closing date was \$41.91 per share.**

The Merger, including the consideration paid in the Merger, is more fully described in the proxy statement /prospectus, which is included in the Registration Statement on Form S-4 (File No. 333-231241) that has been filed by GBCI with the Securities and Exchange Commission (the "Form S-4").

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **GBCI believes the Merger qualifies as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended ("Code"). Generally, the aggregate tax basis of GBCI common stock received by Heritage shareholders in the Merger is the same as the aggregate tax basis of the Heritage common stock for which it was exchanged, increased by the amount of gain, if any, recognized in the Merger, (excluding any gain recognized with respect to cash received instead of a fractional share of GBCI common stock), but decreased by the amount of cash treated as received in the Merger (excluding any cash received in lieu of fractional shares of GBCI common stock), and decreased by the portion of the basis allocable to fractional shares. A Heritage shareholder who receives cash instead of a fractional share of GBCI common stock will be treated as having received the fractional share pursuant to the Merger and then exchanged the fractional share for cash, resulting in a gain or loss equal to the difference between the amount of cash received and the portion of the basis of the shares of Heritage stock allocable to such fractional interest.**

Further discussion of the material U.S. federal income tax consequences of the Merger can be found in the Form S-4, and the information provided herein is subject to that discussion in all respects.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **Pursuant to the Merger, each share of Heritage common stock was converted into the right to receive 4.00 shares of GBCI common stock and \$12.00 in cash. Cash was paid in lieu of fractional shares, if applicable.**

Former Heritage shareholders must allocate their basis (determined as described in question 15 above) among the GBCI shares received. If Heritage common stock was acquired in separate and distinct blocks, then the tax basis of GBCI common stock may have to be determined by reference to each block of Heritage common stock. Each Heritage shareholder's actual tax basis will differ based on the specific facts surrounding his, her, or its situation. Therefore, former Heritage shareholders should consult with their own tax advisors with respect to the manner in which basis is determined and allocated among the GBCI common stock received in the Merger.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ►
In general, the U.S. federal income tax consequences to the former shareholders of Heritage are determined under Code Sections 354, 356, 358, 368, 1001, and 1221 and the U.S. Treasury regulations promulgated thereunder.

18 Can any resulting loss be recognized? ► Heritage shareholders will not recognize loss for U.S. federal income tax purposes by reason of the Merger, except that a Heritage shareholder who receives cash in lieu of a fractional share of GBCI common stock may recognize a loss if the amount of cash so received is less than his, her, or its basis in the fractional share.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► The Merger became effective on July 31, 2019. Therefore, the reportable tax year is generally 2019 for calendar year shareholders, and otherwise the tax year that includes July 31, 2019.

The information contained herein is not intended to be a complete analysis or description of all potential U.S. federal income tax consequences of the Merger. In addition, this information does not address tax consequences that may vary depending on the individual circumstances of individual Heritage shareholders, or any non-income tax or foreign, state, or local tax consequences of the Merger. Accordingly, Heritage shareholders are urged to consult their own tax advisors with respect to their individual tax consequences of the Merger. The information in this document does not constitute tax advice and is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties under the Code.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ► Ronald J Copher Date ► 8/15/19
Print your name ► Ronald J Copher Title ► EVP and CFO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►				Firm's EIN ►
	Firm's address ►				Phone no.