

I. PURPOSE

The Board of Directors (the “Board”) of Glacier Bancorp, Inc. and Glacier Bank (the “Corporation”) is responsible for ensuring the Corporation maintains an effective and efficient risk management practice that supports the long-term safety and soundness of the organization. The Board is also responsible for overseeing risks inherent in the Corporation’s strategic plan.

The purpose of the Risk Oversight Committee (the “Committee” or “ROC”) is to assist the Board in fulfilling these responsibilities by:

- Promoting accountability and clearly defined roles and responsibilities across the Corporation through the application of the Three Lines of Defense model.
- Overseeing the Corporation’s enterprise risk management practices, including the control environment, risk assessments, information and communication, and monitoring of risk mitigation efforts. Principal risk categories include strategic, credit, market, liquidity, operational (including cyber), compliance, legal, and reputational risk.
- Providing an open and ongoing forum for communication among management, third parties, and the Board regarding risks and risk management practices.

This Charter shall be reviewed and approved by the Board annually.

II. SCOPE

The scope of the Committee extends across the entire enterprise, including the parent company, the bank, bank divisions, and subsidiaries. The Committee fulfills its responsibilities by carrying out the duties and activities set forth in Section V of this Charter.

III. COMPOSITION

The Committee shall be comprised of three or more independent directors, as determined by the Board. At least one member should possess risk management expertise commensurate with the size, complexity, and risk profile of the Corporation.

Committee members shall be elected by the Board at its annual meeting and shall serve until their successors are duly elected and qualified, or until earlier resignation or removal. Any member may be removed by the Board, with or without cause, at any time. Committee members are required to disclose any conflicts of interest and the steps taken to mitigate them.

Unless the Chair is appointed by the full Board, the Committee members may designate a Chair by majority vote.



IV. MEETINGS

The Committee shall meet at least four times annually, or more frequently as circumstances warrant. The Chair or any Committee member may call a meeting. The Chair shall preside over meetings, and in the Chair's absence, the members present may appoint an acting chair.

The Committee may meet jointly with the Audit Committee or other board-level committees to discuss matters of mutual interest.

The Committee may request that any officer, employee, independent attorney, auditor, consultant, regulator, or advisor attend a meeting or meet separately with the Committee. To foster open communication, the Committee may hold executive sessions with such individuals as appropriate. The Committee shall meet at least annually in executive session with the SVP/Chief Risk Officer (CRO).

V. RESPONSIBILITIES AND DUTIES

In addition to responsibilities prescribed by regulation or delegated by the Board, the Committee shall:

1. **Oversee the Risk Management Framework**
Oversee the Bank's risk management framework and ensure a robust risk management practice that effectively identifies, assesses, and mitigates risks, including the remediation of identified governance weaknesses or gaps, across all risk categories. Ensure the Corporation's risk management practices remain commensurate with its size, complexity, risk profile, and growth strategy.
2. **Provide Active Oversight of Management**
Actively oversee the Bank's risk-taking activities and hold management accountable for adherence to the risk governance framework. In fulfilling this role, the Committee relies on risk assessments and reporting to question, effectively challenge, and, when necessary, oppose management decisions that could cause the Bank to exceed its risk appetite or threaten its safety and soundness.
3. **Oversee Risk Appetite**
Engage management in ongoing dialogue regarding risk appetite as internal and external conditions evolve, ensuring alignment with strategy and new initiatives. Review the risk appetite statement at least quarterly and approve material amendments.
4. **Monitor Risk Profile and Emerging Risks**
Review the Bank's current risk profile, material risk exposures, and emerging risks.
5. **Maintain Risk Governance Expertise**
Participate in periodic risk management training to remain informed on banking, risk management, regulatory developments, and emerging risk topics.
6. **Review Key Risk Programs and Regulatory Updates**
Receive and review material reporting related to regulatory matters, issues/events, and key risk



programs, including business insurance, risk/control self-assessment, business continuity, third-party risk management, and model risk management.

7. Consider External Risk Indicators

Review relevant external data, including industry trends, benchmarking, and economic indicators, to assess potential impacts and recommend timely mitigation strategies.

8. Integrate Risk with Strategic Planning

Ensure risk management is continuously integrated into strategic planning and key decision-making processes, including review of ERM's annual strategic planning risk alignment analysis.

9. Review New Activities and Initiatives

Review significant new products, services, projects, and initiatives proposed for the Corporation.

10. Monitor Information and Cyber Security

Assess the adequacy and evolution of the Bank's information and cyber security program. Receive quarterly information security reports from the Chief Information Security Officer.

11. Authority to Investigate and Retain Advisors

Investigate or authorize investigations into any matters within the Committee's scope and retain independent legal, accounting, or other advisors as necessary. The Committee shall work with the Board to ensure appropriate funding for such advisors.

12. Ensure Independence of the Risk Function

As part of the second line of defense, ensure the CRO has appropriate stature, authority, resources, and independence from first-line business units.

13. Oversight of the Chief Risk Officer

Ensure the independence of the risk management function in accordance with the risk governance framework. The Chair of the Committee shall participate in decisions related to the appointment, removal, and annual compensation of the CRO and shall assess the CRO's performance, capabilities, and succession planning needs, with input from the CEO.

In carrying out these responsibilities and duties, the Committee shall foster an environment which encourages the SVP/CRO or any other Corporation officer or employee to raise any risk issues or concerns freely and without concern for retribution.