

*Approved February 2025*

## **I. COMPOSITION AND FREQUENCY OF MEETINGS**

The Nominating/Corporate Governance Committee (the “Committee”) of Glacier Bancorp, Inc. and Glacier Bank (together, the “Corporation”) shall have as members all independent directors of the Board of Directors (the “Board”), each of whom has been determined by the Board to be independent in accordance with New York Stock Exchange (“NYSE”) rules. Each member of the Committee shall be appointed by the Board 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. The chair of the Committee (the “Chair”) shall also be appointed by the Board. The Committee shall meet as often as necessary to meet its obligations, but at least twice each year.

## **II. PURPOSE AND RESPONSIBILITIES**

The Committee is responsible for monitoring the Corporation’s corporate practices in furtherance of maintaining the highest integrity in all aspects of corporate behavior and adoption of best practices that serve the needs of the Corporation and its shareholders.

### **A. The Committee’s duties include:**

- Overseeing and making recommendations to the Board, at least annually, the desired composition, characteristics, and size of the Board, Board committee structure and appointments, and proposed changes to Board committee charters.
- Identifying individuals qualified to become directors as described under III. Nominations below.
- Overseeing annual evaluations of the performance of Board and management.
- Developing and recommending to the Board a set of corporate governance guidelines for the Corporation.
- Supervising the updating and administration of the Corporation’s Code of Ethics and Business Conduct and Director Code of Ethics Policy.
- Reviewing and recommending to the Board responses to any shareholder proposals relating to corporate governance.
- Conducting an annual self-evaluation of the performance of the Committee.
- Reviewing at least annually and recommending to the Board updates, as appropriate, to this Charter, which will be posted on the Corporation’s website.
- Monitoring the Corporation’s executive sessions; the separation of authority between CEO and Chairman of the Board; matters of confidentiality; relationships with bank regulators; and corporate citizenship in the communities we serve.
- Assisting in the development of appropriate management succession plans.
- Overseeing director continuing education to assure periodic and relevant training for all Board members.

**B. DIRECTOR NOMINATIONS**

The Committee is responsible for monitoring Board composition, director performance and the overall effectiveness of the Board. Its duties include identifying individuals qualified to become Board members consistent with criteria approved by the Board and determining methodologies for finding the best possible candidates with regard to experience. The Committee will recommend new director nominees for nomination by the Board and election by the shareholders or to fill vacancies on the Board as they occur. In addition, the Committee will consider and recommend various directors as members or chairs of other committees or subcommittees of the Board.

The Committee will consider candidates for director recommended by any of our shareholders in accordance with the requirements set forth in Section 4.15 of the Corporation's Bylaws. The Committee will evaluate such recommendations in accordance with the regular nominee criteria described above to ensure that the Board includes members with various backgrounds, skills, and experience, including appropriate financial and other expertise relevant to the Corporation's business. In connection with its evaluation of a director nominee, the Committee may request additional information from the candidate or the recommending shareholder and may request an interview with the candidate.

**C. ENVIRONMENTAL, SOCIAL, AND GOVERNANCE ISSUES**

The Committee will oversee the Corporation's efforts in setting and maintaining high standards for corporate social responsibility and reviewing company performance in environmental, social, and governance ("ESG") matters. The Committee's duties include:

- Monitoring and assessing developments, trends, and issues related to ESG;
- Monitoring risks and overseeing the Corporation's solutions related to ESG;
- Overseeing the Corporation's reporting and disclosures related to ESG;
- Overseeing and reviewing at least annually policies and programs related to ESG;
- Evaluating the Corporation's overall ESG performance and identifying areas for improvement; and
- Other ESG topics as identified.

**III. AUTHORITY AND REPORTING**

The Corporation 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 any consultants, independent legal counsel or other advisers retained by the Committee. This charter specifically grants the Committee sole authority to retain and terminate any search firm to be used to identify director candidates, including authority to approve the search firm's fees and other retention terms. The Committee shall report its actions and recommendations to the Board at the next Board meeting following a Committee meeting. Such report may take the form of an oral report by the Chair, or any other member of the Committee designated to make such report.