

COMPENSATION COMMITTEE CHARTER

I. COMPOSITION AND QUALIFICATIONS

The Compensation Committee (the “Committee”) of the Board of Directors of Glacier Bancorp, Inc. (the “Company”) will be comprised of three or more members of the Board of Directors, each of whom is determined by the Board of Directors to be “independent” under applicable Nasdaq rules.

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. The Board of Directors may remove the members of the Committee, with or without a majority vote.

III. DUTIES

The duties of the Compensation Committee of the Board of Directors are as follows:

1. Make recommendations to assist the Board of Directors in discharging its responsibilities to the stockholders, potential stockholders and investment community relating to the compensation of the Company’s executive officers.
2. Review and approve corporate goals and objectives relevant to the compensation of the chief executive officer and other executive officers.
3. Review and evaluate the performance of the chief executive officer and other executive officers and other key employees of the Company in light of the goals and objectives of the Company,
4. Determine and approve, or recommend to the full Board for approval, the annual compensation packages, including base salaries, bonus, stock options and other stock-based incentives, for the chief executive officer and other executive officers and key employees of the Company.
5. Monitor the effectiveness of benefit plan offerings and approve changes where appropriate.
6. Make an annual report on executive compensation in the Company’s annual proxy statement or annual report on Form 10-K as required by the rules of Nasdaq, the Securities and Exchange Commission and other regulatory bodies.
7. Review and approve, or recommend to the full Board for approval, guidelines for non-executive officer compensation and executive incentive compensation plans and equity-

based plans in which executive officers and members of the Board of Directors are eligible to participate.

8. 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 (iii) approve new benefit plans.
9. Recommend to the Board of Directors the annual retainer fee as well as other compensation for non-employee directors.
10. Have sole authority to retain and terminate executive compensation consultants, including the fees and other terms of their engagements, to advise on the evaluation and compensation of members of the board of directors, the chief executive officer and other executive officers of the Company.
11. 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.
12. 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.