

**GLACIER BANCORP, INC. AND GLACIER BANK  
CORPORATE GOVERNANCE EXPECTATIONS**

**CORPORATE PHILOSOPHY**

We are a public company with deep roots in community banking, committed to good business practices, transparency in financial reporting and high standards of corporate governance. We are responsible to a number of constituencies, including our shareholders, customers, employees and the communities that we serve. In order to fulfill our responsibilities we believe that we must operate under the highest ethical and professional standards. In order to assure this we are outlining below the expectation we have for our directors. Our philosophy is that this group sets the tone for our entire organization.

- **Integrity.** Directors are expected to act with integrity in all aspects of their service to the Company (Bank).
- **Fiduciary Duties.** Directors owe fiduciary duties to shareholders and the Company, including the duty of exercising the care of an ordinary prudent person, as well as the duty of loyalty.
- **Preparation.** Directors are expected to be prepared for all Board and Committee meetings and to have read materials furnished to them in advance of such meetings.
- **Attendance at Meetings.** Directors are encouraged to attend the annual meeting of shareholders and expected to attend all meetings of the Board and committees of which they are members, in person or by phone, on a regular and timely basis.
- **Mutual Respect.** Directors are expected to demonstrate respect for each other and all Company management and employees.
- **Participation.** Directors are expected to actively participate in meetings and ask thoughtful questions of management about Bancorp's (the Bank's) business and performance.
- **Role of Director.** Directors are expected to focus on policy matters and the overall performance of the Company (Bank) and management.
- **Confidentiality.** Directors are expected to operate on the strict principle that everything that is learned or happens in the Boardroom, stays in the Boardroom.
- **Relationships with our Regulators.** Directors acknowledge that Bancorp (the Bank) is in a highly regulated industry and that they are expected to help foster a healthy relationship with all our regulators.
- **Stock Ownership and Trading.** Directors are strongly encouraged to have a significant ownership stake in the Company and are required to strictly abide by Bancorp's insider trading policy.
- **Continuing Education.** Directors are encouraged to attend appropriate seminars and programs to stay abreast of developments in the banking industry that impact Bancorp (the Bank).