

**TRICO BANCSHARES AND SUBSIDIARIES**  
**RISK COMMITTEE CHARTER OF THE BOARD OF DIRECTORS**

(Approved February 25, 2021)

**A. Purpose**

The primary purpose of the Risk Committee (the "Committee") is to assist the Boards of Directors of TriCo Bancshares ("TCBK") and Tri Counties Bank ("TCB") in fulfilling their oversight responsibilities with respect to the existence, operation and effectiveness of risk management program, policies and practices of TCBK and its subsidiaries. In this Charter, "Company" means TriCo Bancshares on a consolidated basis. The Committee may perform these functions for any subsidiary bank of the Company and may meet simultaneously, collectively, as a committee of the Company and of any subsidiary bank though it may hold separate sessions if necessary, to address issues that are relevant to one entity but not the other or to consider transactions among the entities or to address other matters where the entities may have different interests.

**B. Structure and Meetings**

1. *Number / Independence.* The Committee shall consist of at least three directors, the majority of which are independent, and all of whom are appointed by the Board on the recommendation of the Nominating & Corporate Governance Committee ("NCGC") and serve until their successors are duly elected and qualified. The Board may also authorize the NCGC to appoint members to the Committee directly. Director independence, at a minimum, is consistent with applicable rules of the Nasdaq Stock Market ("Nasdaq Rules").
2. *Understanding of Risk Management.* All members of the Committee should have an understanding of issues related to risk management or related business experience, or be willing and able to acquire the necessary knowledge quickly. Committee members may enhance their familiarity with risk management and compliance issues by participating in educational programs conducted by the Company or an outside consultant.
3. *Meetings.* The Committee shall meet at least quarterly, or more frequently as circumstances dictate. The Committee shall meet with the Chief Risk Officer, either separately or jointly, at each regularly scheduled meeting, and other selected members of management, the Risk Management Department, the Compliance Department, The Community Development Department or the Internal Audit Department as considered necessary by the Committee. The Committee, through the Committee Chair, shall report periodically to the full Board on the Committee's activities.
4. *Chair.* Unless the Board of Directors elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
5. *Compensation.* The compensation of the Committee members shall be as determined by the Board of Directors. No member of the Committee may receive

any compensation from the Company other than director's fees.

6. *Quorum.* The quorum for the Committee will be a majority of the members.
7. *Minutes.* Minutes will be prepared for each Committee meeting. Such minutes will be distributed to each member of the Committee and to the other members of the Board.
8. *Conflicts of Interest.* Committee members should adhere to the Company's code of conduct and any values and ethics established by the Company. It is the responsibility of the Committee members to disclose any conflict of interest or appearance of a conflict of interest to the Committee. If there is any question as to whether Committee member(s) should recuse themselves from a vote, the Committee should vote to determine whether the member should recuse him or herself.
9. *Coordinate Risk.* To facilitate open communication between the other committees of the Board, the Chair of the Committee shall meet at least once a year with the Chairs of the various Board committees to discuss the oversight of risk in the organization with respect to the other committees' area of oversight.

### **C. Authorities, Duties and Responsibilities**

To fulfill its responsibilities and duties, the Committee shall satisfy itself that sound policies, procedures and practices are implemented for compliance with applicable laws or regulations of the Company's primary regulators as well as the management of key risks under the Company's Enterprise Risk Management framework in the following areas: credit, operational, market, reputation, strategic and external/environmental risks.

The Committee recognizes the responsibilities delegated to other committees by the Board and understands that the other committees may emphasize specific risk-related monitoring through their respective activities.

More specifically, the Committee will:

#### *1. Establish and Monitor Policies*

- Receive presentations and other information to understand the significant risks to which the Company is exposed.
- Review with management the Company's procedures and techniques, and approve, where appropriate, policies developed and implemented to measure the Company's regulatory compliance and risk exposures and for identifying, evaluating and managing the significant risks to which the Company is exposed.

- Monitor, on a regular basis, the Company's risk management performance and obtain, on a regular basis, reasonable assurance that the Company's risk management policies for significant risks are being adhered to.
- Consider and provide advice to the Board, when appropriate, on the risk impact of any strategic decision that the Board may be contemplating, including considering whether any strategic decision is within the risk tolerance established for the Company and its individual business units.
- Periodically examine the risk culture of the Company by inquiring with management and risk managers as well as through the review and discussion of such indicators as compliance with corporate policies and training records, regulatory feedback and responsiveness to audit, exam and other supervisory findings.
- Periodically set the risk appetite for the Company and monitor compliance with the risk appetite statement including development of quantitative and/or qualitative risk tolerances, targets and limits as appropriate for each of the following risk disciplines:
  - a) credit risk
  - b) market risk (including interest rate & liquidity risk)
  - c) operational risk (except as operational risk relates to the conduct review function performed by the Audit Committee or the Compensation and Management Succession Committee)
- Review the amount, nature, characteristics, concentration and quality of the Company's credit portfolio, as well as all significant exposures to credit risk through reports on significant credit exposures presented to the Committee and review of exceptions to risk policies and procedures, if any, and trends in portfolio quality (credit and position risk), market risk, liquidity risk, economic trends and other risk information.
- Review and approve policies (as delegated by the Board).
- Oversee the division of risk-related responsibilities of each Board committee, as clearly as possible, and determine that the oversight of any significant risk is not missed. Coordinate relations and communications with regard to risk monitoring among the various committees, particularly with respect to this Committee and the Audit Committee.

2. *General.* The Committee shall have the following additional general duties and responsibilities:

- Review and assess the adequacy of this Charter at least annually and submit this Charter to the Board, or NCGC, for approval.
- From time to time, Committee members will participate in educational sessions to enhance their familiarity with compliance and risk-related issues.
- Perform such other functions and tasks as may be mandated by regulatory requirements applicable to regulatory compliance or risk management.
- Periodically conduct an evaluation of the Committee to assess its contribution and effectiveness in fulfilling its mandate.
- Review significant pronouncements and changes to key regulatory requirements relating to risk management areas to the extent they apply to the Company.

In fulfilling the responsibilities set out in this Charter, the Committee has the authority to access any records, officer or employee of the Company appropriate to fulfilling its responsibilities. The Committee may obtain advice and assistance from outside legal, accounting or other advisors as the Committee deems necessary to carry out its duties and may retain and determine the compensation to be paid by the Company for such independent counsel or outside advisor.

While the Committee has the responsibilities and duties set forth in this Charter in its oversight capacity, the duty of the operational management of the Company's aggregate risk management program is the responsibility of the management level Executive Risk Committee (ERC).