

**TRICO BANCSHARES  
TRI COUNTIES BANK**

**CODE OF ETHICS AND BUSINESS CONDUCT**

Approved January 26, 2021

# Policy

This Code establishes the Board's requirements regarding personal and professional ethical and legal standards of conduct and the handling of complaints of violations of those standards.

## Authorities and Responsibilities

### Management and Board Responsibilities

This Code applies to all officers, employees, and directors of TriCo Bancshares and its banking subsidiary, Tri Counties Bank (collectively the "Company", "we", "us", "our").

The Board will ensure that our management is cognizant of all applicable laws and regulations. Further the Board will make certain that compliance with all laws and regulations receive a high priority and that violations are not knowingly committed by our employees or officers (collectively the "employees").

## Standards

### Core Values

Our core values are the foundation of what we do. They should guide you in your actions with both customers and employees alike. These values are referred to as T.R.I.C.O. Values and they stand for:

1. **Trust**. To place confidence in and to support each other to deliver on our commitments.
2. **Respect**. Having a high regard for each other, understanding that the diversity we bring creates our unique environment demanding yet collaborative.
3. **Integrity**. Requires adhering to the highest standard of honesty, professionalism, and ethical behavior in all we do.
4. **Communication**. Involves the expression of ideas effectively and reinforcement of team expectations.
5. **Opportunity**. A chance to make a difference within a team environment.

### Respect Each Other

Our people are the Company's most important resource for accomplishing its core values and strategic plan.

**Diversity and Inclusion**. We value the contributions of every employee. Team member diversity means

a diversity of ideas and a more stimulating work experience. It also means that our workforce reflects the diverse set of customers we serve and helps us to address, and respond to, a wide variety of needs and opportunities. Everyone is expected to be committed to creating an environment that promotes safety, diversity, fair treatment, and respect for others.

**Harassment and Discrimination**. We do not tolerate harassment, discrimination or inappropriate or abusive

conduct based on race, religion, color, age, sex, national origin or ancestry, sexual orientation (including gender expression or identity), genetic information, disability, veteran status, citizenship status, marital status, pregnancy, or other factors that are protected by law. For more information see the Company's *Harassment, Discrimination and Retaliation Prevention Policy*.

## **General Business Ethics**

All persons employed by, or associated with, the Company are expected to deal honestly, truthfully, and fairly with others in business. False or intentionally misleading statements or omissions of any kind should never be made. Confidential information of ours or of our customers, or any other party with whom we do business, must never be misused. We will not permit any types of deceitful practices.

1. Dealing with Auditors, Examiners and Legal Counsel. You are required to fully cooperate with audits conducted by the Company's internal and external auditors, examiners, and legal counsel. Questions raised by auditors, examiners or legal counsel engaged by us must be responded to honestly and no information that is sought may be concealed.
2. Safeguarding of Confidential Information. Safeguarding our confidential information and our customers' confidential information is essential in maintaining public trust. Such confidential information must be held in the strictest confidence. Information regarding a customer, including routine credit inquiries, may generally be released to private persons, organizations or governmental bodies that request it only after receiving the consent of any customer(s) involved. The only exception to this rule would be the receipt of legal process, such as a subpoena. Company employees shall comply with all legal requirements while also maintaining and adhering to our administrative, technical, and physical safeguards implemented to protect confidential information.

**Be aware of situations that may place you and the Company at risk. Your customers depend upon you to protect the privacy of their financial affairs.**

### **Don't**

- discuss financial information in public areas where conversations may be overheard
- discuss a customer transaction with anyone who does not have a business reason to know
- give financial information out over the telephone to someone who is not a signer on the account
- leave a telephone message for a customer or prospect about a banking relationship
- leave signature cards, faxes, or other customer sensitive information out in public view
- provide names of customers to businesses without their approval or against our policies
- copy financial information at non-bank facilities

### **Do**

- use appropriate waste dispensers (e.g., shred bins) when properly destroying proprietary and customer information
- ensure that you protect document confidentiality while making photocopies
- preserve the confidentiality of information that has been entrusted to the Company

3. Ethical Sales Practices. It is critical to our continued success that every team member adhere to the highest sales integrity standards and compliance accountability guidelines while striving to achieve goals. Certain behaviors and activities can be in direct conflict with our core values. In particular, inappropriate sales behavior which is defined as: The manipulation and/or misrepresentation of sales and/or sales reporting to receive compensation, or to meet or attempt to meet sales goals.
4. Restrictions on Trading in Securities. If you are in possession of material non-public information of any company, you are prohibited from buying, selling, recommending, or trading — either personally or on behalf of someone else — securities or financial instruments of that company (including TriCo Bancshares). Under the securities laws, such activities may constitute insider trading because they involve fraud on securities markets by illegally permitting an individual or company to profit from information not available to the public.

In addition, you must not communicate or disclose such information to others who may misuse it, including family members. Doing so would not only be a violation of your duty of trust or confidence, but also may be a violation of U.S. federal and state laws, as well as the laws of many countries.

As an employee and/or director, you have additional restrictions on trading in TriCo Bancshares securities, See the Company's *Insider Trading Policy*.

5. Observing Applicable Laws. Company employees must understand those laws that apply to them in the performance of their duties and ensure that their decisions and actions are conducted in conformity with those laws. Any violation of the applicable laws can subject the Company (and under certain circumstances, its employees) to liability. If you have question relating to compliance with applicable laws and regulations, you should contact the Compliance and/or Legal departments.

## **Company Records and Money**

Our records must always be maintained and presented accurately and reliably. No false or intentionally misleading entries may be made in the Company's books or records. Company money must be accurately accounted for and may only be spent for lawful, Company-related purposes. Employees whose duties involve verification of expenditures of Company money are responsible for the scrutiny and verification of the legitimacy of all expenditures.

1. Ensuring the Integrity of Records. All assets, liabilities and transactions of the Company shall be accurately recorded in accordance with established financial accounting and record keeping procedures and in compliance with applicable law. No false or misleading entries are permitted to be knowingly made in the Company's records. Any entries that are inaccurate, false, or irregular must be promptly reported to a member of the Audit Committee or the Board of Directors for immediate corrective action.
2. Avoiding Unauthorized Transactions. Company employees are not to perform any maintenance or conduct any internal transactions on their own accounts or the accounts of immediate family members or the accounts of other employees that are unauthorized or in violation of our policies, programs, or procedures. Under no circumstances shall any employee or loan officer extend credit to a business associate, relative or a close personal friend. Requests from these sources must be referred to another authorized employee or loan officer for approval and processing. A loan officer with a potential

conflict of interest shall in no way vote or attempt to influence the handling of the credit request.

3. Protecting Company Assets. Information you create, send, receive, download, or store on our electronic or telephonic equipment and systems (or your own communication device approved for Company use) is Company property. Employees will comply with all internal control procedures established for the protection of Company assets and to enable mandated reporting and disclosure as required by law.

### **Relationships with Vendors/Customers**

All vendors and customers are to be treated honestly and fairly. No payments, gifts of more than nominal value, or any form of preferential treatment may be made to obtain or retain business. No payments, direct or indirect, including gifts of more than nominal value or any form of preferential treatment, may be solicited or accepted from any vendor or customer of the Company.

1. Avoiding Self-Dealing and Acceptance of Gifts or Favors. Company employees cannot engage in conduct which will conflict with the interests of the Company. All potential conflicts of interest are to be disclosed to the Chief Human Resources Officer, including those conflicts which may be an inadvertent result of a business or personal relationship with a customer, supplier, business associate or competitor of the Company. Guidelines for accepting gifts are set forth in the Employee Handbook section entitled "Acceptance of Gifts and Hospitality." Federal law makes it a crime for any officer, director or employee of the Company to directly or indirectly ask, solicit, accept, receive or agree to receive anything of value, for himself or for any other person or entity, for, or in connection with, any transaction or business of the Company. The law is not limited to receipt of payment in exchange for making a loan. The penalty for violating Federal law is a fine, imprisonment, or both, and can result in the employee's termination.
2. Conflicts of Interest. All decisions involving the business or non-business activities of the Company must be made solely in the best interests of the Company. Employees, contractors, and non-employee directors must not make decisions, which might be based on personal interests or considerations, which might affect or appear to affect their judgment. The ownership, as an investor, of the securities of publicly held corporations will not normally be considered to give rise to a conflict in interest.
3. Complaints. Address customer complaints promptly and professionally. All circumstances surrounding complaints are to be thoroughly investigated and addressed promptly. You are responsible for reporting customer complaints promptly, completely, and accurately in accordance with the Company's *Customer Advocacy Program*.

**It is imperative that our policies and procedures be followed and that all team members avoid improper actions or the appearance of improper actions.**

**Don't**

- open new accounts, reclassify or transfer existing business unless it is requested by and is a benefit to the customer. *Reclassifying or transferring business simply to meet a sales/referral goal or earn incentive compensation is prohibited, and is a violation of company policy and the spirit and intent of the sales/referral incentive programs*
- open or handle your own or another family member's accounts, including accounts of other unrelated individuals living in your household or other outside business associates of yours. *This includes but is not limited to the approval of overdrafts and reversal of fees and service charges or transferring money from one account to another account to meet a sales goal or earn incentive compensation. Asking anyone that you supervise to approve overdrafts or reversal of fees or service charge is prohibited and is a violation of company policy. All such overdraft approvals or reversal of fees or service charges should be approved by a higher level of authority.*
- order, set up or convert unauthorized ATM cards, credit cards, debit cards, or initiate any automatic transfers, bill pay service or loan applications without the customer's full knowledge and approval.
- access proprietary/confidential customer information without a legitimate business purpose.

**Do**

- use good judgment when trying to meet the needs of your customers
- fully disclosure the terms and conditions of the products you sell/refer (i.e., annual fees, credit disclosures, non-FDIC insurance, etc.)
- direct your customers to products and services, which are in their own best interest
- escalate any sales or service transaction to your immediate manager if you are unsure of current policies or guidelines

## **Anti-bribery, Anti-corruption**

You may not give, promise, or offer money or anything of value to any customer, government employee or any other person for the purpose of improperly influencing a decision, securing an advantage, or obtaining or retaining business. If you engage in such behavior, you expose yourself and the Company to potential regulatory, civil and/or criminal liability and significant reputational harm, and you undermine the trust of our customers, shareholders, and communities.

## **Outside Activities**

Don't let your activities outside of Tri Counties reflect adversely on our Company or suggest a possible conflict of interest. As an employee, we expect you to put your job at our Company ahead of other business opportunities, not-for-profit activities, government service or a second job. Be alert to potential conflicts, be proactive in obtaining any necessary approvals or clearances and, finally, be aware that you may be required to discontinue any activity if a conflict arises.

We respect your right to engage in personal political activity, but make sure your activities are lawful and appropriate and do not involve the use of Company time or resources (including facilities, equipment, stationery, email, phones, supplies or mailing lists). You must also comply with any rules that may apply to your Line of Business or your specific position with our Company.

## **Training and Acknowledgment of Policy**

All employees and non-employee directors shall certify that they have read and understand this Policy. The Human Resources Department shall be responsible for providing a copy of the Policy in the new employee package for all new employees and obtaining a certificate that they

have read and understand this Policy.

This Policy is an addendum to the employee and supervisor handbooks, receipt of which shall be acknowledged by all Company employees. The Company shall provide employee training, as necessary, when this Policy is periodically amended.

### **Disciplinary Sanctions**

Employees who violate any of the provisions set forth in this Policy will be subject to discipline. Disciplinary measures will vary, depending on the seriousness of the violation and the individual circumstances of the employee. Available disciplinary sanctions include suspension, termination and/or referral to public law enforcement authorities for possible prosecution.

Any violation of law, this Policy or other Company Policies can reflect negatively on the Company, subject the Company to liability, and may subject the offending employees to liability. The Company must disclose evidence of a violation of law to the appropriate authorities when such requests are properly made.

### **Ongoing Oversight**

The Company is required to monitor and audit the effectiveness of this Policy. It is the responsibility and duty of Company employees to bring violations or perceived violations to the attention of the Chairman of the Audit Committee. With respect to the Company's financial accounting, internal controls and audit matters, any complaints or actual or potential violations regarding such matters must be reported directly to the Audit Committee and/or the Board of Directors.

### **Amendment or Waiver**

Any change to this Code or any waiver of any provision of this Code for executive officers and directors must be approved by the Company's Board of Directors.

### **Reporting Questionable Activity**

Any employee who becomes aware of any illegal activities or any violation of the provisions contained in this policy is required immediately to report the conduct. This reporting is not only encouraged by the Company, it is required.

Company employees may report questionable activity and or perceived violations of the Company's policies over financial accounting, internal controls, or audit matters by utilizing the Navex EthicsPoint program. The EthicsPoint hotline is toll-free, available 24 hours a day, 7 days a week and it is anonymous and completely confidential. The hotline number is 844-920-1189. In addition, reports can be made anonymously via the web at <http://tcbk.ethicspoint.com/> (computer) or <http://www.tcbkmobile.ethicspoint.com> (mobile). All reports/complaints will be delivered to the Chair of the Audit Committee, the Company's General Counsel, and the Company's Chief Audit Executive for further action.

Questions regarding this Policy should be directed to the Chairman of the Audit Committee. All reported complaints of questionable behavior concerning this Policy shall be kept in strict confidence and shall not be disclosed without the express consent of the person making such report, unless said disclosure is required by law. For more information see the Company's *Whistleblower Policy*.

### **Non-Retaliation**

The Company strictly prohibits retaliation, in any form, against anyone who makes a good faith

effort to report any misconduct or any violations or suspected violations of this Code, applicable law, or any other applicable policy or standard. Your good faith report of misconduct or a suspected violation, or your participation in an investigation, cannot be the basis for any adverse employment action, including termination, demotion, loss of benefits, threats, harassment, or discrimination.

Any retaliation against an employee who in good faith raises an issue or makes a report of misconduct or any violation or suspected violation of this Code, applicable law or any other applicable policy or standard, is itself a violation of this Code and should be reported to the Chief Audit Executive, Chief Human Resources Officer or the General Counsel, or through one of the channels identified above.

Reporting in good faith does not mean that you have to be right when you raise a concern or that the investigation must reach the conclusion that misconduct has occurred. Reporting in good faith means you have to believe that the information you are providing is accurate.

Making a report without good faith, or with malicious intent, can be extremely harmful to the Company's operations and its employees. Making a report without good faith will itself be considered a violation of this Code.

**Financial Officers – Additional Responsibilities**

If you have been identified as a principal executive officer or senior financial officer, you also must comply with the Company's *Code of Ethics for Principal Executive Officers and Senior Financial Officers*.

**Inter-policy Coordination**

This Policy is hereby adopted by the Board in coordination with and not in competition with any relevant and existing policies. This Policy supplements and is an addendum to the Tri Counties Bank Employee Handbook, as periodically updated.

**Definitions**

Term	Definition
<b>Conflicts of Interest</b>	A conflict of interest exists whenever an employee, officer or director has a financial interest, direct or indirect, with a customer doing business with the Company and, in the opinion of the bank, that interest is of such extent that it might affect his/her judgment or decision on behalf of the Company. A conflict of interest may also involve a material connection with or the involvement of immediate family members – defined as a spouse, domestic partner, parent, children, sibling, grandparent, parent-in-law, brother- and sister-in-law, son- and daughter-in-law, niece, nephew, cousin, and any other relative or person living in the same household. Transactions involving close personal friends may also provide potential for such conflict of interest. A substantial interest includes situations in which the employee or officer's decision/judgement may be influenced by his/her interest in the transaction.