

**TRICO BANCSHARES AND TRI COUNTIES BANK**  
**CHARTER OF THE BOARD INFORMATION TECHNOLOGY / CYBERSECURITY**  
**COMMITTEE**

(Approved March 23, 2023)

**I. Purpose**

The purpose of the Information Technology / Cybersecurity Committee (the “Committee”) of the Board of Directors (the “Board”) of Tri Counties Bank (“TCB”) shall support and assist the full Board in fulfilling its oversight responsibilities regarding safe and sound Information Technology and Cybersecurity practices. In this Charter, “Company” means TriCo Bancshares on a consolidated basis.

**II. 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”). The Board may remove members from the Committee with or without cause.
2. *Understanding of IT and Cybersecurity Risks.* The Committee shall have a balance of qualified directors who possess knowledge of the banking and/or technology industry and its inherent risks. Committee members may enhance their familiarity with technology and cybersecurity risks and emerging issues by participating in educational programs conducted by the Company or an outside consultant.
3. *Meetings.* The Committee shall meet at least four times annually, or more frequently as it deems necessary to perform its responsibilities. The Committee shall meet privately in executive session as frequently as necessary, as determined by the Committee Chair, to discuss any matters that the Committee or any of its members believe should be discussed.
4. *Chair.* Unless the Board elects a Chair for 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. No director who serves on 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. *Coordinate Risk.* To facilitate open communication with Board Risk Committee, the Chair of the Committee shall meet at least once a year with the Chair of the Board Risk Committee to discuss the oversight of risk in the organization with respect to the Committee's area of oversight.

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

1. *Risk Management Oversight.* The Committee shall oversee Company-wide risk management practices relating to data governance, information technology systems and information technology threats, such as safe computing practices, disaster recovery failover, information security, cybersecurity, data privacy and protection, and future security risks. The Committee shall determine and ensure that there is a sound process in place for identifying, managing, and monitoring technology risks and shall provide oversight of that process.
2. *Annual Chief Information Officer Assessment.* The Committee shall discharge its responsibilities and shall assess the information provided by the Company's management and the Chief Information Officer, in accordance with its business judgment. Management is responsible to carry out the design and implementation of the Company's technology controls and to provide timely and accurate reports to the Committee to enable the Committee to carry out its responsibilities.
3. *Understanding of Risk.* The Committee shall increase the Board's overall knowledge and understanding of technology and cybersecurity challenges and initiatives and will provide the Board with a more nuanced understanding of technology and cybersecurity risks facing the Company.
4. *Management Committee.* While the Committee has the responsibilities and duties set forth in this Charter in its oversight capacity, the Management Information Technology / Cybersecurity Committee, is responsible for overseeing the day-to-day operations of the technology and information security areas of the Company.
5. *Technology Direction.* The Committee shall promote and support the Company's technology direction and lend support in helping the Company adhere to this strategy. Responsibility will include proactive monitoring and oversight of the Company's information technology direction.
6. *Technology Strategy.* The Committee shall determine whether current technology and cybersecurity oversight and authority processes enable the Board to understand the potential impacts on the Company's technology strategy. In addition, the Committee shall provide recommendations to the full Board with respect to the Company's technology focus as it relates to what is happening in the industry.
7. *Strategic Plan.* The Committee shall provide feedback regarding the Company's

technology strategic plan and initiatives and will assure alignment with the Company's overall strategic plan annually.

8. *Technology Budget.* Committee shall provide guidance, support, ongoing oversight, and approval of the Company's technology budget.
9. *Tone at the Top.* The Committee shall reinforce to regulators, investors, and employees that the Board is serious about information technology governance and cybersecurity risk management.
10. *Communication.* The Committee shall increase communication with the Company's technology leaders. Review vertical and/or horizontal communication streams throughout the technology area to ensure adequate flow of information related to end-to-end technology management.
11. *Investigations.* The Committee shall have the authority to conduct or authorize investigations into any technology or cybersecurity threats or incidents within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee, or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
12. *General.* To fulfill its responsibilities, the Committee shall:
  - Annually review this Charter and recommend any proposed changes to its membership or responsibilities to the Board.
  - Periodically review a summary of exceptions to management's established policies and technology risks, to include a summary of significant gaps in capabilities for managing key risks and the status of initiatives to address those gaps.
  - The Committee shall annually evaluate its own performance to assess its effectiveness in fulfilling its mandate and report the results of its evaluation to the full Board.
  - The Committee shall make reports to the Board as needed regarding the Company's information technology and cybersecurity status and the Committee's performance of the responsibilities enumerated in this Charter.
  - The Committee shall have such other duties as may be delegated from time to time by the Board.