

TRICO BANCSHARES
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Approved by TriCo Board 12/9/08)

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of TriCo Bancshares (the "Company") is to: (a) identify individuals qualified to become Board members, (b) recommend director nominees to the Board for each annual meeting of the stockholders of the Company, (c) lead the Board in its periodic evaluation of the performance of the Board and its committees, and (d) periodically review and recommend changes to the Company's Corporate Governance Guidelines and the Company's Codes of Ethics.

II. Committee Membership

The Committee shall consist of at least three members, each of whom shall be independent directors. The term "independent directors" describes directors (a) who qualify as independent directors pursuant to the applicable provisions of the Securities Exchange Act of 1934, the rules promulgated thereunder and the rules and regulations of the Nasdaq Stock Market, Inc. and (b) who, in the Board's judgment, do not have a material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company).

Members of the Committee shall be appointed by the Board. The Board shall appoint one member of the Committee to act as its Chair. The Board may remove members of the Committee, with or without cause.

III. Responsibilities and Duties

1. Selection of New Director Nominees. The Committee shall actively identify, recruit, interview and evaluate individuals qualified to become Board members. The Committee shall recommend to the Board the persons to be nominated by the Board for elections as directors at the annual meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board.
2. Criteria for Selecting Directors. The Board's criteria for selecting Directors is set forth in the Company's Corporate Governance Guidelines. Such criteria shall guide the Committee when selecting director nominees. The Committee shall review, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. This review shall include consideration of age, expertise, and diversity of knowledge, skills and experience in the context of the needs of the Board.

3. Committees. The Committee shall periodically review the Board's committee structure and recommend to the Board the directors to be appointed to each of the Board's committees.
4. Evaluation of the Board. The Committee shall develop a periodic self-evaluation process for the Board in order to determine whether the Board and its committees are functioning effectively. The Committee shall oversee this self-evaluation process and prepare an assessment of the Board's performance, which shall be discussed with the Board.
5. Independence of the Board. The Committee shall monitor the independence of the Board, assuring that the majority of the Board consists of independent directors (as defined in Section II above) and review and assess any potential conflicts of interest between directors and the Company.
6. Director Orientation. The Committee will establish, or identify and provide access to, appropriate orientation programs, sessions or materials for newly elected directors of the Company for their benefit either prior to or within a reasonable period of time after their nomination or election as a director.
7. Corporate Governance Guidelines. The Committee shall periodically review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
8. Code of Ethics. The Committee shall periodically review and reassess the adequacy of the Company's Code of Business Conduct and Ethics and the Company's Code of Ethics for Principal Executive Officers and Senior Financial Officers and recommend any proposed changes to the Board for approval.
9. Charter. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

IV. Powers

1. Search Firms. The Committee shall have the sole authority to retain and terminate any search firm used to identify director nominees. The Committee shall have the sole authority to approve the terms of any such engagement, including fees. The Committee is empowered to cause the Company to pay the compensation of any search firm engaged by the Committee.
2. Independent Advisors. The Committee shall have the authority to retain independent advisors (including legal and accounting advisors) to assist in carrying out its responsibilities and duties. The Committee shall have the sole authority to approve the terms of any such engagement, including fees. The

Committee is empowered to cause the Company to pay the compensation of any such advisors engaged by the Committee.

3. Subcommittees. The Committee shall have the authority to delegate any of its responsibilities to subcommittees, as the Committee deems appropriate in its sole discretion.

V. Procedures and Administration

1. Meetings. The Committee shall meet at such times as it deems necessary or appropriate, but not less than semiannually.
2. Minutes. The Committee shall maintain written minutes of each Committee meeting. Such minutes shall be distributed to each member of the Committee and to the other members of the Board.
3. Reports. The Committee shall report to the Board concerning each meeting of the Committee and as otherwise requested by the Chairman of the Board.
4. Self-Evaluation. The Committee shall evaluate its own performance at least annually.