

TRICO BANCSHARES

COMPENSATION AND MANAGEMENT SUCCESSION COMMITTEE CHARTER

I. Purpose

The purpose of the Compensation and Management Succession Committee (the "Committee") of the Board of Directors (the "Board") of TriCo Bancshares (the "Company") is to: (a) discharge the responsibilities of the Board relating to determining appropriate compensation for the Company's executive officers, (b) produce an annual report on executive compensation and a compensation discussion and analysis for inclusion in the Company's proxy statement, in accordance with applicable laws, rules and regulations, (c) oversee the evaluation of the Company's executive officers, (d) oversee the evaluation of the Company's officer and director compensation plans, policies and programs, and (e) establish and periodically review and revise the Company's management succession policy.

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 or the Securities Exchange Act of 1934, the rules promulgated thereunder and the rules and regulations of the Nasdaq Stock Market, Inc., (b) who satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code, and (c) 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. Compensation Philosophy and Strategy

The Committee shall develop a compensation philosophy and policies which promote the long-term interests of the Company's stockholders and which are designed to attract and retain those directors, officers and employees necessary to support the Company's growth and success. In order to reach this goal, the Committee shall award full and fair compensation to each individual employed by the Company, consistent with levels of compensation of comparable companies, general economic conditions and the Company's performance. The Committee shall review at least annually the Company's overall compensation strategy, including base salaries, bonus and incentive compensation and option grants, to assure that it (a) appropriately awards employees for their contributions to the Company's growth and profitability, (b) provides appropriate

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incentives for the Company's management and employees, (c) promotes the long-term interests of the Company's stockholders and (d) supports the Company's strategic objectives.

IV. Responsibilities and Duties

1. Executive Officer Compensation. The Committee shall establish on an annual basis the compensation levels of the Company's Chief Executive Officer (the "CEO") and the Company's other executive officers, including base salary, bonus and incentive compensation levels, deferred compensation, perquisites, equity compensation and other forms of executive officer compensation. The Committee shall approve any severance arrangements and change-in-control benefits payable to the Company's executive officers. [The Committee shall annually review market data to assess the Company's competitive position for each component of executive compensation by reviewing market data for appropriate peer companies.]
2. Evaluation of Executive Officers. The Committee shall be responsible for evaluating the CEO and the other executive officers of the Company. The Committee shall determine the nature and frequency of such evaluation and the persons subject to such evaluation. The Committee shall (a) review and approve the goals and objectives for the CEO and the other executive officers of the Company, (b) evaluate the performance of the CEO and such other executive officers in light of these goals and objectives and (c) set the compensation levels of the CEO and such other executive officers based on this evaluation. The Committee may solicit and, if received, may accept or reject the recommendation of the CEO with respect to the foregoing for the other executive officers of the Company.
3. Director Compensation. The Committee shall periodically review and make recommendations to the Board regarding the level and form of the Company's director compensation, including how such compensation compares to director compensation of companies of comparable size, industry and complexity. Such review will include a review of both direct and indirect forms of compensation to the directors, including any charitable contributions to organizations with which a director is affiliated and consulting or other similar arrangements between the Company and a director.
4. Incentive Plan Review and Approval. The Committee shall periodically review and make recommendations to the Board regarding the Company's incentive compensation and equity-based plans. The Committee shall review and approve all new equity compensation plans and all amendments to existing equity compensation plans (subject to stockholder approval when required).
5. Incentive Plan Administration. The Committee shall administer all of the Company's equity-based plans, including its stock option plans, stock incentive plans and employee stock purchase plans. Such administration shall include

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granting stock options and making stock awards in accordance with such plans. The Committee may delegate day-to-day administration of such plans to appropriate Company personnel.

6. Employee Benefit Plans. The Committee shall oversee and periodically review the operation of the Company's employee benefit plans, including its Section 401(k) plan. Responsibility for the day-to-day administration of such plans, including the preparation and filing of all government reports and the preparation and delivery of all required employee material and communications, will be performed by appropriate Company personnel.
7. Compensation Philosophy. The Committee shall establish and periodically review the overall compensation philosophy of the Company.
8. Proxy Statement. The Committee shall produce an annual report on executive compensation and a compensation discussion and analysis ("CD&A") for inclusion in the Company's annual proxy statement, in accordance with all applicable laws, rules and regulations. The Committee shall recommend to the full Board that the CD&A be included in the Company's proxy statement or shall disclose to the full Board the reasons that it cannot make such a recommendation.
9. Succession of Senior Executives. It shall be the responsibility of the Committee to establish and periodically review and revise the Company's management succession policy. The Committee shall prepare and present an annual report to the Board on succession planning, which shall include transitional Board leadership in the event of an unplanned vacancy.
10. Charter. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

V. Powers

1. Consulting Firms. The Committee shall have the sole authority to retain and terminate any compensation consultant used to assist in the evaluation of executive officer compensation. 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 consultant engaged by the Committee. The Committee may direct any compensation consultant to provide information to, or receive information from, appropriate Company personnel.
2. Independent Advisors. The Committee shall have the sole 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.

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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.
4. Access to Officers. The Committee shall have full and free access to the executive officers of the Company in order to fulfill its responsibilities and duties. Upon request of the Committee, the CEO shall provide information to the Committee regarding the Company and its management and shall serve as a liaison between the Committee and the Company's other executive officers.

VI. Procedures and Administration

1. Meetings. The Committee shall meet at such times as it deems necessary or appropriate, but not less than semiannually. The Committee shall determine which officers of the Company or other visitors to invite to the meetings of the Committee.
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.

Amended as of January 30, 2007

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