

TRICO BANCSHARES AND TRI COUNTIES BANK
RISK COMMITTEE CHARTER OF THE BOARDS OF DIRECTORS
(Approved February 15, 2024)

I. Purpose

The primary purpose of the Risk Committee (the “Committee”) is to assist the Board of Directors of TriCo Bancshares (“TriCo”) 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 TriCo 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.

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 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.

III. 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. The Committee is responsible for the oversight and approval of the Company's Risk Appetite Statement.

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

- Review and approve policies (as delegated by the Board).
- 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 key risk areas as identified in the Risk Appetite Statement. 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.
- 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. All committees have responsibility to oversee reputation risk and strategic risk that may result from oversight of primary key risk areas. The full Board has primary oversight for Company-wide reputation risk and strategic risk. The following key risks areas identified in the Company’s Risk Appetite Statement are governed by the by following Board committees:
 - Information Technology / Cybersecurity Committee - This committee oversees 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.
 - Audit Committee – This committee oversees the Company’s major financial reporting risk, regulatory and compliance risk, and legal risk.
 - Compensation & Mgmt. Succession Committee – This committee oversees the Company’s human capital risk and operational risk related to incentives and compensation.
 - Risk Committee – This committee oversees the Company’s credit risk, market risk (interest rate risk and liquidity risk), and operational risks.
 - Nominating and Corporate Governance Committee – This committee oversees the Company’s corporate governance, reputational and conduct risks.
 - Community Reinvestment Act (CRA) Committee – This committee oversees the Bank’s responsibilities under the CRA of 1977.

2. Risk Management.

- Committee Responsibilities. The Committee’s responsibilities pertaining to risk management are set forth in this Charter and do not extend to risk matters to the extent they are reported on to another committee of the Board.
 - Enterprise Risk Committee. 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.
 - Management ALCO. The Committee has primary oversight role of asset/liability management on behalf of the Board of Directors. The Management Asset/Liability Committee (ALCO) is responsible for developing the asset/liability management process, establishing monitoring and reporting systems, developing strategies and tactics, and other responsibilities as appropriate.
 - Management Loan Committee. The Committee provides strong governance and oversight of the Bank’s Credit Risk Policy and related underwriting guidelines, standards and processes, portfolio performance and risk management, portfolio sales / acquisition, and credit compliance. The MLC is responsible to establish lending and exception limits.

- Credit Risk. 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), economic trends, and other credit risk information.
- Interest Rate Risk. Review reports on the Company's exposure to adverse movement in interest rates, including changes impacting net interest income and other interest sensitive income and expenses, and review risk exposure levels to policy limits. Understand and challenge the Company's risk mitigation strategies. Remain informed of expected changes in strategies / tactics as well as performance and status of actions previously implemented.
- Liquidity Risk. Review reports on the Company's exposure to liquidity risk, identified stress levels, results of periodic stress testing and appropriate response plans. Remain informed with respect of the Company's liquidity funding contingency plan in the presence of elevated risk. Understand and challenge the Company's risk mitigation strategies. Remain informed of expected changes in strategies / tactics as well as performance and status of actions previously implemented.
- Operational Risk. Review reports on operational risk as reported to the Committee, including areas of elevated risk. Understand risks and mitigation strategies related to operational risk categories, including internal and external fraud, model risk, third-party risk management, business continuity plan management, and other risks as presented.
- Monitor Trends and Risk Factors. Understand risk likelihood and potential outcomes and monitor trends in those variables over time. Review the Company's internal and external financial and regulatory reports for proper disclosure of risks and risk factors.
- Emerging Risks. Continually obtain reasonable assurance from management that all known and emerging regulatory and compliance related risks have been identified and mitigated or managed. Review the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

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

- Annually review and assess the adequacy of this Charter 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.
- The Committee shall annually evaluate its own performance to assess its effectiveness in fulfilling its mandate and report results of its evaluation to the full Board
- The Committee shall make reports to the Board as needed regarding the Company's Enterprise Risk Program status and the Committee's performance of the responsibilities enumerated in this Charter.

- Review significant pronouncements and changes to key regulatory requirements relating to risk management areas to the extent they apply to the Company.
- The Committee shall have such other duties as may be delegated from time to time by the Board.

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.