TRICO BANCSHARES
CORPORATE GOVERNANCE GUIDELINES
(Approved 2/6/2013)

The Board of Directors of TriCo Bancshares (the "Company") has adopted the following Corporate Governance Guidelines (the "Guidelines") to assist the Board in the exercise of its duties and responsibilities and to serve the best interests of the Company and its stockholders. These Guidelines provide the framework for the governance of the Company. The Board may modify or make exceptions to the Guidelines from time to time in its discretion and consistent with its duties and responsibilities to the Company and its stockholders.

I. Director Responsibilities

The business and affairs of the Company are managed by or under the direction of the Board. The fundamental responsibility of the directors is to exercise their business judgment to act in a manner they reasonably believe is in the best interests of the Company and its stockholders and in a manner consistent with their fiduciary duties.

Directors are expected to regularly attend Board meetings and meetings of committees on which they serve, to spend the time needed in preparation for such meetings and to meet as frequently as they deem necessary to properly discharge their responsibilities. In addition, directors have an obligation to become and remain informed about the Company and its business, including the principal operational and financial objectives, strategies and plans of the Company. Directors are expected to attend each annual meeting of the Company's shareholders.

The directors are entitled to rely on the Company's senior executives and its outside advisors, auditors and legal counsel, except to the extent that any such person's integrity, honesty or competence is in doubt. The directors are also entitled to Company-provided indemnification, statutory exculpation and directors' and officers' liability insurance.

II. Director Qualification Standards

1. Independence. A majority of the members of the Board must qualify as 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. 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).

2. Selection of New Director Candidates. Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the independent directors of the Board shall be responsible for identifying

individuals qualified to become Board members. A majority of the independent directors or a committee of the Board composed solely of independent directors shall select the persons to be nominated by the Board for election as directors at the annual meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board.

Nominees for director shall be selected on the basis of experience, knowledge, skills, expertise, integrity, diversity, ability to make independent analytical inquiries, understanding of the Company's business environment and willingness to devote adequate time and effort to Board responsibilities. Directors should possess the highest personal and professional ethics, integrity and values, informed judgment, and sound business experience, and be committed to representing the long-term interests of the Company's stockholders. Directors should not have, nor appear to have, a conflict of interest that would impair the nominee's ability to represent the interests of all the Company's stockholders and to fulfill the responsibilities of a director. Directors should have the ability to understand the sometimes conflicting interests of the various constituencies of the Company (including stockholders, employees, customers, governmental agencies, and the general public) and to act in the interests of all stakeholders.

The Board 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 diversity, age, skills and experience in the context of the needs of the Board.

3. <u>Size of the Board</u>. The Board believes an appropriate size for the Board of Directors is between eight and fifteen members, but that a smaller or larger Board may be appropriate at any given time, depending on circumstances and changes in the Company's business.

4. <u>Other Directorships</u>. A director shall limit the number of other public company boards on which he or she serves so that he or she is able to devote adequate time to his or her duties to the Company, including preparing for and attending meetings. Directors should advise the Chairman of the Board in advance of accepting an invitation to serve on another public company board. Service on boards or committees of other organizations shall comply with the Company's conflict of interest policies.

5. <u>Tenure</u>. The Board does not believe it should establish term limits. Term limits could result in the loss of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and an institutional memory that benefit the entire membership of the Board as well as management. The Board reviews each director's continuation on the Board annually during consideration for re-election. This allows each director the opportunity to conveniently confirm his or her desire to continue as a member of the Board and allow the Company to conveniently replace directors as necessary.

6. <u>Retirement</u>. Any director who reaches the age of 75 while serving as a director will retire from the Board effective at the end of his or her then current term.

7. Separation of the Offices of Chairman and Chief Executive Officer. The offices of Chairman of the Board and Chief Executive Officer should be separate, unless otherwise determined by a majority of the Board of Directors.

8. Former Chief Executive Officer's Board Membership. The Board believes that the continuation of a former Chief Executive Officer of the Company on the Board is a matter to be decided in each individual instance by the Board.

9. Change of Responsibility of Director. The Board does not believe that directors who retire or change their principal occupation or business association should necessarily leave the Board. However, upon such an event, the Board shall review the appropriateness of continued Board membership.

III. Board Meetings and Agenda

1. Selection of Agenda Items. The Chairman of the Board shall establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of agenda items and is free to raise at any Board meeting subjects that are not on the agenda for that meeting. At the beginning of the year, the Chairman of the Board may establish a schedule of subjects to be discussed during the year (to the extent practicable).

2. Frequency and Length of Meetings. The Chairman of the Board, in consultation with the members of the Board, shall determine the frequency and length of the Board meetings. Special meetings may be called from time to time as determined by the needs of the business.

3. Advance Distribution of Materials. Agendas and other information that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors at least two days before the meeting, and directors should review these materials in advance of the meeting.

4. Executive Sessions. The independent directors will meet in executive session at least semi-annually to discuss, among other matters, the performance of the Chief Executive Officer. The independent directors will meet in executive session at other times at the request of any independent director. Absent unusual circumstances, these sessions shall be held in conjunction with regular Board meetings.

IV. **Committees**

1. Key Committees. The Board shall have at all times an Audit Committee, a Compensation and Management Succession Committee and a Nominating and Corporate Governance Committee. All of the members of these committees will be independent directors. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

2. Committee Charters. Each of the above standing committees will have its own written charter. The charters will set forth the purpose, authority and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and how the committee reports to the Board. The Board shall, from time to time as it deems appropriate, review and reassess the adequacy of each charter and make appropriate changes.

3. Selection of Agenda Items. The chairman of each committee, in consultation with the committee members, shall develop the committee's agenda. At the beginning of the year, each committee may establish a schedule of subjects to be discussed during the year (to the extent practicable). The schedule for each committee meeting shall be furnished to all directors.

4. Frequency and Length of Committee Meetings. The chairman of each committee, in consultation with the committee members, shall determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. Special meetings may be called from time to time as determined by the needs of the business and the responsibilities of the committees.

V. Access to Officers, Employees and Independent Advisors

1. Access to Officers and Employees. Directors shall have full and free access to officers and employees of the Company. Any meeting that a director wishes to initiate may be arranged through the Chief Executive Officer or directly by the director. The directors shall use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and shall, to the extent appropriate, copy the Chief Executive Officer on any written communications between a director and an officer or employee of the Company.

2. Access to Independent Advisors. The Board and each committee shall have the authority to, as necessary and appropriate, retain independent advisors and consultants at the expense of the Company.

VI. Compensation

1. Role of Board and Compensation and Management Succession Committee. The form and amount of director compensation shall be determined by the Board. The Compensation and Management Succession Committee shall periodically review 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.

2. Employee Directors. Directors who are also employees of the Company shall receive no additional cash compensation for Board or committee service.

VII. Director Orientation

1. Director Orientation. The Board or the Nominating and Corporate Governance 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.

VIII. Management Evaluation and Succession

1. Selection of Chief Executive Officer. The Board shall select the Company's Chief Executive Officer in the manner that it determines to be in the best interests of the Company's stockholders.

2. Evaluation of Senior Executives. The Compensation and Management Succession Committee shall be responsible for overseeing the evaluation of the Company's senior executives. The Compensation and Management Succession Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation. The Board shall review the evaluations to ensure that the senior executives are providing the best leadership for the Company over both the long- and short-term.

3. Succession of Senior Executives. The Compensation and Management Succession Committee shall present an annual report to the Board on succession planning, which shall include transitional Board leadership in the event of an unplanned vacancy. The entire Board shall assist the Compensation and Management Succession Committee in evaluating potential successors to the Chief Executive Officer.

IX. Performance Evaluation of the Board

The Board will periodically determine whether the Board and its committees are functioning effectively. The full Board will discuss the evaluation to determine what action, if any, could improve Board and committee performance. The Board shall periodically review these Corporate Governance Guidelines to determine whether any changes are necessary or appropriate.