

On May 18, 2023, in connection with the effectiveness of new Securities and Exchange Commission rules regarding universal proxy cards, certain recent changes to the California General Corporation Law (the "CGCL"), and a periodic review of the bylaws of TriCo Bancshares (the "Company"), the Company's board of directors (the "Board") approved and adopted the Company's amended and restated bylaws (the "Amended and Restated Bylaws"), which became immediately effective. Among other things, the Amended and Restated Bylaws:

- permit shareholder meetings to be conducted in-person and electronically, or solely by electronics means, subject to the applicable provisions of the CGCL;
- clarify that the Board has authority to set the time and date of an annual meeting of the shareholders, eliminating a specified date in May;
- authorize the Board to adopt rules and procedures for the conduct for shareholder meetings.
- require that a shareholder soliciting proxies from other shareholders use a proxy card color other than white;
- revise the timing requirements set in forth in the advance notice bylaw provision to require that a shareholder provide notice of a director nomination to be made at an annual meeting of shareholders not earlier than 120 days and not later than 90 days before the date of the meeting; provided, if the date for the annual meeting has changed more than 30 days from the date on which the prior year's annual meeting was held, then such notice must be received not later than the 10th day following the day on which public announcement of the date of such meeting is first made;
- revise the procedures and disclosure requirements in the advance notice bylaw provision for shareholders' nominations of director candidates, including requiring certain information, representations and disclosures from a nominating shareholder and proposed nominees and requiring that proposed nominees complete a questionnaire provided by the Company if requested;
- address matters relating to Rule 14a-19 under the Securities Exchange Act of 1934, as amended (the "Universal Proxy Rules"), such as requiring that shareholders intending to use the Universal Proxy Rules deliver a notice to the Company certifying in writing that they will comply with the Universal Proxy Rules' requirements and to confirm that they have complied with the Universal Proxy Rules, and to provide reasonable evidence that they have so complied, at least ten days before the shareholder meeting;
- require that the nominating shareholder (or a qualified representative) and the nominating shareholder's candidate(s) be present in person at the meeting for the election of directors;
- provide that if the election of a nominating shareholder's nominee would cause the Company to violate the Company's articles of incorporation, the Amended and Restated Bylaws, or any applicable law or stock exchange listing standard, then such nomination or nominations shall be disregarded; and
- add an advance notice provision for shareholder proposals requiring that a shareholder provide notice of business to be brought before an annual meeting of shareholders not earlier than 120 days and not later than 90 days before the date of the meeting; provided, if the date for the annual meeting has changed more than 30 days from the date on which the prior year's annual meeting was held, then such notice must be received not later than the 10th day following the day on which public announcement of the date of such meeting is first made.