

MNB HOLDINGS CORPORATION

Notice of the 2023 Annual Meeting of Shareholders Wednesday, July 26, 2023 10:00 a.m.

TO THE SHAREHOLDERS OF MNB HOLDINGS CORPORATION:

The 2023 Annual Meeting of Shareholders of MNB Holdings Corporation, a California corporation (the “*Company*”), the holding company for Mission National Bank (the “*Bank*”), will be held in person at Mission National Bank, 3060 16th Street, San Francisco, CA 94103 on Wednesday, July 26, 2023 at 10:00 a.m.

The meeting will also be broadcast live over the internet using videoconference software for shareholders unable to attend the meeting in-person. However, only shareholders that complete and return a proxy prior to the meeting or attend the meeting in-person will be entitled to vote. Shareholders viewing the live broadcast will only be permitted to watch the meeting and not be entitled to interact or vote at the meeting.

If you would like to observe the meeting virtually, please use the following link: <https://8x8.vc/fidelityi28231/charlie.dolton> and passcode: 30214060 to access the meeting, or contact Charlie Dolton IT Support Specialist at (415) 694-5910 or charlie.dolton@mnbsf.com for further instructions on how to access the videoconference broadcast.

The meeting will be held for the following purposes:

1. To elect five (5) directors to hold office for a term of one (1) year and until their respective successors have been elected and qualified. The nominees for the office of director are:

Jarhett Blonien
William (Billy) R. Chan
Ming S. Chow
Ray G. Skinner
Alma M. Vivar
2. To ratify the appointment of Moss Adams LLP as the Company’s Independent Auditors for 2023; and
3. To transact such other business as may properly come before the meeting or any postponement or adjournment of the meeting.

Only shareholders of record at the close of business on Monday, June 12, 2023 are entitled to notice of and will be entitled to vote at the meeting and any adjournments or postponement thereof.

To nominate a person for election to the Board of Directors, please mail or deliver written notice of the nomination (other than for persons named in this notice) to the President of the Company

by the later of (i) the close of business twenty-one (21) days prior to the Annual Meeting; or (ii) ten (10) days after the date of mailing of this notice to shareholders. The notification must contain the following information, to the extent known to the nominating shareholder:

- (a) The name and address of each proposed nominee;
- (b) The principal occupation of each proposed nominee;
- (c) The number of shares of capital stock of the Company owned by each proposed nominee;
- (d) The name and residence address of the notifying shareholder;
- (e) The number of shares of capital stock of the Company owned by the notifying shareholder;
- (f) The number of shares of capital stock of any bank, bank holding company, savings and loan association or other depository institution owned beneficially by the nominee or by the notifying shareholder and the identities and locations of any such institutions; and
- (g) Whether the proposed nominee has ever been convicted of or pleaded nolo contendere to any criminal offense involving dishonesty or breach of trust, filed a petition in bankruptcy or been adjudged bankrupt.

The notification shall be signed by the nominating shareholder and by each nominee, and shall be accompanied by a written consent to be named as a nominee for election as a director from each proposed nominee. Nominations not made in accordance with these procedures shall be disregarded by the chairperson of the meeting, and upon his or her instructions, the inspectors of election shall disregard all votes cast for each such nominee. The foregoing requirements do not apply to the nomination of a person to replace a proposed nominee who has become unable to serve as a director between the last day for giving notice in accordance with this paragraph and the date of election of directors if the procedure called for in this paragraph was followed with respect to the nomination of the proposed nominee.

A form of proxy, a 2023 Annual Meeting Information Statement, and the Company's 2022 Annual Report is being furnished herewith. Your completion and return of the enclosed proxy will not limit your right to vote if you do attend the meeting.

The enclosed proxy is solicited by the Board of Directors. You are cordially invited to attend the meeting. The Board of Directors urges you to sign and date the enclosed proxy form and return it in the enclosed self-addressed postage-paid envelope. Your prompt response will reduce the time and expense of solicitation.

Dated: June 21, 2023

By Order of the Board of Directors,

Jarhett Blonien, Chairman