

MNB HOLDINGS CORPORATION

Notice of the 2024 Annual Meeting of Shareholders Wednesday, July 31, 2024 10:00 a.m.

TO THE SHAREHOLDERS OF MNB HOLDINGS CORPORATION:

The 2024 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 31, 2024 at 10:00 a.m.

The meeting will be held for the following purposes:

1. To elect six (6) 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
JoAnne Loughlin
2. To vote on the approval of the 2024 Restricted Stock Plan (which was previously approved by the Board of the Company);
3. To ratify the appointment of Moss Adams LLP as the Company’s Independent Auditors for 2024; and
4. 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 3, 2024 are entitled to notice of and will be entitled to vote at the meeting and any adjournments or postponement thereof.

Accessing Proxy Materials

A letter from the Company to its shareholders, the 2024 Annual Meeting Information Statement, the Company’s 2023 Annual Report, and Proxy Card are available online as provided in the instructions included in the Notice of Internet Availability of Proxy Materials that was mailed to you on or about June 13, 2024 (“Notice of Internet Availability”). If you want to receive a paper or e-mail copy of these documents, you must request one by following the instructions in the Notice of Internet Availability which provides a Control Number that is needed to request the

paper or e-mail copies. There is no charge to you for requesting a copy. Please make your request for a copy on or before July 17, 2024 to facilitate timely delivery.

How to Vote

This is not a ballot. You cannot use this notice to vote your shares. You may vote on the above proposals by submitting your vote online, by mail or in person at the 2024 Annual Meeting of Shareholders. If you wish to vote online, you will need your Control Number and the web address indicated on the Notice of Internet Availability. No other personal information will be required in order to vote in this manner.

If you wish to vote by mail, simply print out the proxy card located on the web address indicated on the Notice of Internet Availability, mark the proxy card accordingly, sign and return it to us at the address indicated on the proxy card.

If your shares are held in “street name” by a bank or brokerage firm, your bank or brokerage firm, as the record holder of your shares, may vote such shares as directed by you, or if not so directed, in their own discretion if permitted by the organization of which they are members. You should check the voting form used by that broker or nominee to determine whether you may vote online or another method.

Votes submitted online or by mail must be received by July 30, 2024 at 11:59 PM ET.

How to Observe the Shareholder Meeting Over the Internet

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 below link and information to access the meeting, or contact Lynn Francisco, Chief Information Officer, at (415) 826-3627 ext. 3048 or lynn.francisco@mnbsf.com for further instructions on how to get access to the videoconference broadcast.

Webpage: <https://www.microsoft.com/en-us/microsoft-teams/join-a-meeting>

Meeting ID: 237 808 869 653

Passcode: 2UfwmP

Nomination of Persons for Election to Board of Directors

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 ("Director Nomination 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 outstanding shares of the Company owned by each proposed nominee;
- (d) The name and residence address of the notifying shareholder;
- (e) The number of outstanding shares of the Company owned by the notifying shareholder;
- (f) The number of outstanding shares 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 Director Nomination 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.

You are cordially invited to attend the 2024 Annual Meeting of Shareholders.

Dated: June 13, 2024

By Order of the Board of Directors,

Jarhett Blonien, Chairman