

Mailed to shareholders on
or about April 20, 2019

MNB HOLDINGS CORPORATION
3060 16th Street
San Francisco, California 94103
Telephone (415) 826-3627

2019 ANNUAL MEETING OF SHAREHOLDERS
INFORMATION STATEMENT
MAY 15, 2019

Introduction

The following information is being furnished to the shareholders of MNB Holdings Corporation, a California corporation (the “*Company*”), in connection with the 2019 Annual Meeting of Shareholders (the “*Annual Meeting*”) to be held at the offices of the Company’s subsidiary, Mission National Bank (the “*Bank*”), located at 3060 16th Street, San Francisco, California 94103, at 10:00 a.m. on Wednesday, May 15, 2019. Only holders of record on April 22, 2019 (the “*Record Date*”), will be entitled to notice of and to vote at the Annual Meeting.

Shareholders may vote their shares by mail without attending the Annual Meeting using the enclosed proxy. The presence in person or by proxy of a majority of the shares entitled to vote is necessary to constitute a quorum at the Annual Meeting. Holders of shares of Common Stock are entitled to one (1) vote for each share held, except that any shareholder has the right to elect to cumulate votes for the election of directors. Each shareholder may cast all of his or her votes for a single candidate or distribute such votes among any or all of the candidates as he or she chooses, provided that such candidate’s name has been placed in nomination prior to the voting. If any one shareholder has given notice to elect to cumulate votes for the election of directors, all shareholders may cumulate their votes for candidates in nomination.

Any person giving a proxy in the form accompanying this Information Statement has the power to revoke that proxy prior to its exercise by delivering written notice to the Company stating that the proxy is revoked, by executing a subsequent proxy that is presented at the meeting, or by attending the Annual Meeting and voting in person.

A. ANNUAL REPORT

A copy of the annual report of the Company for the fiscal year ended December 31, 2018 (Independent Auditor's Report and Consolidated Financial Statements) (the "*Annual Report*") is enclosed with this Information Statement. Additional copies of the Annual Report are also available upon request to the Secretary of the Company at MNB Holdings Corporation, 3060 16th Street, San Francisco, California 94103.

B. PRINCIPAL SHAREHOLDERS

As of the Record Date, no person known to the Company owned beneficially more than five percent (5%) of the outstanding shares of Common Stock, except as set forth below:

Name and Address	Relationship to Company	Amount Beneficially Owned ¹	Percentage Ownership ²
Rommel R. Medina 1028 Mission Street San Francisco, CA 94103	Shareholder	134,135	29.36%
Ruell R. Medina 1028 Mission Street San Francisco, CA 94103	Shareholder Director	134,135	29.36%
Alma Vivar 315 Abbot Avenue Daly City, CA 94014	Shareholder Director	25,000	5.47%

¹ Based on information available to the Company without independent verification.

² Based upon 456,768 shares outstanding.

C. INFORMATION REGARDING CORPORATE GOVERNANCE

The Directors of the Company are elected annually by the shareholders to manage the Company's overall business and affairs. The Company, as the sole shareholder of the Bank, is entitled to elect the Directors of the Bank. The Board of Directors of the Bank, in turn, selects and oversees the members of the Bank's senior management who are charged with conducting the business of the Bank under applicable standards of safety and soundness.

Committees of the Bank Board of Directors

In 2018, the Bank had the following Board committees:

- Audit Committee
- ALCO (Asset and Liability Committee)
- Loan and Investment Committee
- Compliance Committee

Shareholder Communications

The Board of Directors of the Company has established procedures for receipt and delivery of shareholder communications addressed to the Board of Directors. Any such shareholder communication, including communications by employees of the Company solely in their capacity as shareholders, should be mailed or delivered to the Company addressed as follows: Secretary, MNB Holdings Corporation, 3060 16th Street, San Francisco, CA 94103.

D. PROPOSALS TO BE MADE AT THE 2018 ANNUAL MEETING OF SHAREHOLDERS

PROPOSAL NO. 1 - Election of Directors of the Company

The Bylaws of the Company, as amended, provide that the Board of Directors shall consist of not less than five (5) and not more than nine (9) directors. The authorized number of directors has been fixed by resolution of the Board of Directors at six (6). Each director to be elected at the Annual Meeting shall hold office for one (1) year and until such director's successor is elected and qualified, subject to the earlier resignation, death or removal from office of any such director.

The Company's Board of Directors has nominated the following candidates for election to the Board of Directors, commencing after the Annual Meeting. Information regarding the background and experience of each director nominee is set forth below.

Nominees for Election to the Board of Directors

Alma M. Vivar has served as a Director of the Company since 2010. She is the owner of Vestal House ICF/DD-H, a San Leandro, California based Residential Care Facility. She served as President of the Players Group from 2000 to 2008.

Ruell R. Medina is the President of Lucky Check Cashing Inc., a financial services company serving non-banked individuals needing micro-financial services. He is also the President of Lucky Money, a money services business providing money remittance services worldwide. Mr. Medina currently sits on the board of Lucky Chances Inc. as Vice Chairman and is co-owner of RTR Food Concepts, a restaurant holding company that operates several different food and beverage entities.

William R. Chan has served as a Director of the Company since 2017. Mr. Chan is a business transactions lawyer in San Francisco, California. He handles business and corporate work for new companies, established businesses, individual entrepreneurs, family shops, large enterprises, multi-entity groups, private firms, small corporations, and big partnerships. Mr. Chan completed his undergraduate education at UCLA, where he graduated with honors. He attended law school at Berkeley, then-known as the UC Berkeley School of Law (Boalt Hall). Mr. Chan is an active member of the legal community. He is a past President of both the Asian American Bar Association and the Filipino Bar Association of Northern California. He has served as the Chair of the Solo and Small Firm Committee of the National Asian Pacific American Bar Association, and previously held the Secretary position of that organization. He is a founding and active member of the National Filipino American Lawyers Association.

Cesar V. Alegria, Jr. has served as a Director of the Company since 2017. Mr. Alegria has been a practicing attorney for over 25 years. Mr. Alegria is an attorney for the Pacific Gas and Electric Company (PG&E), and has been employed there since 1989. Mr. Alegria advises PG&E on a broad spectrum of legal issues including land acquisitions, eminent domain, land rights, mechanic's liens, and other land-related matters. He manages, litigates, and supervises outside counsel regarding tort, employment, eminent domain and other land-related litigation. Mr. Alegria graduated from the University of California Hastings College of the Law. He is the President of the Filipino Bar Association of Northern California, and a member on both the Daly City Planning Commission and the San Mateo Health Commission. He also served in the U.S. Army receiving an honorable discharge.

Magdalen Mui has served as a Director of the company since 2018. She is a dynamic and highly motivated professional with 30 years of management experience in various industries and 25 years of progressive leadership at Wells Fargo Bank, including Senior Vice President and Regional Director in Diverse Segments and Senior Vice President of community banking. Ms. Mui graduated from graduate program of Retail Banking Management at Furman University in Greenville, SC. She also serves as an Advisory Board member for Self Help of the Elderly and the San Francisco General Hospital Foundation.

JoAnne Loughlin has served as a Director of the Company since 2018. Ms. Loughlin

served as a Senior Business Assurance Manager for Moss Adam LLP for 21 years. Prior to that, Ms. Loughlin served as a Regional Operations Coordinator for Great Western Bank for 14 years. Ms. Loughlin received her Bachelor of Arts in Business from Sonoma State University and was a Certified Public Accountant.

Recommendation of Management

The Board of Directors of the Company recommends a vote “**FOR**” the election of the directors nominated by the Board of Directors.

PROPOSAL NO. 2 - Ratification of Appointment of Independent Auditors

The Board of Directors has appointed Moss Adams LLP to serve as the Company’s independent auditors for the 2019 fiscal year. In this Proposal No. 2, the shareholders of the Company are being asked to ratify the Board’s appointment of Moss Adams LLP as independent auditors of the Company.

A representative of Moss Adams LLP is expected to attend the Annual Meeting and will have an opportunity to make a statement if the representative desires to do so, and the representative is expected to be available to respond to appropriate questions.

Vote Required

Ratification of the appointment of Moss Adams LLP as the Company’s independent auditors for the 2019 fiscal year requires the affirmative vote of the holders of a majority of the shares of Common Stock present or represented by proxy and voting at the Annual Meeting.

Recommendation of Management

The Board of Directors of the Company recommends a vote “**FOR**” ratification of the appointment of Moss Adams LLP as independent auditors of the Company for the 2019 fiscal year.

E. 2020 ANNUAL MEETING OF SHAREHOLDERS

Next year’s Annual Meeting of Shareholders will be held on or about May 23, 2020. The deadline for shareholders to submit proposals for inclusion in the Information Statement and form of proxy for the 2020 Annual Meeting of Shareholders is December 27, 2019. All shareholder proposals to be included in the 2019 Information Statement and form of proxy should be submitted by Certified Mail, Return Receipt Requested, to the Secretary, MNB Holdings Corporation, 3060 16th Street, San Francisco, California 94103.