

MNB HOLDINGS CORPORATION
Notice of the 2019 Annual Meeting of Shareholders
Wednesday, May 15, 2019
10:00 A.M.

TO THE SHAREHOLDERS OF MNB HOLDINGS CORPORATION:

The 2019 Annual Meeting of Shareholders of MNB Holdings Corporation, a California corporation (the “*Company*”), and holding company for Mission National Bank (the “*Bank*”), will be held at the Bank’s principal office at 3060 16th Street, San Francisco, California, on Wednesday, May 15, 2019, at 10:00 a.m. for the following purposes:

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

Alma M. Vivar
Ruell R. Medina
William (Billy) R. Chan
Cesar V. Alegria, Jr.
Magdalen Mui
JoAnne Loughlin

2. To ratify the appointment of Moss Adams LLP as the Company’s Independent Auditors for 2019; 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 April 22, 2019 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 deliver written notice of the nomination (other than for persons named in this notice) to the President of the Company within ten (10) days of the date of this notice. 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.

A form of proxy, a ballot, a 2019 Annual Meeting Information Statement and the Company's 2018 Annual Report is being furnished herewith. Your completion and return of the enclosed proxy will not limit your right to vote in person if you do attend the meeting.

The enclosed proxy is solicited by the Board of Directors. You are cordially invited to attend the meeting in person. 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.

By Order of the Board of Directors,

Dated: April 23, 2019


Cesar V. Alegria, Jr., Chairman