

**FNB BANCORP
 PROXY FOR THE ANNUAL MEETING OF SHAREHOLDERS
 TO BE HELD ON MAY 19, 2010**

The Board of Directors recommends a Vote “AUTHORITY GIVEN FOR” on Proposal 1; and, “FOR” on Proposal 2; and, “FOR” on Proposal 3.

INSTRUCTIONS

- ✓ Mark, sign and date your proxy card
- ✓ Detach your proxy card at the perforations
- ✓ Return your proxy card in the postage paid envelope provided

THIS PROXY IS SOLICITED BY, AND ON BEHALF OF, THE BOARD OF DIRECTORS AND MAY BE REVOKED PRIOR TO ITS EXERCISE.

Notice of Internet Availability. The FNB Bancorp Proxy Statement for the 2010 Annual Meeting of Shareholders and the 2009 Annual Report to shareholders (which includes the Annual Report on Form 10-K for the fiscal year ended December 31, 2009) are available on the Internet at www.fnbncorcal.com/inv_annual_shareholders.html

▼ FOLD AND DETACH HERE ▼

UNLESS OTHERWISE SPECIFIED, THIS PROXY WILL BE VOTED “FOR” THE FOLLOWING ITEMS:

- | | |
|---|--|
| 1. <input type="checkbox"/> AUTHORITY GIVEN FOR ALL nine (9) nominees listed below (except as indicated to the contrary below). | <input type="checkbox"/> WITHHOLD AUTHORITY to vote for all nominees listed below. |
|---|--|

INSTRUCTION: To withhold authority to vote for any individual nominee, strike a line through the nominee’s name in the list below:

- | | | |
|----------------------|----------------------------|-------------------------|
| 01. Lisa Angelot | 04. Ronald R. Barels | 07. Edward J. Watson |
| 02. Thomas C. McGraw | 05. Merrie Turner Lightner | 08. Jim D. Black |
| 03. Thomas G. Atwood | 06. Michael Pacelli | 09. Anthony J. Clifford |

EXCEPTION _____

- | | |
|--|--|
| 2. To approve the advisory vote on executive compensation. | <input type="checkbox"/> FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN |
| 3. To ratify the appointment of MOSS ADAMS LLP as independent auditors of the Company to serve for the 2010 fiscal year. | <input type="checkbox"/> FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN |
| 4. In their discretion, to transact such other business as may properly come before the meeting. | Authorized Signature(s)
_____ |

Date: _____, 2010
 Please date and sign exactly as your name(s) appears. When signing as attorney, executor, administrator, trustee, or guardian, please give full title. If more than one trustee, all should sign. All joint owners should sign. **WHETHER OR NOT YOU PLAN TO ATTEND THIS MEETING, PLEASE SIGN AND RETURN THIS PROXY AS PROMPTLY AS POSSIBLE IN THE ENCLOSED POSTAGE-PAID ENVELOPE.**

I/we do __ or do not __ expect to attend this meeting.

Please Detach Here
 You Must Detach This Portion of the Proxy Card Before Returning in the Enclosed Envelope

FNB BANCORP

**Proxy solicited by the Board of Directors
for the Annual Meeting of Shareholders
on May 19, 2010**

The undersigned holder of Common Stock acknowledges receipt of a copy of the Notice of Annual Meeting of Shareholders of FNB BANCORP and the accompanying Proxy Statement dated April 16, 2010, and revoking any Proxy heretofore given, hereby constitutes and appoints Lisa Angelot, Thomas C. McGraw, and Edward J. Watson, and each of them, with full power of substitution, as attorneys and proxies to appear and vote all shares of Common Stock of FNB BANCORP, a California corporation, outstanding in the name of the undersigned which the undersigned could vote if personally present and acting at the Annual Meeting of Shareholders of FNB BANCORP, to be held at the Basque Cultural Center, 599 Railroad Avenue, South San Francisco, California, on Wednesday, May 19, 2010, at 6:30 p.m. or at any adjournments thereof, upon the following items as set forth in the Notice of Meeting and Proxy Statement and to vote according to their discretion on all matters which may be properly presented for action at the meeting or any adjournments thereof. The above-named proxy holders are hereby granted discretionary authority to cumulate votes represented by the shares covered by this Proxy in the election of directors.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF DIRECTORS NOMINATED BY THE BOARD OF DIRECTORS; "FOR" APPROVAL OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION; AND "FOR" RATIFICATION OF THE APPOINTMENT OF MOSS ADAMS LLP AS INDEPENDENT AUDITORS OF THE COMPANY TO SERVE FOR THE 2010 FISCAL YEAR. THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED. IF NO DIRECTION IS MADE, IT WILL BE VOTED "FOR" THE ELECTION OF DIRECTORS NOMINATED BY THE BOARD OF DIRECTORS; "FOR" APPROVAL OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION; AND "FOR" RATIFICATION OF THE APPOINTMENT OF MOSS ADAMS LLP AS INDEPENDENT AUDITORS OF THE COMPANY TO SERVE FOR THE 2010 FISCAL YEAR.

(Continued and to be signed on other side)