

**FNB BANCORP**  
**975 El Camino Real**  
**South San Francisco, California 94080**

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**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**  
**To be Held Wednesday, May 20, 2009**  
**6:30 P.M.**

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**TO THE SHAREHOLDERS OF FNB BANCORP:**

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders (the "Annual Meeting") of FNB BANCORP, a California corporation (the "Company") will be held at the Basque Cultural Center, 599 Railroad Avenue, South San Francisco, California, on Wednesday, May 20, 2009, at 6:30 p.m., for the following purposes:

1. To elect the seven (7) incumbent directors identified in the accompanying proxy statement;
2. Amendment of Bylaws;
3. Advisory Vote on Executive Compensation.
4. To ratify the appointment of Moss-Adams LLP as independent auditors of the Company to serve for the 2009 fiscal year; and
5. To transact such other business as may properly come before the Annual Meeting and any adjournment or adjournments thereof.

Section 7 of the Bylaws of the Company provides for the nomination of directors as follows:

"Nominations for election to the Board of Directors may be made by the Board of Directors or by any shareholder entitled to vote for the election of directors. Nominations, other than those made by the Board of Directors, shall be made in writing and shall be delivered or mailed, with first-class United States mail postage prepaid, to the Secretary not less than 20 days nor more than 50 days prior to any meeting of shareholders called for the election of directors; provided however, that if less than 25 days notice of the meeting is given to the shareholders, such nomination shall be mailed or delivered to the Secretary not later than the close of business on the seventh day on which the notice of the meeting was mailed. Shareholder nominations shall contain the following information: (a) the name, age, business address and, if known, residence address of each proposed nominee; (b) the principal occupation or employment of each proposed nominee; (c) the total number of shares of capital stock of the corporation that are beneficially owned by each proposed nominee and by the nominating shareholder; (d) the name and residence address of the notifying shareholder; and (e) any other information the corporation must disclose regarding director nominees in the corporation's proxy solicitation. Nominations not made in accordance with this Section may be disregarded by the Chairman of the meeting, and if the Chairman so instructs, the inspectors of election may disregard all votes cast for each nominee."

Only those shareholders of record at the close of business on April 3, 2009, will be entitled to notice of and to vote at the Annual Meeting.

You are cordially invited to attend the Annual Meeting.

By Order of the Board of Directors

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Thomas C. McGraw

Secretary

South San Francisco, California

April 17, 2009

**Notice of Internet Availability.** The FNB Bancorp Proxy Statement for the 2009 Annual Meeting of Shareholders being held on Wednesday, May 20, 2009 and the Annual Report to shareholders (which includes the Annual Report on Form 10-K for the fiscal year ended December 31, 2008) are available on the internet at [www.fnbnorcal.com](http://www.fnbnorcal.com)

**WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE SIGN AND RETURN THE ENCLOSED PROXY CARD AS PROMPTLY AS POSSIBLE IN THE ENCLOSED POSTAGE-PAID ENVELOPE.**