

FNB BANCORP

Solicited by the Board of Directors
for the Annual Meeting of Shareholders
on May 20, 2009

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 17, 2009, and revoking any Proxy heretofore given, hereby constitutes and appoints Thomas C. McGraw, Edward J. Watson and Michael R. Wyman, 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 20, 2009, 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 AMENDMENT OF BYLAWS; "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 2009 FISCAL YEAR. THE 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 AMENDMENT OF BYLAWS; "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 2009 FISCAL YEAR.

(Continued and to be signed on other side)

FNB BANCORP
PROXY FOR THE ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD MAY 20, 2009

The Board of Directors recommends a Vote "AUTHORITY GIVEN FOR" on Proposal 1; and, FOR on Proposal 2; and, FOR on Proposal 3; and FOR on Proposal 4.

INSTRUCTIONS

- [X] Mark, sign and date your proxy card
- [X] Detach your proxy card at the perforations
- [X] 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 2009 Annual Meeting of Shareholders and the 2008 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.fnbncorcal.com.

FOLD AND DETACH HERE

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

1. To elect as Directors the seven(7) nominees listed below WITHHOLD AUTHORITY to vote for all nominees listed below.
(except as indicated to the contrary below).

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

- | | |
|----------------------------|-------------------------|
| 01. Michael R. Wyman | 05. Michael Pacelli |
| 02. Thomas C. McGraw | 06. Edward J. Watson |
| 03. Lisa Angelot | 07. Anthony J. Clifford |
| 04. Merrie Turner Lightner | |

EXCEPTION _____

- | | | | |
|--|------------------------------|----------------------------------|----------------------------------|
| 2. To approve the amendment of Bylaws | <input type="checkbox"/> FOR | <input type="checkbox"/> AGAINST | <input type="checkbox"/> ABSTAIN |
| 3. To approve the advisory vote on executive compensation | <input type="checkbox"/> FOR | <input type="checkbox"/> AGAINST | <input type="checkbox"/> ABSTAIN |
| 4. To ratify the appointment of MOSS ADAMS LLP as independent auditors of the Company to serve for the 2009 fiscal year. | <input type="checkbox"/> FOR | <input type="checkbox"/> AGAINST | <input type="checkbox"/> ABSTAIN |
| 5. In their discretion, to transact such other business as may properly come before the meeting. | | | |

Authorized Signature(s)

Date: _____, 2009

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