

CNB CORPORATION

303 North Main Street
Cheboygan, Michigan 49721

**PROXY FOR ANNUAL MEETING OF SHAREHOLDERS
May 19, 2009**

This Proxy is solicited on behalf of the Board of Directors

The undersigned hereby appoints Thomas J. Ellenberger, Vincent J. Hillesheim, and Kathleen A. Lieder, and each of them, as Proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated below, all the shares of common stock of CNB Corporation held of record by the undersigned on March 20, 2009, at the Annual Meeting of Shareholders to be held May 19, 2009, and at any adjournment thereof.

- 1. In the election of ten directors to be elected for terms expiring in 2010:

<input type="checkbox"/> FOR all nominees listed below (except as marked to the contrary below)	<input type="checkbox"/> WITHHOLD AUTHORITY to vote for all nominees listed below
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(INSTRUCTION: To withhold authority to vote for any individual nominee strike a line through the nominee's name in the list below.)

- | | | |
|----------------------|-----------------------|----------------------------|
| Steven J. Baker, | Thomas J. Ellenberger | Kathleen A. Lieder |
| James C. Conboy, Jr. | Susan A. Eno | R. Jeffery Swadling |
| Kathleen M. Darrow | Vincent J. Hillesheim | Francis J. VanAntwerp, Jr. |

COMPLETE AND SIGN ON REVERSE

The undersigned shareholder instructs the Proxies to vote as specified in this Proxy on the matters described in the Proxy Statement dated April 17, 2009. This Proxy, when properly executed, will be voted by the Proxies in the manner directed herein by the undersigned shareholder. **If no choice is specified, this Proxy will be voted FOR all nominees listed in Proposal 1. By execution of this Proxy, the undersigned shareholder confers upon the above-appointed Proxies the discretionary authority to vote upon any other matters which may properly come before the meeting, and revokes any prior proxies.**

The undersigned shareholder acknowledges receipt of the 2008 Annual Report to Shareholders, and the Notice of Meeting and Proxy Statement, both dated April 17, 2009.

The giving of this Proxy does not affect the right of the undersigned shareholder to vote in person should the undersigned shareholder attend the annual meeting. This Proxy may be revoked at any time before it is voted.

Each shareholder must sign exactly as his/her name appears below. For shares held jointly, any one owner may sign subject to any agreement between them. If signing as attorney, executor, trustee or in some other representative capacity, sign name and give full title. If a corporation, sign in full corporate name by authorized officer. If a partnership, sign in partnership name by authorized person. Brokers executing proxies should indicate in the space below the number of shares with respect to which authority is conferred by this Proxy if less than all shares held by such brokers as nominees are to be voted.

The **(# OF SHARES)** shares represented by this Proxy are registered on our books as follows:

**ACCT #
NAME
DESIGNATION
STREET ADDRESS
CITY, STATE ZIP**

Date: _____, 2008

Signature

Brokers-Number of Shares _____

Signature

Signature

If you share an address with one or more other shareholders, a single copy of the Annual Report and/or Proxy Statement is being provided to you and the other shareholders. If you wish to receive a separate copy of the Annual Report and/or Proxy Statement, please make that request in person, in writing, or by telephone to: Secretary, CNB Corporation, P. O. Box 10, Cheboygan, MI 49721. Telephone: 231-627-7111 or 1-888-627-7800.

**PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY
IN THE ENCLOSED ENVELOPE PROMPTLY.**