

CNB CORPORATION
303 North Main Street
Cheboygan, Michigan 49721

April 14, 2023

Dear Shareholder:

You are cordially invited to attend the annual meeting of CNB Corporation to be held at the Knights of Columbus Hall, 9840 N. Straits Highway (near the intersection of highways U.S. 27 and M-33), Cheboygan, Michigan, at 5:30 p.m. on Tuesday, May 16, 2023. The Notice of Annual Meeting and Proxy Statement follow this letter.

It is important that your shares be represented at the meeting. Whether or not you plan to attend, we urge you to indicate your choice with respect to the matters for which there is a vote. Please sign, date and return your Proxy as soon as possible in the enclosed postage-paid envelope.

The business items outlined in the enclosed meeting notice will be the meeting's focus, along with a brief overview of the past year and plans for the future. To assist in the planning and set-up for the meeting, please RSVP by either returning the enclosed card or sending an email to registrar@cnbismybank.com.

Your continued support of and interest in CNB Corporation is sincerely appreciated, and we encourage you to recommend the Corporation's services to your family, friends and neighbors.

We look forward to seeing you at the meeting.

Respectfully,



Matthew E. Keene
President and Chief Executive Officer

enclosures

CNB CORPORATION
303 North Main Street
Cheboygan, Michigan 49721

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
To Be Held May 16, 2023

To the Shareholders:

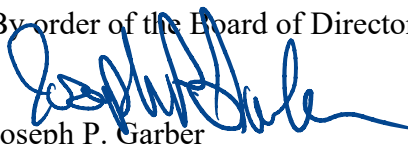
The Annual Meeting of Shareholders of CNB Corporation, a Michigan corporation, will be held on Tuesday, May 16, 2023, at 5:30 p.m., at the Knights of Columbus Hall, 9840 N. Straits Highway, Cheboygan, Michigan, for the following purposes:

1. To elect three directors, each to hold office for terms expiring in May 2026 as described and until his or her successor is elected and qualified.
2. To transact such other business as may properly come before the meeting or any adjournment thereof.

The Board of Directors fixed March 17, 2023 as the record date for the determination of shareholders entitled to notice of and to vote at the meeting or any adjournment thereof.

Your vote is important. Even if you plan to attend the meeting, please indicate your choice with respect to the matters to be voted on, date and sign the enclosed proxy, and return it promptly in the enclosed envelope. If you do attend the meeting, you may, if you wish, revoke your proxy and vote your shares in person.

By order of the Board of Directors,



Joseph P. Garber
Secretary

Dated: April 14, 2023

CNB CORPORATION
303 North Main Street
Cheboygan, Michigan 49721

PROXY STATEMENT
2023 ANNUAL MEETING OF SHAREHOLDERS
May 16, 2023

This Proxy Statement, and the enclosed Proxy, are furnished in connection with the solicitation of Proxies by the Board of Directors of CNB Corporation (the "Corporation"), a Michigan bank holding company whose sole subsidiary is Citizens National Bank of Cheboygan (the "Bank"). The enclosed Proxy is to be voted at the Annual Meeting of Shareholders of the Corporation, to be held on May 16, 2023, at 5:30 p.m., at the Knights of Columbus Hall, 9840 North Straits Highway, Cheboygan, Michigan (the "Annual Meeting"), or at any adjournment or adjournments thereof, for the purposes set forth in the accompanying Notice of Annual Meeting and in this Proxy Statement.

VOTING AT THE MEETING

This Proxy Statement, and the enclosed Proxy, are expected to be mailed on or about April 14, 2023, to all holders of record of common stock of the Corporation as of the record date. The Board of Directors of the Corporation has fixed the close of business on March 17, 2023 as the record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting and any adjournment thereof.

The Corporation's only class of outstanding stock is its common stock. As of the record date of March 17, 2023, 1,210,717 shares of common stock of the Corporation were outstanding. Each outstanding share will entitle the holder thereof to one vote on each separate matter presented at the meeting. Votes cast at the meeting and submitted by Proxy are counted by the inspectors of the meeting who are appointed by the Corporation.

If a Proxy in the enclosed form is properly executed and returned to the Corporation, the shares represented by the Proxy will be voted at the Annual Meeting and any adjournment thereof. If a shareholder specifies a choice, the Proxy will be voted as specified. If no choice is specified, the shares represented by the Proxy will be voted for the election of all nominees named in this Proxy Statement and in accordance with the judgment of the persons named as Proxies with respect to any other matter which may come before the meeting or any adjournment thereof.

A Proxy may be revoked before exercise by notifying the Secretary of the Corporation in writing; by submitting a Proxy of a later date; or by attending the meeting and voting in person. **All shareholders are encouraged to indicate a choice with respect to the matters to be voted upon, then date, sign and return the enclosed Proxy to the Corporation.**

ELECTION OF DIRECTORS

The Bylaws of the Corporation provide for a Board of Directors consisting of a minimum of five and a maximum of thirteen members. Currently there are nine members of the Board of Directors.

As a classified board, the terms of R. Jeffrey Swadling and Rick A. Tromble are set to expire at the 2023 Annual Meeting.

One person has been nominated for election to the Board of Directors, to serve for a three-year term expiring at the 2026 Annual Meeting of Shareholders. The Board of Directors has nominated Victoria J. Hand. Ms. Hand is a director of the Bank, having been appointed on October 13, 2022 to begin service as a director on January 12, 2023. Ms. Hand is an independent director within the meaning of NYSE listing standards.

It is the intention of the persons named in the enclosed form of Proxy to vote such Proxy FOR the three nominees named above unless otherwise directed in the Proxy. In the unanticipated event any nominee becomes unavailable, the Board of Directors, in its discretion, may designate substitute nominees. In such an event, the enclosed Proxy will be voted for such substitute nominees. Proxies cannot be voted for a greater number of persons than the number of nominees named.

A plurality of the votes cast at the Annual Meeting is required to elect the nominees as directors of the Corporation. Shares not voted at the Annual Meeting, whether by abstention, broker non-vote, or otherwise, will not be treated as votes cast at the Annual Meeting.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ELECTION OF ALL NOMINEES AS DIRECTORS.

INFORMATION ABOUT DIRECTOR NOMINEES

The information set forth below relating to each nominee's age, year first elected as director and principal occupation or employment for the past five years has been provided as of March 1, 2023, by the respective nominee.

Victoria J. Hand (61) – Ms. Hand is a longtime resident of Cheboygan. She retired from her position as Executive Vice President, Chief Operating Officer, and Cashier at Citizens National Bank at the end of 2022, after 43 years of service. Ms. Hand attended the Northern Michigan School of Banking at Northern Michigan University and is a graduate of the Robert M. Perry School of Banking at Central Michigan University, where she served on the advisory board after

graduation. A dedicated member of the community, Ms. Hand has volunteered as a Cheboygan County 4-H leader, was an active member of the Cheboygan Hockey Association, and is currently the treasurer at the Cheboygan County Humane Society. In January 2023, Ms. Hand began to serve on the Bank board of directors. Her vast knowledge of the banking industry makes her an invaluable addition to the board of directors.

R. Jeffery Swadling (63) - Mr. Swadling is Vice President of Ken's Village Market, Inc., a retail grocery store in Indian River. He has over 30 years business management experience and 8 years financial management experience. Mr. Swadling has been a board member of the Cheboygan Area Arts Council, Inland Lakes Educational Foundation, Indian River Chamber of Commerce and Friends of Inland Lakes Schools. He has served as a director of the Bank board since September 2005 and a director of the Corporation since May 2006. Mr. Swadling has a Bachelor of Science in Business Administration. His insight and experience in the areas of information technology and the stock market assists in board discussion involving these subjects.

Rick A. Tromble (67) - Mr. Tromble has owned and partnered in a number of successful businesses in the Cheboygan area, including Walgreens, a Ford dealership, Anchor In Marina, and Lincoln Plaza. He also developed, managed, and served as President of a \$100 million restaurant company. Tromble Bay Farms is the largest farm company in Cheboygan County, encompassing over 4,000 acres dedicated to cattle farming and agriculture. His current project is a 1,500-acre solar farm in Grant Township. Mr. Tromble is a graduate of the University of Michigan with a degree in accounting and business administration and serves as an advisory director to its School of Management. A former CPA, he has been a member of the Institute of Management Accounts since 1980. He has served as a director of the Bank since June 2012 and a director of the Corporation since May 2013. In September 2020, he was appointed Chairman. His extensive business experience, as well as his exposure to markets and economies outside of the Bank's service area contribute to his qualifications as a director.

COMMITTEES AND MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Corporation has an Audit Committee. Its membership is comprised of Directors Swadling (who serves as Chairman), Andrews, Baldwin, Bridges, Ewbank, Landon, Shepler and Tromble. All members qualify as "independent directors" under the NYSE listing standards. All members are financially literate, and at least one of the members has expertise in accounting and other aspects of financial management. Considering this experience and expertise and other relevant issues, the Board of Directors believes that the Audit Committee can effectively fulfill its duties and obligations.

Traditionally, all directors of the Corporation also serve as the Board of Directors of the Bank; therefore, director nominees must meet the qualifications for national bank directors set forth in 12 USC Sec. 72. Based on those qualifications, as well as the Comptroller of the Currency and corporate governance guidelines, the Board of Directors has developed criteria to be used in

considering individual director candidates. Consideration of factors relative to the size and composition of the Board of Directors will vary according to the expertise and demographics of the existing directors. In making nominations for election to the Board of Directors, the Board of Directors will consider director candidates recommended by shareholders. Any director candidate recommended by shareholders will be reviewed and evaluated in the same manner as all other director candidates.

Under the Bylaws of the Corporation, nominations of persons for election to the Board of Directors may be made by any shareholder entitled to vote at a meeting at which one or more directors will be elected by submitting written notice of any nomination to the Secretary of the Corporation.

The notice must be received at the principal business office of the Corporation, no less than 90 days nor more than 120 days prior to the scheduled date of the annual meeting, regardless of any postponements, deferrals or adjournments of that meeting to a later date. In the case of a special meeting of the shareholders, or in the event that the date of the applicable annual meeting is changed by more than 30 days from its scheduled date, a shareholder's notice must be received no later than the close of business on the 10th day following the earlier of the day on which notice of the meeting date was mailed or the day public disclosure of the meeting was made.

The notice must set forth or include: (1) the name and address, as they appear on the records of the Corporation, of the shareholder giving the notice; (2) a representation that the shareholder giving the notice is a holder of record entitled to vote at such meeting and will appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; (3) the class and number of shares of the common stock of the Corporation beneficially owned and of record by the shareholder giving the notice; (4) any material interest or relationship that the shareholder giving the notice may have with each proposed nominee; (5) the name, address, age, principal occupation or employment, and such other information for each proposed nominee as would be required to be included in a proxy statement had the nominee been nominated, or intended to be nominated, by the Board of Directors; and (6) a signed consent of each proposed nominee to serve as a director of the Corporation if so elected.

Separate persons serve as the Chairman of the Board and the Chief Executive Officer of the Corporation. Currently, Rick A. Tromble serves as Chairman and Matthew E. Keene serves as President and Chief Executive Officer. The Chairman of the Board serves as the lead director and presides at meetings excepting the Audit Committee meetings. The Audit Committee has its own Chairman who presides over the Audit Committee meetings. The Board of Directors believes this leadership structure is appropriate given the Bank's characteristics, as it allows for additional independent oversight of management decisions; it also permits the Chairman to direct his attention to governance matters while the President and Chief Executive Officer can focus on operational issues. The current leadership structure has been in place since 2005; although, it is not to say the Board of Directors would not make a change in the future under appropriate circumstances. The independent directors meet regularly with the independent external auditors. The Board of Directors and Audit Committee are actively involved in oversight of risk, compliance and business results. Management is responsible for the management of risk and reports to the Board of Directors and Audit Committee. Directors have complete access to management and

outside advisors; thus, the President and Chief Executive Officer is not the sole source of information for the Board of Directors.

The directors of the Corporation are expected to attend the Annual Meeting of Shareholders, with the organizational meeting of the newly elected Board of Directors to be held as provided in the Bylaws. With the exception of Brian B. Ewbank, who was absent due to illness, all directors attended the 2022 Annual Meeting.

CODE OF ETHICS

The Corporation has adopted a Senior Financial Officers Code of Ethics that applies to the Corporation's chief executive officer, treasurer, controller or other senior officers performing similar functions. A copy of the Senior Financial Officers Code of Ethics will be furnished without charge upon written request to: Secretary, CNB Corporation, P.O. Box 10, Cheboygan, Michigan 49721. The Bank also maintains a general code of ethics applicable to all employees.

SHAREHOLDER COMMUNICATIONS WITH DIRECTORS

The Board of Directors does not have a formal process for shareholders to send communications to the Board of Directors. All members of the Board of Directors and a majority of the shareholders reside in the rural geographic area served by the Corporation and the Bank, and open and direct communication between the directors and those shareholders is encouraged. As for written communications from shareholders or other interested parties to the Board of Directors or any specific individual director, the practice has been and will continue to be that all such communications are promptly forwarded to the appropriate party or shared with the full Board of Directors no later than its next regularly scheduled meeting. Any shareholder wishing to send a written communication to the Board of Directors or a specific individual director should address the communication to the Board of Directors or the individual director, CNB Corporation, P.O. Box 10, Cheboygan, Michigan 49721.

SHAREHOLDER PROPOSALS

Under the Bylaws of the Corporation, any shareholder proposal to be considered at the Annual Meeting must concern a proper subject for shareholder action and have been submitted to the Board of Directors in written form containing certain required information with respect to the proposal and the proponent, no less than 90 days nor more than 120 days prior to the scheduled date of the Annual Meeting. No such proposals were received.

OTHER BUSINESS

The Board of Directors is not aware of any matter to be presented for action at the meeting, other than the matters set forth herein. If any other business should come before the meeting, or any adjournment thereof, the Proxy will be voted in respect thereof in accordance with the best judgment

of the persons authorized therein, and discretionary authority to do so is included in the Proxy.

The cost of soliciting proxies will be borne by the Corporation. In addition to solicitation by mail, officers and other employees of the Corporation and the Bank may solicit proxies by telephone or in person, without compensation other than their regular compensation.

DELIVERY OF DOCUMENTS TO SHAREHOLDERS SHARING AN ADDRESS

If you share an address with one or more other shareholders, a single copy of the Proxy Statement is being provided to you and the other shareholders. If you wish to receive a separate copy, send your written request to the Secretary of CNB Corporation at P.O. Box 10, Cheboygan, Michigan 49721; by email to registrar@cnbismybank.com; or by telephone at 231-627-7111 or 888-627-7800.

The 2022 Annual Report is available at no charge by written request submitted to Shareholder Relations, CNB Corporation, P.O. Box 10, Cheboygan, Michigan 49721 or by email to registrar@cnbismybank.com. The 2022 Annual Report can also be downloaded at <https://www.cnbismybank.com/about-us/shareholder-relations.html>.