

CNB CORPORATION
303 North Main Street
Cheboygan, Michigan 49721

April 17, 2026

Dear Shareholder:

You are cordially invited to attend the annual meeting of CNB Corporation to be held at Loft Events on Main, 228 N. Main Street, Suite D, 2nd Floor, Cheboygan, Michigan, at 5:30 p.m. on Tuesday, May 19, 2026. The Notice of Annual Meeting and the 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. Please note that four nominees have been nominated for election to the Board of Directors to fill three available seats. Shareholders may vote FOR no more than three nominees. Votes cast for more than three nominees will not be counted.

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 19, 2026

To the Shareholders:

The Annual Meeting of Shareholders of CNB Corporation, a Michigan corporation, will be held on Tuesday, May 19, 2026, at 5:30 p.m., at Loft Events on Main, 228 N. Main St., Suite D, 2nd Floor, Cheboygan, Michigan, for the following purposes:

1. To elect three directors, each to hold office for terms expiring in May 2029 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 20, 2026 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. Privately-held shares may be voted in-person at the meeting. If you hold your shares in a brokerage account and wish to vote in-person, you must consult your broker for the appropriate procedure in advance of the deadline stated on your proxy ballot.

By order of the Board of Directors,



Joseph P. Garber
Secretary

Dated: April 17, 2026

CNB CORPORATION
303 North Main Street
Cheboygan, Michigan 49721

PROXY STATEMENT
2026 ANNUAL MEETING OF SHAREHOLDERS
May 19, 2026

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 19, 2026, at 5:30 p.m., at Loft Events on Main, 228 North Main Street, Suite D, 2nd Floor, 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 17, 2026, 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 20, 2026, 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 20, 2026, 1,210,712 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 ten members of the Board of Directors. There are four nominees for three available Board seats.

As a classified board, the terms of Victoria J. Hand of Cheboygan, Michigan, R. Jeffery Swadling of Indian River, Michigan, and Rick A. Tromble of Cheboygan, Michigan, are set to expire at the 2026 Annual Meeting. Ms. Hand and Mr. Swadling are running for re-election, while Mr. Tromble has announced his intention to retire at the expiration of his term.

The Board of Directors has nominated Joseph D. Kosanke of Cheboygan, Michigan, for election to the Board of Directors, to serve for a three-year term expiring at the 2029 Annual Meeting of Shareholders. Mr. Kosanke is currently a director of the Bank, having been appointed on June 26, 2025, to begin service as a director on July 24, 2025. Mr. Kosanke is an independent director within the meaning of NYSE listing standards.

In accordance with the Bylaws, Richard M. Hodgson II of Charlevoix, Michigan, has nominated himself as a candidate for election to the Board of Directors, to serve for a three-year term expiring at the 2029 Annual Meeting of Shareholders.

It is the intention of the persons named in the enclosed form of Proxy to vote such Proxy FOR up to three nominees running for election as directed in the Proxy. Votes for four nominees will not be counted. 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
BOARD 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, 2026, by the respective nominee.

Victoria J. Hand (age 64) – Board Nominee

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, and she was elected to the Corporation board of directors in May 2023. With extensive experience in the banking sector, Ms. Hand brings essential insight and leadership to the board of directors.

Joseph D. Kosanke, CPA (age 48) – Board Nominee

With over 25 years of accounting experience, Mr. Kosanke provides strong financial acumen to the board of directors. Mr. Kosanke holds a degree in Accounting from Michigan State University. He practiced public accounting for five years at a prominent regional firm in East Lansing, Michigan, and he later served as the controller at a steel fabrication company for two years. With a renewed desire to return to public accounting, Mr. Kosanke returned to Cheboygan in 2007 and founded Nieland & Kosanke, PC with Daniel R. Nieland. He is an active member of the community, currently serving as the president of Cheboygan Chaos Youth Sports. His professional expertise strengthens the board's commitment to sound financial governance and responsible stewardship.

R. Jeffery Swadling (age 66) – Board Nominee

Mr. Swadling is Vice President of Ken's Village Market, Inc., a retail grocery store in Indian River. He brings more than three decades of business management experience, complemented by over ten years of experience in financial management. Mr. Swadling has been a board member of the Cheboygan Area Arts Council and Indian River Chamber of Commerce, and he currently serves as a trustee of the Inland Lakes Educational Foundation and Friends of Inland Lakes Schools. He has been 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. With expertise in information technology and the stock market, Mr. Swadling offers strategic guidance that supports the board's oversight of technological innovation and investment-related decision making.

Richard M. Hodgson II (age 63) – Shareholder Nominee

Mr. Hodgson has served on the board of directors of Charlevoix First Corporation, a Michigan corporation (“CFC”), and its wholly-owned subsidiary, Charlevoix State Bank, a Michigan banking corporation, since 1999 and has served as Chairman of both boards since 2007. Charlevoix State Bank is a community bank with approximately \$239.6 million in assets that is headquartered in Charlevoix, Michigan, with branch locations in Beaver Island, East Jordan, Ellsworth, and Boyne City. There is no affiliation between CFC or any of its subsidiaries, on one hand, and the Corporation or any of its subsidiaries, on the other hand. He has a strong belief in the value of community banks to the communities they serve, and he seeks to bring his experience to the Board of the Corporation.

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, Hand, 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, Dana F. Andrews 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 are 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. All directors attended the 2025 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 2025 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 2025 Annual Report can also be downloaded at <https://www.cnbismybank.com/about-us/shareholder-relations.html>.