

CHINO COMMERCIAL BANCORP

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS To Be Held May 23, 2024

TO THE SHAREHOLDERS OF CHINO COMMERCIAL BANCORP:

The Annual Meeting of Shareholders (the “Meeting”) of Chino Commercial Bancorp (the “Company”) will be held at our Chino Branch office located at 14245 Pipeline Ave., Chino, California 91710 at 6:00 p.m., on Thursday, May 23, 2024.

At the annual meeting, you will be asked to consider and vote on the following matters:

1. **Election of Directors.** To elect the following nine nominees to the Board of Directors to serve until the next Annual Meeting of Shareholders and until their successors are elected and have qualified:

Dann H. Bowman
Roger Caberto
Julio Cardenas
Linda M. Cooper
Richard G. Malooly

Kenneth E. McElvany
Bernard J. Wolfswinkel
Thomas A. Woodbury, D.O.
Jeanette L. Young

2. **Ratification of Appointment of Independent Auditors.** To ratify the appointment of Eide Bailly LLP as the Company’s independent auditors for 2024.

3. To transact such other business as may properly come before the Meeting and at any and all adjournments thereof.

The Board of Directors recommends that you vote “FOR” the election of the above nominees and “FOR” Proposal 2.

Only shareholders of record at the close of business on March 26, 2024 are entitled to notice of and to vote at the Meeting. **Whether or not you plan to attend the annual meeting, please sign, date and return the enclosed proxy card in the postage paid envelope provided, vote your shares electronically or by telephone, so that as many shares as possible may be represented.** The vote of every shareholder is important and we will appreciate your cooperation in returning your executed proxy promptly. Each proxy is revocable and will not affect your right to vote in person if you attend the annual meeting. If you hold your shares in certificate or registered book entry form and attend the Meeting, you may simply revoke your previously submitted proxy and vote your shares at that time. If your shares are held by a broker or otherwise not registered in your name, you will need additional documentation from your record holder to vote your shares personally at the Meeting. If you hold your shares in certificate or registered book entry form, please indicate on the proxy whether or not you expect to attend.

We appreciate your continuing support and look forward to seeing you at the annual meeting.

DATED: April 16, 2024

By Order of the Board of Directors



Jeanette L. Young
Secretary

Important Notice Regarding the Availability of Proxy Materials for the 2024 Annual Meeting of Shareholders to be held on May 23, 2024

This Proxy Statement and the Company’s 2023 Annual Report to Shareholders are available electronically at <https://www.chinocommercialbank.com/investor-relations/shareholder-meeting/>

CHINO COMMERCIAL BANCORP
14245 Pipeline Avenue
Chino, California 91710
(909) 393-8880

PROXY STATEMENT
ANNUAL MEETING OF SHAREHOLDERS
To Be Held May 23, 2024

INTRODUCTION

This Proxy Statement is furnished in connection with the solicitation of proxies for use at the Annual Meeting of Shareholders (the “Meeting”) of Chino Commercial Bancorp (the “Company”) to be held at our Chino Branch office located at 14245 Pipeline Ave., Chino, California 91710 at 6:00 p.m., on Thursday, May 23, 2024, and at any and all adjournments thereof.

It is expected that this Proxy Statement and accompanying Notice will be mailed to shareholders on approximately April 16, 2024.

The matters to be considered and voted upon at the Meeting will be:

1. **Election of Directors.** To elect nine nominees to the Board of Directors to serve until the next Annual Meeting of Shareholders and until their successors are elected and have qualified.
2. **Ratification of Appointment of Independent Auditors.** To ratify the appointment of Eide Bailly LLP as the Company’s independent auditors for 2024.
3. To transact such other business as may properly come before the Meeting and at any and all adjournments thereof.

Revocability of Proxies

A proxy for use at the Meeting is enclosed. Any shareholder who executes and delivers such proxy has the right to revoke it at any time before it is exercised by filing with the Secretary of the Company an instrument revoking it or a duly executed proxy bearing a later date, or by attending the Meeting and voting in person. (Any shareholder who holds shares in certificate or registered book entry form and attends the Meeting may simply revoke his or her previously submitted proxy and vote their shares at that time. Shareholders whose shares are held by a broker or are otherwise not registered in their own names will need additional documentation from their record holder to vote any shares personally at the Meeting.) Subject to such revocation, all shares represented by a properly executed proxy received in time for the Meeting will be voted by the proxy holders whose names are set forth in the accompanying proxy in accordance with the instructions on the proxy. If no instruction is specified with respect to a matter to be acted upon, the shares represented by the proxy will be voted “**FOR**” the election of the nominees for directors set forth herein, “**FOR**” Proposal 2 and, if any other business is properly presented at the Meeting, in accordance with the recommendations of the Board of Directors.

Solicitation of Proxies

The solicitation of the proxy accompanying this Proxy Statement is made by the Company’s Board of Directors, and the Company will bear the costs of such solicitation, including preparation, printing and mailing costs. The proxies will be solicited principally through the mail, but directors, officers and employees of the Company may also solicit proxies personally or by telephone. Arrangements will be made with brokerage firms and other custodians, nominees and fiduciaries to forward these proxy solicitation materials to shareholders whose stock in the Company is

held of record by such entities, and the Company will reimburse such brokerage firms, custodians, nominees and fiduciaries for reasonable out-of-pocket expenses incurred by them in connection therewith. In addition, the Company may pay for and utilize the services of individuals or companies it does not regularly employ in connection with this solicitation of proxies, if management determines it advisable.

Live Stream Video Broadcast of the Meeting

For the convenience of our shareholders who are not able to attend the Meeting in person, we will also be providing a live stream video broadcast of the event over the internet which you may access on your computer, tablet, or mobile device by pointing your web browser to www.ChinoCommercialBank.com. Upon opening the Bank’s webpage go to the “Investors” tab, then scroll down to “2024 Annual Shareholders Meeting” where you will be directed to the live stream presentation. However, please be advised that watching the live stream video broadcast does not constitute “attendance” at the Meeting and there will be no voting or communication features available in this format. It is merely intended as an alternate means of viewing the Meeting for those persons who have already voted by proxy. As such, please be sure to vote your proxy as directed herein if you intend to view the Meeting online instead of attending in person.

VOTING SECURITIES

There were 3,211,970 shares of our common stock issued and outstanding on March 26, 2024, which has been set as the record date for the purpose of determining the shareholders entitled to notice of and to vote at the Meeting. The presence, in person or by proxy, of at least a majority of the total number of outstanding shares of our common stock is necessary to constitute a quorum at the Meeting for the transaction of business. Abstentions and broker non-votes are each included in the determination of the number of shares present for determining a quorum but are not counted on any matters brought before the Meeting.

Each shareholder is entitled to one vote on each proposal per share of common stock held as of the record date, except that in connection with the election of directors, the shares are entitled to be voted cumulatively if a candidate’s or candidates’ name(s) have been properly placed in nomination prior to the voting and a shareholder has given notice of his or her intention to vote his or her shares cumulatively. If a shareholder has given such notice, all shareholders may cumulate their votes for candidates in nomination. Cumulative voting entitles a shareholder to give one nominee as many votes as is equal to the number of directors to be elected multiplied by the number of shares owned by such shareholder, or to distribute his or her votes on the same principle between two or more nominees as he or she deems appropriate. The nine candidates receiving the highest number of votes will be elected. If cumulative voting is declared at the Meeting, votes represented by proxies delivered pursuant to this Proxy Statement may be cumulated in the discretion of the proxy holders, in accordance with the recommendations of the Board of Directors. Shares represented by proxies that are marked with instructions to withhold authority for the election of one or more director nominees or that are not voted (whether by abstention or otherwise) will not be counted in determining the number of votes cast for those persons.

For all other matters, including ratification of the appointment of our independent auditors, a majority of votes cast shall decide the outcome of each matter submitted to the shareholders at the Meeting. Abstentions will be included in the vote totals and, as such, will have the same effect on proposals as a negative vote. Broker non-votes (i.e., the submission of a proxy by a broker or nominee specifically indicating the lack of discretionary authority to vote on the matter), if any, will not be included in the vote totals and, as such, will have no effect on any proposal.

**PROPOSAL 1
ELECTION OF DIRECTORS**

Our Bylaws currently provide that the number of directors shall be not fewer than seven nor more than thirteen until changed by a bylaw amendment duly adopted by the vote or written consent of our shareholders. The Bylaws further provide that the exact number of directors shall be fixed from time to time, within the foregoing range, by a bylaw or amendment thereof or by a resolution duly adopted by the vote or written consent of our shareholders or by our Board of Directors. The exact number of directors is presently fixed at nine.

The first nine persons named below, all of whom are present members of the Board of Directors, will be nominated for election to serve as directors until the next Annual Meeting of Shareholders and until their successors are elected and have qualified. Votes will be cast pursuant to the enclosed proxy in such a way as to effect the election of said nine nominees, or as many thereof as possible under applicable voting rules. In the event that any of the nominees should be unable to serve as a director, it is intended that the proxy will be voted for the election of such substitute nominee, if any, as shall be designated by the Board of Directors. Management has no reason to believe that any nominee will become unavailable. The following table sets forth certain information as of March 26, 2024, with respect to (i) those persons nominated by the Board of Directors for election as directors, all of whom are also directors of the Company, (ii) each of our directors and executive officers, and (iii) our directors and executive officers as a group. Additional information concerning the experience and qualifications of the Company’s directors appears below under “CORPORATE GOVERNANCE – Director Nomination Procedures, Qualifications and Related Matters.”

Name, Address and Offices Held with Company ¹	Principal Occupation for the Past Five Years	Age	Director Since	Common Stock Beneficially Owned on March 29, 2023	
				Number of Shares ²	Percentage of Shares Outstanding
Dann H. Bowman President, Chief Executive Officer and Director	President and Chief Executive Officer, Chino Commercial Bancorp and Chino Commercial Bank, N.A.	65	2006 (2000) ³	474,481 ^{4,5}	14.77%
Roger Caberto Director	Retired Senior Vice President and Chief Credit Officer, Chino Commercial Bank, N.A.	78	2022	28,224 ⁴	0.88%
Julio Cardenas Director	Broker/Owner Majestic One Properties Inc. dba Century 21 King (Rancho Cucamonga)	57	2017	949	0.03%
Linda M. Cooper Director	President, Inland Empire Escrow, Inc.	78	2006 (2000) ³	64,942 ⁶	2.02%
Richard G. Malooly Director	Retired (formerly, Owner, Re/Max Realty 100, (Diamond Bar)	85	2006 (2000) ³	71,832	2.24%

¹ All offices held apply to both Chino Commercial Bancorp and Chino Commercial Bank, N.A. (the “Bank”) unless otherwise indicated. The business address of each of the directors and executive officers is 14245 Pipeline Avenue, Chino, California 91710.

² Except as otherwise noted, may include shares held by or with such person’s spouse (except where legally separated) and minor children; shares held by any other relative of such person who has the same home; shares held by a family trust as to which such person is a trustee and primary beneficiary with sole voting and investment power (or shared power with a spouse); shares held in “street name” for the benefit of such person; or shares held in an Individual Retirement Account or pension plan as to which such person is the sole beneficiary and has pass-through voting rights and investment power.

³ Year first elected or appointed a director of Chino Commercial Bank, N.A. (if different).

⁴ Includes 167,377, 25,278, and 13,179 shares allocated to the accounts of Messrs. Bowman and Caberto and Mrs. Milincu, respectively, pursuant to the Company’s 401(k) Plan, as to which shares these individuals have pass-through voting rights and investment power.

⁵ Includes 59,863 shares held by Mr. Bowman’s spouse in an IRA or 401(k) plan account, as to which shares Mr. Bowman has neither voting nor investment power; 31,855 shares held by a family trust of which Mr. Bowman is a trustee and beneficiary with sole voting and investment power; and 20,735 shares held by another family trust of which Mr. Bowman is a trustee and beneficiary with shared voting and investment power.

⁶ Includes 16,089 shares held by the Inland Empire Escrow, Inc. 401(k) Profit Sharing Plan and Trust of which Mrs. Cooper is the trustee; 8,863 shares held in her SEP IRA; and 3,214 shares held by Mrs. Cooper as trustee for seven grandchildren, as to all of which shares Mrs. Cooper has sole voting and investment power.

[footnotes continued on the following page]

CORPORATE GOVERNANCE

**Common Stock
Beneficially Owned on
March 29, 2023**

Name, Address and Offices Held with Company ¹	Principal Occupation for the Past Five Years	Age	Director Since	Number of Shares ²	Percentage of Shares Outstanding
Kenneth E. McElvany Director	Retired (formerly Senior Vice President, Hub International Insurance Services)	77	2019	1,123	0.03%
Bernard J. Wolfswinkel Chairman of the Board	Retired (formerly Sales Manager and Public Relations Representative, Western Waste Industries)	91	2006 (2000) ³	80,581	2.51%
Thomas A. Woodbury, D.O. Director	Family Practice Physician and Surgeon (Inland’s Physician Service)	65	2006 (2000) ³	168,557	5.25%
Jeanette L. Young Director and Corporate Secretary	Realtor, King Realty Group (formerly Windermere KRG)	72	2006 (2000) ³	38,094	1.19%
Melinda M. Milincu Senior Vice President and Chief Financial Officer	Senior Vice President and Chief Financial Officer, Chino Commercial Bancorp and Chino Commercial Bank, N.A.	44	n/a	34,098 ⁸	1.06%
Directors and Executive Officers as a Group (10 persons)				962,880	29.98%

Board of Directors’ Recommendation

Your Board of Directors unanimously recommends a vote “FOR” each of the nominees listed in this Proxy Statement.

(Footnotes continued from the previous page.)

⁷Includes 12,084 shares held by Inland Physician’s Services, Inc., of which Dr. Woodbury is a 50% owner, as to which shares he has shared voting and investment power; 16,490 shares held in a profit sharing fund for which Dr. Woodbury is trustee and has sole voting and investment power; 7,551 shares held by a shared retirement trust of which Dr. Woodbury is a co-trustee and beneficiary, as to which shares he has shared voting and investment power; 51,600 shares held in a margin account as to which there is no current balance; 2,449 shares held in a joint account with his son; 19,226 shares held as trustee for Michael Thomas Woodbury; and 7,822 shares held as trustee of the James Armstrong Trust for Damien Stinson, as trustee only with voting and investment power.

⁸ Includes 4,479 shares held by Mrs. Milincu’s spouse in an IRA account, as to which shares Mrs. Milincu has neither voting nor investment power; and 15,240 shares held by a family trust of which Mrs. Milincu is a trustee and beneficiary with shared voting and investment power.

General

The Board of Directors believes that it is important to encourage the highest level of corporate ethics and responsibility. While the Company is no longer subject to the public reporting requirements of the Securities and Exchange Commission (the “SEC”), the Board has chosen to voluntarily continue to implement many of the corporate governance requirements which have been established by the SEC for public reporting companies.

Code of Ethics

We have adopted a Code of Ethics which applies to all of our directors, officers, and employees, including the chief executive officer, chief financial officer, and persons performing similar functions, as well as a procedure for allowing employees to anonymously report any problems they may detect with respect to the Company’s financial reporting. The Code of Ethics requires that our directors, officers and employees avoid conflicts of interest, comply with all laws and other legal requirements, conduct business in an honest and ethical manner, and otherwise act with integrity and in the Company’s best interests. Under the terms of the Code of Ethics, directors, officers and employees are required to report any conduct that they believe in good faith to be an actual or apparent violation of the Code of Ethics. The Code of Ethics may be found on our web site, “www.chinocommercialbank.com” under the topic “Investor Relations.” We intend to post notice of any waiver from, or amendment to, any provision of our Code of Ethics on this web site.

Procedures for Reporting Concerns about Accounting, Internal Accounting Controls or Auditing Matters

As a mechanism to encourage compliance with the Code of Ethics, we have established procedures for (i) receiving, retaining and addressing complaints received regarding accounting, internal accounting controls or auditing matters; (ii) allowing employees to anonymously report any problems they may detect with respect to such matters; and (iii) reporting any suspected violations of the Code or of law. The Code of Ethics also prohibits the Company from retaliating against any director, officer or employee who makes a good faith report of a suspected violation of the Code or of law (even if the report is mistaken), or against anyone who assists in the investigation of a reported violation.

Director Independence

The Board has determined that all of its directors, other than the President and Chief Executive Officer and Roger Caberto, the Bank’s former Senior Vice President and Chief Credit Officer, are “independent” as that term is defined by Nasdaq rules. The overwhelming majority of the members of our Board of Directors have historically been independent, and our Compensation Committee is comprised solely of independent directors as defined by the rules of the SEC and Nasdaq.

Director Attendance

Board and Committee Meeting Attendance. During the fiscal year ended December 31, 2023, our Board of Directors held a total of 12 meetings. Each incumbent director who served as a director during 2023 attended at least 75% of the aggregate of (i) the total number of such meetings, and (ii) the total number of meetings held by all committees of the Board on which such director served during 2023.

Director Attendance at Annual Meetings of Shareholders. The Board believes it is important for all directors to attend the annual meeting of shareholders in order to show their support for the Company and to provide an opportunity for shareholders to communicate any concerns to them. Our policy is that all directors are expected to attend each annual meeting of shareholders unless personal or family illness or other compelling personal or business circumstances prevent attendance. All of our directors attended our 2023 annual meeting.

Shareholder Communications with Board of Directors

Shareholders may communicate with the Board of Directors or with any individual director by mailing a communication to our principal executive offices addressed to the Board of Directors or to the individual director. All of such communications, except those clearly of a marketing nature, will be forwarded unopened directly to the appropriate director or presented to the full Board of Directors at the next regularly scheduled Board of Directors' meeting.

Director Nomination Procedures, Qualifications and Related Matters

Procedure for Consideration of Director Nominees. As indicated below under "COMMITTEES OF THE BOARD," the Company does not have a standing nominating committee, and nominations for directors are instead made by the full Board. We do not pay fees to any third party to identify or evaluate or assist in identifying or evaluating potential nominees. The Board of Directors does not have a separate charter concerning the director nomination process, but has adopted the following policies and procedures concerning this process by Board resolution:

Prior to making any decisions concerning the nomination of directors for each year's annual meeting, the Board shall (i) evaluate the performance, attendance records of, and any loans or other transactions between Chino Commercial Bancorp or Chino Commercial Bank, N.A. ("Chino Commercial Bank" or the "Bank") and each of the current Board members proposed for reelection, and on that basis consider the appropriateness of such members standing for reelection; (ii) review the composition and size of the Board in order to ensure that the Board is comprised of members reflecting the proper expertise, skills, attributes and personal and professional backgrounds for service as directors of the Company; (iii) consider the need to augment the Board for any specific purpose; (iv) review and consider any additional requests from outside parties to serve as directors; (v) if a new nominee is needed, determine the specific skills and experience desired in a new director; and (vi) in such case, identify potential nominees who have such skills and experience, determine whether the potential nominees are shareholders of the Company, investigate the potential nominee's background, develop personal knowledge about the candidate, develop a consensus of the directors with respect to which potential nominee would be best suited for the position, determine whether the candidate is interested, and vote on the nomination.

In identifying and evaluating potential nominees, the Board shall consider recommendations from directors, officers and employees of the Company and the Bank, as well as persons recommended by our shareholders, and shall evaluate persons recommended by directors, officers or employees in the same manner as those recommended by shareholders in selecting Board nominees.

In considering a possible candidate for election as a director, the Board shall be guided by the principle that each director should: (i) be an individual of the highest ethical character and integrity; (ii) have substantial experience which is of particular relevance to the Company; (iii) have the ability and willingness to devote sufficient time to the affairs of the Company; (iv) have a meaningful financial stake in the Company so as to assure that every director's interests are aligned with those of the shareholders; (v) be knowledgeable about the business activities and market areas in which the Company does business; (vi) have an excellent personal and professional reputation in and commitment to one or more communities in which the Company does business; (vii) serve or have served as chief executive officer or in another position of active leadership with a business or professional interest located within the market areas served by the Company; (viii) have an inquiring mind, a willingness to ask hard questions, and the ability to work constructively with others; (ix) have the ability and desire to exercise independent thinking when considering matters brought before the Board, and not be unduly influenced by the opinions of others; (x) have no conflict of interest that would interfere with his or her performance as a director; and (xi) have the capacity and desire to represent the best interests of the shareholders as a whole and not primarily a specific interest group or constituency. While the Board believes that every director should possess as many as possible of the above attributes, the Board has not established any specific group of such attributes as "minimum qualifications" for serving as a director.

The Board also believes that the ability of any director to work in a harmonious, friendly, cooperative manner is perhaps one of the most important attributes of a bank director. Accordingly, in considering the desirability of any particular candidate as a potential director, the Board shall also consider the fit of the individual's skills and personality with those of other directors and potential directors in building a board that is effective, collegial and responsive to

the needs of the Company. Tardiness, rancor, bitterness, back-biting, gossiping and any other personal behaviors which tend to lead to dissension, friction, or fighting among the members will be considered valid grounds for rejecting any proposed, or sitting, director from nomination for future service.

Board Diversity, Qualifications and Experience. As currently comprised, the Board of Directors is a diverse group of individuals who are drawn from various market sectors and industry groups with a presence in the Company's markets. The Board considers diversity as one of many factors in evaluating the composition of the Board but has no set policy in this regard. Board members are individuals with knowledge and experience who serve and represent the communities we serve. Current board representation provides backgrounds in banking, escrow services, family and geriatric medicine, mortgage banking, real estate, manufacturing, retail, waste management, and commercial insurance administration. The expertise of these individuals covers accounting and financial reporting, corporate management, strategic planning, business acquisitions, marketing, retail and small business operations. What follows is a brief description of the particular experience, attributes and qualifications of each member of the Company's Board of Directors that led to the conclusion that these individuals should serve as directors of the Company.

Dann H. Bowman has served as President, Chief Executive Officer and a director of Chino Commercial Bank and of Chino Commercial Bancorp since their formations in 2000 and 2006, respectively. He is also Chairman of the Asset-Liability and Risk Management Committee, the Loan Committee, the CRA Planning Committee, and the Executive Committee. Mr. Bowman has been a commercial banker since 1983. As an active member of the local community, he has been a member of the Kiwanis Club for over 25 years and served on the Board of Trustees of San Antonio Community Hospital in Upland, California from 2008 through the end of 2013. Mr. Bowman also served on the Board of Directors of the Federal Reserve Bank of San Francisco from 2007 to 2011. He was previously an active member of the Inland Empire Chapter of the Risk Management Association ("RMA"), formerly known as the Robert Morris Associates, an organization dedicated to the enhancement of the banking and thrift industry through the provision of education, financial analysis and networking opportunities to its members. Mr. Bowman served on the Board of the local RMA for seven years and is a past Chairman of the American Red Cross, Inland Valley Chapter. He is a graduate of California State University, San Bernardino.

Roger Caberto started his career in banking with Crocker National Bank in 1972. He has over 37 years in senior lending positions and credit administration. He joined Chino Commercial Bank in 2000 as Vice President and Chief Credit Officer and retired from the bank in 2022 as Sr. Vice President and Chief Credit Officer. Mr. Caberto is a graduate of Andrews University, Michigan, and Pacific Banking School, Washington.

Julio Cardenas has served as a director of Chino Commercial Bank and of Chino Commercial Bancorp since March 2017. Mr. Cardenas also serves as Chairman of the Audit/Compliance Committee (the "Audit Committee"). He is a resident of Alta Loma, California and has been a real estate broker and owner of Century 21 King in Rancho Cucamonga since 2008. Mr. Cardenas was licensed by the California Department of Real Estate in 1987 after studying Real Estate Finance at Rio Hondo College in Whittier, California. He served as a director at the Hillside Community Church for six years and on the National Brokers Communication's Council for Century 21 Corporation for four years. Mr. Cardenas is currently a member of the National Association of Realtors, the California Association of Realtors, and the Citrus Valley Association of Realtors.

Linda Cooper is a long-time resident of Chino, California, and has been a director of Chino Commercial Bank and of Chino Commercial Bancorp since their formations in 2000 and 2006, respectively. She also serves on the Audit Committee and the CRA Planning Committee. Mrs. Cooper is the owner and President of Inland Empire Escrow, a Chino based escrow company which is the longest operating escrow company in Chino, processing all types of escrows for the Inland Empire. She has been the owner of Inland Empire Escrow since 1987. Prior to establishing Inland Empire Escrow, Mrs. Cooper was an employee with Spring Mountain Escrow and Bank of America. Her commitment to the community is shown through her dedication of time and donations to many civic organizations and causes throughout our community. Through that dedication and her ownership of a Chino based business, Mrs. Cooper is well known in the community and is a valuable member of the Board of Directors.

Richard G. Malooly is a long-time resident of Diamond Bar, California, a community adjacent to Chino, and has been a director of Chino Commercial Bank and of Chino Commercial Bancorp since their formations in 2000

and 2006, respectively. Mr. Malooly has served on the Audit Committee and the Directors' Loan Committee since 2000, and on the Compensation Committee since 2008. Prior to his retirement, Mr. Malooly was the owner of Re/Max Realty 100 in Diamond Bar since 1984; and of Platinum Hills Escrow, also in Diamond Bar, since 2005. Mr. Malooly also served as Chief Executive Officer of Heritage Mortgage, a mortgage brokerage operation, from 1992 to 2001. He obtained his real estate broker's license in 1974 and has been active in the real estate industry since that time. Previously, he spent eight years operating the Diamond Bar Golf Course Restaurant and Banquet facility. In 1988 he earned the Graduate Realtors Institute (GRI) designation and in 1999 he earned the Certified Residential Specialist (CRS) designation. He has served as President of the Hacienda Rowland Diamond Bar Board of Realtors, a realty board with over 1,000 members, and is a past President and board member of the Diamond Bar Chamber of Commerce. In 2005 he became President of the Tri-Counties Association of Realtors and he currently serves on its Professional Standards Committee. Mr. Malooly was bestowed an Honorary Life Member award by the Hacienda Rowland Diamond Bar Board of Realtors in 1995.

Kenneth E. McElvany is a long-time resident of Upland, California, and has been a director of Chino Commercial Bank and of Chino Commercial Bancorp since January 1, 2019. Mr. McElvany also serves on the Audit Committee. He retired from Hub International Insurance Services in 2014 as a Senior Vice President (1994-2014). After graduating from the University of Redlands, he worked for the US General Accounting Office (1969-1972) and served six years with the California Army National Guard (1969-1975). From 1972 to 1994, Mr. McElvany was co-owner of McElvany Insurance Services in Ontario. He is a Past President of the Rotary Club of Upland and has been a member since 1976. Mr. McElvany volunteered his time as a Director for the Independent Insurance Agents and Brokers of California (1984-1988) and was Chairman of the Insurance Producers Service Corporation (1989-1990). He is an experienced mountaineer and volunteered as an instructor for the Sierra Club (1982-1988). Mr. McElvany has career knowledge and expertise in the field of business insurance.

Bernard J. (Bernie) Wolfswinkel is a resident of Ontario, California. Mr. Wolfswinkel has served as Chairman of the Board of Chino Commercial Bank and of Chino Commercial Bancorp since their formations in 2000 and 2006, respectively. As Chairman of the Board, he is also a member of all Board Committees, including the Audit Committee, the Compensation Committee and the Directors' Loan Committee. Mr. Wolfswinkel brings a high degree of professionalism to the position of Chairman and has the full support of the Board and Management. Having retired as sales manager for Western Waste Industries, he is well known and respected within the Chino and Ontario communities. Being retired, Mr. Wolfswinkel is able to devote significant amounts of time to the Company's affairs, both in the attending and chairing of meetings, as well as meeting with Management to discuss topics requiring attention. He has been active in community service activities throughout his life, including volunteering for many years with the Chino Medical Center. Mr. Wolfswinkel has been involved with the Kiwanis organization since 1967 and the Chino Kiwanis Club where he served as Secretary in 1981-82, President in 1986-87, and Lieutenant Governor of Division 15 in 1998-99. He served as chairman of the Kiwanis annual fund raiser for over 15 years and was named Kiwanian of the Year by Division 15 in 1991 and received life membership from the local club at the District and International levels. Mr. Wolfswinkel was nominated for the California Parks and Recreation Society Layman's Award in 1992. He co-chaired a major fund-raising effort to establish the Chino Community Theater and has served as chairman for Salem Christian Home "Country Faire." In 1998, Mr. Wolfswinkel received the prestigious Dunlap Foundation Award, the Hixon Award and Tablet of Honor in Kiwanis International. These foundations support Kiwanis programs throughout the world.

Thomas A. Woodbury, D.O. is a resident of Rancho Cucamonga, California and has been a director of Chino Commercial Bank and of Chino Commercial Bancorp since their formations in 2000 and 2006, respectively. In addition, Dr. Woodbury serves on the Audit Committee, and is Chairman of the Compensation Committee. Dr. Woodbury is a physician and surgeon licensed by the Osteopathic Medical Board of California. He became licensed as an osteopathic physician in 1990. He is a family practice physician with a specialty in geriatric medicine. Dr. Woodbury has been associated with the Inland Physician Service since 1993 as a physician and a 50% owner. He is also a physician and 50% owner of Physician Management Services and Inland Region Medical Group. Dr. Woodbury obtained a Bachelor of Science degree from Brigham Young University in Provo, Utah and received a Doctor of Osteopathy (D.O.) degree from the College of Osteopathic Medicine of the Pacific in Pomona, California.

Jeanette L. Young is a resident of Chino, California, and has been a director of Chino Commercial Bank and of Chino Commercial Bancorp since their formations in 2000 and 2006, respectively. Mrs. Young has served as the Bank's Corporate Secretary since 2003, and as Corporate Secretary of the Company since 2006. She also serves

on the Audit Committee and the CRA Planning Committee. She was raised in Chino and has been a real estate agent in Chino since 1982. Mrs. Young has been a Realtor with King Realty Group in Chino since October 2010 and was previously a realtor with Century 21 King in Chino. She obtained her real estate license in 1982 from the California Department of Real Estate. As a Realtor in the Chino Valley since 1982, Mrs. Young is well known and respected in the community and the local real estate industry. In addition to her knowledge of the real estate business, Mrs. Young provides insight as to the condition of the real estate market in general, as well as additional input regarding specific areas or properties. She has been instrumental in referring a number of new customers to the Bank and is an excellent ambassador of the Bank to the community.

Consideration of Shareholder Recommendations. In considering any additional requests from outside parties to serve as directors, including parties recommended by shareholders, the Board shall follow the same principles outlined above, and shall request of any potential nominee such information, including a completed Directors' and Officers' Questionnaire of the same type completed by each of the Company's existing directors and executive officers each year in connection with the preparation of the Company's proxy materials, as the Board deems necessary to enable it to properly evaluate such person's qualifications and to be aware of any information concerning such person which might require disclosure to shareholders pursuant to applicable rules concerning proxy statements.

A shareholder wishing to submit recommendations for director candidates for election at an annual meeting of shareholders must do so in writing by December 19th of the previous calendar year, and must include the following in the written recommendation: (i) a statement that the writer is a shareholder and is proposing a candidate for consideration; (ii) the name and contact information for the candidate; (iii) a statement of the candidate's business and educational experience; (iv) information regarding the candidate's qualifications to be a director; (v) the number of shares of the Company's stock owned either beneficially or of record by the candidate and the length of time such shares have been so owned; (vi) the written consent of the candidate to serve as a director if nominated and elected; (vii) information regarding any relationship or understanding between the proposing shareholder and the candidate; (viii) a statement that the proposed candidate has agreed to furnish to the Company all information (including the completion of a Directors' and Officers' Questionnaire as described above) as the Company deems necessary to evaluate such candidate's qualifications to serve as a director; and (ix) as to the shareholder giving the notice (a) the name and address of the shareholder and (b) the number of shares of the Company's stock which are owned beneficially or of record by the shareholder.

Nominations by Shareholders. The procedure and requirements for shareholders to nominate directors (as opposed to making recommendations as described above) are set forth in our Bylaws, which provide in pertinent part as follows:

"Nominations for election of members of the Board of Directors may be made by the Board of Directors or by any shareholder entitled to vote for the election of directors. Notice of intention to make any nominations by a shareholder shall be made in writing and shall be delivered or mailed to and received by the Secretary of the Corporation not less than one hundred twenty (120) calendar days in advance of the date corresponding to that on which the Corporation's proxy statement was released to the shareholders in connection with the previous year's annual meeting of shareholders; provided, however, that in the event that no annual meeting was held in the previous year or the date of the annual meeting has been changed by more than thirty (30) days from the date contemplated at the time of the previous year's proxy statement, notice by the shareholder must be received by the Secretary of the Corporation not later than the close of business on the later of (i) one hundred and twenty (120) days prior to such annual meeting; or (ii) ten (10) days after the date the notice of such meeting is sent to shareholders pursuant to Section 2.2(d) of these Bylaws. . . . Such notification shall contain the following information to the extent known to the notifying shareholder: (a) the name and address of each proposed nominee; (b) the principal occupation of each proposed nominee; (c) the number of shares of voting stock of the Corporation owned by each proposed nominee; (d) the name and residence address of the notifying shareholder and the beneficial owner, if any, on whose behalf the nomination is made; and (e) the number of shares of voting stock of the Corporation owned beneficially and of record by the notifying shareholder and such beneficial owner."

For our 2025 Annual Meeting of Shareholders, written notice of intention to make any nominations must be received no later than December 19, 2024.

Board Leadership Structure. The Company is focused on corporate governance practices, and independent Board oversight is valued as an essential component of strong corporate performance to enhance shareholder value. Our commitment to independent oversight is demonstrated by the fact that all of our directors, except our Chief Executive Officer, are independent. In addition, all of the members of the Board's Audit Committee and Compensation Committee are independent.

The Company currently has an independent Chairman separate from the Chief Executive Officer, and it is our policy that these two positions should be kept separate except in unusual circumstances. Such circumstances have not occurred in the Company's history. The Board believes it is important to maintain flexibility in its leadership structure, but firmly supports having an independent director in a board leadership position. If for any reason it were necessary for the Chairman to also hold the office of Chief Executive Officer temporarily, the Board would appoint an independent lead director to serve in an independent leadership position during this time. Having an independent Chairman or lead director enables non-management directors to raise issues and concerns for Board consideration without immediately involving management. The Chairman provides independent leadership of the Board and also serves as a liaison between the Board and senior management. The Board has determined that the current structure, an independent Chairman, separate from the Chief Executive Officer, is the most appropriate structure at this time, while ensuring that, at all times, there will be an independent director in a Board leadership position.

Board Role in Risk Oversight. Risk is inherent with every business, and how well a business manages risk can ultimately determine its success. We face a number of risks, including credit risk, interest rate risk, liquidity risk, financial reporting risk, operational risk, strategic risk and reputational risk. Management is responsible for the day-to-day management of risks the Company faces, while the Board, as a whole and through its committees, particularly the Audit and Directors' Loan Committees, has responsibility for the oversight of risk management and consideration of the Company's entire risk profile. The Board considers the most significant risks facing the Company and the Company's general risk management strategy, to ensure that risks undertaken by the Company are consistent with the Board's objectives. In its risk oversight role, the Board of Directors has the responsibility to satisfy itself that the risk management processes designed and implemented by management are adequate and functioning as designed.

The Audit Committee is responsible for overseeing the Company's financial reporting risk, oversees the entire audit function and evaluates the effectiveness of internal and external audit efforts. It receives reports from management regularly regarding the Company's assessment of risks and the adequacy and effectiveness of internal control systems. The Audit Committee reports regularly to the full Board.

The Directors' Loan Committee, of which Mr. Caberto is chairman, is responsible for monitoring and controlling risks associated with lending. The committee meets once a month, and the Chief Credit Officer presents detailed reports to the committee at each meeting (including loan concentration reports, details on nonperforming loans and foreclosed assets, etc.).

The full Board takes responsibility for ensuring that other risks are monitored and controlled, including liquidity and interest rate risk, and the Chief Financial Officer presents quarterly reports to the Board to assist with this responsibility. In addition, to accomplish the Board's overall risk management strategy, the Board works closely, and meets frequently and as necessary with senior management to discuss strategy and risks facing the Company. Senior management attends appropriate portions of the Board meetings and is available to address any questions or concerns raised by the Board on risk management and any other matters. The Chairman of the Board and other independent directors work together to provide strong, independent oversight of the Company's management and affairs directly and through its standing committees and, when necessary, special meetings of independent directors. While we believe that this division of responsibility is the most effective approach for addressing the risks facing our Company, we will continue to re-examine our Board leadership structure on a regular basis, recognizing that different structures may be appropriate in different situations faced by the Company.

COMMITTEES OF THE BOARD

Audit Committee

General. The Board of Directors has, among others, a standing Audit Committee, consisting of directors Cardenas (Chairman), Cooper, McElvany, Malooly, Wolfswinkel, Woodbury, and Young, each of whom, except for Mr. Caberto, is an independent director as defined by the rules of Nasdaq. Each member of the Audit Committee, except for Mr. Caberto, also meets the independence criteria prescribed by applicable law and the rules of the SEC for Audit Committee membership. The purpose of the Audit Committee, which met four times during 2023, is to review the reports of the outside auditors of the Company in order to fulfill the legal and technical requirements necessary to protect the directors, shareholders, employees and depositors of the Company. In addition, it is the responsibility of the Audit Committee to select the Company's independent auditors and to make certain that the independent auditors have the necessary freedom and independence to freely examine all Company records. The Audit Committee also reviews the scope of independent and internal audits and assesses the results. Each February, the Audit Committee reviews the results of the independent auditors' audit before the audited financial statements are released publicly. The Audit Committee periodically reviews the Company's accounting and financial operations, including the adequacy of the Company's financial and accounting personnel, and is responsible for approving all audit and permissible non-audit services to be performed by the independent auditors, with certain de minimis exceptions. The Audit Committee also has ultimate responsibility for determining matters of interpretation with respect to the audit and accounting related portions of our Code of Ethics, and for making all final decisions concerning any disciplinary actions relating to those portions of the Code.

Audit Committee Charter. The Board of Directors has adopted an Audit Committee charter, which outlines the purpose of the Audit Committee, delineates the membership requirements, and addresses the key responsibilities of the Committee. The charter may be found on our web site, "www.chinocommercialbank.com" under the topic "Investor Relations."

Nominating Committee

The Board does not have a standing Nominating Committee, as the Board of Directors is composed almost entirely of independent directors and is sufficiently small as to make action by committee unnecessary for purposes of managing nominations. It is the policy of the Board of Directors that all members of the Board of Directors participate in the nomination of directors, in order that the broadest viewpoints and perspectives may be brought into the evaluation of sitting directors, the decision whether to invite new directors, and the evaluation of potential candidates for nomination as director. The specific procedures and criteria which the Board follows and considers in making its decisions concerning nominations for directors are described above under "CORPORATE GOVERNANCE – Director Nomination Procedures, Qualifications and Related Matters."

Compensation Committee

General. The Board has a Compensation Committee, of which directors Woodbury (Chairman), Malooly and Wolfswinkel are members, in addition to Melinda Milincu, CFO. All of the director members of the Compensation Committee other than Ms. Milincu are "independent" under the Nasdaq rules. The primary functions of the Compensation Committee, which met once during 2023, are to (i) oversee and make recommendations to the Board of Directors concerning the compensation of the Chief Executive Officer; (ii) consider and make recommendations to the Board of Directors concerning compensation for non-employee directors, as well any incentive compensation plans and equity-based plans in which directors and Chief Executive Officer may participate; (iii) evaluate the performance of our Chief Executive Officer in light of our goals and objectives, and make recommendations to the Board of Directors concerning the Chief Executive Officer's compensation levels based on this evaluation, consistent with the terms of such employment agreement as may be approved by the Board of Directors and be in effect from time to time; (iv) annually review and make recommendations to the Board concerning the compensation arrangements for the Chief Executive Officer; (v) review and make recommendations to the Board concerning any employment agreements, salary continuation agreements or other contractual arrangements with any officers; and (vi) review compensation for all officers and staff on an annual basis. The Committee also has ultimate responsibility for determining matters of interpretation with respect to the non-audit or accounting related portions of

our Code of Ethics and for making all final decisions concerning any disciplinary actions relating to those portions of the Code.

Compensation Committee Charter. The Board of Directors has adopted a Compensation Committee charter, which outlines the purpose of the Compensation Committee, delineates the membership requirements, and addresses the key responsibilities of the Committee. The charter may be found on our web site, “www.chinocommercialbank.com” under the topic “Investor Relations.”

EXECUTIVE OFFICER AND DIRECTOR COMPENSATION

Summary Executive Compensation Information

The following table sets forth certain summary compensation information with respect to the Company’s Chief Executive Officer and its only other executive officers whose total compensation for the fiscal year ended December 31, 2023 exceeded \$100,000 (the “Named Executive Officers”):

Summary Executive Compensation

Name and Principal Position	Year	Salary ¹	Bonus	Non-Equity Incentive Plan Compensation ²	All Other Compensation ³	Total
Dann H. Bowman	2023	\$168,000	–	\$269,278	\$37,708	\$474,986
President and Chief Executive Officer	2022	168,000	–	179,752	55,608	\$403,360
Melinda Milincu	2023	217,260	9,000	–	15,407	241,667
Senior Vice President and Chief Financial Officer	2022	162,182	9,000	–	11,905	183,088

Employment Agreement

The Company entered into an Employment Agreement (the “Agreement”) with Dann H. Bowman for a term of three years commencing July 1, 2021, to replace his previous employment agreement which expired on that date. The terms of the new employment agreement are substantially similar to those of the previous agreement and specify an annual base salary of \$176,000 for the first year, \$185,000 for the second year and \$194,400 for the third year of the term. However, since July 1, 2018 Mr. Bowman has voluntarily elected to continue to receive his then existing salary of \$168,000 per year despite the salary increases reflected in the two Agreements, and this lower amount is still currently in effect. Under the Agreement, Mr. Bowman is also entitled to an incentive bonus equal to 5% of the Company’s after-tax profits, discretionary bonuses, use of a company automobile, expense reimbursement, and customary medical insurance coverage. In the event Mr. Bowman’s employment is terminated without cause, the Agreement provides for a lump sum payment equal to the lesser of eighteen months’ severance pay or the balance due under the Agreement, but in no event less than six months’ salary; plus continuation of insurance benefits for up to 90 days following termination; and if such termination occurs within 60 days of the end of a fiscal year, the Board must

¹ Salary figures include amounts deferred pursuant to the Company’s 401(k) Plan (the “401(k) Plan”). The 401(k) Plan permits participants to contribute a portion of their annual compensation on a pre-tax basis (subject to a statutory maximum), which contributions vest immediately when made. The Company’s policy, for employees with more than 1,040 hours of service per year, is to match 100% of employee contributions which do not exceed 3% of such employee’s annual compensation, and 50% of employee contributions which exceed 3% but do not exceed 5% of such employee’s annual compensation; which contributions also vest immediately when made. Participants have discretion to invest their 401(k) account funds in a variety of investment alternatives, including shares of the Company’s common stock.

² The non-equity incentive plan compensation for Mr. Bowman was based on the formula in his employment agreement (see “Employment Agreement”).

³ Consists of employer contributions to these individuals’ accounts pursuant to the 401(k) Plan; salary continuation agreement accruals (which include split dollar benefit accruals) expensed by the Company for Mr. Bowman (see “Salary Continuation Agreements”); and an automobile allowance or the taxable benefit value of the use of a Company-owned automobile for Mr. Bowman. Salary continuation agreement accruals for Mr. Bowman were \$31,268 and \$41,366 for 2023 and 2022, respectively. All other amounts described herein were less than \$10,000 per individual per year.

consider payment of a pro rata bonus. If Mr. Bowman is actually or constructively terminated in connection with or following a merger or change in control as defined in the Agreement, he will be entitled to the same benefits as in the case of actual termination without cause described above.

Salary Continuation Agreements

The Company entered into a salary continuation agreement with Mr. Bowman in 2004 which provides an annual benefit of \$44,000 per year for ten years commencing at age 65, provided he remains employed by the Company until that time. The agreement was amended effective December 31, 2008 to comply with the provisions of Section 409A of the Internal Revenue Code. In the event of death prior to retirement while still employed by the Company, his beneficiary will receive a lump sum death benefit in the amount of approximately \$318,000. All benefits would cease in the event of termination for cause, and if Mr. Bowman’s employment were to end for any other reason, including disability, voluntary termination or termination without cause, he would receive his full annual retirement benefit as he has been fully vested under the terms of his salary continuation agreement since February 2017. Since such benefits are fully vested, a change in control of the Company would have no effect on Mr. Bowman’s salary continuation agreement. In addition, in accordance with a split dollar agreement entered into simultaneously with the salary continuation agreement, in the event of death after retirement, Mr. Bowman’s beneficiary would still receive the full lump sum death benefit in addition to all retirement benefits paid at the time of death.

The Company also entered into a salary continuation agreement and split dollar agreement with Melinda Milincu in 2019, containing the same material terms as Mr. Bowman’s salary continuation agreement, except (i) the amount of the annual benefit for Mrs. Milincu is \$44,800; and (ii) the amount of lump sum death benefit (subject to adjustment as described above) will be approximately \$500,000.

The Company accrues monthly for the post-retirement benefit obligations under the salary continuation agreements in a systematic and orderly way using an appropriate discount rate. The Company also purchased single premium life insurance policies when the salary continuation agreements were originally established, in part to provide tax advantaged income to offset the annual cost of the accruals. These policies name the Bank as beneficiary, and the proceeds or cash surrender value of the policies will ultimately reimburse the Company for its original investments in the policies, as well as for payments made under the salary continuation agreements. The amounts expensed for the Named Executive Officers for the salary continuation agreements in 2023 and 2022, which are set forth in the Summary Compensation Table in “Summary Executive Compensation Information” above, were more than offset by income from the Company-owned life insurance policies.

Compensation of Directors

Non-employee directors receive \$1,200 per month, and the Chairman, Vice Chairman and Secretary of the Board receive \$1,550, \$1,300 and \$1,300 per month, respectively, for their service on the Board of Directors. In addition, all non-employee directors receive \$120 per Board meeting attended, plus \$120 per meeting for attendance at each meeting of a Board committee of which they are a member.

The table below summarizes the compensation paid by the Company for the year ended December 31, 2023 to each person who served as a non-employee director during 2023. Compensation paid to Mr. Bowman, the only director who is also a Named Executive Officer, is set forth above in the various sections concerning compensation paid to Named Executive Officers.

Summary Director Compensation

<u>Name</u>	<u>Total¹</u>
Roger Caberto	\$20,760
Julio Cardenas	20,520
Linda M. Cooper	16,080
Richard G. Malooly	19,200
Bernard J. Wolfswinkel	22,560
Thomas A Woodbury, M.D.	16,440
Jeanette L. Young	17,520
Kenneth McElvany	16,800

RELATED PARTY TRANSACTIONS

Certain of the Company’s executive officers and directors and the companies with which they are associated have been customers of, and have had banking transactions with, Chino Commercial Bank in the ordinary course of the Bank’s business since January 1, 2023 and the Bank expects to continue to have such banking transactions in the future. All loans and commitments to lend included in such transactions were made in the ordinary course of business and were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with other persons not related to the Bank, and in the opinion of the Board of Directors, did not involve more than the normal risk of repayment or present any other unfavorable features.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Management knows of no person who owned beneficially more than 5% of the Company’s outstanding common stock as of March 26, 2024, except for Dann H. Bowman and Thomas A. Woodbury, D.O., each of whom is a member of the Board of Directors, and Bank Fund 1X LP, Chicago, IL, which does not have any board representation or affiliation with Company management. Information concerning the stock ownership of the Company’s executive officers, directors and nominees for director is set forth above under “ELECTION OF DIRECTORS.”

¹ Consists entirely of fees earned or paid in cash.

PROPOSAL 2

RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS

General

The Audit Committee has appointed Eide Bailly LLP, (“Eide Bailly”), as the independent auditors for the Company for the fiscal year ending December 31, 2024. Eide Bailly audited the Company’s financial statements for the fiscal year ended December 31, 2023. Although not required to do so, the Board of Directors has chosen to submit this proposal to the vote of the shareholders in order to ratify the Audit Committee’s appointment of Eide Bailly. It is the intention of the persons named in the proxy to vote such proxy “**FOR**” the ratification of this appointment. If the Company’s shareholders do not ratify the selection, the Audit Committee will reconsider whether to retain Eide Bailly, but may still retain them. Even if the selection is ratified, the Audit Committee, in its discretion, may change the appointment at any time during the year if it determines that such a change would be in the best interests of the Company and its shareholders.

Representatives of Eide Bailly are expected to be present at the Meeting. They will have the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions.

Fees

The aggregate fees billed by Eide Bailly for the fiscal years ended December 31, 2023 and 2022 were as follows:

	<u>2023</u>	<u>2022</u>
Audit fees.....	\$58,250	\$50,500
Tax fees.....	6,500	11,000
All other fees	<u>35,000</u>	<u>35,000</u>
Total.....	\$99,750	\$96,500

The services included under “All other fees” were not formally pre-approved by the Audit Committee; however, the Audit Committee members were notified before the services were performed and formal approval was obtained after the fact. The Audit Committee has concluded that the provision of these non-audit services listed above was compatible with maintaining Eide Bailly’s independence.

Board of Directors’ Recommendation and Required Vote

The proposal will be ratified if the votes cast favoring the appointment exceed the votes cast opposing it.

Your Board of Directors unanimously recommends a vote “FOR” Proposal 2.

PROPOSALS OF SHAREHOLDERS

Under certain circumstances, shareholders are entitled to present proposals at shareholder meetings. Any such proposal concerning the Company’s 2025 Annual Meeting of Shareholders must be submitted by a shareholder prior to December 19, 2024 in order to qualify for inclusion in the proxy statement relating to such meeting. The submission by a shareholder of a proposal does not guarantee that it will be included in the proxy statement. Shareholder proposals are subject to certain regulations and requirements under the federal securities laws.

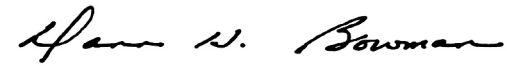
The persons named as proxies for the 2025 Annual Meeting of Shareholders will have discretionary authority to vote on any shareholder proposal which is not included in the Company’s proxy materials for the meeting, unless the Company receives notice of the proposal by March 2, 2025. If proper notice is received by that date, the proxy holders will not have discretionary voting authority except as provided in federal regulations governing shareholder proposals.

OTHER MATTERS

Management does not know of any matters to be presented to the Meeting other than those set forth above. However, if other matters properly come before the Meeting, it is the intention of the persons named in the accompanying proxy to vote said proxy in accordance with the recommendations of the Board of Directors, and authority to do so is included in the proxy.

DATED: April 16, 2024

CHINO COMMERCIAL BANCORP

A handwritten signature in black ink that reads "Dann H. Bowman". The signature is written in a cursive style with a large initial "D" and a long, sweeping underline.

Dann H. Bowman
President and Chief Executive Officer

