

**WILSON BANK HOLDING COMPANY  
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**This proxy is solicited upon behalf of the Board of Directors for the Annual Meeting to be held on April 13, 2010.**

The undersigned hereby appoints Harold R. Patton and Mackey Bentley, or either of them, with full power of substitution, as proxies, and hereby authorizes them to vote, as designated, all shares of common stock of Wilson Bank Holding Company, held by the undersigned as of the close of business on February 12, 2010 at the Annual Meeting of Shareholders to be held Tuesday, April 13, 2010, at 7:00 p.m. (CDT), at the main office of Wilson Bank and Trust located at 623 West Main Street, Lebanon, Tennessee 37087, and any adjournment(s) thereof.

**1. ELECTION OF DIRECTORS**

\_\_\_\_\_ **FOR** all nominees listed below (except as marked to the contrary below)

James F. Comer	John R. Trice
John B. Freeman	Robert T. VanHooser, Jr.

\_\_\_\_\_ Withhold authority to vote for all nominees;

\_\_\_\_\_ **Withhold authority to vote for the following nominee(s), write that nominee's name on the line below:**

\_\_\_\_\_

**2. PROPOSAL TO AMEND THE COMPANY'S CHARTER**, to increase the number of authorized shares of common stock from ten million (10,000,000) to fifteen million (15,000,000).

**For** [ ]                      **Against** [ ]                      **Abstain** [ ]

**3. RATIFICATION OF MAGGART & ASSOCIATES, P.C.** as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010.

**For** [ ]                      **Against** [ ]                      **Abstain** [ ]

In their discretion, the proxies are authorized to vote upon such business as may properly come before this meeting. **THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR PROPOSALS 1, 2 AND 3.**

Signature _____	Date _____
Signature (if held jointly) _____	Date _____

Please sign exactly as your name appears on your share certificates. Each joint owner must sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name as authorized. If a partnership, please sign in partnership name by an authorized person.

**BE SURE TO MARK, SIGN, DATE AND RETURN THIS PROXY PROMPTLY IN THE ADDRESSED  
POSTAGE PAID ENVELOPE PROVIDED**