



## Nominating and Governance Committee Charter

3/22/2018

Members of the Board of Directors are nominated and elected pursuant to procedures set forth in the organizational documents of Access National Corporation (the Corporation) and applicable law. This Charter sets forth the guidelines for and responsibilities of the Nominating and Governance Committee (the “Committee”), a standing committee of the Access National Corporation’s Board of Directors (the “Board”), charged with administering the nominating process and corporate governance.

**Purpose and Authority:** The purpose of the Committee is to determine the slate of director nominees for election to the Board, to recommend to the Board candidates to fill vacancies occurring between annual shareholder meetings, and to make recommendations to the Board with respect to committee members and chairs. The committee will also review, evaluate and recommend to the Board changes in the Corporation’s corporate governance principles and policies.

The committee has sole authority to retain and terminate consultants and advisors, including any search firm, to assist the Committee in fulfilling its responsibilities. This includes the sole authority to approve such consultant’s or advisor’s fees and other retention terms.

**Duties:** The Committee will:

- **Select the Directors Slate.** Identify, evaluate, and approve director nominees for election to the Board and recommend to the Board candidates to fill vacancies occurring between annual shareholder meetings, pursuant to policies and procedures developed by the Committee. Recommend to the Board committee members and chairs.
- **Oversee Corporate Governance.** Review and evaluate the effectiveness of the Corporation’s corporate governance principles and policies. Recommend to the Board changes in corporate governance principles and policies.
- **Develop Board Meeting Procedures.** Assist the Chair of the Board in developing Board meeting practices and procedures.
- **Evaluate Board and Committee Effectiveness.** Periodically evaluate the effectiveness of the Board, the Committee, and, in consultation with the respective committee chairs, other Board committees. Regularly review and make recommendations to the Board with respect to changes to this Charter and, in consultation with the respective committee chairs, the charters of other board committees.

- **Reports to the Board.** The Committee will report regularly to the Board following meetings of the Committee or at any other time the Committee in its discretion determines such a report would be relevant to the Committee's discharge of its responsibilities.

**Membership:** The committee members shall be nominated and approved annually by a majority of the Corporation's Board of Directors and may be removed by the Board in its discretion. Unless a chairperson is designated by the Board, the members of the Committee shall designate a chairperson by majority vote of the full Committee membership.

The Committee will be comprised of at least two Directors, each of whom satisfy the definition of "independent" under the listing standards of The Nasdaq Stock Market and other applicable laws and regulations. See Annex A attached hereto.

**Meetings:** The Committee shall meet as often as the Committee determines to be necessary for the effective discharge of its duties, but not more infrequently than annually.

**Review and Approval of Charter:** The Board of Directors shall review and approve this Charter at least annually.

## **Annex A**

### **Independence Requirements**

#### **Nasdaq rules:**

“Independent director” means a person other than an officer or employee of the company or its subsidiaries or any other individual having a relationship, which, in the opinion of the company's board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The following persons shall not be considered independent:

(A) a director who is, or at any time during the past three years was, employed by the company or by any parent or subsidiary of the company;

(B) a director who accepted or who has a Family Member who accepted any payments from the company or any parent or subsidiary of the company in excess of \$120,000 during the current or any of the past three fiscal years, other than the following:

(i) compensation for board or board committee service;

(ii) compensation paid to a Family Member who is a non-executive employee of the company or a parent or subsidiary of the company;

(iii) benefits under a tax-qualified retirement plan, or non-discretionary compensation; or

Provided, however, that audit committee members are subject to additional, more stringent requirements under Rule 4350(d).

(C) a director who is a Family Member of an individual who is, or at any time during the past three years was, employed by the company or by any parent or subsidiary of the company as an executive officer;

(D) a director who is, or has a Family Member who is, a partner in, or a controlling shareholder or an executive officer of, any organization to which the company made, or from which the company received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or \$200,000, whichever is more, other than the following:

(i) payments arising solely from investments in the company's securities; or

(ii) payments under non-discretionary charitable contribution matching programs.

(E) a director of the listed company who is, or has a Family Member who is, employed as an executive officer of another entity where at any time during the past

three years any of the executive officers of the listed company serve on the compensation committee of such other entity; or

(F) a director who is, or has a Family Member who is, a current partner of the company's outside auditor, or was a partner or employee of the company's outside auditor who worked on the company's audit at any time during any of the past three years.

**Rule 16b-3:**

A Non-Employee Director shall mean a director who:

(A) Is not currently an officer (as defined in Rule 16a-1(f)) of the issuer or a parent or subsidiary of the issuer, or otherwise currently employed by the issuer or a parent or subsidiary of the issuer;

(B) Does not receive compensation, either directly or indirectly, from the issuer or a parent or subsidiary of the issuer, for services rendered as a consultant or in any capacity other than as a director, except for an amount that does not exceed the dollar amount for which disclosure would be required pursuant to Item 404(a) of Regulation S-K.

(C) Does not possess an interest in any other transaction for which disclosure would be required pursuant to Item 404(a) of Regulation S-K; and

(D) Is not engaged in a business relationship for which disclosure would be required pursuant to Item 404(b) of Regulation S-K.