

ACCESS NATIONAL CORPORATION

Audit Committee Charter

Purpose

The Audit Committee (the “Committee”) of Access National Corporation and its subsidiaries (the “Company”) is central to the Board of Directors’ (the “Board”) commitment to establishing and maintaining effective financial reporting and internal control processes for the Company. The Committee is appointed by the Board for the purpose of overseeing (i) the accounting and financial reporting processes of the Company (ii) the audits of the financial statements of the Company and (iii) the internal auditing function, including any outsourced engagements to provide internal auditing services.

The Committee shall have the sole authority to select, evaluate and, where appropriate, replace the independent auditor. The Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Committee.

Committee Membership

The Committee shall have at least three members. Each of the members of the Committee shall meet the independence and financial literacy requirements of the listing requirements of The NASDAQ Stock Market, Inc.; Section 10A(m)(3) of the Securities Exchange Act of 1934 (the Exchange Act) and the rules and regulations of the Securities and Exchange Commission (the Commission). At least one member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting or any other comparable experience or background which results in the member’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibility. Either at least one member of the Committee shall be an “audit committee financial expert,” as defined by the Commission or the Company shall explain why the Committee does not have such expert in the Company’s annual report. Committee members shall not simultaneously serve on the audit committee of more than two other public companies.

The members of the Committee and its Chair shall be annually appointed by the Board, based on the recommendation of the Nominating and Governance Committee. Committee members may be replaced by the Board.

Committee Meetings

The Committee shall meet as often as it determines, but not less frequently than quarterly. For the transaction of business at any meeting of the Committee, a majority of the members shall constitute a quorum. The act of a majority of the members participating at any meeting of the Committee at which a quorum is present shall be the act of the Committee.

The Committee may request the attendance of management of the Company, the internal and independent auditor, the Company's outside counsel and/or Corporate Secretary at any meeting of the Committee or portions thereof. Any such attendance by a person who is not a member of the Committee shall be in a non-voting capacity.

The Committee shall provide an open avenue of communication between the internal and independent auditor and the Committee. The Committee shall, as it deems appropriate, meet separately in private sessions with management, the internal auditor, and the independent auditor. The Committee shall report on its activities to the Board on a regular basis.

Duties and Authorities of the Committee

General

The Audit Committee, to the extent it deems necessary or appropriate, shall:

1. The Committee shall be directly responsible, in its capacity as a committee of the Board, for the appointment, compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review of attest services for the Company. In this regard, the Committee shall exercise sole authority to appoint, evaluate, and, as necessary, replace the independent auditor (subject, if applicable, to shareholder ratification). The independent auditor shall report directly to the Committee.
2. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the Committee at its next scheduled meeting.
3. The Committee shall make regular reports to the Board.
4. The Committee shall evaluate the performance of the Committee annually, and review and reassess the adequacy of this Policy and Charter annually and recommend any proposed changes to the Board for approval.
5. The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of: (i) compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company; (ii) and compensation to any advisors employed by the Committee; and (iii) ordinary administrative expenses of the Committee for carrying out its duties.
6. The Committee shall have authority to conduct or authorize investigations into any matters within its scope of responsibility.

7. The Committee shall conduct appropriate review and oversight of all related party transactions for potential conflict of interest on an ongoing basis.

Oversight of the Company's Relationship with the Independent Auditor

8. Preapprove all audit services, internal control-related services and permitted non-audit services, and the compensation, fees and terms for such services provided by the independent auditor, subject to the *de minimis* exception for permitted non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Committee prior to the completion of the audit. (By approving the audit engagement, an audit service within the scope of the engagement shall be deemed to have been preapproved). In addition, the Committee shall establish policies and procedures for the engagement of the independent auditor to provide permitted non-audit services, which may include approval in advance by a subcommittee or member or members of the Committee of all permitted non-audit services to be performed by the independent auditor.

9. Review and evaluate the lead partner of the independent auditor team.

At least annually, obtain a report by the independent auditor describing: (a) the auditing firm's internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and (c) any steps taken to deal with any such issues.

10. At least annually, obtain and review a formal written statement of the independent auditor delineating all relationships between the auditor and the Company and any other relationships that may adversely affect the independence of the auditor and actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor. Evaluate the qualifications, performance and adequacy of the quality controls of the auditor and consider the independence of the auditor, including whether the auditor's provision of permitted non-audit services is compatible with maintaining the auditor's independence. The Committee shall present its conclusions with respect to the independent auditor to the Board of Directors and shall take any other appropriate action to oversee the independence of the outside auditor.
11. Ensure the rotation of the audit partners as required by law. Consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditing firm on a regular basis.
12. Set clear hiring policies for employees and former employees of the independent auditor.
13. Meet with the independent auditor prior to the audit to discuss the planning, staffing and scope of the audit. The audit scope shall include a requirement that the independent auditor inform the Committee of any significant changes in the audit plan.

Oversight of Financial Reporting and Disclosure Matters

14. Review and discuss with management the Company's financial reporting process, financial statements and major disclosures, and the adequacy and effectiveness of the Company's system of internal controls and disclosure controls and procedures.
15. Review and discuss with the independent auditor, the Company's system of internal controls, including information technology security and control and including any major issues as to the adequacy of the Company's internal controls (together with management's responses and any special steps adopted in light of material control deficiencies).
16. Review and discuss with the independent auditor the adequacy of the Company's financial reporting process and receive from the independent auditor reports required by the SEC.
17. Review and discuss with management and the independent auditor the annual audited financial statements, including disclosures made under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and management's critical accounting policies and practices, and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
18. Review and discuss with management and the independent auditor the Company's quarterly financial statements, including the results of the independent auditor's reviews of the quarterly financial statements and disclosures made in management's discussion and analysis and management's critical accounting policies and practices, prior to the filing of its Form 10-Q.
19. Review and discuss with management and the independent auditor their analyses of significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, the appropriateness of accounting principles followed by the Company, significant changes in the Company's selection or application of accounting principles, and major issues regarding the Company's accounting principles and financial statement presentations.
20. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
21. Request and receive from the independent auditor, and review with the independent auditor, a report relating to (a) all critical accounting policies and practices to be used; (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and (c) any material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
22. Discuss with management, the independent auditor, and the Director of Internal Audit, the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

23. Discuss with management and the independent auditor the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made).
24. Review disclosures made to the Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies or material weaknesses in the design or operation of internal controls and any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting.
25. Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit, including any audit problems or difficulties, including any restrictions on the scope of the independent auditor's activities or on access to requested information, and any significant disagreements between management and the independent auditor, and management's response thereto.
26. Prepare a report for inclusion in the Company's proxy statement, disclosing that (i) the Committee reviewed and discussed the audited financial statements with management; (ii) discussed with the independent auditor the matters required by Statement on Auditing Standards No. 61 and (iii) , and, received the written disclosures and the letter from the independent auditor required by Independence Standards Board Standard No. 1 and has discussed the independence of the independent auditor with the independent auditor. The report should state whether, based upon these discussions, the Committee recommended to the Board of Directors whether the audited financial statements should be included in the annual report on Form 10-K.
27. Review and discuss with management (including the Director of Internal Audit) and the independent auditor the Company's internal control report and the independent auditor's attestation of the report prior to the filing of the Company's annual report on Form 10-K.
28. Review disclosures made to the Committee by the Company's CEO and CFO during their certification process for the annual and quarterly reports on Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

Oversight of the Company's Internal Audit Function

29. Approve the Internal Audit Department Charter
30. Review the annual internal audit program in terms of the scope of the audit conducted or schedules to be conducted, and review the internal audit budget and staffing levels.
31. Approve the annual audit plan and all major changes to the plan. Review the internal audit department's activity and performance relative to its plan.

32. Discuss with the independent auditor and management, the internal audit department's responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit.
33. Approve decisions regarding the appointment, compensation, and removal of the Director of Internal Audit. Ensure there are no unjustified restrictions or limitations, and review and concur the appointment, replacement, or dismissal of the Director of Internal Audit.
34. Review the significant reports to management prepared by the Director of Internal Audit and management's responses.
35. On a regular basis, but no less than annually, meet separately with the Director of Internal Audit to discuss any matters that the Committee or internal auditor believes should be discussed outside of management's presence.
36. Review the effectiveness of the internal audit function, including conformance with The Institute of Internal Auditors' the Definition of Internal Auditing, Code of Ethics and the *International Standards for Professional Practice of Internal Auditing*.
37. Review and approve recommendations from the internal audit department on outsourcing aspects of the internal audit function.
38. Inquire regarding the adequacy and effectiveness of the Company's system of internal controls and any recommendations for improvements.

Compliance Oversight Responsibilities

39. Obtain from the independent auditor assurance that Section 10A (b) of the Exchange Act has not been implicated.
40. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
41. Obtain reports from management, the Director of Internal Audit, and the independent auditor that the Company and its subsidiaries are in conformity with applicable legal requirements and the Company's Code of Ethics.
42. Review reports and disclosures of insider and affiliated party transactions and pre-approve all such transactions required to be approved pursuant to NASDAQ listing standards.
43. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.

44. Discuss with the Company's legal counsel matters that may have a material impact on the financial statements or the Company's compliance policies.
45. Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance.

Limitation of the Committee's Role

While the Committee has the responsibilities and powers set forth in this Policy and Charter, it is recognized that the members of the Committee are not full-time employees of the Company and are not, and do not represent themselves to be, accountants or auditors by profession. As such, it is not the duty of the Committee or its members to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

Each member of the Committee shall be entitled to rely on (1) the integrity of the persons and organizations within and outside the Company from which it receives information, (2) the accuracy of financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall promptly be reported to the Board of Directors) and (3) representations made by management as to any information technology, internal audit and other non-audit services provided by the auditor to the Company.

Approved by the Board of Directors of Access National Corporation: May 25, 2017