



Southern National Bancorp and Sonabank, N.A.
Compensation Committee Charter

Purpose of Committee

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (“the Board”) of Southern National Bancorp (“the Company”) and Sonabank (“the Bank”) is to discharge the Board’s responsibilities relating to compensation of Sonabank’s directors and executives and to produce a recommended annual report on compensation for inclusion in Sonabank’s proxy statement, in accordance with the rules and regulations of the Securities and Exchange Commission (“The SEC”).

Committee Membership

The Committee will consist solely of ‘independent directors’ i.e. those directors who are neither officers nor employees of Sonabank or its subsidiaries nor have a relationship which, in the opinion of the Board, would interfere with the independent exercise of judgment in carrying out the responsibilities of a director. Members of the committee must also otherwise be ‘independent’ under the rules of the NASDAQ stock market.

Members of the Committee will also be appointed by the Board. Members will serve at the pleasure of the Board and for such term or terms as the Board may determine.

Committee Structure and Operations

The Board will designate one member of the Committee as the Chairperson. The Committee may meet in person or telephonically at scheduled times and places determined by the Committee chairperson. The Committee may also take action by unanimous written consent when deemed necessary or desirable.

All directors of the Company or the Bank who are not members of the Committee may generally attend meetings of the Committee but may not vote on any matter coming before the Committee for a vote. Additionally, the Committee may invite to its meetings any director, member of management of the Company or the Bank, and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any person it deems appropriate, including a director who is not a member of the Committee, in order to carry out its responsibilities. The Office of Chairman, President and CFO (and any officer whose compensation is discussed or determined by the Committee) may not be present at a Committee meeting during voting or deliberations on his or her compensation.

Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

- 1) To oversee and monitor executive compensation policies, plans and programs for the Company's and the Bank's executive officers to include The Office of the Chairman, President and CFO.
- 2) To annually review and recommend corporate goals and objectives relevant to the compensation of The Office of the Chairman, President and CFO, to evaluate the performance and recommend compensation level based on this evaluation of The Office of the Chairman, President and CFO.
- 3) To provide oversight and review of Sonabank's cash and equity based incentive plans, to discharge any responsibilities imposed on the Committee by these plans, and to ensure that shareholder interests are furthered by the terms of such plans.
- 4) To oversee regulatory compliance with respect to compensation matters.
- 5) To review and recommend director's compensation.
- 6) To review organizational structure and plans for succession in the ranks of executive and senior management.
- 7) To prepare a recommended report, or other disclosures, required by the rules of the SEC and to be included in Sonabank's annual proxy statement.
- 8) To perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Resources and Authority of the Committee

The Committee will have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention items of special counsel or other experts or consultants ("Committee Adviser"), as it deems appropriate, without seeking approval of the Board or management to include signing authority on the Company and the Bank's behalf.

To the extent required by applicable NASDAQ requirements, before selecting or receiving advice from a Committee Adviser, the Committee shall consider, in its sole discretion, the independence of the Committee Adviser.

Unless otherwise required by applicable law, rule, regulation or NASDAQ requirement, nothing in this Charter is intended to require the Committee to conduct an independence assessment for a Committee Adviser that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K:

- consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of the Company's and the Bank's executive officers or directors; and/or
- providing information that either is not customized for the Company and/or the Bank or is customized based on parameters that are not developed by the Committee Adviser and about which the Committee Adviser does not provide advice.

The Company and the Bank shall provide the Committee appropriate funding, as determined by the Committee in its sole discretion, for the payment of reasonable compensation to Committee Advisers.

Approved by the Committee: February 25, 2019

Approved by the Boards: February 28, 2019