



**Southern National Bancorp of Virginia, Inc.
Corporate Governance Committee Charter**

March 22, 2018

Purpose

The Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Southern National Bancorp of Virginia, Inc. (the “Company”) to assist the Board in fulfilling its responsibilities regarding the following:

- Identifying individuals qualified to become Board members, consistent with the criteria established by the Board;
- Evaluating and recommending to the Board the director nominees for election at the next annual meeting of shareholders;
- Monitoring the Board’s performance and assisting in the assessment of the Board and its committees, as appropriate;
- Shaping the corporate governance practices of the Company and recommending any changes to the Board; and
- Such other duties, responsibilities and activities as may be set forth in this Charter or directed by the Board.

Committee Membership

The Committee shall consist of a minimum of three members. Each member of the Committee shall (i) be a director of the Company, (ii) meet the independence and other applicable requirements of NASDAQ, as interpreted by the Company’s Board in its business judgment, and (iii) meet any additional requirements imposed by the Company’s Board.

The members of the Committee shall be appointed by the Board and may be removed by the Board at its discretion. The Board shall designate a chairperson for the Committee.

Meetings, Structure and Operations

The Committee shall meet as frequently as the Committee deems necessary, and shall maintain adequate minutes and records of all meetings. The operation of the Committee, including with respect to actions without meetings, notice of meetings and waiver of notice, quorums and voting requirements, shall be as set forth in the Company’s Bylaws.

All directors of the Company 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 Sonabank, 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.

Committee Duties, Responsibilities and Authority

In furtherance of the purposes of the Committee, the Committee shall have the following duties, responsibilities and authority:

- The Committee shall identify, evaluate and recommend to the Board nominees for election as director of the Company at the annual meeting of the Company's shareholders or to fill a vacancy on the Board in between annual meetings. In fulfilling this function, the Committee shall consider the following and make appropriate recommendations to the Board:
 - The size of the Board;
 - The experience, skills and contributions of incumbent directors and any proposed new directors, to be reviewed in light of criteria established by the Board, including consideration of an incumbent director's Board and committee meeting attendance and performance and the length of an incumbent director's prior Board service;
 - The independence of incumbent directors and any proposed new directors, under applicable independence standards; and
 - Applicable NASDAQ and other eligibility and suitability requirements for service on the Board and its committees;
- The Committee shall annually review the Board's committee structure and recommend any changes to the Board for approval;
- If a vacancy on a Board committee occurs, the Committee shall recommend a director with relevant experience and skills who meets any applicable independence and other eligibility or suitability requirements for service on such committee, to be appointed by the Board to fill the vacancy;
- The Committee shall monitor and annually evaluate the Board's governance performance, practices and processes, shall make recommendations to the Board regarding the Board's governance practices, and shall assist the Board with its assessment process to determine if the Board and its committees are functioning effectively.;
- If a non-employee director experiences a substantial change in his or her job responsibilities or principal occupation, the Committee shall evaluate whether the individual continues to satisfy the Board's membership criteria in light of the changed circumstances and shall recommend to the Board the action, if any, to be taken with respect to such individual;

- The Committee shall review and reassess the adequacy of this Charter annually and recommend any changes to the Board for approval.

In addition, consistent with applicable law, regulations and other requirements, the Committee may delegate certain of its authority to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

Reporting of Committee Activities to the Board of Directors

The Committee shall report on its activities to the Board and, where appropriate, its recommendations for action to the Board at the next meeting subsequent to that of the Committee. Certain action by the Committee may be similarly reported to the Board for approval, ratification, and/or confirmation.

Committee Resources

In order to carry out the duties conferred upon the Committee by the Charter, the Committee is authorized to select, retain, terminate, and approve the fees and other retention terms of special or independent counsel, consultants, search firms, or other experts or consultants, as it deems appropriate in its sole discretion (each, a “Committee Adviser”).

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Committee Adviser retained by the Committee.

The Company 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: March 22, 2018

Approved by the Board: March 22, 2018