

**MainStreet Bank**  
**Nominating Committee Charter**

As adopted: November 19, 2008

**Mission**

The Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of MainStreet Bank (the “Bank”) is responsible for identifying individuals qualified to become members of the Board and approving the director nominees for each annual meeting of shareholders. It also leads the Board in its annual review of the Board’s performance.

**Membership**

During any time the Bank’s common stock is listed on a national exchange, the members of the Committee shall meet the independence requirements of such national exchange for nominating committee members as determined by the Board. Members of the Committee and the Committee Chair shall be appointed by and may be removed by the Board.

**Delegation to Subcommittees**

In fulfilling its responsibilities, the Committee may delegate its responsibilities to a subcommittee of the Committee and, to the extent not expressly reserved to the Committee by the Board or by applicable law, rule or regulation, to any other committee. During any time the Bank’s common stock is listed on a national exchange, the Committee may only delegate its responsibilities to a subcommittee or other committee consisting entirely of directors who meet the independence requirements of such national exchange for nominating committee members.

**Meetings**

The Committee shall ordinarily meet at least one time annually, or more frequently as circumstances dictate. Any member of the Committee may call meetings of the Committee.

Any director of the Bank who is not a member of the Committee may attend meetings of the Committee; provided, however, that any director who is not a member of the Committee may not vote on any matter coming before the Committee for a vote. The Committee also may invite to its meetings any member of management of the Bank and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may meet in executive session, as the Committee deems necessary and proper.

**Duties and Responsibilities**

The Committee shall have the following duties and responsibilities:

- Review the appropriateness of the size of the Board relative to its various responsibilities. Review the overall composition of the Board, taking into consideration such factors as business experience and specific areas of expertise of each Board member, and make recommendations to the Board as necessary.
- Develop appropriate criteria and make recommendations to the Board regarding the independence of directors and nominees.
- Assist the Board in developing criteria for identifying and selecting qualified individuals who may be nominated for election to the Board, which shall reflect at a minimum all applicable laws, rules, regulations and listing standards and the limitation that at any time no more than three directors may serve on the Board who either are employees of the Bank or have been employees of the Bank within the prior 36 months.

- Recommend to the Board the slate of nominees for election to the Board at the annual meeting of shareholders, including making recommendations to the Board with respect to whether members of the Board should stand for re-election.
- As the need arises to fill vacancies, actively seek individuals qualified to become Board members for recommendation to the Board.
- Consider nominations for Board membership recommended by shareholders.
- Periodically assess the effectiveness of the Board of Directors in meeting its responsibilities, representing the long-term interests of shareholders.
- Report annually to the Board with an assessment of the Committee's performance.
- Regularly report to the Board on the Committee's activities.
- Obtain advice and assistance, as needed, from internal or external legal counsel, accounting firms, search firms or other advisors, with the sole authority to retain, terminate and negotiate the terms and conditions of the assignment.
- Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.