MainStreetBancshares, Inc.
10089 Fairfax Boulevard
Fairfax, Virginia 22030
(703) 481-4567

April 8, 2018

Dear Fellow Shareholder:

You are cordially invited to attend the 2018 Annual Meeting of Shareholders of MainStreet Bancshares, Inc. to be held on Wednesday, May 16, 2018, at 11:00 a.m., local time, at the MainStreet Bank Headquarters building, located at 10089 Fairfax Boulevard, Fairfax, Virginia 22030. The accompanying Notice of Annual Meeting of Shareholders and Proxy Statement describe the matters to be presented at the Annual Meeting. Also enclosed is our condensed annual report for the fiscal year ended December 31, 2017, which we will review at the Annual Meeting.

The accompanying Proxy Statement and related proxy materials set forth detailed information concerning the Company. Please give them your prompt and careful attention.

Our common stock is traded on the OTCQX marketplace maintained by OTC Markets Group Inc. under the trading symbol "MNSB," and we report MainStreet Bank's quarterly operating results on call reports filed with the FDIC. Because we want to keep our shareholders informed, we post condensed quarterly reports and other important news on the Bank's website at mstreetbank.com under "Financial Information." You can also subscribe to our Shareholder eNewsletter at mstreetbank.com/corporate-information.

To request a complete set of the Company's audited consolidated financial statements for the year-ended December 31, 2017, please call Thomas Chmelik at (703) 481-4567.

Please sign, date and return the enclosed proxy card as soon as possible. Whether or not you plan to attend the Annual Meeting, it is important that your shares be represented, and your vote recorded. If you decide to attend the Annual Meeting in person, you can revoke your proxy at any time before it is voted at the Annual Meeting.

We appreciate your continuing loyalty and support and look forward to seeing you on May 16th.

Sincerely,

Jeff W. Dick
Chairman &
Chief Executive Officer

MainStreetBancshares, Inc.
10089 Fairfax Boulevard.
Fairfax, Virginia 22030
(703) 481-4567

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD MAY 16, 2018

Notice is hereby given that the 2018 Annual Meeting of Shareholders of MainStreet Bancshares, Inc. (the "Company") will be held at the MainStreet Bank Headquarters building, located at 10089 Fairfax Boulevard, Fairfax, Virginia 22030 on Wednesday, May 16, 2018, at 11:00 a.m., local time.

A proxy card and a Proxy Statement for the Annual Meeting are enclosed.

At the Annual Meeting, shareholders will be asked to:

- Elect the three directors for a term of three years each or until their successors are elected and qualify;
- Approve an amendment to the Articles of Incorporation to increase the number of authorized shares of common stock from 7,500,000 to 10,000,000; and
- Ratify the appointment of Yount, Hyde & Barbour, P.C. as the Company's independent auditor for the fiscal year ending December 31, 2018.

Shareholders will also be asked to consider any other business that is properly brought before the Annual Meeting, or any adjournment or postponement thereof. As of the date of this notice, we are not aware of any other business to come before the Annual Meeting.

The Board of Directors has fixed the close of business on March 29, 2018, as the record date for the Annual Meeting. This means that shareholders of record at the close of business on that date are entitled to receive notice of and to vote at the meeting and any adjournment or postponement thereof.

To ensure that your shares are represented at the Annual Meeting, please take the time to vote by signing, dating and mailing the enclosed proxy card which is solicited on behalf of the Board of Directors. The proxy will not be used if you attend the Annual Meeting and request to vote in person. Regardless of the number of shares you own, your vote is very important. Please act today.

BY ORDER OF THE BOARD OF DIRECTORS

Thomas J. Chmelik
Thomas J. Chmelik
Secretary

Fairfax, Virginia
April 8, 2018

Important: The prompt return of proxies will save us the expense of further requests for proxies to ensure a quorum at the Annual Meeting. A pre-addressed envelope is enclosed for your convenience. No postage is required if mailed within the United States.

MainStreetBancshares, Inc.
10089 Fairfax Boulevard
Fairfax, Virginia 22030
(703) 481-4567

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS
MAY 16, 2018

GENERAL

The enclosed proxy is solicited by the Board of Directors of MainStreet Bancshares, Inc. (the "Company") for the Annual Meeting of Shareholders (the "Annual Meeting") of the Company to be held at 11:00 a.m., local time, on May 16, 2018, at the Headquarters building of MainStreet Bank (the "Bank"), located at 10089 Fairfax Boulevard, Fairfax, Virginia 22030, for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders. The approximate mailing date of this Proxy Statement and accompanying proxy is April 8, 2018.

Revocation and Voting of Proxies

Execution of a proxy will not affect a shareholder's right to attend the Annual Meeting and to vote in person. Any shareholder who has executed and returned a proxy may revoke it by attending the Annual Meeting and requesting to vote in person. A shareholder may also revoke a proxy at any time before it is exercised by filing a written notice with the Company or by submitting a proxy bearing a later date. Proxies will extend to, and will be voted at, any properly adjourned session of the Annual Meeting.

If a shareholder returns an executed proxy and specifies how the proxy is to be voted with respect to any proposal for which a choice is provided, the proxy will be voted in accordance with such specifications. If a shareholder returns an executed proxy but fails to specify how the proxy is to be voted with respect to Proposal One or Two set forth in the accompanying Notice and further described herein, the proxy will be voted as follows:

- **FOR Proposal One —** to elect three directors of the Company for a term of three years each;
- **FOR Proposal Two —** to amend the Articles of Incorporation to increase the number of authorized shares of common stock from 7,500,000 to 10,000,000; and
- **FOR Proposal Three —** to ratify the appointment of Yount, Hyde & Barbour, P.C. ("YHB") as the Company's independent auditor for the fiscal year ending December 31, 2018.

Except for procedural matters incidental to the conduct of the Annual Meeting, we are not aware of any other business to come before the Annual Meeting. Should any other matters be properly presented for action at the Annual Meeting as to which proxies in the accompanying form confer discretionary authority, the proxy agents named in the enclosed proxy will vote the shares represented by such proxies on such matters as determined by a majority of the Board of Directors.

Voting Rights of Shareholders

Only those shareholders of record at the close of business on March 29, 2018, are entitled to notice of and to vote at the Annual Meeting or any adjournment thereof. The number of shares of common stock of the Company outstanding and entitled to vote as of the Record Date was 5,533,605. At least one-third of the shares entitled to vote, represented in person or by proxy, will constitute a quorum for the transaction of business at the Annual Meeting.

Each share of common stock entitles the record holder thereof to one vote upon each matter to be voted upon at the Annual Meeting. Shares for which the holder has elected to abstain or to withhold the proxy agents' authority to vote (including broker non-votes, discussed below) on a matter will count as shares present for the purpose of determining the presence or absence of a quorum at the Annual Meeting, but will not be included in determining the number of votes cast with respect to such matter.

If you are the beneficial owner of shares held in "street name" by a broker, your broker, as the record holder of the shares, is required to vote the shares in accordance with your instructions. If you do not give instructions to your broker, in certain circumstances your broker may nevertheless vote your shares. For example, if you do not give instructions to your broker, and your broker is a member of the New York Stock Exchange, under the rules of the New York Stock Exchange, your broker can exercise discretionary power to vote your shares with respect to "routine" items, but is not permitted to vote your shares with respect to "non-routine" items. Brokers who are not members of the New York Stock Exchange may not be able to exercise discretionary voting with respect to even routine items depending on the rules of the exchange or market of which the broker is a member. The proposal to amend the Articles of Incorporation to increase the number of outstanding shares of common stock and the proposal to ratify the selection of YHB as the Company's independent auditor for the fiscal year ending December 31, 2018 are considered to be "routine" matters under the rules of the New York Stock Exchange, while the election of directors is considered a "non-routine" matter. Shares that your broker cannot vote on a particular matter because your broker has not received instructions from you are called "broker non-votes."

With regard to Proposal One, votes may be cast in favor or withheld. If a quorum is present, the three director nominees receiving the greatest number of affirmative votes at the Annual Meeting, even though less than a majority, will be elected directors; therefore, votes withheld and broker non-votes will have no effect on the outcome of the election of directors.

With regard to Proposal Two, votes may be cast in favor or against, or a shareholder may abstain. The affirmative vote of a majority of the outstanding shares of Company common stock is required to approve the proposed amendment to our Articles of Incorporation. An abstention does not count as an affirmative vote and has the effect of a vote against Proposal Two. Because applicable rules consider this amendment to be "routine," a nominee holding shares in street name may vote on this proposal in the absence of instructions from the beneficial owner. If a broker does not exercise this authority, because approval of the proposed amendment is based on a percentage of the outstanding shares of Company common stock, such a broker non-vote will also have the effect of a vote against the proposal.

With regard to Proposal Three, votes may be cast in favor or against, or a shareholder may abstain. If a quorum is present, approval of the ratification of the Company's independent auditor requires an affirmative vote of a majority of the shares cast on the matter. Therefore, abstentions and broker non-votes will have no effect on whether such matter is approved.

QUESTIONS AND ANSWERS

■ Where and when is the Annual Meeting?

The Annual Meeting of Shareholders of the Company will be held on Wednesday, May 16, 2018, at 11:00 a.m., local time, at the MainStreet Bank Headquarters building, located at 10089 Fairfax Boulevard, Fairfax, Virginia.

■ Who may vote?

You may vote if you were a holder of Company common stock at the close of business on March 29, 2018, which is the record date of the Annual Meeting. Each share of common stock entitles its holder to one vote on each matter to be voted on at the Annual Meeting.

■ What may I vote on?

You may vote on:

- The election of three nominees to serve as directors, for three-year terms expiring in 2021;
- The amendment of the Articles of Incorporation to increase the number of authorized shares of common stock from 7,500,000 to 10,000,000;
- The ratification of the appointment of Yount, Hyde & Barbour, P.C. as our independent auditor for the fiscal year ending December 31, 2018; and

- Such other business as may properly come before the Annual Meeting, or any adjournment or postponement thereof.

■ How does the Board of Directors recommend I vote?

The Board recommends that you vote:

- **FOR** each of the nominees for director;
- **FOR** the amendment of the Articles of Incorporation; and
- **FOR** the ratification of the appointment of Yount, Hyde & Barbour, P.C. as our independent auditor for 2018.

■ Does the voting process differ based upon how my shares are held?

Yes, please read below and consider whether you are a shareholder of record of Company shares or a beneficial owner of Company shares held in street name.

■ If I am a shareholder of record of Company shares, how do I cast my vote?

If you are a holder of record of Company common stock, you may vote in person at the Annual Meeting. We will give you a ballot at the Annual Meeting.

If you do not wish to vote in person, or if you will not be attending the Annual Meeting, you may vote by proxy. If you received a printed copy of these proxy materials by mail, you may vote by proxy using the enclosed proxy card, vote by proxy on the Internet, or vote by proxy over the telephone. The procedures for voting by proxy are as follows:

- To vote by proxy using the enclosed proxy card (if you received a printed copy of these proxy materials by mail), complete, sign and date your proxy card and return it promptly in the envelope provided.
- To vote by proxy on the Internet, go to www.proxyvote.com to complete an electronic proxy card. You will need your proxy card in hand when you access the web site.
- To vote by proxy over the telephone, dial 1-800-690-6903 (the toll-free phone number listed on your proxy card under the heading "VOTE BY PHONE") using a touch-tone phone and follow the recorded instructions.

If you vote by mail, your proxy must be received by 10:00 a.m., Eastern Time, on May 16, 2018, to be counted.

You may vote on the Internet or by telephone any time prior to 11:59 p.m., Eastern Time, on May 15, 2018.

We provide Internet proxy voting to allow you to vote your shares on-line, with procedures designed to ensure the authenticity and correctness of your proxy vote instructions. However, please be aware that you must bear any costs associated with your Internet access, such as usage charges from Internet access providers and telephone companies.

■ If I am a beneficial owner of Company shares held in street name, how do I vote?

If you are a beneficial owner of shares of our common stock held in street name (i.e., your shares are held by a broker) and you received a printed copy of these proxy materials by mail, you should have received a voting instruction card with these proxy materials from the organization that is the record owner of your shares rather than from us. If you are a beneficial owner of shares held in street name and you received a notice by mail, you should have received the notice from the organization that is the record owner of your shares rather than from us. Beneficial owners that received a printed copy of these proxy materials by mail from the record owner may complete and mail that voting instruction card or may vote by telephone or over the Internet as instructed by that organization in the voting instruction card. Beneficial owners that received a notice by mail from the record owner should follow the instructions included in the notice to view the Proxy Statement and transmit their voting instructions. If you provide specific voting instructions, your broker or nominee will vote your shares as you direct.

A beneficial owner planning to vote in person at the Annual Meeting must obtain a valid proxy from the record owner. To request the requisite proxy form, follow the instructions provided by your broker or contact your broker.

■ **May I change my vote?**

If you are a holder of record of shares of Company common stock, you may change your vote or revoke your proxy at any time before your shares are voted at the Annual Meeting by:

- Voting again by telephone or over the Internet;
- Sending us a proxy card dated later than your last vote;
- Notifying the Company's Secretary in writing; or
- Voting at the Annual Meeting.

■ **How many votes do the proposals need in order to be approved?**

Directors are elected by a plurality of the votes cast (Proposal One). Shareholders may vote "FOR" or "WITHHOLD" authority to vote for each nominee for the Board of Directors. If you withhold authority to vote with respect to any nominee, your shares will be counted for purposes of establishing a quorum, but will have no effect on the election of that nominee.

The affirmative vote of the holders of a majority of the outstanding shares of Company common stock is required to approve the proposed amendment to our Articles of Incorporation increasing the number of authorized shares of common stock from 7,500,000 to 10,000,000 (Proposal Two).

The affirmative vote of a majority of the votes cast is required for ratification of the appointment of the independent auditor (Proposal Three).

If you are the registered holder of Company common stock and you sign and submit your proxy card without voting instructions, your shares will be counted for purposes of establishing a quorum, and will be voted "FOR" each director nominee, "FOR" Proposal Two and "FOR" Proposal Three.

■ **Is cumulative voting permitted for the election of directors?**

No. You may not accumulate your vote for the election of directors.

■ **What are broker non-votes?**

A broker "non-vote" occurs when your broker submits a proxy for your shares but does not indicate a vote for a particular proposal because the broker does not have discretionary authority to vote and has not received specific instructions from you. Under the rules of the New York Stock Exchange, if your broker holds your shares (i.e., your shares are held in "street name") and delivers this Proxy Statement to you, the broker generally has authority to vote the shares on "routine" matters. Proposal Two is a matter we believe will be considered "routine"; even if the broker does not receive instructions from you, the broker is entitled to vote your shares in connection with Proposal Two. Proposal One is a matter we believe will be considered "non-routine"; the broker is not entitled to vote your shares without instructions. Shares held in street name which have been designated by brokers as not voted ("broker non-votes") will not be counted as votes cast. Broker non-votes, however, will be treated as shares present for purposes of determining a quorum. Brokers who are not members of the New York Stock Exchange may not be able to exercise discretionary authority with respect to even routine items depending on the rules of the exchange or market of which the broker is a member.

- **How many outstanding shares of Company common stock are there?**

At the close of business on March 29, 2018, which is the record date for the Annual Meeting, there were 5,533,605 shares of Company common stock outstanding and entitled to vote.

- **What constitutes a quorum?**

The presence, in person or by proxy, of the holders of one-third of the shares entitled to vote will constitute a quorum at the Annual Meeting. Only shareholders of record at the close of business on March 29, 2018, are entitled to notice of, and to vote at, the Annual Meeting.

- **Will my vote be confidential?**

Proxy instructions, ballots, and voting tabulations that identify individual shareholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within the Company or to third parties, except: (1) as necessary to meet applicable legal requirements, (2) to allow for the tabulation of votes and certification of the vote, and (3) to facilitate a successful proxy solicitation.

- **How will voting be conducted on other matters raised at the Annual Meeting?**

The form of proxy confers discretionary authority on the persons named therein to vote with respect to the election of any person as a director where the nominee is unable to serve or for good cause will not serve. It also confers discretionary authority with respect to matters incident to the conduct of the Annual Meeting and with respect to any other matter presented to the Annual Meeting if notice of such matter has not been delivered to us in accordance with our Articles of Incorporation. Except for procedural matters incident to the conduct of the Annual Meeting, we do not know of any other matters that are to come before the Annual Meeting. If any other matters are properly brought before the Annual Meeting as to which proxies in the accompanying form confer discretionary authority, the persons named in the accompanying proxy will vote the shares represented by such proxies on such matters as determined by a majority of the Board of Directors.

- **Who will bear the cost of soliciting votes for the Annual Meeting?**

We will pay the entire cost of preparing, assembling, printing, mailing, and distributing these proxy materials and soliciting votes. If you choose to access the proxy materials and/or vote over the Internet, you are responsible for Internet access charges you may incur. If you choose to vote by telephone, you are responsible for telephone charges you may incur. Additional solicitations of proxies or votes may be made in person, by telephone, or by electronic communication by our directors, officers, and other regular associates, who will not receive any additional compensation for such solicitation activities. We will reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable expenses for forwarding materials to the beneficial owners of shares held of record by others. The Company may also use a proxy soliciting firm at a cost not expected to exceed $6,000, plus expenses, to assist in the distribution of proxy materials.

CORPORATE GOVERNANCE

Board of Directors

The current members of the Company's Board of Directors are:

- Charles C. Brockett, Thomas J. Chmelik and Patsy I. Rust, who are nominees for election at the Annual Meeting for a term of three years each;
- Elizabeth S. Bennett (aka Betsy Johns) and Darrell Green, whose terms expire in 2019; and

- Jeff W. Dick, Paul Thomas Haddock and Terry Saeger, whose terms expire in 2020.

The current members of the Company's Board of Directors also serve as the Board of Directors of MainStreet Bank.

The Board of Directors met 11 times during the year ended December 31, 2017. Each current director attended at least 75% of all of the meetings of the Board and committees on which he or she served and attended the Bank's 2017 annual shareholders meeting. Each director is expected to dedicate sufficient time, energy and attention to insure the diligent performance of his or her duties, including by attending meetings of shareholders, the Board and committees of which he or she is a member.

Board Leadership

The Board has elected Jeff W. Dick as Chairman. Mr. Dick also serves as Chief Executive Officer. In making their decision, the Board recognized Mr. Dick's leadership and skills.

The Board has also elected Paul Thomas Haddock as independent Lead Director. The duties of Lead Director include: presiding at all meetings of the Board at which the Chairman is not present, including executive sessions of non-management independent directors; calling meetings of the non-management independent directors; and serving as liaison between the Chairman and the non-management independent directors.

Board Supervision

The Board of Directors has adopted a Board Supervision Policy which outlines the Board's responsibilities and duties to protect the interests of the Company's shareholders and the Bank's customers. The Policy addresses a number of matters relating to the Board's oversight, including assessment of growth and planning strategies on an ongoing basis; assessment of the Company's performance and financial condition; assessment of management's performance; assessment of the Board's processes and procedures to better manage its own performance; and determination of director compensation. Board members acknowledge their duty of being diligent and loyal in the performance of their responsibilities.

Director Nominations

The Nominating Committee of the Board of Directors has five members. Each member of the Nominating Committee is a non-management independent Director. The Nominating Committee is responsible for identifying individuals qualified to become Board members. It also leads the Board in its annual review of the Board's performance. The Nominating Committee's duties and responsibilities include reviewing the size of the Board relative to its various responsibilities; assessing the independence of directors and nominees; developing criteria for identifying and selecting qualified Board nominees and recommending their election by the Company's shareholders; and considering shareholder nominations.

Compensation Committee

The Compensation Committee has five members. Each member of the Compensation Committee is a non-management independent director. The Compensation Committee is responsible for establishing and monitoring compensation and benefits for the Company. The Compensation Committee determines the compensation for the Chief Executive Officer, as well as the President and Chief Financial Officer. The Compensation Committee reviews and considers recommendations of the Chief Executive Officer when making compensation decisions for all other executives. The Compensation Committee also administers our equity incentive programs and oversees risk management with respect to material incentive arrangements. In addition, the Compensation Committee recommends to the full Board compensation for directors.

Risk Management

The Board of Directors recognizes that risk management is an enterprise-wide responsibility. The Board assumes a significant role in risk management both through its actions as-a-whole and through its committees.

The Compensation Committee evaluates, with our senior officers, risks posed by our compensation programs and seeks to limit any unnecessary or excessive risks that these programs may pose to the Company, in order to avoid programs that might encourage such risks.

Board of Director Independence

The Board of Directors carefully considers relationships that would interfere with the exercise of a director's independent judgment in carrying out his or her responsibilities. Factors evaluated include a director's relationship with the Company and its competitors, suppliers and clients; a director's relationship with management and other directors; the relationships a director's current and former employees have with the Company; and the relationships between the Company and other companies of which the Board member is a director or executive officer.

After evaluating these factors, the Board of Directors has determined that Directors Bennett, Green, Haddock, Rust and Saeger are independent directors of the Company as defined in listing standards of the Nasdaq Stock Market ("Nasdaq"). Although the Common Stock is not listed on Nasdaq, the Company has utilized Nasdaq standards in corporate governance determinations.

Code of Ethics and Business Conduct

The Board of Directors has adopted a Code of Ethics and Business Conduct applicable to all employees. It is the Company's policy that all employees conduct their business affairs in such a manner and with such ethics and integrity that no conflict of interest, either real or implied, can be construed. Each employee is responsible to uphold and comply with this Code. Potential conflicts of interest identified in the Code include self-dealing, outside employment and other activities, corporate opportunities, management interlocks, improper gifts/payments to employees, relationships with suppliers, confidentiality of customers' and corporate information, insider trading, and relationships with government officials.

Shareholder Outreach and Communications

Shareholder outreach is an integral part of the Company's investor relations philosophy, as shareholders provide us insight on a variety of topics. The Company's management meets with investors throughout the year in various investor relations venues. In addition to discussing industry matters and the Company's performance, investors provide feedback regarding the Company's strategic direction.

Shareholders may communicate with the Board of Directors by writing the Company's Corporate Secretary, Thomas J. Chmelik, at the following address: 10089 Fairfax Boulevard, Fairfax, Virginia 22030. Our general policy is to forward, and not to intentionally screen, any mail received at our corporate office.

PROPOSAL ONE -
ELECTION OF DIRECTORS

With the resignation of Dr. William E. Cox in April 2018, the Board currently consists of eight directors. Under the Company's Articles of Incorporation and Bylaws, the Board of Directors is divided into three groups (Group I, Group II and Group III) as nearly equal in number as possible. Except for director elections outside of the Annual Meeting, directors in only one group are elected each year, each for a three-year term. This year, three individuals have been nominated for election as directors of the Company for terms expiring at the 2021 annual meeting.

The Board of Directors is not aware of any family relationship among any director, executive officer or person nominated to become a director; nor is the Board of Directors aware of any involvement of any director, executive officer or director nominee in any legal proceedings that would be material to an evaluation of the ability or integrity of any director, executive officer, or director nominee. None of the directors or director nominees currently serves or has, within the past five years, served as a director of any other public company.

Each director nominee has consented to being named in this Proxy Statement and has agreed to serve if elected. If a nominee is unable to stand for election, the Board of Directors may either reduce the number of directors to be elected or select a substitute nominee. If a substitute nominee is selected, the proxy holders will vote your shares for the substitute nominee, unless you have withheld authority. At this time, we are not aware of any reason why a nominee might be unable to serve if elected.

The discussion below sets forth information regarding each director of the Company and each nominee for director, including his or her age, position on the Board and term of office. The Nominating Committee of the Board of Directors recommends nominees to the Board of Directors for election as directors. The three nominees currently serve as Company directors. With the exception of Mr. Brockett, who was elected a director of the Company and the Bank in January 2017, all directors have served as directors of the Company since it was formed as the Bank's holding company in July 2016.

The Board of Directors recommends a vote "FOR" the nominees set forth below.

Nominee for Group II Directors with Term Expiring in 2021

***Charles C. Brockett**, 55*, has served as a director of the Company since January 2017, when he also became President of the Company and the Bank.

Prior to joining the Company, Mr. Brockett was Executive Vice President, Director of Operations at Eagle Bank. Mr. Brockett held this position beginning in November 2014 (following Eagle Bancorp's completion of its acquisition of Virginia Heritage Bank) until May 2016. In this role, Mr. Brockett had direct oversight responsibility for all of the retail banking operations, deposit and loan operations, information technology, residential lending operations, marketing, customer service, and facilities. His tenure at Virginia Heritage Bank began in 2004 where he was one of the initial seed investors and worked throughout the entire initial capital raise, regulatory application, and ultimate opening in November of 2005. He served on the board of directors throughout the bank's existence as well as Chief Financial Officer, and in 2010 assumed the role of Chief Operating Officer. At the time of its acquisition by Eagle Bancorp, Virginia Heritage Bank had grown to approximately $950 million in total assets with five branches.

From 1998 until 2005, Mr. Brockett was Managing Partner of Enterprise Financial Consulting, a Northern Virginia-based financial consulting firm which he founded in 1998. The firm specialized in the areas of accounting, finance and corporate governance such as compliance with the Sarbanes-Oxley Act of 2002. His clients included financial institutions, and technology and other middle market companies.

Summary of director qualifications for Mr. Brockett — Mr. Brockett has spent the majority of his career in banking, having started in 1980 with First Commercial Bank in Arlington, Virginia. He has held positions of increasing responsibility, including residential, consumer and commercial lending, credit management, compliance, enterprise risk management and accounting. Mr. Brockett is a licensed Certified Public Accountant in the Commonwealth of Virginia. We believe that Mr. Brockett's banking career, along with his accounting expertise and his business relationships, will directly benefit his role as an executive officer and director of the Company and the Bank, and prove to be beneficial for the Company and the Bank.

***Thomas J. Chmelik**, 55*, has served as a director of the Bank since 2003. Mr. Chmelik is the Executive Vice President and Chief Financial Officer of the Company and the Bank and joined the Bank in April 2003. From 1998 to 2002, he was the Chief Financial Officer and a director for Millennium Bancshares Corporation and Millennium Bank, N.A. Prior to that, he served as the Chief Financial Officer as part of a World Bank initiative during the restructuring of The National Bank of Commerce, the largest commercial bank in Tanzania, Africa from 1995 to 1998. Mr. Chmelik was the Chief Financial Officer for Colombo Bank in Bethesda, Maryland from 1993 to 1995, and he was the Chief Financial Officer for Franklin National Bank of Washington, D.C. from 1989 to 1993. Mr. Chmelik has a B.A. in accounting from Belmont Abbey College.

Summary of director qualifications for Mr. Chmelik - Mr. Chmelik is a co-founder and organizer of the Bank and currently serves as the Executive Vice President and Chief Financial Officer of the Company and the Bank. Mr. Chmelik has a long and established career working as a Chief Financial Officer in four Washington, D.C. metropolitan area community banks, as well as in Tanzania, Africa. Mr. Chmelik served on the Board of Directors and worked as part of the executive management team for another community bank. Mr. Chmelik consistently drives loan and deposit opportunities to the Bank. We believe Mr. Chmelik's extensive work as a Chief Financial Officer, combined with his executive management and prior bank board experience, make him a strong contributor to the Board. In addition, Mr. Chmelik has an understanding of corporate governance.

***Patsy I. Rust**, 76,* has served as a director of the Bank since 2008. She was a Senior Vice President with the Bank from its inception until her retirement in September 2008. Prior to joining the Bank, Ms. Rust was involved in business development and management at Millennium Bank, N.A., BB&T, F&M Bank and Bank of the Potomac. Ms. Rust was also a founder and organizer for Bank of the Potomac, where she was responsible for personnel, facilities, marketing, operations and branch management. Ms. Rust has completed continuing education through the American Institute of Banking, the Virginia Bankers Association and the University of Virginia. Ms. Rust has been involved over the past 41 years in numerous civic and charitable organizations in Herndon, Virginia. She was the chairman of the first Herndon Centennial Celebration, Chairman of the Dranesville District Republican Party, received the Woman of the Year award from the Business and Professional Woman's Club, organized and chaired Sister Cities International of Herndon and has held offices of President and Treasurer in other organizations.

Summary of director qualifications for Ms. Rust – Ms. Rust is a founding shareholder and organizer of the Bank. She joined the Board of the Bank in 2008 and currently serves as Chair of the Audit Committee. Prior to retiring from a 30-year banking career in the Northern Virginia market, Ms. Rust was a major contributing organizer of two de novo community banks and also opened and managed two bank branches. Ms. Rust completed ongoing educational banking courses throughout her career. Ms. Rust was also the owner of a retail business prior to her banking career. Ms. Rust has been a civic leader in the community, and has been active in local charities. We believe Ms. Rust brings a very strong knowledge of branch banking and administration to the Board, which is very important as the Bank continues to grow. Additionally, Ms. Rust brings a very strong banking product and service knowledge, which aids the Bank in shaping its strategic direction. Ms. Rust continues to bring business opportunities to the Bank and is very active in networking with the Company's employees.

Incumbent Directors Serving for Terms Expiring in 2019

Elizabeth S. Bennett (aka Betsy Johns), 63, has served as a director of the Bank since 2012. She is a partner and chief financial officer with National Realty Partners LLC, a full service commercial real estate and community association management company located in Herndon, Virginia. She was one of the first women accepted at The College of the Holy Cross in Worcester, Massachusetts, receiving degrees in economics and accounting. She has served her industry as a volunteer throughout her career. She has served as one of two volunteer founders for the Herndon Community Association Coalition ("HCAC"). In addition to her work with the HCAC, Ms. Johns has remained actively involved with the Community Associations Institute where she is a past chair and current member of the Washington D.C. chapter's education committee, is a frequent speaker on the Fairfax County Cable TV program, "Your Community, Your Call", writes for various industry publications and teaches programs to community leaders and professionals in the industry.

Summary of director qualifications for Ms. Johns – Ms. Johns was an organizing shareholder of the Bank and joined the Board of the Bank in September 2012. Ms. Johns has been a vocal supporter of MainStreet Bank since it opened its doors in 2004. Ms. Johns is an established business leader, having provided management services to commercial and residential associations in the Commonwealth of Virginia and the District of Columbia for the past 31 years. We believe that the Board benefits from Ms. Johns' strong background in financial management, her exceptional leadership skills as well as her Director experience as a co-chair for the Washington D.C. chapter's education committee. Ms. Johns continues to drive business opportunities to the Bank with her active involvement in the community and reputation for management and professionalism.

Darrell Green, 58, has served as a director of the Bank since 2013. Mr. Green established Darrell Green Enterprises, Inc., a marketing company that facilitates opportunities for Mr. Green and other athletes. After 20 years with the Washington Redskins, which included seven Pro-Bowl appearances, 4 NFL Fastest Man Competition titles and three Super Bowls, he became a first ballot inductee into the Pro Football Hall of Fame, Class of 2008, and was officially inducted on August 2nd, 2008.

Mr. Green has received many awards for his accomplishments both on and off the field. He is the founder of the Darrell Green Youth Life Foundation ("DGYLF"), which opens and operates the Darrell Green Youth Life Learning Centers throughout the Washington, D.C. community. The Darrell Green Business Council for Youth was established to bring together business leaders and utilize their expertise in support of DGYLF programs. He has served as a board member for the Baltimore-Washington 2012 Olympic Bid, NFL/NFLPA September 11th Relief Fund, and the Loudoun Education Foundation. Mr. Green completed his Bachelor of Science degree in general studies and social science at St. Paul's College in Lawrenceville, Virginia. In 1999, Marymount University recognized Mr. Green for his humanitarian endeavors and conferred upon him an honorary Doctorate of Humane Letters degree. In 2002, George Washington University and St. Paul's College awarded Mr. Green his second and third honorary Doctorate of Humane Letters degrees. He has received a number of awards, including the NFL's most prestigious Man of the Year award in 1996.

Summary of director qualifications for Mr. Green – Mr. Green was an organizing director and organizing shareholder of the Bank. Mr. Green left the Board shortly after the Bank opened in 2004 for personal reasons and re-joined the Board in April 2013. Mr. Green has been an avid and vocal supporter of MainStreet Bank since it opened its doors in 2004. Mr. Green is an established business and community leader – having been involved with successful businesses as well as humanitarian endeavors. We believe that the Board benefits from Mr. Green's exceptional ethics and community leadership skills and his strong business and marketing skills.

Incumbent Directors Serving for Terms Expiring in 2020

Jeff W. Dick*, 57*, has served as a director of the Bank since 2003. Mr. Dick is the Chairman and Chief Executive Officer of the Company and the Bank and joined the Bank in April 2003. Mr. Dick also served as President of the Company and the Bank until January 2017 when Mr. Brockett joined the organization. From 1999 until January 2003, he served in various positions at Millennium Bank, N.A., including Executive Vice President and as a member of the board of directors. Prior to this, Mr. Dick was an advisor to the Bank of England and Financial Services Authority from 1996 to 1999. Mr. Dick began his banking career with the Office of the Comptroller of the Currency in 1983 as a Field Examiner, and he became a Field Manager in Washington, D.C. in 1993. Mr. Dick serves on the boards of ICBA Services, ICBA Bancard and the Dulles Regional Chamber of Commerce. He is a Past Chairman of the Virginia Association of Community Banks. Mr. Dick is also a member of the Federal Reserve Bank of Richmond Payments Advisory Council, a member of The Clearing House Real Time Payments (RTP) Advisory Committee, and a member of the Federal Delegates Board of the Independent Community Bankers of America. He has a Diploma of the Imperial College London in Management and a B.S.B.A. in both accounting and management from the University of North Dakota. Mr. Dick earned his Executive M.B.A. (with distinction) from the University of London Imperial College of Science, Technology and Medicine.

Summary of director qualifications for Mr. Dick – Mr. Dick is a co-founder and organizer of the Bank. Mr. Dick has served as Chief Executive Officer of the Bank and the Company since their inception. He became the Chairman of the Board and Chair of the Executive Committee of the Bank in 2009 and also serves as Chairman of the Board of the Company. In his role as an Advisor to the Bank of England, he assisted in their efforts to modernize their risk-based approach to banking supervision. Mr. Dick gained valuable banking knowledge through his service as a director, Chief Lending Officer and Executive Vice President of another community bank. We believe that Mr. Dick's careers in domestic and international risk-based banking supervision and in community banking, along with his education, have directly benefited his role as Chairman of the Board. In addition, Mr. Dick's business background in the local community, as well as his involvement in civic organizations, has provided him with a strong depth of business contacts which continues to prove to be beneficial for the Bank.

Paul Thomas Haddock, 78, has served as a director of the Bank since 2003. Mr. Haddock is currently the President of Azure, Inc., a privately held company which he formed in 1984 to assist up-and-coming entrepreneurs and small businesses in developing and implementing effective business models. From 1981 to 1999, he created and managed Vacation Places, a commercial real estate and vacation property management company. Prior to 1981, he was involved in high-tech engineering pursuits at Westinghouse Electric Corporation in Baltimore, Maryland and Scope Inc., in Reston, Virginia. He was employed as an engineer by Westinghouse from 1958 to 1965 working on radar systems and satellites, and he was employed in various engineering and managerial positions at Scope Inc. from 1965 to 1981. Since 1983, Mr. Haddock has served on the boards of directors for seven property associations located in Maryland, Florida and Virginia. He is currently President of the Stuart Professional Village in Herndon, Virginia, Vice President of the Grant Business Center in Herndon, Virginia, and Director at Dulles Crossroads Condominium Association in Herndon, Virginia. He received his B.S. in Electrical Engineering at Johns Hopkins University in 1963.

He subsequently received his B.S. in Industrial Engineering in 1964 and a Masters in Liberal Arts degree in 1967 also from Johns Hopkins University.

Summary of director qualifications for Mr. Haddock – Mr. Haddock is a founding director and currently serves as the Vice Chair and Lead Independent Director. Mr. Haddock also serves as Chair of the Loan Committee. Throughout his career, he has invested in land, commercial and residential real estate in the Washington, D.C. metropolitan area. His ownership of real estate has involved considerable risk analysis and the establishment of a measured risk tolerance. Mr. Haddock has counseled countless entrepreneurs and small business owners over the years to solve problems in many different types of industries. Additionally, he became a trained professional mediator in 1991, and was actively involved in resolving business disputes of all kinds until 2008. We believe that Mr. Haddock's significant depth of knowledge of the real estate industry has proven to be very beneficial to the Board. In addition, his accumulated knowledge of purchasing, financing, developing, managing and maintaining real properties has proven invaluable to the Loan Committee. Mr. Haddock's work with small business development and dispute resolution has provided him with an ability to solve problems and search for resolution. Mr. Haddock dedicates significant time and energy to the Board and continues to drive business opportunities to the lending and deposit-gathering staff.

Terry M. Saeger, 57, has served as a director of the Bank since 2011. Mr. Saeger is President of The Saeger Group, LLC, a business consultancy since 2005. He served as Chief Executive Officer Conservation Solutions, Inc., a conservator of art, architecture and artifacts from 2016 to 2017. From 2008 to 2015, Mr. Saeger was also Senior Vice President of Sales, Marketing, Product Management and Business Development at Volt Delta Resources, a division of NewNet Communications. Mr. Saeger was Co-Founder and Chief Operating Officer of BriteMoves, LLC, a business that was focused on delivering advertising media and services, from 2004 to 2007, at which time he sold the business. From 1997 to 2004, Mr. Saeger served in various positions at Convergys Corporation, including Vice President for Client Business Development, Sales, Sales and Marketing, and National Accounts. Mr. Saeger has a B.S. in Industrial Engineering and Management from North Dakota State University and did post-graduate studies in Computer Integrated Manufacturing at Brigham Young University.

Summary of director qualifications for Mr. Saeger – Mr. Saeger joined the Board of the Bank in 2011 and currently serves as the Chair of the Information Technology Committee. Mr. Saeger has over 25 years of experience in technology, sales and management and is focused on building relationships to drive revenues, reduce costs and improve processes to deliver value. He emphasizes integrity and open communication and brings to the Board a wealth of experience in organizational structure, planning and forecasting.

DIRECTOR COMPENSATION

During 2017, our directors could elect to receive a fee in cash, Company common stock, or a combination of both. Directors who are also employed by the Company do not receive any additional compensation from the Company for their service as directors. Compensation for directors Jeff W. Dick, Charles C. Brockett and Thomas J. Chmelik for their service as executive officers is set forth in the Summary Compensation Table.

The following table provides information concerning the fees paid to members of the Board of Directors (other than Messrs. Dick, Chmelik and Brockett) for the year ended December 31, 2017.

Name	Fees Paid in Cash	Fees Paid in Stock	Total
Elizabeth S. Bennett	$ 12,500	$ 10,000	$ 22,500
Dr. William E. Cox*	$ --	$ 27,500	$ 27,500
Paul Thomas Haddock	$ 22,500	--	$ 22,500
Darrell Green	$ ---	$ 25,000	$ 25,000
Patsy I. Rust	$ 12,500	$ 12,500	$ 25,000
Terry M. Saeger	$ ---	$ 27,500	$ 27,500

* Dr. William E. Cox resigned from the Board in April 2018.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Stock Ownership of Directors, Executive Officers

The following table sets forth information regarding the beneficial ownership, as of March 29, 2018, of the Company's common stock by:

- each director and director nominee of the Company;
- each executive officer of the Company; and
- all current directors and executive officers of the Company as a group.

For purposes of the following table, beneficial ownership has been determined in accordance with the provisions of Rule 13d-3 of the Securities Exchange Act of 1934 under which, in general, a person is deemed to be the beneficial owner of a security if he or she has or shares the power to vote or direct the voting of the security or the power to dispose of or direct the disposition of the security, or if he or she has the right to acquire beneficial ownership of the security within sixty days of the record date. Except as otherwise noted, the nature of beneficial ownership for shares reported in this table is sole voting and investment power.

Name	Amount and Nature of Beneficial Ownership(1)	Percentage of Common Stock Outstanding
Elizabeth S. Bennett	8,484	*
Charles C. Brockett	79,457	1.44%
Thomas J. Chmelik	102,865	1.86%
Jeff W. Dick	139,265	2.52%
Darrell Green	11,903	*
Paul Thomas Haddock	15,895	*
Patsy I. Rust	18,519	*
Terry M. Saeger	30,340	*
Directors, director nominees and executive officers as a group	406,728	7.35%

* Percentage of ownership is less than 1% of the Company's outstanding shares of common stock.

(1) With respect to directors, director nominees and executive officers, includes shares held directly, as well as shares held jointly with family members, shares held in retirement accounts, held in a fiduciary capacity, held by certain of the individual's family members, or held by trusts of which the individual is a trustee, with respect to which shares the individual may be deemed to have sole or shared voting and/or investment powers. Also includes unvested restricted shares that may be voted by such persons.

EXECUTIVE COMPENSATION

The following table sets forth summary information concerning compensation for 2017 and 2016 awarded to, earned by, or paid to Jeff W. Dick, Chairman and Chief Executive Officer, and Thomas J. Chmelik, Executive Vice President and Chief Financial Officer. Messrs. Dick and Chmelik received perquisites and other personal benefits in addition to other compensation during the periods stated. The aggregate amounts of these perquisites and other personal benefits for each individual, however, did not exceed $10,000 in either year and, therefore, have been omitted.

Summary Compensation Table

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Jeff W. Dick *Chairman, & Chief Executive Officer*	2017 2016	$385,185 $367,510	$75,000 $150,250	$75,000 --	-- --	-- --	-- --	-- --	$535,185 $517,760
Charles C. Brockett President	2017	$261,748	--	$100,000					$361,748
Thomas J. Chmelik *Executive Vice President & Chief Financial Officer*	2017 2016	$275,147 $262,522	-- --	$100,000 $108,750	-- --	-- --	-- --	-- --	$375,147 $371,272

The table below includes information with respect to all unexercised options and unvested restricted stock awards held by the named executive officers at December 31, 2017.

Outstanding Equity Awards at Fiscal 2017 Year-End

	Option Awards					Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercise d Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) (1)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($) (2)
Jeff W. Dick	--	--	--	--	--	--	--	4,291	$75,178
Charles C. Brockett	--	--	--	--	--	--	--	13,721	$240,392
Thomas J. Chmelik	--	--	--	--	--	--	--	12,307	$215,619

(1) Reflects current ownership of shares of restricted stock granted in 2015, 2016 and 2017 each of which vests in equal increments over a period of three years from the date of grant.
(2) The amounts in this column represent the fair market value of the restricted stock as of December 31, 2017, based on the closing market price of the Company's stock on that date, which was $17.52 per share.

Employment Agreements

The Company and the Bank have entered into employment agreements with our Chief Executive Officer, Chief Financial Officer and President to secure their services in the highly competitive financial institution industry. The agreements are intended to balance each executive's goals relative to the interests of the Company and its shareholders.

Term. For purposes of this summary, each of the agreements is an "Agreement." Mr. Dick's Agreement provides for his employment as Chief Executive Officer of the Bank, Mr. Chmelik's Agreement provides for his employment as Executive Vice President and Chief Financial Officer of the Bank, and Mr. Brockett's Agreement provides for his employment as President of the Bank. Each Agreement will automatically renew for successive two year terms unless sooner terminated or not extended.

Compensation. Under the Agreements, Messrs. Dick, Chmelik and Brockett are entitled to initial base salaries of $367,510, $262,522 and $265,000, respectively, subject to annual review and increases based on each individual's performance during the preceding year and other relevant factors. Messrs. Dick, Chmelik and Brockett are eligible to receive either an annual cash bonus in an amount, if any, determined by the Board of Directors in its discretion or an annual performance-based incentive bonus under the Company's executive incentive plan (or any successor plan). Messrs. Dick, Chmelik and Brockett are also eligible to participate in any deferred compensation program, supplemental executive retirement plan or similar plan that the Company may implement for its senior executives.

Under the Agreements, Messrs. Dick, Chmelik and Brockett are entitled to participate in all employee benefit plans and programs available to other executives and in medical, dental, life and disability plans. The Bank is also required to maintain a group term insurance policy on the life of each of Messrs. Dick, Chmelik and Brockett in an amount equal to two times his base salary under the Virginia Bankers Association group term life insurance program.

Under his Agreement, Mr. Brockett was awarded 10,000 shares of Company common stock. These shares will become earned and non-forfeitable at the rate of 20% per year upon the anniversary of the executive's date of employment with the Bank during periods of continued employment with the Bank; provided that such awards will become immediately vested upon a "Change of Control" (as defined in Mr. Brockett's Agreement) of the Bank or the Company.

Clawback. In each Agreement, the executive agrees that any incentive compensation (as determined by the Bank) that the executive receives is subject to repayment, or a "clawback," to the Bank as required by federal law and on such basis as the Bank determines.

Section 409A. It is the intent of the parties that payments and benefits under the Agreements comply with Section 409A of the Internal Revenue Code. The Agreements will be construed in a manner consistent with the requirements for avoiding taxes or penalties under that Section.

Company Guaranty. Notwithstanding anything in the Agreements to the contrary, the Company has guaranteed to make all payments of funds due and payable to each of Messrs. Dick, Chmelik and Brockett as set forth in the Agreements and to perform any and all financial obligations of the Bank set forth in the Agreements to the extent that the Bank may fail to make such payments or perform such obligations. Any payments made by the Company shall be subject to and conditioned upon compliance with applicable federal law and regulations.

Potential Payments Upon Termination or Change of Control. Under each Agreement, if Mr. Dick, Mr. Chmelik or Mr. Brockett is terminated "Without Cause" (as defined in the Agreements) or terminates his employment "For Good Reason" (as defined in the Agreements), whether or not the termination is related to a change of control, then the executive will receive a lump sum payment equal to the greater of: (1) the sum of his then current base salary for one year plus the average of any annual bonus payments made to the executive during the three-year period ending on the date of termination; or (2) the sum of his then current base salary for the balance, if any, of the initial term of the Agreement, plus the average of any annual bonus payments made to the executive during the three-year period ending on the date of termination; or (3) 299% of his "annualized includible compensation for the base period" as defined in Internal Revenue Code Section 280G. In addition, all of the executive's unvested equity awards previously received as compensation that have not been forfeited, exercised or settled will immediately vest. All other benefits cease upon termination.

If either Mr. Dick, Mr. Chmelik or Mr. Brockett is terminated "For Cause" (as defined in the Agreements) or terminates his employment other than "For Good Reason" (as defined in the Agreements), his compensation and benefits will cease upon termination, provided that the Bank will pay the executive any accrued but unpaid compensation, including any accrued unpaid annual bonus, which otherwise would have been payable to the executive through the date of termination.

Confidentiality; Covenants Not to Compete and Solicit. Each Agreement contains provisions prohibiting Messrs. Dick, Chmelik and Brockett from using, disseminating, disclosing or publishing confidential information about customers, businesses and services of the Bank. Each of Messrs. Dick, Chmelik and Brockett has also agreed that during his employment and for a period of 12 months from and after the date he ceases to be employed by the

Bank, he will not (i) be employed by a "Competitive Business" (as defined in the Agreements) within a 35-mile radius of any office operated by the Bank; (ii) solicit any depositors or other customers of the Bank to make deposits in or become customers of any other financial institution conducting a Competitive Business; or (iii) knowingly induce any individuals to terminate their employment with the Bank. If Mr. Dick, Mr. Chmelik or Mr. Brockett violates the confidentiality, non-compete or non-solicitation provisions of his Agreement, then he will not be entitled to receive any additional post-termination compensation payable under his Agreement, and none of his outstanding unvested equity awards will be eligible for accelerated vesting. In addition, if the violation occurs within twelve months following the date of termination, the executive will be required to repay any post-termination compensation received by him under the Agreement and all vested stock previously received as compensation, and any outstanding equity awards previously received as compensation will be forfeited.

2016 Equity Incentive Plan

In 2016, the Board of Directors of the Bank adopted, and the Bank's shareholders subsequently approved, the MainStreet Bank 2016 Equity Incentive Plan (the "Equity Incentive Plan"), to provide officers, other selected employees and directors of the Bank with additional incentives to promote the growth and performance of the Bank. By approving the Equity Incentive Plan, shareholders provided us with additional flexibility to continue to attract, retain, incent and reward highly qualified personnel by offering a compensation program that is further linked to the performance of our common stock. The Equity Incentive Plan is intended to further align the interests of Equity Incentive Plan participants with the interests of our shareholders by potentially increasing the ownership interests of the participants in the common stock of the Bank.

Subject to permitted adjustments for certain corporate transactions, the Equity Incentive Plan authorizes the issuance of up to 200,000 shares of common stock. Shares of common stock may be issued under the Equity Incentive Plan pursuant to grants of incentive stock options, non-qualified stock options and restricted stock awards. Of this number, the maximum number of shares of common stock that may be issued under the Equity Incentive Plan pursuant to the exercise of stock options is 200,000 shares, reduced by the number of shares issued upon the vesting of restricted stock awards, and the maximum number of shares of common stock that may be issued as restricted stock awards is 200,000 shares, reduced by the number of shares issued upon the exercise of stock options.

The Equity Incentive Plan is administered by the Compensation Committee, who are disinterested board members (the "Committee"). The Committee has full and exclusive power within the limitations set forth in the Equity Incentive Plan to make all decisions and determinations with respect to: (i) selecting participants and granting awards; (ii) establishing the terms and conditions relating to each award; (iii) adopting rules, regulations and guidelines for carrying out the Equity Incentive Plan's purposes; and (iv) interpreting the provisions of the Equity Incentive Plan.

Pursuant to the reorganization agreement in connection with the Bank's formation of the Company as its bank holding company, the terms and conditions of the Equity Incentive Plan were converted into and deemed to be the terms and conditions of a substantially identical holding company incentive compensation plan.

Employees and outside directors of the Company or its subsidiaries or any future parent company are eligible to receive awards under the Equity Incentive Plan.

The Committee may determine the type and terms and conditions of awards under the Equity Incentive Plan, which must be set forth in an award agreement delivered to each participant. Awards may be granted as incentive stock options, non-qualified stock options, restricted stock awards or any combination thereof, as follows:

Stock Options. A stock option gives the option recipient the right to purchase shares of common stock at a specified price for a specified period-of-time. The exercise price may not be less than the fair market value of the common stock on the date the stock option is granted.

Stock options are either "incentive" stock options or "non-qualified" stock options. Incentive stock options may provide certain tax advantages for employee recipients and must comply with the requirements of Section 422 of the Internal Revenue Code. Only employees are eligible to receive incentive stock options. Shares of common stock purchased upon the exercise of a stock option must be paid for in full at the time of exercise: (i) either in cash or with stock valued at fair market value as of the day of exercise; (ii) by a "cashless exercise" through a third party; (iii) by a net settlement of the stock option using a portion of the shares issuable as payment of the exercise price of the stock option; (iv) by personal, certified or cashiers' check; (v) by other property deemed acceptable by the Committee; or (vi) by a combination of the foregoing. Stock options are subject to vesting conditions and restrictions as determined by the Committee.

Restricted Stock. A restricted stock award is a grant of common stock, subject to vesting requirements, to a participant for no consideration or minimum consideration as may be required by applicable law. Restricted stock awards under the Equity Incentive Plan are to be granted only in whole shares of common stock and are subject to vesting conditions and other terms and conditions established by the Committee as set forth in the Equity Incentive Plan or the award agreement. Awards are evidenced by award agreements approved by the Committee, which will set forth the terms and conditions of each award. Unless otherwise determined by the Committee, the recipient of a restricted stock award may exercise any voting rights with respect to common stock subject to an award prior to such award being earned. Unless the Committee determines otherwise, any dividends or distributions declared and paid with respect to shares subject to a restricted stock award will be distributed to the participant within 30 days of the respective dividend payment date, subject to applicable tax withholding; provided, that in the event of the forfeiture of such award, all future dividend rights shall cease.

Prohibition Against Option Repricing. The Equity Incentive Plan provides that neither the Committee nor the Board is authorized to make any adjustment or amendment that reduces or would have the effect of reducing the exercise price of a stock option that has been previously granted unless such action is approved by a vote of the shareholders.

Change in Control. Unless otherwise stated in an award agreement, upon the occurrence of a "Change in Control" (as defined in the Equity Incentive Plan) of the Company or the Bank, all outstanding stock options then held by a participant will become fully exercisable, and all restricted stock awards will be fully earned and vested.

Retirement Benefits.

The Company maintains a voluntary, contributory 401(k) plan for employees and, starting January 1, 2010, began providing a company match for employee contributions of 3% of the first 3% of the salary and 0.5% of the next 2% of the salary.

PROPOSAL TWO -
APPROVAL OF AMENDMENT TO THE ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK

The Articles of Incorporation currently authorize the issuance of up to 7,500,000 shares of common stock. As of March 31, 2018, a total of 5,627,232 shares of common stock were issued and outstanding or reserved for issuance, as described below:

- 5,533,605 shares were issued and outstanding; and
- 91,627 shares were reserved for issuance under the Company's Equity Incentive Plan.

As a result, as of March 31, 2018, approximately 1,872,768 shares of common stock were available for future issuance.

As of the date of this proxy statement and except as described above, we have no understandings, agreements or commitments to issue common stock or to reserve additional common shares for issuance under equity incentive plans.

At its meeting on February 18, 2018, our Board of Directors considered the limited number of available common shares and unanimously voted to adopt and recommend for shareholder approval an amendment to the Articles of Incorporation increasing the authorized shares of common stock from 7.5 million shares to 10 million shares. The adoption of this amendment to the Articles of Incorporation is subject to the approval by the Company's common shareholders by the vote of a majority of the votes entitled to be cast by the holders of the Company common stock.

The Board of Directors believes that it is advisable to have a greater number of authorized shares of common stock available for issuance in connection with acquisitions and mergers, public or private financing, and various general corporate programs and purposes.

We may from time to time consider acquisitions and mergers as opportunities arise, stock splits and public or private financings to provide us with capital, any or all of which may involve the issuance of additional shares of common stock or securities convertible into shares of common stock. It is widely expected that consolidation of the financial institution industry will continue and may accelerate. Also, additional shares of common stock may be necessary to meet anticipated future obligations of our stock-based compensation and employee benefit plans, under which we may grant future equity awards to our officers, other employees and directors. We believe that these benefit plans are critical to retaining our current management team and attracting additional management talent.

The Board of Directors believes that having the authority to issue additional shares of common stock will avoid the possible delays and significant expense of calling and holding an additional special meeting of shareholders to increase the authorized common shares at a later date and will enhance its ability to respond promptly to opportunities for acquisitions, mergers, stock splits and additional financings. Such a delay may result in our inability to consummate a desired transaction under a required deadline. By having additional common shares authorized, we can be prepared to act quickly as opportunities arise.

If the proposed amendment to our Articles of Incorporation is approved, the additional authorized shares of common stock may be issued for such consideration, cash or otherwise, at such times and in such amounts as the Board of Directors may determine without further shareholder approval, except to the extent that shareholder approval is required by applicable laws, rules or regulations. Under the Virginia Stock Corporation Act, the Company's shareholders must approve a share issuance in connection with an individual merger or combination that is greater than 20 percent of the total number of shares of the Company on a pre-transaction basis.

The authorization of additional shares of common stock will not, by itself, have any effect on the rights of present shareholders. The additional 2,500,000 shares to be authorized will be a part of the existing class of common stock and, if-and-when issued, would have the same rights and privileges as the shares of common stock presently authorized issued and outstanding. Shareholders do not have preemptive rights to subscribe for or purchase additional shares of common stock. Accordingly, the issuance of additional shares of common stock for corporate purposes other than a stock split or stock dividend could have a dilutive effect on the ownership and voting rights of shareholders at the time of issuance.

The full text of the proposed amendment to our Articles of Incorporation is attached as Appendix A to this proxy statement.

If the proposed amendment is approved, the number of authorized shares of common stock will be increased and the Board of Directors will have the right to issue, without further shareholder approval, an additional 2,5000,000 shares of common stock. If approved, the proposed amendment will be effective upon the filing of articles of amendment with the State Corporation Commission of the Commonwealth of Virginia promptly after the Special Meeting.

The Board of Directors recommends a vote "FOR" approval of the amendment to the Articles of Incorporation to increase the number of authorized shares of common stock. Proxies solicited by the Board will be so voted unless shareholders specify otherwise in their proxies.

PROPOSAL THREE -
RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITOR

The Audit Committee has appointed YHB as the Company's independent auditor for the fiscal year ending December 31, 2018, subject to shareholder ratification at the Annual Meeting. YHB also served as independent auditor for the fiscal year ended December 31, 2017. In the event that the appointment of YHB is not ratified by shareholders at the Annual Meeting, the Audit Committee will consider making a change in the independent auditor for 2018.

Representatives of YHB are expected to be present at the Annual Meeting, will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to any appropriate questions.

The Board of Directors recommends a vote "FOR" ratification of the appointment of Yount, Hyde, and Barbour, P.C. as the Company's independent auditor for the fiscal year ending December 31, 2018.

Shareholder ratification of the selection of YHB as our independent auditor is not required by our Bylaws or other applicable legal requirements. However, the Audit Committee is submitting the selection of YHB to our shareholders for ratification as a matter of good corporate practice. In the event shareholders fail to ratify the appointment, the Audit Committee may reconsider this appointment. Even if the appointment is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent accounting firm at any time during the year if the Audit Committee determines that such a change would be in our and the shareholders' best interests.

As to ratification of the independent auditors, the proxy card being furnished by the Board of Directors enables a shareholder to: (i) vote "FOR" the proposal; (ii) vote "AGAINST" the proposal; or (iii) "ABSTAIN" from voting on the proposal. Ratification of the independent public accounting firm must be approved by the affirmative vote of a majority of the shares voted at the Annual Meeting, without regard to broker non-votes or proxies marked "ABSTAIN."

Audit Fees and Other Matters

YHB served as the independent auditor of the Bank and the Company (upon its formation as the holding company of the Bank) for the year ended December 31, 2017, and as the Bank's independent auditor for the year ended December 31, 2016. YHB provided audit services to the Company and the Bank consisting of the annual audit of the 2016 and 2017 financial statements.

Fee Category	Fiscal Year 2016	% of Total	Fiscal Year 2017	% of Total
Audit Fees	$ 78,438	87%	$ 73,468	75%
Audit-Related Fees	$ --	--%	$ 11,430	11%
Tax Fees	$ 11,600	13%	$ 13,500	14%
Total Fees	$ 90,038	100%	$ 98,398	100%

YHB did not provide any services related to the financial information systems design and implementation to the Company or the Bank during 2016 and 2017.

Audit Fees

These are fees related to professional services rendered in connection with the audit of the Company's and the Bank's annual financial statements and accounting consultations that relate to the audited financial statements and are necessary to comply with generally accepted auditing standards.

Tax Fees

These are fees billed for professional services related to tax compliance, tax advice and tax planning, including services provided in connection with assistance in the preparation and filing of tax returns, as required.

Policy on Pre-approval of Audit and Permissible Non-audit Services

The Audit Committee has considered whether the provision of non-audit services is compatible with maintaining the independence of YHB. The Audit Committee is authorized to pre-approve all audit and permissible non-audit services provided by the independent accountants. These services may include audit services, audit-related services, tax services and other services. Pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The independent accountants and management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent accountants in accordance with this pre-approval, and the fees for the services performed to date. The Audit Committee may also pre-approve particular services on a case-by-case basis. In assessing requests for services by the independent auditors, the Audit Committee considers whether these services are consistent with the auditors' independence, whether the independent auditors are likely to provide the most effective and efficient service based upon their familiarity with the Company, and whether the service could enhance the Company's ability to manage or control risk or improve audit quality. For 2015 and 2016, non-audit services included only those services described above. All of these services and related fees were approved in advance by the Audit Committee.

MARKET PRICE AND DIVIDEND DATA FOR COMMON STOCK

The Company's common stock is traded on the OTCQX marketplace maintained by the OTC Markets Group (the "OTCQX") under the symbol "MNSB." The OTCQX is an inter-dealer quotation and trading system. To be traded on this tier, companies must undergo qualitative review by OTC Markets Group and, among other things, post financial information with OTC Markets Group.

The following quoted high and low sales prices reflect inter-dealer prices, without adjustments for retail markups, markdowns, or commissions and may not represent actual transactions. The market prices represent highs and lows reported during the quarterly period.

	Close Sales Price		Cash Dividends
	High	**Low**	**Declared**
Fiscal Year Ending March 31, 2018			
First Quarter………………………………………..	$ 22.00	$ 17.45	--
Fiscal Year Ended December 31, 2017			
First Quarter……………...………………………...	$ 17.50	$ 14.70	--
Second Quarter……………………………………..	16.60	16.00	--
Third Quarter……………………………………….	16.60	15.86	--
Fourth Quarter……………………………………...	18.00	16.16	--
Fiscal Year Ended December 31, 2016			
First Quarter……………...………………………...	$ 12.35	$ 11.95	--
Second Quarter……………………………………..	12.10	11.08	--
Third Quarter……………………………………….	12.75	11.65	--
Fourth Quarter……………………………………...	14.20	12.60	--

We do not have knowledge of the prices paid in all transactions and have not verified the accuracy of those prices that have been reported. Because of the lack of an established market for our common shares, these prices may not reflect the prices at which the common stock would trade in an active and liquid market.

There can be no assurance as to future dividends because they are dependent on our future earnings, capital requirements and financial condition. Banking regulations limit the amount of dividends that may be paid by the Bank and the Company without prior regulatory approval.

We may pay dividends out of legally available funds as and when determined by our Board of Directors after consideration of our earnings, general economic conditions, our financial condition and other factors as may be appropriate in determining dividend policy. Since its inception, the Bank has retained its profits to support growth and has not paid any dividends on its common stock. At present, the Company intends to retain any future earnings to support long-term growth. Holders of the Company's common stock are entitled to receive and share equally in any dividends, if, when and as declared by our Board of Directors.

The Federal Reserve Board is authorized to determine under certain circumstances relating to the financial condition of a bank that the payment of dividends would be an unsafe and unsound practice and to prohibit payment thereof pursuant to Federal Reserve Board Regulation H. Under that regulation, a member bank may not declare or pay a dividend if the total of all dividends declared during the calendar year, including the proposed dividend, exceeds the sum of the Company's net income during the current year and the retained net income of the prior two years, unless the dividend has been approved in advance by the Federal Reserve Board. In addition, a member bank may not declare or pay a dividend if the dividend would exceed the bank's undivided profits as reportable on its report of condition and income, unless the bank has received the prior approval of the Federal Reserve Board and at least two-thirds of the shareholders of each class of stock outstanding.

Virginia law also restricts a bank's ability to pay cash dividends. Virginia banking regulations prohibit the Company from paying dividends until any deficit in capital funds originally paid in shall have been restored by earnings to their initial level, and, furthermore, no dividend can be declared by the Company which would impair the paid-in capital. The dividend policy of the Company is subject to the discretion of the Board of Directors and depends upon a number of factors, including earnings, financial condition, cash needs and general business conditions, as well as applicable regulatory considerations. Based on our current plans, we do not anticipate paying cash dividends in the foreseeable future.

FINANCIAL INFORMATION

The Bank is required to file periodic financial and other information with its federal bank regulators. On a quarterly basis, the Bank files a Consolidated Report of Condition and Income, generally referred to as a call report, which includes unaudited financial information. The report can be obtained through the following link located at the FDIC's Internet website: *https://www2.fdic.gov/call_tfr_rpts*.

To request a complete set of the Company's audited consolidated financial statements for the year-ended December 31, 2017, please call Thomas Chmelik at (703) 481-4567.

OTHER MATTERS

The Board of Directors is not aware of any business to come before the Annual Meeting other than those matters described above in this Proxy Statement and matters incident to the conduct of the Annual Meeting. Properly executed proxies in the accompanying form that have not been revoked confer discretionary authority on the persons named therein to vote at the direction of a majority of the Board of Directors with respect to matters incident to the conduct of the Annual Meeting and with respect to any other matter presented to the Annual Meeting if notice of such matter has not been delivered to the Company in accordance with the Articles of Incorporation and Bylaws, which provide an advance notice procedure for certain business to be brought before an annual meeting of shareholders. If a shareholder notifies the Company of such shareholder's intent to present a proposal at the Annual Meeting not in accordance with such procedures, the persons named in the accompanying proxy may exercise discretionary voting authority, as determined by a majority of the Board of Directors, if the proposal is raised at the Annual Meeting without any discussion of the matter in this Proxy Statement.

The cost of solicitation of proxies will be borne by the Company. The Company will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy material to the beneficial owners of Common Stock. In addition to solicitations by mail, directors, officers and regular employees of the Company and the Bank may solicit proxies personally, by telegraph or telephone without additional compensation.

APPENDIX A

The Board of Directors of MainStreet Bancshares, Inc. (the "Company") has duly adopted the following resolution amending Article III.1. of the Articles of Incorporation:

RESOLVED, that having determined that an increase in the authorized Common Stock to 10,000,000 shares is in the best interest of the Company and its shareholders, and subject to consideration by and approval of the Company's shareholders, Article III.1. be amended to read as follows:

1. *Number*. The aggregate number of shares of stock which the Company shall have the authority to issue, and the par value per share, is as follows:

Class	Number of Shares	Par Value
Common Stock	10,000,000	$4.00
Preferred Stock	2,000,000	$1.00