

**Bank of The James**  
**Nominating Committee Charter**

The Board of Directors of BANK OF THE JAMES FINANCIAL GROUP, INC. (“Financial”) hereby constitutes and establishes a Nominating Committee with authority, responsibility, and specific duties as set forth in this Charter.

**Section I. Nominating Committee Membership**

Financial’s Nominating Committee shall be comprised of not less than three Directors who are independent of management or any firms hired for accounting, tax, consulting or advisory services. The Board of Directors shall appoint the members of the Nominating Committee annually.

Only directors who are independent as defined in by Rule 10A-3 of the rules promulgated under the Securities Exchange Act of 1934 and the applicable NASDAQ Listing Rules may serve on the Nominating Committee. Generally, an independent director is free of any relationship that could influence his or her judgment as a committee member. An independent director may not be associated with a major customer of Financial or any of its subsidiaries. When there is any doubt about independence, the director should recuse himself or herself from any decisions that might be influenced by that relationship.

The Nominating Committee shall report to the Board. A majority of the members of the Nominating Committee shall constitute a quorum.

**Section II. Purpose and Authority**

The Nominating Committee is established for the purposes of (1) identifying individuals qualified to become Board members; (2) selecting the director nominees for the next annual meeting of shareholders; (3) assisting the Board in the event of any vacancy on the Board by identifying individuals qualified to become Board members, and recommending to the Board qualified individuals to fill any such vacancy and (4) annually recommending to the Board nominees for appointment to the committees of the Board.

**Section III. General Responsibilities**

The Nominating Committee shall have the responsibility to develop and recommend criteria for the selection of new directors to the Board. In evaluating potential nominees, the Nominating Committee will consider, among other things, share ownership, business experience and expertise, character, particular goals and needs of Financial for additional competencies or characteristics, educational background, and board experience in the context of the needs of the Board and Financial and such other criteria as the Nominating Committee shall determine to be relevant at the time. The Nominating Committee shall have the power to apply such criteria in connection with the identification of individuals to be board members, as well as to apply the standards for independence set forth in Section I and all applicable federal laws in connection with such identification process.

1. When vacancies occur or otherwise at the direction of the Board, the Nominating Committee shall actively seek individuals who the Nominating Committee determines meet such criteria and standards for recommendation to the Board.
2. The Nominating Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms, at Financial's expense.
3. The Nominating Committee shall recommend, on an annual basis, nominees for election as directors for the next annual meeting of shareholders.
4. The Nominating Committee shall make regular reports to the Board as deemed necessary.
5. The Nominating Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.