

## **JOHN MARSHALL BANK NOMINATIONS PROCESS CHARTER**

In order that the broadest viewpoints and perspectives may be brought into the evaluation of sitting directors, the decision whether to invite new directors and the determination and evaluation of potential candidates for nomination as director, the responsibility for identifying, evaluating and designating persons to stand for nomination or election as members of the Board of Directors of the Bank shall reside collectively in all of the members of the Board of Directors who are “independent directors” as defined in Rule 5605(a)(2) of The Nasdaq Stock Market, Inc. (or successor rule or the listing standards of any other securities exchange or market on which the Bank’s securities are listed or eligible for trading), and who are otherwise independent for purposes of such duties under other applicable law and regulation. Such directors are referred to in this Charter as the “Nominating Directors”.

In its determination of whether or not to recommend a director for nomination, the Nominating Directors should consider whether or not such director meets the minimum criteria for board membership based upon the individual’s honesty, integrity, reputation in and commitment to the community, judgment, personality and thinking style, willingness to invest in the Bank, residence, willingness to devote the necessary time, potential conflicts of interest, independence, understanding of financial statements and issues, and the willingness and ability to engage in meaningful and constructive discussion regarding bank issues. The Nominating Directors should also review any special expertise, for example, expertise that qualifies a person as an audit committee financial expert, and membership or influence in a particular geographic or business target market, or other relevant business experience, the candidate’s record, if any, of past service as a director of the Bank, and may consider additional factors it deems appropriate.

The Nominating Directors shall meet at such times as are established by the full Board of Directors or the Nominating Directors.

The Nominating Directors may consider director candidates nominated by shareholders, other directors, officers, employees or other sources. In general, the Nominating Directors need consider such nominees only during such times as the Bank is actively considering obtaining new directors, but the Nominating Directors shall have discretion to consider and evaluate any candidate at any time.

Candidates recommended by shareholders should be evaluated based on the same criteria as other candidates. Shareholders desiring to suggest a candidate for consideration should send a letter to the Bank’s Secretary and include: (a) a statement that the writer is a shareholder (providing evidence if the person’s shares are held in street name) and is proposing a candidate for consideration; (b) the name and contact information for the candidate; (c) a statement of the candidate’s business and educational experience; (d) information regarding the candidate’s qualifications to be director, including but not limited to an evaluation of the factors discussed above which the Board would consider in evaluating a candidate; (e) information regarding any relationship or understanding between the proposing shareholder and the candidate; (f) information regarding potential conflicts of interest; and (g) a statement that the candidate is willing to be considered and willing to serve as director if nominated and elected.

The Nominating Directors may establish reasonable rules for the conduct of meetings, subject to the requirements of this charter. In the absence of such rules, the Nominating Directors shall conduct business in accordance with the same rules and standards utilized by the full Board of Directors. The Nominating Directors may meet by conference call or in person, and also may act by unanimous consent. A majority of the Nominating Directors constitutes a quorum. Minutes of meeting of the Nominating Directors shall be kept in the same manner as minutes of the full Board of Directors.