

ATLANTIC UNION BANKSHARES CORPORATION

Nominating and Corporate Governance Committee Charter

Purpose

The primary purposes of the Nominating and Corporate Governance Committee (“Committee”) of Atlantic Union Bankshares Corporation (the “Company”) are: (1) to identify and recommend individuals to the Board of Directors (the “Board”) for nomination as members of the Board and its committees, and whenever appropriate, recommend individuals to be nominated by the Board for election by the Company’s shareholders or to be appointed to fill vacancies consistent with the Company’s Bylaws, the “Board Membership Criteria” set forth below, and the Company’s Corporate Governance Guidelines; (2) to evaluate the performance of any incumbent director when considering such person for re-election to the Board; (3) to provide guidance to the Board on a broad range of corporate governance issues; and (4) to fulfill the other responsibilities of the Committee set forth in this Charter.

Committee Membership

The Committee shall consist of three or more members of the Board. Members of the Committee shall meet the independence and qualification requirements of the federal securities laws and the applicable regulations of the Securities and Exchange Commission and The Nasdaq Stock Market LLC (“NASDAQ”).

Committee Structure and Operations

Pursuant to the Company’s Bylaws, the Board of Directors shall appoint the members of the Committee annually and shall designate one member of the Committee to serve as its chair. The Board may remove any member from the Committee at any time. The Committee shall meet in person or telephonically as frequently as it may determine but not less than once a year at such times and places determined by the Committee chair or upon mutual agreement of a majority of Committee members.

Committee Responsibilities

With respect to members of the Board of Directors, the Committee shall:

1. develop and recommend to the Board for approval the minimum qualifications and any specific qualities, expertise, or skills necessary for any of the director roles or to be considered in selecting nominees for director;
2. establish procedures for the submission and consideration of shareholder recommendations for the nomination of a person to serve on the Board consistent with applicable law and the Company’s Bylaws;
3. identify the relationship of the Company to the person submitting the recommendation

of each nominee who is not an executive officer or an incumbent director;

4. disclose the candidate recommended and the shareholder or group of shareholders recommending such candidate (provided such shareholder or group of shareholders owns more than 5% of the Company's voting stock) if the Committee declines to nominate such candidate;
5. describe the function of any third party retained for a fee to assist the Committee and disclose to the Board the fee paid to such party;
6. identify and evaluate qualified candidates for Board membership consistent with criteria approved by the Board and recommend to the Board candidates for Board membership, including whenever any vacancy on the Board exists;
7. review the Board's committee structure and composition and make recommendations to the Chairman of the Board regarding the appointment of directors to serve as committee members and committee chairmen;
8. assume any other duties or responsibilities expressly delegated to the Committee by either the Chairman of the Board or the Board of Directors from time to time;
9. develop and recommend to the Board for its approval a process for the periodic evaluation of the Board and its committees and oversee the conduct of any such evaluations;
10. review at least once a year the Company's Corporate Governance Guidelines and recommend to the Board for its approval such revisions thereto as it deems appropriate;
11. review at least once a year the Company's Code of Business Conduct and Ethics and recommend to the Board for its approval such revisions thereto as it deems appropriate;
12. review at least once a year the Company's Policy Statement on Insider Trading and recommend to the Board for its approval such revisions thereto as it deems appropriate;
13. annually review the Company's Non-Employee Director Stock Ownership Policy and approve any changes that it deems appropriate;
14. review director independence standards of the Board and, if applicable, develop and recommend to the Board for approval independence standards in addition to those required by NASDAQ, for determining whether a director has a relationship with the Company that would impair his or her independence;
15. evaluate at least annually, or more often as required, the independence of each director as determined by NASDAQ standards and any other independence standards adopted by the Board and provide a recommendation to the Board to assist the Board in its affirmative determination of such director's independence;

16. periodically evaluate the Company's orientation program for new directors and continuing education efforts for all directors and recommend to the Board such changes and updates to such programs as it deems appropriate;
17. annually assess compliance with the Company's Non-Employee Director Stock Ownership Policy; and
18. review this Charter at least once a year and recommend to the Board for its approval such revisions thereto as it deems appropriate.

Board Membership Criteria

The Committee members will work together and with the Board, as appropriate, to determine the appropriate characteristics, expertise, skills, and experience required for consideration for any potential nominee, including, for example: independence; integrity; high standards of personal and professional ethics; sound business judgment; a general understanding of finance and other disciplines relevant to the success of a publicly traded bank holding company; educational and professional backgrounds; personal accomplishments; individual qualities and attributes that will contribute to Board heterogeneity; age, gender, ethnic, and geographic diversity. The objective of the Committee's recommending any nominee or group of nominees is to put forward such persons who will help the Company remain successful and represent the shareholders' interests through the exercise of sound business judgment and the diversity of experiences. In determining whether to recommend a director for re-election, the Committee will consider the director's past attendance at meetings and his/her participation in and contribution to the activities of the Board and its committees.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other terms of retention with special counsel or other experts or consultants as it deems appropriate.

Reports of the Committee

The Committee shall summarize the actions taken at each of its meetings for submission in writing to the Board at its next regularly scheduled meeting in the form of the Committee's minutes.