



Charter of the Executive Committee of Atlantic Union Bankshares Corporation

Name

There shall be a committee of the Board of Directors (the “Board”) of Atlantic Union Bankshares Corporation (individually and together with its subsidiaries and affiliates, the “Corporation”) which shall be called the Executive Committee (the “Committee”).

Purpose

The purpose of the Committee shall be to assist the Board (1) by addressing and deciding those matters which, in the opinion of the Chairman of the Board, should not be postponed until the next meeting of the Board; (2) by addressing and deciding those matters, and performing those functions, which have been expressly delegated to the Committee by the Board; and (3) by consulting from time to time with the Chief Executive Officer of the Corporation on an advisory basis on matters deemed appropriate by the Chairman of the Board and making recommendations to the Board regarding such matters.

Committee Membership

The Committee shall consist of not less than (3) members. The Board shall appoint the members of the Committee in accordance with the Bylaws of the Corporation.

Committee Chairman

The Chairman of the Board of the Corporation shall serve as Chairman of the Committee, and he shall preside at all meetings of the Committee and have such powers and duties as shall be conferred upon him from time to time by the Board.

Meetings

Committee meetings shall be held in accordance with the provisions of the Bylaws of the Corporation. The Committee shall be governed by the quorum and voting requirements set forth for the Committee in the Bylaws of the Corporation.

Committee Authority, Duties and Responsibilities

In fulfilling its purpose, duties and responsibilities, the Committee shall have the power to do any and all acts and to exercise any and all authority during the intervals between the meetings of the Board which the Board is authorized and empowered to exercise, except as otherwise limited under applicable law, the Articles of Incorporation, the Bylaws of the Corporation or as may be limited from time to time by the Board of Directors.

The Committee shall report its activities and deliberations to the Board on a regular basis and, in any event, shall report to the Board, at the Board's next succeeding meeting, all actions taken by the Committee.

The Committee may consult with other standing committees of the Board as it deems appropriate.

To the extent consistent with the Committee's purpose, and subject to any limitations imposed by applicable law, the Articles of Incorporation, or the Bylaws of the Corporation, the Committee may from time to time:

1. Discuss, analyze, and consult with the Chief Executive Officer on issues related to the business and affairs of the Corporation, including without limitation, strategic planning, mergers and acquisitions, human resources, succession planning, and banking matters.
2. Review with management the proposed annual budget for the Corporation and the Bank and its subsidiaries, and make recommendations to the Board with respect to the adoption of the budget.
3. Monitor the succession plan for the Chief Executive Officer/Senior Management Succession.
4. Participate with the Compensation Committee in the performance evaluation of the Chief Executive Officer of the Corporation.

In addition, the Committee shall review and assess the adequacy of the Charter periodically as conditions dictate, but at least annually, and recommend any modification to this Charter to the Board for its approval or referral to the Nominating and Corporate Governance Committee, as the Board may deem appropriate.

Resources and Authority of the Committee

The Committee shall have the authority, in its discretion, without the approval of the Board or management of the Corporation, to select, retain, and obtain the advice and assistance of

Approved Atlantic Union Bankshares Corporation Board of Directors effective May 17, 2019

internal or external financial, legal, accounting or other advisors or consultants, and to hire and compensate such external advisors and consultants at the Corporation's expense; however, the Committee shall promptly notify the Board of any such retention or obtaining of advice from such advisors or consultants. The Committee shall have access to the books, records and facilities of the Corporation. The Committee may meet with employees of the Corporation and the Corporation's internal and external auditors, legal counsel, and consultants as and when it deems appropriate.

Conflicts

In the event of a conflict between this Charter and the Articles of Incorporation or the Bylaws of the Corporation, the Articles of Incorporation or the Bylaws, as applicable, shall control.