

ANNUAL MEETING OF SHAREHOLDERS OF VIRGINIA NATIONAL BANK

May 21, 2012

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE
SHAREHOLDERS MEETING TO BE HELD ON MAY 21, 2012**

A complete set of proxy materials related to Virginia National Bank's Annual Meeting to be held at the date, time and location set forth on the reverse side is available at www.vnb.com under the "Investors" tab. The materials available include the Notice of Annual Meeting of Shareholders, the Proxy Statement, the form of Proxy and the Annual Report on Form 10-K for the year ended December 31, 2011. The matters to be acted upon are below. Execution of a proxy will not affect a shareholder's right to attend the Meeting and vote in person. Any shareholder who has executed and returned a proxy may revoke it by attending the Meeting and voting in person.

Please sign, date and mail
your proxy card in the
envelope provided as soon
as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" ALL NOMINEES LISTED IN PROPOSAL 1 AND "FOR" PROPOSAL 2.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE**

1. To elect the following persons identified in the Proxy Statement as directors to serve until the next Annual Meeting of Shareholders:

- | | |
|--|--|
| <input type="checkbox"/> FOR ALL NOMINEES

<input type="checkbox"/> WITHHOLD AUTHORITY FOR ALL NOMINEES

<input type="checkbox"/> FOR ALL EXCEPT (See instructions at right) | NOMINEES:
<input type="radio"/> H. K. Benham, III _____
<input type="radio"/> Edwin T. Burton, III _____
<input type="radio"/> Steve W. Blaine _____
<input type="radio"/> Hunter E. Craig _____
<input type="radio"/> John J. Davies, III _____
<input type="radio"/> William D. Dittmar, Jr. _____
<input type="radio"/> Janet L. Dorman _____
<input type="radio"/> William Bolling Izard, Jr. _____
<input type="radio"/> Susan K. Payne _____
<input type="radio"/> Glenn W. Rust _____
<input type="radio"/> Gregory L. Wells _____
<input type="radio"/> Bryan D. Wright _____ |
|--|--|

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here ●
To cumulate your vote for one or more of the director nominee(s), write the number of votes you wish to cast in the space to the right of the nominee(s) name(s). The total number of votes you may cast is determined by multiplying the number of shares you own by the number of directors to be elected (12). If you are cumulating your vote, do not mark the circle. If you wish to cumulate your votes, you must vote by using the proxy card rather than voting by telephone or the Internet.

2. To approve the Amended and Restated Articles of Association FOR AGAINST ABSTAIN
3. To transaction such other business as may properly come before the meeting or any adjournments or postponements thereof.

This Proxy will be voted as specified. If no specification is made, this Proxy will be voted in accordance with the recommendations of the Board of Directors.

Shareholders wishing to nominate any person(s) for director must comply with the requirements outlined in the Proxy Statement under the subsection titled "Nominations for Directors" in the "ELECTION OF DIRECTORS" section.

PLEASE COMPLETE THIS PROXY ABOVE, SIGN BELOW AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder _____ Date: _____ Signature of Shareholder _____ Date: _____

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

***To Our Friends and Fellow Shareholders:
The Directors and Staff of Virginia National Bank
Cordially Invite You to Join Us for an
Informal Discussion
Immediately Following the Formal Meeting***

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VIRGINIA NATIONAL BANK

This Proxy is solicited on behalf of the Board of Directors

As an alternative to completing this form, you may enter your voting instructions by telephone at 1-800-PROXIES or via the Internet at WWW.VOTEPROXY.COM, and follow the simple instructions. Use the Company Number and Account Number shown on your proxy card.

The undersigned hereby appoints Steven W. Blaine and David G. Kalergis, either of whom may act alone and with full power of substitution, as proxies, to represent and vote all shares of Common Stock of Virginia National Bank ("VNB") standing in the name of the undersigned at the Annual Meeting of Shareholders of VNB to be held on Monday, May 21, 2012, at 4:00 p.m. in Pavilions II and III of The Boar's Head Inn, 200 Ednam Drive, Charlottesville, Virginia, or any adjournment thereof, on the following matters:

(Continued and to be signed on the reverse side.)