

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

□

**VIRGINIA NATIONAL BANKSHARES CORPORATION**

**This Proxy is solicited on behalf of the Board of Directors**

**As an alternative to completing this form, you may enter your vote instruction via the Internet at [WWW.VOTEPROXY.COM](http://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, Linda W. Hitchings and Gregory L. Wells, any of whom may act alone and with full power of substitution, as proxies, to represent and vote all shares of Virginia National Bankshares Corporation (the "Company") of the undersigned at the Annual Meeting of Shareholders of the Company to be held on Friday, June 14, 2019, at 10:00 a.m. at the Omni Charlottesville Hotel, 212 Ridge McIntire Road, Charlottesville, Virginia 22903, or any adjournment or postponement thereof, on the following matters:

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

# ANNUAL MEETING OF SHAREHOLDERS OF VIRGINIA NATIONAL BANKSHARES CORPORATION

June 14, 2019

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE  
SHAREHOLDERS' MEETING TO BE HELD ON JUNE 14, 2019**

A complete set of proxy materials related to Virginia National Bankshares Corporation's 2019 Annual Meeting of Shareholders (the "Meeting") is available on the internet at [www.vnb.com/2019proxy](http://www.vnb.com/2019proxy). 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, 2018. The matters to be acted upon are set forth below. Execution of a proxy will not affect a registered shareholder's right to attend the Meeting and vote in person. Any registered 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" IN PROPOSAL 1,  
"FOR" PROPOSALS 2 & 4, AND "ONE YEAR" IN PROPOSAL 3.**

**PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE**

1. Election of the following persons as directors to serve until the next annual meeting of shareholders

FOR ALL NOMINEES

**NOMINEES:**

- H. K. Benham, III
- Steven W. Blaine
- William D. Dittmar, Jr.
- James T. Holland
- Linda M. Houston
- Susan K. Payne
- Glenn W. Rust
- Gregory L. Wells
- Bryan D. Wright

WITHHOLD AUTHORITY FOR ALL NOMINEES

FOR ALL EXCEPT (See instructions below)

**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: ●

2. Advisory (non-binding) approval of the Company's executive compensation. FOR  AGAINST  ABSTAIN

3. Advisory (non-binding) approval of the frequency of advisory vote on the Company's executive compensation. 1 YEAR  2 YEARS  3 YEARS  ABSTAIN

4. Ratification of the appointment of Yount, Hyde & Barbour, P.C. as the Company's independent auditors for 2019. FOR  AGAINST  ABSTAIN

5. To transact 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.**

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

**Execution of a Proxy will not affect a registered shareholder's right to attend the meeting and vote in person. Any registered shareholder who has executed and returned a Proxy may revoke it by attending the meeting and voting in person.**

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.