

**THE FREEDOM BANK OF VIRGINIA**  
**10555 Main Street, Suite 100**  
**Fairfax, Virginia 22030**  
**703-242-5300**

**TO THE SHAREHOLDERS OF THE FREEDOM BANK OF VIRGINIA:**

You are cordially invited to attend the 2017 Annual Meeting of Shareholders of The Freedom Bank of Virginia. The meeting will be held at Westwood Country Club, 800 Maple Avenue East (Grand Ballroom), Vienna, Virginia on Tuesday, June 20, 2017 at 10:00 a.m., Eastern Time. The attached Notice of Annual Meeting of Shareholders and Proxy Statement provide details of the business to be conducted at the meeting.

It is important that your shares are represented and voted at the meeting whether or not you are able to attend in person. Please complete, date, sign and return the enclosed proxy card today, even if you plan to attend the Annual Meeting. This will ensure that your vote is counted if you are unable to attend. You may also vote by telephone or over the Internet by following the instructions on the proxy card.

**For the reasons set forth in the proxy statement, the Board unanimously recommends that you vote “FOR” the election of each nominee for director and “FOR” each matter to be considered.**

Your interest and continued support of The Freedom Bank of Virginia is sincerely appreciated.



Richard C. Litman  
Chairman of the Board



Craig S. Underhill  
President and Chief Executive Officer

May 12, 2017

**THE FREEDOM BANK OF VIRGINIA**  
**10555 Main Street, Suite 100**  
**Fairfax, Virginia 22030**  
**703-242-5300**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**  
**To be held June 20, 2017**

**TO THE SHAREHOLDERS OF THE FREEDOM BANK OF VIRGINIA:**

The Annual Meeting of Shareholders of The Freedom Bank of Virginia (the "Bank") will be held at:

Westwood Country Club – in the Grand Ballroom  
800 Maple Avenue East  
Vienna, Virginia 22180

on Tuesday, June 20, 2017, at 10:00 a.m., Eastern Time, for the following purposes:

1. To elect three Class I directors to serve for a three-year term or until their respective successors have been duly elected and qualified; and
2. To ratify the appointment of Dixon Hughes Goodman LLP as the Bank's independent registered public accounting firm for the year ending December 31, 2017.

Only shareholders of record as of the close of business on April 21, 2017 are entitled to notice of and to vote at the meeting or any adjournment or postponement of the meeting.

By Order of the Board of Directors



Cynthia Carter Atwater  
*Corporate Secretary*

May 12, 2017

Please sign, date and return your proxy promptly, whether or not you plan to attend the meeting in person. No postage is required if mailed in the United States in the enclosed envelope. You may also vote by telephone or over the Internet. If your shares are not registered in your name, you will need additional documentation from your record holder in order to vote in person at the meeting. The Proxy Statement and Annual Report are available at [www.freedombankva.com](http://www.freedombankva.com).

## PROXY STATEMENT

The Freedom Bank of Virginia (the “Bank”) is providing you with these proxy materials in connection with the solicitation by and on behalf of the Board of Directors (the “Board”) of the enclosed proxy to be used at its 2017 Annual Meeting of Shareholders (the “Annual Meeting”) of the Bank. The Notice of Annual Meeting of Shareholders (the “Notice”), this Proxy Statement and the Bank’s 2016 annual report (the “2016 Annual Report”) will be mailed on or about May 12, 2017 to shareholders of record as of April 21, 2017.

## GENERAL INFORMATION

### When is the Annual Meeting?

The Annual Meeting will be held on Tuesday, June 20, 2017, at 10:00 a.m. Eastern Time.

### Where will the Annual Meeting be held?

The Annual Meeting will be held in the grand ballroom at Westwood Country Club, 800 Maple Avenue East, Vienna, Virginia 22180.

### What items will be voted on at the annual meeting?

There are two matters scheduled for a vote:

1. To elect three Class I directors to serve until their respective successors have been duly elected and qualified (**Proposal One**); and
2. To ratify the appointment of Dixon Hughes Goodman LLP (“Dixon Hughes”) as the Bank’s independent registered public accounting firm for the year ending December 31, 2017 (**Proposal Two**).

As of the date of this proxy statement, we are not aware of any other matters that will be presented for consideration at the Annual Meeting.

### What are the recommendations of the Board?

Our Board recommends that you vote:

“**FOR**” Proposal One, the election of the three Class I director nominees named herein to serve on the Board; and

“**FOR**” Proposal Two, the ratification of the appointment of Dixon Hughes as the Bank’s independent registered public accounting firm for the year ending December 31, 2017.

### Will the Bank’s directors be in attendance at the Annual Meeting?

The Bank encourages, but does not require, its directors to attend annual meetings of shareholders. However, the Bank anticipates that all of its directors will attend the 2017 Annual Meeting.

### Who is entitled to vote at the Annual Meeting?

Only shareholders of record at the close of business on the record date, April 21, 2017, are entitled to receive notice of the Annual Meeting and to vote the shares for which they are shareholders of record on that date at the Annual Meeting, or any postponement or adjournment of the Annual Meeting. As of the close of business on April 21, 2017, we had 5,579,028 shares of voting common stock outstanding and entitled to vote at the Annual Meeting. On the record date, we also had 628,707 shares of non-voting common stock outstanding that do not have a right to vote on the matters to be voted on at the Annual Meeting.

### **How do I vote?**

With respect to Proposal One, you may either vote “FOR” each of the nominees to the Board of Directors, or you may vote “WITHHOLD AUTHORITY” for one or more of the nominees. For each of the other proposals to be voted on, you may vote “FOR” or “AGAINST,” or abstain from voting altogether. The procedures for voting are as follows:

*Shareholders of Record: Shares Registered in Your Name.* If on April 21, 2017, your shares were registered directly in your name with the Bank’s transfer agent, American Stock Transfer & Trust Company, LLC, then you are a shareholder of record. If you are a shareholder of record, you may vote in person at the Annual Meeting or vote by giving us your proxy. You may give us your proxy by completing the enclosed proxy card and returning it in the enclosed postage-prepaid envelope, or by calling a toll-free telephone number or using the Internet as further described below and on the enclosed proxy card. **Whether or not you plan to attend the Annual Meeting, we urge you to fill out and return the enclosed proxy card or to otherwise give your proxy authorization by telephone or Internet, as specified on the proxy card, to ensure your vote is counted.** You may still attend the Annual Meeting and vote in person if you have already voted by proxy or have otherwise given your proxy authorization.

- **IN PERSON:** To vote in person, come to the Annual Meeting, and we will give you a ballot when you arrive.
- **BY MAIL:** To vote using the enclosed proxy card, simply complete, sign and date the enclosed proxy card and return it promptly in the postage pre-paid envelope provided. If you return your signed proxy card to us before the Annual Meeting, we will vote your shares as you direct.
- **BY INTERNET:** To vote by Internet, go to [www.voteproxy.com](http://www.voteproxy.com) and use the Internet to transmit your voting instructions and for the electronic delivery of information **until** 11:59 p.m. Eastern Time on June 19, 2017. Have your proxy card available when you access the website and then follow the instructions.
- **BY TELEPHONE:** To vote by telephone, call 1-800-PROXIES (1-800-776-9437) and use any touch-tone telephone to transmit your voting instructions **until** 11:59 p.m. Eastern Time on June 19, 2017. Have your proxy card available when you call the phone number above and then follow the instructions.

*Beneficial Owners: Shares Registered in the Name of a Broker or Bank.* If on April 21, 2017, your shares were held in an account at a brokerage firm, bank, dealer or other similar organization, then you are the beneficial owner of shares held in “street name,” and these proxy materials are being forwarded to you by that organization. If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, you should have received a proxy card and voting instructions with these proxy materials from that organization rather than from the Bank. Simply complete and mail the proxy card to ensure that your vote is counted. Alternatively,

you may be able to vote by telephone or over the Internet as instructed by your broker or bank. To vote in person at the Annual Meeting, you must obtain a valid proxy from your broker, bank or other agent. Follow the instructions from your broker or bank included with these proxy materials, or contact your broker or bank to request a proxy card.

### **How many votes do I have?**

On each matter to be voted upon, you have one vote for each share of voting common stock owned by you as of the record date of April 21, 2017.

### **What does it mean if I receive more than one proxy card?**

If you receive more than one proxy card, your shares are registered in more than one name or are registered in different accounts. Please provide a response (by telephone, Internet or mail) for each proxy card you receive to ensure that all of your shares are voted.

### **What if I return a proxy card but do not make specific choices?**

If you return a signed and dated proxy card without marking any voting selections, your shares will be voted: “FOR” the election of the director nominees named herein to serve on the Board and “FOR” the ratification of appointment of the auditors as set forth in the accompanying Notice and further described herein.

If any other matter is properly presented at the meeting, your proxy (one of the individuals named on your proxy card) will vote your shares as recommended by the Board or, if no recommendation is given, will vote your shares using his or her discretion.

### **Can I change my vote after submitting my proxy card?**

Yes. You can revoke your proxy at any time before the final vote at the Annual Meeting. If you are the shareholder of record of your shares, you may revoke your proxy in any one of three ways:

- You may change your vote using the same method that you first used to vote your shares (by telephone, Internet or mail);
- You may send a written notice that you are revoking your proxy to The Freedom Bank of Virginia, 10555 Main Street, Suite 100, Fairfax, Virginia 22030, Attention: Cynthia Carter Atwater, Corporate Secretary; or
- You may attend the Annual Meeting and vote in person. Simply attending the Annual Meeting, however, will not, by itself, revoke your proxy.

If your shares are held by your broker or bank as a nominee or agent, you should follow the instructions provided by your broker or bank.

### **How are votes counted?**

Votes will be counted by the inspector of election appointed for the Annual Meeting, who will separately count “FOR” and “WITHHOLD AUTHORITY” votes for Proposal One, and with respect to Proposal Two, “FOR,” “AGAINST” and “ABSTAIN.” A broker non-vote occurs when a nominee, such as a brokerage firm, bank, dealer or other similar organization, holding shares for

a beneficial owner, does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that proposal and has not received instructions with respect to that proposal from the beneficial owner. In the event that a broker, bank, custodian, nominee or other record holder of our common stock indicates on a proxy that it does not have discretionary authority to vote certain shares on a particular proposal, then those shares will be treated as broker non-votes with respect to that proposal. A broker or other nominee generally may vote on routine matters such as the ratification of the appointment of Dixon Hughes (Proposal Two); therefore, no broker non-votes are expected to occur in connection with Proposal Two. The election of directors (Proposal One) is considered a non-routine matter under applicable rules, and a broker or other nominee cannot vote without instructions on these non-routine matters; therefore, broker non-votes may occur in connection with Proposal One. **Accordingly, if you own shares through a nominee, such as a brokerage firm, bank, dealer or other similar organization, please be sure to instruct your nominee how to vote to ensure that your vote is counted on each of the proposals.**

If your shares are held by your broker as your nominee (that is, in “street name”), you will need to obtain a proxy form from the institution that holds your shares and follow the instructions included on that form regarding how to instruct your broker to vote your shares. Abstentions will be treated as shares present for the purpose of determining the presence of a quorum for the transaction of business at the Annual Meeting.

#### **How many shares must be present to constitute a quorum for the Annual Meeting?**

A quorum of shareholders is necessary to hold a valid meeting. A quorum will be present if one-third of the outstanding shares entitled to vote are represented by in person or by proxy at the Annual Meeting. On April 21, 2017, the record date, there were 5,579,028 shares outstanding and entitled to vote. Thus, at least 1,859,676 shares must be represented at the Annual Meeting in person or by proxy to have a quorum.

Your shares will be counted towards the quorum only if you submit a valid proxy by mail, Internet or telephone (or one is submitted on your behalf by your broker, bank or other nominee) or if you vote in person at the Annual Meeting. Abstentions and broker non-votes will be counted towards the quorum requirement.

If a quorum is not present at the Annual Meeting, or if a quorum is present but there are not enough votes to approve one or more of the proposals, the person named as chairman of the Annual Meeting may adjourn the meeting to permit further solicitation of proxies. A shareholder vote may be taken on one or more of the proposals in this proxy statement prior to any such adjournment if there are sufficient votes for approval on such proposal(s).

#### **How many votes are needed to approve each proposal?**

- For Proposal One, the nominees receiving a plurality of “FOR” votes, among votes properly cast in person or by proxy, will be elected. Consequently, votes withheld and broker non-votes will have no effect on this proposal.
- Proposal Two must receive “FOR” votes from a majority of all votes cast at the Annual Meeting, whether in person or by proxy. For purposes of the vote on this proposal, abstentions will not be counted as votes cast and will have no effect on the result of the vote, although they will be considered as being present for the purpose of determining the presence of a quorum.

**How can I find out the results of the voting at the Annual Meeting?**

The results of the voting will be read at the Annual Meeting and included in the minutes. Shareholders not attending the meeting may contact Craig Underhill c/o The Freedom Bank of Virginia, 10555 Main Street, Suite 100, Fairfax, Virginia 22030, telephone (703) 667-4161, or email: [cunderhill@freedombankva.com](mailto:cunderhill@freedombankva.com) for the results.

**Who is paying for this proxy solicitation?**

The cost of solicitation of proxies will be borne by the Bank. Solicitation will be made only by the use of mail, and if necessary, may be made in person or by telephone by officers and employees of the Bank. We anticipate that brokerage houses and other nominees, custodians, and fiduciaries will be requested to forward the proxy solicitation material to the beneficial owners of the stock held of record by such persons, and the Bank will reimburse them for their charges and expenses in this connection.

**Whom should I contact if I have any questions?**

If you have any questions about the Annual Meeting, these proxy materials or your ownership of our common stock, please contact Sherry Levensky c/o The Freedom Bank of Virginia, 10555 Main Street, Suite 100, Fairfax, Virginia 22030, telephone (703) 667-4115, or email: [slevensky@freedombankva.com](mailto:slevensky@freedombankva.com).

**PROPOSAL ONE  
ELECTION OF DIRECTORS**

The By-Laws of the Bank provide that the business and affairs of the Bank shall be managed and controlled by a Board of Directors having no fewer than five (5) and no more than twenty (20) members. By resolution of the Board, dated January 27, 2016, the size of the Board was increased from ten (10) directors to eleven (11) directors.

The Bank's Articles of Incorporation provide that the terms of office of the directors shall be staggered by dividing them into three Classes with each Class consisting of one-third of the total, as near as may be. The current directors, the Class to which they were elected and the expiration date of their terms are set forth below. If elected at our annual meeting, the term of the three Class I director nominees will expire at our annual meeting in 2020.

<u>Name</u>	<u>Class</u>	<u>Expiration of Term</u>
<b>Nominees for Director</b>		
Cynthia Carter Atwater	Class I	Annual Meeting in 2017
H. Jason Gold	Class I	Annual Meeting in 2017
Alvin E. Nashman, Ph.D.	Class I	Annual Meeting in 2017
<b>Continuing Directors</b>		
G. Thomas Collins, Jr.	Class III	Annual Meeting in 2018
Terry L. Collins, Ph.D.	Class III	Annual Meeting in 2018
Robert D. Falese, Jr.	Class III	Annual Meeting in 2018
Norman P. Horn	Class III	Annual Meeting in 2018
David C. Karlgaard, Ph.D.	Class II	Annual Meeting in 2019
Richard C. Litman	Class II	Annual Meeting in 2019
John T. Rohrback	Class II	Annual Meeting in 2019
Craig S. Underhill	Class II	Annual Meeting in 2019

**Nominees for Director**

**Cynthia Carter Atwater**

***Director***

*Cynthia Carter Atwater* (60) has served as a director of the Bank since 2003 and is the Corporate Secretary. Ms. Atwater is a Principal of Digital Benefit Advisors, Reston, Virginia and was formerly President and Chief Executive Officer of CCA Consulting, Inc. Ms. Atwater served on the Advisory Board of the Bank as both Chairman and Vice Chairman until 2003.

**H. Jason Gold**

***Director***

*H. Jason Gold* (61) has served as a director of the Bank since May 2003. Mr. Gold is a partner in Nelson Mullins Riley & Scarborough LLP's Washington D.C. office where he focuses his practice on bankruptcy, financial restructuring, and liquidations. He has served as a bankruptcy trustee for more than 25 years and has more than 30 years of experience in complex restructuring and insolvency matters in various industries. He also serves as a bankruptcy examiner and federal and state appointed receiver. Mr. Gold served as a partner with the Firm of Wiley Rein LLP, McLean, Virginia from 2002 until 2014, and as President of the Firm of Gold Morrison & Laughlin, P.C. from 1985 until 2002.

**Alvin E. Nashman, Ph.D.**

***Director***

*Alvin E. Nashman, Ph.D.* (90) has served as a director of the Bank since February 2007. Dr. Nashman was a founding director of James Monroe Bank. He served as director from 1997 to 2006 when it was acquired by Mercantile Bancshares. Dr. Nashman was Head of the Systems Group, Computer Sciences Corporation, from 1965 until his retirement in 1992.

**Recommendation of the Board**

**The Board of Directors unanimously recommends that shareholders vote “FOR” the election of each of the above nominees for Director.**

**Incumbent Directors Serving on the Board - Terms Expiring in 2018 (Class III)**

**G. Thomas Collins, Jr.**

***Director***

*G. Thomas Collins, Jr.* (71) has served as a director of the Bank since 1999. Mr. Collins is a founding and organizing director of the Bank. He has been a Certified Public Accountant since 1971 and was a former Partner at Goodman & Company, LLC, McLean, Virginia. Prior to that, Mr. Collins served as President of the accounting firm of Collins, Forbes & Company.

**Terry L. Collins, Ph.D.**

***Director***

*Terry L. Collins, Ph.D.* (71) has served as a director of the Bank since February 2007. Dr. Collins was a founding director of James Monroe Bank, where he served as a director from 1998 to 2006 when it was acquired by Mercantile Bancshares. Dr. Collins is the former Chairman of the Board, CEO, and President of Argon ST, and was one of three founders of Argon Engineering Associates, Inc. (Argon Engineering). Dr. Collins served as Chairman of the Board and Chief Executive Officer of Argon Engineering from its inception in 1997 until its merger with SenSy Tech in 2004. From 1995 until 1997, Dr. Collins was the general manager of the Falls Church Division of Raytheon E-Systems. From 1989 until 1995, Dr. Collins was the President of Engineering Research Associates, a wholly owned subsidiary of E-Systems Corporation. Dr. Collins served as the senior member of the engineering management team at Engineering Research Associates from 1979 until its acquisition by E-Systems Corporation in 1989.

**Robert D. Falese, Jr.**

***Director***

*Robert D. Falese, Jr.* (69), who was appointed to the Board in January 2016, is a Consultant to Patriot Financial Partners, L.P. Mr. Falese has more than 40 years' experience in banking. Prior to joining Patriot, Mr. Falese served as Chairman for Commercial Banking for TD Bank, N.A. from 2007 to 2009; as President and CEO for Commerce Bank, N.A. (predecessor to TD Bank, N.A.) and as Executive Vice President and Chief Lending Officer of Commerce Bank, N.A. from 1992 to 2007. Prior to 1992, Mr. Falese held various Senior Management positions at Fidelity Bank, N.A. and First Pennsylvania Bank, dating back to 1969. Mr. Falese was appointed to the Board pursuant to an agreement between the Bank and funds affiliated Patriot Financial Partners GP II, LLC as part of the Bank's private placement capital raise in 2015 and 2016.

**Norman P. Horn**

***Director***

*Norman P. Horn* (85) has served as a director of the Bank since February 2007. Mr. Horn was a founding director of James Monroe Bank where he served as a director from 1997 to 2006, when

it was acquired by Mercantile Bancshares. Mr. Horn was a founding director of Bank of the Potomac, where he served as a director from 1988 until it was sold in 1995. Mr. Horn was a Principal in the accounting firm Homes, Lowry, Horn & Johnson, Ltd. until 1997.

### **Incumbent Directors Serving on the Board - Terms Expiring in 2019 (Class II)**

#### **David C. Karlgaard, Ph.D.**

##### ***Director***

*David C. Karlgaard, Ph.D.* (70) has served as a director of the Bank since February 2007. Dr. Karlgaard was a founding director of James Monroe Bank where he served as a director from 1997 to 2006 when it was acquired by Mercantile Bancshares. Dr. Karlgaard was co-founder of PEC Solutions, Inc. and served as the company's Chairman of the Board and Chief Executive Officer until it was acquired by Nortel Government Solutions in 2005. Dr. Karlgaard retired from Nortel in 2007.

#### **Richard C. Litman**

##### ***Chairman***

*Richard C. Litman* (60) has served as Chairman of the Board since February 2007. Mr. Litman was a director of the Bank of Northern Virginia from 1995 to 1996, and a founding director of James Monroe Bank where he served as a director from 1997 to 2006. Both banks were acquired. Mr. Litman holds a Juris Doctor degree, cum laude, and two advanced law degrees, including one in Forensic Science and the other, a LL.M. in Patent & Trade Regulation Law from The National Law Center of George Washington University, obtained during a post-graduate fellowship awarded by the Food and Drug Law Institute. Mr. Litman has practiced law in the region for 34 years. In 1983, he formed Litman Law Offices, Ltd, a Northern Virginia law firm handling matters involving Intellectual Property and Technology Law. It was acquired in 2013 by Becker & Poliakoff, PA.

#### **John T. Rohrback**

##### ***Vice Chairman***

*John T. Rohrback* (71) has served as a director of the Bank since August 2004 and Vice Chairman since August 2013. He served as Chief Executive Officer of the Bank from 2004 to 2011. He was hired in 2001 as Executive Vice President and Senior Lending Officer. Mr. Rohrback was President and Chief Executive Officer, as well as a director of Heritage Bank from 1996 until 1999. Prior to this, Mr. Rohrback was Executive Vice President as well as a director of Hallmark Bank and Trust until its acquisition by F & M National Corporation in 1996. Mr. Rohrback began his banking career in 1965 at Signet Banking Corporation, serving in various positions including Senior Vice President and Director of Signet Bank, N.A.

#### **Craig S. Underhill**

##### ***President and Chief Executive Officer***

*Craig S. Underhill* (57) has served as director, President and Chief Executive Officer of the Bank since August 2011. He was hired in March 2007 as Executive Vice President and Chief Lending Officer before assuming his current role. Mr. Underhill is a results oriented CEO organically growing the bank 200% in the five years since becoming CEO. He built a commercial lending team at Freedom that is growing loans faster than any bank in the area while improving asset quality to among the best in the market. He expanded the branch network, which showed a

strong increase in transaction accounts as well as recruiting a proven mortgage executive in 2014 to lead Freedom's mortgage operation.

Craig has a thirty year career in commercial lending with an exemplary record of risk management and business development. During his lending career he developed a specialty in government contractor banking. His success in these areas resulted in his career progression to Chief Lending Officer with Potomac Bank of Virginia before joining Freedom Bank. Prior to that he managed the northern Virginia middle market group for M&T Bank and was a successful commercial lender and team leader with other Virginia banks before M&T. Mr. Underhill earned an MBA from George Washington University and BBA in Finance from James Madison University.

## **CORPORATE GOVERNANCE**

### **Board and Committee Meetings**

The Board generally meets on a monthly basis, holding additional special meetings as needed. During fiscal year 2016, the Board held 12 meetings. Each director attended in person or via telephone at least 75% of the meetings of the Board and each Committee on which they served. The Bank has not adopted a formal policy on Board members' attendance at its Annual Meeting of Shareholders, although all directors are encouraged to attend. All 11 directors then in office attended the Bank's 2016 Annual Meeting of Shareholders.

The Board has six standing committees: the Audit Committee; Compensation & Benefits Committee; Corporate Governance (Nomination/Proxy) Committee; Directors Loan Committee; Strategic Planning Committee; and FBV Capital Advisors Advisory Committee. Additional operational committees are composed of Board members and officers of the Bank.

#### **Audit Committee**

**Members:** Committee Chair, G. Thomas Collins, Jr. and Messrs. Falese, Horn, Litman and Karlgaard. The Audit Committee reviews internal audit functions and is responsible for adequate audit procedures to ensure and protect against improper and unsound practices, for the protection of all assets and records of the Bank. The Board approved the Audit Committee selection of a certified public accounting firm to perform an independent annual audit of the books and records of the Bank and its subsidiary. The results of the audit performed by the independent certified public accounting firm, as well as results of all examinations performed were presented to the Audit Committee and the Board. During the period from January 1, 2016 to December 31, 2016, the Audit Committee held eight meetings.

#### **Compensation & Benefits Committee**

**Members:** Committee Chair, Cynthia Carter Atwater, and Messrs. Falese, Gold, Horn, Litman, Nashman and Rohrback. The Committee provides overall guidance to the Board, recommends the level of compensation of each executive officer and officers of the Bank to the Board and makes recommendations for the remuneration and benefits of the employees of the Bank. During the period from January 1, 2016 to December 31, 2016, the Compensation & Benefits Committee met three times.

#### **Corporate Governance (Nomination/Proxy) Committee**

**Members:** Committee Chair, Terry L. Collins, Messrs. Gold, Horn, Karlgaard, Litman, Rohrback and Underhill. The Committee is responsible for, among other things, evaluating the efforts of the Bank to maintain effective corporate governance practices and conducting the

search for, evaluation of, and proposing to the Board, qualified, competent, and worthy candidates, from which the Board makes its selections for either the Board or the Advisory Board.

Qualification for consideration as a director nominee may vary according to the particular areas of expertise being sought as a complement to the existing Board composition. The committee may, at its discretion, consider candidates proposed by shareholders of the Bank. Such recommendations must include financial and biographical information, and an indication of the consent of the proposed nominee to serve. During the period from January 1, 2016 to December 31, 2016, the Corporate Governance (Nomination/Proxy) Committee held two meetings.

**Directors Loan Committee**

**Members:** Committee Chair, Richard C. Litman and Messrs. Horn, Nashman, Rohrback and Underhill. The Directors Loan Committee generally meets weekly and reviews loan requests within the Committee's authority. During the period from January 1, 2016 to December 31, 2016, the Directors Loan Committee met 45 times.

**Strategic Planning Committee**

**Members:** Committee Chair, H. Jason Gold and Ms. Atwater, Messrs. Litman, Nashman, Rohrback and Underhill. The Strategic Planning Committee met three times during 2016.

**FBV Capital Advisors Advisory Committee**

**Members:** Committee Chair, Craig S. Underhill and Messrs. Terry Collins, Karlgaard, Litman and Nashman. The Advisory Committee was formed in 2013 and met five times during 2016.

## **REPORT OF THE COMPENSATION & BENEFITS COMMITTEE**

The Compensation & Benefits Committee of the Bank is responsible for recommending the level of compensation of each executive officer of the Bank to the Board. The President & CEO does not participate in any Board or Compensation & Benefits Committee discussions related to his compensation and does not vote on his compensation. He does recommend salary levels for the Bank's other executive officers. The Board makes the ultimate determination of the compensation for these individuals.

The Committee uses salary information from the Virginia Bankers Association's salary and benefits surveys as well as publicly available information from local banks in determining the compensation and benefits for employees. In addition to those materials, for 2016 the board also commissioned an independent compensation survey of Washington, D.C area banks for both executive compensation and board compensation.

### THE MEMBERS OF THE COMPENSATION & BENEFITS COMMITTEE

Cynthia Carter Atwater, Chair  
Robert D. Falese, Jr.  
H. Jason Gold  
Norman P. Horn  
Richard C. Litman  
Alvin E. Nashman  
John T. Rohrback

## EXECUTIVE OFFICERS

Set forth below is information with respect to the current executive officers of the Bank and their relevant business experience:

### **Craig S. Underhill**

#### **President and Chief Executive Officer**

See “Proposal One: Election of Directors” for information about Mr. Underhill, who is a director nominee (Class II).

### **C. Kevin Curtis**

#### **Executive Vice President, Chief Lending Officer**

Kevin Curtis (55) has served as Executive Vice President, Chief Lending Officer since March 2013; prior to that date, he served as Executive Vice President, Corporate Banking since joining the Bank in October 2012. Before joining the Bank, Mr. Curtis served as the Virginia President for WashingtonFirst Bank. Mr. Curtis has over 20 years of experience in commercial banking in northern Virginia.

### **Karin M. Johns**

#### **Executive Vice President, Chief Accounting Officer**

Karin M. Johns (64) has served as Executive Vice President, Chief Financial Officer since 2003. Ms. Johns was hired as Senior Vice President and Cashier in July 2001. Ms. Johns is responsible for day-to-day financial management of the Bank, its investment portfolio, and oversees IT operations. Ms. Johns has more than 35 years of experience in community banking and regional banking.

### **Sally T. Siveroni**

#### **Executive Vice President, Chief Credit Officer**

Sally T. Siveroni (51) has served as Senior Vice President, Chief Credit Officer since July 2014; prior to that date, she served as Vice President and Portfolio Manager since December 2008, underwriting credit for the Bank. Mrs. Siveroni has more than 20 years of commercial banking experience, having served as Commercial Account Manager in both the Middle-Market and Professional Practices sectors, Special Assets Officer, Loan Review Officer and Credit Analyst. Beyond banking, Mrs. Siveroni served as Vice President for Finance, Development and Administration for a Washington, DC-based energy consulting firm.

### **Daniel E. Burnett, CPA – CGMA**

#### **Executive Vice President, Chief Financial Officer**

Dan Burnett (55) joined the Bank in 2015 and became a member of the Bank’s Senior Management team in December of that same year. During the past eight years prior to joining the Bank, Mr. Burnett operated his own professional consulting business, specializing in offering audit, accounting, and compliance services to both the financial institution and not-for-profit industries. Mr. Burnett is a graduate of LeMoyne College, a licensed CPA in the states of Virginia and New York and, has more than twenty-five years of experience working with financial institutions.

### **Richard A. Hutchison**

#### **Executive Vice President, Chief Mortgage Officer**

Rick Hutchison (60) is a member of the bank’s senior management team. Mr. Hutchison was previously with Virginia Heritage Bank as a Senior Executive Officer and the Chief Mortgage Officer responsible for all mortgage loan production and first trust mortgage origination. He has

over thirty-five years of banking experience in core bank and mortgage operations and over fifteen years of experience in running and building successful mortgage production platforms.

### **Employment Agreements and Potential Payments upon Termination or Change-in-Control**

In August 2010, the Bank entered into an employment agreement with the Bank's current President and Chief Executive Officer which was subsequently amended effective April 20, 2016. The agreement provides for a base salary, performance bonus, and other benefits. The agreement has an initial term of twenty-four months from the amended effective date and shall be automatically extended and renewed for an additional successive twelve months unless either party provides a written notice of non-renewal as per the agreement.

The Bank has also entered into employment agreements with certain other key employees. The agreements provide for base salary, performance bonuses and other benefits. The terms of the agreements range from one to two years with options to extend for additional one-year periods until employment is terminated under specific conditions as provided in the agreements.

### **Retirement Benefits**

The Bank has a voluntary, contributory 401(k) plan that allows eligible employees to contribute a fixed percentage of their compensation. The Board approved a discretionary profit sharing contribution of 3% of the Bank's profit to be made for the year ending December 31, 2016.

### **Stock Option and Equity Plan**

Officers, directors, employees and independent contractors of the Bank and related entities may be eligible for grants of stock options or restricted stock pursuant to the Bank's Stock Option and Equity Plan (the "Plan"). The Plan provides that 833,600 shares of the Bank's common stock have been allocated to, and will be reserved to satisfy, awards under the plan. Pursuant to the Plan, vesting shall occur automatically in the case of a "change in control" of the Bank (as defined in the Plan), in each case based on the number of years of continuous service completed by the participant.

## **INTEREST OF MANAGEMENT IN CERTAIN TRANSACTIONS**

There are no existing or proposed transactions between the Bank and its directors and executive officers other than those contemplated in the ordinary course of banking business and disclosed herein. All loans extended and commitments to lend by the Bank to such persons have been made in the ordinary course of business upon substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with unaffiliated persons and do not involve more than the normal risk of collection or present other unfavorable features.

From January 1, 2016 to December 31, 2016, the maximum outstanding credit extended to the directors and policy-making officers (and their associates) as a group was approximately \$4.64 million, which represented approximately 9.0% of the Bank's equity capital. The outstanding indebtedness under such loans on December 31, 2016 was approximately \$3.5 million, which represented approximately 7.6% of the Bank's equity capital. The credit extensions are either secured or unsecured and include direct loans to makers and indirect extensions as endorsers.

## RELATIONSHIP WITH INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Thompson, Greenspon & Co., P.C. (“Thompson Greenspon”), of Fairfax, Virginia, served as the Bank’s independent registered public accounting firm for the years ended December 31, 2016 and 2015. These services consisted primarily of the examination and audit of the Bank’s financial statements, tax reporting assistance and other auditing and accounting matters. For the year ending December 31, 2017, the Bank has appointed Dixon Hughes as its independent registered public accounting firm.

The following table presents the fees for professional audit services rendered by Thompson Greenspon for the audit of the Bank’s financial statements for years ended December 31, 2016 and 2015, and fees billed for other services rendered by Thompson Greenspon.

	<u>Year Ended December 31, 2016</u>	<u>Year Ended December 31, 2015</u>
Audit fees(1)	\$69,183	\$62,506
Audit related fees	18,611	15,290
Tax Fees(2)	7,625	11,141
All other Fees(3)	12,951	4,657
Total	<u>\$108,370</u>	<u>\$84,633</u>

- (1) Audit fees consist of fees incurred in connection with the audit of our annual financial statements and the review of the interim financial statements included in our quarterly reports filed with the Federal Reserve Board.
- (2) Tax fees consist of fees incurred in connection with tax compliance, tax advice and tax planning services.
- (3) All other fees relate to a variety of different accounting issues.

All of the above services were pre-approved by the Bank’s Audit Committee. The Audit Committee considers the provision of all of the above services to be compatible with maintaining the independence of the Bank’s independent registered public accounting firm, Thompson Greenspon.

## **REPORT OF THE AUDIT COMMITTEE**

The Audit Committee assists the Board in overseeing and monitoring the integrity of the Bank's financial reporting process, its compliance with legal and regulatory requirements and the quality of its internal and external audit processes.

Management is responsible for the preparation, presentation and integrity of the Bank's financial statements, accounting and financial reporting principles, internal controls and procedures designed to ensure compliance with accounting standards, applicable laws and regulations. The Audit Committee serves a board-level oversight role. Drawing upon its members' experience in business, financial and accounting matters, it provides advice, counsel and direction to management and the auditors.

In fulfilling its oversight responsibilities for the fiscal year 2016 financial statements:

- the Audit Committee reviewed and discussed the audited financial statements for the fiscal year ended December 31, 2016 with management and Thompson Greenspon, the Bank's independent accountants;
- the Audit Committee discussed with Thompson Greenspon the matters required to be discussed by Statement on Auditing Standards No. 114 relating to the auditors' communication with those charged with governance and Statement on Auditing Standards No. 115 relating to communicating internal control related matters identified in an audit, as necessary; and
- the Audit Committee discussed with Thompson Greenspon its independence.

The Audit Committee also considered taxation matters and other areas of oversight relating to the financial reporting and audit and tracking process.

### **THE MEMBERS OF THE AUDIT COMMITTEE**

G. Thomas Collins, Chair  
Robert D. Falese, Jr.  
Norman P. Horn  
David C. Karlgaard

**PROPOSAL TWO**  
**RATIFICATION OF APPOINTMENT OF AUDITORS**

Upon the recommendation of the Audit Committee, the Board has selected Dixon Hughes as the independent registered public accounting firm to render audit services to the Bank for the year ending December 31, 2017. Previously, Thompson Greenspon served as the Bank's independent registered public accounting firm for the years ended December 31, 2016 and 2015.

Although not required by the Bank's bylaws or applicable law, as a matter of good corporate governance the Board is requesting that shareholders ratify the appointment of Dixon Hughes as the independent registered public accounting firm for the fiscal year ending December 31, 2017. The Bank has been advised that representatives of Dixon Hughes are expected to be present at the Annual Meeting. Its representatives will have an opportunity to make a statement if so desired and will be available to respond to appropriate questions.

**Recommendation of the Board**

**The Board of Directors unanimously recommends that shareholders vote "FOR" Proposal Two, the ratification of the appointment of Dixon Hughes as the Bank's independent registered public accounting firm for the year ending December 31, 2017.**

## **SHAREHOLDER PROPOSALS FOR 2018 ANNUAL MEETING**

Any proposal to be considered for inclusion in the Bank's proxy materials in connection with the 2018 Annual Meeting must be in proper form and must be received by the Bank's Chief Executive Officer, at the Bank's principal office in Fairfax, Virginia, not less than 60 days prior to the anniversary of the date on which the Bank first mailed its proxy materials for the preceding year's annual meeting.

The proxy solicited by the Board for the 2018 Annual Meeting will confer discretionary authority to the proxy holders to vote in accordance with their best judgment on any shareholder proposal presented at the meeting if the Bank has not received proper notice of such proposal.

### **ANNUAL REPORTS**

A copy of the Bank's Annual Report for the year ended December 31, 2016 accompanies this proxy statement. Upon receipt of a written request, the Bank will furnish without charge a copy of the 2016 Annual Report. Such written requests should be directed to the Chief Financial Officer, The Freedom Bank of Virginia, PO Box 4510, Fairfax, VA 22038-4510. The Annual Report is not considered proxy-soliciting material.

### **OTHER MATTERS**

Each proxy solicited hereby also confers discretionary authority on the Board of the Bank to vote the proxy with respect to the election of any person as a director if the nominee is unable to serve or for good cause will not serve, matters incident to the conduct of the Annual Meeting, and upon such other matters as may properly come before the Annual Meeting other than the matters described above in this proxy statement. However, if any other matters should properly come before the Annual Meeting, it is intended that the proxies solicited hereby will be voted with respect to those other matters in accordance with the judgment of the persons voting the proxies.

**YOUR VOTE IS IMPORTANT! WE URGE YOU TO SIGN AND DATE THE PROXY CARD AND RETURN IT TODAY OR YOU MAY VOTE BY TELEPHONE OR ELECTRONICALLY OVER THE INTERNET BY FOLLOWING THE INSTRUCTIONS ON THE PROXY CARD.**