

**Southern National Bancorp of Virginia
And Sonabank
Compensation Committee Charter**

Purpose of Committee

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Southern National Bancorp of Virginia and Sonabank is to discharge the Board's responsibilities relating to compensation of Sonabank's directors and executives and to produce a report on compensation for inclusion in proxy statement in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC").

Committee Membership

The Committee shall consist solely of "independent directors", i.e., those directors who are neither officers nor employees of Sonabank or its subsidiaries nor have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Members of the Committee must also otherwise be "independent" under the rules of the Nasdaq Stock Market.

Members of the Committee shall be appointed by the Board. Members shall serve at the pleasure of the Board for such term or terms as the Board may determine.

Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson. The Committee may meet in person or telephonically at scheduled times and places determined by the Committee chairperson. The Committee may also take action by unanimous written consent when deemed necessary or desirable.

Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

1. To recommend Sonabank's general compensation philosophy, and to oversee the development and implementation of compensation programs.
2. To review and recommend corporate goals and objectives relevant to the compensation of the CEO and COO, to evaluate the performance of the CEO and COO in light of those goals and objectives, and to recommend the CEO's and COO's compensation level based on this evaluation
3. To provide oversight and review of Sonabank's cash and equity based incentive compensation plans, to discharge and responsibilities imposed on the Committee by these plans, and to ensure that shareholder interests are furthered by the terms of such plans.
4. To oversee regulatory compliance with respect to compensation matters.
5. To review and recommend director compensation.
6. To review organizational structure and plans for succession in the ranks of executive and senior management.
7. To prepare a recommended report, or other disclosures, required by the rules of the SEC to be included in Sonabank's annual proxy statement.
8. To perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

Delegation to Subcommittee

The committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

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 retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management.