Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. §§ 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25a of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 115, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I. Glenn W. Rust

Name of the Holding Company Director and Official

President & CEO, and Director

attest that the Annual Report of Holding Companies (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request, that an information collection is not required to respond to, an information collection unless it displays a currently valid OMB control number.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2019

Month / Day / Year

5493005LXSLNF92BF097

Reporters Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters Name, Street, and Mailing Address

Virginia National Bankshares Corporation

404 People Place

Mailing Address of the Holding Company Street / P.O. Box

Charlottesville VA 22911

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Tara Y. Harrison EVP & CFO

Name Title

434-817-8587

Area Code / Phone Number / Extension

434-817-8526

Area Code / FAX Number

tara.harrison@vnb.com

E-mail Address

www.vnbcorp

Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission? □ No □ Yes □

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report □

2. a letter justifying this request has been provided separately □

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential.”

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
Report Item

1: Annual Report

The bank holding company prepares an Annual Report on Form 10-K for its shareholders which is filed with the Securities and Exchange Commission (SEC). A copy of the report can be obtained from the SEC website or at www.vnbcorp.com, under "SEC Filings."

2a: Organizational Chart

![Organizational Chart Diagram]

2b: Branch listing as of December 31, 2019 has been verified. See following sheet.
3: Security Holders

(1) Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2019.

<table>
<thead>
<tr>
<th>(1)(a) Name</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Shares of Common Stock</th>
</tr>
</thead>
<tbody>
<tr>
<td>Hunter E. Craig</td>
<td>USA</td>
<td>240,858 8%</td>
</tr>
<tr>
<td>Charlottesville, Virginia, USA</td>
<td></td>
<td></td>
</tr>
<tr>
<td>William D. Dittmar, Jr.</td>
<td>USA</td>
<td>222,078 8%</td>
</tr>
<tr>
<td>Charlottesville, Virginia, USA</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(2) Securities holders not listed in 3(1) above with ownership, control or holdings of 5% or more with power to vote during the fiscal year ending December 31, 2019.

<table>
<thead>
<tr>
<th>(1)(a) Name</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Shares of Common Stock</th>
</tr>
</thead>
<tbody>
<tr>
<td>Banc Fund VIII L.P., and Banc Fund IX L.P.</td>
<td>USA</td>
<td>131,401 * 5%</td>
</tr>
<tr>
<td>Chicago, Illinois, USA</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

* This information is based on a non-objecting beneficial owner list as of 4/22/2019 and has not been adjusted for the 2019 stock dividend paid to the shareholders of record in July 2019.
Reconciliation and Verification Notes:
1. In the Data Action column of each branch row, enter one or more of the actions specified below.

Actions:
- Del: If the branch information is incorrect or incomplete, revise the data, enter 'Del' in the Data Action column, and the data when this information first became valid in the Effective Date column.
- Add: If a branch was newly opened, enter 'Add' in the Data Action column and the date it became valid in the Effective Date column.
- Del: If a branch was newly opened, enter 'Del' in the Data Action column and the date it became invalid in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try setting landscape orientation, page scaling, and legal sized paper.

Technical Information:
When you receive this report, make a copy for your file. See the attached instructions on this site for more information.
If you are adding this to your file system, add your notification name, city and date in the subject line of the email.

Notes:
To comply with the FR 5-30 reporting requirements, you must also submit an FR 5-30 Demote Branch Schedule for each branch with a Data Action of Change, Delete, or Add.
The FR 5-30 report may be submitted in a headline format or via the FR 5-30 Online application at: https://fr5online.federalessays.gov.

* FDIC V3.00, Office Number, and 12B08 columns are for reference only. Verification of these values is not required.
## Insiders

The following table sets forth certain information as of December 31, 2019 concerning beneficial ownership of the Company's common stock by each director and executive officer.

<table>
<thead>
<tr>
<th>(1) Name</th>
<th>City, State Country</th>
<th>(2) Principal Occupation if other than with Holding Company</th>
<th>(3)(a) Title and Position with Holding Company</th>
<th>(3)(b) Title and Position with Subsidiaries</th>
<th>(3)(c) Title and Position with Other Businesses</th>
<th>(4)(a) Percentage of Voting Shares in Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries</th>
<th>(4)(c) Percentage of Voting Shares in Other Companies if 25% or more</th>
</tr>
</thead>
<tbody>
<tr>
<td>Virginia R. Bayes</td>
<td>Charlottesville, VA USA</td>
<td>N/A Executive Officer</td>
<td>EVP &amp; Chief Credit Officer, Virginia National Bank</td>
<td>President, Oak Ridge Properties Inc., North Garden, VA</td>
<td>1%* NIA NIA Oak Ridge Properties Inc. 50%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>H.K. Benham, III</td>
<td>Winchester, VA USA</td>
<td>Retired attorney Director</td>
<td>Director, Virginia National Bank</td>
<td>Trustee of: Elizabeth Kem Trust; Brockton Land Trust; Benham Trust; Richardson Trust; and Pettith Trust (all of Winchester, VA). Co-Trustee of: Frederick Plaza Land Trust; Ridgeview Apartments Land Trust; and Sloan Trust (all of Winchester, VA). Co-Manager of: Winchester Commerce St. LLC; Briars-PLI LLC; Orchardcrest Apartments LLC; Page-Brock LLC; Page Brooke Village Apartments, LLC; R &amp; J Properties of Winchester LLC; SHK Properties, LLC; Sommerfield LLC; and Lord Fairfax Apartments (all of Winchester, VA).</td>
<td>1%* N/A Benham Trust See Note 1 Brockton Land Trust 50% Elizabeth Kem Trust See Note 1</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Steven W. Blaine</td>
<td>Charlottesville, VA USA</td>
<td>Attorney Director</td>
<td>Director, Virginia National Bank</td>
<td>Of Counsel, Woods Rogers, PLC Charlotte, VA</td>
<td>1%* N/A N/A</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>William D. Dittmar, Jr.</td>
<td>Charlottesville, VA USA</td>
<td>Executive of company that manages and develops commercial properties Chairman of the Board</td>
<td>Director, Virginia National Bank</td>
<td>Manager of: Enterprise Properties, LLC; OMD, LLC; BHN, LLC; Pantops Park, LLC; 401 East Market St., LLC; Lady Cass, LLC; BHE LLC (all of Charlottesville, VA)</td>
<td>8% N/A Enterprise Properties, LLC 100% OMD, LLC 100% BHN, LLC 100% Pantops Park, LLC 100% 401 East Market St., LLC 100% Lady Cass, LLC 100% BHE LLC 100%</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Note 1:** Mr. Benham is the Trustee and Lifetime Beneficiary of these Trusts.
<table>
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<tr>
<th>Name</th>
<th>City, State Country</th>
<th>(2) Principal Occupation if other than with Holding Company</th>
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</thead>
<tbody>
<tr>
<td>Tara Y. Harrison</td>
<td>Charlottesville, VA USA</td>
<td>N/A</td>
<td>EVP &amp; Chief Financial Officer</td>
<td>EVP &amp; Chief Financial Officer, Virginia National Bank</td>
<td>N/A</td>
<td>1% *</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>James T. Holland</td>
<td>Winchester, VA USA</td>
<td>Consultant and Author</td>
<td>Director</td>
<td>Director, Virginia National Bank</td>
<td>N/A</td>
<td>1% *</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Linda M. Houston</td>
<td>Stuart, FL USA</td>
<td>Retired managing director and executive with large wealth management and financial services company</td>
<td>Director</td>
<td>Director, Virginia National Bank</td>
<td>Owner/President, LGH Consulting, LLC (of Stuart, FL)</td>
<td>1% *</td>
<td>N/A</td>
<td>LGH Consulting LLC 100%</td>
</tr>
<tr>
<td>Susan K. Payne</td>
<td>Charlottesville, VA USA</td>
<td>Executive of public relations and advertising firm</td>
<td>Director</td>
<td>Director, Virginia National Bank</td>
<td>President, The Blue Ridge Group, Inc.; Owner, 206 E Jefferson St., LLC (all of Charlottesville, VA)</td>
<td>1% *</td>
<td>N/A</td>
<td>The Blue Ridge Group, Inc. 100% 206 E Jefferson St, LLC 50%</td>
</tr>
<tr>
<td>Glenn W. Rust</td>
<td>Charlottesville, VA USA</td>
<td>N/A</td>
<td>President, Chief Executive Officer, Director</td>
<td>President and Chief Executive Officer, Director, Virginia National Bank and Managing Partner, Masonry Capital Management LLC and Masonry Capital GP LLC</td>
<td>N/A</td>
<td>1%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Donna G. Shewmake</td>
<td>Charlottesville, VA USA</td>
<td>N/A</td>
<td>EVP &amp; General Counsel, and Secretary to the Board</td>
<td>EVP &amp; General Counsel, and Secretary to the Board, Virginia National Bank</td>
<td>N/A</td>
<td>1% *</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Gregory L. Wells</td>
<td>Charlottesville, VA USA</td>
<td>Executive of company operating fitness &amp; wellness centers</td>
<td>Director</td>
<td>Director, Virginia National Bank</td>
<td>Chief Executive Officer of: Legacy Management, Inc.; ACAC of Virginia, Inc.; ACAC of Richmond, Inc.; ACAC of Short Pump, Inc.; and ACAC, L.P.; Legacy Management (all of Charlottesville, VA)</td>
<td>1% *</td>
<td>N/A</td>
<td>Jump Gardens, LLC 35% Jump Lynnhaven, LLC 25% Jump Lynchburg, LLC 25%</td>
</tr>
<tr>
<td>Name</td>
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</tr>
<tr>
<td>Bryan D. Wright</td>
<td>Attorney</td>
<td>Director</td>
<td>Director, Virginia National Bank</td>
<td>Principal and Owner, Law Office of Bryan D. Wright; Chairman &amp; CEO, Bexar, LLC and WorldGen, LLC; Chairman &amp; General Manager, Kuhlmann Wilsdorf Motors, LLC; Director, EAS IP, LLC; General Counsel, Damage Prevention Solutions, LLC (all of Charlottesville, VA)</td>
<td>1% *</td>
<td>N/A</td>
<td>100%</td>
<td>100%</td>
</tr>
</tbody>
</table>

* Each of these individuals owns less than 1% of the common stock of Virginia National Bankshares Corporation.

NOTE: (4)(b) – Percentage of Voting Shares in Subsidiaries: Virginia National Bankshares Corporation is (a) the sole shareholder of Virginia National Bank and (b) the sole member of Masonry Capital Management, LLC, which is the sole member of Masonry Capital GP, LLC; therefore, there are no individuals or other entities with shares in the subsidiaries.