

**BANK OF THE JAMES FINANCIAL GROUP, INC.**  
**ANNUAL MEETING OF SHAREHOLDERS**

**May 19, 2020**

**RULES OF CONDUCT AND PROCEDURES**

Welcome to the Annual Meeting of Shareholders (the “Annual Meeting”) of Bank of the James Financial Group, Inc. (the “Company”). It is our desire to conduct a fair and informative Annual Meeting. Kindly observe the following Rules of Conduct and Procedures.

1. The business of the Annual Meeting of Shareholders (“Annual Meeting”) will be taken up as set forth in the Agenda. The Annual Meeting will strictly follow the Agenda.
2. Our Company’s bylaws describe requirements for meetings of our shareholders and the Chair of the Annual Meeting will conduct the meeting consistent with those requirements.
3. Only shareholders as of the close of business on March 24, 2020, the record date, or their duly authorized proxies, are entitled to submit questions and vote at the Annual Meeting. To vote or submit questions, please login as a Shareholder by entering the 16-digit control number you received with your proxy materials. If you have voted your shares prior to the start of the Annual Meeting, your vote has been received by the Company’s inspector of elections and there is no need to vote those shares during the Annual Meeting, unless you wish to revoke or change your vote. The polls will close promptly following the presentation of Proposal No. 3—Advisory Resolution to Approve Executive Compensation.
4. If a shareholder has a question about one of the matters in the Agenda to be voted on by the shareholders at the Annual Meeting, such question may be submitted in the field provided in the web portal at or before the time the matters are before the Annual Meeting for consideration. We will answer appropriate questions on any matters in the Agenda to be voted on by the shareholders at the Annual Meeting before the voting is closed.
5. Questions from multiple shareholders on the same topic or that are otherwise related may be grouped, summarized and answered together.
6. Shareholder questions are welcome, but conducting the business set out in the Agenda for the benefit of all shareholders will be paramount. The Company does not intend to address any questions that are, among other things:
  - not related directly to the business of the Company or to the business of the Annual Meeting;
  - related to material non-public information of the Company;
  - not a matter of interest to shareholders generally;
  - derogatory references to individuals or that are otherwise in bad taste;
  - repetitious statements already made by another shareholder;
  - in furtherance of the shareholder’s personal or business interests; or
  - out of order or not otherwise suitable for the conduct of the Annual Meeting as determined by the Chair in his discretion.

7. In the event of technical malfunction or other significant problem that disrupts the Annual Meeting, the Chair may adjourn, recess, or expedite the Annual Meeting, or take such other action that the Chair determines is appropriate in light of the circumstances.
8. Recording of the Annual Meeting is prohibited. A webcast playback will be available at [www.virtualshareholdermeeting.com/BOTJ2020](http://www.virtualshareholdermeeting.com/BOTJ2020) 24 hours after the completion of the meeting on the Company's website.

Thank you for your cooperation and for joining the Company at the Annual Meeting.