

**MAIN STREET BANKS, INC.**  
**NOMINATING COMMITTEE CHARTER**

**COMMITTEE'S PURPOSE**

The Nominating Committee (the "Committee") is appointed by the Board of Directors (the "Board") to assist the Board in identifying qualified individuals to become directors and recommend to the Board qualified director nominees for election at the stockholders' annual meeting.

**COMMITTEE MEMBERSHIP**

The Committee members shall be appointed, and may be replaced, by the Board. The Committee shall consist of no fewer than three directors. All members of the Committee shall meet the independence standards as specified by the rules of the Nasdaq Stock Market and the Securities and Exchange Commission.

**MEETINGS**

The Committee shall meet as often as necessary to carry out its responsibilities. Any Committee member may request the Chairman of the Committee to call a meeting. The Chairman of Committee shall report on any Committee meeting held at the next regularly scheduled Board meeting following the Committee meeting.

**COMMITTEE GOALS AND RESPONSIBILITIES**

1. The Committee shall recommend to the Board director nominees for election at the stockholders' annual meeting.
2. Prior to nominating an existing director for re-election to the Board, the Committee shall consider and review the existing director's:
  - a) Board and committee meeting attendance and performance;
  - b) length of Board service;
  - c) experience, skills and contributions that the existing director brings to the Board; and
  - d) independence.
3. In the event that a director vacancy arises, the Committee shall seek and identify a qualified director nominee to be recommended to the Board for either appointment by the Board to serve the remainder of the term of the director position that is vacant or election at the stockholders' annual meeting.
4. A director nominee shall meet specific director qualifications including that the director nominee possess personal and professional integrity, has good business judgment, relevant experience and skills and will be an effective director in conjunction with the full Board in collectively serving the long-term interests of the Company's stockholders.
5. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.