



**Electronic Voting Instructions**

**Available 24 hours a day, 7 days a week!**

Instead of mailing your proxy, you may choose one of the voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

**Proxies submitted by the Internet or telephone must be received by 11:59 a.m., Eastern Standard Time, on May 15, 2017.**

**Vote by Internet**

- Go to [www.investorvote.com/MVBF](http://www.investorvote.com/MVBF)
- Or scan the QR code with your smartphone
- Follow the steps outlined on the secure website

**Vote by telephone**

- Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada on a touch tone telephone
- Follow the instructions provided by the recorded message

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.



**Annual Meeting Proxy Card**

▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

**A Proposals — The Board of Directors recommends a vote FOR all the nominees listed and FOR Proposals 2 – 4.**

- |                           |   |                         |   |                      |   |   |
|---------------------------|---|-------------------------|---|----------------------|---|---|
| 1. Election of Directors: | For Withhold                                      |                         | For Withhold                                      |                      | For Withhold                                      | + |
| 01 - Stephen R. Brooks    | <input type="checkbox"/> <input type="checkbox"/> | 02 - James J. Cava, Jr. | <input type="checkbox"/> <input type="checkbox"/> | 03 - Gary A. LeDonne | <input type="checkbox"/> <input type="checkbox"/> |   |
| 04 - Larry F. Mazza       | <input type="checkbox"/> <input type="checkbox"/> |                         |   |                      |   |   |
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- |  |                     |  |   |                     |  |
|--|---------------------|--|---|---------------------|--|
| 2. To approve a non-binding advisory proposal on the compensation of the Named Executive Officers.   | For Against Abstain | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> | 3. To act upon a proposal to amend the 2013 Stock Incentive Plan (Amended) to increase the number of shares authorized for issuance under the Plan. | For Against Abstain | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 4. To ratify the appointment of Dixon Hughes Goodman LLP as the independent registered accounting firm for MVB for the fiscal year ending December 31, 2017. | For Against Abstain | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |   |                     |  |
5. Any other business which may properly be brought before the meeting or any adjournment thereof.

**B Non-Voting Items**

**Change of Address** — Please print your new address below.

**Comments** — Please print your comments below.

**Meeting Attendance**  
Mark the box to the right if you plan to attend the Annual Meeting.

**C Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below**

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title. Date (mm/dd/yyyy) — Please print date below. Signature 1 — Please keep signature within the box. Signature 2 — Please keep signature within the box.

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## **Proxy — MVB Financial Corp.**

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### **Notice of 2017 Annual Meeting of Shareholders**

**Bridgeport Conference Center  
300 Conference Center Way  
Bridgeport, WV 26330**

**Proxy Solicited by Board of Directors for Annual Meeting — May 16, 2017**

KNOW ALL PERSONS BY THESE PRESENTS, That the undersigned shareholder(s) of MVB Financial Corp. ("MVB"), Fairmont, West Virginia, does (do) hereby nominate, constitute and appoint Lisa J. McCormick and Brian Mosteller or either of them, with full power to act as my (our) true and lawful attorney with full power of substitution for me (us) to vote all the Common Stock of MVB standing in my (our) name on its books at the close of business on March 27, 2017, at the Annual Meeting of Shareholders of MVB to be held at the Bridgeport Conference Center, 300 Conference Center Way, Bridgeport, WV, 26330, on May 16, 2017, at 9:00 a.m., and at any and all adjournments of said meeting, with all the powers the undersigned would possess if personally present, as follows:

Lisa McCormick, Brian Mosteller, or either of them, each with the power of substitution, are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Annual Meeting of Stockholders of MVB Financial Corp. to be held on May 16, 2017 or at any postponement or adjournment thereof.

**Shares represented by this proxy will be voted as indicated by the stockholder. If no such directions are indicated, the Proxies will have authority to vote FOR Proposal 1, Election of Directors, FOR Proposal 2, To approve a non-binding advisory proposal on the compensation of the Named Executive Officers, FOR Proposal 3, To act upon a proposal to approve the amendment of the 2013 Stock Incentive Plan (Amended) to increase the number of shares authorized for issuance under the Plan and FOR Proposal 4, To ratify the appointment of Dixon Hughes Goodman LLP as the independent registered accounting firm for MVB for the year 2017.**

**In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.**

(Items to be voted appear on reverse side.)