



Chain Bridge Bancorp, Inc.
1445-A Laughlin Avenue
McLean, VA 22101

**2023 ANNUAL MEETING OF STOCKHOLDERS
PROXY STATEMENT**

INTRODUCTION

This proxy statement is sent to stockholders of Chain Bridge Bancorp, Inc., a Delaware corporation (the “Company”), and registered bank holding company for Chain Bridge Bank, N.A., (the “Bank”), in connection with the solicitation of proxies by the Board of Directors of the Company (the “Board”) for use at the Annual Meeting of Stockholders (the “Annual Meeting”) to be held at 2:00 p.m., Eastern Time, on Wednesday, April 26, 2023, and at any adjournment or postponement of the Annual Meeting.

The Annual Meeting will be held via Zoom conference call. Stockholders wishing to participate should register with the Company’s Corporate Secretary:

**Email: devinger@chainbridgebank.com
Phone: (703) 748-7389**

Instructions will be provided to registered stockholders prior to the Annual Meeting.

This proxy statement has been prepared by management and approved by the Board, and is being sent to stockholders of the Company on or about March 31, 2023, together with the proxy card and the 2022 Annual Report, which includes the stockholder letter, the audited consolidated financial statements and unaudited consolidated financial highlights for the Company and the Bank, its sole operating subsidiary, for the years ended December 31, 2022 and 2021.

GENERAL INFORMATION AND VOTING PROCEDURES

What items will be voted on at the Annual Meeting?

The following matters are scheduled for a vote:

1. *Election of Directors.* To elect 17 directors to serve until the 2024 Annual Meeting of the Stockholders of the Company;
2. *Ratification of the Appointment of Independent Registered Public Accounting Firm.* To ratify the appointment of Yount, Hyde & Barbour, P.C. as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023; and
3. *Other Business.* To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

As of the date of this proxy statement, the Board is not aware of any other matters that will be presented for consideration at the Annual Meeting. If, however, other matters are properly presented, the persons named as proxies will vote the shares represented by properly executed proxies in accordance with their judgment with respect to those matters, including any proposal to adjourn or postpone the Annual Meeting.

Chain Bridge Bancorp, Inc.
2023 Annual Meeting of Stockholders
Proxy Statement

How does the Board recommend that stockholders vote?

The Board recommends that you vote:

- **FOR** the election of all 17 nominees to the Board, and
- **FOR** ratification of the appointment of Yount, Hyde & Barbour, P.C. as independent registered public accounting firm for the fiscal year ending December 31, 2023.

Who is eligible to vote?

Stockholders of record as of the close of business on February 28, 2023 (the “Record Date”) are entitled to notice of, and to vote at, the Annual Meeting or any adjournment or postponement of the Annual Meeting. On that date, there were 26,872 shares of the Company’s common stock, par value \$1.00 per share, outstanding and held by 268 stockholders of record. The common stock is the only class of the Company’s stock of which shares are outstanding.

Who can attend the Annual Meeting?

Only stockholders of record may attend the Annual Meeting. No guests are permitted.

How can you ask questions during the Annual Meeting?

Stockholders may submit questions in real time during the Annual Meeting by using the chat function in the Zoom conference platform. You may also submit a question by email in advance of the Annual Meeting to the Company’s Corporate Secretary at devinger@chainbridgebank.com. Management intends to respond to all questions submitted during the Annual Meeting, as time permits.

VOTING RIGHTS AND PROXIES

YOUR VOTE IS VERY IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, THE BOARD ENCOURAGES YOU TO READ THIS PROXY STATEMENT AND PROVIDE US WITH YOUR PROXY OR VOTING INSTRUCTIONS AS SOON AS POSSIBLE.

Some stockholders may have their shares registered in different names or hold shares in different capacities. For example, a stockholder may have some shares registered in his or her name, individually, and others in his or her capacity as a custodian for minor children, or as a trustee of a trust, or with a custodian for a retirement account or trust. If, in that event, you want all of your votes to be counted, please be sure to vote in each of those capacities.

How many votes do I have?

Each share of common stock is entitled to one vote on all matters submitted to a vote of the stockholders. Stockholders do not have the right to cumulate votes in the election of directors. The Company’s Bylaws provide that the holders of a majority of the shares of capital stock of the Company issued and outstanding and entitled to vote at the Annual Meeting, present in person or represented by proxy, constitutes a quorum for the transaction of business at the Annual Meeting.

How do I vote?

If your shares are registered directly in your name with our transfer agent, Transfer Online, Inc., at the close of business on the Record Date, you are considered the stockholder of record with respect to those shares and you

Chain Bridge Bancorp, Inc.
2023 Annual Meeting of Stockholders
Proxy Statement

have the right to vote your shares online at the Annual Meeting. If your shares are held through a broker, bank or other nominee (that is, in “street name”) at the close of business on the Record Date, you are considered the “beneficial owner” of those shares and you may vote your shares online at the Annual Meeting only if you obtain a “legal proxy” from the bank, broker or other nominee that holds your shares, giving you the right to vote the shares online at the Annual Meeting.

If you are a stockholder of record, you may direct how your shares are voted without attending the virtual Annual Meeting in one of the following ways:

- *Voting Electronically.* You may vote electronically through the Company’s transfer agent, Transfer Online, Inc. (www.transferonline.com/Proxy) using the instructions provided on the proxy card. If you vote on the Internet, you do not need to return your proxy card. If your shares are registered in different names, or you hold your shares in more than one capacity, you will receive more than one proxy card. Each proxy card has a unique Security Code for voting.
- *Voting by Mail.* You may vote by completing, signing, and returning your proxy card by mail. To vote in this manner, please mark, date, and sign the proxy card and return it by mail in the accompanying self-addressed postage-prepaid envelope. In order to assure that your shares will be voted, you should mail your signed proxy card in sufficient time for it to be received before the Annual Meeting. If your shares are registered in different names, or you hold your shares in more than one capacity, you will receive more than one proxy card. In that case, if you choose to vote by mail and you want all of your shares voted, please complete each proxy card that you receive and return it in its own postage prepaid envelope.
- *Voting by Proxy for Shares Held In Street Name.* If you are the beneficial owner of shares held in street name, you will receive instructions from your broker, bank or other nominee that you must follow in order to instruct how your shares are to be voted at the Annual Meeting.

What is the deadline for voting?

Proxies must be received, either by mail or electronically, by 1:00 p.m., Eastern Time, on the day of the Annual Meeting. Even if you plan to attend the Annual Meeting, we recommend that you submit your proxy in advance of the Annual Meeting as described above so that your vote will be counted if you later decide not to attend the Annual Meeting. Submitting your proxy online or by mail will not affect your right to vote during the Annual Meeting. If you do attend and vote your shares during the Annual Meeting, after having voted by any of the methods described above, only your last vote will be counted.

How will the Board vote my proxy?

Properly executed proxies which are received by the Company in time to be voted at the Annual Meeting will be voted as specified by the stockholder giving the proxy. Abstentions will not be included in the vote tally for the election of directors and will have no effect on the voting results. If your shares are held in “street name” by a broker, bank or other nominee, your broker, bank or other nominee does not have authority to vote your unvoted shares held by the firm for the election of directors. As a result, any shares not voted by you will be treated as a broker non-vote. Such broker non-votes will have no effect on the results of this vote.

Abstentions will not be included in the vote tally on this proposal to ratify the appointment of our independent registered public accountant and will have no effect on the voting results. If your shares are held in “street name” by a broker, bank or other nominee, your broker, bank or other nominee has authority to vote your unvoted shares held by the firm on this proposal. If your broker, bank or other nominee does not exercise this authority, such broker non-votes will have no effect on the results of this vote.

Management does not know of any matters other than those described in this proxy statement that will be brought before the Annual Meeting. If other matters are properly brought before the Annual Meeting, the persons named in the proxy card intend to vote the shares to which the proxies relate in accordance with their best judgment.

Chain Bridge Bancorp, Inc.
2023 Annual Meeting of Stockholders
Proxy Statement

Voting shares held by brokers, banks and other nominees

We ask brokers, banks, and other nominee holders to obtain voting instructions from the beneficial owners of our common stock. Proxies that are returned to us by brokers, banks or other nominee holders on your behalf will count toward a quorum and will be voted in accordance with the voting instructions you have sent to your broker, bank or other nominee holder. If, however, you want to vote your shares during the Annual Meeting, you will need to obtain a legal proxy or broker's proxy card from your broker, bank or other nominee holder and send it to the Corporate Secretary prior to the start of the Annual Meeting. If you fail to provide voting instructions to, or you attend the Annual Meeting virtually and do not obtain a legal proxy or broker's proxy from, your broker, bank or other nominee, your shares will not be voted, except as provided below with respect to certain "routine" matters.

With respect to the election of directors, if your shares are held in street name, your bank or broker may not vote your shares unless you provide them with voting instructions. The failure to vote or provide voting instructions to your bank or broker will have no effect on the voting results.

With respect to the ratification of our independent registered public accountant, if your shares are held in street name, your bank or broker has authority to vote your unvoted shares. If your broker, bank or other nominee does not exercise this authority, such broker non-votes will have no effect on the results of this vote.

Stockholders whose shares are held in an account at a brokerage firm or bank will have the option to submit their proxies by mail or voting instructions electronically. Stockholders should check the voting form or instructions provided by their record holder to see which options are available. Stockholders submitting proxies or voting instructions electronically should understand that there may be costs associated with electronic access that would be borne by the stockholder, such as usage charges from Internet access providers and telephone companies.

Under rules applicable to securities brokerage firms, a broker who holds shares in "street name" for a customer may generally vote your shares in its discretion on "routine" proposals, but does not have the authority to vote those shares on any "non-routine" proposal, except in accordance with your voting instructions. If your broker does not receive voting instructions from you, but chooses to vote your shares on a routine matter, then your shares will be deemed to be present by proxy and will count toward a quorum at the Annual Meeting, but will not be counted as having been voted on, and as a result will be deemed to constitute "broker non-votes" with respect to, non-routine proposals.

What constitutes a quorum?

The judges of election appointed by the Board for the Annual Meeting will determine the presence of a quorum and will tabulate the votes cast at the Annual Meeting. The Company's Bylaws provide that the holders of a majority of the shares of capital stock of the Company issued and outstanding and entitled to vote at the Annual Meeting, present in person or represented by proxy, constitutes a quorum for the transaction of business at the Annual Meeting.

Abstentions and broker non-votes are treated as present for purposes of determining a quorum at the Annual Meeting. If a quorum is not present, the Annual Meeting may be adjourned until a quorum is obtained.

How are votes counted?

Stockholder voting generally. Each share of common stock entitles the holder to one vote on all matters voted on at the Annual Meeting.

Election of Directors. Directors are elected by a majority of the votes cast by the holders of shares of common stock entitled to vote at the Annual Meeting. Cumulative voting is not permitted with respect to the election of directors.

Chain Bridge Bancorp, Inc.
2023 Annual Meeting of Stockholders
Proxy Statement

Ratification of the Appointment of Independent Registered Public Accounting Firm. To ratify the appointment of Yount, Hyde & Barbour, P.C. as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023 requires the affirmative vote of a majority of shares of common stock cast at the Annual Meeting.

How are abstentions and broker non-votes treated?

You may vote "FOR" or "AGAINST" the proposals, or you may "ABSTAIN" from voting on the proposals.

Election of Directors. Abstentions and broker non-votes will have no effect on the voting results.

Ratification of the Appointment of Independent Registered Public Accounting Firm. Abstentions and broker non-votes will have no effect on the voting results.

How you can revoke your proxy or voting instructions and change your vote?

To revoke a proxy previously submitted by mail or electronically, a stockholder may simply submit a new proxy at a later date before the taking of the vote at the Annual Meeting, in which case, the later submitted proxy will be recorded and the earlier proxy will be revoked.

You may revoke your proxy at any time before it is voted at the Annual Meeting by:

- granting a later proxy with respect to the same shares; or
- sending written notice to Chain Bridge Bancorp, Inc., Attn: David M. Evinger, Corporate Secretary, at 1445-A Laughlin Avenue, McLean, VA 22101, by email at devinger@chainbridgebank.com, or facsimile at 703-748-2007, at any time prior to the proxy being voted; or
- voting in person at the Annual Meeting.

Attendance at the Annual Meeting will not, in itself, revoke a proxy. If your shares are held in the name of your bank or broker, you will need additional documentation to vote in person at the Annual Meeting. Please see the voting form provided by your bank or broker for additional information regarding the voting of your shares.

How will the Company solicit proxies, and who will pay for the cost of solicitations?

The enclosed proxy is being solicited on behalf of the Board. The cost of this proxy solicitation is being borne by the Company. In addition to the use of the mail, proxies may be solicited personally or by telephone, by officers, or directors of the Company, who will not be compensated for any such services. Brokerage firms, fiduciaries and other custodians who forward soliciting material to the beneficial owners of shares of common stock held of record by them will be reimbursed for their reasonable expenses incurred in forwarding such material. The Company has not retained a paid professional proxy solicitor or other such firm to assist it with the solicitation of proxies, although it may do so if deemed appropriate.

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Chain Bridge Bancorp, Inc.
2023 Annual Meeting of Stockholders
Proxy Statement

VOTING SECURITIES AND PRINCIPAL HOLDERS

Significant Stockholders and Security Ownership of Directors and Officers of the Company and Bank

The following tables set forth certain information as of February 28, 2023 concerning the number and percentage of shares of the Company's common stock beneficially owned by (a) family members of Chairman Peter G. Fitzgerald; and (b) the Board of Directors and officers of the Company and Bank. In addition, the tables and footnotes include information with respect to persons known to the Company who own or may be deemed to own more than five percent (5%) of the Company's common stock as of February 28, 2023. Except as otherwise indicated, all shares are owned directly, the named person possesses sole voting and sole investment power with respect to all such shares, and none of such shares are pledged as security. The Company knows of no other person or persons, other than street name nominee owners, who, beneficially or of record, own in excess of five percent (5%) of the Company's common stock. Further, the Company is not aware of any arrangement which at a subsequent date may result in a change of control of the Company.

Ownership Interest by Family Members of Chairman Peter G. Fitzgerald

Ownership Interest by Family Members of Chairman Peter G. Fitzgerald		
Family Member	02/28/23	
	# shares	% shares
Peter G. Fitzgerald (1)	6,046	22.50%
Julie Fitzgerald Schauer (2)	3,808	14.17%
James G. Fitzgerald (3)	1,650	6.14%
Thomas G. Fitzgerald (4)	1,112	4.14%
Gerald F. Fitzgerald (5)	835	3.11%
Thomas G. Fitzgerald, Jr. (6)	143	0.53%
Andrew J. Fitzgerald (7)	30	0.11%
Total - Fitzgerald Family Ownership	13,624	50.70%
Total Number of Common Shares Outstanding	26,872	100.00%

- 1) Includes 1,350 shares owned by Peter G. Fitzgerald, 400 shares owned by his spouse, 4,296 shares owned by Trusts of which Mr. Fitzgerald is either the Trustee, co-Trustee, or Adviser.
- 2) Includes 2,566 shares owned by Julie Fitzgerald Schauer and 1,242 shares owned by a family limited partnership of which Ms. Schauer is general partner. Ms. Schauer is the sister of Chairman Peter G. Fitzgerald.
- 3) Includes 1,000 shares held in a family limited partnership of which James G. Fitzgerald is general partner, 300 shares owned by a Trust of which James G. Fitzgerald is the Trustee, and 350 shares held in his IRA. Andrew J. Fitzgerald is the son of James G. Fitzgerald and is a member of the family limited partnership. James G. Fitzgerald is the brother of Chairman Peter G. Fitzgerald and the father of Andrew J. Fitzgerald.
- 4) All 1,112 shares are held in a family limited partnership of which Thomas G. Fitzgerald is the general partner. Thomas G. Fitzgerald is the brother of Chairman Peter G. Fitzgerald and the father of Thomas G. Fitzgerald, Jr.
- 5) All 835 shares are held in a family limited partnership of which Gerald F. Fitzgerald is the general partner. Gerald F. Fitzgerald is the brother of Chairman Peter G. Fitzgerald.
- 6) Includes 43 shares owned by Thomas G. Fitzgerald, Jr. through his Inherited Roth IRA and 100 shares owned jointly with his spouse. Thomas G. Fitzgerald, Jr. is the nephew of Chairman Peter G. Fitzgerald and the son of Thomas G. Fitzgerald. His family is the beneficial owner of 33% of the family limited partnership managed by him and his father, Thomas G. Fitzgerald, which owns 1,112 shares.
- 7) Includes 30 shares owned by a Trust of which Andrew J. Fitzgerald is the Trustee. Andrew J. Fitzgerald is the nephew of Chairman Peter G. Fitzgerald and the son of James G. Fitzgerald. He is beneficial owner of 45.5% of the family limited partnership controlled by his father, James G. Fitzgerald, which owns 1,000 shares.

Chain Bridge Bancorp, Inc.
2023 Annual Meeting of Stockholders
Proxy Statement

Ownership by the Board of Directors and Officers of the Company and Bank

Unless otherwise indicated, all shares are owned directly, the named person possesses sole voting and sole investment power with respect to all such shares, and none of such shares are pledged as security. Except as set forth in the chart, the Company knows of no other person or persons who beneficially own in excess of 5% percent of the Company's common stock.

Chain Bridge Bancorp, Inc. Ownership by the Board of Directors, Principal Shareholder, Related Parties & Officers of the Company and Bank				
Name	Position		Beneficially Owned	
	Company	Bank	# Shares	% Shares
Board of Directors of Company & Bank				
Peter G. Fitzgerald (1), (15)	Chairman	Chairman	6,046	22.50%
Philip F. Herrick, Jr. (2)	Director	Director	1,259	4.69%
Paul Shiffman (3)	Director	Director	654	2.43%
Paul W. Leavitt (4)	Director	Director	465	1.73%
John J. Brough, II (5)	CEO & Director	CEO & Director	414	1.54%
David M. Evinger (6)	President, Dir. & Sec.	President, Dir. & Sec.	316	1.18%
Thomas E. Jacobi (7)	Director	SVP & Director	282	1.05%
Philip A. Odeen (8)	Director	N/A	212	0.79%
Joseph M. Fitzgerald	Director	Director	164	0.61%
W. Michael Wheat (9)	Director	Director	159	0.59%
Thomas G. Fitzgerald, Jr. (10)	Director	N/A	143	0.53%
Benita Thompson-Byas	Director	Director	106	0.39%
Christopher S. Lippman	Director	Director	70	0.26%
Elizabeth M. O'Shea (11)	Director	Director	70	0.26%
Andrew J. Fitzgerald (12)	Director	N/A	30	0.11%
Jonathan Missner (13)	Director	Director	23	0.09%
Michelle L. Korsmo	Director	Director	20	0.07%
Total - Board of Directors of the Company & Bank			10,433	38.82%
Principal Shareholder				
Julie Fitzgerald Schauer (14) (15)	N/A	N/A	3,808	14.17%
Related Parties to Peter G. Fitzgerald, Chairman & Julie Fitzgerald Schauer, Principal Shareholder				
Other Fitzgerald Family (15) (16)	N/A	N/A	3,597	13.39%
Related Parties to Directors & Officers (Non-Fitzgerald Family)				
Relatives of Directors & Officers	N/A	N/A	1,157	4.31%
Executive Officers Who Are Not Directors of the Company				
Joanna R. Williamson	Chief Financial Officer	EVP & Chief Financial Officer	35	0.13%
Officers & Employees of the Bank Who Are Not Directors of the Company or Bank				
Officers & Employees	N/A	N/A	173	0.64%
Total - Board of Directors, Principal Shareholder, Related Parties, etc.			19,203	71.46%
Total Common Shares Outstanding as of:			February 28, 2023	26,872
			100.00%	

Peter G. Fitzgerald and Joseph M. Fitzgerald are not related.

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Chain Bridge Bancorp, Inc.
2023 Annual Meeting of Stockholders
Proxy Statement

- 1) Includes 1,350 shares owned by Peter G. Fitzgerald, 400 shares owned by his spouse, 4,296 shares owned by Trusts of which Mr. Fitzgerald is either the Trustee, co-Trustee, or Adviser.
- 2) All 1,259 shares are owned by a Revocable Trust of which Mr. Herrick is the Trustee.
- 3) Includes 5 shares owned by Paul Shiffman individually, 574 shares owned by an Irrevocable Family Trust of which Mr. Shiffman is the Trustee, and 75 shares owned by his spouse.
- 4) Includes 150 shares owned Paul Leavitt individually, 265 shares held in his IRA, and 50 shares owned by his wife, Elizabeth Ballantine.
- 5) Includes 330 shares that are jointly owned with Mr. Brough's spouse and 84 shares held in his IRA.
- 6) Includes 175 shares owned jointly by Mr. Evinger with his spouse, 89 shares owned through his IRAs, 48 shares owned through his wife's IRAs, and 4 shares owned jointly with his minor and adult children.
- 7) Includes 152 shares owned by Thomas E. Jacobi, 30 shares owned through Mr. Jacobi's IRA, and 100 shares owned by an Irrevocable Family Trust of which Mr. Jacobi is the Trustee.
- 8) Includes 12 shares owned individually by Mr. Odeen and 170 shares which were contributed by Mr. Odeen to a Trust, the beneficiary of which are his adult children and of which he is the Trustee, and 30 shares held by a Trust of which Mr. Odeen is the Trustee.
- 9) All 159 shares are owned by a Revocable Trust of which Mr. Wheat is the Trustee.
- 10) Includes 43 shares owned by Thomas G. Fitzgerald, Jr. through his Inherited Roth IRA and 100 shares owned jointly with his spouse. Thomas G. Fitzgerald, Jr. is the nephew of Chairman Peter G. Fitzgerald and the son of Thomas G. Fitzgerald. His family is the beneficial owner of 33% of the family limited partnership managed by him and his father, Thomas G. Fitzgerald, which owns 1,112 shares.
- 11) All 70 shares are jointly owned with Ms. O'Shea's spouse.
- 12) Includes 30 shares owned by a Trust of which Andrew J. Fitzgerald is the Trustee. Andrew J. Fitzgerald is the nephew of Chairman Peter G. Fitzgerald and the son of James G. Fitzgerald. He is beneficial owner of 45.5% of the family limited partnership controlled by his father, James G. Fitzgerald, which owns 1,000 shares.
- 13) All 23 shares are jointly owned with Mr. Missner's spouse.
- 14) Includes 2,566 shares owned by a Trust of which Julie Fitzgerald Schauer is the Trustee and 1,242 shares owned by a limited partnership of which Ms. Schauer is General Partner. Ms. Schauer is the sister of Chairman Peter G. Fitzgerald.
- 15) As of February 28, 2023, Peter G. Fitzgerald, his three brothers and one sister and their children collectively hold joint control over 13,624 shares or 50.70% of total shares outstanding.
- 16) The stock holding for Related Parties to Peter G. Fitzgerald, Chairman & Julie Fitzgerald Schauer, Principal Shareholder and Related Parties to Board Members and Officers excludes any holdings previously noted for Peter G. Fitzgerald, Chairman and Julie F. Schauer, Principal Shareholder.

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Chain Bridge Bancorp, Inc.
2023 Annual Meeting of Stockholders
Proxy Statement

PROPOSAL 1 - ELECTION OF DIRECTORS

The nominees listed below will be elected at the Annual Meeting for a one-year term until the 2024 Annual Meeting of Stockholders. Unless authority is withheld, all proxies in response to this solicitation will be voted for the election of the nominee listed below. The nominees indicated a willingness to serve if elected. However, if a nominee becomes unable to serve, the proxies received in response to this solicitation will be voted for a replacement nominee selected in accordance with the best judgment of the proxy holders named therein. All nominees for election as director currently serve as directors. There are no special arrangements or transactions with directors of the Company. Directors of the Bank are nominated and elected annually by the Company.

Nominees for Election:

Nominees for Election						
Name	Age	Board Committees & Assignments				Independent
		Audit	Compensation	Risk	Governance and Nominating	
Peter G. Fitzgerald, Chairman	62					No
John J. Brough, CEO	58			M		No
David M. Evinger, President	50					No
Andrew J. Fitzgerald	42			M	M	Yes
Joseph M. Fitzgerald	70	C		M		Yes
Thomas G. Fitzgerald, Jr.	38			C	M	Yes
Philip F. Herrick	82					Yes
Thomas E. Jacobi, SVP	63					No
Michelle L. Korsmo	51		M		C	Yes
Christopher S. Lippman	54					Yes
Paul Leavitt	73		M			Yes
Jonathan E. Missner	54	M		M		Yes
Philip A. Odeen	87	M				Yes
Elizabeth M. O'Shea	60		C			Yes
Paul Shiffman	86					Yes
Benita Thompson-Byas	55		M			Yes
W. Michael Wheat	64	M				Yes

C = Chair

M = Member

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Chain Bridge Bancorp, Inc.
2023 Annual Meeting of Stockholders
Proxy Statement

Directors Nominated for Election:

Peter G. Fitzgerald

Chairman of the Board, Chain Bridge Bancorp, Inc.
Chairman of the Board, Chain Bridge Bank, N.A.

Peter G. Fitzgerald serves as the Chairman of the Board for both the Company and the Bank, and his leadership has been a driving force behind the organization's growth and success. He brings a rich blend of experience in banking, law, and public service.

Having worked in the banking industry since his teenage years, Mr. Fitzgerald gained valuable knowledge from his family's long history in the field dating back to 1940. This legacy has informed his cautious banking strategy, which has enabled the Bank to expand its services while maintaining historically superior levels of liquidity, asset quality, and risk-based capital.

Mr. Fitzgerald began his legal career as a litigation associate at Chicago's Isham, Lincoln & Beale and then became a partner at Riordan, Larson, Bruckert & Moore, a banking law firm. He later served as in-house General Counsel for Suburban Bancorp, Inc., where he managed the legal affairs of thirteen banks and various subsidiaries. Following the merger of Suburban Bancorp, Inc. and the Bank of Montreal (BMO) in 1994, he continued in this role until the end of 1996. Between 1988 and 1998, he served on the boards of three nationally chartered commercial banks and one state-chartered commercial bank.

In 1998, at the age of 38, Mr. Fitzgerald was elected to the United States Senate, becoming its youngest member. He represented Illinois for twelve years as both a U.S. Senator (1999-2005) and State Senator (1993-1998), gaining a reputation for his principled and independent approach to policymaking.

Mr. Fitzgerald completed his preparatory studies at Portsmouth Abbey School in Portsmouth, Rhode Island and earned his A.B. degree, *cum laude* and with "Highest Distinction" in Classics, from Dartmouth College, where he was a co-recipient of the Perkins Literature Prize. He then attended the Aristotelian University of Thessaloniki in Greece as a Rotary scholar before earning his J.D. degree from the University of Michigan School of Law.

As Chairman of the Board for the Company since 2006 and the Bank since 2007, Mr. Fitzgerald applies his extensive knowledge of the banking industry's practical, financial, legal, legislative, and regulatory aspects to steer the organization. Under his leadership, rooted in a family tradition of sound banking, Chain Bridge has established a conservative banking culture critical to its growth and success.

John J. Brough

Chief Executive Officer & Director, Chain Bridge Bancorp, Inc.
Chief Executive Officer & Director, Chain Bridge Bank, N.A.

John J. Brough is a highly accomplished banking professional with over 30 years of experience serving the banking needs of individuals, businesses, and non-profit organizations.

Mr. Brough joined the Company in July 2006 as the Chief Executive Officer and went on to become the founding Chief Executive Officer and Director of the Bank in August 2007. Prior to joining the Company, Mr. Brough served as Executive Vice President and Chief Financial Officer of James Monroe Bancorp, Inc., a publicly traded bank holding company. He also held the positions of Senior Vice President, Regional Controller, and Cashier at First Virginia Banks, Inc., a prominent mid-Atlantic bank holding company.

With an extensive background in bank management, financial accounting, asset and liability management, banking operations, and regulatory matters, Mr. Brough brings a wealth of knowledge and experience to the Company's Board. He received his MBA and bachelor's degrees from Georgetown University and attended the Georgetown International Management Graduate Business Program at Oxford University, England. He maintained his CPA license from 1999 to 2017.

Chain Bridge Bancorp, Inc.
2023 Annual Meeting of Stockholders
Proxy Statement

Mr. Brough's contributions as the founding Chief Executive Officer of the Bank have been highly valued, and his qualifications and experience make him a crucial asset to the Board of the Company.

David M. Evinger

*President, Director & Corporate Secretary, Chain Bridge Bancorp, Inc.
President, Director, Chief Credit Officer & Secretary, Chain Bridge Bank, N.A.*

David M. Evinger is a seasoned professional with over 25 years of experience in commercial banking and risk management.

He joined the Company and Bank in July 2006 as an Organizer and was subsequently elected by the Board as a director in December 2016. Prior to joining the Company, Mr. Evinger served as Senior Vice President and Chief Credit Officer at James Monroe Bank, where he focused his efforts on credit, lending, and risk-management strategies.

Throughout his career, Mr. Evinger has held various positions of responsibility with private investment funds, institutional lenders such as Freddie Mac, and commercial banks such as Cardinal Bank, United Bank of Virginia, George Mason Bank, and Franklin National Bank.

Mr. Evinger's extensive experience in commercial banking and risk management were among the reasons leading to his election to the Board. He attended Marymount University in Arlington, VA, where he received his B.A. and MBA degrees. Mr. Evinger's contributions as a director of the Company have been highly valued, and his qualifications and experience make him a vital addition to the Board.

Andrew J. Fitzgerald

Director, Chain Bridge Bancorp, Inc.

Andrew J. Fitzgerald was elected to the Company's Board of Directors in April 2020, bringing extensive knowledge and experience in banking, investment banking, legal, and bank regulatory matters. Since January 2018, Mr. Fitzgerald has served as the Chief Investment Officer of Otis Road Investments, LP, a single-family office where he manages both public and private investments, including several commercial banks. In January 2022, he was appointed Managing General Partner.

Prior to joining Otis Road Investments, Mr. Fitzgerald worked at Hovde Group, a leading nationwide investment banking firm specializing in financial institutions, from 2011 to 2017. During his tenure, he held the positions of Associate General Counsel and Managing Director.

Early in his career, Mr. Fitzgerald had a summer associate role at the law firm Ropes & Gray LLP and gained experience at Lazard, a global financial advisory firm, where he developed his skills in M&A advisory and corporate restructuring.

Mr. Fitzgerald currently serves as a director of Southern Wisconsin Bancshares Corporation and Farmers Savings Bank, roles he has held since 2013. From 2014 to 2018, he served as a director of Southern Colorado Corporation, where he oversaw the sale of its subsidiary, Mancos Valley Bank, to Dolores State Bank, and the eventual merger of the company with Triumph Bancorp, Inc. Additionally, Mr. Fitzgerald has held directorships at Citizens Bank of Pagosa Springs (2017-2018) and First Bancorp of Durango, Inc. (2012-2014).

He earned his B.A., M.B.A., and J.D. degrees from Northwestern University. Mr. Fitzgerald was admitted to the Illinois Bar and is currently voluntarily inactive and in good standing.

Chain Bridge Bancorp, Inc.
2023 Annual Meeting of Stockholders
Proxy Statement

Joseph M. Fitzgerald (no relationship to the family of Peter G. Fitzgerald)
Director, Chain Bridge Bancorp, Inc.
Director, Chain Bridge Bank, N.A.

Joseph M. Fitzgerald was elected by the Board as a director of the Company in October 2022. He was a founding director of the Bank in August 2007. Since January 2005, Mr. Fitzgerald has served as president of Fitzgerald Financial LLC, providing risk management and regulatory consulting services to financial institutions worldwide. For over 18 years, he was with the Secura Group, where he was Managing Director of their global credit services practice. He began his career as a National Bank Examiner with the Office of the Comptroller of the Currency, the supervisor of U.S. national banks. Mr. Fitzgerald graduated from the University of Notre Dame and the Darden School of International Banking at the University of Virginia. He also passed the CPA exam. Mr. Fitzgerald was elected to the Board because of his extensive experience with credit risk management, banking regulations, audit, internal controls and compliance, financial reporting, asset valuation, and transaction structuring.

Thomas G. Fitzgerald, Jr.
Director, Chain Bridge Bancorp, Inc.

Thomas G. Fitzgerald Jr., CFA, joined the company's Board of Directors in April 2020. He brings extensive experience in investment management and banking, with expertise in fixed-income analysis, financial statement analysis, and corporate finance.

Since September 2018, Mr. Fitzgerald has served as the CEO of Fitzgerald Investment Management Company LLC, where he oversees a single-family office that prioritizes asset allocation and cost-effective investment strategies for individuals and limited partnerships. In this role, Mr. Fitzgerald manages both public and private investments.

In addition to his CEO position, Mr. Fitzgerald has been a Manager of TF Management LLC, the General Partner of TGF Investments, L.P., since 2018. In this capacity, he manages private investments, including the partnership's investments in Chain Bridge Bancorp., Inc.

Prior to his current roles, Mr. Fitzgerald held various positions at First Bancorp of Durango, Inc. between 2012 and 2018. He served as a Director and later as President from September 2017 to September 2018. During his tenure, he managed the company's merger with Triumph Bancorp, Inc. and served as a Director at the First National Bank of Durango and Bank of New Mexico.

From 2008 to 2017, Mr. Fitzgerald worked as a Managing Director at Perry Capital, a New York City-based investment management firm specializing in cross-asset and event-driven strategies. He managed the firm's largest investments in financial institutions in the United States and globally and focused on distressed debt across various industries.

Mr. Fitzgerald began his professional career as an Analyst in the Financial Institutions Group at Lehman Brothers, where he served on teams advising regional banks during the Global Financial Crisis. He holds a B.A. in Economics from Stanford University, with minors in Classics and Management Science & Engineering.

Philip F. Herrick
Director, Chain Bridge Bancorp, Inc.
Director, Chain Bridge Bank, N.A.

Phillip F. Herrick is a founding director of both the Company and the Bank, having played a pivotal role in their establishment in May 2006 and August 2007, respectively.

With over 40 years of experience as a private real estate investor, Mr. Herrick has owned numerous residential investment properties throughout his career. He also served as a founding director of Heritage Bank in 1987 and sat

Chain Bridge Bancorp, Inc.
2023 Annual Meeting of Stockholders
Proxy Statement

on its Board of Directors until its acquisition by Cardinal Financial Corporation. Additionally, he served as a director of Cardinal Bank, N.A.

Mr. Herrick is a graduate of the College of William and Mary. Herrick's extensive experience in real estate investment and as a director of financial institutions were key factors leading to his election to the Board. His contributions as a founding director of the Company and Bank have been invaluable, and his qualifications and experience make him a valuable asset to the Board of the Company.

Thomas E. Jacobi

Director, Chain Bridge Bancorp, Inc.

Director & Senior Vice President, Chain Bridge Bank, N.A.

Thomas E. Jacobi is a founding director of both the Company in May 2006 and the Bank in August 2007. Since March 2012, Mr. Jacobi has served as Senior Vice President and Client Services Officer for the Bank. Mr. Jacobi in 1982 founded Langley Photo & Digital, a photo and camera retailer, growing the business to a chain of four locations in Washington D.C., Virginia, and Maryland. Mr. Jacobi has served on the McLean Revitalization Corporation Board since 2014. Mr. Jacobi was elected to the Board because of his business experience and civic involvement. His contributions to the growth and success of the Bank and Company have been substantial.

Michelle L. Korsmo

Director, Chain Bridge Bancorp, Inc.

Director, Chain Bridge Bank, N.A.

Michelle L. Korsmo was elected by the Board as a director of the Company in October 2022. She joined as a director of the Bank in November 2019. In May 2022, Ms. Korsmo was appointed as president and chief executive officer of the National Restaurant Association, the leading business association for the restaurant industry, which comprises approximately one million restaurant and foodservice outlets and a workforce of 14.5 million employees. She is also the chief executive officer of the National Restaurant Association Educational Foundation. From September 2018 to May 2022, she was president and chief executive officer of the Wine & Spirits Wholesalers of America, the national trade association representing the wholesale tier of the wine and spirits industry. Ms. Korsmo also served seven years as head of the American Land Title Association, the national trade association for real estate settlement services and the land title industry. Prior to ALTA, Korsmo served as executive vice president of the Americans for Prosperity Foundation. She was previously deputy chief of staff at the U.S. Department of Labor. After completing her education at North Dakota State University, Korsmo started her career as a business owner in her home state of North Dakota, where she built a public advocacy and political consulting firm representing a consortium of organizations before the North Dakota Legislature. Ms. Korsmo was elected to the Board because of her extensive knowledge of trade associations, her government affairs background, and her knowledge of corporate governance.

Paul W. Leavitt

Director, Chain Bridge Bancorp, Inc.

Director, Chain Bridge Bank, N.A.

Paul W. Leavitt joined the Company as a director in December 2016 and was elected a director of the Bank in January 2018. Since September 2001, Mr. Leavitt has served on the Board of Trustees of Drake University. He has also been on the Board of Directors for Mill Reef Properties, Inc. from March 2018 to present and previously from March 2006 to March 2012. Mr. Leavitt had a distinguished 21 year career with USA Today in various editorial capacities, including as the Washington News Editor. Prior to joining USA Today, he spent 11 years as an editor and reporter for the Des Moines Register. Mr. Leavitt received his undergraduate degree in journalism from Drake University and then studied Russian at Moscow State University. Mr. Leavitt was elected to the Board because of his valuable communications and non-profit industry experience.

Chain Bridge Bancorp, Inc.
2023 Annual Meeting of Stockholders
Proxy Statement

Christopher “Chip” S. Lippman

Director, Chain Bridge Bancorp, Inc.

Director, Chain Bridge Bank, N.A.

Christopher “Chip” S. Lippman was elected by the Board as a director of the Company in October 2022. He joined as a director of the Bank in January 2022. Mr. Lippman is a Managing Director for the Carlyle Group, focused on U.S. real estate opportunities. He joined Carlyle in 1998 and has led various investment sourcing strategies in markets across the United States. Prior to joining Carlyle, Mr. Lippman was a vice president specializing in real estate with Friedman Billings & Ramsey, an investment bank located in Arlington, Virginia. From 1993 to 1997, Mr. Lippman was employed by CarrAmerica Realty Corporation, a publicly-traded real estate investment trust. He graduated cum laude from Harvard College with an AB in Economics. Mr. Lippman was elected to the Board because of his extensive knowledge in the commercial real estate industry.

Jonathan E. Missner

Director, Chain Bridge Bancorp, Inc.

Director, Chain Bridge Bank, N.A.

Jonathan E. Missner was elected by the Board as a director of the Company in October 2022. He joined as a director of the Bank in January 2019. Since October 2014, Mr. Missner has served as the Managing Partner of Washington law firm Stein Mitchell Beato & Missner LLP. Prior to joining Stein Mitchell, Mr. Missner spent more than a decade (February 2004 to October 2014) at the American Israel Public Affairs Committee (AIPAC), most recently as Managing Director, National Affairs. Before joining AIPAC, he led three high-growth businesses in the healthcare field. Mr. Missner holds a J.D. from Georgetown, M.B.A. from the George Washington University, B.A. from Johns Hopkins University and has been an Adjunct Professor of Law at Georgetown University Law Center since 2000. Mr. Missner was elected to the Board because of his legal, business, and non-profit experience.

Philip A. Odeen

Director, Chain Bridge Bancorp, Inc.

Philip A. Odeen is a highly accomplished individual who has been a director of the Company since June 2007. He is a renowned business leader with a wealth of experience in both the public and private sectors.

Throughout his career, Mr. Odeen has held various positions of responsibility with many organizations. He is currently a member of the board of directors for Globant, S.A., and has been the chairman of its Compensation Committee since 2020. He has also served as a proxy director of Leonardo DRS since 2013.

Mr. Odeen's experience includes serving as a director of Booz Allen Hamilton from 2008 to 2019. From 2009 to 2013, he was the chairman of the board of directors and lead independent director of AES Corporation, having served as a director of the company from 2003 to 2013. Additionally, from 2008 to 2013, Mr. Odeen served as the chairman of the board of directors of Convergys Corporation and as a director of Convergys Corporation from 2000 to 2013.

He has also served as a director of QinetiQ North America, Inc. from 2006 to 2015, ASC Signal Corporation from 2009-2015, and Red Hawk from 2015-2018. Mr. Odeen was a director of Northrop Grumman from 2002 to 2008.

Prior to his career in the private sector, Mr. Odeen served in various senior positions in the Office of the Secretary of Defense and the White House National Security Council.

He has also served as the chairman and Chief Executive Officer of TRW Inc., retiring from the position in December 2001. Additionally, Mr. Odeen served as Chief Executive Officer of BDM from 1992 to 1997. Before that, he was a partner with Coopers & Lybrand from 1978 to 1992 and Vice Chairman of the Management Consulting practice from 1991 to 1992.

Chain Bridge Bancorp, Inc.
2023 Annual Meeting of Stockholders
Proxy Statement

Mr. Odeen holds a Bachelor's Degree in Government from the University of South Dakota, attended the University of Liverpool, England as a Fulbright Scholar, and has a Master's Degree in Political Science from the University of Wisconsin. He is a Member of The Phi Beta Kappa Society.

Mr. Odeen's extensive experience in leadership and guidance of public and private companies were among the factors leading to his election to the Board. His contributions as a director of the Company have been highly valued, and his qualifications and experience make him an important member of the Company's Board.

Elizabeth M. O'Shea

*Director, Chain Bridge Bancorp, Inc.
Director, Chain Bridge Bank, N.A.*

Elizabeth M. O'Shea was elected to the Board of the Company in October 2022, having served as a founding Director of the Bank, and Chair of its Compensation Committee, since August 2007. Ms. O'Shea was a securities and real estate lawyer at law firm of Brown & Wood, LLP (now Sidley Austin, LLP) in New York. Additionally, she has been involved in various academic and civic organizations in the Washington, D.C. metropolitan area. Ms. O'Shea's legal background and experience working with non-profit organizations were among the factors that led to her election to the Board. Her contributions as a founding Director of the Bank, and as Compensation Committee Chair, have been highly regarded, and her qualifications and experience make her a valuable addition to the Company's Board.

Paul Shiffman

*Director, Chain Bridge Bancorp, Inc.
Director, Chain Bridge Bank, N.A.*

Paul Shiffman is a founding director of both the Company in May 2006 and the Bank in August 2007. Over 40 years ago, he founded Shiffman & Shiffman, PC. Mr. Shiffman is a litigator with extensive trial experience in state and federal courts in the District of Columbia and Virginia. He is admitted to the District of Columbia Bar, the Virginia Bar, the U.S. Supreme Court, the Virginia Supreme Court, the Military Court of Justice, the U.S. Court of Appeals and the U.S. Court of Claims. Mr. Shiffman was an adjunct professor at the American University College of Law. Mr. Shiffman's extensive legal experience and accomplishments were key factors leading to his election to the Board. His contributions as a founding director of the Company and the Bank have been significant, and his qualifications and experience make him a qualified member of the Company's Board.

Benita Thompson-Byas

*Director, Chain Bridge Bancorp, Inc.
Director, Chain Bridge Bank, N.A.*

Benita Thompson-Byas was elected by the Board as a director of the Company in October 2022. She was a founding Director of the Bank in August 2007. Since January 2008, Ms. Thompson-Byas has served as Senior Vice President and Vice Chair of the Board of Thompson Hospitality, L.P., the largest minority-owned food service company in the United States. She is responsible for all phases of marketing which entails developing marketing plans, conducting firm research, creating and executing promotions, and working with food committees. Ms. Thompson-Byas also serves as Thompson Hospitality's Community Relations Director, coordinating the company's charitable initiatives. She began her career with Thompson Hospitality in 1992. She holds a B.A. in English from the University of Virginia's College of Arts and Sciences. Her extensive experience with marketing, communications, business operations, and human resources matters were among the key reasons for her election to the Board. Ms. Thompson-Byas' contributions as a founding Director of the Bank have been highly valued, and her qualifications and experience make her a valuable asset to the Company's Board.

Chain Bridge Bancorp, Inc.
2023 Annual Meeting of Stockholders
Proxy Statement

W. Michael “Mike” Wheat

Director, Chain Bridge Bancorp, Inc.

Director, Chain Bridge Bank, N.A.

William Michael “Mike” Wheat was elected by the Board as a director of the Company in October 2022. He was a founding Director of the Bank in August 2007. Mr. Wheat is the owner and founder of Wheat’s Lawn and Custom Landscape, Inc., the largest full-service residential landscape company in Northern Virginia. Established in 1978, the business has evolved from a family lawn care service to a full service design/build and maintenance landscape company serving high-end residences. Mr. Wheat actively volunteers with youth sports, academic, and local government to support a wide range of civic efforts. His experience in business operations and management were among the reasons leading to his election to the Board. Mr. Wheat's contributions as a founding Director of the Bank have been highly valued, and his qualifications and experience make him a productive member of the Company’s Board.

Vote Required and Recommendation of the Board. A nominee receiving a majority of the votes cast by the holders of shares of common stock entitled to vote at the Annual Meeting will be elected as a director in the order of the number of votes received. **The Board recommends that stockholders vote FOR each nominee for election to the Board.**

**PROPOSAL 2 - RATIFICATION OF THE APPOINTMENT OF THE
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Yount, Hyde & Barbour, P.C. (“YHB”) has audited the Company’s financial statements since it was formed in 2006. YHB’s Financial Institutions Team, which includes over 50 dedicated professionals, focuses exclusively on serving financial institutions of all sizes. The team has 75 years of experience in serving banks throughout the region. During that time, YHB has provided accounting, tax, assurance, and advisory services to both publicly traded and privately held banking companies. You may find more information about YHB at its website: <https://www.yhbcpa.com/>.

YHB served as the independent registered public accounting firm the years ended December 31, 2022 and 2021. The firm’s appointment for the year ended December 31, 2023 is pending review and approval by the Audit Committee. Information concerning the fees paid to YHB is included in this proxy statement under “Auditor Fees and Services.” Representatives of YHB are not expected to be present at the Annual Meeting, but will have an opportunity to make a statement if they desire to do so and will respond to appropriate questions from our stockholders through the Company’s Corporate Secretary.

Although the Company’s Bylaws do not require stockholder ratification or other approval of the retention of the independent registered public accounting firm, as a matter of good corporate governance, the Board is requesting that the stockholders ratify the appointment of YHB as the independent registered public accounting firm for the fiscal year ending December 31, 2023.

Ratification of the appointment of YHB as the Company’s independent registered public accounting firm would require the affirmative vote of a majority of shares of common stock cast at the Annual Meeting. Abstentions and broker non-votes will have no effect on the voting results.

Vote Required and Recommendation of the Board. The affirmative vote of a majority of shares of common stock cast on this proposal at the Annual Meeting is required for the ratification of the appointment of the independent registered public accounting firm. **The Board recommends that stockholders vote FOR the ratification of the appointment of YHB as the Company’s independent registered public accounting firm.**

Chain Bridge Bancorp, Inc.
2023 Annual Meeting of Stockholders
Proxy Statement

CORPORATE GOVERNANCE OF THE BOARD

Board Composition: The Board is currently composed of 17 members, with Peter G. Fitzgerald serving as Chairman of the Board. The primary responsibilities of the Board are to provide oversight, strategic guidance, counseling, and direction to management. The Board meets quarterly and as required. Directors are elected by the stockholders at each annual meeting to serve until the next annual meeting, or until their successor is selected and qualified, or until their death, resignation, removal, or ineligibility to serve as specified in the Company's bylaws.

Director Independence. The Board has adopted independence standards based on applicable laws and regulations, including applicable FDIC regulations. The Board considers all members of the Board, except Peter G. Fitzgerald, John J. Brough, David M. Evinger, and Thomas E. Jacobi, to be independent directors. In making such independence determinations, the Board considered the relationships that each non-employee director has with the Company and all other facts and circumstances that the Board deemed relevant in determining their independence, including the beneficial ownership of the Company's stock by each non-employee director. In considering the independence of the directors, the Board considered the association of the directors with the holders of more than 5% of our common stock.

Andrew J. Fitzgerald and Thomas G. Fitzgerald, Jr. are the nephews of Chairman Peter G. Fitzgerald. Joseph M. Fitzgerald is not related to either Peter G. Fitzgerald or any of his family members. There are no family relationships among any of the executive officers of the Company or Bank.

Mr. Peter G. Fitzgerald is not an independent director because he is the Executive Chairman of the Board of the Company and Bank and he is related to holders of more than 5% of our common stock. Mr. Brough is not an independent director because he is the Chief Executive Officer of the Company and Bank. Mr. Evinger is not an independent director because he is the President of the Company and Bank. Mr. Jacobi is not an independent director because he is an officer and employee of the Bank.

Board Leadership Structure. The Board reviews its leadership structure periodically as part of its annual self-assessment process, a process led by the Governance and Nominating Committee. In addition, the Board continues to monitor developments in corporate governance as well as the approaches peers undertake.

The Board believes that it is important to retain the flexibility to allocate the responsibilities of the offices of Chairman of the Board and Chief Executive Officer in any manner that it determines to be in the best interests of the Company at any point in time. The roles of Chairman of the Board and Chief Executive Officer are currently separate. There are no plans to change this management structure in the foreseeable future. Peter G. Fitzgerald is the Chairman of Board for the Company and Bank. John J. Brough is the Chief Executive Officer of the Company and Bank.

The Board does not currently have a policy as to whether the role of Chairman of the Board and the Chief Executive Officer should be separate. The Board believes that the Company and its stockholders are best served by maintaining the flexibility to determine whether the Chairman and Chief Executive Officer positions should be separated or combined at a given point in time in order to provide appropriate leadership for us at that time.

The Board, including each of its Committees, also has complete and open access to any member of the Company's management and the authority to retain independent advisors as the Board or such Committee deems appropriate. In addition, all members of the Audit Committee, the Compensation Committee, and the Governance and Nominating Committee are independent directors. The majority of the Risk Committee is comprised of independent directors. All Committee Chairs have authority to hold executive sessions without management and non-independent directors present.

Board Meetings. The Board met four times for regular meetings and held two special meetings during 2022. All Board members, except Mr. Odeen, attended at least 75% of the meetings held by the Board. Mr. Odeen did not attend one regular quarterly meeting and one of the special meetings because of previously scheduled business conflicts on those dates. The Company holds regular Board meetings on a quarterly basis the month following each calendar quarter-end. The Board of Directors of the Bank meets on a monthly basis.

Chain Bridge Bancorp, Inc.
2023 Annual Meeting of Stockholders
Proxy Statement

Additions. On October 11, 2022, the Board appointed Mr. Joseph Fitzgerald, Ms. Korsmo, Mr. Lippman, Mr. Missner, Ms. O’Shea, Ms. Thompson-Byas, and Mr. Wheat each a director of the Company to serve until the next meeting Annual Meeting.

Retirements. There were no retirements from the Board during 2022.

Committees. The Board has four standing committees in connection with the discharge of its responsibilities. These committees are: 1) the Audit Committee; 2) the Compensation Committee; 3) the Risk Committee; and 4) the Governance and Nominating Committee. The Board may establish such other committees as it deems appropriate, in accordance with applicable law and regulations and our corporate governance documents. The current composition and responsibilities of each committee are described below. Members will serve on these committees so long as they are a member of the Board until their resignation or until otherwise determined by our Board.

Audit Committee. The Audit Committee currently consists of Mr. Joseph Fitzgerald, Mr. Missner, Mr. Odeen and Mr. Wheat, with Mr. Joseph Fitzgerald serving as Chair. The Audit Committee of the Company was formed in October 2022 and will meet periodically as deemed necessary or appropriate to carry out its responsibilities, but not less than four times per year.

The Audit Committee performs the duties required of audit committees under 12 C.F.R. § 363.5 for insured depository institutions. The role of the Audit Committee is to assist the Board, in its oversight responsibilities relating to:

- The integrity of the Company’s financial statements.
- The Company’s compliance with legal and regulatory requirements.
- The Company’s system of internal controls for finance, accounting, trust operations and legal and regulatory compliance.
- The independence and qualifications of the Company’s independent auditors.
- The performance of the Company’s independent auditors and the internal audit function of the Company and its subsidiaries.

Applicable FDIC regulations also require that our Audit Committee be composed of “outside directors who are independent of management.” The Board has affirmatively determined that each of the current members of the Audit Committee meet the definition of “independent directors” under FDIC regulations. The Board adopted a written charter for the Audit Committee, which is available on the Bank’s website, www.chainbridgebank.com, under the “Investor Relations” tab. The information on our website is not deemed to be incorporated in or to be part of this proxy statement.

Compensation Committee. The Compensation Committee currently consists of Ms. Korsmo, Mr. Leavitt, Ms. O’Shea, and Ms. Thompson-Byas, with Ms. O’Shea serving as Chair and Secretary. The Compensation Committee of the Company was formed in October 2022 and will meet periodically as deemed necessary or appropriate to carry out its responsibilities, but not less than two times annually.

The role of the Compensation Committee is to assist the Board, in its oversight responsibilities relating to:

- Compensation and retention of senior executive officers (i.e., any person with the title “Executive Vice President” and above).
- Employee benefit programs of the Company.
- The Company’s policies and strategies relating to its human capital management function.

The Board adopted a written charter for the Compensation Committee, which is available on the Bank’s website, www.chainbridgebank.com, under the “Investor Relations” tab. The information on our website is not deemed to be incorporated in or to be part of this proxy statement.

Risk Committee. The Risk Committee currently consists of Mr. Brough, Mr. Andrew Fitzgerald, Mr. Joseph Fitzgerald, Mr. Thomas Fitzgerald, Jr., and Mr. Missner, with Mr. Thomas Fitzgerald, Jr. serving as Chair. The Risk

Chain Bridge Bancorp, Inc.
2023 Annual Meeting of Stockholders
Proxy Statement

Committee of the Company was formed in October 2022 and will meet periodically as deemed necessary or appropriate to carry out its responsibilities, but not less than quarterly.

The role of the Risk Committee is to assist the Board, in its oversight responsibilities relating to:

- The risk-management policies of the Company’s operations (the “Enterprise Risk Management Framework”).
- Financial and operational risks, including, without limitation, capital adequacy, compliance, credit, liquidity, market, operational, strategic, asset, and reputational risks and the control processes with respect to such risks.
- The Company’s risk appetite and tolerance (i.e., the level and type of risk the Company is able and willing to assume in its exposures and business activities, given its business objectives and obligations to stakeholders).
- The performance of any other related tasks that the Board shall, from time to time, assign.

The Board adopted a written charter for the Risk Committee, which is available on the Bank’s website, www.chainbridgebank.com, under the “Investor Relations” tab. The information on our website is not deemed to be incorporated in or to be part of this proxy statement.

Governance and Nominating Committee. The Governance and Nominating Committee currently consists of Mr. Andrew Fitzgerald, Mr. Thomas Fitzgerald, Jr., and Ms. Korsmo, with Ms. Korsmo serving as Chair. The Governance and Nominating Committee of the Company was formed in October 2022 and will meet periodically as deemed necessary or appropriate to carry out its responsibilities, but not less than two times annually.

The role of the Governance and Nominating Committee is to assist the Board, in its oversight responsibilities relating to:

- Corporate governance matters, policies and practices of the Company.
- Nominations of directors to the Board of the Company and its Committees.
- Succession planning for senior executive officers of the Company.

The Board adopted a written charter for the Governance and Nominating Committee, which is available on the Bank’s website, www.chainbridgebank.com, under the “Investor Relations” tab. The information on our website is not deemed to be incorporated in or to be part of this proxy statement.

Nominations. The Governance and Nominating Committee serves to identify, screen, recruit and nominate candidates to the Board. In consultation with the Chairman of the Board, the Governance and Nominating Committee will lead the process of identifying, recruiting, and interviewing candidates for the Board believed to be qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board, the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders.

Before recommending an incumbent, replacement, or additional director, review and take into consideration such factors as it deems appropriate, including capability, availability to serve, independence, conflicts of interest, judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate’s skills and experience with the skills and experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.

Stockholder Communications. Stockholders who wish to communicate with the Board, or an individual director, can write to Chain Bridge Bancorp, Inc., Attention: David M. Evinger, Corporate Secretary, 1445-A Laughlin Avenue, McLean, VA 22101. Your letter should indicate that you are a stockholder, and whether you own your shares in street name. Depending on the subject matter, management will: (a) forward the communication to the director or directors to whom it is addressed; (b) handle the inquiry directly or delegate it to appropriate employees, such as where the communication is a request for information, a stock related matter, or a matter related to ordinary course matters in the conduct of the Company’s business; or (c) not forward the communication where it is primarily commercial or

Chain Bridge Bancorp, Inc.
2023 Annual Meeting of Stockholders
Proxy Statement

political in nature, or where it relates to an improper, frivolous or irrelevant topic. Communications which are not forwarded will be retained until the next Board meeting, where they will be available to all directors of the Company.

Director Attendance at the Annual Meeting. The Board believes it is important for all directors to attend the Annual Meeting, unless doing so is unreasonable or infeasible, in order to show their support for the Company and to provide an opportunity for stockholders to communicate any concerns to them. Peter G. Fitzgerald, John J. Brough, David M. Evinger, Joseph M. Fitzgerald, Philip F. Herrick, Thomas E. Jacobi, Paul Leavitt, and Paul Shiffman attended last year's annual meeting.

Policy on Trading and Pledging of Company Stock

Certain transactions in our securities create a heightened compliance risk or could create the appearance of misalignment between management and stockholders. The Company's policy is insiders may only buy or sell stock within the "window period" three (3) days following the quarterly or annual earnings release to the general public and up to and including the last day of the second month of each quarter (i.e., February 28th, May 31st, August 31st, and November 30th). Notwithstanding the provisions of this "window period", insiders may not buy or sell stock when the insiders are in possession of material financial results or material events not made available to the general public. In addition, securities pledged as collateral must be reported annually on the director's statement of related interest. None of the Company's shares are currently pledged.

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

Director Compensation

Non-employee directors of the Company and of the Bank earn both an annual stipend and meeting fees. Employee directors of the Company and Bank do not receive an annual stipend or meeting fees but rather are paid a salary and have the opportunity to receive other benefits offered to employees. For 2023, the annual stipend for a director of the Company is \$5,000 and the annual stipend for a director of the Bank is \$10,000. Directors who serve on both the Board of Directors for the Company and the Bank receive a stipend from only the Bank and do not also receive a stipend the Company. Directors of the Company and Bank currently earn meeting fees of \$1,200 per meeting, special meeting fees of \$1,200 per meeting, and committee fees of \$600 per meeting. Chairs of the various Company and Bank Board committees receive an additional \$1,200 annual stipend. A non-employee Secretary for a committee receives a \$1,000 annual stipend. Directors must be present (in person, by teleconference, or by videoconference) in order to receive a fee. Non-employee director compensation is recommended by the Governance and Nominating Committee and approved by the Board.

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Chain Bridge Bancorp, Inc.
2023 Annual Meeting of Stockholders
Proxy Statement

The following chart provides the compensation paid to our non-employee directors for the year ended December 31, 2022.

2022 Non-Employee Director Compensation			
Name	Company Fees Earned or Paid in Cash (\$)	Bank Fees Earned or Paid in Cash (\$)	Total (\$)
Andrew J. Fitzgerald	\$12,200	\$0	\$12,200
Joseph M. Fitzgerald	\$1,200	\$40,850	\$42,050
Thomas G. Fitzgerald, Jr.	\$11,000	\$0	\$11,000
Phillip F. Herrick	\$7,200	\$36,550	\$43,750
Michelle L. Korsmo	\$1,200	\$22,600	\$23,800
Paul W. Leavitt	\$7,200	\$35,450	\$42,650
Christopher Lippman	\$1,200	\$19,600	\$20,800
Jonathan E. Missner	\$1,200	\$27,400	\$28,600
Philip A. Odeen	\$9,800	\$0	\$9,800
Elizabeth M. O’Shea	\$1,200	\$34,000	\$35,200
Paul Shiffman	\$8,400	\$36,600	\$45,000
Benita Thompson-Byas	\$1,200	\$27,400	\$28,600
W. Michael Wheat	\$1,200	\$26,200	\$27,400
Totals	\$64,200	\$306,650	\$370,850

Named Executive Officers

The “Named Executive Officers” are the individuals who served as principal executive officer and the two other most highly compensated executive officers who were serving as executive officers at the end of 2022. The following are the Named Executive Officers as of December 31, 2022, along with their positions:

Peter G. Fitzgerald, *Chairman of the Board*
John J. Brough, II, *Chief Executive Officer*
David M. Evinger, *President*

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Chain Bridge Bancorp, Inc.
2023 Annual Meeting of Stockholders
Proxy Statement

Summary Compensation Table for Named Executive Officers

Compensation for Named Executive Officers						
Name	Year	Salary (\$)	Bonus (1) (\$)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
Peter G. Fitzgerald	2022	\$274,774	\$50,000	\$0	\$33,567	\$358,341
<i>Chairman of the Board</i>						
John J. Brough, II	2022	\$322,502	\$50,000	\$32,126	\$41,532	\$446,160
<i>Chief Executive Officer</i>						
David M. Evinger	2022	\$309,454	\$50,000	\$28,111	\$34,504	\$422,069
<i>President</i>						

(1) The bonuses listed in the table above were paid in January 2022 and were based on the Company's performance during the 2021 calendar year.

General. The Compensation Committee believes that total compensation for Named Executive Officers (base salary, short-term and long-term compensation) should vary based on the Company's performance and return to stockholders, and should be generally consistent relative to performance against the Company's peers.

Salary. The Company generally sets annual base salaries for the Named Executive Officers based on the executive's experience, individual performance for the prior year and the Company's prior year financial results. The Compensation Committee also considers comparative peer salary data and believes that base salaries are set at levels that enable us to hire and retain individuals in the banking/finance industry that can drive achievement of the Company's overall objectives.

Bonus. The Company establishes an incentive compensation plan for all employees of the Bank, including the Named Executive Officers. The purpose of the incentive compensation plan is to enhance and reinforce the goals of the Company and the Bank for safe and profitable growth by providing management and employees with additional financial rewards for attainment of such operating controls, profitable growth and sound financial condition. Final approval of the payment of any awards under the Plan is subject to review by the Compensation Committee of the Company and the sole and absolute discretion of the Board of Directors of the Bank. Payment of incentive compensation awards are made via payroll, less applicable tax and other withholding, in cash.

Stock Awards. The Company does not provide Named Executive Officers or employees with stock grants or stock awards.

Options Awards. The Company does not provide Named Executive Officers or employees with stock options.

Non-Equity Incentive Plan Compensation. The Company establishes a Stock Appreciation Right (SAR) Plan. The purpose of this Plan is to reward certain key officers of the Bank, including the Named Executive Officers, for their contributions to the long-term success of the Bank. Awards under the Plan are tied to the growth in the Bank's retained earnings and vest over seven years. While Mr. Fitzgerald is eligible to participate in the SAR Plan, he has declined all previous awards approved by Compensation Committee.

Deferred Compensation Plan. The Company does not offer a Deferred Compensation Plan.

Chain Bridge Bancorp, Inc.
2023 Annual Meeting of Stockholders
Proxy Statement

401(k) Plan. The Bank's 401(k) Plan is designed to provide retirement benefits to all eligible full-time employees. The 401(k) Plan provides employees with the opportunity to save for retirement on a tax deferred basis. The Named Executive Officers, all of whom were eligible to participate in the 401(k) Plan during 2022, may elect to participate in the 401(k) Plan on the same basis as all other eligible employees. The Bank elected a safe harbor 401(k) Plan and as such make matching contributions of up to 100% of employee salary contribution deferrals of up to 4% of pay and 50% of employee salary contributions that exceed 4% but do not exceed 6% of pay, subject to a cap of \$61,000 for any employee in 2022. The current match is 5%. An employee must contribute to receive the matching contribution.

All Other Compensation. We provide our Named Executive Officers with a limited number of perquisites that we believe are reasonable and consistent with our overall compensation program and better enable us to attract and retain superior employees for key positions. All other compensation includes 401(k) match contributions, health insurance, dental insurance, group term life insurance, long-term disability insurance, and other items.

Employment Agreements. The Company has not entered into employment agreements or other contracts with any Named Executive Officers.

EXECUTIVE OFFICERS WHO ARE NOT DIRECTORS

The following information is provided with respect to the current executive officers of the Bank who are officers of the Company, but not directors of the Company.

Joanna R. Williamson, CPA

Chief Financial Officer, Chain Bridge Bancorp, Inc.

Executive Vice President & Chief Financial Officer of Chain Bridge Bank, N.A.

Joanna R. Williamson, CPA, is the Chief Financial Officer of the Company and Executive Vice President & Chief Financial Officer of the Bank. Ms. Williamson joined the Bank in August 2015 as Vice President and Controller, where she demonstrated exceptional financial acumen and leadership skills. She was appointed Treasurer of the Company in January 2018 and later promoted to Senior Vice President and Chief Financial Officer of the Bank. In January 2023, she was reappointed Chief Financial Officer of the Company and promoted to Executive Vice President and Chief Financial Officer of the Bank.

Ms. Williamson brings a wealth of experience to her role, having previously served in managerial positions at Fannie Mae and Dixon Hughes Goodman LLP, and as a Senior Auditor with Ernst & Young. She holds a Certified Public Accountant license and graduated with an M.S. and B.S. (*magna cum laude*) in Accounting from Virginia Tech.

Ms. Williamson is a key member of the Bank's leadership team and provides strategic financial guidance to ensure the continued success of the Bank and Company. Her expertise in audit, accounting, financial reporting, and internal controls has been critical to the success of the Company and Bank.

TRANSACTIONS OR ARRANGEMENTS WITH INSIDERS

The Company has not entered into any transactions or arrangements with its directors, officers, and principal stockholders since January 1, 2022. Other than the compensation and other arrangements described under "Director and Named Executive Officer Compensation" in this proxy statement there has not been and there is not currently proposed, any transaction or series of similar transactions to which we were, or will be, a party in which the amount involved exceeded, or will exceed, \$120,000 and in which any director, executive officer, holder of five percent or more of any class of our capital stock or any member of the immediate family of, or entities affiliated with, any of the foregoing persons, had, or will have, a direct or indirect material interest. All transactions or arrangements with insiders or related party transactions that must be disclosed, reviewed, and approved by the Board.

Chain Bridge Bancorp, Inc.
2023 Annual Meeting of Stockholders
Proxy Statement

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

YHB has served as the Company’s independent registered public accountants since it was formed in 2006, and, in that capacity, audited the Company’s consolidated financial statements, for the fiscal years ended December 31, 2022 and 2021.

Audit and Non-Audit Services Pre-Approval Policy. The Audit Committee’s Charter provides that the Audit Committee must pre-approve, all auditing services and permitted non-audit services to be performed by the independent auditors for the Company and approving all related fees and other terms of engagement. In accordance with that requirement, the Audit Committee pre-approved the engagement of YHB pursuant to which it provided the services described below for the fiscal years ended December 31, 2022 and 2021. No services were provided by YHB other than in accordance with pre-approved policies.

Audit Fees. The aggregate fees billed by YHB for the fiscal years ended December 31, 2022 and 2021 were \$155,000 and \$64,333, respectively. The 2022 fees included an audit of the consolidated financial statements under Public Company Accounting Oversight Board (“PCAOB”) audit standards and the audit of the effectiveness of the Company’s internal control over financial reporting in accordance with the Federal Deposit Insurance Corporation Improvement Act (“FDICIA”). Fees for 2022 also included procedures performed involving the Private Placement Memorandum. The 2021 fees were for the audit of the Company’s consolidated financial statements under Generally Accepted Auditing Standards (“GAAS”).

Audit-Related Fees. The aggregate fees billed by YHB for professional services rendered for the audit of the Company’s Information Technology and related services, and not reported under the heading “Audit Fees” above for the fiscal years ended December 31, 2022 and 2021, were \$0 and \$20,250, respectively.

Tax Fees. The aggregate fees billed by YHB for professional services for tax compliance and other tax advisory services for the fiscal years ended December 31, 2022 and 2021 were \$8,500 and \$8,384, respectively. No tax services are performed by YHB to the Company for its directors or executive officers.

All Other Fees. The aggregate fees billed by YHB for other professional services including the SOC for Cybersecurity Examination attestation engagement for the fiscal years ended December 31, 2022 and 2021 were \$15,000 and \$6,725, respectively.

The following chart contains information regarding the fees billed by YHB for the services it rendered during 2022 and 2021.

Auditor Fees and Services	2022	2021
Audit Fees	\$155,000	\$64,333
Audit-Related Fees	\$0	\$20,250
Tax Fees	\$8,500	\$8,384
All Other Fees	\$15,000	\$6,725
Totals	\$178,500	\$99,692

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Chain Bridge Bancorp, Inc.
2023 Annual Meeting of Stockholders
Proxy Statement

REPORT OF THE AUDIT COMMITTEE

The members of the Audit Committee of the Board of Chain Bridge Bancorp, Inc. submit this report in connection with the committee's review of the financial statements for the fiscal year ended December 31, 2022 as follows:

- The Audit Committee has reviewed and discussed with management the audited financial statements for Chain Bridge Bancorp, Inc. for the fiscal year ended December 31, 2022.
- The Audit Committee has discussed with representatives of YHB the matters required to be discussed with the Audit Committee by the applicable requirements of the Public Company Accounting Oversight Board.
- The Audit Committee has received the written disclosures and the letter from the independent accountant required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence, and has discussed with the independent accountant the independent accountant's independence.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board that the audited financial statements be included in the Annual Report for the fiscal year ended December 31, 2022.

The Audit Committee operates pursuant to a charter that was approved by the Board. A copy of the Audit Committee Charter is available on the Bank's website, www.chainbridgebank.com, under the "Investor Relations" tab.

**SUBMITTED BY THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS OF
CHAIN BRIDGE BANCORP, INC.**

Joseph M. Fitzgerald, Chair
Jonathan E. Missner
Philip A. Odeen
W. Michael Wheat

LITIGATION

In September 2021, the District Court for the Eastern District of Virginia issued a Summary Judgment in favor of the Bank and against Blue Flame Medical, LLC ("Blue Flame") on all remaining counts in Blue Flame's lawsuit against the Bank, as well as a Summary Judgment in favor of the Bank and against JPMorgan Chase Bank, N.A. ("JPMorgan") on the Bank's third-party complaint for indemnification.

Both Blue Flame and JPMorgan appealed the District Court's decisions to the United States Court of Appeals for the Fourth Circuit (the "Fourth Circuit"). On March 20, 2023, following briefing and oral argument, the Fourth Circuit entered its judgment and opinion, in both appeals, affirming the District Court's decisions in the Bank's favor on all counts.

Blue Flame and JPMorgan have until April 3, 2023, to petition for panel rehearing or rehearing *en banc* in the Fourth Circuit, and at least 90 days from either the Fourth Circuit's judgment or from any order denying rehearing, whichever comes later, to petition for a writ of certiorari from the Supreme Court of the United States. As of the date of this communication, the Bank does not know whether Blue Flame or JPMorgan will file rehearing or certiorari petitions.

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Chain Bridge Bancorp, Inc.
2023 Annual Meeting of Stockholders
Proxy Statement

HOUSEHOLDING

The Company mails the proxy statement and annual report to each stockholder of record at the address on file. The proxy statement and annual report are also available on Transfer Online, Inc., the Company's transfer agent. Instructions for accessing the proxy statement and annual report are found on the proxy card. Some banks, brokers and other nominee record holders may participate in the practice of "householding" proxy statements and annual reports. This means that only one copy of the Company's documents, including the annual report to stockholders and proxy statement, may have been sent to multiple stockholders in your household. If you wish to receive a separate copy of either document, you can request this either in writing or orally by contacting the Corporate Secretary by mail at Chain Bridge Bancorp, Inc., Attn: David M. Evinger, Corporate Secretary, 1445-A Laughlin Avenue, McLean, VA 22101, by email at devinger@chainbridgebank.com, or by telephone at 703-748-2005.

OTHER MATTERS

Management is unaware of any other matters to be presented for action by stockholders at the Annual Meeting. If, however, any other matters not now known are properly brought before the Annual Meeting or any adjournment thereof, the persons named in the accompanying proxy will vote such proxy in accordance with their judgment on such matters.

STOCKHOLDER PROPOSALS

The Company's bylaws govern the submission of nominations for director or other business proposals that a stockholder wishes to have considered at a meeting of stockholders.

Under the Company's bylaws, nominations for director or other business proposals to be addressed at our next annual meeting may be made by a stockholder who is a stockholder of record on the date of giving the notice and entitled to vote and complies with other applicable requirements set forth in the Company's bylaws. The notice must contain the information required by the Company's bylaws and must be delivered or mailed to and received by the Secretary at the principal executive office of the Company (Chain Bridge Bancorp, Inc., Attn: David M. Evinger, Corporate Secretary, 1445-A Laughlin Avenue, McLean, VA 22101) by not later than the close of business on January 2, 2024 and not earlier than the close of business on December 2, 2023.

With respect to stockholder proposals, a stockholder's notice to the Secretary must set forth as to each matter such stockholder proposes to bring before the annual meeting: (i) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting; (ii) the name and address of such stockholder as they appear on the Company books and of the beneficial owner, if any, on whose behalf the proposal is made; (iii) the class or series and number of shares of capital stock of the Company which are owned beneficially or of record by such stockholder and such beneficial owner; (iv) a description of all arrangements or understandings between such stockholder and any other person or persons (including their names) in connection with the proposal of such business by such stockholder and any material interest of such stockholder in such business; and (v) a representation that such stockholder intends to appear in person or by proxy at the annual meeting to bring such business before the meeting for consideration.

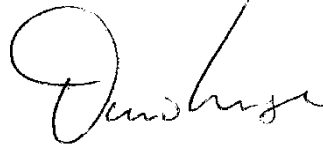
With respect to nominations for election as a director of the Company, a stockholder's notice must be in writing and set forth (a) as to each person whom the stockholder proposes to nominate for election as a director, all information relating to such person that is required to be disclosed in connection with solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any successor rule or regulation, or applicable Delaware law; and (b) as to the stockholder giving the notice: (i) the name, age, business address, and residence address of such stockholder as they appear on the Company books and of the beneficial owner, if any, on whose behalf the nomination is made; (ii) the class or series and number of shares of capital stock of the Company which are owned beneficially or of record by such stockholder and such beneficial owner; (iii) a description of all arrangements or understandings between such stockholder and each proposed nominee and any other person or persons (including their names)

Chain Bridge Bancorp, Inc.
2023 Annual Meeting of Stockholders
Proxy Statement

pursuant to which the nomination(s) are to be made by such stockholder; (iv) a representation that such stockholder intends to appear in person or by proxy at the meeting to nominate the persons named in its notice; and (v) any other information relating to such stockholder that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Regulation 14A under the Exchange Act, applicable Delaware law, or any successor rule or regulation. Such notice must be accompanied by a written consent of each proposed nominee to be named as a nominee and to serve as a director if elected.

By Order of the Board,

CHAIN BRIDGE BANCORP, INC.

A handwritten signature in black ink, appearing to read "David M. Evinger", written over a faint, illegible background.

David M. Evinger
President, Director & Corporate Secretary

March 31, 2023