

Richard J. (Dick) Holland, Jr.

Gregory F. Holland

April 12, 2022

Dear Fellow Shareholders of Farmers Bankshares, Inc.:

We, Richard J. (Dick) Holland, Jr. and Gregory F. Holland (Greg), are two of the largest shareholders of Farmers Bankshares, Inc. (the Company or Farmers Bankshares), the holding company of Farmers Bank, Windsor, Virginia (the Bank).

For the reasons set forth in this Proxy Statement (**which we urge you to read today**), it is critical that the Board of Directors of the Company (the Board) review all strategic alternatives to maximize value for shareholders. To date, the Board has not made meaningful progress on any such review and, in our opinion, by doing nothing the Board continues to waste time and contribute to further devaluing your investment in the Company. The Company and the Bank are delivering unacceptable core financial performance without a credible plan for addressing the significant challenges that the Company will face in 2022 and beyond.

We are seeking your support to send a powerful message of shareholder dissatisfaction to the Farmers Bankshares Board. We will send this message at the Company's 2022 Annual Meeting of Shareholders (the Annual Meeting) on May 12, 2022, by voting **against** (via a **WITHHOLD** vote) the election of each of the Company's director nominees for election to the Board and voting **AGAINST** the ratification of the Company's appointment of Elliott Davis, PLLC as the Company's independent auditor.

These votes will be a referendum against the Board's poor stewardship of your investment in the Company and, as described below, against the Board's decision to ignore shareholder input on the Company's strategic direction. ***You have an important opportunity as a shareholder to have your voice heard at the Annual Meeting!***

Dick's letter to shareholders dated March 8, 2022 provides detailed information about the circumstances that led to the Company's decision to **remove** Dick as Chairman of Farmers Bankshares, to **remove** Dick as Chairman of the Bank, and to **remove** Dick as a director of the Bank (which required the Board to amend the Bank's articles of incorporation to effectuate this removal), and to unceremoniously terminate Dick's employment with the Bank.

The short version of these circumstances is as follows: In late January 2022, while Dick was still serving as Chairman of the Company, Dick significantly disagreed with the Board and management about certain aspects of the Bank's operations and strategy. To help make progress on this disagreement, Dick exercised his authority as Chairman to call a Special Meeting of Shareholders to vote on an **advisory** proposal that would have urged the Board to explore all strategic alternatives to maximize shareholder value. Instead of moving forward with this meeting and asking shareholders for input on the Company's strategic direction, the other Board directors decided to ignore the properly called meeting and took the actions described above. Dick sought shareholder feedback on the Company's strategic direction, and the Board decided to punish Dick instead of listening to what the Company's shareholders have to say.

The Board and management of Farmers Bankshares will likely repeat its prior line to shareholders – that it has engaged a financial advisor and initiated a “360-degree review” process to evaluate strategic alternatives. Do not be fooled; this planning process falls far short of the robust process that could lead to a merger or sale of the Company or other strategic transaction. We believe this “360-degree” review is merely an attempt to explain away poor performance and the Board’s failure (and refusal) to consider shareholders’ best interests.

Your support of these efforts, your votes to **WITHHOLD** approval from the Company’s director nominees, and your votes **AGAINST** ratifying the Company’s auditor, will strongly communicate to the Farmers Bankshares Board that its “head in the sand” approach to corporate governance will not be tolerated, and that it is time to focus on what is best and right for shareholders.

We continue to believe that shareholders’ investment in Farmers Bankshares would be best protected by a merger or sale of the Company in which shareholders would receive stock in a larger, higher-performing community bank. Such a strategic transaction would likely create a significant premium for all shareholders and significant additional liquidity for those looking to sell their shares of Farmers Bankshares stock. We believe that our interests are aligned with the interests of all of the Company’s shareholders and that significant value can be unlocked through such a transaction. **If you want Farmers Bankshares to explore a merger with a larger, higher-performing community bank, you must vote with us! This is your best opportunity to make your voice heard, so that the Board considers your views and best interests.**

We urge you to carefully consider the information contained in the attached Proxy Statement and then support our efforts by signing, dating and returning the **BLUE** proxy card today.

We care deeply about Farmers Bank, and we know what the Bank means to the people and businesses of Windsor and the other communities that the Bank serves, many of whom have been shareholders of the Company and the Bank for generations. The Bank holds a special place in our hearts with our grandfather being one of the original 6 organizers of the Bank, our father serving as teller, President, Chief Executive Officer and Chairman of the Bank from 1950 until his death in 2000, and Dick serving as a teller, Cashier, President, Chief Executive Officer and Chairman of the Bank for over 45 years. In total, the Holland family has dutifully served the Bank for 102 years.

We pledge to all of the Company’s shareholders that we will do everything in our power to protect you and your families’ investments. The history and legacy of the Holland family’s service to the Bank and community and our continued efforts now reflect our deep care and concern for shareholders, staff and loyal customers. Thank you for your continued support.

Very truly yours,



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