

Notice of Change No. 2
For the Annual Meeting of the Shareholders of
Andover Bancorp, Inc.

TO OUR SHAREHOLDERS:

The risks posed by the coronavirus (COVID-19) continue to affect us all. Consistent with what the governor has ordered regarding public gatherings in the State of Ohio, the annual meeting of the shareholders of Andover Bancorp, Inc. will be changed from a physical meeting to a virtual meeting. It will still be held on Thursday, April 9, 2020 at 2:00 p.m., but the meeting will be conducted entirely online. We will be assisted by American Stock Transfer & Trust Company, LLC ("AST"), in partnership with LUMI.

You may use your desktop computer or your mobile device to listen to and participate in the meeting by logging in to <http://web.lumiagm.com/209471702>. Here is the passcode for the meeting (case sensitive): andover2020. You may register as a shareholder of record by using the control number on the proxy which AST previously sent to you. That number gives you the right to vote your shares (if you have not already done so by proxy) or to revoke your proxy and vote the shares at the meeting. If you do not have your control number, you may still register as a guest. We encourage you to access the meeting prior to the start time to allow ample time for the check-in process.

The only business to be conducted at the virtual meeting is stated in the combined notice of meeting and proxy statement. That statement, the proxy, and the annual report are posted on our website, www.andoverbancorp.com. The annual report will be mailed to you soon.

A virtual meeting is an enormous departure from the way our shareholders' meetings have been conducted in the past. The board of directors took this extraordinary step as a matter of necessity in these difficult times, to meet the requirement of holding a timely annual meeting without endangering our shareholders.

We apologize for any inconvenience this change may cause. Nevertheless, it is important that you vote your shares. You can complete and return in a timely manner the proxy which AST already sent you, or you can login and vote them at the meeting by using your control number. To revoke your proxy and vote your shares at the virtual meeting, you must login using your control number.

Thank you for your patience and understanding in these unprecedented times.

Andover Bancorp, Inc.



Richard B. Kotila
Secretary

Dated: March 27, 2020

Notice of Change
For the Annual Meeting of the Shareholders of
Andover Bancorp, Inc.

TO OUR SHAREHOLDERS:

We regret to inform you that the luncheon of the shareholders of Andover Bancorp, Inc. is canceled due to health concerns. This cancellation is consistent with what the governor has requested regarding gatherings in the State of Ohio, in light of the risks posed by the coronavirus (COVID-19).

The annual meeting of the shareholders will still be held at the same time and location, being the Family Life Center of the Andover Christian Church, at 200 Stillman Avenue, Andover, Ohio, on Thursday, 9 April 2020 at 2:00 p.m. The only item of business will be the election of directors, as stated in the combined notice of meeting and proxy statement which was previously sent to you by American Stock Transfer & Trust Company, LLC. We encourage all shareholders to carefully consider the governor's directive and any health concerns when deciding whether to attend the meeting in person. The annual report is being finalized and will be mailed to you shortly.

While we recognize the governor's directive and health concerns may prevent a shareholder from attending the meeting in person, it is *extremely* important that your shares be represented and voted at the annual meeting. Whether or not you plan to attend, we urge you to vote your shares as promptly as possible. Proxies received by American Stock Transfer & Trust Company, LLC after 12:00 midnight on 8 April 2020 will not be counted. You may revoke your proxy at any time prior to its exercise.

Thank you for your understanding.

Andover Bancorp, Inc.

A handwritten signature in black ink, appearing to read "Richard B. Kotila". The signature is fluid and cursive, with the first name "Richard" and last name "Kotila" clearly distinguishable.

Richard B. Kotila
Secretary

Dated: 16 March 2020

Combined Notice of Meeting and Proxy Statement
For the Annual Meeting of the Shareholders of
Andover Bancorp, Inc.

Notice of Meeting

TO OUR SHAREHOLDERS:

You are cordially invited to attend the annual meeting of the shareholders of Andover Bancorp, Inc. (the corporation). The meeting will be held in the Family Life Center of the Andover Christian Church, at 200 Stillman Avenue, Andover, Ohio, on Thursday, 9 April 2020 at 2:00 p.m. We will consider and vote upon the following matters:

1. Elect 3 directors to serve for terms of 3 years or until their successors have been duly elected and qualified
2. Vote upon such other procedural matters that may properly come before the meeting or any adjournments

Only those shareholders of record at the close of business on 2 March 2020 are entitled to receive this notice and vote at the meeting.

It is important that your shares be represented and voted at the annual meeting. Whether or not you plan to attend, we urge you to vote your shares as promptly as possible. Proxies received by American Stock Transfer & Trust Company, LLC after 12:00 midnight on 8 April 2020 will not be counted. You may revoke your proxy at any time prior to its exercise.

Andover Bancorp, Inc.



Richard B. Kotila
Secretary
Dated: 2 March 2020

Proxy Statement

This combined notice of meeting and proxy statement is sent by the board of directors of the corporation to solicit proxies to be voted at the annual meeting of the corporation's shareholders. 3,256,950 shares of common stock are authorized and 2,335,988 shares are outstanding. Each share is entitled to one vote. Shareholders may vote in person or by proxy if they comply with these instructions.

The nominating committee proposes to nominate the following persons to be elected as directors of the corporation, to serve for terms of 3 years or until their successors have been duly elected and

qualified:

<u>Name</u>	<u>Principal Occupation/Employment</u>	<u>Shares Owned*</u>
Martin R. Cole	Consultant	5,050
Edward J. Pollander, D.D.S.	Dentist	2,085
Stephen E. Varckette	President and CEO, The Andover Bank	2,120

*Shares owned include those over which the nominee has either sole or shared voting or investment power on 2 March 2020.

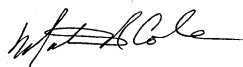
Your proxy is solicited by the board of directors. Each proxy confers authority to vote all shares represented by the proxy "for" the propositions stated below unless "withhold authority" is indicated. Absent instructions to the contrary, the election committee members will:

1. Vote to elect the nominees named above.
2. Exercise their discretion and vote upon such other procedural matters as may properly come before the meeting or any adjournments.

The only matters to be presented at the meeting are those specified in this combined notice of meeting and proxy statement, as required by the corporation's code of regulations.

The cost of soliciting proxies will be paid by the corporation, including the cost of mailing and preparing this combined notice of meeting and proxy statement. Proxies will be solicited by mail and may also be solicited by the corporation's officers personally or by telephone. The prompt return of your proxy will save the corporation the expense of further requests for proxies in order to obtain a quorum.

Andover Bancorp, Inc.



Martin R. Cole
Chairman of the Board of Directors
Dated: 2 March 2020