

**Notice of Meeting and Proxy Statement**  
**Annual Meeting of 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 online, as a virtual shareholders' meeting, on Thursday, 8 April 2021 at 2:00 p.m. You may use your desktop computer or your mobile device to access the meeting. Log in to <http://web.lumiagm.com/209471702>. The passcode for the meeting, which is case sensitive, is: andover2021. We encourage you to access the meeting prior to the start time so allow ample time for the check-in process. Only those shareholders of record at the close of business on 1 March 2021 are entitled to receive this notice and vote at the meeting. 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

It is important that your shares be represented and voted. Whether or not you plan to log in to the meeting, we urge you to vote your shares as soon as possible. Proxies received by our proxy tabulator, American Stock Transfer & Trust Company, LLC (AST), after 12:00 midnight on 7 April 2021 will not be counted. You may revoke your proxy at any time prior to its exercise.

You will need the control number on the enclosed proxy to register as a shareholder of record if you wish to participate in the meeting. We will be assisted by AST in partnership with LUMI.

The board of directors took this extraordinary step once again 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.

Andover Bancorp, Inc.



Richard B. Kotila, Secretary

Dated: 1 March 2021

**Proxy Statement**

This 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 2,284,872 shares are outstanding. Each share is entitled to one vote. Shareholders may vote online or by proxy by complying with these instructions.

The nominating committee will 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:

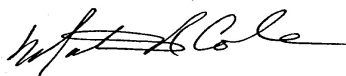
<u>Name</u>	<u>Principal Occupation/Employment</u>	<u>Shares Owned*</u>
Patrick Groner, Jr.	Broker/Owner, Pennington Lines Real Estate	2,703
Nicholas J. Jammal	President and CEO, Ashtabula Rubber Co.	2,750
Dr. Trista S. Warren	Administrator, Lake County Engineer's Office	2,617

\*Shares owned include those over which the nominee has either sole or shared voting or investment power, or those that are beneficially owned by the nominee (in a retirement account, the dividend reinvestment plan, or a brokerage account), on 1 March 2021.

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. If you sign and return the proxy without indicating your vote, the election committee members (as Proxies) will vote to elect the nominees named above and will 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 notice/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 notice/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

Dated: 1 March 2021

**Beneficial Owners Only: Shares Registered in the Name of a Broker**

If your shares are registered in the name of your broker, you are the "beneficial owner" of those shares and they are considered as held in "street name." If you are a beneficial owner, you should have received a proxy card and voting instructions with these proxy materials from your broker rather than directly from us. Simply complete and mail the proxy card as instructed by your broker to ensure that your vote is counted. If your broker offers Internet or telephone voting, you may vote your shares using one of those methods.

To vote instead at the virtual annual meeting, you must obtain a valid legal proxy from your broker and register in advance with AST. Contact your broker to request a legal proxy.

To register to participate in the meeting, you must submit to AST proof of your legal proxy from your broker reflecting the number of your shares, along with your name and email address. Requests for registration should be directed to proxy@astfinancial.com or to facsimile number 718.765.8730. Written requests can be mailed to:

American Stock Transfer & Trust Company LLC  
 Attn: Proxy Tabulation Department  
 6201 15th Avenue  
 Brooklyn, NY 11219

Requests for registration must be labeled as "Legal Proxy" and be received by AST no later than 5:00 p.m., Eastern Time, on 24 March 2021. AST will confirm your registration by email.

**Rules of Conduct**  
**For the Virtual Annual Meeting of the Shareholders of**  
**Andover Bancorp, Inc.**

The virtual annual meeting is a business meeting. It can be effective only if conducted in an orderly, business-like manner. However, strict rules of parliamentary procedure will not be followed. The President, as the chairman of the meeting, has sole authority to make all determinations with respect to the conduct of the meeting, including without limitation the administration and interpretation of the rules of conduct.

1. **Control Number.** American Stock Transfer & Trust Company, LLC (AST) assigned a control number to each shareholder of record as of the close of business on 1 March 2021. It was printed on the proxy mailed by AST.
2. **Voting.**
  - a. Each shareholder having the right to vote is entitled to vote electronically at the meeting with the control number. If a proxy was already submitted, there is no need to vote electronically.
  - b. The polls will be opened immediately after completion of the nominations, and will remain open until closed by the President. After the polls are closed, no further voting will be permitted and no votes will be accepted.
  - c. Only persons nominated in accordance with the Company's Code of Regulations will be eligible in the election of directors.
  - d. AST was appointed as the proxy tabulator and will provide the election results after all proper votes have been counted.
3. **Conduct of the Meeting.**
  - a. The only business to come before the meeting in accordance with the Company's Code of Regulations are the items listed in the notice of meeting and proxy statement mailed by AST to each shareholder and posted on the Company's website.
  - b. Only a person with a control number may make a remark or pose a question.
  - c. A remark or question can be posed through the annual meeting website when instructed to do so by the President.
  - d. The President has the authority to create additional rules and procedures and to waive full or partial compliance with any rule of conduct or procedure. All actions taken by the President will be final, conclusive, and binding on all persons.