



**Item 5.07 – Submission of Matters to a Vote of Security Holders**

On March 5, 2024, Hanover Bancorp, Inc. (the “Company”) held its Annual Meeting of Shareholders (the “Annual Meeting”), for which the Board of Directors solicited proxies. At the Annual Meeting, the shareholders voted on the proposals set forth below.

On January 23, 2024, the record date for the Annual Meeting, there were a total of 7,229,404 shares of common stock outstanding and entitled to vote at the Annual Meeting. A total of 6,168,056 shares of common stock were represented in person or by proxy at the Annual Meeting. The proposals voted on and approved by the shareholders at the Annual Meeting, and the final voting results with respect to such proposals, were as follows:

Proposal 1: The election of three persons to serve as directors for three year terms. The following is a list of the directors elected at the Annual Meeting with the number of votes For and Withheld, as well as the number of Broker Non-Votes:

	<b>FOR</b>	<b>WITHHELD</b>	<b>BROKER NON-VOTES</b>
Varkey Abraham	5,551,837	221,630	394,589
Ahron H. Haspel	5,028,573	744,894	394,589
Robert Golden	5,531,041	242,426	394,589

Proposal 2: The reincorporation of the Company from the State of New York to the State of Maryland was approved. The number of votes For and Against with regard to this proposal, as well as the number of abstentions and Broker Non-Votes were as follows:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
4,806,407	919,958	47,102	394,589

Proposal 3: As part of the reincorporation, an amendment to the Charter of the Surviving Corporation to permit the Board of Directors to increase or decrease the number of authorized shares and the number of shares of any class or series of the Company was approved. The number of votes For and Against with regard to this proposal, as well as the number of abstentions and Broker Non-Votes were as follows:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
4,540,055	1,173,633	59,779	394,589

Proposal 4: The ratification of the appointment of Crowe LLP as the Company’s independent registered public accounting firm for 2024 was approved. The number of votes For and Against with regard to this proposal, as well as the number of abstentions were as follows:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
5,913,995	244,579	9,482

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HANOVER BANCORP, INC.

Date: March 6, 2024

By: /s/ Lance P. Burke

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Lance P. Burke  
Executive Vice President & Chief Financial Officer  
(Principal Financial Officer)

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