

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.

Vote by Internet – QUICK ★★ ★ EASY
IMMEDIATE – 24 Hours a Day, 7 Days a Week or by Mail

CORTLAND BANCORP

Your Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card. Votes submitted electronically over the Internet must be received by 11:59 p.m., Eastern Daylight Time, on May 17, 2021.

**INTERNET –**
www.cstproxyvote.com

Use the Internet to vote your proxy. Have your proxy card available when you access the above website. Follow the prompts to vote your shares.

**Vote at the Meeting –**

If you plan to attend the virtual online annual meeting, you will need your 12 digit control number to vote electronically at the annual meeting. To attend the annual meeting, visit:

<https://www.cstproxy.com/cortlandbank/2021>

**PLEASE DO NOT RETURN THE PROXY CARD
IF YOU ARE VOTING ELECTRONICALLY.**



MAIL – Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

▲ FOLD HERE · DO NOT SEPARATE · INSERT IN ENVELOPE PROVIDED ▲

PROXY

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE “FOR” THE LISTED NOMINEES AND “FOR” PROPOSALS 2 AND 3.

Please mark
your votes
like this



1. To elect four directors to serve on the Board for terms of three years each until the 2024 Annual Meeting of shareholders and thereafter until their successors are elected and qualified.

2. To approve, on an advisory basis, the executive compensation of Cortland's named executive officers as described in the proxy statement.

FOR	AGAINST	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

NOMINEES

- | | | | |
|---|-----------------------------|--|---|
| <input type="radio"/> Hicham Chahine | | | |
| <input type="radio"/> James E. Hoffman, III | FOR ALL
NOMINEES | WITHHOLD
AUTHORITY FOR
ALL NOMINEES | FOR ALL
EXCEPT
(See instructions below) |
| <input type="radio"/> Joseph E. Koch | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="radio"/> Timothy K. Woofter | | | |

3. To ratify the appointment of S.R. Snodgrass, P.C. as Cortland's independent auditor for the fiscal year ending December 31, 2021.

FOR	AGAINST	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

INSTRUCTION: To withhold authority to vote for any individual nominee, mark “FOR ALL EXCEPT” and fill in the circle next to each nominee you wish to withhold, as shown here: ●

This proxy when properly executed will be voted in the manner directed herein by the undersigned shareholder(s).

If no direction is made, this proxy will be voted FOR the nominees listed in proposal 1 and FOR proposals 2 and 3. Management and the Board recommend a vote FOR each of the proposals presented herein.

☐ To change the address on your account, please check the box at left and indicate your new address in the address space below. Please note that changes to the registered name(s) on the account may not be substituted via this method.



MARK “X” HERE IF YOU PLAN TO ATTEND THE VIRTUAL MEETING.

CONTROL NUMBER

Signature _____ **Signature, if held jointly** _____ **Date** _____ **2021.**
 Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL

**The Notice of Meeting, proxy statement and
proxy card are available at:
<https://www.cstproxy.com/cortlandbank/2021>**

**Please sign, date and mail your proxy card in the
envelope provided as soon as possible.**

▲ FOLD HERE · DO NOT SEPARATE · INSERT IN ENVELOPE PROVIDED ▲

PROXY

CORTLAND BANCORP

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS
FOR THE ANNUAL MEETING OF SHAREHOLDERS**

The undersigned hereby appoints David C. Cole, Neil J. Kaback and Anthony R. Vross as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated below, all of the shares of common stock of Cortland Bancorp which the undersigned is entitled to vote at the Virtual Annual Meeting of Shareholders to be held on Tuesday, May 18, 2021 at 10 a.m. Eastern Daylight Time, or any adjournment thereof.

**THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER
DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER(S). IF NO DIRECTION
IS MADE, THIS PROXY WILL BE VOTED FOR THE NOMINEES LISTED IN PROPOSAL
1 AND FOR PROPOSALS 2 AND 3. MANAGEMENT AND THE BOARD RECOMMEND A
VOTE FOR EACH OF THE PROPOSALS PRESENTED HEREIN.**

(Continued and to be marked, dated and signed, on the other side)