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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON APRIL 28, 2015

An annual meeting of stockholders of Northeast Indiana Bancorp, Inc. (the "Company") will be held on Tuesday, April 28, 2015, at 1:00 p.m., local time at First Federal Savings Bank's North Office located at 100 Frontage Road, Huntington, Indiana:

(1) **Election of Directors.** To elect two directors of the Company, each with a term of three years.

(2) **Ratification of Auditors**. Approval and ratification of the appointment of BKD, LLP as auditors for the Company for the fiscal year ended December 31, 2015.

(3) **Other Matters.** To consider and vote upon a proposal to transact any other business that properly comes before the annual meeting or any adjournment or postponement of the annual meeting.

The Board of Directors has fixed the close of business on March 13, 2015, as the record date for determining those stockholders entitled to vote at the annual meeting and any adjournment or postponement of the annual meeting. Only stockholders at the close of business on the record date are entitled to notice of, and to vote at, the annual meeting.

A copy of our Annual Report for the fiscal year ended December 31, 2014, is enclosed. The Annual Report is not part of the proxy soliciting material enclosed with this letter, except as otherwise provided herein.

By Order of the Board of Directors



Stephen E. Zahn
Chairman of the Board

Huntington, Indiana
March 23, 2015

YOUR VOTE IS VERY IMPORTANT.

Whether or not you plan to attend the annual meeting in person, please take the time to vote by completing and marking the enclosed proxy card in the enclosed postage-paid envelope. If you attend the annual meeting, you may still vote in person if you wish, even if you have previously returned your proxy card.

ABOUT THE ANNUAL MEETING

Date, Time and Place of Annual Meeting

Our Board of Directors is asking for your proxy for use at our annual meeting of stockholders to be held on Tuesday, April 28, 2015, at 1:00 p.m., local time, at the Bank's North Office located at 100 Frontage Road, Huntington, Indiana, and at any adjournments or postponement of that meeting.

Matters to be Considered at the Annual Meeting

The purpose of the annual meeting is for you to consider and vote upon the election of two directors to serve until 2018 and ratify the selection of BKD, LLP as auditors for the Company for 2015.

Stockholders are also being asked to consider and vote upon any other matters that may properly be submitted to a vote at the meeting or any adjournment or postponement of the annual meeting. The Board is not aware of any other business to be conducted at the annual meeting.

Record Date; Voting Power

You may vote at the annual meeting if you were the record owner of shares of our common stock at the close of business on March 13, 2015, which has been set as the record date. At the close of business on the record date, there were 1,199,879 shares of our common stock, $.01 par value per share, outstanding. You are entitled to one vote on each matter considered and voted upon at the annual meeting for each share of common stock you held of record at the close of business on the record date.

Quorum

The presence, in person or by proxy, of one-third of our outstanding shares is necessary to constitute a quorum at the annual meeting. Abstentions and broker non-votes are counted for purposes of establishing a quorum at the annual meeting.

Vote Required for Approval

The election of directors will be determined by a plurality of the votes cast at the annual meeting. Plurality means that the individuals who receive the largest number of votes cast are elected up to the maximum number of directors to be elected at the meeting. Broker non-votes, abstentions and instructions to withhold votes for one or more directors will result in that nominee receiving fewer votes but will not count as a vote against the nominee.

The ratification of the selection of BKD, LLP as auditors of the Company for 2015 must be approved by the holders of at least a majority of our shares of common stock voting in person or by proxy at the annual meeting. Because broker non-votes and abstentions are not affirmative votes, they will have the effect of a vote against the proposition.

Voting and Revocation of Proxies

You may vote your shares in person by attending the annual meeting, or by mailing us your completed proxy if you are unable or do not wish to attend. If a proxy card is submitted without instructions, the proxies will be voted "FOR" the proposal to approve the director nominees and "FOR" the ratification of BKD, LLP as our auditors for 2015.

You can revoke your proxy at any time before the vote is taken at the meeting by:

- delivering to DeeAnn Hammel, our Secretary, at our corporate offices at 648 North Jefferson Street, Huntington, Indiana 46750, on or before the date of the annual meeting, a later-dated and signed proxy card or a written revocation of the proxy;
- delivering to us at the annual meeting prior to the taking of the vote a later-dated and signed proxy card or a written revocation;
- attending the annual meeting and voting in person; or

- if you have instructed a broker to vote your shares, following the directions received from your broker to change those instructions.

Revoking a proxy will not affect a vote once it has been taken. Attendance at the annual meeting will not, in itself, constitute a revocation of a proxy. You must vote in person at the annual meeting if you wish to change a vote that you have previously made by submitting a signed proxy.

Solicitation of Proxies; Expenses of Solicitation

We are mailing this proxy material to our stockholders on or about March 23, 2015.

The enclosed proxy is solicited on behalf of our Board of Directors. The cost of soliciting proxies in the accompanying form will be borne by us. In addition to the use of mail, our officers and directors may solicit proxies by telephone or other electronic means. These individuals will receive no additional compensation for these services, but will be reimbursed for any transaction expenses incurred by them in connection with these services. Upon request, we will reimburse brokers, dealers, banks and trustees or their nominees for reasonable expenses incurred by them in forwarding proxy material to beneficial owners of shares of existing common stock.

ELECTION OF DIRECTORS OF NEIB

The stockholders of NEIB are also being asked to vote on the election of two directors to serve until 2018. The director nominees are Michael S. Zahn and Kyle D. Koob, each of whom currently serves on the Board of Directors of NEIB and the Bank.

THE NEIB BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE DIRECTOR NOMINEES, NAMELY, MICHAEL S. ZAHN AND KYLE D. KOOB.

Directors

Our Board of Directors currently consists of six members, each of whom is also a director of First Federal Savings Bank. Directors are generally elected to serve for three-year staggered terms or until their respective successors have been elected and qualified. Approximately one-third of the directors are elected annually. Daniel L. Stephan and Randall C. Rider retired from the Board in October 2014. Randy J. Sizemore and Kyle D. Koob were added to the Board to fill the vacancies created by these retirements.

The following table sets forth certain information regarding the Board of Directors, including each director's term of office and the Board nominees for election. The nominees have consented to being named in this proxy statement and have agreed to serve if elected. If a nominee is unable to stand for election, the Board of Directors may either reduce the number of directors to be elected or select a substitute nominee. If a substitute nominee is selected, the proxy holders will vote your shares for the substitute nominee, unless you have withheld authority.

Name	Position(s) Held with Northeast Indiana Bancorp	Age (1)	Director Since (2)	Term Expires
Nominees				
Michael S. Zahn	Director, President and Chief Executive Officer	45	2000	2015
Kyle D. Koob	Director	44	2014	2015
Directors Continuing in Office				
Stephen E. Zahn	Chairman of the Board	72	1965	2016
Randy J. Sizemore	Director, Senior Vice President and Chief Financial Officer	44	2014	2016
J. David Carnes	Director	63	1991	2017
William A. Zimmer	Director	62	2003	2017

(1) At December 31, 2014.
(2) Includes service as a director of First Federal Savings Bank.

The business experience of each director is set forth below. Most directors have held their present positions for at least the past five years, except as otherwise indicated.

Stephen E. Zahn. Mr. S. Zahn is the Chairman of the Board of both NEIB and the Bank. Mr. S. Zahn previously served as President and Chief Executive Officer of NEIB until his retirement on December 31, 2010. Mr. S. Zahn had served in such capacities for over fifteen years and also served as President of the Bank since 1980, until Michael S. Zahn assumed that position in 2005. Mr. S. Zahn is the father of Michael S. Zahn, Director of NEIB and Director, President and Chief Executive Officer of the Bank.

J. David Carnes, MD. Dr. Carnes has practiced medicine in Huntington, Indiana since 1981.

William A. Zimmer. Mr. Zimmer founded the W.A. Zimmer Co., a home improvement company based in Huntington, Indiana, in 1976 and currently serves as President.

Michael S. Zahn. Mr. M. Zahn became President and Chief Executive Officer of NEIB on January 1, 2011. Mr. M. Zahn was also named Chief Executive Officer of the bank as of the same date and has served as President of the bank since 2005. Mr. M. Zahn joined the Bank in 1996 as a loan officer. Prior to his employment with the Bank, Mr. M. Zahn worked as a Senior Underwriter for a regional insurance carrier. Mr. M. Zahn is the son of Stephen E. Zahn, Chairman of the Board for NEIB and the Bank.

Kyle D. Koob. Mr. Koob is President of Advanced Machine & Tool Corporation (AMT), a capital equipment builder and automation provider to electric motor manufacturers based in Fort Wayne, Indiana, a position he has held since 2010.

Randy J. Sizemore. Mr. Sizemore is Senior Vice President and Chief Financial Officer of NEIB and the Bank, positions he has held since 2002. Prior to his employment with the Bank, Mr. Sizemore worked in various finance-related roles for two separate community banks beginning in 1993.

RATIFICATION OF AUDITORS

The Board of Directors recommends that the stockholders ratify at the annual meeting the appointment of BKD, LLP, certified public accountants, as independent auditors for the fiscal year ended December 31, 2015. BKD, LLP has served as auditors of the Company since 2005. A representative of BKD, LLP is expected to be present at the annual meeting with the opportunity to make a statement if he so desires. He will also be available to respond to any appropriate questions stockholders may have.

Each stockholder is urged to complete, date and sign the proxy and return it promptly in the enclosed envelope.

By Order of the Board of Directors



Stephen E. Zahn, Chairman of the Board

March 23, 2015

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