

PENNICHUCK CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE
MINUTES OF FEBRUARY 11, 2016 NON-PUBLIC SESSION

A non-public session of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Thursday, February 11, 2016, at 4:32 p.m. at the Company’s offices at 25 Manchester Street, Merrimack, New Hampshire.

The following persons were in attendance for the non-public session:

Committee Members: Paul A. Indeglia, Chairman
 Elizabeth A. Dunn
 Stephen D. Genest
 Thomas J. Leonard
 Preston J. Stanley, Jr.

Pennichuck Corporation: Suzanne L. Ansara, Corporate Secretary

Written materials relating to items listed in the Agenda were provided to the Committee members for their review prior to the non-public session.

Approval of Minutes

The Chairman inquired whether there were any comments with respect to the draft minutes of the Committee’s December 9, 2015 non-public session. There being none, on motion duly made by S. Genest and seconded by P. Stanley, all of the Committee Members then voting, it was unanimously

Resolved: that the sealed minutes of the December 9, 2015 non-public session of the Nominating and Governance Committee are hereby approved.

Recommendation of Director Nominees

The Chairman indicated that the purpose of the meeting is to vote to recommend to the Board of Directors the director nominees for election at the 2016 Annual Meeting of Sole Shareholder. Four incumbent directors are up for re-election in 2016: C. George Bower, Jay N. Lustig, John D. McGrath and Preston J. Stanley, Jr.

The Chairman reported that he received an email from the Chair of the Merrimack Valley Regional Water District (MVRWD) indicating that it is the consensus of the MVRWD members that George Bower continue as their representative on the Pennichuck Board of Directors.

A discussion ensued. It was noted that the Committee reviewed the performance of each of the four incumbent directors based on the criteria set forth in the Committee's charter at the Committee's December 9, 2015 meeting.

On motion duly made by E. Dunn and seconded by S. Genest, all of the Committee members voting in favor, except for P. Stanley who abstained, it was

Resolved: to recommend to the Board of Directors that C. George Bower, Jay N. Lustig, John D. McGrath and Preston J. Stanley, Jr. be nominated for election to the Board of Directors at the 2016 Annual Meeting of Sole Shareholder, each for a term of three years.

There being no further business to discuss in non-public session, on motion duly made by P. Stanley and seconded by E. Dunn, all of the Committee members then voting, it was unanimously agreed to end the non-public session at 4:42 p.m.

/s/ Suzanne L. Ansara
Suzanne L. Ansara
Corporate Secretary