

PENNICHUCK CORPORATION  
NOMINATING AND GOVERNANCE COMMITTEE  
MINUTES OF FEBRUARY 11, 2016 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Thursday, February 11, 2016 at 4:30 p.m. at the Company’s offices at 25 Manchester Street, Merrimack, New Hampshire.

Written materials relating to items listed in the Agenda were provided to the Committee members for their review prior to the meeting.

The following persons were in attendance for the meeting:

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

S. Ansara recorded the minutes of the meeting.

Approval of Minutes

The Chairman inquired whether there were any comments with respect to the draft minutes of the December 9, 2015 Committee meeting. There being none, on motion duly made by E. Dunn and seconded by S. Genest, all of the Committee Members then voting, it was unanimously

Resolved:     that the minutes of the December 9, 2015 meeting of the Nominating and Governance Committee are hereby approved.

Move to Non-Public Session

E. Dunn moved that the Committee enter into non-public session to discuss a matter which, if discussed in public, would likely affect adversely the reputation of a person, pursuant to RSA 91-A:3, II(c). S. Genest seconded the motion.

A roll call of the Committee members was taken, which resulted as follows:

Yea:     P. Indeglia, E. Dunn, S. Genest, T. Leonard, P. Stanley  
Nay:

Motion was carried to enter into non-public session at 4:32 p.m.

Reconvene in Public Session

The non-public session ended at 4:42 p.m. and the Committee reconvened in public session.

E. Dunn moved that the Committee seal the minutes of the non-public session under RSA 91-A:3, II(c). P. Stanley seconded the motion. A roll call of the Committee members was taken which resulted as follows:

Yea: P. Indeglia, E. Dunn, S. Genest, T. Leonard, P. Stanley

Nay:

Motion was carried to seal the minutes of the non-public session.

There being no further business to come before the Committee, the Chairman adjourned the meeting at 4:43 p.m.

/s/ Suzanne L. Ansara

Suzanne L. Ansara

Corporate Secretary