

PENNICHUCK CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE
MINUTES OF MARCH 22, 2016 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Tuesday, March 22, 2016 at 4:07 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
Preston J. Stanley, Jr.

Pennichuck Corporation: Suzanne L. Ansara, Corporate Secretary
John D. McGrath, Director

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 February 11, 2016 Committee meeting and non-public session. There being none, on motion duly made by P. Stanley and seconded by E. Dunn, all of the Committee Members present then voting, it was unanimously

Resolved: that the minutes of the February 11, 2016 meeting of the Nominating and Governance Committee are hereby approved.

Resolved: that the sealed minutes of the February 11, 2016 non-public session of the Nominating and Governance Committee are hereby approved.

Unsealing of Non-Public Session Minutes

The Committee discussed whether to unseal the minutes of the September 29, 2015, December 9, 2015, and February 11, 2016 non-public sessions. On motion duly made by E. Dunn and seconded by P. Stanley, all of the Committee members present then voting, it was unanimously

Resolved: to unseal the minutes of the September 29, 2015, December 9, 2015 and February 11, 2016 non-public sessions of the Nominating and Governance Committee.

Review of Proxy Material

The Committee reviewed the following draft documents relating to the 2016 Annual Meeting of Sole Shareholder, copies of which were provided in the written materials: Notice of Meeting, Proxy Statement and Proxy Card. S. Ansara provided the Committee with recommended revised language to the section on page 5 of the draft proxy statement relating to the Nominating and Governance Committee. After discussion, on motion duly made by P. Stanley and seconded by E. Dunn, all of the Committee members present then voting, it was unanimously

Resolved: to recommend to the Board of Directors that the draft Proxy Card, Notice of Annual Meeting and Proxy Statement, as presented and amended at this meeting, be approved.

There being no further business to come before the Committee, the Chairman adjourned the meeting at 4:13 p.m.

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