

PENNICHUCK CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE
MINUTES OF SEPTEMBER 29, 2015 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Tuesday, September 29, 2015 at 4:38 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
Preston J. Stanley, Jr.

Pennichuck Corporation: Thomas J. Leonard, Chairman of the Board
Suzanne L. Ansara, Corporate Secretary

S. Ansara recorded the minutes of the meeting.

Election of Chairman

There was a discussion relative to the chairmanship of the Committee. On motion duly made by S. Genest and seconded by E. Dunn, all of the Committee members then voting, it was unanimously

Resolved: that Paul A. Indeglia is hereby elected Chairman of the Nominating and Governance Committee.

Approval of Minutes

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

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

Annual Review of Committee Charter

The Committee reviewed and assessed the Committee’s Charter and felt it was adequate for its purposes and made no changes.

Proposed Timeline

The Committee reviewed the proposed timeline of events leading up to the 2016 Annual Meeting of Sole Shareholder. The Committee questioned whether the Annual Meeting is required to be held on a Saturday. Further discussion relative to the date of the 2016 Annual Meeting will be held at a future Committee meeting.

Annual Evaluation of Board and Committees

The Committee reviewed the draft 2015 Annual Evaluation of the Board and Committees and reviewed the results of the 2014 Evaluation. No changes were made to the 2015 draft. The Committee requested that additional time be allotted at the December Board meeting to discuss the results of the Evaluation in more detail than in the past. The 2015 Evaluation will be forwarded to the Board members after the October Board meeting.

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). 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, P. Stanley

Nay:

Motion was carried to enter into non-public session at 5:25 p.m.

Reconvene in Public Session

The non-public session ended at 5:58 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, 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 5:59 p.m.

/s/ Suzanne L. Ansara

Suzanne L. Ansara
Corporate Secretary