

PENNICHUCK CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE  
MINUTES OF DECEMBER 9, 2015 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 Wednesday, December 9, 2015, at 5:04 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 (telephonically)  
Stephen D. Genest (telephonically)  
Preston J. Stanley, Jr.

Pennichuck Corporation: Thomas J. Leonard, Chairman of the Board  
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 September 29, 2015 non-public session. There being none, on motion duly made by P. Stanley and seconded by S. Genest, all of the Committee Members then voting, it was unanimously

Resolved: that the minutes of the September 29, 2015 meeting of the Nominating and Governance Committee are hereby approved.

Results – Evaluation of Board of Directors and Board Committees

The Committee had a discussion regarding the results of the evaluation of the Board of Directors and Board Committees. It was noted that an hour has been set aside at the December Board meeting to discuss the issues identified in the evaluation process.

Assessment of Incumbent Directors Up for Re-Nomination in 2016

P. Indeglia indicated that the Committee needs to assess the current Board members who are up for re-nomination to the Board in 2016, namely George Bower, Jay Lustig, John McGrath and Preston Stanley. He referred the Committee to the criteria for nominating directors as set forth in the Committee’s charter. Each Committee member provided their personal assessment on the performance of Board members George Bower, Jay Lustig and John McGrath.

P. Stanley then left the meeting at 5:27 p.m.

The remaining Committee members provided their personal assessment on the performance of Board member Preston Stanley.

P. Stanley rejoined the meeting at 5:32 p.m.

The Committee members agreed that the four directors provide significant roles on the Board and have performed their duties very well, and will recommend to the Board of Directors that they be nominated for re-election to the Board.

There being no further business to discuss in non-public session, on motion duly made by P. Stanley and seconded by S. Genest, all of the Committee members then voting, it was unanimously agreed to end the non-public session at 5:33 p.m.

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