

PENNICHUCK CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE
MINUTES OF FEBRUARY 10, 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 Tuesday, February 10, 2015, at 4:38 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: Jay N. Lustig, Chairman
C. George Bower
John D. McGrath
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.

Recommendation of Director Nominees

The Chairman indicated that the Committee needs to make a recommendation to the Board of Directors at the February 20 Board meeting of the nominees to be elected at the Annual Meeting of Sole Shareholder. Three incumbent directors, David P. Bernier, Stephen D. Genest and Thomas J. Leonard, are up for reelection this year. The Committee conducted an assessment of the three incumbent directors based on the criteria set forth in the Committee’s charter at their October 16, 2014 meeting.

After discussion, on motion duly made by J. McGrath and seconded by G. Bower, all of the Committee members then voting, it was unanimously

Resolved: to recommend to the Board of Directors that David P. Bernier, Stephen D. Genest and Thomas J. Leonard be nominated for election to the Board of Directors for a term of three years each, commencing at the 2015 Annual Meeting of Sole Shareholder.

Review of Sealed Non-Public Session Minutes from Prior Meetings

The Committee reviewed sealed non-public session minutes from meetings held in 2013 and 2014 to determine whether the minutes should be unsealed. After discussion, the Committee agreed to unseal certain of the non-public session minutes and will officially vote to unseal those minutes in public session.

There being no further business to discuss in non-public session, on motion duly made by G. Bower and seconded by P. Stanley, all of the Committee members then voting, it was unanimously agreed to end the non-public session at 4:54 p.m.

/s/ Suzanne L. Ansara

Suzanne L. Ansara
Corporate Secretary