

PENNICHUCK CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE  
MINUTES OF MARCH 9, 2015 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Monday, March 9, 2015 at 4:32 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:     Jay N. Lustig, Chairman  
                                  C. George Bower  
                                  John D. McGrath  
                                  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 Committee’s February 10, 2015 meeting and February 10, 2015 non-public session. There being none, on motion duly made by J. McGrath and seconded by P. Stanley, all of the Committee Members then voting, it was unanimously

Resolved:   that the minutes of the February 10, 2015 meeting of the Nominating and Governance Committee are hereby approved.

Resolved:   that the sealed minutes of the February 10, 2015 non-public session of the Nominating and Governance Committee are hereby approved.

The Committee discussed whether the February 10, 2015 non-public session minutes should be unsealed. On motion duly made by J. McGrath and seconded by P. Stanley, all of the Committee members then voting, it was unanimously

Resolved:   to unseal the minutes of the February 10, 2015 non-public session of the Nominating and Governance Committee on March 27, 2015.

Review of Draft Proxy Material

The Committee reviewed the draft proxy card, notice of annual meeting and proxy statement, copies of which were included in the written materials. The Committee made no changes to the draft proxy material.

On motion duly made by J. McGrath and seconded by P. Stanley, all of the Committee members then voting, it was unanimously

Resolved: to recommend to the Board of Directors that the draft proxy material, as presented at this meeting, be approved.

There being no further business to come before the Committee, the Chairman adjourned the meeting at 4:50 p.m.

/s/ Suzanne L. Ansara

Suzanne L. Ansara  
Corporate Secretary