

PENNICHUCK CORPORATION  
NOMINATING AND GOVERNANCE COMMITTEE  
MINUTES OF FEBRUARY 10, 2015 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Tuesday, February 10, 2015 at 4:37 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:  Thomas J. Leonard, Chairman of the Board  
                                  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 December 1, 2014 Committee meeting. There being none, on motion duly made by J. McGrath and seconded by P. Stanley, all of the Committee Members voting in favor, except for G. Bower who abstained, it was

Resolved:   that the minutes of the December 1, 2014 meeting of the Nominating and Governance Committee are hereby approved.

Move to Non-Public Session

J. McGrath 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:   J. Lustig, G. Bower, J. McGrath, P. Stanley  
Nay:

Motion was carried to enter into non-public session at 4:38 p.m.

Reconvene in Public Session

The non-public session ended at 4:54 p.m. and the Committee reconvened in public session.

Seal Minutes of Non-Public Session

J. McGrath 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: J. Lustig, G. Bower, J. McGrath, P. Stanley

Nay:

Motion was carried to seal the minutes of the non-public session.

Review of Sealed Non-Public Session Minutes from Prior Meetings

During the non-public session, one of the items discussed was the unsealing of non-public session minutes of prior meetings. 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 sealed non-public session minutes of the September 25, 2013, October 23, 2013, November 18, 2013, December 3, 2013 and October 16, 2014 meetings of the Committee be unsealed in their entirety; and that the sealed non-public session minutes of the December 12, 2013, January 16, 2014 and February 6, 2014 meetings of the Committee be unsealed except for those portions of the minutes that were determined by the Committee to be redacted.

There being no further business to come before the Committee, the Chairman adjourned the meeting at 5:00 p.m.

/s/ Suzanne L. Ansara

Suzanne L. Ansara

Corporate Secretary