

PENNICHUCK CORPORATION
NOMINATING AND GOVERNANCE COMMITTEE
MINUTES OF FEBRUARY 14, 2017 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 14, 2017, at 4:39 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
 Stephen D. Genest
 Thomas J. Leonard
 Preston J. Stanley, Jr.

Pennichuck Corporation: 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 meeting.

Approval of Minutes

The Chairman inquired whether there were any comments with respect to the draft minutes of the Committee’s December 13, 2016 non-public session. There being none, on motion duly made by E. Dunn and seconded by S. Genest, all of the Committee members then voting, it was unanimously

Resolved: that the sealed minutes of the December 13, 2016 non-public session of the Nominating and Governance Committee are hereby approved.

Assessment of Incumbent Directors Up for Re-Election to the Board

The Chairman indicated that the Committee needs to assess the performance of the current Board members who are up for re-election to the Board in 2017, namely Paul Indeglia, Elizabeth Dunn and James Dore. He referred the Committee to the criteria for nominating directors as set forth in the Committee’s charter.

P. Indeglia and E. Dunn then left the meeting.

The remaining Committee members provided their personal assessment on the performance of Board members Paul Indeglia and Elizabeth Dunn.

P. Indeglia and E. Dunn rejoined the meeting.

The Committee provided their personal assessment on the performance of James Dore.

The Committee members agreed that the three incumbent directors provide significant roles on the Board and have performed their duties very well.

On motion duly made by T. Leonard and seconded by S. Genest, all of the Committee members then voting in favor, except for E. Dunn and P. Indeglia who abstained, it was

Resolved: to recommend to the Board of Directors that James P. Dore, Elizabeth A. Dunn and Paul A. Indeglia be nominated for election to the Board of Directors at the 2017 Annual Meeting of Sole Shareholder, each for a term of three years.

The Chairman indicated that the Committee will need to recommend the nomination of John Murphy for re-election to the Board of Directors at the 2017 Annual Meeting of Sole Shareholder, subject to Mr. Murphy's election to the Board by the Sole Shareholder at the Special Meeting to be held on March 24, 2017. If elected at the Special Meeting, Mr. Murphy would be a Class B Director, and the term of Class B directors expires as of the date of the 2017 Annual Meeting of Sole Shareholder.

On motion duly made by T. Leonard and seconded by S. Genest, all of the Committee members then voting, it was unanimously

Resolved: to recommend to the Board of Directors that John M. Murphy be nominated for election to the Board of Directors at the 2017 Annual Meeting of Sole Shareholder, for a term of three years, subject to Mr. Murphy's election to the Board by the Sole Shareholder at the Special Meeting of Sole Shareholder to be held on March 24, 2017.

Review of the Results of the Annual Evaluation of the Board and Committees

The Committee reviewed the results of the Annual Evaluation of the Board and Committees. The Committee will discuss the results with the full Board at the February Board meeting.

There being no further business to discuss in non-public session, on motion duly made by E. Dunn and seconded by P. Stanley, all of the Committee members then voting, it was unanimously agreed to end the non-public session at 6:03 p.m.

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