

PENNICHUCK CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE
MINUTES OF FEBRUARY 14, 2017 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Tuesday, February 14, 2017 at 4:35 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: Paul A. Indeglia, Chairman
 Elizabeth A. Dunn
 Stephen D. Genest
 Thomas J. Leonard
 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 December 13, 2016 Committee meeting. There being none, on motion duly made by T. Leonard and seconded by P. Stanley, all of the Committee members then voting, it was unanimously

Resolved: that the minutes of the December 13, 2016 meeting of the Nominating and Governance Committee are hereby approved.

Updated Timeline

The Committee reviewed the updated timeline of events leading up to the Annual Meeting of Sole Shareholder to be held in May. It was agreed to hold a meeting of the Nominating and Governance Committee to review draft proxy material on March 24, 2017 prior to the Pennichuck Corporation Board meeting on the same day.

Move to Non-Public Session

S. Genest 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: P. Indeglia, E. Dunn, S. Genest, T. Leonard, P. Stanley

Nay:

Motion was carried to enter into non-public session at 4:39 p.m.

Reconvene in Public Session

The non-public session ended at 6:03 p.m. and the Committee reconvened in public session.

S. Genest moved that the Committee seal the minutes of the non-public session under RSA 91-A:3, II(c). T. Leonard seconded the motion. A roll call of the Committee members was taken which resulted as follows:

Yea: P. Indeglia, E. Dunn, S. Genest, T. Leonard, P. Stanley

Nay:

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

There being no further business to come before the Committee, the Chairman adjourned the meeting at 6:04 p.m.

/s/ Suzanne L. Ansara

Suzanne L. Ansara
Corporate Secretary