

PENNICHUCK CORPORATION
NOMINATING AND GOVERNANCE COMMITTEE
MINUTES OF OCTOBER 25, 2016 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Tuesday, October 25, 2016 at 12:00 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 all or a portion of the meeting:

Committee Members: Paul A. Indeglia, Chairman
 Elizabeth A. Dunn
 Stephen D. Genest (telephonically)
 Thomas J. Leonard
 Preston J. Stanley, Jr.

Pennichuck Corporation: Suzanne L. Ansara, Corporate Secretary

S. Genest stated the reason why he was unable to attend the meeting in person, stated that he was alone and could hear the proceedings.

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 October 6, 2016 Committee meeting. 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 minutes of the October 6, 2016 meeting of the Nominating and Governance Committee are hereby approved.

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). T. Leonard seconded the motion.

A roll call of the Committee Members was taken, which resulted as follows:

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

Motion was carried to enter into non-public session at 12:05 p.m.

Reconvene in Public Session

The non-public session ended at 4:22 p.m. and the Committee reconvened in public session.

S. Genest, who left the meeting during the non-public session, was not present.

E. Dunn 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: E. Dunn, P. Indeglia, 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 4:23 p.m.

/s/ Suzanne L. Ansara

Suzanne L. Ansara
Corporate Secretary