

PENNICHUCK CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE
MINUTES OF NOVEMBER 7, 2016 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Monday, November 7, 2016 at 8:35 a.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 start of the meeting:

Committee Members: Paul A. Indeglia, Chairman
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 November 1, 2016 Committee meeting. There being none, on motion duly made by S. Genest and seconded by P. Stanley, all of the Committee Members present then voting, it was unanimously

Resolved: that the minutes of the November 1, 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). P. Stanley seconded the motion.

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

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

Motion was carried to enter into non-public session at 8:38 a.m.

Reconvene in Public Session

The non-public session ended at 12:10 p.m. and the Committee reconvened in public session.

P. Stanley who left during the non-public session was not present. E. Dunn who joined during the non-public session was present.

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

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

Nay:

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

The Committee agreed to discuss with the full Board at the November 18, 2016 Board meeting whether to increase the size of the Board from 11 members to 12 or 13 members.

There being no further business to come before the Committee, the Chairman adjourned the meeting at 12:15 p.m.

/s/ Suzanne L. Ansara

Suzanne L. Ansara
Corporate Secretary