

PENNICHUCK CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE  
MINUTES OF SEPTEMBER 29, 2015 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, September 29, 2015, at 5:25 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  
Preston J. Stanley, Jr.

Pennichuck Corporation: Thomas J. Leonard, Chairman of the Board  
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 non-public session.

Board Structure

There was a discussion relative to the structure of the current Board. The Committee members agreed that the Board has the necessary skills and expertise to perform their duties and will not pursue a new candidate for the Board at this time. It was noted that the Board has added two new members who have brought additional skills and knowledge in the financial and safety areas. The Committee also noted that the Board should consider adding someone with IT expertise when seeking a new Board member in the future.

Assessment of Incumbent Directors Up for Re-Election

The Chairman reported that George Bower, Jay Lustig, John McGrath and Preston Stanley (“director nominees”) are up for re-election to the Board in 2016. Each director nominee has indicated that they are willing to continue to serve on the Board. The Committee members were provided with a worksheet for their use in assessing the director nominees in accordance with the criteria set forth in the Committee’s charter. The Committee members were also provided with resumes for each of the director nominees. After discussion, the Committee members agreed to discuss their assessments of each director nominee at the next meeting of the Committee.

Merrimack Valley Regional Water District (“MVRWD”) Nominee

The Chairman indicated that since George Bower is up for re-election in 2016, the Committee will need to contact the MVRWD to request their confirmation that Dr. Bower is still their choice to serve on the Pennichuck Board of Directors. The Committee reviewed a draft letter to the Chair of the MVRWD which was included in the written materials and gave their comments.

There being no further business to discuss in non-public session, on motion duly made by S. Genest and seconded by P. Stanley, all of the Committee members then voting, it was unanimously agreed to end the non-public session at 5:58 p.m.

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