

PENNICHUCK CORPORATION  
NOMINATING AND GOVERNANCE COMMITTEE  
MINUTES OF JUNE 28, 2016 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Tuesday, June 28, 2016 at 4:30 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 (telephonically)  
Thomas J. Leonard  
Preston J. Stanley, Jr.

Pennichuck Corporation: David P. Bernier, Director (telephonically)  
James P. Dore, Director (telephonically)  
Jay N. Lustig, Director  
Suzanne L. Ansara, Corporate Secretary

S. Ansara recorded the minutes of the meeting.

S. Genest stated that he was unable to attend the meeting in person due to work related reasons, that he is alone and is able to hear the proceedings.

Approval of Minutes

The Chairman inquired whether there were any comments with respect to the draft minutes of the March 22, 2016 Committee meeting. There being none, on motion duly made by E. Dunn and seconded by P. Stanley, all of the Committee Members then voting, it was unanimously

Resolved: that the minutes of the March 22, 2016 meeting of the Nominating and Governance Committee are hereby approved.

Search for New Director

A discussion took place relative to a search for a new director. It was noted that a new director must be a resident of the City of Nashua, in accordance with the Company’s By-Laws. The Committee reviewed the Director Nomination Process, which was developed by the Committee in 2013. The Committee members agreed that no changes are necessary. The Committee also reviewed a draft Timeline of events leading up to the nomination of a director candidate.

The Committee discussed the skills and experience desired in a new director. The Committee agreed that the Board would most benefit from a candidate with experience in one or more of the following areas: banking, information technology, insurance, and marketing/communications/social media. Other areas of experience discussed included regulatory/energy and call center operations. It was noted that it would be beneficial if a candidate has previous Board experience. The Board also discussed having more diversity on the Board.

Move to Non-Public Session

T. Leonard 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). E. Dunn 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 5:18 p.m.

Reconvene in Public Session

The non-public session ended at 5:56 p.m. and the Committee reconvened in public session.

E. Dunn moved that the Committee seal the minutes of the non-public session under 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: E. Dunn, S. Genest, 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 5:57 p.m.

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