

PENNICHUCK CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE
MINUTES OF MARCH 24, 2017 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Friday, March 24, 2017 at 8:03 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 meeting:

Committee Members: Elizabeth A. Dunn
Stephen D. Genest
Thomas J. Leonard
Preston J. Stanley, Jr., Acting Chairman

Pennichuck Corporation: David P. Bernier, Director
C. George Bower, Director
James P. Dore, Director
Jay N. Lustig, Director
John D. McGrath, Director
John M. Murphy, Director
Larry D. Goodhue, Chief Executive Officer
Donald L. Ware, Chief Operating Officer
Suzanne L. Ansara, Corporate Secretary

S. Ansara recorded the minutes of the meeting.

Approval of Minutes

P. Stanley inquired whether there were any comments with respect to the draft minutes of the February 14, 2017 Committee meeting and non-public session. There being none, on motion duly made by S. Genest and seconded by T. Leonard, all of the Committee members present then voting, it was unanimously

Resolved: that the minutes of the February 14, 2017 meeting of the Nominating and Governance Committee are hereby approved.

On motion duly made by S. Genest and seconded by T. Leonard, all of the Committee members present then voting, it was unanimously

Resolved: that the sealed minutes of the February 14, 2017 non-public session of the Nominating and Governance Committee are hereby approved.

Unsealing of Non-Public Session Minutes

P. Stanley asked for a motion to unseal the minutes of the February 14, 2017 non-public session.

On motion duly made by E. Dunn and seconded by T. Leonard, all of the Committee members present then voting, it was unanimously

Resolved: to unseal the minutes of the February 14, 2017 non-public session of the Nominating and Governance Committee.

Review of Proxy Material

The Committee reviewed the following draft documents relating to the 2017 Annual Meeting of Sole Shareholder, copies of which were provided in the written materials: Notice of Meeting, Proxy Statement and Proxy Card. The Committee had no comments on the proxy material.

On motion duly made by T. Leonard and seconded by S. Genest, all of the Committee members present then voting, it was unanimously

Resolved: to recommend to the Board of Directors that the draft Proxy Card, Notice of Annual Meeting and Proxy Statement for the 2017 Annual Meeting of Sole Shareholder, as presented at this meeting, be approved.

There being no further business to come before the Committee, the meeting was adjourned at 8:06 a.m.

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