

PENNICHUCK CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE  
MINUTES OF JANUARY 9, 2018 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Tuesday, January 9, 2018 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: Elizabeth A. Dunn, Chairman  
Stephen D. Genest  
Thomas J. Leonard  
Jay N. Lustig  
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 2, 2017 Committee meeting. There being none, on motion duly made by J. Lustig and seconded by P. Stanley, all of the Committee members then voting, it was unanimously

Resolved: that the minutes of the November 2, 2017 meeting of the Nominating and Governance Committee are hereby approved.

Annual Evaluation of Board and Committees

The Committee reviewed the results of the Annual Evaluation of the Board and Committees. The Committee will discuss the results with the full Board at a future Board meeting.

After a discussion relating to the Corporate Code of Conduct, it was agreed that the Committee Charter should be revised to add an annual review of the Corporate Code of Conduct with the Company’s Compliance Officer. A draft revised Charter will be reviewed at the next Committee meeting.

There was a discussion relative to the new rate structure. T. Leonard requested that a discussion on the risks of the new rate structure be put on the Agenda for a future meeting of the Company’s Board of Directors.

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), and to discuss confidential information pursuant to RSA 91-A:3, II(j). P. Stanley seconded the motion.

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

Yea: E. Dunn, S. Genest, T. Leonard, J. Lustig, P. Stanley

Nay:

Motion was carried to enter into non-public session at 5:32 p.m.

#### Reconvene in Public Session

The non-public session ended at 6:40 p.m. and the Committee reconvened in public session.

At the non-public session, the following occurred:

- the Committee reviewed the current composition of the Board and agreed to begin a study of the skills and expertise needed on the Board in the future. It was agreed to keep the current structure of the Board as is until such study is complete.
- the Committee assessed the performance of the current Board members who are up for re-election to the Board in 2018, namely Thomas Leonard, Stephen Genest and David Bernier. S. Genest and T. Leonard left the meeting during the review of their performance on the Board. It was the consensus of the Committee members that the three incumbent directors provide significant roles on the Board and have performed their duties very well.
- The Committee discussed whether a confidentiality policy should be put in place for Directors. The Committee reviewed Section 9. Confidential/Proprietary Information of the Corporate Code of Conduct. After discussion, it was agreed that the Chairman will draft revised language for review at the next Committee meeting.

#### Recommendation of Nominees for Election

On motion duly made by J. Lustig and seconded by P. Stanley, all of the Committee members then voting in favor, except for T. Leonard and S. Genest who abstained, it was

Resolved: to recommend to the Board of Directors that David P. Bernier, Stephen D. Genest and Thomas J. Leonard be nominated for election to the Board of Directors at the 2018 Annual Meeting of Sole Shareholder, each for a term of three years.

#### Record Retention

There was a discussion regarding the draft record retention schedule relating to Board documents. The Committee agreed to recommend changing the retention period for documents provided to the Board prior to and during Board meetings from 5 years (both paper and electronic), to 5 years for paper copies and permanently for electronic copies.

There being no further business to come before the Committee, the meeting was adjourned at 6:45 p.m.

/s/ Suzanne L. Ansara

Suzanne L. Ansara  
Corporate Secretary