

PENNICHUCK CORPORATION  
NOMINATING AND GOVERNANCE COMMITTEE  
MINUTES OF SEPTEMBER 13, 2018 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Thursday, September 13, 2018 at 5:30 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.

Election of Chairman

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

Resolved: that Elizabeth A. Dunn is hereby elected Chairman of the Nominating and Governance Committee.

Approval of Minutes

There being no comments to the draft minutes of the March 14, 2018 Committee meeting, on motion duly made by S. Genest and seconded by P. Stanley, all of the Committee members then voting, it was unanimously

Resolved: that the minutes of the March 14, 2018 meeting of the Nominating and Governance Committee are hereby approved.

Corporate Code of Conduct - Amendment

The Committee reviewed the draft amendment of Section 9 of the Corporate Code of Conduct relating to Confidentiality, which amendment included comments from the Company's attorneys.

After a brief discussion, on motion duly made by T. Leonard and seconded by J. Lustig, all of the Committee members then voting, it was unanimously

Resolved: to recommend to the Board of Directors that the draft amendment to the Corporate Code of Conduct presented at this meeting amending Section 9 relating to Confidentiality be 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 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 5:35 p.m.

Reconvene in Public Session

The non-public session ended at 6:08 p.m. and the Committee reconvened in public session.

S. Genest 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, T. Leonard, J. Lustig, 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 meeting was adjourned at 6:09 p.m.

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