

PENNICHUCK CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE  
MINUTES OF NOVEMBER 1, 2018 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Thursday, November 1, 2018 at 4:00 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 September 13, 2018 Committee meeting. After discussion, 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 September 13, 2018 meeting of the Nominating and Governance Committee are hereby approved.

Annual Review of Committee Charter

After discussion, it was agreed that the Committee’s Charter was adequate for its purposes and no changes were necessary.

The Committee discussed the leadership structure of the Board and agreed to discuss the matter with the full Board at the November Board meeting.

Annual Review of Corporate Governance Principles

After discussion, the Committee agreed that no changes were necessary to the Corporate Governance Principles.

Annual Evaluation of Board and Committees

The Committee reviewed the draft form of Annual Evaluation of the Board and Committees and made a number of revisions. The evaluation will be forwarded to each member of the Board for completion. The Committee will review the results of the evaluation at a meeting of the Committee to be held in January or February 2019.

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 4:39 p.m.

Reconvene in Public Session

The non-public session ended at 5:15 p.m. and the Committee reconvened in public session.

S. Genest who left during the non-public session was not present.

P. Stanley moved that the Committee seal the minutes of the non-public session under RSA 91-A:3, II(c). T. Leonard 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 5:16 p.m.

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