

PENNICHUCK CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE
MINUTES OF FEBRUARY 13, 2019 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Wednesday, February 13, 2019 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:

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| Committee Members: | Elizabeth A. Dunn, Chairman Stephen D. Genest Thomas J. Leonard Jay N. Lustig |
| Pennichuck Corporation: | C. George Bower, Director James P. Dore, Director Suzanne L. Ansara, Corporate Secretary |
| Other: | Deborah Novotny |

There were no attendees from the public. No governmental officials from the City of Nashua attended.

S. Ansara recorded the minutes of the meeting.

Approval of Minutes

There being no comments on the draft minutes of the January 25, 2019 Committee meeting, on motion duly made by T. Leonard and seconded by J. Lustig, all of the Committee members present then voting, it was unanimously

Resolved: that the minutes of the January 25, 2019 meeting of the Nominating and Governance Committee are hereby approved.

Candidate for Director – Public Interview

The Chairman welcomed Ms. Novotny to the meeting and introduced the members of the Committee and the other Board members in attendance. The Committee conducted a public interview of Ms. Novotny. The Chairman expressed his appreciation to Ms. Novotny for the time and effort she spent preparing for the interview.

Ms. Novotny left the meeting at 5:55 p.m.

Move to Non-Public Session

J. Lustig moved that the Committee enter into non-public session to (i) 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 (ii) discuss financial or confidential information pursuant to RSA 91-A:3, II(j). T. Leonard seconded the motion.

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

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

Motion was carried to enter into non-public session at 5:56 p.m.

Reconvene in Public Session

The non-public session ended at 7:02 p.m. and the Committee reconvened in public session.

J. Lustig moved that the Committee seal the minutes of the non-public session under RSA 91-A:3, II(c) and RSA 91-A:3, II(j). S. Genest seconded the motion. A roll call of the Committee members present was taken, which resulted as follows:

Yea: E. Dunn, S. Genest, T. Leonard, J. Lustig
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 7:03 p.m.

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