

PENNICHUCK CORPORATION
NOMINATING AND GOVERNANCE COMMITTEE
MINUTES OF NOVEMBER 1, 2018 NON-PUBLIC SESSION

A non-public session of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Thursday, November 1, 2018 at 4:39 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 non-public session.

The following persons were in attendance for the non-public session:

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

There being no comments with respect to the draft minutes of the Committee’s September 13, 2018 non-public session, 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 sealed minutes of the September 13, 2018 non-public session of the Nominating and Governance Committee are hereby approved.

Potential Candidates for Director

The Committee discussed potential candidates for Director. They discussed the skills that would be beneficial to the Board, including technical skills and experience in communications or IT. The Committee noted that the Board should be more diversified.

S. Genest left the non-public session at 5:04 p.m.

Assessment of Incumbent Directors Up for Re-Election to the Board

The Chairman reported that George Bower, Jay Lustig, John McGrath and Preston Stanley are up for re-election to the Board in 2019. She indicated that they have all expressed their willingness to continue to serve on the Board. The Committee members were provided with a worksheet for their use in assessing the performance of the directors in accordance with the criteria set forth in the Committee's charter. The Committee members were also provided with updated resumes for each of the directors. After discussion, the Committee members agreed to review their assessments of each director at a future meeting of the Committee.

There being no further business to discuss in non-public session, on motion duly made by P. Stanley and seconded by T. Leonard, all of the Committee members then voting, it was unanimously agreed to end the non-public session at 5:15 p.m.

/s/ Suzanne L. Ansara

Suzanne L. Ansara
Corporate Secretary