

PENNICHUCK CORPORATION
NOMINATING AND GOVERNANCE COMMITTEE
MINUTES OF JANUARY 25, 2019 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 Friday, January 25, 2019 at 8:03 a.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.

Board of Directors: David P. Bernier
C. George Bower
James P. Dore
John D. McGrath
John M. Murphy

Pennichuck Corporation: Larry D. Goodhue, CEO

Other: Deborah Novotny

L. Goodhue recorded the minutes of the non-public session.

Approval of Minutes

There being no comments on the draft minutes of the Committee’s November 1, 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 November 1, 2018 non-public session of the Nominating and Governance Committee are hereby approved.

Candidate for Director

Ms. Novotny was asked to attend today's Committee meeting as a potential candidate to join the Pennichuck Corporation Board of Directors. Ms. Novotny, a Commercial Lender with Enterprise Bank in Nashua, was previously interviewed as a potential candidate for the Pennichuck Board in 2016. At the invitation of the Chairman, Ms. Novotny gave an introductory statement. Members of the Committee then questioned Ms. Novotny concerning her background and experience and her desire to become a Board member.

The Chairman reviewed the director nomination process.

After discussion, the Committee agreed to advance Ms. Novotny to the next step in the nomination process. The Committee will discuss the matter with the full Board at the Pennichuck Corporation Board meeting to be held today to agree on a date to hold a public interview of Ms. Novotny.

There being no further business to discuss in non-public session, on motion duly made by J. Lustig and seconded by E. Dunn, all of the Committee members then voting, it was unanimously agreed to end the non-public session at 8:18 a.m.

/s/ Larry D. Goodhue

Larry D. Goodhue
Acting Secretary