

PENNICHUCK CORPORATION  
NOMINATING AND GOVERNANCE COMMITTEE  
MINUTES OF FEBRUARY 13, 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 Wednesday, February 13, 2019 at 5:56 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

Pennichuck Corporation: C. George Bower, Director  
James P. Dore, Director  
Suzanne L. Ansara, Corporate Secretary

S. Ansara recorded the minutes of the meeting.

Approval of Minutes

There being no comments on the draft minutes of the Committee’s January 25, 2019 non-public session, on motion duly made by S. Genest and seconded by T. Leonard, all of the Committee members present then voting, it was unanimously

Resolved: that the sealed minutes of the January 25, 2019 non-public session of the Nominating and Governance Committee are hereby approved.

Director Candidate- Nomination

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

Resolved: to recommend to the Board of Directors that Deborah Novotny be nominated for election to the Board of Directors of Pennichuck Corporation at the 2019 Annual Meeting of Sole Shareholder, as a Class B Director, for a term of one year.

Assess Performance of Incumbent Directors Up for Re-Election

The Chairman indicated that the Committee needs to assess the performance of the current Board members who are up for re-election to the Board in 2019, namely George Bower, Jay Lustig, John McGrath and Preston Stanley, Jr. Each Committee member provided their personal assessment on the performance of George Bower, John McGrath and Preston Stanley, Jr. J. Lustig then left the meeting. The remaining Committee members provided their personal assessment on the performance of J. Lustig. J. Lustig rejoined the meeting. It was the consensus of the Committee members that the four incumbent directors provide significant roles on the Board and have performed their duties very well.

On motion duly made by T. Leonard and seconded by S. Genest, all of the Committee members present then voting in favor, except for J. Lustig who abstained, it was

Resolved: to recommend to the Board of Directors that C. George Bower, Jay N. Lustig, John D. McGrath and Preston J. Stanley, Jr. be nominated for election to the Board of Directors of Pennichuck Corporation at the 2019 Annual Meeting of Sole Shareholder, each for a term of three years.

Annual Evaluation of Board and Committees

The Committee reviewed the results of the Annual Evaluation of the Board and Committees. The Committee will discuss the results with the full Board at the March Board meeting.

There being no further business to discuss in non-public session, on motion duly made by S. Genest and seconded by J. Lustig, all of the Committee members present then voting, it was unanimously agreed to end the non-public session at 7:02 p.m.

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