

PENNICHUCK CORPORATION  
NOMINATING AND GOVERNANCE COMMITTEE  
MINUTES OF MARCH 22, 2019 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Friday, March 22, 2019 at 8:00 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 meeting.

The following persons were in attendance for the meeting:

Committee Members:	Elizabeth A. Dunn, Chairman Stephen D. Genest Thomas J. Leonard Preston J. Stanley, Jr.
Pennichuck Corporation:	David P. Bernier, Director (telephonically) C. George Bower, Director James P. Dore, Director John D. McGrath, Director John M. Murphy, Director Larry D. Goodhue, Chief Executive Officer 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 February 13, 2019 Committee meeting, 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 minutes of the February 13, 2019 meeting of the Nominating and Governance Committee are hereby approved.

Review of Draft Proxy Material

The Committee reviewed the following draft documents relating to the 2019 Annual Meeting of Sole Shareholder, copies of which were provided in the written materials: Notice of Meeting, Proxy Statement and Proxy Card. The Committee had no changes or comments on the proxy material.

On motion duly made by T. Leonard and seconded by S. Genest, all of the Committee members present then voting, it was unanimously

Resolved: to recommend to the Board of Directors that the draft Proxy Card, Notice of Annual Meeting and Proxy Statement for the 2019 Annual Meeting of Sole Shareholder, as presented at this meeting, be approved.

Move to Non-Public Session

S. Genest moved that the Committee enter into non-public session pursuant to RSA 91-A:3, II(c) and RSA 91-A:3, II(j). P. Stanley seconded the motion.

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

Yea: E. Dunn, S. Genest, T. Leonard, P. Stanley

Nay:

Motion was carried to enter into non-public session at 8:07 a.m.

Reconvene in Public Session

The non-public session ended at 8:08 a.m. and the Committee reconvened in public session.

Unsealing of Non-Public Session Minutes

The purpose of the Non-Public Session was to review sealed non-public session minutes of prior meetings for potential unsealing.

On motion duly made by T. Leonard and seconded by P. Stanley, all of the Committee members present then voting, it was unanimously

Resolved: to unseal in their entirety the minutes of the September 13, 2018, November 1, 2018, January 25, 2019 and February 13, 2019 non-public sessions, and to unseal the underlying written materials provided to the Committee for these meetings.

There being no further business to come before the Committee, the meeting was adjourned at 8:09 a.m.

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