

PENNICHUCK CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE
MINUTES OF OCTOBER 22, 2019 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Tuesday, October 22, 2019 at 4:30 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 all or a portion of the meeting:

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| Committee Members: | Elizabeth A. Dunn, Chairman Stephen D. Genest Thomas J. Leonard Jay N. Lustig (telephonically) Preston J. Stanley, Jr. |
| Pennichuck Corporation: | Deborah Novotny, 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 March 22, 2019 Committee meeting, on motion duly made by T. Leonard and seconded by S. Genest, all of the Committee members then voting, it was unanimously

Resolved: that the minutes of the March 22, 2019 meeting of the Nominating and Governance Committee are hereby approved.

Annual Review of Corporate Governance Principles

The Chairman referred the Committee to the section on Director Education in the Corporate Governance Principles. She asked D. Novotny, the newest member of the Board, if she received an adequate orientation from the Company’s management. D. Novotny indicated that she was satisfied with the orientation she received. She said that it was an informative, high-level overview of the Company’s business operations and financials. She met in one-on-one meetings with the CEO, COO, HR Director, Chief Engineer, Corporate Controller, Distribution Manager and Water Supply Director. She also took a tour of the Distribution Facility and the Water Treatment Plant.

The Committee discussed whether it would be helpful for the legacy directors to meet one on one with department heads over the course of six months.

The Committee agreed that no changes were necessary to the Corporate Governance Principles.

D. Novotny left the meeting at 4:45 p.m.

Annual Review of Committee Charter

The Committee discussed whether language relating to Board attendance should be added to the Charter and it was determined that the Corporate Governance Principles covers that issue. The Committee also reviewed the sections of the Charter relating to Criteria for Selecting Directors and Board Leadership Structure. They discussed whether a Vice Chairman should be appointed and reviewed the Company's By-Laws relating to the election of officers. It was noted that the By-Laws indicate that the CEO will preside at all meetings of the Board in the absence of the Chairman. It was agreed that the Committee's Charter was adequate for its purposes and no changes were necessary at this time.

Corporate Code of Conduct

S. Ansara indicated that the annual review of the Company's Code of Conduct and a review of the Company's system to monitor compliance with the Code will be scheduled for the next meeting of the Committee.

Annual Board and Committee Evaluation Form

The Chairman indicated that there has been discussion at prior meetings that the evaluation form has turned into a "check the box" exercise that does not necessarily help the Board to improve its effectiveness. It was agreed that the Committee Chairman and Committee Member J. Lustig will meet to revise the evaluation form.

Move to Non-Public Session

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

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

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

Nay:

Motion was carried to enter into non-public session at 5:11 p.m.

Reconvene in Public Session

The non-public session ended at 5:40 p.m. and the Committee reconvened in public session.

At the non-public session, the Committee discussed the qualifications of Board members under the By-Laws and the current structure of the Board. No decisions were made.

There being no further business to come before the Committee, the meeting was adjourned at 5:42 p.m.

/s/ Suzanne L. Ansara

Suzanne L. Ansara
Corporate Secretary