

PENNICHUCK CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE  
MINUTES OF MARCH 3, 2020 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Tuesday, March 3, 2020 at 5:30 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 the meeting:

Committee Members:	Elizabeth A. Dunn, Chairman Thomas J. Leonard Jay N. Lustig Preston J. Stanley, Jr.
Board of Directors:	James P. Dore John D. McGrath
Pennichuck Corporation:	Larry D. Goodhue, Chief Executive Officer Suzanne L. Ansara, Corporate Secretary
Other:	Attorney H. Scott Flegal

S. Ansara recorded the minutes of the meeting.

One of the purposes of the meeting was to hold a public interview of Attorney Flegal, a candidate for the Pennichuck Board of Directors. Notice of the public interview was given to the Board of Aldermen and the Mayor of the City of Nashua and the meeting was posted on the City’s website calendar and bulletin board. There were no attendees from the City of Nashua or the general public. There were no questions for the candidate provided by any City officials.

Candidate for Director – Public Interview

The Chairman welcomed Attorney Flegal to the meeting and introduced the members of the Committee and the other Board members in attendance. The Committee conducted a public interview of Attorney Flegal. The Chairman expressed his appreciation to Attorney Flegal for the time and effort he spent preparing for the interview.

T. Leonard reviewed the director nomination process.

The public interview ended at 5:45 p.m. and Attorney Flegal left the meeting.

### Move to Non-Public Session

J. Lustig moved that the Committee enter into non-public session to discuss a matter which, if discussed in public, would likely affect adversely the reputation of a person, pursuant to RSA 91-A:3, II(c). P. Stanley seconded the motion.

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

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

Nay:

Motion was carried to enter into non-public session at 5:46 p.m.

### Reconvene in Public Session

The non-public session ended at 5:57 p.m. and the Committee reconvened in public session.

### Matters Discussed at the Non-Public Session

At the non-public session, the following occurred:

- The Committee discussed their impressions of Attorney Flegal based on his non-public interview held on February 4 and the public interview held today. All members agreed that Attorney Flegal will be an asset to the Board. It was agreed to recommend to the Board of Directors that Attorney Flegal be nominated for election to the Board.
- The Committee, on a motion duly made by J. Lustig and seconded by P. Stanley, approved the minutes of the February 4, 2020 non-public session.

### Recommend Slate of Director Nominees for Election at Annual Shareholder Meeting

The Chairman indicated that the Committee needs to vote on the slate of director nominees for election at the 2020 Annual Shareholder meeting. She noted that the Committee assessed the performance of the incumbent directors who are up for re-election to the Board in 2020 at the Committee's February 4 meeting.

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 Pennichuck Corporation Board of Directors that James P. Dore, Elizabeth A. Dunn, H. Scott Flegal and Deborah Novotny be nominated for election to the Board of Directors, in Class B, for a term of three years each, commencing at the 2020 Annual Meeting of Sole Shareholder.

Review of Draft Proxy Material

The Committee reviewed the following draft documents relating to the 2020 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 comments or changes to the proxy material.

On motion duly made by J. Lustig and seconded by P. Stanley, 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 2020 Annual Meeting of Sole Shareholder, as presented at this meeting, be approved.

Approval of Minutes

There being no comments on the draft public minutes of the February 4, 2020 Committee meeting, on motion duly made by J. Lustig and seconded by P. Stanley, all of the Committee members present then voting, it was unanimously

Resolved: that the minutes of the February 4, 2020 meeting of the Nominating and Governance Committee are hereby approved.

Unseal Non-Public Session Minutes

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

Resolved: that the sealed minutes of the February 4, 2020 non-public session of the Nominating and Governance Committee are hereby unsealed.

There being no further business to come before the Committee, the meeting was adjourned at 6:01 p.m.

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