

PENNICHUCK CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE
MINUTES OF FEBRUARY 4, 2020 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 Tuesday, February 4, 2020 at 4:34 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:

Committee Members: Elizabeth A. Dunn, Chairman
Stephen D. Genest
Thomas J. Leonard
Jay N. Lustig
Preston J. Stanley, Jr.

Pennichuck Corporation: Suzanne L. Ansara, Corporate Secretary

Other: Attorney H. Scott Flegal

S. Ansara recorded the minutes of the non-public session.

The Committee reviewed the director job description, timeline and interview questions in preparation for the interview of Attorney Flegal.

Attorney Flegal joined the meeting at 4:38 p.m.

Candidate for Director - Interview

Attorney Flegal was asked to attend today’s Committee meeting as a potential candidate to join the Pennichuck Corporation Board of Directors. Attorney Flegal is a long-time business attorney in the City of Nashua. The Chairman welcomed Attorney Flegal to the meeting. Members of the Committee then questioned Attorney Flegal on a range of matters, including his background and experience, his ability to dedicate a considerable amount of time to serve as a director, his knowledge of the NH Right-to-Know Law, and his knowledge of the Company.

The Chairman reviewed the director nomination process.

Attorney Flegal left the meeting at 5:28 p.m.

Following the interview, the Committee members met to discuss their thoughts on the candidate. After discussion, the Committee agreed to advance Attorney Flegal to the next step in the nomination process. A second interview in public will be scheduled in the near future.

Assessment of Incumbent Directors Up for Re-Election to the Board in 2020

The Chairman indicated that the Committee needs to assess the current Board members who are up for re-election to the Board in 2020, namely James Dore, Elizabeth Dunn and Deborah Novotny, all in Class B. She noted that a vacancy exists in Class B due to the resignation of John Murphy. She referred the Committee members to the criteria for nominating directors as set forth in the Committee's charter.

E. Dunn left the meeting at 5:43 p.m.

The remaining Committee members provided their personal assessment on the performance of Board member Elizabeth Dunn.

E. Dunn rejoined the meeting at 5:47 p.m.

The Committee members then provided their personal assessment on the performance of Board Members James Dore and Deborah Novotny.

The Committee members agreed that the three directors provide significant roles on the Board and have performed their duties very well, and will recommend to the Board of Directors that they be nominated for re-election to the Board.

There being no further business to discuss in non-public session, on motion duly made by J. Lustig and seconded by S. Genest, all of the Committee members then voting, it was unanimously agreed to end the non-public session at 5:53 p.m.

/s/ Suzanne L. Ansara

Suzanne L. Ansara
Corporate Secretary