

PENNICHUCK CORPORATION

COMPENSATION AND BENEFITS COMMITTEE
MINUTES OF MARCH 18, 2021 MEETING

A meeting of the Compensation and Benefits Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Thursday, March 18, 2021, at 4:38 p.m.

Due to the COVID-19 virus and in accordance with the state of emergency declared by Governor Sununu, the meeting was held electronically using the Microsoft Teams platform, for the safety of the Committee Members and Pennichuck employees. Telephone access to the meeting was provided for members of the public.

Pursuant to Governor Sununu’s Emergency Order #12 dated March 23, 2020, the requirement under RSA 91-A:2, III(b) that a quorum be physically present at a meeting has been waived.

Written materials relating to items listed in the Agenda were provided to the Committee Members for their review prior to the meeting.

By roll call, the following Committee Members were present for the start of the meeting, constituting a quorum. Each Committee Member stated that they were alone.

Stephen D. Genest, Chairman
David P. Bernier
C. George Bower
John D. McGrath

Attending the meeting from the Company were:

Larry D. Goodhue, Chief Executive Officer
Mary V. DeRoche, HR Director
Suzanne L. Ansara, Corporate Secretary
Sarah Rossetti, Senior HR Generalist

S. Ansara recorded the minutes of the meeting.

Approval of Minutes

There being no comments on the draft minutes of the December 15, 2020 Committee meeting, on motion duly made by D. Bernier and seconded by G. Bower, all of the Committee Members present then voting by roll call, it was unanimously

Resolved: that the minutes of the December 15, 2020 meeting of the Compensation and Benefits Committee are hereby approved.

Move to Non-Public Session

G. Bower moved that the Committee enter into non-public session to discuss (i) the promotion or compensation of employees pursuant to RSA 91-A:3, II(a), and (ii) matters, which if discussed in public, would likely affect adversely the reputation of a person pursuant to RSA 91-A:3, II(c). J. McGrath seconded the motion.

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

Yea: D. Bernier, G. Bower, S. Genest, J. McGrath

Nay:

Motion was carried to enter into non-public session at 4:42 p.m.

Reconvene in Public Session

The non-public session ended at 5:45 p.m. and the Committee reconvened in public session.

J. McGrath moved that the Committee seal the minutes of the non-public session under RSA 91-A:3, II(a) and RSA 91-A:3, II(c). D. Bernier seconded the motion. A roll call of the Committee Members present was taken, which resulted as follows:

Yea: D. Bernier, G. Bower, S. Genest, J. McGrath

Nay:

Motion was carried to seal the minutes of the non-public session.

There being no further business to come before the Committee, the Chairman adjourned the meeting at 5:49 p.m.

/s/ Suzanne L. Ansara

Suzanne L. Ansara
Corporate Secretary