

PENNICHUCK CORPORATION
NOMINATING AND GOVERNANCE COMMITTEE
MINUTES OF JANUARY 4, 2022 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Tuesday, January 4, 2022 at 5:08 p.m., virtually via Microsoft Teams.

Due to the current spread of the COVID-19 virus and the OMICRON variant, the Board of Directors agreed at their December 17, 2021 Board meeting, that for the safety and health of the Board Members and Company employees, meetings of the Board and Board Committees would be held virtually until further notice. Telephone access to the meeting was provided for members of the public and any Committee members who were unable to connect through Microsoft Teams.

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 at the start of the meeting, constituting a quorum. Each Committee Member stated that they were alone and could hear the proceedings.

Committee Members: Elizabeth A. Dunn, Chairman
Thomas J. Leonard
Jay N. Lustig
Preston J. Stanley, Jr. (telephonically)

The following persons were also present at the start of the meeting:

Pennichuck Corporation: Larry D. Goodhue, Chief Executive Officer
Suzanne L. Ansara, Corporate Secretary
James P. Dore, Director
Deborah Novotny, Director

S. Ansara recorded the minutes of the meeting.

Approval of Minutes

There being no comments on the draft minutes of the November 9, 2021 Committee meeting, on motion duly made by J. Lustig and seconded by T. Leonard, all of the Committee members present then voting by roll call, it was unanimously

Resolved: that the minutes of the November 9, 2021 meeting of the Nominating and Governance Committee are hereby approved.

Committee Member Stephen Genest joined the meeting by telephone at 5:10 p.m. He stated that he was alone and could hear the proceedings.

Move to Non-Public Session

T. Leonard 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). J. Lustig 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 6:12 p.m. and the Committee reconvened in public session. Committee Member S. Genest was not present.

J. Lustig moved that the Committee seal the minutes of the non-public session under RSA 91-A:3, II(c). T. Leonard 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 seal the minutes of the non-public session.

There being no further business to come before the Committee, the Chairman adjourned the meeting at 6:13 p.m.

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