

PENNICHUCK CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE
MINUTES OF JANUARY 24, 2022 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Monday, January 24, 2022 at 4:30 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.

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
Stephen D. Genest
Thomas J. Leonard
Jay N. Lustig
Preston J. Stanley, Jr. (telephonically)

The following persons were present for all or a portion of the meeting:

Pennichuck Corporation: Suzanne L. Ansara, Corporate Secretary
John D. McGrath, 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 Committee’s January 4, January 5 and January 12 meetings, on motion duly made by T. Leonard and seconded by J. Lustig, all of the Committee Members then voting by roll call, it was unanimously

Resolved: that the minutes of the January 4, January 5 and January 12, 2022 meetings of the Nominating and Governance Committee are hereby approved.

Move to Non-Public Session

S. Genest 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). T. Leonard 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 4:46 p.m.

Reconvene in Public Session

The non-public session ended at 5:59 p.m. and the Committee reconvened in public session. Committee Members J. Lustig and P. Stanley were not present.

S. Genest 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, S. Genest, T. Leonard
Nay:

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

The Committee discussed merging the Communications Committee into the Nominating and Governance Committee. The Committee will bring up the issue at the next Board of Directors meeting.

There being no further business to come before the Committee, the Chairman adjourned the meeting at 6:03 p.m.

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