

PENNICHUCK CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE
MINUTES OF FEBRUARY 17, 2022 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held on Thursday, February 17, 2022 at 5:30 p.m. at the Company’s offices at 25 Walnut Street, Nashua, 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 Preston J. Stanley, Jr.
Pennichuck Corporation:	Larry D. Goodhue, Chief Executive Officer Suzanne L. Ansara, Corporate Secretary James P. Dore, Director, via Microsoft Teams John D. McGrath, Director, via Microsoft Teams
City of Nashua:	Alderman Patricia Klee, via Microsoft Teams
Board Candidates:	Sarah Pillsbury Amymarie Corriveau

S. Ansara recorded the minutes of the meeting.

The purpose of the meeting was to hold public interviews of Ms. Pillsbury and Ms. Corriveau as candidates for the Board of Directors.

Ms. Pillsbury joined the meeting at 5:30 p.m. and left the meeting at 6:05 p.m. Ms. Corriveau joined the meeting at 6:10 p.m. and left the meeting at 6:38 p.m.

The Chairman welcomed the candidates to the meeting and introduced the members of the Committee, the other Board members in attendance, and Alderman Klee. The candidates were asked to give a brief summary of their work experience, and were questioned about their interest in becoming a director of Pennichuck, their prior experience on public or non-profit boards, including any water related organizations, among other questions.

The Chairman expressed her appreciation to Ms. Pillsbury and to Ms. Corriveau for the time and effort they spent preparing for the interviews.

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). P. Stanley seconded the motion.

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

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

Nay:

Motion was carried to enter into non-public session at 6:40 p.m.

Reconvene in Public Session

The non-public session ended at 6:45 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 Ms. Pillsbury and Ms. Corriveau based on their non-public interviews held on January 5 and January 12 and the public interviews held today. The Committee members agreed that the candidates are well qualified with strong backgrounds in the water industry, and will be an asset to the Board. It was agreed to recommend to the Board of Directors that Ms. Pillsbury and Ms. Corriveau be nominated for election to the Board.
- The Committee, on a motion duly made by T. Leonard and seconded by P. Stanley, approved the sealed minutes of the January 24, 2022 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 2022 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 2022 at the Committee's January 24 meeting.

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

Resolved: to recommend to the Pennichuck Corporation Board of Directors that C. George Bower, Aymarie R. Corriveau, Jay N. Lustig, John D. McGrath and Preston J. Stanley, Jr. be nominated for election to the Board of Directors, in Class A, for a term of three years each, commencing at the 2022 Annual Meeting of Sole Shareholder.

Resolved: to recommend to the Pennichuck Corporation Board of Directors that Sarah Pillsbury be nominated for election to the Board of Directors, in Class C, for a term of two years, commencing at the 2022 Annual Meeting of Sole Shareholder.

Approval of Minutes

There being no comments on the draft minutes of the Committee's January 24, 2022 meeting, on motion duly made by T. Leonard and seconded by P. Stanley, all of the Committee Members present then voting, it was unanimously

Resolved: that the minutes of the Committee's January 24, 2022 meeting are hereby approved.

There being no further business to come before the Committee, the meeting was adjourned at 6:48 p.m.

/s/ Suzanne L. Ansara

Suzanne L. Ansara
Corporate Secretary