

PENNICHUCK CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE  
MINUTES OF MARCH 21, 2022 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (“Company”) was held electronically using the Microsoft Teams platform, on Monday, March 21, 2022 at 4:30 p.m.

Due to the 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 electronically 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.

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

Attending the meeting from the Company were:

Suzanne L. Ansara, Corporate Secretary

S. Ansara recorded the minutes of the meeting.

Approval of Minutes

There being no comments on the draft minutes of the February 17, 2022 Committee meeting, on motion duly made by S. Genest 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 February 17, 2022 meeting of the Nominating and Governance Committee are hereby approved.

### Communications Committee

The Committee discussed whether to merge the purpose and responsibilities of the Communications Committee into the charter of the Nominating and Governance Committee. A revised charter for the Nominating and Governance Committee was reviewed.

On motion duly made by S. Genest and seconded by T. Leonard, all of the Committee members then voting by roll call, it was unanimously

Resolved: to recommend to the Pennichuck Corporation Board of Directors that the Communications Committee be dissolved and the purpose and responsibilities of the Communications Committee be added to the Charter of the Nominating and Governance Committee; and that the revised Charter for the Nominating and Governance Committee, as presented at this meeting, be approved.

### Review of Draft Proxy Material

S. Ansara provided a review of the draft proxy material (proxy card, notice of meeting and proxy statement) relating to the 2022 Annual Meeting of Sole Shareholder, copies of which were provided in the written materials. The Committee requested that, if the Board votes to dissolve the Communications Committee, a sentence be added to the end of the paragraph regarding the Communications Committee on page 4 of the proxy statement to read as follows: "The Board of Directors, at its March 25, 2022 meeting, voted to dissolve the Communications Committee and to add its purpose and responsibilities to the Nominating and Governance Committee Charter." The Committee had no further comments on the proxy material.

On motion duly made by S. Genest and seconded by J. Lustig, all of the Committee Members then voting by roll call, it was unanimously

Resolved: to recommend to the Pennichuck Corporation Board of Directors that the draft Proxy Card, Notice of Annual Meeting and Proxy Statement for the 2022 Annual Meeting of Sole Shareholder, as presented and revised at this meeting, be approved.

### Move to Non-Public Session

T. Leonard moved that the Committee enter into non-public session to (a) 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) and (b) discuss financial or confidential information pursuant to RSA 91-A:3, II(j).

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 5:00 p.m.

Reconvene in Public Session

The non-public session ended at 5:26 p.m. and the Committee reconvened in public session.

Matters Discussed in Non-Public Session

The Committee had a general discussion regarding the Board Survey and will continue their discussion at a meeting of the Committee in April.

There being no further business to come before the Committee, the meeting was adjourned at 5:27 p.m.

/s/ Suzanne L. Ansara

Suzanne L. Ansara  
Corporate Secretary