

PENNICHUCK CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE
MINUTES OF MARCH 22, 2023 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (the “Company”) was held on Wednesday, March 22, 2023, at 4:39 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 Committee Members were present at the start of the meeting constituting a quorum:

Thomas J. Leonard III (via Microsoft Teams)
Jay N. Lustig (via Microsoft Teams)
Elizabeth A. Dunn
Deborah B. Novotny

Attending the meeting from the Company was Carol Ann Howe, Assistant Treasurer and Corporate Secretary

C. Howe recorded the minutes of the meeting.

Approval of Minutes

There being no comments on the draft minutes of the February 22, 2023 Committee meeting, on motion duly made by J. Lustig and seconded by T. Leonard, all of the Committee members then voting by roll call, it was unanimously

Resolved: that the draft minutes of the February 22, 2023 meeting of the Nominating and Governance Committee are hereby approved.

Move to Non-Public Session

D. Novotny moved that the Committee enter into non-public session to discuss confidential or financial 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: T. Leonard, J. Lustig, E. Dunn, D. Novotny
Nay:

Motion was carried to enter into non-public session at 4:43 p.m.

Reconvene in Public Session

The non-public session ended at 5:18 p.m. and the Committee reconvened in public session. The Committee members agreed that minutes of the non-public session should be included in the public minutes.

Items Discussed in Non-Public Session

At the non-public session, the following occurred:

- On a motion duly made by D. Novotny and seconded by T. Leonard, all of the Committee members then voting by roll call, it was unanimously

Resolved: that the sealed minutes of the February 22, 2023 non-public session of the Nominating and Governance Committee are hereby approved.

- On a 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: to recommend to the Pennichuck Corporation Board of Directors that Elizabeth A. Dunn, H. Scott Flegal, Ralph Jenkins and Deborah Novotny be nominated for election to the Board of Directors, in Class B, for a term of three years each, commencing at the 2023 Annual Meeting of Sole Shareholder.

- There was a brief discussion related to the Board Chairmanship and the process for moving forward on the succession of a new one, potential future Board member considerations and general discussions of the long-term needs of the Board of Directors.

Review of Draft Proxy Material

The Committee members reviewed the draft proxy material prepared for the Annual Meeting and agreed that no changes were needed. Therefore, 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: to recommend to the Pennichuck Corporation Board of Directors that the draft Proxy Card, Notice of Annual Meeting and Proxy Statement for the 2023 Annual Meeting of Sole Shareholder, as presented at this meeting, be approved.

There being no further business to come before the Committee, the Chairman adjourned the meeting at 5:20 p.m.

Carol Ann Howe
Carol Ann Howe
Assistant Treasurer & Corporate Secretary