

PENNICHUCK CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE
MINUTES OF OCTOBER 27, 2023 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (the “Company”) was held on Friday, October 27, 2023, at 8:00 a.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
Jay N. Lustig
Elizabeth A. Dunn
Deborah B. Novotny (via Microsoft Teams)
Amy Corriveau
Sarah Pillsbury

Attending the meeting were the following members of the Pennichuck Corporation Board of Directors:

C. George Bower, Chairman
David P. Bernier (via Microsoft Teams)
H. Scott Flegal
Stephen D. Genest
Ralph Jenkins
John D. McGrath

Attending all or part of the meeting from Pennichuck Corporation were:

Larry D. Goodhue, Chief Executive Officer
Donald L. Ware, Chief Operating Officer
Mary V. DeRoche, Human Resources Director
George Torres, Chief Financial Officer and Treasurer
Carol Ann Howe, Assistant Treasurer and Corporate Secretary
Steven Greenwood, IT Director
Tara King, Revenue and Customer Operations Director
John Boisvert, Chief Engineer
Christopher J. Countie, Director, Water Supply and Community Systems
Alan D. Brown, Manager, Distribution
Lori Douglas, Corporate Controller
Jay Kerrigan, Manager Regulatory Affairs, Internal Control and Business Services

Other Attendees:

Brian Law, Director Candidate
Patricia Klee, Member, Nashua Board of Aldermen

C. Howe recorded the minutes of the meeting.

E. Dunn provided an overview of the format of the meeting indicating it was to hold a public interview of Brian Law, a candidate for the Board of Directors. Notice of the public interview was given to the Board of Aldermen and the Mayor of the City of Nashua and the meeting was posted on the City's website calendar and bulletin board. There was one attendee from the City, Patricia Klee, a Member of the Nashua Board of Aldermen, and Chair of the Pennichuck Special Water Committee. E. Dunn welcomed her to the meeting. There was no one attending from the general public. E. Dunn indicated that many of the Board of Directors already had an opportunity to speak with Mr. Law in a non-public interview. She then gave Mr. Law the opportunity to present himself in the public forum and provide information on his background and why he was interested in joining the Board. Mr. Law took that opportunity and started by indicating that he is the 5th generation President of The Law Family Companies, Inc. and indicated he is a resident of Nashua and currently resides in the neighborhood that Alderman Klee is the Ward representative on the Board of Aldermen. He noted the various organizations in Nashua that he has been affiliated with and also that he has always been interested in Nashua activities and Pennichuck is one of those in which he has been interested in getting involved with. E. Dunn thanked him and then asked if there were any questions from anyone in the room, including Alderman Klee. At that time, Alderman Klee said she didn't have any questions but she would like to say a few words. First, she indicated her strong support for Mr. Law's nomination to the Board and also stated that she has known him for quite a while and has worked with him on many projects. She noted that he is very involved in the City and he has done a lot of charitable work on issues related to the City and that he has always been available when they needed something. She concluded by indicating she thought he would be a great choice for the Board position. E. Dunn thanked Alderman Klee for her comments and stated that they had reviewed Mr. Law's resume and had asked him many questions in the prior interview. T. Leonard suggested they end the public interview and E. Dunn asked for a motion to move into Non-Public session to discuss the candidate's nomination.

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). A. Corriveau seconded the motion.

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

Yea: E. Dunn, T. Leonard, J. Lustig, D. Novotny, A. Corriveau, S. Pillsbury
Nay:

Motion was carried to enter into non-public session at 8:05 a.m.

At this time, Mr. Law, Alderman Klee, and members of Pennichuck Management left the room.

Reconvene in Public Session

The non-public session ended at 8:10 a.m. and the Committee reconvened in public session.

Mr. Law, Alderman Klee and members of Pennichuck Management reentered the meeting.

Matters Discussed at the Non-Public Session

After a very brief discussion, it was agreed that they move forward with the nomination of Mr. Law to the Board.

Recommendation of Brian Law to the Board

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 Board of Directors that Brian Law be nominated for election to the Board at a Special Meeting of Sole Shareholder, to serve as a Class A Director to fill the vacancy resulting from the position previously held by Preston Stanley.

Approval of Minutes

There being no comments on the draft minutes of the October 12, 2023 Committee meeting, on motion duly made by T. Leonard and seconded by S. Pillsbury, all of the Committee members then voting by roll call, it was unanimously

Resolved: that the draft minutes of the October 12, 2023 meeting of the Nominating and Governance Committee are hereby approved.

Special Meeting of Sole Shareholder to Elect Brian Law and Review of Proxy Material

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

Resolved: to recommend to the Pennichuck Board of Directors to call a Special Meeting of Sole Shareholder on Friday, December 15, 2023 at 8:00 a.m., to be held at the Company's offices at 25 Walnut St., Nashua, NH, for the following purpose: to elect Brian Law to the Pennichuck Corporation Board of Directors as a Class A Director to fill the vacancy resulting from the position previously held by Preston Stanley.

Further

Resolved: to recommend to the Pennichuck Board of Directors that the draft Proxy Card, Notice of Special Meeting of Sole Shareholder and Proxy Statement, as presented and reviewed at this meeting, are hereby approved.

E. Dunn congratulated Mr. Law on his nomination.

There being no further business to come before the Committee, the meeting was adjourned at 8:14 a.m.

Carol Ann Howe

Carol Ann Howe, CPA
Assistant Treasurer &
Corporate Secretary