

PENNICHUCK CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE
MINUTES OF DECEMBER 12, 2023 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (the “Company”) was held on Tuesday, December 12, 2023, at 4:04 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:

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

Attending the meeting from Pennichuck Corporation were:

Larry D. Goodhue, Chief Executive Officer
John J. Boisvert, Chief Engineer
Carol Ann Howe, Assistant Treasurer and Corporate Secretary

C. Howe recorded the minutes of the meeting.

Move to Non-Public Session

E. Dunn moved that the Committee enter into non-public session to discuss matters, which if discussed in public, would likely affect adversely the reputation of a person pursuant to RSA 91-A:3, II(c) J. Lustig seconded the motion.

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

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

Motion was carried to enter into non-public session at 4:05 p.m.

Reconvene in Public Session

The non-public session ended at 5:28 p.m. and the Committee reconvened in public session.

D. Novotny moved that the Committee seal the minutes of the non-public session under RSA 91-A:3, II(c). S. Pillsbury seconded the motion. A roll call of the Committee Members was taken, which resulted as follows:

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

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

Approval of Minutes

There being no comments on the draft minutes of the November 17, 2023 Committee meeting, on motion duly made by D. Novotny and seconded by J. Lustig, all of the Committee members then voting by roll call, it was unanimously

Resolved: that the draft minutes of the November 17, 2023 meeting of the Nominating and Governance Committee are hereby approved.

Annual Review of the Committee Charter

E. Dunn asked if all had reviewed the Committee charter and if any changes were needed and they indicated there were none.

Discussion on Remote Meeting Access

There was a brief discussion on determining if a policy is required on remote meeting access. It was agreed by all Committee members that this had been discussed in the past and it was known that the expectation is that all board members should be in attendance in person at Board and Committee meetings. They agreed no formal policy is required.

The committee then agreed on the date for the next meeting to be held on January 4, 2024 at 4:00 p.m. and the Corporate Code of Conduct as well as the Corporate Governance Principles will be discussed at that time.

There being no further business to come before the Committee, the Chairman adjourned the meeting at 6:14 p.m.

Carol Ann Howe

Carol Ann Howe
Assistant Treasurer and Corporate Secretary