

PENNICHUCK CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE
MINUTES OF MARCH 29, 2024 MEETING

A meeting of the Nominating and Governance Committee (“Committee”) of the Board of Directors of Pennichuck Corporation (the “Company”) was held on Friday, March 29, 2024 at 8:02 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:

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

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

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

Attending the meeting from Pennichuck Corporation were:

John J. Boisvert, Chief Executive Officer and Chief Engineer
George Torres, Chief Financial Officer and Treasurer
Christopher J. Countie, Director of Operations
Mary DeRoche, Human Resources Director
Steven M. Greenwood, IT Director
Alan D. Brown, Manager, Distribution
Carol Ann Howe, Assistant Treasurer and Corporate Secretary

Other Attendees:

Ronald J. Houle
Scott A. Cote

C. Howe recorded the minutes of the meeting.

Approval of Minutes

There being no comments on the draft minutes of the March 20, 2024 Committee meeting, on motion duly made by T. Leonard and seconded by A. Corriveau, all of the Committee members then voting by roll call, it was unanimously

Resolved: that the draft minutes of the March 20, 2024 Nominating and Governance Committee are hereby approved.

Public Interview of Ronald Houle, Candidate for the Pennichuck Board of Directors

E. Dunn started the Committee discussion by indicating the purpose of the meeting was to provide a forum for the Board of Directors and anyone from the public to meet and ask questions of the two candidates that are being considered for the Board of Directors - Ronald Houle and Scott Cote. She noted the Nominating and Governance Committee have already had an opportunity to meet both of these candidates.

The interviews started off with Ronald Houle as E. Dunn asked him to speak to the Committee about himself including his background as well as how he became aware of the Board position. He indicated he had heard of the opportunity through G. Bower and also provided input on his background noting he has been a practicing CPA in Nashua for over 38 years of which the last 33 he has served as a Partner working with local businesses primarily in the tax industry and also many other facets of financial/accounting consulting. E. Dunn asked if anyone has any questions for Ronald Houle. Some of the Board members asked questions of Ronald Houle of which he provided response. G. Bower asked him to comment on his general approach to his philosophy on serving on Boards and Board governance. Ronald Houle noted he takes any responsibility seriously and likes to be part of a productive environment and working in a collaborative nature and he would also like to be able to offer some insight and guidance as well as serving as a contributor in providing business ideas. G. Bower asked if he had any particular Committees he would like to serve on and Ronald Houle provided input. T. Leonard provided some input on the next steps and provided a time frame and an explanation of the process for the decision making on this Board position. Ronald Houle thanked the Board for the invitation and looked forward to an opportunity to work with them.

Ronald Houle left the meeting at 8:15 a.m.

Scott Cote joined the meeting at 8:19 a.m.

Public Interview of Scott Cote, Candidate for the Pennichuck Board of Directors

E. Dunn welcomed Scott Cote to the meeting and asked each of the board members to introduce themselves to Scott Cote. E. Dunn asked Scott Cote if he wanted to provide a brief introduction of himself and his background. He indicated some of the Boards he has served on as well as his most recent positions he has held. E. Dunn indicated the Board was particularly interested in the experience he had in Emergency Management and asked him to speak about his responsibilities related to that area in his current position and if he could discuss the length of time that Southern NH Health System, the Company he is

employed by, is required to be self-sufficient in the case of an emergency. He briefly explained that process and what it took to be self-sufficient for the designated length of time of 96 hours. G. Bower asked a question related to the water supply. E. Dunn then asked if Scott Cote had any questions for the Board and he indicated they had addressed any of his questions he would have had. He also briefly discussed his tenure on the Board of Alderman which was during the time of the acquisition by the City. E. Dunn asked if anyone had questions for Scott Cote. S. Pillsbury posed a question related to Cyber Security and the heightened awareness within industries and asked if he had input on that topic. He responded by indicating different ways in which Southern NH Health System may be addressing those concerns. G. Bower asked if he had any particular Committees he would like to serve on and Scott Cote provided input. E. Dunn thanked the Scott Cote for coming.

S. Greenwood joined the meeting at 8:29 a.m.

Scott Cote left the meeting 8:30 a.m.

J. Boisvert, G. Torres, C. Countie, M. DeRoche, A. Brown, S. Greenwood left the meeting at 8:31 a.m.

Move to Non-Public Session

T. Leonard 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) S. Flegal 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, S. Pillsbury, A. Corriveau
Nay:

Motion was carried to enter into non-public session at 8:32 a.m.

Reconvene in Public Session.

The non-public session ended at 8:36 a.m. and the Board reconvened in the public meeting.

Matters Discussed in Non-Public Session:

At the non-public session, the following occurred:

Approval of Minutes

There being no comments on the draft minutes of the March 20, 2024 non-public session of the Committee meeting, on motion duly made by T. Leonard and seconded by A. Corriveau, all of the Committee members then voting by roll call, it was unanimously

Resolved: that the sealed minutes of the March 20, 2024 non-public session of the meeting of the Nominating and Governance Committee are hereby approved.

E. Dunn asked for comments on both of the Board of Director candidates and Board members provided response.

Further discussions in the Public Meeting:

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

Resolved: to recommend to the Pennichuck Corporation Board of Directors that Ronald J. Houle and Scott A. Cote be nominated for election to the Board of Directors, in Class B, for a term of three years, commencing at the 2024 Annual Meeting of Sole Shareholder

Review of Draft Proxy Material

On a motion duly made by T. Leonard and seconded by D. Novotny, all of the Directors present 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 2024 Annual Meeting of Sole Shareholder, as presented at this meeting, be approved.

Quorum Policy Change

The board discussed the Quorum Policy that was included in the By-Laws under Article II, Section 11. Directors.

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

Resolved: that the following policy will be adopted. For the purpose of determining quorum requirements at a Board of Director (Board) Meeting, being “**present**” will be defined as a board member being in person at the meeting. For the purpose of determining quorum requirements at a Board of Director Committee (Committee) meeting, being “**present**”, will be defined as being in person or attending remotely.

There being no further business to come before the Committee, the Chairman adjourned the meeting at 8:45 a.m.

Carol Ann Howe

Carol Ann Howe, CPA
Assistant Treasurer and Corporate Secretary