

**FIRST AMENDMENT TO
THE AMENDED AND RESTATED BY-LAWS
OF
PENNICHUCK CORPORATION**

The By-Laws of Pennichuck Corporation (the “By-Laws”) are hereby amended as follows:

1. Amend Article II, Section 2.A. by deleting the entire subsection and replacing it with the following:
 - A. The Board of Directors shall consist of a number to be determined at the annual meeting of the Sole Shareholder between nine and fifteen persons with the following qualifications:
 - (1) at least seven shall be residents of the City of Nashua;
 - (2) at least one shall be a natural person (a) who is not a resident of the City of Nashua, and (b) who takes water service from Pennichuck Water Works, Inc. (the “Water Utility Subsidiary”); and
 - (3) at least one shall be nominated by the Merrimack Valley Regional Water District.
2. Amend the Article II, Section B by deleting the entire section and replacing it with the following:
 - B. Except as provided in Article II, Sections 5.A.(2) and 5.A.(3) below, during the term of any member of the Board of Directors, a member of the Board of Directors shall not be:
 - (1) the Mayor of the City of Nashua;
 - (2) a member of the Board of Aldermen of the City of Nashua or of an elected member of the governing body of any municipality having residents served by the Water Utility Subsidiary;
 - (3) the director of the City of Nashua Public Works Department or a member of the Board of Public Works of the City of Nashua;
 - (4) any person who served at any time during the two-year period immediately preceding the date on which he or she stands for election as a member of the Board of Directors as (i) Mayor of the City of Nashua, (ii) an elected member of the governing body of any municipality having residents served by any of the Water Utility Subsidiary, or (iii) as the director of the City of Nashua Public Works Department or a member of the Board of Public Works of the City of Nashua; or
 - (5) any person who is an immediate family member (as that term is defined below) of the Mayor of the City of Nashua or of any person who is excluded from service as a member of the Board of Directors under paragraphs (2), (3) or (4) above.

3. Amend Article II, Section 3 by deleting the entire section and replacing it with the following:

Section 3. Classes and Term. At the time of his or her election, each director shall be assigned to Class A, Class B, or Class C, each of which shall consist of at least three directors. Each director shall hold office for a term of three years, and shall serve until their successors are elected and qualified.

4. Amend Article II, Section 4 by deleting the entire section and replacing it with the following:

Section 4. [Reserved]

5. Amend Article II, Section 5.A. by deleting the entire subsection and replacing it with the following:

A. Nomination. Each member of the Board of Directors shall be nominated as follows:

(1) Except as provided in subparagraphs (2) and (3) below, each member of the Board of Directors shall be nominated by (i) a nominating committee duly appointed by the Board of Directors, or (ii) if required to satisfy the requirement in Article II, Section 2.A.(3) above, the Merrimack Valley Regional Water District, and then in either case, shall be approved for submission to the Sole Shareholder by action of the full Board of Directors;

(2) One of the persons qualified pursuant to Article II, Section 2.A.(1) above (pertaining to residents of the City of Nashua) shall be nominated by the Mayor of the City of Nashua, and shall be automatically approved for submission to the Sole Shareholder without further action of the full Board of Directors; and

(3) Another of the persons qualified pursuant to Article II, Section 2.A.(1) above (pertaining to residents of the City of Nashua) shall be nominated by the President of the Board of Aldermen of the City of Nashua and shall be automatically approved for submission to the Sole Shareholder without further action of the full Board of Directors.

6. Amend Article II, Section 5.B. by deleting the entire subsection and replacing it with the following:

B. Appointment. A nominee, having been nominated pursuant to subsection 5.A. above and having met the qualifications set forth in Section 2 above, shall be appointed to the Board of Directors upon election by the Sole Shareholder.

7. Amend Article II, Section 5.C. by deleting the entire subsection and replacing it with the following:

C. [Reserved]

8. Amend Article II, Section 6 by deleting the entire section and replacing it with the following:

Vacancy. Any vacancy occurring in the Board of Directors (i) at the annual meeting of the Sole Shareholder at the end of a Director's term or (ii) in between annual meetings of the Sole Shareholder, due to death, disqualification, removal or resignation, may be filled by the same or a new Director elected by the Sole Shareholder at such annual meeting or at a meeting duly called for such purpose following nomination pursuant to Section 5.A.

9. Except as herein amended, the provisions of the By-Laws shall remain in full force and effect.

Effective: March 1, 2025