

PENNICHUCK CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE
MINUTES MARCH 19, 2025 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 19, 2025 at 4:02 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:

Scott A. Cote (via Microsoft Teams)
Elizabeth A. Dunn
Jay N. Lustig
Sarah Pillsbury (via Microsoft Teams)

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

Ralph Jenkins

Attending the meeting from Pennichuck Corporation were:

John J. Boisvert, Chief Executive Officer
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 28, 2025 Committee meeting, on motion duly made by J. Lustig 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 February 28, 2025 Nominating and Governance Committee are hereby approved.

Review of Draft Proxy Material

E. Dunn started the discussion with providing some background on the discussions that were held between her, G. Bower, J. Boisvert, C. Howe and legal counsel regarding the accurate wording to be used in the Proxy Statement as a result of the two additional Board of Director positions added based on the revised By-Laws at Pennichuck Corporation and Pennichuck Water Works, Inc. J. Boisvert briefly discussed what needs to be done with the Pennichuck Water

Service Company, Inc. By-Laws in order to revise the number of Board of Directors to be consistent with Pennichuck Water Works, Inc. After some discussion on the topic and there being no further comments, on motion duly made by S. Pillsbury and seconded by S. Cote, 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 2025 Annual Meeting of Sole Shareholder, as presented at this meeting, be approved.

J. Boisvert left the meeting at 4:21 p.m.

Move to Non-Public Session

J. Lustig 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) and RSA 91-A:3, II(j) and S. Pillsbury seconded the motion.

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

Yea: S. Cote, E. Dunn, Jay N. Lustig, S. Pillsbury
Nay:

Motion was carried to enter into non-public session at 4:22 p.m.

D. Novotny joined the meeting at 4:25 p.m.

S. Cote left the meeting at 5:25 p.m.

Reconvene in Public Session.

The non-public session ended at 5:37 p.m. and the Board reconvened in the public meeting.

Matters Discussed in Non-Public Session

At the non-public session, the following occurred:

- The Board Survey results were reviewed and evaluated by the Committee.
 - It was determined that at the Board meeting scheduled for March 28, the Committee will have a list of significant topics to discuss at the meeting. Based on the discussions in that meeting, an action plan will be developed to be discussed at a latter date to be scheduled for a Nominating and Governance Committee meeting.

There being no further business to come before the Committee, the Chair adjourned the meeting at 5:40 p.m.

Carol Ann Howe

Carol Ann Howe, CPA
Assistant Treasurer and Corporate Secretary