

PENNICHUCK CORPORATION
NOMINATING COMMITTEE CHARTER

Mission

The Nominating Committee (the “Committee”) is responsible for identifying individuals qualified to become members of the Board of Directors of Pennichuck Corporation (“Company”) and recommending to the Board the director nominees for election at the next annual meeting of shareholders and/or for interim director appointments to the Board. The Committee also recommends to the Board the director candidates for each committee of the Board of Directors for appointment by the Board.

Membership

The Committee shall consist of no fewer than three members, each of whom shall meet the independence requirements of the Nasdaq National Market listing standards and any other applicable laws, rules and regulations governing independence, as determined by the Board. Members of the Committee and the Committee Chair shall be appointed by the Board of Directors upon the recommendation of the Committee. The Committee shall meet as often as necessary to fulfill its responsibilities.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- Review the appropriateness of the size of the Board relative to its various responsibilities and needs. Review the overall composition of the Board, taking into consideration such factors as business experience, diversity, independence, specific areas of expertise of each of the Board members, and make recommendations to the Board as necessary.
- Identify and select individuals who may be nominated for election to the Board in accordance with, but not limited to, the following criteria, which shall reflect at a minimum all applicable laws, rules, regulations and listing standards:
 - the potential nominee’s experience;
 - the ability of the potential nominee to represent the interests of the shareholders of the Company;
 - the potential nominee’s integrity, commitment and judgment;

- the potential nominee's availability to dedicate time and energy to the performance of his or her duties, taking into account the number of other boards he or she sits on in the context of the needs of the Board of Directors and the Company;
 - the extent to which the potential nominee contributes to the overall expertise and skills appropriate for the Board of Directors; and
 - such other factors relative to the overall composition of the Board as the Committee shall determine to be relevant at the time.
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- Recommend to the Board the slate of nominees for election to the Board at Pennichuck's annual meeting of shareholders.
 - As the need arises to fill vacancies, actively seek individuals qualified to become Board members for recommendation to the Board.
 - Consider unsolicited nominations for Board membership recommended by Pennichuck shareholders in accordance with guidelines and criteria set forth in this Charter.
 - Recommend to the Board nominees for appointment as the Chair and members of each committee of the Board of Directors; including advising the Board on committee appointments and removal from committees, rotation of committee members and Chairs.
 - Conduct an annual review of the Committee's performance, periodically assess the adequacy of its charter and recommend changes to the Board as needed.
 - Regularly report to the Board on the Committee's activities.
 - Obtain advice and assistance, as needed, from internal or external legal, accounting, search firms or other advisors, including the retention, termination and negotiation of terms and conditions of the assignment.
 - Orientation of new members of the Board of Directors.