

PENNICHUCK CORPORATION

ANNUAL MEETING OF SOLE SHAREHOLDER
MARCH 23, 2013 - MINUTES

The Annual Meeting of Sole Shareholder of Pennichuck Corporation was held on Saturday, March 23, 2013 at 9:05 a.m. at the Radisson Hotel, 11 Tara Boulevard, Nashua, NH. Notice of the meeting was hand delivered to the Sole Shareholder, the City of Nashua, on February 22, 2013.

All members of the Board of Directors of the Company, the Company Officers and nine members of the Board of Aldermen of the City of Nashua were present at the meeting.

The Chairman, Thomas J. Leonard, called the meeting to order and welcomed everyone. He introduced the Company's Directors and Officers.

The Chairman announced that the sole holder of the shares of the Company was present by proxy, and that a quorum was present.

The Chairman stated that there were two items of business to come before the meeting, a proposal to elect directors, each for a three-year term, and a proposal to approve amendments to the Company's By-Laws.

The Chairman stated that the Company received from the City of Nashua a completed proxy card setting forth its final vote on each proposal. The Chairman announced that, pursuant to the vote of the Sole Shareholder, Jay N. Lustig, John D. McGrath and Preston J. Stanley, Jr. have been elected Directors of the Company, each for a three-year term and until their successors shall be elected and qualify, and that the amendments to the Company's By-Laws have been approved.

The vote was as follows:

	<u>Shares</u> <u>For</u>	<u>Shares</u> <u>Against</u>
<u>Election of Directors</u>		
Jay N. Lustig	1,000	0
John D. McGrath	1,000	0
Martha E. O'Neill	0	1,000
Preston J. Stanley, Jr.	1,000	0
<u>Amendment to the By-Laws</u>	1,000	0

There being no further business to come before the meeting, the Chairman declared the meeting adjourned at 9:09 a.m.

/s/ Suzanne L. Ansara

Suzanne L. Ansara
Corporate Secretary