PENNICHUCK

PENNICHUCK CORPORATION
25 Manchester Street
Merrimack, New Hampshire 03054

NOTICE OF ANNUAL MEETING OF SOLE SHAREHOLDER
To be Held on May 9, 2015

To the City of Nashua, New Hampshire, in its capacity as the Sole Shareholder of Pennichuck Corporation:

In accordance with the By-Laws of Pennichuck Corporation and applicable laws, Pennichuck Corporation hereby provides notice that you are cordially invited to attend the Annual Meeting of Sole Shareholder of Pennichuck Corporation. The City of Nashua, New Hampshire is the Sole Shareholder of Pennichuck Corporation.

The Annual Meeting will be held at the Courtyard Marriott, 2200 Southwood Drive, Nashua, New Hampshire, on Saturday, May 9, 2015 at 9:00 a.m., for the following purpose:

1. To elect three Directors, each for a three-year term, and until their successors are elected and qualified.

To facilitate the City's review of the matters to be addressed at the Annual Meeting, the Pennichuck Corporation Board of Directors have approved the delivery of the Proxy Statement attached to this Notice.

By order of the Board of Directors

JOHN L. PATENAUDE
Chief Executive Officer

Merrimack, New Hampshire
March 30, 2015

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25 Manchester Street
Merrimack, New Hampshire 03054

PROXY STATEMENT

Annual Meeting of Sole Shareholder

This Proxy Statement is furnished to the City of Nashua, New Hampshire (the "City"), in its capacity as the Sole Shareholder of Pennichuck Corporation ("Pennichuck Corporation" or the "Company"), by the Board of Directors of Pennichuck Corporation, in connection with the solicitation of a proxy to be voted at the Annual Meeting of Sole Shareholder for the purpose set forth in the accompanying Notice of Annual Meeting of Sole Shareholder.

The Annual Meeting will be held at the Courtyard Marriott, 2200 Southwood Drive, Nashua, New Hampshire, on Saturday, May 9, 2015 at 9:00 a.m., for the following purpose:

Matter to be Voted Upon at the Annual Meeting

At the Annual Meeting, the City, in its capacity as the Sole Shareholder of Pennichuck Corporation, is being asked to consider and vote upon the following:

(1) To elect David P. Bernier, Stephen D. Genest and Thomas J. Leonard as Directors, each for a three-year term, and until their successors are elected and qualified.

Voting at the Annual Meeting

Background. Pennichuck Corporation was acquired by the City on January 25, 2012. This acquisition was accomplished pursuant to an Agreement and Plan of Merger reached between the City and Pennichuck Corporation dated November 11, 2010 (the "Merger Agreement"). The transaction, in which the City issued $150.6 million of general obligation bonds to acquire the outstanding stock of Pennichuck Corporation and pay all transaction costs, was authorized by special legislation enacted by the State Legislature in 2007 and 2010. The Mayor and the Board of Aldermen unanimously approved the acquisition pursuant to this special legislation on

January 11, 2011. The New Hampshire Public Utilities Commission approved the Merger Agreement on November 23, 2011, concluding that "the transaction is in the public interest and will not have an adverse effect on rates, terms, service, or operation of the utilities."

Corporate Structure. As part of the acquisition, the corporate structure of Pennichuck Corporation and its utility subsidiaries was retained. Under this structure, the City is the sole shareholder of Pennichuck Corporation. Pennichuck Corporation continues to own five corporate subsidiaries, including three regulated public utilities (Pennichuck Water Works, Inc., Pennichuck East Utility, Inc., and Pittsfield Aqueduct Company, Inc.), a service company (Pennichuck Water Service Corporation), and a real estate company (The Southwood Corporation).

Election of the Board of Directors. Under this corporate governance system, the City exercises its control over Pennichuck Corporation in its capacity as the Company's Sole Shareholder in accordance with the Articles of Incorporation, the By-Laws and the New Hampshire laws governing business corporations. In accordance with these rules, Pennichuck Corporation's business affairs are managed and overseen by a Board of Directors. One of the most important responsibilities of the City, in its capacity as Sole Shareholder, is to elect members of the Board of Directors from individuals nominated by the Pennichuck Corporation Board of Directors at the Company's Annual Meeting.

Voting at the Annual Meeting. It is important to remember that the City itself is the Sole Shareholder, not any individual person who may hold an office with the City. The City must exercise its responsibilities as Sole Shareholder through public meetings of the City's Board of Aldermen and Mayor, acting in accordance with applicable New Hampshire laws and the provisions of the City Charter. As a municipal entity, the City is not typically in a position to "attend" an annual meeting, or any other meeting of the Sole Shareholder, "in person."

Traditional corporate law principles provide a ready solution for this type of "institutional" voting of shares. As the Sole Shareholder, the City may review the proposed vote and take action at appropriate City meetings determined by the City. The City may then either designate an individual person to attend the Annual Meeting in person with the authority to vote the City's shares in accordance with the City's determination, or the City may vote its shares by proxy.

To facilitate these options, the Pennichuck Corporation Board of Directors has prepared this Proxy Statement which contains details of the business to be conducted at the Annual Meeting. If the City determines to vote its shares by proxy, it should cause the enclosed proxy card to be completed and returned to Pennichuck Corporation prior to the Annual Meeting. By executing the enclosed proxy card, the City will be designating the actions it has determined to take with respect to the matters to be heard at the Annual Meeting and will be authorizing the officers of the Company named on the proxy card to act as the City's proxy to vote on the City's behalf at the Annual Meeting in accordance with the instructions set forth on the proxy card.

Corporate Governance Matters

Current Board of Directors. On January 25, 2012, the date on which the City acquired Pennichuck Corporation, an initial Board of Directors, as previously approved by the City, was appointed and took office. Each director elected was assigned to Class A, Class B or Class C. Following this initial appointment, Class A directors serve for a one-year term, Class B for a two-year term, and Class C for a three-year term. Following these initial terms, each new class of directors serves for a three-year term following their election and until their successors have been elected and qualified. Class A directors were elected on March 23, 2013 to serve a three-year term. Class B directors were elected on May 10, 2014 to serve a three-year term.

The Pennichuck Corporation Board currently has eleven directors. Of the eleven directors, three have terms ending in 2015, four have terms ending in 2016 and four have terms ending in 2017.

The current members of the Company's Board of Directors are as follows:

Term Expiring 2015 Class C	Term Expiring 2016 Class A	Term Expiring 2017 Class B
David P. Bernier	C. George Bower	James P. Dore
Stephen D. Genest	Jay N. Lustig	Elizabeth A. Dunn
Thomas J. Leonard	John D. McGrath	Paul A. Indeglia
	Preston J. Stanley, Jr.	James McMahon

Board Meetings and Attendance. In 2014, the Board of Directors held twelve meetings. Each member of the Board participated in all Board and applicable Committee meetings held, except for three directors who missed one Board meeting and two directors who missed two Board meetings. A majority of the members of the Board attended the 2014 Annual Meeting of Sole Shareholder.

Board Compensation. In 2014, each director received an annual retainer of $12,000, except as follows: Mr. Dore, who was elected to the Board on May 10, 2014, received eight month's compensation of $8,000 for his services as a director, and Mr. Bower, who was elected to the Board on November 25, 2014, received one month's compensation of $1,000 for his services as a director.

Annual Performance Evaluation. The Board of Directors conducts an annual self-evaluation of the Board and its Committees to determine whether they are functioning effectively. The Audit, Finance and Risk Committee, the Communications Committee, the Compensation and Benefits Committee, and the Nominating and Governance Committee are also required to each evaluate their performance.

Corporate Code of Conduct. The Company has adopted a written Corporate Code of Conduct that applies to its directors, officers and employees. A current copy of the Corporate Code of Conduct can be found on the Company's website at www.pennichuck.com, under the "Board of Directors" caption.

Board Committees. The Board of Directors has established four standing committees: the Audit, Finance and Risk Committee, the Communications Committee, the Compensation and Benefits Committee, and the Nominating and Governance Committee.

Each Committee has adopted a written Charter which sets forth its purpose, membership, duties and responsibilities. A copy of each Charter can be found on the Company's website at www.pennichuck.com, under the "Board of Directors" caption.

The current members of the Board Committees are as follows:

Audit, Finance and Risk Committee

James McMahon, Chairman
James P. Dore
Paul A. Indeglia

Communications Committee

Thomas J. Leonard, Chairman
Elizabeth A. Dunn
Jay N. Lustig

Compensation and Benefits Committee

Stephen D. Genest, Chairman
David P. Bernier
Elizabeth A. Dunn

Nominating and Governance Committee

Jay N. Lustig, Chairman
C. George Bower
John D. McGrath
Preston J. Stanley, Jr.

Audit, Finance and Risk Committee. The Audit, Finance and Risk Committee is responsible for the appointment, compensation and retention of the independent auditors; preapproval of all audit and non-audit services to be provided by the independent auditors; review and approval of all related party transactions; review and evaluation of the qualifications, performance and independence of the lead partner of the independent auditors; oversight of the integrity of the

Company's financial statements; oversight of Company financing activities; and business risk assessment. The Audit, Finance and Risk Committee held seven meetings in 2014.

Communications Committee. The Communications Committee is responsible for the development and assistance in communications between the Board, the Company and the Sole Shareholder. The Communications Committee held one meeting in 2014.

Compensation and Benefits Committee. The Compensation and Benefits Committee is responsible for annually reviewing and approving corporate goals and objectives relevant to Chief Executive Officer compensation; evaluating the Chief Executive Officer's performance in light of those goals and objectives and determining and recommending to the Board of Directors the Chief Executive Officer's compensation based on evaluation of performance; reviewing and approving executive salaries; reviewing and approving any employment agreements, special compensation and benefits, or severance arrangements as they pertain to executive officers other than the Chief Executive Officer; overseeing the Company's compensation and benefit policies; and establishing, terminating or amending existing compensation and employee benefit plans. The Compensation and Benefits Committee held nine meetings in 2014.

Nominating and Governance Committee. The Nominating and Governance Committee is responsible for identifying individuals qualified to become Board members; recommending to the Board the persons to be nominated by the Board for election as directors at the Annual Meeting of Sole Shareholder; developing and recommending to the Board of Directors a set of corporate governance principles; and overseeing an annual self-evaluation of the Board. The Nominating and Governance Committee held six meetings in 2014.

The process followed by the Nominating and Governance Committee to identify and evaluate director candidates included requests to Board members for recommendations and meetings to evaluate biographical and background information relating to potential candidates. The Nominating and Governance Committee is authorized to retain advisors and consultants and to compensate them for their services. The Nominating and Governance Committee did not retain such advisors or consultants during 2014.

The Nominating and Governance Committee considers whether to nominate any candidate for director in accordance with the criteria set forth in its Charter, subject to the restrictions set forth in the Company's By-Laws. These criteria include the candidate's integrity, business acumen, knowledge of the Company's business and industry, experience, diligence, conflicts of interest and the ability to act in the interests of the Sole Shareholder. The Committee does not assign specific weights to particular criteria and no particular criterion is a prerequisite for each prospective nominee. The backgrounds and qualifications of the Company's directors, considered as a group, should provide a composite mix of experience, knowledge and abilities that will allow the Board of Directors to fulfill its responsibilities.

Senior Management. The members of the Company's Senior Management team are as follows:

John L. Patenaude, *Chief Executive Officer*

Mr. Patenaude has been the Chief Executive Officer of Pennichuck Corporation and its subsidiaries since January 27, 2012. He served in a consulting capacity to the City of Nashua as the Transaction Executive in connection with the acquisition of Pennichuck Corporation from June 2010 to January 2012. Mr. Patenaude was the Vice President-Finance and Chief Financial Officer of Nashua Corporation from 1998 to 2009, and the Treasurer from August 2000 to 2009. Mr. Patenaude holds a Master of Science degree in Taxation from Bentley College and a Bachelor of Science degree in Accounting from Boston College. Mr. Patenaude's current annual salary is $197,500.

Donald L. Ware, *Chief Operating Officer*

Mr. Ware has been the Chief Operating Officer of Pennichuck Corporation since January 27, 2012. He was the Senior Vice President of Operations and Engineering of Pennichuck Corporation from 2004 to January 2012, and Chief Engineer and Vice President from 1995 to 2004. Mr. Ware is also the Chief Operating Officer and Executive Vice President of Pennichuck Water Works, Inc. and the Company's other water utilities. From 1986 to 1995, Mr. Ware was General Manager for the Augusta Water District in Augusta, Maine. Mr. Ware holds a Bachelor of Science degree in Civil Engineering from Bucknell University and a Master of Business Administration degree from the Whittemore Business School at the University of New Hampshire. Mr. Ware's current annual salary is $187,563.

Larry D. Goodhue, *Chief Financial Officer, Treasurer and Controller*

Mr. Goodhue has been the Chief Financial Officer and Treasurer of Pennichuck Corporation and its subsidiaries since March 2012 and Controller since December 2006. Mr. Goodhue served as a financial consultant to Metrobility Optical Systems, Inc. from July 2006 to October 2006 and to Pennichuck Corporation from October 2006 to November 2006. From October 2005 to June 2006, he was the Vice President of Finance and Administration for Metrobility Optical Systems, Inc. and the Corporate Controller from September 2000 to September 2005. From May 2000 to August 2000, he served as Acting Chief Operating Officer for Annalee Mobilitee Dolls, Inc. and was the Controller from 1998 to April 2000. Mr. Goodhue holds a Bachelor of Science degree in Business Administration from Merrimack College. Mr. Goodhue's current annual salary is $150,256.

Summary of Proposal to be Voted Upon at the Annual Meeting

PROPOSAL 1 – ELECTION OF DIRECTORS

On March 27, 2015, the Company's Board of Directors took action to recommend that the Sole Shareholder elect David P. Bernier, Stephen D. Genest and Thomas J. Leonard as directors, each for a three-year term and until their successors are elected and qualified. Each nominee has been a director of the Company since 2012.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" EACH OF THESE THREE NOMINEES.

Information about the professional backgrounds for each nominee follows:

Nominees for Director:

David P. Bernier

Mr. Bernier has been the Superintendent of the North Conway Water Precinct in North Conway, NH since October 2004. He was the Superintendent of Public Works for the Town of Dartmouth, MA from November 2000 to October 2004, and Supervisor of the Water and Sewer Department from March 2000 to November 2000. He was the Superintendent of the Town of Gorham, NH Water and Sewer Department from October 1984 to March 2000. Mr. Bernier holds an AAS degree with emphasis in water treatment from New Hampshire Technical College.

Stephen D. Genest

Mr. Genest has been the Director of Human Resources of SMITHS Titeflex Aerospace in Laconia, NH since 2007. From 2006 to 2007, Mr. Genest was the Director of Human Resources for L3 Communications Security and Detection Systems in Woburn, MA. He was the Director of Human Resources for Ametek Aerospace and Defense in Wilmington, MA from 2000 to 2005, and Manager of Employee Relations from 1997 to 2000. Mr. Genest holds a Bachelor of Arts degree in English from St. Anselm College, a Master's degree in English from Rivier College, and a Master of Business Administration from Rivier College.

Thomas J. Leonard

Mr. Leonard has served as the Chairman of Pennichuck Corporation's Board of Directors since January 27, 2012. He has been an Attorney with the law firm of Welts White and Fontaine, PC in Nashua, NH since 2011. From 1996 through 2010, Mr. Leonard was In-House Counsel, COO and Director of Friel Business Enterprises in Hudson, NH. Mr. Leonard holds a Bachelor of Arts degree in Economics from Dartmouth College, and a Juris Doctor degree from University of New Hampshire Law (formerly Franklin Pierce Law Center).

PENNICHUCK

PROXY CARD
PENNICHUCK CORPORATION

PROXY for Annual Meeting of Sole Shareholder - May 9, 2015

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The Sole Shareholder, the City of Nashua, New Hampshire, hereby appoints JOHN L. PATENAUDE or LARRY D. GOODHUE, as proxies to represent and vote as designated hereon, all shares of common stock of Pennichuck Corporation (the "Company") which the Sole Shareholder would be entitled to vote if personally present at the Annual Meeting of Sole Shareholder of the Company to be held at the Courtyard Marriott, 2200 Southwood Drive, Nashua, New Hampshire, on Saturday, May 9, 2015 at 9:00 a.m. The shares represented by this proxy will be voted as directed by the Sole Shareholder.

The Board of Directors recommends a vote "FOR" each of the nominees named in Proposal 1.

Proposal 1:

To elect David P. Bernier, Stephen D. Genest and Thomas J. Leonard as Directors, each for a three-year term, and until their successors are elected and qualified.

	For	Against
David P. Bernier	☐	☐
Stephen D. Genest	☐	☐
Thomas J. Leonard	☐	☐

Authorized Signature:

CITY OF NASHUA, NEW HAMPSHIRE (Sole Shareholder)

By: _____ Date: _____

Name: _____

Title: _____

This Proxy Card is Valid Only When Signed and Dated