Nominating and Governance Committee Charter

Membership, Meetings and Compensation

The Nominating and Governance Committee (the "Nominating and Governance Committee") of the Board of Directors (the "Board") of Unitil Corporation (the "Company") shall be appointed by the Board annually and shall consist of three (3) or more independent, non-employee members of the Board. The members of the Nominating and Governance Committee are subject to removal at any time by a majority of the Board. Any vacancy may be filled by the Board. The members of the Nominating and Governance Committee shall meet the independence requirements of the listing standards of the New York Stock Exchange, the rules of the Securities and Exchange Commission, and all other applicable laws and regulations. Under these requirements, each member of the Nominating and Governance Committee shall be free from any relationship that would interfere with the exercise of independent judgment as a member of the Nominating and Governance Committee.

The Nominating and Governance Committee shall keep regular minutes of its proceedings and report the same to the Board when required. Unless otherwise determined by the Board, the Nominating and Governance Committee may appoint a chair and a secretary and such other officers of the Nominating and Governance Committee as it may deem advisable, and may determine (a) the time and place of each meeting thereof, (b) the notice of meetings to be given to members and (c) all other procedural questions which may arise in connection with the work of the Nominating and Governance Committee.

The Nominating and Governance Committee shall hold meetings during each calendar year as necessary to fulfill its duties and responsibilities. The Nominating and Governance Committee may request members of management or others to attend meetings or to provide relevant information. The Nominating and Governance Committee may meet in executive session, absent all members of management, as the Nominating and Governance Committee may deem appropriate or necessary in its sole discretion.

The only compensation that a Nominating and Governance Committee member shall receive from the Company is an annual retainer fee for serving on the Board and committees thereof. The Company shall also provide reimbursement for all out-of-pocket expenses incurred in connection with meeting attendance.

Power, Authority, Duties and Responsibilities

The Nominating and Governance Committee shall represent the Board by discharging its oversight responsibilities with the following power and authority:

1) To serve as the Board's Nominating Committee to review, evaluate and recommend candidates for positions on the Board.

2) To evaluate each Board member in connection with nomination to additional terms.

3) To review, implement and oversee appropriate corporate governance standards, procedures, policies, and practices applicable to the Company and in compliance with Securities and Exchange Commission and New York Stock Exchange regulations.

4) To oversee ongoing Board member education standards and requirements.

The Nominating and Governance Committee shall implement its Charter by executing the following duties and responsibilities:

A) To periodically prepare an assessment of Board qualifications and new Board member selection criteria for Board consideration and discussion.

B) To identify and evaluate individuals qualified to become Board members and to recommend to the Board proposed nominees for Board membership; such recommendation shall be consistent with the Board's criteria for new Board member selection.

C) To evaluate for further consideration qualified candidate(s) for position(s) on the Board that may be recommended by shareholders of the Company.

D) To independently retain, engage, or obtain the advice of outside legal counsel, special consultants or other experts or advisers (each, an "Adviser") to advise the Nominating and Governance Committee on the identification and recruitment of qualified candidates for members of the Board as it may deem appropriate or necessary in its sole discretion; direct responsibility for the appointment, terms of retention, and oversight of the work of any Adviser retained by the Nominating and Governance Committee; and sole authority to determine appropriate funding to be provided by the Company for the payment of reasonable compensation to an Adviser retained by the Nominating and Governance Committee.

E) To evaluate each Board member prior to recommendation to the Board for his or her nomination to serve an additional term as a continuing member of the Board. The Nominating and Governance Committee may also, at its discretion, solicit feedback from the CEO.

F) To recommend to the Board for approval the Directors to serve on each standing committee.

G) To recommend to the Board for approval the appointment of the Lead Independent Director, and to periodically prepare an assessment of the qualifications and selection criteria for the Lead Independent Director for Board consideration and discussion.

H) To annually review and assess the adequacy of corporate governance of the Company, including the Corporate Governance Guidelines of the Company, and to recommend any proposed material changes to the Board for approval.

I) To review and evaluate Board member compensation annually, and to recommend any proposed changes to the Board for approval.

J) To evaluate and recommend education programs, conferences, industry reports and other resources available to assist directors with overall continuing development needed for the ongoing effective discharge of fiduciary responsibilities.

K) To review and assess the adequacy and accuracy of the Nominating and Governance Committee Charter on an annual basis.

L) To review and approve the minutes of the meetings of the Nominating and Governance Committee, as appropriate.

M) To participate in the annual Committee self-evaluation process.

The Nominating and Governance Committee's powers and authority may be modified at any time by vote of the Board. The existence and activities of the Nominating and Governance Committee do not alter the traditional roles and responsibilities of the Company's management. The Nominating and Governance Committee may delegate authority to individuals or subcommittees when it deems appropriate. However, in delegating authority, the Nominating and Governance Committee shall not absolve itself from the responsibilities it bears under the terms of this Charter.

The Nominating and Governance Committee shall undertake any other action or exercise such other powers, authority, duties and responsibilities as necessary or appropriate to the discharge of the duties and responsibilities set forth in this Charter or the Company's Bylaws, or otherwise required by the listing standards of the New York Stock Exchange or other applicable laws, rules or regulations, or as shall otherwise be determined by the Board.

Current Charter: Reviewed and Approved October 27, 2026