

CORPORATE GOVERNANCE GUIDELINES

The following guidelines have been approved by the Board of Trustees (the Board) of Eversource (the Company) and, along with the charters of the Board committees and the Company's Declaration of Trust, provide the framework for the governance of the Company. The Corporate Governance Committee shall review these guidelines periodically and recommend any changes for approval by the Board.

Role of the Board of Trustees and Management

The business of the Company is conducted by its employees, managers and officers, under the oversight of the Board, with the goal of enhancing the long-term value of the Company for its shareholders while also fulfilling its customer, commercial, community and public service obligations. The Board is elected by the shareholders to oversee management and to assure that the long-term interests of the shareholders are being served.

In exercising its oversight over the management of the Company, the Board seeks to ensure that:

1. The Company has a clear and acceptable purpose, strategic and operational direction and plan; and
2. The business of the Company is managed effectively in accordance with such purpose, direction and plan, taking into consideration economic circumstances and regulatory or legal constraints.

Meetings of the Board of Trustees

The Board shall have at least seven scheduled meetings a year at which it reviews and discusses reports by management on the performance of the Company, its plans and prospects, as well as immediate issues facing the Company. Trustees are expected to attend all scheduled Board and committee meetings and to review any materials provided in advance of the meeting.

Trustee Qualifications

Trustees should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the shareholders.

They must also have an inquisitive and objective perspective, practical wisdom and mature judgment.

The Board should represent diverse experience at policy-making levels in business, government, education, community and charitable organizations, as well as areas that are relevant to the Company's activities. The Corporate Governance Committee shall also seek diversity in gender, ethnicity and personal background when considering candidates for Board membership.

Trustees must be willing to devote sufficient time to carrying out their duties and responsibilities effectively. They should offer their resignation in the event of any significant change in their professional circumstances, including a change in their principal job responsibilities. The Corporate Governance Committee shall review the continued appropriateness of Board membership under these circumstances.

Each year the Board will evaluate its own processes and the contribution of its members. In addition to other uses, such evaluations are available to the Corporate Governance Committee when nominating candidates for election each year. Absent special circumstances, the Board requests that a Trustee serve on no more than four Boards of other publicly held companies.

Likewise, the Chief Executive Officer shall limit his service to no more than three additional Boards of publicly held companies. In addition, any decision by a Board member to serve on a public utility board or an additional public utility holding company board will be subjected to great scrutiny, and such service is generally discouraged. In the absence of special circumstances, any Trustee joining either an electric or gas public utility board or a second electric or gas public utility holding company board will not be re-nominated to the Board.

In the absence of special circumstances, such board service is likewise discouraged as to those companies which own transmission assets, regardless of whether they meet the definition of an electric or gas public utility or an electric or gas public utility holding company.

Trustee Retirement Policy

No person is eligible to be nominated as a candidate for Trustee or for reelection to an additional term as part of the slate of Trustees proposed by the Company after he or she has reached age 75. A Trustee reaching age 75 during a current term may complete the service of that term, but must retire upon the expiration of the term during which he or she reaches age 75.

Trustee Independence

It is the policy of the Company that a majority of the members of the Board be independent of the management of the Company pursuant to the requirements of the applicable listing standards of the New York Stock Exchange (as such standards may change from time to time). To qualify as "independent", the Board must determine that the Trustee has no material relationship with the Company, either directly, or indirectly as a partner, shareholder or officer of an organization that has a relationship with the Company, and the Trustee must satisfy the additional independence requirements of the New York Stock Exchange listing rules.

An examination of whether a Trustee qualifies as independent will be made on an annual basis by the Board, following the receipt of recommendations from the Corporate Governance Committee of the Board. The Board's determinations will be disclosed in the Company's annual meeting proxy statement.

The Board has established that a charitable relationship will not be considered to be a material relationship that would impair a Trustee's independence if a Trustee serves as an officer, director or trustee of a charitable organization and either the Company's or the Eversource Foundation's discretionary charitable contributions to the organization, in the aggregate are in any one calendar year, less than the greater of either (1) \$200,000 or (2) two percent of the organization's total annual charitable receipts or latest publicly available operating budget. For purposes of this determination, any Company matching fund of employee contributions will not be included in the amount of the Company's contribution. The Trustee's relationship with the charitable organization must otherwise be consistent with applicable New York Stock Exchange independence standards.

Any Trustee who joins an additional public company board or takes on a different major business responsibility must so inform the Corporate Governance Committee. The Corporate Governance Committee will review the propriety of that responsibility with the obligations of the Trustee to the Company.

Board Committees

The Board has established the following committees to assist the Board in discharging its responsibilities: (i) the Audit Committee, (ii) the Compensation Committee, (iii) the Corporate Governance Committee, (iv) the Finance Committee, and (v) the Executive Committee. The committee Chairs shall, in accordance with the respective charters applicable to their committees, report the substance of their meetings to the full Board on a regular basis. Each of the committees shall comply with all applicable requirements of the rules and regulations of the Securities and Exchange Commission and the New York Stock Exchange. The Chairs shall lead all sessions of each respective meeting. Committee members may be removed by the majority vote of the independent Trustees.

Lead Trustee

The Lead Trustee is recommended by the Corporate Governance Committee and appointed by the Board annually. He or she presides at executive sessions of the independent Trustees, facilitates communication between the Chief Executive Officer and Board members, participates with the Compensation Committee in its evaluation of the Chief Executive Officer and provides ongoing information to the Chief Executive Officer about his or her performance.

Meetings of Independent Trustees

To promote open discussion among the independent Trustees and to empower independent Trustees to serve as a more effective oversight of management, the independent Trustees meet in executive session at least three times a year without management or employee members of the Board present.

Annual Performance Evaluation of the Board

The Board shall perform an annual evaluation of its effectiveness as a body. In addition, each committee of the Board shall evaluate annually its effectiveness in carrying out the duties delegated to it under its charter. The Corporate Governance Committee shall review these evaluations and then present the results for discussion with the full Board.

Compensation of Trustees

The Compensation Committee shall review and approve the compensation of members of the Board who are not employees of the Company. In discharging this duty, the Compensation Committee shall be guided by several goals: compensation should enhance the ability of the Board to attract and retain qualified Trustees; compensation should fairly pay Trustees for work required in a company of the size and scope of the Company; and compensation should align Trustees' interests with the long-term interests of shareholders.

Share Ownership Guidelines

The Board has determined that each Trustee shall be a shareholder of the Company. Each Trustee shall within five years from January 1 of the year succeeding their date of election to the Board, attain ownership of 7,500 common shares and/or restricted stock units of the Company. For purposes of these share ownership guidelines, deferred common shares will count toward the minimum ownership guideline.

Management Development and Succession Planning

The Compensation Committee shall recommend to the Board a succession plan and succession process for the Chief Executive Officer and other senior executives, both

in the normal course of business and in the event of an emergency or the retirement of the Chief Executive Officer.

Information about the Company from Management

Management shall provide directly to the Trustees:

- Comprehensive internal financial statements which analyze the Company's business by segments in a format which the Trustees find useful;
- Periodic reports dealing with various areas of compliance, including material litigation and regulatory matters;
- Periodic reports by the Director of Internal Audit, including summaries of completed audits, open audits and internal investigations;
- Periodic briefings by senior executives concerning developments affecting the business and affairs of the Company; and
- Forward planning statements, including action plans to deal with the major issues facing the Company, and new strategic plans to direct the future course of the Company's business.

The Board shall have access to management regarding this information and any additional information it so requests.

Access to Independent Advisers

The Board and its committees shall have the right at any time to retain and determine the terms of engagement of independent outside financial, legal or other advisers.

Trustee Orientation

The General Counsel and the Chief Financial Officer shall be responsible for providing an orientation for new Trustees, and for periodically providing materials or briefing sessions for all Trustees on subjects that would assist them in discharging their duties. The Corporate Governance Committee shall oversee a continuing education plan for the Trustees.

Code of Conduct

The Board expects its Trustees, as well as officers and employees, to act ethically at all times and to acknowledge their adherence to the policies set forth in the Company's Code of Business Conduct.

Communication with Non-Management Trustees

In order to facilitate the ability of shareholders and interested third parties to communicate with and make their concerns known to the non-management Trustees, the non-management Trustees have established an address to which such

communications may be sent, which is published in the Company's annual proxy statement.