

Executive Committee

The Executive Committee of Eversource (the “Company”) is appointed by the Board to act on behalf of the Board during the intervals between meetings of the Board.

Committee Membership

The Executive Committee shall have no fewer than five members.

The members of the Executive Committee shall be appointed by the Board on the recommendation of the Governance, Environmental and Social Responsibility Committee (GESRC), but shall include both the Chairman of the Board of Trustees and the Chief Executive Officer. The Chairman of the Board shall be designated to be the Chair, and the Board may also designate a Vice Chair.

As provided in the Company’s Declaration of Trust, the Board may at any time abolish the Executive Committee or remove any member or members thereof with or without cause, and may fill all vacancies therein.

Meetings

The Executive Committee shall meet as often as it determines. The Chairman of the Board shall preside at all meetings of the Executive Committee. The Chair or Vice Chair of the Executive Committee, any two other members thereof or the Secretary of the Company may call a meeting of the Executive Committee on at least three days’ notice and as otherwise provided in the Declaration of Trust. A majority of the members of the Executive Committee shall constitute a quorum for purposes of transacting business, with a majority of the quorum present and voting deciding any questions brought before the meeting.

Committee Authority and Responsibilities

The Executive Committee shall have and exercise, as necessary, all the authority of the Board during the intervals between the meetings of the Board. The Board may at any time change the duties of the Executive Committee and otherwise exercise such supervision and control as the Board shall decide.

The Secretary shall attend, if possible, all meetings of the Executive Committee and shall keep the minutes of all such meetings. If the Secretary is absent, a temporary secretary shall be chosen by the meeting. The minutes of every meeting shall be presented to the next Board meeting. The Executive Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the GESRC for approval. The Executive Committee shall annually review its own performance and report its findings to the Board.

Effective: April 10, 2012