

Compensation Committee

The Compensation Committee of the Board of Trustees (the Board) of Eversource (the company) is responsible for oversight of the compensation and benefits programs for all senior officers and trustees of the company, with overall authority to establish and interpret the terms of the company's executive salary and incentive programs.

The goal of these programs is to attract and retain highly qualified individuals with skills suited to the needs of the company and to appropriately motivate and reward executive performance that will lead, through excellent customer service, to the enhancement of shareholder value.

Membership and Meetings

The members of the Compensation Committee shall meet the independence requirements of the New York Stock Exchange. Members of the Compensation Committee shall also qualify as "non-employee directors" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934 and as "outside directors" for purposes of Section 162(m) of the Internal Revenue Code of 1986, and shall satisfy any other necessary standards of independence under the federal securities laws.

Trustees serving on the Compensation Committee shall have sufficient knowledge and familiarity in the area of compensation practices and policies to discharge the duties and responsibilities of the Compensation Committee.

The members of the Compensation Committee shall be appointed annually by the Board on the recommendation of the Governance, Environmental and Social Responsibility Committee (GESRC). One of the members of the Compensation Committee shall be designated by the Board to be chair.

The Compensation Committee shall meet as often as it determines, but not less frequently than four times per year. The Compensation Committee shall meet in an executive session at each meeting.

Committee Authority and Responsibilities

The Compensation Committee shall have the authority to delegate its responsibilities to subcommittees (consisting of two or more of its members) as the Compensation Committee sees fit.

The Compensation Committee shall have the sole authority, to the extent it deems necessary or appropriate, to retain and terminate compensation consultants, outside counsel and other advisors. The Compensation Committee shall be directly responsible for the appointment, compensation and

oversight of the work of any compensation consultant, outside counsel or other advisor retained by the Compensation Committee. Prior to engaging or receiving advice from compensation consultants, outside counsel and other outside advisors, the Compensation Committee shall perform independence assessments to ensure that conflicts of interest do not exist. The Compensation Committee or its chair acting on behalf of the Compensation Committee shall have sole authority to approve related fees and engagement terms. The company shall provide appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to a compensation consultant, outside counsel or other advisor retained by the Compensation Committee.

The Compensation Committee shall make regular reports to the Board. The Compensation Committee shall maintain minutes of its meetings and provide copies of the minutes to the Board. The Compensation Committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the GESRC for recommendation to the Board for approval. The Compensation Committee shall annually review its own performance and report its findings to the GESRC.

The Compensation Committee, as necessary or appropriate, shall:

1. Establish the company's executive compensation philosophy and policy.
2. Review and approve the compensation and benefits relating to the Chief Executive Officer and other officers of the company who are deemed pursuant to Section 16 of the Securities and Exchange Commission's regulations to be executives (the "executives"). The compensation of the Chief Executive Officer shall be subject to further review and approval by the independent members of the Board.
3. On an annual basis, review the overall compensation and benefits plans and programs for the officers of the company.
4. On an annual basis, review and approve corporate goals and objectives relevant to the Chief Executive Officer and the other executives and evaluate the performance of the Chief Executive Officer and the executives in light of those goals and objectives. The evaluation of the Chief Executive Officer shall be made with the participation of the Lead Trustee and shall be subject to further review and approval of the independent members of the Board.
5. Approve and oversee compensation programs involving the use of the company's stock and any other compensation plans or programs subject to Board approval.

6. Review and recommend to the Board for its approval the compensation of members of the Board of Trustees who are not employees of the company.
7. On an annual basis, review and execute, as appropriate, the succession planning process for the Chief Executive Officer and other executives.
8. Review and discuss with management the Compensation Discussion and Analysis required by Securities and Exchange Commission regulations and, based on such review and discussions, recommend to the Board of Trustees whether such Compensation Discussion and Analysis be included in the company's annual proxy statement (or annual report on Form 10-K, as appropriate). Prepare, in accordance with applicable rules and regulations of the Securities and Exchange Commission, the Compensation Committee Report to be provided in the Company's annual proxy statement.

Effective: December 5, 2017