

Erie Indemnity Company

Charitable Giving Committee Charter

Adopted December 12, 2007

The Charitable Giving Committee (the “Committee”) shall be a committee comprised of members of the Board of Directors of Erie Indemnity Company (the “Company”).

Composition and Appointment of the Charitable Giving Committee

The Committee shall consist of not less than three Directors. The members of the Committee shall be elected annually by the Board. Each member appointed to the committee shall serve until such member resigns, is removed or ceases to be a Director of the Company. Candidates to fill vacancies in the Committee shall be nominated by the Nominating and Governance Committee and elected by the Board.

Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet in person or via conference call at least quarterly and more frequently as circumstances may warrant as determined by the Committee chairperson. Actions can also be taken by unanimous written consent by all members in place of a meeting.

Responsibilities and Duties

The Committee shall undertake, as may be necessary and/or appropriate, the following functions in carrying out its oversight responsibilities:

1. Review, evaluate and oversee The ERIE’s companywide charitable giving strategy.
2. Review, evaluate and oversee the performance of the company’s long-term commitment to the communities it serves.
3. Propose to the Board the adoption of annual budgetary appropriations for corporate contributions.
4. Meet periodically, at least quarterly, to review requests for funding from eligible community organizations.
5. Approve or disapprove grant applications to be recommended to the Board.
6. Report regularly to the full Board on the work of the Committee.