

ERIE INDEMNITY COMPANY

CHARITABLE GIVING COMMITTEE

CHARTER

**Approved by the Board of Directors
February 21, 2013**

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COMPOSITION AND APPOINTMENT OF THE COMMITTEE

The Charitable Giving Committee (the “Committee”) shall be a committee comprised of members of the Board of Directors (the “Board”) of Erie Indemnity Company (the “Company”). The Committee shall consist of a minimum of three (3) Directors. Not less than one-third (1/3) of the members of the Committee shall be persons who are not officers or employees of the Company or of any entity controlling, controlled by, or under common control with the Company, and at least one such person must be included in any quorum for the transaction of business at any meeting of the Committee.

The members of the Committee, and candidates to fill vacancies on the Committee, shall be nominated by the Board’s Nominating and Governance Committee and appointed annually to one-year terms by the Board. Members shall serve at the pleasure of the Board until their resignation, retirement, removal by the Board or until their successors shall be appointed and qualify.

COMMITTEE STRUCTURE AND MEETINGS

The Nominating and Governance Committee shall recommend and the Board shall designate one member of the Committee as its chairperson. The Committee shall meet in person or telephonically at least once annually at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. A quorum of Committee members shall be present at any meeting at which final action or approval is to be taken or made. A majority shall constitute a quorum of the Committee for purposes of each meeting. All actions of the Committee shall be taken by a majority vote of the quorum of members present at the meeting in person or by telephone or other means of remote communication approved by the Committee chairperson.

SCOPE OF THE COMMITTEE’S RESPONSIBILITIES

The Committee shall have the following responsibilities, as well as any other responsibilities that may be conferred upon it from time-to-time by the Board:

1. Review, evaluate and oversee the Company’s enterprise-wide charitable giving strategy and funding guidelines.

2. Review, evaluate and oversee the performance of the Company's long-term commitment to the communities it serves.
3. Recommend to the Board the adoption of annual budgetary appropriations for corporate contributions.
4. Meet periodically to review requests for funding from eligible community and charitable organizations.
5. Approve or disapprove grant applications to be recommended to the Board.
6. Provide to the Board and the Nominating and Governance Committee an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation shall also recommend to the Board and the Nominating and Governance Committee any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board and the Nominating and Governance Committee may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

RESOURCES AND AUTHORITY OF THE COMMITTEE

The Committee shall have the resources and authority to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve any necessary and appropriate fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, provided it obtains prior approval of the Board or management. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. Unless otherwise indicated, any action taken by the Committee shall be deemed to have been taken on behalf of the Company and Erie Insurance Exchange (the "Exchange"), for which the Company acts as attorney-in-fact, and the Company's and the Exchange's respective subsidiaries or affiliated companies.

INFORMAL ACTION BY COMMITTEE

Any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if, prior or subsequent to the action, a written consent or consents thereto executed by all of the members of the Committee are filed with the Secretary of the Company.

SUBCOMMITTEES

The Committee chairperson shall have the authority to create a subcommittee or subcommittees for any purpose that the Committee deems appropriate and may delegate to such

subcommittees such power and authority as the Committee deems appropriate; provided, however, that: (i) no subcommittee shall be comprised of non-Committee members or fewer than two members of the Committee; (ii) the authority conferred upon the subcommittee cannot exceed the overall authority of the Committee itself; and (iii) the Committee may not delegate to a subcommittee any power or authority required by the Company's Bylaws or any law, regulation or listing standard to be exercised by the Committee as a whole.

REPORTS

The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company. In addition, the Committee shall report to the full Board at least once a year, and more often if so directed by the Board, as to the performance of the Committee's duties hereunder.

AMENDMENT OF CHARTER

This Charter may be amended, supplemented or repealed by the Board at any time.