

ERIE INDEMNITY COMPANY
NOMINATING AND GOVERNANCE COMMITTEE
CHARTER

COMPOSITION AND APPOINTMENT OF THE COMMITTEE

The Nominating and Governance 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, all of whom shall meet the requirements of: (i) an “independent director” as that term is defined under the Rules of the NASDAQ Stock Market[®]; and (ii) the Pennsylvania Insurance Holding Companies Act.

The members of the Committee, and candidates to fill vacancies on the Committee, shall be nominated by the 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 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. Identify individuals believed to be qualified to become directors, and recommend to the Board the nominees to stand for election as directors at the Annual Meeting of Shareholders or, if applicable, at a Special Meeting of Shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders. The Committee will identify nominees for the position of director, having regard for (i) the rules of the NASDAQ Stock Market[®] which require that the Board consist of a majority of independent Directors and (ii) the provisions of

Section 1405(c)(3)(i) of the Pennsylvania Insurance Holding Companies Act, as may be amended from time to time. In considering candidates for nomination, the Committee shall take into consideration such factors as it deems appropriate. These factors may include, but shall not be limited to: judgment, skill, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other directors, the candidate's ability and willingness to commit adequate time to prepare for and attend Board and Committee meetings, the candidate's reputation for holding or having held positions or affiliations befitting a director of a publicly held company, active engagement or previous active engagement in the candidate's respective profession or occupation or regular involvement in the business, professional, charitable, civic or academic community, the extent and duration, if any, of the candidate's ownership of common stock of the Company, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee's recommendations for directors will include a review of the qualifications of the proposed directors. The Committee shall also consider other candidates nominated by shareholders in accordance with the Company's Bylaws and may consider candidates proposed by management, but is not required to do so.

2. Identify directors believed to be qualified to become members of any committee of the Board (including in the case of a vacancy), including this Committee, and recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the Charter of that committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the purposes and goals of the committee and the interplay of the candidate's experience with the experience of other committee members. In addition, the Committee will identify and recommend to the Board a member of each respective committee to serve as chairperson of such committee.
3. Identify individuals believed to be qualified to become members of the board of directors of any subsidiary or affiliated company, and recommend to the Board the nominees to stand for election as directors at the Annual Meeting of Shareholders of such company or, if applicable, at a Special Meeting of Shareholders.
4. After consultation with the Executive Compensation and Development Committee, recommend to the Board the selection of the officers deemed to be the principal officers of the corporation.
5. Review the evolving needs of the Company and recommend changes in the size and composition of the Board, if appropriate.
6. Monitor and review corporate governance issues, emerging trends and best practices and recommend to the Board appropriate modifications to the Company's corporate governance documents.

7. Review and approve or disapprove all related person transactions in accordance with the Company's *Policy With Respect to Related Person Transactions*.
8. Determine, as required by any law or listing standard, those directors who meet the requirements of: (i) an "independent director" as that term is defined under (a) the Rules of the NASDAQ Stock Market[®] and (b) the Pennsylvania Insurance Holding Companies Act; (ii) an "outside director" as that term is defined for the purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended; (iii) "independence" as established by the Securities and Exchange Commission ("SEC") from time to time; and (iv) a "non-employee director" as that term is defined under SEC Rule 16b-3.
9. Evaluate the procedures and processes by which the Board undertakes to self-evaluate its performance and effectiveness and report the results of such evaluation to the Board.
10. Evaluate the procedures and processes by which each committee of the Board undertakes to self-evaluate such committee's performance and effectiveness and report the results of such evaluation to the Board.
11. Oversee the administration of the Company's Director Education Program.
12. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to corporate governance or the nomination of Board and committee members.
13. Review and comment on proposed changes to the Charter of any Board committee for the purposes of: (a) ensuring that the language of the proposed change accommodates the intent of the committee that proposed such change; (b) verifying that the proposed change is not in conflict with any other provisions of the proposing committee's or any other committee's Charter; and (c) identifying any other issues or potential issues that may arise from such proposed change and presenting them to the Board.
14. Identify and oversee risks associated with director independence, related person transactions as defined in the Company's *Policy With Respect to Related Person Transactions*, and the implementation of corporate governance policies.
15. Consider any other corporate governance issues that may arise from time to time and develop appropriate recommendations for the Board.
16. Be available at the request of the Board, the Chairman of the Board or the Company's General Counsel to assist the Board or the Chairman in retaining outside counsel.

17. Provide to the Board a periodic 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 any improvements to the Committee's 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 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, including an executive or director recruiting or placement firm, as it deems appropriate, without seeking approval of the Board. 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/or 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, as the case may be.

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 of Directors 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.

Approved by the Board of Directors of
Erie Indemnity Company on July 31, 2013.