

ERIE INDEMNITY COMPANY

EXECUTIVE COMMITTEE

CHARTER

EXECUTIVE COMMITTEE PURPOSE

The purpose of the Executive Committee (“Committee”) of the Board of Directors (the “Board”) of Erie Indemnity Company (the “Company”) shall be to act with the full authority of the Board, in intervals between meetings of the Board, except to the extent such authority is limited by the Bylaws of the Company.

Reference to the Company in this Charter shall include Erie Insurance Exchange (the “Exchange”), for which the Company is the attorney-in-fact, and the Exchange’s wholly-owned subsidiaries (collectively referred to in this Charter as the “Erie Insurance Group”). While this Charter should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s Articles of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.

COMPOSITION AND APPOINTMENT OF THE COMMITTEE

The Board of Directors shall appoint the members of the Committee annually. The Committee shall consist of not less than three (3) Directors including the Chairman of the Board (but only during such time as he or she is not serving as the Chief Executive Officer of the Company) who shall serve as Chairman of the Committee unless another member shall be designated by resolution of the Board. The two individual Trustees of the H.O. Hirt Trusts shall also serve on the Committee so long as they are members of the Board of Directors of the Company. Not less than one-third (1/3) of the Committee shall be Directors who are not officers or employees of the Company or of any entity controlling, controlled by, or under common control with the Company. Committee 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 meet in person, by telephone or by other means of remote communication with such frequency and at such intervals as it shall determine to carry out its duties and responsibilities. The Committee shall receive at least six (6) hours' prior oral or written notice given by or on behalf of the Chairman of the Executive Committee of any meeting.

The Chairman, or Corporate Secretary at the direction of the Chairman, shall report promptly to the entire Board of Directors the substance of any action taken by the Committee,

which action may be changed by the Board without prejudice to any rights granted or created following any such action by the Committee and prior to any such subsequent action of the Board.

A quorum of Committee members shall be present at any meeting at which final action or approval is to be taken or made. Any three or more members of the Committee must be present to constitute a quorum of the Committee for purposes of each meeting. After establishment of a quorum, all actions of the Committee shall be taken by a majority vote of the members present at the meeting in person or by telephone or other means of remote communication approved by the Committee chairperson.

The Committee may invite members of management or others to its meetings as it deems appropriate. If at a meeting of the Committee a majority of members believes that any matter under consideration should be referred to the full Board for consideration, such matter shall be referred, and the Committee shall not act on such matter.

SCOPE OF THE COMMITTEE'S RESPONSIBILITIES

The Committee shall, subject to limitations imposed by applicable legal and regulatory requirements, exercise all powers and authority of the Board when the Board is not in session, except that the Committee shall not have power or authority to:

- Adopt, amend or repeal the Company's Bylaws;
- Create or fill vacancies on the Board;
- Amend the charter of any committee of the Board;
- Adopt an agreement or plan of merger or consolidation;
- Recommend to the shareholders of the Company the sale, lease, or exchange of all, or substantially all, of the assets of the Company;
- Recommend to shareholders a dissolution of the Company or a revocation of a dissolution;
- Declare a dividend; or
- Authorize the issuance of stock.

Additionally, the Committee shall not have power or authority to act on any matters that (1) are expressly delegated to other committees of the Board, or (2) are under active review by the Board or another committee of the Board, unless the Board specifically authorizes such action.

RESOURCES AND AUTHORITY OF THE COMMITTEE

The Committee, in discharging its responsibilities, may conduct, direct, supervise or authorize studies of, or investigations into, any matter that the Committee deems appropriate, with full access to all books, records, facilities and employees of the Company. 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. Any expenses associated therewith shall be borne by the Company.

In carrying out its oversight responsibilities, the Committee shall be entitled to rely on the integrity and expertise of those persons providing information to the Committee and on the accuracy and completeness of such information, absent actual knowledge of inaccuracy or deficiency.

Unless otherwise indicated, any action taken by the Committee shall be deemed to have been taken on behalf of the Company.

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 October 29, 2024.