

ERIE INDEMNITY COMPANY POLICY
WITH RESPECT TO
RELATED PERSON TRANSACTIONS

The Board of Directors of Erie Indemnity Company (the “Company”), acting upon the recommendation of its Nominating and Governance Committee (the “Committee”), has adopted the following policy and procedures with respect to the review and approval of all transactions involving the Company and a Related Person (the “Policy”).

I. Definitions:

A “**Related Person**” means a person who is or was (since the beginning of the last fiscal year for which the Company has filed with the Securities and Exchange Commission (the “SEC”) a Form 10-K and a proxy or information statement, even if they do not presently serve in that role):

- an executive officer, director, or nominee for election as a director of the Company;
- a greater than 5% beneficial owner¹ of the Company’s Class A common stock or Class B common stock; or
- an Immediate Family Member of any person listed above.

An “**Immediate Family Member**” means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of the person and any person, other than a tenant or employee, sharing the same household as that person.

A “**Related Person Transaction**” is any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which:

- the aggregate amount involved will or may be expected to exceed \$120,000 in any fiscal year;
- the Company is a participant; and
- any Related Person has or will have a direct or indirect material interest.

¹ A beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares: (1) voting power which includes the power to vote, or direct the disposition of, such security; and/or (2) investment power which includes the power to dispose, or to directly the disposition of, such security. 17 C.F.R. § 240.13d-3. A person shall be deemed to be a beneficial owner of a security, subject to limitations set forth in § 240.13d-3, if that person has the right to acquire beneficial ownership of such security within sixty days, including but not limited to through the exercise of an option, warrant, conversion of a security or revocation of a trust or similar arrangement. 17 C.F.R. § 240.13d-3.

A Related Party Transaction includes any material amendment or modification of an existing Related Party Transaction.

II. Policy Statement:

The Committee recognizes that Related Person Transactions present a heightened risk of conflicts of interest or create the appearance of conflicts of interest, and therefore has adopted this Policy applicable to all Related Person Transactions.

The Committee acknowledges that other transactions may require review and disclosure in the Company's financial statements under accounting standards for related party transactions. While certain transactions could fall under this Policy and the accounting standards applicable to related party transactions, this Policy is concerned with Related Person Transactions as defined herein.

III. Procedures:

A. Generally:

The Committee shall review the material facts of all Related Person Transactions that require the Committee's approval and either approve or disapprove of the entry into the Related Person Transaction, subject to the exceptions described below. If advance Committee approval of a Related Person Transaction is not feasible, then the Related Person Transaction shall be considered and, if the Committee determines it to be appropriate, ratified at the Committee's next regularly scheduled meeting. In determining whether to approve or ratify a Related Person Transaction, the Committee shall take into account, among other factors it deems appropriate, whether the Related Person Transaction is on terms no less favorable to the Company than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the Related Person's interest in the transaction.

The Committee has reviewed the transactions described below under the heading "Standing Pre-Approval for Certain Related Person Transactions" and determined that each of the Related Person Transactions described therein shall be deemed to be pre-approved or ratified (as applicable) by the Committee under the terms of this Policy. In addition, the Board of Directors has delegated to the Chair of the Committee the authority to pre-approve or ratify (as applicable) any transaction with a Related Person in which the aggregate amount involved is expected to be less than \$500,000. In connection with each regularly scheduled meeting of the Committee, a summary of each new Related Person Transaction deemed pre-approved pursuant to the "Standing Pre-Approval for Certain Related Person Transactions" provisions below and each new Related Person Transaction pre-approved by the Chair in accordance with this paragraph shall be provided to the Committee for its review.

No director shall participate in any discussion or approval of a Related Person Transaction for which he or she is a Related Person; provided, however, that such director (i) may be counted in determining the presence of a quorum at a meeting of the Committee at which the Related Person Transaction is considered for approval and (ii) shall provide all material information concerning the Related Person Transaction to the Committee.

If a Related Person Transaction will be ongoing, the Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the Related Person. Thereafter, the Committee, on at least an annual basis, shall review and assess ongoing relationships with the Related Person to ensure that they are in compliance with the Committee's guidelines and that the Related Person Transaction remains appropriate.

B. Standing Pre-Approval for Certain Related Person Transactions:

The Committee has reviewed the types of transactions described below and determined that each of the following transactions shall be deemed to be pre-approved by the Committee, even if the aggregate amount involved will exceed \$120,000. Further, pursuant to Securities and Exchange Commission regulations at 17 C.F.R. 229.404 (Item 404), disclosure need not be provided with respect to these types of transactions if they satisfy the criteria set forth below.

(1) Employment of executive officers. Any employment by the Company of an executive officer of the Company if:

- the related compensation is required to be reported in the Company's proxy or information statement under Item 402 of the SEC's compensation disclosure requirements (generally applicable to "named executive officers"); or
- the executive officer is not an Immediate Family Member of another executive officer or director of the Company, the related compensation would be reported in the Company's proxy or information statement under Item 402 of the SEC's compensation disclosure requirements if the executive officer was a "named executive officer," and the Company's Compensation Committee approved (or recommended that the Board approve) such compensation.

(2) Director compensation. Any compensation paid to a director if the compensation is required to be reported in the Company's proxy or information statement under Item 402 of the SEC's compensation disclosure requirements.

(3) Certain transactions with other corporations or entities. Any transaction with another firm, corporation or other entity in which the aggregate amount involved does not exceed the greater of \$250,000 or 2% of the other entity's total annual revenues and a Related Person's only relationship to the transaction is:

- as a director of another corporation or organization that is a party to the transaction;
- a direct or indirect ownership interest that, together with any other Related Persons, is less than a 10% equity interest in another person (other than a partnership) which is a party to the transaction; or

- in the case of partnerships, as a limited partner, if the limited partner, together with any other Related Persons, has an interest of less than 10% and the limited partner does not hold another position in the partnership.

(4) Transactions where all shareholders receive proportional benefits. Any transaction where the Related Person's interest arises solely from the ownership of the Company's shares and all holders of the Company's shares received the same benefit on a pro rata basis (e.g. dividends).

(5) Certain banking-related services. Any transaction with a Related Person involving services as a bank depositary of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.

(6) Competitive bids and public utilities. Any transaction with a Related Person where rates or charges involved are determined by competitive bids, or the transaction involves the rendering of services as a common or contractor carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority.

C. Information to be Provided Regarding Related Person Transactions:

Management shall provide to the Committee the following information to the extent known to management regarding a Related Person Transaction presented to the Committee for approval or disapproval:

- The Related Person's name and relationship to the Company or any subsidiary or affiliated entity and the nature of such Related Person's interest in the transaction; and
- The material facts regarding the transaction, including the proposed or actual aggregate value of the transaction and, to the extent known, the amount of such Related Person's interest.

Management shall provide such information to the Committee as soon as practicable after having become aware of the issue.

D. Disclosures of Related Person Transactions and this Policy:

The Company shall disclose, as required by the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, and related rules and regulations, all Related Person Transactions that are required to be disclosed.

The material features of this Policy shall be disclosed in the Company's Form 10-K, Annual Report or in the Company's Proxy or Information Statement for its Annual Meeting of Shareholders, as required by applicable laws, rules and regulations.

This Policy adopted at a meeting of the Board of Directors of Erie Indemnity Company held on July 31, 2013 and amended at a meeting of the Board of Directors of Erie Indemnity Company held on October 29, 2024.