

ERIE INDEMNITY COMPANY

**NOMINATING AND GOVERNANCE
COMMITTEE CHARTER**

As Adopted by the
Board of Directors
on March 2, 2004

ERIE INDEMNITY COMPANY
NOMINATING AND GOVERNANCE COMMITTEE
CHARTER

The Nominating and Governance 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 NOMINATING AND GOVERNANCE COMMITTEE

The Committee shall consist of not less than 3 Directors who are not officers or employees of the corporation or of any entity controlling, controlled by, or under common control with the corporation and who are not beneficial owners of a controlling interest in the voting securities of the corporation. Members of the Committee shall also meet the requirements of an “independent director” as that term is defined under Rules of the NASDAQ Stock Market®. The members of the Committee shall be appointed by the Board. Candidates to fill subsequent vacancies in the Committee shall be nominated by the Committee as set forth below and appointed by the Board. Members shall serve at the pleasure of 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 telephonically at least twice a year 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.

SCOPE OF THE NOMINATING AND GOVERNANCE COMMITTEE’S RESPONSIBILITIES

The following are the duties and responsibilities of the Committee:

1. To identify individuals believed to be qualified to become Board members, and to recommend to the Board the nominees to stand for election as directors at the Annual Meeting of Stockholders or, if applicable, at a Special Meeting of Stockholders. 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 stockholders. In nominating candidates, the Committee shall take into consideration such factors, as it deems appropriate. These factors may include judgment, skill, diversity, experience with

businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee may consider candidates proposed by management, but is not required to do so.

2. To identify Board members qualified to fill vacancies on any committee of the Board, including this Committee, and to 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 goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
3. To review the evolving needs of the Company and recommend changes in the size of the Board, if appropriate.
4. To monitor and review corporate governance issues, emerging trends, best practices and recommend to the Board a set of corporate governance guidelines.
5. To consider any other corporate governance issues that arise from time to time and to develop appropriate recommendations for the Board.
6. To evaluate the procedures and process by which each committee of the Board undertakes to self-evaluate such committee's performance and effectiveness and report such evaluation to the Board.
7. To provide to the Board 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 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.
8. To perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

RESOURCES AND AUTHORITY OF THE NOMINATING AND GOVERNANCE COMMITTEE

The Committee shall have the resources and authority appropriate 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, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.

MEETINGS

The Committee shall meet at such time or times each year as the Committee may deem appropriate, or as the Board of Directors shall direct from time to time.

REPORTS

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. Such reports shall cover such subjects, and shall be in such detail, as the Board of Directors may request from time to time.

APPROVAL

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

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