

# DONEGAL MUTUAL INSURANCE COMPANY

## AUDIT COMMITTEE CHARTER

### Purpose

The primary purpose of the Audit Committee of the Board of Directors (the "Committee") of Donegal Mutual Insurance Company (the "Company") shall be to oversee the accounting and financial reporting processes of the Company and any subsidiaries of the Company, including the overview of the financial statements and other financial information provided by the Company to any state insurance commission or department or other governmental or regulatory body and others who rely thereon; the Company's systems of internal accounting and financial controls; the selection, evaluation and retention of the Company's independent auditors; the qualifications and independence of the Company's independent auditors; the annual independent audit of the Company's financial statements under statutory accounting principles prescribed or permitted by the Insurance Department of the Commonwealth of Pennsylvania (the "Department"); the annual independent audit of the Company's property and casualty insurance subsidiaries' financial statements under statutory accounting principles prescribed or permitted by the insurance commissioner in the state of such subsidiary's domicile; the scope and activities of the Company's internal audit function and compliance by the Company with applicable legal and regulatory requirements.

The Committee shall review the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board of Directors.

### Membership

The Committee shall be comprised of not fewer than three members of the Board of Directors, and the Committee's composition shall satisfy the applicable requirements of the Pennsylvania Insurance Holding Companies Act (the "PIHCA") and Section 147.3a of the Department's regulations. Accordingly, all of the members of the Committee shall be directors who:

- have no relationship to the Company that may interfere with the exercise of their independence from management and the Company;
- do not accept directly or indirectly any consulting, advisory or other compensatory fees from the Company or any person who controls, who is controlled by or who is under common control with the Company, other than in the member's capacity as a member of the Board of Directors of the Company or any of its committees or the Boards of Directors of affiliates of the Company, including Donegal Group Inc. ("DGI") and any of its subsidiaries;

- are not affiliates of the Company or any subsidiary of the Company; and
- are financially literate.

The Board of Directors shall appoint, and may remove and replace, the members of the Committee.

### Role of the Committee

The Committee's role is one of oversight, and the Board of Directors recognizes that the Company's management is responsible for the preparation and publication of the Company's financial statements; the Company's system of internal controls and that the Company's independent auditors are responsible for auditing those financial statements. In addition, the Board of Directors recognizes that the Company's financial management personnel and internal audit personnel, as well as the independent auditors of the Company, because of their engagement by the Company and the audit services they provide to the Company as part of that engagement, are in a position to devote more time and acquire greater knowledge and more detailed information regarding the Company than do the Committee members; consequently, in carrying out its oversight responsibilities, the Committee shall not be deemed to provide any expert or special assurance as to the Company's financial statements or any professional certification as to the independent auditors' work.

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and to retain outside counsel, auditors or other experts to advise the Committee, all at the expense of the Company. The Committee shall have the authority to engage and determine compensation for independent counsel and other advisors to the Committee.

The Committee shall also constitute the Audit Committee of each property and casualty insurance subsidiary of the Company, and each meeting of the Committee shall also be deemed to constitute a meeting of the Audit Committee of each such subsidiary.

The Committee shall report from time to time to the Board of Directors about Committee activities, issues and related recommendations.

### Primary Responsibilities

- The Committee shall be responsible for the appointment, compensation, retention and oversight of the work of conducting an annual audit of the Company's financial statements by independent auditors for purposes of issuing an audited financial statement, a financial report or related work for the

Company, including the resolution of disagreements between management and the auditors regarding financial reporting.

- The Committee shall oversee the Company's internal audit function, including a periodic review of the independence and authority of the internal audit function and a review of the Company's proposed audit plan for the forthcoming fiscal year.
- The Committee shall be responsible for reviewing reports and disclosures of all related-party transactions. A "related-party transaction" is a transaction that the Company is required to report under Section 1405 of the PIHCA. All transactions with DGI or any of its subsidiaries are subject to (i) the approval of the Committee and (ii) the process set forth in the Company's By-laws relating to the Coordinating Committee that DGI and the Company jointly maintain.
- The Committee shall review and discuss with management and the independent auditors the Company's audited financial statements and disclosures and shall review and consider with the independent auditors the matters required to be discussed by applicable rules of the Department.
- The Committee shall review on a quarterly basis with the independent auditors any matters required to be discussed by applicable auditing standards, including, but not limited to, the following matters:
  - All significant accounting policies and material permitted practices used;
  - All material alternative treatments of financial information within statutory accounting principles that have been discussed with the Company's management, ramifications of the use of alternative disclosures and treatments and the treatment the independent auditors prefer; and
  - Other material written communications between the independent auditors and the Company's management, such as any management letter or schedule of unadjusted differences.
- The Committee shall discuss with management and the independent auditors the quality and adequacy of the Company's internal controls and internal audit function.
- The Committee shall discuss with management and the independent auditors the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.

- The Committee shall discuss with management the Company's enterprise risk management framework and management's process for identifying, assessing and monitoring key business risks.
- The Committee shall discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and its risk management policies.
- The Committee shall discuss with management the findings of any examinations by regulatory agencies and any independent auditor observations related to such findings.
- The Committee shall, in conjunction with the Audit Committee of DGI, discuss with the independent auditors and management the internal audit department's responsibilities and any recommended changes in the planned scope of the internal audit function.
- The Committee shall review the reports to management prepared by the internal audit department and management's responses to such reports that the Company officer with primary responsibility for internal audit (the "Internal Auditor") believes are significant.
- The Committee shall meet separately with the Internal Auditor no less frequently than annually to discuss any matters that the Committee or the Internal Auditor believes should be discussed without the presence of management.
- The Committee shall:
  - request from the independent auditors annually a formal written statement delineating all relationships between the auditors and the Company consistent with applicable requirements regarding the independent auditors' communications with the Committee concerning independence and the rules and regulations of the Department.
  - discuss with the independent auditors any such disclosed relationship and the impact thereof on the independent auditors' independence.
  - take appropriate action to oversee the independence of the independent auditors.

## Meetings

The Committee shall meet once each fiscal quarter, or more frequently as the Committee believes appropriate. All Committee members are expected to attend each meeting in person or via conference telephone. The Committee may establish its own agenda.

The Committee shall meet separately with the independent auditors, the Company's Internal Auditor, members of the Company's management and legal counsel as it deems appropriate in order to review the Company's financial controls.

## Minutes

The Committee shall maintain written minutes of its meetings and furnish copies of such minutes to the members of the Company's Board of Directors.

Approved by the Board of Directors on December 15, 2022