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Old Republic International Corporation

Extract: **Bylaws Amended/Restated (Plain English Desc)** from a [8-K](#) on 10/03/2019

[SEC Document](#)

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Effective October 1, 2019, the Board of Directors of Old Republic International Corporation (the “Company”) has adopted the Amended and Restated By-laws of the Company (the “By-laws”). The amendments to the By-laws include the following changes:

- Clarifying the responsibilities of the Chairman of the Board and eliminating that position as an officer position of the Company
- Requiring the appointment of a Lead Independent Director in the event that the Chairman of the Board is not independent under applicable standards
- Clarifying the role of the Lead Independent Director
- Clarifying the responsibilities and authority of the Chief Executive Officer.
- Eliminating the position of Executive Vice Chairman

All of the changes reflected in the amendments to the By-laws are intended to align with the changes in senior management previously announced by the Company.