

On November 19, 2021, the Board of Directors (the "Board") of Old Republic International Corporation (the "Company") approved an amendment (the "Amendment") to the Company's Amended and Restated By-laws (the "By-laws"), which was effective upon approval by the Board.

The Amendment to the By-laws:

- implements advance notice provisions for stockholder business and nominations, providing, among other things, for notice of stockholder-proposed business and/or director nominations at an annual meeting to be submitted at least 90 (but not more than 120) days prior to first anniversary of the preceding year's annual meeting (unless the annual meeting date is accelerated or postponed beyond specified dates) and for similar advance notice of director nominations at special meetings at which directors are to be elected);
- specifies the information required to be provided to the Company in stockholder notices of proposed business and director nominations, including, among other things, (i) disclosure of proxies, contracts, understandings or relationships involving the Company's securities, (ii) disclosure of agreements, arrangements and understandings between the stockholders and any other person, and (iii) disclosure of interests related to the Company and its securities, including: derivative positions, short positions, hedging and similar transactions, direct or indirect interests in any general or limited partnership which holds Company securities or derivative positions related to the Company's securities, and performance-related fees the stockholder is entitled to receive based on any increase or decrease in the value of Company's securities or derivative securities related to the Company's securities; and
- provides that directors nominated by stockholders must complete a customary written questionnaire and make certain representations, including as to voting commitments, arrangements with third-parties, fiduciary duties and compliance matters.

The Amendment does not change the existing provisions of the By-laws permitting stockholders who meet certain specified criteria to nominate directors using the Company's proxy statement, nor does it affect the right of stockholders to submit proposals pursuant to Rule 14a-8 under the federal proxy rules.