

OLD REPUBLIC INTERNATIONAL CORPORATION

ANNUAL SHAREHOLDERS' MEETING MINUTES

May 24, 2019

Mr. Aldo C. Zucaro, Chairman of the Board and Chief Executive Officer of Old Republic International Corporation (the "Corporation"), acting as Chairman of the Meeting, called the 95th Annual Meeting of the Shareholders to order at 3:00 P.M. on May 24, 2019.

He introduced himself; and then: John R. Heitkamp, Jr., Senior Vice President, General Counsel and Secretary; Karl W. Mueller, Senior Vice President and Chief Financial Officer; Charles S. Boone, Senior Vice President of Investments; Craig R. Smiddy, President and Chief Operating Officer; and William J. Dasso, Vice President and Counsel. Mr. Zucaro acknowledged the Corporation's recent press release regarding future changes to its Senior Management and took a moment to recognize the many years of service of Mr. Scott Rager, who is retiring from the Corporation, effective October 1, 2019. In addition, Mr. Zucaro introduced Messrs. Clyde Pehl and John Rodi and Ms. Kristin Jukes from KPMG LLP., Old Republic's appointed independent audit firm.

Mr. Heitkamp presented an affidavit from Broadridge Financial Solutions, attesting to the mailing of notice of the Meeting, and stated that a list of the shareholders of the Corporation as of the record date had been available for inspection prior to the meeting and was available for anyone present who wished to see it.

Mr. Heitkamp stated Messrs. Boone and Dasso had been appointed as the Inspectors of Election for the meeting. They had taken an oath to: ascertain the number of shares outstanding, determine the quorum, and provide the tabulation of the results of voting and the existence of a quorum. Mr. Heitkamp reported that the polls had been open since the mailing of the Corporation's proxy materials. He added that any shareholder wishing to vote in person or to change his or her proxy could do so until the item being voted on has been reported.

Mr. Heitkamp announced that copies of the minutes of the last Shareholders' Meeting had been made available to those attending as they entered the Meeting. He asked if the minutes needed to be read. No motion for a correction or reading of the minutes was made, and Mr. Heitkamp announced them approved as written and distributed.

Mr. Zucaro proceeded to discuss the 2018 Annual Shareholders' Report and he gave a short overview of the Corporation's business and its investments. The handouts used are attached to these minutes. After his report, Mr. Zucaro opened the floor to questions and comments.

Following this question period, Mr. Boone reported that a total of 278,471,060 shares were present in person or by proxy, representing approximately 92.0% of the total shares authorized to vote.

Mr. Heitkamp then announced that a quorum was present and that the meeting was lawfully and properly convened to transact the business for which it was called.

Mr. Heitkamp reported that the Governance and Nominating Committee and Board of Directors had recommended the following nominees for this year's slate of Directors of the Corporation: Steven J. Bateman; Jimmy A. Dew; John M. Dixon; Glenn W. Reed; and Dennis P. Van Mieghem. No other nominations were made. No discussion occurred on the nomination of the above individuals and Mr. Heitkamp called for the vote. Mr. Boone reported that the tally for each of the five nominees slated for election showed that each director had received a plurality of votes cast. As a result, Mr. Heitkamp declared that: Mr. Bateman; Mr. Dew; Mr. Dixon; Mr. Reed; and Mr. Van Mieghem were properly elected as Class 2 Directors to serve a three-year term until the Annual Shareholders' Meeting in 2022.

Mr. Heitkamp reported that the Audit Committee and the Board of Directors have recommended the ratification of the selection of KPMG LLP as the Corporation's independent registered public accounting firm for 2019. No other discussion took place, and Mr. Heitkamp called for the vote on the matter. Mr. Boone reported that a majority of shares voted for this proposal.

Mr. Heitkamp then reported that the Board of Directors recommended that shareholders approve the compensation policies, practices and procedures for the Corporation's Executive Officers set forth in the Compensation Discussion and Analysis sections of the Corporation's proxy statement. No discussion ensued, and Mr. Heitkamp asked for the vote on the matter. Mr. Boone reported that a majority of shares voted to approve the resolution.

Mr. Heitkamp advised the meeting that the California Public Employees' Retirement System ("CalPERS") had advised that it planned to present an advisory shareholder resolution. At this point, Mr. Heitkamp recognized Ms. Anh Cao of Segal Marco Advisors, an appointed representative of CalPERS, who presented the proposal and a short statement in support of the proposal which was substantially the same as presented in the Corporation's proxy statement. Mr. Heitkamp stated that the Board of Directors had considered the proposal, but had recommended against its adoption for the reasons stated in the Corporation's statement in opposition contained in the proxy statement. No further discussion occurred and Mr. Heitkamp called for the vote on the proposal. Mr. Boone reported that a majority of shares voted in favor of approving the advisory proposal. Mr. Heitkamp stated this issue would be further discussed at the Corporation's next Board of Directors meeting.

Mr. Heitkamp asked for a vote to approve the Annual Shareholders' Report for 2018 and the acts of the directors and officers during the year. Mr. Heitkamp made these motions and they were carried on a voice vote.

Mr. Zucaro asked if there were any other matters to be considered. None were offered. Mr. Heitkamp advised that the Inspectors of Election would attach a certification of the tabulation of results, prepared by Broadridge Financial Solutions, Inc., that would be attached to these minutes and that the Corporation would timely report the results of the election in a filing with the Securities and Exchange Commission.

The meeting was then adjourned.

Aldo C. Zucaro, Chairman of the Meeting

John R. Heitkamp, Jr., Secretary of the Meeting