

FORM **BCA 8.12**
FEMALE AND MINORITY
DIRECTORS REPORT
Business Corporation Act

PAID

MAY 27 2020

FILED

MAY 13 2020

DEPARTMENT OF
BUSINESS SERVICES

JESSE WHITE
SECRETARY OF STATE

Jesse White, Secretary of State
Department of Business Services
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CD0213873

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FILING FEE: \$25.00 File prior to: 5.1.20 Year: 2020 File #: 4948.5026 Approved: SL

Corporate Name: Old Republic International Corporation
Registered Agent: John R. Heitkamp, Jr.
Registered Office: 307 N. Michigan Avenue
City, IL, ZIP: Chicago, IL 60601

County: Cook

A COPY OF THE CORPORATION'S MOST RECENT SEC 10-K MUST ACCOMPANY THIS REPORT.

1. Is the corporation a publicly held corporation with its principal executive office located in Illinois? YES NO
- 1a. Principal address of executive office in Illinois:
307 N Michigan Avenue, Chicago, IL 60601
2. Set forth data on specific qualifications, skills and experience that the corporation considers for its board of directors, nominees for the board of directors, and executive officers. (If additional space is required, please attach an additional page(s) as needed.)
See Attached
3. Set forth the self-identified gender of each member of the board of directors. (If additional space is required, please attach an additional page(s) as needed.)
See Attached
4. Set forth the race or ethnicity of each member of the board of directors. (If additional space is required, please attach an additional page(s) as needed.)
Directors Choose Not to Provide
5. Set forth a description of the corporation's process for identifying and evaluating nominees for the board of directors, including whether and, if so, how demographic diversity is considered. (If additional space is required, please attach an additional page(s) as needed.)
See Attached
6. Set forth a description of the corporation's process for identifying and appointing executive officers, including whether and, if so, how demographic diversity is considered. (If additional space is required, please attach an additional page(s) as needed.)
See Attached
7. Set forth a description of the corporation's policies and practices for promoting diversity, equity and inclusion among the board of directors and executive officers. (If additional space is required, please attach an additional page(s) as needed.)
See responses to 5 and 6.

Under the penalty of perjury and as an authorized officer, I declare that this report, pursuant to provisions of the Business Corporation Act, has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.

Item 8 must be signed.

⇒ 8. By Senior Vice President, Secretary and General Counsel 04/20/2020
Any Authorized Officer's Signature Title Date



April 20, 2020

Old Republic International Corporation (“ORI”)
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2. **Qualification Standards:** In considering director candidates (both new candidates and current Board members), the Board of Directors, through the Governance and Nominating Committee, seeks to identify candidates who will satisfy the requirements for director independence, who are, or have been, senior executives of businesses or professional organizations, and who have significant business, financial, accounting and/or legal backgrounds useful to Old Republic International Corporation’s (the “Company”) operations, markets and customer services. Additionally, the Board looks for candidates possessing certain critical personal characteristics, most importantly, (i) intelligence, honesty, good judgment, high ethics and standards of integrity, fairness and responsibility; (ii) respect within the candidate's social, business and professional community for his or her integrity, ethics, principles and insights; (iii) demonstrated analytic ability; and (iv) ability and initiative to frame insightful questions, to speak out when appropriate, to challenge questionable assumptions, and to disagree in a constructive fashion.

3. **Directors – Indicate (M/F)**
 - a. Steven J. Bateman (M)
 - b. Harrington Bischof (M)
 - c. Jimmy A. Dew (M)
 - d. John M. Dixon (M)
 - e. Charles J. Kovaleski (M)
 - f. Spencer LeRoy, III (M)
 - g. Peter B. McNitt (M)
 - h. Glenn W. Reed (M)
 - i. Craig R. Smiddy (M)
 - j. Arnold L. Steiner (M)
 - k. Fredricka Taubitz (F)
 - l. Steven R. Walker (M)
 - m. Aldo C. Zucaro (M)

5. The Governance and Nominating Committee is appointed by the Board of Directors of the Company to (1) identify individuals qualified to become Board members, and recommend that the Board select the director nominees for the next annual meeting of shareholders; and (2) develop and recommend to the Board the Corporate Governance Guidelines applicable to the Corporation.



While the Company does not have a formal policy governing diversity among directors or candidates, the Board believes that diverse backgrounds are valuable attributes to service on our Board. In addition to the professional and personal qualifications already noted, consideration is given to diversity characteristics in the nomination process. In attracting and retaining members of the Board of Directors, the Company adheres faithfully to a non-discrimination policy. Old Republic places great value on members' long-term, successful experience in businesses and professions that can add meaningfully to its mission's purpose and long-term strategy. In these regards, long board tenure is favored as it enables a knowledge-based, long-term perspective on the Company's business, and provides greater assurance of stability, continuity, and sustainability of the enterprise and its mission.

6. The Board of Directors appoints the Company's executive officers. Qualification, skills, and experience are considered based on each respective position.

While the Company does not have a formal policy governing diversity among executive officers, the Board of Directors believes that diverse backgrounds are valuable attributes to service on the Company's management team. In attracting and retaining executive officers, the Company adheres faithfully to a non-discrimination policy.



John R. Hetkamp, Jr.
Senior Vice President, Secretary
and General Counsel