OLD REPUBLIC INTERNATIONAL CORPORATION

COMPENSATION COMMITTEE CHARTER

(Amended as of November 12, 2026)

Purpose

The Compensation Committee (the "Committee") is appointed by the Board of Directors of the Corporation to (1) carry out the Board's overall responsibility relating to compensation and benefits of senior executives of the Corporation and its operating companies, (2) determine the overall compensation and benefit policies for all Corporation employees, (3) review the compensation paid to the Corporation's directors, and (4) carry out such other responsibilities as are delegated to the Committee by the Board from time to time.

Membership

The Committee shall consist of at least five independent, non-management directors, one of whom shall be designated as the chair, appointed by the Board upon the recommendation of the Board's Governance and Nominating Committee and upon considering the views of the Executive Committee. Each appointed member must meet the independence and experience requirements under the rules of the New York Stock Exchange and the Sarbanes Oxley Act of 2002 and the rules promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it.

Procedure

Except as expressly provided in this Charter, the by-laws and Corporate Governance Guidelines of the Corporation, or law or regulation, the Committee shall fix its own rules of procedure.

Meetings

The Committee shall meet as often as it determines, but not less frequently than once every fiscal quarter. The Committee may request any officer or employee of the Corporation or the Corporation's outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. A majority of the Committee members, present in person or by conference telephone or other conferencing equipment, shall constitute a quorum.

Authority, Duties and Responsibilities

The Committee shall have the following authority, duties, and responsibilities:

1. To evaluate, at least annually, the chief executive officer's performance in light of the Corporation's goals and objectives under the business conditions prevailing during the year and, based on this evaluation and relevant competition in the market, to set the

chief executive officer's compensation, including annual salary, bonus, incentive, and equity compensation.

2. To annually review and approve the evaluation and compensation of other executive officers and certain senior managers of the Corporation and its operating companies. In doing so, the Committee, with input from the chief executive officer, shall evaluate the performance and fix the annual compensation, including salary, bonus, incentive, and equity compensation, of such officers and senior managers.

3. To review and advise management on general levels of compensation, including annual salary, bonus, incentive, and equity compensation, of other employees of the Corporation and its operating companies, and the policies used in establishing them.

4. To periodically review the amount of compensation paid to the Corporation's directors, including the components thereof, and make recommendations regarding director compensation to the Board.

5. To periodically review the stock ownership requirements applicable to directors and recommend any proposed changes to the Board.

6. To review and administer the Corporation's incentive, deferred, and other compensation plans and to recommend needed or desirable changes in such plans to the Board, and when necessary to the Corporation's shareholders. In administering such plans, the Committee shall exercise all the authority of the Board.

7. To serve as the "Corporate Pension Committee" as defined in the Old Republic International Employees Retirement Plan and the "Administration Committee" as defined in the ORI 401(k) Savings and Profit Sharing Plan (such plans, together with any other qualified retirement plan the Corporation has adopted or may adopt, the "Qualified Plans"). The Committee also serves as the "Administrator" as defined in the Old Republic International Corporation Nonqualified Deferred Compensation Plan (the "DCP") and the "Administration Committee" as defined in the Old Republic International Corporation Group Welfare Plan (the "Wrap Plan"). The Qualified Plans, the DCP, the Wrap Plan, and any other incentive, deferred, or other compensation plan are referred to herein as the "Plans".

In carrying out the Committee's duties to administer the Plans, the Committee is permitted to consult with experts and other advisors, including seeking guidance from other committees established by the Board, and to engage and terminate third-party service providers. Any member of the Committee shall be authorized to execute, subject to review thereof and authorization by the Corporation's law department, any agreements, documents, or other instruments on behalf of the Committee related to the administration of the Plans, including but not limited to the engagement of approved third-party service providers.

To oversee the Employee Benefit Management Advisory Group ("EBMAG"), a committee established by the Board to assist and advise the Committee. The EBMAG's duties and responsibilities with respect to the Qualified Plans, the DCP, the Wrap Plan, the Old Republic Transportation Benefit Plan ("Transportation Plan") and any other incentive, deferred, or other compensation plan that the Committee may direct (the "Delegated Plans") are set forth in a charter adopted and approved by the Committee.

The Committee is authorized to delegate to the EBMAG the authority to:

a. serve as a fiduciary of the Qualified Plans and Wrap Plan (to the extent benefits under the Wrap Plan are covered by the Employee Retirement Income Security Act of 1974, as amended ("ERISA"));

b. conduct the day-to-day oversight and administration of the Delegated Plans;

c. prepare and adopt non-material amendments to the Qualified Plans and the Wrap Plan and any amendments to a non-material compensation plan delegated to the EBMAG;

d. control the investment of the assets in the rabbi trust associated with the DCP and Key Employees Performance Recognition Plan;

e. exercise the voting rights of the shares of Corporation stock held in the 401(k) Trust that have not been voted or allocated to participants' accounts; and

f. be responsible for the fulfillment of certain other responsibilities more particularly described in the EBMAG charter, the applicable Delegated Plan documents, or other documents as approved by the Committee.

Such oversight includes but is not limited to ensuring that a) the EBMAG periodically reviews, at least on an annual basis, the investment policies of the Qualified Plans, and b) any amendments to the Qualified Plans and the Wrap Plan adopted by the EBMAG are non-material (i.e., those that do not have a material financial cost or are otherwise not material) and consistent with market practices. The Committee may not delegate to the EBMAG responsibility for the following matters: reviewing and rendering decisions on participant appeals, keeping records of all Committee meetings that discuss the Plans, or any other matter that may not be delegated under the terms of the Plans, the EBMAG charter or applicable law.

8. To prepare and publish a Compensation Committee Report in the Corporation's proxy statement as required by Item 407(e)(5) of Regulation S-K of the Securities and Exchange Commission;

9. To have oversight authority to review Corporation policies and strategies pertaining to human capital management, including initiatives and programs related to diversity, equity, and inclusion.

10. To retain, in its sole discretion, and be directly responsible for the appointment, compensation and oversight of the work of, and receive from the Corporation appropriate funding, as determined by the Committee, of reasonable compensation to, any compensation consultant, independent legal counsel, or other adviser to the Committee after taking into consideration all factors relevant to that person's independence from management, including the following:

a. The provision of other services to the Corporation by the person that employs the compensation consultant, legal counselor, or other adviser;

b. The amount of fees received from the Corporation by the person that

employs the compensation consultant, legal counselor, or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counselor, or other adviser;

c. The policies and procedures of the person that employs the compensation consultant, legal counselor or other adviser that are designed to prevent conflicts of interest;

d. Any business or personal relationship of the compensation consultant, legal counselor, or other adviser with a member of the Committee;

e. Any stock of the Corporation owned by the compensation consultant, legal counselor, or other adviser; and

f. Any business or personal relationship of the compensation consultant, legal counsel, other adviser, or the person employing the adviser with an executive officer of the Corporation.

11. To take any action necessary and proper to enable it to perform the above functions.

The Committee shall report its actions and recommendations to the Board after each Committee meeting and shall conduct and present to the Board an annual performance evaluation of the Committee and its members. Once each year, the Committee shall review the adequacy of this charter and recommend any proposed changes to the Board for its approval.