



OLD REPUBLIC INTERNATIONAL CORPORATION

307 North Michigan Avenue, Chicago, Illinois 60601-5382 Tel 312/346-8100

A.C. Zucaro
Chairman &
Chief Executive Officer

TO: The Shareholders of Old Republic International Corporation

SUBJECT: 93rd Annual Meeting of the Shareholders

The annual meeting of the shareholders took place as scheduled at Old Republic's home office on May 27, 2016. Votes were received in person or by proxy for each of the four proposals presented for a vote by the shareholders. The proposals and related votes were as follows:

- Item 1: Election of the Directors
- The three nominees slated for election received a plurality of the votes cast
- Item 2: Ratification of the selection of an Independent Registered Public Accounting Firm
- A majority of shares were voted in approval of this selection
- Item 3: Vote on Executive Compensation
- A majority of shares were voted to approve this resolution
- Item 4: Shareholder Resolution for the Adoption by the Board of Directors of a "proxy access" bylaw
- A majority of shares were voted to approve this resolution for the "proxy access" change in the bylaws

Since the Board of Directors had recommended a vote against the resolution, it will re-examine this position in the context of its entire system of corporate governance, and in due course advise the shareholders of its decision.

At the 93rd meeting of the Shareholders, the Company's operating results and financial condition for the year ended December 31, 2015 and the latest quarter ended March 31, 2016 were reviewed, along with the Company's long term-term strategy for managing the business for the long run. The accompanying charts were discussed in these regards.

Respectfully submitted on behalf
of the Board of Directors,

Aldo C. Zucaro
Chicago, IL
May 27, 2016



*Our **Mission** is to provide quality insurance security and related services to businesses, individuals and public institutions, and be a dependable long-term steward of the trust that policyholders and shareholders place in us.*

**ANNUAL MEETING
OF SHAREHOLDERS**
May 27, 2016

Old Republic ranks among the nation's 50 largest publicly held insurance organizations.

Income Statement Summaries (\$ in Millions except per share data)

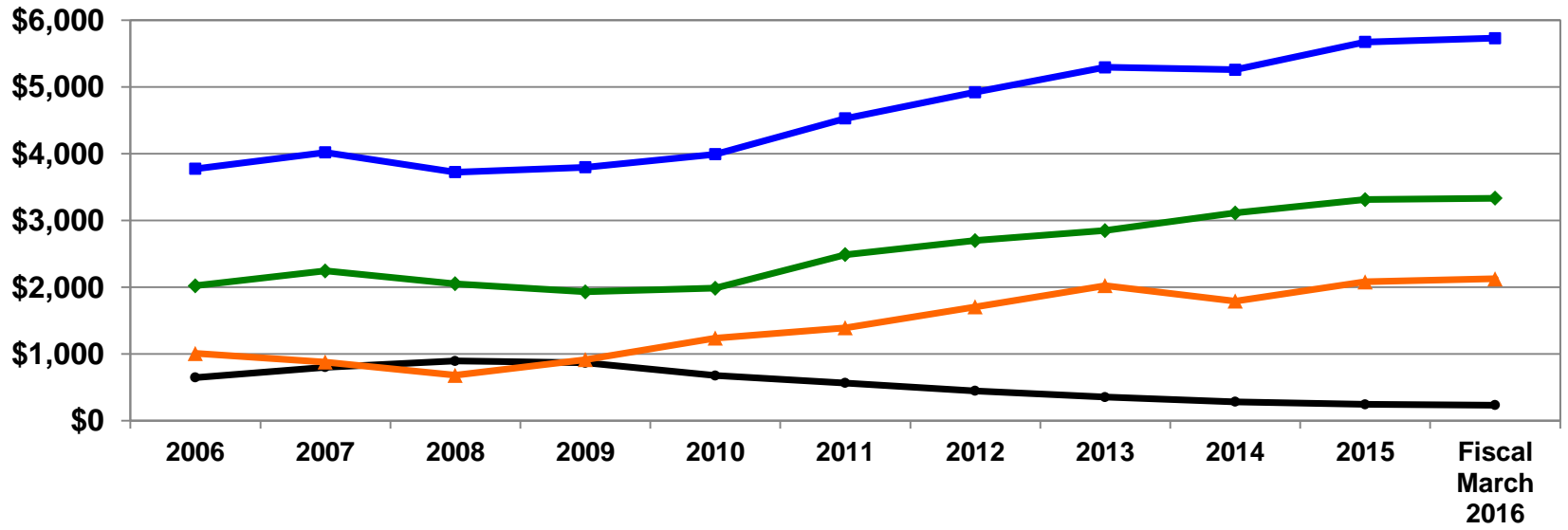
	Quarters Ended March 31,		Years Ended December 31,				
	<u>2016</u>	<u>2015</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>
Operating revenues:							
General insurance	\$ 824.6	\$ 803.0	\$ 3,313.3	\$ 3,113.5	\$ 2,849.9	\$ 2,699.4	\$ 2,488.6
Title insurance	483.6	436.6	2,080.7	1,791.6	2,025.6	1,707.1	1,391.8
Corporate and other	7.3	7.1	35.8*	70.0	65.6	68.3	84.8
Subtotal	<u>1,315.6</u>	<u>1,246.8</u>	<u>5,429.8</u>	<u>4,975.3</u>	<u>4,941.1</u>	<u>4,474.9</u>	<u>3,965.3</u>
RFIG run-off business	53.7	64.4	245.0	282.9	353.4	447.3	564.6
Total	<u>\$ 1,369.3</u>	<u>\$ 1,311.3</u>	<u>\$ 5,674.8</u>	<u>\$ 5,258.3</u>	<u>\$ 5,294.5</u>	<u>\$ 4,922.2</u>	<u>\$ 4,529.9</u>
Pretax operating income (loss):							
General insurance	\$ 87.0	\$ 82.0	\$ 336.4	\$ 221.3	\$ 288.3	\$ 261.0	\$ 353.9
Title insurance	21.4	15.9	166.8	99.5	124.3	73.8	36.2
Corporate and other	1.9	1.6	7.6	5.7	2.1	(2.7)	(14.6)
Subtotal	<u>110.4</u>	<u>99.6</u>	<u>511.0</u>	<u>326.7</u>	<u>414.7</u>	<u>332.1</u>	<u>375.5</u>
RFIG run-off business	27.7	35.2	29.4	10.3	110.0	(508.6)	(727.8)
Subtotal	<u>138.1</u>	<u>134.8</u>	<u>540.4</u>	<u>337.1</u>	<u>524.8</u>	<u>(176.4)</u>	<u>(352.2)</u>
Income taxes (credits) on operations	43.9	43.6	177.7	104.3	173.2	(76.6)	(133.7)
Net operating income (loss)	<u>94.2</u>	<u>91.1</u>	<u>362.7</u>	<u>232.7</u>	<u>351.6</u>	<u>(99.7)</u>	<u>(218.5)</u>
Realized investment gains (losses) from actual transactions, net of taxes (credits)	28.7	12.2	59.3	177.0	96.2	31.2	110.7
Net income (loss) from consummated transactions	122.9	103.4	422.1	409.7	447.8	(68.5)	(107.8)
Investment gains (losses) from mark-to-market adjustments, net of deferred taxes (credits)	-	-	-	-	-	(0.1)	(32.6)
Net income (loss)	<u>\$ 122.9</u>	<u>\$ 103.4</u>	<u>\$ 422.1</u>	<u>\$ 409.7</u>	<u>\$ 447.8</u>	<u>\$ (68.6)</u>	<u>\$ (140.5)</u>
Net income (loss) per share:							
Net operating income (loss)	\$ 0.33	\$ 0.32	\$ 1.28	\$ 0.84	\$ 1.25	\$ (0.39)	\$ (0.86)
Actual realized investment gains (losses)	0.10	0.04	0.20	0.60	0.32	0.12	0.44
Subtotal	<u>0.43</u>	<u>0.36</u>	<u>1.48</u>	<u>1.44</u>	<u>1.57</u>	<u>(0.27)</u>	<u>(0.42)</u>
Mark-to-market gains (losses)	-	-	-	-	-	-	(0.13)
Total	<u>\$ 0.43</u>	<u>\$ 0.36</u>	<u>\$ 1.48</u>	<u>\$ 1.44</u>	<u>\$ 1.57</u>	<u>\$ (0.27)</u>	<u>\$ (0.55)</u>

* Reflects the transfer of accident insurance business from a life and accident subsidiary to a general insurance affiliate resulting in a \$26.4 reduction in premiums during 2015.

Trends in Segmented Consolidated Results Per Share

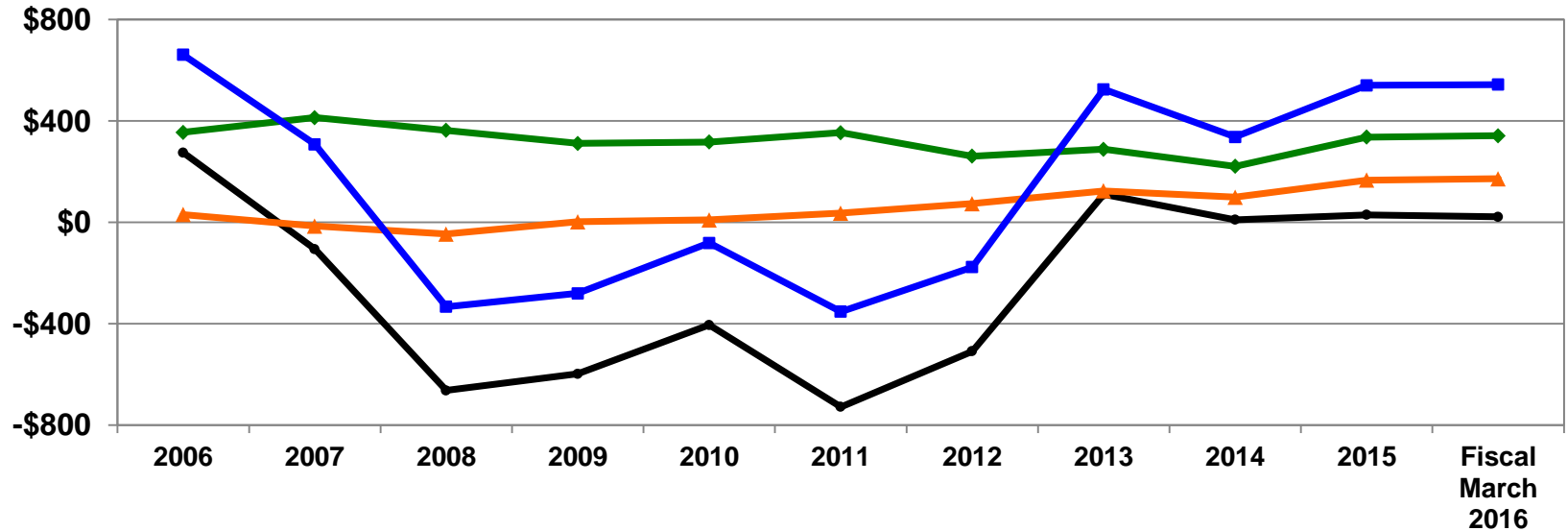
	Quarters Ended March 31,		Years Ended December 31,				
	<u>2016</u>	<u>2015</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>
Components of diluted earnings per share:							
Net operating income (loss)							
General insurance	\$ 0.20	\$ 0.19	\$ 0.76	\$ 0.52	\$ 0.67	\$ 0.72	\$ 0.95
Title insurance	0.05	0.03	0.37	0.22	0.28	0.18	0.10
Corporate and other	0.02	0.02	0.08	0.08	0.06	-	(0.04)
Subtotal	0.27	0.24	1.21	0.82	1.01	0.90	1.01
RFIG run-off business	0.06	0.08	0.07	0.02	0.24	(1.29)	(1.87)
Total	0.33	0.32	1.28	0.84	1.25	(0.39)	(0.86)
Net realized investment gains (losses)	0.10	0.04	0.20	0.60	0.32	0.12	0.31
Net income (loss)	\$ 0.43	\$ 0.36	\$ 1.48	\$ 1.44	\$ 1.57	\$ (0.27)	\$ (0.55)
Consolidated diluted earnings per share:							
Net operating income (loss)	\$ 0.33	\$ 0.32	\$ 1.28	\$ 0.84	\$ 1.25	\$ (0.39)	\$ (0.86)
Net realized investment gains (losses)	0.10	0.04	0.20	0.60	0.32	0.12	0.31
Net income (loss)	\$ 0.43	\$ 0.36	\$ 1.48	\$ 1.44	\$ 1.57	\$ (0.27)	\$ (0.55)
Cash dividends paid per share	\$ 0.1875	\$ 0.1850	\$ 0.7400	\$ 0.7300	\$ 0.7200	\$ 0.7100	\$ 0.7000

Segmented Operating Revenue Trends (\$ in Millions)



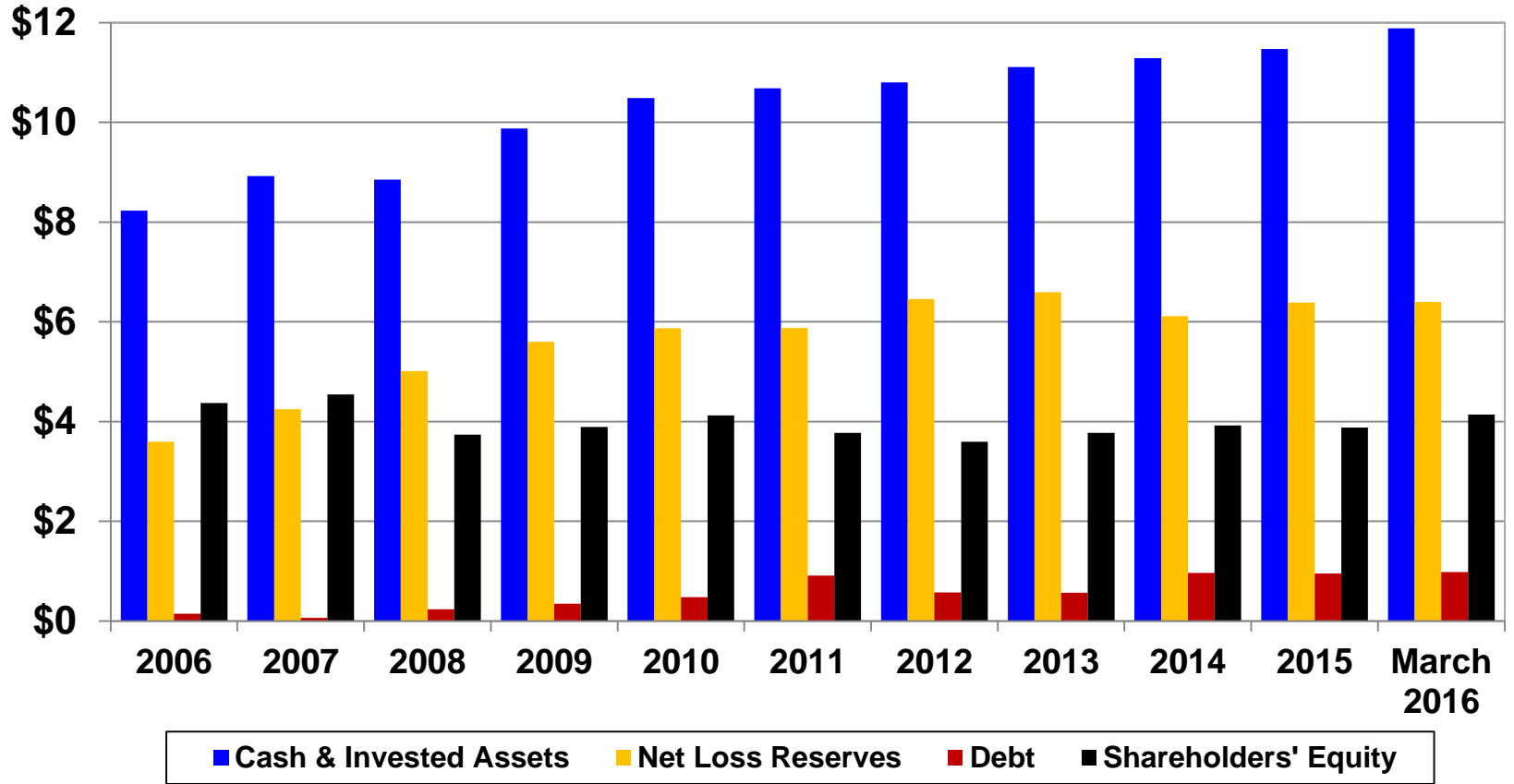
Operating Revenues:	Years Ended December 31,					Fiscal March 2016	% Change 2011 - 2016
	2011	2012	2013	2014	2015		
General	\$ 2,488.6	\$ 2,699.4	\$ 2,849.9	\$ 3,113.5	\$ 3,313.3	\$ 3,334.9	34.0%
Title	1,391.8	1,707.1	2,025.6	1,791.6	2,080.7	2,127.6	52.9%
Corporate & Other	84.8	68.3	65.6	70.0	35.8	35.9	-57.7%
RFIG Run-off	564.6	447.3	353.4	282.9	245.0	234.3	-58.5%
Consolidated	\$ 4,529.9	\$ 4,922.2	\$ 5,294.5	\$ 5,258.3	\$ 5,674.8	\$ 5,732.9	26.6%

Segmented Pretax Operating Income (Loss) Trends (\$ in Millions)



	Years Ended December 31,					Fiscal March 2016	% Change 2011 - 2016
	2011	2012	2013	2014	2015		
Pretax Operating Income (Loss):							
General	\$ 353.9	\$ 261.0	\$ 288.3	\$ 221.3	\$ 336.4	\$ 341.5	-3.5%
Title	36.2	73.8	124.3	99.5	166.8	172.3	376.0%
Corporate & Other	(14.6)	(2.7)	2.1	5.7	7.6	8.1	155.5%
RFIG Run-off	(727.8)	(508.6)	110.0	10.3	29.4	21.9	103.0%
Consolidated	\$ (352.2)	\$ (176.4)	\$ 524.8	\$ 337.1	\$ 540.4	\$ 543.8	254.4%

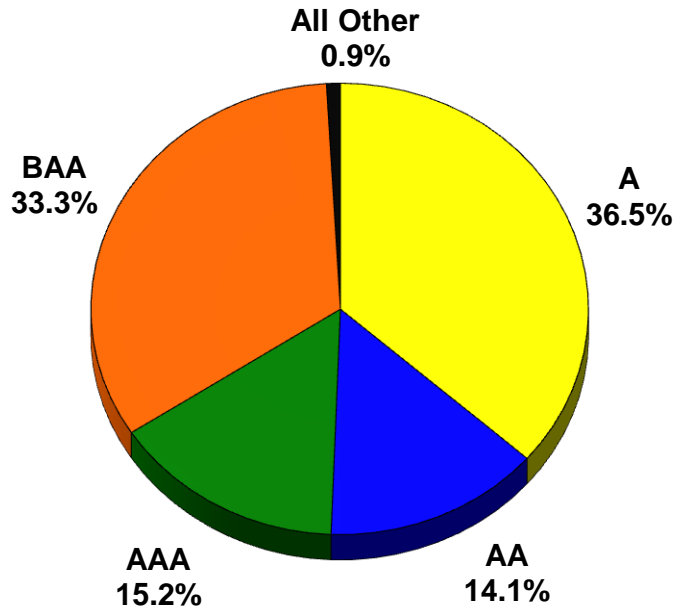
Investments, Debt, and Shareholders' Equity Trends (\$ in Billions)



Investments: Funding Liabilities & Protecting Capital

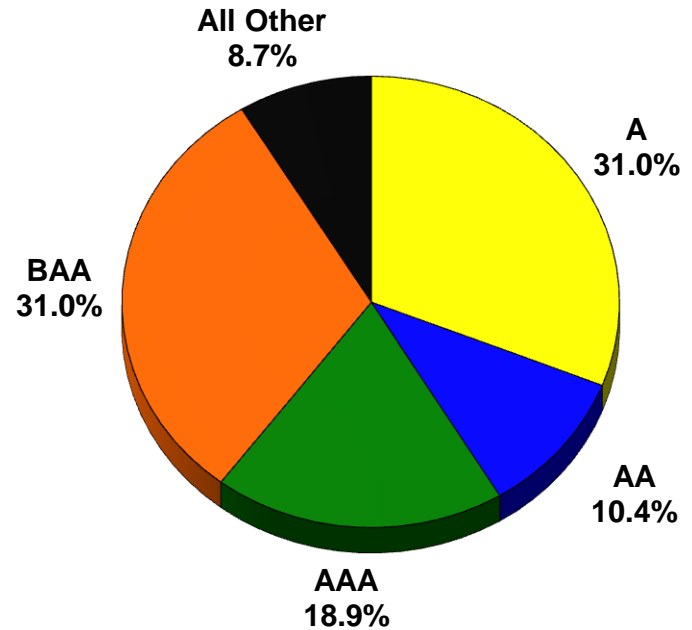
Credit Quality Distribution of Fixed-Maturity Securities

December 31, 2011



Average Quality Rating: A

March 31, 2016



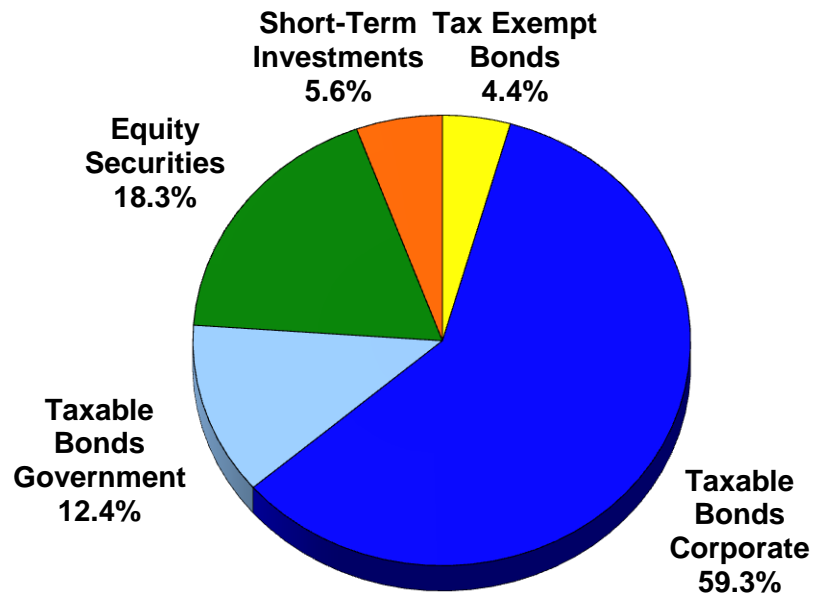
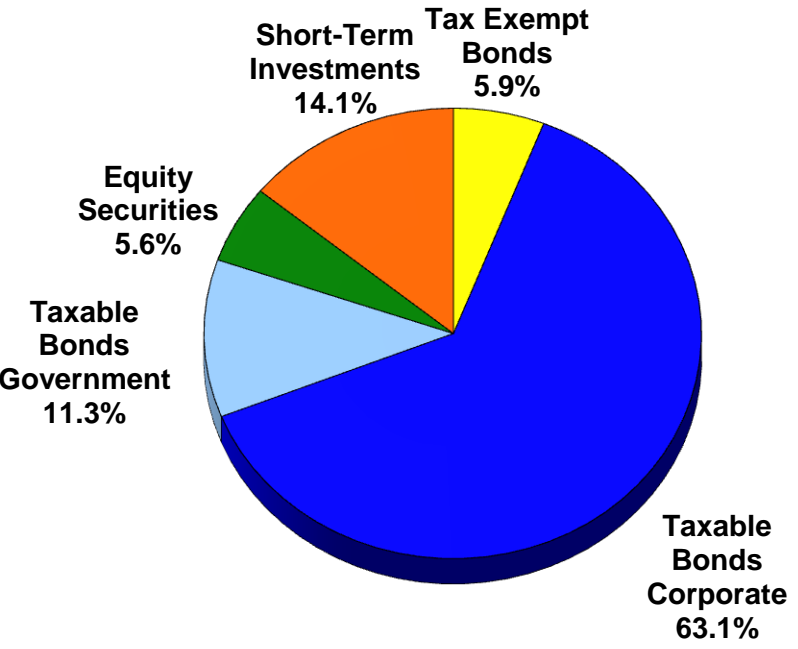
Average Quality Rating: A

Investments: Funding Liabilities & Protecting Capital (cont'd)

Investment Portfolio Composition

December 31, 2011

March 31, 2016



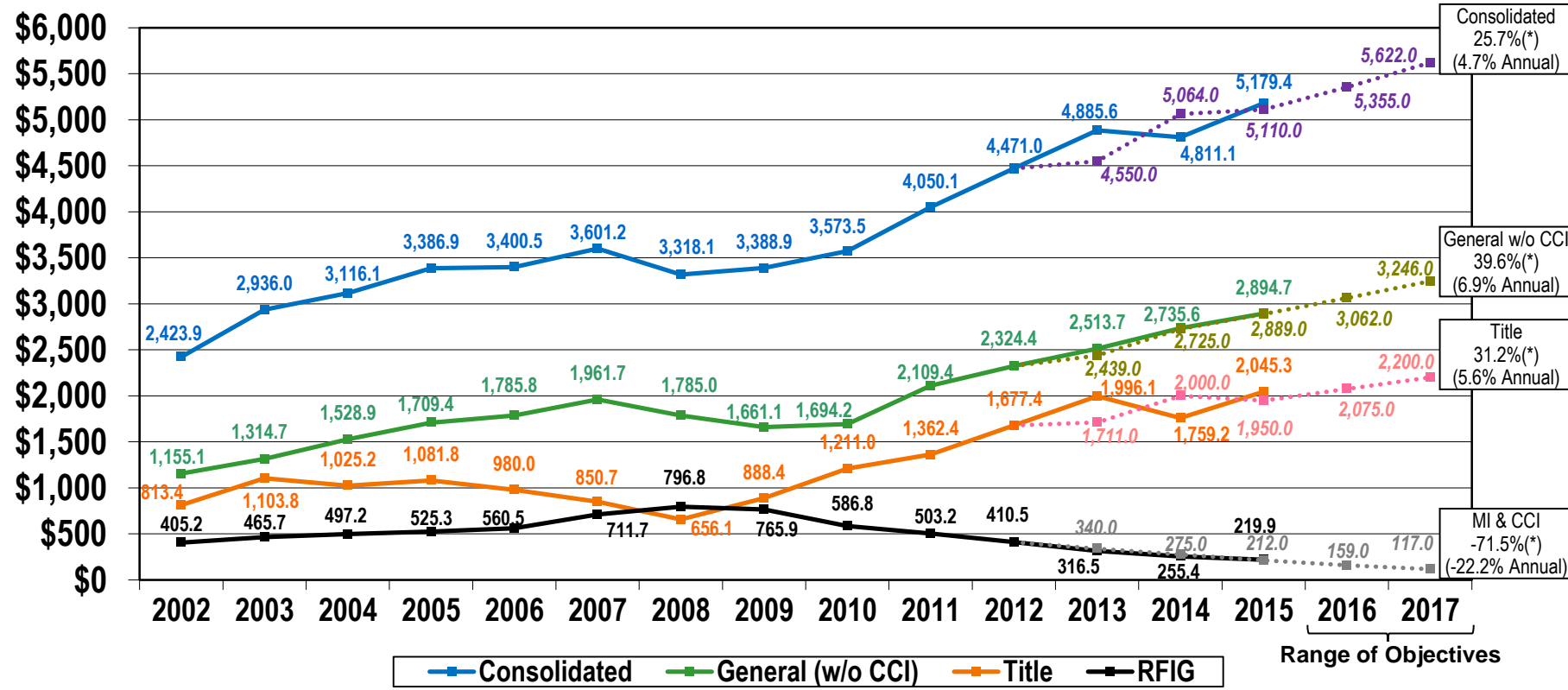
- Emphasize corporate objectives through:
 - Recalibration of capital accounts
 - Organic growth and targeted acquisition initiatives

	Ranges of Current Long-Term Objectives	Actual As of March 31, 2016*	Actual as of December 31,*				
			2015	2014	2013	2012	2011
General Insurance	85.0% - 90.0%	76.3%	74.5%	74.2%	81.7%	83.1%	79.3%
Housing Title	12.5% - 15.0%	12.9%	13.1%	12.9%	13.6%	13.2%	11.0%
RFIG Run-off	0.0%	5.5%	5.1%	4.2%	-0.3%	-1.4%	4.5%
Life & Accident	2.5% - 2.5%	1.1%	1.1%	1.6%	2.1%	2.4%	2.4%
Total Segments		95.8%	93.8%	92.9%	97.1%	97.3%	97.2%
Other (**)		4.2%	6.2%	7.1%	2.9%	2.7%	2.8%
		100.0%	100.0%	100.0%	100.0%	100.0%	100.0%

* Percentages are based on inclusion of all capital instruments.

** Represents amounts for non-insurance underwriting operations and general corporate services.

Net Premiums and Fees Earned Trends: Where We've Been / Where We'd Like and Aim To Go



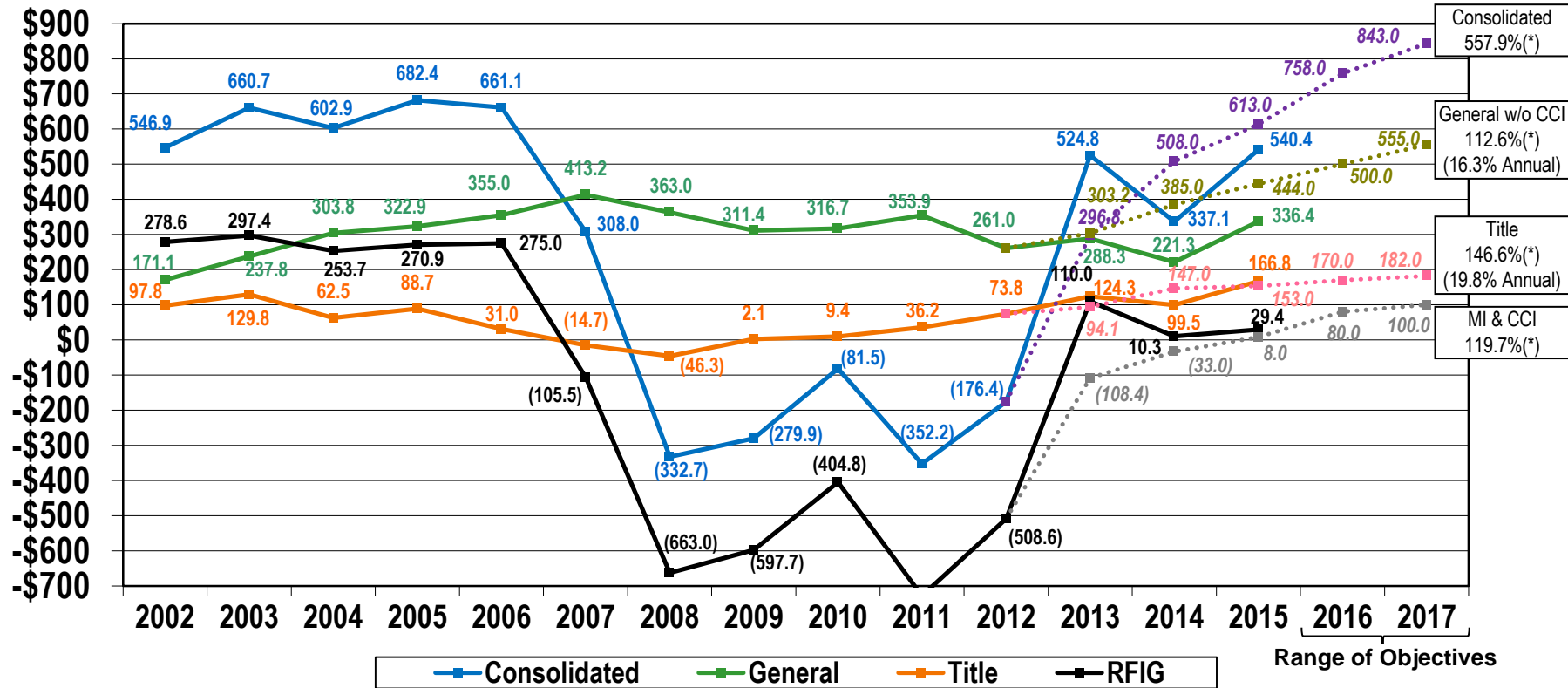
Balance of Business / Long-Term Operating Margin Trends*

<u>Years Ended December 31.</u>	<u>General (**)</u>	<u>Title</u>	<u>Subtotal</u>	<u>RFIG Run-off (**)</u>	<u>Consolidated</u>
2006	19.9%	3.2%	14.0%	49.1%	19.4%
2007	21.1%	-1.7%	14.2%	-14.8%	8.6%
2008	20.3%	-7.1%	13.0%	-83.2%	-10.0%
2009	18.7%	0.2%	12.3%	-78.0%	-8.3%
2010	18.7%	0.8%	11.2%	-69.0%	-2.3%
2011	16.8%	2.7%	11.2%	-144.6%	-8.7%
2012	11.2%	4.4%	8.4%	-123.9%	-3.9%
2013	11.5%	6.2%	9.1%	34.8%	10.7%
2014	8.1%	5.7%	7.1%	4.0%	7.0%
2015	11.6%	8.2%	10.2%	13.4%	10.4%
Three Months Ended March 31.					
2015	11.7%	3.7%	8.7%	60.6%	11.3%
2016	12.1%	4.5%	9.1%	57.9%	11.1%
Latest 5 Years' Average	11.8%	5.4%	9.2%	-43.3%	3.1%
Latest 10 Years' Average	15.8%	2.2%	11.1%	-41.1%	2.3%
OBJECTIVES 2016-2017	15%-20%	5%-7%	XX	XX	12%-15%

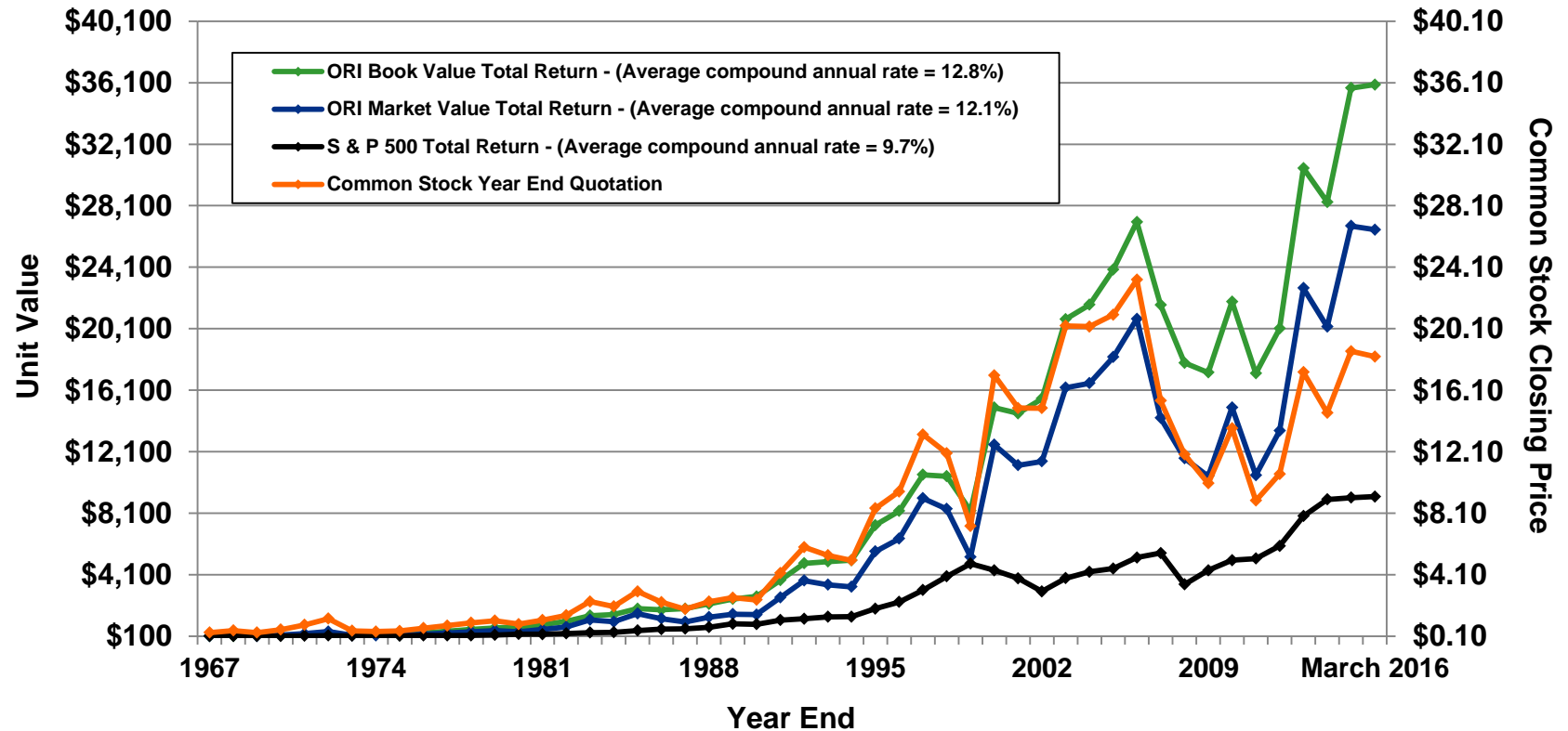
* Pretax operating income (loss) as a percentage of net premiums and fees earned.

** Proforma results reflect the reclassification of General Insurance Consumer Credit Indemnity run-off business to RFIG Run-off for all periods presented.

Pretax Operating Income (Loss) Trends: Where We've Been / Where We'd Like and Aim To Go



Old Republic's Long Run Performance: Book and Market Return vs. S & P 500



The chart compares the total book and market value returns through March 31, 2016 of \$100 invested at year-end 1967 in Old Republic common stock (with each year's cash dividend reinvested in the Company's shares at then-current market value, respectively) with the S&P 500 and its cash dividends reinvested in this index.