

Nominating and Corporate Governance Committee Charter

Purpose

The purpose of the Board's Nominating and Corporate Governance Committee ("the Committee") is to (a) establish criteria for Board member selection and retention, (b) identify individuals qualified to become Board members, (c) recommend to the Board individuals to be nominated or re-nominated for election as directors, (d) recommend directors for appointment to one or more of the Board's Standing Committees, (e) oversee the evaluation of the Board and management and (f) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company. The Committee is also charged with establishing the evaluation criteria and implementing an evaluation process applied by the Board and each Committee in its self-evaluation process.

Composition

The Nominating and Corporate Governance Committee will consist of at least three members of the Board of Directors. The Committee will recommend to the Board for appointment members to serve on and chair the Committee. Committee members may be replaced in accordance with the Company's Amended and Restated Bye-laws.

The Committee consists of "independent directors" in accordance with the applicable director independence standards of the New York Stock Exchange ("NYSE") and the rules and regulations of the United States Securities Exchange Commission ("SEC") as currently in effect.

Meetings

The Nominating and Corporate Governance Committee shall meet at least two times a year. Additional meetings may occur as the Committee or its Chairperson deems advisable. The Chairperson of the Committee shall be responsible for establishing the agenda for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. Committee members will be furnished with copies of the minutes of each Committee meeting. The Committee shall make regular reports to the Board.

The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

Authority

The Nominating and Corporate Governance Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate. The Committee may obtain advice and assistance from such internal and external advisors as it deems appropriate in connection with the discharge of its duties, and will have the sole authority to retain and terminate any search firm to be used to identify director candidates on behalf of the Company. Any communications between the Committee and legal counsel in the course of obtaining legal advice on Committee matters will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of such communications.

To the extent not otherwise inconsistent with its obligations and responsibilities, the Committee may form subcommittees of independent directors and delegate authority hereunder as it deems appropriate.

The Company will provide for appropriate funding, as determined by the Committee, for payment of i) compensation to any advisers employed by the Committee and ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Responsibilities

The Nominating and Corporate Governance Committee will carry out the following responsibilities:

1. Recommend director candidates as being considered fit and proper to provide a diverse and appropriate balance of members with experiences, qualifications, attributes or skills necessary to oversee a publicly traded, financially complex, growth oriented, international organization using the following guidelines:
 - a. The Committee will determine what types of backgrounds are needed to strengthen and balance the Board taking into consideration candidates from a variety of professional disciplines and business ventures that can provide diverse perspectives on the Company's operations and will nominate candidates to fill vacancies accordingly;
 - b. The Committee will review candidates including those recommended by the Chief Executive Officer, other members of the Board, and recommendations made by shareholders according to the Shareholder Recommendation Procedure described below. The Committee shall consider, where appropriate, the independence of each candidate;
 - c. The Committee will take into account several factors including, but not limited to:
 - i. Integrity, honesty and accountability;
 - ii. Successful leadership experience and strong business acumen;
 - iii. Forward-looking, strategic focus;
 - iv. Collegiality;
 - v. Independence and absence of conflicts of interests; and
 - vi. Ability to devote necessary time to meet director responsibilities;
 - d. The Committee will ultimately recommend nominees that it believes will enhance the Board's ability to manage and direct, in an effective, sound and prudent manner, the affairs and business of the Company.
2. Recommend to the Board those directors to be selected for membership on the various Board committees. Consideration will be given to:

- a. The qualifications for membership on each committee, particularly the Audit Committee which has specific requirements for independence and financial experts, and the Human Resources Committee regarding “non-employee / outside director”-status;
 - b. The extent to which there should be a policy of periodic rotation of directors among the committees; and
 - c. Any limitations on the number of consecutive years a director should serve as a member of the Board or any committee of the Board.
3. Recommend to the Board that individual directors be designated as chairs of the various committees.
 4. The Committee shall oversee an orientation and continuing education program for directors meeting the requirements set forth in the Company’s Corporate Governance Guidelines and Code of Conduct and Business Ethics. The Committee shall oversee the Company’s corporate governance practices and procedures and from time to time determine whether any changes to the Company’s Corporate Governance Guidelines should be recommended for approval by the Board.
 5. The Committee will establish the evaluation criteria and implement an annual evaluation process, as it deems appropriate, for each of the Company’s committees and the Board and present its findings to the Board.
 6. The Committee will perform such other activities consistent with this Charter, the Company’s Amended and Restated Bye-laws, the Company’s Corporate Governance Guidelines and applicable standards of the NYSE and the rules and regulations of the SEC as the Committee or the Board deems necessary or appropriate.

Shareholder Recommendation Procedure

A shareholder may recommend a director only by complying with the requirements of the Company’s Amended and Restated Bye-Laws (including paragraph (4) of Bye-Law 22 thereunder) using the following procedure. For the avoidance of doubt, the procedures described herein shall not in any way

limit the requirements for nomination of directors set forth in the Company's Amended and Restated Bye-Laws.

1. A notice should be sent to:

Argo Group International Holdings, Ltd.
c/o Craig S. Comeaux, Secretary
110 Pitts Bay Road
Pembroke HM 08, Bermuda

2. In addition to any other information required by the Company's Amended and Restated Bye-Law or as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as a director of the Company, the notice must include:

- a. The name and record address of the shareholder who intends to make the nomination and the name, age, business address, residence address and principal occupation or employment of the person or persons to be nominated;
- b. The class and number of shares of capital stock of the Company which are beneficially owned by the nominating shareholder, and a representation that the nominating shareholder is a shareholder of record of the company's stock entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice;
- c. A description of all arrangements or understandings between the shareholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the shareholder;
- d. The class and number of Common Shares of the Company beneficially owned by the person or persons to be nominated, and such other information regarding each nominee proposed by such shareholder as would be required to be included in a proxy statement filed pursuant to the proxy rules of the United States Securities and Exchange Commission, had the nominee been nominated, or intended to be nominated, by the Board; and
- e. The consent of each nominee to serve as a director of the Company if so elected.

The presiding officer of the annual meeting of shareholders may refuse to acknowledge the nomination of a director by a shareholder not made in compliance with the foregoing procedure.

Other Responsibilities

- Perform other activities as requested by the Board of Directors.
- Annually review the performance of the Nominating and Corporate Governance Committee and recommend any proposed changes to the Board.

Charter Considerations

- Exceptions or Waiver

None

- Revision

The Nominating and Corporate Governance Committee shall, with the assistance of the designated legal counsel, review and assess the adequacy of this charter annually and recommend all necessary major changes to the Board in due course for consideration and adoption.

- Adoption

This Charter and any change made during the reviews shall be adopted by resolution of the Board.