

Argo Group International Holdings, Ltd.
Equity Ownership Guidelines
for
Executives and Directors
February 16, 2016

Purpose

Consistent with the Company's commitment to sound corporate governance principles, the Board of Directors of Argo Group International Holdings, Ltd. adopted these Equity Ownership Guidelines effective as of February 11, 2008 and amended them effective as of August 7, 2012, August 4, 2015 and February 20, 2017. These Guidelines function as an important part of the Company's executive and director compensation programs and further align the economic interests of the Company's executives and directors with those of its shareholders. The Guidelines apply to all non-employee directors and all participants in the Company's executive compensation plans and shall be administered by the Company.

Guidelines

1. Non-Employee Directors shall hold Equity pursuant to these Guidelines with a value equal to or greater than three times the annual retainer received for service on the Company's Board of Directors in the preceding year.
2. Participants in the Company's executive compensation plans shall hold Equity with a value equal to or greater than each participant's Base Salary multiplied by the factor shown below for each participant's compensation band.

Band 1:	5.00 x Base Salary
Band 2:	2.50 x Base Salary
Band 3:	2.00 x Base Salary
Band 4:	1.00 x Base Salary
Band 5:	0.50 x Base Salary

Measuring Equity Holdings

1. For purposes of these Guidelines, the term "Equity" means the value of shares of common stock beneficially owned by or on behalf of an individual or an immediate family member residing in the same household, including stock held in trusts or IRS approved plans.
2. For purposes of these Guidelines:

- a. Base Salary shall be determined initially as of the effective date of these Guidelines and, for all subsequent periods, as of the first business day of the second quarter of each succeeding year.
- b. The value of each common share shall be deemed to be the book value per common share of the Company's stock as of the effective date of these Guidelines, and thereafter the greater of either the market value or the book value per common share of the Company's stock as of the first business day of the second quarter of each succeeding year.

Compliance

1. Compliance with these Guidelines shall be measured as of the first business day of the second quarter for each year.
2. Non-employee directors must retain 100% of their Equity until the guideline ownership level is attained and thereafter, Equity sufficient in value to comply with these guidelines.
3. Participants in the Company's executive compensation plans must retain 50% of their Equity until the guideline ownership level is attained and thereafter, Equity sufficient in value to comply with these guidelines.
4. Non-employee directors and participants in the Company's executive compensation plans shall be required to give written notice to the Company's Legal Department concurrent with any transfer or sale of Equity for purposes of monitoring compliance with these Guidelines.

Hardship Modifications and Exemptions

1. Where compliance with these Guidelines would place an undue hardship or burden on a participant or where unforeseen circumstances make compliance with the Guidelines impracticable or impossible, these Guidelines may be modified or suspended on a case-by-case basis.
2. All requests for modification or suspension of the Guidelines must be submitted in writing to the Company's Legal Department for action as set out below.
3. Compensation Bands 3 – 5. Requests submitted by participants in Bands 3 – 5 of the Company's executive compensation plans shall be forwarded by the Company's Legal Department directly to the President of the Company for final determination.
4. Compensation Band 2. Requests by participants in Band 2 of the Company's executive compensation plans shall be transmitted by the Company's Legal Department directly to the President of the Company for final determination, with

a copy of the request and any final determination on same provided to the Chairman of the Human Resources Committee.

5. Compensation Band 1. Requests by participants in Band 1 of the Company's executive compensation plans shall be transmitted by the Company's Legal Department directly to the Chairman of the Human Resources Committee for final determination by the Human Resources Committee.
6. Requests by Non-Employee Directors shall be transmitted by the Company's Legal Department directly to the Chairman of the Human Resources Committee for final determination by the Human Resources Committee.