

Code of Conduct & Business Ethics

Rationale

It is Argo Group International Holdings, Ltd. policy to apply the standards set forth in this Code of Conduct & Business Ethics Policy (the “**Code**”) to all board members, controllers, officers, third-party providers (collectively defined herein as “**key functionaries**”), and employees when conducting business to ensure that all actions are at all times fair, ethical and legal. Business is to be effectively directed and managed, and conducted in a sound and prudent manner with integrity, due care, and the professional skills that are appropriate. Any conduct that might raise questions or cast doubt regarding ethical or legal conduct must be avoided.

Background

Both as a matter of policy and to assure compliance with all applicable laws and regulations of jurisdictions in which Argo Group International Holdings, Ltd., its subsidiaries and affiliates (collectively referred to as “**Argo Group**” or “the **Company**”) conduct business, the Company is committed to creating and fostering a suitable environment for sound and prudent business conduct, free of unethical and fraudulent activity. This Code sets out the basic principles which are to be followed by key functionaries and employees in order to achieve this goal. These principles are subject to further specification in the respective Policy and Procedural Guidelines, which address each topic in greater detail. Given that Argo Group is domiciled in Bermuda and the Bermuda Monetary Authority (the “**BMA**”) being its Group Supervisor, this Code is based on the laws and regulations of Bermuda. In case any local law or regulation of a Country in which Argo Group or any of its affiliate conducts business deviates from these “minimum” principles, the more stringent version applies. Complementing this Code is Argo’s Employee Handbook(s), which provides additional details on employee related matters, further specified in supporting directives, conventions, and protocols.

1. Compliance with Laws, Rules and Regulations

Obeying the law, rules and regulations, both in letter and in spirit, is the foundation on which the Company’s ethical standards are built. All key functionaries and employees must comply with the

applicable laws, rules and regulations of the states and countries in which the Company operates. Although each key functionary and employee cannot be expected to know the details of every law, rule and regulation applicable to the Company, a working familiarity with the legal and regulatory framework associated with their role and activities is important in order to enable individuals to determine when additional advice and guidance should be sought.

2. Conflicts of Interest

A “conflict of interest” exists when a person’s private interest in any way interferes, (or might appear to interfere), with the business interests of the Company, its shareholders and its policyholders. A conflict situation can arise when a key functionary or employee takes actions or has interests that may make it difficult to perform his or her work-related duties objectively and effectively. Conflicts of interest may also arise when a key functionary or employee, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company or any of its affiliates (Outside Financial Interest).

It is a conflict of interest for any of the Company’s key functionaries or employees to hold a position in a business or professional enterprise which compromises or interferes with the performance of such person’s duties or which involves obligations which may conflict with the interest of the Company or any of its affiliates, shareholders, or policyholders (Outside Employment).

Conflicts of interest are prohibited as a matter of Company policy unless an exemption is granted for good cause in the sound discretion of the Board of Directors.

3. Insider Trading

All non-public information about Argo should be considered confidential information. Key functionaries and employees who have access to confidential information about Argo Group are not permitted to use or share that information for purposes of trading in the securities of Argo Group (or any other entity) or for any other purpose unrelated to the conduct of the Company’s business. To use non-public information for personal financial benefit or to “tip” others who might make an investment decision on the basis of this information is not only unethical, but illegal.

4. Corporate Opportunities

Key functionaries and employees are prohibited from taking for themselves opportunities that come to their attention as a result of their position with the Company without the consent of the Board of Directors. No key functionary and employee may use company property, information, or position for personal gain, and no such person may compete with the Company or any of its affiliates directly or indirectly. Key functionaries and employees owe a duty to the Company to advance the Company's business interests over their own whenever the opportunity to do so arises.

5. Proper Business Conduct, including Anti-Trust and Competition & Anti-Bribery and Corruption & Gifts and Entertainment

The Company believes that sound and prudent business conduct will enable it to outperform its competition fairly and honestly. It pursues competitive advantages through superior performance, never through unethical or illegal business practices. Using proprietary, confidential, privileged or sensitive information obtained without the owner's consent, or inducing such disclosures by third parties or a competitor's past or present employees, is prohibited. Each key functionary and employee should respect the rights of and deal fairly with all customers, suppliers, competitors and employees. No key functionary or employee should take unfair advantage of anyone through manipulation, concealment, abuse of confidential or sensitive information, misrepresentation of material facts, or any other illegal trade practice.

No key functionary or employee is permitted to engage in price fixing, bid rigging, improper allocation of markets or customers, collusion, reciprocal dealings with suppliers or customers, or any similar illegal, anti-competitive or fraudulent activities.

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers, vendors or other counterparties. Key functionaries and employees shall exercise care and discretion to ensure that their business decisions are made solely on the basis of the Company's best interest, and that any business courtesy extended or given does not influence or appear to influence the outcome of such decisions.

6. Political Contributions

In support of the democratic process, the Company encourages its key functionaries and employees to exercise their rights and participate as individuals in the political process, but such activity should always be kept separate from their work. If an individual is engaged in a political activity of any kind, he or she must be careful not to use the name or any resources of the Company in furtherance of such activity, and ensure that such activities do not adversely affect any business relationships of the Company. An individual's personal and lawful political contributions will not influence their compensation, job security, or the opportunity for advancement.

The Company will comply with all laws and regulations concerning lobbying and will only make contributions to political candidates or parties to the extent permitted by applicable law.

7. Workplace

The Company recognizes and appreciates the importance of maintaining a respectful workplace.. We strive to create and maintain, and, if need be, enforce, a work environment that provides for equal opportunity to all individuals, freedom from discrimination and harassment, safe and healthy working conditions, and protection of personal activities, such as political activities and contributions, charitable activities, and solicitations, as long as they do not conflict with or contradict the Company's interests.

The Company's key functionaries and employees and the diversity they bring to the Company are among the most important assets of the Company and critical to its success. The Company is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment based on race, color, religion, sex, national origin or any other legally protected class.

The Company strives to provide a safe and healthy environment for its key functionaries, employees and customers. Each employee and key functionary has responsibility for maintaining a safe and healthy workplace by following environmental, safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. Violence and threatening behavior are not permitted. Common areas have been provided for the convenience of all employees and visitors. Each individual making use of the facilities is responsible for maintaining them in safe and healthy condition.

Key functionaries and employees are expected to perform their Company related work in a safe manner, free of the influences of alcohol, illegal drugs or controlled substances. The use of alcohol or illegal drugs

in the workplace will not be tolerated, provided that alcoholic beverages may be made available to Company employees at Company sponsored events during which Company employees are expected to reasonably limit their consumption of such beverages. Furthermore, the use of tobacco products is prohibited, except in designated areas.

The Company promotes business attire that portrays professionalism, businesslike appearance, and is appropriate for the occasion. Clothing shall be chosen based on the appropriateness of the work environment and whether the attire would be considered acceptable within our line of business.

In certain locations, the Company issues a security card, identification card and/or access cards or keys for the purpose of providing access to its business premises. The recipient is expected to keep these in his/her possession and treat them as one would other Company property. Security cards, identification cards and/or access cards or keys should never be given, by the person to which were issued, to another person. Furthermore, permissible access is generally limited to key functionaries, employees or selected third parties, and to family members on special occasions only.

8. Environmental

The Company expects its employees and key functionaries to comply with all applicable environmental laws and regulations.

9. Company Records, Data Protection and Disclosures

All of the Company's books, time cards, expense reports, accounts, records, contract reports and financial reports must be maintained in an accurate, timely and auditable manner in conformity with generally accepted accounting and statutory accounting principles. The Company requires honest, accurate and timely recording and reporting of information in order to make responsible business decisions.

All of the Company's books, records, accounts and financial statements must appropriately reflect the Company's transactions, must be timely disclosed in accordance with any applicable laws or regulations and must conform both to applicable legal requirements and to the Company's system of internal controls. No record or entries may be made which intentionally conceals or distorts the true nature of any transaction.



ARGO GROUP

The Company is required to make full, fair, accurate, timely and understandable disclosure in reports and documents it submits to the Bermuda Monetary Authority (Regulatory Disclosures) and in other communications it makes to the public (Public Disclosures). Therefore, it is imperative that all key functionaries and employees follow Argo Group's established procedures for the disclosure and reporting of certain types of information.

10. Corporate Communications

Within the framework of the applicable laws and regulations, the Company will engage in open, clear, consistent, accurate and appropriate communications with its internal and external stakeholders for the purpose of supporting trust and transparency. Public statements are made on the Company's behalf by designated spokespersons and by members of the executive management team, if so authorized. All inquiries by (securities) analysts, journalists, rating agencies or regulators formally or informally requesting information on the Company will be handled by the CEO or CFO, or any designated personnel.

11. Outsourcing

The Company manages its relationships with outsourced service providers, in accordance with local rules and regulations, including the Bermuda Monetary Authority's ("BMA") Code of Conduct, by establishing and maintaining within the Company adequate systems and controls that mitigate the risks associated with outsourcing activities. The Company will, when relying on a third party or other affiliated entities for the performance of operational functions which are critical for the performance of regulated activities, listed activities or ancillary services on a continuous and satisfactory basis, maintain oversight and accountability for these activities as if they were performed internally and subject to the Company's own standards for corporate governance and internal control and ensure that outsourcing service agreements include the applicable requirements for compliance with jurisdictional laws and regulations, cooperation with the BMA and timely access to data and records.

12. Confidentiality

Key functionaries and employees must maintain the confidentiality of proprietary, privileged or sensitive information entrusted to them by the Company or its customers or suppliers, except when disclosure is authorized or required by laws or regulations. Proprietary information includes all non-public information that might be of use to competitors or harmful to the Company, its affiliates or its employees, customers or suppliers if disclosed. It includes information that suppliers, customers and employees have entrusted



ARGO GROUP

to us. The obligation to preserve proprietary information continues even after service or employment ends.

13. Protection and Proper Use of Company Assets

Key functionaries and employees shall protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. All Company assets are to be used for legitimate Company purposes. Any suspected incident of fraud or theft should be immediately reported to the appropriate Company personnel for investigation.

The obligation of key functionaries and employees to protect the Company's assets includes the Company's proprietary information. Proprietary information includes business, marketing and service plans, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information is a violation of Company policy. It could also be illegal and result in civil or criminal penalties.

The Company makes considerable investments in technologies, to enable the conducting of state-of-the-art business with data systems that provide for high quality data security, integrity, and confidentiality of information. Appropriate use of the Company's hardware and software systems and applications must be maintained at all times, including, but not limited to electronic communications, internet usage, social computing, mobile devices, enterprise databases, physical security and environments and facility access.

14. Trade Issues and Money Laundering

From time to time, the Bermudian Authorities, the United States, other foreign governments and the United Nations have imposed boycotts and trading sanctions against various governments, entities and countries, which the Company and its key functionaries and employees are required to comply with, when applicable.

The legal and regulatory system of Bermuda, as well as those in the US, the UK, and other jurisdictions in which Argo Group conducts business, are committed to the prevention money laundering and terrorist financing which is connected to Bermuda or any other jurisdiction. Where a Bermuda company maintains branches or subsidiary operations in a country or territory other than Bermuda, it must require those branches or subsidiaries to apply, to the extent permitted by the law of country or territory where they are located, measures at least equivalent to those set out under Bermuda law / regulations with regard to



15. Reporting Illegal or Unethical Behavior

Key functionaries and employees are encouraged to notify and consult with the appropriate Company personnel about observed behavior which they believe may be illegal or a violation of this Code or any applicable Company Policy or Procedural Guideline, and to seek appropriate guidance when in doubt about the best course of action in a particular situation. It is the policy of the Company not to tolerate retaliation for reports of suspected or actual illegal or unethical behavior that are made in good faith by key functionaries or employees. Key functionaries and employees are expected to cooperate in internal investigations of suspected or actual illegal or unethical behavior.

For further details and guidance please refer to the Compliance Procedures of the Code below.

Compliance Procedures

All key functionaries and employees are expected to conduct themselves in accordance with this Code and to take prompt and consistent action to enforce it. However, not all situations will present a clear course of action towards this end, nor can every scenario that will arise be anticipated in advance by a specific written policy. In the event that such situation is encountered for which no express written guidance is available, prudent and diligent steps should be taken as needed by key functionaries and employees to address the issue.

Senior Management of the Company is responsible for the creation and maintenance of a working environment that fosters integrity and trustworthiness. Each member of the Senior Management team is accountable for the following:

- (a) To be vigilant in identifying and addressing any situation that could give the appearance of or actually result in unethical, dishonest or illegal activities;
- (b) To communicate and reinforce on a regular basis the Company's requirement that all key functionaries and employees conduct themselves in a manner consistent with this Code and its related Policies and Procedural Guidelines;
- (c) To promptly investigate and appropriately address any allegation or report of unethical or improper conduct by any person or organization that has a relationship with the Company;

- (d) To encourage those under his or her supervision to report promptly, without fear of retribution, any conduct or activity that creates an appearance of wrongdoing or impropriety; and
- (e) To take appropriate steps in coordination with Human Resources and / or the Company's Compliance and / or designated legal counsel, to discipline any individual responsible for unethical or improper conduct.

Each Key Functionary and employee must at all times:

- (a) Comply with all applicable laws, rules and regulations;
- (b) Protect, preserve and enhance the Company's business and assets using ethical and lawful means;
- (c) Be aware of and conduct themselves in accordance with the obligations imposed by this Code and seek guidance from appropriate Company personnel when additional clarification is required as to any ethical or legal question relating to the business of the Company;
- (d) Avoid situations which could result in or give the appearance of unethical, illegal, or otherwise improper activity by any party;
- (e) Counsel and advise others when their actions may be considered to be unethical or improper;
- (f) Report any unfair, unethical, dishonest or illegal business activity using the methods described in the Policies and Procedural Guidelines; and
- (g) Participate in regular continuing education and training programs provided by Compliance and / or designated legal counsel in cooperation with HR.

Authority, Responsibility and Accountability

Argo Group Board

- Approve the Code of Conduct & Business Ethics (“the Code”);
- Delegate to the CEO the day to day responsibility for the implementation and maintenance of the Code;
- Oversee compliance with the Code;
- Ensure a review of the Code is performed on an annual basis.

CEO

- Implement and maintain the Code;
- Ensure compliance with the Code;
- Report to the Company’s Board as required or appropriate regarding violations of the Code and recommend improvements to the Code if necessary;
- Designate and direct Compliance to assist in the development, implementation and maintenance of an appropriate control environment and related reporting systems;
- Ensure that Compliance is made available and utilized to provide guidance on matters relating to the Code.

Heads of Business Divisions, Business within the Divisions, and Corporate Departments

- Work with their respective Executives, Senior Management and all employees to promote and maintain awareness of the Code and its standards;
- As the first line of defense, establish procedures that are intended to ensure that all employees are complying and continue to comply with the Code ;
- Report immediately any breaches of Code to the relevant Business Division’s Executive, local Compliance Officer and/or designated legal counsel, and the appropriate Group Compliance employee and/or designated legal counsel;

- Provide timely and accurate information, as required by the applicable procedures, to the relevant Business Division's Executive, local Compliance Officer and/or designated legal counsel, and appropriate Group Compliance employee and/or designated legal counsel;
- Refer requests for interpretation and/or application of the Code to the relevant Business Division's Executive, local Compliance Officer and/or designated legal counsel, and the appropriate Group Compliance employee and/or designated legal counsel.

Compliance

- Assist in the development, implementation and maintenance of an appropriate control environment and related reporting systems;
- Review the Code at least annually;
- Provide appropriate continuing education and training programs and guidance as requested or required;
- Monitor compliance with the Code;
- Report to the CEO as required or appropriate;
- Maintain records relating to reported violations, investigations, and corrective actions;
- Maintain a record of all correspondence, regulatory inquiries and investigations relating to matters addressed by the Code.

Policy Considerations

- Exceptions or Waiver

Unless expressly provided otherwise in a specific Policy approved by the Company's Board, or one of its standing Committees, no waiver of this Code may be made without the approval of the Board of Directors. Any such waiver should be disclosed to the extent required by applicable law or regulation.

- Revision

Compliance shall review the Code at least annually and propose any recommended changes to the CEO. The CEO shall evaluate any proposed changes to this Code and take such steps as

- deemed necessary to bring such matters to the attention of the Board of Directors for consideration.

Adoption

This Code and all amendments to it shall be adopted by resolution of the Board.