

**HUMAN RESOURCES  
COMMITTEE CHARTER  
OF  
Argo Group International Holdings, Ltd.  
(the “Company”)**

**As adopted by the Board of Directors, effective August 6, 2021**

**Purpose**

The purpose of the Human Resources Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company is to (i) discharge the Board’s responsibilities relating to performance and compensation of the Company’s executive officers (defined as the Chief Executive Officer (“CEO”), and executives who report directly to the CEO) and non-employee directors; (ii) review and monitor the Company’s succession plans; and (iii) review and recommend to the Board compensation plans, policies and programs, as well as approve individual executive officer compensation intended to attract, retain and appropriately reward employees in order to motivate their performance in the achievement of the Company’s business objectives and align their interests with the long-term interests of the Company’s shareholders.

**Composition of the Committee**

The Committee shall be comprised of three or more directors appointed by the Board, each of whom meets the independence requirements of the New York Stock Exchange (the “NYSE”), the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the Company’s corporate governance guidelines. Each member of the Committee shall also qualify as a “non-employee director” under Section 16 of the Exchange Act. The Board’s Nominating and Corporate Governance Committee will recommend to the Board for appointment members to serve on and chair the Committee. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board. Committee members may be replaced consistent with changes in membership to the Board at any other time in the Board’s discretion, and in accordance with the Company’s Amended and Restated Bye-laws (the “Bye-laws”).

**Meetings**

The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities, but not less than four times per year. The Board shall designate one member of the Committee to serve as its chairperson. The chairperson will preside, when present, at all meetings of the Committee. The Committee will meet at such times as determined by its chairperson or as requested by any two of its members.

The Committee will review its evaluation of the performance of the CEO and his or her salary, incentive payment and equity compensation grant decisions with the Board in executive session. The CEO may not be present during voting or deliberations on the CEO’s compensation.

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 pursuant to the Company's By-laws. The Committee may invite to its meetings any officer, or such other persons as it deems appropriate to discharge its responsibilities.

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. The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute book.

### **Delegation**

The Committee may form and delegate authority to a subcommittee(s) consisting of one or more of its members as appropriate or as otherwise permitted by the terms of any compensation or program, policy, agreement or arrangement approved by the Committee or the Board.

### **Authority**

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other advisor (a "Committee Advisor") as it deems appropriate to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall be directly responsible for appointing, compensating and overseeing the work of any Committee Advisor retained by the Committee. To the extent required by NYSE rules, the Committee shall assess the independence of any Committee Advisor taking into account the factors specified by applicable NYSE rules. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company and shall have full, unrestricted access to Company books, records and facilities.

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

### **Duties and Responsibilities**

In furtherance of its purpose, the Committee shall:

1. Review and approve annually corporate goals and objectives relevant to the CEO's compensation, evaluate at least annually the CEO's performance in light of those goals and objectives and, either as a Committee or together with the other directors who meet the independence requirements of the NYSE (as directed by the Board), determine and approve the CEO's compensation, including salary, annual bonus, incentive awards and perquisites, based on this evaluation. In determining the long-term incentive component of the CEO's

compensation, the Committee shall consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years.

2. Review and determine the compensation of the Company's executive officers other than the CEO, including salaries, bonuses, incentive awards and perquisites. Evaluate and reward executive officers for the achievement of short and long-term company financial and individual performance, as measured by the attainment of specific goals for the creation of long-term shareholder value. Structure executive officer compensation levels to ensure that the Company is strategically and competitively positioned for the future by attracting, motivating, and retaining talented executive officers who improve the Company's competitiveness, expand its markets, pursue growth opportunities, and achieve other long-range business and operating objectives.
3. Review, approve and make recommendations to the Board, as applicable, regarding the adoption, termination or material modification of the Company's material compensation plans, including with respect to incentive compensation plans and equity-based plans, policies and programs, subject to any applicable requirements for shareholder approval of such plans or amendments thereto.
4. Approve all grants and/or awards of restricted shares and other forms of equity-based compensation under the Company's incentive compensation and equity-based plans.
5. Review and approve, for the CEO and other executive officers of the Company, when and if appropriate, employment agreements, severance agreements, consulting agreements and change in control or termination agreements.
6. Evaluate and recommend to the full Board appropriate compensation for the Company's non-employee directors and expense reimbursement policies for continuing education and attendance at Board and committee meetings.
7. Review and discuss with management the compensation discussion and analysis required to be included in the Company's annual report or proxy statement. Based on such review and discussion, the Committee shall make a recommendation to the Board as to whether such compensation discussion and analysis (the "CD&A") shall be included in such annual report or proxy statement and shall prepare the Committee report required to be included in such annual report or proxy statement. In addition, and as appropriate, review and discuss with management any disclosures related to executive compensation and human capital matters not contained in the CD&A but provided elsewhere in the annual report or proxy, as applicable.
8. Consider at least annually a report prepared by the Risk & Capital Committee which evaluates whether risks arising from the Company's compensation plans, policies and programs for its employees are reasonably likely to have a material adverse effect on the Company, including whether the Company's incentive compensation plans encourage excessive or inappropriate risk taking.

9. Review the results of any advisory shareholder votes on executive compensation and consider whether to recommend adjustments to the Company's executive compensation policies and practices in light of such votes.
10. Develop and implement policies with respect to the recovery or "clawback" of any excess compensation (including incentive compensation and equity grants) paid to any of the Company's executive officers.
11. Determine share ownership guidelines for the CEO, executives and non-employee directors of the Company and monitor compliance with such guidelines.
12. Annually review the succession plans prepared by management (both for permanent succession and for temporary succession in the event of an emergency or other short-term event) for the CEO and other executive officers and report to the full Board on succession planning and management development activities.
13. Review periodically the Company's strategies and policies related to human capital management, including with respect to matters such as diversity, equity and inclusion, employee engagement, health and safety, human rights and anti-slavery, corporate citizenship as it relates to human capital management, labor relations, talent development and executive compensation.
14. Report regularly to the Board on the activities of the Committee.
15. Conduct an annual evaluation assessing the Committee's performance with respect to its purpose, duties and responsibilities set forth in this Charter and report the results of such evaluation to the Nominating and Corporate Governance Committee and the Board.
16. Review the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
17. Conduct or authorize investigations into any matter within the scope of the duties and responsibilities delegated to the Committee as it deems appropriate.
18. Perform such other duties and responsibilities, consistent with this Charter, the Company's Bye-laws, governing law, the rules and regulations of the New York Stock Exchange, the federal securities laws and such other requirements applicable to the Company, delegated to the Committee by the Board.