

**NOMINATING AND CORPORATE GOVERNANCE
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 Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company is to (i) identify, evaluate and recommend individuals qualified to become members of the Board, consistent with criteria approved by the Board, (ii) recommend to the Board director nominees to stand for election at each annual meeting of shareholders of the Company or to fill vacancies on the Board, (iii) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, (iv) oversee the Company’s environmental, social and governance (“ESG”) initiatives, and (v) establish the evaluation criteria and implement an evaluation process applied by the Board and each committee in its self-evaluation process. The Committee shall also recommend directors to serve on all committees of the Board.

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 Securities Exchange Act of 1934, as amended and the Company’s corporate governance guidelines. The 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 and 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 two 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 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 Bye-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 subcommittees consisting of one or more Committee members when it deems appropriate.

Authority

The Committee shall have the sole authority to retain and terminate search firms and other consultants to assist in the identification and evaluation of director candidates, including the sole authority to approve the search firms' or consultants' fees and other retention terms. The Committee shall have the authority to obtain advice and assistance from any officer or employee of the Company or, at the Company's expense and at funding levels determined by the Committee, any outside legal counsel, expert or other advisor to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee 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 periodically the size of the Board and make recommendations to the Board regarding any appropriate changes.
2. Recommend to the Board for approval, review the effectiveness of, recommend modifications as appropriate to, and review Company disclosures concerning the Company's policies and procedures for identifying and screening Board nominee candidates and the process and criteria used to evaluate Board membership, Board committee membership and director independence.
3. Identify, recruit, screen and interview individuals that the Committee believes are qualified to become Board members, consistent with criteria approved by the Board, and recommend that the Board select the director nominees to stand for election at each annual meeting of shareholders of the Company in which directors will be elected. As part of this responsibility, the Committee shall seek to ensure that the individuals on the Board represent a diverse mix of backgrounds and experiences that will enhance the Board's ability to oversee, in an effective

sound and prudent manner, the management and direction of the affairs and business of the Company.

4. Consider potential director candidates recommended by the Company's management and shareholders in the same manner as nominees identified by the Committee.
5. Assess annually the composition of the Board in light of the Company's operating requirements and other considerations the Committee deems appropriate, as approved by the Board, and recommend any appropriate changes to the Board.
6. Review independence of non-employee directors and the financial literacy and expertise of Audit Committee members and nominees who may be asked to serve on the Audit Committee and make recommendations to the Board relating to such matters.
7. In the event there is a vacancy on the Board, identify individuals that the Committee believes are qualified to become Board members, and recommend such individual(s) for appointment to the Board.
8. Review periodically the committee structure of the Board and recommend to the Board any changes to committee structure, the appointment of directors to Board committees and the assignment of committee chairs. As part of this responsibility, consideration will be given to the qualifications for membership for each committee, periodic rotation of directors among committees, and the number of consecutive years a director has served as a member of such committee.
9. Review the Board's leadership structure and review and approve Company disclosures relating to Board leadership.
10. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and monitor compliance with such guidelines.
11. 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.
12. Develop and oversee an orientation program for new directors and a continuing education program for all directors.
13. Oversee the Company's ESG efforts, progress and disclosures.
14. Develop procedures for shareholders and other interested parties to communicate with the Board, and advise the Board on appropriate engagement with shareholders.
15. Review emerging corporate governance issues and practices.
16. Report regularly to the Board on the activities of the Committee.
17. 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 Board.

18. Review the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
19. Conduct or authorize investigations into any matter within the scope of the duties and responsibilities delegated to the Committee as it deems appropriate.
20. Perform such other duties and responsibilities, consistent with this Charter, the Company's By-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.