



Shareholder Name: _____
Address: _____

Parish/State & Postcode: _____
Country: _____

ARGUS GROUP HOLDINGS LIMITED

VOTING / PROXY FORM

TO BE USED FOR THE ANNUAL GENERAL MEETING OF ARGUS GROUP HOLDINGS LIMITED (THE "COMPANY") TO BE HELD ON THURSDAY, NOVEMBER 26, 2020 AT 4:00 P.M. IN THE "SPIRIT OF BERMUDA" ROOM, 4TH FLOOR, ARGUS BUILDING, 14 WESLEY STREET, HAMILTON HM 11, BERMUDA, AND AT ANY ADJOURNMENT OR POSTPONEMENT THEREOF (THE "ANNUAL GENERAL MEETING").

IF YOU CANNOT ATTEND THE ANNUAL GENERAL MEETING AND WISH YOUR SHARES VOTED BY PROXY, PLEASE COMPLETE THIS VOTING / PROXY FORM AND RETURN AS INDICATED BELOW. AS YOUR VOTE IS IMPORTANT TO US AND THE RESTRICTIONS IMPOSED BY COVID-19 WILL LIMIT THE NUMBER OF INDIVIDUALS PERMITTED TO ATTEND THE ANNUAL GENERAL MEETING IN PERSON, WE RECOMMEND THAT YOU COMPLETE AND RETURN THIS VOTING / PROXY FORM TO ENSURE THAT YOUR SHARES ARE VOTED EVEN IF YOU PLAN ON ATTENDING THE ANNUAL GENERAL MEETING IN PERSON.

I/We _____

the registered holder(s)/BSD Account Holder of _____ shares in the Company hereby appoint(s) the Chairman of the meeting, failing whom, _____ as my/our proxy to attend and vote all of my/our shares on my/our behalf at the aforesaid Annual General Meeting of the shareholders of the Company and at any adjournment or postponement thereof upon the subject matter described below.

Argus Group Holdings Limited

14 Wesley Street TEL +1 441.298.0888 insurance@argus.bm
Hamilton HM 11 FAX +1 441.292.6763 argus.bm



This proxy when properly signed will be voted in accordance with the instructions given. If this proxy is signed and returned but no direction is given, the proxyholder will vote FOR each proposal listed below and in accordance with the proxyholder's best judgment as to any other business which may properly come before the Annual General Meeting or any adjournment or postponement thereof.

Please refer to the instructions relating to this proxy under the Notes at the end hereof.

The Board of Directors recommends a vote "For" each of the proposals listed below.

PROPOSED RESOLUTIONS

1. **THAT** the maximum number of Directors for the ensuing year be and is hereby fixed at twelve (12). FOR AGAINST ABSTAIN

2. **THAT** each of the following persons be and is hereby severally elected to serve as a Director of the Company effective at the close of this Annual General Meeting and until the next Annual General Meeting: FOR AGAINST ABSTAIN

- | | |
|-------------------------|------------------------|
| (1) Keith W. Abercromby | (6) Barbara J. Merry |
| (2) Peter R. Burnim | (7) Sheila E. Nicoll |
| (3) David A. Brown | (8) E. Barclay Simmons |
| (4) Timothy C. Faries | (9) Kim R. Wilkerson |
| (5) Alison S. Hill | (10) Paul C. Wollmann |

To withhold authority for any individual nominee under this Proposal 2, write the number of the nominee concerned on the lines below:

and **FURTHER THAT** the Board be and is hereby authorized to fill any vacancy at its discretion. FOR AGAINST ABSTAIN

3. **THAT** each Director of the Company be paid a base fee of \$25,000 per annum, plus a fee of \$1,000 for each Board meeting attended. FOR AGAINST ABSTAIN

4. **THAT** the amended and restated bye-laws in the form attached as **Schedule A** to the Company's Voting / Proxy Statement dated November 3, 2020 be and are hereby approved and adopted as the Bye-Laws of the Company, in substitution for, and to the exclusion of, the existing Bye-Laws of the Company. FOR AGAINST ABSTAIN

5. **THAT** KPMG be and are hereby re-appointed Auditors of the Company until the next Annual General Meeting at a remuneration to be determined by the Board of Directors.
- FOR AGAINST ABSTAIN

Dated this _____ day of _____ 2020.

Signed by the above named member(s)/BSD Account Holder

Signature or Common Seal: _____

Witness: _____

The signer hereby revokes all proxies heretofore given by the signer to vote at said meeting or any adjournment or postponement thereof.

NOTES

- (1) If you are a BSD Account Holder, please delete the words “the registered holder(s)/” and initial the amendment, or, if you are the registered holder(s), please delete the words “/ BSD Account Holder” and initial the amendment.
- (2) Please indicate how you wish your votes to be cast on a poll by placing an “x” in the appropriate box. If you do not do so, your proxy will vote FOR the resolution(s).
- (3) If you wish to appoint as your proxy some person other than the Chairman of the meeting, please insert in BLOCK CAPITALS the full name of the person of your choice, delete the words “the Chairman of the meeting, failing whom” and initial the amendment.
- (4) To be valid, any votes by proxy (including this voting / proxy form) **must be received prior to the commencement of the meeting** by the Company Secretary at the Registered Office of the Company, Argus Building, 14 Wesley Street, Hamilton HM 11, Bermuda, by mail at P.O. Box HM 1064, Hamilton HM EX, Bermuda, by facsimile at 441-292-6763, or by email at registrar@argus.bm.
- (5) In the case of joint holders, this voting / proxy form may be signed by any one such holder.
- (6) If the appointer is a corporation, this voting / proxy form must be executed under its common seal or under the hand of an officer, attorney or other person duly authorized to sign the same.