



ARGUS GROUP HOLDINGS LIMITED

VOTING / PROXY STATEMENT

ANNUAL GENERAL MEETING OF SHAREHOLDERS

25 October 2022

This voting / proxy statement (this "Proxy Statement") is furnished in connection with the solicitation by the Board of Directors of Argus Group Holdings Limited (the "Company") of proxies for use at the Annual General Meeting of the holders ("Shareholders") of the Company's common shares of par value \$1.00 each ("Shares") on Tuesday, 29 November 2022 at 9:00 a.m. (ADT) to be held virtually at www.virtualshareholdermeeting.com/ARGUS2022, initiated from 4th Floor, Argus Building, 14 Wesley Street, Hamilton HM 11, Bermuda, along with any adjournment or postponement thereof (the "Annual General Meeting").

Shareholders can also attend by telephone to listen to the virtual meeting using the following telephone numbers: U.S. toll-free: 877-346-6110 or international toll: +1-314-696-0511. Access will be available 15 minutes prior to the start of the meeting. **Note: you will be able to vote through the virtual portal and you will not be able to vote via the dial-in.**

The meeting materials can be viewed at: <https://proxyvote.com>.

Shareholders will be able to vote through the virtual portal using the instructions in the enclosed proxy card. As your vote is important to us, we recommend that Shareholders vote their shares as described below in *Voting Your Shares*.

BUSINESS OF THE ANNUAL GENERAL MEETING

At the Annual General Meeting, the Shareholders will be asked to consider and vote upon the following resolutions, the details of which are set out herein:

1. To consider, and if thought fit, fix the maximum number of Directors.
2. To elect the Directors and to authorise the Board to fill the vacancy on the Board at its discretion.
3. To consider the fees payable to the Directors.
4. To appoint the Auditors of the Company and consider their remuneration.
5. To consider and, if thought fit, adopt the proposed 2022 Restricted Stock Plan.
6. To consider, and if thought fit, approve the proposed 2022 Long Term Incentive Plan and related share issuances.

The Company's Board of Directors (the "Board") recommends that all Shareholders vote FOR each of the proposed resolutions outlined above.

The Annual Report to Shareholders, Financial Statements and Auditor's Report thereon, for the year ended 31 March 2022, will also be presented for review at the Annual General Meeting.

VOTING YOUR SHARES AND ATTENDING THE ANNUAL GENERAL MEETING

In this section, we sometimes discuss differences between “registered” and “nominee” or “beneficial” Shareholders. We refer to those who own Shares in their own name on our Register of Members as “registered” Shareholders or “Shareholders of record.” We refer to those who own Shares through an account at an intermediary — such as a brokerage firm, bank, or other nominee — as holding Shares as “Nominee Shareholders” or as “Beneficial Shareholders.” For purposes of reviewing the proxy materials and voting your Shares, this distinction is important.

We want our Shareholders, as the owners of the Company, to consider the important matters before them and exercise their right to vote. Please review this Proxy Statement closely and vote right away—even if you plan to attend the Annual General meeting in person. We offer a variety of ways for you to vote your Shares and voting instructions are included in the enclosed proxy card. **If you are a Nominee Shareholder and don’t hold your Shares in your own name, you will receive these meeting materials but may or may not receive a proxy card that contains an individualized control number (Control Proxy Card). If you receive a Control Proxy Card you will be able to vote your Shares using the instructions on that proxy card. If you do not receive a Control Proxy Card with these meeting materials, you will need to coordinate your voting instructions with your broker, bank, or other nominee.**

The Board is asking for, or soliciting, a proxy from our Shareholders. This section describes the different aspects of the voting process and how proxy voting works.

Although a Beneficial Shareholder may not be recognised directly at the Annual General Meeting for the purposes of voting, a Beneficial Shareholder may attend the Annual General Meeting as proxyholder or representative for the registered Shareholder and vote the Shares in that capacity. Beneficial Shareholders who wish to attend the Annual General Meeting and indirectly vote their Shares as proxyholder or representative for the registered Shareholder should seek further clarity from their broker, bank, or nominee on the process.

Who can vote?

You’re entitled to vote if you were a Shareholder as of the record date of Tuesday, 27 September 2022. **Only Shareholders of record (or Nominee Shareholders who receives a Control Proxy Card with these meeting materials) may vote Shares or deposit proxies. If you are a Nominee Shareholder who does not receive a Control Proxy Card with these meeting materials, you are not a Shareholder of record and must ensure that your voting instructions are communicated to your broker, bank, or other nominee.**

What is a proxy?

If you are unable to attend the Annual General Meeting virtually, you can tell us exactly how you want to vote your shares and allow an officer to vote on your behalf. This is referred to as giving us a “proxy.” By instructing a proxy to carry out your wishes, you can ensure that your vote is counted.

Soliciting your proxy

The Board is soliciting your proxy to make sure that your vote is properly submitted and received on time, and to improve the efficiency of the Annual General Meeting.

How to submit your proxy and vote

You can submit your proxy in order to vote your Shares at any time if by mail or hand delivery, *prior* to 5:00 p.m. (ADT) on Friday, 25 November 2022 and if by internet or phone, up until 11:59 p.m. (EST) on Friday, 25 November 2022. To submit your proxy and vote your Shares, please make sure to use one of the methods below prior to such time (note that proxies sent by mail must be delivered *prior* to 5:00 p.m. (ADT) on Friday, 25 November 2022— please make sure that you allow for enough time for your proxy to reach us).

If you are a Shareholder of record (or Nominee Shareholder who receives a Control Proxy Card with these meeting materials), you may vote electronically during the Annual General Meeting by accessing the meeting at www.virtualshareholdermeeting.com/ARGUS2022. We also offer the following methods to vote your Shares:

Internet Go to www.proxyvote.com and follow the instructions. This voting system has been designed to provide security for the voting process and to confirm that your vote has been recorded accurately.

Phone Vote by phone using the following number 1-800-690-6903.

Mail Please return duly completed and signed proxy cards to the Company Secretary at the Company’s registered office: Argus Building, 14 Wesley Street, Hamilton HM 11, Bermuda or by mail at P.O. Box HM 1064, Hamilton HM EX, Bermuda *prior* to 5:00 p.m. (ADT) on Friday, 25 November 2022.

Detailed voting instructions are included in the enclosed proxy card. **Only Shareholders of record (or Nominee Shareholders who receive a Control Proxy Card with these meeting materials) may vote Shares or deposit proxies. If you are a Nominee Shareholder who does not receive a Control Proxy Card with these meeting materials, you are not a Shareholder of record and must ensure that your voting instructions are communicated to your broker, bank, or other nominee.**

If you submit a properly signed and dated proxy with no voting instructions, your Shares will be voted FOR each of the resolutions.

Revoking your proxy

What if you change your mind after you give us your proxy to vote? You can amend your voting decisions in several ways. We refer to this as “revoking” your proxy.

To revoke your current proxy and replace it with a new proxy, we must receive the newly executed proxy before the applicable deadline and in the manner discussed above.

To merely revoke your proxy without replacing it with a new one, a written notice revoking your proxy must be received prior to the time the Shares represented by proxy are actually voted and should be submitted in the manner discussed above for submitting proxies.

You can also revoke your proxy by voting electronically during the Annual General Meeting if you are a Shareholder of record or are a Nominee Shareholders who has received a Control Proxy Card or otherwise arranged with their broker, bank, or other nominee to attend and indirectly vote their Shares at the Annual General Meeting.

Once the polls close at the Annual General Meeting, the right to revoke your proxy ends. If you have not properly revoked your proxy by that time, we will vote your Shares in accordance with your most recent valid proxy.

RECORD DATE AND CONDUCT OF THE ANNUAL GENERAL MEETING

The Board has fixed the close of business on Tuesday, 27 September 2022, as the record date for the determination of Shareholders entitled to notice of, and to vote at, the Annual General Meeting and at any adjournment or postponement thereof. Accordingly, only holders of record of Shares at the close of business on that day will be entitled to receive notice of and to vote at the Annual General Meeting. The quorum at the Annual General Meeting will be constituted by ten (10) persons or more who are “present” (i.e., who attend the meeting virtually via the online meeting portal described herein) and who represent in person or by proxy in excess of 15 percent of the total issued voting shares of the Company (i.e., 3,235,062 Shares).

Shareholders of record and duly appointed proxyholders will have the opportunity to ask questions related to the business of the Annual General Meeting during the meeting. However, the Company urges Shareholders to submit any questions they may have in advance of the Annual General Meeting along with their vote / proxy form.

Under Bermuda law, the business to be considered at the Annual General Meeting shall be confined to the business described in the Notice of Meeting to which this Proxy Statement is attached. The matters to come before the meeting will therefore be strictly limited to the proposals described in the Notice of Meeting. All proxies presented at the Annual General Meeting, whether given to vote in favour or against these proposals, will, unless contrary written instructions are noted on the proxy form, also entitle the persons named in the proxy to vote the proxies at their discretion on any proposal to adjourn the Annual General Meeting, or otherwise take action concerning the conduct of the meeting.

RESOLUTIONS

RESOLUTION 1 – NUMBER OF DIRECTORS

It is proposed that the maximum number of Directors to be elected to serve until the next Annual General Meeting be set at twelve (12).

RESOLUTION 2 - ELECTION OF DIRECTORS

It is proposed that the following eleven (11) persons, all of whom are currently serving as Directors, be elected to serve as Directors until the next Annual General Meeting.

<u>Name</u>	<u>Principal Occupation</u>	<u>Year First Elected or Appointed</u>
Keith W. Abercromby	Actuary	2017
David A. Brown	Businessman	2020
Peter R. Burnim	Businessman	2009
Garrett Curran	Businessman	2021
Timothy C. Faries	Attorney	2014
Alison S. Hill	Businesswoman (Chief Executive Officer)	2011
Barbara J. Merry	Businesswoman	2017
Constantinos Miranthis	Businessman	2021
E. Barclay Simmons	Attorney	2018
Kim R. Wilkerson	Attorney	2017
Paul C. Wollmann	Businessman	2013

If any nominee for Director should become unavailable for election (which the Board has no reason to believe will be the case), the Shares represented by proxy will be voted for such substitute nominee as may be nominated by the Board and proposed by the Governance Committee of the Board.

It is also proposed in accordance with the Company's Bye-Laws that the Directors be granted authority to fill any vacancy on the Board at its discretion, any such appointee to serve until the next annual general meeting of the Shareholders.

RESOLUTION 3 – FEES PAID TO DIRECTORS

The Board has proposed that the base fee currently paid to Directors at \$25,000 per annum and the fee of \$1,000 for each board meeting (or meeting of a committee thereof) attended remain unchanged.

RESOLUTION 4 – APPOINTMENT OF AUDITORS

KPMG Audit Limited ("KPMG") acted as the Company's independent auditors in 2021-22. The Board recommends that the Shareholders approve the re-appointment of KPMG in accordance with applicable law, as the Company's independent auditors, to hold office until the close of the Company's next annual general meeting in 2023, and to authorise the Board to fix their remuneration.

The Audit Committee of the Board ("Audit Committee") has established a policy to pre-approve all audit and permitted non-audit services provided by KPMG. Prior to engagement of the accounting firm for the next year's audit, management and the accounting firm submit to the Audit Committee a description of the audit and permitted non-audit services expected to be provided during that year, together with a fee proposal for all of those services. If circumstances arise during the year when it becomes necessary to engage the firm for additional services not contemplated in the original pre-approval, the Audit Committee requires separate pre-approval before engaging the firm.

RESOLUTION 5 – ADOPTION OF 2022 RESTRICTED STOCK PLAN

The Board of Directors of the Company has approved the renewal of the existing restricted stock plan for employees, directors and officers of the Company (except for employees eligible to participate in the LTIP (defined below)) (the “2022 Restricted Stock Plan”) that has been included with your Annual General Meeting materials. The previous 2017 Restricted Stock Plan expired on 27 September 2022.

The Board of Directors decided to renew and adopt a restricted stock plan to enhance the Company’s ability to attract and retain the services of certain employees, officers and directors and to incentivise such persons to devote their utmost effort and skill to the growth of the Company by providing them with an interest in the long-term growth and stability of the Company.

The shares granted to participants (“Grantees”) under the 2022 Restricted Stock Plan will be granted at the market value as at the date of grant. The shares will remain restricted over a period of three (3) years, with one third (1/3) becoming unrestricted at the end of each year of that three (3) year period. Whilst the shares are restricted, the Grantee may not sell, dispose or transfer the shares in any manner whatsoever; however, the Grantee is entitled to receive any income or dividends as well as to exercise any voting rights in relation to those shares.

The shares will be held in a trust by a trustee (“Trustee”) during this time and the Trustee will transfer any income and dividends received in relation to those shares to the Grantee. As and when the shares become unrestricted, the Trustee will transfer the shares to the Grantee.

If, during the three (3) year period, the Grantee resigns or is terminated with or without cause, then the remaining restricted shares which have not yet vested, will be forfeited. However, if the Grantee dies, or retires, or the Grantee’s employment is terminated by reason of disability, then the remaining restricted shares will vest immediately.

The 2022 Restricted Stock Plan will come into effect on 29 November 2022 and will run for five (5) years.

RESOLUTION 6 – APPROVAL OF 2022 ARGUS GROUP HOLDINGS LIMITED LONG TERM INCENTIVE PLAN AND RELATED SHARE ISSUANCES

1 Overview

To provide an incentive for senior management that is aligned with the interests of shareholders, the Company is proposing to adopt The Argus Group Holdings Limited Long Term Incentive Plan (the “LTIP”) that has been included with your Annual General Meeting materials. The LTIP provides for one-off awards vesting over a four year term. Awards are settled in shares. Vesting is based on a combination of (i) book value per share growth plus dividends and (ii) share price to book value per share ratio, details of which are provided below.

Awards under the LTIP may be satisfied by new Shares, Shares purchased in the market or by the transfer of treasury Shares.

The Company historically provided incentives to senior management in the form of cash-based retention arrangements. The Board feels that the LTIP more closely aligns the recipients with the success of the Company and, in particular, the Company’s shareholders.

2 Compensation Committee

The Board's People & Compensation Committee ("Compensation Committee") will be responsible for determining the basis on which senior executives participate. If awards are made to new joiners, they will be time prorated unless the Compensation Committee otherwise determines. No awards will be made more than three years after the LTIP is adopted.

3 Structure of awards

Awards can be structured as:

- (a) a conditional right to Shares;
- (b) a nil cost option (i.e. a nil option exercise price) to acquire Shares; or
- (c) such other form which has a substantially similar purpose of effect.

Awards are not transferable (other than on death) and are not pensionable.

4 Performance target and vesting

Each award is split into two tranches. One third of the award will vest after three years and two thirds of the award will vest after four years subject, in each case, to the achievement of performance targets based on the compound annual growth in the book value (plus dividends) of the Group over the performance period and the Share price (calculated by the average of the last three months of the performance period) to book value per Share ratio as at the end of the performance period.

The performance period in respect of the first tranche runs from 1 April 2022 to 31 March 2025 and the performance period in respect of the second tranche runs from 1 April 2022 to 31 March 2026. The first tranche will vest on publication of the Company's accounts for the period ending 31 March 2025 and the second tranche will vest on publication of the Company's accounts for the period ending 31 March 2026. Vesting occurs in accordance with the following table:

		Compound annual growth in book value (plus dividends) over the performance period		
		8%	10%	12% or more
Share price to book value per share at expiry of performance period	1.00*	25%	37.5%	50%
	1.10*	37.5%	50%	75%
	1.20*	50%	75%	100%

*In respect of the first tranche these amounts are replaced by amounts calculated from an assessment made on a linear time prorated basis from the initial book value per share as at 31 March 2022.

If either the Share price to book value or compound annual growth in book value (plus dividends) is below the threshold levels, there will be no vesting. Vesting is pro-rated on a straight line basis for performance between the above levels.

Even if the above performance targets are met, the Compensation Committee may reduce the number of Shares that vest to ensure that the number of Shares vesting is reflective of the underlying business performance of the Group (including risk profile and capital adequacy).

5 Dilution limit

The maximum number of Shares that can be awarded is one million. Awards that lapse can be reissued.

6 Leaving employment

Unvested awards will normally lapse when the participant ceases to be employed. However, if employment ends because of ill health, injury or disability (evidenced to the Compensation Committee's satisfaction), death, redundancy, retirement with the agreement of the Compensation Committee, the sale or transfer of the company or business in which the participant works or for other reasons specifically approved by the Compensation Committee, the award will continue.

Such awards will vest on the original vesting date, subject to the satisfaction of the performance conditions over the performance period. There will be a pro rata reduction in the number of Shares vesting to take account of the proportion of the performance period which has elapsed unless and to the extent that the Compensation Committee determines otherwise.

In the event of death, the compensation committee may vest awards early subject to testing the performance conditions. Such awards will be subject to time pro rating unless and to the extent that the Compensation Committee determines otherwise.

7 Retention period

The Compensation Committee may require participants to retain shares awarded in respect of the first tranche of an award until the second tranche vests.

8 Change of control, etc.

If there is a change of control, a winding up of the Company or, if the Compensation Committee so determines, any other event as determined by the Compensation Committee occurs, the Compensation Committee may either continue awards on their current terms or exchange awards for equivalent awards in the acquiring company or accelerate vesting of the awards. Where vesting is accelerated the proportion of the Award that vests will be determined by the Compensation Committee taking account of such factors as it considers appropriate including the extent to which the performance conditions have been satisfied and the proportion of the performance period that has elapsed.

9 Variation of share capital

In the event of a variation in the share capital of the Company, demerger, special dividend or any other exceptional event, the Compensation Committee may adjust awards under the LTIP as they consider appropriate.

10 Amendments

The rules of the LTIP may be altered by the board of directors. Separate schedules to the LTIP may be adopted for participants based outside of Bermuda provided the terms are not overall more favourable.

11 Other provisions

Participants will not have dividend or voting rights in respect of Shares under awards until such Shares have been issued or transferred to them.

Shares issued or transferred under the LTIP will rank equally in all respect with Shares in issue on the date of allotment or transfer, except in respect of rights by reference to a record date prior to the date of allotment or transfer.

The Compensation Committee can decide to prevent the vesting of all or part of an award and/or, in some cases, may clawback vested awards in certain circumstances including those relating to material misstatement of accounts, material loss which should have been prevented by adequate risk management, errors in calculating the award and a participant's misconduct.

12 BSX Approval

The LTIP is subject to the approval of the Bermuda Stock Exchange (the "BSX"), which approval was obtained on 13 October 2022.

13 Shareholder Approval

It is proposed that the Shareholders approve the LTIP, authorise the Board of Directors to exercise (during the period from the passing of this resolution until the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in a general meeting) all powers of the Company to grant awards and allot and issue up to one million shares in accordance with the LTIP and approve any amendments to the LTIP as required by the BSX.

The Board recommends that all Shareholders vote FOR each of the proposed resolutions outlined above.

BY ORDER OF THE BOARD OF DIRECTORS

Alison S. Hill

Chief Executive Officer

25 October 2022