

**DIVERSITY & INCLUSION COMMITTEE CHARTER  
OF  
ARGO GROUP INTERNATIONAL HOLDINGS, LTD.  
(the “Company”)**

**Effective March 16, 2023**

**Purpose**

The purpose of the Committee (the “Committee”) of Argo Group International Holdings, Ltd. (the “Company”) is to further the Diversity & Inclusion (D&I) agenda across the Company. The Committee has no executive powers other than those delegated explicitly in this Charter.

The Committee will provide operational oversight in the development of corporate D&I strategies, in defining global D&I initiatives, working with the Company Communications team to develop an internal and external communication plan in respect of D&I and evaluating the progress of the program against defined metrics. The Committee will champion the adoption and implementation of D&I initiatives throughout the Company.

The Company aims to foster a workplace that reflects and contributes to the diverse communities where we do business. The Company is committed to cultivating an authentic and inclusive workplace, ensuring all employees feel comfortable bringing their authentic selves to work, confident of being treated respectfully, with equal opportunities to be successful.

**Executive Sponsor**

A member of the Executive Team (at the direction of the Company’s Chief Executive Officer) will be appointed as the Executive Sponsor.

The Executive Sponsor will:

- be a member of and Chair the Committee
- be a champion of Argo’s D&I efforts, driving the overall initiative
- collaborate with the Company’s Executive Leadership, the Committee, the Human Resources Function and Employee Resource Groups (“ERGs”) to develop programs and initiatives that further the Company’s D&I strategic objectives.

**Composition of the Committee**

The Committee shall consist of at least 6 members and no more than 12 members. The recommended Committee composition consists of at least the following positions, to ensure a broad representation:

- Executive Sponsor
- A Senior US Business/Functional Leader
- A Senior non-US Business/Functional Leader
- A Human Resources representative

- A Communications Team Representative
- An In-house lawyer to provide Legal and Regulatory Input
- A representative from one or more of the Company's ERGs

The Committee shall be chaired by the Executive Sponsor. The Committee has the power at any time to add, remove, or replace Committee members. Committee membership shall end automatically and without prior notice at the time the member ceases to be an employee of the Company. Except as otherwise noted herein, the responsibilities and duties of a Committee member shall not be delegable.

Members will be selected by the Executive Sponsor (with input from the CEO, the senior executive team and existing committee members) from among employees who express interest in participating or may be asked to serve by the Executive Sponsor and accept such invitation. As a condition of joining or remaining with the Committee, the Executive Sponsor may require prospective members or current members to participate in training or learning modules designed to broaden their expertise and breadth of knowledge in the area of D&I.

The Committee may also have a number of ex-officer committee members or guests who serve at the invitation of the Executive Sponsor.

In addition, in selecting committee members, Argo will seek to comprise the Committee of diverse viewpoints.

A membership list will be maintained by the Executive Sponsor and be reviewed on at least an annual basis.

### **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 a year. 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.

Each meeting of the Committee may be held in person, telephonically, or by other real-time electronic communication means. The presence at a meeting, either in person, by conference telephone or by other real-time electronic communications means, of at least a majority of the Committee members shall constitute a quorum. The vote of a majority of the Committee members present at any meeting at which a quorum is present shall be necessary to properly authorize any act (including amendments to this Committee charter (the "Charter")) of the Committee. The majority of the Committee members may also take action by written consent or by e-mail or by other electronic communication in lieu of a meeting, and such action shall be memorialized by the Chairperson. The Chairperson shall keep written records of the conduct of Committee meetings.

The Chairperson of the Committee shall be responsible for establishing the agenda for meetings of the Committee and preparing the relevant materials. 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.

## **Authority**

The Committee may invite to its meetings any officer, other employee or directors of the Company, or other external persons, including outside legal counsel, experts, or other advisors, as it deems appropriate to discharge its duties and responsibilities as set forth in this Charter. Prior to such an invitation, a Committee member shall discuss their invitation request with the Chairperson of the Committee. Any questions of interpretation of this Charter or questions regarding the Committee's procedures, responsibilities and powers shall be determined by the Chairperson.

## **Duties and Responsibilities**

In furtherance of its purpose, the Committee shall:

- 1) Advise the Executive Sponsor on the setting of an overall D&I program for the Company consisting of policies, procedures and frameworks.
- 2) Sponsor and implement the overall D&I program and individually act as D&I Ambassadors across the organization.
- 3) Set and review measurable D&I objectives and actively monitoring progress against D&I Key Performance Indicators (KPIs) on an annual basis.
- 4) Cross-functionally periodically review the effectiveness of the D&I program and make recommendations for enhancements.
- 5) Foster an inclusive working environment free of discrimination at all stages of the employment life cycle including:
  - External recruitment and internal mobility;
  - Talent and performance management;
  - Succession planning; and
  - Training, learning and development.
- 6) Provide education and training opportunities to deepen and develop personal understanding of diversity and inclusion at an organizational level.
- 7) Apply an inclusive approach when thinking of business and product development.
- 8) Ensure our leaders are role models for diversity and building an inclusive culture.

In the formulation of Argo's D&I strategy, the Committee will consider a) Argo's ESG program, b) the results of any benchmarking of Argo's program (peer-to-peer, cross-industry and best practices), c) regulatory requirements and trends, d) input from Company's boards and executive leadership and e) input from employee resource groups ("ERGs").

### **Charter Compliance and Evaluation**

1. Perform an annual review of the Committee's compliance with this Charter; and
2. Review the adequacy of this Charter periodically and recommend any proposed changes to the Committee for approval.