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Section 1: 10-Q (10-Q)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2016

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ______ to ______

Commission file number: 1-15259

ARGO GROUP INTERNATIONAL HOLDINGS, LTD.

(Exact name of registrant as specified in its charter)

Bermuda	**98-0214719**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**
110 Pitts Bay Road **Pembroke HM08** **Bermuda**	**P.O. Box HM 1282** **Hamilton HM FX** **Bermuda**
(Address of principal executive offices)	**(Mailing address)**

(441) 296-5858
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Security	Name of Each Exchange on Which Registered
Common Stock, par value of $1.00 per share	**NASDAQ Global Select Market**
Guarantee of Argo Group US, Inc. 6.500% Senior Notes due 2042	**NASDAQ Stock Market LLC**

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒	Accelerated filer ☐	Non-accelerated filer ☐	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

Indicate the number of shares outstanding (net of treasury shares) of each of the issuer's classes of common shares as of May 2, 2016.

Title	Outstanding
Common Shares, par value $1.00 per share	27,492,452

ARGO GROUP INTERNATIONAL HOLDINGS, LTD.

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PART I. FINANCIAL INFORMATION

Item 1. Consolidated Financial Statements

ARGO GROUP INTERNATIONAL HOLDINGS, LTD.
CONSOLIDATED BALANCE SHEETS
(in millions, except number of shares and per share amounts)

	March 31, 2016 (Unaudited)	December 31, 2015 *
Assets		
Investments:		
Fixed maturities, at fair value:		
Available-for-sale (cost: 2016 - $2,911.8; 2015 - $2,971.0)	$ 2,907.6	$ 2,927.3
Equity securities, at fair value (cost: 2016 - $324.5; 2015 - $349.7)	430.3	463.9
Other investments (cost: 2016 - $532.1; 2015 - $499.6)	523.0	513.7
Short-term investments, at fair value (cost: 2016 - $266.1; 2015 - $211.2)	266.2	210.8
Total investments	4,127.1	4,115.7
Cash	122.9	121.7
Accrued investment income	21.3	21.6
Premiums receivable	448.4	404.5
Reinsurance recoverables	1,151.1	1,121.1
Goodwill	152.2	152.2
Intangible assets, net of accumulated amortization	71.9	73.3
Current income taxes receivable, net	9.3	11.6
Deferred acquisition costs, net	136.4	132.4
Ceded unearned premiums	308.0	250.8
Other assets	271.1	220.7
Total assets	$ 6,819.7	$ 6,625.6
Liabilities and Shareholders' Equity		
Reserves for losses and loss adjustment expenses	$ 3,141.5	$ 3,123.6
Unearned premiums	907.8	886.7
Accrued underwriting expenses	121.4	133.9
Ceded reinsurance payable, net	410.1	312.4
Funds held	87.7	77.6
Senior unsecured fixed rate notes	139.4	139.3
Other indebtedness	56.4	55.2
Junior subordinated debentures	172.7	172.7
Deferred tax liabilities, net	31.5	23.6
Other liabilities	45.8	32.5
Total liabilities	5,114.3	4,957.5
Commitments and contingencies (Note 13)		
Shareholders' equity:		
Common shares - $1.00 par, 500,000,000 shares authorized; 37,162,077 and 37,105,922 shares issued at March 31, 2016 and December 31, 2015, respectively	37.2	37.1
Additional paid-in capital	970.8	964.9
Treasury shares (9,525,296 and 9,181,644 shares at March 31, 2016 and December 31, 2015, respectively)	(350.1)	(331.1)
Retained earnings	1,007.2	985.7
Accumulated other comprehensive income, net of taxes	40.3	11.5
Total shareholders' equity	1,705.4	1,668.1
Total liabilities and shareholders' equity	$ 6,819.7	$ 6,625.6

* Derived from audited consolidated financial statements.

See accompany notes.

ARGO GROUP INTERNATIONAL HOLDINGS, LTD.
CONSOLIDATED STATEMENTS OF INCOME
(in millions, except number of shares and per share amount)
(Unaudited)

	For the Three Months Ended March 31, 2016	2015
Premiums and other revenue:		
Earned premiums	$ 344.9	$ 334.6
Net investment income	21.2	25.7
Fee and other income	6.8	4.6
Net realized investment and other (losses) gains	(2.8)	11.1
Total revenue	370.1	376.0
Expenses:		
Losses and loss adjustment expenses	191.6	183.7
Underwriting, acquisition and insurance expenses	132.6	129.6
Interest expense	4.8	4.9
Fee and other expense	6.5	5.0
Foreign currency exchange loss (gain)	1.5	(9.6)
Total expenses	337.0	313.6
Income before income taxes	33.1	62.4
Provision for income taxes	5.4	3.6
Net income	$ 27.7	$ 58.8
Net income per common share:		
Basic	$ 1.00	$ 2.09
Diluted	$ 0.98	$ 2.05
Dividend declared per common share	$ 0.22	$ 0.20
Weighted average common shares:		
Basic	27,710,955	28,129,692
Diluted	28,304,571	28,677,379

	For the Three Months Ended March 31, 2016	2015
Net realized investment and other (losses) gains before other-than-temporary impairment losses	$ (1.1)	$ 11.6
Other-than-temporary impairment losses recognized in earnings:		
Other-than-temporary impairment losses on fixed maturities	(0.6)	(0.4)
Other-than-temporary impairment losses on equity securities	(1.1)	(0.1)
Impairment losses recognized in earnings	(1.7)	(0.5)
Net realized investment and other (losses) gains	$ (2.8)	$ 11.1

See accompanying notes.

ARGO GROUP INTERNATIONAL HOLDINGS, LTD.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME
(in millions)
(Unaudited)

	For the Three Months Ended March 31, 2016	2015
Net income	$ 27.7	$ 58.8
Other comprehensive income (loss):		
Foreign currency translation adjustments	1.5	(3.1)
Unrealized gains (losses) on securities:		
Gains (losses) arising during the year	38.8	(24.3)
Reclassification adjustment for (gains) losses included in net income	(7.8)	2.5
Other comprehensive income (loss) before tax	32.5	(24.9)
Income tax provision (benefit) related to other comprehensive income (loss):		
Unrealized gains (loss) on securities:		
Gains (losses) arising during the year	7.8	(2.8)
Reclassification adjustment for gains included in net income	(4.1)	(0.1)
Income tax provision (benefit) related to other comprehensive income (loss)	3.7	(2.9)
Other comprehensive income (loss), net of tax	28.8	(22.0)
Comprehensive income	$ 56.5	$ 36.8

See accompanying notes.

ARGO GROUP INTERNATIONAL HOLDINGS, LTD.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions)
(Unaudited)

	For the Three Months Ended March 31, 2016	2015
Cash flows from operating activities:		
Net income	$ 27.7	$ 58.8
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization and depreciation	10.0	8.9
Share-based payments expense	3.0	5.2
Excess tax benefit from share-based payment arrangements	(0.1)	—
Deferred income tax provision, net	3.9	3.8
Net realized investment and other (gains) losses	2.8	(11.1)
Undistributed earnings from alternative investment portfolio	1.6	(4.9)
Amortization of debt extinguishment costs	(0.1)	(0.1)
Loss on disposals of fixed assets, net	0.1	0.2
Change in:		
Accrued investment income	0.3	1.2
Receivables	(71.5)	(12.5)
Deferred acquisition costs	(3.9)	(5.4)
Ceded unearned premiums	(56.7)	(51.0)
Reserves for losses and loss adjustment expenses	14.6	(2.2)
Unearned premiums	19.7	13.1
Ceded reinsurance payable and funds held	107.5	27.9
Income taxes	2.4	7.7
Accrued underwriting expenses	(8.8)	(18.9)
Other, net	(1.3)	6.8
Cash provided by operating activities	51.2	27.5
Cash flows from investing activities:		
Sales of fixed maturity investments	304.1	399.3
Maturities and mandatory calls of fixed maturity investments	133.2	142.0
Sales of equity securities	74.6	14.7
Sales of other investments	2.0	9.0
Purchases of fixed maturity investments	(389.5)	(514.5)
Purchases of equity securities	(35.8)	(19.9)
Purchases of other investments	(33.3)	(22.8)
Change in foreign regulatory deposits and voluntary pools	(1.1)	1.1
Change in short-term investments	(54.8)	3.7
Settlements of foreign currency exchange forward contracts	(3.9)	(2.2)
Purchases of fixed assets	(6.8)	(17.8)
Other, net	(14.2)	9.5
Cash (used) provided by investing activities	(25.5)	2.1
Cash flows from financing activities:		
Amortization of debt issuance costs	0.1	0.1
Activity under stock incentive plans	0.3	0.9
Repurchase of Company's common shares	(19.0)	(17.0)
Excess tax expense from share-based payment arrangements	0.1	—
Payment of cash dividends to common shareholders	(6.2)	(5.7)
Cash used by financing activities	(24.7)	(21.7)
Effect of exchange rate changes on cash	0.2	0.2
Change in cash	1.2	8.1
Cash, beginning of period	121.7	81.0
Cash, end of period	$ 122.9	$ 89.1

See accompanying notes.

1. Basis of Presentation

The accompanying consolidated financial statements of Argo Group International Holdings, Ltd. ("Argo Group," "we" or the "Company") and its subsidiaries have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and with the instructions for Form 10-Q and Article 10 of Regulation S-X. The preparation of interim financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. The major estimates reflected in our consolidated financial statements include, but are not limited to, reserves for losses and loss adjustment expenses; reinsurance recoverables, including the reinsurance recoverables allowance for doubtful accounts; estimates of written and earned premiums; reinsurance premium receivable; fair value of investments and assessment of potential impairment; valuation of goodwill and intangibles and our deferred tax asset valuation allowance. Actual results could differ from those estimates. Certain financial information that normally is included in annual financial statements, including certain financial statement footnotes, prepared in accordance with GAAP, is not required for interim reporting purposes and has been condensed or omitted. These statements should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2015, filed with the Securities and Exchange Commission on February 26, 2016.

The interim financial information as of, and for the three months ended, March 31, 2016 and 2015 is unaudited. However, in the opinion of management, the interim information includes all adjustments, consisting of normal recurring accruals, necessary for a fair presentation of the results presented for the interim periods. The operating results for the interim periods are not necessarily indicative of the results to be expected for the full year. All significant intercompany amounts have been eliminated in consolidation.

During the first quarter of 2016, we evaluated our accounting for our alternative investment portfolio and determined that as we manage these investments to appreciate in value on a quarter to quarter basis, it is more appropriate to classify the change in value as net investment income as opposed to realized investment gains (losses). As a result, net investment income for the three months ended March 31, 2015 was increased $4.9 million and net realized investment and other gains were reduced $4.9 million for this reclassification. For the three months ended March 31, 2016, we recorded a $1.6 million reduction to net investment income for the change in value of these securities.

2. Recently Issued Accounting Pronouncements

In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-02, "Leases" (Topic 842). ASU 2016-02 requires organizations that lease assets to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases. Additionally, ASU 2016-02 modifies current guidance for lessors' accounting. ASU 2016-02 is effective for interim and annual reporting periods beginning on or after January 1, 2019, with early adoption permitted. We are currently assessing the impact that the adoption of ASU 2016-02 will have on our financial results and disclosures.

In January 2016, the FASB issued ASU 2016-01, "Recognition and Measurement of Financial Assets and Financial Liabilities" (Subtopic 825-10). The ASU will require equity investments that are not consolidated or accounted for under the equity method of accounting to be measured at fair value with changes in fair value recognized in net income. This ASU will also require us to assess the ability to realize of any deferred tax assets ("DTAs") related to an available-for-sale debt security in combination with our other DTAs. The ASU will be effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. We are currently in the process of evaluating the impact of the adoption of ASU 2016-01 on our financial results and disclosures.

In May 2015, the FASB issued ASU 2015-09, "Disclosures about Short-Duration Contracts" (Topic 944). ASU 2015-09 requires additional disclosures for unpaid claim liabilities and claim adjustment expenses for short-duration insurance contracts (i.e., coverage provided for a fixed period of short duration, typically a year or less). The standard will require tables showing incurred and paid claims development information by accident year for the number of years claims typically remaining outstanding, but not more than 10 years, including a reconciliation of this information to the statement of financial position. This ASU is effective for annual periods beginning after December 15, 2015 and interim periods within annual periods after December 15, 2016. We are currently in the process of evaluating the impact of the adoption of ASU 2015-09 on our financial disclosures.

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers" (Topic 606). ASU 2014-09 contains principles that an entity will need to apply to determine the measurement of revenue and timing of when it is recognized. The underlying principle is that an entity will recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those goods or services. In March 2016, the FASB issued ASU 2016-08, "Principal versus Agent Considerations" (Topic 606) which reframes the indicators in the guidance to focus on evidence that an entity is acting as a principal rather than as an agent.

Entities can apply the final standard using one of the following two methods:

1. retrospectively to each prior period presented; or
2. retrospectively, with the cumulative effect of initially applying ASU 2014-09 recognized at the date of initial application, with additional disclosures in reporting periods that include the date of initial application.

ASU 2014-09 is effective for interim and annual reporting periods beginning on or after January 1, 2017. In August 2015, the FASB issued ASU 2015-14, "Deferral of the Effective Date" (Topic 606) which allows for a deferral of the implementation until January 1, 2018, and permits early application, but not before the original effective date of January 1, 2017. While insurance contracts are excluded from this ASU, fee income related to our brokerage operations and management of the third-party capital for our underwriting Syndicate at Lloyd's will be subject to this updated guidance. We continue to evaluate what impact this ASU will have on our financial results and disclosures and which adoption method to apply, but do not anticipate such impact being material based on the limited revenue streams subject to the ASU.

Accounting Standards Retrospectively Adopted in 2016

In April 2015, the FASB issued ASU 2015-03, "Simplifying the Presentation of Debt Issuance Costs," which amends the guidance in Accounting Standards Codification Topic 835-30 "Interest-Imputation of Interest." ASU 2015-03 requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. For public business entities, the guidance was effective for annual and interim periods beginning after December 15, 2015. We adopted this guidance effective January 1, 2016 and adjusted our prior period balances to reflect the adoption of this guidance.

As of December 31, 2015, we reported $4.5 million of unamortized debt issuance costs related to our Senior unsecured fixed rate notes. The effects of the retrospective application of this guidance on individual financial statement line items in our Consolidated Balance Sheets were as follows:

	December 31, 2015		
(in millions)	As Previously Reported	As Adjusted	Effect of Change
Other assets	$ 225.2	$ 220.7	$ (4.5)
Senior unsecured fixed rate notes	143.8	139.3	(4.5)

The effects of the retrospective application of this guidance on individual financial statement line items in our Consolidated Statements of Cash Flows were as follows:

	For the three months ended March 31, 2015		
(in millions)	As Previously Reported	As Adjusted	Effect of Change
Cash flows from operating activities:			
Amortization of debt issuance costs	$ —	$ (0.1)	$ (0.1)
Cash flows from financing activities:			
Amortization of debt issuance costs	—	0.1	0.1

There were no changes to the Consolidated Statements of Income for the periods presented as a result of adoption of the authoritative guidance.

3. Investments

Composition of Invested Assets

The amortized cost, gross unrealized gains, gross unrealized losses and fair value of investments were as follows:

March 31, 2016

(in millions)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Fixed maturities				
USD denominated:				
U.S. Governments	$ 197.4	$ 2.1	$ 0.1	$ 199.4
Non-U.S. Governments	82.1	0.6	0.2	82.5
Obligations of states and political subdivisions	408.6	20.8	0.3	429.1
Credit-Financial	504.0	8.0	2.2	509.8
Credit-Industrial	533.2	9.8	7.8	535.2
Credit-Utility	162.1	2.4	11.3	153.2
Structured securities:				
CMO/MBS-agency (1)	145.8	5.7	0.1	151.4
CMO/MBS-non agency	6.3	0.6	—	6.9
CMBS (2)	217.2	1.1	0.9	217.4
ABS (3)	116.4	0.4	0.3	116.5
CLO (4)	145.5	—	2.9	142.6
Foreign denominated:				
Governments	166.9	2.4	10.6	158.7
Credit	119.7	1.6	15.0	106.3
ABS/CMBS	18.7	0.1	2.2	16.6
CLO	87.9	1.5	7.4	82.0
Total fixed maturities	2,911.8	57.1	61.3	2,907.6
Equity securities	324.5	121.0	15.2	430.3
Other investments	532.1	7.5	16.6	523.0
Short-term investments	266.1	0.1	—	266.2
Total investments	$ 4,034.5	$ 185.7	$ 93.1	$ 4,127.1

(1) Collateralized mortgage obligations/mortgage-backed securities (“CMO/MBS”).
(2) Commercial mortgage-backed securities (“CMBS”).
(3) Asset-backed securities (“ABS”).
(4) Collateralized loan obligations (“CLO”).

December 31, 2015

(in millions)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Fixed maturities				
USD denominated:				
U.S. Governments	$ 207.9	$ 0.7	$ 0.7	$ 207.9
Non-U.S. Governments	92.9	—	1.2	91.7
Obligations of states and political subdivisions	467.6	20.7	0.3	488.0
Credit-Financial	533.3	6.1	3.5	535.9
Credit-Industrial	524.2	5.4	11.7	517.9
Credit-Utility	168.7	0.9	13.4	156.2
Structured securities:				
CMO/MBS-agency (1)	126.5	5.0	0.5	131.0
CMO/MBS-non agency	11.0	0.6	0.1	11.5
CMBS (2)	182.2	0.5	1.5	181.2
ABS (3)	111.4	0.2	0.7	110.9
CLO (4)	137.1	0.2	1.7	135.6
Foreign denominated:				
Governments	170.0	0.8	19.6	151.2
Credit	129.1	1.2	20.2	110.1
ABS/CMBS	24.1	0.1	2.3	21.9
CLO	85.0	0.7	9.4	76.3
Total fixed maturities	2,971.0	43.1	86.8	2,927.3
Equity securities	349.7	131.5	17.3	463.9
Other investments	499.6	15.0	0.9	513.7
Short-term investments	211.2	—	0.4	210.8
Total investments	$ 4,031.5	$ 189.6	$ 105.4	$ 4,115.7

(1) Collateralized mortgage obligations/mortgage-backed securities ("CMO/MBS").
(2) Commercial mortgage-backed securities ("CMBS").
(3) Asset-backed securities ("ABS").
(4) Collateralized loan obligations ("CLO").

Included in "Total investments" in our Consolidated Balance Sheets at March 31, 2016 and December 31, 2015 is $119.5 million and $95.3 million, respectively, of assets managed on behalf of the trade capital providers, who are third-party participants that provide underwriting capital to the operations of our Syndicate 1200 segment.

Contractual Maturity

The amortized cost and fair values of fixed maturity investments as of March 31, 2016, by contractual maturity, were as follows:

(in millions)	Amortized Cost	Fair Value
Due in one year or less	$ 241.9	$ 233.8
Due after one year through five years	1,343.9	1,341.1
Due after five years through ten years	430.5	434.7
Thereafter	157.7	164.6
Structured securities	737.8	733.4
Total	$ 2,911.8	$ 2,907.6

The expected maturities may differ from the contractual maturities because debtors may have the right to call or prepay obligations.

Other Invested Assets

Details regarding the carrying value and unfunded investment commitments of the other invested assets portfolio as of March 31, 2016 and December 31, 2015 were as follows:

March 31, 2016

(in millions)		Carrying Value		Unfunded Commitments
Investment Type				
Hedge funds	$	152.0	$	—
Private equity		146.8		88.6
Long only funds		221.8		—
Other investments		2.4		—
Total other invested assets	$	523.0	$	88.6

December 31, 2015

(in millions)		Carrying Value		Unfunded Commitments
Investment Type				
Hedge funds	$	146.9	$	—
Private equity		144.1		90.2
Long only funds		200.0		—
Other investments		22.7		—
Total other invested assets	$	513.7	$	90.2

The following describes each investment type:

- **Hedge funds:** Hedge funds include funds that primarily buy and sell stocks, including the short sales of stocks, multi-strategy credit, relative value credit and distressed credit.
- **Private equity:** Private equity includes buyout funds, real asset/infrastructure funds, credit special situations funds, mezzanine lending funds and direct investments and strategic non-controlling minority investments in private companies that are principally accounted for using the equity method of accounting.
- **Long only funds:** These funds include a fund that primarily owns domestic and international stocks, a fund that owns high yield fixed income securities and a fund that primarily owns investment-grade corporate and sovereign fixed income securities.
- **Other investments:** Other investments include our participation in pools, foreign exchange currency forward contracts to manage exposure on losses related to global catastrophic events, certain non-U.S. dollar denominated investments and to minimize negative impacts to our investment portfolio returns.

Unrealized Losses and Other-Than-Temporary Impairments

An aging of unrealized losses on our investments in fixed maturities, equity securities, other investments and short-term investments is presented below:

March 31, 2016	**Less Than One Year**		**One Year or Greater**		**Total**	
(in millions)	**Fair Value**	**Unrealized Losses**	**Fair Value**	**Unrealized Losses**	**Fair Value**	**Unrealized Losses**
Fixed maturities						
USD denominated:						
U.S. Governments (2)	$ 35.9	$ 0.1	$ 0.2	$ —	$ 36.1	$ 0.1
Non-U.S. Governments (2)	21.1	0.2	1.8	—	22.9	0.2
Obligations of states and political subdivisions (1)	1.4	—	9.6	0.3	11.0	0.3
Credit-Financial	150.0	1.7	32.5	0.5	182.5	2.2
Credit-Industrial	144.1	5.6	24.5	2.2	168.6	7.8
Credit-Utility	72.0	6.2	17.5	5.1	89.5	11.3
Structured securities:						
CMO/MBS-agency (1)	2.9	—	9.0	0.1	11.9	0.1
CMO/MBS-non agency (1)	0.1	—	—	—	0.1	—
CMBS	102.4	0.7	6.7	0.2	109.1	0.9
ABS	38.7	0.1	7.0	0.2	45.7	0.3
CLO	109.8	2.2	18.2	0.7	128.0	2.9
Foreign denominated:						
Governments	102.0	10.5	0.3	0.1	102.3	10.6
Credit	89.6	14.9	0.8	0.1	90.4	15.0
ABS/CMBS	15.7	2.1	0.8	0.1	16.5	2.2
CLO	80.2	7.2	0.5	0.2	80.7	7.4
Total fixed maturities	965.9	51.5	129.4	9.8	1,095.3	61.3
Equity securities	100.4	15.2	—	—	100.4	15.2
Other investments	(16.3)	16.6	—	—	(16.3)	16.6
Short-term investments (1)	0.5	—	—	—	0.5	—
Total	$ 1,050.5	$ 83.3	$ 129.4	$ 9.8	$ 1,179.9	$ 93.1

(1) Unrealized losses less than one year are less than $0.1 million.
(2) Unrealized losses one year or greater are less than $0.1 million.

December 31, 2015	Less Than One Year		One Year or Greater		Total	
(in millions)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Fixed maturities						
USD denominated:						
U.S. Governments (2)	$ 138.3	$ 0.7	$ 0.4	$ —	$ 138.7	$ 0.7
Non-U.S. Governments (2)	80.2	1.2	2.2	—	82.4	1.2
Obligations of states and political subdivisions (1)	9.3	—	8.8	0.3	18.1	0.3
Credit-Financial	308.7	3.0	32.2	0.5	340.9	3.5
Credit-Industrial	320.4	9.6	28.7	2.1	349.1	11.7
Credit-Utility	111.6	8.5	16.4	4.9	128.0	13.4
Structured securities:						
CMO/MBS-agency	26.9	0.2	8.4	0.3	35.3	0.5
CMO/MBS-non agency	7.0	0.1	—	—	7.0	0.1
CMBS (2)	126.3	1.5	3.0	—	129.3	1.5
ABS	91.8	0.4	6.8	0.3	98.6	0.7
CLO	103.5	1.4	12.5	0.3	116.0	1.7
Foreign denominated:						
Governments	137.1	19.5	0.3	0.1	137.4	19.6
Credit	104.3	20.0	0.5	0.2	104.8	20.2
ABS/CMBS (2)	20.8	2.3	0.1	—	20.9	2.3
CLO	75.5	9.2	0.5	0.2	76.0	9.4
Total fixed maturities	1,661.7	77.6	120.8	9.2	1,782.5	86.8
Equity securities	112.4	17.3	—	—	112.4	17.3
Other investments	(0.5)	0.9	—	—	(0.5)	0.9
Short-term investments	5.8	0.4	—	—	5.8	0.4
Total	$ 1,779.4	$ 96.2	$ 120.8	$ 9.2	$ 1,900.2	$ 105.4

(1) Unrealized losses less than one year are less than $0.1 million.

(2) Unrealized losses one year or greater are less than $0.1 million.

We regularly evaluate our investments for other-than-temporary impairment. For fixed maturity securities, the evaluation for a credit loss is generally based on the present value of expected cash flows of the security as compared to the amortized book value. For structured securities, frequency and severity of loss inputs are used in projecting future cash flows of the securities. Loss frequency is measured as the credit default rate, which includes such factors as loan-to-value ratios and credit scores of borrowers. For equity securities and other investments, the length of time and the amount of decline in fair value are the principal factors in determining other-than-temporary impairment. We also recognize other-than-temporary losses on fixed maturity securities that we intend to sell.

We hold a total of 6,922 securities, of which 2,240 were in an unrealized loss position for less than one year and 237 were in an unrealized loss position for a period one year or greater as of March 31, 2016. Unrealized losses greater than twelve months on fixed maturities were the result of a number of factors, including increased credit spreads, foreign currency fluctuations and higher market yields relative to the date the securities were purchased, and for structured securities, by the performance of the underlying collateral, as well. In considering whether an investment is other-than-temporarily impaired or not, we also considered that we do not intend to sell the investments and it is unlikely that we will be required to sell the investments before recovery of their amortized cost bases, which may be maturity. In situations where we did not recognize other-than-temporary losses on investments in our equity portfolio, we have evaluated the near-term prospects of the investment in relation to the severity and duration of the impairment and based on that evaluation, have the ability and intent to hold these investments until a recovery of the cost basis. We do not consider these investments to be other-than-temporarily impaired at March 31, 2016.

We recognized other-than-temporary losses on our fixed maturities portfolio of $1.1 million and $0.4 million for the three months ended March 31, 2016 and 2015, respectively. We recognized other-than-temporary losses on our equity portfolio of $0.6 million and $0.1 million for the three months ended March 31, 2016 and 2015, respectively.

Realized Gains and Losses

The following table presents our gross realized investment and other gains (losses):

(in millions)	For the Three Months Ended March 31, 2016	2015
Realized gains		
Fixed maturities	$ 6.4	$ 4.1
Equity securities	19.3	3.8
Other investments	10.2	14.1
Short-term investments	0.2	—
Gain on sale of real estate holdings	—	0.3
Gross realized investment gains	36.1	22.3
Realized losses		
Fixed maturities	(8.4)	(3.7)
Equity securities	(6.1)	(0.7)
Other investments	(22.6)	(5.2)
Short-term investments	(0.1)	(1.1)
Other-than-temporary impairment losses on fixed maturities	(0.6)	(0.4)
Other-than-temporary impairment losses on equity securities	(1.1)	(0.1)
Gross realized investment and other losses	(38.9)	(11.2)
Net realized investment and other (losses) gains	$ (2.8)	$ 11.1

The cost of securities sold is based on the specific identification method.

Realized gains (losses) and changes in unrealized appreciation (depreciation) related to fixed maturity and equity security investments are summarized as follows:

(in millions)	Fixed Maturities	Equity Maturities	Other Investments	Other	Real Estate Holdings and Other	Tax Effects	Total
Three Months Ended March 31, 2016							
Realized before impairments	$ (2.0)	$ 13.2	$ (12.4)	$ 0.1	$ —	$ (1.8)	$ (2.9)
Realized - impairments	(0.6)	(1.1)	—	—	—	0.6	(1.1)
Change in unrealized	38.9	(9.0)	0.6	0.5	—	(3.7)	27.3
Three Months Ended March 31, 2015							
Realized before impairments	$ 0.4	$ 3.1	$ 8.9	$ (1.1)	$ 0.3	$ (4.2)	$ 7.4
Realized - impairments	(0.4)	(0.1)	—	—	—	0.2	(0.3)
Change in unrealized	(12.3)	(10.8)	1.6	(0.3)	—	2.9	(18.9)

Foreign Currency Exchange Forward Contracts

We entered into foreign currency exchange forward contracts to manage currency exposure on losses related to certain global catastrophe events, manage currency exposure on our Canadian dollar ("CAD") investment portfolio, minimize negative impacts to our investment portfolio returns, manage currency exposure on certain Euro ("EUR") denominated investments and gain exposure to a total return strategy which invests in multiple currencies. These currency forward contracts are carried at fair value in our Consolidated Balance Sheets in "Other investments. The realized and unrealized gains and losses are included in "Net realized investment and other (losses) gains" in our Consolidated Statements of Income.

The fair value of our foreign currency exchange forward contracts as of March 31, 2016 and December 31, 2015 was as follows:

(in millions)	March 31, 2016	December 31, 2015
Canadian dollar (CAD) currency exposure	$ (12.3)	$ 5.2
Euro (EUR) investment exposure	(4.2)	2.9
Total return strategy (1)	(0.1)	(0.8)
	$ (16.6)	$ 7.3

(1) Program incepted in 2015

The following table represents our gross investment realized gains and losses on our foreign currency exchange forward contracts:

	For the Three Months Ended March 31,	
(in millions)	2016	2015
Realized gains		
Global catastrophe	$ —	$ 0.3
Canadian dollar (CAD) currency exposure	2.8	7.5
Euro (EUR) investment exposure	—	6.3
Investment portfolio return strategy	0.3	—
Total return strategy	6.4	—
Gross realized investment gains	9.5	14.1
Realized losses		
Global catastrophe	—	(1.2)
Canadian dollar (CAD) currency exposure	(8.5)	(2.0)
Euro (EUR) investment exposure	(3.6)	—
Investment portfolio return strategy	(0.2)	—
Total return strategy	(9.0)	—
Gross realized investment losses	(21.3)	(3.2)
Net realized investment gains (losses) on foreign currency exchange forward contracts	$ (11.8)	$ 10.9

Regulatory Deposits, Pledged Securities and Letters of Credit

At March 31, 2016, the amortized cost and fair value of investments on deposit with U.S., Canadian and various other agencies for regulatory purposes were $168.5 million and $175.3 million, respectively. At December 31, 2015, the amortized cost and fair value of investments on deposit with U.S., Canadian and various other agencies for regulatory purposes were $187.1 million and $192.8 million, respectively.

At March 31, 2016, investments with an amortized cost of $32.8 million and fair value of $32.9 million were pledged as collateral in support of irrevocable letters of credit ("LOCs") in the amount of $26.4 million issued under the terms of certain reinsurance agreements in respect of reported loss and loss expense reserves. At December 31, 2015, investments with an amortized cost of $34.9 million and fair value of $35.0 million were pledged as collateral in support of irrevocable LOCs in the amount of $29.3 million issued under the terms of certain reinsurance agreements in respect of reported loss and loss expense reserves.

Our Corporate member's capital supporting our Lloyd's business was $207.3 million and $202.5 million at March 31, 2016 and December 31, 2015, respectively.

Fair Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability, or in the absence of a principal market, the most advantageous market. Market participants are buyers and sellers in the principal (or most advantageous) market that are independent, knowledgeable, able to transact for the asset or liability and willing to transfer the asset or liability.

Valuation techniques consistent with the market approach, income approach and/or cost approach are used to measure fair value. The inputs of these valuation techniques are categorized into three levels.

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that can be accessed at the reporting date. We define actively traded as a security that has traded in the past seven days. We receive one quote per instrument for Level 1 inputs.
- Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. We receive one quote per instrument for Level 2 inputs.
- Level 3 inputs are unobservable inputs. Unobservable inputs reflect our own judgments about the assumptions market participants would use in pricing the asset or liability based on the best information available in the circumstances.

We receive fair value prices from third-party pricing services and our outside investment managers. These prices are determined using observable market information such as dealer quotes, market spreads, cash flows, yield curves, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the security's terms and conditions, among other things. We have reviewed the processes used by the third-party providers for pricing the securities, and have determined that these processes result in fair values consistent with GAAP requirements. In addition, we review these prices for reasonableness, and have not adjusted any prices received from the third-party providers as of March 31, 2016. A description of the valuation techniques we use to measure assets at fair value is as follows:

Fixed Maturities (Available-for-Sale) Levels 1 and 2:

- United States Treasury securities are typically valued using Level 1 inputs. For these securities, we obtain fair value measurements from third-party pricing services using quoted prices (unadjusted) in active markets at the reporting date.
- United States Government agencies, non-U.S. Government securities, obligations of states and political subdivisions, credit securities and foreign denominated securities are reported at fair value using Level 2 inputs. For these securities, we obtain fair value measurements from third-party pricing services. Observable data may include dealer quotes, market spreads, yield curves, live trading levels, trade execution data, credit information and the security's terms and conditions, among other things.
- CMO/MBS agency, CMO/MBS non-agency, CMBS, ABS and CLO securities are reported at fair value using Level 2 inputs. For these securities, we obtain fair value measurements from third-party pricing services. Observable data may include dealer quotes, market spreads, cash flows, yield curves, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the security's terms and conditions, among other things.

Equity Securities Level 1: Equity securities are principally reported at fair value using Level 1 inputs. For these securities, we obtain fair value measurements from a third-party pricing service using quoted prices (unadjusted) in active markets at the reporting date.

Equity Securities Level 2: We own interest in a mutual fund that is reported at fair value using Level 2 inputs. The valuation is based on the fund's net asset value per share, at the end of each month. The underlying assets in the fund are valued primarily on the basis of closing market quotations or official closing prices on each valuation day.

Equity Securities Level 3: We own certain equity securities that are reported at fair value using Level 3 inputs. The valuation techniques for these securities include the following:

- Fair value measurements are obtained from the National Association of Insurance Commissioners' Security Valuation Office at the reporting date.
- Fair value measurements for an investment in an equity fund obtained by applying final prices provided by the administrator of the fund, which is based upon certain estimates and assumptions.

Other Investments Level 2: Foreign regulatory deposits are assets held in trust in jurisdictions where there is a legal and regulatory requirement to maintain funds locally in order to protect policyholders. Lloyd's is the appointed investment manager for the funds. These assets are invested in short-term government securities, agency securities and corporate bonds and are valued using Level 2 inputs based upon values obtained from Lloyd's. Foreign currency future contracts are valued by our counterparty using market driven foreign currency exchange rates and are considered Level 2 investments.

Short-term Investments: Short-term investments are principally reported at fair value using Level 1 inputs, with the exception of short-term corporate bonds reported at fair value using Level 2 inputs as described in the fixed maturities section above. Values for the investments categorized as Level 1 are obtained from various financial institutions as of the reporting date.

Transfers Between Level 1 and Level 2 Securities: There were no transfers between Level 1 and Level 2 securities during the three months ended March 31, 2016.

Based on an analysis of the inputs, our financial assets measured at fair value on a recurring basis have been categorized as follows:

		Fair Value Measurements at Reporting Date Using		
(in millions)	March 31, 2016	Level 1 (a)	Level 2 (b)	Level 3 (c)
Fixed maturities				
USD denominated:				
U.S. Governments	$ 199.4	$ 139.8	$ 59.6	$ —
Non-U.S. Governments	82.5	—	82.5	—
Obligations of states and political subdivisions	429.1	—	429.1	—
Credit-Financial	509.8	—	509.8	—
Credit-Industrial	535.2	—	535.2	—
Credit-Utility	153.2	—	153.2	—
Structured securities:				
CMO/MBS-agency	151.4	—	151.4	—
CMO/MBS-non agency	6.9	—	6.9	—
CMBS	217.4	—	217.4	—
ABS	116.5	—	116.5	—
CLO	142.6	—	142.6	—
Foreign denominated:				
Governments	158.7	—	158.7	—
Credit	106.3	—	106.3	—
ABS/CMBS	16.6	—	16.6	—
CLO	82.0	—	82.0	—
Total fixed maturities	2,907.6	139.8	2,767.8	—
Equity securities	430.3	427.6	2.1	0.6
Other investments	74.2	—	74.2	—
Short-term investments	266.2	257.4	8.8	—
	$ 3,678.3	$ 824.8	$ 2,852.9	$ 0.6

(a) Quoted prices in active markets for identical assets
(b) Significant other observable inputs
(c) Significant unobservable inputs

(in millions)	December 31, 2015	Fair Value Measurements at Reporting Date Using Level 1 (a)	Level 2 (b)	Level 3 (c)
Fixed maturities				
USD denominated:				
U.S. Governments	$ 207.9	$ 150.4	$ 57.5	$ —
Non-U.S. Governments	91.7	—	91.7	—
Obligations of states and political subdivisions	488.0	—	488.0	—
Credit-Financial	535.9	—	535.9	—
Credit-Industrial	517.9	—	517.9	—
Credit-Utility	156.2	—	156.2	—
Structured securities:				
CMO/MBS-agency	131.0	—	131.0	—
CMO/MBS-non agency	11.5	—	11.5	—
CMBS	181.2	—	181.2	—
ABS	110.9	—	110.9	—
CLO	135.6	—	135.6	—
Foreign denominated:				
Governments	151.2	—	151.2	—
Credit	110.1	—	110.1	—
ABS/CMBS	21.9	—	21.9	—
CLO	76.3	—	76.3	—
Total fixed maturities	2,927.3	150.4	2,776.9	—
Equity securities	463.9	457.6	5.6	0.7
Other investments	97.2	—	97.2	—
Short-term investments	210.8	203.6	7.2	—
	$ 3,699.2	$ 811.6	$ 2,886.9	$ 0.7

(a) Quoted prices in active markets for identical assets
(b) Significant other observable inputs
(c) Significant unobservable inputs

The fair value measurements in the tables above do not equal "Total investments" on our Consolidated Balance Sheets as they exclude certain other investments that are accounted for under the equity-method of accounting.

A reconciliation of the beginning and ending balances for the investments categorized as Level 3 are as follows:

Fair Value Measurements Using Observable Inputs (Level 3)

(in millions)	Equity Securities	Total
Beginning balance, January 1, 2016	$ 0.7	$ 0.7
Transfers into Level 3	—	—
Transfers out of Level 3	—	—
Total gains or losses (realized/unrealized):		
Included in net income (loss)	—	—
Included in other comprehensive income (loss)	—	—
Purchases, issuances, sales, and settlements		
Purchases	—	—
Issuances	—	—
Sales	(0.1)	(0.1)
Settlements	—	—
Ending balance, March 31, 2016	$ 0.6	$ 0.6
Amount of total gains or losses for the year included in net income (loss) attributable to the change in unrealized gains or losses relating to assets still held at March 31, 2016	$ —	$ —

(in millions)	Equity Securities	Total
Beginning balance, January 1, 2015	$ 0.9	$ 0.9
Transfers into Level 3	—	—
Transfers out of Level 3	—	—
Total gains or losses (realized/unrealized):		
Included in net income (loss)	—	—
Included in other comprehensive income (loss)	—	—
Purchases, issuances, sales, and settlements		
Purchases	—	—
Issuances	—	—
Sales	(0.2)	(0.2)
Settlements	—	—
Ending balance, December 31, 2015	$ 0.7	$ 0.7
Amount of total gains or losses for the year included in net income (loss) attributable to the change in unrealized gains or losses relating to assets still held at December 31, 2015	$ —	$ —

At March 31, 2016 and December 31, 2015, we did not have any financial assets or financial liabilities measured at fair value on a nonrecurring basis or any financial liabilities on a recurring basis.

4. Reserves for Losses and Loss Adjustment Expenses

The following table provides a reconciliation of reserves for losses and loss adjustment expenses ("LAE"):

(in millions)	For the Three Months Ended March 31, 2016	2015
Net reserves beginning of the year	$ 2,133.3	$ 2,137.1
Add:		
Losses and LAE incurred during current calendar year, net of reinsurance:		
Current accident year	194.8	187.4
Prior accident years	(3.2)	(3.7)
Losses and LAE incurred during calendar year, net of reinsurance	191.6	183.7
Deduct:		
Losses and LAE payments made during current calendar year, net of reinsurance:		
Current accident year	24.8	19.8
Prior accident years	144.7	141.0
Losses and LAE payments made during current calendar year, net of reinsurance:	169.5	160.8
Change in participation interest (1)	(42.3)	(1.2)
Foreign exchange adjustments	(3.6)	(6.0)
Net reserves - end of period	2,109.5	2,152.8
Add:		
Reinsurance recoverables on unpaid losses and LAE, end of period	1,032.0	882.3
Gross reserves - end of period	$ 3,141.5	$ 3,035.1

(1) Amount represents decreases in reserves due to change in syndicate participation

Reserves for losses and LAE represent the estimated indemnity cost and related adjustment expenses necessary to investigate and settle claims. Such estimates are based upon individual case estimates for reported claims, estimates from ceding companies for reinsurance assumed and actuarial estimates for losses that have been incurred but not yet reported to the insurer. Any change in probable ultimate liabilities is reflected in current operating results.

Impacting losses and LAE for the three months ended March 31, 2016 was $3.2 million in favorable prior years' loss reserve development comprised of the following: $2.9 million of net favorable development in the Excess and Surplus Lines segment primarily the result of favorable development in the property lines and commercial automobile, partially offset by unfavorable development in the general and products liability lines; negligible development in the Commercial Specialty segment; $0.9 million of net favorable development in the International Specialty segment primarily driven by favorable development in the property reinsurance line and in the Brazil unit, partially offset by unfavorable development in the casualty lines; $0.8 million of net favorable development in the Syndicate 1200 segment primarily driven by favorable development in property lines, partially offset by unfavorable development in specialty lines; and $1.4 million of unfavorable development in the Run-off Lines segment primarily caused by unfavorable development in the Risk Management liability, offset in part by favorable development in run-off reinsurance claims.

Impacting losses and LAE for the three months ended March 31, 2015 was $3.7 million in favorable prior years' loss reserve development comprised of the following: $5.7 million of net favorable development in the Excess and Surplus Lines segment primarily caused by favorable development in the general and products liability lines and commercial automobile, partially offset by unfavorable development in property lines; $4.7 million of net unfavorable development in the Commercial Specialty segment, primarily driven by unfavorable development in general liability due to increases in claim severity, as well as unfavorable development in short tail lines and workers compensation, partially offset by favorable development in auto liability; $2.5 million of net favorable development in the International Specialty segment primarily driven by favorable development in Argo Re and long-tail lines, partially offset by unfavorable development in the Brazil unit; $0.3 million of net favorable development in the Syndicate 1200 segment primarily driven by favorable development in various property classes, partially offset by unfavorable development in general liability; and $0.1 million of unfavorable development in the Run-off Lines segment primarily caused by unfavorable development in workers compensation lines and assumed asbestos and environmental liability, offset in part by favorable development in run-off reinsurance claims.

In the opinion of management, our reserves represent the best estimate of our ultimate liabilities, based on currently known facts, current law, current technology and assumptions considered reasonable where facts are not known. Due to the significant uncertainties and related management judgments, there can be no assurance that future loss development, favorable or unfavorable, will not occur.

5. Disclosures about Fair Value of Financial Instruments

Cash. The carrying amount approximates fair value.

Investment securities and short-term investments. See Note 3, "Investments," for additional information.

Premiums receivable and reinsurance recoverables on paid losses. The carrying value of current receivables approximates fair value. At March 31, 2016 and December 31, 2015, the carrying values of premiums receivable over 90 days were $13.6 million and $10.0 million, respectively. Included in "Reinsurance recoverables" in our Consolidated Balance Sheets at March 31, 2016 and December 31, 2015, are amounts that are due from trade capital providers associated with the operations of Syndicate 1200. Upon settlement, the receivable is offset against the liability also reflected in our accompanying Consolidated Balance Sheets. At March 31, 2016 and December 31, 2015, the payable was in excess of the receivable. Of our reinsurance recoverables on paid losses, excluding amounts attributable to Syndicate 1200's trade capital providers, at March 31, 2016 and December 31, 2015, the carrying values over 90 days were $11.4 million and $7.1 million, respectively. Our methodology for establishing our allowances for doubtful accounts includes specifically identifying all potential uncollectible balances regardless of aging. At March 31, 2016 and December 31, 2015, the allowance for doubtful accounts for premiums receivable was $2.4 million and $3.5 million, respectively, and the allowance for doubtful accounts for reinsurance recoverables on paid losses was $2.0 million and $2.2 million, respectively. Premiums receivable over 90 days were secured by collateral in the amount of $0.2 million at both March 31, 2016 and December 31, 2015. Reinsurance recoverables on paid losses over 90 days were secured by collateral in the amount of $0.6 million and $0.7 at March 31, 2016 and December 31, 2015, respectively.

Debt. At March 31, 2016 and December 31, 2015, the fair value of our Junior subordinated debentures, Senior unsecured fixed rate notes and Other indebtedness was estimated using appropriate market indices or quoted prices from external sources based on current market conditions.

A summary of our financial instruments whose carrying value did not equal fair value is shown below:

(in millions)	March 31, 2016				December 31, 2015			
	Carrying Amount		Fair Value		Carrying Amount		Fair Value	
Junior subordinated debentures	$	172.7	$	158.4	$	172.7	$	166.5
Senior unsecured fixed rate notes		139.4		141.8		139.3		141.8
Other indebtedness:								
Floating rate loan stock		55.8		51.2		54.6		52.7
Note payable		0.6		0.6		0.6		0.6
	$	368.5	$	352.0	$	367.2	$	361.6

6. Shareholders' Equity

On May 3, 2016, our Board of Directors declared a quarterly cash dividend in the amount of $0.22 on each share of common stock outstanding. The dividend will be paid on June 17, 2016 to shareholders of record at the close of business on June 1, 2016.

On February 16, 2016, our Board of Directors declared a quarterly cash dividend in the amount of $0.22 on each share of common stock outstanding. On March 15, 2016, we paid $6.2 million to our shareholders of record on March 1, 2016.

On February 17, 2015, our Board of Directors declared a 10% stock dividend, payable on March 16, 2015, to shareholders of record at the close of business on March 2, 2015. As a result of the stock dividend, 2,554,506 additional shares were issued. Cash was paid in lieu of fractional shares of our common shares. All references to share and per share amounts in this document and related disclosures have been adjusted to reflect the stock dividend for all periods presented.

In addition, on February 17, 2015, our Board of Directors declared a quarterly cash dividend in the amount of $0.20 on each share of common stock outstanding, on a post-stock dividend basis. On March 19, 2015, we paid $5.7 million to our shareholders of record on March 2, 2015.

On November 5, 2013, our Board of Directors authorized the repurchase of up to $150.0 million of our common shares ("2013 Repurchase Authorization"). The 2013 Repurchase Authorization supersedes all the previous Repurchase Authorizations. As of March 31, 2016, availability under the 2013 Repurchase Authorization for future repurchases of our common shares was $44.1 million.

For the three months ended March 31, 2016, we repurchased a total of 343,652 common shares for $19.0 million. A summary of activity from January 1, 2016 through March 31, 2016 follows.

A summary of common shares repurchased for the three months ended March 31, 2016 is shown below:

Repurchase Type	Date Trading Plan Initiated	2016 Purchase Period	Number of Shares Repurchased	Average Price of Shares Repurchased		Total Cost (in millions)		Repurchase Authorization Year
10b5-1 Trading Plan	12/16/2015	01/04/2016-02/11/2016	266,538	$	55.59	$	14.8	2013
10b5-1 Trading Plan	03/16/2016	03/16/2016-03/28/2016	12,650	$	55.76		0.7	2013
Open Market	N/A	01/01/2016-03/31/2016	64,464	$	54.14		3.5	2013
Total			343,652	$	55.32	$	19.0	

7. Accumulated Other Comprehensive Income (Loss)

A summary of changes in accumulated other comprehensive income (loss), net of taxes (where applicable) by component for the three months ended March 31, 2016 and 2015 is presented below:

(in millions)	Foreign Currency Translation Adjustments	Unrealized Holding Gains on Securities	Defined Benefit Pension Plans	Total
Balance, January 1, 2016	$ (21.6)	$ 40.0	$ (6.9)	$ 11.5
Other comprehensive (loss) income before reclassifications	1.5	31.0	—	32.5
Amounts reclassified from accumulated other comprehensive (loss) income	—	(3.7)	—	(3.7)
Net current-period other comprehensive (loss) income	1.5	27.3	—	28.8
Balance at March 31, 2016	$ (20.1)	$ 67.3	$ (6.9)	$ 40.3

(in millions)	Foreign Currency Translation Adjustments	Unrealized Holding Gains on Securities	Defined Benefit Pension Plans	Total
Balance, January 1, 2015	$ (15.6)	$ 130.7	$ (7.0)	$ 108.1
Other comprehensive (loss) income before reclassifications	(3.1)	(21.5)	—	(24.6)
Amounts reclassified from accumulated other comprehensive (loss) income	—	2.6	—	2.6
Net current-period other comprehensive (loss) income	(3.1)	(18.9)	—	(22.0)
Balance at March 31, 2015	$ (18.7)	$ 111.8	$ (7.0)	$ 86.1

The following table illustrates the amounts reclassified from accumulated other comprehensive income (loss) shown in the above tables that have been included in our Consolidated Statements of Income:

(in millions)	For the Three Months Ended March 31, 2016	2015
Unrealized gains and losses on securities:		
Net realized investment (gain) loss	$ (7.8)	$ 2.5
Provision for income taxes	4.1	0.1
Net of taxes	$ (3.7)	$ 2.6

8. Net Income Per Common Share

The following table presents the calculation of net income per common share on a basic and diluted basis:

(in millions, except number of shares and per share amounts)	For the Three Months Ended March 31, 2016	2015
Net income	$ 27.7	$ 58.8
Weighted average common shares outstanding - basic	27,710,955	28,129,692
Effect of dilutive securities:		
Equity compensation awards	593,616	547,687
Weighted average common shares outstanding - diluted	28,304,571	28,677,379
Net income per common share:		
Basic	$ 1.00	$ 2.09
Diluted	$ 0.98	$ 2.05

Excluded from the weighted average common shares outstanding calculation at March 31, 2016, and 2015 are 9,525,296 shares and 8,959,543 shares, respectively, which are held as treasury shares. The shares are excluded as of their repurchase date. For the three months ended March 31, 2016, there were no equity compensation awards with an anti-dilutive effect. For the three months ended

March 31, 2015, equity compensation awards to purchase 1,760 shares of common stock were excluded from the computation of diluted net income per common share as these instruments were anti-dilutive. These instruments expired during the second quarter 2015.

9. Supplemental Cash Flow Information

Income taxes paid. We paid income taxes of $0.3 million and $0.5 million during the three months ended March 31, 2016 and 2015, respectively.

Income taxes recovered. We recovered income taxes of $0.3 million and $11.6 million during the three months ended March 31, 2016 and 2015, respectively.

Interest paid was as follows:

	For the Three Months Ended March 31,	
(in millions)	2016	2015
Senior unsecured fixed rate notes	$ 2.3	$ 2.3
Junior subordinated debentures	1.8	1.7
Other indebtedness	0.8	0.8
Total interest paid	$ 4.9	$ 4.8

10. Share-based Compensation

The fair value method of accounting is used for equity-based compensation plans. Under the fair value method, compensation cost is measured based on the fair value of the award at the measurement date and recognized over the requisite service period. We use the Black-Scholes model to estimate the fair values on the measurement date for share options and share appreciation rights ("SARs"). The Black-Scholes model uses several assumptions to value a share award. The volatility assumption is based on the historical change in our stock price over the previous five years preceding the measurement date. The risk-free rate of return assumption is based on the five-year U.S. Treasury constant maturity rate on the measurement date. The expected award life is based upon the average holding period over the history of the incentive plan. The expected dividend yield is based on our history and expected dividend payouts.

The following table summarizes the assumptions we used for the three months ended March 31, 2016 and 2015:

	For the Three Months Ended March 31,	
	2016	2015
Risk-free rate of return	1.37%	1.47%
Expected dividend yields	1.62%	1.63%
Expected award life (years)	4.61	4.71
Expected volatility	19.64%	22.09%

Argo Group's Long-Term Incentive Plans

In November 2007, our shareholders approved the 2007 Long-Term Incentive Plan (the "2007 Plan"), which provides for an aggregate of 4.5 million shares of our common stock that may be issued to executives, non-employee directors, and other key employees. As of May 2014, 1.46 million shares remained available for grant under the 2007 Plan. In May 2014, our shareholders approved the 2014 Long-Term Incentive Plan (the "2014 Plan"), which provides for an additional 2.8 million shares of our common stock to be available for issuance to executives, non-employee directors and other key employees. The share awards may be in the form of share options, SARs, restricted shares, restricted share awards, restricted share unit awards, performance awards, other share-based awards and other cash-based awards. Shares issued under this plan may be shares that are authorized and unissued or shares that we reacquired, including shares purchased on the open market. Share options and SARs will count as one share for the purposes of the limits under the incentive plans; restricted shares, restricted share units, performance units, performance shares or other share-based incentive awards which settle in common shares will count as 2.75 shares for purpose of the limits under the 2014 Plan.

Share options may be in the form of incentive share options, non-qualified share options and restorative options. Share options are required to have an exercise price that is not less than the market value on the date of grant. We are prohibited from repricing the options. The term of the share options cannot exceed seven years from the grant date.

A summary of restricted share activity as of March 31, 2016 and changes during the three months then ended is as follows:

	Shares	Weighted-Average Grant Date Fair Value
Outstanding at January 1, 2016	475,307	$ 40.46
Granted	210,463	$ 55.10
Vested and issued	(63,773)	$ 35.35
Expired or forfeited	(5,542)	$ 46.90
Outstanding at March 31, 2016	616,455	$ 45.93

The restricted shares vest over two to four years. Expense recognized under this plan for the restricted shares was $1.7 million and $1.5 million for the three months ended March 31, 2016 and 2015, respectively. Compensation expense for all share-based compensation awards is included in “Underwriting, acquisition and insurance expense” in the accompanying Consolidated Statements of Income. As of March 31, 2016, there was $22.9 million of total unrecognized compensation cost related to restricted share compensation arrangements granted by Argo Group.

In January 2016, we modified certain unvested cash-settled SARs, converting the awards into stock-settled SARs. We evaluated this modification under the terms of ASU 718 “Share Based Payments”, and determined that no additional expense resulted from the conversion. The expense for the stock-settled SARs will be amortized over the remaining vesting period.

A summary of stock-settled SARs activity as of March 31, 2016 and changes during the three months then ended is as follows:

	Shares	Weighted-Average Exercise Price
Outstanding at January 1, 2016	1,318,101	$ 32.50
Granted	542	$ 40.38
Converted from cash-settled SARs	864,035	$ 45.33
Exercised	(26,398)	$ 26.10
Expired or forfeited	(72,349)	$ 47.88
Outstanding at March 31, 2016	2,083,931	$ 37.37

The stock-settled SARs vest over a one to four year period. Upon exercise of the stock-settled SARs, the employee is entitled to receive shares of our common stock equal to the appreciation of the stock as compared to the exercise price. Expense recognized for the stock-settled SARs was $1.4 million and $0.6 for the three months ended March 31, 2016 and 2015, respectively. As of March 31, 2016, there was $12.5 million of total unrecognized compensation cost related to stock-settled SARs outstanding.

A summary of cash-settled SARs activity as of March 31, 2016 and changes during the three months then ended is as follows:

	Shares	Weighted-Average Exercise Price
Outstanding at January 1, 2016	2,134,121	$ 39.22
Granted	540	$ 40.38
Converted to stock-settled SARs	(864,035)	$ 45.33
Exercised	(113,663)	$ 30.15
Expired or forfeited	(58,092)	$ 44.23
Outstanding at March 31, 2016	1,098,871	$ 35.10

The cash-settled SARs vest over a one to four year period. Upon exercise of the cash-settled SARs, the employee is entitled to receive cash payment for the appreciation in the value of our common stock over the exercise price. We account for the cash-settled SARs as liability awards, which require the awards to be revalued at each reporting period. For the three months ended March 31, 2016, we recouped $0.3 million of expense, primarily related to the conversion of certain cash-settled SARs. Expense recognized for the cash-settled SARs was $2.7 million for the three months ended March 31, 2015. As of March 31, 2016, there was $1.1 million of total unrecognized compensation cost related to cash-settled SARs outstanding.

11. Underwriting, Acquisition and Insurance Expenses

Underwriting, acquisition and insurance expenses were as follows:

(in millions)	For the Three Months Ended March 31, 2016	2015
Commissions	$ 57.1	$ 58.7
General expenses	70.6	72.9
Premium taxes, boards and bureaus	6.6	0.6
	134.3	132.2
Net deferral of policy acquisition costs	(1.7)	(2.6)
Total underwriting, acquisition and insurance expenses	$ 132.6	$ 129.6

Included in general expenses for the three months ended March 31, 2016 and 2015 was $3.0 million and $5.2 million, respectively, of expense for our total equity-related compensation. The increase in premium taxes, boards and bureaus for the three months ended March 31, 2016 as compared to the three months ended March 31, 2015 was primarily due to a decline in the accrual for premium taxes and other assessments due to a change in accounting estimate in the first quarter of 2015.

12. Income Taxes

We are incorporated under the laws of Bermuda and, under current Bermuda law, are not obligated to pay any taxes in Bermuda based upon income or capital gains. We have received an undertaking from the Supervisor of Insurance in Bermuda pursuant to the provisions of the Exempted Undertakings Tax Protection Act, 2011, which exempts us from any Bermuda taxes computed on profits, income or any capital asset, gain or appreciation or any tax in the nature of estate duty or inheritance tax, at least until the year 2035.

We do not consider ourselves to be engaged in a trade or business in the United States or the United Kingdom and, accordingly, do not expect to be subject to direct United States or United Kingdom income taxation.

We have subsidiaries based in the United Kingdom that are subject to the tax laws of that country. Under current law, these subsidiaries are taxed at the applicable corporate tax rates. Eight of the United Kingdom subsidiaries are deemed to be engaged in business in the United States, and therefore, are subject to United States corporate tax in respect of a proportion of their United States underwriting business only. Relief is available against the United Kingdom tax liabilities in respect of overseas taxes paid that arise from the underwriting business. Our United Kingdom subsidiaries file separate United Kingdom income tax returns.

We have subsidiaries based in the United States that are subject to United States tax laws. Under current law, these subsidiaries are taxed at the applicable corporate tax rates. Our United States subsidiaries file a consolidated United States federal income tax return.

We also have operations in Belgium, Switzerland, Brazil, France, Malta, Spain and Ireland, which also are subject to income taxes imposed by the jurisdiction in which they operate. We have operations in the United Arab Emirates, which are not subject to income tax under the laws of that country.

Our income tax provision includes the following components:

(in millions)	For the Three Months Ended March 31, 2016	2015
Current tax provision (benefit)	$ 1.5	$ (0.2)
Deferred tax provision related to:		
Future tax deductions	2.9	5.5
Valuation allowance change	1.0	(1.7)
Income tax provision	$ 5.4	$ 3.6

Our expected income tax provision computed on pre-tax income (loss) at the weighted average tax rate has been calculated as the sum of the pre-tax income (loss) in each jurisdiction multiplied by that jurisdiction's applicable statutory tax rate. For the three months ended March 31, 2016 and 2015, pre-tax income (loss) attributable to our operations and the operations' effective tax rates were as follows:

(in millions)	For the Three Months Ended March 31, 2016 Pre-Tax Income (Loss)	2016 Effective Tax Rate	2015 Pre-Tax Income (Loss)	2015 Effective Tax Rate
Bermuda	$ 22.0	0.0%	$ 25.7	0.0%
United States	23.3	23.7%	28.5	20.2%
United Kingdom	(12.3)	1.5%	10.1	-21.9%
Belgium	— (1)	0.0%	(0.2)	-4.8%
Brazil	(0.1)	0.0%	(1.9)	0.0%
United Arab Emirates	— (1)	0.0%	0.1	0.0%
Ireland	— (1)	0.0%	(0.2)	0.0%
Malta	0.2	0.0%	0.3	0.0%
Switzerland	— (1)	19.8%	— (1)	21.0%
Pre-tax income	$ 33.1		$ 62.4	

(1) Pre-tax income for the respective year was less than $0.1 million.

A reconciliation of the difference between the provision for income taxes and the expected tax provision at the weighted average tax rate is as follows:

(in millions)	For the Three Months Ended March 31, 2016	2015
Income tax provision at expected rate	$ 5.8	$ 11.2
Tax effect of:		
Tax-exempt interest	(0.9)	(0.9)
Dividends received deduction	(0.5)	(0.6)
Valuation allowance change	1.0	(1.7)
Other permanent adjustments, net	0.2	0.2
Adjustment for annualized rate	(1.5)	(0.5)
United States state tax benefit	—	(2.5)
Other foreign adjustments	—	(0.3)
Prior period adjustments to deferred	—	2.2
Prior year foreign taxes recovered	—	(1.2)
Deferred tax rate reduction	(0.3)	—
Foreign exchange adjustments	1.5	(2.4)
Foreign withholding taxes	0.1	0.1
Income tax provision	$ 5.4	$ 3.6
Income tax benefit - Foreign	$ (0.2)	$ (2.2)
Income tax provision - United States, Federal	5.5	9.5
Income tax benefit - United States, State	—	(3.8)
Foreign withholding tax - United States	0.1	0.1
Income tax provision	$ 5.4	$ 3.6

Our net deferred tax assets (liabilities) are supported by taxes paid in previous periods, reversal of taxable temporary differences and recognition of future income. Management regularly evaluates the recoverability of the deferred tax assets and makes any necessary adjustments to them based upon any changes in management's expectations of future taxable income. Realization of deferred tax assets is dependent upon our generation of sufficient taxable income in the future to recover tax benefits that cannot be recovered from taxes paid in the carryback period, generally two years for net operating losses and three years for capital losses for our United States operations. At March 31, 2016, we had a total net deferred tax liability of $7.7 million prior to any valuation allowance.

Management has determined that a valuation allowance is required for a portion of the tax-effected net operating loss carryforward included as part of the United States consolidated group of $16.8 million generated from PXRE Corporation and for the tax-effected net operating loss carryforward of $1.0 million from ARIS. The valuation allowances have been established as Internal Revenue Code Section 382 limits the application of net operating loss and net capital loss carryforwards following an ownership change. The loss carryforwards available per year are $2.8 million as required by Internal Revenue Code Section 382.

Furthermore, due to cumulative losses since inception, management has concluded that a valuation allowance is required for the full amount of the tax-effected net operating losses generated by our Brazil and Malta entities.

Accordingly, a valuation allowance of $23.8 million is required as of March 31, 2016 of which $14.9 million relates to the PXRE Corporation and ARIS loss carryforwards, $7.0 million relates to Brazil operations, and $1.9 million relates to Malta operations. For the three months ended March 31, 2016, the valuation allowance increased by $0.9 million pertaining to our Brazil operations and increased by $0.1 million pertaining to our Malta operations.

Of the PXRE Corporation net operating loss carryforwards, $15.3 million will expire if not used by December 31, 2025 and $1.5 million will expire if not used by December 31, 2027. Of the ARIS loss carryforward, $0.2 million will expire if not used by December 31, 2027, $0.4 million will expire if not used by December 31, 2028 and $0.4 million will expire if not used by December 31, 2029.

For any uncertain tax positions not meeting the "more-likely-than-not" recognition threshold, accounting standards require recognition, measurement and disclosure in a company's financial statements. We had no material unrecognized tax benefits as of March 31, 2016 and 2015. Our United States subsidiaries are no longer subject to U.S. federal and state income tax examinations by tax authorities for years before 2012. Our United Kingdom subsidiaries are no longer subject to United Kingdom income tax examinations by Her Majesty's Revenue and Customs for years before 2012.

13. Commitments and Contingencies

Argo Group's subsidiaries are parties to legal actions incidental to their business. Based on the opinion of counsel, management believes that the resolution of these matters will not materially affect our financial condition or results of operations.

We have contractual commitments to invest up to $88.6 million related to our limited partnership investments at March 31, 2016. These commitments will be funded as required by the partnership agreements which can be called to be fulfilled at any time, not to exceed thirteen years.

14. Segment Information

We are primarily engaged in underwriting property and casualty insurance and reinsurance. We have four ongoing reporting segments: Excess and Surplus Lines, Commercial Specialty, International Specialty and Syndicate 1200. Additionally, we have a Run-off Lines segment for certain products that we no longer underwrite.

We consider many factors, including the nature of each segment's insurance and reinsurance products, production sources, distribution strategies and the regulatory environment, in determining how to aggregate reporting segments.

Based on management's evaluation of the Argo Pro platform's shift in primary distribution channels and mix of admitted versus non-admitted business, we have reclassified Argo Pro's results of operations and identifiable assets from Excess and Surplus Lines to the Commercial Specialty segment effective January 1, 2016, as the current makeup of the platform more closely aligns with our Commercial Specialty segment. The results of operations and identifiable assets for prior periods have been reclassified to conform to the current presentation.

In evaluating the operating performance of our segments, we focus on core underwriting and investing results before the consideration of realized gains or losses from the sales of investments. Realized investment gains are reported as a component of the Corporate and Other segment, as decisions regarding the acquisition and disposal of securities reside with the investment function and are not under the control of the individual business segments. Identifiable assets by segment are those assets used in the operation of each segment.

Revenue and income (loss) before income taxes for each segment were as follows:

(in millions)	For the Three Months Ended March 31, 2016	2015
Revenue:		
Earned premiums		
Excess and Surplus Lines	$ 119.8	$ 111.9
Commercial Specialty	86.8	83.8
International Specialty	37.8	36.2
Syndicate 1200	100.5	103.0
Run-off Lines	—	(0.3)
Total earned premiums	344.9	334.6
Net investment income (loss)		
Excess and Surplus Lines	8.7	8.0
Commercial Specialty	5.1	5.0
International Specialty	3.3	2.9
Syndicate 1200	2.8	2.2
Run-off Lines	2.2	2.0
Corporate and Other	(0.9)	5.6
Total net investment income	21.2	25.7
Fee and other income	6.8	4.6
Net realized investment and other (losses) gains	(2.8)	11.1
Total revenue	$ 370.1	$ 376.0

(in millions)	For the Three Months Ended March 31, 2016	2015
Income (loss) before income taxes		
Excess and Surplus Lines	$ 21.2	$ 21.4
Commercial Specialty	13.7	7.1
International Specialty	10.3	8.9
Syndicate 1200	7.4	11.2
Run-off Lines	(1.4)	1.2
Total segment income before taxes	51.2	49.8
Corporate and Other	(15.3)	1.5
Net realized investment and other (losses) gains	(2.8)	11.1
Total income before income taxes	$ 33.1	$ 62.4

The table below presents earned premiums by geographic location for the three months ended March 31, 2016 and 2015. For this disclosure, we determine geographic location by the country of domicile of our subsidiaries that underwrite the business and not by the location of insureds or reinsureds from whom the business was generated.

(in millions)	For the Three Months Ended March 31, 2016	2015
Bermuda	$ 28.1	$ 23.9
Brazil	9.2	12.5
Malta	0.5	0.5
United Kingdom	100.6	101.9
United States	206.5	195.8
Total earned premiums	$ 344.9	$ 334.6

The following table represents identifiable assets:

(in millions)	March 31, 2016	December 31, 2015
Excess and Surplus Lines	$ 2,258.5	$ 2,219.0
Commercial Specialty	1,575.9	1,589.7
International Specialty	832.5	761.7
Syndicate 1200	1,489.4	1,398.0
Run-off Lines	516.3	524.2
Corporate and Other	147.1	133.0
Total	$ 6,819.7	$ 6,625.6

Included in total assets at March 31, 2016 and December 31, 2015 are $478.1 million and $377.1 million, respectively, in assets associated with trade capital providers.

15. Senior Unsecured Fixed Rate Notes

In September 2012, Argo Group (the "Parent Guarantor"), through its subsidiary Argo Group US (the "Subsidiary Issuer"), issued $143,750,000 aggregate principal amount of the Subsidiary Issuer's 6.5% Senior Note due September 15, 2042 (the "Notes"). The Notes are unsecured and unsubordinated obligations of the Subsidiary Issuer and rank equally in right of payment with all of the Subsidiary Issuer's other unsecured and unsubordinated debt. The Notes are guaranteed on a full and unconditional senior unsecured basis by the Parent Guarantor. The Notes may be redeemed, for cash, in whole or in part, on or after September 15, 2017, at the Subsidiary Issuer's option, at any time and from time to time, prior to maturity at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued but unpaid interest on the principal amount being redeemed to, but not including, the redemption date.

In accordance with ASU 2015-03, "Simplifying the Presentation of Debt Issuance Costs" (Topic 835), we present the unamortized debt issuance costs in the balance sheet as a direct deduction from the carrying value of the debt liability. At March 31, 2016 and December 31, 2015, the Notes consisted of the following:

(in millions)	March 31, 2016	December 31, 2015
Senior unsecured fixed rate notes		
Principal	$ 143.8	$ 143.8
Less: unamortized debt issuance costs	(4.4)	(4.5)
Senior unsecured fixed rate notes, less unamortized debt issuance costs	$ 139.4	$ 139.3

In accordance with Article 10 of SEC Regulation S-X, we have elected to present condensed consolidating financial information in lieu of separate financial statements for the Subsidiary Issuer. The following tables present condensed consolidating financial information at March 31, 2016 and December 31, 2015 and for the three months ended March 31, 2016 and 2015, the Parent Guarantor and the Subsidiary Issuer. The Subsidiary Issuer is an indirect wholly-owned subsidiary of the Parent Guarantor. Investments in subsidiaries are accounted for by the Parent Guarantor under the equity method for purposes of the supplemental consolidating presentation. Earnings of subsidiaries are reflected in the Parent Guarantor's investment accounts and earnings.

The Parent Guarantor fully and unconditionally guarantees certain of the debt of the Subsidiary Issuer. Condensed consolidating financial information of the Subsidiary Issuer is presented on a consolidated basis and consists principally of the net assets, results of operations and cash flows of operating insurance company subsidiaries.

CONDENSED CONSOLIDATING BALANCE SHEET
MARCH 31, 2016
(in millions)

	Argo Group International Holdings, Ltd (Parent Guarantor)	Argo Group US, Inc. and Subsidiaries (Subsidiary Issuer)	Other Subsidiaries and Eliminations (1)	Consolidating Adjustments (2)	Total
Assets					
Investments	$ (11.5)	$ 2,782.9	$ 1,355.7	$ —	$ 4,127.1
Cash	—	74.3	48.6	—	122.9
Accrued investment income	—	15.8	5.5	—	21.3
Premiums receivable	—	178.3	270.1	—	448.4
Reinsurance recoverables	—	1,226.3	(75.2)	—	1,151.1
Goodwill and other intangible assets, net	—	129.1	95.0	—	224.1
Current income taxes receivable, net	—	6.2	3.1	—	9.3
Deferred acquisition costs, net	—	56.3	80.1	—	136.4
Ceded unearned premiums	—	146.4	161.6	—	308.0
Other assets	12.0	161.4	97.7	—	271.1
Intercompany note receivable	—	50.3	(50.3)	—	—
Investments in subsidiaries	1,762.2	—	—	(1,762.2)	—
Total assets	$ 1,762.7	4,827.3	1,991.9	$ (1,762.2)	$ 6,819.7
Liabilities and Shareholders' Equity					
Reserves for losses and loss adjustment expenses	$ —	2,199.9	941.6	$ —	$ 3,141.5
Unearned premiums	—	504.9	402.9	—	907.8
Funds held and ceded reinsurance payable, net	—	755.0	(257.2)	—	497.8
Long-term debt	28.3	284.3	55.9	—	368.5
Deferred tax liabilities, net	—	22.5	9.0	—	31.5
Accrued underwriting expenses and other liabilities	15.0	81.5	70.7	—	167.2
Due to (from) affiliates	14.0	(1.4)	1.4	(14.0)	—
Total liabilities	57.3	3,846.7	1,224.3	(14.0)	5,114.3
Total shareholders' equity	1,705.4	980.6	767.6	(1,748.2)	1,705.4
Total liabilities and shareholders' equity	$ 1,762.7	$ 4,827.3	$ 1,991.9	$ (1,762.2)	$ 6,819.7

(1) Includes all other subsidiaries of Argo Group International Holdings, Ltd. and all intercompany eliminations.
(2) Includes all Argo Group parent company eliminations.

CONDENSED CONSOLIDATING BALANCE SHEET
DECEMBER 31, 2015
(in millions)

	Argo Group International Holdings, Ltd (Parent Guarantor)	Argo Group US, Inc. and Subsidiaries (Subsidiary Issuer)	Other Subsidiaries and Eliminations (1)	Consolidating Adjustments (2)	Total
Assets					
Investments	$ 6.2	$ 2,761.0	$ 1,348.5	$ —	$ 4,115.7
Cash	—	88.8	32.9	—	121.7
Accrued investment income	—	16.4	5.2	—	21.6
Premiums receivable	—	166.4	238.1	—	404.5
Reinsurance recoverables	—	1,212.2	(91.1)	—	1,121.1
Goodwill and other intangible assets, net	—	129.8	95.7	—	225.5
Current income taxes receivable, net	—	4.7	6.9	—	11.6
Deferred acquisition costs, net	—	58.2	74.2	—	132.4
Ceded unearned premiums	—	125.8	125.0	—	250.8
Other assets	8.2	151.7	60.8	—	220.7
Intercompany note receivable	—	49.8	(49.8)	—	—
Investments in subsidiaries	1,715.9	—	—	(1,715.9)	—
Total assets	$ 1,730.3	$ 4,764.8	$ 1,846.4	$ (1,715.9)	$ 6,625.6
Liabilities and Shareholders' Equity					
Reserves for losses and loss adjustment expenses	$ —	$ 2,194.1	$ 929.5	$ —	$ 3,123.6
Unearned premiums	—	501.5	385.2	—	886.7
Funds held and ceded reinsurance payable, net	—	702.6	(312.6)	—	390.0
Long-term debt	28.4	284.2	54.6	—	367.2
Deferred tax liabilities, net	—	11.9	11.7	—	23.6
Accrued underwriting expenses and other liabilities	16.3	95.4	54.7	—	166.4
Due to (from) affiliates	17.5	2.3	(2.3)	(17.5)	—
Total liabilities	62.2	3,792.0	1,120.8	(17.5)	4,957.5
Total shareholders' equity	1,668.1	972.8	725.6	(1,698.4)	1,668.1
Total liabilities and shareholders' equity	$ 1,730.3	$ 4,764.8	$ 1,846.4	$ (1,715.9)	$ 6,625.6

(1) Includes all other subsidiaries of Argo Group International Holdings, Ltd. and all intercompany eliminations.
(2) Includes all Argo Group parent company eliminations.

CONDENSED CONSOLIDATING STATEMENT OF INCOME
FOR THE THREE MONTHS ENDED MARCH 31, 2016
(in millions)

	Argo Group International Holdings, Ltd (Parent Guarantor)	Argo Group US, Inc. and Subsidiaries (Subsidiary Issuer)	Other Subsidiaries and Eliminations (1)	Consolidating Adjustments (2)	Total
Premiums and other revenue:					
Earned premiums	$ —	$ 119.9	$ 225.0	$ —	$ 344.9
Net investment income (expense)	(0.6)	12.6	9.2	—	21.2
Fee and other income	—	5.2	1.6	—	6.8
Net realized investment and other (losses) gains	—	11.2	(14.0)	—	(2.8)
Total revenue	(0.6)	148.9	221.8	—	370.1
Expenses:					
Losses and loss adjustment expenses	—	68.3	123.3	—	191.6
Underwriting, acquisition and insurance expenses	5.2	47.6	79.8	—	132.6
Interest expense	0.3	3.9	0.6	—	4.8
Fee and other expense	—	6.2	0.3	—	6.5
Foreign currency exchange loss	—	—	1.5	—	1.5
Total expenses	5.5	126.0	205.5	—	337.0
Income before income taxes	(6.1)	22.9	16.3	—	33.1
Provision for income taxes	—	5.4	—	—	5.4
Net income before equity in earnings of subsidiaries	(6.1)	17.5	16.3	—	27.7
Equity in undistributed earnings of subsidiaries	33.8	—	—	(33.8)	—
Net income	$ 27.7	$ 17.5	$ 16.3	$ (33.8)	$ 27.7

(1) Includes all other subsidiaries of Argo Group International Holdings, Ltd. and all intercompany eliminations.
(2) Includes all Argo Group parent company eliminations.

CONDENSED CONSOLIDATING STATEMENT OF INCOME
FOR THE THREE MONTHS ENDED MARCH 31, 2015
(in millions)

	Argo Group International Holdings, Ltd (Parent Guarantor)	Argo Group US, Inc. and Subsidiaries (Subsidiary Issuer)	Other Subsidiaries and Eliminations (1)	Consolidating Adjustments (2)	Total
Premiums and other revenue:					
Earned premiums	$ —	$ 135.1	$ 199.5	$ —	$ 334.6
Net investment income (expense)	(0.2)	19.4	6.5	—	25.7
Fee and other income	—	3.6	1.0	—	4.6
Net realized investment and other (losses) gains	—	11.0	0.1	—	11.1
Total revenue	(0.2)	169.1	207.1	—	376.0
Expenses:					
Losses and loss adjustment expenses	—	80.2	103.5	—	183.7
Underwriting, acquisition and insurance expenses	4.7	51.9	73.0	—	129.6
Interest expense	0.5	3.8	0.6	—	4.9
Fee and other expense	—	4.4	0.6	—	5.0
Foreign currency exchange loss (gains)	—	0.8	(10.4)	—	(9.6)
Total expenses	5.2	141.1	167.3	—	313.6
Income before income taxes	(5.4)	28.0	39.8	—	62.4
Provision for income taxes	—	5.8	(2.2)	—	3.6
Net income before equity in earnings of subsidiaries	(5.4)	22.2	42.0	—	58.8
Equity in undistributed earnings of subsidiaries	64.2	—	—	(64.2)	—
Net income	$ 58.8	$ 22.2	$ 42.0	$ (64.2)	$ 58.8

(1) Includes all other subsidiaries of Argo Group International Holdings, Ltd. and all intercompany eliminations.
(2) Includes all Argo Group parent company eliminations.

CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2016
(in millions)

	Argo Group International Holdings, Ltd (Parent Guarantor)	Argo Group US, Inc. and Subsidiaries (Subsidiary Issuer)	Other Subsidiaries and Eliminations (1)	Consolidating Adjustments (2)	Total
Net cash flows from operating activities	$ 5.6	$ 23.1	$ 22.5	$ —	$ 51.2
Cash flows from investing activities:					
Proceeds from sales of investments	—	306.0	74.7	—	380.7
Maturities and mandatory calls of fixed maturity investments	—	84.8	48.4	—	133.2
Purchases of investments	—	(364.1)	(94.5)	—	(458.6)
Change in short-term investments and foreign regulatory deposits	0.3	(34.6)	(21.6)	—	(55.9)
Settlements of foreign currency exchange forward contracts	—	—	(3.9)	—	(3.9)
Purchases of fixed assets and other, net	—	(10.9)	(10.1)	—	(21.0)
Cash provided (used by) investing activities	0.3	(18.8)	(7.0)	—	(25.5)
Cash flows from financing activities:					
Amortization of debt issuance costs	—	0.1	—		0.1
Activity under stock incentive plans	0.3	—	—	—	0.3
Repurchase of Company's common shares	—	(19.0)	—	—	(19.0)
Excess tax expense from share-based payment arrangements	—	0.1	—	—	0.1
Payment of cash dividend to common shareholders	(6.2)	—	—	—	(6.2)
Cash used by financing activities	(5.9)	(18.8)	—	—	(24.7)
Effect of exchange rate changes on cash	—	—	0.2	—	0.2
Change in cash	—	(14.5)	15.7	—	1.2
Cash, beginning of the period	—	88.8	32.9	—	121.7
Cash, end of period	$ —	$ 74.3	$ 48.6	$ —	$ 122.9

(1) Includes all other subsidiaries of Argo Group International Holdings, Ltd. and all intercompany eliminations.
(2) Includes all Argo Group parent company eliminations.

CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2015
(in millions)

	Argo Group International Holdings, Ltd (Parent Guarantor)	Argo Group US, Inc. and Subsidiaries (Subsidiary Issuer)	Other Subsidiaries and Eliminations (1)	Consolidating Adjustments (2)	Total
Net cash flows (used by) from operating activities	$ 2.9	$ 43.5	$ (18.9)	$ —	$ 27.5
Cash flows from investing activities:					
Proceeds from sales of investments	—	340.1	82.9	—	423.0
Maturities and mandatory calls of fixed maturity investments	—	114.5	27.5	—	142.0
Purchases of investments	—	(471.4)	(85.8)	—	(557.2)
Change in short-term investments and foreign regulatory deposits	1.1	7.0	(3.3)	—	4.8
Settlements of foreign currency exchange forward contracts	0.7	—	(2.9)	—	(2.2)
Purchases of fixed assets and other, net	0.1	(11.3)	2.9	—	(8.3)
Cash provided (used by) investing activities	1.9	(21.1)	21.3	—	2.1
Cash flows from financing activities:					
Amortization of debt issuance costs	—	0.1	—	—	0.1
Activity under stock incentive plans	0.9	—	—	—	0.9
Repurchase of Company's common shares	—	(17.0)	—	—	(17.0)
Payment of cash dividend to common shareholders	(5.7)	—	—	—	(5.7)
Cash used by financing activities	(4.8)	(16.9)	—	—	(21.7)
Effect of exchange rate changes on cash	—	—	0.2	—	0.2
Change in cash	—	5.5	2.6	—	8.1
Cash, beginning of period	—	49.3	31.7	—	81.0
Cash, end of period	$ —	$ 54.8	$ 34.3	$ —	$ 89.1

(1) Includes all other subsidiaries of Argo Group International Holdings, Ltd. and all intercompany eliminations.
(2) Includes all Argo Group parent company eliminations.

16. Subsequent Event

On May 3, 2016, our Board of Directors declared a 10% stock dividend payable on June 15, 2016, to shareholders of record at the close of business on June 1, 2016. Based upon information available to us as of the dividend declaration date, we estimate approximately 2.7 million shares will be issued upon payment of the stock dividend. The share numbers and per share amounts disclosed in the Consolidated Financial Statements and Notes to the Consolidated Financial Statements have not been retroactively adjusted to give effect to the stock dividend. Presented below are pro forma basic and diluted net income per common share after giving effect for the stock dividend:

	For the Three Months Ended March 31, 2016	2015
Pro forma net income per common share:		
Basic	$ 0.91	$ 1.90
Diluted	$ 0.89	$ 1.87

The pro forma impact of the stock dividend on the Consolidated Balance Sheet at March 31, 2016 is an increase in common stock of $2.7 million, an increase in additional paid-in capital of $150.9 million and a decrease to retained earnings of $153.6 million.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following is a discussion and analysis of our results of operations for the three months ended March 31, 2016 compared with the three months ended March 31, 2015, and also a discussion of our financial condition as of March 31, 2016. This discussion and analysis should be read in conjunction with the attached unaudited interim Consolidated Financial Statements and notes thereto and Argo Group's Annual Report on Form 10-K for the year ended December 31, 2015 filed with the Securities and Exchange Commission ("SEC") on February 26, 2016, including the audited Consolidated Financial Statements and notes thereto.

Forward Looking Statements

Management's Discussion and Analysis of Financial Condition and Results of Operations, Quantitative and Qualitative Disclosures About Market Risk and the accompanying Consolidated Financial Statements (including the notes thereto) may contain "forward looking statements," which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The forward looking statements are based on our current expectations and beliefs concerning future developments and their potential effects on us. There can be no assurance that actual developments will be those anticipated by us. Actual results may differ materially as a result of significant risks and uncertainties, including non-receipt of expected payments, capital markets and their effect on investment income and fair value of the investment portfolio, development of claims and the effect on loss reserves, accuracy in estimating loss reserves, changes in the demand for our products, effect of general economic conditions, adverse government legislation and regulations, government investigations into industry practices, developments relating to existing agreements, heightened competition, changes in pricing environments and changes in asset valuations. For a more detailed discussion of risks and uncertainties, see our public filings made with the SEC. We undertake no obligation to publicly update any forward-looking statements.

Generally, it is our policy to communicate events that may have a material adverse impact on our operations or financial position, including property and casualty catastrophe events and material losses in the investment portfolio, in a timely manner through a public announcement. It is also our policy not to make public announcements regarding events that are believed to have no material adverse impact on our results of operations or financial position based on management's current estimates and available information, other than through regularly scheduled calls, press releases or filings.

Consolidated Results of Operations

For the three months ended March 31, 2016, we reported net income of $27.7 million, or $0.98 per diluted share. For the three months ended March 31, 2015, we reported net income of $58.8 million, or $2.05 per diluted share.

The following is a comparison of selected data from our operations:

(in millions)	For the Three Months Ended March 31, 2016	2015
Gross written premiums	$ 519.8	$ 476.7
Earned premiums	$ 344.9	$ 334.6
Net investment income	21.2	25.7
Fee and other income	6.8	4.6
Net realized investment and other (losses) gains	(2.8)	11.1
Total revenue	$ 370.1	$ 376.0
Income before income taxes	$ 33.1	$ 62.4
Provision for income taxes	5.4	3.6
Net income	$ 27.7	$ 58.8
Loss ratio	55.5%	54.9%
Expense ratio	38.5%	38.7%
Combined ratio	94.0%	93.6%

The increase in consolidated gross written premiums was primarily attributable to growth in our segments resulting from our introduction of new products and increased renewals. Partially offsetting the increases was increased competition for both new and renewal business and pressure on rates across all of our segments. The increase in earned premiums was attributable to the growth in gross written premiums, partially offset by declines in the Syndicate 1200 segment due to a reduction in our participation interest, resulting in our retaining a lower percentage of earned premiums.

The decline in consolidated net investment income was primarily attributable to a $6.5 million decline in the return on our alternative investment portfolio, from a $4.9 million gain for the three months ended March 31, 2015 to a $1.6 million loss for the same period ended 2016. During the first quarter of 2016, we evaluated our accounting for our alternative investment portfolio and determined that as we manage these investments to appreciate in value on a quarter to quarter basis, it is more appropriate to classify the change in value as net investment income as opposed to realized investment gains (losses). Absent the results of these investments, net investment income increased $1.9 million from $20.8 million for the three months ended March 31, 2015 to $22.7 million for the same period ended 2016. The increase was primarily due to increased dividends from our equity portfolio.

Consolidated net realized investment and other (losses) gains for the three months ended March 31, 2016 were negatively impacted by foreign currency exchange rates during the quarter. Included in net realized losses was a $17.1 million realized loss generated by the foreign currency changes, including $11.8 million realized loss on our foreign currency forward contracts. For the three months ended March 31, 2016, we recognized $1.7 million of other-than-temporary impairment losses from the write down of certain investment securities. Partially offsetting these realized losses was $16.0 million in realized gains from the sales of certain equity and fixed maturity holdings. Included in realized investment and other gains for the three months ended March 31, 2015 were $3.5 million in realized gains from the sale of certain equity and fixed maturity holdings, coupled with a $8.9 million realized gain on our other invested asset portfolio.

Consolidated losses and loss adjustment expenses were $191.6 million and $183.7 million for the three months ended March 31, 2016 and 2015, respectively. Included in losses and loss adjustment expenses for the three months ended March 31, 2016 and 2015 was $3.3 million and $3.0 million, respectively, in catastrophe losses attributable to winter storms. Included in losses and loss adjustment expenses for the three months ended March 31, 2016 and 2015 was $3.2 million and $3.7 million, respectively, of net favorable loss reserve development on prior accident years.

The following table summarizes the above referenced loss reserve development with respect to prior year loss reserves by line of business for the three months ended March 31, 2016.

(in millions)	2015 Net Reserves	Net Reserve Development (Favorable)/ Unfavorable	Percent of 2015 Net Reserves
General liability	$ 948.3	$ 3.1	0.3%
Workers compensation	322.2	0.3	0.1%
Syndicate 1200 liability	194.0	(0.1)	-3.6%
Commercial multi-peril	163.3	2.8	7.5%
Commercial auto liability	128.7	(2.1)	-3.8%
Syndicate 1200 property	95.0	(1.7)	-2.0%
Reinsurance - nonproportional assumed property	67.3	(1.7)	-2.5%
Special property	21.9	(2.9)	-13.2%
All other lines	192.6	(0.9)	-0.5%
Total	$ 2,133.3	$ (3.2)	-0.2%

In determining appropriate reserve levels for the three months ended March 31, 2016, we maintained the same general processes and disciplines that were used to set reserves at prior reporting dates. No significant changes in methodologies were made to estimate the reserves since the last reporting date; however, at each reporting date we reassess the actuarial estimate of the reserve for losses and loss adjustment expenses and record our best estimate. Consistent with prior reserve valuations, as claims data becomes more mature for prior accident years, actuarial estimates were refined to weigh certain actuarial methods more heavily in order to respond to any emerging trends in the paid and reported loss data. While prior accident years' net reserves for losses and loss adjustment expenses for some lines of business have developed favorably in recent years, this does not imply that more recent accident years' reserves will also develop favorably; pricing, reinsurance costs, legal environment, general economic conditions including changes in inflation and many other factors impact management's ultimate loss estimates.

When determining reserve levels, we recognize that there are several factors that present challenges and uncertainties to the estimation of net loss reserves. Our net retained losses vary by product and they have generally increased over time. To properly recognize these uncertainties, actuarial reviews have given significant consideration to the paid and incurred Bornhuetter-Ferguson ("BF") methodologies. Compared with other actuarial methodologies, the paid and incurred BF methods assign smaller weight to actual reported loss experience, with the greatest weight assigned to an expected or planned loss ratio. The expected or planned loss ratio has typically been determined using various assumptions pertaining to prospective loss frequency and loss severity. In setting reserves at March 31, 2016 we continued to consider the paid and incurred BF methods for recent years.

Our loss reserve estimates gradually blend in the results from development and frequency/severity methodologies over time. For general liability estimates, our own loss experience is not deemed fully credible for several years after the end of an accident year. We rely primarily on the BF methods during that period. For property business, our loss reserve estimates also blend in the results from development and frequency/severity methodologies over time. For property lines, in contrast to general liability estimates, where loss reporting and claims closing patterns settle more quickly, we give greater weight to development methods starting at the end of the accident year.

Consolidated gross reserves for losses and loss adjustment expenses were $3,141.5 million (including $131.0 million of reserves attributable to Syndicate 1200 segment's trade capital providers) and $3,035.1 million (including $79.4 million of reserves attributable to Syndicate 1200 segment's trade capital providers) as of March 31, 2016 and 2015, respectively. Management has recorded its best estimate of loss reserves at each date based on current known facts and circumstances. Due to the significant uncertainties inherent in the estimation of loss reserves, there can be no assurance that future loss development, favorable or unfavorable, will not occur.

Consolidated underwriting, insurance and acquisition expenses were $132.6 million and $129.6 million for the three months ended March 31, 2016 and 2015, respectively. The decline in the consolidated expense ratio for 2016 as compared to 2015 was primarily attributable to reduced fixed costs driven by reduced equity and other compensation costs. The 2015 acquisition expense ratio was favorably impacted by a reduction in premium taxes and other assessments due to a change in accounting estimate.

Consolidated interest expense was comparable at $4.8 million and $4.9 million for the three months ended March 31, 2016 and 2015, respectively.

Consolidated foreign currency exchange loss was $1.5 million for the three months ended March 31, 2016 compared to a $9.6 million foreign currency exchange gain for the same period ended 2015. The changes in the foreign currency exchange gains were due to fluctuations of the United States Dollar, on a weighted average basis, against the currencies in which we transact our business. For the three months ended March 31, 2016, the United States Dollar weakened against all major currencies, excluding the British Pound. For the three months ended March 31, 2015, the United States Dollar appreciated against all major currencies.

The consolidated provision for income taxes was $5.4 million three months ended March 31, 2016 compared to $3.6 million for the same period ended 2015. The income tax provision represents the income tax expense associated with our operations based on the tax laws of the jurisdictions in which we operate. Therefore, the provision for income taxes represents taxes on net income for our United States, Ireland, Belgium, Brazil, Switzerland and United Kingdom operations. The consolidated effective income tax rates were 16.2% and 5.8% for the three months ended March 31, 2016 and 2015, respectively. The effective tax rate for 2015 was reduced by a $3.5 million state tax refund recorded by our United States operation, coupled with increased income in our Bermuda operation, which is not subject to income taxes. Additionally, our United Kingdom based operations reported a tax benefit for the three months ended March 31, 2015 primarily due to the effects of foreign currency exchange rates.

Segment Results

We are primarily engaged in writing property and casualty insurance and reinsurance. We have four ongoing reporting segments: Excess and Surplus Lines, Commercial Specialty, International Specialty and Syndicate 1200. Additionally, we have a Run-off Lines segment for products that we no longer underwrite.

We consider many factors, including the nature of each segment’s insurance and reinsurance products, production sources, distribution strategies and regulatory environment, in determining how to aggregate reporting segments.

In the first quarter of 2016, management evaluated the composition of our operating segments. Based on this evaluation, we determined that the operations of Argo Pro (previously reported in the Excess and Surplus Lines segment) more closely aligns with our Commercial Specialty segment, due to a shift in primary distribution channels and mix of admitted versus non-admitted business. Additionally, the operations of our Dubai based business (previously reported in our Internationality Specialty segment) were shifted to our Syndicate 1200 segment, as we determined that we could access the Dubai market more efficiently as predominately a Lloyd’s coverholder. The results of operations for prior periods have been reclassified to conform to the current presentation.

In evaluating the operating performance of our segments, we focus on core underwriting and investing results before consideration of realized gains or losses from the sales of investments. Intersegment transactions are allocated to the segment that initiated the transaction. Realized investment gains and losses are reported as a component of the Corporate and Other segment, as decisions regarding the acquisition and disposal of securities reside with the corporate investment function and are not under the control of the individual business segments. Although this measure of profit (loss) does not replace net income (loss) computed in accordance with GAAP as a measure of profitability, management uses this measure of profit (loss) to focus our reporting segments on generating operating income.

Since we generally manage and monitor the investment portfolio on an aggregate basis, the overall performance of the investment portfolio and related net investment income is discussed above on a consolidated basis under consolidated net investment income rather than within or by segment.

Excess and Surplus Lines

The following table summarizes the results of operations for the Excess and Surplus Lines segment:

	For the Three Months Ended March 31,	
(in millions)	2016	2015
Gross written premiums	$ 146.2	$ 138.7
Earned premiums	$ 119.8	$ 111.9
Losses and loss adjustment expenses	68.7	61.6
Underwriting, acquisition and insurance expenses	37.2	35.4
Underwriting income	13.9	14.9
Net investment income	8.7	8.0
Interest expense	(1.4)	(1.5)
Income before income taxes	$ 21.2	$ 21.4
Loss ratio	57.4%	55.0%
Expense ratio	31.1%	31.7%
Combined ratio	88.5%	86.7%

The increase in gross written and earned premiums for the three months ended March 31, 2016 as compared to the same period in 2015 was primarily attributable to growth in all units, with the exception of contract and transportation. Premiums for the contract unit continued to decline due to increased competition and low rates. Offsetting these declines was growth primarily in the casualty lines. The Excess and Surplus lines segment continues to be impacted by increased competition and pressure on rates.

Included in losses and loss adjustment expense for the three months ended March 31, 2016 was $2.2 million in catastrophe losses from winter storm activity in the United States, compared to $0.5 million for the same period ended 2015. Included in losses and loss adjustment expenses for the three months ended March 31, 2016 was $2.9 million of net favorable loss reserve development on prior accident years primarily within the property and commercial automobile lines of business, partially offset by unfavorable development in general and products liability lines of business. Included in losses and loss adjustment expenses for the three months ended March 31, 2015 was $5.7 million of net favorable loss reserve development on prior accident years primarily within the general and products liability lines of business, partially offset by unfavorable development in property lines.

The decline in the expense ratio for the three months ended March 31, 2016 as compared to the same period in 2015 was primarily attributable to a decline in acquisition expenses due to increased ceding commissions received and a decline in contingent commissions payable.

Commercial Specialty

The following table summarizes the results of operations for the Commercial Specialty segment:

(in millions)	For the Three Months Ended March 31, 2016	2015
Gross written premiums	$ 141.4	$ 130.9
Earned premiums	$ 86.8	$ 83.8
Losses and loss adjustment expenses	46.8	52.7
Underwriting, acquisition and insurance expenses	29.7	27.4
Underwriting income	10.3	3.7
Net investment income	5.1	5.0
Interest expense	(0.8)	(0.8)
Fee and other income	4.5	3.6
Fee and other expense	(5.4)	(4.4)
Income before income taxes	$ 13.7	$ 7.1
Loss ratio	53.9%	62.9%
Expense ratio	34.1%	32.7%
Combined ratio	88.0%	95.6%

The increase in gross written and earned premiums for the three months ended March 31, 2016 as compared to the same period in 2015 was primarily attributable to growth in our management liability, errors and omissions, commercial programs and surety units, partially offset by declines in our grocery, retail and mining units. Gross written premiums were negatively impacted by decreasing rates and increasing competition coupled with adverse economic conditions in the energy and mining sectors.

Included in losses and loss adjustment expense for the three months ended March 31, 2016 and 2015 was $0.1 million and $0.5 million, respectively, in catastrophe losses for winter storm activity in the United States. For the three months ended March 31, 2016 net favorable loss reserve development on prior accident years was negligible driven by favorable development in auto liability, workers compensation and property lines offset by unfavorable development in other liability lines. Included in losses and loss adjustment expenses for the three months ended March 31, 2015 was $4.7 million of net unfavorable loss reserve development on prior accident years, primarily attributable to unfavorable development in general liability, workers compensation and short-tail lines, partially offset by net favorable development in the errors and omissions lines.

The increase in the expense ratio for the three months ended March 31, 2016 as compared to the same period ended 2015 was primarily attributable to the recording, in the first quarter of 2015, of a $3.2 million decline in acquisition expense due to a decline in the accrual for premiums taxes and other assessments due to a change in accounting estimate. Additionally, the expense ratio for the three months ended March 31, 2016 was favorably impacted by increased fronting fees and ceding commissions.

Fee and other income increased for the three months ended March 31, 2016 as compared to the same period ended 2015 due to increased commissions received for our public entity business. The increase in fee and other expense was a function of the increased revenues.

International Specialty

The following table summarizes the results of operations for the International Specialty segment:

(in millions)	For the Three Months Ended March 31, 2016	2015
Gross written premiums	$ 70.2	$ 65.5
Earned premiums	$ 37.8	$ 36.2
Losses and loss adjustment expenses	19.4	16.4
Underwriting, acquisition and insurance expenses	10.7	13.0
Underwriting income	7.7	6.8
Net investment income	3.3	2.9
Interest expense	(0.7)	(0.8)
Income before income taxes	$ 10.3	$ 8.9
Loss ratio	51.3%	45.3%
Expense ratio	28.4%	35.9%
Combined ratio	79.7%	81.2%

Gross written and earned premiums increased for the three months ended March 31, 2016 as compared to the same period in 2015 due to increases in our property reinsurance, professional lines and casualty units due to increased retention percentages. Gross written and earned premiums for the Brazil unit declined primarily due to the suspension of writing certain lines as we focused on improving profitability.

Included in losses and loss adjustment expenses for each of the three months ended March 31, 2016 and 2015 was $1.0 million in catastrophe losses for winter storm activity. Included in losses and loss adjustment expenses for the three months ended March 31, 2016 was $0.9 million in net favorable development on prior accident years loss reserves primarily driven by favorable development in our short tail property reinsurance lines and Brazil units, partially offset by unfavorable development in our casualty lines. Included in losses and loss adjustment expenses for the three months ended March 31, 2015 was $2.5 million in net favorable development on prior accident years loss reserves primarily driven by favorable development in our short tail property reinsurance, professional liability and casualty lines, partially offset by unfavorable development in our Brazil unit.

The decline in the expense ratio for the three months ended March 31, 2016 as compared to the same period in 2015 was primarily attributable to increased ceding commission and lower contingent commissions payable in our property reinsurance lines, coupled with lower compensation expenses and lower expenses in our Brazil unit.

Syndicate 1200

The following table summarizes the results of operations for the Syndicate 1200 segment:

(in millions)	For the Three Months Ended March 31, 2016	2015
Gross written premiums	$ 162.0	$ 141.9
Earned premiums	$ 100.5	$ 103.0
Losses and loss adjustment expenses	55.3	52.9
Underwriting, acquisition and insurance expenses	41.1	40.8
Underwriting income	4.1	9.3
Net investment income	2.8	2.2
Interest expense	(0.6)	(0.7)
Fee and other income	1.6	1.0
Fee and other expense	(0.5)	(0.6)
Income before income taxes	$ 7.4	$ 11.2
Loss ratio	55.0%	51.4%
Expense ratio	40.8%	39.6%
Combined ratio	95.8%	91.0%

For 2016, we reduced our participation percentage on the Syndicate to 63%, down from 68% for 2015. The balance of the capital supporting the Syndicate is made up primarily by trade and other capital providers. The increase in gross written premiums for the three months ended March 31, 2016 as compared to the same period in 2015 was primarily attributable to increases in all divisions, excluding specialty and aerospace, as we continued to establish new products and expand profitable lines. Earned premiums reflect the impact of the decline in our participation during 2016, coupled with an increase in ceded written premiums resulting from reinstatement premiums and a higher proportion of binder business which earns at a slower rate.

Losses and loss adjustment expenses are reported net of losses ceded to the trade capital providers. The Syndicate 1200 segment reported no catastrophe losses for the three months ended March 31, 2016, compared to $1.0 million of catastrophe storm losses for the same period in 2015. Included in losses and loss adjustment expense for the three months ended March 31, 2016 was the effects of a large onshore energy loss. Also included in losses and loss adjustment expenses for the three months ended March 31, 2016 and 2015 was $0.8 million and $0.3 million, respectively, of net favorable development on prior accident years loss reserves across multiple lines.

The increase in the expense ratio for the three months ended March 31, 2016 as compared to the same period in 2015 was primarily due to increased commission and broker expenses resulting from current market conditions.

Fee income and other income represent fees and profit commission derived from the management of third party capital for our underwriting syndicate at Lloyd's. The increase in net fee and other income for the three ended March 31, 2016 as compared to the same periods in 2015 was primarily due to increased management fees and profit commissions resulting from the reduction in our participation in the syndicate. Fee and other expenses were comparable for the periods presented.

Run-off Lines

The following table summarizes the results of operations for the Run-off Lines segment:

(in millions)	For the Three Months Ended March 31, 2016	2015
Earned premiums	$ —	$ (0.3)
Losses and loss adjustment expenses	1.4	0.1
Underwriting, acquisition and insurance expenses	1.8	—
Underwriting loss	(3.2)	(0.4)
Net investment income	2.2	2.0
Interest expense	(0.4)	(0.4)
(Loss) income before income taxes	$ (1.4)	$ 1.2

Earned premiums were primarily attributable to adjustments resulting from final audits, reinstatement premiums and other adjustments on policies previously underwritten.

Loss expense for the Run-off Lines segment for the three months ended March 21, 2016 was due to unfavorable development in the run-off workers compensation and other run-off lines, partially offset by favorable development in the run-off reinsurance lines. Losses and loss adjustment expenses for the three months ended March 31, 2015 was the result of net unfavorable prior accident years loss reserve development in our run-off workers compensation and asbestos liability lines partially offset by net favorable reserve development in our run-off reinsurance lines. The following table represents a reconciliation of total gross and net reserves for the Run-off Lines. Amounts in the net column are reduced by reinsurance recoverable.

The following table represents a reconciliation of total gross and net reserves for the Run-off Lines. Amounts in the net column are reduced by reinsurance recoverable.

	Three Months Ended March 31, 2016		2015	
(in millions)	Gross	Net	Gross	Net
Asbestos and environmental:				
Loss reserves, beginning of period	$ 46.4	$ 43.5	$ 53.9	$ 50.4
Incurred losses	0.4	0.4	1.0	1.0
Losses paid	(1.8)	(1.7)	(1.5)	(1.4)
Loss reserves - asbestos and environmental, end of period	45.0	42.2	53.4	50.0
Risk management reserves	248.3	153.8	254.0	166.5
Run-off reinsurance reserves	2.4	2.4	4.0	4.0
Other run-off lines	4.5	4.2	3.4	3.1
Total loss reserves - Run-off Lines	$ 300.2	$ 202.6	$ 314.8	$ 223.6

Underwriting, acquisition and insurance expenses for the Run-off Lines segment consists primarily of administrative expenses. Underwriting expense for the three months ended March 31, 2015 was favorably impacted by a $2.4 million decline in the accrual for premiums taxes and other assessments due to a change in accrual methodology.

Liquidity and Capital Resources

The primary sources of our cash flows are premiums, reinsurance recoveries, proceeds from sales and redemptions of investments and investment income. The primary cash outflows are claim payments, loss adjustment expenses, reinsurance costs and operating expenses. Additional cash outflow occurs through payments of underwriting and acquisition costs such as commissions, taxes, payroll and general overhead expenses. Management believes that cash receipts from premiums, proceeds from investment sales and redemptions and investment income are sufficient to cover cash outflows in the foreseeable future. Should the need for additional cash arise, we believe we have access to additional sources of liquidity.

Cash provided by operating activities can fluctuate due to a timing difference in the collection of premiums and reinsurance recoveries and the payment of losses and expenses. For the three months ended March 31, 2016, and 2015, net cash provided by operating activities was $51.2 million and $27.5 million, respectively. The increase in cash flows from operating activities from 2016 to 2015 was driven by the timing of reinsurance payments primarily concentrated in the Syndicate 1200 segment.

For the three months ended March 31, 2016, net cash used by investing activities was $25.5 million, compared to net cash provided by investing activities of $2.1 million for the three months ended March 31, 2015. The increase in cash flows used in investing activities in 2016 from 2015 was mainly the result of increased purchases of short-term investments and equity securities, partially offset by the inflow of cash from the sale of equity securities. As of March 31, 2016, $266.2 million of the investment portfolio was invested in short-term investments. Included in purchases of fixed assets for the three months ended March 31, 2015 was $11.2 million associated with the acquisition of real estate holdings, which were purchased on our behalf by a third-party intermediary using funds held in escrow from the fourth quarter 2014 sale of the Torrance, California real estate holdings, as previously disclosed in our December 31, 2014 Form 10-K.

For the three months ended March 31, 2016 and 2015, net cash used by financing activities was $24.7 million and $21.7 million, respectively. During the three months ended March 31, 2016 and 2015, we repurchased approximately 343,652 and 353,054 shares of our common stock for a total cost of $19.0 million and $17.0 million, respectively. We paid cash dividends to our shareholders totaling $6.2 million and $5.7 million during the three months ended March 31, 2016 and 2015, respectively.

On March 7, 2014, each of Argo Group, Argo Group US, Inc., Argo International Holdings Limited, and Argo Underwriting Agency Limited (the "Borrowers") entered into a $175 million credit agreement ("Credit Agreement") with JPMorgan Chase Bank, N.A., as administrative agent. The Credit Agreement provides for a $175.0 million revolving credit facility with a maturity date of March 7, 2018 unless extended in accordance with the terms of the Credit Agreement. Borrowings under the Credit Agreement may be used for general corporate purposes, including working capital and permitted acquisitions, and each of the Borrowers has agreed to be jointly and severally liable for the obligations of the other Borrowers under the Credit Agreement.

The Credit Agreement contains customary events of default. If an event of default occurs and is continuing, the Borrowers could be required to repay all amounts outstanding under the Credit Agreement. Lenders holding at least a majority of the loans and commitments under the Credit Agreement may elect to accelerate the maturity of the loans and/or terminate the commitments under the Credit Agreement upon the occurrence and during the continuation of an event of default. No defaults or events of defaults have occurred as of the date of this filing.

Included in the Credit Agreement is a provision that allows up to $17.5 million of the revolving credit facility to be used for letters of credit ("LOCs"), subject to availability. As of March 31, 2016, there were no borrowings outstanding and $0.2 million in LOCs against the Credit Facility.

On November 5, 2013, our Board authorized the repurchase of up to $150.0 million of our common shares ("2013 Repurchase Authorization"). The 2013 Repurchase Authorization supersedes all the previous repurchase authorizations. These shares are being held as treasury shares in accordance with the provisions of the Bermuda Companies Act 1981. As of March 31, 2016, availability under the 2013 Repurchase Authorization for future repurchases of our common shares was $44.1 million.

Refer to Part II, Item 7 – "Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources" in Argo Group's Annual Report on Form 10-K for the year ended December 31, 2015 that Argo Group filed with the SEC on February 26, 2016 for further discussion on Argo Group's liquidity.

Recent Accounting Standards and Critical Accounting Estimates

New Accounting Standards

The discussion of the adoption and pending adoption of recently issued accounting policies is included in Note 2, “Recently Issued Accounting Standards,” in the Notes to the Consolidated Financial Statements, included in Part I, Item 1 - “Consolidated Financial Statements (unaudited).”

Critical Accounting Estimates

Refer to “Critical Accounting Estimates” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2015 that we filed with the SEC on February 26, 2016 for information on accounting policies that we consider critical in preparing our consolidated financial statements. These policies include significant estimates made by management using information available at the time the estimates were made. However, these estimates could change materially if different information or assumptions were used.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We believe that we are principally exposed to three types of market risk: interest rate risk, credit risk and foreign currency risk.

Interest Rate Risk

Our fixed investment portfolio is exposed to interest rate risk. Fluctuations in interest rates have a direct impact on the fair valuation of these securities. As interest rates rise, the fair value of our fixed maturity portfolio generally falls, and the converse is generally also true. We manage interest rate risk through an asset liability strategy that involves the selection of investments with appropriate characteristics, such as duration, yield, currency and liquidity that are tailored to the anticipated cash outflow characteristics of our liabilities. A significant portion of the investment portfolio matures each quarter, allowing for reinvestment at current market rates.

Credit Risk

Credit risk is a major factor of our overall enterprise risk, and we have established policies and procedures to evaluate our exposure to credit risk, particularly with respect to our investment holdings and our receivable balances. In particular, we are exposed to credit risk on losses recoverable from reinsurers and receivables from insureds. Downturns in one sector or market can adversely impact other sectors and may result in higher credit exposure. We do not currently use credit default swaps to mitigate our credit exposure from either investments or counterparties.

We have exposure to credit risk primarily as a holder of fixed maturity investments, short-term investments and other investments, which arises from the uncertainty associated with a financial instrument obligor’s ability to make timely principal and/or interest payments. Our risk management strategy and investment policy attempts to mitigate this risk by primarily investing in debt instruments of high credit quality issuers, limiting credit concentrations and diversifying issuers, and frequently monitoring the credit quality of issuers and counterparties.

Our portfolio also includes alternative investments that may invest in both long and short equities, corporate debt and securities, currencies, real estate, commodities, and derivatives. We attempt to mitigate our risk by selecting managers with extensive experience, proven track records, and robust controls and processes, diversifying our alternatives portfolios by using several managers, and investing in several different types of asset classes and mandates.

As shown on the accompanying table, our fixed maturities portfolio is diversified among different types of investments. The securities are principally rated by one or more Nationally Recognized Statistical Rating Organizations (i.e., Standard & Poor's, Moody's Investors Services, Inc., and Fitch Ratings, Ltd). If a security has two ratings, the lower rating is used, and if a security has three ratings, the middle rating is used in the preparation of this table. At March 31, 2016, our fixed maturities portfolio had a weighted average rating of A+, with 72.5% ($2,107.7 million fair value) rated A or better and 32.9% ($956.3 million fair value) rated AAA. Our portfolio included 10.2% ($296.7 million fair value) of less than investment grade (BB+ or lower) fixed maturities at March 31, 2016.

	Fair Value				
(in millions)	AAA	AA	A	Other	Total
USD denominated:					
U.S. Governments	$ 199.0	$ —	$ —	$ 0.4	$ 199.4
Non-U.S. Governments	40.9	12.4	8.0	21.2	82.5
Obligations of states and political subdivisions	97.6	235.6	70.0	25.9	429.1
Credit-Financial	4.7	60.7	262.8	181.6	509.8
Credit-Industrial	4.5	18.1	127.2	385.4	535.2
Credit-Utility	2.8	19.3	32.3	98.8	153.2
Structured securities:					
CMO/MBS-agency	151.4	—	—	—	151.4
CMO/MBS-non agency	—	3.8	2.5	0.6	6.9
CMBS	143.5	35.1	37.1	1.7	217.4
ABS	110.5	0.3	1.7	4.0	116.5
CLO	74.5	17.8	34.0	16.3	142.6
Foreign denominated:					
Governments	104.3	26.9	1.1	26.4	158.7
Credit	2.2	25.5	57.1	21.5	106.3
ABS/CMBS	16.6	—	—	—	16.6
CLO	3.8	30.3	31.8	16.1	82.0
Total fixed maturities	$ 956.3	$ 485.8	$ 665.6	$ 799.9	$ 2,907.6

We also hold a diversified investment portfolio of common stocks in various industries and market segments, ranging from small market capitalization stocks to large capitalization companies. Marketable equity securities are carried on our Consolidated Balance Sheets at fair value, and are subject to the risk of potential loss in fair value resulting from adverse changes in prices. At March 31, 2016, the fair value of our equity securities portfolio was $430.3 million.

Our portfolio also includes alternative investments that may invest in both long and short equities, corporate debt and securities, currencies, real estate, commodities, and derivatives. We attempt to mitigate our risk by selecting managers with extensive experience, proven track records, and robust controls and processes, diversifying our alternatives portfolios by using several managers, and investing in several different types of asset classes and mandates.

We also have credit exposure related to receivables from reinsurers and insureds, and control this risk by limiting our exposure to any one counterparty and evaluating the financial strength of our reinsurance counterparties, including generally requiring minimum credit ratings. In certain cases, we also receive collateral from our customers and reinsurance counterparties, which reduces our credit exposure in certain instances.

Foreign Currency Risk

We have exposure to foreign currency risk in both our insurance contracts and invested assets, and to a lesser extent in a portion of our debt. Some of our insurance contracts provide that ultimate losses may be payable in various foreign currencies. Foreign currency exchange rate risk exists where we do not have cash or securities denominated in the currency for which we will ultimately pay the claims. Thus, we attempt to manage our foreign currency risk by seeking to match our liabilities under insurance and reinsurance polices that are payable in foreign currencies with cash and investments that are denominated in such currencies. In certain instances, we use foreign exchange forward contracts to mitigate this risk. Due to the extended time frame for settling the claims plus the fluctuation in currency exchange rates, the potential exists for us to realize gains and/or losses related to foreign exchange rates. In addition, we may experience foreign currency gains or losses related to exchange rate fluctuations in operating expenses as certain operating costs are payable in currencies other than the U.S. Dollar. For the three months ended March 31, 2016, we recorded realized losses of $ 1.5 million from movements in foreign currency rates on our insurance operations. In addition, we recorded realized losses of $ 5.4 million from movements on foreign currency rates in our investment portfolio and realized losses of $ 11.8 million from our currency forward contracts for the three months ended March 31, 2016. We had unrealized losses at March 31, 2016 of $ 25.1 million in movements on foreign currency rates in our investment portfolio, which are recorded in "Other comprehensive income, net of taxes" in our Consolidated Balance Sheets. These losses are principally related to the weakening of the non-U.S. Dollar denominated investment exchange rates to the U.S. Dollar.

Item 4. Controls and Procedures

Argo Group, under the supervision and with the participation of its management, including the Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the design and operation of our “disclosure controls and procedures” (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (“Exchange Act”)) as of the end of the period covered by this report. In designing and evaluating these disclosure controls and procedures, Argo Group and its management recognize that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating and implementing possible controls and procedures. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective at the reasonable assurance level to ensure that information required to be disclosed by Argo Group in the reports filed or submitted under the Exchange Act are recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms.

There were no changes in the internal control over financial reporting made during the quarter ended March 31, 2016 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. We review our disclosure controls and procedures, which may include internal controls over financial reporting, on an ongoing basis. From time to time, management makes changes to enhance the effectiveness of these controls and ensure that they continue to meet the needs of our business activities over time.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Our subsidiaries are parties to legal actions incidental to their business. Based on the opinion of counsel, management believes that the resolution of these matters will not materially affect our financial condition or results of operations.

Item 1A. Risk Factors

See “Risk Factors” in the Argo Group Annual Report on Form 10-K for the year ended December 31, 2015 for a detailed discussion of the additional risk factors affecting us.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchase of Equity Securities

On November 5, 2013, our Board authorized the repurchase of up to $150.0 million of our common shares (“2013 Repurchase Authorization”). The 2013 Repurchase Authorization supersedes all the previous Repurchase Authorizations.

From January 1, 2016 through March 31, 2016, we have repurchased a total 343,652 shares of our common shares for a total cost of $ 19.0 million. Since the inception of the repurchase authorizations through March 31, 2016, we have repurchased 9,525,296 shares of our common stock at an average price of $36.75 for a total cost of $350.1 million. These shares are being held as treasury shares in accordance with the provisions of the Bermuda Companies Act 1981. As of March 31, 2016, availability under the 2013 Repurchase Authorization for future repurchases of our common shares was $44.1 million.

The following table provides information with respect to shares of our common stock that were repurchased or surrendered during the three months ended March 31, 2016:

Period	Total Number of Shares Purchased (a)	Average Price Paid per Share (b)	Total Number of Shares Purchased as Part of Publically Announced Plan or Program (c)	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plan or Program (d)
January 1 through January 31, 2016	162,896	$ 56.47	162,356	$ 53,966,630
February 1 through February 29, 2016	158,859	$ 54.05	156,823	$ 45,489,944
March 1 through March 31, 2016	31,648	$ 56.05	24,473	$ 44,122,167
Total	353,403		343,652	

Employees are allowed to surrender shares to settle the tax liability incurred upon the vesting or exercise of shares under our various employees equity compensation plans. For the three months ended March 31, 2016, we received 9,751 shares of our common stock, with an average price paid per share of $56.03 that were surrendered by employees in payment for the minimum required withholding taxes. In the above table, these shares are included in columns (a) and (b), but excluded from columns (c) and (d). These shares do not reduce the number of shares that may yet be purchased under the repurchase plan.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Submission of Matters to a Vote of Security Holders

The Company held its 2016 Annual General Meeting on May 3, 2016. At the 2016 Annual General Meeting, the Company's shareholders (1) elected the Company's three Class III director nominees to the Company's board of directors, (2) voted for the Company's executive compensation on a non-binding, advisory basis, and (3) approved Ernst & Young LLP's appointment as the Company's independent auditors for the fiscal year ending December 31, 2016.

The results of each vote, including the number of abstentions and broker non-votes, are set forth below for each matter brought to a shareholder vote at the 2016 Annual General Meeting.

Director	For	Against	Abstentions	Broker Non-Votes
F. Sedgwick Browne	23,769,318	310,771	35,216	1,588,816
Kathleen A. Nealon	23,578,743	502,788	33,774	1,588,816
John H. Tonelli	23,575,882	502,506	36,917	1,588,816

	For	Against	Abstentions	Broker Non-Votes
Advisory Approval of Executive Compensation	22,831,317	1,256,566	27,422	1,588,816

	For	Against	Abstentions	Broker Non-Votes
Appointment of Independent Auditors	25,427,879	263,921	12,321	—

Amended and Restated Employee Share Purchase Plan

On May 3, 2016, Argo Group amended and restated its 2007 Employee Share Purchase Plan. The material changes to the Employee Share Purchase Plan include (1) a substantial reduction in the number of shares available under the plan from over 2,000,000 shares to 780,089 shares, (2) the elimination of the automatic annual increase of 200,000 shares in the plan pool, and (3) the elimination of the fixed duration of the plan, which was previously set to terminate as of November 14, 2017. The description of the material terms and conditions of the Argo Group International Holdings, Ltd. Employee Share Purchase Plan is qualified in its entirety by reference to Exhibit 10.1 hereto, which is incorporated herein by reference.

Share Repurchase Program

On May 3, 2016, the Board of Directors authorized the Company to repurchase up to $150 million of the Company's common shares. The program allows the Company to repurchase its shares opportunistically from time to time when it believes that doing so would enhance long-term shareholder value. The repurchase authorization does not have a fixed expiration. Purchases may be effected through one or more open market transactions, privately negotiated transactions, transactions with financial institutions or a combination of the foregoing. This share repurchase authorization replaces the previous $150 million stock repurchase authorization, approved by the Board of Directors in 2013.

Item 6. Exhibits

A list of exhibits required to be filed as part of this report is set forth in the Exhibit Index of this Form 10-Q, which immediately precedes such exhibits, and is incorporated herein by reference.

EXHIBIT INDEX

Exhibit Number	Description
10.1	Argo Group International Holdings, Ltd. Employee Share Purchase Plan, as amended and restated on May 3, 2016 (formerly known as the Argo Group International Holdings, Ltd. 2007 Employee Share Purchase Plan)
12.1	Statements of Computation of Ratios of Earnings to Fixed Charges and Earnings to Combined Fixed Charges and Preferred Share Dividends
31.1	Rule 13a – 14(a)/15d – 14(a) Certification of the Chief Executive Officer
31.2	Rule 13a – 14(a)/15d – 14(a) Certification of the Chief Financial Officer
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURES

Pursuant to the requirements of the Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ARGO GROUP INTERNATIONAL HOLDINGS, LTD.

May 5, 2016	By	/s/ Mark E. Watson III Mark E. Watson III President and Chief Executive Officer
May 5, 2016	By	/s/ Jay S. Bullock Jay S. Bullock Executive Vice President and Chief Financial Officer

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Section 2: EX-10.1 (EX-10.1)

Exhibit 10.1

Argo Group International Holdings. Ltd.
Employee Share Purchase Plan

Originally Effective November 14, 2007

Amended and Restated on May 3, 2016

CONTENTS

ARGO GROUP INTERNATIONAL HOLDINGS, LTD.
EMPLOYEE SHARE PURCHASE PLAN
(as amended and restated on May 3, 2016)

I. PURPOSE OF THE PLAN

This Employee Share Purchase Plan, as amended and restated, which shall be known as the "Argo Group International Holdings, Ltd. Employee Share Purchase Plan" effective May 3, 2016, is intended to promote the interests of Argo Group International Holdings, Ltd., a Bermuda exempted holding company, by providing eligible employees with the opportunity to acquire a proprietary interest in the Company through participation in a payroll deduction-based employee share purchase plan designed to qualify under Section 423 of the Code.

II. REFERENCES, CONSTRUCTION AND DEFINITIONS

Unless otherwise indicated, all references made in this Plan shall be to articles and sections contained in this Plan. The headings and subheadings have been inserted for convenience of reference only and are to be ignored in construction of the provisions of this Plan. In the construction of this Plan, the singular shall include the plural wherever appropriate.

The following terms (in alphabetical order) shall have the meanings set forth opposite such terms for purposes of this Plan:

A. **Base Salary** shall mean the regular base salary or hourly wages paid to a Participant by one or more Participating Companies during such individual's period of participation in one or more offering periods under the Plan. Base Salary shall be calculated before deduction of (A) any income or employment tax withholdings or (B) any contributions made by the Participant to any qualified or nonqualified salary deferral plan or any Code Section 125 cafeteria benefit program now or hereafter established by the Company or any Company Affiliate. However, Base Salary shall not include (i) any overtime payments, bonuses, commissions, profit-sharing distributions or other incentive-type payments received during the Participant's period of participation or (ii) any contributions made by the Company or any Company Affiliate on the Participant's behalf to any employee benefit or welfare plan now or hereafter established (other than Code Section 401(k) or Code Section 125 contributions deducted from his or her Base Salary).

B. **Board** shall mean the Company's Board of Directors.

C. **Corporate Transaction** shall mean the dissolution or liquidation of the Company, the reorganization, merger or consolidation of the Company with one or more corporations as a result of which the Company is not the surviving corporation, or the sale of substantially all of the property or stock of the Company to another corporation.

D. **Code** shall mean the United States Internal Revenue Code of 1986, as amended.

E. **Company** shall mean Argo Group International Holdings, Ltd., a Bermuda exempted holding company, and any corporate successor to all or substantially all of the assets or voting shares of Argo Group International Holdings, Ltd. that shall by appropriate action adopt the Plan.

F. **Common Share** shall mean the Company's common shares.

G. **Company Affiliate** shall mean any parent or subsidiary company of the Company (as determined in accordance with Section 424 of the Code), whether now existing or subsequently established.

H. **Eligible Employee** shall mean any person who is employed by a Participating Company on a basis under which he or she is regularly expected to render more than twenty (20) hours of service per week for more than five (5) months per calendar year for earnings considered wages under Section 3401(a) of the Code. Employees who are residents of a foreign jurisdiction will not be eligible to participate in the Plan if (i) the grant of a Purchase Right under the Plan to such Employee is prohibited under the laws of such jurisdiction, or (ii) compliance with the laws of the foreign jurisdiction would cause the Plan to violate the requirements of Section 423. The Plan Administrator may, for offering periods that have not yet commenced, establish additional eligibility requirements not inconsistent with Section 423.

I. **Fair Market Value** The fair market value of a Common Share shall be determined for purposes of the Plan by reference to (i) if Shares are listed on a Stock Exchange, the closing price on the principal Stock Exchange on which such shares are then listed or, if no such reported sale of a Common Share shall have occurred on such date, on the next preceding date on which there was such a reported sale; or (ii) if such shares are not then listed on a Stock Exchange, by reference to the mean between the bid and asked price published in the OTC Link or displayed on the OTC Bulletin Board of a share or if for any reason no such price is available, in such other manner as the Board of Directors or the Plan Administrator may in good faith deem appropriate to reflect the then fair market value thereof.

J. **1933 Act** shall mean the United States Securities Act of 1933, as amended.

K. **Participant** shall mean any Eligible Employee of a Participating Company who is actively participating in the Plan.

L. **Participating Company** shall mean the Company and such Company Affiliate or Affiliates as may be authorized from time to time by the Board to extend the benefits of the Plan to their Eligible Employees. The Participating Companies in the Plan are listed in attached Schedule A.

M. **Plan** shall mean the Company's Employee Share Purchase Plan, as set forth in this document, and as amended and restated from time to time.

N. **Plan Administrator** shall mean the committee of two (2) or more Board members appointed by the Board to administer the Plan.

O. **Purchase Date** shall mean the last business day of each Purchase Interval. The initial Purchase Date shall be January 31, 2008.

P. **Purchase Interval** shall mean (i) if the offering period exceeds three (3) months, each three (3)-month period occurring within a particular offering period, or (ii) if the offering period is three (3) months or less, the offering period, at the end of which Purchase Interval there shall be purchased Common Shares on behalf of each Participant.

Q. **Quarterly Entry Date** shall mean, for each offering period with more than one Purchase Interval, the first day of each Purchase Interval within that offering period.

R. **Stock Exchange** shall mean either the NASDAQ or the New York Stock Exchange.

III. ADMINISTRATION OF THE PLAN

The Plan Administrator shall have full authority to interpret and construe any provision of the Plan and to adopt such rules and regulations for administering the Plan as it may deem necessary in order to comply with the requirements of Section 423 of the Code. Decisions of the Plan Administrator shall be final and binding on all parties having an interest in the Plan. The Plan Administrator may request advice or assistance or employ or designate such other persons as are necessary or desirable for proper administration of the Plan.

IV. SHARES SUBJECT TO THE PLAN

A. The shares purchasable under the Plan shall be shares of authorized but unissued or reacquired Common Shares, including Common Shares purchased on the open market. Upon effectiveness of the Plan, as amended and restated, on May 3, 2016, the number of Common Shares reserved for issuance over the term of the Plan shall be limited to 780,089 shares. For the avoidance of doubt, the 780,089 shares reserved for issuance pursuant to the immediately preceding sentence includes shares issued pursuant to the Plan since the original November 14, 2007 effective date. After taking into account the 280,089 shares issued pursuant to the Plan between November 14, 2007 and May 3, 2016, the number of Common Shares reserved for issuance on or after May 3, 2016 under the Plan shall be limited to 500,000 shares.

B. On November 14, 2007, the Plan became effective with 500,000 Common Shares reserved for issuance, and an additional 200,000 Common Shares were automatically added to the Plan each year thereafter on the first trading day of January of each year beginning in calendar 2009. As a result, over 2,000,000 total Common Shares were permitted to be issued under the Plan prior to the May 3, 2016 amendment and restatement. For the avoidance of doubt, the amendment and restatement of the Plan on May 3, 2016 has the effect of substantially reducing the Common Shares issuable under the Plan to 780,089 shares (including the 280,089 shares that were issued under the Plan between November 14, 2007 and May 3, 2016).

C. Should any change be made to the Common Shares by reason of any share split, extraordinary cash dividend, share dividend, recapitalization, combination of shares, exchange of shares or other change affecting the outstanding Common Shares as a class without the Company's receipt of consideration, appropriate adjustment shall be made to (i) the maximum number and class of securities issuable under the Plan,

(ii) the maximum number and class of securities purchasable per Participant on any one Purchase Date, (iii) the maximum number and class of securities purchasable in total by all Participants on any one Purchase Date and (iv) the number and class of securities and the price per share in effect under each outstanding purchase right in order to prevent the dilution or enlargement of benefits thereunder.

V. OFFERING PERIODS

A. Common Shares shall be offered for purchase under the Plan through a series of successive offering periods until such time as (i) the maximum number of Common Shares available for issuance under the Plan shall have been purchased or (ii) the Plan shall have been sooner terminated.

B. Each offering period shall be three months, or of such duration (not to exceed twenty-four (24) months) as determined by the Plan Administrator prior to the start date of such offering period. Unless otherwise determined by the Plan Administrator, offering periods shall commence at quarterly intervals on the first business day of January, April, July and October each year over the term of the Plan. Notwithstanding the foregoing, the offering period that began on May 2, 2016 shall continue until June 30, 2016.

C. Each offering period that is for a duration of at least three (3) months, shall consist of a series of one or more successive Purchase Intervals as determined by the Plan Administrator. Unless otherwise determined by the Plan Administrator, Purchase Intervals shall begin on the first business day in January, April, July and October each year, and shall end on the last business day of the following March, June, September and December respectively. Notwithstanding the foregoing, the Purchase Intervals for the offering period that began on May 2, 2016 shall end on June 30, 2016.

VI. ELIGIBILITY

A. Each individual who is an Eligible Employee on the start date of any offering period under the Plan may enter that offering period on such start date or, if such offering period has more than one Purchase Interval, on any Quarterly Entry Date within that offering period, provided he or she remains an Eligible Employee.

B. An individual who first becomes an Eligible Employee after the start date of an offering period may enter that offering period on any subsequent Quarterly Entry Date within that offering period on which he or she in an Eligible Employee. However, if the offering period is to have only one Purchase Interval and the individual is not an Eligible Employee on the start date of that offering period, then such individual must wait until the start date of the first offering period thereafter on which he or she is an Eligible Employee in order to enter the Plan.

C. An Eligible Employee must, in order to participate in the Plan for a particular offering period, complete the enrollment forms prescribed by the Plan Administrator (including a share purchase agreement and a payroll deduction authorization) and file such forms with the Plan Administrator (or its designate) on or before the start date of that offering period. The enrollment forms filed by a Participant for a particular offering period shall continue in effect for each subsequent offering period unless the Participant files new enrollment forms on or before the start date of any subsequent offering period or withdraws from the Plan.

D. The date an individual enters an offering period shall be designated as his or her Entry Date for purposes of that offering period.

VII. PAYROLL DEDUCTIONS

A. The payroll deduction authorized by the Participant for purposes of acquiring Common Shares during an offering period may be any multiple of one percent (1%) of the Base Salary paid to the Participant during each Purchase Interval within that offering period, up to a maximum of ten percent (10%). The deduction rate so authorized shall continue in effect throughout the offering period and shall continue from offering period to offering period, except to the extent such rate is changed in accordance with the following guidelines:

(i) The Participant may, at any time during the offering period, reduce his or her rate of payroll deduction to become effective as soon as possible after filing the appropriate form with the Plan Administrator. The Participant may not, however, effect more than one (1) such reduction per Purchase Interval.

(ii) The Participant may, prior to the commencement of any new Purchase Interval under the Plan, increase the rate of his or her payroll deduction by filing the appropriate form with the Plan Administrator. The new rate (which may not exceed the ten percent (10%) maximum) shall become effective on the start date of the first Purchase Interval following the filing of such form.

B. Payroll deductions shall begin on the first pay day administratively feasible following the start date of the offering period and shall (unless sooner terminated by the Participant) continue through the pay day ending with or immediately prior to the last day of that offering period. The amounts so collected shall be credited to the Participant's book account under the Plan, but no interest shall be paid on the balance from time to time outstanding in such account. The amounts collected from the Participant shall not be required to be held in any segregated account or trust fund and may be commingled with the general assets of the Company and used for general corporate purposes.

C. Payroll deductions shall automatically cease upon the termination of the Participant's purchase right in accordance with the provisions of the Plan.

D. The Participant's acquisition of Common Shares under the Plan on any Purchase Date shall neither limit nor require the Participant's acquisition of Common Shares on any subsequent Purchase Date, whether within the same or a different offering period.

VIII. PURCHASE RIGHTS

A. **<u>Grant of Purchase Rights</u>.** A Participant shall be granted a separate purchase right for each offering period in which he or she is enrolled. The purchase right shall be granted on the start date of the offering period and shall provide the Participant with the right to purchase Common Shares, in one or more installments during that offering period, upon the terms set forth below. The Participant shall execute a share purchase agreement embodying such terms and such other provisions (not inconsistent with the Plan) as the Plan Administrator may deem advisable.

Under no circumstances shall purchase rights be granted under the Plan to any Eligible Employee if such individual would, immediately after the grant, own (within the meaning of Section 424(d) of the Code) or hold outstanding options or other rights to purchase, shares possessing five percent (5%) or more of the total combined voting power or value of all classes of shares of the Company or any Company Affiliate.

B. **Exercise of the Purchase Right.** Each purchase right shall be automatically exercised on each successive Purchase Date within the offering period, and Common Shares shall accordingly be purchased on behalf of each Participant on each such Purchase Date. The purchase shall be effected by applying the Participant's payroll deductions for the Purchase Interval ending on such Purchase Date to the purchase of whole Common Shares at the purchase price in effect for the Participant for that Purchase Date.

C. **Purchase Price.** The purchase price per share at which Common Shares will be purchased on the Participant's behalf on each Purchase Date within the particular offering period in which he or she is enrolled shall be equal to eighty-five percent (85%) of the ***lower*** of (i) the Fair Market Value per Common Share on the start date of that offering period or (ii) the Fair Market Value per Common Share on that Purchase Date.

D. **Number of Purchasable Shares.** The number of Common Shares purchasable by a Participant on each Purchase Date during the particular offering period in which he or she is enrolled shall be the number of whole shares obtained by dividing the amount collected from the Participant through payroll deductions during the Purchase Interval ending with that Purchase Date by the purchase price in effect for the Participant for that Purchase Date. However, the maximum number of Common Shares purchasable per Participant during any one offering period shall not exceed 1,000 shares, subject to periodic adjustments in the event of certain changes in the Company's capitalization. In addition, the maximum number of Common Shares purchasable in total by all Participants in the Plan on any one Purchase Date shall not exceed 100,000 shares, subject to periodic adjustments in the event of certain changes in the Company's capitalization. However, the Plan Administrator shall have the discretionary authority, exercisable prior to the start of any offering period under the Plan, to increase or decrease the limitations to be in effect for the number of shares purchasable per Participant and in total by all Participants enrolled in that particular offering period on each Purchase Date which occurs during that offering period.

E. **Excess Payroll Deductions.** Any payroll deductions not applied to the purchase of Common Shares on any Purchase Date because they are not sufficient to purchase a whole Common Share shall be held for the purchase of Common Shares on the next Purchase Date, if Participant's participation in the Plan is continuing; otherwise, such excess payroll deductions shall be promptly refunded. Any payroll deductions not applied to the purchase of Common Shares by reason of the limitation on the maximum number of shares purchasable per Participant or in total by all Participants on the Purchase Date shall be promptly refunded.

F. **Suspension of Payroll Deductions.** If a Participant is, by reason of the accrual limitations in Article VIII, precluded from purchasing additional Common Shares on one or more Purchase Dates during the offering period in which he or she is enrolled, then no further payroll deductions shall be collected from such Participant with respect to those Purchase Dates. The suspension of such deductions shall not terminate the Participant's purchase right for the offering period in which he or she is enrolled, and payroll deductions shall automatically resume on behalf of such Participant once he or she is again able to purchase shares during that offering period in compliance with the accrual limitations of Article IX.

G. **Withdrawal from Offering Period.** The following provisions shall govern the Participant's withdrawal from an offering period:

(i) A Participant may withdraw from the offering period in which he or she is enrolled at any time prior to the next scheduled Purchase Date by filing the appropriate form with the Plan Administrator (or its designate), and no further payroll deductions shall be collected from the Participant with respect to that offering period. Any payroll deductions collected during the Purchase Interval in which such withdrawal occurs shall, at the Participant's election, be immediately refunded or held for the purchase of shares on the next Purchase Date as elected by the Participant. If no such election is made at the time of such withdrawal, then the payroll deductions collected from the Participant during the Purchase Interval in which such withdrawal occurs shall be refunded as soon as possible.

(ii) The Participant's withdrawal from a particular offering period shall be irrevocable, and the Participant may not subsequently rejoin that offering period at a later date. In order to resume participation in any subsequent offering period, such individual must re-enroll in the Plan (by making a timely filing of the prescribed enrollment forms) on or before the start date of that offering period.

H. **Termination of Purchase Right.** The following provisions shall govern the termination of outstanding purchase rights:

(i) Should the Participant cease to remain an Eligible Employee for any reason (including death, disability or change in status) while his or her purchase right remains outstanding, then that purchase right shall immediately terminate, and all of the Participant's payroll deductions for the Purchase Interval in which the purchase right so terminates shall be immediately refunded.

(ii) However, should the Participant cease to remain in active service by reason of an approved leave of absence, then the Participant shall have the right, exercisable up until the last business day of the Purchase Interval in which such leave commences, to (a) withdraw all the payroll deductions collected to date on his or her behalf for that Purchase Interval or (b) have such funds held for the purchase of shares on his or her behalf on the next scheduled Purchase Date. In no event, however, shall any further payroll deductions be collected on the Participant's behalf during such leave. Upon the Participant's return to active service (x) within ninety (90) days following the commencement of such leave or (y) prior to the expiration of any longer period for which such Participant's right to reemployment with the Company is guaranteed by statute or contract, his or her payroll deductions under the Plan shall automatically resume at the rate in effect at the time the leave began (whether or not a new offering period may have commenced), unless the Participant withdraws from the Plan prior to his or her return. An individual who returns to active employment following a leave of absence that exceeds in duration the applicable (x) or (y) time period will be treated as a new employee for purposes of subsequent participation in the Plan and must accordingly re-enroll in the Plan (by making a timely filing of the prescribed enrollment forms) on or before the start date of any subsequent offering period in which he or she wishes to participate.

I. **Corporate Transactions.** In the event of a Corporate Transaction, the Board may determine and provide that: (i) each purchase right outstanding under the Plan that is scheduled to be exercised after the date of the Corporate Transaction shall be continued or assumed or an equivalent purchase right shall be substituted by the surviving or successor corporation or a parent or subsidiary of such corporation; (ii) the Plan shall be terminated, and Participants' payroll deductions for the Purchase Interval then in progress refunded to the Participants; or (iii) that ach outstanding purchase right shall automatically be exercised, immediately prior to the effective date of any Corporate Transaction, by applying the payroll deductions of each Participant for the Purchase Interval in which such Corporate Transaction occurs to the purchase of whole Common Shares at a purchase price per share equal to eighty-five percent (85%) of the lower of (a) the Fair Market Value per Common Share on the start date of the offering period in which the Participant is enrolled at the time such Corporate Transaction occurs or (b) the Fair Market Value per Common Share immediately prior to the effective date of such Corporate Transaction, provided that the applicable limitation on the number of Common Shares purchasable per Participant shall continue to apply to any such purchase, but not the limitation applicable to the maximum number of Common Shares purchasable in total by all Participants on any one Purchase Date. If the Board applies the automatic exercise provisions of (iii), above, to purchase rights prior to the effective date of the Corporate Transaction, the Company shall use its best efforts to provide at least ten (10) days' prior written notice of the occurrence of any Corporate Transaction, and Participants shall, following the receipt of such notice, have the right to terminate their outstanding purchase rights prior to the effective date of the Corporate Transaction.

J. **Proration of Purchase Rights.** Should the total number of Common Shares to be purchased pursuant to outstanding purchase rights on any particular date exceed the number of shares then available for issuance under the Plan, the Plan Administrator shall make a pro-rata allocation of the available shares on a uniform and nondiscriminatory basis, and the payroll deductions of each Participant, to the extent in excess of the aggregate purchase price payable for the Common Shares pro-rated to such individual, shall be refunded.

K. **ESPP Broker Account.** The shares purchased on behalf of each Participant shall be deposited directly into a brokerage account that the Company shall establish for the Participant at a Company-designated brokerage firm. The account will be known as the ESPP Broker Account. The shares deposited into the Participant's ESPP Broker Account may not be transferred (either electronically or in certificate form) to different accounts with the same ESPP broker or other brokerage firm until those shares have been held for the requisite period necessary to avoid a disqualifying disposition of the shares under the federal tax laws, which period ends the later of (i) the end of the two (2)-year period measured from the start date of the Purchase Period in which the shares were purchased or (ii) the end of the one (1)- year period measured from the actual purchase date of those shares.

The foregoing procedures shall not in any way limit when the Participant may sell his or her shares. Those procedures are designed solely to assure that any sale of shares prior to the satisfaction of the required holding period is made through the ESPP Account. In addition, the Participant may request a share certificate or share transfer from his or her ESPP Broker Account prior to the satisfaction of the required holding period should the Participant wish to make a gift of any shares held in that account.

The foregoing procedures shall apply to all shares purchased by the Participant under the Plan, whether or not the Participant continues in Employee status.

L. **Assignability.** The purchase right shall be exercisable only by the Participant and shall not be assignable or transferable by the Participant.

M. **Shareholder Rights.** A Participant shall have no Shareholder rights with respect to the shares subject to his or her outstanding purchase right until the shares are purchased on the Participant's behalf in accordance with the provisions of the Plan and the Participant has become a holder of record of the purchased shares.

IX. ACCRUAL LIMITATIONS

A. No Participant shall be entitled to accrue rights to acquire Common Shares pursuant to any purchase right outstanding under this Plan if and to the extent such accrual, when aggregated with (i) rights to purchase Common Shares accrued under any other purchase right granted under this Plan and (ii) similar rights accrued under other employee Share purchase plans (within the meaning of Section 423 of the Code) of the Company or any Company Affiliate, would otherwise permit such Participant to purchase more than Twenty-Five Thousand Dollars ($25,000.00) worth of Common Shares of the Company or any Company Affiliate (determined on the basis of the Fair Market Value per share on the date or dates such rights are granted) for each calendar year such rights are at any time outstanding.

B. For purposes of applying such accrual limitations to the purchase rights granted under the Plan, the following provisions shall be in effect:

(i) The right to acquire Common Shares under each outstanding purchase right shall accrue in a series of installments on each successive Purchase Date during the offering period in which such right remains outstanding.

(ii) No right to acquire Common Shares under any outstanding purchase right shall accrue to the extent the Participant has already accrued in the same calendar year the right to acquire Common Shares under one or more other purchase rights at a rate equal to Twenty-Five Thousand Dollars ($25,000.00) worth of Common Shares (determined on the basis of the Fair Market Value per share on the date or dates of grant) for each calendar year such rights were at any time outstanding.

C. If by reason of such accrual limitations, any purchase right of a Participant does not accrue for a particular Purchase Interval, then the payroll deductions that the Participant made during that Purchase Interval with respect to such purchase right shall be promptly refunded.

D. In the event there is any conflict between the provisions of this Article and one or more provisions of the Plan or any instrument issued thereunder, the provisions of this Article shall be controlling.

X. EFFECTIVE DATE AND TERM OF THE PLAN

A. The Plan was originally adopted by the Board on August 7, 2007, was approved by shareholders of the Company, and became effective on November 14, 2007.

B. The Plan, as amended and restated, was adopted by the Board on May 3, 2016 and shall become effective on May 3, 2016.

C. Unless sooner terminated by the Board, the Plan shall terminate upon the earlier of (i) the date on which all shares available for issuance under the Plan shall have been sold pursuant to purchase rights exercised under the Plan or (ii) the date on which all purchase rights are exercised in connection with a Change in Control. No further purchase rights shall be granted or exercised, and no further payroll deductions shall be collected, under the Plan following such termination.

XI. AMENDMENT OF THE PLAN

A. The Board may alter, amend, suspend or terminate the Plan at any time to become effective immediately following the close of any Purchase Interval and, subject to B, without the approval of the shareholders.

B. In no event may the Board effect any of the following amendments or revisions to the Plan without the approval of the Company’s shareholders: (i) increase the number of Common Shares issuable under the Plan, except for permissible adjustments in the event of certain changes in the Company’s capitalization, (ii) alter the purchase price formula so as to reduce the purchase price payable for the Common Shares purchasable under the Plan or (iii) any amendment that would require shareholder approval under applicable law or to maintain compliance with Code Section 423.

XII. GENERAL PROVISIONS

A. All costs and expenses incurred in the administration of the Plan shall be paid by the Company; however, each Plan Participant shall bear all costs and expenses incurred by such individual in the sale or other disposition of any shares purchased under the Plan.

B. Nothing in the Plan shall confer upon the Participant any right to continue in the employ of the Company or any Company Affiliate for any period of specific duration or interfere with or otherwise restrict in any way the rights of the Company (or any Company Affiliate employing such person) or of the Participant, which rights are hereby expressly reserved by each, to terminate such person's employment at any time for any reason, with or without cause.

C. Except to the extent in connection with other matters of corporate governance and authority (all of which shall be governed by the laws of the Company's jurisdiction of incorporation), the validity, construction, interpretation, administration, and effect of the Plan and any rules, regulations, and actions relating to the Plan will be governed by and construed exclusively in accordance with the internal, substantive laws of the state of Texas, without regard to the conflict of law rules of Texas or any other jurisdiction.

Schedule A

Companies Participating in Employee Share Purchase Plan

Argo Group International Holdings, Ltd.
Argo Re, Ltd.
Argonaut Management Services, Inc.
Colony Management Services, Inc.

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Section 3: EX-12.1 (EX-12.1)

Exhibit 12.1

ARGO GROUP INTERNATIONAL HOLDINGS, LTD.
STATEMENTS OF COMPUTATION OF RATIOS OF EARNINGS TO FIXED CHARGES
AND EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED SHARE DIVIDENDS
(in millions, except ratios)

	Three Months Ended March 31,		For the Years Ended December 31,				
	2016	2015	2015	2014	2013	2012	2011
Earnings:							
Income (loss) before provision for income taxes	$ 33.1	$ 62.4	$ 177.5	$ 216.0	$ 179.7	$ 66.7	$ (61.9)
Add:							
Fixed charges	5.9	6.0	23.7	24.8	25.1	28.4	26.7
Total earnings	$ 39.0	$ 68.4	$ 201.2	$ 240.8	$ 204.8	$ 95.1	$ (35.2)
Fixed charges:							
Interest expense	$ 4.8	$ 4.9	$ 19.0	$ 19.9	$ 20.2	$ 23.7	$ 22.1
Rental interest factor	1.1	1.1	4.7	4.9	4.9	4.7	4.6
Total fixed charges	$ 5.9	$ 6.0	$ 23.7	$ 24.8	$ 25.1	$ 28.4	$ 26.7
Ratio of earnings to fixed charges	6.6:1	11.4:1	8.5:1	9.7:1	8.2:1	3.3:1	(a)

(a) The coverage deficiency for the year ended December 31, 2011 is $61.9 million.

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Section 4: EX-31.1 (EX-31.1)

Exhibit 31.1

Rule 13a-14(a)/15d-14(a)
Certification of the Chief Executive Officer

I, Mark E. Watson III, President and Chief Executive Officer of Argo Group International Holdings, Ltd., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Argo Group International Holdings, Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 5, 2016

/s/ Mark E. Watson III
Mark E. Watson III
President and Chief Executive Officer

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Section 5: EX-31.2 (EX-31.2)

Exhibit 31.2

Rule 13a-14(a)/15d-14(a)
Certification of the Chief Financial Officer

I, Jay S. Bullock, Executive Vice President and Chief Financial Officer of Argo Group International Holdings, Ltd., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Argo Group International Holdings, Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 5, 2016

/s/ Jay S. Bullock
Jay S. Bullock
Executive Vice President and Chief Financial Officer

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Section 6: EX-32.1 (EX-32.1)

Exhibit 32.1

Certification of CEO Pursuant to
18 U.S.C. Section 1350,
as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report on Form 10-Q of Argo Group International Holdings, Ltd. (the "Company") for the quarterly period ended March 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Mark E. Watson III, as President and Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

* * *

Certified this 5th day of May 2016.

/s/ Mark E. Watson III
Mark E. Watson III
President and Chief Executive Officer

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Section 7: EX-32.2 (EX-32.2)

Exhibit 32.2

Certification of CFO Pursuant to
18 U.S.C. Section 1350,
as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report on Form 10-Q of Argo Group International Holdings, Ltd. (the "Company") for the quarterly period ended March 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Jay S. Bullock, as Executive Vice President and Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002 that, to the best of his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

* * *

Certified this 5th day of May 2016.

/s/ Jay S. Bullock
Jay S. Bullock
Executive Vice President and Chief Financial Officer

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