



**Argo Group Limited**  
33-37 Athol Street  
Douglas  
Isle of Man  
IM1 1LB

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of the Company will be held at the offices of Appleby (Isle of Man) LLC, 33 Athol Street, Douglas, Isle of Man, IM1 1LB at 3:00pm on Thursday, 19 October 2023.

The meeting is for the purpose of considering and, if thought fit, to pass the following resolutions:

1. To receive and adopt the accounts for the year ended 31 December 2022 and the Directors' Report and Auditor's Report contained in the Annual Report and Accounts.  
(Resolution 1)
2. To re-appoint Baker Tilly Klitou & Partners Limited as Auditors of the Company and to authorise the directors to determine their remuneration.  
(Resolution 2)
3. To re-elect Michael Kloter as a director of the Company having been appointed in accordance with the Company's Articles of Association.  
(Resolution 3)
4. To re-elect Kyriakos Rialas as a director of the Company having been appointed in accordance with the Company's Articles of Association.  
(Resolution 4)
5. To re-elect Andreas Rialas as a director of the Company having been appointed in accordance with the Company's Articles of Association.  
(Resolution 5)
6. To re-elect David Andrew Fisher as a director of the Company having been appointed in accordance with the Company's Articles of Association  
(Resolution 6)
7. To re-elect Kenneth Watterson as a director of the Company having been appointed in accordance with the Company's Articles of Association:  
(Resolution 7)

The directors believe that the proposals set out in resolutions 1 to 7 are in the best interests of shareholders as a whole and they unanimously recommend that shareholders vote in favour of each of the resolutions.

**By Order of the Board**  
**Jeremy Bradshaw**  
**Company Secretary**

**15 September 2023**

## NOTES:

Unlike previous years, and in order to reduce the Company's environmental impact, you will not receive a hard copy form of proxy for the 2023 Annual General Meeting in the post automatically. Instead, you will be able to appoint a proxy electronically using the link [www.signalshares.com](http://www.signalshares.com). Details of how to appoint a proxy in this way are set out below. Voting by proxy prior to the AGM does not affect your right to attend the Annual General Meeting and vote in person should you so wish. **All proxy instructions must be received by the Registrars by no later than 3:00pm on Tuesday 17 October 2023.**

1. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more persons as proxy to attend, speak and vote at the meeting instead of such shareholder provided that if two or more proxies are appointed, each proxy must be appointed to exercise the rights attaching to different shares. A proxy need not also be a shareholder. The delivery of an appointment of proxy shall not preclude a shareholder from attending and voting at the meeting or at any adjournment thereof. Unless otherwise indicated on the Form of Proxy, CREST, or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
2. To appoint a proxy or proxies shareholders can **select one of three methods**:
  - a. **Appoint a proxy online** at [www.signalshares.com](http://www.signalshares.com) (the "Website") by following the on-screen instructions, in particular at the "Proxy Voting" link, by no later than 3:00pm on 17 October 2023. In order to appoint a proxy using the Website, members will need to log into their Signal Shares account or register if they have not previously done so. To register members will need to identify themselves with their Investor Code which is detailed on their share certificate or available from our Registrar, Link Group, on Tel: 0371 664 0300. \*Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales; OR
  - b. **in the case of CREST members only**, complete a CREST Proxy Instruction (as set out below); OR
  - c. **Request a hard copy form of proxy directly from the registrars**, Link Group, on Tel: 0371 664 0300\* or by emailing [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk).
3. The proxy form can also be found at <https://www.argogrouplimited.com/shareholder-information/shareholder-circulars> and should be returned to the offices of Appleby (Isle of Man) LLC, 33 Athol Street, Douglas, Isle of Man, IM1 1LB by 3:00pm on Tuesday 17 October 2023.
4. CREST members who wish to appoint and/or give instructions to a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual and by logging on to the following website: [www.euroclear.com](http://www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
5. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (the CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy **must, in order to be valid, be transmitted so as to be received by Link Group (ID RA10) by no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting or any adjournment of that meeting.** For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Link Group is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

6. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s) to procure that his or her CREST sponsor or voting service provider(s) take(s) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this regard, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) or the Uncertificated Securities Regulations 2001.
7. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy, but the vote of the senior (by order in the register of members) who tenders a vote will be accepted to the exclusion of the others.
8. The quorum for the meeting is two shareholders present either in person or by proxy. The majority required for the passing of the resolutions is a simple majority of the total number of votes cast on that resolution. Shareholders are entitled to ask questions in relation to the business of the meeting.
9. To appoint more than one proxy you may photocopy the proxy form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
10. To allow effective constitution of the meeting, if it is apparent to the Chairman that no shareholders will be present in person or by proxy, other than by proxy in the Chairman's favour, then the Chairman may appoint a substitute to act as proxy in his stead for any shareholder, provided that such substitute proxy shall vote on the same basis as the Chairman.
11. Pursuant to regulation 22 (1) of the Isle of Man Uncertificated Securities Regulations 2006, the Company specifies that only those shareholders entered in the Company's register of members 48 hours (not counting non-working days) before the date fixed for the general meeting will be entitled to attend or vote at the meeting and that the number of votes which any such shareholder may cast, upon a poll, will be determined by reference to the number of shares registered in such shareholder's name at the time. Changes to entries on the register of members after the relevant time will be disregarded in determining the rights of any person to attend or vote at the meeting.
12. Copies of the directors' service contracts, other than those expiring or determinable without payment of compensation within one year, are available for inspection at the registered office of the Company during the usual business hours on any weekday (Saturday and public holidays excluded) from the date of this notice until the general meeting and will be available for inspection at the place of the general meeting for at least 15 minutes prior to and during the meeting.