



Shareholder Name: _____
Address: _____

Parish/State & Postcode: _____
Country: _____

ARGUS GROUP HOLDINGS LIMITED

PROXY

TO BE USED FOR THE ANNUAL GENERAL MEETING OF ARGUS GROUP HOLDINGS LIMITED (THE "COMPANY") TO BE HELD ON THURSDAY, SEPTEMBER 28, 2017 AT 4:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY, IN THE "SPIRIT OF BERMUDA" ROOM, 4TH FLOOR, ARGUS BUILDING, 14 WESLEY STREET, HAMILTON, HM 11, BERMUDA.

IF YOU CANNOT ATTEND THIS MEETING AND WISH YOUR SHARES VOTED BY PROXY, PLEASE COMPLETE THIS FORM AND RETURN AS INDICATED BELOW:

I/We _____

the registered holder(s)/BSD Account Holder of _____ shares

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

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

Argus Group Holdings Limited

14 Wesley Street
Hamilton HM 11
P.O. Box HM 1064
Hamilton HM EX, Bermuda

Tel: +1 441 298-0888
Fax: +1 441 292-6763

insurance@argus.bm
argus.bm



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

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

PROPOSED RESOLUTIONS

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

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

- (1) Wendall S. F. Brown
- (2) Peter R. Burnim
- (3) Timothy C. Faries
- (4) Alison S. Hill
- (5) James S. Jardine
- (6) Sheila E. Nicoll
- (7) Marcia Scheiner
- (8) Robert D. Steinhoff
- (9) Kim Wilkerson
- (10) Paul C. Wollmann

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

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

3. **THAT** each Director of the Company be paid a base fee of \$15,000 per annum, plus a fee of \$1,000 for each Board meeting attended. FOR AGAINST ABSTAIN

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

5. **THAT** the 2017 Restricted Stock Plan as described in the Proxy Statement accompanying the Notice of this Meeting be and is hereby adopted. FOR AGAINST ABSTAIN

Dated this _____ day of _____ 2017.

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

Signature or Common Seal: _____

Witness: _____

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

NOTES

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

