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# Acquisition of Ariel Re: Scale and Diversification Investor Presentation

November 2016

# **Forward Looking Statements**

This presentation may include forward-looking statements, both with respect to Argo Group and its industry, that reflect our current views with respect to future events and financial performance. These statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements that do not relate solely to historical or current facts, and can be identified by the use of words such as "expect," "intend," "plan," "believe," "do not believe," "aim," "project," "anticipate," "seek," "will," "likely," "assume," "estimate," "may," "continue," "guidance," "objective," "outlook," "trends," "future," "could," "would," "should," "target," "on track" and similar expressions of a future or forward-looking nature. All forward-looking statements address matters that involve risks and uncertainties, many of which are beyond Argo Group's control. Accordingly, there are or will be important factors that could cause actual results to differ materially from those indicated in such statements and, therefore, you should not place undue reliance on any such statements. We believe that these factors include, but are not limited to, the following: 1) unpredictability and severity of catastrophic events; 2) rating agency actions; 3) adequacy of our risk management and loss limitation methods; 4) cyclicality of demand and pricing in the insurance and reinsurance markets; 5) statutory or regulatory developments including tax policy, reinsurance and other regulatory matters; 6) our ability to implement our business strategy; 7) adequacy of our loss reserves; 8) continued availability of capital and financing; 9) retention of key personnel; 10) competition; 11) potential loss of business from one or more major insurance or reinsurance brokers; 12) our ability to implement, successfully and on a timely basis, complex infrastructure, distribution capabilities, systems, procedures and internal controls, and to develop accurate actuarial data to support the business and regulatory and reporting requirements; 13) general economic and market conditions (including inflation, volatility in the credit and capital markets, interest rates and foreign currency exchange rates); 14) the integration of businesses we may acquire or new business ventures we may start; 15) the effect on our investment portfolios of changing financial market conditions including inflation, interest rates, liquidity and other factors; 16) acts of terrorism or outbreak of war; and 17) availability of reinsurance and retrocessional coverage, as well as management's response to any of the aforementioned factors.

In addition, any estimates relating to loss events involve the exercise of considerable judgment and reflect a combination of ground-up evaluations, information available to date from brokers and cedants, market intelligence, initial tentative loss reports and other sources. The actuarial range of reserves and management's best estimate is based on our then current state of knowledge including explicit and implicit assumptions relating to the pattern of claim development, the expected ultimate settlement amount, inflation and dependencies between lines of business. Our internal capital model is used to consider the distribution for reserving risk around this best estimate and predict the potential range of outcomes. However, due to the complexity of factors contributing to the losses and the preliminary nature of the information used to prepare these estimates, there can be no assurance that Argo Group's ultimate losses will remain within the stated amount.

The foregoing review of important factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included herein and elsewhere, including the risk factors included in our most recent reports on Form 10-K and Form 10-Q and other documents of Argo Group on file with or furnished to the U.S. Securities and Exchange Commission ("SEC"). Any forward-looking statements made in this presentation are qualified by these cautionary statements, and there can be no assurance that the actual results or developments anticipated by Argo Group will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, Argo Group or its business or operations. Except as required by law, Argo Group undertakes no obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future developments or otherwise.

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# **Transaction Summary**

Transaction	<ul> <li>Acquisition of Ariel Re ("Ariel" or the "Company") by Argo Group<sup>(1)</sup> <ul> <li>Ariel is a market leading underwriter in specialty reinsurance and insurance</li> <li>With underwriting teams in London, Bermuda and the U.S., Ariel underwrites virtually all of its risks through its Lloyd's Syndicate – 1910</li> <li>Ariel's Lloyd's Syndicate 1910 is consistently a top performer at Lloyd's based on profitability<sup>(2)</sup> <ul></ul></li></ul></li></ul>
Transaction Value	<ul> <li>Approximately \$235 million<sup>(3)</sup></li> <li>Approximately 1.25x 2016E Tangible Book Value</li> <li>Transaction Value / Last Twelve Months net income of approximately 8.1x</li> </ul>
Consideration Mix	<ul> <li>Argo will fund the acquisition with existing cash and available credit facilities</li> </ul>
Business Leadership	<ul> <li>Collective business leadership committed to Argo's broad and diversified platform</li> <li>Both teams to play a key role in the ongoing business</li> </ul>
Approvals and Timing	<ul> <li>Regulatory approvals and other customary closing conditions</li> <li>Expected closing in the first quarter of 2017</li> </ul>

(1) As part of the transaction, Argo will not acquire Ariel Indemnity Ltd. ("AIL"), which is a run-off subsidiary
(2) Ranking calculated on a year of account basis and relative to the Lloyd's Top 40 reinsurance syndicates

(3) Subject to purchase price adjustments based on year end book value; transaction multiples pro forma for the exclusion of AIL

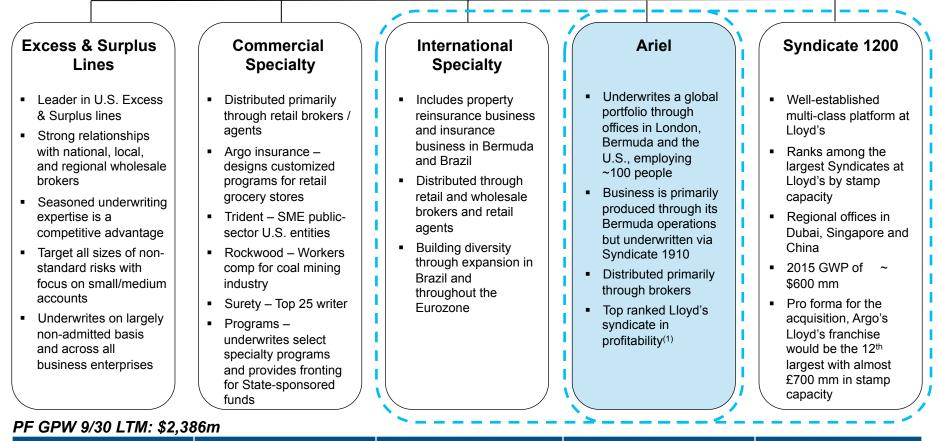
# **Transaction Highlights**

Increased Scale and Market Presence	<ul> <li>Achieves strategic goal of enhancing scale at Lloyd's and Bermuda</li> <li>Allows Argo to better advance distribution relationships and more effectively compete across all market cycles</li> </ul>
Diversified Platform Across Products and Geographies	<ul> <li>Ariel's established platform expands distribution and product capabilities and provides access to new markets to further diversify Argo's specialty insurance and reinsurance growth strategy</li> <li>The addition of Ariel's established third party capital management franchise expands Argo's market presence, enhances capital flexibility and provides a stable source of fee based income</li> <li>Ariel's attractive property catastrophe and specialty businesses complement Argo's existing reinsurance portfolio</li> </ul>
Financially Attractive	<ul> <li>Expected to be immediately accretive to EPS and ROE<sup>(1)</sup></li> <li>Neutral to book value per share and modestly dilutive to tangible book value per share</li> <li>Improved pro forma loss ratio performance and enhanced operational efficiencies through approximately \$15 mm in synergies, which approximates 20% of Ariel's 2015 Other Operating Expenses</li> <li>Capital diversity enhances financial flexibility</li> </ul>
Continued Specialty Insurance Focus	<ul> <li>Ariel represents a strategic "bolt-on" to Argo's specialty underwriting focus</li> <li>Argo's specialty insurance business will continue to be the Group's primary focus</li> <li>Management expects the portfolio's 2017 composition to be approximately 88% and 12% reinsurance</li> </ul>
Limited Integration Risk	<ul> <li>Ariel maintains business in lines where Argo has significant underwriting and management expertise</li> <li>Similar corporate cultures and analytical view of risk</li> <li>Straightforward corporate and organizational structure</li> </ul>

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# Important "Bolt-On" Addition to the Argo Franchise

 Ariel enhances Argo's scale at Lloyd's and in Bermuda but does not alter Argo's focus on specialty insurance



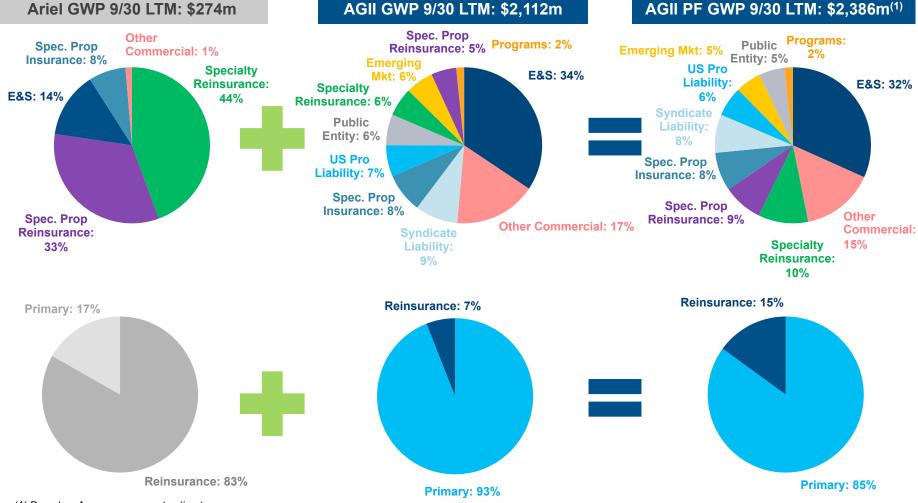
# \$579m \$668m \$258m \$274m \$607m 24% of Total GPW 28% of Total GPW 11% of Total GPW 12% of Total GPW 25% of Total GPW

(1) Ranking calculated on a year of account basis and relative to the Lloyd's Top 40 reinsurance syndicates

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# **Argo's Continued Specialty Focus**

- Argo remains primarily a specialty insurance underwriter, with a well diversified portfolio mix
- Management expects the portfolio's 2017 composition to be approximately 88% and 12% reinsurance
- Combination provides greater scale in reinsurance and at Lloyd's to more efficiently leverage existing infrastructure



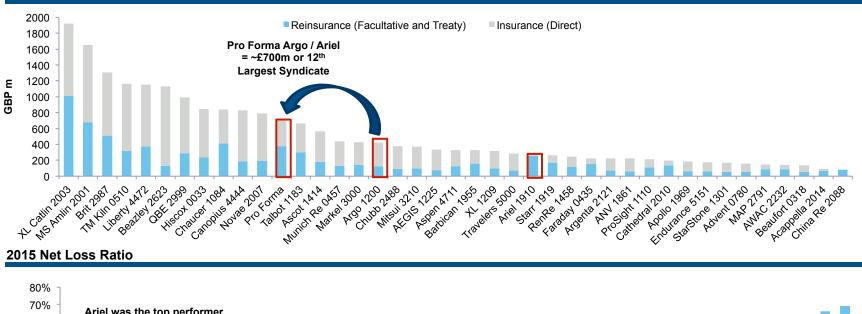
(1) Based on Argo management estimates

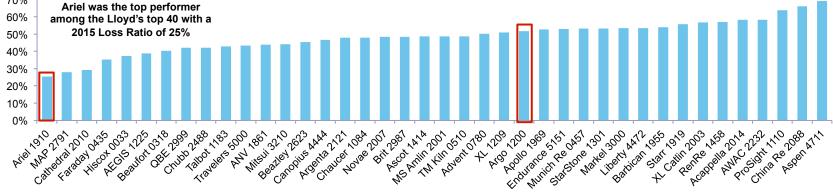
### **Enhanced Scale, Diversification and Profitability**

 A combination with Ariel would make Argo the 12<sup>th</sup> largest (re)insurer at Lloyd's, with a 2015 pro forma gross written premium base of ~ £700m, and would allow Argo to participate in Ariel's compelling UW results

#### Top 40 (Re)insurers at Lloyd's

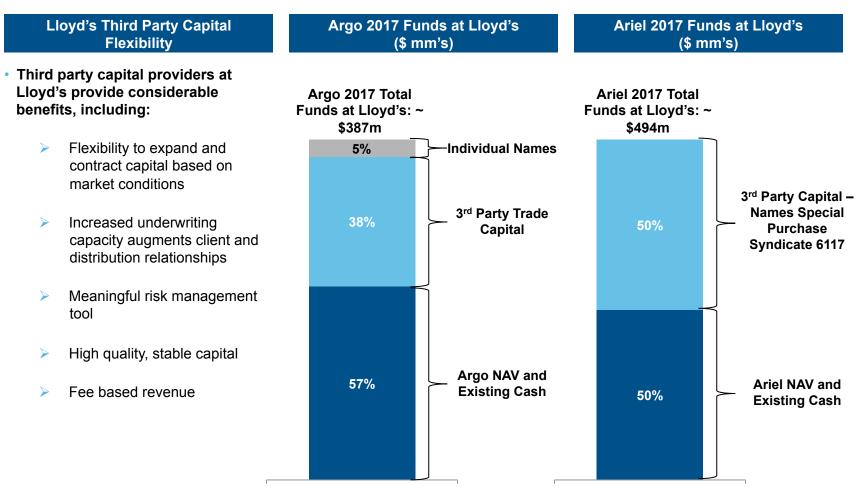
#### 2015 Gross Written Premium (£m)





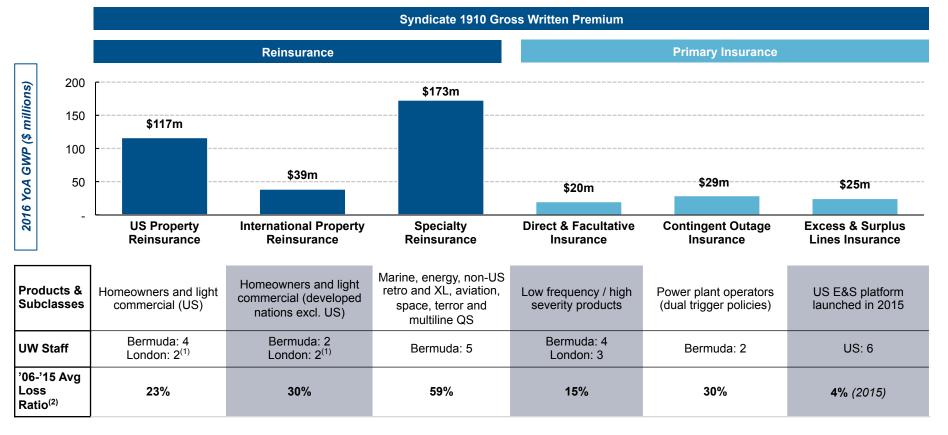
# **Strategic Deployment of Third Party Capital**

 Both Argo and Ariel strategically deploy a diverse array of third party capital at Lloyd's to enhance capital flexibility and respond to market opportunities



# **Ariel Business Overview**

- Ariel maintains a leading global (re)insurance position focused on property and specialty risks marine, energy, and a growing insurance platform targeting contingent outage, U.S. E&S and property exposures
  - As noted below, Ariel's historical loss ratios have been very compelling
- The Company's business is primarily produced through its Bermuda operations but underwritten via its Lloyd's Syndicate – 1910



# **Continued Balance Sheet Strength**

• Pro Forma capital structure is well within management risk limits and rating agency guidelines

As of 9/30/2016 (\$ millions)	Argo	Ariel	Transaction Adjustments	Estimated Pro Forma
Cash and Invested Assets	\$4,437	\$450	(\$98)	\$4,789
Total Assets	\$7,181	\$895	(\$153)	\$7,922
Tangible Common Equity	\$1,567	NA	(\$50)	\$1,517
Total Debt + Hybrid	\$369	\$83	\$135	\$587
Debt / Total Capital	9.1%	0%	4.9%	14.0%
Debt + Hybrid / Total Capital	17.1%	21.9%	7.6%	24.7%
Book Value per Share	\$59.64	NA		\$59.64
Tangible Book Value per Share	\$52.27	NA	(\$1.67)	\$50.60

# **Argo's Selective and Disciplined Success in M&A**

Colony & Rockwood	PXRE (Bermuda Merger)	Syndicate 1200	Ariel	
Transforms Argonaut into a diversified underwriter of specialty risk in the U.S.	Re-domicile to Bermuda gives <u>Argo Group</u> a platform for international expansion	Argo Group adds presence at major insurance hub with access to worldwide risks	Argo Group adds scale and diversification at Lloyd's and Bermuda	
<ul> <li>Year: 2001</li> <li>Price: \$165m</li> <li>Funding: Cash</li> </ul>	<ul> <li>Year: 2007</li> <li>Price / Book: 0.85x</li> <li>Funding: 9.2m Shares</li> </ul>	<ul> <li>Year: 2008</li> <li>Price: \$272m</li> <li>Funding: Cash</li> </ul>	<ul> <li>Year: 2016</li> <li>Price: ~\$235m</li> <li>Funding: Cash</li> </ul>	
<ul> <li>Market leader in the specialty insurance sector</li> <li>Since acquisition, Colony &amp; Rockwood have returned more than 8x the purchase price</li> <li>89.5% 3Q 2016 YTD E&amp;S combined ratio</li> </ul>	<ul> <li>100% of shares issued in connection with transaction have been repurchased</li> <li>\$29 million of favorable reserve development since acquisition</li> <li>Enabled the establishment of three profitable businesses: Argo Re, Excess Casualty &amp; Professional Liability</li> <li>Significant Group-wide bottom-line enhancement</li> <li>Excess Capital funded acquisition of Syndicate 1200</li> </ul>	<ul> <li>Global licenses and meaningful capital efficiency</li> <li>Among largest Syndicates at Lloyd's by Stamp Capacity</li> <li>Upgraded talent and strengthened management depth</li> <li>Completed re-underwriting of the book with significant reduction in cat exposure</li> <li>Since the beginning of 2013, Syndicate 1200 has produced cumulative PTI of ~\$136m<sup>(1)</sup></li> </ul>	<ul> <li>A strategic move to provide scale and diversity to Argo's Bermuda and London platforms</li> <li>Opportunity to leverage and enhance Argo's already robust underwriting analytics with unique modeling and risk analysis tools</li> <li>Good cultural and management fit between Argo and Ariel teams</li> </ul>	



## **Enhancing Scale and Diversification**

- A strategic move to provide scale and diversity to Argo's Bermuda and London platforms
- Opportunity to leverage and enhance Argo's already robust underwriting analytics with unique modeling and risk analysis tools
- Complementary to Argo's specialty insurance focus
- Good cultural and management fit between Argo and Ariel teams
- Advances Argo's cycle management abilities
- Financially compelling expected to be immediately accretive to EPS