
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Filed by the registrant ☒ Filed by a party other than the registrant ☐

Check the appropriate box:

- ☐ Preliminary proxy statement
- ☐ **Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))**
- ☐ Definitive proxy statement.
- ☒ Definitive additional materials.
- ☐ Soliciting material pursuant to Section 240.14a-12

ARGO GROUP INTERNATIONAL HOLDINGS, LTD.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of filing fee (check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
1. Title of each class of securities to which transaction applies:
 2. Aggregate number of securities to which transaction applies:
 3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 4. Proposed maximum aggregate value of transaction:
 5. Total fee paid:
- ☐ Fee paid previously with preliminary materials.
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
1. Amount Previously Paid:
 2. Form, Schedule or Registration Statement No.:
 3. Filing Party:
 4. Date Filed: _
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**SUPPLEMENT TO PROXY STATEMENT FOR THE
ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 16, 2020**

This supplement, dated April 3, 2020 (the “**Supplement**”) amends and supplements the proxy statement of Argo Group International Holdings, Ltd. (the “**Company**”), dated March 16, 2020, as further amended and supplemented by the Company’s Notice of Change of Location and Time dated March 26, 2020 (as amended and supplemented, the “**Proxy Statement**”), furnished to the shareholders of the Company in connection with the solicitation of proxies by the Board of Directors of the Company for use at the Annual General Meeting of Shareholders to be held on April 16, 2020. This Supplement is being filed with the Securities and Exchange Commission and is being made available to the shareholders on or about April 3, 2020.

THE SUPPLEMENT SHOULD BE READ IN CONJUNCTION WITH THE PROXY STATEMENT.

This Supplement is being filed to notify shareholders that the New York Stock Exchange (the “**NYSE**”) has informed the Company that our proposal to amend the Bye-Laws to provide a range in the size of the Board of Directors of 3 to 11 directors, with the exact number to be determined by the Board of Directors (“**Proposal 5**”) has been deemed a “routine” matter, eligible for discretionary voting by brokers, banks or other nominees (collectively referred to as a “**Broker**”) under the NYSE rules. The Proxy Statement previously advised shareholders that Proposal 5 was a “non-routine matter.” Pursuant to the NYSE rules, if you hold your shares through a Broker and do not instruct such Broker on how to vote your shares, your Broker is not permitted to vote your shares in its discretion on “non-routine” matters as determined by the NYSE, but is permitted to vote your shares in its discretion on “routine” matters as determined by the NYSE.

Accordingly, if you do not instruct your Broker on how to vote your shares on Proposal 5, your Broker will be permitted to vote your shares in its discretion on such proposal. In addition, because the NYSE has determined that Proposal 5 is a “routine” matter, there will not be any broker non-votes on Proposal 5.

The Proxy Statement contains important information regarding the Annual General Meeting and shareholder participation. We encourage you to read his Supplement together with the Proxy Statement. Whether or not you plan to attend the Annual General Meeting, we urge you to vote and submit your proxy in advance of the meeting by one of the methods described in the Proxy Statement.

By Order of the Board of Directors

Craig S. Comeaux
Secretary

April 3, 2020