

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 13, 2023

ARGO GROUP INTERNATIONAL HOLDINGS, LTD.
(Exact Name of Registrant as Specified in its Charter)

Bermuda
(State or Other Jurisdiction of
Incorporation)

001-15259
(Commission File Number)

98-0214719
(I.R.S. Employer Identification No.)

90 Pitts Bay Road
Pembroke HM 08
Bermuda
(Address, Including Zip Code,
of Principal Executive Offices)

P.O. Box HM 1282
Hamilton HM FX
Bermuda
(Mailing Address)

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

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$1.00 per share	ARGO	New York Stock Exchange
6.500% Senior Notes due 2042 issued by Argo Group U.S., Inc. and the Guarantee with respect thereto	ARGD	New York Stock Exchange
Depository Shares, Each Representing a 1/1,000th Interest in a 7.00% Resettable Fixed Rate Preference Share, Series A, Par Value \$1.00 Per Share	ARGOPrA	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 13, 2023, J. Daniel Plants notified Argo Group International Holdings, Ltd. (the “Company”) of his intention to step down as a member of the Board of Directors and the Human Resources and Strategic Review Committees of the Board of Directors, effective immediately. Mr. Plants’ decision is not due to any disagreement with the Company or the Board of Directors on any matter relating to the Company’s operations, policies or practices. In light of Mr. Plants’ decision to resign from the Board of Directors, the Board of Directors intends to reduce its size from seven directors to six directors.

Item 8.01. Other Events.

On February 13, 2023, the Company issued a press release announcing Mr. Plants’ resignation from the Board of Directors. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

[99.1 Press Release issued by Argo Group International Holdings, Ltd., dated February 13, 2023.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ARGO GROUP INTERNATIONAL HOLDINGS, LTD.

Date: February 13, 2023

By: /s/ Scott Kirk

Name: Scott Kirk

Title: Chief Financial Officer

Argo Group Announces J. Daniel Plants to Step Down from Board of Directors

HAMILTON, Bermuda – February 13, 2023 – Argo Group International Holdings, Ltd. (NYSE: ARGO) (“Argo”) today announced that J. Daniel Plants, a member of the Argo Board of Directors (the “Board”) and Chairman of its Strategic Review Committee, has notified the company of his intention to step down from the Board, effective immediately. Mr. Plants is Founder and Chief Investment Officer of Voce Capital Management LLC (“Voce”), Argo’s largest shareholder. He was appointed to the Board on August 4, 2022.

On February 8, 2023, Argo announced that it entered into a definitive merger agreement whereby Brookfield Reinsurance will acquire Argo in an all-cash transaction valued at \$30.00 per common share. In connection with the transaction, Voce entered into a voting and support agreement whereby Voce agreed to vote all of the common shares held by it in favor of the merger and take certain other actions, subject to the terms and conditions of the voting and support agreement. The Brookfield acquisition follows the recent closing, on February 2, 2023, of the sale of Argo Underwriting Agency Limited and its Lloyd’s Syndicate 1200 to Westfield, which had been announced on September 8, 2022.

“Last week’s announcement that Argo will be acquired by Brookfield Reinsurance concludes an intense, and productive, six months since I joined the Board with the stated purpose of assisting in these crucial endeavors. Following the successful completion of Argo’s strategic review process, which resulted in a transaction that maximizes value for all shareholders, now is the right time for me to relinquish my Board seat so that I may redirect my efforts to other priorities,” said Mr. Plants. “I wish my Board colleagues, and the entire Argo team, all the best in their onward journey.”

"Since joining the Board and assuming the role of Chairman of the Strategic Review Committee last year, Dan has been instrumental in helping Argo successfully execute its strategic review process," said Thomas A. Bradley, Argo’s Executive Chairman and Chief Executive Officer. “On behalf of the entire Board, I would like to express our appreciation for his leadership throughout his tenure on the Board and his insights and support over the years as a longtime Argo shareholder."

About Argo

Argo Group International Holdings, Ltd. (NYSE: ARGO) is a U.S. focused underwriter of specialty insurance products in the property and casualty market. Argo offers a full line of products and services designed to meet the unique coverage and claims-handling needs of businesses. Argo and its insurance subsidiaries are rated ‘A-’ by Standard and Poor’s. Argo’s insurance subsidiaries are rated ‘A-’ by A.M. Best. More information on Argo and its subsidiaries is available at www.argogroup.com.

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