

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person * Snyder Jessica E. (Last) (First) (Middle) ARGO GROUP INTERNATIONAL HOLDINGS, LTD., 90 PITTS BAY RD (Street) PEMBROKE, D0 HM08 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol Argo Group International Holdings, Ltd. [ARGO] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner X Officer (give title below) _____ Other (specify below) CEO, Former President, US Ins |
| 3. Date of Earliest Transaction (MM/DD/YYYY) 11/16/2023 | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person ____ Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------|----------------|-----------------------------------|------------------------------|---|--|------------|-------|--|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/16/2023 | | D(1) | | 18,820 (2) | D | \$30 | 0 | D | |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|----------------|-----------------------------------|------------------------------|---|---|-----|---|-----------------|--|----------------------------|---|---|--|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

- (1) Disposed of pursuant to a definitive agreement and plan of merger (the "Merger Agreement"), dated as of February 8, 2023, by and among Argo Group International Holdings, Ltd. (the "Company"), Brookfield Reinsurance Ltd. ("Brookfield Reinsurance") and BNRE Bermuda Merger Sub Ltd., a wholly owned subsidiary of Brookfield Reinsurance ("Merger Sub"), whereby Merger Sub will merge with and into the Company in accordance with the Bermuda Companies Act 1981 (the "Merger"), with the Company surviving the Merger as a wholly owned subsidiary of Brookfield Reinsurance. At the effective time of the Merger, each issued and outstanding Company ordinary share was automatically canceled and converted into the right to receive \$30.00 in cash.
- (2) Includes all shares held by the Reporting Person immediately prior to the Merger, including shares of the Company's common stock acquired through the Argo Group International Holdings, Ltd. Employee Share Purchase Plan and previously granted restricted shares, each of which, at the effective time of the Merger, vested in full and was converted into the right to receive \$30.00 in cash, and any per share accrued dividends (as described in the Merger Agreement) in respect of such restricted shares.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Snyder Jessica E. ARGO GROUP INTERNATIONAL HOLDINGS, LTD. 90 PITTS BAY RD PEMBROKE, D0 HM08 | | | CEO, Former President, US Ins | |

Signatures

/s/ Allison D. Kiene, attorney-in-fact

11/16/2023

Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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