

## Policy on Trading in Assured Guaranty Ltd. Securities

June 2017

### Introduction

Trading in Assured Guaranty Ltd. (“**AGL**” and, together with its subsidiaries, “**Assured Guaranty**”) securities based on inside information is both unethical and illegal. The following summarizes the guidelines for trading in securities issued by or related to Assured Guaranty, such as common shares, debt securities and credit default swaps. Buying or selling securities while in possession of material non-public information concerning Assured Guaranty’s businesses, operations or prospects may give rise to a variety of civil claims, as well as to Securities and Exchange Commission (“**SEC**”) administrative or court action, and in some circumstances criminal penalties. Tipping of material undisclosed corporate information by an insider to an outsider may lead to a violation of SEC rules. The SEC has the authority to seek a civil penalty of up to three times the amount of profit gained or loss avoided by a person who trades while in possession of material non-public information. In addition to having serious legal ramifications, the foregoing activities would seriously undermine and damage Assured Guaranty’s reputation for integrity and ethical conduct. For these reasons, Assured Guaranty has adopted this policy to address these concerns.

Generally speaking, a person is involved in unlawful insider trading if that person trades (i.e. buys or sells or changes a standing buy or sell order) securities while in possession of material non-public information concerning the issuer of those securities. A person is also involved in insider trading if the person discloses material non-public information to another person who uses that information to trade in Assured Guaranty securities. A person does not have to make a profit in the trade to be guilty of insider trading; using material, non-public information to avoid or minimize a loss is also considered to be insider trading (i.e., selling stock while in possession of material non-public information that, when published, will cause the stock price to drop).

This policy is applicable to all officers, directors and employees of Assured Guaranty and, to the extent described below, persons under their control, including certain family members, as well as to their designees. Assured Guaranty may also determine that other persons should be subject to this policy, such as contractors or consultants who have access to material non-public information.

- “**Material information**” for these purposes is any information to which an investor would reasonably attach importance in reaching a decision to buy, sell or hold Assured Guaranty securities. Either positive or negative information may be material. The test is whether there is a substantial likelihood that a reasonable investor would consider the facts important in making an investment decision. Information about the following areas of Assured Guaranty’s business are examples of inside information that could be material: acquisitions, dispositions, joint ventures, regulatory issues, launch of new business lines, entry into new jurisdictions, significant litigation and government investigations. This is not a complete list. Moreover, the fact that an insider (or a tippee of an insider) has traded on the basis of particular information which has not been made public may itself be regarded as evidence that the information is material. A useful rule of thumb is that if you learn of non-public information, you should assume it is material.

- **“Non-public”** or **“inside”** information about a company is, as it sounds, information that is not generally known to the public. Although non-public information generally comes directly from the relevant company, it may originate from other parties.

### **Assured Guaranty’s Policy**

Subject to the discussion below under the heading “Trading Plans”, the rules are as follows. These rules apply to all Assured Guaranty officers, employees and directors, and to the extent so determined by Assured Guaranty, contractors and consultants, and persons under their control, which would include spouses, minor children, other persons living in the same household or controlled entities, as well as to their designees.

- For the period beginning at the end of each calendar quarter and ending one full business day following the filing with the SEC of Assured Guaranty’s quarterly report on Form 10-Q for such quarter, or in the case of the fourth calendar quarter, Assured Guaranty’s annual report on Form 10-K, Assured Guaranty is in “blackout” and you are prohibited from trading Assured Guaranty securities.
  - Among the types of trading covered by this Policy, this Policy expressly applies to trading in Assured Guaranty securities that you receive in connection with Assured Guaranty plans in the following circumstances:
    - (i) any sale of stock as part of a broker-assisted cashless exercise of an option, or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option and/or any related tax withholding,
    - (ii) any trade of shares acquired upon the exercise of options,
    - (iii) any trade of shares acquired upon vesting of restricted stock, or
    - (iv) any trade of shares purchased under the Employee Stock Purchase Plan.
  - However, the restrictions on trading during the blackout period contained in this Policy do not apply to:
    - (i) the exercise of employee stock options where the exercise price and any related tax withholding is satisfied by (x) cash from sources other than the sale of Assured Guaranty securities, (y) attestation of previously-owned Assured Guaranty securities or (z) delivery of previously-owned Assured Guaranty securities,<sup>1</sup>
    - (ii) the vesting of restricted stock,

---

<sup>1</sup> While the receipt of Assured Guaranty shares upon the exercise of options under these circumstances is not subject to this Policy, as stated above, any sale of Assured Guaranty shares received upon or in connection with the exercise of the options (including as part of a broker-assisted cashless exercise of an option) is subject to this Policy. Therefore, if you want to exercise an option while Assured Guaranty is in “blackout,” you should only conduct an exercise *and hold* transaction, using one of the exercise methods designated in this subsection, and in any event, must pre-clear any exercise of employee stock options, regardless of the method of exercise..

- (iii) the exercise of a tax withholding right pursuant to which a person has elected to have Assured Guaranty withhold shares subject to an option or upon the vesting of restricted stock to satisfy tax withholding requirements,
  - (iv) purchases under the Employee Stock Purchase Plan resulting from your contribution of money to such plan pursuant to the election you made,
  - (v) any other purchase of Assured Guaranty securities from Assured Guaranty or sale of Assured Guaranty securities to Assured Guaranty, or
  - (vi) transactions in mutual funds that are invested in Assured Guaranty securities.
- You may not trade Assured Guaranty securities while in possession of material non-public information or trade in the securities of another company's securities while in possession of material non-public information about such company when that information is obtained in the course of employment with, or the performance of services on behalf of, Assured Guaranty.
- You may not tip others as to material non-public information.
- Even when no blackout period is in effect, you must pre-clear all trades of Assured Guaranty securities with either the AGL General Counsel or the U.S. General Counsel. For the avoidance of doubt, even the exercise of employee stock options (using any method of exercise) must be pre-cleared.
- From time to time, Assured Guaranty may impose a special blackout period during which you are prohibited from trading in securities of Assured Guaranty and/or any Counterparty, as applicable. The imposition of any special blackout period for the trading in securities of Assured Guaranty or any Counterparty, or the fact that any intended trade has been denied pre-clearance, should itself be treated as material, non-public information.
- You are prohibited from pledging Assured Guaranty securities as collateral for a loan unless you have obtained approval in advance from the Nominating and Governance Committee of Assured Guaranty Ltd. If you would like to seek such approval, please contact either the AGL General Counsel or the U.S. General Counsel to describe the circumstances that the Nominating and Governance Committee should consider to determine whether to grant a waiver of Assured Guaranty's Policy. No waiver will be granted unless you clearly demonstrate the financial capacity to repay the loan (which must not constitute margin debt) without resorting to the pledged securities.
- You are prohibited from:
  - (i) holding Assured Guaranty securities in a margin account,<sup>2</sup>

---

<sup>2</sup>Securities held in a margin account may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Because a margin sale may occur at a time when you are aware of material non-public information or otherwise are not permitted to trade in Assured Guaranty securities, use of Assured Guaranty securities in these contexts is prohibited.

- (ii) purchasing financial instruments (including prepaid variable forward contracts, equity swaps, collars, and exchange funds) or otherwise engaging in transactions that are designed to or have the effect of hedging or offsetting any decrease in the market value of equity securities, including monetization transactions that allow you to lock in all or a part of the value of your holdings of Assured Guaranty securities in exchange for all or part of the potential for upside appreciation in such securities,<sup>3</sup>
  - (iii) engaging in transactions in puts, calls or other derivative securities with respect to Assured Guaranty securities,<sup>4</sup> or
  - (iv) engaging in short sales of Assured Guaranty securities.<sup>5</sup>
- This Policy applies to material non-public information related to other publicly traded companies, including our vendors, suppliers, counterparties and customers when that information is obtained in the course of employment with Assured Guaranty or the performance of services on behalf of Assured Guaranty. You should treat material non-public information about our business partners with the same care required with respect to information directly related to Assured Guaranty.

### **Requests for Pre-clearance**

Requests for pre-clearance should be sent by e-mail to either the AGL General Counsel or the U.S. General Counsel setting forth the following information:

- Name;
- Title;
- Date(s) of proposed trading; and
- A statement that you:
  - (i) have read the Policy on Trading in Assured Guaranty Ltd. Securities,
  - (ii) have given consideration to whether any information in your possession is material non-public information, and

---

<sup>3</sup>These transactions allow you to continue to own Assured Guaranty securities, but without the full risks and rewards of ownership. When that occurs, you may no longer have the same objectives as other holders of Assured Guaranty securities.

<sup>4</sup>A transaction in such options is, in effect, a bet on the short-term movement of an Assured Guaranty security and therefore creates the appearance that you are trading based on inside information. Transactions in options also may focus your attention on Assured Guaranty's short-term performance at the expense of its long-term objectives.

<sup>5</sup>Short sales of Assured Guaranty securities evidence an expectation on the part of the seller that the securities will decline in value, and therefore signal to the market that the seller has no confidence in Assured Guaranty or its short-term prospects. In addition, short sales may reduce the seller's incentive to improve Assured Guaranty's performance. Section 16(c) of the Securities Exchange Act of 1934 prohibits Section 16 reporting officers and directors from engaging in short sales.

- (iii) are not currently in possession of material non-public information.

If you are in possession of material non-public information, you should not submit the request as you are not permitted to trade. If you are uncertain whether information is material or non-public, please provide a description of the information prior to submitting a request to trade. Clearance will be valid for no more than seven days, so please time your requests accordingly. If you become aware of material non-public information at any time after obtaining clearance, such clearance becomes void.

### **Trading Plans**

Pursuant to Rule 10b5-1 trading plans, you may be permitted to trade in Assured Guaranty securities even during a blackout period or while in possession of material non-public information. In essence, a trading plan consists of irrevocable instructions to a third party at a time when the person adopting the trading plan is not in possession of any material non-public information, directing the third party to make future trades in accordance with pre-established guidelines. Once the plan is adopted, the person must not exercise any influence over the amount of securities to be traded, the price at which they are to be traded or the date of the trade. For example, a trading plan may irrevocably direct a broker to acquire or sell Assured Guaranty securities on a specified future date, thus making irrelevant that the trader may have come into possession of material non-public information or that a blackout period is in effect when the trade is made. The rules on trading plans are complex; if you are interested in additional information about them, please contact either the AGL General Counsel or the U.S. General Counsel. Trading plans for Assured Guaranty officers, directors and employees need to be sent to the AGL General Counsel or the U.S. General Counsel for review and approval five business days prior to implementation. If so approved and implemented, no further pre-approval of transactions conducted pursuant to the trading plan will be required.

### **Transactions by Family Members and Others**

This Policy applies to your family members who reside with you (including a spouse, a child, a child away at college, stepchildren, grandchildren, parents, stepparents, grandparents, siblings and in-laws), anyone else who lives in your household, and any family members who do not live in your household but whose transactions in Assured Guaranty securities are directed by you or are subject to your influence or control, such as parents or children who consult with you before they trade in Assured Guaranty securities (collectively referred to as “**Family Members**”). You are responsible for the transactions of these other persons and therefore should make them aware of the need to confer with you before they trade in Assured Guaranty Securities, and you should treat all such transactions for the purposes of this Policy and applicable securities laws as if the transactions were for your own account. This Policy does not, however, apply to personal securities transactions of Family Members where the purchase or sale decision is made by a third party not controlled by, influenced by or related to you or your Family Members.

### **Transactions by Entities that You Influence or Control**

This Policy applies to any entities that you influence or control, including any corporations, partnerships or trusts (collectively referred to as “**Controlled Entities**”), and transactions by these Controlled Entities should be treated for the purposes of this Policy and applicable securities laws as if they were for your own account.

## **Post-Termination Transactions**

Federal securities laws continue to apply to transactions in Assured Guaranty securities even after termination of service to Assured Guaranty. Therefore, if an individual is in possession of material non-public information when his or her service terminates, that individual may not trade in Assured Guaranty securities until that information has become public or is no longer material. If you plan to trade shares after you leave Assured Guaranty, especially if you leave during a blackout period, you should consider whether to discuss such trade with Assured Guaranty's General Counsel.

## **Violations**

In addition to any civil or criminal penalties imposed by the SEC or a court for insider trading, Assured Guaranty may take disciplinary action, against you, including dismissal or removal for cause, if you or any person or entity for which you are responsible under the terms of this Policy violates this policy.

If you have any questions about trading in Assured Guaranty securities, please contact:

**James M. Michener**  
**General Counsel, Assured Guaranty Ltd.**  
[jmichener@agltd.com](mailto:jmichener@agltd.com)  
441-279-5702

**Ling Chow**  
**U.S. General Counsel**  
[lchow@agltd.com](mailto:lchow@agltd.com)  
212-261-5525