



Invitation to the Annual General Meeting

(“Annual Shareholder Meeting”) of Allied World Assurance Company Holdings, AG (the “Company”)

Wednesday, June 21, 2017, 2:00 p.m. Central European Time (doors open at 1:30 p.m. Central European Time)

at the corporate headquarters of Allied World Assurance Company Holdings, AG, Park Tower, 15th Floor, Gubelstrasse 24, 6300 Zug, Switzerland

AGENDA ITEMS

ITEM 1

Elect the Board of Directors

PROPOSAL OF THE BOARD OF DIRECTORS

The Board of Directors proposes that each of the nominees listed below be elected to serve as a director of the Company until the Company's Annual Shareholder Meeting in 2018.

- ITEM 1.1: Barbara T. Alexander
- ITEM 1.2: Scott A. Carmilani
- ITEM 1.3: Bart Friedman
- ITEM 1.4: Patricia L. Guinn
- ITEM 1.5: Fiona E. Luck
- ITEM 1.6: Patrick de Saint-Aignan
- ITEM 1.7: Eric S. Schwartz
- ITEM 1.8: Samuel J. Weinhoff

ITEM 2

Elect the Chairman of the Board of Directors

PROPOSAL OF THE BOARD OF DIRECTORS

The Board of Directors proposes that Scott A. Carmilani be re-elected as Chairman of the Board of Directors to serve until the Company's Annual Shareholder Meeting in 2018.

ITEM 3

Elect the Compensation Committee Members

PROPOSAL OF THE BOARD OF DIRECTORS

The Board of Directors proposes that each of the nominees listed below be elected to serve as a member of the Compensation Committee until the Company's Annual Shareholder Meeting in 2018.

- ITEM 3.1: Barbara T. Alexander
- ITEM 3.2: Bart Friedman
- ITEM 3.3: Fiona E. Luck
- ITEM 3.4: Patrick de Saint-Aignan
- ITEM 3.5: Eric S. Schwartz
- ITEM 3.6: Samuel J. Weinhoff

ITEM 4

Elect the Independent Proxy

PROPOSAL OF THE BOARD OF DIRECTORS

The Board of Directors proposes that Buis Buergi AG be elected as the Independent Proxy to serve at and until conclusion of the Company's Annual Shareholder Meeting in 2018.

ITEM 5

Approve, on an Advisory Basis, 2016 Executive Compensation, as Required Under U.S. Securities Laws

PROPOSAL OF THE BOARD OF DIRECTORS

The Board of Directors proposes that the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission ("SEC"), including the Compensation Discussion and Analysis section, compensation tables and narrative discussion, be approved.

As an advisory vote, this proposal is not binding upon the Company. However, the Compensation Committee, which is responsible for designing and administering the Company's executive compensation programs, values the opinions expressed by shareholders in their vote on this proposal and will continue to consider the outcome of the vote when making future compensation decisions for the named executive officers.

ITEM 6

Approve, on an Advisory Basis, the Frequency of the Shareholder Vote on Executive Compensation, as Required Under U.S. Securities Laws.

PROPOSAL OF THE BOARD OF DIRECTORS

The Board of Directors proposes that the non-binding say-on-pay advisory vote to approve the compensation paid to the Company's named executive officers be held every year.

As an advisory vote, this proposal is not binding upon the Company.

ITEM 7

Approve the 2016 Annual Report and Financial Statements

PROPOSAL OF THE BOARD OF DIRECTORS

The Board of Directors proposes that the Company's 2016 Annual Report, including the Company's audited consolidated financial statements and its audited Swiss statutory financial statements prepared in accordance with Swiss law, each for the year ended December 31, 2016, be approved.

ITEM 8

Approve the Retention of Disposable Profits

PROPOSAL OF THE BOARD OF DIRECTORS

The Board of Directors proposes that the disposable profits on the Company's audited Swiss statutory financial statements be carried forward as retained earnings for the year ended December 31, 2016.

ITEM 9

Elect Deloitte & Touche LLP as Independent Auditor and Deloitte AG as Statutory Auditor

PROPOSAL OF THE BOARD OF DIRECTORS

The Board of Directors proposes that Deloitte & Touche LLP be elected as the Company's independent auditor for purposes of SEC reporting and Deloitte AG be elected as the Company's statutory auditor to serve until the Company's Annual Shareholder Meeting in 2018.

AWAC: 48044.2

ITEM 10

Elect PricewaterhouseCoopers AG as Special Auditor

PROPOSAL OF THE BOARD OF DIRECTORS

The Board of Directors proposes that PricewaterhouseCoopers AG be elected as the Company's special auditor to serve until the Company's 2018 Annual Shareholder Meeting.

ITEM 11

Discharge of the Board of Directors and Executive Officers from Liabilities

PROPOSAL OF THE BOARD OF DIRECTORS

The Board of Directors proposes that all individuals who served as members of the Board of Directors or as executive officers of the Company be discharged from liability for their activities during the year ended December 31, 2016.

ORGANIZATIONAL MATTERS

Admission to the Annual Shareholder Meeting

Shareholders who were registered in the Company's share register on May 25, 2017 have received the Company's Proxy Statement and proxy card from Continental Stock Transfer & Trust Company, the Company's transfer agent. Beneficial owners of shares have received or will receive instructions from their bank, brokerage firm or other nominee acting as shareholder of record to indicate how they wish their shares to be voted. Beneficial owners who wish to vote in person at the Annual Shareholder Meeting must obtain a power of attorney from their bank, brokerage firm or other nominee that authorizes them to vote the shares held by them on their behalf. In addition, you must bring to the Annual Shareholder Meeting an account statement or letter from your bank, brokerage firm or other nominee indicating that you are the owner of the Company's common shares. Shareholders of record registered in the Company's share register are entitled to participate in and vote at the Annual Shareholder Meeting. Each share is entitled to one vote. The exercise of voting rights is subject to the voting restrictions set out in the Company's Articles of Association.

Shareholders who become registered as shareholders of record with respect to their common shares in the Company (as opposed to a beneficial holder of shares held in "street name") after May 25, 2017, but on or before June 21, 2017, and want to vote those shares at the Annual Shareholder Meeting, will need for identification purposes to obtain a proxy from the registered voting rights record holder of those shares as of May 25, 2017 to vote their shares in person at the Annual Shareholder Meeting. Alternatively, they may also obtain the proxy materials by contacting the Corporate Secretary, attention: Theodore Neos, at Allied World Assurance Company Holdings, AG, Park Tower, 15th Floor, Gubelstrasse 24, 6300 Zug, Switzerland, or via e-mail at secretary@awac.com.

Granting of Proxy

If you are a shareholder of record and do not wish to attend the Annual Shareholder Meeting, you have the right to grant a proxy directly to Buis Buergi AG, Mühlebachstrasse 8, P.O. Box 672, CH-8024 Zurich, Switzerland, e-mail at proxy@bblegal.ch, as the Company's independent proxy, with full right of substitution, with the proxy card; or grant a written proxy to any person who need not be a shareholder. Proxies issued to the independent proxy must be received no later than 6:00 a.m., CET, on June 21, 2017 either by mail or by e-mail. If sending by e-mail to the independent proxy, you must attach the executed proxy card in order for your vote to be counted.

Registered shareholders who have appointed the independent proxy as a proxy may not vote in person at the Annual Shareholder Meeting or send a proxy of their choice to the meeting unless they revoke or change their proxies. Revocations to the independent proxy must be received by him by no later than 6:00 a.m., CET, on June 21, 2017 either by mail to Buis Buergi AG, Mühlebachstrasse 8, P.O. Box 672, CH-8024 Zurich, Switzerland, or by e-mail at proxy@bblegal.ch.

Admission office

The admission office opens on the day of the Annual Shareholder Meeting at 1:30 p.m. CET. Shareholders of record attending the meeting are kindly asked to present their proxy card as proof of admission at the entrance.

Annual Report of Allied World Assurance Company Holdings, AG

The Company's 2016 Annual Report contains the Company's audited consolidated financial statements and its audited statutory financial statements prepared in accordance with Swiss law as well as its Compensation Report 2016 in accordance with Swiss law and can be accessed through the Company's website at www.awac.com under the "Financial Reports" link located in the section entitled "Investors." Copies of the 2016 Annual Report may be obtained without charge upon written request to the Corporate Secretary, attention Theodore Neos, at Allied World Assurance Company Holdings, AG, Park Tower, 15th floor, Gubelstrasse 24, 6300 Zug, Switzerland, or via e-mail at secretary@awac.com. The 2015 Annual Report may be physically inspected at the Company's headquarters at Park Tower, 15th floor, Gubelstrasse 24, 6300 Zug, Switzerland.

Zug, May 31, 2017

On behalf of the Board of Directors
Theodore Neos, Corporate Secretary