

ASSURED GUARANTY LTD  
Form PRE 14A  
March 12, 2010

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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 (Amendment No. )

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 under §240.14a-12

**Assured Guaranty Ltd.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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**PRELIMINARY PROXY STATEMENT, SUBJECT TO COMPLETION**

March 24, 2010  
Hamilton, Bermuda

Dear Shareholders:

It is with great pleasure that we invite you to our 2010 Annual General Meeting of shareholders. The meeting will be held on Thursday, May 6, 2010 at the Fairmont Hamilton Princess Hotel, 76 Pitts Bay Road, Hamilton, Bermuda at 8:00 a.m. Atlantic Time.

Our formal agenda for this year's meeting is to vote on the election of directors, to vote on amended and restated Bye-laws, to ratify the selection of independent auditors for 2010, and to direct us to vote on directors and/or independent auditors for certain of our subsidiaries. In addition, we will report to you the highlights of 2009 and discuss the outlook for our business in 2010. We will also answer any questions you may have. Representatives of our independent accountants will be in attendance at the meeting and will be available to answer questions as well.

Whether or not you plan to attend the meeting, your vote on these matters is important to us. Please complete, sign and return the enclosed proxy card in the envelope provided. Alternatively, you can vote your proxy by telephone or through the Internet by following the instructions on the enclosed proxy card.

If you are a beneficial holder of our shares, we urge you to give voting instructions to your broker so that your vote can be counted. This is especially important since the New York Stock Exchange no longer allows brokers to cast votes with respect to the election of directors unless they have received instructions from the beneficial owner of shares.

We look forward to seeing you at the meeting.

Sincerely,

Walter A. Scott  
*Chairman of the Board*

Dominic J. Frederico  
*President and Chief Executive Officer*

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## NOTICE OF ANNUAL GENERAL MEETING

March 24, 2010  
Hamilton, Bermuda

TO THE SHAREHOLDERS OF ASSURED GUARANTY LTD.:

The Annual General Meeting of Assured Guaranty Ltd., which we refer to as AGL, will be held on Thursday, May 6, 2010, at 8:00 a.m. Atlantic Time at the Fairmont Hamilton Princess, 76 Pitts Bay Road, Hamilton, Bermuda, for the following purposes:

1. To elect three Class III directors to hold office until 2013;
2. To vote on the first amended and restated Bye-laws of AGL;
3. To ratify the appointment of PricewaterhouseCoopers LLP as AGL's independent auditors for the fiscal year ending December 31, 2010;
4. To direct AGL to vote for directors of, and the ratification of the appointment of independent auditors for its subsidiary, Assured Guaranty Re Ltd. and to direct AGL to vote for the ratification of independent auditors for its subsidiary, Assured Guaranty Ireland Holdings Ltd.; and
5. To transact such other business, if any, as lawfully may be brought before the meeting.

Only shareholders of record, as shown by the transfer books of AGL, at the close of business on March 16, 2010, are entitled to notice of, and to vote at, the Annual General Meeting.

**PLEASE SIGN, DATE AND RETURN THE ENCLOSED PROXY IN THE RETURN ENVELOPE FURNISHED FOR THAT PURPOSE AS PROMPTLY AS POSSIBLE, WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING. IF YOU LATER DESIRE TO REVOKE YOUR PROXY FOR ANY REASON, YOU MAY DO SO IN THE MANNER DESCRIBED IN THE ATTACHED PROXY STATEMENT. YOU MAY ALSO VOTE BY TELEPHONE OR OVER THE INTERNET BY FOLLOWING THE VOTING INSTRUCTIONS PRINTED ON THE ACCOMPANYING PROXY CARD. FOR FURTHER INFORMATION CONCERNING THE INDIVIDUALS NOMINATED AS DIRECTORS, THE PROPOSALS BEING VOTED UPON, USE OF THE PROXY AND OTHER RELATED MATTERS, YOU ARE URGED TO READ THE ATTACHED PROXY STATEMENT.**

By Order of the Board of Directors,

James M. Michener  
*Secretary*

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**ASSURED GUARANTY LTD.**

30 Woodbourne Avenue  
Hamilton HM 08 Bermuda  
March 24, 2010

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**PROXY STATEMENT**

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**INFORMATION ABOUT THE ANNUAL GENERAL MEETING AND VOTING**

***Why did you send me this proxy statement?***

We sent you this proxy statement and the enclosed proxy card because the Board of Directors of Assured Guaranty Ltd. (which we refer to as AGL, we, us or our; we use Assured Guaranty or the Company to refer to AGL and its subsidiaries) is soliciting your proxy to vote at the 2010 Annual General Meeting, which will be held on Thursday, May 6, 2010 at 8:00 a.m. Atlantic Time at the Fairmont Hamilton Princess, 76 Pitts Bay Road, Hamilton, Bermuda. A copy of our Annual Report to shareholders for the fiscal year ended December 31, 2009 accompanies this proxy statement.

This proxy statement summarizes the information you need to vote at the Annual General Meeting. You do not need to attend the Annual General Meeting to vote your shares. You may simply complete, sign and return the enclosed proxy card or vote by telephone or over the Internet.

We will begin mailing this proxy statement on or about April 6, 2010 to all shareholders entitled to vote.

***What proposals will be voted on at the Annual General Meeting?***

There are four proposals scheduled to be voted on at the Annual General Meeting:

The election of three Class III directors.

The approval and adoption of the First Amended and Restated Bye-laws of AGL, which we refer to as the Amended Bye-laws.

The ratification of the selection of PricewaterhouseCoopers LLP, an independent registered public accounting firm, which we refer to as PwC, as our independent auditors for 2010.

Directing AGL to vote for the election of the directors of, and the ratification of the appointment of the independent auditors for, our subsidiary Assured Guaranty Re Ltd., which we refer to as AG Re and for the ratification of the appointment of the independent auditors for our subsidiary, Assured Guaranty Ireland Holdings Ltd., which we refer to as AG Ireland.

AGL's Board recommends that you vote your shares "FOR" each of the nominees to the Board, "FOR" the approval of the Amended Bye-laws, "FOR" the appointment of the selection of PwC as our independent auditors for 2010 and "FOR" directing AGL to vote for the election of the directors of, and the ratification of the appointment of independent auditors for, our subsidiary, AG Re and for the ratification of the appointment of the independent auditors for our subsidiary, AG Ireland.



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*Are proxy materials available on the Internet?*

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting To Be Held on Thursday May 6, 2010**

**Yes. Our proxy statement for the 2010 Annual General Meeting, form of proxy card and 2009 Annual Report are available at <http://www.assuredguaranty.com/annualmeeting.html>.**

*Who is entitled to vote?*

March 16, 2010 is the record date for the Annual General Meeting. If you owned our common shares at the close of business on March 16, 2010, you are entitled to vote. On that date, we had \_\_\_\_\_ of our common shares outstanding and entitled to vote at the Annual General Meeting, including \_\_\_\_\_ unvested restricted common shares. Our common shares are our only class of voting stock. The closing price of our common shares on March 16, 2010 was \$ \_\_\_\_\_.

*How many votes do I have?*

You have one vote for each of our common shares that you owned at the close of business on March 16, 2010. However, if your shares are considered "controlled shares," which our Bye-laws define generally to include all of our common shares directly, indirectly or constructively owned or beneficially owned by any person or group of persons, owned by any "United States person," as defined in the U.S. Internal Revenue Code of 1986, as amended, which we refer to in this proxy statement as the "Internal Revenue Code," and such shares constitute 9.5% or more of our issued common shares, the voting rights with respect to your controlled shares will be limited, in the aggregate, to a voting power of approximately 9.5%, pursuant to a formula specified in our Bye-Laws.

The proxy card indicates the number of common shares you are entitled to vote, without giving effect to the controlled share rule described above.

*What is the difference between holding shares as a shareholder of record and as a beneficial owner?*

Many of our shareholders hold their shares through a stockbroker, bank or other nominee rather than directly in their own name. As summarized below, there are some differences between shares held of record and those owned beneficially.

*Shareholder of Record*

If your shares are registered directly in your name with our transfer agent, BNY Mellon Shareowner Services, you are considered, with respect to those shares, the shareholder of record and these proxy materials are being sent to you directly. As the shareholder of record, you have the right to grant your voting proxy directly to AGL or to vote in person at the Annual General Meeting. We have enclosed a proxy card if you vote by mail or to refer to if you vote by telephone or on the Internet. You may also vote by telephone or on the Internet as described below under the heading "Information About the Annual General Meeting and Voting May I vote by telephone or via the Internet?"

*Beneficial Owner*

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in "street name" and our proxy materials are being forwarded to you by your broker or nominee who is considered, with respect to those shares, the shareholder of record. As the beneficial owner, you have the right to direct your broker or nominee on how to vote your shares and are also invited to attend the Annual General Meeting. However, since you are not the shareholder of record, you may only vote these shares in person at the Annual General Meeting if you follow the instructions described below under the heading "Information About the

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Annual General Meeting and Voting How do I vote in person at the Annual General Meeting?" Your broker or nominee has provided a voting instruction card for you to use in directing your broker or nominee as to how to vote your shares. You may also vote by telephone or on the Internet as described below under the heading "Information About the Annual General Meeting and Voting May I vote by telephone or via the Internet?"

***How do I vote by proxy if I am a shareholder of record?***

If you are a shareholder of record and you properly fill in your proxy card and it is received by us in time to vote, your "proxy" (one of the individuals named on your proxy card) will vote your shares as you have directed. If you sign the proxy card but do not make specific choices, your proxy will vote your shares as recommended by the Board:

"FOR" the election of three Class III directors.

"FOR" the approval and adoption of the Amended Bye-laws.

"FOR" the ratification of PwC as our independent auditors for 2010.

"FOR" directing AGL to vote for the election of directors of, and the ratification of the appointment of independent auditors for, our subsidiary, AG Re and for the ratification of independent auditors for our subsidiary, AG Ireland.

If any other matter is presented, your proxy will vote in accordance with the best judgment of the individuals named on your proxy card. As of the date of printing this proxy statement, we knew of no matters that needed to be acted on at the Annual General Meeting, other than those discussed in this proxy statement.

***How do I give voting instructions if I am a beneficial holder?***

If you are a beneficial owner of shares, the broker will ask you how you want your shares to be voted. If you give the broker instructions, the broker will vote your shares as you direct. If your broker does not receive instructions from you about how your shares are to be voted, one of two things can happen, depending on the type of proposal. Pursuant to rules of the New York Stock Exchange, which we refer to as the NYSE, brokers have discretionary power to vote your shares with respect to "routine" matters, but they do not have discretionary power to vote your shares on "non-routine" matters. Unlike in previous years, brokers holding shares beneficially owned by their clients will no longer have the ability to cast votes with respect to the election of directors unless they have received instructions from the beneficial owner of the shares. **It is therefore important that you provide instructions to your broker if your shares are beneficially held by a broker so that your vote with respect to directors, and any other matter treated as non-routine by the NYSE, is counted.**

***May I vote by telephone or via the Internet?***

Yes. Instead of submitting your vote by mail on the enclosed proxy card, you may be able to vote by telephone or via the Internet. We encourage you to do so because your vote is then tabulated faster than if you mailed it. Please note that there are separate telephone and Internet arrangements depending on whether you are a shareholder of record (that is, if you hold your stock in your own name), or whether you are a beneficial owner and hold your shares in "street name" (that is, if your stock is held in the name of your broker or bank).

If you are a shareholder of record, you may vote by telephone, or electronically through the Internet, by following the instructions provided on your proxy card.

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If you are a beneficial owner and hold your shares in "street name," you may need to contact your bank or broker to determine whether you will be able to vote by telephone or electronically through the Internet.

The telephone and Internet voting procedures are designed to authenticate shareholders' identities, to allow shareholders to give their voting instructions and to confirm that shareholders' instructions have been recorded properly. If you vote via the Internet, you may incur costs, such as usage charges from Internet access providers and telephone companies. You will be responsible for those costs.

Whether or not you plan to attend the Annual General Meeting, we urge you to vote. Returning the proxy card or voting by telephone or over the Internet will not affect your right to attend the Annual General Meeting and vote.

***May I revoke my proxy?***

Yes. If you change your mind after you vote, you may revoke your proxy by following any of the procedures described below. To revoke your proxy:

Send in another signed proxy with a later date or resubmit your vote by telephone or the Internet,

Send a letter revoking your proxy to AGL's Secretary at 30 Woodbourne Avenue, Hamilton HM 08, Bermuda, or

Attend the Annual General Meeting and vote in person.

If you wish to revoke your proxy, you must do so in sufficient time to permit the necessary examination and tabulation of the subsequent proxy or revocation before the vote is taken.

***How do I vote in person at the Annual General Meeting?***

You may vote shares held directly in your name as the shareholder of record in person at the Annual General Meeting. If you choose to vote your shares in person at the Annual General Meeting, please bring the enclosed proxy card or proof of identification. Shares held in "street name" may be voted in person by you only if you obtain a signed proxy from the shareholder of record giving you the right to vote the shares. If your shares are held in the name of your broker, bank or other nominee, you must bring to the Annual General Meeting an account statement or letter from the broker, bank or other nominee indicating that you are the owner of the shares and a signed proxy from the shareholder of record giving you the right to vote the shares. The account statement or letter must show that you were beneficial owner of the shares on March 16, 2010.

Even if you plan to attend the Annual General Meeting, AGL recommends that you vote your shares in advance as described above so that your vote will be counted if you later decide not to attend the Annual General Meeting.

You can obtain directions to attend the 2010 Annual General Meeting by contacting Natasha Medeiros at 441-279-5705 or at [nmedeiros@assuredguaranty.bm](mailto:nmedeiros@assuredguaranty.bm).

***What votes need to be present to hold the Annual General Meeting?***

To have a quorum for our Annual General Meeting, two or more persons must be present, in person or by proxy, representing more than 50% of the common shares that were outstanding on March 16, 2010.

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***What vote is required to approve each proposal?***

The affirmative vote of a majority of the votes cast on such proposal at the Annual General Meeting is required for each of:

The election of each nominee for Class III director,

The approval of the Amended Bye-laws,

The ratification of the selection of PwC as independent auditors for 2010, and

Directing AGL to vote for the election of directors of, and the ratification of the appointment of independent auditors for, our subsidiary, AG Re and for the ratification of the independent auditors for our subsidiary, AG Ireland.

***How are votes counted?***

In the election of AGL directors, your vote may be cast "FOR" all of the nominees or your vote may be "WITHHELD" with respect to one or more of the nominees. Your vote may be cast "FOR" or "AGAINST" or you may "ABSTAIN" with respect to the approval of the Amended Bye-laws, and the ratification of AGL's independent auditors. With respect to directing AGL to vote for the election of directors of our subsidiary, AG Re, your vote may be cast "FOR" all of the nominees or your vote may be "WITHHELD" with respect to one or more of the nominees. With respect to directing AGL to vote for the ratification of AG Re's or AG Ireland's independent auditors, your vote may be cast "FOR" or "AGAINST" or you may "ABSTAIN." If you sign your proxy card with no further instructions, your shares will be voted in accordance with the recommendations of the Board. If you sign your broker voting instruction card with no further instructions, your shares will be voted in the broker's discretion with respect to routine matters but will not be voted with respect to non-routine matters. As described in "How do I give voting instructions if I am a beneficial holder?", election of directors is now considered a non-routine matter. We will appoint one or more inspectors of election to count votes cast in person or by proxy.

***What is the effect of broker non-votes and abstentions?***

A broker "non-vote" occurs when a broker holding shares for a beneficial owner does not vote on a particular proposal because the broker does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner.

Common shares owned by shareholders electing to abstain from voting with respect to any proposal will be counted towards the presence of a quorum. Common shares that are beneficially owned and are voted by the beneficiary through a broker will be counted towards the presence of a quorum, even if there are broker non-votes with respect to some proposals, as long as the broker votes on at least one proposal. Abstentions and broker non-votes will not be considered present and voting with respect to elections of directors or other matters to be voted upon at the Annual General Meeting. Therefore, abstentions and "broker non-votes" will have no direct effect on the outcome of the proposals to elect directors, to approve the Amended Bye-laws, to ratify the appointment of AGL's independent accountants or to approve the subsidiary matters.

***Are there any voting agreements with respect to our common shares?***

The funds affiliated with Wilbur L. Ross, Jr., one of our directors, have each agreed that they will vote all common shares of AGL owned by them solely in proportion with the votes cast by holders of AGL's common shares on any matter put before them.

The funds affiliated with Mr. Ross have each agreed to be subject to the 9.5% voting limitation described in "How many votes do I have?"

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***What are the costs of soliciting these proxies and who will pay them?***

AGL will pay all the costs of soliciting these proxies. Our directors and employees may also solicit proxies by telephone, by fax or other electronic means of communication, or in person. We will reimburse banks, brokers, nominees and other fiduciaries for the expenses they incur in forwarding the proxy materials to you. Georgeson Inc. is assisting us with the solicitation of proxies for a fee of \$6,500 plus out-of-pocket expenses.

***Where can I find the voting results?***

We will publish the voting results in a Form 8-K that we will file with the Securities and Exchange Commission, which we refer to as the SEC, by May 12, 2010. You can find the Form 8-K on our website at [www.assuredguaranty.com](http://www.assuredguaranty.com).

***Will AGL's independent accountants attend the Annual General Meeting?***

PwC will attend the Annual General Meeting and will have an opportunity to make a statement if they wish. They will also be available to answer questions at the meeting.

***Do directors attend the Annual General Meeting?***

Our Corporate Governance Guidelines provide that directors are expected to attend our annual meeting of shareholders and any special meeting of shareholders called by AGL to consider extraordinary business transactions, unless they are unable to do so as a result of special circumstances; directors are encouraged to attend all other special meetings of shareholders called by AGL. All but one of our directors then in office attended the Annual General Meeting that was held on May 7, 2009.

***Can a shareholder communicate directly with our Board? If so, how?***

Our Board provides a process for shareholders, employees or other interested parties to send communications to our Board. Shareholders, employees or other interested parties wanting to contact the Board concerning accounting or auditing matters may send an e-mail to the Chairman of the Audit Committee at [chmaudit@assuredguaranty.com](mailto:chmaudit@assuredguaranty.com). Shareholders, employees or other interested parties wanting to contact the Board, the independent directors, the Chairman of the Board, the chairman of any Board committee or any other director, as to other matters may send an e-mail to [corpsecy@assuredguaranty.com](mailto:corpsecy@assuredguaranty.com). The Secretary has access to both of these e-mail addresses. Alternatively, shareholders, employees or other interested parties may send written communications to the Board c/o Secretary, 30 Woodbourne Avenue, Hamilton HM 08, Bermuda, although mail to Bermuda is not as prompt as e-mail. Communication with the Board may be anonymous. The Secretary will forward all communications to the Board to the Chairman of the Audit Committee or the Chairman of the Nominating and Governance Committee, who will determine when it is appropriate to distribute such communications to other members of the Board or to management.

***Whom should I call if I have any questions?***

If you have any questions about the Annual General Meeting or voting, please contact James M. Michener, our Secretary, at 441-279-5702 or at [jmichener@assuredguaranty.com](mailto:jmichener@assuredguaranty.com). If you have any questions about your ownership of AGL common shares, please contact Sabra Purtill, our Managing Director, Investor Relations, at 441-279-5700 or 212-408-6044 or at [spurtill@assuredguaranty.com](mailto:spurtill@assuredguaranty.com).

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**CORPORATE GOVERNANCE**

*Overview*

**In General**

Our Board of Directors has maintained corporate governance policies since becoming a public company following our 2004 initial public offering, which we refer to as our IPO. We have reviewed internally and with the Board the provisions of the Sarbanes-Oxley Act of 2002, the rules of the SEC and the NYSE's listing standards regarding corporate governance policies and processes and are in compliance with the rules and listing standards. We have adopted Corporate Governance Guidelines covering issues such as executive sessions of the Board of Directors, director qualification standards, including independence, director responsibilities and Board self-evaluations. Our Corporate Governance Guidelines contains our Categorical Standards for Director Independence. We have also adopted a Code of Conduct for our employees and directors and charters for each of our Compensation Committee, Audit Committee, Nominating and Governance Committee, Finance Committee and Risk Oversight Committee. The full text of our Corporate Governance Guidelines, our Code of Conduct and each committee charter, are available on our website located at [www.assuredguaranty.com](http://www.assuredguaranty.com) and you can view and print these documents by accessing our website, then clicking on "Investor Information," followed by "Corporate Governance." In addition, you may request copies of the Corporate Governance Guidelines, the Code of Conduct, Categorical Standards for Director Independence and the committee charters by contacting our Secretary via:

Telephone 441-279-5702  
Facsimile 441-279-5701  
e-mail [jmichener@assuredguaranty.com](mailto:jmichener@assuredguaranty.com)

**Independent Director Meetings**

The independent directors meet at regularly scheduled executive sessions without the participation of management or any director who is not independent and our non-management directors meet periodically at executive sessions without the participation of management. The Chairman of the Board is the presiding director for executive sessions of independent directors.

**Other Corporate Governance Highlights**

Our Board has a substantial majority of non-management, independent directors.

Only non-management, independent directors may serve on our Audit, Compensation and Nominating and Governance Committees and currently only non-management directors serve on our Finance and Risk Oversight Committees.



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Our Audit Committee hires, determines the compensation of and decides the scope of services performed by our independent auditors. It also has the authority to retain outside advisors.

No member of our Audit Committee simultaneously serves on the audit committees of more than two public companies.

Our Compensation Committee has the authority to retain independent consultants and has engaged Frederic W. Cook & Co., Inc., which we refer to as Cook, to assist it. Our Compensation Committee evaluates the performance of the Chief Executive Officer, whom we refer to as our CEO, based on corporate goals and objectives and, with the other independent directors, sets his compensation based on this evaluation.

We have adopted a Code of Conduct applicable to all directors, officers and employees that sets forth basic principles to guide their day-to-day activities. The Code of Conduct addresses, among other things, conflicts of interest, corporate opportunities, confidentiality, fair dealing, protection and proper use of company assets, compliance with laws and regulations, including insider trading laws, and reporting illegal or unethical behavior.

In addition to AGL's quarterly Board meetings that last approximately two days each, our Board has an annual business review meeting to assess specific areas of the Company's operations and to learn about general trends affecting the financial guaranty industry. We also provide our directors with the opportunity to attend continuing education programs.

***The Board of Directors***

Our Board oversees our business and monitors the performance of management. The directors keep themselves up-to-date on the Company by discussing matters with the CEO, other key executives and our principal external advisors, such as outside legal counsel, outside auditors, investment bankers and other consultants, by reading the reports and other materials that we send them regularly and by participating in Board and committee meetings.

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The Board usually meets four times per year in regularly scheduled meetings, but will meet more often if necessary. The Board met four times during 2009 plus attended our annual business review meeting. From time to time, the Board has telephone information sessions on various topics. All of our incumbent directors, except for Mr. Ross, attended at least 75% of the aggregate number of meetings of the Board of Directors and committees of the Board of which they were a member held while they were in office during the year ended December 31, 2009.

Mr. Ross became a director of AGL in May 2008 in connection with the purchase by investment funds affiliated with him of AGL common shares that resulted in proceeds to the Company of \$250 million. In November 2008, investment funds affiliated with Mr. Ross also agreed to provide a \$361 million backstop commitment in connection with funding the Company's acquisition of Financial Security Assurance Holdings Ltd., which is now named AGM Holdings Inc. and which we refer to as

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AGMH. Because AGL was able to complete an equity offering in June 2009, the funds affiliated with Mr. Ross were not required to provide financing pursuant to the backstop commitment; however, these funds did purchase 3,850,000 common shares in that public offering. Also in 2009, Mr. Ross was instrumental in assisting the Company in entering into an agreement to provide mortgage securities analytical services to Invesco Institutional (N.A.), Inc., an organization affiliated with Mr. Ross, which we refer to as Invesco. Although Mr. Ross had scheduling conflicts from his other business interests that prevented him from attending many of AGL's Board of Directors meetings, Mr. Ross has made his expertise available to the Company outside of Board meetings, in addition to providing material financing assistance to the Company. In cases of Board meetings where Mr. Ross was unable physically to attend the meeting, he had extensive discussions about the subject matter of each meeting with management and other Board members. Consequently his views on all topics were made clear to all other directors as well as management. In addition, Mr. Ross frequently met with members of management, outside the context of Board meetings, and spent extensive time in connection with the Company's acquisition of AGMH and with ratings agency matters affecting the Company. The Board of Directors considers the service of Mr. Ross on the Board to be beneficial to the Company despite time constraints he experienced in connection with his other business responsibilities. Mr. Ross makes significant contributions to the governance of the Company outside of formal Board meetings. The skill, capability and knowledge that he possesses makes him valuable to our Board of Directors and management.

***Director independence***

In February 2010, our Board determined that the following directors are independent under the listing standards of the NYSE: Neil Baron, Francisco L. Borges, G. Lawrence Buhl, Stephen A. Cozen, Patrick W. Kenny, Donald H. Layton, Robin Monro-Davies, Michael T. O'Kane and Walter A. Scott. These independent directors constitute substantially more than a majority of AGL's Board of Directors. In making its determination of independence, the Board applied its Categorical Standards for Director Independence and determined that no other material relationships existed between the Company and these directors. In particular, the Board determined that the amounts paid to Cozen O'Connor Federal Political Strategies, which is majority owned by a law firm of which our director, Stephen Cozen, is Chairman and a shareholder (discussed under "What related person transactions do we have Stephen A. Cozen"), were insufficient to constitute a material relationship between the Company and Mr. Cozen. A copy of our Categorical Standards for Director Independence is attached as Exhibit A to this proxy statement and is also available as part of our Corporate Governance Guidelines by accessing our website at [www.assuredguaranty.com](http://www.assuredguaranty.com), then clicking on "Investor Information," followed by "Corporate Governance." The Board also considered the other directorships held by the independent directors and determined that none of these directorships constituted a material relationship with the Company.

***The committees of the Board***

The Board of Directors has established an Audit Committee, a Compensation Committee, a Nominating and Governance Committee, a Finance Committee and a Risk Oversight Committee.

**The Audit Committee**

The Audit Committee provides oversight of the integrity of the Company's financial statements and financial reporting process, the Company's compliance with legal and regulatory requirements, the system of internal controls, the audit process, the performance of the Company's internal audit program and the performance, qualification and independence of the independent accountants.

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The Audit Committee is composed entirely of directors who are independent of the Company and its management, as defined by the NYSE listing standards.

The Board has determined that each member of the Audit Committee satisfies the financial literacy requirements of the NYSE and that Messrs. Buhl, Borges and O'Kane are each audit committee financial experts, as that term is defined under Item 401(h) of the SEC's Regulation S-K. For additional information about the qualifications of the Audit Committee members, see their respective biographies set forth in "Proposal No. 1: Election Of Directors." The Audit Committee is comprised of G. Lawrence Buhl (Chairman), Neil Baron, Francisco L. Borges and Michael T. O'Kane.

The Audit Committee held five meetings during 2009. In addition, the Audit Committee had an informational session on a specialized accounting topic.

**The Compensation Committee**

The Compensation Committee has responsibility for evaluating the performance of the CEO and senior management and determining executive compensation in conjunction with the independent directors. The Compensation Committee also works with the Nominating and Governance Committee and the CEO on succession planning.

The Compensation Committee is composed entirely of directors who are independent of the Company and its management, as defined by the NYSE listing standards.

The Compensation Committee is comprised of Patrick W. Kenny (Chairman), Stephen A. Cozen and Donald H. Layton.

The Compensation Committee held four meetings during 2009. The Compensation Committee also met with Cook to review executive compensation trends and peer group compensation data.

**The Nominating and Governance Committee**

The responsibilities of the Nominating and Governance Committee include identifying individuals qualified to become Board members, recommending director nominees to the Board and developing and recommending corporate governance guidelines. The Nominating and Governance Committee also has responsibility to review and make recommendations to the full Board regarding director compensation. In addition to general corporate governance matters, the Nominating and Governance Committee assists the Board and the Board committees in their self-evaluations.

The Nominating and Governance Committee is composed entirely of directors who are independent of the Company and its management, as defined by the NYSE listing standards.

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	<p>The Nominating and Governance Committee is comprised of Stephen A. Cozen (Chairman), Patrick W. Kenny and Robin Monro-Davies.</p> <p>The Nominating and Governance Committee held four meetings during 2009.</p>
<b>The Finance Committee</b>	<p>The Finance Committee of the Board of Directors oversees management's investment of the Company's investment portfolio. The Finance Committee also oversees, and makes recommendations to the Board with respect to, the Company's capital structure, financing arrangements, investment guidelines and any corporate development activities.</p> <p>The Finance Committee is comprised of Robin Monro-Davies (Chairman), Francisco L. Borges and G. Lawrence Buhl.</p> <p>The Finance Committee held four meetings during 2009.</p>
<b>The Risk Oversight Committee</b>	<p>The Risk Oversight Committee oversees management's establishment and implementation of standards, controls, limits, guidelines and policies relating to risk assessment and risk management. The Risk Oversight Committee focuses on both the underwriting and surveillance of credit risks and the assessment and management of other risks, including, but not limited to, financial, legal, operational and other risks concerning the Company's reputation and ethical standards.</p> <p>The Risk Oversight Committee is comprised of Donald H. Layton (Chairman), Neil Baron and Michael O'Kane.</p> <p>The Risk Oversight Committee held four meetings during 2009.</p>

*How are directors compensated?*

We currently pay our non-management directors an annual retainer of \$150,000 per year. We pay \$60,000 of the retainer in cash and \$90,000 of the retainer in restricted stock to non-management directors who have not satisfied our share ownership guidelines. We pay \$105,000 of the retainer in cash and \$45,000 of the retainer in restricted stock to non-management directors who have satisfied our share ownership guidelines. The Board of Directors has recommended that each director own at least 10,000 common shares within three years after joining the Board. Shares owned and vested share units count toward the director ownership goal. Any director may elect to receive up to 100 percent his annual retainer in restricted stock. Any director who has satisfied our share ownership guidelines may also elect to receive up to 50 percent of the portion of the annual retainer that is not paid in cash in the form of stock options rather than in the form of restricted stock. Grants of restricted stock receive cash dividends. We continue to credit dividend equivalents to outstanding stock units that were awarded to directors in prior years as additional stock units at such time as cash dividends are paid to holders of our common shares, based on the closing price of AGL's common shares on the date dividends are paid. Restricted stock and stock options vest on the day immediately prior to the first annual general meeting of shareholders at which directors are elected following the grant of the stock or option. Vested options are exercisable for up to ten years after grant, but only while the director is serving on the Board and for 30 days after leaving the Board (two years after leaving if the director's departure is due to his retirement after five years of Board service, death, or disability, and two years following a change in control).

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The Chairman of the Board receives an additional \$100,000 annual retainer, the Chairman of the Audit Committee receives an additional \$30,000 annual retainer and the Chairman of each of the Compensation Committee, the Nominating and Governance Committee, the Finance Committee and the Risk Oversight Committee receives an additional \$10,000 annual retainer. Members of the Audit Committee, other than the chairman, receive an additional \$10,000 annual retainer and members, other than the chairmen, of each of the Compensation Committee, the Nominating and Governance Committee, the Finance Committee and the Risk Oversight Committee receive an additional \$5,000 annual retainer. AGL generally will not pay a fee for attendance at board or committee meetings, though the Chairman of the Board has the discretion to pay attendance fees of \$2,000 for extraordinary or special meetings.

The following table sets forth our 2009 non-management director compensation:

### *Director Compensation*

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	All Other Compensation(1) (\$)	Total (\$)
Neil Baron	\$ 105,000	\$ 30,000	\$ 30,000		\$ 165,000
Francisco L. Borges	\$ 15,000	\$ 150,000			\$ 165,000
G. Lawrence Buhl	\$ 140,000	\$ 22,500	\$ 22,500	\$ 5,000	\$ 190,000
Stephen A. Cozen	\$ 90,000	\$ 75,000			\$ 165,000
Patrick W. Kenny	\$ 65,000	\$ 50,000	\$ 50,000	\$ 1,250	\$ 166,250
Donald H. Layton	\$ 90,000	\$ 75,000			\$ 165,000
Robin Monro-Davies(2)	\$ 175,748	\$ 22,500	\$ 22,500		\$ 220,748
Michael T. O'Kane	\$ 120,000	\$ 22,500	\$ 22,500	\$ 5,000	\$ 170,000
Wilbur L. Ross, Jr.	\$ 115,000	\$ 45,000			\$ 160,000
Walter A. Scott	\$ 100,000	\$ 75,000	\$ 75,000		\$ 250,000

(1) Other compensation consists of matching gift donations of \$5,000 for Mr. Buhl, \$1,250 for Mr. Kenny and \$5,000 for Mr. O'Kane, which were paid in 2009.

(2) The fees for Mr. Monro-Davies include £35,000 (which is approximately \$55,748) for serving as an independent director of our UK insurance subsidiaries, Assured Guaranty (UK) Ltd. and Assured Guaranty (Europe) Ltd., formerly Financial Security Assurance (U.K.) Limited, which we refer to as AGE.

The following table shows information related to director awards outstanding on December 31, 2009:

	Unvested Restricted Stock(1)	Non-Forfeitable Restricted Stock Units	Forfeitable Stock Options(1)
N. Baron	2,695	20,966	5,164
F. Borges	17,457	6,184	
L. Buhl	2,022	14,008	3,873
S. Cozen	6,739	14,008	
P. Kenny	4,492	23,978	8,606
D. Layton	6,739	10,805	
R. Monro-Davies	2,022	14,746	3,873
M. O'Kane	2,022	14,746	3,873
W. Ross	4,043		
W. Scott	6,739	23,400	12,909

(1) Vests one day prior to 2010 Annual General Meeting.



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***What is our Board leadership structure?***

As we state in our corporate governance guidelines, the Board reserves the right to determine, from time to time, how to configure the leadership of the Board and the Company in the way that best serves the Company. While the Board has no fixed policy with respect to combining or separating the offices of Chairman of the Board and Chief Executive Officer, those two positions have been held by separate individuals since our IPO, with the position of Chairman of the Board currently being filled by Walter Scott and the position of Chief Executive Officer by Dominic Frederico. The Company believes this is the appropriate leadership structure for it at this time because Mr. Scott and Mr. Frederico have an excellent working relationship, which permits Mr. Frederico to focus on running the Company's business and Mr. Scott to focus on Board matters, including oversight of the Company's management. Mr. Scott and Mr. Frederico collaborate on setting agendas for Board meetings to be sure that the Board discusses the topics necessary for its oversight of the management and affairs of the Company. As Chairman of the Board, Mr. Scott sets the final Board agenda, chairs Board meetings, including executive sessions at which neither the Chief Executive Officer nor any other member of management is present. The Chairman of the Board also chairs shareholder meetings.

***How does the Board oversee risk?***

The Company's policies and procedures relating to risk assessment and risk management are overseen by its Board of Directors. The Board takes an enterprise-wide approach to risk management that is designed to support the Company's business plans at a reasonable level of risk. A fundamental part of risk assessment and risk management is not only understanding the risks a company faces and what steps management is taking to manage those risks, but also understanding what level of risk is appropriate for the Company. The Board of Directors annually approves the Company's business plan, factoring risk management into account. The involvement of the Board in setting the Company's business strategy is a key part of its assessment of management's risk tolerance and also a determination of what constitutes an appropriate level of risk for the Company.

While the Board of Directors has the ultimate oversight responsibility for the risk management process, various committees of the Board also have responsibility for risk assessment and risk management. As discussed under "Committees of the Board," the Board has created a Risk Oversight Committee that oversees the standards, controls, limits, guidelines and policies that the Company establishes and implements in respect of credit underwriting and risk management. It focuses on management's assessment and management of both (i) credit risks and (ii) other risks, including, but not limited to, financial, legal and operational risks, and risks relating to the Company's reputation and ethical standards. Our Risk Oversight Committee and Board pay particular attention to credit risks assumed by the Company when it issues financial guaranties. In addition, the Audit Committee of the Board of Directors is responsible for reviewing policies and processes related to the evaluation of risk assessment and risk management, including the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures. It also reviews compliance with legal and regulatory requirements.



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The Company has established a number of management committees to develop underwriting and risk management guidelines, policies and procedures for the Company's insurance and reinsurance subsidiaries that are tailored to their respective businesses, providing multiple levels of credit review and analysis.

**Portfolio Risk Management Committee** This committee establishes company-wide credit policy for all segments of the Company's business. It implements specific underwriting procedures and limits for the Company and allocates underwriting capacity among the Company's subsidiaries. The Portfolio Risk Management Committee focuses on measuring and managing credit, market and liquidity risk for the overall company. All transactions in new asset classes or new jurisdictions must be approved by this committee.

**U.S. Management Committee** This committee establishes strategic policy and reviews the implementation of strategic initiatives and general business progress in the U.S. The U.S. Management Committee approves risk policy at the U.S. operating company level.

**U.S. Risk Management Committee** This committee conducts an in-depth review of the insured portfolios of the U.S. subsidiaries, focusing on varying portions of the portfolio at each meeting. It assigns internal ratings of the insured transactions and reviews sector reports, monthly product line surveillance reports and compliance reports.

**Workout Committee** This committee receives reports on transactions that might benefit from active loss mitigation and develops loss mitigation strategies for such transactions.

**Reserve Committee** This committee is composed of the President and Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, General Counsel, Chief Accounting Officer and Chief Surveillance Officer of AGL as well as the Company's Chief Actuary. The reserve committee establishes reserves for the Company, taking into consideration the information provided by surveillance personnel, actuarial models, rating agency data and macro-economic data.

*How are directors nominated?*

In accordance with its charter, the Nominating and Governance Committee identifies potential nominees for directors from various sources. The Nominating and Governance Committee reviews the qualifications of these persons to determine whether they might be a good candidate for membership on the Board of Directors. The Nominating and Governance Committee includes a review of the person's judgment, experience, independence, understanding of the Company's business or other related industries and such other factors as the Nominating and Governance Committee determines are relevant in light of the needs of the Board of Directors and the Company. The Nominating and Governance Committee will select qualified candidates and review its recommendations with the Board of Directors, which will decide whether to nominate the person for election to the Board of Directors at an annual general meeting. Between annual general meetings, the Board, upon the recommendation of the Nominating and Governance Committee, can approve additions to the Board.

AGL does not have a formal Board diversity policy. However, the Board considers diversity in professional experience and professional training in recommending nominees. Our Board is currently composed of lawyers, accountants and individuals who have industry, finance and executive experience. Our corporate governance guidelines address diversity of experience, requiring the Nominating and Governance Committee to review annually the skills and attributes of Board members within the context of the current make-up of the full Board. Our corporate governance guidelines provide that Board members should have individual backgrounds that when combined provide a portfolio of experience and knowledge that will serve the Company's governance and strategic needs. The Nominating and Governance Committee will consider Board candidates on the basis of a range of

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criteria including broad-based business knowledge and contacts, prominence and sound reputation in their fields as well as having a global business perspective and commitment to good corporate citizenship. Our corporate governance guidelines specify that directors should represent all shareholders and not any special interest group or constituency. The Nominating and Governance Committee annually reviews its own performance. In connection with such evaluation, the Nominating and Governance Committee assesses whether it effectively nominates candidates for director in accordance with the above described standards specified by the corporate governance guidelines. See each nominee's and director's biography appearing later in this proxy statement for a description of the specific experience that each such individual brings to our Board.

Our corporate guidelines additionally specify that directors should be able and prepared to provide wise and thoughtful counsel to top management on the full range of potential issues facing the Company. Directors shall possess the highest personal and professional integrity. Directors must have the time necessary to fully meet their duty of due care to the shareholders and be willing to commit to service over the long term, if called upon.

The Nominating and Governance Committee will consider a shareholder's recommendation for director, but the Nominating and Governance Committee has no obligation to recommend such candidates for nomination by the Board of Directors. Assuming that appropriate biographical and background material is provided for candidates recommended by shareholders, the Nominating and Governance Committee will evaluate those candidates by following substantially the same process and applying substantially the same criteria as for candidates recommended by other sources. If a shareholder has a suggestion for candidates for election, the shareholder should mail it to: Secretary, Assured Guaranty Ltd., 30 Woodbourne Avenue, Hamilton HM 08, Bermuda. No person recommended by a shareholder will become a nominee for director and be included in a proxy statement unless the Nominating and Governance Committee recommends, and the Board approves, such person.

If a shareholder desires to nominate a person for election as director at a shareholders meeting, that shareholder must comply with Article 14 of AGL's Bye-Laws, which requires notice no later than 90 days prior to the anniversary date of the immediately preceding annual general meeting. This time period has passed with respect to the 2010 Annual General Meeting. With respect to the 2011 Annual General Meeting, AGL must receive such written notice on or prior to February 5, 2011. Such notice must describe the nomination in sufficient detail to be summarized on the agenda for the meeting and must set forth:

the shareholder's name as it appears in AGL's books;

a representation that the shareholder is a record holder of AGL's shares and intends to appear in person or by proxy at the meeting to present such proposal;

the class and number of shares beneficially owned by the shareholder;

the name and address of any person to be nominated;

a description of all arrangements or understandings between the shareholder and each nominee and any other person or persons, naming such other person or persons, pursuant to which the nomination or nominations are to be made by the shareholder;

such other information regarding each nominee proposed by such shareholder as would be required to be included in a proxy statement filed pursuant to the SEC's proxy regulations; and

the consent of each nominee to serve as a director of AGL, if so elected.

Pursuant to its investment agreement with the Company, WLR Recovery Fund IV, L.P. has Board representation rights during the term of the investment by funds affiliated with Wilbur L. Ross, Jr. Mr. Ross is currently a director of AGL, with a term expiring in 2012.



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***Compensation Committee interlocking and insider participation***

The Compensation Committee of AGL's Board of Directors has responsibility for determining the compensation of the Company's executive officers. None of the members of the Compensation Committee is a current or former officer or employee of the Company. No executive officer of the Company serves on the compensation committee of any company that employs any member of the Compensation Committee.

***What is our related person transactions approval policy and what procedures do we use to implement it?***

Through our committee charters, we have established review and approval policies for transactions involving the Company and related persons, with the Nominating and Governance Committee taking the primary approval responsibility for transactions with our executive officers and directors and the Audit Committee taking the primary approval responsibility for transactions with our 5% shareholders. No member of these committees who has an interest in a transaction being reviewed is allowed to participate in any decision regarding any such transaction.

Our Nominating and Governance Committee charter requires the Nominating and Governance Committee to review and approve or disapprove of all proposed transactions with executive officers and directors that, if entered into, would be required to be disclosed pursuant to Item 404 of Regulation S-K, the SEC provision which requires disclosure of any related person transaction with the Company that exceeds \$120,000 per fiscal year. The Nominating and Governance Committee must also review reports, which our General Counsel provides periodically, and not less often than annually, regarding transactions with executive officers and directors (other than compensation) that have resulted, or could result, in expenditures that are not required to be disclosed pursuant to Item 404 of Regulation S-K.

Our Audit Committee charter requires our Audit Committee to review and approve or disapprove all proposed transactions with any person owning more than 5% of any class of our voting securities that, if entered into, would be required to be disclosed pursuant to Item 404 of Regulation S-K. In addition, our Audit Committee charter requires the Audit Committee to review reports regarding such transactions, which our General Counsel provides to the Audit Committee periodically, and not less often than annually, regarding transactions with any persons owning more than 5% of any class of the voting securities of AGL that have resulted, or could result, in expenditures that are not required to be disclosed pursuant to Item 404 of Regulation S-K. Our Audit Committee charter also requires the Audit Committee to review other reports and disclosures of insider and affiliated party transactions which our General Counsel provides periodically, and not less often than annually.

Our General Counsel identifies related party transactions requiring committee review pursuant to our committee charters from transactions that are:

disclosed in director and officer questionnaires (which must also be completed by nominees for director) or in certifications of Code of Conduct compliance;

reported directly by the related person or by another employee of the Company; or

reported by our Chief Accounting Officer based on a list of directors, executive officers and known 5% shareholders.

If we have a related person transaction that requires committee approval in accordance with the policies set forth in our committee charters, we either seek that approval before we enter into the transaction or, if that timing is not practical, we ask the appropriate committee to ratify the transaction.

Prior to the adoption of our formal related party transaction approval policy in August 2006, we entered into transactions with ACE Limited, which we refer to as ACE and which was the parent company to a number of our subsidiaries prior to our IPO. These transactions related to our IPO and

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were approved by the Board of Directors of AGL that was in office prior to our IPO. Some of these transactions remained in place in 2009 and, to the extent these arrangements were renewed or modified prior to the adoption of our approval policy, our CEO approved such renewals and modifications.

***What related person transactions do we have?******Relationships with ACE Limited***

In the beginning of 2009, ACE owned approximately 21% of our common shares. During 2009, as a result of our equity offerings in June and December, our issuance of common shares to Dexia, which term we use to refer to Dexia SA, together with its affiliates, for the acquisition of AGMH, and sale by ACE of some of its common shares of AGL, ACE's ownership of AGL was significantly reduced so that as of January 31, 2010 it owned approximately 3.1% of our common shares.

**Service Agreements.** During the time the Company was a wholly-owned subsidiary of ACE, it was party to a number of service agreements with subsidiaries of ACE under which either the Company provided services to subsidiaries of ACE, or they provided services to the Company. Since the IPO, all but one of these service agreements have been terminated.

During 2009, 2008 and 2007, ACE provided certain general and administrative services, which were information technology-related, to some of the Company's subsidiaries, including Assured Guaranty Corp., which we refer to as AGC, AG Re and Assured Guaranty Re Overseas Ltd., which we refer to as AGRO. Expenses included in the Company's consolidated financial statements related to these services were \$0.1 million for the year ended December 31, 2009.

**Real Estate.** In May 2005, AG Re and the landowner, which is a company of which ACE owns 40% of the outstanding capital stock, signed a five year renewal of AG Re's lease covering approximately 11,000 square feet at an annual rent of approximately \$0.9 million. In May 2005, the Company subleased approximately 2,700 square feet to a subsidiary of ACE at an annual rent of approximately \$0.2 million. In October 2007 this sublease was terminated and AG Re entered into a sublease with a third party on substantially the same terms as the original sublease to ACE.

Prior to August 2006, the Company provided a housing allowance to Mr. Frederico by leasing a house in Bermuda for him from the ACE Foundation. In August 2009, the lease was renewed for another three years with a rent of \$21,000 per month. Mr. Frederico is reimbursed the rent pursuant to the terms of his housing allowance.

**Reinsurance Transactions.** The Company also has written business with and ceded business to affiliates of ACE under insurance and reinsurance agreements. Amounts related to business assumed from and reinsurance ceded to affiliates are reflected in the table below:

	2009 (\$ in millions)
<i>For the year ended December 31, 2009:</i>	
Net earned premiums	\$ 1.2
Loss and loss adjustment expenses incurred	1.3
Amortization of deferred acquisition costs	
<i>As of December 31, 2009:</i>	
Ceded unearned premium reserve	0.1
Reinsurance recoverable on unpaid losses	3.1
Other assets	0.1
Unearned premium reserve	
Loss and loss adjustment expense reserves	4.6
Funds held under reinsurance contracts	0.5

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**Keepwell Agreement.** AGRO provided a keepwell to ACE Capital Title Reinsurance Company, which was its subsidiary until shortly prior to the IPO. Pursuant to the terms of this agreement, AGRO agreed to provide funds to ACE Capital Title Reinsurance Company sufficient for it to meet its obligations. In connection with the IPO, AGRO assigned this keepwell to ACE Bermuda Insurance Ltd., and ACE Bermuda Insurance Ltd. has agreed to indemnify and hold harmless AGRO in respect of the keepwell. No payment was made in connection with the assignment of the keepwell agreement.

**Tax Allocation Agreement.** In connection with the IPO and related share exchange, the Company and ACE Financial Services Inc., which we refer to as AFS, entered into a tax allocation agreement. Pursuant to the tax allocation agreement, the Company and AFS have made an election under sections 338(g) and 338(h)(10) of the Internal Revenue Code with the effect that the portion of the tax basis of the Company's assets covered by this election was increased to the deemed purchase price of the assets and an amount equal to such increase was included in income in the consolidated federal income tax return filed by U.S. tax-paying subsidiaries of ACE. It is expected that this additional basis will result in increased income tax deductions and, accordingly, reduced income taxes payable by the Company. Pursuant to the tax allocation agreement, the Company will pay AFS any tax benefits realized by the Company, on a quarterly basis, generally calculated by comparing our actual taxes to the taxes that would have been owed by the Company had the increase in basis not occurred. During 2009, the Company paid AFS, and correspondingly reduced its liability by \$0.7 million to \$8.4 million. In the event that any taxing authority successfully challenges any deductions reflected in a tax benefit payment to AFS, AFS will reimburse the Company for the loss of the tax benefit and any related interest or penalties imposed upon us. The tax benefit payments to AFS should have no material effect on the Company's earnings or cash flows, which should not be materially less than they would have been in the absence of the tax allocation agreement and additional tax basis.

The tax allocation agreement provides that the tax benefit calculation for any period ending after the consummation of the IPO will not be less than the tax benefit calculated without giving effect to any items of income, expense, loss, deduction, credit or related carryovers or carrybacks from businesses conducted by the Company or relating to the Company's assets and liabilities other than those businesses conducted by the Company and those assets and liabilities existing immediately prior to the consummation of the IPO (taking into account any assets acquired from AFS or its subsidiaries after the offering and any liabilities incurred or assumed with respect to such assets). The tax allocation agreement further provides that the Company will not enter into any transaction a significant effect of which is to reduce the amount payable to AFS under the tax allocation agreement.

**Registration Rights Agreement.** The Company entered into a registration rights agreement with ACE in connection with the transactions associated with the IPO to provide ACE and its affiliates with registration rights relating to AGL's common shares which they hold. The Company has filed a shelf registration statement under the Securities Act of 1933, which we refer to as the Securities Act, pursuant to which ACE is able to sell its AGL common shares.

***Relationships with WLR Funds***

Pursuant to an investment agreement dated as of February 28, 2008, which we refer to as the Investment Agreement, with funds that are affiliated with Wilbur L. Ross, Jr., a director of AGL, which we refer to as the WLR Funds, the WLR Funds purchased 10,651,896 common shares of AGL at \$23.47 per share on April 8, 2008. As required pursuant to the terms of the Investment Agreement, AGL has filed a shelf registration statement under the Securities Act covering the resale of the common shares sold to the WLR Funds pursuant to the Investment Agreement.

On November 13, 2008, in conjunction with the acquisition of AGMH, the Company entered into an amendment to the Investment Agreement, which we refer to as the Amendment. The Amendment

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provided a back up funding commitment to finance the acquisition of AGMH, but as a result of our public equity offerings the WLR funds did not need to provide such financing.

Pursuant to pre-emptive rights set forth in the Investment Agreement, as amended by the Amendment, the WLR Funds purchased 3,850,000 AGL common shares in the Company's June 2009 equity offering at \$11.00 per common share, the public offering price. The WLR Funds owned approximately 8.7% of the outstanding common stock of AGL as of December 31, 2009.

The WLR Funds' obligations under the WLR Backstop Commitment were secured by letters of credit issued for the benefit of the Company. The Company has paid the WLR Funds a nonrefundable commitment fee of \$10,830,000 in connection with the option granted by the WLR Backstop Commitment and had reimbursed the WLR Funds the approximately \$5.1 million cost of obtaining the letters of credit and for other related expenses.

In October 2009, AG Analytics, Inc., one of our subsidiaries, entered into a consulting agreement with Invesco. Invesco and its indirect wholly-owned subsidiary, WL Ross & Co. LLC, are sponsors of the Invesco Mortgage Recovery Master Fund, L.P. and the Invesco Mortgage Recovery Feeder Fund, L.P., which were established to invest in residential and commercial mortgage-backed securities, residential whole loans, commercial real estate loans and other mortgage-related assets. The funds seek to enhance returns by participating in and utilizing financing available under programs established by the U.S. Department of the Treasury and the Federal Deposit Insurance Corporation under the Public-Private Investment Program and the Term Asset-Backed Securities Loan Facility administered by the Federal Reserve Bank of New York. Under the agreement, we would provide certain consulting services to Invesco, including modeling particular residential mortgage-backed securities designated by Invesco and participating on a quarterly basis on an advisory council to the funds. On a quarterly basis, Invesco will pay us a consulting services fee equal to 7.5% of the annual management fee received by Invesco relating to unaffiliated capital commitments for the investment management services it renders during the term of the agreement. Such management fees are negotiable between Invesco and the fund investors on a case-by-case basis and may be modified from time to time. According to the agreement, we are guaranteed to earn at least \$1 million during the term of the agreement. We have not received any payments yet under this agreement.

***Relationships with Dexia***

*Agreements Relating to Financial Products Business*

When the Company acquired AGMH in July 2009 from an affiliate of Dexia, we did not acquire its financial products business. However, AGM, which we did acquire, had previously issued financial guaranty insurance policies in respect of the financial products business that are irrevocable and non-cancelable. Therefore, in order for us not to be exposed through the AGM financial guaranty insurance policies to the credit and liquidity risks associated with the financial products business that we did not purchase, we entered into a number of agreements with Dexia pursuant to which they assumed such risks. These agreements include guaranties as to the payment obligations of AGM under its policies related to the financial products business and indemnification agreements that protect AGM against losses arising out of such business. Dexia is directly defending litigation and responding to investigations relating to this business.

Dexia also provides an aggregate of \$11.5 billion of liquidity commitments to FSA Asset Management LLC, which we refer to as FSAM, a former subsidiary of AGMH now owned by Dexia that is involved in the guaranteed investment contracts, which we refer to as GICs, portion of the financial products business. Pursuant to the liquidity commitments, Dexia assumes the risk of loss and supports the payment obligations of FSAM and the former AGMH subsidiaries that had issued GICs in respect of the GICs and the GIC business. The term of the commitments generally extend until the GICs have been paid in full. The liquidity commitments are comprised of a revolving credit agreement

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pursuant to which Dexia Credit Local S.A., which we refer to as DCL, and Dexia Bank Belgium S.A. commit to provide funds to FSAM in an amount up to \$8.0 billion and a master repurchase agreement pursuant to which DCL will provide up to \$3.5 billion of funds in exchange for the transfer by FSAM to DCL of FSAM securities that are not eligible to satisfy collateralization obligations of the GIC issuers under the GICs.

In addition, in order to support the payment obligations of FSAM and the GIC issuers, Dexia entered into two separate International Swaps and Derivatives Association Master Agreements, each with its associated schedule, confirmation and credit support annex, pursuant to which Dexia guarantees the scheduled payments of interest and principal in relation to each FSAM asset, as well as any failure of Dexia to provide liquidity or liquid collateral under the liquidity facilities described above. Dexia is also obligated to post collateral pursuant to these agreements in 2011. These put contracts reference separate portfolios of FSAM assets, with the less liquid assets and the assets with the lowest market to market values generally being allocated to a put contract that is guaranteed by the States of Belgium and France under a sovereign guaranty. As of December 31, 2009, the aggregate outstanding principal balance of FSAM assets related to the put contracts was approximately \$15.5 billion and Dexia had paid to FSAM approximately \$147.6 million in respect of realized losses on the FSAM assets.

*Strip Coverage Facility*

In connection with our acquisition of AGMH, AGM agreed to retain the risks relating to the debt and strip policy portions of the leveraged lease business. The liquidity risk to AGM related to the strip policy portion of the leveraged lease business is mitigated by a credit facility provided by DCL. Under this strip coverage facility, AGM can draw on the facility to pay claims made on AGM strip policies that were outstanding as of November 13, 2008, up to the commitment amount. The commitment amount of the strip coverage facility was \$1 billion at closing of the AGMH acquisition but is scheduled to amortize over time; it may also be reduced in 2014 to \$750 million if AGM does not meet a minimum required consolidated net worth at that time, or at any time at the option of AGM without a premium or penalty. As of December 31, 2009, no amounts were outstanding under the strip coverage facility and AGM had paid commitment fees of \$3.2 million to DCL.

*Transition Services Agreement*

In connection with our acquisition of AGMH and the separation of the financial products business, which remained with Dexia, AGM entered into a transition services agreement with HF Services LLC, which we refer to as HF Services, a subsidiary of Dexia that was newly formed to administer the financial products business, in order to provide certain information technology and migration services for a period of approximately 18 months. The transition services agreement is subject to early termination and under certain circumstances may be extended twice, each time for a three-month period. In general, the fee payable by HF Services is \$175,000 per month from the July 1, 2009 effective date through December 31, 2009, \$210,000 per month for the remaining 12 months, and \$225,000 per month during any extension period. As of December 31, 2009, \$0.9 million had accrued to AGM from HF Services pursuant to this agreement.

*Termination of Tokyo Lease*

In August 2009, AGM terminated the lease of its office in Tokyo. AGM paid Dexia a termination fee of \$300,000 pursuant to a mutual cooperation agreement between AGM, DCL and Dexia Holdings, Inc.



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*Financial Guaranty Insurance*

From time to time, we, through our insurance operating subsidiaries, have issued financial guaranty insurance policies to Dexia in the secondary market or guaranteed the obligations of affiliates that have entered into credit default swaps under which they sold protection to Dexia in respect of the obligations referenced in those swaps. As of December 31, 2009, we have not paid any claims to Dexia and in fiscal year ended December 31, 2009 earned \$3.2 million of premiums in respect of such protection.

*FSAM Notes*

In 2002, affiliates that are consolidated with AGM issued notes to FSAM to finance the purchase of underlying obligations of AGM-insured obligations which had breached triggers, thereby allowing AGM to exercise its rights to accelerate payment of claims in order to mitigate its losses. The assets purchased are classified as assets acquired in refinancing transactions. The terms of the notes payable match the terms of the assets. As of December 31, 2009, the aggregate outstanding principal amount of the notes was approximately \$140.1 million, and in fiscal year ended December 31, 2009, we have paid \$3.4 million in interest to FSAM.

On June 10, 2003, AGE and Dexia Crediop S.p.A entered into a Co-operation Agreement pursuant to which Dexia Crediop S.p.A was engaged to provide services relating to the origination, underwriting, structuring and closing of certain Italian guaranteed transactions. The agreement automatically terminated by its terms on July 1, 2009 upon the closing of the AGMH acquisition, but Dexia Crediop S.p.A remains entitled to service fees for transactions that closed prior to termination or as to which Dexia Crediop S.p.A had played a significant origination or structuring role prior to termination and AGE had made a formal offer to provide financial guaranty insurance. The service fees for 2009 are approximately \$130,000.

*Registration Rights*

In connection with our acquisition of AGMH, we provided Dexia with registration rights, at our expense, with respect to the AGL common shares we issued to Dexia in such transaction. Pursuant to such registration rights, we filed a prospectus supplement with respect to all of the AGL common shares owned by Dexia. Dexia has signed an underwriting agreement pursuant to which it has agreed to sell all of its AGL common shares in a public offering which is expected to close on March 16, 2010. We estimate that the expenses payable by us for this offering are approximately \$400,000.

*Relationships with Stephen A. Cozen*

In 2009, the Company retained Cozen O'Connor Federal Political Strategies, which we refer to as COFPS, to assist the Company in lobbying on U.S. federal governmental issues. COFPS does not provide legal services. The Company paid COFPS \$20,000 for services provided in 2009. COFPS is majority-owned by Cozen O'Connor P.C., a law firm of which Mr. Cozen, a director of AGL, is a shareholder and chairman.

*Did our insiders comply with Section 16(a) beneficial ownership reporting in 2009?*

Our executive officers and directors are subject to the reporting requirements of Section 16 of the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act. We believe that all of our executive officers and directors complied with all filing requirements imposed by Section 16(a) of the Exchange Act on a timely basis during fiscal 2009, except that Mr. Scott was late in reporting a charitable gift of 25,000 shares, which has subsequently been reported.

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**PROPOSAL NO. 1: ELECTION OF DIRECTORS**

***General***

Our Bye-laws divide our Board of Directors into three classes with the terms of office of each class ending in successive years. Our Bye-Laws provide for a maximum of 21 directors and empower our Board of Directors to fix the exact number of directors and appoint persons to fill any vacancies on the Board until the next Annual General Meeting.

Following the recommendation of the Nominating and Governance Committee, our Board of Directors has nominated Neil Baron, G. Lawrence Buhl and Dominic J. Frederico as Class III directors of AGL to serve three year terms to expire at the Annual General Meeting in 2013 and, in each case, until their respective successors shall have been elected and shall have qualified. Each nominee is currently serving as a director of AGL.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF THESE NOMINEES AS DIRECTORS OF AGL.**

It is the intention of the persons named as proxies, subject to any direction to the contrary, to vote in favor of the candidates nominated by the Board of Directors. We know of no reason why any nominee may be unable to serve as a director. If any nominee is unable to serve, your proxy may vote for another nominee proposed by the Board, or the Board may reduce the number of directors to be elected. If any director resigns, dies or is otherwise unable to serve out his or her term, or the Board increases the number of directors, the Board may fill the vacancy until the annual general meeting.

We have set forth below information with respect to the nominees for election as directors and the other directors whose terms of office as directors will continue after the Annual General Meeting. Except as otherwise described with respect to Mr. Ross in "How are directors nominated?", there are no arrangements or understandings between any director and any other person pursuant to which any director was or is selected as a director or nominee.

***Nominees for election for terms expiring in 2013***

***Neil Baron***

Mr. Baron, age 66, became a director of AGL upon completion of our IPO. Mr. Baron was Chairman of Criterion Research Group, LLC, an independent securities research firm from March 2002 through February 2006, at which time this firm was acquired. He was Vice Chairman and General Counsel of Fitch Ratings, a nationally recognized statistical ratings organization, from April 1989 to August 1998. Prior to joining Fitch Ratings, Mr. Baron was in private practice for more than 20 years, including at the law firm of Booth & Baron, specializing in structured finance and rating agency matters. In 2009, Mr. Baron provided consulting services to Jules Kroll in connection with the formation of a new rating agency.

Mr. Baron's rating agency expertise is particularly valuable to the Board of Directors because ratings of the Company's operating subsidiaries directly impact their ability to successfully sell insurance. In addition, the Board benefits from Mr. Baron's insights as a structured finance lawyer.

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***G. Lawrence Buhl***

Mr. Buhl, age 63, became a director of AGL upon completion of our IPO. He was a partner of Ernst & Young LLP and its predecessors through 2003. During his 35-year accounting career, Mr. Buhl served as the Regional Director for Insurance Services in Ernst & Young's Philadelphia, New York and Baltimore offices and as audit engagement partner for more than 40 insurance companies, including those in the financial guaranty industry. Mr. Buhl also serves as a director for Harleysville Group, Inc. (NASDAQ: HGIC) and its majority shareholder, Harleysville Mutual Insurance Company, and is chair of each company's audit committee. Mr. Buhl is also a member of the Board of Sponsors of the Sellinger School of Business and Management of Loyola University Maryland.

Mr. Buhl's accounting background has made him knowledgeable of specific financial reporting requirements applicable to financial guaranty companies, as well as giving him familiarity with the financial guaranty industry in general. As an experienced certified public accountant and as chair of other companies' audit committees, Mr. Buhl is well suited to be chairman of our Audit Committee, which position he has held since our IPO.

***Dominic J. Frederico***

Mr. Frederico, age 57, has been a director, and the President and Chief Executive Officer, of AGL since our IPO. Mr. Frederico served as Vice Chairman of ACE from 2003 until 2004 and served as President and Chief Operating Officer of ACE and Chairman of ACE INA Holdings, Inc. from 1999 to 2003. Mr. Frederico was a director of ACE from 2001 through May 2005. From 1995 to 1999 Mr. Frederico served in a number of executive positions with ACE. Prior to joining ACE, Mr. Frederico spent 13 years working for various subsidiaries of the American International Group. Mr. Frederico is a member of the Board of Trustees of Drexel University.

Mr. Frederico has the most comprehensive knowledge of all aspects of the Company's operations as well as executive experience. He also has extensive industry experience, which makes him valuable both as an officer and as a director of AGL.

***Directors whose terms of office will continue after this meeting***

***Directors whose terms expire in 2011***

***Francisco L. Borges***

Mr. Borges, age 58, became a director of AGL in August 2007. He is Chairman of Landmark Partners, Inc, an alternative investment management firm where he has been employed since 1999. Prior to joining Landmark, Mr. Borges was managing director of GE Capital's Financial Guaranty Insurance Company and capital markets subsidiaries. Mr. Borges is a former Treasurer for the State of Connecticut and a former Deputy Mayor of the City of Hartford, Connecticut. Mr. Borges serves on the board of directors and investment committee for Connecticut Public Television. He is also a member of the board of directors of Davis Selected Funds.

Mr. Borges has expertise in finance arising from his experience structuring and marketing financial guaranty insurance. In addition, his public service background has given him insight on public finance. His current position gives Mr. Borges insights into the financial markets in which the Company operates. Each of these areas is important to the Company's business.

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***Patrick W. Kenny***

Mr. Kenny, age 67, became a director of AGL upon completion of our IPO. He served as the President and Chief Executive Officer of the International Insurance Society in New York, an organization dedicated to fostering the exchange of ideas through a program of international seminars and sponsored research, from 2001 to 2009. From 1998 to 2001, Mr. Kenny served as executive vice president of Frontier Insurance Group, Inc. From 1995 to 1998, Mr. Kenny served as senior vice president of SS&C Technologies. From 1988 to 1994, Mr. Kenny served as Group Executive, Finance & Administration and Chief Financial Officer of Aetna Life & Casualty. Mr. Kenny serves on the board of directors of several ING mutual funds. Until December 2009, Mr. Kenny was a director and member of the Audit and the Compensation Committees of Odyssey Re Holdings Corp.

Mr. Kenny has extensive insurance industry experience, including executive experience within the industry. Mr. Kenny's service on the compensation committee of other organizations provides experience that is useful to him in his role as Chairman of the Compensation Committee. In addition, the Board benefits from Mr. Kenny's experience as an accountant.

***Robin Monro-Davies***

Mr. Monro-Davies, age 69, became a director of AGL in August 2005. From 1997 until his retirement in 2001, Mr. Monro-Davies was Chief Executive Officer of Fitch Ratings. He is a director of AXA UK plc HSBC Bank plc, North American Banks Fund, European Equity Tranche Income Fund and The Ukraine Opportunity Trust PLC. Mr. Monro-Davies is also an independent director of our UK insurance subsidiaries.

The Board benefits from Mr. Monro-Davies's rating agency expertise, which is important because ratings of the Company's operating subsidiaries directly impact their ability to successfully sell insurance. As a former chief executive officer, Mr. Monro-Davies has leadership experience and an understanding of financial and operational issues of a business organization. He also brings a European perspective to the Board, which is useful for our international business.

***Michael T. O'Kane***

Mr. O'Kane, age 64, became a director of AGL in August 2005. Until his retirement in August 2004, Mr. O'Kane was employed at TIAA-CREF (financial products) in a number of different capacities since 1986, most recently as Senior Managing Director, Securities Division. Since 2006, Mr. O'Kane has been a director of Jefferies Group, Inc., where he serves on the audit, compensation and governance committees.

Mr. O'Kane's background has given him considerable experience in investment and risk management, both of which are key aspects of the Company's business and are important to the Board and Board committee deliberation.

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*Directors whose terms expire in 2012*

***Stephen A. Cozen***

Mr. Cozen, age 70, became a director of AGL upon completion of our IPO. Mr. Cozen is the founder and Chairman of Cozen O'Connor, an internationally-recognized law firm with its home office in Philadelphia, Pennsylvania.

Mr. Cozen is a fellow in the American College of Trial Lawyers and the International Academy of Trial Lawyers. Mr. Cozen also serves on numerous educational and philanthropic boards, including the University of Pennsylvania's Institute of Law and Economics and its Law School Board of Overseers and the Board of Counselors of the University of Southern California (Shoah Foundation Institute). Mr. Cozen is also a director of United America Indemnity, Ltd. and Haverford Trust Co.

Mr. Cozen's decades of legal experience is an important resource for the Board. As the founder and chairman of a large law firm, he has executive experience with respect to a growing organization. Mr. Cozen provides valuable insights to the Board and the Company on public policy issues facing the Company

***Donald H. Layton***

Mr. Layton, age 59, became a director of AGL in 2006. Prior to his retirement in 2004 from J.P. Morgan Chase & Co., Mr. Layton was Vice Chairman and a member of its three person Office of the Chairman. Previously, Mr. Layton had been Co-Chief Executive Officer of J.P. Morgan, the investment bank of J.P. Morgan Chase & Co. Mr. Layton became Chairman of the Board of E\*Trade Financial Corporation in late 2007 and in March 2008 he was also named as its Chief Executive Officer. He retired from both positions as of December 30, 2009. He was a Senior Advisor to The Securities Industry and Financial Markets Association and a member of the Federal Reserve Bank of New York's International Capital Markets Advisory Committee. Mr. Layton also serves as Chairman of the Board for The Partnership for the Homeless, director of the International Executive Service Corps. and a member of the Massachusetts Institute of Technology Visiting Committee for Economics.

Mr. Layton possesses finance and banking experience, which is especially relevant to risk management related to sophisticated financial products such as the Company sells. He also has experience in business combinations. As a former chief executive officer of a public company, Mr. Layton has demonstrated leadership capability as well as an understanding of the wide range of complex issues that business organizations must address.

Table of Contents***Wilbur L. Ross, Jr.***

Mr. Ross, age 72, became a director of AGL in 2008. Mr. Ross is the Chairman and Chief Executive Officer of WL Ross & Co. LLC, a merchant banking firm, a position he has held since April 2000. Mr. Ross is also the managing member of the general partner of WL Ross Group, L.P., which in turn is the managing member of the general partner of WLR Recovery Fund L.P., WLR Recovery Fund II L.P., WLR Recovery Fund III L.P., WLR Recovery Fund IV L.P., Asia Recovery Fund L.P., Asia Recovery Co-Investment Fund L.P., Absolute Recovery Hedge Fund L.P., India Asset Recovery Fund and Japan Real Estate Recovery Fund, the Chairman of the Investment Committee of the Taiyo Fund and the Chairman of Invesco Private Capital. Mr. Ross is also non-executive Chairman of: International Coal Group, Inc., a leading producer of coal in Northern and Central Appalachia and the Illinois Basin; International Textile Group, Inc., a global, diversified textile provider that produces automotive safety, apparel, government uniform, technical and specialty textiles; Nano-Tex, Inc., a fabric innovations company located in the United States; IPE-Ross Management Ltd., an investment partnership investing in middle market European buyouts; and the International Automotive Components Group SL, a joint venture company with interests in automotive interior plastics. Mr. Ross is also an executive officer of Invesco Private Equity; American Home Mortgage Services, Inc. and Plascar Participacoes SA. Mr. Ross is a board member of: Arcelor Mittal N.V.; Compagnie Européenne de Wagons SARL in Luxembourg; Insuratex, Ltd., an insurance company in Bermuda; Plascar Participacoes SA; Phoenix International Insurance Company; The Greenbrier Companies, a supplier of transportation equipment and services to the railroad industry; IAC Acquisition Corporation Limited; IAC Group SARL; and Masters Capital Nanotechnology Fund. Mr. Ross is also a member of the Business Roundtable. Previously, Mr. Ross served as the Executive Managing Director at Rothschild Inc., an investment banking firm, from October 1974 to March 2000. Mr. Ross was previously a director of Mittal Steel Co. N.V. from April 2005 to June 2006, a director of International Steel Group from February 2002 to April 2005, a director of Montpelier RE Holdings Ltd. from 2006 to March 2010, and a director of Syms Corp. from 2000 through 2007. Mr. Ross was also formerly Chairman of the Smithsonian Institution National Board and currently is a board member of Whitney Museum of American Art, the Japan Society and the Yale University School of Management and Chairman of the Palm Beach Fire Fighters Retirement Fund. He holds an A.B. from Yale University and an M.B.A., with distinction, from Harvard University.

Funds affiliated with Mr. Ross made a significant investment in the Company and now own 8.7% of the outstanding shares of AGL. As part of the transaction in which these funds made their investment in the Company, AGL granted those funds board representation rights during the term of their investment. In addition, as a fund manager, Mr. Ross has significant experience in finance and knowledge of the market place. Through the funds, Mr. Ross has made available material financing assistance to the Company. We believe that Mr. Ross is in a position to identify opportunities for the Company and that his keen business acumen is a valuable resource.

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***Walter A. Scott***

Mr. Scott, age 72, became a director of AGL upon completion of our IPO and became Chairman in May 2005. Mr. Scott was Chairman, President and Chief Executive Officer of ACE from 1991 until his retirement in 1994 and President and Chief Executive Officer of ACE from 1989 to 1991. Subsequent to his retirement he served as a consultant to ACE until 1996. Mr. Scott was a director of ACE from 1989 through May 2005. Prior to joining ACE, Mr. Scott was President and Chief Executive Officer of Primerica's financial services operations. Mr. Scott is currently Chairman of Beverage Acquisition Group LLC, a Vermont-based hard-cider company. Mr. Scott is an Emeritus Trustee of Lafayette College and a founding trustee of the Bermuda Foundation for Insurance Studies.

Mr. Scott is an experienced insurance company executive who is very familiar with the Company's business. As a former chief executive officer of a public company, he has considerable executive leadership experience, as well as an understanding of the obligations of a public company.

Table of Contents**INFORMATION ABOUT OUR COMMON SHARE OWNERSHIP****How much stock is owned by directors and executive officers?**

The following table shows our common shares owned directly or indirectly by our directors and executive officers as of March 1, 2010. Unless otherwise indicated, the named individual has sole voting and investment power over the common shares under the column "Common Shares Beneficially Owned." The common shares listed for each director and executive officer constitute less than 1% of our outstanding common shares, except for Mr. Ross who, together with affiliates, owns 8.70% of our common shares. The common shares beneficially owned by all directors and executive officers as a group constitute approximately 10.30% of our outstanding common shares.

Name of Beneficial Owner	Common Shares Beneficially Owned	Unvested Restricted Common Shares(1)	Vested and Unvested Stock Units(2)	Common Shares Subject to Option(3)
Neil Baron	8,056	2,695	20,966	
Francisco L. Borges	45,908	17,457	6,184	
G. Lawrence Buhl	21,288	2,022	14,008	
Stephen A. Cozen	38,288	6,739	14,008	
Dominic J. Frederico	478,209(4)	20,833	422,694	1,166,668
Patrick W. Kenny	9,056	4,492	23,978	
Donald H. Layton	14,100	6,739	10,805	
Robin Monro-Davies	29,182	2,022	14,746	
Michael T. O'Kane	12,182	2,022	14,746	
Wilbur L. Ross, Jr.	16,019,941(5)	4,043		
Walter A. Scott	40,556	6,739	23,400	
Séan McCarthy			130,000	
James M. Michener	117,976	6,250	60,756	336,666
Robert B. Mills	160,224(6)	10,000	63,337	513,333
Robert A. Bailenson	27,794	2,000	34,088	73,000
All directors and executive officers as a group (15 individuals)	17,022,760	94,053	853,716	2,089,667

- (1) The reporting person has the right to vote (but not dispose of) the common shares listed under "Unvested Restricted Common Shares."
- (2) Each non-management director, other than Mr. Ross, holds stock units, including dividend accruals, which will be generally deferred at least six months after the termination of such directors' service on the Board. In addition, our executive officers have restricted stock units that vest on specified anniversaries of the date of the award, with common shares delivered upon vesting. Some of the common shares associated with restricted stock units are not deliverable as of March 1, 2010 or within 60 days of March 1, 2010 and therefore cannot be voted or disposed within such time period. As a result, these shares are not considered beneficially owned under SEC rules. We include them in the table above, however, because we view them as an integral part of share ownership by our directors and executive officers. This column includes 181,818 shares that Mr. Frederico is entitled to under the AGL Supplemental Executive Retirement Plan and 130,000 shares that Mr. McCarthy is entitled to under the AGMH 1989 Supplemental Executive Retirement Plan.
- (3) Represents common shares which the reporting person has the right to acquire as of March 1, 2010 or within 60 days of March 1, 2010 pursuant to options.



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- (4) Includes shares owned by Mr. Frederico's spouse and daughter over which Mr. Frederico has the power to direct the voting and disposition.
- (5) Includes shares held by funds affiliated with Mr. Ross.
- (6) Includes shares owned jointly with Mr. Mills' spouse over which Mr. Mills has the power to direct the voting and disposition.

**Which shareholders own more than 5% of our common shares?**

The following table shows all persons we know to be direct or indirect owners of more than 5% of our common shares as of February 28, 2010, unless otherwise indicated. Our information is based on reports filed with the SEC by each of the firms listed in the table below. You may obtain these reports from the SEC.

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percent of Class
Dexia SA(1) Place Rogier 11 B-1210 Brussels, Belgium	21,848,934	11.87%
WLR Recovery Fund IV, L.P.(2) 1166 Avenue of the Americas New York, NY 10036	16,023,984	8.70%
FMR LLC(3) 82 Devonshire Street Boston, MA 02109	14,578,054	7.92%
Wellington Management Company, LLP(4) 75 State Street Boston, MA 02109	14,335,925	7.79%

- (1) Based on a Schedule 13G filed by Dexia on July 13, 2009, reporting the amount of securities beneficially owned as of July 1, 2009. Dexia has agreed to sell all of its AGL common shares in a public offering that is expected to close on March 16, 2010.
- (2) Reflects shares beneficially owned by WLR Recovery Fund IV, L.P. and certain of its affiliates and Wilbur L. Ross, Jr., based on an amendment to Schedule 13D filed on June 25, 2009, reporting the amount of securities beneficially owned as of June 24, 2009. WLR Recover Fund IV, L.P. and certain of its affiliates have shared voting and shared dispositive power over 16,016,396 shares. Wilbur L. Ross Jr. has sole voting and sole dispositive power of 7,588 shares and shared voting and shared dispositive power over 16,016,396 shares.
- (3) Based on a Schedule 13G filed by FMR LLC on February 16, 2010, reporting the amount of securities beneficially owned as of December 31, 2009. FMR LLC has sole power to vote over 1,518,400 shares and sole dispositive power over 14,578,054 shares.
- (4) Based on a Schedule 13G filed by Wellington Management Company, LLP on February 12, 2010, reporting the amount of securities beneficially owned as of December 31, 2009. Wellington Management has shared voting power over 11,699,769 shares and shared dispositive power over 14,335,925 shares.

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**EXECUTIVE COMPENSATION**

*Compensation Discussion and Analysis*

*Executive Summary*

We provide our executive officers with base compensation that consists of salary, retirement and other post-termination benefits, employee benefits and perquisites. We also provide variable compensation in the form of an annual cash bonus, equity awards under the Assured Guaranty Ltd. 2004 Long-Term Incentive Plan, as amended, which we refer to as the LTIP, and cash-based awards under our Performance Retention Plan, which we refer to as PRP.

Executive salaries are initially determined by employment contracts. The Compensation Committee of our Board of Directors evaluates salary each year to determine if any raises are appropriate and is guided by salary and compensation trends among peer group companies, although we do not benchmark any specific percentile. The Compensation Committee also considers individual performance when setting annual salary. Many of the retirement and employee benefits that we provide to our executive officers are on terms generally available to our salaried employees, although we also provide additional post-termination and change in control compensation to our executive officers.

We use the variable component of our compensation program as the primary tool to reward performance and provide incentives for our key executives to remain with the Company. In establishing variable compensation for each executive officer, the Compensation Committee evaluates both Company and individual performance. As with base compensation, the Compensation Committee considers peer group variable compensation when making variable compensation decisions with respect to its executive officers, but does not target any percentile for any component of variable compensation or for total compensation.

The Compensation Committee believes management significantly accomplished the majority of its 2009 strategic objectives, which was especially noteworthy considering the difficult market conditions. Although the credit markets in which the Company operates continued to be very challenging in 2009 (as discussed in more detail below), 2009 ended with the Company having completed the AGMH acquisition and accessing the equity capital markets twice while maintaining very strong financial ratings. In addition, the Company was the only financial guaranty organization actively writing new issue business at year end 2009. Also, during 2009, the Company achieved most of its financial goals. The Company had \$316.7 million in operating income, which was 325% above 2008 operating income and exceeded the 2009 operating income management performance goal and was the best result in the Company's history. Operating income per share was below the management performance goal due to the number of common shares issued in connection with the financing of the AGMH acquisition and to support the Company's ratings, which is a strategic goal. In its evaluation of 2009 performance and compensation the Compensation Committee also reviewed the Company's 2007 and 2008 performance and the variable compensation granted for 2007 and 2008 performance. The committee views 2009 performance as more comparable to the Company's high performance in 2007 than the mixed 2008 performance. The Compensation Committee approved employee cash bonuses and long-term incentive grants for 2009 performance, which were approximately 89% above cash bonuses and 61% above long-term incentive grants for 2007 performance and approximately 204% above cash bonuses and 133% above long-term incentive grants for 2008 performance. The higher awards are a result of strong performance, higher stock price and the very significant increase in employees as a result of the AGMH acquisition. Cook uses a "fair value transfer" calculation to measure the value of total employee long-term compensation as a percentage of a company's market capitalization. The fair value transfer of the Company's February 2010 employee long-term incentive grants is between the 25th percentile and the median of the peer group for 2006-2008. For the executive officers as a group, cash bonuses for 2009 performance were approximately 1% above cash bonuses for 2007 performance and approximately 148% above cash bonuses for 2008 performance. For the executive officers as a group, long-term incentive grants for 2009 performance were approximately 8% above long-term

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incentive grants for 2007 performance and approximately 124% above long-term incentive grants for 2008 performance. The Compensation Committee views approximately one-third of the executive officers' cash bonus and long-term incentive grants as a reward for the extraordinary efforts to complete the acquisition and integration of AGMH. For more information on 2009 performance, see "2009 Performance and Compensation Decisions."

*Objectives of the Compensation Program*

We are committed to building shareholder value through improving our operating profitability and return on equity by achieving the following key strategic goals:

Expanding our financial guaranty direct business.

Executing financial guaranty reinsurance portfolio transactions.

Maintaining the highest possible ratings from the major rating agencies.

Maintaining underwriting discipline and the credit quality of our financial guaranty portfolio.

Minimizing losses in poorly performing insured transactions.

Managing capital efficiently.

The Compensation Committee reviews the philosophy and objectives of our compensation program annually and makes compensation decisions to recognize and support the achievement of our key strategic goals by:

Attracting and retaining talented executives with established records of success in the financial guaranty or financial services industry to implement the Company's long-term business strategy. As a Bermuda-based company, we also need to attract and retain certain executives to work in Bermuda.

Closely aligning the financial rewards of management with those of the Company's shareholders by linking executive incentives to achieving the Company's short-term and long-term business goals and rewarding them for such achievement, including growth in shareholder value.

Creating accountability for individual performance measured by individual, unit and Company achievement of goals.

The Compensation Committee implements its objectives by:

Developing performance targets and measures consistent with its key strategic goals and basing incentive compensation on achievement of those goals.

Making long-term incentive awards a significant component of compensation for its senior executive officers to align the interests of these officers with long-term interests of all shareholders.

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Establishing vesting requirements for long-term incentive awards such as restricted stock, stock options and PRP awards to encourage our executives to remain with the Company and have a long-term perspective.

The compensation program is also designed to reward each executive officer for:

Working together as a team to achieve the Company's strategic goals.

Achieving identified objectives in their areas of responsibility.

Demonstrating ethical behavior in compliance with current legal and regulatory standards.

The Compensation Committee also evaluates how quickly and effectively the Company and each executive officer responds to unanticipated opportunities or challenges. For example, the Compensation

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Committee believes the management team responded well to market conditions by completing the acquisition of AGMH and the equity offerings in June and December.

*Compensation Governance and Administration*

The Compensation Committee oversees all aspects of our executive compensation program. The Compensation Committee has responsibility for establishing executive compensation policies, determining the compensation of the CEO, reviewing the CEO's compensation recommendations regarding other senior officers and determining appropriate compensation for such officers. Our Board has adopted a Compensation Committee Charter to govern the Compensation Committee's activities which is reviewed annually by the Compensation Committee. Under its charter, the Compensation Committee is authorized to retain compensation, legal, accounting and other consultants to assist it.

The Compensation Committee has retained Cook, as its compensation consultant. The Compensation Committee has instructed Cook to advise it on executive compensation developments and to assist with peer comparisons of executive compensation and the aggregate amount of long-term incentives. Cook meets periodically with the Compensation Committee and prepares materials for the Compensation Committee, such as peer group compensation data and measurements of long term compensation. Cook's work for the Company in 2009 was solely with respect to matters under the Compensation Committee's authority.

The CEO is the principal executive involved with the Compensation Committee in establishing compensation policy and setting the compensation for other executive officers. The CEO generally attends the Compensation Committee meetings, although the Compensation Committee also meets regularly in executive session. Both the General Counsel and the head of Human Resources attend portions of the Compensation Committee meetings and provide additional information and analysis to the Compensation Committee, as requested, and communicate with Cook on committee matters. Between meetings, the chairman of the Compensation Committee will often speak with the CEO or the General Counsel regarding committee and compensation matters.

The Board of Directors has delegated to the CEO the power to approve:

Routine changes to benefit plans.

New-hire packages for non-executive officers with expected annual compensation below a specified amount.

New-hire equity grants for non-executive officers up to a specified amount of stock options and restricted stock for each new hire. All equity grants authorized by the CEO must be reported to the Compensation Committee at its next meeting.

Routine salary and employment termination arrangements for employees below the top three levels of the Company.

Each year, during our February board meeting, the Compensation Committee meets to make executive compensation decisions with respect to the previous year's performance. The Compensation Committee follows this schedule because the February meeting is the earliest practical opportunity to review the prior year's financial results and the performance of the executive officers. At the February board meeting, the Compensation Committee discusses its compensation recommendations with the independent directors who are not on the Compensation Committee. All independent directors approve executive officer salary increases, bonuses, equity awards and PRP awards. Stock options are priced at the NYSE closing price of the Company's stock on the day the awards are approved by the Compensation Committee and the other independent directors.

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*Elements of Compensation*

The Company provides various elements of compensation to its executive officers, which can be grouped into base compensation and variable compensation. Base compensation is provided for an executive officer's acceptable performance and is only adjusted periodically. Base compensation includes salary, retirement and other post termination benefits, employee benefits and perquisites. Variable compensation is adjusted annually to correspond to actual performance in prior periods and to provide incentives to achieve annual and long term goals. To increase the effectiveness of these incentives, a significant portion of executive officer total compensation is variable compensation. Variable compensation includes annual bonus and long-term compensation.

*Base Compensation*

**Salary** The Compensation Committee establishes a salary for each executive's position, taking into account competitive salary measures, business or professional experience, prior salary history and contractual arrangements. Once established, salaries are periodically adjusted to reflect new responsibilities, salary changes at peer group companies and inflation.

**Analysis** The Compensation Committee does not target salary as a particular percentage of total compensation, although salary typically comprises 10%-20% of an executive officer's total compensation. The Compensation Committee annually considers Company performance and evaluates the individual officer's performance and how it contributed to Company performance. The Compensation Committee also reviews salary data at peer group companies. Variable incentive awards do not affect salary.

**Retirement Benefits** We maintain tax-qualified and non-qualified defined contribution retirement plans for our eligible employees, including executive officers. We contribute 6% of each employee's salary and cash bonus compensation, which we refer to as eligible compensation, to the defined contribution plans. We also have 401(k) type plans, with 100% Company matching up to 6% of eligible compensation. The Company does not maintain any defined benefit pension plans.

**Analysis** Because the Company's contribution to retirement plans is based on eligible compensation, we will make higher or lower contributions if an executive officer's salary or annual bonus increases or decreases. We make contributions to these plans to be competitive with other companies and to retain talented employees. The investment return in each employee's retirement account depends on the performance of the investment elections made by each employee. No executive officer is guaranteed any level of retirement payout or preferential return on their accounts. To date, retirement plan contributions and balances have not affected other elements of executive compensation.

**Employee Benefits** The Company provides employee benefits to its employees, including its executive officers. These benefits include life, health and disability insurance. The Company also maintains an Employee Stock Purchase Plan, which we refer to as the ESPP, to encourage stock ownership by employees. Under the ESPP, employees, including executive officers, may annually purchase up to \$25,000 of our stock at a 15% discount, subject to the overall limit on the number of shares available for purchase under the ESPP. In 2009 Mr. Frederico and Mr. Mills participated in the ESPP to the maximum extent possible.

**Analysis** We believe the level of benefits provided under our programs is generally consistent with practices among our principal competitors for employees, including other financial guaranty companies.

**Perquisites** We also provide executive officers fringe benefits that are not available to employees generally. These include tax preparation, financial planning, golf club memberships,

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executive medical, physical and excess health insurance and, for our executive officers located in Bermuda, housing and car allowances, family travel benefits and tax gross-ups.

*Analysis* These benefits are provided to retain highly valued executives. In addition, we provide the Bermuda perquisites to attract Mr. Frederico and Mr. Michener to reside in Bermuda. These fringe benefits are customary for non-Bermudians who are senior executives living in Bermuda and are provided for in Mr. Frederico's and Mr. Michener's employment agreements. In 2006, changes in U.S. tax law significantly increased the individual U.S. income tax on the housing allowances provided to Mr. Frederico and Mr. Michener. To maintain the net value of their housing allowances, the Compensation Committee approved a tax gross-up to Mr. Frederico and Mr. Michener for the cost of the increased taxes. Since Bermuda imposes similar taxes, the Company reimburses Mr. Frederico and Mr. Michener for U.S. Social Security and Medicare taxes incurred when they are working in the United States.

*Employment agreements* Some of the elements of the compensation packages for our executive officers, such as minimum base salary, severance and change in control benefits are governed by the terms of the employment agreements we entered into with these individuals. Details of these agreements are shown under the headings "Executive Compensation Employment Agreements" and "Executive Compensation Potential Payments Upon Termination or Change in Control Employment Agreements."

*Analysis* Beginning in 2003, we recruited executives to implement our business plan and achieve our key strategic goals. Implementation of our business plan involved substantial risk, including the risks of completing a successful IPO, achieving rating upgrades and accomplishing the strategic shift to write financial guaranty direct business along with financial guaranty reinsurance. To mitigate these risks, we recruited executives with established records of success in the financial guaranty or financial services industry. Prior to the IPO, many of our senior executives left senior positions at well-established companies to join us and employment agreements were entered into with these executives at that time. We believe these employment agreements were essential to recruit these executives prior to the IPO. In October 2006, we entered into an employment agreement with Mr. Bailenson. In December 2008, our executive employment agreements were amended to comply with U.S. Internal Revenue Code Section 409A, but such amendments did not increase the Company's compensation costs. On July 1, 2009 Mr. McCarthy entered into an employment agreement with the Company in conjunction with the closing of the purchase of AGMH. We believe the employment agreements have served as strong performance incentives and retention tools by proscribing employment terms, including benefits to executives if their employment is terminated without cause or after a change of control. In addition, each employment agreement contains a non-competition agreement.

*Change of Control Benefits* The vesting of any unvested stock options and restricted stock held by an executive officer will be accelerated on a change of control. In addition, the employment agreements provide severance benefits in the event of a change of control. Additional information on benefits provided upon a change of control is shown in "Executive Compensation Employment Agreements" and "Executive Compensation Potential Payments Upon Termination or Change in Control."

*Analysis* We use the single trigger change of control equity vesting because we believe that is appropriate to best motivate an executive to pursue increases in shareholder value when evaluating a transaction which could result in a change of control. The Compensation Committee believes that severance benefits provided by the employment agreements comprised a key part of the employment package that induced experienced officers to work for the Company. Mr. Bailenson was provided separation benefits in his employment contract so that he would have comparable benefits to the Company's other executive officers, although the benefit was

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modified from the other executive officers' separation agreements to provide additional protections in the event of termination without cause or a change in control. Mr. McCarthy has severance benefits similar to Mr. Frederico's.

**Other Post-Termination Benefits** The Company also provides executive officers post-termination benefits such as accelerated vesting and severance payments in certain non-change of control circumstances. See "Executive Compensation Potential Payments Upon Termination or Change of Control."

*Analysis* We have provided these other post-termination benefits because we believe they are necessary to attract and retain our executive officers. In particular, severance amounts for most of our executive officers were established in employment agreements negotiated before our IPO and the protection provided by the severance provisions of their contracts was a key element in recruiting experienced executives to work for the Company. Similarly, the accelerated vesting for events such as death or disability is typically provided to executives at other companies. To date, these other post-termination benefits have not affected other elements of executive compensation.

*Variable Compensation*

The Compensation Committee believes that achievement of the Company's goals is best promoted by using a mix of different types of variable compensation and that providing similar incentives to each of its executive officers better promotes teamwork among these executives. The mix of variable compensation reflects the Compensation Committee's view that, to properly provide incentives for executives to take long term actions in the best interests of the Company, executive compensation should be a balanced blend of several elements of compensation, with no undue reliance on any one element. The Compensation Committee believes it is appropriate for the CEO to receive substantially higher variable compensation than the other executive officers since he has responsibility for the strategy and operations of the entire Company.

**Annual Cash Bonus** The Compensation Committee awards annual cash bonuses to provide incentive compensation to executives for achieving annual goals established for each executive officer. Annual bonuses are also intended to reward executives for the overall success of the Company.

*Analysis* In February 2010 we awarded cash bonuses for 2009 performance, which were paid after completion of the 2009 audit by PwC to ensure that cash bonus awards were based on final 2009 results. Bonus amounts that were determined and paid in 2010 are reported in the Summary Compensation Table of this proxy statement as compensation for 2009. The Compensation Committee uses its discretion to evaluate the performance of each executive officer and the Company to set annual cash bonuses. The process followed by the Compensation Committee is discussed below under "Compensation Process." The goals and results for 2009 are discussed below under "2009 Performance and Compensation Decisions."

**Long-Term Incentive Program: Assured Guaranty Ltd. 2004 Long-Term Incentive Plan, as amended** In 2004, we adopted the LTIP to create incentives for employees to enhance the long-term value of the Company. In 2009 shareholders approved an amendment to this plan. A key goal of the long-term incentive plan is to increase ownership of Company shares by executive officers, thereby aligning the executives' interests with long-term shareholder interests. While the Company's long-term incentive plan provides for a variety of types of awards, the Compensation Committee has made awards to employees, including executive officers, only in the form of shares of restricted stock, restricted stock units and stock options. Cash dividends are paid on the unvested portion of pre-2008 restricted stock grants. Since 2008, restricted stock awards are granted in the form of stock units with dividends paid in restricted stock units.



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*Analysis* In February 2009 we awarded restricted stock and stock option grants to the executive officers for 2008 performance and in February 2010 we awarded restricted stock and stock option grants to the executive officers for 2009 performance. Further detail on the February 2009 awards is shown on "Executive Compensation 2009 Grants of Plan-Based Awards." Further detail on the February 2010 awards is shown in "Executive Compensation 2009 Performance and Compensation Decisions." We believe that restricted stock awards are important in recruiting executives, and that the delayed vesting of the awards is crucial in retaining those executives. By providing an immediate equity stake in the Company, restricted stock also provides an incentive to achieve the Company's long-term goals. The Company includes stock options as part of long-term compensation because the Company believes that options are a valuable incentive tool, providing compensation only if stock price increases. Generally, restricted stock and stock option grants serve as strong retention incentives since executive officers generally forfeit unvested stock grants and stock options if they leave the Company. Our stock price was volatile in 2008 and 2009. Such volatility can affect the retention value of equity awards. The Committee will continue to monitor the Company's compensation arrangements to assess whether they provide the appropriate retention incentive.

**Long-Term Incentive Program: Performance Retention Plan** In February 2007 we initiated the PRP. PRP awards are cash-based. Except as described in "Potential Payments Upon Termination or Change in Control Equity and Incentive Plans," PRP awards only vest if the executive is employed by the Company through the end of the performance period. Beginning in 2008, PRP awards vest 25% after a two year performance period; 25% after a three year performance period and 50% after a four year performance period. As with equity awards, we chose this vesting schedule to provide each executive an incentive to remain with the Company and focus on improving long-term performance. Awards granted since 2008 will increase or decrease in value based 50% on the rate the Company's per share adjusted book value, as defined, changes and 50% on the Company's operating return on equity over each performance period, provided that executive officers will not receive their awards if the specified adjusted book value and operating return on equity performance goals are not met.

*Analysis* We believe the PRP is a valuable tool in attracting and retaining talented employees because employees will be rewarded for staying with the Company and for profitable growth in our business. Because PRP awards are cash-based, there will be no shareholder dilution from the awards. Also, since the value of PRP grants are not tied to the value of the Company's stock, they have retained their full incentive and retention value despite the volatility of AGL's share price. The level of PRP award was made to reach the level of long-term compensation determined by the Compensation Committee.

*Stock Ownership Guidelines*

To demonstrate the Company's commitment to build shareholder value, the Board of Directors has adopted management stock ownership guidelines. The chart below shows the guideline for each executive officer and their stock ownership as of December 31, 2009:

<b>Executive</b>	<b>Guideline</b>	<b>Current Ownership</b>
Dominic J. Frederico	7 × Salary	14.6 × Salary
Séan McCarthy	5 × Salary	5.7 × Salary
James M. Michener	5 × Salary	5.8 × Salary
Robert B. Mills	5 × Salary	6.0 × Salary
Robert A. Bailenson	2 × Salary	1.4 × Salary

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These ownership levels represent shares owned and vested share units credited to Mr. Frederico's and Mr. McCarthy's non-qualified retirement plans. Unvested restricted shares and unexercised options do not count towards the guidelines.

Our guidelines do not mandate a time frame by which this ownership must be attained, but Mr. Frederico, Mr. McCarthy, Mr. Michener and Mr. Mills must retain 100% of their after-tax receipt of Company stock until they reach their ownership goal. Mr. Bailenson must retain at least 50% of his after-tax receipt of Company stock until he reaches his ownership goal.

In addition, the Company's stock trading policy prohibits hedging with respect to Company stock so as to be consistent with its stock ownership philosophy.

Please see "Information About Our Common Share Ownership How Much Stock is Owned by Directors and Executive Officers" for detailed information on the executive officers' stock ownership.

*Executive Officer Recoupment Policy*

In February 2009, the Board of Directors adopted the AGL Executive Officer Recoupment Policy, which refer to as our Recoupment Policy. Under the Recoupment Policy, if an executive officer engages in misconduct related to a restatement of the Company's financial results, then the Compensation Committee may, in its discretion, rescind the officer's option exercises that occurred within 12 months after the restated period, and also recoup the amount of cash bonus payments to the officer in excess of the amount that would have been paid if the correct financial results had been known to the Compensation Committee at the time of the original bonus award. Under the Recoupment Policy, if an executive officer receives incentive compensation based on achievement of a level of objectively quantifiable performance goals, and the level of achievement of those goals is later determined to have been overstated, the Compensation Committee can also recoup the amount of any payment in excess of the amount that would have been paid if the correct level of performance had been known. The PRP is an example of an arrangement that requires achievement of objectively quantifiable performance goals.

*U.S. Internal Revenue Code Section 162(m) Requirements and Performance-Based Compensation*

Section 162(m) of the U.S. Internal Revenue Code limits the deductibility of annual compensation in excess of \$1 million paid to the Company's CEO and any of the other highest paid executive officers (not more than four), which we refer to as the \$1 million limit. The Company is not subject to U.S. income taxes and so, generally, the limit would not affect amounts payable by the Company. However, if an employee of a U.S. subsidiary is among the most highly compensated officers to whom the limit applies, that subsidiary's deduction for compensation paid to the officer would be subject to the \$1 million limit. Our executive officers split their time between our Bermuda and U.S. operations.

Compensation otherwise subject to the \$1 million limit will be exempt from the limit if it qualifies as performance-based compensation, as defined by the IRS. In May 2005, our 2004 Long-Term Incentive Plan was approved by the shareholders and in May 2009 our shareholders approved amendments to our Long-Term Incentive Plan. Such approval is a condition for treatment of a payment or distribution as performance-based compensation. Also, a payment or distribution will be treated as performance-based compensation only if it is contingent on achievement of performance objectives. For example, incentive compensation that is contingent on achievement of pre-established performance goals may be treated as performance-based compensation, while guaranteed payments are not. We maintain an annual cash and stock bonus program for executive officers that is intended to satisfy the requirements for performance-based compensation. The program provides for establishment of a bonus pool of cash and a bonus pool of shares of Company stock. The amount of cash and shares to be allocated to the respective 2009 bonus pools was based on the level of "2009 Adjusted Income" compared to pre-established objectives for such income, which we refer to as Adjusted Income goal. Cash was to be allocated to the cash bonus pool and shares were to be allocated to the stock bonus

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pool if adjusted net income for 2009 was 50% of the adjusted income goal, and the allocation amount was to increase to the extent 2009 Adjusted Income increased. The Compensation Committee viewed the threshold for cash and stock bonus amounts as substantially uncertain at the time established.

2009 Adjusted Income shall mean the net income of the Company, excluding the after-tax earnings impact of certain items if they occur during the 2009 performance period. The excluded items include realized investment gains and losses, the cumulative effect of changes in accounting principles or tax law, extraordinary items, as defined under generally accepted accounting principles in the United States of America, which we refer to as U.S. GAAP, acquisition and integration related charges, unrealized gains or losses on derivative financial instruments, accounting related gains or losses with respect to certain reinsurance transactions with ACE, losses in excess of \$50 million related to any single credit and income or expense related to goodwill.

Under the cash portion of the program, the CEO is permitted to receive up to 40% of the bonus pool, the second and third highest paid executive officers were each permitted to receive up to 17.5% of the bonus pool and the fourth and fifth highest paid executive officers were each permitted to receive up to 12.5% of the bonus pool. The Compensation Committee believed that these relative percentages reflect the leadership role of the CEO. For 2009, the cash bonus pool was \$41.44 million, of which \$9.05 million was awarded.

Under the stock grant portion of the program, the CEO is permitted to receive up to 200,000 shares, the second and third highest paid executive officers are each permitted to receive up to 100,000 shares, and the fourth and fifth highest paid executive officers are each permitted to receive up to 60,000 shares. For 2009, the stock bonus pool was 780,000 shares, of which 220,000 shares were awarded.

The program permits the Compensation Committee to reduce the cash bonus amount or the stock bonus amount at its discretion based on such factors as the committee determines to be appropriate. The financial and non-financial measures and goals considered by the committee in determining the amount of the final cash and share awards under the program are described below under the heading "2009 Performance and Compensation Decisions."

The Compensation Committee does not use U.S. tax deductibility as the sole factor in determining appropriate levels or methods of compensation. Since Company objectives may not always be consistent with the requirements for full deductibility, the Company and subsidiaries have maintained and may in the future establish compensation arrangements under which payments would not be deductible by reason of the \$1 million limit. The Company estimates that this limit will not result in the loss of a U.S. tax deduction for the 2009 tax year.

The cash and stock bonus program established in February 2010, as well as the stock option and PRP grants to the executive officers in February 2010, are intended to qualify as performance-based compensation exempt from the \$1 million limit.

*Other Regulatory Limits on Executive Compensation*

Section 409A of the U.S. Internal Revenue Code imposes restrictions on nonqualified deferred compensation plans. The Company maintains deferred compensation plans that provide for employee and employer contributions in excess of the IRS defined contribution plan limits. The deferred compensation plans are intended to satisfy the requirements of section 409A, and the Company has reviewed and, where appropriate, has amended each of its deferred compensation plans to meet the requirements.

Section 457A was added to the U.S. Internal Revenue Code in 2008. Under Section 457A, benefits under a nonqualified deferred compensation plan of a corporation resident in Bermuda (or certain other countries that do not impose a comprehensive income tax) are includible in a participant's

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taxable income at the time of vesting, rather than deferring recognition of taxable income until benefits are paid. Because Section 457A would apply to restricted stock units provided to the Company's outside directors, no further restricted stock units (or other deferred compensation) have been granted to directors after 2008. Section 457A is not expected to apply to the deferred compensation arrangements for the Company's executive officers.

*Compensation Process*

The Compensation Committee annually establishes Company and executive officer performance goals, reviews prior compensation decisions, benchmarks the Company's executive compensation against a peer group, reviews the performance of the Company against its plan and the performance of the competitors, reviews the performance of each executive officer and makes annual compensation decisions.

*Executive Officer Performance Goals* The Compensation Committee annually establishes performance goals for the CEO and other executive officers, which we refer to as management performance goals. Not all management performance goals are of equal weight and there is no quantitative method by which the Compensation Committee applies the management performance goals. The 2009 management performance goals consisted of both financial and non-financial performance goals. The financial performance goals are described in the table in "2009 Performance and Compensation Decisions." These financial performance goals were from the 2009 business plan, as approved by the Board.

The non-financial portion of the management performance goals were: demonstrate strategy and leadership; maintain credit quality of new business; retain financial ratings of AGC and AG Re as of January 1, 2009; manage enterprise risk; and develop management and plan for succession. The application of these non-financial performance goals to compensation decisions about the CEO and other executive officers is based on the Compensation Committee's subjective assessment of performance in each of these areas rather than on a quantitative analysis.

In addition, the Compensation Committee approves performance goals for each other executive officer based on the recommendations of the CEO. Mr. McCarthy's performance goals were established when he joined the Company in July 2009. To implement the Company's business plan the following individual 2009 performance goals were established for these executive officers:

Mr. McCarthy Assist Mr. Frederico in the management of the Company and to write \$488.8 million of direct U.S. and international financial guaranty insurance, consistent with the other financial performance goals and legal requirements.

Mr. Michener Management of the Company's legal, human resources and internal audit support units. The legal function provides legal advice to the Board and the Company's operating and support functions as necessary, as well as performing regulatory and compliance activities. The human resource function is responsible for all employee-related matters including compensation, payroll and benefit administration, staffing and compliance. The internal audit function is responsible for a program of internal audits to assist the Audit Committee and management in their evaluation of the Company's internal controls. The internal audit function primarily reports to the chairman of the Audit Committee. Mr. Michener provides management support to the internal audit function. Other 2009 goals were to obtain the shareholder and regulatory approvals to close the AGMH acquisition, complete the human resource integration of AGMH into the Company and obtain shareholder approval of amendments to the LTIP and ESPP.

Mr. Mills Management of the Company's financial reporting, financial management and corporate administration support units. The financial reporting function is responsible for producing accurate and timely financial reports in compliance with SEC and other legal and regulatory

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requirements. The financial management function is responsible for developing internal business plans and budgets as well as management of rating agency and treasury functions. Corporate administration provides real estate, office and other administrative support to the Company's operating and support units. Other 2009 performance goals were to obtain financing for the AGMH acquisition and manage the overall integration of AGMH into the Company.

Mr. Bailenson Management of the Company's financial reporting and establishment of the Company's GAAP and statutory accounting policies. The financial reporting function is responsible for producing accurate and timely financial reports in compliance with SEC and other legal and regulatory requirements. Other 2009 goals were the preparation of all financial statements necessary for the acquisition of AGMH and reporting the Company's financial results after the acquisition of AGMH.

The difficulty of achieving each component of the Company performance goals and other individual performance goals varied. In the aggregate, the Compensation Committee viewed the Company performance goals and other individual performance goals as significant, but attainable, challenges for the CEO and the other executive officers.

*Prior Compensation Decisions* The Compensation Committee annually reviews executive employment agreements, current compensation, retirement balances, prior equity grants, change of control benefits and perquisites. The Compensation Committee reviews tally sheets for each executive officer, the purpose of which is to show the total dollar value of the executive's annual compensation. This includes an executive's salary, annual cash bonus, equity-based compensation, retirement plans and perquisites and other compensation. The tally sheet also shows holdings of common shares and current market value under prior equity-based compensation awards. The Compensation Committee uses tally sheets to estimate the total annual compensation of the named executive officers, and provide perspective on the named executive officers' wealth accumulation from our compensation programs.

*Benchmarking* The Compensation Committee designated a 2009 compensation peer group of Allied World Assurance Company Holdings, LTD, Ambac Financial Group, Inc., Arch Capital Group Ltd., Axis Capital Holdings Limited, Everest Re Group, Ltd., Franklin Resources Inc., Invesco Ltd., Jefferies Group Inc., KBW, Inc., Legg Mason Inc., Max Capital Group Ltd., MBIA Inc., MGIC Investment Corporation, Partner Re Ltd., Platinum Underwriters Holdings, Ltd., Radian Group Inc., Raymond James Financial, Inc., Renaissance Re Holdings Ltd. and XL Capital Ltd., which we refer to as our peer group. Based on advice from Cook, our peer group was substantially expanded from prior years to reflect the changes in the financial guaranty industry. According to Cook, aggregate equity grants tend to be similar among broader groups of companies that have similarities in size, Bermuda location, business and structure. The larger group provides more data for comparison purposes than the peer group of financial guaranty companies used by the Company in prior years.

Cook met with members of the Compensation Committee and the Chairman of the Board in December 2009 and February 2010 to review peer group information and executive compensation trends. The Compensation Committee compared the Company's executive compensation to the executive compensation at the peer group using 2008 data, the most recent data available. The Company's 2008 net income and market capitalization fell between the median and the 75th percentile of the peer group and revenue, total assets and number of employees were below the 25th percentile of the peer group. The Company's assets at September 30, 2009 would have put it close the 75th percentile of the peer group.

Cook compared the Company's historic share dilution and market value transfers of long-term incentive compensation calculations of equity to those of the peer group. At the time it considers annual executive compensation awards, the Compensation Committee compares the Company's current year performance to the performance of the compensation peer group. At the same time, the committee compares the Company's executive compensation to the prior year's (the most recent available data) executive compensation of the peer group. For executive officers other than the CEO,

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the Compensation Committee compares the Company's 2nd through 5th highest paid executive officers to the 2nd through 5th highest paid executive officers of the peer group. These comparisons may be less useful than the CEO comparison because of different position responsibilities at different companies. In aggregate our executive officers' 2008 total compensation falls between the median and the 75th percentile of the peer group. The Compensation Committee does not set executive compensation by targeting any percentile of the compensation peer group. The Compensation Committee determines if its decisions are generally consistent with the peer group, taking into account factors such as age of the information, relative performance and market conditions. In addition, a majority of the peer group now consists of non-financial guaranty companies. As a result, the Compensation Committee gave less weight to comparison of the Company's compensation to the peer group than in prior years. Later in 2010, the Compensation Committee will compare its 2009 executive compensation decisions to the compensation peer group using more current data from SEC filings and will take that comparison into account for making future compensation decisions.

*Annual Performance Review* The Compensation Committee, with input from the other independent directors, reviews the financial performance of the Company compared to its annual business plan and the progress the Company is making toward achieving its key strategic objectives.

The Compensation Committee, with input from the other independent directors, uses its judgment to evaluate the degree to which each executive officer has met or exceeded his performance goals based on the following:

The level of achievement of the financial management performance goals.

In the case of the CEO, the level of achievement of the non-financial management performance goals.

In the case of the other executive officers, the CEO's evaluation of their performance.

In the case of the Chief Financial Officer and the Chief Accounting Officer, the Audit Committee Chairman's evaluation of their individual performance.

Other Company information, such as stock performance.

External information, such as competitor performance.

The results achieved in dealing with unanticipated problems and opportunities.

Taking these factors into account, the Compensation Committee uses its judgment to adjust variable compensation to reflect Company and individual performance. The Compensation Committee believes this process is an effective method of tying compensation to performance. For more details about our approach in this regard, see the discussion under the headings "U.S. Internal Revenue Code Section 162(m) Requirements and Performance-Based Compensation" and "2009 Performance and Compensation Decisions."

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The table below shows the results of the 2009 financial management performance goals;

Performance Measures	2009 Financial Management Performance	
	Goals	2009 Results
Operating income	\$251.3 million	\$316.7 million
Operating book value per share	\$28.13	\$22.49
Adjusted book value per share	\$46.67	\$48.40
Operating earnings per diluted share	\$ 2.76	\$ 2.45
Operating ROE	9.9%	9.8%
Expense ratio	38.2%	19.7%
Direct PVP	\$488.8 million	\$549.4 million
Reinsurance PVP	\$ 34.5 million	\$ 90.8 million

The shortfall in operating book value and operating earnings per diluted share was primarily due to higher than expected losses on insured real-estate mortgage-backed securities, which we refer to as RMBS, and the issuance of common shares at prices below book value to finance the AGMH acquisition and to support the Company's financial strength ratings. The AGMH purchase price was also at a significant discount to book value and accretive to AGL's earnings. Operating income was 325% above our 2009 goal while operating ROE was only slightly below the 2009 goal due to common share issuance in 2009. All other 2009 performance goals were achieved at levels substantially better than planned. The Company's U.S. direct public finance PVP increased from \$431.6 million in 2008 to \$523.5 million in 2009, a 21% increase.

In July 2009 the Company completed its acquisition of AGMH. The acquisition was complex and required numerous approvals from our shareholders, regulators and rating agencies. Negotiation of complex security arrangements and guaranties from the governments of France and Belgium were required to protect the Company from AGMH's former financial products business, which was not acquired by the Company. The acquisition was also successfully financed by an offering of common stock and equity units in June 2009. The company has substantially completed the integration of AGMH, which prior to the acquisition was approximate twice as large as the Company. The AGMH acquisition is expected to significantly improve the Company's revenue, operating income, return on equity and management depth. As a result of the AGMH acquisition, total revenues included in operating income increased from \$498.6 million in 2008 to \$1.182 billion in 2009, an approximately 137% increase. The investment portfolio at December 31, 2009 also increased to \$10.808 billion from \$3.631 billion at December 31, 2008. The Compensation Committee also believes the AGMH acquisition was instrumental in AGC maintaining a Moody's rating in the Aa category.

The credit markets in which the Company operates continued to be very challenging in 2009. In particular, many residential mortgage transactions guaranteed by the Company in 2007 and prior years continue to perform poorly. In addition, in 2009, the three major rating agencies became more pessimistic about the future performance of residential mortgage markets. As a result, in May 2009, Moody's put AGC, AGM and AG Re on credit review for possible downgrade. In July 2009, after the closing of the AGMH acquisition, Standard & Poor's reaffirmed the AAA ratings of AGC and AGM; the outlook for both companies was changed to negative. In October 2009 Fitch Ratings downgraded AGC to AA- and AGM to AA. In November 2009, Moody's confirmed AGM's rating of Aa3 (negative outlook) and downgraded AGC to Aa3 and AG Re to A1, but both AGC and AG Re remained under review for possible downgrade. Finally, in December 2009, after the Company substantially strengthened the capital position of AGC, Moody's confirmed the Aa3 (negative outlook) of AGC and the A1 (negative outlook) of AG Re. At year end 2009, AGC and AGM were higher rated than any financial guaranty insurer except Berkshire Hathaway Assurance Corporation. On February 24, 2010,

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the Company announced that, at its own request, it will no longer carry Fitch ratings. The Company's high ratings permitted it to continue writing substantial amounts of new business in 2009.

The Compensation Committee also views the Company's 2009 performance as substantially better than its competitors. At the end of 2009, the Company was the only financial guaranty insurer actively writing insurance. In 2009, the Company insured approximately 8.5% of U.S public finance newly issue debt. The committee also noted that the Company's stock price increased by approximately 91% in 2009 and that its 2009 total stock performance exceeded the 75<sup>th</sup> percentile of the peer group.

The Compensation Committee views the Company's overall 2009 performance as very strong. Most financial management performance goals were achieved in very difficult market conditions. While the Company did not achieve its goal to maintain its financial ratings as of year end 2008, it was able to maintain very strong ratings, including the AAA S&P rating and the Aa3 Moody's rating for AGC and AGM. These ratings allowed the Company to continue writing a substantial level of public finance insurance. Given conditions in the credit and financial markets in 2009, the Compensation Committee views the maintaining of the Company's strong financial ratings as significant accomplishments by the CEO and the management team. The Compensation Committee also views the closing of the AGMH acquisition agreement and the related financing arrangements as significant accomplishments by the CEO and the management team. The AGMH acquisition has substantially improved the Company's strategic position and financial results.

*Individual Compensation Analysis*

The Compensation Committee does not take a formulaic approach to determining percentage increases and decreases in executive officer compensation and there are no specific weightings assigned to any of the financial or non-financial performance goals. Rather, the Compensation Committee evaluates the performance of each executive officer in reference to each of the performance goals applicable to such individual to determine the appropriate compensation level for that person. In its evaluation of 2009 performance and compensation the Compensation Committee also reviewed the Company's 2007 and 2008 performance and the variable compensation granted for 2007 and 2008 performance. The committee views 2009 performance as more comparable to the Company's high performance in 2007 than the mixed 2008 performance. As a result of the Company's 2009 performance the Compensation Committee increased executive officer cash bonuses and long-term compensation awarded for 2009 performance. The Compensation Committee views approximately one-third of the executive officers' cash bonus and long-term incentive grants as reward for the extraordinary efforts to complete the acquisition and integration of AGMH. The additional considerations taken into account with respect to each executive officer are described below.

**Dominic J. Frederico.** The Compensation Committee noted the substantial increase in operating income, the successful raising of equity capital, the purchase and integration of AGMH and the continued generation of new business in 2009. The Compensation Committee also noted the shortfall in the operating book value per share and operating earnings per share financial management performance goals. The Compensation Committee believes these were primarily the result of higher than expected losses on RMBS transactions written in prior years, and as a result of issuing common shares to finance the AGMH acquisition and to support the Company's ratings. With respect to the RMBS losses, Mr. Frederico has strengthened the Company's credit, surveillance and workout functions to help minimize future losses. The Compensation Committee believes that the issuance of common shares and convertible equity units to finance the purchase of AGMH substantially benefited the Company since the AGMH purchase price was a substantial discount to its book value. The Compensation Committee credits Mr. Frederico for having achieved the other financial management performance goals in difficult market conditions. Mr. Frederico provided strong strategy and leadership by completing the AGMH transaction, integrating AGMH into the Company and maintaining strong financial ratings. Despite the Moody's downgrade of AGC, at the end of 2009 the Company was the only financial guaranty company actively writing new issue business. During 2009 the Company



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substantially reduced its exposure to additional termination events under certain credit derivative contracts and wrote primarily U.S. public finance insurance. As a result, the Compensation Committee believes Mr. Frederico achieved his credit quality and enterprise risk goals for 2009. The Compensation Committee noted that the management team was strengthened in 2009 by the addition of Mr. McCarthy and other former AGMH executives. As a result, the Compensation Committee believes that Mr. Frederico achieved his management development and succession planning goal for 2009.

Mr. Frederico's cash bonus for 2009 performance was approximately 17% higher than his cash bonus for 2007 performance and 86% higher than his cash bonus for 2008 performance. Mr. Frederico's long-term incentive awards for 2009 performance were approximately 24% higher than his long-term-incentive awards for 2007 performance and 59% higher than his long-term incentive awards for 2008 performance. Mr. Frederico's total direct compensation (salary and variable compensation) for 2009 would be the third highest if compared to the 2008 total direct compensation of his comparable position at the peer group. Mr. Frederico's annual salary was increased to \$900,000 at the time of the AGMH acquisition to reflect his increased responsibilities. His salary is unchanged for 2010.

**Séan McCarthy.** After joining the Company in July, Mr. McCarthy assisted Mr. Frederico in achieving the management performance goals. In addition, the financial guaranty direct segment exceeded its new business goal in difficult market conditions. The Compensation Committee recognized that public finance business was approximately 95% of new business production. Public finance business is generally viewed as lower risk business with premiums paid up front. Up front premiums allow the Company to invest unearned premiums and earn additional investment income. As a result, Mr. McCarthy's cash bonus for 2009 was \$2.0 million and his long-term incentive awards were approximately \$2.25 million. Mr. McCarthy's total direct compensation (salary and variable compensation) for 2009 would be the fourth highest if compared to the 2008 total direct compensation of his comparable position at the peer group. Mr. McCarthy's salary was set in his July 2009 employment agreement and is unchanged for 2010.

**James M. Michener.** All legal, human resources and internal audit functions performed well in 2009. This included the successful resolution of a mortgage guaranty reinsurance dispute. In addition, Mr. Michener made a significant contribution to completing the AGMH acquisition and completing the human resources integration of AGMH into the Company. As a result, Mr. Michener's cash bonus for 2009 performance was approximately 47% higher than his cash bonus for 2007 performance and 92% higher than his cash bonus for 2008 performance. Mr. Michener's long-term incentive awards for 2009 performance were approximately 114% higher than his long-term-incentive awards for 2007 performance and 78% higher than his long-term incentive awards for 2008 performance. Mr. Michener's total direct compensation (salary and variable compensation) for 2009 would be the fourth highest if compared to the 2008 total direct compensation of his comparable position at the peer group. In light of Mr. Michener's salary and responsibilities compared to other officers, Mr. Michener's salary was increased to \$450,000 for 2010.

**Robert B. Mills.** All finance and corporate administration functions performed well in 2009. This included the successful financing of the AGMH acquisition and capital raising in December 2009. In addition, Mr. Mills managed the overall integration of AGMH into the Company. As a result, Mr. Mills' cash bonus for 2009 performance was approximately 11% higher than his cash bonus for 2007 performance and 150% higher than his cash bonus for 2008 performance. Mr. Mills' long-term incentive awards for 2009 performance were approximately 30% higher than