

**NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE OF THE BOARD OF DIRECTORS OF ASSURANT, INC.  
CHARTER**

I. PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) shall provide assistance to the Board of Directors (the “Board”) of Assurant, Inc. (the “Company”) in fulfilling its responsibility to the shareholders, potential shareholders and investment community by:

- A. Identifying individuals qualified to become directors, consistent with criteria approved by the Board, and selecting, or recommending that the Board select, the candidates for all directorships to be filled by the Board or by the shareholders;
- B. Developing and recommending to the Board a set of corporate governance principles applicable to the corporation;
- C. Evaluating annually the performance of each committee of the Board and recommending to the Board the creation or elimination of Board standing or special committees and the establishment of membership of such committees;
- D. Developing director responsibilities, orientation, and continuing education programs, as necessary or appropriate;
- E. Overseeing the evaluation of the Board and management;
- F. Overseeing the management continuity planning process and recommending to the Board of Directors candidates to occupy management positions; and
- G. Otherwise taking a leadership role in shaping the corporate governance of the corporation.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall be comprised of three or more members of the Board. Each member of the Committee shall be a director who is determined by the Board of Directors to be “independent” under the rules of the New York Stock Exchange and shall meet any other standards of independence as prescribed for purposes of any federal securities laws or other laws relating to the duties and responsibilities of the Committee.

Appointment and Removal

The members of the Committee shall be appointed by the Board upon the recommendation of the Committee and shall serve until such member's successor is duly qualified and elected or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

#### Chair

The Chair of the Committee shall be elected by the Board. The Chair will chair all regular sessions of the Committee and set the agendas for Committee meetings.

#### Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

### III. MEETINGS

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Chair of the Board or any member of the Committee may call meetings of the Committee. . At any meeting of the Committee, the presence of a majority of its members then in office shall constitute a quorum for the transaction of business; and the act of a majority of its members present at a meeting at which a quorum is present shall be the act of the Committee. . Minutes of all meetings of the Committee shall be kept.

All non-management directors who are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, member of management of the corporation and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

### IV. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in Section I of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the sole authority to retain outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention.

### Board Selection, Composition and Evaluation

1. Establish criteria for the selection of new directors to serve on the Board.
2. Identify individuals believed to be qualified as candidates to serve on the Board and select, or recommend that the Board select, the candidates for all directorships to be filled by the Board or by the shareholders at an annual or special meeting. In identifying candidates for membership on the Board, the Committee shall take into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills, diversity and the extent to which the candidate would fill a present need on the Board.
3. Review and make recommendations to the full Board, or determine, whether members of the Board should stand for re-election. Consider matters relating to the retirement of Board members, including term limits or age caps, if any.
4. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates. In that connection, the Committee shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the corporation, including sole authority to approve the fees payable to such search firm and any other terms of retention.
5. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers.
6. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
7. Develop and oversee (with the assistance of the Chair of the Board and Secretary) an orientation program for all newly elected directors and continuing education program for all directors in order to ensure that the directors are fully informed as to their responsibilities and the means at their disposal for the effective fulfillment of those responsibilities.
8. Oversee evaluation of, at least annually, and as circumstances otherwise dictate, the Board and management.

### Committee Selection, Composition and Evaluation

9. Recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and

where appropriate, make recommendations regarding the removal of any member of any committee.

10. Recommend members of the Board to serve as the Chair of the committees of the Board.
11. Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any Board committee.
12. Periodically review the charter, composition and performance of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of Board committees.

#### Corporate Governance

13. Consider the adequacy of the certificate of incorporation and by-laws of the corporation and recommend to the Board, as conditions dictate, that it amend the by-laws or propose amendments to the by-laws or certificate of incorporation for consideration by the shareholders.
14. Develop and recommend to the Board a set of corporate governance principles and keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate.
15. Consider policies relating to meetings of the Board. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.

#### Continuity / Succession Planning Process

16. Oversee and approve the management continuity planning process. Review and evaluate the succession plans relating to the Chief Executive Officer (the "CEO") and other executive officer positions, make recommendations to the Board with respect to the selection of the CEO and provide input to the CEO on selection of other executive officers.

#### Diversity

17. Review the Company's policy on diversity, evaluate its implementation by the management of the Company, and make recommendations to the Board regarding the

Company's efforts to promote diversity among directors, officers, employees and advisors.

### Reports

18. Report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's fulfillment of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make such report.
19. Maintain minutes or other records of meetings and activities of the Committee.

### Advisors

20. The Committee shall have the authority to retain outside legal, accounting or other advisors as deemed necessary or appropriate in the performance of its duties, including the authority to approve the fees payable to such advisors and any other terms of retention.

### V. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or advisable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate. Additionally, the Committee shall evaluate the periodic review process undertaken by the other Board committees and recommend applicable procedures and/or documentation.