

**COMPENSATION COMMITTEE**  
**OF THE BOARD OF DIRECTORS OF ASSURANT, INC.**  
**CHARTER**

**A. PURPOSE**

The Compensation Committee (the "Committee") shall:

1. Advise and assist the Board of Directors (the "Board") of Assurant, Inc. (the "Company") in fulfilling its responsibility with respect to the oversight of the Company's compensation programs and compensation of the Company's executives; and
2. Produce an annual report on executive compensation for inclusion in the Company's annual proxy statement, in accordance with applicable rules and regulations of the New York Stock Exchange, Inc. (the "NYSE"), Securities and Exchange Commission (the "SEC") and other regulatory bodies.

**B. 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 to be "independent" under the rules of the NYSE 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. The Board must consider all factors specifically relevant to determining whether a director has a relationship with the Company which is material to such director's ability to be independent from management in connection with the duties of a Committee member, including, but not limited to: (1) sources of compensation of such director, including any consulting, advisory or other compensatory fees paid by the Company to such director and (2) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company. Additionally, no director may serve unless he or she (1) is a "Non-employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (2) satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code.

Appointment and Removal

The members of the Committee shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance 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.

Chair

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

### Delegation of Responsibilities

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee. Under a standing resolution, the Board (including Compensation Committee members) has authorized the Company's Chief Executive Officer (the "CEO"), as a subcommittee of the Board, to grant equity awards based on Company common stock to non-executive officers and employees, and such authority has been narrowly defined to cover a certain incentive or equity-based plan of the Company, and the authority granted is with regard to a specified number or amount of awards. The Committee periodically reviews the awards granted by the Chief Executive Officer pursuant to such authority.

In the event that Committee action is required prior to the next scheduled meeting of the Committee, the Chair of the Committee is authorized to take such action, provided that such action (1) is consistent with the Committee's charter and the Company's Corporate Governance Guidelines and (2) does not directly involve an executive officer of the Company subject to Section 16 of the Securities Exchange Act of 1934. The Chair of the Committee shall report such action to the Committee at its next regularly scheduled meeting.

### C. 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.

As part of its review and establishment of the performance criteria and compensation of designated key executives, the Committee should meet separately at least on an annual basis with the CEO, the Company's principal human resources executive, and any other corporate officers, as it deems appropriate. However, the Committee should meet regularly without such officers present, and in all cases such officers shall not be present at meetings at which their performance and compensation are being discussed and determined.

The Committee may invite to its meetings any director, member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities.

### D. ROLES AND RESPONSIBILITIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in 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 this Charter.

The Committee's duties shall include the following:



1. Review and oversee the overall compensation philosophy of the Company.
2. Review and approve corporate goals and objectives relevant to CEO compensation, including annual performance objectives.
3. Together with the Chair of the Board and the Nominating and Corporate Governance Committee, evaluate the performance of the CEO in light of such goals and objectives and, as a committee and based on such evaluation, review and approve the annual salary, bonus, stock options and other benefits, direct and indirect, of the CEO.
4. Annually review and approve non-CEO executive officer compensation (including annual performance objectives) after having received and considered the recommendations of the CEO.
5. In connection with executive compensation programs:
  - a. Review and recommend to the full Board, or approve, executive compensation programs;
  - b. Review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s);
  - c. Oversee management's efforts to ensure that the Company's compensation programs do not encourage excessive or inappropriate risk-taking;
  - d. Establish and periodically review policies for the administration of executive compensation programs; and
  - e. Take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.
6. Review and approve, subject to the Assurant Related Person Transactions Policy and Procedure, any contracts or other transactions with executive officers of the Company, including consulting arrangements, employment contracts, severance or termination arrangements.
7. Review and make recommendations to the full Board regarding the form and amount of director compensation.
8. Review and make recommendations to the full Board with respect to the Company's incentive-compensation plans and equity-based incentive plans that are subject to Board approval; with respect to the Company's equity-based incentive plans, review and approve all awards granted thereunder, to the extent such authority is not otherwise delegated.
9. Review stock ownership guidelines for the Board and certain officers.
10. Oversee the Company's retirement, savings, health and other benefit plans.
11. Prepare a compensation committee report on executive compensation as required by the SEC to be included in the Company's annual proxy statement or Form 10-K, and review and discuss the Company's Compensation and Disclosure Analysis ("CD&A") as required by SEC rules with management and provide a recommendation to the Company's Board regarding the inclusion of the CD&A within the Company's proxy

statement or Form 10-K, as applicable.

12. Report regularly to the Board (a) following meetings of the Committee, (b) with respect to such other matters as are relevant to the Committee's fulfillment of its responsibilities and (c) 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.
13. Maintain minutes or other records of meetings and activities of the Committee.
14. Retain or obtain, in its sole discretion, the advice of an independent compensation consultant, independent legal counsel or other adviser.
15. Other Responsibilities
  - a. The Committee, in discharging its role, is empowered to study or investigate any matter of interest or concern that the Committee deems necessary or appropriate. In this regard, the Committee shall have the authority to retain outside legal, accounting or other advisers for this purpose, including the authority to approve the fees payable to such advisers and any other terms of retention. The Committee may select such counsel or receive advice from any other adviser, only after taking into consideration all factors relevant to that person's independence from management, including those independence factors enumerated by the rules of the NYSE.
  - b. 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. In addition, the Committee shall review and evaluate, at least annually, the performance of the Committee and its members, including by reviewing the compliance of the Committee with this charter.