



Director Independence Standards

Pursuant to the rules of the New York Stock Exchange, the Board of Directors of Assurant, Inc. ("Assurant") must make an affirmative determination that a director has no material relationship with Assurant (either directly or as a partner, stockholder or officer of an organization that has a relationship with Assurant). The standards listed below are to assist the Board in making determinations of independence.

Board of Directors

- i. A director who is an employee, or whose immediate family member¹ is an executive officer, of Assurant cannot be independent until three years after the end of such employment relationship.
- ii. A director who receives, or whose immediate family member receives, more than \$120,000 per year in direct compensation² from Assurant, cannot be independent until three years after he or she, or the family member, ceases to receive more than \$120,000 per year.
- iii. A director who is a current partner or employee of a present internal or external auditor of Assurant is not independent.
- iv. A director whose immediate family member is a current partner of a present internal or external auditor of Assurant, or whose immediate family member is a current employee of a present internal or external auditor of Assurant and personally works on Assurant's audit, is not independent.
- v. A director or a director's immediate family member who was a partner or employee of a present or former internal or external auditor of Assurant and personally worked on Assurant's audit cannot be independent until three years after the end of the affiliation or the employment or auditing relationship.
- vi. A director is not independent if he, she or a member of his or her immediate family is, or in the past three years has been, employed as an executive officer of another company where any of Assurant's present executives serve on the compensation committee of the other company.
- vii. A director who is an executive officer or employee of, or whose immediate family member is an executive officer of, another company that makes payments to or receives payments from Assurant for property or services in an amount that in any single fiscal year exceeds the greater of \$1 million or 2% of the other company's consolidated gross revenues, is not independent until 3 years after falling below such threshold.

Audit Committee of the Board of Directors

In addition to satisfying the independence standards set forth above, a director must satisfy the requirements of the of Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") in order to serve on the Audit Committee of the Board of Directors. In order to satisfy the requirements of Exchange Act Rule 10A-3(b)(1):

- i. The director must not accept directly or indirectly (as a partner, member, executive officer, or occupant of a similar position in an organization) any consulting, advisory or other compensatory fees from Assurant,³ and
- ii. The director must not be an affiliated person of Assurant or any of its subsidiaries.⁴

Compensation Committee of the Board of Directors

In addition to satisfying the independence standards set forth above, a director must satisfy the requirements of Section 16 of the Exchange Act and the rules promulgated there under, as well as the requirements of Rule 162(m) under the Internal Revenue Code of 1986, as amended, in order to serve on the Compensation Committee of the Board of Directors.

The Board of Directors must also consider all factors specifically relevant to determining whether a director has a relationship with Assurant which is material to such director's ability to be independent from management in connection with the duties of a Compensation Committee member, including, but not limited to: (i) sources of compensation of such director, including any consulting, advisory or other compensatory fees paid by Assurant to such director and (ii) whether such director is affiliated with Assurant, a subsidiary of Assurant or an affiliate of a subsidiary of Assurant.

¹ An immediate family member includes a person's spouse, parents, children, siblings, parents-in-law, children-in-law, siblings-in-law, and any other non-domestic employees sharing the director's home.

² Fees for service as a director or committee member, as well as pension or other deferred compensation payments for prior

service (provided such payments are not contingent on continued service), are excluded from the calculation of direct compensation.

³Excludes (i) fees for services as a director or committee member, or (ii) fixed amounts of compensation received as compensation under a retirement plan (including deferred compensation) for prior service with Assurant, so long as such compensation is not contingent in any way on continued service. Disqualifying fees include fees for accounting, consulting, legal, investment banking or financial advisory services.

⁴Affiliate is defined as a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified. A person will be deemed not to be in control of a specified person if the person (i) is not the beneficial owner, directly or indirectly, of more than 10% of any class of voting equity securities of the specified person, and (ii) is not an executive officer of the specified person.

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