AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS OF ASSURANT, INC.
CHARTER

A. PURPOSE

The Audit 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 its oversight of:

   a. The integrity of the Company's quarterly and annual financial statements.

   b. The Company's compliance with legal and regulatory requirements.

   c. The independent auditors' qualifications and independence.

   d. The performance of the Company's internal audit function and independent auditors.

2. Oversee the preparation of the report required by Item 407(d)(3)(i) of Regulation S-K under the Securities Exchange Act of 1934, as amended, to be included in the Company's annual proxy statement.

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 New York Stock Exchange (the "NYSE"), the Sarbanes-Oxley Act of 2002, the rules and regulations of the Securities and Exchange Commission (the "SEC"), the Company's corporate governance guidelines and any applicable laws.

No member of the Committee may serve on the audit committees of more than three public companies, including the Company, unless the Board (a) determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and (b) discloses such determination in the Company's annual proxy statement.

All members shall, in the judgment of the Board, be financially literate (or become financially literate within a reasonable period after his or her appointment). At least one member must, in the judgment of the Board, be an "audit committee financial expert" as such term is defined by Regulation S-K, and at least one member (who may also serve as the audit committee financial expert) must, in the judgment of the Board, have accounting or related financial management expertise in accordance with the NYSE listing standards.

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 designated by the Board based on the recommendation of the Nominating and Corporate Governance Committee. The Chair of the Committee will chair and set the agendas for all Committee meetings.

Authority and Delegation to Subcommittees

While acting within the scope of its stated purpose, the Committee shall have all of the authority of the Board. The Committee shall be given full access to the Company's internal auditors, Board, management and other employees as necessary to carry out its responsibilities. The Committee may, in its sole discretion and as it determines necessary to carry out its duties, engage, retain and obtain the advice of independent legal counsel, accounting or other advisors. The Committee shall be directly responsible for the appointment, retention, compensation and oversight of the work of any such advisor. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to such advisors, including the independent auditor, and for ordinary administrative expenses that are necessary or appropriate to carry out the Committee's responsibilities, in accordance with the rules and regulations of the SEC.

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee as permitted by NYSE rules and any applicable laws.

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. Committee members may attend meetings in person, telephonically, virtually (via video conference), or via similar communications arrangements that enable all persons participating in the meeting to hear each other. The Committee may also take action by unanimous written consent. Minutes of all meetings of the Committee shall be kept.

The Committee shall meet with the independent auditors and management quarterly to review the Company's financial statements in a manner consistent with this Charter. The Committee shall periodically meet separately with management, the internal auditors and the independent auditors. The internal and independent auditors should be invited to make presentations to the Committee as appropriate. 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.

C. RESPONSIBILITIES

The Committee is responsible for the following matters. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time, and may carry out any other responsibilities and duties the Committee deems appropriate.

Notwithstanding the foregoing, the Committee shall not be responsible for planning or conducting audits, preparing or certifying the Company's financial statements, or guaranteeing the independent auditors' report. The fundamental responsibility for the Company's financial statements and disclosures rests with management.

1. Internal Control and Risk Management

    a. Discuss the Company's policies with respect to risk assessment and risk management, including the guidelines and policies that govern the process by which risk assessment and risk management are undertaken, and coordinate with the Finance and Risk Committee with respect to Board oversight of risk management and enterprise risk management activities.

    b. Evaluate whether management is setting the appropriate "control culture" by communicating the importance of internal control and risk management.

c. Evaluate the results of the assessments regarding the quality of internal control by management and internal auditors.

d. Discuss with independent auditors any significant matters regarding internal control over financial reporting that have come to their attention during the conduct of their audit.

2. Financial Reporting

General

a. In consultation with the independent auditors, management and the internal auditors, review the integrity of the Company's financial reporting processes, both internal and external. In connection therewith, the Committee should obtain and discuss with management and the independent auditors reports from management and the independent auditors regarding: (1) all critical accounting policies and practices to be used by the Company; (2) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including all significant alternative treatments of financial information within generally accepted accounting principles that have been discussed with the Company's management, the ramifications of the use of the alternative disclosures and treatments, and the treatment preferred by the independent auditor; (3) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; (4) major issues as to the adequacy of the Company's internal controls and any specific audit steps adopted in light of material control deficiencies; and (5) any other material written communications between the independent auditors and the Company's management.

b. Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, off-balance sheet structures and complex and unusual transactions, and understand their impact on the financial statements of the Company.

c. Review with the independent auditors: (1) any audit problems or other difficulties encountered by the independent auditors in the course of the audit process, including any restrictions on the scope of the independent auditors' activities or on access to requested information, and any significant disagreements with management and (2) management's responses to such matters. Without excluding other possibilities, the Committee may wish to

review with the independent auditors: (3) any accounting adjustments that were noted or proposed by the auditors but were "passed" (as immaterial or otherwise), (4) significant consultation, on matters that otherwise are required to be disclosed to the Committee, made with the independent auditors' national office, and (5) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to the Company.

Annual and Quarterly Financial Statements

d. Review with management and the independent auditors prior to public dissemination the Company's annual audited financial statements and quarterly financial statements, including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations".

e. Discuss with the independent auditors the matters required to be discussed by the rules of the Public Company Accounting Oversight Board.

f. Discuss with management and the independent auditors the Company's earnings press releases (paying particular attention to the use of any "pro forma" or "adjusted" non-GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee's discussion in this regard may be general in nature (i.e., discussion of the types of information to be disclosed and the type of presentation to be made) and need not take place in advance of each earnings release or each instance in which the Company may provide earnings guidance.

g. Review management's explanations of any identified differences not recorded.

3. Internal Audit

a. Review and approve the charter for the internal audit department and the organizational structure and activities of the internal auditors.

b. Review the qualifications of internal audit personnel, and concur in the appointment and related compensation, replacement, reassignment or dismissal of the chief audit executive.

c. Annually review the performance of the chief audit executive and concur in any related compensation changes.

d. Review the effectiveness and efficiency of the internal audit function and any significant difficulties, disagreements with management, or scope restrictions encountered.

e. Annually review the Quality Assurance and Improvement Program.

f. Review the results of the periodic external quality assessment and plans to address any identified deficiencies or improvement opportunities.

g. Approve the audit plan, scope, audit budget and resource plan, at least annually.

h. Meet separately and periodically with the internal auditors.

i. Receive confirmation that significant findings made by the internal auditors are received, appropriately escalated and discussed on a timely basis.

j. Review whether management responds to significant issues raised by the internal auditors.

4. Independent Auditors

a. Retain and terminate independent auditors and approve all audit engagement fees and terms (subject, if applicable, to shareholder ratification).

b. Inform the independent auditors performing work for the Company that they shall report directly to the Committee.

c. Directly oversee the work of the Company's independent auditors, including the resolution of any disagreement between management and the independent auditors regarding financial reporting, for the purpose of preparing or issuing an audit report or related work.

d. Approve in advance any significant audit or non-audit engagement or relationship between the Company and the independent auditors, other than "prohibited non-auditing services" (i.e., services that applicable law or regulation prohibits). The Committee delegates to its Chair the authority to approve in advance significant audit or non-audit services to be provided by the independent auditors so long as it is presented to the full Committee at a later time, in accordance with the pre-approval policies and procedures established by the Committee.

e. Review, at least annually, the qualifications, performance and independence of the independent auditors. In conducting such review, the Committee should:

i. At least annually, obtain, discuss, and review a report by the independent auditors describing: the firm's internal quality-control procedures, any material issues raised by the most recent internal quality-control review, or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues, and all relationships between the independent auditors and the Company to assess the auditors' independence.

ii. Oversee the rotation of the lead audit partner at least every five years, and periodically consider whether there should be regular rotation of the audit firm itself.

iii. Confirm with any independent auditors retained to provide audit services for any fiscal year that the lead (or coordinating) audit partner (having primary responsibility for the audit), or the audit partner responsible for reviewing the audit, has not performed non-audit services for the Company in each of the five previous fiscal years of the Company.

f. Meet separately and periodically with the independent auditors.

g. Receive confirmation that significant findings and recommendations made by the independent auditors are received and discussed on a timely basis.

h. Review whether management responds to recommendations by the independent auditors.

5. Compliance With Laws and Regulations

a. Review periodically, with the Company's counsel, any legal matter that could have a significant impact on the Company's financial statements.

b. Review the relevant findings of examinations by regulatory agencies.

c. Obtain regular updates from management and the Company's chief ethics and compliance officer regarding compliance laws and regulations.

d. Obtain regular and no less than annual reports from management regarding the effectiveness of the compliance program as well as the adequacy of resources and personnel for the compliance program.

e. Set clear hiring policies for employees or former employees of the independent auditors consistent with applicable law.

f. Establish procedures for: the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

g. Review the process for monitoring compliance with the Code of Business Conduct and Ethics and obtain regular updates.

6. External Reporting Responsibilities

   a. Oversee the preparation of the audit committee report required by the SEC to be included in the Company's annual proxy statement.

7. Annual Operating Plan

   a. Review and discuss with management the Company's preliminary annual operating plan.

8. Insurance Subsidiaries

   a. Provide oversight of the statutory accounting and financial reporting processes, the internal audit function and external audits of statutory financial statements of the insurance company subsidiaries of the Company subject to Committee oversight pursuant to the NAIC Annual Financial Reporting Model Regulation, including:

      i. Annually review and discuss with management and the independent auditors the statutory financial information and required auditors' communications.

      ii. Review and discuss with management and the independent auditors significant deficiencies or material weaknesses in internal control over statutory financial reporting and significant solvency concerns.

9. Other Responsibilities

   a. Report regularly to the Board (i) regarding each meeting of the Committee, (ii) with respect to any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors, the performance of the internal audit function or any matters that may significantly impact the financial condition or affairs of the

business, (iii) with respect to such other matters as are relevant to the Committee's fulfillment of its responsibilities and (iv) with respect to such recommendations as the Committee may deem appropriate. Reports to the Board may take the form of an oral report by the Chair of the Committee or any other member of the Committee designated by the Chair of the Committee to make such report.

b. 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.

c. 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, and report the results to the Board.