COMPENSATION AND TALENT COMMITTEE
OF THE BOARD OF DIRECTORS OF ASSURANT, INC.
CHARTER

A. PURPOSE

The Compensation and Talent Committee (the "Committee") shall assist the Board of Directors (the "Board") of Assurant, Inc. (the "Company") in fulfilling its responsibilities by:

1. Providing oversight of the Company's executive compensation plans, policies and programs, compensation of the Company's Chief Executive Officer ("CEO") and other executive officers, executive succession planning, and talent management.

2. Producing 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 (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, the rules and regulations of the SEC, the Company's corporate governance guidelines and any applicable laws. Additionally, no director may serve unless he or she is a "Non-employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

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 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, compensation consultants or other advisors. The Committee shall be directly responsible for the appointment, retention, compensation and oversight of the work of any such advisor. The Committee may select such advisors 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. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to such advisors and for ordinary administrative expenses that are necessary or appropriate to carry out the Committee's responsibilities.

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 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.

1. Compensation and Benefit Program

   a. Periodically review the overall compensation philosophy and strategy of the Company, including the appropriate peer group and target compensation positioning with respect to the executive officers.

   b. Together with the Chair of the Board, establish procedures for the evaluation of the CEO, annually review and approve corporate goals and objectives relevant to total CEO compensation, evaluate the CEO's performance in light of those goals and objectives and determine and approve the CEO's overall compensation levels based on this evaluation.

   c. Annually review and approve non-CEO executive officer total compensation based on the recommendations of the CEO and oversee their performance evaluations.

   d. Review and assess reports from management and make reports and recommendations to the Board as appropriate on the Company's culture and strategies relating to talent management including: (i) talent recruitment, retention and development; (ii) workforce inclusion; (iii) employee engagement and well-being; and (iv) employment practices, including with respect to the Company's process and analysis for assessing pay equity.

   e. Review the Company's management succession planning, including development and succession plans relating to the CEO, the executive officers and other key personnel within the Company, giving due consideration to succession in the event of incapacitation, unanticipated retirement or removal.

   f. In connection with executive compensation programs:

      i. Review and recommend to the full Board, or approve, executive compensation and benefits programs and policies generally (subject, if applicable, to stockholder approval).

      ii. 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).

iii. Oversee management's efforts to ensure that the Company's compensation programs do not encourage excessive or inappropriate risk-taking.

iv. Establish and periodically review policies for the administration of executive compensation programs.

v. Take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.

g. Review and approve, subject to the Assurant Related Person Transactions Policy and Procedure, any contracts or other transactions with executive officers, including consulting arrangements, employment contracts, severance or termination, any change in control agreements and change in control provisions affecting any elements of compensation and benefits, or other compensation arrangements.

h. Review and make recommendations to the full Board regarding the form and amount of director compensation.

i. Oversee the Company's incentive-based and equity-based plans and retirement, savings, health and other benefit plans to the extent authority is not otherwise delegated.

2. Compliance and Governance

a. Administer the Company's Stock Ownership Guidelines and review compliance of the Board and certain officers with the guidelines.

b. Administer the Company's Compensation Clawback Policy.

c. 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.

3. Other Responsibilities

   a. Report regularly to the Board (i) regarding each meeting 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. 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.