

Assurant Employee Stock Purchase Plan



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This summary highlights some of the features of the Assurant Employee Stock Purchase Plan (the "Plan"). It is not meant to be a complete description of the Plan. In the event of a conflict between the provisions in this summary and the Plan, the Plan will govern. While the company intends to continue the benefits described in this summary, it reserves the right to change or terminate them at its sole discretion. Access your country specific ESPP Prospectus for full details.

Key Differences by Country *Aside from this chart, the remainder of this brochure applies to employees in all countries, except where otherwise* noted. Note: If not listed below, ESPP is not available in that country.

Employees working in:	U.S.	UK	Australia, Brazil, Canada, Chile, Germany, Italy, Mexico, Netherlands, Puerto Rico, Spain
Eligibility for Enrollment		!	, , , , , , , , , , , , , , , , , , ,
You are regularly scheduled to work at least 20 hours per week and at least five months per year	✓		√
You have been continuously employed for at least six months by the start of the offering period	✓	✓	✓
You are not a temporary employee	✓		✓
You have not been on a leave of absence for more than 90 days immediately preceding the offering period	✓		
ESPP enrollment / withdrawal		r Withdraw in MyHR. <u>#AskERINfirst</u> for any questions or contact our local payroll to inquire about your withdrawal refund.	
Impact of going on a leave of absence during the offering period	Deductions continue to be taken from your paycheck for the first 90 days. If your leave lasts longer than 90 days, you will not be eligible to contribute to the ESPP and the contributions deducted from your pay during the offering period will be refunded to you in your paycheck, without interest, as soon as administratively feasible.	You'll continue to <i>participate</i> in the ESPP while on a leave of absence. If no longer paid, any contributions you did make will be used to purchase shares at end of offering period.	
If you wish to continue participating upon returning from a leave of absence, do you need to make an election to participate in the next offering period?	Yes	No	
Where to access the prospectus	Available on Connect: <u>U.S. Prospectus</u>	Contact your local People Organization representative for a copy.	
Personal identifier to use when calling Morgan Stanley	Social Security Number	Global ID (<i>Viewable in MyHR under Other IDs)</i>	
If you hit the \$7,500 limit, do your contributions automatically stop?	Yes	No (Excess contributions over \$7,500 are refunded)	
If you previously hit the \$7,500 limit, do you need to make a new election to participate in the next offering period?	No		

Employee Stock Purchase Plan - An Overview

The Assurant Employee Stock Purchase Plan (ESPP) is a benefit program that allows you to buy shares of Assurant stock at least at a 10% discount with funds you contribute through after-tax payroll deductions. Owning Assurant stock allows you to participate in the financial performance of the company.

Participation in the ESPP is entirely voluntary. Stock ownership has certain risks and may not be a wise investment for you. Please consult a financial adviser to ensure that participating in the ESPP is appropriate for your individual situation and investment risk profile.

Understanding How the ESPP Works

Each calendar year, there are two, six-month offering periods – one that runs from January 1 through June 30 and another that runs from July 1 through December 31. Each pay period, you can contribute between 1% and 15% of your base compensation and commissions (in whole percentages) toward the purchase of Assurant stock. The maximum contribution amount is \$7,500 per offering period, for a total of \$15,000 per year. The maximum number of shares you can purchase each offering period is 5,000.

There is another limit called the \$25,000 calendar year limit, which directs that a participant may not purchase more than \$25,000 worth of stock during any calendar year. The \$25,000 worth of stock is based upon the market price of Assurant stock on the offering date. Please refer to your country specific ESPP Prospectus for additional information.

Note for U.S. employees only: If you have elected to defer a portion of your base and/or commission compensation into the Assurant Deferred Compensation Plan (ADC Plan), the amounts deferred under the ADC Plan are deducted from this compensation prior to applying the appropriate ESPP contribution percentage. In other words, amounts that are deferred in the ADC Plan are not considered "eligible compensation" for purposes of determining the amount of your ESPP deductions. Additionally, if you are active and receive distributions from the ADC Plan, these payments are also not considered part of your eligible compensation for purposes of the ESPP.

Your contributions are deducted from your pay on an after- tax basis. They accumulate, without interest, until the end of the offering period. At that time, Morgan Stanley purchases on your behalf whole and fractional shares of Assurant stock equal to the value of your accumulated contributions.

The purchase price of your shares will be 90% of the lower of:

- The closing price of Assurant stock on the offering date
 the first trading day of the offering period, and
- The closing price of Assurant stock on the purchase date
 - the last trading day of the offering period.

You must be employed on the last trading day of the offering period in order to purchase Assurant stock under the ESPP.

The following chart illustrates how the purchase price of your stock will be determined for the current offering period:

How to Determine Your Purchase Price Per Share*		
Closing Price at Offering Date	\$100	
Closing Price at Purchase Date	\$105	
Your Purchase Price	\$90 (\$100 X 90%)	

*The stock prices and the purchase price used in this example are for illustration purposes only. The actual purchase price will depend on the actual closing price of Assurant stock on the offering date and the purchase date.

Shares of stock purchased on your behalf are credited to your ESPP account. This account is a special brokerage account that is set up in your name with Morgan Stanley for ESPP shares only. The ESPP account is established when your initial shares of Assurant stock are purchased, not when your contributions are deducted from your pay. You have full ownership rights to all of the shares of stock held in your ESPP account.

Insider Trading Policy and Blackout Period

If you are a "covered person" under the company's Insider Trading Policy, you are subject to pre-clearance procedures and quarterly blackout period restrictions. Therefore, you may not enroll in the ESPP when the company is in a quarterly blackout period, and you must seek pre-clearance to enroll in the ESPP during an open period. In addition, whether or not you are a "covered person," you may not enroll at any time when you are in possession of material nonpublic information about the company.

Similarly, you may not sell your shares when the company is in a blackout period or at any time when you are in possession of material nonpublic information, and you must seek pre-clearance to sell your shares during an open period.

If you are not a "covered person," then you are not subject to these restrictions, unless you possess material nonpublic information about the company. If you are unsure whether you are a "covered person" under the company's Insider Trading Policy, email LawDepartment@assurant.com.

Note that, once you have enrolled in the ESPP and established your contribution rate, the Insider Trading Policy does not apply to automatic contributions you have elected to make to the ESPP. This means that automatic contributions you have already set up in advance can still be made even if the company is in a blackout period or you are otherwise in possession of material nonpublic information.

Enrolling or Changing Your Current Contribution Rate in the ESPP

If you want to enroll in the ESPP or change your current contribution rate, you can do so by using MyHR. Refer to the "Enrollment Instructions" section of this brochure for additional information.

Once you enroll in the ESPP, your enrollment and contribution rate remain in effect until you elect otherwise. If you do not wish to change your election, then you do not need to re-enroll in the ESPP before each offering period, though you may still receive email notifications about ESPP enrollment.

Stopping Your Payroll Contribution

You may elect to stop your contributions to the ESPP. However, you must do so at least 30 days before the end of the offering period.

To stop your contributions, go to Connect, click on the MyHR tile and log in to MyHR. Next go to your Benefits worklet in the Applications area and select "Benefits" under the Change heading. Select "Withdraw from ESPP" in the Benefit Event Type drop down menu and input today's date as the Benefit Event Date. Hit the "Submit" button to complete your transaction.

Your payroll deductions will be stopped as soon as administratively feasible. The contributions deducted during that offering period will be refunded to you in your paycheck, without interest, as soon as administratively feasible. Please contact your local payroll to inquire about your refund.

If you discontinue your contributions, you cannot reenroll during the same offering period. You must wait until the next offering period to re-enroll in the ESPP.

Effects of a Change in Employment Status on Your ESPP Participation

Leave of Absence

Refer to the "Key Differences by Country" section of this brochure to determine impact to your ESPP participation if you go on a leave of absence.

Termination

If you terminate employment and have an ESPP account with Morgan Stanley, you can:

- Keep your stock in your ESPP account with Morgan Stanley,
- Transfer your stock to another broker, or
- Sell some or all your shares of stock.

If you terminate employment before the last trading day of an offering period, the contributions deducted from your pay during that offering period will be refunded to you in your paycheck, without interest, as soon as administratively feasible.

Death

If you die and have an ESPP account with Morgan Stanley, your estate representative should contact a Morgan Stanley customer service representative for special assistance. Morgan Stanley will administer the account in accordance with applicable local laws. For additional questions, please contact Morgan Stanley.

The contributions deducted from your pay during an offering period will be refunded to your estate, without interest, as soon as administratively feasible.

Managing Your ESPP Account

After the close of each offering period, the shares you purchased will be deposited into your ESPP account with Morgan Stanley. You'll be able to access your ESPP account through Morgan Stanley's website or by calling Customer Service at 1-877-249-7857 (inside the U.S.) or 801-617-7410 (outside of the U.S.). Representatives are available Monday through Friday from 8 a.m. to 8 p.m. ET (on market days).

You may access your account online to:

- Determine the value of your ESPP account,
- · View any transaction history,
- Sell shares in your ESPP account, and
- Take advantage of many additional online features.

For employees who are purchasing shares for the first time, Morgan Stanley will send an email to your Assurant email address with details on how to register and access your ESPP account. Remember, your ESPP account is set up when the initial shares of Assurant stock are purchased, not when your contributions are deducted from your pay.

<u>US Employees:</u> When registering your Morgan Stanley account, U.S. employees will need to provide their Social Security Number.

Non-U.S. employees: When registering your Morgan Stanley account, non-U.S. employees will need to provide their Global ID. To find your Global ID go to MyHR, click your picture icon in the upper right corner, and select "View Profile". Then on the left side of the page select "Personal" and click on the "IDs" tab. Here you will see your Morgan Stanley Global ID in the "Other IDs" table at the bottom of the page.

Paying Dividends in the ESPP

While dividends are not guaranteed, if they are paid, you will receive dividends on any shares you own at the time the company declares a dividend payment on its outstanding shares of stock.

Dividends can be paid in one of two ways:

- They can automatically be reinvested in additional shares of Assurant stock, or
- They can be paid to you in cash.

Dividends automatically will be reinvested in Assurant stock unless you contact a Morgan Stanley customer service representative and request that your dividends be paid to you in cash. If you elect to have dividends paid out to you, all future dividends will be paid to you by check. Your election will remain in effect until you contact a customer service representative and elect a different option before 8

p.m. ET on the business day before the dividend record date. The record date is the date you must own shares in order to receive the dividend, which is typically three weeks before the payment date.

Shares purchased by dividends are bought on the open market based on the share price on that date. There is no discount on reinvested dividends.

Any dividends paid will be taxable to you in the year in which they are received, regardless of whether or not they are reinvested in Assurant stock.

Requesting a Distribution from Your ESPP Account

You can request a total or partial distribution of your ESPP account. This distribution can be paid to you in cash or transferred to another brokerage account.

Visit Morgan Stanley's website or contact Morgan Stanley and request a distribution from your ESPP account.

Tax Implications of Investing in the ESPP

For more information on the tax implications of investing in the ESPP, refer to the ESPP Prospectus for your country. You also may wish to consult a financial adviser.

Fees and Commissions

Assurant pays the fees for the administration, recordkeeping services, and the reinvestment of any dividends under the ESPP. However, you are responsible for any brokerage commissions and other related expenses if you elect to sell your stock. Contact Morgan Stanley for current commission rates and fees.

Contact Information

Morgan Stanley can assist you with your ESPP account questions. You can reach a customer service representative at 1-877-249-7857 (inside the U.S.) or at 801-617-7410 (outside the U.S.) Monday through Friday from 8 a.m. to 8 p.m. ET (on market trading days). For general questions about the ESPP itself, #AskERINfirst. If you do not have access to ERIN, please contact your local People Partner or call the People Experience Center at 1-866-324-6513. If you have tax questions, you should consult a financial adviser.

Questions and Answers

Eligibility

1. Q. Who is eligible to participate in the ESPP?

A. Refer to the "Key Differences by Country" section of this brochure for eligibility rules in each country.

Enrolling/Changing Contribution Rate

2. Q. When can I enroll in the ESPP for the next offering period?

A. Watch Connect for announcements regarding the next offering period. Enrollment usually takes place in the first two weeks of the month prior to the offering period.

3. Q. How do I enroll in the ESPP?

A. You may only enroll during designated enrollment periods using MyHR. Refer to the "Enrollment Instructions" section of this brochure for additional information.

4. Q. Can I enroll or change my contribution rate in the ESPP during an offering period?

A. No. There is a specific enrollment period prior to the beginning of each offering period. You can enroll or change your contribution only during that enrollment period. However, once you enroll in the ESPP, your enrollment will remain in effect unless you elect to withdraw. If you do not wish to change your election, you do not need to re-enroll in the ESPP before each offering period, though you may still receive email notifications about ESPP enrollment.

5. Q. If I don't enroll for the upcoming offering period, when will I be able to enroll in the ESPP in the future?

A. There are two offering periods each year, one from January 1 through June 30 and another from July 1 through December 31. Enrollment usually takes place in the first two weeks of the month prior to the offering period. You can enroll only during that enrollment period. Please watch Connect for the announcement of each enrollment period.

6. Q. I currently am participating in the Plan. Do I need to re-enroll for each offering period?

A. No.

7. Q. I currently am participating in the Plan and want to change my contribution rate for the next offering period. How do I do that?

A. You can change your contribution rate during the enrollment period for the upcoming offering period. Please refer to the "Enrollment Instructions" section of this brochure for information on changing your current contribution rate for the next offering period.

8. Q. I reached the \$7,500 limit this current offering period. Do I need to enroll again for the next offering period?

A. If you want to have the contribution rate that was in effect before reaching the \$7,500 for the next offering period, then you do not need to do anything. If you want to change your contribution rate, you can do so during the enrollment period using MyHR.

9. Q. Will I receive confirmation of my enrollment in the FSPP?

A. After you enroll using MyHR, you can print a copy of your enrollment election for your records. If you have any questions about your election, #AskERINfirst. If you do not have access to ERIN, please contact your local People Partner or call the People Experience Center at 1-866-324-6513.

10.Q. When will the payroll deductions begin to be taken from my paycheck?

A. Your contributions will begin with the first paycheck of each offering period.

11.Q. If I elect to participate, but change my mind after the enrollment period ends, when can I withdraw from the Plan and stop my payroll deductions?

A. You may log in to MyHR up to 30 days prior to the end of the offering period to withdraw from the Plan for that offering period and stop your payroll deductions. Your payroll deductions will be stopped as soon as administratively feasible to discontinue your contributions. The contributions deducted during that offering period will be refunded to you in your paycheck, without interest, as soon as administratively feasible. Please contact your local payroll to inquire about your refund.

To stop your contributions, go to Connect, click the MyHR tile and log in to MyHR. Next go to your Benefits worklet in the Applications area and select "Benefits" under "Change". Select "Withdraw from ESPP" in the Benefit Event type drop down menu and input a benefit event date. Hit the "Submit" button to complete your transaction.

Contributions

12.Q. How much can I contribute to the ESPP?

A. You can contribute from 1% to 15% of your base compensation and commissions (in whole percentages) each pay period. The maximum contribution per offering period is \$7,500 (\$15,000 annually).

13.Q. Are my ESPP contributions made on a pre-tax or after-tax basis?

A. Your ESPP contributions are deducted from your pay on an after-tax basis.

14. Q. How do the payroll contributions work?

A. The contribution percent you elect is an annualized amount. For example, if your salary is \$50,000 and you elect to contribute 1% for the upcoming sixmonth cycle, \$250 (the equivalent of 1% for six months of pay) will be deducted over the six months (13 pay periods). That would equate to \$19.23 per paycheck.

15.Q. May I make a cash contribution to the ESPP in addition to my payroll deduction?

A. No. Contributions only can be made through aftertax deductions from your paycheck.

16. Q. Do I earn interest on my contributions?

A. No. Your contributions will accumulate until the end of the offering period. At that time, whole and fractional shares of company stock equal to the value of your accumulated contributions will be purchased at least at a 10% discount. Your purchase price will be based on the lower of the closing price of the stock on the first trading day of the offering period and the closing price of the stock on the last trading day of the offering period.

17.Q. Will the company match the contributions I make to the ESPP?

A. No. While there is no company matching contribution to the ESPP, Assurant will pay the fees for the administration, record keeping services, and the reinvestment of any dividends under the ESPP.

18.Q. Can I change my ESPP contribution rate during the offering period (after the enrollment period ends)?

A. No. The only change you can make to your election during the offering period is to withdraw and discontinue your contributions. You can change your elections during the enrollment period for the next offering period.

19. Q. If the company is in a blackout period that I am subject to as a "covered person," or if I become aware of material nonpublic information, do I have to stop my contributions to the ESPP?

A. No. Once you have set up your contribution rate at the time of enrollment, you do not have to stop these contributions, even if the company is in a blackout period or if you become aware of material nonpublic information.

20.Q. If I don't remember the payroll contribution rate I elected, where can I find this information?

A. To see your current contribution rate, go to Connect, click the MyHR tile and log in to MyHR. From there select the Personal Information worklet > View > About Me > Benefits.

21.Q. Where can I find out how much I have contributed into the ESPP year-to-date?

A. You can find the information on your pay statement.

Employment Status Changes

22.Q. What happens to my company stock if I terminate employment?

- A. If you terminate employment and have an account with Morgan Stanley, you can:
 - Keep your stock in your ESPP account with Morgan Stanley,
 - Transfer your stock to another broker, or
 - Sell some or all of your shares of stock.

If you terminate employment before the last trading day of an offering period, the contributions deducted from your pay during that offering period will be refunded to you in your paycheck, without interest, as soon as administratively feasible.

23.Q. What happens to my company stock if I die?

A. If you die and have an account with Morgan Stanley, your estate representative should contact a Morgan Stanley customer service representative for special assistance. Morgan Stanley will administer the account in accordance with applicable local laws. For additional questions, please contact Morgan Stanley.

If you die before the last trading day of an offering period, the contributions deducted from your pay during that offering period will be refunded to your estate, without interest, as soon as administratively feasible.

24.Q. Can I designate a beneficiary for my ESPP account?

A. No, Morgan Stanley accounts do not track beneficiaries. For additional questions, please contact Morgan Stanley.

Purchasing Stock

25. Q. Do I buy company stock each time a contribution is withheld from my paycheck?

A. No. Your contributions will accumulate, without interest, until the end of the offering period. At that time, whole and fractional shares of company stock equal to the value of your accumulated contributions will be purchased and deposited in your ESPP account at Morgan Stanley.

26. Q. How much stock can I buy?

A. The amount of stock you can buy will depend on how much you contribute to the ESPP during the offering period and the purchase price of the stock. The maximum contribution amount is \$7,500 per offering period, for a total of \$15,000 per year through the ESPP. The maximum number of shares you can purchase each offering period is 5,000 through the ESPP. In addition, there is an IRS limit, which provides that a participant may not purchase more than \$25,000 worth of stock overall during any calendar year. You may refer to your country specific ESPP Prospectus for additional information.

27. Q. How is the share price determined?

- A. The purchase price of the company stock purchased through the ESPP will be 90% of the lower of:
 - The closing price of Assurant stock on the first trading day of the offering period, and
 - The closing price of Assurant stock on the last trading day of the offering period.

An example offering period*:

Closing Price at Offering Date \$100
Closing Price at Purchase Date \$105
Your Purchase Price \$90
(\$100 x 90%)

* The stock prices and the purchase price used in this example

illustration purposes only. The actual purchase price will depend on the actual closing price of Assurant stock on the offering date and purchase date.

28.Q. What happens to the shares of stock that are purchased for me?

A. After the close of each offering period, the shares you purchased will be deposited into your ESPP account

with Morgan Stanley. If you are purchasing shares for the first time, Morgan Stanley will send an email to your Assurant email address with details on how to register and access your account.

29.Q. How do I find out how many shares of stock I purchased at the end of the offering period?

A. You will receive a confirmation statement from Morgan Stanley after the shares have been deposited into your ESPP account. You can also view the total number of shares purchased for you by accessing your account on the Morgan Stanley's website.

30. Q. Do I have any voting rights after the stock is purchased?

A. You will become a stockholder of record with respect to shares you purchase during any offering period upon the purchase date. At that time, you will have all benefits and rights that arise from ownership of those shares.

Managing Your Morgan Stanley Account

31. Q. How do I access my account with Morgan Stanley once shares have been purchased?

A. If you are receiving purchased shares for the first time, Morgan Stanley will send an email to your Assurant email address with details on how to register and access your ESPP account at Morgan Stanley.

If you purchased shares during a previous offering period but need assistance to access your account, please call Morgan Stanley at 1-877-249-7857 (inside the U.S.) or 1-801-617-7410 (outside of the U.S.) and elect to speak with a Morgan Stanley customer service representative.

US Employees: When registering your Morgan Stanley account, U.S. employees will need to provide their Social Security Number.

Non-U.S. Employees: When registering your Morgan Stanley account, non-U.S. employees will need to provide their Global ID. To find your Global ID go to MyHR, click your picture icon in the upper right corner, and select "View Profile". Then on the left side of the page select "Personal" and click on the "IDs" tab. Here you will see your Morgan Stanley Global ID in the "Other IDs" table at the bottom of the page.

32. Q. What information can I access from the Morgan Stanley website after my account is registered?

A. From Morgan Stanley's website, you may:

- Determine the value of your account,
- View any transaction history,
- Sell shares in your account, and
- Take advantage of many additional online features.

Selling Stock

33. Q. When can I sell my stock in the ESPP?

A. If you are a "covered person" under the company's Insider Trading Policy, you may not make your elections to participate in the ESPP when the company is in a blackout period or at any time when you are in possession of material nonpublic information, and you must seek preclearance to enroll in (or for any changes to your enrollment in) the ESPP during an open period. Pre-clearance is not required for any automatic re-enrollments with no changes. Similarly, you may not sell your shares when the company is in a blackout period or at any time when you are in possession of material nonpublic information, and you must seek pre-clearance to sell your shares during an open period. If you are not a "covered person," then you are not subject to these restrictions, unless you possess material nonpublic information about the company. If you are unsure whether you are a "covered person," under the company's Insider Trading Policy, please email

<u>LawDepartment@assurant.com</u>.

For information on the tax implications of selling stock in the ESPP, refer to your country specific ESPP Prospectus.

34. Q. How will I know if the company is in a blackout period?

A. If a blackout period is applicable to you, the Assurant Law Department will inform you when a blackout period begins and ends. If you have specific questions, please email

LawDepartment@assurant.com.

35. Q. What can I do with the shares of stock that have been deposited into my ESPP account at Morgan Stanley?

- A. You have several choices regarding how to manage your Assurant shares. Your choices include:
 - Keeping your ESPP stock in your account with Morgan Stanley,

- Transferring your stock to another broker, or
- Selling some or all of your shares of stock.

A fee may be charged by Morgan Stanley depending on the option you choose. Contact Morgan Stanley for additional information.

36. Q. How do I sell my shares of stock?

A. You may place your sell order by:

- Going to Morgan Stanley's website, or
- Calling Customer Service at 1-877-249-7857 (inside the U.S.) or 801-617-7410 (outside the U.S.) and electing to speak with a customer service representative. Representatives are available Monday through Friday from 8 a.m. to 8 p.m. ET (on market trading days).

Fees

37. Q. Are there any fees related to investing through the ESPP?

A. Assurant pays the fees for the administration, recordkeeping services, and the reinvestment of any dividends under the ESPP. However, you are responsible for any brokerage commissions and other related expenses if you elect to sell your stock. Contact Morgan Stanley for current commission rates and fees.

Dividends

38. Q. Am I eligible to receive dividends on shares purchased through the Plan?

A. While dividends are not guaranteed, if they are paid, you will receive dividends on any shares you own at the time the company declares a dividend payment on its outstanding shares of stock.

39.Q. If dividends are declared, how will they be paid to me?

A. Dividends can be paid in one of two ways:

- They can be automatically reinvested in additional shares of Assurant stock, or
- They can be paid to you in cash.

Dividends automatically will be reinvested in Assurant stock unless you contact a Morgan Stanley customer service representative and request that your dividends be paid to you in cash. If you elect to have dividends paid out to you, all future dividends will be paid to you by check. Your election will remain in effect unless you contact a customer service representative and elect a different option by 8 p.m. ET on the business day before the record date.

The record date is the date you must own shares in order to receive the dividend, which is typically three weeks before the payment date.

Any dividends paid would be taxable to you in the year in which they are received, regardless of whether or not they are reinvested in Assurant stock. Refer to the "Taxes" section of the Q&A's for additional information.

40.Q. How will I be notified of dividends paid on shares held in my account?

A. Morgan Stanley will mail you a confirmation within one week of the dividend payment date.

Taxes

41. Q. *U.S. employees only:* Will I have taxable income when the shares are purchased?

A. No. You will not recognize income for U.S. federal tax purposes when shares are purchased under the ESPP.

42.Q. What are the tax consequences of selling my shares?

A. When you sell shares of stock purchased under the ESPP, you may have to recognize ordinary income based on the discount that you received when you bought the stock. The tax consequences depend upon how long you hold the shares before selling them. For more information on the tax implications of investing in the ESPP, refer to your country specific ESPP prospectus. You also may want to consult a financial adviser.

43.Q. Will Morgan Stanley withhold taxes from dividends and any sale of shares?

A. U.S. IRS regulations require that Morgan Stanley obtain a completed Form W-9/W-8BEN from you before the payable date of any dividends or sale of your shares. Otherwise, a 24% tax (commonly referred to as "backup withholding") will be withheld from any dividends or the gross proceeds of your sale, if applicable. Form W-9 applies to employees with a U.S. Social Security number and Form W-8BEN applies to employees without a U.S. Social Security number.

You may certify your W-9/W-8BEN by logging on to Morgan Stanley's website. Click on your first initial in the upper right-hand corner and select "View profile". On the next screen, under Miscellaneous Account Information, please select "Manage Tax Certification Form" and

follow the prompts.

Certification of the Form W-9 does not expire. Certification of the Form W-8BEN is valid for three years and after the three years, if applicable, you will be asked to certify again. If the Form W-9 or W-8BEN is not completed before the payable date of any dividends or before you sell your shares, you will be subject to backup withholding.

44.Q. Where can I obtain information on the tax implications of investing in the ESPP?

A. Refer to your country specific prospectus or contact a financial adviser. For tax forms, you may obtain them on <u>Morgan Stanley's</u> <u>website</u> or by calling Morgan Stanley.

Additional Questions

45.Q. Who do I go to if I have other questions or need additional information about the ESPP?

A. <u>#AskERINfirst</u>. If you do not have access to ERIN, please contact your local People Partner or call the People Experience Center at 1-866-324-6513.

Enrollment Instructions

The enrollment period usually takes place in the first 2 weeks of the month prior to the offering period. This is the period in which you can enroll in the Employee Stock Purchase Plan or change your current ESPP contribution rate for the upcoming offering period.

If you are eligible to participate, but are not currently enrolled in the ESPP, the enrollment period will be your only opportunity to enroll for the upcoming offering period.

If you are currently participating, are still eligible and wish to keep your current contribution rate in the ESPP, you do not have to do anything. Your contribution rate will carry over for the upcoming offering period, though you may still receive email notifications about ESPP enrollment.

If you are currently participating, are still eligible and wish to change or waive your contribution rate in the ESPP, you can do so during this enrollment period for the upcoming offering period. The change to your contribution rate will be effective with the first paycheck in the offering period.

If you are currently participating in the ESPP but are no longer eligible, your ESPP deductions will automatically be stopped for the next offering period. You do not have to take action to discontinue your participation.

How to enroll or change your current contribution in MyHR:

- 1. Check your MyHR inbox and click on the task "ESPP Enrollment."
- 2. Click the "Let's Get Started" button to continue.
- 3. You will see your current elections under Additional Benefits. If you do not wish to make any changes, click the "Review and Sign" button and skip to step 7. If you wish to make changes, click "Manage" to update your election or "Enroll" to make an election for the first time.
- 4. Select or Waive enrollment and click "Confirm and Continue."
- 5. You may contribute between 1% and 15% of your base compensation and commissions up to \$7,500 per offering period (\$15,000 annually). Enter your contribution percentage of your base compensation and commissions that you would like to contribute to the ESPP and click "Save."
- 6. Click "Review and Sign" to continue.

Election History.

- 7. Review your ESPP election. To submit your election, scroll to the bottom, attest to the "I Accept" box and hit "Submit." For international employees, this section includes the data privacy consent provisions.
- 8. After you enroll using MyHR, click "View Benefits Statement" to view your Elections Confirmation. To print a copy of your enrollment election for your records, scroll to the bottom and click "Print." Or you can view your election under My Benefit
- To make changes after you've hit "Submit," you can go back and edit your enrollment election by going to the "Benefits" Worklet and clicking on "Change Open Enrollment". If you have any questions, please #AskERINfirst. If you do not have access to ERIN, please contact your local People Partner or call the People Experience Center at 1-866-324-6513.