

(Approved May 28, 2015)

ATHENE HOLDING LTD.

THIRD AMENDED AND RESTATED EXECUTIVE COMMITTEE CHARTER

The Board of Directors (the “**Board**”) of Athene Holding Ltd., a Bermuda exempted company (the “**Company**”), has adopted this charter (the “**Charter**”) for the Executive Committee of the Board (the “**Committee**”). This Charter supersedes all prior charters in connection with any previously existing executive committee of the Company.

Purposes and Responsibilities

The purpose of the Committee is to facilitate the effective management of the business of the Company by delegation of authority from the Board to the Committee to approve certain actions of the Board permitted by this Charter or that are specifically delegated by the Board to the Committee, except that the Committee is not authorized (1) to perform functions that are expressly delegated to other committees of the Board or (2) to perform functions that exceed the limitations on the authority of the Committee set forth in the Company’s Delegation of Authority Policy or the Framework for Approval of M&A and Reinsurance Transactions (as amended from time to time). The Committee shall have the power to exercise all of the powers and authority of the Board except as specifically set forth in this Charter and to take such other actions and do such other things as may be specifically referred to it from time to time by the Board. The Committee’s actions shall be subject to such limitations provided by its Memorandum of Association, Bye-laws, action by the Board or applicable law, including any applicable rule of any stock exchange or quotation system on which the Company’s common shares are then listed.

Composition

The Committee shall consist of at least three (3) members of the Board, including at all times at least one (1) director affiliated with the Apollo Group (as defined in the Bye-laws). The Committee shall serve at the discretion of the Board and in all respects be subject to the control and direction of the Board. One of the members of the Committee shall serve as the chairperson of the Committee. The Board shall appoint the members of the Committee. The chairperson of the Committee shall be designated by the Board, or, if no such designation is made, shall be selected by the affirmative vote of the majority of the Committee. The Board may remove or replace any member of the Committee at any time by the affirmative vote of a majority of the Board.

Authority and Responsibilities

The Committee shall possess and may exercise all the powers of the Board in the management and direction of the Company’s business consistent with the Byelaws, applicable law (including any applicable rule of any stock exchange or quotation system on which the Company’s common equity is then listed) and the operating guidelines of the Company as then in effect, except that the Committee shall not perform such functions that are expressly delegated to other committees of the Board and shall not have the power to:

- declare dividends on or distributions of or in respect of shares of the Company;
- issue shares of the Company or authorize or approve the issuance or sale, or contract for sale, of shares of and by the Company or determine the designation and relative rights, preferences,

and limitations of a series or class of shares of the Company unless specifically delegated by action of the Board to this Committee or a subcommittee of this Committee;

- recommend to shareholders any action that requires shareholder approval;
- recommend to shareholders a dissolution or winding up of the Company or a revocation of a dissolution or winding up of the Company
- amend or repeal any provision of the Memorandum of Association or Bye-laws of the Company;
- agree to the settlement of any litigation, dispute, investigation or other similar matter with respect to the Company that is not within the scope of authority previously delegated to this Committee by action of the Board;
- approve the sale or lease of real or personal property assets with a fair value greater than a threshold amount specifically delegated to the Committee by the Board;
- authorize mergers (other than a merger of any wholly-owned subsidiary with the Company), acquisitions, joint ventures, consolidations or dispositions of assets or any business of company or any investment in any business or company by the Company in each case with a fair value in excess of a threshold amount specifically delegated to the Committee by the Board; or approve the sale or lease, exchange or encumbrance of any material asset of the Company that, in each case, is not within the scope of authority previously delegated to this Committee by action of the Board; or
- amend, alter or repeal, or take any action inconsistent with any resolution or action of the Board.

Any action taken by the Committee in accordance with this Charter shall be deemed to have been an action authorized and taken by the Board itself, and any subsequent decision by the Board to take a different action will not be deemed to have any retroactive impact on the propriety of any action taken prior to that subsequent decision in reliance on the Committee's action.

Committee Procedures

The Committee shall meet at the call of its chairperson or two (2) or more members of the Committee. Meetings may, at the discretion of the Committee, include members of the management of the Company or any of its subsidiaries, independent consultants, and such other persons as the Committee or its chairperson may determine. The Committee may meet in person, by telephone conference call, or in any other manner in which the Board is permitted to meet under law or the Company's Bye-laws. The Committee shall meet as required in order to fulfill its responsibilities and to complete the activities required by this Charter.

A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present unless there are only two (2) members present, in which case such actions shall require a unanimous vote. The Committee may also act by unanimous written consent of the members of the Committee in lieu of a meeting.

The Committee may determine additional rules and procedures, including designation of a secretary

of the Committee for any meeting thereof.

The Committee shall make regular reports of its actions and any recommendations to the Board, directly or through the chairperson.

The Committee shall keep minutes of all meetings and of all actions taken by the Committee, file such minutes with the Secretary of the Company and make a copy of such minutes available to the Board.

Each member of the Committee shall be paid the fees, if any, set by the Board for his or her services as a member or a chairperson of the Committee.

The Committee shall conduct an annual performance evaluation of the Committee and its members, including a review of adherence to this Charter, consistent with any recommendations of the Nominating and Governance Committee.