



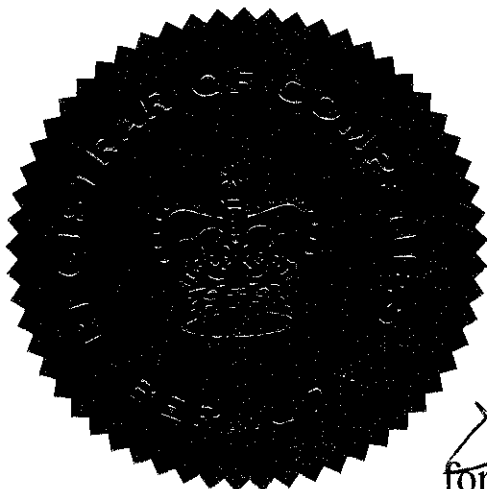
BERMUDA

CERTIFICATE OF INCORPORATION

I hereby in accordance with section 14 of *the Companies Act 1981* issue this Certificate of Incorporation and do certify that on the **3rd** day of **September, 2008**

Athene Holding Ltd.

was registered by me in the Register maintained by me under the provisions of the said section and that the status of the said company is that of an **exempted** company.



Given under my hand and the Seal of
the REGISTRAR OF COMPANIES
this **5th** day of **September, 2008**


for Registrar of Companies



BERMUDA
THE COMPANIES ACT 1981
MEMORANDUM OF ASSOCIATION OF
COMPANY LIMITED BY SHARES
(Section 7(1) and (2))

MEMORANDUM OF ASSOCIATION
OF

Athene Holding Ltd.
(hereinafter referred to as "the Company")

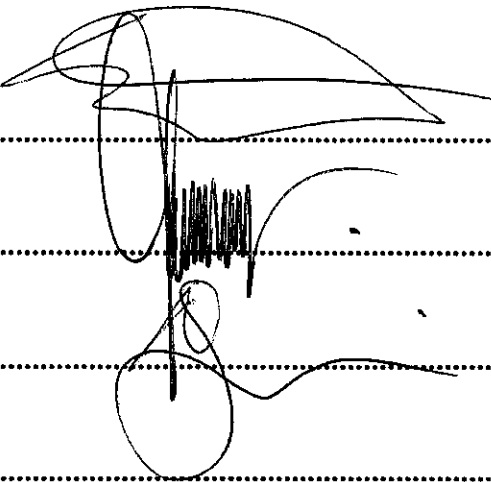
1. The liability of the members of the Company is limited to the amount (if any) for the time being unpaid on the shares respectively held by them.
2. We, the undersigned, namely,

NAME	ADDRESS	BERMUDIAN STATUS (Yes/No)	NATIONALITY	NUMBER OF SHARES SUBSCRIBED
Christopher G. Garrod	Clarendon House 2 Church Street Hamilton HM 11 Bermuda	Yes	British	One
David J. Doyle	"	Yes	British	One
Alison R. Guilfoyle	"	No	British	One

do hereby respectively agree to take such number of shares of the Company as may be allotted to us respectively by the provisional directors of the Company, not exceeding the number of shares for which we have respectively subscribed, and to satisfy such calls as may be made by the directors, provisional directors or promoters of the Company in respect of the shares allotted to us respectively.

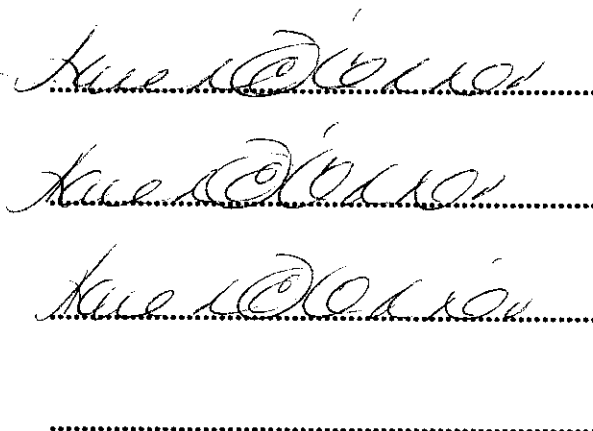
3. The Company is to be an **exempted** company as defined by the Companies Act 1981.
4. The Company, with the consent of the Minister of Finance, has power to hold land situate in Bermuda not exceeding ___ in all, including the following parcels:- N/A
5. The authorised share capital of the Company is US\$1.00 divided into shares of US\$1.00 each.
6. The objects for which the Company is formed and incorporated are unrestricted.
7. Subject to paragraph 4, the Company may do all such things as are incidental or conducive to the attainment of its objects and shall have the capacity, rights, powers and privileges of a natural person, and –
 - (i) pursuant to Section 42 of the Act, the Company shall have the power to issue preference shares which are, at the option of the holder, liable to be redeemed;
 - (ii) pursuant to Section 42A of the Act , the Company shall have the power to purchase its own shares for cancellation; and
 - (iii) pursuant to Section 42B of the Act, the Company shall have the power to acquire its own shares to be held as treasury shares.

Signed by each subscriber in the presence of at least one witness attesting the signature thereof



A large, stylized handwritten signature in black ink, written over four horizontal dotted lines. The signature is highly cursive and abstract, with a large loop at the top and a vertical stroke in the middle.

(Subscribers)



Three identical handwritten signatures in black ink, each written over a horizontal dotted line. The signatures are cursive and appear to be the same person's name, possibly 'Kue @ Oerion'.

(Witnesses)

SUBSCRIBED this 26th day of August, 2008.