

(Approved June 5, 2018)
ATHENE HOLDING LTD.

**NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

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

Purposes and Responsibilities

The purpose of the Committee is to (i) identify, evaluate and recommend individuals qualified to become members of the Board, consistent with criteria approved by the Board, (ii) select, or recommend that the Board select the director nominees to stand for election at each annual meeting of shareholders of the Company (or otherwise pursuant to the applicable constituent documents) or to fill vacancies on the Board, (iii) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company its subsidiaries, and (iv) oversee the annual performance evaluation of the Board and each of its committees. The Committee shall also recommend directors eligible to serve on the committees of the Board.

Composition

The Committee shall be comprised of three or more directors. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board. All members of the Committee shall satisfy the independence requirements of the New York Stock Exchange (the “**NYSE**”). Committee members (i) shall be appointed by the Board on the recommendation of the Committee, (ii) shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal, and (iii) may be removed by the Board in its discretion. 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.

External Advisors

The Committee shall have the sole authority to retain and terminate search firms and other consultants to assist in the identification and evaluation of director candidates, including the sole authority to approve the search firms’ or consultants’ fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company or its subsidiaries or, at the Company’s expense but at funding levels determined by the Committee, any outside legal counsel, expert or other advisor to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall have full, unrestricted access to records of the Company and its subsidiaries.

Duties and Responsibilities

In furtherance of its purpose, the Committee shall:

- a. Make recommendations to the Board regarding changes to the size and composition of the Board or any committee thereof.
- b. Identify, recruit, screen and interview individuals that the Committee believes are qualified to become Board members, and to select, or to recommend that the Board select, the director nominees to stand for election at each annual meeting of shareholders of the Company (or otherwise pursuant to the applicable constituent documents), as applicable, in which directors will be elected.
- c. Consider potential director candidates recommended by the Company's or management and shareholders in the same manner as nominees identified by the Committee; provided, with respect to those candidates recommended by shareholders, that such recommendation is made in accordance with the Company's procedures for nomination of directors by shareholders as provided in the Company's by-laws (or other constituent documents) and corporate governance guidelines.
- d. In the event there is a vacancy on the Board, identify individuals that the Committee believes are qualified to become Board members, and recommend such individual(s) for appointment to the Board.
- e. Identify Board members qualified to fill any vacancy on a standing committee of the Board, and recommend directors for appointment to any such committee.
- f. Develop and recommend to the Board, a set of corporate governance guidelines applicable to the Company and its subsidiaries and monitor compliance with such guidelines.
- g. Develop and recommend to the Board a code of business conduct and ethics applicable to the Company and its subsidiaries and monitor compliance with such code, including review of conflicts of interest (except to the extent that any such conflicts are reviewed or pre-approved (including pursuant to exceptions or exemptions) by the Audit Committee or the Conflicts Committee in accordance with the Company's Related Party Transaction Policy or the charters of such committees).
- h. Evaluate and recommend to the full Board appropriate compensation for the Company's non-employee directors, including compensation and expense reimbursement policies for attendance at Board and committee meetings, as applicable.

- i. Determine stock ownership guidelines for the Company's directors and monitor compliance with such guidelines.
- j. Make recommendations in connection with directors' and officers' indemnification and insurance matters.
- k. Establish procedures for the Committee to exercise oversight of, and oversee, the performance evaluation process of the Board and its committees.
- l. Lead the Board through an annual self-evaluation process, as applicable, to determine whether the Board and its committees are functioning effectively and report the results of the self-evaluation process to the Board.
- m. Develop and oversee an orientation program for new directors and a continuing education program for all directors.
- n. Report regularly to the Board on the activities of the Committee.
- o. Conduct an annual performance evaluation of the Committee and its members, including a review of adherence to this Charter.
- p. Review the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
- q. Perform such other duties and responsibilities, consistent with this Charter, the Company's by-laws (or other constituent documents), governing law, the rules and regulations of the NYSE (to the extent applicable to the Company), the federal securities laws and such other requirements applicable to the Company and the Subsidiaries, delegated to the Committee by the Board.

Nominating Criteria

The Committee shall recommend to the Board the criteria and policies for consideration and selection of directors to the Board and its committees. In evaluating candidates for nomination to the Board, or service on any committee, the Committee shall take into account the listing standards of the NYSE (to the extent applicable to the Company) and any other applicable law, regulation or rule.

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, independent consultants, and such other persons as the Committee or its chairperson may determine. The Committee shall also meet in executive sessions with such persons if appropriate. 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. Notice of all Committee meetings shall be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board.

A majority of members of the Committee shall constitute a quorum. Each member of the Committee shall have one vote. 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 may form and delegate authority to subcommittees consisting of one or more members when it deems appropriate.