



New York Stock Exchange
11 Wall Street
New York, NY 10005

June 12, 2020

Chief, Information Technology
Securities and Exchange Commission
Division of Corporate Finance
100 F Street, NE MS 3040
Washington, DC 20549

To whom it may concern:

The New York Stock Exchange certifies its approval for listing and registration of the Depositary Shares, Each Representing a 1/1,000th Interest in a 6.375% Fixed-Rate Reset Perpetual Non-Cumulative Preference Share, Series C, par value \$1.00 per share, of ATHENE HOLDING LTD. under the Exchange Act of 1934.

Sincerely,

A handwritten signature in black ink, appearing to read "Ben Sauer", written over a light blue horizontal line.