

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): October 27, 2019



ATHENE HOLDING LTD.

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of
incorporation or organization)

001-37963
(Commission
file number)

98-0630022
(I.R.S. Employer
Identification Number)

**96 Pitts Bay Road
Pembroke, HM 08, Bermuda
(441) 279-8400**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Class A common shares, par value \$0.001 per share	ATH	New York Stock Exchange
Depository Shares, each representing a 1/1,000th interest in a 6.35% Fixed-to-Floating Rate Perpetual Non-Cumulative Preference Share, Series A	ATHPrA	New York Stock Exchange
Depository Shares, each representing a 1/1,000th interest in a 5.625% Fixed Rate Perpetual Non-Cumulative Preference Share, Series B	ATHPrB	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Definitive Material Agreement.

Transaction Agreement

On October 27, 2019 Athene Holding Ltd., a Bermuda exempted company (the “Company”), entered into a Transaction Agreement (the “Transaction Agreement”), by and among the Company, Apollo Global Management, Inc., a Delaware corporation (“AGM”), and certain affiliates of AGM which comprise the Apollo Operating Group (collectively, the “AOG”), pursuant to which, among other things:

- the Company (acting through itself and certain subsidiaries) will sell 35,534,942 Class A common shares of the Company (“Class A Common Shares”) to the AOG for approximately \$1.55 billion, consisting of (i) 29,154,519 AOG units (as defined herein) valued at approximately \$1.2 billion (based on the closing market price of AGM’s Class A common shares on October 25, 2019) and (ii) \$350 million in cash (the “Share Issuance”), as further described below;
- the Company agreed to grant AGM the right to purchase additional Class A Common Shares from the closing date of the Share Issuance (the “Closing Date”) until 180 days thereafter to the extent the issued and outstanding Class A Common Shares beneficially owned by the AOG and certain affiliates, employees and consultants of AGM (inclusive of Class A Common Shares over which any such persons have a valid proxy) do not equal at least 35% of the issued and outstanding Class A Common Shares, on a fully diluted basis (the “Conditional Right”), as further described below;
- AMH (as defined herein) will have the right to purchase up to that number of Class A Common Shares that would increase by 5 percentage points the percentage of the issued and outstanding Class A Common Shares beneficially owned by the AOG and certain affiliates, employees and consultants of AGM (inclusive of Class A Common Shares over which any such persons have a valid proxy), calculated on a fully diluted basis (the “Facility Right”, and together with the Share Issuance and the Conditional Right, the “Share Transactions”), as further described below; and
- the Company will make certain amendments to the Twelfth Amended and Restated Bye-laws of the Company (the “Bye-laws”), by way of amending and restating the Bye-laws (the “Thirteenth Amended and Restated Bye-laws”), which include, among other items, the elimination of the Company’s current multi-class share structure, as further described below.

The Transaction Agreement and the consummation of the transactions contemplated by the Transaction Agreement have been unanimously approved by a special committee (the “Special Committee”) of the Company’s board of directors (the “Board”) and the disinterested members of the Board. The proposed transaction is subject to customary closing conditions, including approval of the Company’s shareholders, the receipt of all necessary regulatory and governmental approvals and certain other closing conditions, as described below. Pro forma for the proposed transaction (and assuming utilization of the increased share repurchase authorization of \$600 million approved by the Board and taking into account the voting proxies described below), AGM and certain of its related parties and employees are expected to control combined equity interests representing approximately 35% of the voting power and economic interests of the Company, as compared to the 45% voting power and approximately 17% economic interest that AGM and certain of its related parties and employees hold today.

Share Issuance. The Transaction Agreement provides, among other things, that, subject to the terms and conditions set forth in the Transaction Agreement, the limited partnerships and limited liability companies comprising the AOG will issue 29,154,519 equity interests (the “AOG units”) to the Company in exchange for which the Company will issue and transfer (directly or indirectly) 27,959,184 new Class A Common Shares to the AOG, sold at a 2.3% premium to the closing market price of the Class A Common Shares on October 25, 2019. Also at the closing under the Transaction Agreement, AGM or members of the AOG will pay, or cause to be paid, in the aggregate, \$350 million to the Company and, in exchange therefor, the Company (acting through itself and certain subsidiaries) will issue and sell 7,575,758 new Class A Common Shares to the AOG at a price of \$46.20 per share, which represents a 10% premium to the closing price of the Company’s Class A Common Shares on October 25, 2019.

Conditional Right. Pursuant to the Transaction Agreement, the Company agreed to grant AGM the right to purchase additional Class A Common Shares from the Company from the Closing Date until 180 days after such date to the extent the issued and outstanding Class A Common Shares beneficially owned by the AOG, controlled affiliates of AGM and certain employees of or consultants to AGM (inclusive of any Class A Common Shares over which any such persons have a valid proxy) do not equal at least 35% of the issued and outstanding Class A Common Shares, on a fully diluted basis. In the event that AGM exercises its Conditional Right, AGM will pay the Company a price per share of Class A Common Shares equal to the volume-weighted average price for Class A Common Shares for the 30 calendar days prior to the date AGM delivers notice to the Company that it has exercised the Conditional Right, in accordance with the Transaction Agreement.

Bye-Law Amendments. Pursuant to the Transaction Agreement, the Company agreed to make certain amendments to the Bye-laws, by way of adopting the Thirteenth Amended and Restated Bye-laws upon the closing of the proposed transaction. The Bye-law amendments will, among other things:

- Eliminate the multi-class common stock structure of the Company, with all outstanding Class B common shares of the Company (“Class B Common Shares”, and together with Class A Common Shares, “Common Shares”) being converted into Class A Common Shares and all Class M common shares of the Company (“Class M Common Shares”) being converted into a combination of Class A Common Shares and warrants to purchase Class A Common Shares;
- Modify the voting cutback that is applicable to persons who own, or are treated as owning, Class A Common Shares that represent more than 9.9% of the total voting power of the Company (the “9.9% Voting Cutback”). As modified, the 9.9% Voting Cutback applies to limit to 9.9% the voting power of the Company owned by persons who, together with their affiliates, beneficially own more than 9.9% of the voting power of the Company, subject to exemptions as authorized by a super-majority of the Board. In connection with such amendments, (i) the Board has resolved to exempt shares beneficially owned by the Apollo Group (as defined in the Bye-laws) from the 9.9% Voting Cutback and (ii) delegated authority to the Company’s independent directors to remove the 9.9% Voting Cutback altogether in the event that they determine that it is the sole impediment to the Class A Common Shares being listed on the S&P 500 stock market index;
- Modify and narrow the existing rule that deems certain Class A Common Shares to be non-voting so that it applies only when the 9.9% Voting Cutback is in effect with respect to one or more persons and only to Class A Common Shares owned, or treated as owned, by persons (other than AGM, its affiliates, and persons who have granted AGM a valid proxy) who own, or are treated as owning, shares of AGM, and include a voting cutback that would apply only when the 9.9% Voting Cutback is in effect with respect to one or more persons and would limit to 49.9% the voting power of the Company owned, or treated as owned, by certain persons or groups of persons who do not own more than 50% of the value of the Company’s shares;
- Add certain procedural requirements necessary for shareholders to take action by written resolution;
- Permit certain provisions relating to the nomination of directors to be modified by the Shareholders Agreement (as defined and described herein);
- Eliminate certain transfer restrictions applicable to transfers of the Common Shares that would result in 19.9% or more of the total voting power or value of the Company being owned, or treated as owned, by persons who are either (i) both “United States shareholders” of the Company under Section 953(c) of the Internal Revenue Code of 1986, as amended (the “Code”), and Related Insured Entities (as defined in the Bye-laws) or (ii) both related to “United States shareholders” of the Company under Section 953(c) of the Code and Related Insured Entities;

- Make technical modifications to the restrictions on transactions between the Company and the Apollo Group (as defined in the Bye-laws) as a result of the elimination of the multi-class common stock structure of the Company;
- Modify the provisions of the Bye-laws that require the Company to refer the subject matter of certain matters with respect to its subsidiaries upon which it has the right to vote to its shareholders, and vote in accordance with the votes of its shareholders, so that those provisions apply only when the 9.9% Voting Cutback is in effect with respect to one or more persons; and
- Update the list of insurance subsidiaries and ceding companies attached as Schedule 1 to the Bye-laws.

The Thirteenth Amended and Restated Bye-laws will be submitted to the shareholders of the Company for approval and, if approved by the Company shareholders, will be adopted contemporaneously with the closing of the Share Issuance.

Closing Conditions. The consummation of the Share Issuance and the other transactions contemplated by the Transaction Agreement are subject to the satisfaction or waiver of specified closing conditions, including (i) the approval of the Thirteenth Amended and Restated Bye-laws and the Share Transactions by the Company's shareholders, (ii) the receipt of required governmental and regulatory approvals for the Share Transactions, and the approval of the NYSE for the listing of the Class A Common Shares issued by the Company in connection with the Share Issuance, (iii) the absence of any applicable law or regulation or order that prohibits the transactions contemplated by the Transaction Agreement, and the absence of any pending or threatened proceeding by any governmental entity or any investigation by any governmental entity seeking any such order, and (iv) certain other customary closing conditions, including, among other things, delivery of certain transaction documents contemplated by the Transaction Agreement, accuracy of representations and warranties and compliance with covenants by the parties.

Representations, Warranties and Covenants. The Transaction Agreement contains customary representations, warranties and covenants of the Company, AGM and the AOG. The representations and warranties made by the Company are qualified by disclosures made in its disclosure letter and Securities and Exchange Commission ("SEC") filings.

The covenants include an obligation of the Company and AGM, subject to certain exceptions, to use commercially reasonable efforts to obtain all necessary permits, consents, orders, approvals and authorizations of, or any exemption by, all third parties and governmental entities, and the expiration or termination of any applicable waiting periods, necessary or advisable to consummate the Share Issuance. The Board or any committee thereof (including the Special Committee) may change its recommendation to the extent it determines that failure to take such action would be a breach of its fiduciary duties, but only if certain conditions are satisfied with respect thereto and the Company complies with its obligations in respect thereto. AGM also agreed that it will maintain the ratio of AOG units to AGM's Class A common shares in accordance with the existing exchange agreement that governs the economic equivalency of the AOG units with AGM's Class A common shares.

Termination. The Transaction Agreement may be terminated (i) by either the Company or AGM if (a) the closing of the Share Issuance does not occur on or before April 27, 2020, subject to certain extensions as set forth in the Transaction Agreement, or (b) the Company's shareholders do not approve the Thirteenth Amended and Restated Bye-laws or the Share Transactions at the Company's shareholder meeting or (ii) by any party in the event that any governmental entity has issued an order or taken any other action restraining, enjoining or prohibiting the transactions contemplated by the Transaction Agreement, and such order or other action is final and nonappealable.

Voting Agreement

To further cement the alignment of interest between the Company and AGM, concurrently with the entry into the Transaction Agreement, Apollo Management Holdings, L.P. ("AMH") and James Belardi, the Chief Executive Officer of the Company, and William Wheeler, the President of the Company (each an "Other Shareholder"), entered into a Voting Agreement (the "Voting Agreement"), pursuant to which each Other

Shareholder irrevocably appointed AMH as its proxy and attorney-in-fact (the "Proxy") to vote all of such Other Shareholder's Class A Common Shares at any meeting of the Company's shareholders occurring following the Closing Date and in connection with any written consent of the Company's shareholders following the Closing Date. If the Apollo Shareholders (as defined herein) no longer hold an amount of Class A Common Shares equal to or exceeding the Nomination Rights Threshold (as defined herein), then the Proxy will be of no force and effect, and AMH will not be entitled to vote any of such Other Shareholder's Class A Common Shares.

In addition, Messrs. Belardi and Wheeler have each entered into a letter agreement with the Company, pursuant to which they have agreed to vote their Class M Common Shares in favor of the proposals on which holders of the Company's Class M Common Shares are entitled to vote at the Company's shareholder meeting (including the proposal to approve the amendments reflected in the Thirteenth Amended and Restated By-laws that eliminate the Class M Common Shares).

Shareholders Agreement

In connection with the Transaction Agreement, the Company has also agreed to enter into a Shareholders Agreement, to be dated as of the Closing Date (the "Shareholders Agreement"), with the entities comprising the AOG that will hold Class A Common Shares (the "Apollo Shareholders"), providing for, among other things, (i) the Company granting the Apollo Shareholders certain nomination rights to the Board, (ii) subjecting the Class A Common Shares held by the Apollo Shareholders to a lockup period and certain other transfer restrictions and (iii) the Company granting the Facility Right to a representative of the AOG, in each case, on the terms and subject to the conditions set forth therein. The Shareholders Agreement also sets forth certain information and inspection rights in favor of, and imposes certain confidentiality obligations on, the Apollo Shareholders.

Nomination Rights. Pursuant to the Shareholders Agreement, the Apollo Shareholders will have the right to nominate a number of individuals for election to the Board (the "Apollo Nominees") at each election in proportion to the number of Class A Common Shares held or beneficially owned by the Apollo Shareholders (including any Class A Common Shares to which a valid proxy has been granted to any Apollo Shareholder), rounded up to the nearest whole number minus the number of directors nominated by the Apollo Shareholders then serving on the Board on classes of directors whose terms are not expiring at such annual or special general meeting. The Company will reasonably cooperate with, and use commercially reasonable efforts to assist, the Apollo Shareholders to cause the election of the Apollo Nominees to the Board. The Apollo Shareholders' right to nominate the Apollo Nominees will terminate on the earlier of (i) the AOG, controlled affiliates of AGM and certain employees of or consultants to AGM no longer continuing to hold or beneficially own (excluding any Class A Common Shares to which a valid proxy has been granted to any Apollo Shareholder by any employee of the Company) at least 7.5% of the issued and outstanding Class A Common Shares or (ii) the AOG no longer continuing to hold or beneficially own (including any Class A Common Shares to which a valid proxy has been granted to any Apollo Shareholder) at least 5% of the issued and outstanding Class A Common Shares (the "Nomination Rights Threshold").

Lock-Up, ROFO and Transfer Restrictions. Pursuant to the Shareholders Agreement, for 3 years after the Closing Date (the "Lock-Up Period"), the Apollo Shareholders may not transfer any Class A Common Shares except (i) after consultation with the Company, and subject to receipt of all required regulatory approvals, to certain affiliates and other controlled entities (who will be permitted transferees under the Shareholders Agreement) or (ii) in connection with certain permitted hedging transactions. From and after the expiration of the Lock-Up Period, the Company will generally have a right of first offer to purchase any Class A Common Shares that any Apollo Shareholder elects to sell (other than to a permitted transferee). If the Company does not exercise its right of first offer, then the Apollo Shareholders will be permitted to transfer their Class A Common Shares, provided that the Apollo Shareholders will be prohibited from transferring Class A Common Shares to any competitor of the Company or to any person that would, after giving effect to the transfer, hold 2.5% or more of the issued and outstanding Class A Common Shares.

Facility Right. The Company will grant AMH a right to purchase up to that number of Class A Common Shares that would increase by 5 percentage points the percentage of the issued and outstanding Class A Common Shares beneficially owned by the AOG, controlled affiliates of AGM and certain employees of or consultants to AGM (inclusive of any Class A Common Shares over which any such persons have a valid proxy), calculated on a fully diluted basis. The Facility Right may be exercised on more than one occasion in increments that would

increase by no less than 1 percentage point the percentage of the issued and outstanding Class A Common Shares beneficially owned by the AOG, controlled affiliates of AGM and certain employees of or consultants to AGM (inclusive of any Class A Common Shares over which any such persons have a valid proxy). The purchase price for the Class A Common Shares issued in connection with the exercise of the Facility Right will be equal to the greater of the closing price of Class A Common Shares on the last trading day immediately prior to the applicable exercise of the Facility Right and (i) for the first year following the Closing Date, \$42.92, and (ii) thereafter, the 60 calendar day trailing volume-weighted average price of such Class A Common Shares as of the applicable exercise date of the Facility Right.

Registration Rights Agreement

In connection with the Transaction Agreement, the Company and AGM have also agreed to enter into a Registration Rights Agreement, to be dated as of the Closing Date (the "Registration Rights Agreement"), providing for, among other things, demand, piggyback and shelf registration rights with respect to the Class A Common Shares held by AGM and its affiliates (the "Registrable Securities"), in each case, on the terms and subject to the conditions set forth therein.

Demand Registration. The Registration Rights Agreement will grant AGM certain rights to demand that the Company use its commercially reasonable efforts to effect the registration (a "Demand Registration") as promptly as practicable under the Securities Act of 1933, as amended, supplemented or restated from time to time (the "Securities Act"), of certain Registrable Securities, along with any other equity securities of the Company which the Company may elect to register in connection therewith, all to the extent necessary to permit the disposition of the Registrable Securities, if any, to be so registered.

Offering Requests; Piggyback Registration. Pursuant to the Registration Rights Agreement, AGM will be permitted to demand (i) that the Company undertake certain underwritten offerings and (ii) that AGM be permitted to initiate an offering or sale of its Registrable Securities that does not constitute an underwritten offering, in each case, subject to certain terms and conditions set forth in the Registration Rights Agreement. Under the Registration Rights Agreement, AGM will also be permitted to request the inclusion of some or all of their Registrable Securities in an offering of any of the Company's securities being effected by the Company for itself, subject to customary terms and conditions.

Shelf Registration. AGM may require, upon providing notice to the Company, that the Company (i) file within 60 days of such notice, a registration statement on Form S-3 covering the resale of Registrable Securities and (ii) cause such registration statement to be declared effective within 90 days following such filing date. The Company will use commercial reasonable efforts to keep such shelf registration statement continuously effective until the date on which all Registrable Securities covered by such shelf registration statement have been sold thereunder.

All expenses of registration under the Registration Rights Agreement, including the legal fees of one counsel retained by or on behalf of each Apollo Shareholder, will be paid by such Apollo Shareholder, provided such expenses will be consistent with customary and prevailing market practices for similar offerings. The registration rights granted in the Registration Rights Agreement are subject to a minimum number of Registrable Securities equal to the lesser of 1% of the issued and outstanding Class A Common Shares and \$40 million in value of Registrable Securities being registered. The registration rights granted in the Registration Rights Agreement are also subject to customary restrictions such as blackout periods and, if a registration is underwritten, any limitations on the number of shares to be included in the underwritten offering as reasonably advised by the managing underwriter. The Registration Rights Agreement contains customary indemnification and contribution provisions.

Liquidity Agreement

In connection with the Transaction Agreement, the Company has also agreed to enter into a Liquidity Agreement, to be dated as of the Closing Date, with AGM (the "Liquidity Agreement"), pursuant to which, once each quarter, the Company will be entitled to request that AGM purchase from the Company a number of AOG units representing at least \$50 million in exchange for payment of cash proceeds as set forth in the Liquidity

Agreement. Upon receipt of a notice from the Company to exercise such right, AGM will consummate, or permit the consummation of, one of the following transactions:

- a purchase of AOG units from the Company (a “Purchase Transaction”);
- if the Company and AGM do not agree to consummate a Purchase Transaction, AGM will use its best efforts to consummate a public offering of its Class A common shares, the proceeds (net of certain commissions, fees and expenses consistent with customary and prevailing market practices for similar offerings) of which will be used to fund the purchase of AOG units from the Company (a “Registered Sale”);
- if AGM notifies the Company that it cannot consummate a Registered Sale, upon the Company’s request, AGM will use its best efforts to consummate a sale of Class A common shares by AGM pursuant to an exemption from the registration requirements of the Securities Act, the proceeds (net of certain commissions, fees and expenses consistent with customary and prevailing market practices for similar offerings) of which will be used to fund the purchase of AOG units from the Company (a “Private Placement,” and collectively with a Purchase Transaction and a Registered Sale, a “Sale Transaction”); or
- if AGM elects (in its sole discretion) not to consummate a Sale Transaction, the Company will be permitted to sell AOG units in one or more transactions that are exempt from the registration requirements of the Securities Act, subject to certain restrictions (an “AOG Transaction”).

In each case, the Company’s liquidity rights will be subject to certain limitations and obligations, including that the Company has to request liquidity for AOG units with a value of at least \$50 million, and has to set the minimum sale price for such AOG units at not less than 90% of the volume-weighted average price of the AGM Class A common shares for the 10 consecutive business days prior to the day the Company submits a notice for sale of AOG units. In case of a Registered Sale and a Private Placement, AGM will not be required to sell any AGM Class A common shares at a price that is lower than such minimum sale price.

The Liquidity Agreement will also provide that the Company is prohibited from transferring its AOG units other than to an affiliate or pursuant to the options set forth above. The Liquidity Agreement will also restrict the Company from transferring AOG units to a “bad actor” (as defined in Regulation D of the Securities Act of 1933, as amended), any person restricted by law or regulation from owning equity securities of AGM and to an entity listed on a schedule thereto. AGM will have the right not to consummate a Registered Sale or a Private Placement if the recipient of the shares of AGM Class A common shares would receive more than 2.0% of the outstanding and issued shares of AGM Class A common shares. Additionally, AGM will have the right not to consummate an AOG Transaction if the recipient would, following such AOG Transaction, be the beneficial owner of greater than 3.5% of the AOG units.

Item 3.02 Unregistered Sales of Equity Securities.

The information set forth under Item 1.01 of this report is incorporated by reference into this Item 3.02. The Class A Common Shares to be issued pursuant to the Transaction Agreement have not been registered under the Securities Act, and the transactions set forth under Item 1.01 of this report have been or will be taken in reliance upon the exemption from the registration requirements of the Securities Act provided by Section 4(a)(2) thereof as transactions by an issuer not involving any public offering.

Item 7.01 Regulation FD Disclosure.

On October 28, 2019, the Company and AGM issued a joint press release announcing the execution of the Transaction Agreement. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

On October 28, 2019, the Company and AGM will hold a joint conference call with analysts and investors regarding the transactions contemplated by the Transaction Agreement. A copy of the materials that will be presented during such conference call is furnished as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

The information included in this Item 7.01, including the exhibits referenced herein, is being furnished pursuant to this Item 7.01 and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act, except as shall be expressly set forth by specific reference in such filing.

Additional Information Regarding the Transaction and Where to Find It

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. This communication is being made in respect of the proposed transaction involving the Company, AGM and the Apollo Operating Group. The proposed transaction will be submitted to the shareholders of the Company for their consideration. In connection therewith, the parties intend to file relevant materials with the SEC, including a definitive proxy statement, which will be mailed to the shareholders of the Company. However, such documents are not currently available. BEFORE MAKING ANY VOTING OR ANY INVESTMENT DECISION, AS APPLICABLE, INVESTORS AND SECURITY HOLDERS OF THE COMPANY ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT REGARDING THE PROPOSED TRANSACTION AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders may obtain free copies of the definitive proxy statement, any amendments or supplements thereto and other documents containing important information about the Company, once such documents are filed with the SEC, through the website maintained by the SEC at www.sec.gov. Copies of the documents filed with the SEC by the Company will be available free of charge under the “Investors” section of the Company’s website located at <http://www.athene.com> or by contacting the Company’s Investor Relations Department at (441) 279-8531 or ir@athene.com. The information on our website is not incorporated by reference into this Current Report on Form 8-K and does not constitute a part of this Form 8-K.

Participants in the Solicitation

The Company and its directors, its executive officers and certain other members of Company management and Company employees may, under the rules of the SEC, be deemed to be participants in the solicitation of proxies in connection with the proposed transaction. Information about the directors and executive officers of the Company is set forth in the Company’s proxy statement for its 2019 annual general meeting of shareholders, which was filed with the SEC on April 22, 2019, its annual report on Form 10-K for the fiscal year ended December 31, 2018, which was filed with the SEC on February 27, 2019, and in subsequent documents filed with the SEC, each of which can be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitation of the shareholders of the Company and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the preliminary and definitive proxy statements and other relevant materials to be filed with the SEC when they become available.

* * *

Cautionary Statements Regarding Forward-Looking Information

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements are subject to risks and uncertainties that could cause actual results, events and developments to differ materially from those set forth in, or implied by, such statements. These statements are based on the beliefs and assumptions of the Company’s management and the management of the Company’s subsidiaries.

Generally, forward-looking statements include actions, events, results, strategies and expectations and are often identifiable by use of the words “believes,” “expects,” “intends,” “anticipates,” “plans,” “seeks,” “estimates,” “projects,” “may,” “will,” “could,” “might,” or “continues” or similar expressions. Forward-looking statements within this Current Report on Form 8-K include, but are not limited to, discussion related to the issuance and exchange of common equity interests of Athene and AGM and the benefits to be derived therefrom; amendments to Athene’s bye-law to eliminate Athene’s multi-class share structure; potential inclusion of Athene’s common shares in certain specified indices; and future financial performance. Factors that could cause actual results, events and developments to differ include, without limitation: Athene’s failure to obtain approval of the transaction by its shareholders or regulators; Athene’s failure to recognize the benefits expected to be derived from the transaction; unanticipated difficulties or expenditures relating to the transaction; disruptions of Athene’s current plans, operations and relationships with customers, suppliers and other business partners caused by the announcement and pendency of the transaction; legal proceedings, including those that may be instituted against Athene, Athene’s board of directors, Athene’s executive officers and others following announcement of the transaction; the accuracy of Athene’s assumptions and estimates; Athene’s ability to maintain or improve financial strength ratings; Athene’s ability to manage its business in a highly regulated industry; regulatory changes or actions; the impact of Athene’s reinsurers failing to meet their assumed obligations; the impact of interest rate fluctuations; changes in the federal income tax laws and regulations; the accuracy of Athene’s interpretation of the Tax Cuts and Jobs Act, litigation (including class action litigation), enforcement investigations or regulatory scrutiny; the performance of third parties; the loss of key personnel; telecommunication, information technology and other operational systems failures; the continued availability of capital; new accounting rules or changes to existing accounting rules; general economic conditions; Athene’s ability to protect its intellectual property; the ability to maintain or obtain approval of the Delaware Department of Insurance, the Iowa Insurance Division and other regulatory authorities as required for Athene’s operations; and other factors discussed from time to time in Athene’s filings with the SEC, including its annual report on Form 10-K for the year ended December 31, 2018, and its quarterly report on Form 10-Q for the quarterly period ended June, 30, 2019, which can be found at the SEC’s website www.sec.gov.

All forward-looking statements described herein are qualified by these cautionary statements and there can be no assurance that the actual results, events or developments referenced herein will occur or be realized. Athene does not undertake any obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results.

Item 9.01 Financial Statements and Exhibits.

(d)

Exhibits

- 99.1 [Joint Press Release, dated October 28, 2019 \(furnished and not filed\)](#)
- 99.2 [Investor Presentation Materials, dated October 28, 2019 \(furnished and not filed\)](#)
- Exhibit 104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ATHENE HOLDING LTD.

Date: October 28, 2019

/s/ John L. Golden
John L. Golden
Executive Vice President and General Counsel

**News Release****Athene and Apollo Announce Transaction to Strengthen Strategic Relationship and Eliminate Athene's Multi-Class Share Structure**

- *Apollo buying 18% incremental stake in Athene at a premium to increase alignment
 - *7.5 million Athene shares for cash at \$46.20 per share, representing a 10% premium*
 - *28.0 million Athene shares for a 7% equity stake in Apollo, representing \$42.97 per share or a 2.3% premium**
- *Athene converting to single-class share structure, increasing index eligibility and broadening investor appeal*
- *Athene authorizing \$600 million of incremental share repurchase capacity, funded in part from \$1 billion of excess capital created by the transaction*
- *Transaction expected to be modestly accretive to Athene's adjusted operating earnings per share*
- *Apollo has closed on \$3 billion of capital commitments to date for Athene's strategic capital vehicle (ACRA)*

Pembroke, Bermuda and New York – October 28, 2019 – Athene Holding Ltd. (“Athene”) (NYSE: ATH), a leading retirement services company, and Apollo Global Management, Inc. (NYSE: APO), (together with its consolidated subsidiaries, “Apollo”) a leading global alternative investment manager, announced that the companies have signed an agreement that will serve to strengthen the strategic relationship and reinforce the alignment of interests between the two companies. The transaction includes a share exchange between Apollo and Athene, purchase by Apollo of Athene shares, and also eliminates Athene’s current multi-class share structure which the companies expect will significantly improve Athene’s index inclusion eligibility and expand Athene’s investor base.

Jim Belardi, Chairman and Chief Executive Officer of Athene, said, “Today’s announcement reflects the strength and strategic nature of our longstanding relationship with Apollo. After carefully reviewing Athene’s options to unlock value for shareholders, Athene and Apollo

determined it is prudent to eliminate Athene's multi-class share structure and make other enhancements to the companies' mutually beneficial relationship. This transaction will remove a material impediment to additional index inclusion and strengthen our corporate governance profile by aligning voting rights with the economic interests of all shareholders. We believe the combination of these factors will greatly enhance Athene's appeal to a much broader group of active and passive investors."

Leon Black, Chairman and Chief Executive Officer of Apollo, said, "We are tremendously excited to be announcing this strategic transaction, which we believe will meaningfully enhance value for both Apollo and Athene shareholders. Athene and Apollo have developed a special and symbiotic relationship since Athene's inception a decade ago. By nearly doubling our economic interest in Athene to approximately 35%, we are reinforcing the durability of our relationship, and enhancing the strong alignment between the two companies."

Under the proposed terms and in connection with the transaction,

- Apollo's operating group entities will acquire approximately 35.5 million common shares of Athene for approximately \$1.55 billion, which is expected to increase economic ownership by Apollo and certain of its related parties and employees to approximately 35%. The acquisition by Apollo will consist of:
 - Approximately 7.5 million of Athene shares in exchange for \$350 million of cash, valued at a price of \$46.20 per share or a 10% premium to the closing market price on October 25, 2019; and,
 - Approximately 28.0 million Athene shares sold at a 2.3% premium in exchange for an approximately 7% equity stake in Apollo's operating group entities (approximately 29.2 million Apollo operating group units), valued at approximately \$1.2 billion based on the closing market price of Apollo's Class A common shares on October 25, 2019.
- Apollo and its operating group entities will enter into a lock-up on their existing and newly acquired shares of Athene for three years from the initial closing date. Athene will not have a lock-up on its Apollo operating group equity. Both companies view their investments as strategic in nature and intend to be long-term holders.
- The proposed transaction will add approximately \$1.6 billion of capital for Athene, including approximately \$1 billion of incremental excess capital. In connection with the transaction, Athene's board of directors has approved an increase in the share repurchase authorization of \$600 million of the company's outstanding common shares. Athene expects to utilize the \$350 million of cash proceeds from Apollo toward these repurchases. Since Athene commenced share repurchases in December 2018, it has repurchased 22.4 million shares in aggregate, representing \$928 million of capital returned to shareholders.
- Athene's bye-laws will be amended and restated to eliminate its multi-class share structure with all outstanding shares of Athene's Class B Common Shares converted into shares of Class A Common Shares, and all outstanding Class M Common Shares converted into a combination of Class A Common Shares and warrants to purchase

Class A Common Shares. Eliminating Athene's multi-class share structure increases alignment of interests between Apollo's voting and economic interests in Athene, and is expected to remove material impediments for additional index inclusion, which should serve to increase Athene's appeal to a broader group of active and passive investors.

- Pro forma for the proposed transaction (and assuming full utilization of the increased share repurchase authorization and taking into account the voting proxies described below), Apollo and certain of its related parties and employees are expected to control combined equity interests representing approximately 35% of the voting power and economic interests of Athene, as compared to the 45% voting power and approximately 17% economic interest that Apollo and certain of its related parties and employees hold today.
- For Athene, assuming utilization of the increased repurchase authorization and a total return for its Apollo holding in line with analyst consensus targets for dividend and stock price appreciation, the proposed transaction is expected to be approximately 1.5% accretive to Athene's operating earnings per share in year one and approximately 1% dilutive to adjusted book value per share at closing.
- For Apollo, the proposed transaction is expected to be approximately neutral on a sum-of-the-parts valuation basis, and approximately 7% dilutive to Apollo's Fee Related Earnings per share, as Athene currently does not pay a dividend. If Apollo were to also include its pro rata share of Athene's adjusted operating earnings, the transaction would be meaningfully accretive to its earnings per share.
- There will be no immediate changes to the current Athene directors as a part of this proposed transaction. Apollo will have the right to nominate five directors to Athene's 15-person board based on expected ownership at closing. The number of directors Apollo may nominate will be proportionate to Apollo's operating group entities' beneficial ownership of Athene.
- As part of the proposed transaction, Athene has agreed to grant Apollo, for a period of up to 180 days after the closing, the right to purchase additional Athene common shares if necessary in order for Apollo and certain related parties and employees to beneficially own, in total, at least 35% of the total Athene common shares outstanding, on a fully diluted basis. The price for any shares purchased pursuant to this right will be the market price for the Athene common shares based on the volume weighted average price for the 30 calendar days prior to the exercise of the right.
- In connection with the proposed transaction, certain members of Athene's management have also agreed to give a voting proxy to an Apollo operating group entity for purposes of voting their Athene shares at any future shareholder meeting following the closing of the proposed transaction, subject to a customary fall-away.
- Apollo's operating group entities will have the right in the future to acquire directly from Athene a number of shares that would result in Apollo and certain related parties and employees beneficially owning up to an additional 5% in the aggregate of Athene's outstanding shares of common shares, pro forma for such issuance, at a price based on an agreed upon mechanism.

-
- Concurrent with the proposed transaction, Apollo announces \$3 billion of total capital commitments raised to date for the Apollo/Athene Dedicated Investment Program (“ADIP”), a fund designed to participate directly alongside the growth of Athene and augment the company’s capital flexibility.

The board of directors of Athene established a special committee of disinterested directors to negotiate the transaction on Athene’s behalf. The special committee of disinterested members of Athene’s board of directors, and all of Athene’s disinterested directors have approved the transaction. Houlihan Lokey provided a fairness opinion to Athene’s board of directors. Athene will be seeking shareholder approval for the proposed transaction, and the proposed transaction is expected to be completed promptly after Athene’s shareholder approval is obtained and all required regulatory approvals are received. The completion of the proposed transaction is subject to customary closing conditions and regulatory approvals. In addition, the conflicts committee of Apollo’s board of directors and the executive committee of Apollo’s board of directors have approved the transaction. Lazard Frères & Co. served as financial advisor to the special committee of Athene’s board and Houlihan Lokey provided a fairness opinion. Barclays served as financial advisor to the conflicts committee of Apollo’s board.

Athene is represented by Sidley Austin LLP as legal counsel and the special committee of Athene’s board is represented by Latham & Watkins LLP. Apollo is represented by Paul, Weiss, Rifkind, Wharton & Garrison LLP and the conflicts committee of Apollo’s board is represented by Simpson Thacher & Bartlett LLP.

Conference Call

Athene and Apollo will host a conference call at 9:00 a.m. ET on Monday, October 28, 2019 to discuss the transaction. A supplemental presentation discussing the transaction is available on the ir.athene.com and apollo.com/stockholders websites.

- Live conference call: Toll-free at (866)901-0811 (domestic) or +1 (346) 354-0810 (international)
- Conference call replay available through November 9, 2019 at (800)585-8367 (domestic) or +1 (404) 537-3406 (international)
- Conference ID number: 9944415
- Live and archived webcast available at ir.athene.com and apollo.com/stockholders

About Athene Holding Ltd.

Athene, through its subsidiaries, is a leading retirement services company that issues, reinsures and acquires retirement savings products designed for the increasing number of individuals and institutions seeking to fund retirement needs. The products offered by Athene include:

- Retail fixed, fixed indexed and index-linked annuity products;
- Reinsurance arrangements with third-party annuity providers; and

-
- Institutional products, such as funding agreements and group annuity contracts related to pension risk transfers.

Athene had total assets of \$139.0 billion as of June 30, 2019. Athene's principal subsidiaries include Athene Annuity & Life Assurance Company, a Delaware-domiciled insurance company, Athene Annuity and Life Company, an Iowa-domiciled insurance company, Athene Annuity & Life Assurance Company of New York, a New York-domiciled insurance company and Athene Life Re Ltd., a Bermuda-domiciled reinsurer.

Further information about our companies can be found at athene.com.

About Apollo Global Management

Apollo is a leading global alternative investment manager with offices in New York, Los Angeles, San Diego, Houston, Bethesda, London, Frankfurt, Madrid, Luxembourg, Mumbai, Delhi, Singapore, Hong Kong, Shanghai and Tokyo. Apollo had assets under management of approximately \$312 billion as of June 30, 2019 in private equity, credit and real assets funds invested across a core group of nine industries where Apollo has considerable knowledge and resources. For more information about Apollo, please visit apollo.com.

Additional Information Regarding the Transaction and Where to Find It

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. This communication is being made in respect of the proposed transaction involving Athene, Apollo and Apollo's operating group subsidiaries. The proposed transaction will be submitted to the stockholders of Athene for their consideration. In connection therewith, the parties intend to file relevant materials with the Securities and Exchange Commission (the "SEC"), including a definitive proxy statement, which will be mailed to the stockholders of Athene. However, such documents are not currently available. **BEFORE MAKING ANY VOTING OR ANY INVESTMENT DECISION, AS APPLICABLE, INVESTORS AND SECURITY HOLDERS OF ATHENE ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT REGARDING THE PROPOSED TRANSACTION AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.** Investors and security holders may obtain free copies of the definitive proxy statement, any amendments or supplements thereto and other documents containing important information about Athene, once such documents are filed with the SEC, through the website maintained by the SEC at www.sec.gov. Copies of the documents filed with the SEC by Athene will be available free of charge under the "Investors" section of Athene's website located at <http://www.athene.com> or by contacting Athene's Investor Relations Department at (441) 279-8531 or ir@athene.com.

Participants in the Solicitation

Athene and its directors, its executive officers and certain other members of Athene management and Athene employees may, under the rules of the SEC, be deemed to be participants in the solicitation of proxies in connection with the proposed transaction. Information about the directors and executive officers of Athene is set forth in Athene's proxy statement for its 2019 annual meeting of stockholders, which was filed with the SEC on April 22, 2019, its annual

report on Form 10-K for the fiscal year ended December 31, 2018, which was filed with the SEC on February 27, 2019, and in subsequent documents filed with the SEC, each of which can be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitation of the stockholders of Athene and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the preliminary and definitive proxy statements and other relevant materials to be filed with the SEC when they become available.

* * *

Athene Safe Harbor for Forward-Looking Statements

This press release contains, and certain oral statements made by Athene's representatives from time to time may contain, forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements are subject to risks and uncertainties that could cause actual results, events and developments to differ materially from those set forth in, or implied by, such statements. These statements are based on the beliefs and assumptions of Athene's management and the management of Athene's subsidiaries.

Generally, forward-looking statements include actions, events, results, strategies and expectations and are often identifiable by use of the words "believes," "expects," "intends," "anticipates," "plans," "seeks," "estimates," "projects," "may," "will," "could," "might," or "continues" or similar expressions. Forward-looking statements within this press release include, but are not limited to, discussion related to the issuance and exchange of common equity interests of Athene and Apollo and the benefits to be derived therefrom; amendments to Athene's bye-law to eliminate Athene's multi-class share structure; potential inclusion of Athene's common shares in certain specified indices; and future financial performance. Factors that could cause actual results, events and developments to differ include, without limitation: Athene's failure to obtain approval of the transaction by its shareholders or regulators; Athene's failure to recognize the benefits expected to be derived from the transaction; unanticipated difficulties or expenditures relating to the transaction; disruptions of Athene's current plans, operations and relationships with customers, suppliers and other business partners caused by the announcement and pendency of the transaction; legal proceedings, including those that may be instituted against Athene, Athene's board of directors, Athene's executive officers and others following announcement of the transaction; the accuracy of Athene's assumptions and estimates; Athene's ability to maintain or improve financial strength ratings; Athene's ability to manage its business in a highly regulated industry; regulatory changes or actions; the impact of Athene's reinsurers failing to meet their assumed obligations; the impact of interest rate fluctuations; changes in the federal income tax laws and regulations; the accuracy of Athene's interpretation of the Tax Cuts and Jobs Act, litigation (including class action litigation), enforcement investigations or regulatory scrutiny; the performance of third parties; the loss of key personnel; telecommunication, information technology and other operational systems failures; the continued availability of capital; new accounting rules or changes to existing accounting rules; general economic conditions; Athene's ability to protect its intellectual

property; the ability to maintain or obtain approval of the Delaware Department of Insurance, the Iowa Insurance Division and other regulatory authorities as required for Athene's operations; and other factors discussed from time to time in Athene's filings with the SEC, including its annual report on Form 10-K for the year ended December 31, 2018, and its quarterly report on Form 10-Q for the quarterly period ended June, 30, 2019, which can be found at the SEC's website www.sec.gov.

All forward-looking statements described herein are qualified by these cautionary statements and there can be no assurance that the actual results, events or developments referenced herein will occur or be realized. Athene does not undertake any obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results.

Apollo Safe Harbor for Forward Looking Statements Disclaimer

This press release contains forward looking statements that are within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements include, but are not limited to, the issuance and exchange of common equity interest of Athene and Apollo and the benefits to be derived therefrom, discussions related to Apollo's expectations regarding the performance of its business, its liquidity and capital resources and the other non-historical statements in the discussion and analysis. These forward-looking statements are based on management's beliefs, as well as assumptions made by, and information currently available to, management. When used in this press release, the words "believe," "anticipate," "estimate," "expect," "intend" and similar expressions are intended to identify forward-looking statements. Although management believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurance that these expectations will prove to have been correct. These statements are subject to certain risks, uncertainties and assumptions, including risks relating to our dependence on certain key personnel, our ability to raise new private equity, credit or real asset funds, market conditions, generally, our ability to manage our growth, fund performance, changes in our regulatory environment and tax status, the variability of our revenues, net income and cash flow, our use of leverage to finance our businesses and investments by our funds and litigation risks, among others. We believe these factors include but are not limited to those described under the section entitled "Risk Factors" in Apollo's annual report on Form 10-K filed with the Securities and Exchange Commission (the "SEC") on March 1, 2019 and its quarterly report on Form 10-Q filed with the SEC on August 6, 2019, as such factors may be updated from time to time in our periodic filings with the SEC, which are accessible on the SEC's website at www.sec.gov. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this press release and in other filings. We undertake no obligation to publicly update or review any forward-looking statements, whether as a result of new information, future developments or otherwise, except as required by applicable law. This press release does not constitute an offer of any Apollo fund.

Contacts:

Athene Investor Contact

Noah Gunn
+1 441 279 8534
+1 646 768 7309
ngunn@athene.com

Athene Media Contact

Karen Lynn
+1 441 279 8460
+1 515 342 3910
klynn@athene.com

Apollo Investor Contact

Gary M. Stein
Apollo Global Management, Inc.
(212) 822-0467
gstein@apollo.com

Apollo Media Contact

Charles Zehren
Rubenstein Associates, Inc. for Apollo Global Management, Inc.
(212) 843-8590
czehren@rubenstein.com



**Athene and Apollo Announce Transaction to
Strengthen Strategic Relationship and
Eliminate Athene's Multi-Class Share Structure**

October 28, 2019

Disclaimer Related to Athene

This presentation does not constitute an offer to sell, or the solicitation of an offer to buy, any security of Athene Holding Ltd. ("Athene").

Certain information contained herein and certain oral statements made in reference thereto may be "forward-looking" in nature. These statements include, but are not limited to, discussions related to the issuance and exchange of common equity interests of Athene, and the results to be derived therefrom; amendments to the bye-laws of Athene to eliminate its Class B common shares; potential inclusion of Athene's common shares in certain specified indices; expected future operating results of Athene; Athene's liquidity and capital resources and the other non-historical statements. These forward-looking statements are based on management's beliefs, as well as assumptions made by, and information currently available to, management. When used in this presentation, the words "believe," "anticipate," "estimate," "expect," "intend" and similar expressions are intended to identify forward-looking statements. Although management believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurance that these expectations will prove to be correct. These statements are subject to certain risks, uncertainties and assumptions, including Athene's and/or Apollo's failure to obtain approval of the transaction by its shareholders or regulators and Athene's Apollo's failure to recognize the benefits expected to be derived from the transaction. For a discussion of the other risks and uncertainties related to Athene's forward-looking statements, see its annual report on Form 10-K for the year ended December 31, 2018, its quarterly report on Form 10-Q for the quarterly period ended June 30, 2019 and its other SEC filings, which can be found at the SEC's website www.sec.gov. Due to these various risks, uncertainties and assumptions, actual events or results or Athene's actual performance may differ materially from that reflected or contemplated in such forward-looking statements. Athene undertakes no obligation to publicly update or review any forward-looking statements, whether as a result of new information, future developments or otherwise. For a discussion of the other risks and uncertainties related to Apollo's forward looking statements, see its annual report on Form 10-K for the year ended December 31, 2018, filed with the SEC on March 1, 2019 and its quarterly report on Form 10-Q for the quarter ended June 30, 2019 filed with the SEC on August 6, 2019; as such factors may be updated from time to time in Apollo's periodic filings with the SEC, which are accessible on the SEC's website at www.sec.gov. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in Apollo's filings with the SEC. Apollo undertakes no obligation to publicly update or review any forward-looking statements, whether as a result of new information, future developments or otherwise, except as required by applicable law.

Information contained herein may include information respecting prior performance of Athene. Information respecting prior performance, while a useful tool, is not necessarily indicative of actual results to be achieved in the future, which is dependent upon many factors, many of which are beyond Athene's control. The information contained herein is not a guarantee of future performance by Athene, and actual outcomes and results may differ materially from any historic, pro forma or projected financial results indicated herein. Certain of the financial information contained herein is unaudited or based on the application of non-GAAP financial measures. These non-GAAP financial measures should be considered in addition to and not as a substitute for, or superior to, financial measures presented in accordance with GAAP. Furthermore, certain financial information is based on estimates of management of Athene. These estimates, which are based on the reasonable expectations of management of Athene, are subject to change and there can be no assurance that they will prove to be correct. The information contained herein does not purport to be all-inclusive or contain all information that an evaluator may require in order to properly evaluate the business, prospects or value of Athene. Athene has no obligation to update this presentation and the information may change at any time without notice.

Certain of the information used in preparing this presentation was obtained from third parties or public sources. No representation or warranty, express or implied, is made or given by or on behalf of Athene or any other person as to the accuracy, completeness or fairness of such information, and no responsibility or liability is accepted for any such information.

This document is not intended to be and should not be construed or used as, financial, legal, tax, insurance or investment advice. There can be no assurance that Athene will achieve its objectives. Past performance is not indicative of future success.

All information is as of the dates indicated herein.

 ATHENE APOLLO

Disclaimer Related to Athene (continued)

Additional Information Regarding the Transaction and Where to Find It

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. This communication is being made in respect of the proposed transaction involving Athene, Apollo and Apollo's operating group subsidiaries. The proposed transaction will be submitted to the stockholders of Athene for their consideration. In connection therewith, the parties intend to file relevant materials with the Securities and Exchange Commission (the "SEC"), including a definitive proxy statement, which will be mailed to the stockholders of Athene. However, such documents are not currently available. BEFORE MAKING ANY VOTING OR ANY INVESTMENT DECISION, AS APPLICABLE, INVESTORS AND SECURITY HOLDERS OF ATHENE ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT REGARDING THE PROPOSED TRANSACTION AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders may obtain free copies of the definitive proxy statement, any amendments or supplements thereto and other documents containing important information about Athene, once such documents are filed with the SEC, through the website maintained by the SEC at www.sec.gov. Copies of the documents filed with the SEC by Athene will be available free of charge under the "Investors" section of Athene's website located at <http://www.athene.com> or by contacting Athene's Investor Relations Department at (441) 279-8531 or ir@athene.com.

Participants in the Solicitation

Athene and its directors, its executive officers and certain other members of Athene management and Athene employees may, under the rules of the SEC, be deemed to be participants in the solicitation of proxies in connection with the proposed transaction. Information about the directors and executive officers of Athene is set forth in Athene's proxy statement for its 2019 annual meeting of stockholders, which was filed with the SEC on April 22, 2019, its annual report on Form 10-K for the fiscal year ended December 31, 2018, which was filed with the SEC on February 27, 2019, and in subsequent documents filed with the SEC, each of which can be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitation of the stockholders of Athene and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the preliminary and definitive proxy statements and other relevant materials to be filed with the SEC when they become available.

Disclaimer Related to Apollo

This presentation may contain forward-looking statements that are within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These statements include, but are not limited to, discussions related to Apollo Global Management, Inc. (NYSE:APO) (formerly Apollo Global Management, LLC, and together with its subsidiaries, "Apollo") expectations regarding the performance of its business, liquidity and capital resources and the other non-historical statements. These forward looking statements are based on Apollo's management's beliefs, as well as assumptions made by, and information currently available to, management. When used in this presentation, the words "believe," "anticipate," "estimate," "expect," "intend" or future or conditional verbs, such as "will," "should," "could," or "may," and variations of such words or similar expressions are intended to identify forward-looking statements. Although Apollo's management believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurance that these expectations will prove to be correct. These statements are subject to certain risks, uncertainties and assumptions, including risks relating to our dependence on certain key personnel, Apollo's ability to raise new private equity, credit or real asset funds, market conditions generally, Apollo's ability to manage its growth, fund performance, changes in Apollo's regulatory environment and tax status, the variability of its revenues, net income and cash flow, its use of leverage to finance its businesses and investments by funds it manages ("Apollo Funds") and litigation risks, among others. Apollo believes these factors include but are not limited to those described under the section entitled "Risk Factors" in the Company's Annual Report on Form 10-K filed with the United States Securities and Exchange Commission ("SEC") on March 1, 2019 and Quarterly Report on Form 10-Q filed with the SEC on August 6, 2019; as such factors may be updated from time to time in its periodic filings with the SEC, which are accessible on the SEC's website at www.sec.gov. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in Apollo's filings with the SEC. Apollo undertakes no obligation to publicly update or review any forward-looking statements, whether as a result of new information, future developments or otherwise, except as required by applicable law.

This presentation contains information regarding Apollo's financial results that is calculated and presented on the basis of methodologies other than in accordance with accounting principles generally accepted in the United States.

This presentation is for informational purposes only and does not constitute an offer to sell, or the solicitation of an offer to buy, any security, product or service of Apollo or of any Apollo Fund, whether an existing or contemplated fund, for which an offer can be made only by such fund's Confidential Private Placement Memorandum and in compliance with applicable law.

This presentation is not complete and the information contained herein may change at any time without notice. Except as required by applicable law, Apollo does not have any responsibility to update the presentation to account for such changes.

Apollo makes no representation or warranty, express or implied, with respect to the accuracy, reasonableness or completeness of any of the information contained herein, including, but not limited to, information obtained from third parties.

The information contained herein is not intended to provide, and should not be relied upon for, accounting, legal or tax advice or investment recommendations.

Past performance is not indicative nor a guarantee of future returns.

Unless otherwise noted, information included herein is presented as of the dates indicated. Not for distribution in whole or in part without the express written consent of Apollo.

Strategic Transaction Summary

- **Apollo to acquire incremental 18% stake in Athene for \$1.55bn in cash and equity at a premium¹**
 - Athene to sell \$350mn of shares for cash at a 10% premium²
 - Athene to sell \$1.2bn of shares for ~7% equity interest in Apollo's operating group entities, reflecting a 2.3% premium
 - Apollo's shareholding in Athene subject to 3-year lock-up; no lock-up on Apollo units held by Athene
 - Both companies view the investments as strategic in nature and intend to be long-term holders
- **Greater alignment between Athene and Apollo (Apollo beneficial ownership of Athene up to ~35%)³**

- **Athene to convert to a single share class, eliminating current super-voting structure**
- **Expands Athene's investor universe, including eligibility for S&P 500**

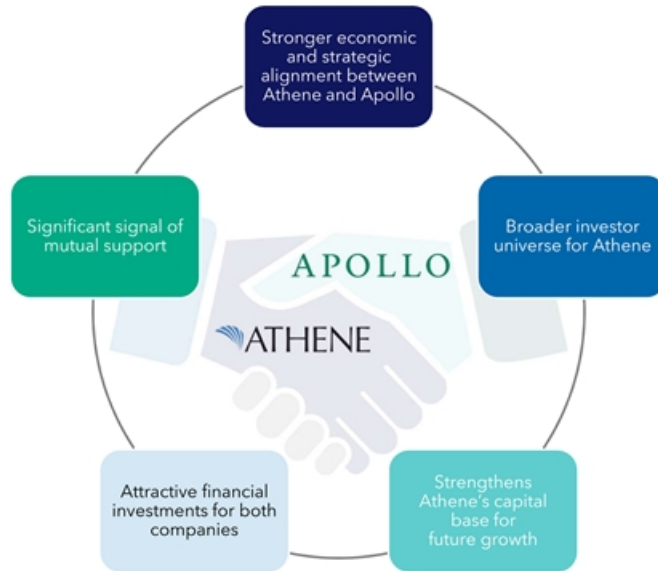
- **Athene is authorizing \$600mn of additional share repurchase capacity**
 - Athene intends to use the \$350mn of cash proceeds from Apollo towards this authorization, in addition to its existing excess capital

- **Approximately 1.5% accretive to Athene adjusted operating EPS in year one⁴**
 - ~1% dilutive to Athene's adjusted book value per share at close
- **Approximately breakeven for Apollo's sum-of-the-parts (SOTP) valuation**
 - ~7% dilutive to Apollo FRE per share; would be meaningfully accretive to earnings per share if Apollo were to include pro rata share of Athene's adjusted operating earnings

- **We are announcing that ADIP has closed on \$3bn of total third-party capital commitments to date for investments into ACRA, a strategic capital solution for Athene⁵**

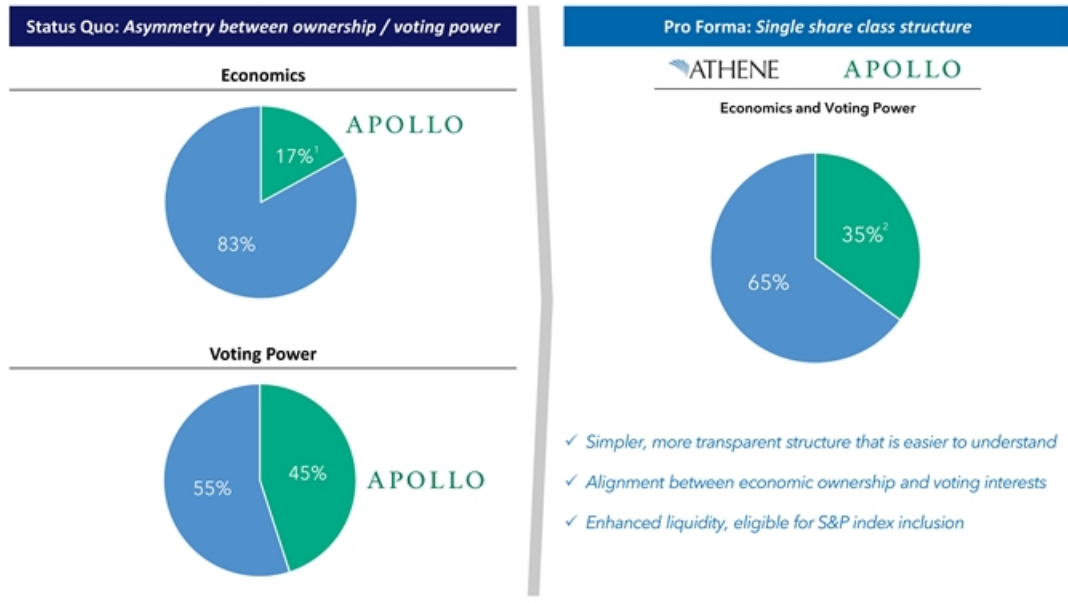
1 "Apollo" includes Apollo Global Management, Inc., its consolidated subsidiaries, its affiliates, related parties and employees. 2 Premium calculated off of ATH close price as of October 25, 2019. 3 Based on beneficial ownership and assumes full utilization of \$600 million repurchase authorization at Athene's current market price of \$42 per share. 4 Assuming utilization of the increased repurchase authorization and a total return for Athene's Apollo holding in line with analyst consensus targets for dividend and stock price appreciation (total return = 17.5%). 5 Apollo/Athene Dedicated Investment Program ("ADIP") is the investment fund managed by Apollo Global Management that will help capitalize the Athene Co-Invest Reinsurance Affiliate ("ACRA").

Transaction Strengthens Athene-Apollo Strategic Partnership Through Deeper Strategic and Economic Alignment



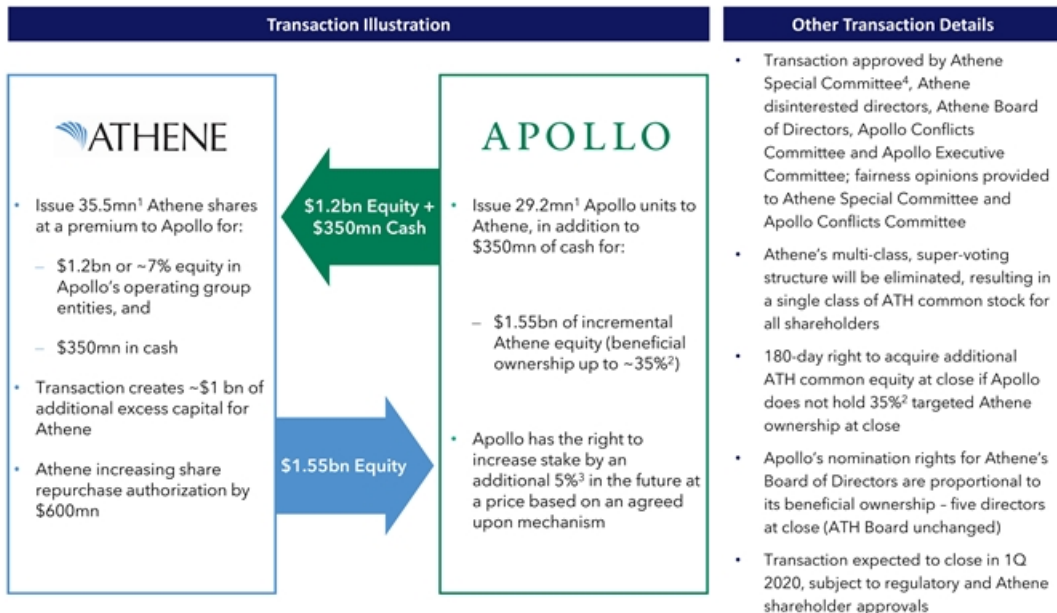
Overview of Athene's Status Quo and Pro Forma Structure

Athene's simplified ownership structure will improve the alignment between economic and voting interests in the company



1 Represents Apollo's beneficial ownership in Athene, including direct investment, affiliates, and Apollo employees. 2 Represents Apollo's beneficial ownership in Athene, including direct investment, affiliates, Apollo employees, and certain members of Athene management. Assumes full utilization of repurchase authorization at Athene's current market price.

Transaction Illustration and Other Considerations



1 Exact number of ATH shares issued is 27,959,184 for \$1.2bn in Apollo operating group units, and 7,575,758 for \$350mn in cash. Exact number of Apollo operating group units issued is 29,154,519. 2 Represents Apollo's beneficial ownership in Athene, including direct investment, affiliates, Apollo employees, and certain members of Athene management. 3 On a fully diluted basis. 4 Comprised of certain ATH disinterested directors.

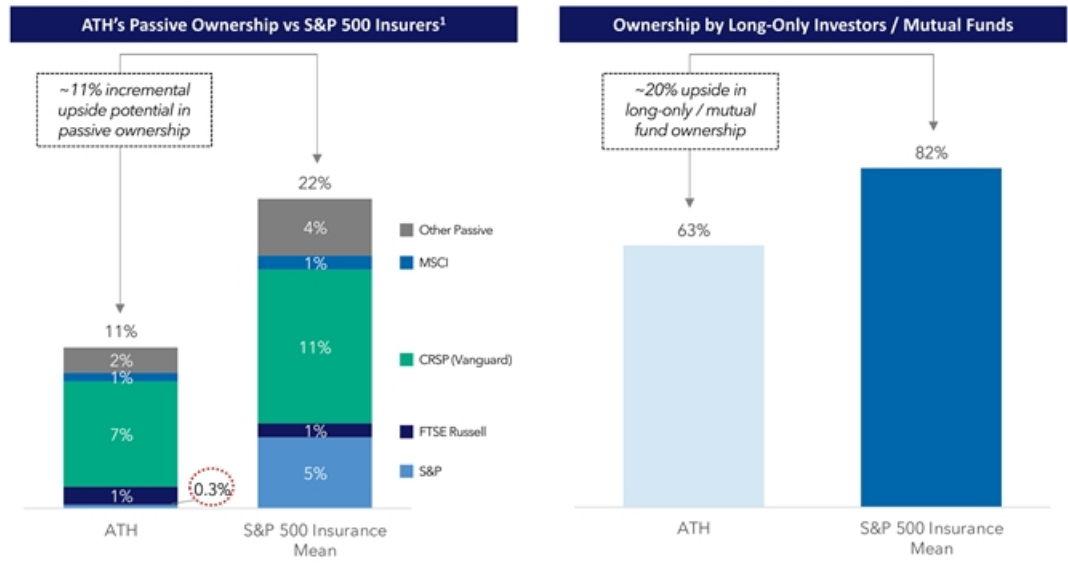
Stronger Strategic Partnership with Apollo Enhances Athene Shareholder Value

Single Share Class	<ul style="list-style-type: none"> A simpler structure is expected to broaden Athene's investor appeal, as well as benefit its long-only ownership and liquidity metrics Pro forma ownership structure shows more direct alignment of economic and voting interests
Broader Passive / Active Shareholder Base	<ul style="list-style-type: none"> Athene's potential inclusion in a major S&P Dow Jones index, such as the S&P 500, would materially increase passive capital ownership of the stock S&P inclusion would significantly increase Athene's exposure to investors actively managing their portfolios against widely followed benchmarks
Increased Alignment	<ul style="list-style-type: none"> Apollo and related parties and employees will share in over a third of Athene's financial performance, with better aligned incentives to continue supporting solid results at Athene¹ Apollo and Athene have agreed no base or sub-advisory fees will be charged on Athene's investment in units in Apollo operating group entities Apollo's incremental investment in Athene signals belief in Athene's value proposition
Economic Considerations	<ul style="list-style-type: none"> Athene shareholders gain exposure to Apollo's robust growth, earnings power, and valuation upside Approximately \$1 billion of additional capital added to balance sheet, including \$350 million in cash <ul style="list-style-type: none"> In connection with the transaction, Athene is increasing its share repurchase authorization by \$600 million Expected to be ~1.5% accretive to adjusted operating EPS in year one and ~1% dilutive to adjusted BVPS at close²
Bottom Line	<ul style="list-style-type: none"> A significant impediment to inclusion eligibility in a major S&P index is removed by collapsing Athene's multi class structure A material expansion of Athene's passive and active investor universe could lead to a re-rating of valuation multiples to be more in line with Athene's superior operating performance

¹ Reference to Apollo includes Apollo, its affiliates, related parties and employees. ² Assuming utilization of the increased repurchase authorization and a total return for Athene's Apollo holding in line with analyst consensus targets for dividend and stock price appreciation (total return = 17.5%).

Athene's Stock Could Benefit From a Broader Investor Base

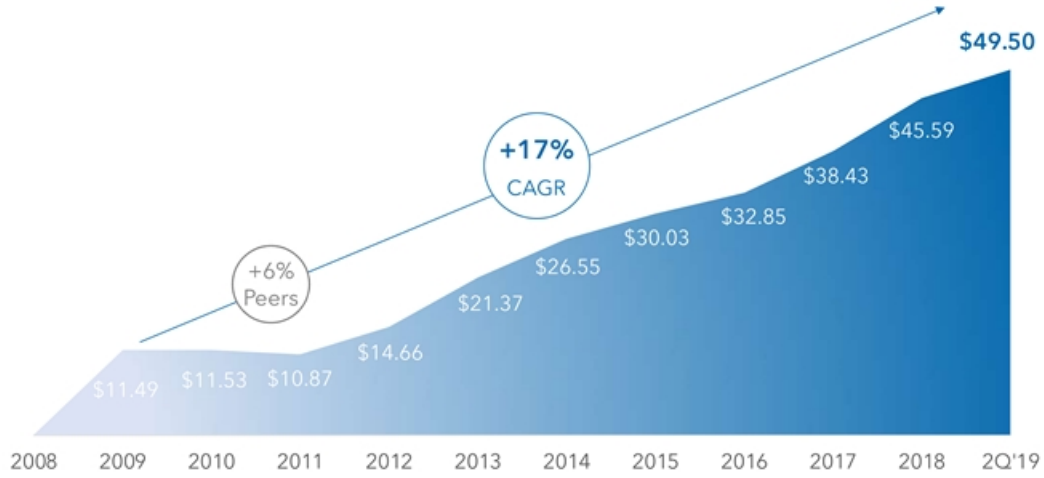
Significant potential for diversification in Athene's shareholder base, as well as upside in passive ownership



Source: Bloomberg, IPRED
 1 Includes: AFL, AIG, AIZ, ALL, CB, CINF, GL, HIG, LNC, MET, PFG, PGR, PRU, RE, TRV, and UNM. Analysis excludes AMP as company is included in the S&P 500 Capital Markets index, not Insurance.

Over the Last 10 Years, Athene Has Outperformed by a Wide Margin

Adjusted Book Value Per Common Share Growth



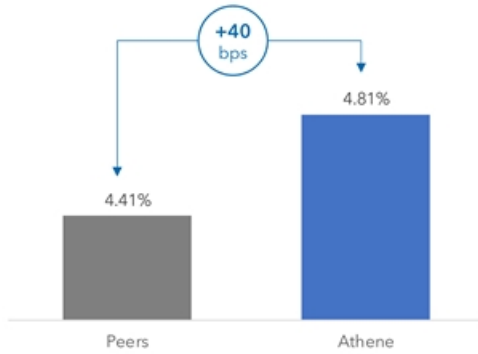
Note: Adjusted book value per common share is calculated as the adjusted common shareholders' equity divided by the adjusted operating common shares outstanding. Adjusted common shareholders' equity is calculated as the ending shareholders' equity excluding AOCI and the cumulative change in fair value of funds withheld and modco reinsurance assets and preferred stock. These adjustments fluctuate period to period in a manner inconsistent with our underlying profitability drivers as the majority of such fluctuation is related to the market volatility of the unrealized gains and losses associated with our AFS securities.
 1. Source: Company documents; Peers include AEL, AIG, LNC, MET, PFG, and PRU.

Athene's Outperformance Driven by Assets and Capital

Differentiated Asset Management

- Dedicated world-class credit manager providing bespoke service
- Capability to source senior secured direct origination
- Manager is largest shareholder, emphasizing alignment

Significant Fixed Income Net Investment Earned Rate (NIER) Outperformance¹

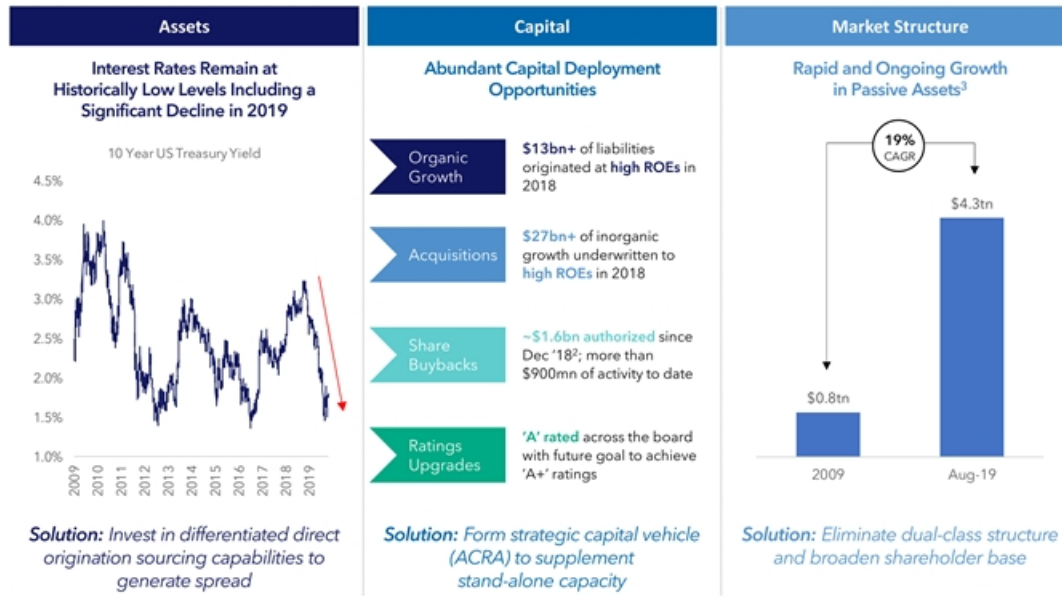


Opportunistic Capital Deployment at High Returns

2017-2Q'19	Capital Deployed	Liabilities Added
New Business Volumes²	~\$2.3bn	~\$26bn
VOYA Transaction	~\$1bn	~\$19bn
LNC Transaction	~\$700mn	~\$8bn
PRT Transactions	~\$650mn	~\$8bn
Buybacks³	~\$525mn	
Total	~\$5.2bn	~\$61bn

¹ Represents average annual NIER from 2016-2018. Data based on earned investment yield, as reported in Schedule D (Bonds) / B (Mortgage Loans) statutory filings. Peers include: AEL, AIG, FG, LNC, MET, PFG, PRU and VOYA.
² Includes retail, flow reinsurance, and funding agreements. ³ Through August 5, 2019.

Athene is Proactively Navigating the Market Environment

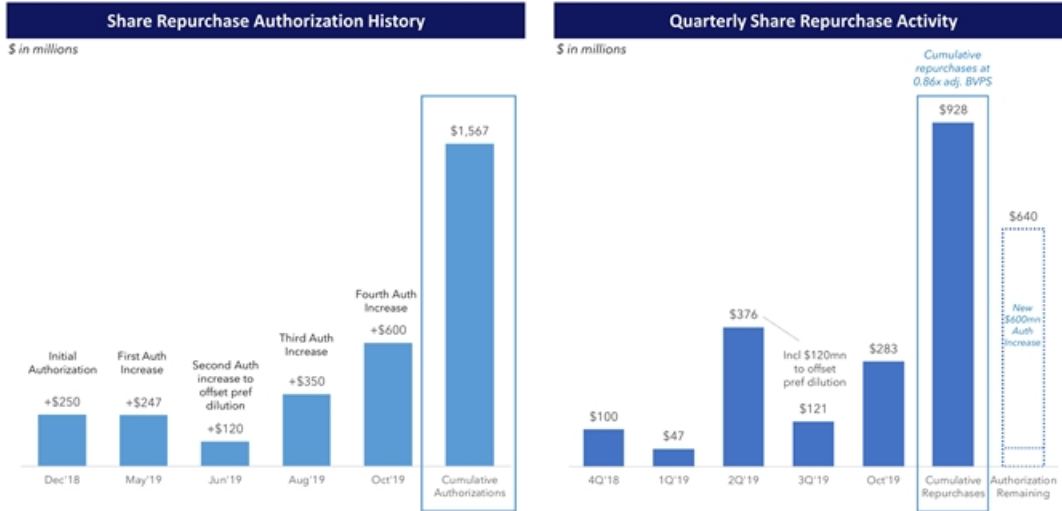


Initiatives underpinned by strong relationship with Apollo

¹ Source: FactSet. ² Including \$600 million addition to repurchase authorization announced in connection with the transaction. ³ Source: Morningstar Direct, Bloomberg.

Share Repurchases Have Been One of the Most Attractive Uses for Athene's Capital

Athene is increasing its share repurchase authorization by \$600 million, following more than \$900 million of activity to date



Athene intends to remain opportunistic in executing share repurchases

Athene Has Received Little Recognition For Its Strong Financial Performance and Execution



Athene's superior operating performance has not been reflected in its valuation

1 2019E consensus as of October 25, 2019. 2 As of October 25, 2017. 3 As of October 25, 2019. 4 Adjusted operating earnings per common share.

Stronger Strategic Partnership with Athene Enhances Apollo Shareholder Value

<p>Increased Alignment</p>	<ul style="list-style-type: none"> • Apollo's incremental \$1.55 billion investment in Athene signals belief in Athene's value proposition • Athene strategic partnership continues to be central to Apollo's long-term strategy • Apollo maintains significant representation on Athene's Board of Directors • As an investor, Athene will have an economic interest in Apollo's future • 35% represents a stable, sustainable long-term ownership level 									
<p>Economically Attractive</p>	<ul style="list-style-type: none"> • Apollo shareholders gain greater exposure to the attractive growth and earnings power of Athene, as well as the substantial upside in Athene's valuation • A stronger Athene with greater stability, broader access to capital, and robust growth potential expected to benefit Apollo's future AUM growth 									
<p>Transaction Reaffirms Apollo's Strategy</p>	<ul style="list-style-type: none"> • Value of Apollo's balance sheet investments will remain small relative to total equity value <div data-bbox="505 625 1235 829" data-label="Figure"> <table border="1"> <thead> <tr> <th>Transaction Status</th> <th>Market Cap</th> <th>Highlighted Percentage</th> </tr> </thead> <tbody> <tr> <td>Pre-Transaction</td> <td>\$17.0bn</td> <td>12%</td> </tr> <tr> <td>Pro Forma</td> <td>\$18.2bn</td> <td>18%</td> </tr> </tbody> </table> </div> <ul style="list-style-type: none"> • Apollo has a sustained commitment to its fund management business and global LP base, with significant growth expected in its current plan 	Transaction Status	Market Cap	Highlighted Percentage	Pre-Transaction	\$17.0bn	12%	Pro Forma	\$18.2bn	18%
Transaction Status	Market Cap	Highlighted Percentage								
Pre-Transaction	\$17.0bn	12%								
Pro Forma	\$18.2bn	18%								

Note: Market data as of October 25, 2019. 1 Pro forma for transaction assuming no change in share price.

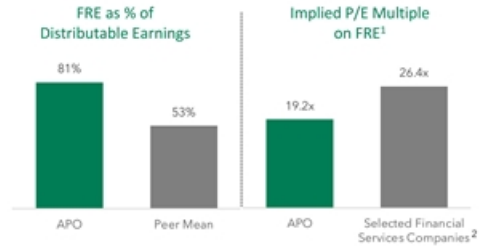
Apollo's Strong Fundamental Trends Remain Undervalued by the Market

Strong Growth in Total Assets Under Management



Apollo's Fundamentals Should Support a Higher Valuation

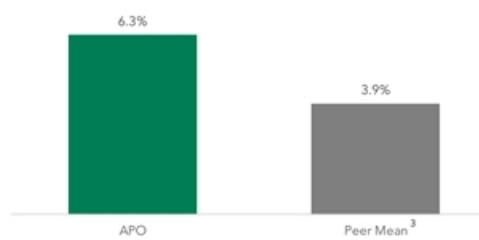
APO Fee-Related Earnings Are Being Improperly Discounted



Significant Growth in Fee-Related Earnings (FRE)



APO Dividend Yield Implies Valuation Upside³



¹ Assumes \$0 value assigned to performance fees. ² Represents average 2020E P/E multiple for FactSet Research Systems, IHS Markit, Moody's Corp, MSCI Inc, S&P Global, Verisk Analytics, Equifax Inc, MasterCard, Visa, Hamilton Lane, and Partners Group. ³ As of October 25, 2019; shows 2020E dividend yield based on consensus. Peers include ARES, BX, CG, and KKR.

Apollo Supports Athene's Continued Growth

Deep Resources

100+ dedicated asset management professionals for Athene

400+ Apollo investment professionals worldwide

Differentiated M&A Capabilities



Broad Access to Capital

>\$2.5 billion pre-IPO private placement fundraise

~\$2.3 billion direct equity investment¹

\$3 billion closed for ACRA / ADIP to date

Unmatched Direct Asset Origination



¹ Pro forma for transaction. ² Announced but not yet closed.

Strategic Transaction Offers Win-Win For Both Companies

Transaction strengthens the mutually beneficial long-term strategic relationship between Athene and Apollo

 ATHENE

Benefits for Athene

- ✓ Broader investor universe for Athene from single share class
- ✓ Apollo vote aligned with ownership with increased strategic and economic alignment
- ✓ Investment in Apollo is financially attractive
- ✓ Substantial capital raise strengthens Athene capital base

APOLLO

Benefits for Apollo

- ✓ Transaction further strengthens Apollo-Athene relationship
- ✓ As an investor, Athene is aligned with the future of Apollo
- ✓ Investment in Athene is financially attractive
- ✓ Apollo's strategy is unchanged by this transaction

Appendix

Athene Non-GAAP Measure Reconciliations

RECONCILIATION OF NET INCOME TO ADJUSTED OPERATING INCOME												
(In millions)	Years ended December 31,				Quarterly							
	2015	2016	2017	2018	3Q'16	4Q'16	1Q'17	2Q'17	3Q'18	4Q'18	1Q'19	2Q'19
Net income available to AHE shareholders	\$ 579	\$ 773	\$ 1,358	\$ 1,053	\$ 127	\$ 365	\$ 377	\$ 298	\$ 623	\$ 1,041	\$ 708	\$ 720
Non-operating adjustments												
Investment gains (losses), net of offsets	(56)	47	199	(274)	58	(51)	57	58	(53)	(114)	458	417
Change in fair values of derivatives and embedded derivatives - FIAs, net of offsets	(30)	67	230	242	(7)	175	85	6	376	(288)	(27)	(57)
Integration, restructuring and other non-operating expenses	(58)	(22)	(68)	(22)	(2)	(14)	(9)	(11)	(2)	(4)	(1)	(11)
Stock compensation expense	(67)	(82)	(33)	(11)	(46)	(23)	10	(13)	(3)	(3)	(3)	(3)
Income tax (expense) benefit - non-operating	30	4	(25)	(22)	-	(9)	(14)	(3)	(66)	65	(6)	4
Less: Total non-operating adjustments	(181)	14	303	(87)	-3	78	109	37	252	(344)	421	350
Adjusted operating income	\$ 760	\$ 789	\$ 1,055	\$ 1,140	\$ 124	\$ 291	\$ 268	\$ 261	\$ 371	\$ 240	\$ 287	\$ 370

RECONCILIATION OF BASIC EARNINGS PER CLASS A COMMON SHARES TO ADJUSTED OPERATING EARNINGS PER COMMON SHARE												
	Years ended December 31,				Quarterly							
	2015	2016	2017	2018	3Q'16	4Q'16	1Q'17	2Q'17	3Q'18	4Q'18	1Q'19	2Q'19
Basic earnings per share - Class A common shares	\$ 3.31	\$ 4.14	\$ 6.95	\$ 5.34	\$ 0.68	\$ 1.95	\$ 1.96	\$ 1.52	\$ 3.16	\$ (0.53)	\$ 3.65	\$ 3.76
Non-operating adjustments												
Investment gains (losses), net of offsets	(0.33)	0.24	1.02	(1.40)	0.31	(0.25)	0.30	0.29	(0.29)	(0.59)	2.38	2.20
Change in fair values of derivatives and embedded derivatives - FIAs, net of offsets	(0.17)	0.35	1.17	1.24	(0.04)	0.90	0.43	0.04	1.91	(1.47)	(0.14)	(0.30)
Integration, restructuring and other non-operating expenses	(0.33)	(0.12)	(0.35)	(0.12)	(0.02)	(0.07)	(0.05)	(0.06)	(0.02)	(0.02)	(0.01)	(0.06)
Stock compensation expense	(0.38)	(0.42)	(0.17)	(0.05)	(0.25)	(0.12)	(0.05)	(0.07)	(0.01)	(0.01)	(0.01)	(0.02)
Income tax (expense) benefit - non-operating	0.17	0.02	(0.13)	(0.11)	0.01	(0.06)	(0.07)	(0.02)	(0.34)	0.33	(0.03)	0.02
Less: Total non-operating adjustments	(1.04)	0.07	1.54	(0.44)	0.01	0.40	0.56	0.18	1.25	(1.76)	2.19	1.84
Effect of items convertible to or settled in Class A common shares	0.01	0.14	0.02	(0.04)	-	0.05	0.03	0.01	0.01	-	(0.04)	(0.03)
Adjusted operating earnings per share	\$ 4.34	\$ 3.93	\$ 5.39	\$ 5.82	\$ 0.67	\$ 1.50	\$ 1.37	\$ 1.33	\$ 1.90	\$ 1.23	\$ 1.50	\$ 1.95

RECONCILIATION OF BASIC WEIGHTED AVERAGE COMMON SHARES OUTSTANDING - CLASS A TO WEIGHTED AVERAGE COMMON SHARES OUTSTANDING - ADJUSTED OPERATING												
(In millions)	Years ended December 31,				Quarterly							
	2015	2016	2017	2018	3Q'16	4Q'16	1Q'17	2Q'17	3Q'18	4Q'18	1Q'19	2Q'19
Basic weighted average shares outstanding - Class A	41.2	52.1	107.7	160.5	48.8	58.3	78.2	106.3	164.5	164.2	161.3	158.5
Conversion of Class B shares to Class A shares	133.9	134.5	81.6	29.3	136.0	130.0	110.8	82.9	25.5	25.5	25.4	25.4
Conversion of Class M shares to Class A shares	-	8.6	6.1	5.6	-	5.5	6.2	6.2	5.6	5.2	5.1	5.1
Effect of other stock compensation plans	0.1	0.2	0.5	0.5	0.1	0.4	0.4	0.5	0.5	0.6	0.4	0.4
Weighted average shares outstanding - adjusted operating	175.2	193.4	195.9	195.9	186.1	194.2	195.6	195.9	196.1	195.5	192.2	189.4

RECONCILIATION OF BOOK VALUE PER COMMON SHARE TO ADJUSTED BOOK VALUE PER COMMON SHARE												
	December 31,								June 30,			
	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2019
Book value per common share	\$ 11.62	\$ 11.64	\$ 10.92	\$ 16.61	\$ 23.84	\$ 32.26	\$ 28.84	\$ 35.78	\$ 46.60	\$ 42.45	\$ 66.69	\$ 66.69
Preferred stock	-	-	-	-	-	-	-	-	-	-	-	(4.53)
AOCI	(0.13)	(0.11)	(0.05)	(1.95)	(0.60)	(4.59)	1.29	(1.90)	(7.36)	2.42	(9.49)	(9.49)
Accumulated change in fair value of reinsurance assets	-	-	-	-	(0.90)	(0.68)	(0.10)	(0.33)	(0.82)	0.39	(3.45)	(3.45)
Effect of items convertible to or settled in Class A common shares	-	-	-	-	(0.97)	(0.44)	-	(0.70)	0.01	0.33	0.28	0.28
Adjusted book value per common share	\$ 11.49	\$ 11.53	\$ 10.87	\$ 14.66	\$ 21.37	\$ 26.55	\$ 30.03	\$ 32.85	\$ 38.43	\$ 45.59	\$ 49.50	\$ 49.50

Apollo Fee Related Earnings

(\$ in thousands)	FY'11	FY'12	FY'13	FY'14	FY'15	FY'16	FY'17	FY'18	LTM 2Q'19
Management fees	490,191	623,041	730,702	901,024	911,893	977,649	1,082,315	1,282,688	1,409,555
Advisory and transaction fees	73,542	133,257	88,627	89,633	46,244	147,115	117,624	111,567	133,115
Performance fees	44,540	37,842	36,922	41,199	40,625	22,941	17,666	28,390	27,271
Total Fee Related Revenues	608,273	794,140	856,251	1,031,856	998,762	1,147,705	1,217,605	1,422,645	1,569,941
Salary, bonus and benefits	(251,095)	(274,574)	(294,753)	(339,846)	(355,922)	(366,890)	(394,155)	(414,962)	(419,924)
Non-Compensation Expenses	(183,146)	(219,516)	(272,949)	(243,207)	(218,745)	(242,923)	(242,492)	(241,413)	(257,248)
Total Fee Related Expenses	(434,241)	(494,090)	(567,702)	(583,053)	(574,667)	(609,813)	(636,647)	(656,375)	(677,172)
Other income (loss) attributable to FRE	10,203	8,846	24,841	9,621	7,694	(554)	47,834	9,977	11,854
Non-Controlling Interest	(12,146)	(8,730)	(13,985)	(12,688)	(11,684)	(7,464)	(4,379)	(5,008)	(3,677)
Fee Related Earnings	\$172,089	\$300,166	\$299,405	\$445,736	\$420,105	\$529,874	\$624,413	\$771,239	\$900,946

Apollo Reconciliation of GAAP to Fee Related Earnings

(\$ in thousands)	FY'11	FY'12	FY'13	FY'14	FY'15	FY'16	FY'17	FY'18	LTM 2Q'19
GAAP Net Income (Loss) Attributable to Apollo Global Management, Inc. Class A Shareholders	(\$468,826)	\$310,957	\$659,391	\$168,229	\$134,497	\$402,850	\$615,566	(\$42,038)	\$261,501
Preferred distributions	—	—	—	—	—	—	13,538	31,662	36,655
Net income attributable to Non-Controlling Interests in consolidated entities	104,939	2,051,481	456,953	157,011	21,364	5,789	8,891	31,648	30,758
Net income (loss) attributable to Non-Controlling Interests in the Apollo Operating Group	(940,312)	685,357	1,257,650	404,682	194,634	561,668	805,644	(2,021)	313,603
GAAP Net Income (Loss)	(\$1,304,199)	\$3,047,795	\$2,373,994	\$729,922	\$350,495	\$970,307	\$1,443,639	\$19,251	\$642,517
Income tax provision	11,929	65,410	107,569	147,245	26,733	90,707	325,945	86,021	95,068
GAAP Income (Loss) Before Income Tax Provision	(\$1,292,270)	\$3,113,205	\$2,481,563	\$877,167	\$377,228	\$1,061,014	\$1,769,584	\$105,272	\$737,585
Transaction related charges ¹	1,096,180	597,450	163,361	34,487	39,085	55,302	17,496	(5,631)	23,020
Charges associated with corporate conversion	—	—	—	—	—	—	—	—	10,006
Gain from remeasurement of tax receivable agreement liability	137	(3,937)	(13,038)	(32,182)	—	(3,208)	(200,240)	(35,405)	(35,405)
Net (income) loss attributable to Non-Controlling Interests in consolidated entities	(104,939)	(2,051,481)	(456,953)	(157,011)	(21,364)	(5,789)	(8,891)	(31,648)	(30,758)
Performance fees ²	441,947	(2,163,619)	(2,859,239)	(365,322)	(56,665)	(762,945)	(1,319,924)	402,700	(1,632)
Profit sharing expense and other ³	(59,541)	847,382	1,112,935	265,316	87,222	319,777	512,137	41,868	155,903
Equity-based compensation	68,172	68,942	66,341	105,495	61,701	63,081	64,954	68,229	71,426
Principal investment (income) loss	(10,829)	(121,120)	(113,211)	(54,905)	(16,078)	(102,581)	(162,951)	(7,614)	(64,364)
Net (gains) losses from investment activities	5,881	1,142	12,593	(9,062)	(121,132)	(138,608)	(94,774)	186,426	(12,154)
Net interest loss	36,119	31,477	23,191	19,098	26,533	39,019	44,984	37,573	43,363
Athene capital and surplus fee ⁴	(8,768)	(16,787)	(107,935)	(226,449)	(1,942)	—	—	—	—
Other	—	(2,488)	(10,203)	(10,896)	45,517	4,812	2,038	9,469	3,956
Fee Related Earnings	\$172,089	\$300,166	\$299,405	\$445,736	\$420,105	\$529,874	\$624,413	\$771,239	\$900,946

¹ Transaction-related charges include contingent consideration, equity-based compensation charges and the amortization of intangible assets and certain other charges associated with acquisitions. ² Excludes certain performance fees from business development companies and Redding Ridge Holdings. ³ Profit sharing expense and other includes certain profit sharing arrangements in which a portion of performance fees distributed to the general partner are allocated by issuance of equity-based awards, rather than cash, to employees of Apollo. Profit sharing expense and other also includes non-cash expenses related to equity awards granted by unconsolidated related parties to employees of Apollo. ⁴ Represents monitoring fees paid by Athene to Apollo by delivery of common shares of Athene Holding, calculated based on Athene's capital and surplus, as defined in our transaction and advisory services agreement with Athene.

Apollo Non-GAAP Financial Information & Definitions

Apollo discloses the following financial measures that are calculated and presented on the basis of methodologies other than in accordance with generally accepted accounting principles in the United States of America ("Non-GAAP"):

- **"Segment Distributable Earnings", or "Segment DE"**, is the key performance measure used by management in evaluating the performance of Apollo's credit, private equity and real assets segments. Management uses Segment DE to make key operating decisions such as the following:
 - Decisions related to the allocation of resources such as staffing decisions including hiring and locations for deployment of the new hires;
 - Decisions related to capital deployment such as providing capital to facilitate growth for the business and/or to facilitate expansion into new businesses;
 - Decisions related to expenses, such as determining annual discretionary bonuses and equity-based compensation awards to its employees. With respect to compensation, management seeks to align the interests of certain professionals and selected other individuals with those of the investors in the funds and those of Apollo's shareholders by providing such individuals a profit sharing interest in the performance fees earned in relation to the funds. To achieve that objective, a certain amount of compensation is based on Apollo's performance and growth for the year; and
 - Decisions related to the amount of earnings available for distribution to Class A shareholders, holders of RSUs that participate in distributions and holders of AOG Units.

Segment DE is the sum of (i) total management fees and advisory and transaction fees, (ii) other income (loss), (iii) realized performance fees, excluding realizations received in the form of shares and (iv) realized investment income, less (x) compensation expense, excluding the expense related to equity-based awards, (y) realized profit sharing expense, and (z) non-compensation expenses. Segment DE represents the amount of Apollo's net realized earnings, excluding the effects of the consolidation of any of the related funds, Taxes and Related Payables, transaction-related charges and any acquisitions. Transaction-related charges includes equity-based compensation charges, the amortization of intangible assets, contingent consideration and certain other charges associated with acquisitions. In addition, Segment DE excludes non-cash revenue and expense related to equity awards granted by unconsolidated related parties to employees of the Company, compensation and administrative related expense reimbursements, as well as the assets, liabilities and operating results of the funds and VIEs that are included in the consolidated financial statements.

- **"Distributable Earnings" or "DE"** represents Segment DE less estimated current corporate, local and non-U.S. taxes as well as the current payable under Apollo's tax receivable agreement. DE is net of preferred distributions, if any, to Series A and Series B Preferred shareholders. DE excludes the impacts of the remeasurement of the tax receivable agreement resulting from changes in the associated deferred tax balance, including the impacts related to the Tax Cuts & Jobs Act enacted on December 22, 2017 and changes in estimated future tax rates. Management believes that excluding the remeasurement of the tax receivable agreement and deferred taxes from Segment DE and DE, respectively, is meaningful as it increases comparability between periods. Remeasurement of the tax receivable agreement and deferred taxes are estimates and may change due to changes in interpretations and assumptions of tax legislation.
- **"Fee Related Earnings", or "FRE"**, is derived from our segment reported results and refers to a component of DE that is used as a supplemental performance measure to assess whether revenues that we believe are generally more stable and predictable in nature, primarily consisting of management fees, are sufficient to cover associated operating expenses and generate profits. FRE is the sum across all segments of (i) management fees, (ii) advisory and transaction fees, (iii) performance fees earned from business development companies and Redding Ridge Holdings and (iv) other income, net, less (x) salary, bonus and benefits, excluding equity-based compensation (y) other associated operating expenses and (z) non-controlling interests in the management companies of certain funds the Company manages.

Apollo Non-GAAP Financial Information & Definitions Cont'd

• **"Assets Under Management",** or **"AUM"**, refers to the assets of the funds, partnerships and accounts to which we provide investment management, advisory, or certain other investment-related services, including, without limitation, capital that such funds, partnerships and accounts have the right to call from investors pursuant to capital commitments. Our AUM equals the sum of:

- i) the net asset value, or "NAV," plus used or available leverage and/or capital commitments, or gross assets plus capital commitments, of the credit funds, partnerships and accounts for which we provide investment management or advisory services, other than certain collateralized loan obligations ("CLOs"), collateralized debt obligations ("CDOs"), and certain permanent capital vehicles, which have a fee-generating basis other than the mark-to-market value of the underlying assets;
- ii) the fair value of the investments of the private equity and real assets funds, partnerships and accounts we manage or advise, plus the capital that such funds, partnerships and accounts are entitled to call from investors pursuant to capital commitments, plus portfolio level financings; for certain permanent capital vehicles in real assets, gross asset value plus available financing capacity;
- iii) the gross asset value associated with the reinsurance investments of the portfolio company assets we manage or advise; and
- iv) the fair value of any other assets that we manage or advise for the funds, partnerships and accounts to which we provide investment management, advisory, or certain other investment-related services, plus unused credit facilities, including capital commitments to such funds, partnerships and accounts for investments that may require pre-qualification or other conditions before investment plus any other capital commitments to such funds, partnerships and accounts available for investment that are not otherwise included in the clauses above.

Our AUM measure includes Assets Under Management for which we charge either nominal or zero fees. Our AUM measure also includes assets for which we do not have investment discretion, including certain assets for which we earn only investment-related service fees, rather than management or advisory fees. Our definition of AUM is not based on any definition of Assets Under Management contained in our operating agreement or in any of our Apollo fund management agreements. We consider multiple factors for determining what should be included in our definition of AUM. Such factors include but are not limited to (1) our ability to influence the investment decisions for existing and available assets; (2) our ability to generate income from the underlying assets in our funds; and (3) the AUM measures that we use internally or believe are used by other investment managers. Given the differences in the investment strategies and structures among other alternative investment managers, our calculation of AUM may differ from the calculations employed by other investment managers and, as a result, this measure may not be directly comparable to similar measures presented by other investment managers. Our calculation also differs from the manner in which our affiliates registered with the SEC report "Regulatory Assets Under Management" on Form ADV and Form PF in various ways.