

**AHL Second Follow-On Documents - Notice of Registration Statement and Selling Shareholder Questionnaire (Attachment D)**

**ATHENE HOLDING LTD.**

**Notice of Registration Statement  
and  
Selling Shareholder Questionnaire**

**May 22, 2017**

Athene Holding Ltd. (the “Company”) has filed with the United States Securities and Exchange Commission (the “SEC”) a registration statement on Form S-1 (the “Registration Statement”) for an offering (the “Offering”) of the Class A common shares of the Company (the “Class A Shares”).

This Notice of Registration Statement and Selling Shareholder Questionnaire (“Notice and Questionnaire”) must be completed, executed and delivered to the Company as set forth herein for receipt as soon as possible and in any event no later than **5:00 p.m. Eastern Time on Thursday, May 25, 2017 (or such time and date as the Company may, in its sole discretion, establish) (the “Response Deadline”).** To the extent your Notice and Questionnaire (along with the other materials you are required to complete in connection with the Offering) are not received by the Response Deadline, you will be deemed to have forfeited your opportunity and will not be eligible to include your Shares (as defined below) in the Offering.

**IT IS IMPORTANT THAT YOU COMPLETE AND PROVIDE ALL INFORMATION IN THIS NOTICE AND QUESTIONNAIRE FOR YOU TO BE ELIGIBLE TO PARTICIPATE IN THE OFFERING.**

The Selling Shareholder (as defined below) is required to complete and deliver this Notice and Questionnaire so that the Selling Shareholder may be named as a selling shareholder in the Registration Statement. Certain legal consequences arise from being named as a Selling Shareholder in the Registration Statement. Accordingly, holders and beneficial owners of Shares are advised to consult their own securities law counsel regarding the consequences of being named or not being named as a Selling Shareholder in the Registration Statement.

The term “Shares” as used herein shall mean **all or any portion** of the Class A Shares and Class B common shares of the Company (the “Class B Shares”) (which Class B Shares, to the extent actually sold in the Offering, will be automatically converted on a one-for-one basis into Class A Shares) held by the undersigned Selling Shareholder.

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**ELECTION**

The undersigned holder (the "Selling Shareholder") of Shares hereby elects to include in the Registration Statement certain of the Shares beneficially owned by it and listed below in Item (3). The undersigned, by signing and returning this Notice and Questionnaire, agrees to be bound with respect to such Shares by the terms and conditions of this Notice and Questionnaire.

The Selling Shareholder hereby provides the following information to the Company and its representatives, agents and counsel and represents and warrants that such information is accurate and complete:

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**QUESTIONNAIRE**

(1) (a) Full legal name of Selling Shareholder:

\_\_\_\_\_

(b) Full legal name of registered holder (if not the same as in (a) above) of Shares listed in Item (3) below.

\_\_\_\_\_

(2) Address for notices to Selling Shareholder:

Telephone: \_\_\_\_\_

Email: \_\_\_\_\_

Fax: \_\_\_\_\_

Contact Person: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(3) Beneficial Ownership<sup>1</sup> of Shares:

*Except as set forth below in this Item (3), the undersigned Selling Shareholder does not beneficially own any additional Shares.*

(a) Shares beneficially owned:

Class A Shares: \_\_\_\_\_

Class B Shares: \_\_\_\_\_

(b) At the time of the purchase of the Shares listed in Item (3)(a) above, did the Selling Shareholder have any agreements or understandings, directly or indirectly, with any person to distribute the Shares?

Yes \_\_\_\_ No \_\_\_\_

(4) Beneficial Ownership of Other Securities of the Company:

*Except as set forth below in this Item (4), the undersigned Selling Shareholder is not the beneficial or registered owner of any Shares or any other security of the Company, other than the Shares listed above in Item (3).*

State any exceptions here:

\_\_\_\_\_  
<sup>1</sup> See Appendix for definition of "Beneficial Ownership."

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(5) If the Selling Shareholder is not an SEC-reporting company, disclose the person or persons who exercise voting and/or dispositive powers with respect to the Shares and the person's relationship to the Selling Shareholder. Note that the SEC has provided guidance that a parent company/control person is generally deemed to share voting and/or dispositive powers with respect to securities beneficially owned by any subsidiary/controlled person.

(a) Is the Selling Shareholder an SEC-reporting company?

Yes \_\_\_\_\_ No \_\_\_\_\_

*If YES, please proceed to Question 6. If NO, please answer Item (5)(b).*

(b) List below the person or persons who exercise voting and/or dispositive powers with respect to the Shares and the person's relationship to the Selling Shareholder. **Also, please identify any person or persons who control the person or persons who exercise voting and/or dispositive powers with respect to the Shares, if applicable.**

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(c) If any of the persons identified in your answer to Item (5)(b) disclaimed his/her beneficial ownership over the Shares, please list them below:

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**Please note that the names of the persons listed in (b) above are required to be included in the Registration Statement.**

(6) The SEC requires that all Selling Shareholders that are registered broker-dealers or affiliates of registered broker-dealers be so identified in the Registration Statement. In addition, the SEC requires that all Selling Shareholders that are registered broker-dealers be named as underwriters in the Registration Statement.

(a) Is the Selling Shareholder a registered broker-dealer?

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Yes \_\_\_\_ No \_\_\_\_

(b) If the answer to (a) is YES, you must answer (i) and (ii) below, and (iii) below if applicable. **Your answers to (i) and (ii) below, and (iii) below if applicable, will be included in the Registration Statement.**

(i) Were the Shares acquired as compensation for underwriting activities?

Yes \_\_\_\_ No \_\_\_\_

(ii) Were the Shares acquired for investment purposes?

Yes \_\_\_\_ No \_\_\_\_

(iii) If you answered NO to both (i) and (ii), please explain the Selling Shareholder's reason for acquiring the Shares.

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(c) Is the Selling Shareholder an affiliate<sup>2</sup> of a registered broker-dealer?

Yes \_\_\_\_ No \_\_\_\_

If YES, please provide the name of the registered broker-dealer.

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(d) If your answer to (c) is YES, you must answer BOTH (i) and (ii) below. **Your answers to (i) and (ii) below will be included in the Registration Statement.**

(i) Were the Shares acquired in the ordinary course of business?

Yes \_\_\_\_ No \_\_\_\_

If NO, please provide a brief explanation of the circumstances surrounding the acquisition of the Shares.

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(ii) At the time of the acquisition of the Shares, did the Selling Shareholder have any agreements, understandings or arrangements with any other persons, either directly or indirectly, to dispose of the Shares?

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<sup>2</sup> An "affiliate" of a specific person or entity means a person or entity which directly or indirectly through one or more intermediaries controls, is controlled by or is under common control with the person or entity so specified.

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Yes \_\_\_\_\_ No \_\_\_\_\_

If YES, please provide a brief explanation of such agreements, understandings or arrangements.

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(7) Relationship with the Company:

*Except as set forth below, neither the Selling Shareholder nor any of its affiliates, officers, directors or principal shareholders (5% or more) has held any position or office or has had any other material relationship with the Company (or its predecessors or affiliates) during the past three years.*

State any exceptions here:

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(8) Opinion of Legal Counsel:

If you elect to participate in the Offering, the underwriters for the Offering will require you to provide an opinion of legal counsel regarding the Shares you own and certain other legal matters. You may engage your own legal counsel to provide this opinion; however, King & Spalding LLP is available to provide an opinion on behalf of participants in the Offering at no cost to such participants, subject to confirmation that it is eligible to provide such representation. For Selling Shareholders that are not natural persons, King & Spalding LLP may also be required to engage local counsel in certain circumstances; however such engagement also would be at no cost to the affected Selling Shareholders.

Please indicate below whether you will provide an opinion of your own counsel or you intend to engage King & Spalding LLP to provide a legal opinion:

[    ] The Selling Shareholder intends to engage King & Spalding LLP to provide a legal opinion in connection with the offering.

[    ] The Selling Shareholder intends to engage its own legal counsel to provide a legal opinion in connection with the offering.

Contact information for such legal counsel is provided below:

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Name of Law Firm: \_\_\_\_\_

Contact Name: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email address: \_\_\_\_\_

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By signing below, the Selling Shareholder acknowledges that it understands its obligation to comply, and agrees that it will comply, with the prospectuses delivery and other provisions of the Securities Act of 1933 and the Securities Exchange Act of 1934, each as amended, and the rules and regulations thereunder, particularly Regulation M.

By signing below, the Selling Shareholder consents to the disclosure of the information contained herein in its answers to Items (1) through (7) above and the inclusion of such information as applicable in the Registration Statement. The Selling Shareholder understands that such information will be relied upon by the Company in connection with the preparation of the Registration Statement.

In accordance with the Selling Shareholder's obligation under the RRA to provide such information as may be required by law for inclusion in the Registration Statement, the Selling Shareholder agrees to promptly notify the Company of any inaccuracies or changes in the information provided herein which may occur subsequent to the date hereof at any time while the Registration Statement remains in effect and to provide any additional information as the Company reasonably may request. **All notices hereunder must be made via electronic mail to InvestorDocuments@athene.com.**

Once this Notice and Questionnaire is executed by the Selling Shareholder and received by the Company, the terms of this Notice and Questionnaire, and the representations and warranties contained herein, shall be binding on, shall inure to the benefit of and shall be enforceable by the respective successors, heirs, personal representatives, and assigns of the Company and the Selling Shareholder (with respect to the Shares beneficially owned by such Selling Shareholder and listed in Item (3) above). This Agreement shall be governed in all respects by the laws of the State of New York.



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**IN WITNESS WHEREOF**, the undersigned, by authority duly given, has caused this Notice and Questionnaire to be executed and delivered either in person or by its duly authorized agent.

Dated: \_\_\_\_\_ Selling Shareholder

\_\_\_\_\_  
(Print/type full legal name of beneficial owner  
of Shares)

By: \_\_\_\_\_  
Name:  
Title:

**Please as soon as possible email the completed and executed Notice and Questionnaire (and all other documents you have been asked to execute and provide in relation to the Offering) to [InvestorDocuments@athene.com](mailto:InvestorDocuments@athene.com). PLEASE ALSO RETURN THE ORIGINAL COMPLETED AND EXECUTED NOTICE AND QUESTIONNAIRE (AND ALL OTHER DOCUMENTS YOU HAVE BEEN ASKED TO EXECUTE AND PROVIDE IN RELATION TO THE OFFERING) FOR RECEIPT AS SOON AS POSSIBLE AND IN ANY EVENT NO LATER THAN 5:00 P.M. EASTERN TIME ON THURSDAY, MAY 25, 2017 TO THE FOLLOWING ADDRESS:**

Sidley Austin LLP  
787 Seventh Avenue  
New York, NY 10019  
United States of America  
Attention: **Athene Team**

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Appendix

A “Beneficial Owner” of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise, has or shares (1) voting power, which includes the power to vote or to direct the voting of such security, and/or (2) investment power, which includes the power to dispose or to direct the disposition of such security. Accordingly, either voting power *or* investment power, or both, is sufficient to be considered the beneficial owner of shares.

In addition, any person who, directly or indirectly, creates or uses a trust, proxy, power of attorney, pooling arrangement or any other contract, arrangement, or device with the purpose or effect of divesting such person of beneficial ownership of a security or preventing the vesting of such beneficial ownership as part of a plan or scheme to evade the reporting requirements of the Securities Exchange Act of 1934 shall be deemed to be the beneficial owner of such security.

In addition, a person shall be deemed to be the beneficial owner of a security if that person has the right to acquire beneficial ownership of such security within sixty days, including but not limited to any right to acquire: (A) through the exercise of any option, warrant or right; (B) through the conversion of a security; (C) pursuant to the power to revoke a trust, discretionary account, or similar arrangement; or (D) pursuant to the automatic termination of a trust, discretionary account or similar arrangement; provided, however, any person who acquires a security or power specified in paragraphs (A), (B) or (C), of this section, with the purpose or effect of changing or influencing the control of the issuer, or in connection with or as a participant in any transaction having such purpose or effect, immediately upon such acquisition shall be deemed to be the beneficial owner of the securities which may be acquired through the exercise or conversion of such security or power.