



## **Frequently Asked Questions**

*As of May 22, 2017*

### **INTRODUCTION**

The purpose of this document is to provide investors in AP Alternative Assets, L.P. (“AAA”) and Athene Holding Ltd. (“Athene”) with a set of frequently asked questions in connection with a proposed underwritten follow-on secondary offering of common shares (“Athene Shares”) of Athene (the “Follow-on Offering”).

Please refer to the important disclaimer set forth at the end of this document.

### **CONTACT INFORMATION**

All questions from holders of AAA units, including units held in the form of Restricted Depositary Units, may be directed to Georgeson’s helpline: 00800-3816-3816 (in Europe), 1-855-801-8348 (in the United States), +44 207 019 7134 (direct dial) or sent to Georgeson by e-mail at [atheneshareholders@georgeson.com](mailto:atheneshareholders@georgeson.com). AAA unitholders that hold their units through Euroclear or Clearstream should work with their broker to provide electronic instructions in response to the questions in the information package.

### **QUESTIONS & ANSWERS**

**Q1: How do I participate in the Follow-on Offering and how many Athene Shares may I sell?**

**A1:** There is an information package including instructions on how to participate in the Follow-on Offering. The information package requires you to specify the number of Athene Shares that you would like to sell. If you are a AAA unitholder, Athene will permit you to request to include in the Follow-on Offering all of the Athene Shares that you receive in connection with the AAA distribution with respect to the Follow-on Offering (but not less than all). In addition, if you are a AAA unitholder and hold Athene Shares distributed to you in connection with the initial public offering (the “IPO”) of Athene Shares on December 8, 2016 (the “IPO Distributed Shares”), you may request to include all or a portion of those IPO Distributed Shares as well, but you must also request to include all of your Athene Shares distributed by AAA in connection with the Follow-on Offering. If you request to include any of the IPO Distributed Shares in this Follow-on Offering, the lock-up restrictions related to those IPO Distributed Shares will be waived in order for you to participate in the Follow-on Offering.

**If you intend to request that any IPO Distributed Shares be included in this Follow-on Offering, you will need to contact your applicable broker or custodian as soon as possible. Among other things, to the extent it has not previously done so, your broker or custodian will need to verify that the IPO Distributed Shares are registered in your name on the books**

of Computershare, Athene's registrar and transfer agent, prior to being able to include any of those IPO Distributed Shares in the Follow-on Offering. In addition, your broker or custodian will provide you with important materials that will need to be accurately completed in a timely manner for you to participate in the Follow-on Offering. It is important that you review and fully complete these documents and follow any other procedures your broker or custodian may direct and as may be set forth elsewhere in such information package or in any related documents. You must timely return all the documentation provided by your broker or custodian by the applicable deadline for you to be eligible to participate in the Follow-on Offering. To the extent you do not follow all of the requisite procedures (including, without limitation, with respect to registering IPO Distributed Shares in your name on the books of Computershare) in a timely manner or your fully completed materials have not been received by the applicable deadline, for whatever reason and in the sole discretion of Athene, you will not be eligible to include your IPO Distributed Shares in the Follow-on Offering. You should direct any questions related to the foregoing to [investordocuments@athene.com](mailto:investordocuments@athene.com).

The timing of the Follow-on Offering has not been determined and will be driven by market conditions (among other factors) and thus may not occur. Furthermore, the final size of the Follow-on Offering is yet undetermined and will be based on market conditions, selling demand and other factors. If the total number of Athene Shares to be sold in the Follow-on Offering is less than the aggregate number of Athene Shares that shareholders elect to sell, then shareholder participation in the Follow-on Offering will be cut back according to a formula.

The underwriters for the Follow-on Offering may have a customary option to purchase additional Athene Shares for a 30-day period following the Follow-on Offering. If such option is exercised, the underwriters would purchase any such Athene Shares from direct Athene shareholders who are selling Athene Shares, including IPO Distributed Shares, in the Follow-on Offering.

**Q2: Where can I obtain an information package?**

**A2:** Information packages may be downloaded from the following website: [www.athene.com/investor-docs](http://www.athene.com/investor-docs)

**Q3: If I am a AAA unitholder, how will the distribution by AAA to its unitholders in connection with the Follow-on Offering and my election to participate in the Follow-on Offering affect my ability to trade my AAA units?**

**A3:** If you are a AAA unitholder and you request to include the Athene Shares in the Follow-on Offering that you receive from the distribution by AAA to its unitholders of Athene Shares in connection with the Follow-on Offering, you will be restricted from trading in your AAA units from the day that your order has been accepted until after the record date for the AAA distribution. Assuming you follow the instructions and complete the documentation contained in the information package, we expect to notify you with respect to your order not later than May 25, 2017, but this date is subject to change. The record date is expected to be the pricing date of the Follow-on Offering.

**Q4: How long is the lock-up period for the Athene Shares?**

**A4:** Any IPO Distributed Shares and any Athene Shares held by AAA that are not sold in the Follow-on Offering will remain subject to existing lock-up restrictions that prevent the transfer of such Athene Shares (but not AAA units) without the consent of Athene, as further described

below (the “Existing Lock-Up Restrictions”). Athene Shares received by AAA unitholders as a distribution from AAA in connection with the Follow-on Offering will be freely tradeable and will not be subject to lock-up restrictions or U.S. securities laws restrictions to the extent held by non-affiliates of Athene.

However, please note that Apollo Global Management, LLC (“AGM”) and its affiliates (collectively, “Apollo”, NYSE: APO) and their respective directors, officers and employees (“Apollo Personnel”) will be restricted from selling or transferring any Athene Shares received by them in their capacity as AAA unitholders in connection with the AAA distribution with respect to the Follow-on Offering until (i) in the case of Apollo, two years following the IPO (except for (i) any investment funds or accounts for which AGM or its subsidiaries acts as the general partner and/or manager, but a majority of the capital is provided by non-affiliates of AGM or (ii) any transfer by AGM or its affiliates to an affiliate of AGM) and (ii) in the case of Apollo Personnel, the earlier of (x) 450 days following the IPO and (y) the latest expiration date of the Existing Lock-up Restrictions as such expiration date may be amended, modified or waived from time to time by Athene pursuant to and in accordance with the terms and conditions thereof. This restriction will not apply with respect to any Athene Shares being sold or transferred by Apollo or any investment funds or accounts for which Apollo acts as the general partner and/or manager in connection with the payment of carried interest, incentive allocations, expenses and/or management fees to Apollo or one or more of such investment funds or accounts.

As a reminder, under Section 6 of the Third Amended and Restated Registration Rights Agreement (as amended, the “RRA”), you have agreed that you will not sell, make any short sale of, loan, grant any option for the purchase of, or otherwise dispose of, any of your Athene Shares (other than sales or dispositions to members of your affiliated group as described in the RRA and other than any Athene Shares that are sold in the Follow-on Offering, as described further below, or Athene Shares acquired in the distribution related to the Follow-on Offering or the First Follow-on Offering) without the prior written consent of Athene (the “Existing Lock-up Restrictions”), for a period that began on December 8, 2016, the date of the final prospectus for the IPO (the “Effective Date”), and will end on the date four hundred and fifty (450) days following such Effective Date, except that (a) one-third of the number of Athene Shares you owned on December 14, 2016 will no longer be subject to the Existing Lock-up Restrictions beginning on the date that is two hundred twenty-five (225) days following the Effective Date (the “First Lock-up Expiration Date”), (b) another one-third of such Athene Shares will no longer be subject to the Existing Lock-up Restrictions beginning on the date that is three hundred sixty-five (365) days following the Effective Date (the “Second Lock-up Expiration Date”) and (c) the remaining number of such Athene Shares will no longer be subject to the Existing Lock-up Restrictions beginning on the date that is four hundred fifty (450) days after the Effective Date (the “Third Lock-up Expiration Date”).

To the extent any of your Athene Shares are sold in the Follow-on Offering, Athene shall waive the Existing Lock-up Restrictions applicable to such Athene Shares, and any Athene Shares sold in the Follow-on Offering will serve to reduce the number of your Athene Shares eligible to be released from the Existing Lock-up Restrictions in the following order: (i) first, the Athene Shares to be released from the Existing Lock-up Restrictions on the First Lock-up Expiration Date, if any; (ii) second, the Athene Shares to be released from the Existing Lock-up Restrictions on the Second Lock-up Expiration Date, if any; and (iii) third, the Athene Shares to be released from the Existing Lock-up Restrictions on the Third Lock-up Expiration Date.

**Q5: What if I would like to sell all of my Athene Shares in the Follow-on Offering?**

**A5:** The information package referenced above will allow you to request to include all of your Athene Shares in the Follow-on Offering; however, the exact number of Athene Shares that is actually sold will depend on the size of the Follow-on Offering. If the total number of Athene Shares to be sold in the Follow-on Offering is less than the aggregate number of Athene Shares that shareholders request to include, then shareholder participation in the Follow-on Offering will be cut back according to a formula. If you are a AAA unitholder and you also hold IPO Distributed Shares, you must request to include in the Follow-on Offering all of the Athene Shares that you receive from such AAA distribution in connection with the Follow-on Offering before you may request to include your IPO Distributed Shares.

**Q6: What happens if I do not make any election with respect to my Athene Shares?**

**A6:** If you are a direct Athene shareholder (including in respect of any IPO Distributed Shares) and do not request to include your Athene Shares, you will not be entitled to participate in the Follow-on Offering, you will remain a direct Athene shareholder following the Follow-on Offering and your eligibility to sell your Athene Shares (other than the Athene Shares that you receive in connection with the distribution by AAA to its unitholders with respect to the Follow-on Offering and the first follow-on offering of Athene Shares on March 28, 2017 (the “First Follow-on Offering”)) will be subject to the Existing Lock-Up Restrictions (See A4 for information on the Existing Lock-Up Restrictions). If you are a AAA unitholder and do not request to include Athene Shares that you receive from the AAA distribution in connection with the Follow-on Offering, such Athene Shares will not be sold in the Follow-on Offering, and you should contact your broker to determine how you can hold Athene Shares that may be distributed to you in respect of your AAA units in connection with the Follow-on Offering.

**Q7: What do I need to do if I do not want to sell any of my Athene Shares in the Follow-on Offering?**

**A7:** No action is required if you do not wish to sell any Athene Shares in the Follow-on Offering.

**Q8: What if I want to sell but I am unable to make an election or return the documentation by the deadline?**

**A8:** In order for Athene to be able to accommodate the sale of your Athene Shares in the Follow-on Offering, you must request to include Athene Shares in the Follow-on Offering in accordance with the instructions and the applicable deadlines indicated in the information package, complete all required documentation and receive confirmation of your order from Athene to include your Athene Shares in the Follow-on Offering. If returned documents are not timely or complete and correct, you will not be permitted to sell in the Follow-on Offering.

**Q9: At what price will my Athene Shares be sold in the Follow-on Offering?**

**A9:** If you validly request to include Athene Shares in the Follow-on Offering by the deadline and we confirm your order to include your Athene Shares in the Follow-on Offering, the price at which you will be obligated to sell your Athene Shares will be the same price per share at which Apollo elects to sell Athene Shares in the Follow-on Offering (any of which Athene Shares being sold solely to realize any carried interest amounts due to it), which will be the same price as the public offering price of the Athene Shares sold in the Follow-on Offering less an underwriting discount in an amount to be determined in accordance with market standard. The same underwriting discount will apply to all Athene Shares sold in the Follow-on Offering.

**Q10: I hold my AAA units in a brokerage account. How do I instruct my broker with respect to participation in the Follow-on Offering?**

**A10:** Please provide your broker with a copy of the information package and discuss with your broker the instructions that it requires and the appropriate responses to the questions included in the information package.

**Q11: Will Apollo entities be selling in the Follow-on Offering?**

**A11:** Apollo is subject to a lock-up agreement. Apart from (i) selling Athene Shares in the Follow-on Offering to realize any carried interest or incentive allocation due to it and (ii) with respect to Athene Shares that may be sold in the Follow-on Offering by, or on behalf of, any investment funds or accounts for which Apollo acts as the general partner and/or manager, Apollo entities will not sell Athene Shares in the Follow-on Offering.

**Q12: What is the underwriter lock-up and does it affect my Athene Shares?**

**A12:** If you participate in the Follow-on Offering and you hold Athene Shares (other than Athene Shares received by you from the distribution by AAA in connection with the Follow-on Offering or the First Follow-on Offering), any such Athene Shares that are not sold in the Follow-on Offering, including any IPO Distributed Shares, will be subject to an underwriter lock-up for a period of 60 days from the date of pricing of the Follow-on Offering (the “Follow-on Lock-Up”). In order to sell Athene Shares in the Follow-on Offering, you will grant an irrevocable power of attorney to representatives of Athene who will be authorized to agree with the underwriters to the 60-day lock-up on your behalf. If you are currently subject to the lock-up related to the IPO (the “IPO Lock-Up”) or the First Follow-on Offering (the “First Follow-on Lock-Up”), you will continue to be subject to the IPO Lock-Up or the First Follow-on Lock-Up, as applicable, with respect to any Athene Shares that you do not sell in the Follow-on Offering.

If you are not subject to the IPO Lock-Up or the First Follow-on Lock-Up and you do not participate in the Follow-on Offering, then you are not subject to an underwriter lock-up. However, any Athene Shares that you hold following the Follow-on Offering (except for, if you are a AAA unitholder, any Athene Shares you receive pursuant to the distribution of Athene Shares by AAA in connection with the Follow-on Offering or the First Follow-on Offering) are subject to the Existing Lock-Up Restrictions described in A4.

**Q13: What is the formula pursuant to which shareholder participation in the Follow-on Offering may be cut back?**

**A13:** If the offering size is still too small to accommodate all of the Athene Shares that selling shareholders have requested to sell, each selling shareholder (including AAA unitholders) will be cut back on a *pro rata* basis relative to the number of Athene Shares that they requested to sell.

**Q14: Where can I get information about the distribution to be made by AAA?**

**A14:** Frequently asked questions about the distribution to be made by AAA can be found on AAA’s website at [www.apolloalternativeassets.com/reportsandfilings/AdditionalDocuments.aspx](http://www.apolloalternativeassets.com/reportsandfilings/AdditionalDocuments.aspx).

**DISCLAIMER**

**Neither this page nor any in this document or the information set forth above should be construed as an offer to sell or a solicitation of an offer to purchase or subscribe for any securities of Athene or otherwise.**