

King & Spalding LLP (“K&S” or the “firm”) is pleased that you are interested in having the firm serve as your legal counsel in connection with your sale of shares of Athene Holding Ltd., a Bermuda company exempted by shares (“Athene”), in its proposed follow-on equity offering (the “Offering”).

In order for K&S to determine whether it can serve as your counsel in this matter you must respond to each of the following questions or requests for information. After reviewing your responses and the results of conflict-of-interest and related searches that K&S will conduct, K&S will confirm to you by sending an e-mail to the address provided below that either the firm is representing you or that it cannot do so. There is no attorney-client relationship between K&S and you until you receive a duly authorized email from K&S confirming that the firm is representing you. If K&S does not confirm it is representing you, then you will have to engage different legal counsel at your own expense and K&S will have no liability or obligation to you as a result.

1. Please provide the full name, residence address, nationality and Social Security Number or Taxpayer ID Number of (a) each beneficial owner of shares that you plan to sell in the Offering (the “shares”) and (b) any person or entity in whose name the name legal title to the shares are held in a representative capacity:

<i>Full Name:</i> <i>Residence Address:</i> <i>Nationality:</i> <i>Social Security Number/Taxpayer ID Number:</i>
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2. Please provide a telephone number and an e-mail address (and if you are an entity and not an individual, a contact person) that K&S can use to contact you during business hours on any business day until the closing of the Offering.

<i>Phone Number:</i> <i>Email Address:</i> <i>Contact Person (if applicable):</i>

Please respond as to whether you agree or do not agree with each of the following statements by checking the applicable box below each statement:

3. I understand and agree that if shares I am selling are beneficially owned jointly or in common by more than one individual or entity, each beneficial owner must answer all of the following questions and the answers below reflect the answers of each such beneficial owner.

_____ **I AGREE**

_____ **I DO NOT AGREE**

4. I understand and agree that (a) K&S will be engaged to advise me solely in connection with the sale of my shares in the Offering (and not on any other matter) and only on those aspects of such sale with respect to which K&S agrees that it can provide representation and (b) K&S will not be providing any other legal or any non-legal services, such as individual tax, estate planning, or other services in connection with my selling shares in the Offering, for which I will have to seek any desired or needed advice, information or guidance from an advisor other than K&S.

_____ **I AGREE**

_____ **I DO NOT AGREE**

5. I understand that Athene has arranged for K&S to potentially serve as your legal counsel at Athene's expense and has also arranged for K&S to serve as legal counsel to other shareholders of Athene who are selling shares in the Offering and who wish to engage K&S as their counsel (the "other selling shareholders") and I agree that K&S can undertake this joint representation.

_____ **I AGREE**

_____ **I DO NOT AGREE**

6. I agree that I want to engage K&S to provide me with the legal services described above in connection with my intent to sell shares in the Offering.

_____ **I AGREE**

_____ **I DO NOT AGREE**

7. I understand and agree that K&S' representation of me will not be effective unless K&S confirms that it has accepted the representation following its review of the information I am providing and its conclusion that its representation of me in this matter will not create a conflict of interest or violate any laws or regulations.

_____ **I AGREE**

_____ **I DO NOT AGREE**

8. I am not aware of any legal transaction or dispute in which K&S represents a party or parties with interests that conflict with my interests.

_____ **I AM NOT AWARE OF SUCH A TRANSACTION OR DISPUTE**

_____ **I AM AWARE OF SUCH A TRANSACTION OR DISPUTE**

If the response is "I am aware of such a transaction or dispute", please identify for each instance the legal matter and the names of the conflicting party or parties represented by K&S and of your legal counsel in the matter.

9. I understand and agree that (a) Athene will pay K&S' fees and expense charges for representing me and that this will not alter the fact that K&S will still owe its duties and obligations to me as its client and not to Athene, (b) K&S will not reveal or disclose to others any confidential information I provide in the course of this matter without my consent except as stated below and (c) K&S will send its bills for fees and expenses to Athene for direct payment.

_____ **I AGREE**

_____ **I DO NOT AGREE**

10. I understand and agree that K&S will be jointly representing multiple other selling shareholders in addition to me and at this time I am not aware of any conflict between my interests in selling my shares and the interests of any other selling shareholder and will immediately advise K&S in writing if I become aware of such a conflict prior to the closing of the sale transaction.

_____ **I AGREE**

_____ **I DO NOT AGREE**

If the response is "I do not agree", please describe such conflict below.

11. I understand and agree that if a conflict of interest or other reason causes K&S to conclude that it can or should discontinue representing me in this matter, I will promptly engage successor legal counsel (if I wish to be represented by legal counsel), and will not I seek to prevent K&S or

any K&S personnel from continuing to represent other selling shareholders in the matter on the grounds that they were previously representing or had obtained confidential information from or about me in this matter, or seek sanctions or other relief against K&S or any K&S personnel on those grounds.

_____ **I AGREE**

_____ **I DO NOT AGREE**

12. I understand and agree that all information, including privileged and confidential information I provide to or receive from K&S concerning this joint representation (other than Social Security Numbers or Tax Payer Identification Numbers, email addresses, phone numbers and physical addresses) will be available to the other selling shareholders K&S jointly represents in this matter on an as requested and needed basis.

_____ **I AGREE**

_____ **I DO NOT AGREE**

13. I understand and agree that K&S is entitled to rely on the completeness, accuracy, and truthfulness of my answers to these questions and any further questions or requests for information in making its decision to represent me and in its representation of me in this matter, and that I must immediately inform K&S if I have or learn of any reason to believe that any such answers or information may be incomplete, inaccurate, or untruthful.

_____ **I AGREE**

_____ **I DO NOT AGREE**

14. I am fully and duly authorized to give these answers as or on behalf of the entity or individual listed below.

_____ **I AGREE**

_____ **I DO NOT AGREE**

Completed and Executed this __ day of May, 2017 by:

Name of Entity or Individual: _____

Signature: _____

Name of Signatory:

Title of Signatory (where applicable)