

**CHARTER OF
THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE
AMERICAN EQUITY INVESTMENT LIFE HOLDING COMPANY
BOARD OF DIRECTORS**

PURPOSE OF THE COMMITTEE

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of American Equity Investment Life Holding Company (the "Corporation") is to:

- (i) assess the skills, backgrounds, experience, independence, and expertise needed on the Board and then identify and recommend to the Board individuals qualified to serve as directors of the Corporation;
- (ii) establish a new director orientation program; to review matters related to ongoing director independence and conflicts of interest; to develop a set of Corporate Governance Guidelines applicable to the Corporation;
- (iii) coordinate the Board and Committee's oversight of Environmental, Social and Governance issues; to review and recommend to the Board the compensation of the Corporation's non-employee directors;
- (iv) oversee the administration of director and executive officer securities trading policies; to oversee the completion of director and officer questionnaires; to annually review the Board's leadership structure;
- (v) oversee governance risk management;
- (vi) conduct an annual Board and Committee assessment process and report the results to the Board; and
- (vii) oversee the evaluation of the Board, each of its committees, and the Corporation's management.

DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

A. Board Candidates and Nominees

The Committee shall have the following duties and responsibilities with respect to Board candidates and nominees:

(a) To assist in identifying candidates to fill positions on the Board, including persons suggested by stockholders or others (which may include a list of such candidates), and to devise appropriate plans for director succession.

(b) To review the background and qualifications of individuals being considered as director candidates. Among the qualifications considered in the selection of candidates, the Committee shall look at the following attributes and criteria of candidates: experience, skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest, and such other relevant factors described in the Corporate Governance Guidelines or that the Committee considers appropriate in the context of the needs of the Board.

(c) To recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the Bylaws of the Corporation and consistent with the criteria for selecting directors established by the Board from time to time. In recommending independent director nominees, the Committee will employ a categorical standard for director independence that current and former employees will not be considered independent and that, as such, the Board generally does not seek former employees as candidates for the Board. The Committee may develop, review, and approve additional categorical independence standards to assist the Board in determining director independence and report on those standards to the Board.

(d) To establish and oversee an orientation plan for new directors and director education topics.

(e) To review matters related to ongoing director independence and conflicts of interest.

B. Corporate Governance

(f) The Committee shall develop and oversee a set of corporate governance principles for the Corporation, which shall be consistent with any applicable laws, regulations, and listing standards.

(g) The Committee shall provide review and oversight of issues relating to Environmental, Social, and Governance matters as those issues are addressed by management and provide management with guidance on how to summarize and present those issues for the Board.

(h) The Committee shall review and recommend to the Board the compensation of non-employee directors.

(i) The Committee shall oversee the administration of the Corporation's securities trading policies as they apply to directors and executive officers.

(j) The Committee shall oversee the annual process of each director's completion of director and officer questionnaires and address issues arising therefrom as it determines appropriate.

(k) The Committee will annually review the Board's leadership structure to confirm its appropriateness and that it continues to contribute to positive performance of the Company.

C. Governance Risk Management Oversight

The Committee oversees governance risk management through its director succession planning, director nominee selection, director education, adoption of standard committee charter terms as appropriate, and other responsibilities.

COMMITTEE CHARTER SUPPLEMENT

This Charter will include the Committee Charter Supplement, as established by the Board or Committee from time to time.