

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

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**I. 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 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; to establish a new director orientation program; to review and advise the Board on matters related to ongoing director independence and conflicts of interest; to develop and recommend to the Board a set of corporate governance principles applicable to the Corporation; to 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; to 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; to oversee governance risk management; to conduct an annual Board and Committee assessment process and report the results to the Board; and to oversee the evaluation of the Board, each of its committees, and the Corporation's management.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall consist of three (3) or more directors, as determined from time to time by the Board. Each member of the Committee shall be independent and otherwise qualified to serve on the Committee pursuant to the requirements of the New York Stock Exchange (the "NYSE"), any categorical standards for director independence, and any additional requirements that the Board deems appropriate.

The chairperson of the Committee shall be designated by the Board, *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

**III. MEETINGS AND PROCEDURES OF THE COMMITTEE**

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than once annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

A majority of the members of the Committee, present in person or by means of a conference telephone or other communications equipment by means of which all persons

participating in the meeting can hear each other, shall constitute a quorum. The Committee may delegate duties to a subcommittee.

The Committee shall regularly meet in executive session without management directors or management present to discuss matters of importance to the Committee.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

#### **IV. 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 to provide recommendations to the Board for director education topics.

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

##### ***B. Corporate Governance***

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

(b) 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.

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

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

(e) 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.

(f) 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, and other responsibilities.

### ***D. Evaluation of the Board and Committees***

The Committee shall be responsible for overseeing the annual survey to evaluate the Board and its Committees, the results of which will be discussed with the full Board and each committee. The evaluation may address any matters that the Board or Committee members consider relevant to their performance, and shall be conducted in such manner as the Committee deems appropriate.

## **V. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Corporation's expense, such counsel or other consultants or advisers as it deems necessary. The Committee shall have the authority to engage or terminate any search firm to be used to identify director candidates, including authority to approve the fees the Corporation will pay to the search firm and other engagement terms.