

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
AMERICAN EQUITY INVESTMENT LIFE HOLDING COMPANY**

I. PURPOSE OF THE COMMITTEE

The Board of Directors (the “Board”) of American Equity Investment Life Holding Company (the “Corporation”) has constituted and established a Compensation Committee (the “Committee”) of the Board with the authority, responsibilities, and specific duties as described in this charter (the “Charter”). The primary purposes of the Committee, as reflected in the duties and responsibilities below, shall be to:

- a. Oversee the compensation and employee benefit plans and practices related to the Corporation’s Chief Executive Officer (and the Executive Chairperson, if such position is filled, and references herein to the Chief Executive Officer shall include the Executive Chairperson where appropriate);
- b. Oversee compensation payable to those executive officers identified in the Corporation’s proxy statement who report directly to the Chief Executive Officer (the “Executive Leadership Team”);
- c. Administer those short-term and long-term incentive plans and equity-based plans for which the Committee has oversight;
- d. Review and recommend to the Board the compensation of the Corporation’s non-employee directors; and
- e. Review and approve the Compensation Committee Report on executive compensation as required by the Securities and Exchange Commission (“SEC”) and review and approve the Compensation Discussion & Analysis of executive compensation, each of which to be included in the Corporation's annual proxy statement or annual report on Form 10-K filed with the SEC.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of two (2) or more directors as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the New York Stock Exchange (the “NYSE”) and any additional requirements that the Board deems appropriate. Members of the Committee shall also qualify as "non-employee directors" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and, if applicable, "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and shall satisfy any other necessary standards of independence under the federal securities and tax laws.

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.

The Committee shall have the authority to establish subcommittees and to delegate any of its responsibilities to such subcommittees as the Committee may deem appropriate, provided that such subcommittee is composed entirely of directors that meet the independence standards provided herein.

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 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

The Committee shall have the following duties and responsibilities, as well as such other matters as may be delegated to the Committee by the Board from time to time:

- a. Review and approve annually the Corporation's goals and objectives relevant to the compensation of the Chief Executive Officer, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.
- b. Evaluate annually the Chief Executive Officer's compensation in light of his or her performance against the goals and objectives relevant to the compensation of the Chief Executive Officer, and determine and approve the Chief Executive Officer's compensation, including base salary, bonus, short-term and long-term incentive awards and perquisites, based on such performance evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider all relevant factors, including the Corporation's performance and relative stockholder return, the value of similar awards to chief executive officers of comparable companies and the awards given to the Chief Executive Officer in past years. The Committee may discuss and solicit input from the Board and its committees regarding the Chief Executive Officer's performance and compensation if it chooses to do so.
- c. Review and approve annually the incentive opportunities for eligible officers and the goals and objectives for the Corporation's short-term and long-term incentive

and equity-based plans for which the Committee has oversight; review and approve annually the Corporation's performance against these goals and objectives and the compensation paid to eligible officers pursuant to the short-term and long-term incentive and equity-based plans for which the Committee has oversight.

- d. Review and approve annually the base salary compensation for the Executive Leadership Team.
- e. Review and approve compensation, including base salary, bonus, short-term and long-term incentive awards and perquisites for the Chief Executive Officer or any member of the Executive Leadership Team upon hire; review and approve short-term and long-term incentive awards for officers eligible for participation in the Corporation's short-term and long-term incentive and equity-based plans for which the Committee has oversight upon hire.
- f. When necessary and appropriate, review and approve any employment agreements, change in control or severance agreements, or any other similar arrangements or provisions, and any supplements or waivers thereto, and any perquisites or special or supplemental benefits provided to the Chief Executive Officer or any member of the Executive Leadership Team during and after their employment with the Corporation.
- g. Review, and recommend to the Board for approval, cash and equity compensation for the non-employee directors of the Corporation.
- h. In accordance with those short-term and long-term incentive compensation or equity-based plans for which the Committee has oversight, perform such duties and responsibilities as may be assigned to the Committee under such plans and delegate any duties and responsibilities imposed on the Committee in accordance with the terms of such plans.
- i. When necessary and appropriate, review the Corporation's compensation programs and determine whether they remain effective to attract, motivate, and retain executive officers and other key personnel; when necessary and appropriate, review and adopt, or recommend to the Board, the adoption of new, or the amendment of existing, short-term or long-term incentive compensation or equity-based plans by the Corporation that are subject to Board approval.
- j. Evaluate and approve all equity-compensation plans that are exempt from the shareholder approval requirements under NYSE listing standards; evaluate and approve all equity-compensation plans to be submitted for shareholder approval.
- k. To the extent to the Corporation is required to prepare an annual Compensation Discussion and Analysis of executive compensation, review and approve such Compensation Discussion and Analysis; review and approve the "Compensation Committee Report"; and approve the inclusion of these items in any document including the Corporation's annual proxy statement or annual

report on Form 10-K filed with the SEC.

- l. To the extent the Corporation is subject to say-on-pay voting, review and assess shareholder say-on-pay voting results and determine how the Corporation's compensation policies and practices should consider the results of the most recent shareholder vote.
- m. At least annually, review and assess the adequacy of this Charter and recommend to the Board for approval any changes that the Committee believes are necessary and appropriate.
- n. Exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties, and responsibilities specified herein or as may be from time to time delegated to the Committee.
- o. Report to the Board periodically on all matters for which the Committee has responsibility.

V. EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance. The evaluation may address any matters that the Committee considers relevant to its performance, and shall be conducted in such manner as the Committee deems appropriate.

VI. 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, in its sole discretion and at the Corporation's expense, such compensation consultants, independent legal counsel or other advisers as it deems necessary. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of the compensation consultants, independent legal counsel and other advisers retained by the Committee to assist the Committee in carrying out its responsibilities; provided, however, that the Committee will only select a compensation consultant, legal counsel or other advisor after conducting an independence assessment as provided in the NYSE rules.

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