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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 11)**

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**American Equity Investment Life Holding Company**  
(Name of Issuer)

**Common stock, par value \$1.00**  
(Title of Class of Securities)

**025676206**  
(CUSIP Number)

**Anna Knapman-Scott  
Ideation House, 1st Floor  
94 Pitts Bay Road  
Pembroke HM08  
Bermuda**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**December 21, 2023**  
(Date of Event which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAMES OF REPORTING PERSONS  BROOKFIELD REINSURANCE LTD.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)  AF		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION  BERMUDA		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  0	
	8	SHARED VOTING POWER  15,886,163 <sup>(1)</sup>	
	9	SOLE DISPOSITIVE POWER  0	
	10	SHARED DISPOSITIVE POWER  15,886,163 <sup>(1)</sup>	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  15,886,163 <sup>(1)</sup>		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  20.10% <sup>(2)</sup>		
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  CO		

- (1) This amount consists of 12,028,979 common shares of the Issuer directly held by BAM Re Holdings Ltd. and 3,857,184 common shares of the Issuer directly held by American National Group, LLC, in each case for which the reporting person may be deemed an indirect beneficial owner.
- (2) Percentage ownership is based on an aggregate number of 79,024,826 shares of Common Stock of the Issuer outstanding as of November 3, 2023, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ending September 30, 2023, filed on November 8, 2023 (the "Third Quarter 2023 Form 10-Q").

1	NAMES OF REPORTING PERSONS  BAM RE PARTNERS TRUST	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)  AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  BERMUDA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  0
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14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  OO	

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- (2) Percentage ownership is based on an aggregate number of 79,024,826 shares of Common Stock of the Issuer outstanding as of November 3, 2023, as set forth in the Third Quarter 2023 Form 10-Q.

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3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)  AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  BERMUDA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  0
	8	SHARED VOTING POWER  15,886,163 <sup>(1)</sup>
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  20.10% <sup>(2)</sup>	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  CO	

(1) This amount consists of 12,028,979 common shares of the Issuer directly held by BAM Re Holdings Ltd. and 3,857,184 common shares of the Issuer directly held by American National Group, LLC, in the latter case for which the reporting person may be deemed an indirect beneficial owner.

(2) Percentage ownership is based on an aggregate number of 79,024,826 shares of Common Stock of the Issuer outstanding as of November 3, 2023, as set forth in the Third Quarter 2023 Form 10-Q.

This Amendment No. 11 to Schedule 13D (this “Amendment No. 11”) amends the statement on Schedule 13D jointly filed by the Reporting Persons with the Securities and Exchange Commission (the “Commission”) on June 28, 2021 (the “Original Schedule 13D”), as amended and supplemented by Amendment No. 1 to Schedule 13D jointly filed by the Reporting Persons with the Commission on January 14, 2022 (“Amendment No. 1”), Amendment No. 2 to Schedule 13D jointly filed by the Reporting Persons with the Commission on May 11, 2022 (“Amendment No. 2”), Amendment No. 3 to Schedule 13D jointly filed by the Reporting Persons with the Commission on June 15, 2022 (“Amendment No. 3”), Amendment No. 4 to Schedule 13D jointly filed by the Reporting Persons with the Commission on November 8, 2022 (“Amendment No. 4”), Amendment No. 5 to Schedule 13D jointly filed by the Reporting Persons with the Commission on December 6, 2022 (“Amendment No. 5”), Amendment No. 6 to Schedule 13D jointly filed by the Reporting Persons with the Commission on December 21, 2022 (“Amendment No. 6”), Amendment No. 7 to Schedule 13D jointly filed by the Reporting Persons with the Commission on January 13, 2023 (“Amendment No. 7”), Amendment No. 8 to Schedule 13D jointly filed by the Reporting Persons with the Commission on May 11, 2023 (“Amendment No. 8”), Amendment No. 9 to Schedule 13D jointly filed by the Reporting Persons with the Commission on June 27, 2023 (“Amendment No. 9”) and Amendment No. 10 to Schedule 13D jointly filed by the Reporting Persons with the Commission on July 5, 2023 (“Amendment No. 10”) (as amended and supplemented, collectively, the “Amended Schedule 13D”), with respect to beneficial ownership of the shares of common stock, par value \$1.00 per share (the “Common Stock”), of American Equity Investment Life Holding Company, a corporation organized under the laws of Iowa (the “Issuer”), with principal executive offices at 6000 Westown Parkway, West Des Moines, Iowa 50266.

This Amendment No. 11 amends the Original Schedule 13D, as amended and supplemented by Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, Amendment No. 8, Amendment No. 9 and Amendment No. 10, on behalf of the Reporting Persons to furnish the information set forth herein. Except as set forth below, all Items of the Amended Schedule 13D remain unchanged. Capitalized terms used but not otherwise defined herein shall have the same meanings as set forth in the Amended Schedule 13D.

## **Item 2. Identity and Background:**

The information contained in Item 2 of the Amended Schedule 13D is hereby amended by replacing it in its entirety with the following:

- (a) This Schedule 13D is being filed by and on behalf of each of the following persons (each, a “Reporting Person” and collectively, the “Reporting Persons”):
- i) Brookfield Reinsurance Ltd. (“Brookfield Reinsurance”), an exempted company incorporated under the laws of Bermuda;
  - ii) BAM Re Partners Trust (the “BAM Re Partnership”), a trust formed under the laws of Bermuda;
  - iii) BAM Re Holdings Ltd. (“BRHL”), an exempted company incorporated under the laws of Bermuda and a direct wholly-owned subsidiary of Brookfield Reinsurance.

The trustee of the BAM Re Partnership is BAM Re Trustee Ltd., an exempted company incorporated under the laws of Bermuda (“BAM Re Partners”). The BAM Re Partnership beneficially owns 24,000 Class B limited voting shares of Brookfield Reinsurance (the “Brookfield Reinsurance Class B Shares”), representing 100% of such shares. The Brookfield Reinsurance Class B Shares entitle the holders thereof to appoint one half of the board of directors of Brookfield Reinsurance.

BAM Re Partners, as trustee of the BAM Re Partnership, which is the sole owner of Brookfield Reinsurance Class B Shares, has the ability to appoint one half of the board of directors of Brookfield Reinsurance and, as such, may be deemed to indirectly control the decisions of Brookfield Reinsurance regarding the vote and disposition of the Common Stock held by Brookfield Reinsurance; therefore BAM Re Partners may be deemed to have indirect beneficial ownership of the Common Stock held by Brookfield Reinsurance. Pursuant to Rule 13d-4 of the Exchange Act, BAM Re Partners declares that filing this Schedule 13D shall not be construed as an admission that either it or the BAM Re Partnership is, for the purposes of Section 13(d) and/or Section 13(g) of the Exchange Act, the beneficial owner of any securities covered by this Schedule 13D, and such beneficial ownership is expressly disclaimed.

The Reporting Persons are making this single, joint filing pursuant to Rule 13d-1(k) under the Act. The agreement among the Reporting Persons to file this Schedule 13D jointly (the “Joint Filing Agreement”) is filed as Exhibit 99.1 hereto.

(b)-(c), (f)

The principal business of Brookfield Reinsurance is reinsurance. The principal business address of Brookfield Reinsurance is Ideation House, First Floor, 94 Pitts Bay Road, Pembroke, HM08, Bermuda.

BAM Re Partners is the trustee of the BAM Re Partnership, and the principal business address of BAM Re Partners and the BAM Re Partnership is Park Place, 55 Par-la-Ville Road, Hamilton HM11, Bermuda.

The principal business of BRHL is to act as a holding company. The principal business address of BRHL is Ideation House, First Floor, 94 Pitts Bay Road, Pembroke, HM08, Bermuda.

Information regarding each director and executive officer (the “Scheduled Persons”) of the Reporting Persons (or the trustee of a Reporting Person) is set forth on Schedules I—III attached hereto.

(d)-(e)

During the last five years, none of the Reporting Persons or, to the best knowledge of the Reporting Persons, any of the Scheduled Persons, (i) have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) were party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws.

#### **Item 4. Purpose of Transaction:**

Item 4 of the Amended Schedule 13D is hereby supplemented as follows:

On December 21, 2023, NER SPC transferred 12,028,979 shares of Common Stock, representing 100% of the shares of Common Stock held by it, to its sole shareholder, BRHL, and Freestone transferred 3,857,184 shares of Common Stock, representing 100% of the shares of Common Stock held by it, to its sole shareholder, American National Group, LLC (“ANAT”) (such transfers, collectively, the “Transfer”).

In connection with the Transfer, BRHL and ANAT entered into an Assignment, Assumption and Consent Agreement (the “Assignment Agreement”), dated December 21, 2023, pursuant to which (a) NER SPC assigned its rights and obligations under the Investment Agreement to BRHL, (b) Freestone assigned its rights and obligations under the Investment Agreement to ANAT, and (c) the Issuer agreed to (i) the Transfer, and (ii) the assignment of NER SPC’s and Freestone’s rights and obligations under the Investment Agreement to BRHL and ANAT, respectively.

**Item 5. Interest in Securities of the Issuer:**

Item 5 of the Amended Schedule 13D is hereby amended to read in its entirety as follows:

- (a)-(b) The aggregate number and percentage of Common Stock beneficially owned by the Reporting Persons to which this Schedule 13D relates is 15,886,163 shares, constituting approximately 20.10% of the Issuer's outstanding Common Stock. The percentage of Common Stock of the Issuer is based on an aggregate number of 79,024,826 shares of Common Stock of the Issuer outstanding as of November 3, 2023, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ending September 30, 2023, filed on November 8, 2023.
- (i) Brookfield Reinsurance
- (A) As of November 3, 2023, Brookfield Reinsurance may be deemed to be the beneficial owner of 15,886,163 shares of Common Stock, constituting approximately 20.10% of the Issuer's outstanding Common Stock.
- (B) Sole voting power to vote or direct vote: 0 shares  
Shared voting power to vote or direct vote: 15,886,163 shares  
Sole power to dispose or direct the disposition: 0 shares  
Shared power to dispose or direct the disposition: 15,886,163 shares
- (ii) BAM Re Partners Trust
- (A) As of November 3, 2023, BAM Re Partners Trust may be deemed to be the beneficial owner of 15,886,163 shares of Common Stock, constituting approximately 20.10% of the Issuer's outstanding Common Stock.
- (B) Sole voting power to vote or direct vote: 0 shares  
Shared voting power to vote or direct vote: 15,886,163 shares  
Sole power to dispose or direct the disposition: 0 shares  
Shared power to dispose or direct the disposition: 15,886,163 shares
- (iii) BAM Re Holdings
- (A) As of November 3, 2023, BAM Re Holdings may be deemed to be the beneficial owner of 15,886,163 shares of Common Stock, constituting approximately 20.10% of the Issuer's outstanding Common Stock.
- (B) Sole voting power to vote or direct vote: 0 shares  
Shared voting power to vote or direct vote: 15,886,163 shares  
Sole power to dispose or direct the disposition: 0 shares  
Shared power to dispose or direct the disposition: 15,886,163 shares
- (c) Other than as described in Item 3 of this Schedule 13D, none of the Reporting Persons or, to the best knowledge of the Reporting Persons, any of the Scheduled Persons, has effected any transaction in shares of Common Stock during the past sixty days.
- (d) Not applicable.
- (e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer:**

Item 6 of the Amended Schedule 13D is hereby amended and supplemented as follows:

The information set forth in Item 4 above is hereby incorporated by reference.

**Item 7. Material to Be Filed as Exhibits:**

Exhibit 99.1	Joinder to Voting Agreement, dated as of December 21, 2023, by American National Group, LLC and BAM Re Holdings Ltd.
Exhibit 99.2	Assignment, Assumption and Consent Agreement, dated as of December 21, 2023, by and among Brookfield Corporation, Brookfield Reinsurance Ltd., North End Re (Cayman) SPC, Freestone Re Ltd., BAM Re Holdings Ltd., American National Group, LLC and American Equity Investment Life Holding Company.
Exhibit 99.3	Joint Filing Agreement



SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 21, 2023

BROOKFIELD REINSURANCE LTD.

By: /s/ Anna Knapman-Scott  
Name: Anna Knapman-Scott  
Title: Corporate Secretary

BAM RE TRUSTEE LTD.,  
for and on behalf of  
BAM RE PARTNERS TRUST

By: /s/ Kathy Sarpash  
Name: Kathy Sarpash  
Title: Vice President

BAM RE HOLDINGS LTD.

By: /s/ Anna Knapman-Scott  
Name: Anna Knapman-Scott  
Title: Secretary

**SCHEDULE I****BROOKFIELD REINSURANCE LTD.**

<b>Name and Position of Officer or Director</b>	<b>Principal Business Address</b>	<b>Principal Occupation or Employment</b>	<b>Citizenship</b>
James Bodi, Vice President	Ideation House, 1st Floor, 94 Pitts Bay Road, Pembroke, HM08, Bermuda	Chief Executive Officer of Brookfield Bermuda Ltd.	Canada
Barry Blattman, Director	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281	Vice Chair of Brookfield Asset Management Ltd.	United States
Soon Young Chang, Director	Ideation House, 1st Floor, 94 Pitts Bay Road, Pembroke, HM08, Bermuda	Senior Advisor, Investment Corporation of Dubai	UAE
Thomas Corbett, Chief Financial Officer	Suite 100, Brookfield Place, 181 Bay Street, Toronto, Ontario M5J 2T3	Chief Financial Officer of Brookfield Reinsurance Ltd.	Canada
William Cox, Director	Ideation House, 1st Floor, 94 Pitts Bay Road, Pembroke, HM08, Bermuda	Director	United Kingdom
Paul Forestell, Chief Operating Officer	Suite 100, Brookfield Place, 181 Bay Street, Toronto, Ontario M5J 2T3	Chief Operating Officer of Brookfield Reinsurance Ltd.	Canada
Lorenzo Lorilla, Chief Investment Officer	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281	Chief Information Officer of Brookfield Reinsurance Ltd.	United States
Michelle Coleman Mayes, Director	Ideation House, 1st Floor, 94 Pitts Bay Road, Pembroke, HM08, Bermuda	Director	United States
Gregory McConnie, Vice President	Rendezvous Corporate Center, 2nd Floor, Rendezvous, Christ Church, Barbados BB15131	President and Chief Executive Officer of North End Re Ltd. and North End Re (Cayman) SPC	Barbados
Gregory Morrison, Director	Ideation House, 1st Floor, 94 Pitts Bay Road, Pembroke, HM08, Bermuda	Director	Canada
Lori Pearson, Director	Suite 100, Brookfield Place, 181 Bay Street, Toronto, Ontario M5J 2T3	Chief Operating Officer of Brookfield Corporation	Canada

Lars Rodert, Director	Ideation House, 1st Floor, 94 Pitts Bay Road, Pembroke, HM08, Bermuda	Founder and Chief Executive Officer, ÖstVäst Advisory AB	Sweden
Anne Schaumburg, Director	Ideation House, 1st Floor, 94 Pitts Bay Road, Pembroke, HM08, Bermuda	Business Executive; Director	United States
Anna Knapman-Scott, Secretary	Ideation House, 1st Floor, 94 Pitts Bay Road, Pembroke, HM08, Bermuda	Vice President, Legal and Compliance of North End Re Ltd.	United Kingdom
Sachin Shah, Chief Executive Officer, Director and Chairman of the Board	Suite 100, Brookfield Place, 181 Bay Street, Toronto, Ontario M5J 2T3	Chief Executive Officer of Brookfield Reinsurance Ltd.	Canada
Jay Wintrob, Director	333 S. Grand Avenue Los Angeles, CA 90071	Chief Executive Officer of Oaktree Capital Management, L.P.	United States

Except as set forth in this Schedule 13D, to the best knowledge of the Reporting Persons, none of the individuals listed above beneficially owns any shares of Common Stock.

**SCHEDULE II****BAM RE TRUSTEE LTD., AS TRUSTEE FOR BAM RE PARTNERS TRUST**

<b>Name and Position of Officer or Director</b>	<b>Principal Business Address</b>	<b>Principal Occupation or Employment</b>	<b>Citizenship</b>
Anuj Ranjan, Director and Vice President	Unit 02 Level 16 ICD Brookfield Place Dubai International Financial Centre Dubai, Dubai, 507234 United Arab Emirates	Managing Partner and President of Private Equity of Brookfield Asset Management Ltd.	Canada
Brian Kingston, Director and President	250 Vesey Street, 15th Floor, New York, NY 10281-1023, U.S.A.	Managing Partner and Chief Executive Officer of Real Estate of Brookfield Asset Management Ltd.	Canada
Bruce Flatt, Director and Vice President	One Canada Square, Level 25 Canary Wharf, London U.K. E14 5AA	Chief Executive Officer and Director of Brookfield Corporation and Brookfield Asset Management Ltd.	Canada
Kathy Sarpash, Vice President	181 Bay Street, Suite 100, Toronto, Ontario M5J 2T3, Canada	Senior Vice-President, Legal & Regulatory of Brookfield Asset Management Ltd.	Canada
Walkers Corporate (Bermuda) Limited, Corporate Secretary	Park Place, 55 Par-la-Ville Road, Hamilton HM 11, Bermuda	—	—

Except as set forth in this Schedule 13D, to the best knowledge of the Reporting Persons, none of the individuals listed above beneficially owns any shares of Common Stock

**SCHEDULE III****BAM RE HOLDINGS LTD.**

<b>Name and Position of Officer or Director</b>	<b>Principal Business Address</b>	<b>Principal Occupation or Employment</b>	<b>Citizenship</b>
Gregory McConnie, Director and President	Rendezvous Corporate Center, 2nd Floor, Rendezvous, Christ Church, Barbados BB15131	President and Chief Executive Officer of North End Re Ltd. and North End Re (Cayman) SPC	Barbados
Gregory Morrison, Director	Ideation House, 1st Floor, 94 Pitts Bay Road, Pembroke, HM08, Bermuda	Director	Canada
Seamus MacLoughlin, Director	Ideation House, 1st Floor, 94 Pitts Bay Road, Pembroke, HM08, Bermuda	Chief Actuary of North End Re Ltd. and North End Re (Cayman) SPC	United Kingdom
Anna Knapman-Scott, Secretary	Ideation House, 1st Floor, 94 Pitts Bay Road, Pembroke, HM08, Bermuda	Vice President, Legal and Compliance of North End Re Ltd.	United Kingdom

Except as set forth in this Schedule 13D, to the best knowledge of the Reporting Persons, none of the individuals listed above beneficially owns any shares of Common Stock.

**JOINDER TO VOTING AGREEMENT**

This Joinder ("Joinder"), dated as of December 21, 2023, to the Voting Agreement, dated as of July 4, 2023, by and among American Equity Investment Life Holding Company, an Iowa corporation (the "Company"), Freestone Re Ltd., an exempted company established under the laws of Bermuda ("Freestone Re") and North End Re (Cayman) SPC, a Cayman segregated portfolio company ("North End Re") (as amended, restated, supplemented or otherwise modified from time to time in accordance with the terms thereof, the "Voting Agreement") is being delivered by American National Group, LLC ("ANAT") and BAM Re Holdings Ltd. ("BAM Re Holdings"; together with ANAT, each, a "Joining Party" and, together, the "Joining Parties") to each party to the Voting Agreement. Capitalized terms used herein but not otherwise defined shall have the meanings set forth in the Voting Agreement.

WHEREAS, Freestone Re desires to Transfer 3,857,184 Subject Shares, which represents 100% of its Subject Shares, to ANAT, an affiliate of Freestone Re;

WHEREAS, North End Re desires to Transfer 12,028,979 Subject Shares, which represents 100% of its Subject Shares, to BAM Re Holdings, an affiliate of North End Re; and

WHEREAS, Section 3(c) of the Voting Agreement provides that a Stockholder may not Transfer any Subject Shares to any person, unless prior to any such Transfer the transferee of such Subject Shares agrees to become a party to the Voting Agreement pursuant to a customary joinder agreement.

NOW, THEREFORE, in consideration of the premises and the mutual promises contained herein, each Joining Party, intending to be legally bound, hereby agrees as follows:

1. Joinder. Each Joining Party hereby acknowledges that it has received and reviewed a complete and correct copy of the Voting Agreement and hereby agrees that upon execution of this Joinder, the Joining Party shall become a party to, and be bound in the same manner and to the same extent as a Stockholder under, the Voting Agreement.
2. Signature Page to the Voting Agreement. Each Joining Party's duly executed signature page to this Joinder shall be deemed to be, and for all purposes constitute, a counterpart signature page to the Voting Agreement.
3. Notices. The address for purposes of providing notices under Section 7(b) of the Voting Agreement and hereunder to the Joining Parties are as set forth on the applicable signature pages below.
4. Miscellaneous. The provisions of Section 7 (*General Provisions*) of the Voting Agreement shall apply to this Joinder and are hereby incorporated herein, *mutatis mutandis*.

*[Remainder of Page Intentionally Left Blank]*

IN WITNESS WHEREOF, the undersigned have executed this Joinder as of December 21, 2023.

**AMERICAN NATIONAL GROUP, LLC**

By: /s/ Timothy A. Walsh

Name: Timothy A. Walsh

Title: President & Chief Executive Officer

Address for notices:

One Moody Plaza

Galveston, TX 77550

Attention: Timothy A. Walsh

**BAM RE HOLDINGS LTD.**

By: /s/ Gregory McConnie

Name: Gregory McConnie

Title: President & Director

Address for notices:

Ideation House, First Floor

94 Pitts Bay Road

Pembroke

HM08

Bermuda

Attention: Gregory McConnie

**ASSIGNMENT, ASSUMPTION AND CONSENT AGREEMENT**

This ASSIGNMENT, ASSUMPTION AND CONSENT AGREEMENT (this “Agreement”), dated as of December 21, 2023 (the “Effective Date”), is entered into by and among Brookfield Corporation (f/k/a Brookfield Asset Management Inc.), a corporation organized under the Laws of the Province of Ontario (“BN”), Brookfield Reinsurance Ltd. (f/k/a Brookfield Asset Management Reinsurance Partners Ltd.), a Bermuda exempted company limited by shares (“BNRE”), North End Re (Cayman) SPC, a Cayman segregated portfolio company (“North End Re”), Freestone Re Ltd., an exempted company established under the laws of Bermuda (“Freestone Re”), BAM Re Holdings Ltd., an exempted company established under the laws of Bermuda (“BAM Re Holdings”), American National Group, LLC, a Delaware limited liability company (“ANAT”) and American Equity Investment Life Holding Company, an Iowa corporation (“AEL”).

WHEREAS, BN, BNRE, North End Re, Freestone Re and AEL are parties to an Investment Agreement, dated as of October 17, 2020, as amended as of June 10, 2021 (as so amended, and as may be further amended, restated or otherwise modified from time to time in accordance with the terms thereof, the “Investment Agreement”);

WHEREAS, concurrently with the execution of this Agreement, (a) North End Re desires to Transfer all of the Securities held by it as of immediately prior to the Effective Date to BAM Re Holdings and (b) Freestone Re desires to Transfer all of the Securities held by it as of immediately prior to the Effective Date to ANAT;

WHEREAS, (a) North End Re desires to assign all of its rights and obligations under the Investment Agreement to BAM Re Holdings and (b) Freestone Re desires to assign all of its rights and obligations under the Investment Agreement to ANAT, each as further set forth herein; and

WHEREAS, Section 21 of the Investment Agreement specifies that assignments of the Investment Agreement require the written consent of the other parties to the Investment Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual agreements contained herein, and intending to be legally bound, the parties hereto hereby agree as follows:

1. Assignment and Assumption.

(a) Effective as of the Effective Date, (i) North End Re hereby assigns, transfers and conveys to BAM Re Holdings, and BAM Re Holdings hereby accepts, all of North End Re’s right, title and interest in and to the Investment Agreement, (ii) BAM Re Holdings hereby assumes all of the obligations of North End Re under the Investment Agreement and agrees to be bound by all obligations of the “Purchaser Subsidiary” under the Investment Agreement (the assignment and assumption under the preceding clauses (i) and (ii) being the “North End Re Assignment”), and (iii) North End Re hereby has no further rights and obligations as the “Purchaser Subsidiary” under the Investment Agreement.



(b) Effective as of the Effective Date, (i) Freestone Re hereby assigns, transfers and conveys to ANAT, and ANAT hereby accepts, all of Freestone Re's right, title and interest in and to the Investment Agreement, (ii) ANAT hereby assumes all of the obligations of Freestone Re under the Investment Agreement and agrees to be bound by all obligations of the "Purchaser Subsidiary" under the Investment Agreement (the assignment and assumption under the preceding clauses (i) and (ii) being the "Freestone Re Assignment"; together with the North End Re Assignment, the "Assignments" and each, an "Assignment"), and (iii) Freestone Re hereby has no further rights and obligations as the "Purchaser Subsidiary" under the Investment Agreement.

(c) In furtherance of the foregoing, (i) from the Effective Date, all references to the "Purchaser Subsidiary" in the Investment Agreement shall be deemed to be to each of BAM Re Holdings and ANAT (which shall be deemed to be, together with any other persons that become a Purchaser Subsidiary from time to time, one entity for purposes of the Investment Agreement), other than with respect to any representations, warranties, agreements or covenants that have been made or fully performed prior to the Effective Date, (ii) BAM Re Holdings hereby represents and warrants to AEL that, as of the Effective Date, (x) the Purchaser Representations (other than the Purchaser Specified Representations) with respect to the Purchaser Subsidiary shall be true and correct in all material respects and (y) the Purchaser Specified Representations with respect to the Purchaser Subsidiary shall be true and correct in all respects, in the case of sub-clauses (x) and (y) of this clause (ii), treating BAM Re Holdings as the Purchaser Subsidiary and (iii) ANAT hereby represents and warrants to AEL that, as of the Effective Date, (x) the Purchaser Representations (other than the Purchaser Specified Representations) with respect to the Purchaser Subsidiary shall be true and correct in all material respects and (y) the Purchaser Specified Representations with respect to the Purchaser Subsidiary shall be true and correct in all respects, in the case of sub-clauses (x) and (y) of this clause (iii), treating ANAT as the Purchaser Subsidiary.

2. Consents. Pursuant to Section 21 of the Investment Agreement, BN, BNRE, North End Re, Freestone Re and AEL each hereby consents to (a) the North End Re Assignment and the transfer of all of the Securities held by North End Re as of immediately prior to the Effective Date to BAM Re Holdings and (b) the Freestone Re Assignment and the transfer of all of the Securities held by Freestone Re as of immediately prior to the Effective Date to ANAT, in each case as further set forth in, and pursuant to and in accordance with, Section 1 hereof.

3. Miscellaneous. Capitalized terms used herein and not otherwise defined herein shall have the meanings given to such terms in the Investment Agreement. The provisions of Section 11 (*Amendments and Waivers*), Section 12 (*Notices, etc.*), Section 16 (*Governing Law*), Section 17 (*Waiver of Jury Trial*), Section 19 (*Counterparts; Electronic Signature*), Section 20 (*Severability*) and Section 21 (*Miscellaneous*) of the Investment Agreement shall apply *mutatis mutandis* to this Agreement.

4. Further Assurances. North End Re, BAM Re Holdings, Freestone Re and ANAT each agree to perform (or cause to be performed) all such further acts and to execute and deliver all such other agreements, certificates, instruments and documents as any party hereto reasonably may request in order to carry out the intent and accomplish the purposes of this Agreement and the assignments contemplated hereby.

[Signature Pages Follow]

This Agreement is hereby agreed to as of the date first written above.

BROOKFIELD CORPORATION

by /s/ Swati Mandava  
Name: Swati Mandava  
Title: Managing Director, Legal & Regulatory

BROOKFIELD REINSURANCE LTD.

by /s/ Gregory McConnie  
Name: Gregory McConnie  
Title: Vice President

NORTH END RE (CAYMAN) SPC

by /s/ Gregory McConnie  
Name: Gregory McConnie  
Title: Director

BAM RE HOLDINGS LTD.

by /s/ Gregory McConnie  
Name: Gregory McConnie  
Title: President & Director

[Signature Page to Assignment, Assumption & Consent Agreement]

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FREESTONE RE LTD.

by /s/ Gregory McConnie

Name: Gregory McConnie

Title: Director

AMERICAN NATIONAL GROUP, LLC

by /s/ Timothy A. Walsh

Name: Timothy A. Walsh

Title: President & Chief Executive Officer

AMERICAN EQUITY INVESTMENT LIFE HOLDING  
COMPANY

by /s/ Anant Bhalla

Name: Anant Bhalla

Title: Chief Executive Officer and President

*[Signature Page to Assignment, Assumption & Consent Agreement]*

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that they are jointly filing this statement on Schedule 13D, including all amendments thereto. Each of them is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

This agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the twenty-first day of December, 2023.

BROOKFIELD REINSURANCE LTD.

By: /s/ Anna Knapman-Scott

Name: Anna Knapman-Scott

Title: Corporate Secretary

BAM RE TRUSTEE LTD.,

for and on behalf of

BAM RE PARTNERS TRUST

By: /s/ Kathy Sarpash

Name: Kathy Sarpash

Title: Vice President

BAM RE HOLDINGS LTD.

By: /s/ Anna Knapman-Scott

Name: Anna Knapman-Scott

Title: Secretary