

A P O L L O

AP Alternative Assets, L.P. - October 31, 2012

It should not be assumed that investments made in the future will be profitable or will equal the performance of investments in this document.

Not for distribution in whole or in part, without the express consent from Apollo Global Management, LLC or its affiliates (“Apollo”).

Legal Disclaimer

This presentation does not constitute an offer to sell, or the solicitation of an offer to buy, any security, product, service or fund sponsored by Apollo Global Management, LLC or its affiliates (“Apollo”), including AP Alternative Assets, L.P. (“AAA”). An offer can be made only by such fund's Offering Memorandum. This presentation is for informational purposes only and is qualified in its entirety by AAA's Offering Memorandum. Unless otherwise noted, information included herein is presented as of the dates indicated and may differ from the terms and provisions respecting an investment in AAA which will be more fully set forth in applicable offering materials. This document does not constitute a prospectus or an offer within the meaning of article 3 of the Prospectus directive (Directive 2003/71/EC) as amended by Directive 2010/73/EU.

Information contained herein may include information respecting prior investment performance of one or more Apollo funds including gross and net returns. Information respecting prior performance, while a useful tool in evaluating an Apollo fund's investment activities, is not necessarily indicative of actual results to be achieved for unrealized investments, the realization of which is dependent upon many factors, many of which are beyond the control of Apollo Management. Further, there can be no assurance that the indicated valuations for unrealized investments accurately reflect the amounts for which the subject investments could be sold. Unless otherwise noted, all such return amounts described herein are calculated as of the dates indicated. Gross returns are computed prior to management fees, carried interest and expenses; net returns give effect to management fees, carried interest and expenses. Gross and net returns are based on actual cash flows to and from the indicated Apollo fund in accordance with the applicable provisions within the governing documents of the Apollo funds. Gross returns represent the monthly trading profit and loss over the beginning monthly Gross Assets for the fund (net assets + accrued performance fees + deferred performance fee payable, if applicable) from the beginning of the period presented through the end of the period presented and is calculated using the returns that have been geometrically linked based on capital contributions and withdrawals, as applicable. Net returns represent the calculated return that is based on the fund's month-to-month change in net assets from the beginning of the period through the end of the period and is calculated using the returns that have been geometrically linked based on capital contributions and withdrawals, as applicable.

Certain information contained herein may be “forward-looking” in nature. Due to various risks and uncertainties, actual events or results or the actual performance of an Apollo Fund may differ materially from those reflected or contemplated in such forward-looking information. As such, undue reliance should not be placed on such information.

Apollo makes no representation or warranty, expressed or implied, with respect to fairness, correctness, accuracy, reasonableness, or completeness of any of the information contained herein, including but not limited to information obtained from third parties unrelated to Apollo. Apollo expressly disclaims any responsibility or liability. Apollo has no responsibility to update any of the information provided in this presentation.

Path to Accelerated Value Delivery for AAA Unitholders

- AAA to contribute substantially all of its investments to Athene Holding Ltd (“Athene”)
- As a result, AAA - which will continue to be a passive investment fund - will become the majority holder (77% pro-forma ownership) of a fast-growing financial services business with potential long term upside
- AAA will also be completely deleveraging its balance sheet by repaying all outstanding indebtedness
- AAA announces a Dutch Tender offer for up to \$100 million of its units at \$15 to \$16 per unit

Athene: Quick Reminder

Business model overview

- Athene is a life insurance holding company focused on underwriting long duration insurance liabilities and matching these liabilities against a high quality asset portfolio
 - Athene is expected to earn the difference between its investment return and the guaranteed rate on its liabilities – whose return on equity (ROE) benefits from embedded leverage of approximately 10x-13x (levels consistent with other highly rated life insurance companies)
 - Athene's reserves have a weighted average life of ~7 years and an average crediting rate of ~3.5-4.0%. As Athene has been able to earn ~6.5% on the assets to-date, it has achieved a high-teens ROE for the spread earned on these assets
 - Athene invests in a diversified portfolio of high quality assets with a focus on liquid fixed income investments generating current income. Of the rated assets in Athene Holding's consolidated portfolio, approximately 97% are rated NAIC 1 and 2⁽¹⁾
 - Apollo, through its subsidiary Athene Asset Management LLC, manages Athene's investment portfolio
- Jim Belardi (current CEO of Athene and former President of SunAmerica Life Insurance Company and Executive Vice President and Chief Investment Officer of AIG Retirement Services, Inc) founded Athene in July 2009 to attempt to capitalize on favorable market conditions in the dislocated annuity insurance sector
- Demographics point to a long-term opportunity, driven by increased need for tax-efficient savings vehicles to support aging baby-boomers

Financials

- Pro forma for this transaction, Athene will have over \$11 billion of assets under management and over \$1.5 billion of capital⁽²⁾
- H1 2012 GAAP earnings of \$92 million, which implies an annualized GAAP return on equity (ROE) of 25%

Note: Past performance is not indicative nor a guarantee of future returns.

(1) The ratings are from the National Association of Insurance Commissioners (NAIC). A rating of 1 or 2 indicates the highest quality, 3 to 5 represents lower quality, and 6 represents in or near default

(2) Estimated as of September 30, 2012, and pro forma for the transaction.

Transaction Details

- In exchange for substantially all of its investments (other than its existing investment in Athene), AAA will receive:
 1. \$641 million in approximately 48.3 million non-voting Class A Common Shares of Athene⁽¹⁾
 2. ~\$83 million in cash, and
 3. ~\$115 million short term promissory note⁽²⁾
 - Payable upon demand by AAA, or prepayable by Athene at its option at any time, both without penalty
 - AAA expects to demand repayment of the promissory note in connection with the up to \$100 million Dutch Tender

- AAA will receive sufficient cash to (i) repay its indebtedness, and (ii) complete the tender, and will use the remaining cash received for future operating expenses and general cash management purposes
 - Sources of \$445 million:
 - (i) \$247 million of existing cash
 - (ii) ~\$83 million of cash received from Athene
 - (iii) ~\$115 million of cash available under the promissory note⁽²⁾
 - Uses
 - (i) \$100 million Dutch Tender
 - (ii) \$305 million repayment of all existing indebtedness
 - (iii) Remaining liquidity (\$40 million) used for future operating expenses and general cash management purposes

- AAA unitholders stand to recapture the majority of any discount on the contributed assets through their 77% ownership of Athene

(1) The shares of Athene to be issued to AAA in the transaction are valued at \$13.46 per share, which equals AAA's carrying value as of August 31, 2012 (other than approximately 3.8 million of the shares to be issued to AAA which will be purchased at \$11.16 per share pursuant to a pre-existing capital commitment obligation of AAA).

(2) Size of promissory note is subject to adjustment resulting from cash flows on AAA's investments between August 31 and closing.

Transaction Details (cont.)

(\$ in millions)

Before the Transaction		After Asset Contribution ⁽¹⁾		After BuyBack and Debt Paydown ⁽²⁾	
Cash	\$247	Cash	\$330	Cash	\$25
		Promissory Note	115	Promissory Note	15
Debt	(\$305)	Debt	(\$305)	Debt	\$0
NAV of Private Equity assets	\$836	} <i>Contribution to Athene @ 77.5% of NAV</i>			
NAV of Capital Markets assets	242				
NAV of Opportunistic assets	4				
NAV of Athene (59% owned by AAA)	\$458	NAV of Athene (77% owned by AAA)	\$1,122	NAV of Athene (77% owned by AAA)	\$1,122

Note: current Athene valuation shown is as of latest disclosure (June 30, 2012). Athene share issuance valuation is as of August 31, 2012, and is reflected in pro-forma \$1,122 million of Athene value.

(1) Asset Contribution step assumes that: (i) cash increases by \$82.9 million, and (ii) Athene value represents AAA's pro-forma ownership of Athene post-contribution.

(2) Buyback and Debt Paydown step assumes that: (i) \$305 million of cash is used to fully repay existing indebtedness, and (ii) \$100 million of Promissory Note is used to fund \$100 million tender offer.

AAA unitholders will capture the majority of the Athene value creation generated by this transaction through majority-ownership of the business

Illustrative Value Creation

(\$ in millions, except per unit metrics)

Purchased AAA assets valued at current carrying value (book value) within Athene (*Value view*)

Today			PF for Asset Purchase			PF for Asset Purchase and \$100m Buyback	
Athene value (AAA)	\$458	Asset Purchase	Athene value (AAA)	\$1,311	\$100m buyback	NAV	\$1,311
Other net assets (AAA)	\$1,005		Net cash	\$100		Units	73.763
NAV	\$1,463		NAV	\$1,411		NAV per unit (current BV)	\$17.77
Units	80.215		Units	80.215		NAV per unit (1.25x BV)	\$20.57
NAV per unit	\$18.24		NAV per unit (current BV)	\$17.59			
			NAV per unit (1.25x BV)	\$20.16			

Purchased AAA assets valued at purchase price within Athene (*Accounting view*)

Today			PF for Asset Purchase			PF for Asset Purchase and \$100m Buyback	
Athene value (AAA)	\$458	Asset Purchase	Athene value (AAA)	\$1,122	\$100m buyback	NAV	\$1,122
Other net assets (AAA)	\$1,005		Net cash	\$100		Units	73.763
NAV	\$1,463		NAV	\$1,222		NAV per unit (current BV)	\$15.22
Units	80.215		Units	80.215		NAV per unit (1.25x BV)	\$17.61
NAV per unit	\$18.24		NAV per unit (current BV)	\$15.24			
			NAV per unit (1.25x BV)	\$17.44			

Accounting view is illustrative and is before considering the effect of any revaluation of Athene, which now holds substantial assets acquired at a discount

Expected Benefits to AAA unitholders

- Provides AAA with value for contributed assets at substantial premium to current and recent AAA public trading prices
- Effective transformation of AAA from a passive fund to an ongoing business
- Possibility of operating company multiple to NAV of greater than 1.0x, rather than being capped at NAV⁽¹⁾
- Possibility for liquidity through a potential listing of Athene rather than individual small liquidity events over time
 - Liquidity mechanism now built into documentation
- Announced \$100 million tender provides some immediate liquidity to AAA unitholders
 - Allows non-tendering unitholders to participate in Athene upside
 - Allows tendering unitholders liquidity at a premium
- Transaction eliminates financial debt and leverage at AAA
- Potential reduction in future management fees and carried interest paid by AAA

(1) There can be no assurance that a multiple to NAV will be achieved.

Transaction Rationale for Athene

- Provides access to substantial capital-base to fund acquisition opportunities in the near- to medium-term
- Post deployment of this capital, Athene is “scaled” and large enough to be considered an IPO candidate by the public markets
- “Unlocks” value of Athene outside of AAA framework
 - AAA assets can generate incremental earnings that could support the possibility of Athene multiple to book value of greater than 1.0x
- Athene is anticipated to trade at an attractive premium to book value once publicly-traded and seasoned⁽¹⁾
- Provides Athene with an attractive alternative assets portfolio

(1) There can be no assurance that an IPO of Athene will be achieved and if achieved that Athene will trade at a premium to book value.

The Process

- AAA's board of directors had requested a review of strategic alternatives for AAA
 - After careful review of the strategic alternatives available, AAA's management presented the proposed transaction to the board of directors

- The board of directors established a special committee of independent directors to analyze and review the transaction and to provide advice and recommendations to the board

- The special committee retained Perella Weinberg Partners as independent financial adviser, Herbert Smith Freehills LLP with respect to English law and Ogier with respect to Guernsey law as independent legal counsel to assist in its review of the transaction
 - After completing its review, the special committee recommended that the board approve the transaction

- Following receipt of the views of the special committee and careful consideration of the proposed transaction, AAA's board of directors unanimously voted in favor of the transaction, having agreed it was in the best interests of AAA and unitholders as a whole

The Tender

- In connection with the transaction, AAA announces that it will use up to \$100 million of the cash proceeds of the transaction and / or existing cash to conduct a cash tender offer
 - AAA will repurchase shares at prices between **\$15.00 and \$16.00 per unit**
 - Tender offer is expected to launch in connection with the consummation of the transaction

- The tender offer is intended to provide liquidity for certain AAA unitholders who elect to participate and is expected to be accretive to AAA
 - Apollo has agreed that it, its subsidiaries, and the members of its Executive Committee will not participate in the tender offer with respect to their AAA units
 - Likewise, a significant unitholder of AAA has also agreed that it and its affiliates will not participate in the Cash Tender Offer

- Eligible unitholders and restricted depositary unitholders will be able to apply to tender none, any or all of their units in the tender offer (subject to regulatory / tax restrictions)
 - All AAA units will be repurchased at the same price, which will be the lowest price level at which up to \$100 million of units can be repurchased

- Full details on the tender offer will be provided in an offering document that will be available on AAA's website (www.apolloalternativeassets.com) at the time of launch of tender offer

Other Transaction Details

Fees Payable to Apollo

- Following the transaction, Apollo will manage partnerships containing the assets contributed by AAA to Athene on substantially the same terms with respect to management fees and carried interest as the existing agreements between AAA and Apollo
 - Apollo has agreed that AAA's cost basis (rather than Athene's cost basis) will be used to determine the payment of any carried interest, such that Apollo will not benefit from a carry perspective in relation to the 22.5% discount applied to the net asset value of the contributed assets

- In addition, there will be no management fees payable by AAA with respect to the Athene shares that are newly acquired by AAA in the transaction (i.e. the shares in excess of the Athene shares that AAA currently owns or has committed to purchase)
 - Likewise, Apollo will not receive any carried interest in respect of the newly acquired shares

- Apollo will continue to charge the same management fee on AAA's existing investment in Athene, except that Apollo has agreed that AAA's obligation to pay the existing management fee will terminate on December 31, 2014 (other than the unwind fee described below)
 - If the Athene shares held by AAA are sold for cash at any time, then Apollo will receive the economics it would otherwise be entitled to under the existing terms of its agreement with AAA

 - If the Athene shares held by AAA are distributed to the AAA unitholders at any time (i.e. in a share tender offer or otherwise), the value of AAA's investment in Athene would crystallize prematurely, potentially resulting in a material reduction in the future management fees and carried interest paid by AAA to Apollo
 - In exchange for forgoing these potential future payments of management fees and carried interest on the Athene shares held by AAA, Apollo has agreed to receive a formulaic unwind of its management fee up to a cap of \$30 million if the realization event commences in 2013, \$25 million if the realization event commences in 2014, \$20 million if the realization event commences in 2015 and zero if the realization event commences in 2016 or thereafter
 - All such management fees and any carried interest payable to Apollo will be payable in Athene shares valued at the then fair market value

 - As an alternative to incurring the unwind fee and carried interest at a liquidity event as described above, at the time of a realization event, AAA's unitholders will have the ability to elect to keep their Athene shares in AAA (or, at Apollo's option, a new vehicle managed by Apollo)
 - At such time, AAA unitholders electing this option will be subject to additional liquidity restrictions and the obligation to pay carried interest on the growth in value on such shares; however, they will benefit from an 8% hurdle rate in the carried interest calculation and the ability to recover certain management fees on the Athene investment through the mechanics of the carried interest calculation, and by Apollo forgoing a commensurate percentage of the unwind fee described above
 - However, if AAA unitholders were to elect this option for fewer than 25% in the aggregate of the Athene shares available for tender, it would not be implemented and instead the entire unwind fee and all carried interest would be realized at the time of such liquidity event

Other Transaction Details (continued)

Future Liquidity

- In order to provide future liquidity options for AAA unitholders, the limited partnership agreement of AAA will be amended to require AAA to exercise its right to cause Athene to consummate an initial public offering of its common shares by **November 30, 2015**
- In addition, if there has not been a liquidity event at AAA prior to an initial public offering of Athene, AAA will commit to make a tender offer to all AAA unitholders to purchase all of its outstanding AAA units and pay the consideration for such repurchase with shares of Athene (a “Share Tender Offer”)
 - The Share Tender Offer would occur no later than immediately following the end of any lock-up agreement that AAA or any of its subsidiaries enters into in connection with any such initial public offering of Athene
 - In connection with the Share Tender Offer, AAA’s unitholders will be entitled to receive, in the aggregate (assuming all AAA units are tendered), a number of shares of Athene equal to the number of shares of Athene held by AAA at the time of the announcement of the Share Tender Offer less a number of shares of Athene with sufficient value to enable AAA to satisfy all of its remaining net liabilities and obligations

Timing

- The transaction closed on October 31, 2012. However, as part of the Transaction, the transfer of certain of AAA’s investments (which investments have a value in the Transaction of approximately \$20 million) to Athene will be delayed pending the receipt of required regulatory consents, and the appropriate portion of the consideration to be paid to AAA in Athene shares will not be paid by Athene until the time of such transfer
- Unitholders are reminded that AAA will be releasing its financial results for the third quarter ended September 30, 2012 on Friday, November 9, 2012
 - AAA will host an earnings call on that date (please refer to AAA’s website for additional details regarding the call) and AAA’s management plans to discuss the Transaction in further detail on such earnings call

Changes to AAA’s Investment Policies and Procedures

- The diversification requirements within AAA’s Investment Policies and Procedures will be removed (having received the requisite approval of AAA’s independent directors to do so) so that AAA can have Athene as its only investment



For additional information, please visit our website: <http://www.apolloalternativeassets.com>