

A P O L L O

A L T E R N A T I V E   A S S E T S

**AP ALTERNATIVE ASSETS, L.P.**  
**Financial Report**

*As of September 30, 2019 and December 31, 2018  
and for the three and nine months ended September 30, 2019 and 2018*

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# Certain Information

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## Statement of Responsibility

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The portions of this financial report that relate to AP Alternative Assets, L.P. (“AP Alternative Assets” or “AAA”), including the financial statements and other financial information of AP Alternative Assets contained herein, are the responsibility of and have been approved by AAA Guernsey Limited as the Managing General Partner of AP Alternative Assets. AAA Guernsey Limited is responsible for preparing such portions of this financial report to give a true and fair view of the state of affairs of AP Alternative Assets at the end of the period and of the profit or loss for such period, as well as, for preparing such financial statements in accordance with applicable Guernsey law, applicable Dutch law, and accounting principles generally accepted in the United States of America (“U.S. GAAP”). In accordance with their responsibilities, AAA Guernsey Limited has prepared the financial statements of AP Alternative Assets contained herein to give a true and fair view of the state of affairs of AP Alternative Assets at the end of the fiscal period and has prepared such financial statements in accordance with U.S. GAAP, and the board of directors of AAA Guernsey Limited has approved the financial statements.

The portions of this financial report that relate to AAA Investments, L.P. (“Investment Partnership”), including the consolidated financial statements and other financial information of the Investment Partnership, contained herein, are the responsibility of and have been approved by AAA MIP Limited, as the General Partner of AAA Associates, L.P., which serves as the general partner of the Investment Partnership. AAA MIP Limited is responsible for preparing such portions of this financial report to give a true and fair view of the state of affairs of AAA Investments, L.P., at the end of the period and of the profit or loss for such period, as well as, for preparing such consolidated financial statements in accordance with applicable Guernsey law and U.S. GAAP.

In preparing their financial reports, both AAA Guernsey Limited and AAA MIP Limited are required to (i) select suitable accounting policies and apply them consistently; (ii) make judgments and estimates that are reasonable and prudent; (iii) state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts; and (iv) prepare the financial statements on a going-concern basis, unless it is inappropriate to presume that AP Alternative Assets and the Investment Partnership will continue in business. The directors are responsible for keeping proper records which disclose with reasonable accuracy at any time the financial position of the Partnerships and to enable them to ensure that the financial statements comply with applicable Guernsey law and U.S. GAAP. They are also responsible for safeguarding the assets of the Partnerships and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# Certain Information

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## Directors and Advisors

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The board of directors of AAA Guernsey Limited currently consists of Gernot Lohr, Beno Suchodolski, Paul Guilbert and Rupert Dorey. The address for these individuals is c/o AAA Guernsey Limited, Trafalgar Court, Les Banques, St. Peter Port, Guernsey, Channel Islands, GY1 3QL.

The board of directors of AAA MIP Limited currently consists of William B. Kuesel and Salim Hirji. The address for these individuals is c/o AAA MIP Limited, Trafalgar Court, Les Banques, St. Peter Port, Guernsey, Channel Islands, GY1 3QL. Effective February 26, 2018 Gernot Lohr tendered his resignation from the board of directors of AAA MIP Limited. Effective February 27, 2018, Salim Hirji was appointed to the Board of Directors of AAA MIP Limited.

Northern Trust International Fund Administration Services (Guernsey) Limited has been retained to serve as the Guernsey administrator for AP Alternative Assets and the Investment Partnership. The address of Northern Trust International Fund Administration Services (Guernsey) Limited is Trafalgar Court, Les Banques, St. Peter Port, Guernsey, Channel Islands, GY1 3QL.

The purpose of this Financial Report is to comply with the requirements of the Netherlands Authority for the Financial Markets.

Deloitte LLP has been retained to serve as the independent auditor for AP Alternative Assets and the Investment Partnership. The address of Deloitte LLP in Guernsey is Regency Court, Gategny Esplanade, St. Peter Port, Guernsey, Channel Islands, GY1 3HW.

Apollo Alternative Assets, L.P. provides investment management, operational and financial services to AP Alternative Assets and the Investment Partnership under a services agreement. The address of Apollo Alternative Assets, L.P. is Walker House, P.O. Box 908GT, Mary Street, George Town, Grand Cayman, Cayman Islands.

The website address for AP Alternative Assets is [www.apolloalternativeassets.com](http://www.apolloalternativeassets.com).

# About AP Alternative Assets

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## Overview

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AP Alternative Assets commenced operations on June 15, 2006, and is a closed-end limited partnership established by Apollo, as defined below, under the laws of Guernsey. AP Alternative Assets is managed by Apollo Alternative Assets, L.P. (“Apollo Alternative Assets” or “the Manager”) and is currently invested in an opportunistic investment sponsored by Apollo Global Management, LLC and its subsidiaries (collectively “Apollo”). Apollo Alternative Assets implements our investment policies and procedures and carries out the day-to-day management and operations of our business pursuant to a services agreement. Apollo is a leading global alternative investment manager with over 28 years of experience investing across the capital structure of leveraged companies.

Our investment mandate is to invest substantially all of our capital in Apollo-sponsored entities, funds and private equity transactions. As of September 30, 2019, our portfolio consisted of a single opportunistic investment in the economic equity of Athene Holding Ltd. (“Athene Holding” and together with its subsidiaries “Athene”), which was founded in 2009 to capitalize on favorable market conditions in the dislocated life insurance sector. Athene, through its subsidiaries, is a leading retirement services company that issues, reinsures and acquires retirement savings products designed for the increasing number of individuals and institutions seeking to fund retirement needs. The products and services offered by Athene include: fixed and fixed indexed annuity products; reinsurance services offered to third-party annuity providers; and institutional products, such as funding agreements.

Athene Holding became an effective registrant on December 9, 2016 under the U.S. Securities Exchange Act of 1934, as amended, in connection with its initial public offering (“Athene IPO”). Athene Holding trades on the New York Stock Exchange (“NYSE”) under the symbol “ATH”.

The net asset value of AP Alternative Assets as of September 30, 2019 was approximately \$19.1 million.

Competitive Strengths
<p><b>We believe our competitive strengths include:</b></p> <ul style="list-style-type: none"><li>• <b>the strong long-term track record of Apollo in targeted investment classes</b></li><li>• <b>the active involvement of Apollo’s experienced and cohesive investment team in our investments</b></li><li>• <b>our ability to benefit from Apollo’s integrated and collaborative investment platform and flexible approach towards investing across market cycles</b></li></ul>

# About AP Alternative Assets

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## About Apollo

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Founded in 1990, Apollo is a leading global alternative investment manager with a track record of successful private equity, credit and real estate investing. Apollo is led by its managing partners Leon Black, Joshua Harris and Marc Rowan. At September 30, 2019, Apollo had a team of 1,352 employees, including 459 investment professionals. Apollo has offices in New York, Los Angeles, San Diego, Houston, Chicago, Bethesda, London, Frankfurt, Madrid, Luxembourg, Mumbai, Delhi, Singapore, Hong Kong, Shanghai and Tokyo.

The private equity business is a key component of Apollo's investment activities. We believe Apollo has demonstrated the ability to adapt quickly to changing market environments and capitalize on market dislocations through its traditional and distressed investment approach. In prior periods of strained financial liquidity and economic recession, Apollo has made attractive private equity investments by buying the distressed debt of quality businesses, converting that debt to equity, creating value through active management and ultimately monetizing the investment. Apollo's combination of traditional buyout investing with a "distressed option" has been successful throughout prior economic cycles and has allowed its funds to achieve attractive long-term rates of return in different economic and market environments.

Apollo's investment approach is value-oriented and often contrarian in nature. The firm focuses on nine core industries in which it has considerable knowledge while emphasizing downside protection and the preservation of capital. Apollo has successfully applied this investment philosophy in flexible and creative ways over its 28 year history, allowing it to find attractive investment opportunities, deploy capital across the balance sheet of industry leading, or "franchise," businesses and create value throughout economic cycles.

Apollo's credit operations commenced in 1990 as a complement to its private equity investment activity. Apollo's credit platform is organized by several functional groups including U.S. performing credit, structured credit, opportunistic credit, non-performing loans and European credit. Within these groups Apollo manages a diverse range of credit-oriented investments that take advantage of the same disciplined, value-oriented investment philosophy employed with respect to Apollo's private equity investment activities.

Apollo's investment professionals frequently collaborate and share information across disciplines including market insight, management, banking and consultant contacts, as well as, potential investment opportunities, which Apollo believes enables it to more successfully invest across a company's capital structure.

AP Alternative Assets has one investment comprised of the entire limited partner's interest in AAA Investments, L.P.

# About AP Alternative Assets

## Overview of Investment Results

As of September 30, 2019, the net asset value of AP Alternative Assets was approximately \$19.1 million, or \$0.25 per common unit. This reflects a net decrease in net assets after distributions of approximately \$(3.0) million, or \$(0.04) per common unit during the nine months ended September 30, 2019.

**Figure 1: Net Asset Value per Unit**



## Overview of Investment Portfolio as of September 30, 2019

As of September 30, 2019 our portfolio consisted of a single opportunistic investment in Athene. The following portfolio allocation includes the fair value of the Investment Partnership's investment portfolio as of September 30, 2019.

**Figure 2: Portfolio Allocation**

(in thousands)

	Fair Value
Opportunistic Investment - Athene	\$ 25,470
<b>Total Investments</b>	<b>\$ 25,470</b>

# Management's Discussion and Analysis of Financial Condition and Results of Operations

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## Introduction

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The following discussion contains forward-looking statements that involve numerous risks and uncertainties. Our actual results could differ materially from those discussed in the "Forward-Looking Statements" as a result of these risks and uncertainties, including those set forth under "Forward-Looking Statements" and "Risk Factors," below. For a more detailed description of our business and related risks, refer to our Prospectus which is available on the website ([www.apolloalternativeassets.com](http://www.apolloalternativeassets.com)). The following discussion should also be read in conjunction with our financial statements and related notes, as well as, the consolidated financial statements and related notes of the Investment Partnership, which are included elsewhere in this report.

We have prepared this report using a number of conventions, which you should consider when reading the information contained herein. Unless the context suggests otherwise, references to:

- "we", "us", "our" and "our partnership" are to AP Alternative Assets, L.P. ("AAA", "AP Alternative Assets" or the "Partnership"), a Guernsey limited partnership;
- our "Managing General Partner" are to AAA Guernsey Limited, a Guernsey limited company, which serves as our general partner;
- the "Investment Partnership" are to AAA Investments, L.P. ("AAA Investments"), a Guernsey limited partnership and its subsidiaries through which our investments are made;
- the "Investment Partnership's General Partner" are to AAA Associates, L.P., a Guernsey limited partnership, which serves as the general partner of the Investment Partnership;
- the "Managing Investment Partner" are to AAA MIP Limited, a Guernsey limited company, which serves as the general partner of the Investment Partnership's General Partner; and
- "Apollo" are, as the context may require, to Apollo Global Management, LLC and its subsidiaries including any entity formed to act as manager of an Apollo fund, and to any other persons that, directly or indirectly through one or more intermediaries, control, are controlled by or are under common control with Apollo Alternative Assets, L.P. ("Apollo Alternative Assets"), the investment manager to AAA and to the Investment Partnership, which provides certain investment management, operational and financial services to us and others involved in our investments.

Additionally, unless the context suggests otherwise, we use the term "our investments" to refer both to AP Alternative Assets' limited partner interest in the Investment Partnership, which is the only investment that we record in our statement of assets and liabilities, and to investments that are made through the Investment Partnership. Although the investments that the Investment Partnership makes with our capital do not appear as investments in the Partnership's financial statements, AAA is the primary beneficiary of such investments and bears substantially all the risk of loss.

Our financial statements and the consolidated financial statements of the Investment Partnership were prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and are presented in U.S. dollars. On May 31, 2007, the Netherlands Authority for the Financial Markets (Autoriteit Financiële Markten, "AFM") sent us a letter in which it approved the preparation of our financial statements in accordance with U.S. GAAP instead of the Dutch financial reporting rules or International Financial Reporting Standards ("IFRS"). Pursuant to article 5:25v of the Dutch Financial Supervision Act (Wet op het Financieel Toezicht, "FSA"), currently no further dispensation is necessary for the preparation of our financial statements in accordance with U.S. GAAP.



# Management's Discussion and Analysis of Financial Condition and Results of Operations

We are subject to the ongoing supervision of the Guernsey Financial Services Commission. The Partnership is also registered with the AFM as an investment institution domiciled in a designated state as referred to in Article 2:66(1) of the FSA, on the basis of which the Partnership is exempted from the requirement to obtain a license under the FSA, but is subject to certain ongoing obligations, including reporting obligations.

AAA is regulated by the Authorized Closed-ended Investment Scheme Rules 2008 issued by the Guernsey Financial Services Commission ("GFSC") with effect from December 15, 2008 under The Protection of Investors (Bailiwick of Guernsey) Law 1987, as amended (the "New Rules"). Effective October 29, 2008, AAA became regulated under the New Rules and is deemed to be an authorized closed-ended investment scheme under the New Rules.

We utilize an annual reporting schedule comprised of four three-month quarters, with an annual accounting period ending on December 31. Our quarterly periods end on March 31, June 30, September 30 and December 31. The financial results presented herein include activity for the three and nine months ended September 30, 2019 and 2018.

This financial report includes information required in accordance with Article 5:25e of the FSA and contains a discussion on the material events and transactions which relate to the period from January 1, 2019 through October 30, 2019. Other than as discussed in this financial report, there have been no other material events or transactions during this period which have impacted the financial position of AP Alternative Assets or its group partnerships.

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## Forward-Looking Statements

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This report contains certain forward-looking statements. Forward-looking statements speak only as of the date of the document in which they are made and relate to expectations, beliefs, projections (including anticipated economic performance and financial condition), future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts and are subject to risks and uncertainties including, but not limited to, statements as to:

- our future operating results;
- our business prospects and the prospects of our portfolio companies;
- the impact of investments that we expect to make;
- the dependence of our future success on the general economy and its impact on the industries in which we invest;
- the ability of our portfolio companies to achieve their objectives;
- our expected financings and investments;
- the adequacy of our cash resources and working capital; and
- the timing of cash flows, if any, from the operations of our portfolio companies.

In some cases, you can identify forward-looking statements by terms such as "anticipate", "believe", "could", "estimate", "expect", "intend", "may", "plan", "potential", "should", "will", and "would", or the negative of those terms or other comparable terminology.

# Management's Discussion and Analysis of Financial Condition and Results of Operations

The forward-looking statements are based on our beliefs, assumptions and expectations of our future performance, taking into account all information currently available to us. These beliefs, assumptions and expectations are subject to risks and uncertainties and can change as a result of many possible events or factors, not all of which are known to us or are within our control. If a change occurs, our business, financial condition, liquidity and results of operations may vary materially from those expressed in our forward-looking statements. Factors and events that could cause our business, financial condition, liquidity and results of operations to vary materially include, among other things, factors and events that affect Athene's business, operations, financial condition, liquidity and prospects, general economic conditions, securities market conditions, private equity market conditions, the level and volatility of interest rates and equity prices, competitive conditions, liquidity of global markets, international and regional political conditions, regulatory and legislative developments, monetary and fiscal policy, investor sentiment, availability and cost of capital, technological changes and events, outcome of legal proceedings, changes in currency values, inflation, credit ratings and the size, volume and timing of transactions, as well as, other risks described elsewhere in this report and our prospectus.

The foregoing is not a comprehensive list of the risks and uncertainties to which we are subject. Except as required by applicable law, we undertake no obligation to update or revise any forward-looking statements to reflect any change in our expectations, or any changes in events, conditions or circumstances on which the forward-looking statement is based. In light of these risks, uncertainties and assumptions, the events described by our forward-looking statements might not occur. We qualify any and all of our forward-looking statements by these cautionary factors.

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## Business Description

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### AP Alternative Assets

The Partnership is a Guernsey limited partnership (managed by Apollo Alternative Assets) whose business consists of one investment comprised of the limited partner interests in AAA Investments, L.P.

### AAA Investments

The Investment Partnership is a Guernsey limited partnership whose business purpose consists of making investments in and co-investments with, Apollo-sponsored private equity funds, credit funds or opportunistic investments. The Investment Partnership's General Partner is responsible for managing the business and affairs of the Investment Partnership, and in its sole discretion, may allocate assets and liabilities of the Investment Partnership to the relevant class of interests in accordance with the terms and conditions of the Investment Partnership's limited partnership agreement. The Investment Partnership's General Partner also determines the amount of all distributions, profits and losses relating to each class, as well as, corresponding expense allocations to each class. The Investment Partnership held one investment as of September 30, 2019, an investment in the economic equity of Athene Holding.

We, the Managing General Partner, the Investment Partnership, its General Partner and the Managing Investment Partner, have entered into a services agreement with Apollo Alternative Assets pursuant to which Apollo Alternative Assets has agreed to provide us with certain investment, financial advisory, operational and other services. Under the services agreement, Apollo Alternative Assets is also responsible for our day-to-day operations and is subject at all times to the supervision of our respective governing bodies, including the board of directors of the Managing General Partner and the board of directors of the Managing Investment Partner. The Investment Partnership's limited partnership agreement provides that investments made by the Investment Partnership must comply with the investment policies and procedures that are established for the Partnership.

# Management's Discussion and Analysis of Financial Condition and Results of Operations

We do not consolidate the results of operations, assets, or liabilities of the Investment Partnership in our financial statements. Therefore, operating expenses of the Investment Partnership are recognized only to the extent that they affect the fair value of the limited partner interests in the Investment Partnership. Our operating expenses are limited to the expenses that we directly incur in connection with our direct operations. These expenses consist primarily of expenses of Apollo Alternative Assets and its affiliates that are attributable to our operations and reimbursable under our services agreement, the directors' fees that our Managing General Partner pays its independent directors, the fees and expenses of our Guernsey administrator, professional fees and other general and administrative costs.

Operating expenses of the Investment Partnership consist primarily of its share of the management fees that are payable under our services agreement, the expenses of certain Apollo entities that are directly attributed to its operations and reimbursable under our services agreement, certain transaction and other costs incurred when making investments and other professional fees, allocated overhead costs and administrative costs.

In general, the purchases and sales made by the Investment Partnership of non-cash and non-temporary investments are with related parties and direct expenses for management fees, broken deal costs, allocated overhead costs and incentive fees are paid to related parties.

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## Overview and Outlook

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As of September 30, 2019 and December 31, 2018, the net asset value of AP Alternative Assets was \$19.1 million, or \$0.25 per common unit, and \$22.1 million, or \$0.29 per common unit, respectively. For the three months ended September 30, 2019 and 2018, the net (decrease) increase in net assets of AP Alternative Assets was \$(1.9) million, or \$(0.03) per common unit, and \$3.1 million, or \$0.04 per common unit, respectively. For the nine months ended September 30, 2019 and 2018, the net decrease in net assets of AP Alternative Assets was \$(3.0) million, or \$(0.04) per common unit and \$(1,149.6) million, or \$(15.06) per common unit, respectively. The net decrease in net assets for the nine months ended September 30, 2018 was driven by partner's capital distributions of \$1,090.7 million and a decrease in net assets resulting from operations of \$58.9 million.

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## Portfolio and Investment Activity

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Capital is currently deployed in a single opportunistic investment that we believe meets or exceeds our risk-reward standards. Consistent with the amended investment criteria outlined for the Partnership, as of September 30, 2019 the Investment Partnership had a concentration invested in this opportunistic investment.

On October 31, 2012, the Investment Partnership closed on an agreement to contribute substantially all of its investments to Athene Holding in exchange for common shares of Athene Holding, cash and a short term promissory note (the "Transaction").

On April 4, 2014, Athene Holding (together with its subsidiaries, "Athene") completed an initial closing of a private placement offering of common equity in which it raised \$1.048 billion of primary commitments from third-party institutional and certain existing investors in Athene Holding (the "Athene Private Placement"). In connection with the Athene Private Placement, Athene raised an additional \$80 million of third party capital at \$26 per share, all of which was used to buy back a portion of the shares of one of its existing investors at a price of \$26 per share in a transaction that was consummated on April 29, 2014. As announced on June 24,

# Management's Discussion and Analysis of Financial Condition and Results of Operations

2014, a second closing of the Athene Private Placement occurred in which Athene Holding raised \$170 million of commitments primarily from employees of Athene and its affiliates at a price per common share of Athene Holding of \$26. The Athene Private Placement offering was concluded in the first quarter of 2015 with a final closing of \$60 million of additional commitments from affiliates of Athene. The Investment Partnership did not purchase any additional common shares of Athene Holding as part of the Athene Private Placement.

In accordance with the services agreement among AAA, the Investment Partnership and the other service recipients party thereto and Apollo Alternative Assets (the "Services Agreement"), Apollo Alternative Assets received a management fee for managing the assets of the Investment Partnership. In connection with each of the consummation of the Transaction on October 31, 2012, and the initial closing of the Athene Private Placement on April 4, 2014, the Services Agreement was amended. Pursuant to the amendments, there were no management fees paid by the Investment Partnership with respect to the common shares of Athene Holding that were newly acquired by the Investment Partnership in the Transaction, which are those shares in excess of the shares of Athene Holding that prior to the Transaction, the Investment Partnership owned, or had committed to purchase (the "Excluded Athene Shares"). The Investment Partnership agreed to continue to pay Apollo Alternative Assets the same management fee on the Investment Partnership's investment in Athene (other than with respect to the Excluded Athene Shares), except that Apollo Alternative Assets agreed that the Investment Partnership's obligation to pay the existing management fee terminated on December 31, 2014 (although services will continue through December 31, 2020).

In connection with the Athene Private Placement, the AAA limited partnership agreement was amended to provide that AAA will distribute to its shareholders their pro rata portion of the common shares of Athene Holding (or proceeds thereof) as such shares are released from their contractual lock-up over a period beginning 7.5 months after Athene's IPO and ending 15 months following Athene's IPO pursuant to the Athene registration rights agreement.

On March 16, 2017, AAA announced a conditional distribution of freely tradeable common shares of Athene to its unitholders. The distribution was conditioned upon the pricing of an underwritten follow-on secondary offering of Athene Class A common shares (the "Follow-on Offering"). AAA unitholders entitled to receive Athene shares on the record date were given the opportunity by Athene to sell into the Follow-on Offering, and any lockup restrictions related to the shares distributed in connection with the Follow-on Offering were waived in order for AAA unitholders to participate. On March 28, 2017, Athene announced the base Follow-on Offering size of 27,500,000 Athene shares at a price of \$48.50 per share, which was subsequently increased to 31,625,000 Athene shares after the underwriters' exercise of a 15% over allotment option. In total, 12,391,703 Athene shares were distributed to AAA unitholders. In addition to the distribution to AAA unitholders, the Investment Partnership distributed 962,484 Athene shares to AAA Associates, L.P. in satisfaction of the carried interest obligation associated with the distribution to AAA unitholders, and 7,022 Athene shares in respect of the General Partnership's approximate 0.055% equity ownership interest in the Investment Partnership.

On May 22, 2017, AAA announced a conditional distribution of freely tradeable common shares of Athene to its unitholders. The distribution was conditioned upon the pricing of an underwritten follow-on secondary offering of Athene Class A common shares (the "Second Follow-on Offering"). AAA unitholders entitled to receive Athene shares on the record date were given the opportunity by Athene to sell into the Second Follow-on Offering, and any lockup restrictions related to the shares distributed in connection with the Second Follow-on Offering were waived in order for AAA unitholders to participate. On June 6, 2017, Athene announced the base Second Follow-on Offering size of 16,200,000 Athene shares at a price of \$49.00 per share, which was subsequently increased to 18,630,000 Athene shares after the underwriters' exercise of a 15% over allotment option. In total, 10,767,217 Athene shares were distributed to AAA unitholders in connection with the Second Follow-on Offering. In addition to the distribution to AAA unitholders, the Investment Partnership distributed 844,164 Athene shares to AAA Associates, L.P., its general partner, in satisfaction of the carried interest obligation associated with the distribution to AAA unitholders, and 5,417 Athene shares in respect of the general partner's approximate 0.055% equity ownership interest in the Investment Partnership.

# Management's Discussion and Analysis of Financial Condition and Results of Operations

On December 6, 2017, AAA announced a distribution of freely tradeable common shares of Athene to its unitholders as part of the 12-month Athene Share unlock release. The board of directors of AAA Guernsey Limited and the Board of Directors of AAA MIP Limited approved the distribution of up to 24,746,227 freely tradeable common shares of Athene for distribution on December 8, 2017 ("the 12-Month Unlock Distribution"). In total, 22,965,061 Athene Shares were distributed by AAA to AAA unitholders and 12,531 Athene Shares were distributed by the Investment Partnership to AAA Associates, its General Partner, in respect of its approximate 0.055% equity ownership interest in the Investment Partnership. The Investment Partnership also retained 1,768,635 Athene Shares, at a value in accordance with the Investment Partnership's Limited Partnership Agreement of \$87.8 million, as an estimate of AAA Associates' carried interest in connection with the distribution.

On March 1, 2018, AAA announced a distribution of freely tradeable common shares of Athene to its unitholders as part of the 15 month Athene share unlock release. The board of directors of AAA Guernsey Limited and the Board of Directors of AAA MIP Limited approved the distribution of 26,025,200 freely tradeable common shares of Athene for distribution on March 5<sup>th</sup>, 2018 ("the 15-Month Unlock Distribution"). In total, 22,507,327 Athene shares were distributed to AAA unitholders in connection with the distribution. In addition to the distribution to AAA unitholders, the Investment Partnership also distributed 3,517,873 to AAA Associates, its General Partner, including 3,505,589 Athene shares in respect of its carried interest associated with the distribution to AAA unitholders, and 12,284 Athene shares in respect of its approximate 0.055% equity ownership interest in the Investment Partnership.

As of September 30, 2019, the 605,555 remaining Athene shares held by the Investment Partnership are freely tradeable and are being held to satisfy various legal, administrative, carried interest obligations and other expenses that have been incurred or may be incurred in the future by or on behalf of AAA. To the extent any such Athene shares are not sold, AAA intends to distribute such excess shares to AAA unitholders in a manner similar to previous distributions unless the number of Athene shares is de minimis.

In addition, the Investment Partnership's General Partner is generally entitled to a carried interest that allocates to it 20% of the realized returns (net of related expenses including borrowing costs) on the investments of AAA Investments. The Investment Partnership's General Partner will not be entitled to receive any carried interest with respect to the Excluded Athene Shares. As of September 30, 2019 and December 31, 2018, 273,919 of the Investment Partnership's Athene shares with a total cost basis of \$2.9 million were subject to a carried interest allocation to its General Partner.

As of September 30, 2019 and December 31, 2018, the Investment Partnership's economic ownership in Athene was 0.3% (calculated without giving effect to restricted common shares issued under Athene's management equity plan). The economic ownership is based on the total shares allocable to its General Partner and Limited Partner. The net asset value of AAA excludes the net asset value of AAA Investments that is allocable to its General Partner which may be settled in cash or shares.

# Management's Discussion and Analysis of Financial Condition and Results of Operations

The accompanying schedule shows the Investment Partnership's investments as of September 30, 2019 and December 31, 2018:

<i>(dollars in thousands)</i>	Shares	Cost	Fair Value	Fair Value as a Percentage of Net Assets
<b>As of September 30, 2019:</b>				
Opportunistic Investment – Athene	605,555	\$ 9,570	\$ 25,470	97.0%
<b>As of December 31, 2018:</b>				
Opportunistic Investment – Athene	605,555	\$ 9,570	\$ 24,120	85.3%

## (1) Investment in Opportunistic Investment

At September 30, 2019, the Investment Partnership had a total cost basis in Athene of \$9.6 million and the fair value of this investment approximated \$25.5 million, 97.0% of the net asset value of the Investment Partnership, which resulted in a net life-to-date unrealized appreciation of \$15.9 million. At December 31, 2018, the Investment Partnership had a total cost basis in Athene of \$9.6 million and the fair value of this investment approximated \$24.1 million, 85.3% of the net asset value of the Investment Partnership, which resulted in a net life-to-date unrealized appreciation of \$14.5 million.

For the three and nine months ended September 30, 2019 the Investment Partnership recorded a net (decrease) increase in unrealized appreciation of \$(0.6) million and \$1.4 million, respectively, due to the change in the fair value per Athene share. For the three months ended September 30, 2018 the Investment Partnership recorded a net increase in unrealized appreciation of \$4.7 million due to an increase in fair value per Athene share. For the nine months ended September 30, 2018, the Investment Partnership recorded a net decrease in unrealized appreciation of \$(903.3) million due to the realization of unrealized appreciation on investments of \$841.9 million associated with the distribution of Athene shares in connection with the 15-Month Unlock Distribution and a decrease in unrealized appreciation on investments of \$(61.5) million due to a decrease in fair value of Athene per share.



# Management's Discussion and Analysis of Financial Condition and Results of Operations

## Results of Operations

### Operating Results of AP Alternative Assets

The following table sets forth AP Alternative Assets' operating results for the three and nine months ended September 30, 2019 and 2018:

<i>(in thousands)</i>	For the Three Months Ended September 30, 2019	For the Three Months Ended September 30, 2018	For the Nine Months Ended September 30, 2019	For the Nine Months Ended September 30, 2018
<b>NET INVESTMENT LOSS (ALLOCATED FROM AAA INVESTMENTS, L.P.)</b>				
Investment expense	\$ (1,097)	\$ (1,034)	\$ (3,359)	\$ (3,183)
General and administrative expenses	(253)	(198)	(840)	(736)
<b>Net investment loss</b>	<b>(1,350)</b>	<b>(1,232)</b>	<b>(4,199)</b>	<b>(3,919)</b>
<b>NET UNREALIZED GAIN (LOSS) FROM INVESTMENTS (ALLOCATED FROM AAA INVESTMENTS, L.P.)</b>				
Net realized gains from sales/ dispositions on investments	—	—	—	841,399
Net (decrease) increase in unrealized appreciation on investments	(549)	4,304	1,229	(896,386)
Net (loss) gain from investments	(549)	4,304	1,229	(54,987)
<b>NET (DECREASE) INCREASE IN NET ASSETS RESULTING FROM OPERATIONS</b>	<b>\$ (1,899)</b>	<b>\$ 3,072</b>	<b>\$ (2,970)</b>	<b>\$ (58,906)</b>

AAA generates income from its proportional share of the Investment Partnership's investment income, net of investment expenses, and from its share of the unrealized appreciation or depreciation on the Investment Partnership's investments. Under a services agreement, AAA incurs expenses from direct expenses, allocated expenses from the Investment Partnership for professional services, management fees and other general expenses, as well as, expenses of our Managing General Partner's board of directors and other administrative costs.

Net (Decrease) Increase in Net Assets Resulting from Operations— The net (decrease) increase in net assets resulting from operations for the three months ended September 30, 2019 and 2018 was approximately \$(1.9) million, or \$(0.02) per common unit, and a increase of \$3.1 million, or \$0.04 per common unit, respectively. For the nine months ended September 30, 2019, the net decrease in net assets from operations was approximately \$(3.0) million, or \$(0.04) per common unit, and for the nine months ended September 30, 2018, the net decrease in net assets from operations was approximately \$(58.9) million, or \$(0.77) per common unit due from the distributions relating to the 15-Month Unlock Distribution.

Refer to the Operating Results of the Investment Partnership for further details.

# Management's Discussion and Analysis of Financial Condition and Results of Operations

## Operating Results of the Investment Partnership

The following table sets forth the Investment Partnership's operating results for the three and nine months ended September 30, 2019 and 2018:

<i>(in thousands)</i>	For the Three Months Ended September 30, 2019	For the Three Months Ended September 30, 2018	For the Nine Months Ended September 30, 2019	For the Nine Months Ended September 30, 2018
Expenses	\$ (1,098)	\$ (1,036)	\$ (3,363)	\$ (3,184)
Net investment loss	(1,098)	(1,036)	(3,363)	(3,184)
Net realized gains from sales/ dispositions on investments	—	—	—	841,858
Net (decrease) increase in unrealized appreciation on investments	(604)	4,735	1,350	(903,349)
Net (loss) gain from investments	(604)	4,735	1,350	(61,491)
Net (decrease) increase in net assets resulting from operations	<u>\$ (1,702)</u>	<u>\$ 3,699</u>	<u>\$ (2,013)</u>	<u>\$ (64,675)</u>

The Investment Partnership's General Partner is allocated income and expenses related to its initial \$1.0 million capital contribution, which it made to the Investment Partnership with respect to its general partner interest.

The Investment Partnership generates income from interest, dividends, realized gains or losses, and unrealized appreciation or depreciation on investments. The Investment Partnership incurs expenses from management fees, interest, broken deals, direct expenses, such as professional fees and administrative expenses, and allocated expenses under the services agreement with Apollo Alternative Assets.

### ***Three Months Ended September 30, 2019 Compared to Three Months Ended September 30, 2018***

Expenses— For the three months ended September 30, 2019 and 2018 expenses approximated \$1.1 million and \$1.0 million, respectively. These expenses primarily related to management fees, professional fees, and other administrative costs.

Net Realized Gains From Sales/Dispositions on Investments— For the three months ended September 30, 2019 and 2018 there were no sales/dispositions of investments.

Net (Decrease) Increase in Unrealized Appreciation on Investments— Our investments are valued as described below under “Critical Accounting Policies — Valuation of Limited Partner Interests and Investments.” The net (decrease) increase in unrealized appreciation for the three months ended September 30, 2019 and 2018, respectively, was \$(0.6) million, and \$4.7 million, respectively, due to the to the change in fair value of Athene shares held by the Investment Partnership.

Net (Loss) Gain on Investments— During the three months ended September 30, 2019 and 2018, the gain from investments primarily resulted from the change in the fair value of Athene resulting in a (decrease) increase of unrealized appreciation on investments of \$(0.6) million and \$4.7 million, respectively, described above.

Net (Decrease) Increase in Net Assets Resulting From Operations— The net (decrease) increase in net assets resulting from operations was approximately \$(1.7) million and \$3.7 million for the three months ended September 30, 2019 and 2018, respectively.



# Management's Discussion and Analysis of Financial Condition and Results of Operations

## *Nine Months Ended September 30, 2019 Compared to Nine Months Ended September 30, 2018*

Expenses— For the nine months ended September 30, 2019 and 2018 expenses approximated \$3.4 million and \$3.2 million, respectively. For the nine months ended September 30, 2019 and 2018, these expenses primarily related to management fees, professional fees, and other administrative costs.

Net Realized Gains From Sales/Dispositions on Investments— For the nine months ended September 30, 2019 there were no sales/dispositions of investments. For the nine months ended September 30, 2018 net realized gains from sales/dispositions were \$841.9 million which resulted from the distribution of Athene Shares to AAA unitholders and the Investment Partnership's General Partner in connection with the 15-Month Unlock Distribution.

Net (Decrease) Increase in Unrealized Appreciation on Investments— Our investments are valued as described below under “Critical Accounting Policies — Valuation of Limited Partner Interests and Investments.” The net increase in unrealized appreciation for the nine months ended September 30, 2019 was \$1.4 million, due to the to the increase in fair value of Athene shares held by the Investment Partnership's investment in Athene. The net decrease in unrealized appreciation for the nine months ended September 30, 2018 was \$(903.3) million, due to the reversal on unrealized appreciation of investments of \$841.9 million associated with the distribution of Athene shares in connection with the 15-Month Unlock Distribution and a decrease in unrealized appreciation on investments of \$61.5 million due to the decrease in unrealized appreciation on the fair value of the Athene shares held by the Investment Partnership.

Net (Loss) Gain on Investments— During the nine months ended September 30, 2019 the gain from investments primarily resulted from the increase in the fair value of Athene resulting in an increase of unrealized appreciation on investments of \$1.4 million, described above. During the nine months ended September 30, 2018 the net loss from investments primarily resulted from the distribution of Athene shares to AAA unitholders and the Investment Partnership's General Partner in connection with the 15-Month Unlock Distribution resulting in a realized gain of \$841.9 million offset by a reduction of unrealized appreciation on investments of \$(903.3) million, described above.

Net Decrease in Net Assets Resulting From Operations— The net decrease in net assets resulting from operations was approximately \$(2.0) million and \$(64.7) million for the nine months ended September 30, 2019 and 2018, respectively.

# Management's Discussion and Analysis of Financial Condition and Results of Operations

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## Liquidity and Capital Resources

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### The Partnership's Sources of Cash and Liquidity Needs

The Partnership's primary uses of cash are to pay for our operating expenses, and as required, to make capital contributions to the Investment Partnership for use in investments, to buyback our units under the unit buyback programs approved by the Board of Directors and to make distributions to our unitholders in accordance with our distribution policy. Distributions to the unitholders will be made only if and as determined by the Managing General Partner in its sole discretion and distributions may in fact not be paid. Although market conditions may currently preclude some or all of these sources of liquidity, we believe that the sources of liquidity described below will be sufficient to fund our working capital requirements within a one year time frame.

Our initial source of liquidity consisted of the capital contributions that we received in connection with the initial offering of common units and related transactions. We contributed all of these net proceeds to the Investment Partnership for use in connection with our investments. As a result, our future liquidity depends primarily on cash distributions made to us by the Investment Partnership, capital contributions that we receive in connection with the issuance of additional equity and the issuance of indebtedness.

We expect to receive cash distributions from the Investment Partnership from time to time to allow us to pay our operating expenses as they become due, buyback our units under the unit purchase programs and to assist us in making cash distributions to our unitholders in accordance with our distribution policy. The ability of the Investment Partnership to make cash distributions to us will depend on a number of factors, including among others, the actual results of operations and financial condition of the Investment Partnership, restrictions on cash distributions that are imposed by applicable law or the charter documents of the Investment Partnership, the timing and amount of cash generated by investments that are made by the Investment Partnership, any contingent liabilities to which the Investment Partnership may be subject, the amount of taxable income generated by the Investment Partnership and other factors that the Managing Investment Partner deems relevant. During the nine months ended September 30, 2019 the Partnership did not make any distributions to AAA unitholders. During the nine months ended September 30, 2018, the Partnership distributed 22,507,327 Athene shares to AAA unitholders.

We may also issue additional common units and other securities to other investors with the objective of increasing our available capital. We generally expect to contribute to the Investment Partnership any cash proceeds that we receive from the issuance of common units or other securities to the extent that such cash is not used to fund distributions to our unitholders, buyback our units under the unit purchase programs, or to pay operating expenses. We expect that such contributions will be used by the Investment Partnership in the ordinary course of business.

Our Investment Manager may, from time to time, directly or through one or more affiliates, purchase our common units in the open market at prevailing prices, which may be used for compensation or other general purposes.

In addition, the Investment Partnership's General Partner, is generally entitled to a carried interest that allocates to it 20% of the realized returns (net of related expenses including borrowing costs) on the investments of AAA Investments. The Investment Partnership's General Partner will not be entitled to receive any carried interest with respect to the Excluded Athene Shares. As of September 30, 2019 and December 31, 2018, 273,919 of the Investment Partnership's Athene shares with a total cost basis of \$2.9 million respectively, were subject to a carried interest allocation to its General Partner.

# Management's Discussion and Analysis of Financial Condition and Results of Operations

For the reasons described above, as well as, under “The Investment Partnership’s Sources of Cash and Liquidity Needs,” the Managing Partner has a reasonable expectation that AAA has adequate sources of liquidity to continue to conduct business for at least the twelve months from the approval date of these financial statements. Accordingly, we continue to adopt the going concern basis in preparing the financial statements.

## **The Investment Partnership’s Sources of Cash and Liquidity Needs**

During the nine months ended September 30, 2019 and 2018 the Investment Partnership did not make any partners' capital distributions in cash.

During the nine months ended September 30, 2019 and 2018, cash decreased approximately \$(0.04) million and \$(0.01) million, respectively. During the nine months ended September 30, 2019 and 2018, net cash used in operating activities of the Investment Partnership was approximately \$1.8 million and \$1.9 million, respectively, which was primarily related to payments for professional fees and other administrative costs. The cash used in operations during the nine months ended September 30, 2019 and 2018 was offset by borrowings of \$1.8 million and \$1.9 million, respectively.

The Investment Partnership uses its cash primarily to fund investments, to make distributions to AAA, to pay its operating expenses and to fund any distributions to Apollo affiliates pursuant to the carried interest that is applicable to our investments. Taking into account generally expected market conditions, we believe that the sources of liquidity described below will be sufficient to fund the working capital requirements of the Investment Partnership.

The Investment Partnership used the cash that it received from us in connection with the initial offering and related transactions to fund its initial liquidity needs. Any available cash that is held by the Investment Partnership is temporarily invested in accordance with our cash management policy.

The Investment Partnership receives cash from time to time from the investments that it makes. The source of cash is in the form of dividends on equity investments, payments of interest and principal on fixed income investments and cash consideration received in connection with the disposal or realization of investments. Temporary investments made in connection with our cash management activities provide a more regular source of cash than less liquid investments, but generate returns that are generally lower than returns generated by other investments. Other than amounts that are used to pay expenses or that are distributed to us, any returns generated by investments made by the Investment Partnership are reinvested in accordance with our investment policies and procedures.

We may make further capital contributions to the Investment Partnership from time to time in the future with the objective of increasing the amount of investments that are made on our behalf. We believe that any further capital contributions will consist primarily of the capital contributions that we receive from investors in connection with future issuances of common units.

The Investment Partnership may enter into one or more credit facilities and other financial instruments from time to time with the objective of funding our liquidity needs, increasing the amount of cash that it has available for working capital, or for making additional investments or temporary investments. These debt financing arrangements may include a working capital facility that may be used to fund short-term liquidity needs, warehousing credit facilities under which specific investments will be pledged as collateral to a warehouse lender and repurchase agreements pursuant to which particular investments will be sold to counterparties with an agreement to repurchase the investments at a price equal to the sale price plus an interest factor. The Investment Partnership may also use match-funded, non-recourse debt in the form of securitization transactions, collateralized debt obligations or one or more extendible asset-backed commercial paper programs in order to leverage investments. Depending on the circumstances, other forms of indebtedness may also be used.

# Management's Discussion and Analysis of Financial Condition and Results of Operations

In order to meet future operating cash needs, on April 30, 2015 the Investment Partnership entered into a revolving credit agreement (the "AMH Credit Agreement") with Apollo Management Holdings, L.P. ("AMH"), an indirect subsidiary of Apollo Global Management, LLC. Under the terms of the Agreement, AMH shall make available to the Investment Partnership one or more advances at the Investment Partnership's discretion in the aggregate amount not to exceed a balance of \$10.0 million at an applicable rate of LIBOR + 1.5% and subject to an annual commitment fee of 0.125% on the unused portion of the loan. The Investment Partnership shall pay the aggregate borrowings plus accrued interest at the earlier of (a) the third anniversary of the closing date, or (b) the date that is fifteen months following the initial public offering of shares of Athene Holding Ltd. (the "Maturity Date"). On January 30, 2019 the Investment Partnership and AMH agreed to extend the Maturity Date of the AMH Credit Agreement to December 31, 2020.

As of September 30, 2019 and December 31, 2018, the Investment Partnership had \$8.5 million and \$6.7 million outstanding, respectively, under the AMH Credit Agreement.

The Managing Investment Partner has reviewed the Investment Partnership's current cash balance and its future obligations and has a reasonable expectation that the Investment Partnership has adequate sources of liquidity to continue to conduct business for at least the next year. This assessment is based on its expected operating expenses, present sources of liquidity including the AMH Credit Agreement, and the ability to raise cash through sales of the investment and other activities.

As described in additional detail above, the Investment Partnership's General Partner, is generally entitled to a carried interest that allocates to it 20% of the realized returns (net of related expenses including borrowing costs and Excluded Athene Shares) on the investments of AAA Investments.

## **Commitments and Contingencies**

As of September 30, 2019 and December 31, 2018, the Investment Partnership had no outstanding commitments for future funding.

## **Legal Proceedings**

AAA and the Investment Partnership, may, from time to time, be party to various legal actions arising in the ordinary course of business including claims and litigations, reviews, investigations or proceedings by governmental and self regulatory agencies regarding their respective businesses. It is the opinion of the Managing General Partner and Managing Investment Partner, after consultation with counsel, that there are presently no existing matters that would result in a material adverse effect on the financial condition of the Partnership or the Investment Partnership.

For information concerning legal proceedings affecting Apollo, please refer to the various securities filings of Apollo Global Management, LLC, which are publicly available on the United States Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov).

# Management's Discussion and Analysis of Financial Condition and Results of Operations

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## Risk Factors

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### Portfolio Risks

As of September 30, 2019, the only portfolio investment of the Investment Partnership consists of an investment in the economic equity of Athene Holding. We make all of our investments through the Investment Partnership and our only significant asset is the limited partner interests in the Investment Partnership. Therefore, the value of the investment is directly linked to the value of Athene. Should we experience a loss on a portion or all of the Athene investment, or on any investment that represented a significant portion of our portfolio, such an event would have a material adverse effect on our business, financial condition and results of operation and may result in a significant loss in the value of your investment in us. An investment in Athene involves risks. You should carefully consider the following material risks as well as other information made available to you, including Athene's consolidated financial statements and related notes. A number of important factors could affect Athene's business, operations, financial condition, results of operations, liquidity and prospects. Additionally, there may be events that occur that affect Athene that could have a material and adverse effect on your investment in us. Accordingly, you should carefully consider the numerous factors discussed in the section titled "Risk Factors" in the Athene Holding Form 10-K dated February 27, 2019 filed with the U.S. Securities and Exchange Commission ("SEC"), as well as any subsequent filings by Athene Holding pursuant to the informational requirements of the U.S. Securities Exchange Act of 1934, as amended. Such risks include, but are not limited to, risks relating to Athene business, risks related to Athene's investment manager, risks related to insurance and other regulatory matters, risks relating to taxation, and risks relating to an investment in common shares of Athene Holding.

The SEC maintains a website (<http://www.sec.gov>) that contains the registration statement, filings and other information that Athene Holding files electronically with the SEC. The registration statement, reports and other information Athene Holding files with the SEC can be read and copied at the SEC's Public Reference Room at 100 F Street, N.E., Washington D.C. 20549. You may obtain information regarding the operation of the public reference room by calling 1-800-SEC-0330. Nothing contained in this report shall constitute an offer to sell or the solicitation of an offer to buy securities of Athene Holding. The information contained in the Athene Holding registration statement, reports and other information filed with the SEC was prepared by Athene Holding, and we have not independently verified such information.

### Market Risks

We are exposed to a number of market risks due to the types of investments that we make, the assets of the companies in which we invest and the manner in which we and the Investment Partnership raise capital. Our exposure to market risks include declines in the values of our investments, movements in prevailing interest rates, changes in foreign currency exchange rates and controls, availability of credit, inflation rates and government regulation. These market risks are outside of our control and may affect the level and volatility of securities prices and the liquidity and the value of investments, and we may not be able to or may choose not to manage our exposure to these risks. We may seek to mitigate such market risks through the use of hedging arrangements and derivative instruments, which may or may not be effective and could subject us to additional market risk. Additionally, the entities in which we invest or co-invest alongside may also seek to hedge or otherwise mitigate such risks, subject to their internal policies, which may or may not be effective and could result in increased risks. Additionally, we are exposed to concentration risk since Athene is our only portfolio investment. Apollo Alternative Assets, as the service provider under our services agreement, is responsible for monitoring all market risks and for carrying out risk management activities relating to our investments.

# Management's Discussion and Analysis of Financial Condition and Results of Operations

## Global Financial Environment

Events during the past few years in the global capital markets illustrate that the market environment can present extraordinary uncertainty and volatility for financial services companies and other market participants and that such uncertainty and volatility has had, and could continue to have, a material adverse effect on the functioning of capital markets, and on the business and operations of asset management businesses and other market participants, worldwide. In light of uncertainty in the financial services industry, our financial condition may be materially adversely affected, and we may become subject to new legal or regulatory requirements, suffer reputational harm or encounter unforeseen risks that could have a material adverse effect on our business and operations and those of the Investment Partnership. We may be affected by reduced opportunities to exit and realize value from our investments, and by lower than expected returns on investments. In light of volatile market and economic conditions, the companies in which we invest (either directly or through investments in affiliated funds) may experience decreased revenues, financial losses, credit rating downgrades, difficulty in obtaining access to financing and increased funding costs. The companies may also have difficulty in expanding their businesses and operations or be unable to meet their debt service obligations or other expenses as they become due, including expenses payable to us. Significant market volatility may result in lower investment returns, which would further adversely affect our net income. Such events, and their underlying causes, are likely to be the catalyst for changes in financial regulation, and may result in major and unavoidable losses or additional costs to the Investment Partnership.

The vote by the United Kingdom to exit the EU has created significant volatility in the global financial markets and the effect of Brexit on our investment portfolio at this time is uncertain. This uncertainty will likely continue as ongoing negotiations determine the future terms of the United Kingdom's relationship with the EU. Brexit is likely to continue to adversely affect European and worldwide economic conditions and could contribute to greater instability in the global financial markets before and after the terms of the United Kingdom's future relationship with the EU are settled.

## Securities Market Risks

The Investment Partnership's investments, and the assets of the companies in which it invests, may include investments in publicly traded securities. The market prices and values of publicly traded securities may be volatile and are likely to fluctuate due to a number of factors beyond our control. These factors include actual or anticipated fluctuations in the quarterly and annual results of such companies or of other companies in the industries in which they operate, market perceptions concerning the availability of additional securities for sale, general economic, social or political developments, industry conditions, changes in government regulation, shortfalls in operating results from levels forecast by securities analysts, the general state of the securities markets and other material events, such as significant management changes, refinancings, acquisitions and dispositions. The Investment Partnership is required to value investments based on current market prices at the end of each accounting period, which may lead to significant changes in the net asset values and operating results that it reports from quarter to quarter.

The Investment Partnership's investments and the assets of the companies in which it invests may include investments that are not publicly traded. The value of these investments may also fluctuate due to the factors described in the preceding paragraph, which are largely beyond our control. In addition to these factors, these investments are subject to additional risks. For example, in many cases (including publicly traded securities), we may be prohibited by contract or by applicable securities laws from selling privately held securities for a period of time. We generally cannot sell these securities unless their sale is registered under applicable securities laws, or unless an exemption from such registration requirements is available. The ability to dispose of an investment may be heavily dependent on the public equity markets. Furthermore, we may only be able to dispose of large holdings (even of publicly traded equity securities) and holdings of investments in illiquid over-the-counter markets over a substantial period of time, exposing the investment returns to risks of



# Management's Discussion and Analysis of Financial Condition and Results of Operations

downward movement in market prices during the disposition period. In addition, in periods of extreme market volatility, it may be difficult to sell privately held or illiquid investments even at their current valuation.

## **Prime Brokers**

The Investment Partnership's assets, and the assets of the companies in which it invests, may be held in one or more accounts maintained by prime brokers, which may be located in various jurisdictions. Such brokers, as brokerage firms or commercial banks, are subject to various laws and regulations in various jurisdictions that are designed to protect their customers in the event of their insolvency. However, the practical effect of these laws and their application to the Investment Partnership's assets are subject to substantial limitations and uncertainties. Because of the large number of entities and jurisdictions involved and the range of possible factual scenarios involving the insolvency of a prime broker or any of its sub-custodians, agents or affiliates, or a local broker, it is impossible to generalize about the effect of their insolvency on the Investment Partnership and its assets. Investors should assume that the insolvency of any of the prime brokers or such other service providers would result in a loss to the Investment Partnership, which could be material.

## **Structure of Ownership Risks**

Under AAA's limited partnership agreement, AAA unitholders are not entitled to vote on matters relating to the Partnership or to participate in the management or control of the business. In particular, AAA unitholders do not have the right to cause the Partnership's Managing General Partner to withdraw from the partnership, to cause a new general partner to be admitted to the Partnership, to appoint new directors to AAA's Managing General Partner's board of directors, to remove existing directors from AAA's Managing General Partner's board of directors, to prevent a change of control of AAA's Managing General Partner or to propose changes to or otherwise approve the Investment Partnership's investment policies and procedures. As a result, unlike holders of common stock of a corporation, AAA unitholders are not able to influence the direction of the business and affairs, including investment policies and procedures, or to cause a change in management, even if they are unsatisfied with the performance of the Partnership's Managing General Partner.

In addition, the Partnership's Managing General Partner's board of directors has broad discretion to change the investment policies and procedures which may result in a significant change from the investment objectives described in the Partnership's prospectus. AAA unitholders do not have any right to refuse to consent to a change in the Investment Partnership's investment policies and procedures.

# Management's Discussion and Analysis of Financial Condition and Results of Operations

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## Critical Accounting Policies

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The preparation of financial statements in conformity with U.S. GAAP requires making certain estimates and assumptions that could materially affect the amounts reported in the financial statements and related notes. For a description of our significant accounting policies, refer to Note 2 to the financial statements of the Partnership and the Investment Partnership. Critical accounting policies are those policies that are the most important to the financial statements and/or those that require significant management judgment related to matters that are uncertain. The following valuation policies are considered critical accounting policies due to the judgment and significance involved in their applications. The development and selection of these policies and their related disclosures have been reviewed by the board of directors of our Managing General Partner and the board of directors of the Managing Investment Partner.

### Valuation of Investments

Our Managing General Partner's board of directors is responsible for reviewing and approving valuations of investments that are shown as assets in our financial statements, and the board of directors of the Managing Investment Partner is responsible for reviewing and approving valuations of investments that are shown as assets in the Investment Partnership's consolidated financial statements. Because valuing investments requires the application of valuation principles to the specific facts and circumstances of the investments, in satisfying their responsibilities, each board of directors utilizes the services of Apollo Alternative Assets and its affiliates to estimate the investment values. An investment for which a market quotation is readily available is valued using a market price or a quoted price from an active market which is either directly or indirectly observable for the investment as of the end of the applicable accounting period. An investment for which a market quotation is not readily available is valued at the investment's fair value as of the end of the applicable accounting period as determined in good faith. While there is no single method for determining fair value in good faith, the methodologies described below are generally followed when the fair value of an individual investment is determined.

### Value of Limited Partner Interest in the Investment Partnership

Our limited partner interest in the Investment Partnership does not have a readily available market value and is valued using fair value pricing which is based on the net asset value of the Investment Partnership. Such limited partner interest is generally valued at an amount that is equal to the aggregate value of the assets of the Investment Partnership that would be received if such assets were sold or transferred in an orderly transaction between market participants as of a measurement date, and the distribution of the net proceeds from such sales were distributed to our partnership in accordance with the Investment Partnership's limited partnership agreement. This amount is generally expected to be equal to the Investment Partnership's net asset value as of the valuation date, as adjusted to reflect the allocation of net assets to the Investment Partnership's General Partner. The Investment Partnership's net asset value is expected to increase or decrease from time to time based on the amount of investment income, operating expenses and realized gains and losses on the sale or repayment of investments, if any, that it records and the net changes in the appreciation/depreciation of the investments that it carries as assets in its consolidated financial statements. Such investments may consist of limited partner interests in Apollo-sponsored private equity funds, co-investments in portfolio companies of Apollo-sponsored private equity funds, opportunistic investments and temporary investments, which are valued using market prices or fair value pricing as described below. As of September 30, 2019, the Investment Partnership had one investment, an opportunistic investment in Athene Holding as described below.



# Management's Discussion and Analysis of Financial Condition and Results of Operations

## **Value of Opportunistic Investment in Athene**

The opportunistic investment in Athene held by the Investment Partnership represents common shares in Athene which did not have a readily determinable market value prior to Athene's IPO and such shares, post Athene's IPO, remained subject to certain sales restrictions which were considered in determining fair value until the lock up period ended on March 5, 2018.

As of September 30, 2019 and December 31, 2018 the Investment Partnership used Athene's unadjusted closing market price in order to reflect the value of the freely tradeable Athene shares held by the Investment Partnership. The fair value of the Investment Partnership's interest in Athene was estimated using the closing market price of Athene shares of \$42.06 as of September 30, 2019 and \$39.83 as of December 31, 2018, respectively.

## **Taxes and Maintenance of Status as Partnerships for U.S. Federal Tax Purposes**

AAA and the Investment Partnership are not taxable entities in Guernsey, they have made protective elections to be treated as partnerships for U.S. federal income tax purposes and incur no U.S. federal income tax liability. Each unitholder is required to take into account its allocable share of items of income, gain, loss and deduction of the partnership in computing its U.S. federal income tax liability regardless of whether cash distributions are made.

Our investment policies and procedures provide that our investments must be made in a manner that permits AAA and the Investment Partnership to continue to be treated as partnerships for U.S. federal income tax purposes. To maintain compliance with this requirement, under current U.S. federal income tax laws, 90% or more of each partnership's respective gross income (determined by reference to gross income included in determining taxable income for U.S. federal income tax purposes) for every taxable year, including any short year resulting from a termination under Section 708 of the U.S. Internal Revenue Code, will be required to consist of "qualifying income" as defined in Section 7704 of the U.S. Internal Revenue Code. Qualifying income generally includes, among other things:

- interest not derived in the conduct of a financial or insurance business or excluded from the term "interest" under section 856(f) of the U.S. Internal Revenue Code;
- dividends; and
- any gain from the disposition of a capital asset held for the production of qualifying interest or dividends.

# Management's Discussion and Analysis of Financial Condition and Results of Operations

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## Recent Accounting and Reporting Developments

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In May 2014, the FASB issued guidance to establish a comprehensive and converged standard on revenue recognition to enable financial statement users to better understand and consistently analyze an entity's revenue across industries, transactions, and geographies. The core principle of the new guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. As such, this new guidance could impact the timing of revenue recognition. The new guidance also requires improved disclosures to help users of financial statements better understand the nature, amount, timing, and uncertainty of revenue that is recognized. The new guidance will apply to all entities. In August 2015, FASB issued its final standard formally amending the effective date of the new revenue recognition guidance. The amended guidance defers the effective date of the new guidance to interim reporting periods within annual reporting periods beginning after December 15, 2018. Application of this guidance did not had a material effect on the financial statements of the Partnership or the Investment Partnership.

# Financial Statements of AP Alternative Assets, L.P.

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# Financial Statements of AP Alternative Assets, L.P.

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## Independent Review Report to the General Partner of AP Alternative Assets, L.P.

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We have been engaged by AAA Guernsey Limited (the “General Partner”) to review the set of financial statements in the quarterly financial report for the three and nine months ended September 30, 2019 which comprises the Statement of Assets and Liabilities, the Statement of Operations, the Statement of Changes in Net Assets, the Statement of Cash Flows and related notes 1 to 7. We have read the other information contained in the quarterly financial report and considered whether it contains any apparent misstatements or material inconsistencies with the information in the set of financial statements.

This report is made solely to the General Partner in accordance with International Standard on Review Engagements (UK and Ireland) 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Financial Reporting Council. Our work has been undertaken so that we might state to the General Partner those matters we are required to state to it in an independent review report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the General Partner, for our review work, for this report, or for the conclusions we have formed.

### **General Partner’s responsibilities**

The quarterly financial report is the responsibility of, and has been approved by, the General Partner. The General Partner is responsible for preparing the quarterly financial report in accordance with the Limited Partnership Agreement.

As disclosed in Note 2, the quarterly financial information included in this quarterly financial report has been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

### **Our responsibility**

Our responsibility is to express to the General Partner a conclusion on the set of financial statements in the quarterly financial report based on our review.

### **Scope of review**

We conducted our review in accordance with International Standard on Review Engagements (UK and Ireland) 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Financial Reporting Council for use in the United Kingdom. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

# Financial Statements of AP Alternative Assets, L.P.

## **Conclusion**

Based on our review, nothing has come to our attention that causes us to believe that the set of financial statement in the quarterly financial report as of September 30, 2019 and for the three and nine months ended September 30, 2019 is not prepared, in all material respects in, accordance with U.S. GAAP.

Deloitte LLP  
Statutory Auditor  
Guernsey, Channel Islands  
October 30, 2019

# Financial Statements of AP Alternative Assets, L.P.

<b>AP ALTERNATIVE ASSETS, L.P. STATEMENT OF ASSETS AND LIABILITIES (in thousands, except per unit amounts)</b>		
	<b>As of September 30, 2019 (unaudited)</b>	<b>As of December 31, 2018</b>
<b>ASSETS</b>		
Investment in AAA Investments, L.P.	\$ 24,520	\$ 26,650
Other assets	270	169
<b>TOTAL ASSETS</b>	<b>24,790</b>	<b>26,819</b>
<b>LIABILITIES</b>		
Accounts payable and accrued liabilities	534	571
Due to affiliates	5,109	4,131
<b>TOTAL LIABILITIES</b>	<b>5,643</b>	<b>4,702</b>
<b>NET ASSETS</b>	<b>\$ 19,147</b>	<b>\$ 22,117</b>
<b>NET ASSETS CONSIST OF:</b>		
Partners' capital contribution (76,328,950 common units outstanding at September 30, 2019 and December 31, 2018)	\$ 1,621,541	\$ 1,621,541
Partners' capital distributions	(3,967,667)	(3,967,667)
Accumulated increase in net assets resulting from operations	2,365,273	2,368,243
<b>NET ASSETS</b>	<b>\$ 19,147</b>	<b>\$ 22,117</b>
Net asset value per common unit	<b>\$ 0.25</b>	<b>\$ 0.29</b>
Market price per common unit	<b>\$ 0.12</b>	<b>\$ 0.14</b>
<b>Refer to accompanying notes to financial statements.</b>		

# Financial Statements of AP Alternative Assets, L.P.

<b>AP ALTERNATIVE ASSETS, L.P.</b>				
<b>STATEMENT OF OPERATIONS (unaudited)</b>				
<b>(in thousands)</b>				
	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2019	2018	2019	2018
<b>NET INVESTMENT LOSS (ALLOCATED FROM AAA INVESTMENTS, L.P.)</b>				
Investment expenses	\$ (1,097)	\$ (1,034)	\$ (3,359)	\$ (3,183)
<b>EXPENSES</b>				
General and administrative expenses	(253)	(198)	(840)	(736)
<b>NET INVESTMENT LOSS</b>	<b>(1,350)</b>	<b>(1,232)</b>	<b>(4,199)</b>	<b>(3,919)</b>
<b>REALIZED AND UNREALIZED GAINS FROM INVESTMENTS (ALLOCATED FROM AAA INVESTMENTS, L.P.)</b>				
Net realized gains from sales/dispositions on investments	—	—	—	841,399
Net (decrease) increase in unrealized appreciation of investment	(549)	4,304	1,229	(896,386)
<b>NET (LOSS) GAIN FROM INVESTMENTS</b>	<b>(549)</b>	<b>4,304</b>	<b>1,229</b>	<b>(54,987)</b>
<b>NET (DECREASE) INCREASE IN NET ASSETS RESULTING FROM OPERATIONS</b>	<b>\$ (1,899)</b>	<b>\$ 3,072</b>	<b>\$ (2,970)</b>	<b>\$ (58,906)</b>
Refer to accompanying notes to financial statements.				

# Financial Statements of AP Alternative Assets, L.P.

<b>AP ALTERNATIVE ASSETS, L.P.</b>		
<b>STATEMENT OF CHANGES IN NET ASSETS</b>		
<b>(in thousands)</b>		
	<b>For the Nine Months Ended September 30, 2019 (unaudited)</b>	<b>For the Year Ended December 31, 2018</b>
<b>NET DECREASE IN NET ASSETS RESULTING FROM OPERATIONS</b>		
Net investment loss	\$ (4,199)	\$ (5,721)
Net gain (loss) from investments (allocated from AAA Investments, L.P.)	1,229	(61,499)
Net decrease in net assets resulting from operations	<u>(2,970)</u>	<u>(67,220)</u>
<b>NET CHANGE FROM CAPITAL TRANSACTIONS</b>		
Partner's capital distributions	—	(1,090,705)
Net decrease in net assets resulting from capital transactions	<u>—</u>	<u>(1,090,705)</u>
<b>TOTAL DECREASE IN NET ASSETS</b>	<b>(2,970)</b>	<b>(1,157,925)</b>
<b>NET ASSETS — Beginning of period</b>	<b>22,117</b>	<b>1,180,042</b>
<b>NET ASSETS — End of period</b>	<b><u>\$ 19,147</u></b>	<b><u>\$ 22,117</u></b>
<b>Refer to accompanying notes to financial statements.</b>		



# Financial Statements of AP Alternative Assets, L.P.

<b>AP ALTERNATIVE ASSETS, L.P.</b>		
<b>STATEMENT OF CASH FLOWS (unaudited)</b>		
<b>(in thousands)</b>		
	<b>For the Nine Months Ended September 30, 2019</b>	<b>For the Nine Months Ended September 30, 2018</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net decrease in net assets resulting from operations	\$ (2,970)	\$ (58,906)
<b>Adjustments to reconcile net decrease in net assets resulting from operations to net cash flows provided by operating activities:</b>		
Net investment loss (allocated from AAA Investments, L.P.)	3,359	3,183
Net (gain) loss from investments (allocated from AAA Investments, L.P.)	(1,229)	54,987
<b>Changes in operating assets and liabilities:</b>		
Increase in other assets	(101)	(79)
Increase in accounts payable, accrued liabilities and due to affiliates	941	815
<b>NET CASH FLOWS PROVIDED BY OPERATING ACTIVITIES</b>	<b>—</b>	<b>—</b>
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>	<b>—</b>	<b>—</b>
<b>CASH AND CASH EQUIVALENTS —Beginning of period</b>	<b>—</b>	<b>—</b>
<b>CASH AND CASH EQUIVALENTS —End of period</b>	<b>\$ —</b>	<b>\$ —</b>
<b>Refer to accompanying notes to financial statements.</b>		

# Financial Statements of AP Alternative Assets, L.P.

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## Notes to Financial Statements

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### 1. BUSINESS

AP Alternative Assets, L.P. (“AAA” or the “Partnership”) is a Guernsey limited partnership whose partners are comprised of (i) AAA Guernsey Limited (the “Managing General Partner”), which holds 100% of the general partner interests in AAA, and (ii) the holders of common units representing limited partner interests in AAA. The common units are non-voting and are listed on Euronext in Amsterdam, the regulated market of Euronext Amsterdam N.V., under the symbol “AAA”.

The Managing General Partner is a Guernsey limited company and is owned 55% by an individual who is not an affiliate of Apollo Global Management, LLC and its subsidiaries (collectively “Apollo”) and 45% by Apollo Principal Holdings III, L.P., an affiliate of Apollo. The Managing General Partner is responsible for managing the business and affairs of AAA. AAA generally makes all of these investments through AAA Investments, L.P. (the “Investment Partnership”), of which AAA is the sole limited partner. The Partnership’s investment mandate is to invest in Apollo-sponsored entities, funds and private equity transactions. The Partnership may also invest in additional private equity funds, credit funds and opportunistic investments identified by Apollo Alternative Assets, L.P. (“Apollo Alternative Assets” or the “Manager”, the investment manager to both AAA and the Investment Partnership – refer to Note 5, “Relationship with Apollo and Related Party Transactions”), and in temporary investments that are made in connection with cash management activities. As of September 30, 2019, the Investment Partnership’s portfolio consisted of a single opportunistic investment in the economic equity of Athene Holding Ltd. (“Athene Holding” and together with its subsidiaries “Athene”). Athene, through its subsidiaries, is a leading retirement services company that issues, reinsures and acquires retirement savings products designed for the increasing number of individuals and institutions seeking to fund retirement needs. The products and services offered by Athene include: fixed and fixed indexed annuity products; reinsurance services offered to third-party annuity providers; and institutional products, such as funding agreements. The consolidated financial statements of the Investment Partnership, including a schedule of investments, are included elsewhere within this report and should be read in conjunction with the Partnership’s financial statements.

AAA is regulated under the Authorised Closed-ended Investment Scheme Rules 2008 issued by the Guernsey Financial Services Commission (“GFSC”) with effect from December 15, 2008 under The Protection of Investors (Bailiwick of Guernsey) Law 1987, as amended (the “New Rules”). AAA is deemed to be an authorized closed-ended investment scheme under the New Rules.

On October 31, 2012, the Investment Partnership closed on an agreement to contribute substantially all of its investments to Athene Holding in exchange for common shares of Athene Holding, cash and a short term promissory note (the “Transaction”).

Simultaneously with the approval of the Transaction, the Board approved the removal of the diversification requirements within the Investment Partnership’s Investment Policies and Procedures (having received the requisite approval of the independent directors) in order for the Investment Partnership to have Athene as its only investment. Refer to “Risk Factors – Portfolio Risks” for a discussion of the risks associated with the Athene investment.

On April 4, 2014, Athene Holding (together with its subsidiaries, “Athene”) completed an initial closing of a private placement offering of common equity in which it raised \$1.048 billion of primary commitments from

# Financial Statements of AP Alternative Assets, L.P.

third-party institutional and certain existing investors in Athene Holding (the “Athene Private Placement”). In connection with the Athene Private Placement, Athene raised an additional \$80 million of third party capital at \$26 per share, all of which was used to buy back a portion of the shares of one of its existing investors at a price of \$26 per share in a transaction that was consummated on April 29, 2014. As announced on June 24, 2014, a second closing of the Athene Private Placement occurred in which Athene Holding raised \$170 million of commitments primarily from employees of Athene and its affiliates at a price per common share of Athene Holding of \$26. The Athene Private Placement offering was concluded in the first quarter of 2015 with a final closing of \$60 million of additional commitments from affiliates of Athene. The Investment Partnership did not purchase any additional common shares of Athene Holding as part of the Athene Private Placement.

In accordance with the services agreement among AAA, the Investment Partnership and the other service recipients party thereto and Apollo Alternative Assets (the “Services Agreement”), Apollo Alternative Assets received a management fee for managing the assets of the Investment Partnership. In connection with each of the consummation of the Transaction on October 31, 2012, and the initial closing of the Athene Private Placement on April 4, 2014, the Services Agreement was amended. Pursuant to the amendments, there were no management fees paid by the Investment Partnership with respect to the common shares of Athene Holding that were newly acquired by the Investment Partnership in the Transaction, which are those shares in excess of the shares of Athene Holding that prior to the Transaction, the Investment Partnership owned, or had committed to purchase (the “Excluded Athene Shares”). The Investment Partnership agreed to continue to pay Apollo Alternative Assets the same management fee on the Investment Partnership’s investment in Athene (other than with respect to the Excluded Athene Shares), except that Apollo Alternative Assets agreed that the Investment Partnership’s obligation to pay the existing management fee terminated on December 31, 2014 (although services will continue through December 31, 2020).

In connection with the Athene Private Placement, the AAA limited partnership agreement was amended to provide that AAA will distribute to its shareholders their pro rata portion of the common shares of Athene Holding (or proceeds thereof) as such shares are released from their contractual lock-up over a period beginning 7.5 months after Athene’s IPO and ending 15 months following Athene’s IPO pursuant to the Athene registration rights agreement.

On March 16, 2017, AAA announced a conditional distribution of freely tradeable common shares of Athene to its unitholders. The distribution was conditioned upon the pricing of an underwritten follow-on secondary offering of Athene Class A common shares (the “Follow-on Offering”). AAA unitholders entitled to receive Athene shares on the record date were given the opportunity by Athene to sell into the Follow-on Offering, and any lockup restrictions related to the shares distributed in connection with the Follow-on Offering were waived in order for AAA unitholders to participate. On March 28, 2017, Athene announced the base Follow-on Offering size of 27,500,000 Athene shares at a price of \$48.50 per share, which was subsequently increased to 31,625,000 Athene shares after the underwriters’ exercise of a 15% over allotment option. In total, 12,391,703 Athene shares were distributed to AAA unitholders. In addition to the distribution to AAA unitholders, the Investment Partnership distributed 962,484 Athene shares to AAA Associates, L.P. in satisfaction of the carried interest obligation associated with the distribution to AAA unitholders, and 7,022 Athene shares in respect of the General Partnership’s approximate 0.055% equity ownership interest in the Investment Partnership.

On May 22, 2017, AAA announced a conditional distribution of freely tradeable common shares of Athene to its unitholders. The distribution was conditioned upon the pricing of an underwritten follow-on secondary offering of Athene Class A common shares (the “Second Follow-on Offering”). AAA unitholders entitled to receive Athene shares on the record date were given the opportunity by Athene to sell into the Second Follow-on Offering, and any lockup restrictions related to the shares distributed in connection with the Second Follow-on Offering were waived in order for AAA unitholders to participate. On June 6, 2017, Athene announced the base Second Follow-on Offering size of 16,200,000 Athene shares at a price of \$49.00 per share, which was subsequently increased to 18,630,000 Athene shares after the underwriters’ exercise of a 15% over allotment

# Financial Statements of AP Alternative Assets, L.P.

option. In total, 10,767,217 Athene shares were distributed to AAA unitholders in connection with the Second Follow-on Offering. In addition to the distribution to AAA unitholders, the Investment Partnership distributed 844,164 Athene shares to AAA Associates, L.P., its general partner, in satisfaction of the carried interest obligation associated with the distribution to AAA unitholders, and 5,417 Athene shares in respect of the general partner's approximate 0.055% equity ownership interest in the Investment Partnership.

On December 6, 2017, AAA announced a distribution of freely tradeable common shares of Athene to its unitholders as part of the 12-month Athene Share unlock release. The board of directors of AAA Guernsey Limited and the Board of Directors of AAA MIP Limited approved the distribution of up to 24,746,227 freely tradeable common shares of Athene for distribution on December 8, 2017 ("the 12-Month Unlock Distribution"). In total, 22,965,061 Athene Shares were distributed by AAA to AAA unitholders and 12,531 Athene Shares were distributed by the Investment Partnership to AAA Associates, its General Partner, in respect of its approximate 0.055% equity ownership interest in the Investment Partnership. The Investment Partnership also retained 1,768,635 Athene Shares, at a value in accordance with the Investment Partnership's Limited Partnership Agreement of \$87.8 million, as an estimate of AAA Associates' carried interest in connection with the distribution.

On March 1, 2018, AAA announced a distribution of freely tradeable common shares of Athene to its unitholders as part of the 15 month Athene share unlock release. The board of directors of AAA Guernsey Limited and the Board of Directors of AAA MIP Limited approved the distribution of 26,025,200 freely tradeable common shares of Athene for distribution on March 5, 2018 ("the 15-Month Unlock Distribution"). In total, 22,507,327 Athene shares were distributed to AAA unitholders in connection with the distribution. In addition to the distribution to AAA unitholders, the Investment Partnership also distributed 3,517,873 to AAA Associates, its General Partner, including 3,505,589 Athene shares in respect of its carried interest associated with the distribution to AAA unitholders, and 12,284 Athene shares in respect of the its approximate 0.055% equity ownership interest in the Investment Partnership.

As of September 30, 2019, the 605,555 remaining Athene shares held by the Investment Partnership are freely tradeable and are being held to satisfy various legal, administrative, carried interest obligations and other expenses that have been incurred or may be incurred by or on behalf of AAA in the future. To the extent any such Athene shares are not sold, AAA intends to distribute such excess shares to AAA unitholders in a manner similar to previous distributions unless the number of Athene shares is de minimis.

In addition, the Investment Partnership's General Partner, is generally entitled to a carried interest that allocates to it 20% of the realized returns (net of related expenses including borrowing costs) on the investments of AAA Investments. The Investment Partnership's General Partner will not be entitled to receive any carried interest with respect to the Excluded Athene Shares. As of September 30, 2019 and December 31, 2018, 273,919 of the Investment Partnership's Athene shares with a total cost basis of \$2.9 million were subject to a carried interest allocation to its General Partner.

As of September 30, 2019 and December 31, 2018, the Investment Partnership's economic ownership in Athene 0.3% (calculated without giving effect to restricted common shares issued under Athene's management equity plan). The economic ownership is based on the total shares allocable to its General Partner and Limited Partner. The net asset value of AAA excludes the net asset value of AAA Investments that is allocable to its General Partner which may be settled in cash or shares.

# Financial Statements of AP Alternative Assets, L.P.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Basis of Presentation**—These financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) and are presented in U.S. dollars. The Partnership and the Investment Partnership follow the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (the “ASC”) as the source of authoritative accounting principles in the preparation of financial statements in conformity with U.S. GAAP.

AAA does not consolidate the results of operations, assets or liabilities of the Investment Partnership in its financial statements. The financial statements of the Investment Partnership, including a schedule of investments, are included elsewhere within this report and should be read in conjunction with the Partnership’s financial statements. AAA has recorded its allocated investment income and losses, and realized and unrealized gains and losses from investments from the Investment Partnership within the Statement of Operations. Management has evaluated all subsequent events or transactions for potential recognition or disclosure through October 30, 2019, the issuance date of these financial statements.

AAA utilizes an annual reporting schedule comprised of four three-month quarters, with an annual accounting period ending on December 31. The quarterly periods end on March 31, June 30, September 30 and December 31. The financial results presented herein include activity for the three and nine months ended September 30, 2019 and 2018 and its financial position at September 30, 2019 and December 31, 2018.

The preparation of financial statements in conformity with U.S. GAAP requires making certain estimates and assumptions that could materially affect the amounts reported in the financial statements and related notes. Actual results could differ materially from these estimates.

The Managing General Partner has reviewed the Partnership’s future obligations and expects the Partnership to continue as a going concern for at least the twelve months from the approval date of these financial statements. This assessment is based on the Partnership’s expected operating expenses, and because its sources of liquidity depend primarily on distributions by the Investment Partnership. This assessment is also based on the Investment Partnership’s present sources of liquidity, borrowing facilities and the ability to raise cash through sales of its investment and other activities.

AAA is, for U.S. GAAP purposes, an investment company and therefore applies the specialized accounting principles of the FASB ASC 946, “Financial Services - Investment Companies.” It reflects its investments on the Statement of Assets and Liabilities at their estimated fair value, with unrealized gains and losses resulting from changes in fair value reflected in the net change in unrealized appreciation/depreciation on investments in the Statement of Operations.

Significant accounting policies are those policies that are the most important to the financial statements and/or those that require significant management judgment related to matters that are uncertain. The following valuation policies are considered critical accounting policies due to the judgment and significance involved in their applications. The development and selection of these policies and their related disclosures have been reviewed by the board of directors of the Managing General Partner and the board of directors of AAA MIP Limited (the “Managing Investment Partner”).

**Valuation of Limited Partner Interests**—AAA records its investment in the Investment Partnership at fair value. Valuation of securities held by the Investment Partnership is further discussed in the notes to the Investment Partnership’s financial statements, which are included elsewhere in this report.

AAA’s investment in the Investment Partnership was valued at \$24.5 million (128.1% of net assets) and \$26.7 million (120.5% of net assets) as of September 30, 2019 and December 31, 2018, respectively. Such

# Financial Statements of AP Alternative Assets, L.P.

investment's fair value has been estimated by the Managing General Partner's board of directors in the absence of readily available fair values. However, because of the inherent uncertainty of the valuation, the estimated value may differ materially from the value that would have been realized had a disposal of the investment been made between a willing buyer and seller. Additionally, widespread economic uncertainty, slowing capital and consumer spending, indeterminate credit markets, volatile equity returns and other risks described elsewhere in this report could have effects on the fair value of investments in future periods.

An investment for which a market quotation is not readily available is valued at the investment's fair value as of the end of the applicable accounting period as determined in good faith by the Managing General Partner and the Managing Investment Partner. The limited partner interests in the Investment Partnership do not have a readily available market and are valued by the Managing General Partner and recorded at the estimated fair value. Such limited partner interests are generally valued at an amount that is equal to the aggregate unrealized value of the assets of the Investment Partnership that AAA would receive if such assets were sold in orderly dispositions over a reasonable period of time between willing parties other than in a forced or liquidation sale, and the distribution of the net proceeds from such sale were distributed to AAA in accordance with the Investment Partnership's limited partnership agreement. This amount is generally expected to be equal to the Investment Partnership's net asset value as of the valuation date, as adjusted to reflect the allocation of net assets to the Investment Partnership's General Partner. The Investment Partnership's net asset value is expected to increase or decrease from time to time based on the amount of investment income, operating expenses and realized gains and losses on the sale or repayment of investments, if any, that it records and the net changes in the appreciation/depreciation of the investments that it carries as assets in its financial statements.

***Fair Value of Financial Instruments***—U.S. GAAP requires the disclosure of the estimated fair value of financial instruments. The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. AAA's financial instruments are recorded at fair value or at amounts whose carrying value approximates fair value. Refer to the valuation policy for limited partner interests above.

***Net Investment (Loss) Income and Net (Loss) Gain from Investments***—The Partnership records its proportionate share of the Investment Partnership's investment income, expenses and realized and unrealized gains and losses on investments.

***Expenses***—As the results of operations of the Investment Partnership are not consolidated in AAA's financial statements, the general and administrative expenses are limited to the expenses that AAA directly incurs. These expenses consist primarily of professional fees, directors' fees that the Managing General Partner pays to its independent directors, insurance and other administrative costs.

Neither AAA nor its Managing General Partner employs any of the individuals who carry out the day-to-day management and operations of AAA. The investment professionals and other personnel that carry out investment and other activities are members of the Managing General Partner or employees of Apollo. Their services are provided to AAA or for its benefit in accordance with the Services Agreement. None of these individuals, including Apollo Alternative Assets' chief financial officer, are required to be dedicated full-time to the business of the Partnership.

***Taxes***—The Partnership is not subject to income taxes in Guernsey and is treated as a partnership for U.S. federal and state income tax purposes. As a partnership, AAA incurs no U.S. federal or state income tax liability directly, and instead, each partner is required to take into account its allocable share of items of income, gain, loss and deduction in computing its U.S. federal or state income tax liability. The Partnership has filed U.S. federal and state tax returns for the 2018, 2017 and 2016 tax years. The tax years from 2016 through 2018 are subject to the possibility of an audit until the expiration of the applicable statute of limitations.



# Financial Statements of AP Alternative Assets, L.P.

The Partnership follows U.S. GAAP when accounting for uncertainty in income taxes recognized in the financial statements. This guidance prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

***Distribution Policy***—The Partnership may make cash distributions (which would be payable to all unitholders) in an amount in U.S. dollars which, if paid, would generally be expected to be sufficient to permit U.S. unitholders to fund their estimated U.S. tax obligations (including any federal, state and local income taxes) with respect to their distributive share of net income or gain, after taking into account any withholding tax imposed on the Partnership. For any particular unitholder, such distributions (if made) may not be sufficient to pay the unitholder’s actual U.S. or non-U.S. tax liability. Under AAA’s limited partnership agreement, distributions to the unitholders will be made only as determined by the Managing General Partner in its sole discretion. There is no assurance that distributions will be made.

***Recent Accounting Pronouncements***—In May 2014, the FASB issued guidance to establish a comprehensive and converged standard on revenue recognition to enable financial statement users to better understand and consistently analyze an entity’s revenue across industries, transactions, and geographies. The core principle of the new guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. As such, this new guidance could impact the timing of revenue recognition. The new guidance also requires improved disclosures to help users of financial statements better understand the nature, amount, timing, and uncertainty of revenue that is recognized. The new guidance will apply to all entities. In August 2015, FASB issued its final standard formally amending the effective date of the new revenue recognition guidance. The amended guidance defers the effective date of the new guidance to interim reporting periods within annual reporting periods beginning after December 15, 2018. Application of this guidance did not had a material effect on the financial statements of the Partnership.

### **3. INVESTMENTS IN LIMITED PARTNER INTERESTS OF THE INVESTMENT PARTNERSHIP**

At September 30, 2019 and December 31, 2018, AAA’s only investment consisted of a limited partner interest in the Investment Partnership. AAA makes all of its investments through the Investment Partnership, and it is expected that AAA’s only substantial assets will be limited partner interests in the Investment Partnership. Although investments made with AAA’s capital by the Investment Partnership do not appear as investments in AAA’s financial statements, AAA is the primary beneficiary of such investments and bears substantially all of the risk of loss.

From time to time, the Investment Partnership makes distributions to or on behalf of AAA to assist AAA in making cash distributions to its unitholders in accordance with AAA’s distribution policy and to allow AAA to pay its operating expenses as they become due.

#### ***Fair Value Measurements***

In accordance with U.S. GAAP, the Partnership prioritizes and ranks the level of market price observability used in measuring its investments at fair value. Market price observability is impacted by a number of factors, including the type of investment and the characteristics specific to the investment. Investments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

Investments measured and reported at fair value are classified and disclosed in one of the following categories:

# Financial Statements of AP Alternative Assets, L.P.

*Level I*—Quoted prices are available in active markets for identical investments as of the reporting date. The types of investments included in Level I include listed equities, securities and listed derivatives. AAA and the Investment Partnership do not adjust the quoted price for these investments, even in situations where Apollo holds a large position and a sale could reasonably impact the quoted price.

*Level II*—Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value is determined through the use of models or other valuation methodologies. Investments which are generally included in this category include corporate bonds and loans, less liquid and restricted equity securities and certain over-the-counter derivatives.

*Level III*—Pricing inputs are unobservable for the investment and include situations where there is little, if any, market activity for the investment. The inputs into the determination of fair value require significant management judgment or estimation. Investments that are included in this category generally include private equity, general and limited partner interests in private equity, credit or real estate funds, mezzanine funds, distressed debt, structured debt vehicles and non-investment grade residual interests in securitizations.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. AAA's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment.

As of September 30, 2019 and December 31, 2018, the Partnership's investment was valued based on its pro rata allocation of net assets of the Investment Partnership (which in turn was based on the Investment Partnership's underlying investment which was valued based on the fair value at which the company believes it could be sold or transferred in an orderly transaction between market participants as of the measurement date).

## 4. CAPITAL TRANSACTIONS

At September 30, 2019 and December 31, 2018, AAA had 76,328,950 common units outstanding.

Apollo Alternative Assets intends to continue monitoring the trading performance of AAA in the market and may, from time to time, seek to purchase units either directly or through one or more affiliates, when regulatory and market conditions permit.

AAA has established a restricted deposit facility for a portion of its common units pursuant to which common units are deposited with a depository bank in exchange for restricted depositary units that are evidenced by restricted depositary receipts, subject to compliance with applicable ownership and transfer restrictions. The restricted depositary units have not been listed on any securities exchange.

During the three and nine months ended September 30, 2019 and and three months ended September 30, 2018, the Partnership did not make any partners' capital distributions in cash or distributions of Athene shares. During the nine months ended September 30, 2018 the Partnership distributed 22,507,327 Athene shares to AAA unitholders and the Investment Partnership distributed 3,517,873 Athene shares to its general partner. The distributions of Athene shares represent non-cash financing activities.



# Financial Statements of AP Alternative Assets, L.P.

## 5. RELATIONSHIP WITH APOLLO AND RELATED PARTY TRANSACTIONS

Subject to the supervision of the board of directors of the Managing General Partner and the board of directors of the Managing Investment Partner, Apollo, pursuant to the Services Agreement with Apollo Alternative Assets, is responsible for selecting, evaluating, structuring, performing due diligence, negotiating, executing, monitoring and exiting the investments of AAA, as well as, investments of the Investment Partnership and for managing the uninvested cash of the Investment Partnership. These investment activities are carried out by Apollo's investment professionals and Apollo's investment committee pursuant to the services agreement. Apollo and its affiliates receive management, sub-advisory, monitoring and other fees from Athene related to services provided to Athene. Apollo, and/or its affiliates, also receives directly from portfolio companies in which the Investment Partnership may have direct or indirect investments, transaction, management and other fees related to services provided in connection with acquisitions of such portfolio companies and ongoing management services rendered to such portfolio companies.

***Services Agreement and Management Fee***—Under the Services Agreement, Apollo Alternative Assets is responsible for the day-to-day operations of the service recipients and is subject at all times to the supervision of their respective governing bodies, including the board of directors of the Managing General Partner and the board of directors of the Managing Investment Partner. Apollo Alternative Assets received a management fee from the service recipients for providing these services.

In connection with each of the consummation of the Transaction on October 31, 2012, and the initial closing of the Athene Private Placement on April 4, 2014, the Services Agreement was amended. Prior to the consummation of the Athene Private Placement, as described below, management fees were paid pursuant to the Services Derivative. In connection with the Athene Private Placement, as described below, the Services Derivative was settled on April 29, 2014 by delivery to Apollo of common shares of Athene Holding, and as a result, such derivative was terminated. Following settlement of the Services Derivative, management fees payable to Apollo pursuant to the Services Agreement, as amended, were paid on a quarterly basis in arrears by delivery to Apollo of common shares of Athene Holding (unless such payment in shares would violate Section 16(b) of the U.S. Securities Exchange Act of 1934, as amended). Under the original services agreement, AAA, the Investment Partnership and the other service recipients jointly and severally agreed to pay Apollo Alternative Assets a quarterly management fee, payable in arrears, in an aggregate amount equal to one-fourth of (i) all Adjusted Assets (as defined in the service agreement) up to and including \$3.0 billion multiplied by 1.25% plus (ii) all Adjusted Assets in excess of \$3.0 billion multiplied by 1.0%. Pursuant to the amendments, there will be no management fees paid by the Investment Partnership with respect to the Excluded Athene Shares. The Investment Partnership agreed to continue to pay Apollo Alternative Assets the same management fee on the Investment Partnership's investment in Athene (other than with respect to the Excluded Athene Shares), except that Apollo Alternative Assets agreed that the Investment Partnership's obligation to pay the existing management fee terminated on December 31, 2014 (although services will continue through December 31, 2020).

The Services Agreement contains certain provisions requiring AAA to indemnify Apollo and its affiliates with respect to all claims, liabilities, losses, costs, expenses or damages arising from the services agreement or the services provided by Apollo Alternative Assets, except to the extent that such claims, liabilities, losses, costs, expenses or damages are finally determined by a court of competent jurisdiction to have resulted from the indemnified person's willful misconduct or gross negligence. The Investment Partnership has historically not incurred any liabilities as a result of these guarantees and does not expect to in the future. Accordingly, no liability has been recorded in the accompanying financial statements.

***Due to Affiliates***—Due to affiliates at September 30, 2019 and December 31, 2018 consisted of \$5.1 million and \$4.1 million, respectively, payable to the Investment Partnership for expense reimbursements.

# Financial Statements of AP Alternative Assets, L.P.

**Personal Interests of Directors**— Certain directors of the Managing General Partner and the Managing Investment Partner were AAA unitholders. At September 30, 2019 and December 31, 2018, those directors owned approximately 0.5 million and 0.5 million Units of AAA, respectively. As of September 30, 2019 and December 31, 2018, Apollo provided employee loans of approximately \$15.0 million and \$15.0 million, respectively, to certain directors who have a direct investment in Athene Holding.

## 6. FINANCIAL HIGHLIGHTS

Financial highlights for AAA were as follows:

<i>(in thousands, except per unit amounts)</i>	For the Nine Months Ended September 30, 2019 (unaudited)	For the Nine Months Ended September 30, 2018 (unaudited)
<b>Per unit operating performance:</b>		
Net asset value at the beginning of period	\$0.29	\$15.46
<b>Loss from investment operations:</b>		
Net investment loss	(0.05)	(0.05)
Net gain (loss) from investments	0.01	(0.72)
<b>Total loss from investment operations</b>	<b>(0.04)</b>	<b>(0.77)</b>
<b>Capital Distributions</b>	<b>0.00</b>	<b>(14.29)</b>
<b>Net asset value at end of period</b>	<b>\$0.25</b>	<b>\$0.40</b>
<b>Total return**</b>	<b>(13.41)%</b>	<b>(5.98)%</b>
<b>Percentage and supplemental data:</b>		
Net assets at the end of the period	\$19,147	\$30,431
<b>Ratios to average net assets*:</b>		
Expenses	26.96%	1.56%
Net investment loss	(26.96)%	(1.56)%

\*These financial highlights are calculated using expense totals that include expenses allocated from the Investment Partnership.

\*\*The total return calculation assumes all unitholder distributions during the period are reinvested and the calculation is not annualized.

These financial highlights have been calculated using a methodology in accordance with U.S. GAAP. Ratios to average net assets were presented on an annual basis and were calculated on a weighted average basis.

## 7. COMMITMENTS AND CONTINGENCIES

AAA may, from time to time, be party to various legal actions arising in the ordinary course of business including claims and litigations, reviews, investigations or proceedings by governmental and self regulatory agencies regarding their respective businesses. It is the opinion of the Managing General Partner and Managing Investment Partner, after consultation with counsel, that there are presently no existing matters that would result in a material adverse effect on the financial condition of the Partnership. As of September 30, 2019, AAA had no outstanding commitments for future funding.

# Consolidated Financial Statements of AAA Investments, L.P.

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# Consolidated Financial Statements of AAA Investments, L.P.

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## Independent Review Report to the Managing Investment Partner of AAA Investments, L.P.

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We have been engaged by AAA MIPLimited (the “General Partner”) to review the set of consolidated financial statements in the quarterly financial report for the three and nine months ended September 30, 2019 which comprises the Consolidated Statement of Assets and Liabilities, the Consolidated Statement of Operations, the Consolidated Statement of Changes in Net Assets, the Consolidated Statement of Cash Flows and related notes 1 to 7. We have read the other information contained in the quarterly financial report and considered whether it contains any apparent misstatements or material inconsistencies with the information in the set of financial statements.

This report is made solely to the General Partner in accordance with International Standard on Review Engagements (UK and Ireland) 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Financial Reporting Council. Our work has been undertaken so that we might state to the General Partner those matters we are required to state to it in an independent review report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the General Partner, for our review work, for this report, or for the conclusions we have formed.

### **General Partner’s responsibilities**

The quarterly financial report is the responsibility of, and has been approved by, the General Partner. The General Partner is responsible for preparing the quarterly financial report in accordance with the Limited Partnership Agreement.

As disclosed in Note 2, the quarterly financial information included in this quarterly financial report has been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

### **Our responsibility**

Our responsibility is to express to the General Partner a conclusion on the set of financial statements in the quarterly financial report based on our review.

### **Scope of review**

We conducted our review in accordance with International Standard on Review Engagements (UK and Ireland) 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Financial Reporting Council for use in the United Kingdom. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

# Consolidated Financial Statements of AAA Investments, L.P.

## **Conclusion**

Based on our review, nothing has come to our attention that causes us to believe that the set of financial statement in the quarterly financial report as of September 30, 2019 and for the three and nine months ended September 30, 2019 is not prepared, in all material respects in, accordance with U.S. GAAP.

Deloitte LLP  
Statutory Auditor  
Guernsey, Channel Islands  
October 30, 2019

# Consolidated Financial Statements of AAA Investments, L.P.

<b>AAA INVESTMENTS, L.P.</b>		
<b>CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES</b>		
<b>(in thousands)</b>		
	<b>As of September 30, 2019 (unaudited)</b>	<b>As of December 31, 2018</b>
<b>ASSETS</b>		
Investments:		
Investment in Opportunistic Investment at fair value (cost of \$9,570 at September 30, 2019 and December 31, 2018, respectively)	\$ 25,470	\$ 24,120
Cash and cash equivalents	136	174
Other assets	4,485	6,909
Due from affiliates	5,109	4,131
<b>TOTAL ASSETS</b>	<b>35,200</b>	<b>35,334</b>
<b>LIABILITIES</b>		
Accounts payable and accrued liabilities	463	224
Due to affiliates	-	135
Line of Credit due to affiliates	8,475	6,700
<b>TOTAL LIABILITIES</b>	<b>8,938</b>	<b>7,059</b>
<b>NET ASSETS</b>	<b>\$ 26,262</b>	<b>\$ 28,275</b>
<b>NET ASSETS CONSIST OF:</b>		
Partners' capital	\$ (2,680,977)	\$ (2,680,977)
Accumulated increase in net assets resulting from operations	2,707,239	2,709,252
<b>NET ASSETS</b>	<b>\$ 26,262</b>	<b>\$ 28,275</b>
<b>Refer to accompanying notes to consolidated financial statements.</b>		

# Consolidated Financial Statements of AAA Investments, L.P.

<b>AAA INVESTMENTS, L.P.</b>					
<b>CONSOLIDATED SCHEDULE OF INVESTMENTS (unaudited)</b>					
<b>(in thousands)</b>					
	Investments by Geography	Investments by Industry	Cost	Fair Value	Fair Value as a Percentage of Net Assets
<b>September 30, 2019</b>					
<b>Opportunistic Investment – Athene</b>	North America	Financial & Business Services	\$ 9,570	\$ 25,470	97.0%
<b>Total Investments</b>			\$ 9,570	\$ 25,470	97.0%
<b>As of December 31, 2018:</b>					
<b>Opportunistic Investment – Athene</b>	North America	Financial & Business Services	\$ 9,570	\$ 24,120	85.3%
<b>Total Investments</b>			\$ 9,570	\$ 24,120	85.3%
<b>Refer to accompanying notes to consolidated financial statements.</b>					

# Consolidated Financial Statements of AAA Investments, L.P.

<b>AAA INVESTMENTS, L.P.</b>				
<b>CONSOLIDATED STATEMENT OF OPERATIONS (unaudited)</b>				
<b>(in thousands)</b>				
	For the three months ended September 30,		For the Nine Months Ended September 30,	
	2019	2018	2019	2018
<b>EXPENSES:</b>				
Management fees	\$ (842)	\$ (842)	\$ (2,527)	\$ (2,527)
General and administrative expenses	(256)	(194)	(836)	(657)
<b>NET INVESTMENT LOSS</b>	<u>(1,098)</u>	<u>(1,036)</u>	<u>(3,363)</u>	<u>(3,184)</u>
<b>REALIZED AND UNREALIZED (LOSS) GAIN FROM INVESTMENTS:</b>				
Net realized gains from sales/dispositions on investments	—	—	—	841,858
Net (decrease) increase in unrealized appreciation on investments	(604)	4,735	1,350	(903,349)
<b>NET (LOSS) GAIN FROM INVESTMENTS</b>	<u>(604)</u>	<u>4,735</u>	<u>1,350</u>	<u>(61,491)</u>
<b>NET (DECREASE) INCREASE IN NET ASSETS RESULTING FROM OPERATIONS</b>	<u>\$ (1,702)</u>	<u>\$ 3,699</u>	<u>\$ (2,013)</u>	<u>\$ (64,675)</u>
See accompanying notes to consolidated financial statements.				



# Consolidated Financial Statements of AAA Investments, L.P.

<b>AAA INVESTMENTS, L.P.</b>			
<b>CONSOLIDATED STATEMENT OF CHANGES IN NET ASSETS</b>			
<b>(in thousands)</b>			
	<b>General Partner</b>	<b>Limited Partner</b>	<b>Total</b>
<b>For the Year Ended December 31, 2018:</b>			
<b>NET ASSETS — January 1, 2018</b>	<b>\$ 179,258</b>	<b>\$ 1,183,105</b>	<b>\$ 1,362,363</b>
<b>NET DECREASE IN NET ASSETS FROM OPERATIONS:</b>			
Net investment loss	(2)	(4,251)	(4,253)
Net loss from investments	(7,155)	(61,499)	(68,654)
<b>Net decrease in net assets resulting from operations:</b>	<b>(7,157)</b>	<b>(65,750)</b>	<b>(72,907)</b>
<b>NET CHANGE FROM CAPITAL TRANSACTIONS:</b>			
Partners' capital distributions	(170,476)	(1,090,705)	(1,261,181)
<b>Net change from capital transactions</b>	<b>(170,476)</b>	<b>(1,090,705)</b>	<b>(1,261,181)</b>
<b>TOTAL DECREASE IN NET ASSETS</b>	<b>(177,633)</b>	<b>(1,156,455)</b>	<b>(1,334,088)</b>
<b>NET ASSETS — December 31, 2018</b>	<b>1,625</b>	<b>26,650</b>	<b>28,275</b>
<b>For the Nine Months Ended September 30, 2019 (unaudited):</b>			
<b>NET DECREASE IN NET ASSETS FROM OPERATIONS:</b>			
Net investment loss	(4)	(3,359)	(3,363)
Net gain from investments	121	1,229	1,350
<b>Net increase (decrease) in net assets resulting from operations:</b>	<b>117</b>	<b>(2,130)</b>	<b>(2,013)</b>
<b>TOTAL INCREASE (DECREASE) IN NET ASSETS</b>	<b>117</b>	<b>(2,130)</b>	<b>(2,013)</b>
<b>NET ASSETS — September 30, 2019</b>	<b>\$ 1,742</b>	<b>\$ 24,520</b>	<b>\$ 26,262</b>
<b>Refer to accompanying notes to consolidated financial statements.</b>			

# Consolidated Financial Statements of AAA Investments, L.P.

<b>AAA INVESTMENTS, L.P.</b>		
<b>CONSOLIDATED STATEMENT OF CASH FLOWS (unaudited) (in thousands)</b>		
	<b>For the Nine Months Ended September 30, 2019</b>	<b>For the Nine Months Ended September 30, 2018</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net decrease in net assets resulting from operations	\$ (2,013)	\$ (64,675)
<b>Adjustments to reconcile net decrease in net assets resulting from operations to net cash flows used in operating activities:</b>		
Net (increase) decrease in unrealized appreciation on investments	(1,350)	903,349
Net realized gains from sales/dispositions on investments	—	(841,858)
<b>Changes in operating assets and liabilities:</b>		
Decrease in other assets and due from affiliates	1,446	1,353
Increase (decrease) in accounts payable and accrued liabilities and due to affiliates	104	(83)
<b>Net cash flows used in operating activities</b>	<b>(1,813)</b>	<b>(1,914)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Borrowings under credit revolver	1,775	1,900
<b>Net cash flows provided by financing activities</b>	<b>1,775</b>	<b>1,900</b>
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(38)</b>	<b>(14)</b>
<b>CASH AND CASH EQUIVALENTS — Beginning of period</b>	<b>174</b>	<b>150</b>
<b>CASH AND CASH EQUIVALENTS — End of period</b>	<b>\$ 136</b>	<b>\$ 136</b>
<b>Supplemental Disclosure of Cash Flow Information:</b>		
Interest Paid	\$ 230,206	\$ 148,893
Refer to accompanying notes to consolidated financial statements.		

# Consolidated Financial Statements of AAA Investments, L.P.

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## Notes to Consolidated Financial Statements

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### 1. BUSINESS

AAA Investments, L.P. (the “Investment Partnership”) is a Guernsey limited partnership whose partners are comprised of (i) AAA Associates, L.P. (the “General Partner”), which holds 100% of the general partner interests in the Investment Partnership and is responsible for managing its business and affairs, and (ii) AP Alternative Assets, L.P. (“AAA” or the “Partnership”), which holds 100% of the limited partner interests in the Investment Partnership and does not participate in the management of the business and affairs of the Investment Partnership. Because the General Partner is itself a Guernsey limited partnership, its general partner, AAA MIP Limited (the “Managing Investment Partner”), a Guernsey limited company that is owned 55% by an individual who is not an affiliate of Apollo Global Management, LLC and its subsidiaries (collectively “Apollo”), and 45% by Apollo Principal Holdings III, L.P., an affiliate of Apollo, effectively is responsible for managing the Investment Partnership’s business and affairs.

The Investment Partnership is the partnership through which AAA and the General Partner make investments. These investments may include investments in Apollo-sponsored entities, funds and private equity transactions. As of September 30, 2019, the Investment Partnership’s portfolio consisted of a single opportunistic investment in the economic equity of Athene Holding Ltd. (“Athene Holding” and together with its subsidiaries, “Athene”), which was founded in 2009 to capitalize on favorable market conditions in the dislocated life insurance sector. Athene, through its subsidiaries, is a leading retirement services company that issues, reinsures and acquires retirement savings products designed for the increasing number of individuals and institutions seeking to fund retirement needs. The products and services offered by Athene include: fixed and fixed indexed annuity products; reinsurance services offered to third-party annuity providers; and institutional products, such as funding agreements.

On October 31, 2012, the Investment Partnership closed on an agreement to contribute substantially all of its investments to Athene Holding in exchange for common shares of Athene Holding, cash and a short term promissory note (the “Transaction”).

Simultaneously with the approval of the Transaction, the Board approved the removal of the diversification requirements within the Investment Partnership’s Investment Policies and Procedures (having received the requisite approval of the independent directors) in order for the Investment Partnership to have Athene as its only investment. Refer to “Risk Factors – Portfolio Risks” for a discussion of the risks associated with the Athene investment.

On April 4, 2014, Athene Holding completed an initial closing of a private placement offering of common equity in which it raised \$1.048 billion of primary commitments from third-party institutional and certain existing investors in Athene Holding (the “Athene Private Placement”). In connection with the Athene Private Placement, Athene raised an additional \$80 million of third party capital at \$26 per share, all of which was used to buy back a portion of the shares of one of its existing investors at a price of \$26 per share in a transaction that was consummated on April 29, 2014. On June 24, 2014, a second closing of the Athene Private Placement occurred in which Athene Holding raised \$170 million of commitments primarily from employees of Athene and its affiliates at a price per common share of Athene Holding of \$26. The Athene Private Placement offering was concluded in the first quarter of 2015 with a final closing of \$60 million of additional commitments from affiliates of Athene. The Investment Partnership did not purchase any additional common shares of Athene Holding as part of the Athene Private Placement.

# Consolidated Financial Statements of AAA Investments, L.P.

In accordance with the services agreement among AAA, the Investment Partnership and the other service recipients party thereto and Apollo Alternative Assets (the "Services Agreement") Apollo Alternative Assets received a management fee for managing the assets of the Investment Partnership. In connection with each of the consummation of the Transaction on October 31, 2012, and the initial closing of the Athene Private Placement on April 4, 2014, the Services Agreement was amended. Pursuant to the amendments, the parties agreed that there will be no management fees payable by the Investment Partnership with respect to the common shares of Athene Holding that were newly acquired by the Investment Partnership in the Transaction, which are those shares in excess of the shares of Athene Holding that prior to the Transaction, the Investment Partnership owned, or had committed to purchase (the "Excluded Athene Shares"). The Investment Partnership agreed to continue to pay Apollo Alternative Assets the same management fee on the Investment Partnership's investment in Athene (other than with respect to the Excluded Athene Shares), except that Apollo Alternative Assets agreed that the Investment Partnership's obligation to pay the existing management fee terminated on December 31, 2014 (although services will continue through December 31, 2020).

In connection with the Athene Private Placement, the AAA limited partnership agreement was amended to provide that AAA will distribute to its shareholders their pro rata portion of the common shares of Athene Holding (or proceeds thereof) as such shares are released from their contractual lock-up over a period beginning 7.5 months after Athene's IPO and ending 15 months following Athene's IPO pursuant to the Athene registration rights agreement.

On March 16, 2017, AAA announced a conditional distribution of freely tradeable common shares of Athene to its unitholders. The distribution was conditioned upon the pricing of an underwritten follow-on secondary offering of Athene Class A common shares (the "Follow-on Offering"). AAA unitholders entitled to receive Athene shares on the record date were given the opportunity by Athene to sell into the Follow-on Offering, and any lockup restrictions related to the shares distributed in connection with the Follow-on Offering were waived in order for AAA unitholders to participate. On March 28, 2017, Athene announced the base Follow-on Offering size of 27,500,000 Athene shares at a price of \$48.50 per share, which was subsequently increased to 31,625,000 Athene shares after the underwriters' exercise of a 15% over allotment option. In total, 12,391,703 Athene shares were distributed to AAA unitholders. In addition to the distribution to AAA unitholders, the Investment Partnership distributed 962,484 Athene shares to AAA Associates, L.P. in satisfaction of the carried interest obligation associated with the distribution to AAA unitholders, and 7,022 Athene shares in respect of the General Partnership's approximate 0.055% equity ownership interest in the Investment Partnership.

On May 22, 2017, AAA announced a conditional distribution of freely tradeable common shares of Athene to its unitholders. The distribution was conditioned upon the pricing of an underwritten follow-on secondary offering of Athene Class A common shares (the "Second Follow-on Offering"). AAA unitholders entitled to receive Athene shares on the record date were given the opportunity by Athene to sell into the Second Follow-on Offering, and any lockup restrictions related to the shares distributed in connection with the Second Follow-on Offering were waived in order for AAA unitholders to participate. On June 6, 2017, Athene announced the base Second Follow-on Offering size of 16,200,000 Athene shares at a price of \$49.00 per share, which was subsequently increased to 18,630,000 Athene shares after the underwriters' exercise of a 15% over allotment option. In total, 10,767,217 Athene shares were distributed to AAA unitholders in connection with the Second Follow-on Offering. In addition to the distribution to AAA unitholders, the Investment Partnership distributed 844,164 Athene shares to AAA Associates, L.P., its general partner, in satisfaction of the carried interest obligation associated with the distribution to AAA unitholders, and 5,417 Athene shares in respect of the general partner's approximate 0.055% equity ownership interest in the Investment Partnership.

On December 6, 2017, AAA announced a distribution of freely tradeable common shares of Athene to its unitholders as part of the 12-month Athene Share unlock release. The board of directors of AAA Guernsey Limited and the Board of Directors of AAA MIP Limited approved the distribution of up to 24,746,227 freely tradeable common shares of Athene for distribution on December 8, 2017 ("the 12-Month Unlock Distribution"). In total, 22,965,061 Athene Shares were distributed by AAA to AAA unitholders and 12,531

# Consolidated Financial Statements of AAA Investments, L.P.

Athene Shares were distributed by the Investment Partnership to AAA Associates, its General Partner, in respect of its approximate 0.055% equity ownership interest in the Investment Partnership. The Investment Partnership also retained 1,768,635 Athene Shares, at a value in accordance with the Investment Partnership's Limited Partnership Agreement of \$87.8 million, as an estimate of AAA Associates' carried interest in connection with the distribution.

On March 1, 2018, AAA announced a distribution of freely tradeable common shares of Athene to its unitholders as part of the 15 month Athene share unlock release. The board of directors of AAA Guernsey Limited and the Board of Directors of AAA MIP Limited approved the distribution of 26,025,200 freely tradeable common shares of Athene for distribution on March 5, 2018 ("the 15-Month Unlock Distribution"). In total, 22,507,327 Athene shares were distributed to AAA unitholders in connection with the distribution. In addition to the distribution to AAA unitholders, the Investment Partnership also distributed 3,517,873 to AAA Associates, its General Partner, including 3,505,589 Athene shares in respect of its carried interest associated with the distribution to AAA unitholders, and 12,284 Athene shares in respect of the its approximate 0.055% equity ownership interest in the Investment Partnership.

As of September 30, 2019, the 605,555 remaining Athene shares held by the Investment Partnership are freely tradeable and are being held to satisfy various legal, administrative, carried interest obligations and other expenses that have been incurred or may be incurred in the future by or on behalf of AAA. To the extent any such Athene shares are not sold, AAA intends to distribute such excess shares to AAA unitholders in a manner similar to previous distributions unless the number of Athene shares is de minimis.

In addition, the Investment Partnership's General Partner, is generally entitled to a carried interest that allocates to it 20% of the realized returns (net of related expenses including borrowing costs) on the investments of AAA Investments. The Investment Partnership's General Partner will not be entitled to receive any carried interest with respect to the Excluded Athene Shares. As of September 30, 2019 and December 31, 2018, 273,919 of the Investment Partnership's Athene shares with a total cost basis of \$2.9 million were subject to a carried interest allocation to its General Partner.

As of September 30, 2019 and December 31, 2018, the Investment Partnership's economic ownership in Athene was 0.3% (calculated without giving effect to restricted common shares issued under Athene's management equity plan). The economic ownership is based on the total shares allocable to its General Partner and Limited Partner.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Basis of Presentation**—These consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and are presented in U.S. dollars. The Partnership and the Investment Partnership follow the Financial Accounting Standards Board ("FASB") Accounting Standards Codification (the "ASC") as the source of authoritative accounting principles in the preparation of consolidated financial statements in conformity with U.S. GAAP.

The consolidated financial statements include the consolidated financial statements of the Investment Partnership and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. The Investment Partnership utilizes the U.S. dollar as its functional currency. Management has evaluated all subsequent events or transactions for potential recognition or disclosure through October 30, 2019 the issuance date of these consolidated financial statements.

The Investment Partnership utilizes an annual reporting schedule comprised of four three-month quarters with an annual accounting period ending on December 31. The quarterly periods end on March 31, June 30, September 30 and December 31. The financial results presented herein include the Investment Partnership's activity for the three and nine months ended September 30, 2019 and 2018 and its financial position at September 30, 2019 and 2018.

# Consolidated Financial Statements of AAA Investments, L.P.

The preparation of consolidated financial statements in conformity with U.S. GAAP requires making certain estimates and assumptions that could materially affect the amounts reported in the consolidated financial statements and related notes. Actual results could differ materially from these estimates.

The Managing Investment Partner has reviewed the current cash balance of the Investment Partnership and its future obligations and expects the Investment Partnership to continue as a going concern for at least the twelve months from the approval date of these financial statements. This assessment is based on the Investment Partnership's expected operating expenses, present sources of liquidity, its borrowing facilities and the ability to raise cash through sales of investments and other activities.

The Investment Partnership is, for U.S. GAAP purposes, an investment company and therefore applies the specialized accounting principles of the FASB ASC 946, "Financial Services - Investment Companies." It reflects its investments on the Statement of Assets and Liabilities at their estimated fair value, with unrealized gains and losses resulting from changes in fair value reflected in the net change in unrealized appreciation/depreciation on investments in the Statement of Operations.

Significant accounting policies are those policies that are the most important to the consolidated financial statements and/or those that require significant management judgment related to matters that are uncertain. The following valuation policies are considered critical accounting policies due to the judgment and significance involved in their applications. The development and selection of these policies and their related disclosure have been reviewed by the board of directors of the Managing General Partner and the board of directors of the Managing Investment Partner.

**Valuation of Investments**—The investments shown as assets in the Investment Partnership's consolidated financial statements are recorded at fair value. The Managing General Partner's board of directors is responsible for reviewing and approving valuations of investments that are shown as assets in the Investment Partnership's consolidated financial statements. Because valuing investments requires the application of valuation principles to the specific facts and circumstances of the investments, in satisfying its responsibilities, the Managing General Partner's board of directors utilizes the services of Apollo Alternative Assets, who makes calculations as to the investment value. An investment for which a market quotation is readily available is valued using the market price or the quoted price from an active market which is either directly or indirectly observable for the investment as of the end of the applicable accounting period. An investment for which a market quotation is not readily available is valued at the investment's fair value as of the end of the applicable accounting period as determined by the Managing General Partner's board of directors in good faith.

Apollo Alternative Assets (the "Investment Manager"), utilizes a valuation committee consisting of members from senior management that review and approve the valuation results related to direct private equity co-investments, opportunistic investments and underlying investments within credit funds. For certain investments the Investment Manager may retain independent valuation firms to provide third-party valuation consulting services, which consist of certain limited procedures that management identifies and requests them to perform. The limited procedures provided by the independent valuation firms assist management with validating the Investment Partnership's valuation. At September 30, 2019 and December 31, 2018, the Investment Manager did not utilize an independent valuation firm to assist in determining the estimated fair value of Athene.

Due to the inherent uncertainty of the valuation, the estimated value may differ materially from the value that would have been realized had a disposal of the investments been made between a willing buyer and seller. Additionally, widespread economic uncertainty, slowing capital and consumer spending, indeterminate credit markets, volatile equity returns, and other risks described elsewhere in this report could have effects on the fair values of investments in future periods. As part of the valuation process, the Managing Investment Partner considers whether any investments are permanently impaired. The impact of a permanent impairment is the



# Consolidated Financial Statements of AAA Investments, L.P.

realization of the loss from unrealized depreciation on investments. There were no impairments recorded during the nine months ended September 30, 2019 and 2018.

**Value of Athene Investment**—As of September 30, 2019 and December 31, 2018 the Investment Partnership used Athene’s unadjusted closing market price in order to reflect the value of the freely tradeable Athene shares held by the Investment Partnership. The fair value of the Investment Partnership’s interest in Athene was estimated using the closing market price of Athene shares of \$42.06 as of September 30, 2019 and \$39.83 as of December 31, 2018.

**Fair Value of Financial Instruments**—U.S. GAAP requires the disclosure of the estimated fair value of financial instruments. The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The Investment Partnership’s financial instruments are recorded at fair value or at amounts whose carrying value approximates fair value. Refer to the valuation policy for further discussion of investments.

**Cash and Cash Equivalents**—Cash and cash equivalents consist of cash held at banks and liquid investments with maturities, at the date of acquisition, not exceeding 90 days. Surplus cash may be invested in government securities, cash equivalents, money market instruments, asset-backed securities and other investment grade securities. At September 30, 2019 and December 31, 2018, all cash and cash equivalents represented cash held at banks, which are considered to be Level I in the fair value hierarchy.

**Other Assets**—At September 30, 2019 and December 31, 2018, other assets were primarily comprised of prepaid insurance and prepaid management fees. As part of the Services Agreement (refer to Note 5 for further discussion), the Investment Partnership accrued the quarterly management fee due to Apollo Alternative Assets through December 31, 2014 but services will continue to be performed through December 31, 2020. The amount accrued in advance of services being performed is recorded as a prepaid management fee within other assets. The amount of the prepaid asset as of September 30, 2019 and December 31, 2018 was \$4.2 million and \$6.7 million, respectively.

**Capital**—Distributable earnings (losses) are allocated to AAA and the General Partner in accordance with the limited partnership agreement. The partners' capital balance reflects contributions less life-to-date partners' capital distributions.

**Income Recognition**—The assets of the Investment Partnership may generate investment income in the form of dividends and interest. Income is recognized when earned. The Investment Partnership also records income in the form of unrealized appreciation or depreciation on investments, as well as, from realized gains and losses on the sale of investments. Any new unrealized appreciation or depreciation in the value of investments is recorded as an increase or decrease in the unrealized appreciation or depreciation on investments. Unrealized appreciation or depreciation is recorded at the end of each month-end accounting period when investments are valued. Refer to “Valuation of Investments,” for further discussion. Security transactions are accounted for on the trade date (the date the order to buy or sell is executed). Realized gains and losses on sales of securities are determined based on the identified cost basis.

**Expenses**—Expenses are recorded as incurred. Under the Services Agreement, the Investment Partnership, along with the service recipients agreed to a quarterly management fee with Apollo Alternative Assets and to pay expenses incurred by Apollo that are attributable to the Investment Partnership’s operations and reimbursable under the Services Agreement. Refer to Note 5, “Relationship with Apollo and Related Party Transactions” for further discussion.

**Taxes**—The Investment Partnership is not subject to income taxes in Guernsey and is treated as a partnership for U.S. federal and state income tax purposes. As a partnership, the Investment Partnership is not a taxable entity and incurs no U.S. federal and state income tax liability. Instead, each partner is required to take into

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account its allocable share of items of income, gain, loss and deduction of the Investment Partnership in computing its U.S. federal income tax liability. The Investment Partnership has filed U.S. federal and state tax returns for the 2018, 2017 and 2016 tax years. The tax years from 2016 through 2018 are subject to the possibility of an audit until the expiration of the applicable statute of limitations.

The Investment Partnership follows U.S. GAAP when accounting for the uncertainty in income taxes recognized in the consolidated financial statements. This guidance prescribes a recognition threshold and measurement attribute for the consolidated financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

***Distribution Policy***—From time to time, the Investment Partnership makes distributions to or on behalf of AAA to allow AAA to pay its operating expenses as they become due, to assist AAA in making cash distributions to its unitholders in accordance with AAA’s distribution policy and to assist AAA in funding any other corporate needs, such as unit buyback programs.

***Recent Accounting Pronouncements***—In May 2014, the FASB issued guidance to establish a comprehensive and converged standard on revenue recognition to enable financial statement users to better understand and consistently analyze an entity’s revenue across industries, transactions, and geographies. The core principle of the new guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. As such, this new guidance could impact the timing of revenue recognition. The new guidance also requires improved disclosures to help users of consolidated financial statements better understand the nature, amount, timing, and uncertainty of revenue that is recognized. The new guidance will apply to all entities. In August 2015, FASB issued its final standard formally amending the effective date of the new revenue recognition guidance. The amended guidance defers the effective date of the new guidance to interim reporting periods within annual reporting periods beginning after December 15, 2018. Application of this guidance did not had a material effect on the financial statements of the Investment Partnership.

### 3. INVESTMENTS

Investments are valued as described above in Note 2, “Summary of Significant Accounting Policies – Valuation of Investments.”

#### ***Fair Value Measurements***

In accordance with U.S. GAAP, the Investment Partnership prioritizes and ranks the level of market price observability used in measuring investments at fair value. Market price observability is impacted by a number of factors, including the type of investment and the characteristics specific to the investment. Investments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

Investments measured and reported at fair value are classified and disclosed in one of the following categories:

***Level I***—Quoted prices are available in active markets for identical investments as of the reporting date. The types of investments included in Level I include listed equities, securities and listed derivatives. The Investment Partnership does not adjust the quoted price for these investments, even in situations where Apollo holds a large position and a sale could reasonably impact the quoted price.

***Level II***—Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value is determined through the use of models or other valuation methodologies. Investments which are generally included in this category include



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corporate bonds and loans, less liquid and restricted equity securities and certain over-the-counter derivatives.

*Level III*—Pricing inputs are unobservable for the investment and include situations where there is little, if any, market activity for the investment. The inputs into the determination of fair value require significant management judgment or estimation. Investments that are included in this category generally include private equity, general and limited partner interests in private equity, credit and real estate funds, mezzanine funds, distressed debt, structured debt vehicles and non-investment grade residual interests in securitizations.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The Investment Partnership's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment.

The following table summarizes the valuation of the Investment Partnership's investments in fair value hierarchy levels as of September 30, 2019 and December 31, 2018:

<i>(in thousands)</i>				
	Total	Level I	Level II	Level III
<b>As of September 30, 2019:</b>				
Cash and cash equivalents	\$ 136	\$ 136	\$ —	\$ —
Investment in opportunistic investment	25,470	25,470	—	—
<b>Total</b>	<b>\$ 25,606</b>	<b>\$ 25,606</b>	<b>\$ —</b>	<b>\$ —</b>
<b>As of December 31, 2018:</b>				
Cash and cash equivalents	\$ 174	\$ 174	\$ —	\$ —
Investment in opportunistic investment	24,120	24,120	—	—
<b>Total</b>	<b>\$ 24,294</b>	<b>\$ 24,294</b>	<b>\$ —</b>	<b>\$ —</b>

There were no transfers between levels for the nine months ended September 30, 2019 and December 31, 2018.

#### 4. CAPITAL TRANSACTIONS

At September 30, 2019 and December 31, 2018, the General Partner's interest in the Investment Partnership was 6.6% and 5.7%, respectively, and the limited partner's interest in the Investment Partnership was 93.4% and 94.3%, respectively. The change in the partners' respective interests from December 31, 2018 to September 30, 2019 was primarily due to the \$0.1 million increase of accrued carried interest generated on the opportunistic investment during the nine months ended September 30, 2019. The carried interest entitles the General Partner to receive a portion of the profits generated by the investments.

During the nine months ended September 30, 2019 the Investment Partnership did not make any distributions to AAA or to its general partner. During the nine months ended September 30, 2018, the Investment Partnership distributed 22,507,327 Athene shares to AAA and 3,517,873 Athene shares to its general partner. These distributions of Athene shares represent non-cash financing activities.

#### 5. RELATIONSHIP WITH APOLLO AND RELATED PARTY TRANSACTIONS

Subject to the supervision of the board of directors of the Managing Investment Partner and the board of directors of the Managing General Partner, Apollo, pursuant to the Services Agreement with Apollo Alternative Assets, is responsible for selecting, evaluating, structuring, performing due diligence, negotiating, executing,

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monitoring and exiting the investments and for managing the uninvested cash of the Investment Partnership. These investment activities are carried out by Apollo's investment professionals and Apollo's investment committee pursuant to the services agreement. Apollo and its affiliates receive management, sub-advisory, monitoring and other fees from Athene related to services provided to Athene. Apollo, and/or its affiliates, also receives directly from portfolio companies in which the Investment Partnership may have direct or indirect investments, transaction, management, and other fees related to services provided in connection with acquisitions of such portfolio companies and ongoing management services rendered to such portfolio companies.

**Commitment**—The Investment Partnership had no commitments as of September 30, 2019.

**Services Agreement and Management Fee**—Under the Services Agreement, Apollo Alternative Assets is responsible for the day-to-day operations of the services recipients and is subject at all times to the supervision of their respective governing bodies, including the board of directors of the Managing Investment Partner and the board of directors of the Managing General Partner. Apollo Alternative Assets received a management fee from the service recipients for providing these services.

In connection with each of the consummation of the Transaction on October 31, 2012, and the consummation of the Athene Private Placement on April 4, 2014, the Services Agreement was amended. Prior to the consummation of the Athene Private Placement, as described below, management fees were paid pursuant to the Services Derivative. In connection with the Athene Private Placement, as described below, the Services Derivative was settled on April 29, 2014 by delivery to Apollo of common shares of Athene Holding, and as a result, such derivative was terminated. Following settlement of the Services Derivative, management fees payable to Apollo pursuant to the Services Agreement, as amended, were paid on a quarterly basis in arrears by delivery to Apollo of common shares of Athene Holding (unless such payment in shares would violate Section 16(b) of the U.S. Securities Exchange Act of 1934, as amended). Under the original services agreement, AAA, the Investment Partnership and the other service recipients jointly and severally agreed to pay Apollo Alternative Assets a quarterly management fee, payable in arrears, in an aggregate amount equal to one-fourth of (i) all Adjusted Assets (as defined in the service agreement) up to and including \$3.0 billion multiplied by 1.25% plus (ii) all Adjusted Assets in excess of \$3.0 billion multiplied by 1.0%. Pursuant to the amendments there were no management fees paid by the Investment Partnership with respect to the Excluded Athene Shares. The Investment Partnership agreed to continue to pay Apollo Alternative Assets the same management fee on the Investment Partnership's investment in Athene (other than with respect to the Excluded Athene Shares), except that Apollo Alternative Assets agreed that the Investment Partnership's obligation to pay the existing management fee terminated on December 31, 2014 (although services will continue through December 31, 2020).

The Investment Partnership's General Partner, is generally entitled to a carried interest that allocates to it 20% of the realized returns (net of related expenses including borrowing costs) on the investments of AAA Investments. The Investment Partnership's General Partner will not be entitled to receive any carried interest with respect to the Excluded Athene Shares. As of September 30, 2019 and December 31, 2018, 273,919 of the Investment Partnership's Athene shares with a total cost basis of \$2.9 million were subject to a carried interest allocation to its General Partner. The Investment Partnership's General Partner may elect to receive payment of carried interest in cash or in common shares of Athene Holding (valued at the then fair market value); and if the General Partner elects to receive payment of such carry in cash, then common shares of Athene Holding shall be distributed to the General Partner and immediately sold by the General Partner to pay for such carry in cash.

For the three months ended September 30, 2019 and 2018 the Investment Partnership's management fees were \$2.5 million and \$2.5 million, respectively. There were no management fees payable as of September 30, 2019 and December 31, 2018 as the Investment Partnership has a prepaid management fee covering services through 2020.

# Consolidated Financial Statements of AAA Investments, L.P.

The Services Agreement contains certain provisions requiring the Investment Partnership to indemnify Apollo and its affiliates with respect to all claims, liabilities, losses, costs, expenses or damages arising from the services agreement or the services provided by Apollo Alternative Assets, except to the extent that such claims, liabilities, losses, costs, expenses or damages are finally determined by a court of competent jurisdiction to have resulted from the indemnified person's willful misconduct or gross negligence. The Investment Partnership has historically not incurred any liabilities as a result of these guarantees and does not expect to in the future. Accordingly, no liability has been recorded in the accompanying consolidated financial statements.

**Carried Interests and Investments**—For the three months ended September 30, 2019 and 2018 the General Partner had a reversal of carried interest on the opportunistic investments of \$(0.1) million and \$(0.4) million, respectively, and for the nine months ended September 30, 2019 and 2018, the General Partner had an allocation (reversal) of carried interest on opportunistic investments of \$0.1 million and \$(6.5) million, respectively. During the nine months ended September 30, 2019 the Investment Partnership did not make any distributions to the General Partner. During the nine months ended September 30, 2018, the Investment Partnership distributed 3,517,873 Athene shares valued at \$170.5 million to the General Partner in connection with the Partnership's distribution of 22,507,327 Athene shares to AAA unitholders as part of the 15-Month Unlock Distribution

**Asset Management**—On June 10, 2019, Athene's shareholders approved the revisions of pre-existing fee arrangements and Athene and Apollo entered into the Seventh Amended and Restated Fee Agreement (the "fee agreement"). The fee agreement has retroactive effect to the month beginning January 1, 2019. The fee agreement amends the pre-existing agreement and provides for sub-allocation fees which vary based on portfolio allocation differentiation, as described below.

(1) a base management fee equal to the sum of (i) 0.225% per annum of the lesser of (A) the aggregate market value of substantially all of the assets in substantially all of the investment accounts of or relating to Athene (collectively, the "Accounts") on December 31, 2018 (the "Backbook Value") and (B) the aggregate market value of substantially all of the assets in the Accounts at the end of the respective month, plus (ii) 0.15% per annum of the amount, if any (the "Incremental Value"), by which the aggregate market value of substantially all of the assets in the Accounts at the end of the respective month exceeds the Backbook Value; plus

(2) with respect to each asset in an Account, subject to certain exceptions, that is managed by Apollo and that belongs to a specified asset class tier ("core," "core plus," "yield," and "high alpha"), a sub-allocation fee as follows, which will, in the case of assets acquired after January 1, 2019, be subject to a cap of 10% of the applicable asset's gross book yield:

- (i) 0.065% of the market value of "core assets," which include public investment grade corporate bonds, municipal securities, and agency residential mortgage backed securities ("RMBS");
- (ii) 0.13% of the market value of "core plus assets," which include private investment grade corporate bonds, first lien commercial mortgage loans ("CML"), and long-term fixed rate mortgages;
- (iii) 0.375% of the market value of "yield assets," which include non-agency RMBS, investment grade CLOs, commercial mortgage backed securities and other asset-backed securities (other than RMBS), emerging market investments, below investment grade corporate bonds, residential mortgage loans, triple net leases, bank loans, investment grade infrastructure debt, and lower yielding floating rate mortgages;
- (iv) 0.70% of the market value of "high alpha assets," which include mezzanine CMLs, below investment grade CLOs, preferred equity, assets originated by MidCap, higher yielding mortgages and below investment grade infrastructure debt; and
- (v) 0.00% of the market value of cash, treasuries, equities and alternatives.

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The base management fee covers a range of investment services that Athene receives from Apollo, including investment management, asset allocation, mergers and acquisition asset diligence and certain operational support services such as investment compliance, tax, legal and risk management support, among others. Additionally, the Proposed Amended Fee Agreement provides for a possible payment by Apollo to Athene, or a possible payment by Athene to AAM, equal to 0.025% of the Incremental Value as of the end of each year, beginning on December 31, 2019, depending upon the percentage of Athene's investments that consist of core assets and core plus assets. In furtherance of yield support for Athene, if more than 60% of Athene's invested assets which are subject to the sub-allocation fees are invested in core and core plus assets, Athene will receive a 0.025% fee reduction on the Incremental Value. As an incentive for differentiated asset management, if less than 50% of Athene's invested assets which are subject to the sub-allocation fee are invested in core and core plus assets, thereby reflecting a higher allocation toward assets with the highest alpha-generating abilities, Athene will pay an additional fee of 0.025% on Incremental Value.

Another subsidiary of Apollo provides investment advisory services to Athene's German group companies. Such German group companies are currently subsidiaries of Athora, a strategic platform established to acquire or reinsure blocks of insurance business in the German and broader European life insurance market.

Apollo and its subsidiaries incur all expenses associated with their provision of services to Athene, including but not limited to, asset allocation services, direct asset management services, asset and liability matching management, mergers and acquisitions asset diligence, hedging and other services. For the nine months ended September 30, 2019 and 2018, Apollo and its subsidiaries had earned revenues in the aggregate totaling \$503.1 million and \$381.4 million, respectively, consisting of management fees, sub-advisory fees, monitoring fees, net carried interest income, and changes in the market value of the Athene shares owned directly by Apollo from Athene.

Athene entered into shared services and cost sharing agreements (the "Agreements") with Athene Asset Management, L.P. ("Athene Asset Management") effective on or after January 1, 2012. The services to be provided under the Agreements include the following, among others, (i) for each U.S. subsidiary of Athene, executive management, corporate development, marketing communications, human resources, legal, corporate governance, and liability hedging and investment accounting and (ii) for Athene and each non-U.S. subsidiary, investment advice in connection with stock acquisition activities, shareholder activities related to capital raising and reporting and non-investment services related to stock acquisitions. Pursuant to the Agreements, the services to be provided by Athene Asset Management are provided at cost, with such cost determined based on (i) the compensation, benefits, employment taxes and other expenses paid by Athene Asset Management with respect to each Athene Asset Management employee or consultant who is spending time on certain services provided to the applicable subsidiary of Athene and (ii) each such employee's or consultant's time spent on such services, as reasonably estimated by each such employee or consultant on at least a monthly basis based on the percentage of time spent on such services for each subsidiary of Athene.

***Due from Affiliates***—Included in due from affiliates at September 30, 2019 and December 31, 2018 was \$5.1 million and \$4.1 million, respectively, which represents a receivable from AAA for expense reimbursements.

***Due to Affiliates***—Due to affiliates at September 30, 2019 and December 31, 2018 consisted of \$0.0 million and \$0.1 million, respectively, payable to Apollo Alternative Assets or affiliates for management fees, investment-related expenses and other general and administrative expenses.

***Personal Interests of Directors***—Certain directors of the Managing General Partner and the Managing Investment Partner were AAA unitholders. At September 30, 2019 and December 31, 2018, those directors owned approximately 0.5 million and 0.5 million Units of AAA, respectively. As of September 30, 2019 and December 31, 2018, Apollo provided employee loans of approximately \$15.0 million and \$15.0 million, respectively, to certain directors who have a direct investment in Athene Holding.

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**AMH Credit Agreement**—In order to meet future operating cash needs, on April 30, 2015 the Investment Partnership entered into a revolving credit agreement (the "AMH Credit Agreement") with Apollo Management Holdings, L.P. ("AMH"), an indirect subsidiary of Apollo Global Management, LLC. Under the terms of the Agreement, AMH shall make available to the Investment Partnership one or more advances at the Investment Partnership's discretion in the aggregate amount not to exceed a balance of \$10.0 million at an applicable rate of LIBOR + 1.5% and subject to an annual commitment fee of 0.125% on the unused portion of the loan. The Investment Partnership shall pay the aggregate borrowings plus accrued interest at the earlier of (a) the third anniversary of the closing date, or (b) the date that is fifteen months following the initial public offering of shares of Athene Holding Ltd (the "Maturity Date"). On January 30, 2019 the Investment Partnership and AMH agreed to extend the Maturity Date of the AMH Credit Agreement to December 31, 2020.

As of September 30, 2019 and December 31, 2018, the Investment Partnership had \$8.5 million and \$6.7 million outstanding, respectively, under the AMH Credit Agreement.

## 6. FINANCIAL HIGHLIGHTS

Financial highlights for the Investment Partnership were as follows:

	For the Nine Months Ended September 30, 2019 (unaudited)	For the Nine Months Ended September 30, 2018 (unaudited)
<b>Total return*</b>	(7.11)%	(16.68)%
<b>Ratios to average net assets*:</b>		
<b>Operating expenses</b>	16.21 %	1.09 %
<b>Incentive allocation</b>	0.44 %	(1.66)%
<b>Total operating expenses and incentive allocations</b>	<u>16.65 %</u>	<u>(0.57)%</u>
<b>Net investment loss</b>	(16.21)%	(1.09)%

\* These financial highlights have been calculated using a methodology in accordance with U.S. GAAP. Ratios to average net assets are calculated on a weighted average basis. The total return calculation assumes all unitholder distributions during the period are reinvested and the calculation is not annualized.

The Investment Partnership's turnover ratios were 0% for the three and nine months ended September 30, 2019 and 2018, respectively.

## 7. COMMITMENTS AND CONTINGENCIES

The Investment Partnership may, from time to time, be party to various legal actions arising in the ordinary course of business including claims and litigations, reviews, investigations or proceedings by governmental and self-regulatory agencies regarding their respective businesses. It is the opinion of the Managing General Partner and Managing Investment Partner, after consultation with counsel, that there are presently no existing matters that would result in a material adverse effect on the financial condition of the Investment Partnership.