



# **Code of Conduct and Ethics Policy**



**AMERICAN EQUITY INVESTMENT LIFE HOLDING COMPANY**

**CODE OF BUSINESS CONDUCT AND ETHICS**

**American Equity has basic values, or principles, which guide all business activities. Employees and agents are urged to aspire to incorporate these basic values into all their activities. They are:**

**Quality Service – We strive to serve every stakeholder with our very best.**  
**Fairness – In everything we do we are equitable and impartial, treating no one person better than another.**  
**Honesty – We are truthful and have integrity in all our interactions.**  
**Respect – We treat others the way we want to be treated.**  
**Stewardship – We use every resource we have as if it were an investment.**  
**Cooperation – We diligently work together so that the whole team is greater than the sum of its parts.**

**The six values guide us in our interactions and how we do business. They are not intended to be the final word, nor are they exclusive of other principles or values that an individual might hold. They are guides designed to help us in an ever changing, dynamic industry.**

**This Code of Business Conduct and Ethics is an overview of how we expect our employees and agents to conduct business on our behalf. It provides each of us a tool designed to help us determine the right choices when presented with an ethical problem. You should read and become familiar with this Code of Business Conduct and Ethics and utilize it as part of our collective ongoing commitment to doing the right thing.**

**Remember, individual commitment to excellence and achievement is a non-negotiable standard. By committing to meet challenges and achieve excellence, we will better serve our customers. Thank you for your hard work and on-going support of American Equity.**

**We're the One!  
People, Service, Future**

**John Matovina  
Chief Executive Officer**

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## **PUTTING THE CODE OF BUSINESS CONDUCT AND ETHICS TO WORK**

### **About the Code of Business Conduct and Ethics**

This policy applies to American Equity Investment Life Holding Company and its subsidiaries (collectively "Company", "we", "our", "us") and its and their employees.

We at the Company are committed to the highest standards of business conduct in our relationships with each other and with our customers, agents, national marketing organizations, suppliers, shareholders and others. This requires that we conduct our business in accordance with all applicable laws and regulations and in accordance with the highest standards of business conduct. The Company's Code of Business Conduct and Ethics helps each of us in this endeavor by providing a statement of the fundamental principles and key policies and procedures that govern the conduct of our business.

Our business depends on the reputation of all of us for integrity and principled business conduct. Thus, in many instances, the policies referenced in this Code go beyond the requirements of the law.

The Code is a statement of policies for individual and business conduct and does not, in any way, constitute an employment contract or an assurance of continued employment. Employees of the Company are employed at-will, except when covered by an express, written employment agreement. This means that you may choose to resign your employment at any time, for any reason or for no reason at all. Similarly, the Company may choose to terminate your employment at any time, for any legal reason or for no reason at all, but not for an unlawful reason.

### **Meeting Our Shared Obligations**

Each of us is responsible for knowing and understanding the policies and guidelines contained in the following pages. If you have questions, ask them; if you have ethical concerns, raise them. The Chief Compliance Officer and the Company's General Counsel are responsible for overseeing and monitoring compliance with this Code, and the other resources set forth in this Code, are available to answer your questions and provide guidance and for you to report any suspected misconduct. For reference, the Board members are listed on the public website. Our conduct should reflect the Company's values, demonstrate ethical leadership, and promote a work environment that upholds the Company's reputation for integrity, ethical conduct and trust.

## **RESPONSIBILITY TO OUR ORGANIZATION**

Company employees, officers and directors are expected to dedicate their best efforts to advancing the best interest of the company, and to make decisions that affect the Company based on the Company's best interests, independent of outside influences.

### **Conflicts of Interest**

A conflict of interest occurs when your private interests interfere, or even appear to interfere, with the interests of the Company. A conflict situation can arise when you take actions or have interests that make it difficult for you to perform your Company work objectively and effectively. Your obligation to conduct the Company's business in an honest and ethical manner includes the ethical handling of actual, apparent and potential conflicts of interest between personal and business relationships. This includes full disclosure of any actual, apparent or potential conflicts of interest as set forth below.

Special rules apply to executive officers and directors who engage in conduct that creates an actual, apparent or potential conflict of interest. Executive officers and directors shall annually or more often as needed, disclose in writing to the Chief Compliance Officer and General Counsel all facts and circumstances concerning any violation of this Code, including any actual, apparent or potential conflicts of interest between personal and business relationships.

Although we cannot list every conceivable conflict, what follows are some common examples of actual, apparent and potential conflicts of interest, and to whom employees (other than executive officers, who are discussed in the paragraph above) should make disclosures. If you are involved in a conflict situation that is not described below, you should discuss your particular situation with your supervisor or the General Counsel.

### ***Improper Personal Benefits from the Company***

Conflicts of interest arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. You may not accept any benefits from the Company that have not been duly authorized and approved pursuant to Company policies and procedures, including any Company loans or guarantees of your personal obligations. The Company will not make any personal loans to nor guarantee the personal obligations of directors, executive officers or employees.

### ***Financial Interests in Other Businesses***

You may not own an interest in a company that competes with the Company. You may not own an interest in a company that does business with the Company (such as a Company customer or supplier) without the prior written approval of the Chief Compliance Officer and General Counsel. However, it is not typically considered a conflict of interest (and therefore, prior approval is not required) to have an interest of less than 2% of the outstanding shares of a publicly traded company.

### ***Business Arrangements with the Company***

Without prior written approval from the Chief Compliance Officer and General Counsel, you may not participate in a joint venture, partnership or other business arrangement with the Company.

### ***Outside Employment or Activities with a Competitor***

Simultaneous employment with or serving as a director of a competitor of the Company is strictly prohibited, as is any activity that is intended to or that you should reasonably expect to advance a competitor's interests. You may not market products or services in competition with the Company's current or potential business activities. It is your responsibility to consult with the Chief Compliance Officer and General Counsel to determine whether a planned activity will compete with any of the Company's business activities before you pursue the activity in question.

### ***Outside Employment with a Customer or Supplier***

Without prior written approval from the Chief Compliance Officer and General Counsel, you may not be employed by, serve as a director of or represent a customer of the Company. Similarly, without prior written approval from the Chief Compliance Officer and General Counsel, you may not be a supplier or be employed by, serve as a director of or represent a supplier to the Company. Nor may you accept money or benefits of any kind as compensation or payment for any advice or services that you may provide to a client, supplier or anyone else in connection with its business with the Company.

### ***Family Members Employed by the Company or Working in the Industry***

You may find yourself in a situation where your spouse or significant other, your children, parents, or in-laws, or someone else with whom you have a close familial relationship is an employee of the Company or a competitor, supplier, or customer of the Company or is employed by one. Such situations are not prohibited, but they call for extra sensitivity to security, confidentiality and conflicts of interest.

There are several factors to consider in assessing such a situation. Among them: the relationship between the Company and the other company; the nature of your responsibilities within the Company and those of the other person; and the access each of you has to company confidential information. Such a situation, however harmless it may appear to you, could arouse suspicions among your associates that might affect your working relationships. The very appearance of a conflict of interest can create problems, regardless of the propriety of your behavior.

To remove any such doubts or suspicions, you must disclose your specific situation to the Chief Compliance Officer (CCO) or General Counsel (GC) to assess the nature and extent of any concern and how it can be resolved. In some instances, any risk to the Company's interests is sufficiently remote, and the

CCO or GC may only remind you to guard against inadvertently disclosing Company confidential information and not to be involved in decisions on behalf of the Company that involve the other company.

### ***Interaction with Government Officials, Employees or Entities***

You should not directly or indirectly offer, make or solicit inappropriate payments or contributions to try to influence any government entity or official to take action, fail to take action, or give an advantage over another person or business. This includes state and federal officials, political parties, party officials, candidates, legislators or regulators. If you anticipate doing business with any government-related entity or person, it is your responsibility to learn and know the applicable law. If you have questions, you should contact the General Counsel.

### **Corporate Opportunities**

Employees and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. If you learn of a business or investment opportunity through the use of corporate property or information or your position at the Company, such as from a competitor or actual or potential customer, supplier or business associate of the Company, you may not participate in the opportunity or make the investment without the prior written approval of the Chief Compliance Officer or General Counsel. Directors must obtain the prior approval of the Board of Directors. Such an opportunity should be considered an investment opportunity for the Company in the first instance. You may not use corporate property or information or your position at the Company for improper personal gain, and you may not compete with the Company.

### **Protection and Proper Use of Company Assets**

We each have a duty to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. We should take measures to prevent damage to and theft or misuse of Company property. When you leave the Company, all Company property must be returned to the Company. Except as specifically authorized, Company assets, including Company time, equipment, materials, resources and proprietary information, must be used for business purposes only.

### **Detection and Prevention of Fraudulent Activities**

Every employee has an obligation to act to detect, deter and prevent fraud. If you discover facts that may indicate fraudulent activity, you must report the discovery immediately. For example, if you discover a document that appears to be a fake, you should report it immediately. For more information on detecting, preventing and reporting suspected fraudulent activity, please contact the compliance or resolution department.

### **Company Books and Records**

It is Company policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in all other public communications made by the Company.

You must complete all Company documents accurately, truthfully, and in a timely manner, including all travel and expense reports. When applicable, documents must be properly authorized. You must record the Company's financial activities in compliance with all applicable laws and accounting practices. The making of false or misleading entries, records or documentation is strictly prohibited. You must never create a false or misleading report or make a payment or establish an account on behalf of the Company with the understanding that any part of the payment or account is to be used for a purpose other than as described by the supporting documents.

## **Information Retention**

In the course of its business, the Company produces and receives large numbers of records. Numerous laws require the retention of certain Company records for various periods of time. The Company is committed to compliance with all applicable laws and regulations relating to the preservation of records. Please see our Retention Policy for more complete information.

The Company's policy is to identify, maintain, safeguard and destroy or retain all records in the Company's possession on a systematic and regular basis. Under no circumstances are Company records to be maintained outside Company premises or designated storage facilities, except in those instances where Company records may be temporarily brought home by employees working from home in accordance with approvals from their supervisors or applicable policies about working from home or other remote locations.

If you learn of a subpoena or a pending or contemplated litigation or government investigation, you should immediately contact the Legal Department. You must retain and preserve ALL records that may be responsive to the subpoena or relevant to the litigation or that may pertain to the investigation until you are advised by the Legal Department as to how to proceed. You must also affirmatively preserve from destruction all relevant records that without intervention would automatically be destroyed or erased (such as emails and voicemail messages). Destruction of such records, even if inadvertent, could seriously prejudice the Company. If you have any questions regarding whether a particular record pertains to a pending or contemplated investigation or litigation, may be responsive to a subpoena or regarding how to preserve particular types of records, you should preserve the records in question and ask the Legal Department for advice.

## **Confidential Information**

All employees may learn, to a greater or lesser degree, facts about the Company's business, plans, operations or "secrets of success" that are not known to the general public or to competitors. Sensitive information such as customer data, system details or descriptions, application source code, the terms offered or prices charged to particular customers, marketing or strategic plans, product specifications and production techniques are examples of the Company's confidential information or trade secrets. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. During the course of performing your responsibilities, you may obtain confidential information concerning possible transactions with other companies or receive confidential information concerning other companies, such as our customers, which the Company may be under an obligation to maintain as confidential. For more information on consumer privacy please refer to our Privacy Policy.

You must maintain the confidentiality of information entrusted to you by the Company or its customers, except when disclosure is authorized or legally mandated. Employees who possess or have access to confidential information or trade secrets must:

- Not use the information for your own benefit or the benefit of persons inside or outside of the Company.
- Carefully guard against disclosure of that information to people outside the Company. For example, you should not discuss such matters with family members or business or social acquaintances or in places where the information may be overheard, such as taxis, public transportation, elevators or restaurants.
- Not disclose confidential information to another Company employee unless the employee needs the information to carry out business responsibilities.
- Comply with the various controls surrounding the non-disclosure and security of confidential customer and Company data outlined within the Company's Information Security Policy.

Your obligation to treat information as confidential does not end when you leave the Company. Upon the termination of your employment, you must return everything that belongs to the Company, including all documents and other materials containing Company and customer confidential information. You must

not disclose confidential information to a new employer or to others after ceasing to be a Company employee.

You may not disclose your previous employer's confidential information to the Company. Of course, you may use general skills and knowledge acquired during your previous employment.

## **Corporate Espionage**

You may not engage in corporate espionage or acquire information about other companies through improper or illegal methods. You have a responsibility not to steal or misuse the intellectual property of any supplier, customer, business partner or competitor.

It is acceptable to acquire information about competitors through proper methods or sources. This includes information that is published, is in the public domain, or is legally received from the owner or an authorized party. If you are offered proprietary information about another company, its products or its services and you feel that such information is not being offered legally or ethically, contact our General Counsel for advice and guidance.

## **Insider Trading**

You are prohibited by law, and by Company policy, from buying or selling securities of the Company at a time when in possession of "material non-public information." (There is, however, an exception for trades made pursuant to a pre-existing trading plan, discussed below.) This conduct is known as "insider trading." Passing such information on to someone who may buy or sell securities – known as "tipping" – is also illegal. This prohibition applies to Company securities and to securities of other companies if you learn material nonpublic information about other companies - such as the Company's customers - in the course of your duties for the Company.

Information is "material" if (a) there is a substantial likelihood that a reasonable investor would find the information "important" in determining whether to trade in a security; or (b) the information, if made public, likely would affect the market price of a Company's securities. Examples of types of material information include unannounced dividends, earnings, financial results, new or lost contracts or products, sales results, important personnel changes, business plans, possible mergers, acquisitions, divestitures or joint ventures, important litigation developments, and important regulatory, judicial or legislative actions. Information may be material even if it relates to future, speculative or contingent events and even if it is significant only when considered in combination with publicly available information.

Information is considered to be non-public unless it has been adequately disclosed to the public, which means that the information must be publicly disclosed, and adequate time must have passed for the securities markets to digest the information. Examples of adequate disclosure include public filings with securities regulatory authorities and the issuance of press releases, and may also include meetings with members of the press and the public. A delay of two business days is generally considered a sufficient period for routine information to be absorbed by the market. Nevertheless, a longer period of delay might be considered appropriate in more complex disclosures.

Do not disclose material nonpublic information to anyone, including co-workers, unless the person receiving the information has a legitimate need to know the information for purposes of carrying out Company business. If you leave the Company, you must maintain the confidentiality of such information until it has been adequately disclosed to the public by the Company. If there is any question as to whether information regarding the Company or another Company with which we have dealings is material or has been adequately disclosed to the public, contact the General Counsel.

Notwithstanding the prohibition against insider trading, the law and Company policy permit Company employees, directors and officers to trade in Company securities regardless of their awareness of material nonpublic information if the transaction is made pursuant to a pre-arranged trading plan that was established in compliance with applicable law and was entered into when the person was not in possession of material nonpublic information. A person who wishes to enter into a trading plan must

submit the plan to the General Counsel for approval prior to the adoption or modification.

## **Computer and Communication Resources**

The Company's computer and communication resources, including computers, voicemail and e-mail, provide substantial benefits, but they also present significant security and liability risks to you and the Company. It is extremely important that you take all necessary measures to secure your computer and any computer or voicemail passwords. All sensitive, confidential or restricted electronic information must be password protected, and, if sent across the Internet, must be protected by Company-approved encryption software. If you have any reason to believe that your password or the security of a Company computer or communication resource has in any manner been compromised, you must change your password immediately and report the incident to the Information Security Officer.

When you are using Company resources to send e-mail, voicemail or access Internet services, you are acting as a representative of the Company. Any improper use of these resources may reflect poorly on the Company, damage its reputation, and expose you and the Company to legal liability.

All of the computing resources used to provide computing and network connections throughout the organization are the property of the Company and are intended for use by Company employees to conduct the Company's business. All e-mail, voicemail and personal files stored on Company computers are Company property. You should therefore have no expectation of personal privacy in connection with these resources. The Company may, from time to time and at its sole discretion, review any files stored or transmitted on its computer and communication resources, including e-mail messages, for compliance with Company policy. Incidental and occasional personal use of electronic mail and telephones is permitted, but such use should be minimized and the length of the messages should be kept as short as possible, as these messages cost the Company both monetarily and in non-productive time. Personal messages on the Company's e-mail and voicemail systems are Company property.

You should not use Company resources in a way that may be unlawful, disruptive or offensive to others. At all times when sending e-mail or transmitting any other message or file, you should not transmit comments, language, images or other files that you would be embarrassed to have read by any person. Remember that your "private" e-mail messages are easily forwarded to a wide audience. In addition, do not use these resources in a wasteful manner. Unnecessarily transmitting messages and other files wastes not only computer resources, but also the time and effort of each employee having to sort and read through his or her own e-mail.

Use of computer and communication resources must be consistent with all other Company policies, including those relating to harassment, privacy, copyright, trademark, trade secret and other intellectual property considerations.

*NOTE: If you are an hourly employee who accesses email outside of work hours, please note that you must track this and report it on your timecard.*

## **Responding to Inquiries from the Press and Others**

The Company strives to anticipate and manage crisis situations in order to reduce disruption to our employees and business practices and to maintain the Company's reputation of providing exceptional customer service. Only those persons designated by the General Counsel will respond to the media and any other press or news inquiries. Requests for information from regulators or the government should be referred to the Chief Compliance Officer or General Counsel.

## **INVESTMENTS**

All Investment Department employees of the Company must also subscribe to the [CFA Institute Code of Ethics and Standards of Professional Conduct](#) (click to review), in addition to all Company policies and procedures. Further, the following specific items apply:

- At all times, the interest of the Company has precedence over its employees' personal interests. This applies particularly in the case of purchases and sales of stocks and other securities that are owned, purchased or sold. When a conflict arises between personal interests and the Company's interest, the employee must report the conflict, potential or actual, to the Chief Compliance Officer.
- Investment Department employees shall not misuse material nonpublic information.
- All officers, directors and employees will not trade any reportable security on the same day prior to a Company account.
- Employees will not accept gifts or compensation of any sort for services from outside sources without the *prior* approval of the Chief Compliance Officer.

## **Prohibited Acts**

- soliciting or recommending purchases, sales or reinvestments in securities not in accordance with the Company's accounts investment objectives and guidelines; and
- owning, operating, managing or otherwise engaging in, or being employed by, any outside business activity on either a full-time or part-time basis without the *prior* written approval of the Chief Compliance Officer.

## **FAIR DEALING**

The Company depends on its reputation for quality, service and integrity. The way we deal with our customers, competitors and suppliers molds our reputation, builds long-term trust and ultimately determines our success. You should endeavor to deal fairly with the Company's customers, agents, national marketing organizations, suppliers, competitors and employees. We must never take unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing or practice.

## **Disparaging Comments about Competitors**

No one should ever make false, misleading or disparaging remarks about individuals or organizations or their products and services. Do not disparage our competitors or their products, service or employees. We should sell our products and services on their merits. If you make comparisons between our products and services and those of a competitor, they should be relevant, accurate, factual and up-to-date.

## **Non-Discrimination and Workplace Harassment**

We are committed to providing a fair, safe and harassment-free workplace. We are dedicated to non-discrimination and equal employment opportunities regardless of an individual's race, gender, gender identity, age, disability, religion, national origin, military participation status, and sexual orientation or family status. Specifics are set out in detail in our Employee Handbook.

Harassment of any individual or groups of individuals by any other person or groups of persons, based on any of the traits or categories listed above is unacceptable and damages the integrity of the Company. Any employee who believes that she/he has been treated unfairly, or has been discriminated against for any reason, should notify Personnel of the behavior or activity immediately. The Company will take all necessary and reasonable measures to protect the reporting individual from retaliation.

All reported actions will be fully documented and investigated in a timely manner. Conduct that results in discrimination against other employees is illegal and unethical and appropriate action will be taken,

which could include termination. Confidentiality on all complaints and investigations will be maintained. If an employee wishes, actions may also be reported through the process described in the Reporting Violations section of this document. Please see the Employee Handbook for more information.

## **Background Checks and Compliance with the Federal Violent Crimes Act**

The Company will conduct background checks of its employees and agents. At a minimum, these background checks will be carried out to ensure compliance with the Federal Violent Crimes Act of 1994 (18 U.S.C. Section 1033) and similar state laws which prohibit individuals who have been convicted of a felony involving moral turpitude or breach of faith from working in the insurance industry, unless that individual has received a waiver from the appropriate authority.

Background checks will be performed prior to the hiring of an employee, as well as periodically thereafter, or the contracting of an agent. Additionally, on a regular basis, notice will be given to employees and agents reminding them of the requirements of the law. As required by law and company practice, employees and agents will be asked to certify their continued compliance with the law and that they are still able to work in the insurance industry.

## **IMPLEMENTATION OF THE CODE**

### **Responsibilities**

While each of us is individually responsible for putting the Code to work, we need not go it alone. The Company has a number of resources, people and processes in place to answer our questions and guide us through difficult decisions. Copies of this Code are available from Personnel.

#### ***Seeking Guidance***

This Code cannot provide definitive answers to all questions. If you have questions regarding any of the policies discussed in this Code or if you are in doubt about the best course of action in a particular situation, you should seek guidance from your supervisor, the Chief Compliance Officer, General Counsel or the other resources identified in this Code.

#### ***Ethics Training***

*Home Office Employees* - The Company will provide training to all employees. Training will be conducted for all new employees as part of new employee orientation. Training for existing employees will be provided in a manner as deemed necessary and appropriate, including but not limited to, classroom training, on-line training and on-going communications and notices. Training shall cover information relative to the Code of Business Conduct and Ethics. Topics may include, but are not limited to, ethical decision making, reporting of unethical behavior, fair practices, and harassment and non-discrimination in the work place. This training may be held in conjunction with or as part of other Company training, such as training regarding anti-fraud and anti-money laundering.

The Company shall maintain a record of the training provided, including, if necessary and appropriate, who attended and when. Additionally, employees will be asked on an annual basis to certify that they have reviewed and understand this Code of Business Conduct and Ethics.

*Agents* - The Company will provide training to agents. Training will be conducted in a method, manner and timing as determined necessary by the Company. Training shall cover information relative to the Code of Business Conduct and Ethics. Training may be held in conjunction with or as part of other Company training. The Company shall maintain a record of the training provided, including, if necessary and appropriate, who attended and when.

#### ***Reporting Violations***

All employees are obligated to report suspected wrongdoing, including unethical behavior, conflicts of interest, fraud, illegal activities or any other concern that he/she feels is in violation with the content or spirit of this Code of Business Conduct and Ethics. You may make such a report in various ways. First,

and usually the best, is to report the incident to your supervisor. You may also report the incident to the Chief Compliance Officer or General Counsel. If you are uncomfortable with that process or feel that your previous concerns have not been addressed, you may contact the Compliance Department and leave a detailed message via our reporting hotline at 877-633-6436. The hotline may be used anonymously so your identity is protected. No individual who makes a report in good faith will be subject to discipline or retaliation for making a report. You cannot be fired, demoted, reprimanded or be adversely affected in any manner as the result of bringing an issue to the Company's attention. Other reporting mechanisms, as deemed appropriate, may be added and this document updated accordingly.

### ***Reports Regarding Accounting Matters***

The Company is committed to compliance with applicable securities laws, rules, and regulations, accounting standards and internal accounting controls. You are expected to report any complaints or concerns regarding accounting, internal accounting controls and auditing matters ("Accounting Matters") promptly. Reports may be made to the Chairman of the Audit Committee (the "Audit Committee") of the Board of Directors in person, by telephone or in writing. Reports may be made anonymously in writing to the Chairman of the Audit Committee by inter-office or regular mail. All reports will be treated confidentially to the extent reasonably possible. No one will be subject to retaliation because of a good faith report of a complaint or concern regarding accounting matters.

### ***Investigations of Suspected Violations***

All reported violations will be promptly investigated and treated confidentially to the extent reasonably possible. It is imperative that persons reporting an alleged violation not conduct their own preliminary investigations. Investigations of alleged violations may involve complex legal issues, and acting on your own may compromise the integrity of an investigation and adversely affect both you and the Company.

### ***Discipline for Violations***

The Company intends to use every reasonable effort to prevent the occurrence of conduct not in compliance with its Code, and to halt any such conduct that may occur as soon as reasonably possible after its discovery. Subject to applicable law and agreements, Company personnel who violate this Code and other Company policies and procedures may be subject to disciplinary action, up to and including termination.

### ***Waivers of the Code***

The Company will waive application of the policies set forth in this Code only where circumstances warrant granting a waiver. Waivers of the Code for directors and executive officers may be made only by the Chief Compliance Officer and General Counsel and must be promptly disclosed as required by law or regulation.

### ***No Rights Created***

This Code is a statement of the fundamental principles and key policies and procedures that govern the conduct of the Company's business. American Equity fully respects the legal rights of our employees in every location in which we operate, including their rights under the National Labor Relations Act. This Code is not intended to and does not create any obligations or rights to any employee, director, client, supplier, competitor, shareholder or any other person or entity.

### ***Remember***

Ultimate responsibility to ensure that we as a Company comply with the many laws, regulations and ethical standards affecting our business rests with each of us. You must become familiar with and conduct yourself strictly in compliance with those laws, regulations and standards and the Company's policies and guidelines pertaining to them.