

**IMPORTANT: This letter requires your immediate attention. If you have any questions about the content of this letter, you should seek independent professional advice.**

**ACMBernstein — India Growth Fund**  
*Société d'Investissement à capital variable*  
18, rue Eugène Ruppert  
L-2453 Luxembourg  
R.C.S. Luxembourg B 45 529

1 September 2009

**Notice to Shareholders of  
ACMBernstein — India Growth Fund (the "Fund")**

Dear Valued Shareholder,

As part of our continuing efforts to improve shareholder value and reduce expenses of the Fund, we are pleased to inform you of our decision to propose to the extraordinary general meeting of shareholders of the Fund the merger of the Fund into ACMBernstein SICAV— India Growth Portfolio ("India Growth Portfolio"), a newly created portfolio of ACMBernstein SICAV, a Luxembourg investment fund managed by AllianceBernstein L.P. (This fund will conduct business outside of Germany, Switzerland and Austria under the name AllianceBernstein—India Growth Portfolio.) This proposed merger is expected to reduce certain expenses of the Fund by consolidating certain administrative operations of the Fund with other portfolios of ACMBernstein SICAV.

We have resolved to convene an extraordinary general meeting of shareholders (the "EGM"), to consider the proposed merger of the Fund into ACM Bernstein SICAV - India Growth Portfolio. Notice is hereby given that an EGM will be held on 30 September 2009 at 11:00 a.m. (Luxembourg time) at 15, côte d'Eich, L-1450 Luxembourg to approve resolutions effecting the merger of the Fund into ACMBernstein SICAV—India Growth Portfolio.

*Shareholders may vote on the merger in person or by proxy. A proxy form for your vote is enclosed. Your proxy form should be returned duly completed and deposited with our mailing agent, Victor Buck Services, Z.I. Am Bann, L-3372 Leudelange. Please return your proxy to the Fund before 4.00 p.m. (Luxembourg time) on 28 September 2009 in order for it to be counted.*

Pursuant to Article 263 of the law of 10th August, 1915 on commercial companies as amended (the "1915 Law"), a merger shall require the approval of the general meetings of shareholders of each of the merging companies and that such decisions require that the condition as to quorum and majority laid down for amendments to the articles of incorporation are fulfilled. Pursuant to article 67-1 of the 1915 Law, the approval of the merger requires a quorum of 50% of the shares capital and the consent of two-thirds of the votes cast at the meeting. If the quorum is not reached, the EGM will be reconvened to vote on the agenda on 30 October 2009. There will be no quorum requirements for votes at this reconvened EGM; otherwise, resolutions will be voted upon under the same conditions as for the initial EGM and any proxy you sent in relation to the original EGM will remain valid.

We believe the merger to be in the best interests of you, the shareholders of the Fund, for reasons that are detailed below along with other details of the proposed merger, and recommend you to vote in favour of the merger.

### **What is the merger?**

The merger is the contribution of the Fund's assets and liabilities into India Growth Portfolio, a portfolio of assets in ACMBernstein SICAV, a fund managed by AllianceBernstein L.P., the current investment manager of the Fund (the "Investment Manager"), and structured as an "umbrella fund" comprising separate pools of assets called portfolios.

The merger is proposed to be effective on 31 October 2009 (the "Effective Merger Date") or at any other subsequent date decided by the chairman of the meeting which should not be later than 31 December 2009. The Effective Merger Date is subject to India Growth Portfolio obtaining all the required regulatory approval on or before the Effective Merger Date. We will inform you the status of the merger in writing as soon as practicable if for any reasons the relevant regulatory approval is not obtained on or before the Effective Merger Date. When the merger becomes effective on the Effective Merger Date, you will own the same number of shares of the same class in ACMBernstein SICAV - India Growth Portfolio as you owned in the Fund before the merger. The Fund will be wound up on this date.

### **How does the merger benefit shareholders?**

As of June 30, 2009, the total expense ratio ("TER") of each share class of the Fund was 2.14% (Class AX), 2.16% (Class A), 3.14% (Class BX) and 3.18% (Class B), respectively. The TER was calculated on the basis of the annualized expense ratio of the respective share classes of the Fund between October 1, 2008 and June 30, 2009 with total class expenses divided by the average daily net asset value of the relevant share class.

The net assets under management by the Fund was above US\$191 million as of July 31, 2009. Following the merger, total expenses to shareholders of ACMBernstein SICAV - India Growth Portfolio are expected to be lower because administrative expenses will be shared among a larger asset base.

### **How will the Fund change?**

The following structural and operational changes will occur in connection with the merger on the Effective Merger Date:

- The Fund's investment objective and policy, as well as its description of investments and attendant risk considerations, will remain unchanged.
- All share class fees and charges, such as management fees, distribution fees and contingent deferred sales charges will remain unchanged.
- The Management Company, Custodian, the Administrator and the Registrar and Transfer Agent will remain unchanged.
- The fiscal year end of the Fund will change from 30 September to 31 May.
- The dealing frequency will change from weekly dealing to daily dealing for India Growth Portfolio.

- Total costs of the merger which is anticipated to be of US\$[15,000] (including audit and legal fees, publication expenses and other transaction costs) will be borne by India Growth Portfolio.

### **What if I wish to change my investment in the Fund?**

While we hope you will agree the merger of the Fund is to your benefit, if you determine it not to be in your interests, you may request the exchange of your shares in the Fund for the same share class of another AllianceBernstein fund which is authorized by the Securities and Futures Commission or redeem your shares free of charge (but subject to any contingent deferred sales charge, if applicable to your shares) before the Effective Merger Date. Any shares not exchanged or redeemed before the Effective Merger Date will be automatically converted to the same number of shares of the same class in ACMBernstein SICAV – India Growth Portfolio as you owned in the Fund before the merger. A confirmation of the new shares of India Growth Portfolio will be sent to you on or before 30 November 2009 if the merger becomes effective on the Effective Merger Date.

### **General**

The Board of Directors accepts responsibility for the accuracy of the information contained in this notice.

The establishment costs for the Fund have been fully amortized.

As tax laws differ widely from country to country, investors are urged to consult their tax advisers as to the potential tax implications of the merger in their individual cases.

### **A Note for Omnibus Account Holders**

If you are acting as a nominee for other investors in the Fund, please inform the ultimate beneficial owners of the shares in the Fund of the information set forth in this notice as soon as possible.

Thank you for your investment in the Fund. We hope to continue to meet your investment needs through the Fund.

Please contact your financial adviser or the Hong Kong Representative at tel: 2918 7888 or fax: 2918 0336 if you have any questions.

Sincerely yours,

**The Board of Directors of  
ACMBernstein—India Growth Fund**

*Enclosure:*

Proxy vote form containing the agenda of the EGM

**ACMBERNSTEIN-INDIA GROWTH FUND**  
*Société d'Investissement à Capital Variable*  
**18, rue Eugène Ruppert**  
**L-2453 Luxembourg**  
**R.C.S. Luxembourg B 45 529**

**PROXY**

The undersigned, .....

holder of ..... shares in ACMBERNSTEIN-INDIA GROWTH FUND ( the "Fund")

hereby appoints the chairman of the meeting (the "Proxyholder"),

to represent and vote for the undersigned at the extraordinary general meeting of shareholders of the Fund to be held in Luxembourg, on 30 September 2009 at 15, côte d'Eich, L-1450 Luxembourg at 11:00 a.m (Luxembourg time) and at any adjournment or reconvened meeting thereof with the following agenda:

**AGENDA**

To approve the merger of the Fund into ACMBernstein SICAV, a "*société d'investissement à capital variable*" organized under the Luxembourg law of 20 December 2002 having its registered office at 18, rue Eugène Ruppert, L-2453 Luxembourg and more particularly the merger of the Fund into India Growth Portfolio, a portfolio of assets created under the umbrella structure of ACMBernstein SICAV, and more specifically, upon hearing:

(i) the report of the board of directors explaining and justifying the merger proposal (hereafter the "Merger Proposal") published in the *Mémorial C, Recueil des Sociétés et Associations* of Luxembourg on 28 August 2009 and deposited with the Register of Commerce and Companies in Luxembourg, and

(ii) the audit report prescribed by article 266 of the Luxembourg law of 10 August 1915 on commercial companies, as amended, prepared by Ernst and Young.

1) to approve such Merger Proposal;

2) to fix the effective date (hereinafter the "Effective Date") of the merger, as defined in the Merger Proposal on 31 October 2009 or on such other date as may be determined at the extraordinary meeting of shareholders upon suggestion of the chairman of the meeting being not later than 31 December 2009.

3) to approve that, on the Effective Date, the assets and liabilities of the Fund shall be merged into ACMBernstein SICAV - India Growth Portfolio, a portfolio of assets created under the umbrella structure of ACMBernstein SICAV;

4) to approve that on the Effective Date, in exchange for the contribution of the respective assets and liabilities of the Fund, ACMBernstein SICAV issues to shareholders of the Fund the same number of shares of the same classes in ACMBernstein SICAV - India Growth Portfolio as they held in the Fund prior to the Effective Date. The new shares in ACMBernstein SICAV will be issued in registered form with fractions as of the Effective Date;

