

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 October 2009

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

Dear Valued Shareholder:

This important notice requires your immediate attention. Please seek professional advice if in doubt about its content.

Reference is made to the prior notice dated 8 September 2009 regarding the proposed merger of the Fund into ACMBernstein SICAV— India Growth Portfolio.

Because the Extraordinary General Meeting of shareholders convened on 30 September 2009 lacked the quorum necessary to deliberate on the proposed merger, you are hereby notified of a Reconvened Extraordinary General Meeting of shareholders to be held on 30 October 2009 at 11:00 a.m. (Luxembourg time) at the registered office of the Fund, 18, rue Eugène Ruppert, L-2453 Luxembourg to vote on the same agenda, which is outlined in the enclosed proxy form. There shall be no quorum requirement at the Reconvened Extraordinary General Meeting. At such meeting, resolutions, in order to be adopted, must be carried by at least two-thirds of the votes cast.

You 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 to Victor Buck Services, Z.I. Am Bann, L-3372, Leudelange, Luxembourg. Please return your proxy before 4.00 p.m. on 28 October 2009 in order for it to be counted.

We believe the merger to be in the best interests of you, the shareholders of the Fund, for reasons detailed in our prior notice to you, and recommend you vote for the merger. **Whether or not you vote on the merger, no action is required on your part to continue your investment.**

If you have questions, please contact your financial advisor or an AllianceBernstein Investor Services operations center at + 800.22.63.86.37 or + 352.46.39.36.151

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. We accept responsibility for the accuracy of the contents of this letter.

Sincerely yours,

The Board of Directors of
ACMBernstein – India Growth Fund

Enclosure:

Proxy vote form

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 October 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;

