

**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 SICAV**

Société d'investissement à capital variable

Registered office: 2-4, Rue Eugène Ruppert, L-2453 Luxembourg

R.C.S. Luxembourg B 117.021

Following the first Extraordinary General Meeting held on 31 October 2013 which did not reach the required quorum, notice is hereby given that the reconvened

**EXTRAORDINARY GENERAL MEETING**

of Shareholders (the "Reconvened Extraordinary General Meeting") of ACMBernstein SICAV (the "Company") will be held on Thursday, December 12, 2013, at 10:30 AM, at the registered office of the Company, with the following Agenda, which is the same Agenda as proposed during the first Extraordinary General Meeting held on 31 October 2013:

**Agenda**

Full restatement of the articles of the incorporation of the Company (the "Articles") in order to, *inter alia*:

- Amend Article 3 to reflect the submission of the Company to the law of 17 December 2010 regarding collective investment undertakings (the "Law") so as to read as follows:

"The exclusive object of the Company is to place the funds available to it in transferable securities of any kind and other permitted assets with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

The Company may take any measures and carry out any operations which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by Part I of the law of 17 December 2010 regarding collective investment undertakings (the "Law").

The Company qualifies as an undertaking for collective investment in transferable securities ("UCITS")."

- Amend Article 4 of the Articles in order to provide that the board of directors of the Company (the "Board") may transfer the registered office of the Company to any other municipality in the Grand Duchy of Luxembourg.
- Amend Article 5 of the Articles in order to specify that the provisions of UCITS set forth in the Law and any implementing regulation shall apply. Therefore, the merger of a class of shares will be decided by the Board unless the Board decides to submit the decision for a merger to a meeting of shareholders of the class of shares concerned. No quorum is

required for this meeting and decisions are taken by the simple majority of the votes cast. In case of a merger of one or several class(es) of shares where, as a result, the Company ceases to exist, the merger shall be decided by a meeting of shareholders for which no quorum is required and that may decide with a simple majority of votes cast.

- Amend Article 6 of the Articles to provide that the personal data of shareholders may be transferred, according to a personal data transfer policy determined from time to time by the Board and disclosed in the sales document of the Company.
- Amend Article 8 of the Articles in order to (i) clarify and extend the power of the Board to impose restrictions on the ownership of the shares and to avoid the Company (and indirectly the shareholders) from being exposed to any adverse consequences, and (ii) insert FATCA detrimental consequences as a ground to redeem compulsorily shares held by a Restricted Person.
- Amend Article 16 of the Articles in order to provide that a class may invest in one or more other classes of the Company (cross sub-fund investments), to the extent permitted by the Luxembourg laws and regulations.
- Amend Article 16 of the Articles in order to provide that the Board may create any master/feeder UCITS class, convert any existing class into a feeder UCITS class or change the master UCITS of any of its feeder UCITS class, if permitted and in accordance with the Luxembourg laws and regulations.
- Amend Article 21 to set out more clearly the provisions relating to the procedures and processes applicable to a redemption request and to clarify that the Net Asset Value may be reduced by, amongst others, tax and tax liabilities (including withholding taxes or those deriving from FATCA requirements) or by a redemption charge, if any.
- Amend Article 23 of the Articles in order to clarify the valuation of fixed-income securities: fixed-income securities are valued at the most recent bid price provided by the principal market maker.
- Amend Article 23 in order to clarify that the redemption price or the subscription price may be reduced or increased as a consequence of any fiscal considerations or penalty of a specific country to the extent that the Company would otherwise incur any pecuniary disadvantage as a result of a shareholder having not complied with the relevant legislation of that country (e.g. FATCA).
- Amend the content of various articles of the Articles and renumber certain Articles in order to (i) take into consideration the new requirements of the Law, (ii) mirror the provisions of the latest amendments to the law dated 10 August 1915 on commercial companies, as amended, (iii) take into consideration the impact resulting from the application of the US Foreign Account Tax Compliance Act (FATCA) and (iv) update references to laws and regulations.

#### **Effective Date**

**The resolution on the Agenda will be effective two months after the Reconvened Extraordinary General Meeting approving such resolution.**

## **Voting**

The resolution on the Agenda of the Reconvened Extraordinary General Meeting will not be subject to any quorum requirement and will be passed by a majority of two-thirds of the votes cast.

Only shareholders of record at the close of business on Friday, December 6, 2013 are entitled to vote at the Reconvened Extraordinary General Meeting and at any adjournments thereof.

Shareholders are advised to consult the fully stated version of the Articles which is available free of charge, in English, at the registered office of the Company and which is also available to be downloaded from the internet site [www.alliancebernstein.com/investments](http://www.alliancebernstein.com/investments).

## **Voting arrangements**

Shareholders who cannot personally attend the Reconvened Extraordinary General Meeting are requested to use the attached proxy. Completed proxy must be received by no later than the close of business in Luxembourg on December 10, 2013 at the registered office of the Company.

How to get more information. If you have questions, or if you would like to obtain a copy of the Articles that reflects these amendments, please contact AllianceBernstein Hong Kong Limited for (as the Hong Kong Representative of the Fund) at +852 2918 7888.

The Board accepts responsibility for the accuracy of the contents of this notice.

By order of the Board of Directors.