

A. PROXY

The undersigned appoints the Chairman, as proxy, with power of substitution to vote all shares of ACMBernstein SICAV (the "Company"), registered in the name of the undersigned, at the Extraordinary General Meeting of Shareholders of the Company, to be held at the offices of AllianceBernstein (Luxembourg) S.à r.l. 2-4, rue Eugène Ruppert, L-2453 Luxembourg on Thursday, October 31, 2013, at 10:30 AM (local time) and at any adjournments thereof.

1. FOR ☐ AGAINST ☐ the full restatement of the articles of the incorporation of the Company (the "Articles"), being specified that this full restatement of the Articles will become effective two (2) months after such resolution, 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 of 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 of 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.

2. In accordance with their discretion, upon such other matters as may properly come before the meeting.

The shares represented by this Proxy will be voted in accordance with the specifications made above. If no specifications are made, such shares will be voted FOR all the proposals listed above.

Dated: _____, 2013

Signed: _____
(Please sign above exactly as shares are registered)

(1) To be valid, this proxy must be completed and deposited with our mailing agent, Victor Buck Services, Z.A. Krakelshaff Luxembourg, L-3290 Bettembourg, Luxembourg, no later than 48 hours before the time appointed for the Meeting.

(2) If the shareholder is a corporation, this proxy must be executed under seal and by the hand of an officer or attorney duly authorised in such capacity.

B. PHYSICAL ATTENDANCE AT MEETING (Not Required)

(To be completed only in the event you intend *physically* to attend the Thursday, October 31, 2013 Extraordinary General Meeting of Shareholders)

☐ I confirm I will be physically present or have a representative physically present at the Company's Extraordinary General Meeting of Shareholders.

Please insert below the representative's name in **CAPITAL LETTERS** only

[illegible]