



A. PROXY

The undersigned is the holder of shares in **ACMBernstein SICAV** (the “Company”).

The undersigned appoints, as proxy, with power of substitution, for all his/her/its shares held in the Company, registered in the name of the undersigned, to represent the undersigned at the Reconvened 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 **10 December 2015, at 02:30 PM** (local time) and at any postponed, adjourned or reconvened meeting thereof or at any subsequent Extraordinary General Meeting having the same agenda thereof (if this proxy is not revoked), the Chairman of such meeting to vote on the matters set out in the agenda below and in general to do and perform any and all acts and deeds which be necessary or useful in the accomplishment of the present proxy.

Please indicate with an "X" in the space below how you wish your vote to be cast in respect of the resolution. If no specific direction or conflicting direction as to voting is given the proxy holder will vote or abstain from voting at his discretion.

AGENDA

First resolution

Change of name of the Company into “AB SICAV I” and consequent amendment of Article 1 of the articles of association of the Company so as to read as follows:

*“There exists among the subscribers and all those who may become holders of shares a company in the form of a "société anonyme" qualifying as a "société d'investissement à capital variable" under the name of "**AB SICAV I**" (the “**Company**”).”*

being specified that such amendment will be effective as of **5 February 2016**.

IN FAVOUR ☐

AGAINST ☐

ABSTAIN ☐

Second resolution

Amendment of paragraph (7) of section A. of Article 23 of the articles of association of the Company so as to read as follows:

“(7) U.S. Government securities and other debt instruments having 60 days or less remaining until maturity are generally valued at market by an independent pricing vendor, if a market price is available. If a market price is not available, the securities are valued at amortized cost. This methodology pertains to short term securities that have an original maturity of 60 days or less, as well as short term securities that had an original term to

[illegible]